The world is how we shape it

sopra steria

2025 Universal Registration Document

Including the Annual Financial Report and the Management Report containing the Sustainability Report

The Universal Registration Document is an English translation of a reproduction of the official version of the "Document d'enregistrement universel", which was produced in xHTML and is available on our website.

www.soprasteria.com

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Elements of the Annual Financial Report are identified in the table of contents by the logo **/AFR/**
Elements of the Sustainability Report are identified by the logo **/CSRD/**

2025 Universal Registration Document

INCLUDING THE ANNUAL FINANCIAL REPORT AND MANAGEMENT REPORT
CONTAINING COMPONENTS OF THE SUSTAINABILITY REPORT

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The original French-language version of the Universal Registration Document was filed on 13 March 2026 with the Autorité des Marchés Financiers (AMF) in its capacity as competent authority in respect of Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of said regulation.

The original French-language version of the Universal Registration Document may be used for the purposes of an offer to the public of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a securities note and, where applicable, a summary and any amendments made to the Universal Registration Document. The resulting combined document is approved by the AMF in accordance with Regulation (EU) 2017/1129.

This document is a free translation into English of the original French "Document d'enregistrement universel", referred to as the "Universal Registration Document". It is not a binding document. In the event of a conflict of interpretation, reference should be made to the French version, which is the authentic text.

Chairman's message

"When I consider the development of artificial intelligence, I see additional growth opportunities for our business."

Pierre Pasquier

Chairman and Founder of Sopra Steria Group

The final part of financial year 2025 saw our business return to growth. After seven consecutive quarters of low or negative revenue growth, this is an encouraging development for the coming period.

Furthermore, our business outlook for 2026 is once again positive across most of our geographies and vertical markets.

As regards performance, we have moved into 2026 on a solid foundation. Although the operating margin on business activity declined slightly in 2025, it remained close to 10%, while free cash flow returned to its normative level and the pre-tax return on capital employed remained above 20%.

The Group thus has a strong balance sheet with little debt and, consequently, plenty of room for manoeuvre.

The environment in which we operate presents major challenges. From the political and geopolitical arena to energy and technology, they are all likely to impact our markets, our organisation, our skills and our models.

For example, the development of generative and agentic AI will have far-reaching implications both for how we operate and for the content of the services we deliver to our clients. We are readying ourselves for these changes with determination. We have made integrating AI into our production methods – for all our employees – a top priority.

We are supporting our clients as they adopt these new tools – which can boost efficiency and add value – to manage their processes. The opportunities thus unlocked are likely to give rise to new needs and drive new investment in technology. So, when I consider the development of artificial intelligence, I see additional growth opportunities for our business.

Ever since it was established nearly 60 years ago, the Group has always succeeded in adapting to changes in its environment. Embracing emerging and transformative technologies is part of our DNA. Our entrepreneurial culture and agile organisation have enabled us to make decisive choices that have made Sopra Steria what it is today: a European leader in consulting and digital services, with a particular edge when it comes to sovereignty issues.

We bring a clear-eyed view of the transformations that are underway. We are committed to proactively adapting the Group, and our decisions will continue to prioritise a long-term vision to ensure that our corporate plan creates lasting value.

Key figures

Sopra Steria, a major European digital services group, is a trusted alternative to the global tech giants. The Group harnesses cutting-edge technology to help address the challenges facing industry and society. With the pace of innovation growing ever more rapidly, there is rarely just one single, obvious solution to a given challenge.

€5.6bn

Revenue

€296.8m

Net profit attributable to the Group

58 years

of history

Number of employees

51,275

New hires in 2025

8,313

1990

Listed on the stock market

Operations at

164 sites

in nearly

30 countries

€3.2bn

Market capitalisation at 31/12/2025

Reduction in GHG emissions

-64.6%

vs 2019

Scopes 1 & 2

-33.2%

vs 2019

Scope 3

See Chapter 1 for more information

History and corporate plan

More than 50 years of continuous growth and transformation

1968-1999

1968
Sopra founded

1969
Steria founded

1990
Sopra's IPO on NYSE Euronext Paris

1999
Steria's IPO on NYSE Euronext Paris

2000-2013

2005
Acquisition of Mummert Consulting

2007
Acquisition of Xansa, BPO expert

2011
74Software's IPO[1]

2012
Launch of Sopra Banking Software

2013
Joint venture SSCL's contract with the UK government

2014-2019

2014
Sopra Steria founded, launch of Sopra HR Software

2015
Acquisition of CIMPA

2017
Acquisitions of Cassiopae, Kentor, 2MoRO and Galitt

2018
Acquisitions of BLUECARAT and it-economics in Germany, O.R. System and Apak by Sopra Banking Software

2019
Acquisitions of SAB and SFT (JV with Sparda)
Launch of the Sopra Steria Next consulting brand

2020-2025

2020
Acquisitions of Sodifrance (reporting unit France), cxpartners (UK) and Fidor Solutions for Sopra Banking Software

2021
Acquisitions of EVA Group specialised in cybersecurity (France), EGGS Design and Labs (Norway)

2022
Acquisition of Footprint, specialising in environmental and sustainability consultancy (Norway)

2023
Acquisition of CS Group (France), Tobania (Belgium) and Ordina (Netherlands)
Acquisition of the 25% stake in SSCL held by the UK Cabinet Office

2024
Sale of most of the activities of Sopra Banking Software

2025
Launch of exclusive negotiations to acquire Starion and Nexova
Acquisitions: Neocase, innovative digital HR solutions firm;
Aurexia, management consulting firm specialising in financial services

Appointment of Rajesh Krishnamurthy as the Group's Chief Executive Officer, as of 1 February 2026.

1. Formerly Axway Software

See Chapter 1 for more information

Independent corporate plan

Core shareholder backing the corporate plan

Share ownership structure at 31/12/2025

20,547,701 listed shares
25,639,142 exercisable voting rights

XX.X% = Percentage of share capital held
(XX.X%) = Percentage of exercisable voting rights held
TPI survey of identifiable owners of shares at 31/12/2025 – Ownership threshold of over 1,000 shares

Key features of the corporate plan

Independent model

Independent model built on long-term vision and business performance, upholding the Group's responsibilities to the environment and to its stakeholders as a good corporate citizen.

Entrepreneurial culture

Agility, rapid decision-making and speed of execution are hard-wired into Sopra Steria's DNA. Our ethos is predicated on an unwavering focus on customer service, autonomous decision-making, collective endeavour and respect for others.

Importance of human resources

Rigorous human resources policy focused on talent who offer expertise along with a strong collective mindset, and on employee skills development.

See Chapter 7 for more information

Our mission and values

Our mission

Technology serves as a gateway to infinite possibilities. As fascinating as this never-ending stream of innovations is, it also raises questions as to what is actually behind the frantic race for novelty and change. Solutions are never straightforward or obvious, and there is certainly never just one way of doing things.

At Sopra Steria, our mission is to guide our clients, partners and employees towards bold choices to build a positive future by putting digital technology to work in service of humanity.

Beyond technology, we set great store by collective intelligence, in the firm belief it can help make the world a better place.

Together, we are building a highly promising future by delivering tangible benefits: sustainable solutions with positive impacts that take full account of interactions between digital technology and society. There's still so much more we can achieve together.

Dare together

At Sopra Steria, we strive to create a stimulating, group-oriented environment inspiring free thinkers to engage in open, frank discussions. Our goal is to foster the development of skills and entrepreneurship in a community driven by a desire for collective success.

Values that bring us together

Putting customer service first

Respect for others

Taking positive action

Professional excellence

Collective mindset

Openness and curiosity

Putting customer service first

We make a commitment to our clients over the long term to enhance their performance and enable them to reach the next level by leveraging our specialised knowledge of their business sector and innovative technologies.

Respect for others

Our core belief is that our collective endeavour makes us stronger, and that by working together we can find the best solutions. That's why we always listen carefully to and forge close relationships with our clients, partners and employees.

Taking positive action

We want to make innovation deliver results for as many people as possible and offer sustainable solutions with a positive impact that responsibly and ethically shape interactions between digital technology and society.

Professional excellence

We offer our visionary, integrated approach and our broad range of expertise to help guide our clients, partners and employees towards bold choices and convert opportunities into tangible, sustainable results.

Collective mindset

We believe collective intelligence, harnessing team spirit and each individual's talents, can help drive positive change and make the world a better place in a sustainable manner, exceeding what technologies alone can do.

Openness and curiosity

We encourage a bold, curious and accountable approach to explore new avenues and employ innovative new technologies that can deliver transformative changes for everyone's benefit.

Breakdown of revenue and the workforce

Group revenue by vertical market

Group revenue by business line

* Digital Platform Services

Group revenue by reporting unit

Workforce

Group	France	United Kingdom
51,275	19,962	6,904

Other Europe	Outside Europe	International Service Centres
15,665	260	8,484 (India, Poland, Spain and North Africa)

See Chapters 1 and 5 for more information

Business model

Extensive range of high value-added services and solutions

Our Vision

The digital revolution has triggered a radical transformation in our environment. It is speeding up changes in our clients' business models, internal processes and information systems.

In this fast-changing environment, we bring our clients new ideas and support them in their transformation by making the most effective use of digital technology.

Our business

Sopra Steria provides end-to-end solutions to address the core business needs of large companies and organisations, helping them remain competitive and grow, supporting them throughout their digital transformation in Europe and around the world.

European digital services market

Market valued at

$456bn[1]

Fragmented market
(market share[1])

Top 30
46%

Top 1
5%

Expenditure by vertical[2]

End-to-end approach

Shifting from a service-based approach to high value-added solutions

Embedding consulting into our value proposition

Comprehensive response to our clients' transformation needs

Stepping up in cybersecurity

Prevention
Protection
Detection & Response

Expanding in digital platform management

Cloud and associated infrastructure services

Ramping up in next-generation technologies...

Cloud
Data
AI
Emerging technologies

...and solutions

SAP S/4 HANA
ServiceNow
Salesforce

1. Gartner, IT Services Forecast, 2025, Europe, Q4 2025
2. Gartner, Global Consulting Firm

See Chapter 1 for more information

Business model

The value creation model

Sample value creation indicators in 2025 for the Group's main stakeholders

Clients	Employees	Shareholders	Suppliers & subcontractors	Government & Society
Over **80%** of 100 strategic clients satisfied according to the ***Customer Voice*** survey	Employee turnover rate of **14.3%**	**€5.30** proposed dividend in respect of financial year 2025	**773** suppliers were assessed by EcoVadis in 2025, covering more than €894 million of expenditure. This accounts for 79% of target expenditure for 2025 (up 2 points compared to 2024).	**A List** CDP Ranking
	28% of the Group's employees (including 42.9% of employees in France) owned shares in the Group through an employee share ownership plan at 31/12/2025			More than **75,535** people supported by Sopra Steria's solidarity initiatives in 2025

See Chapters 1 and 4 for more information

1. AI: Artificial intelligence
2. IoT: Internet of Things

Strategy & Ambitions

Strategy

Sopra Steria is keen to establish itself as a European leader in digital services and position itself as a trusted, credible European alternative to global operators. The Group is developing and strengthening its foothold in four strategic markets (Public Sector, Financial Services, Defence & Security, Aeronautics & Space), where issues relating to sovereignty and responsible digital technology are becoming increasingly critical in Europe. To this end, it focuses on delivering high value-added solutions and an industrial and sustainable approach to implementing technology. The Group aims to act and innovate in such a way as to be able to influence how its stakeholders make use of technology.

Sopra Steria's European plan

Europe

4 strategic sectors

Public Sector

Financial Sector

Defence, Space & Security

Aeronautics

Positioning

European leader in digital services. A credible European alternative to global operators.

Decision to focus on delivering high value-added services and solutions. Ambition to influence how digital technology is used

Industrial & sustainable approach to implementing technology

What sets us apart

Standout choice with regard to digital sovereignty issues

Values of trust and close ties with our clients and employees

Benchmark provider of responsible digital technology

Capabilities

Best-in-class end-to-end[1] expertise in a comprehensive range of digital services

In-depth knowledge of our clients' priorities

Technological expertise in digital

Powerful force in consulting

Recap of medium-term financial targets (2026–2028)

Organic revenue growth of between 2% and 5%;

Operating margin on business activity of between 10% and 11%;

Free cash flow of between 5% and 7% of revenue.

See Chapter 1 for more information

Risk management

Participants in internal control and risk management

Identification of the Group's main risks

The most material risks specific to Sopra Steria are set out below by category and in decreasing order of criticality (based on their likelihood of occurrence combined with the estimated severity of their impact), taking account of the mitigation measures already implemented. This presentation of residual risks is not intended to show all of Sopra Steria's risks.

The internal control system and risk management policies implemented by the Group aim to lower the likelihood of occurrence of these main risk factors and their potential impact on the Group.

Each of these risk management policies is described in detail in the "Risk factors and internal control" chapter of this document.

The table below shows the results of this assessment in terms of residual materiality on a scale of three levels, from most material (●●●) to least material (●).

Category/Risk	Residual materiality
Risks related to strategy and external factors	
Ability to offer appropriate, adapted solutions	●●●
Acquisitions	●●
Loss of business from a major client or vertical	●●
Attacks on reputation	●
Risks related to operational activities	
Repercussions of major external crises	●●●
Cybersecurity, protection of systems and data[1]	●●
Pre-sales and delivery of projects and managed/operated services	●●
Risks related to human resources	
Attracting talent[1]	●●
Skills development and retention of key personnel[1]	●●
Risks related to regulatory requirements	
Compliance[1]	●

See Chapter 2 for more information

1. See Chapter 4, "Sustainability Report" for more information

Governance

Board of Directors

Pierre Pasquier

Chairman

18 members

15 Directors appointed by shareholders at the General Meeting

3 Directors representing the employees and employee shareholders

65 Average age of Directors

5 Nationalities

Directors' attendance

	Board of Directors	Audit Committee	Nomination, Governance & Corporate Responsibility Committee	Compensation Committee
Number of meetings	11	7	6	6
Attendance rate*	89%	95%	98%	98%

50% Female Directors[1]

50% Male Directors[1]

73% Independent Directors (%)[2]

It is a top priority for the Board of Directors to have a diverse range of skills.

The Company has identified nine key competencies that it would like to be represented within the Board of Directors.

Top 5 areas of expertise and experience on the Board of Directors

- Knowledge of the digital and consulting sectors, ability to promote technological innovation
- International teams and organisations
- Finance, risk management and control
- Human resources and social dialogue (CSR)
- Mergers and acquisitions

Other skills and experience represented in the Board of Directors

- Knowledge of one of the Group's main verticalmarkets
- Entrepreneurial experience
- CEO of a major group
- Environmental and climate-related issues (CSR)
- Social issues (CSR)
- Operational experience within Sopra Steria Group

Members at 25 February 2026
1. 8/16 women – 8/16 men
2. 11/15 Board members qualify as independent based on the AFEP-MEDEF Code's requirements

See Chapter 3 for more information

Governance

Executive bodies

Rajesh Krishnamurthy

Chief Executive Officer
(since 1 February 2026)

"It is an honour to join a group with such a strong history, a deeply rooted engineering culture, and a reputation built on long-term, trust-based relationships with its customers, its partners and institutions. Sopra Steria is a company that I have respected for many years, as much for what it does as for how it does it."

Executive Committee (EXCOM)

The Executive Committee has 16 members. It supervises the Group's organisation, management system, major contracts and support functions and entities. It is involved in the Group's strategic planning and implementation.

3 of its members are women.

19%
women on the EXCOM

16 members

Fabrice Asvazadourian **Consulting**	Ayman Awada **Financial Services**	Yvane Bernard-Hulin **Legal**	Hervé Forestier **France**
Dominique Lapère **Operations**	Axelle Lemaire **Corporate Responsibility**	Béatrice Mandine **Communications**	Étienne Merveilleux du Vignaux **Finance**
Louis-Maxime Nègre **Human Resources**	John Neilson **United Kingdom**	Éric Pasquier **Software & Solutions**	Xavier Pecquet **Operations** Chief Executive Officer (until 31 January 2026)
Kjell Rusti **Scandinavia**	Mohammed Sijelmassi **Technology**	Grégory Wintrebert **Institutional Relations & Partnerships**	

Management Committee

The Management Committee is responsible for issuing and sharing information regarding the business activity of the Group's operating entities. It consists of the Executive Committee members and 33 operational and functional managers.

8 of its members are women.

16%
women on the Management Committee

See Chapter 1 for more information

Members at 25 February 2026

Sustainability reporting

13 important matters with regard to impact materiality and/or financial materiality

Sopra Steria has conducted a double materiality assessment,[1] the outcome of which has confirmed the Company's priorities, some of them long-standing, while providing a fresh perspective on the value chain.

These priorities reflect Sopra Steria's identity, strategy and business model, which are intrinsically linked to the quality of its relationships with its partners and the role of digital technology in society.

- **Climate change adaptation (ESRS E1)**
- **Reducing and mitigating the carbon footprint (ESRS E1)**
- **Resource and waste management (ESRS E5)**
- **Priority placed on training and skills (ESRS S1)**
- **Equal opportunities and diversity (ESRS S1)**
- **Employee protection and trust (ESRS S1)**
- **Social dialogue (ESRS S1)**
- **Solidarity and volunteering (ESRS S3)**
- **Regional presence (ESRS S3)**
- **Contribution to essential public services (ESRS S4)**
- **Business conduct and compliance (ESRS G1)**
- **Cybersecurity and digital sovereignty**
- **Developing responsible digital technology**

Gender equality in the Group

Prioritising gender equality in management and business lines

32.9%

% Women in the Group in 2025

(vs 32.5% in 2024)

22.8%

% Women in the 10% most senior positions in 2025

(vs 22.3% in 2024)

Gender Equality European & International Standard

Climate-related issues

Results for 2025

Scopes 1 & 2

-64.6%

vs 2019

(-52.7% vs 2019 in 2024)

Scope 3

-33.2%

vs 2019

(-23.9% vs 2019 in 2024)

CO_2 emissions reduction trajectory (out to 2030)

Security and digital sovereignty

Combating disinformation – *Pégase* think tank

Security score card: A

CyberVadis score: 985

10,296

employees familiarised with or trained in sustainable design

1. Analysis conducted in accordance with the requirements of the Corporate Sustainability Reporting Directive (CSRD)

See Chapter 4 for more information

Our direct and indirect contribution to the 17 United Nations SDGs

Sopra Steria is fully committed to managing its sustainability matters to ensure that it delivers as a responsible corporate citizen and meets its stakeholders' expectations. The results achieved are testament to the Group's tangible commitment to employees, the environment and society.

Commitment to employees

140,592 hours of professional training in business areas

AI training programme for all employees totaling 31,537 hours of training, with 14,897 employees trained in 2025

22.4% of the 3% most senior positions at the Company are held by women

New gender equality agreement signed for France (scope: "Unité Économique et Sociale" (economic and employee unit)) in January 2025 and new career management agreement in December 2025

Commitment to the environment

Expanded SBTi Net-Zero strategy, which aims to achieve a 90% reduction in Scope 1+2 and Scope 3 greenhouse gas emissions by 2040, through various carbon reduction actions

Ongoing sustainable procurement programme, selecting suppliers committed to a more environmentally friendly approach

Roll-out of a sustainable transport plan aiming to reduce business travel and promote low-emissions transport options

Commitment to society

Ongoing implementation of the "International Volunteer Days" volunteering campaign to encourage employees to get involved in community initiatives, with digital inclusion and education projects through the Group

Support and guidance for non-profit projects that promote digital inclusion through the Sopra Steria-Institut de France Foundation

Ongoing Sopra Steria Foundation educational programme in India promoting access to education, digital learning infrastructure, health and hygiene awareness as well as eco-responsible development

Development of charitable efforts in each country in order to achieve a collective impact tailored to specific local needs

Business conduct

Maintain the proportion of employees who have completed ethics training at over 90% and achieve an EcoVadis Ethics Score of over 80/100

Have more than 80% of target expenditure covered by a positive EcoVadis assessment (>45/100)

No corruption incidents.

Specific to digital services and to Sopra Steria

Maintain a Security Score Card grade higher than the industry average.

Maintain a CyberVadis score of at least 795.

Modernise the Group's consultancy and engineering services to offer its clients low-impact solutions (sustainably designed, inclusive and ethical) against a backdrop of rapid AI expansion

See Chapter 4 for more information

Financial performance

Revenue (in millions of euros)

Operating profit on business activity (in millions of euros and % of revenue)

Net profit attributable to the Group (in millions of euros and % of revenue)

Free cash flow (in millions of euros)

Dividend in euros per share

(*) Amount proposed at the General Meeting of 20 May 2026

Sopra Steria share price over 5 years** compared to performance of SBF 120 and CAC 40

(**) Rebased 100 at 31 December 2020 (Source: Euronext Paris)

See Chapters 5 and 7 for more information

Dialogue with investors and rating agencies

Factsheet

Listing	Euronext Paris
Market	Compartment A
ISIN	FR0000050809
Ticker symbol	SOP
EUID[1]	FR7401.326820065

(1) European Unique Identifier

Eligible for Share Savings Plan (PEA)
Eligible for Deferred Settlement Service (SRD)

Main indices

SBF 120, CAC All-Tradable, CAC All Shares, CAC Mid & Small, CAC Mid 60, CAC Technology, Euronext Developed Market, Next 150, CAC SBT 1.5°, Euronext Eurozone ESG Large 80, Euronext Eurozone 300, Euronext Vigeo Europe 120, EN CDP Environment ESG France EW, Dow Jones Best-in-Class Indices

Financial calendar for 2026

26-Feb-26 before market open	Revenue and earnings for FY 2025[1]
29-Apr-26 before market open	Revenue for Q1 2026[2]
20-May-26	Annual General Meeting
02-Jun-26	Ex-dividend date
04-Jun-26	Dividend payment
29-Jul-26 before market open	Revenue and earnings for H1 2026[1]
29-Oct-26 before market open	Revenue for Q3 2026[2]

1. The full-year and half-year results are published in press releases and are presented at meetings, which are also made available as bilingual webcasts in French and English.

2. Revenue for Q1 and Q3 is published in press releases and presented on bilingual (French and English) conference calls.

Recognition of CSR commitments by the leading rating agencies in 2025

Non-financial rating agencies	MSCI ESG	Bloomberg ESG	Sustainalytics	S&P Global	ISS ESG	ISS QualityScore Governance	CDP – Climate Change	EcoVadis
Rating scale	AAA to CCC	Percentile	"Negligible risk" = 0 to "Severe risk" = 40+	Percentile out of 280 companies in sector	A+ to D-	1 (best) to 10 (worst)	A+ to D-	out of 100
Score	7.5/10	92.1/100	18/100	89/100	B	3/10	A List	94/100
Category	AA Leader	Leading	Low risk		Prime			Top 1% Platinum

Meetings with investors in 2025

The Investor Relations Department engages in dialogue with the financial community throughout the year. It endeavours to meet with all shareholders, investors and financial analysts in the world's main financial marketplaces during roadshows or conferences, as well as on the occasion of annual and interim financial reports and presentations to the General Meeting of Shareholders.

610 individuals met

297 institutions met

17 conferences

12 countries

23 cities

31 roadshows

Transparency Awards
Finance & ESG
2025

Sopra Steria wins the 2025 Transparency Awards[3] in all categories

1st place in the Transparency Awards (in all categories) for regulated information

3. Technical Committee of the Transparency Awards organised by Labrador

Investor Relations Contacts

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Email: investors@soprasteria.com

Individual Shareholder Relations

Email: investors@soprasteria.com

Follow us

Group website

https://www.soprasteria.com

Investors

https://www.soprasteria.com/investors

Sustainability & Corporate Social Responsibility

https://www.soprasteria.com/about-us/corporate-responsibility

https://www.facebook.com/soprasteria

https://x.com/SopraSteria

https://www.linkedin.com/company/soprasteria

https://www.youtube.com/user/SteriaGroup

1. Business and strategy overview

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1. Sopra Steria Group at a glance

Corporate name: Sopra Steria Group

Until 2 September 2014, the name of the Company was "Sopra Group". As a result of the successful public exchange offer made by Sopra Group for the shares of Groupe Steria SCA (see press release dated 6 August 2014), the Board of Directors met on 3 September 2014, with Pierre Pasquier presiding, and recorded the entry into effect of several resolutions conditionally adopted at the General Meeting of 27 June 2014.

Among the consequences of the implementation of these resolutions was the change in the corporate name from "Sopra Group" to "Sopra Steria Group".

Registered office: PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy – France. Phone: +33(0)4 50 33 30 30

Head office: 6 Avenue Kléber, 75116 Paris – France. Phone: +33(0)1 40 67 29 29.

Legal form: French société anonyme

Company website: https://www.soprasteria.com

Date of incorporation: 5 January 1968, with a term of fifty years as from 25 January 1968, renewed at the General Meeting of 19 June 2012 for a subsequent term of ninety-nine years.

Country where the entity is incorporated: France

Country where registered office is located: France

Name of the parent company: Sopra Steria Group

Name of the controlling company: Sopra Steria Group

Principal entity: Sopra Steria Group

Corporate purpose: *"The Company's objects shall be:*

In France and elsewhere, to provide all advice, expertise, studies and learning related to business organisation and information processing, all computer analyses and programming and to perform all custom work.

The design and creation of automation and management systems, including the purchase and assembly of components and equipment, and appropriate software.

The creation or acquisition of and the operation of other businesses or establishments of a similar type.

And, generally, all commercial or financial transactions, movable or immovable, directly or indirectly related to said corporate purpose or in partnership or in association with other companies or persons" (Article 2 of the Articles of Association).

Commercial registration: Annecy Trade and Companies Register (RCS) No. 326 820 065

Place where legal documents may be consulted: Registered office

ISIN: FR0000050809

Legal Entity Identifier (LEI): 96950020QIOHAAK9V551

Financial year: From 1 January to 31 December of each year

Explanation of the changes to the name of the entity presenting the financial statements after the end of the previous reporting period: N/A

Appropriation of earnings according to the Articles of Association

"An amount of at least five per cent shall be deducted from the profit for the financial year, reduced by prior losses, if any, in order to constitute the statutory reserve fund. Such deduction shall cease to be mandatory when the amount in the statutory reserve fund is equal to one-tenth of the share capital.

Distributable profit comprises the profit for the financial year less any losses carried forward and amounts allocated to reserves, pursuant to the law and the Articles of Association, plus retained earnings.

The General Meeting may deduct from this profit all amounts that it deems appropriate for allocation to all discretionary, ordinary or extraordinary reserves, or to retained earnings.

The balance, if any, is apportioned at the General Meeting between all shareholders in proportion to the number of shares that they own.

The General Meeting may also decide to distribute amounts deducted from the reserves at its disposal, expressly indicating the reserve items from which the deductions are made. However, dividends shall first be withdrawn from the profits for the financial year." (Excerpt from Article 37 of the Articles of Association)

2. History of Sopra Steria Group

A STORY OF ENTREPRENEURSHIP THAT IS CONSTANTLY EVOLVING

Entrepreneurial spirit, an ever-present characteristic of the Group since its inception, remains the lifeblood of its corporate project. A commitment to collective endeavour, initiative-taking and an emphasis on making a difference are the pillars that allow us to achieve our clients' objectives.We are the leading partner to businesses and organisations that play a crucial role in helping society to run smoothly. As such, we are constantly striving to ensure that our impact is a positive one, both for society and from a business perspective.

2024-2025

On 17 December 2025, Sopra Steria announced that it had entered into exclusive negotiations to acquire Starion and Nexova on behalf of its subsidiary CS Group. This acquisition is aimed at creating a leading European industrial-scale player in sovereign and secure digital services for the space and cybersecurity sectors.

On 1 December 2025, Sopra Steria announced that it had finalised the acquisition – plans for which had been announced on 24 September 2025 – of Neocase, an innovative digital HR solutions firm, aimed at bolstering the Sopra HR business.

On 2 May 2025, the Group completes its acquisition of Aurexia, a management consulting firm specialising in financial services.

2024 marks the finalisation of the sale of most of the activities of Sopra Banking Software, reflecting a strategic refocusing on consulting and digital services. This pivot strengthens the Group's commitment to its goal of playing a leading role in Europe's digital transformation.

2014-2023

In 2023, Sopra Steria acquires Tobania in Belgium, CS Group in France and Ordina in the Netherlands. On 6 November 2023, Shared Services Connected Ltd (SSCL) becomes a wholly owned subsidiary of Sopra Steria following the acquisition of the 25% stake in the SSCL joint venture held by the UK Cabinet Office.

In 2022, the Group acquires Footprint, a Norwegian consulting firm specialising in environmental and sustainability issues.

The Group also acquires two other companies in 2021: EGGS Design, which specialises in digital service design and has locations in Norway's four biggest cities (Oslo, Bergen, Trondheim and Stavanger) as well as in Denmark (Copenhagen), and Labs, a Norwegian user experience consulting firm.

In 2021, Sopra Steria is bolstered by the acquisition of French cybersecurity firm EVA Group. This acquisition is a key step toward positioning Sopra Steria as one of the top players in the French cybersecurity market.

Lastly, Fidor Solutions, the software subsidiary of next-generation bank Fidor Bank specialising in digital banking solutions, joins the Group on 31 December 2020. With this acquisition, Sopra Banking Software significantly accelerates the pace of its development, in particular by augmenting user features as part of its SBP Digital Banking Suite. In the United Kingdom, Sopra Steria acquires cxpartners, bolstering its expertise in user experience and ergonomic design. With the acquisition of Sodifrance in 2020, the Group creates a market leader in digital services for insurers and social security providers.

At the end of 2019, Sopra Steria also bolsters its operations and consolidates its strategy by launching its new digital transformation consulting brand, Sopra Steria Next. In 2019, Sopra Steria takes two important steps forward in the core banking market: the acquisition of SAB, finalised on 7 August 2020, and the partnership with Sparda banks in Germany.

In 2018, the Group acquires German IT services company BLUECARAT to strengthen its position in Germany and offer new growth opportunities for its local subsidiary, as well as Apak to expand its range of lending solutions. Following the acquisition of software developer Cassiopae, finalised in January 2017, three new companies join Sopra Steria Group in 2017: Kentor, 2MoRO and Galitt.

The acquisition of CIMPA in October 2015 boosts Sopra Steria's presence in the product lifecycle management (PLM) market.

2014

Birth of a new European leader in digital transformation

Complementing each other in business strengths, strategic verticals and geographies while sharing a similar corporate culture, Sopra and Steria merge to give birth to Sopra Steria Group.

2000-2014

Driving digital transformation

In 2001, the Internet bubble bursts, accelerating market changes. Clients are looking for global players capable of assisting them in transforming their businesses.

Steria rises to these challenges by completing major strategic acquisitions, including Bull's IT services business in Europe in 2001, Mummert Consulting in Germany in 2005 and the business process outsourcing (BPO) expert Xansa in 2007.

1985-2000

Financial performance at the heart of strategy

Given the maturity of the IT services market, Sopra reexamines its fundamentals and refocuses on systems integration and software development. Sopra completes its initial public offering in 1990. Steria prioritises the rationalisation and industrialisation of processes to reorganise its functional structure. After landing a number of major deals, Steria proceeds with its initial public offering in 1999.

Sopra combines internal and external growth to consolidate its European expansion and its areas of expertise: consulting, systems integration and solutions development. Axway,[1] a subsidiary formed by bringing together the Group's software infrastructure divisions, is floated in 2011.

1968-1985

IT services as a key linchpin in society's process of modernisation

Sopra and Steria are two distinct entities, making their way forward in the emerging IT services industry. They both strive to meet the needs of major clients with innovative products and services. Sopra invests in software development and opens new locations in various markets. At the same time, Steria racks up several contract wins in the public sector.

(1) Following the acquisition of Sopra Banking Software, the shareholders of Axway Software voted on 6 December 2024 to change the company's name to 74Software (with 74Software continuing to use Axway Software as one of its trademarks).

3. Digital services market

3.1. Main markets – Competitive environment of the digital services sector

In 2025, the digital services market in Western Europe was worth an estimated $456.2 billion.[1]

DIGITAL SERVICES MARKET IN WESTERN EUROPE (EXCLUDING HARDWARE AND SOFTWARE)

Country *(in billions of dollars)*	**Estimates for 2025**
France	65.9
United Kingdom	122.5
Germany	76.5
Rest of Europe	191.3
TOTAL	**456.2**

Source: Gartner – IT services 2023-2029, updated Q4 2025.

Three countries (the United Kingdom, Germany and France) account for 58.07% of IT services spending.[1]

- In Western Europe, Gartner forecasts market growth of around 6%[2] per year between 2025 and 2029.

DIGITAL SERVICES MARKET IN WESTERN EUROPE (EXCLUDING HARDWARE AND SOFTWARE)

Business *(in billions of dollars)*	**Estimates for 2025**
Consulting	116.7
Implementation services	145.5
Outsourced IT and cloud infrastructure services	145.3
Business process outsourcing	48.7
TOTAL	**456.2**

Source: Gartner – IT services 2023-2029, updated Q4 2025.

The IT services market remains fragmented despite some consolidation, with the leading player in the European market holding a 5% share[3].

Against this backdrop, Sopra Steria is one of the 9 largest digital services companies operating in Europe (excluding software and hyperscalers) with an average market share of just under 2%.

In France (second in the market) and Norway (third in the market), the Group's market share is over 5%. In the other major European countries, its market share is around 1%.

Sopra Steria's main competitors in Europe are Accenture, Atos, Capgemini, CGI, DXC and IBM, all of which are present worldwide. It also faces competition from Indian groups, chiefly in the United Kingdom (such as TCS, Cognizant, Wipro and Infosys), and local companies with a strong regional presence (Indra in Spain, Fujitsu in the United Kingdom, Tietoevry in Scandinavia, etc.).

(1) Source: Gartner – IT services 2023-2029, updated Q4 2025.
(2) Source: Gartner – IT services 2023-2029, updated Q4 2025, at constant US dollars.
(3) Source: Gartner, "Market Share: Services 2024" and PAC, "IT Services 2025"

4. Sopra Steria's activities

4.1. A European leader in digital technology

Sopra Steria, a major tech player in Europe, is recognised for its consulting, digital services and solutions. It helps its clients drive their digital transformation and obtain tangible and sustainable benefits thanks to the most comprehensive portfolio of services and solutions on the market, encompassing consulting and systems integration, solutions, digital platform services, cybersecurity and business process services.

The Group provides end-to-end solutions to make large companies and organisations more competitive by combining in-depth knowledge of a wide range of business sectors and innovative technologies with a fully collaborative approach: from strategic analysis, programme definition and implementation, and IT infrastructure transformation and operation, to designing and implementing solutions and outsourcing business processes.

For Sopra Steria, helping clients succeed in their digital transformation means addressing their strategic and business priorities through digital initiatives powered by an end-to-end range of services and solutions. Thanks to very close relationships with its clients and its multi-disciplinary teams, the Group is able to continually innovate to guarantee that its services and solutions remain relevant to the strategic priorities of each of its vertical markets.

Sopra Steria Group is also the preferred partner of 74Software (formerly Axway Software), whose exchange and digital enablement platforms play an important role in modernising information systems and opening them up to digital technology.

The Group is independent; as part of the agreement put in place with the founders and managers, Sopra GMT controls 22.2% of share capital and 33.6% of theoretical voting rights. Sopra Steria has nearly 51,275 employees in nearly 30 countries, all working tirelessly to shape Europe's digital future.

4.1.1. CONSULTING AND SYSTEMS INTEGRATION – 69% OF REVENUE IN 2025

4.1.1.1. Consulting – 9% of revenue in 2025

Sopra Steria Next, the Group's consulting brand, is a leading consulting firm. Sopra Steria Next has over 40 years' experience in business and technological consultancy for large companies and public bodies, with over 3,500 consultants in France and Europe. Its aim is to accelerate the development and competitiveness of its clients by supporting them in their digital transformation while taking into account their sustainability priorities, in keeping with our clients' corporate responsibility policies. This support involves understanding clients' business issues using substantial sector-specific expertise, and then working to design transformation roadmaps (business processes, data architecture, change management, etc.) to make the most of new digital technologies such as data and AI.[1] It involves supporting the IT departments of our clients, grasping their new challenges and assisting them with their overall transformation projects as well as the modernisation of their legacy systems.

4.1.1.2. Systems Integration – 60% of revenue in 2025

Systems integration is Sopra Steria's original core business and covers all aspects of the information system life cycle and major transformation programmes. Sopra Steria is equipped to address the full range of its clients' software asset needs:

Design and integration

Sopra Steria's teams help their clients implement agile and industrial-scale projects.
The Group undertakes to design and deliver systems in line with business requirements that are flexible and adapted to the new requirements of digital transformation as well as sector-specific regulatory constraints. This is made possible by working closely with the Sopra Steria Next teams.

Performance and transformation

In addition to standard information systems maintenance, Sopra Steria takes a continuous transformation approach to these systems to guarantee optimised operational efficiency for its clients, suited to changes in their business. The transformation approach includes a well-equipped and documented procedure making it possible to combine the issues involved in reducing the time to market with improved competitiveness and continuity of service.

A world of data

Once the systems and technologies are implemented, the information system gives access to reliable, relevant and critical data and services, offering better analysis of user satisfaction and optimisation of business performance.

With the increasing number of diverse data sources relating to fundamental changes in use, data is more valuable to the Company than ever. To increase the value of this data, Sopra Steria has developed specific know-how and expertise to manage a significant amount of data and associated skills (data science, smart machines, automation, artificial intelligence) by integrating them into a global solution, securing the data regardless of its origin (mobile devices, smart objects, data privacy, the cloud, multimodal and multichannel systems, etc.) and using the data by means of contextualised algorithms, taking into account associated ethics.

The Group's systems integration range thus addresses the challenges posed by both the obsolescence and modernisation of information systems, ensuring optimal flexibility and value creation.

Product Lifecycle Management (PLM)

CIMPA provides comprehensive expertise via its PLM range, which covers all the various facets of PLM services:

- PLM strategy creation or optimisation;
- deployment of strategy-related tools, processes or methods;
- user training and support.

4.1.2. *DIGITAL PLATFORM SERVICES – 13% OF REVENUE IN 2025*

With over 30 years of experience and more than 6,500 dedicated experts, Sopra Steria is helping its clients more quickly modernise their infrastructure and rolling out secure, high-performance hybrid cloud solutions tailored to clients' operational requirements.As the leader in hybrid IT, we harness a combination of industrialisation, automation and advanced AI integration to make systems more resilient, optimise costs and control risks.

(1) Artificial intelligence

This transformation is unfolding in an environment in which priorities around sovereignty (data protection, technological independence, regulatory compliance) have become decisive factors. Sopra Steria helps its clients choose, implement and operate sovereign architectures, guaranteeing complete control over their critical assets.

By integrating AI into our operations, we are able to improve availability, shorten time to remediate and ensure greater operational control. Our global model (Europe + India) and our end-to-end range of products and services (from strategic technology consulting through to managed services) directly impact performance by reducing total cost of ownership (TCO), improving continuity of service and accelerating transformation programmes.

Five core strengths of our high value-added services and solutions:

- **Infrastructure**: Modernisation and automation, supported by generative and agentic AI, to maximise efficiency and optimise resources.
- **Cloud**: Hybrid and native cloud platforms that meet security and sovereignty requirements.
- **Modern work**: Productive working environments that harness omnichannel solutions and AI to facilitate collaborative working and drive improved performance.
- **Application operations**: Reliable, AI-augmented operations incorporating advanced observability to maximise availability, performance and real-time visibility.
- **Connectivity**: Secure, agile networks designed to support growth and manage risks.

Threefold expertise creating measurable value:

- **Consulting**: Technology trajectories that create competitive advantage.
- **Expertise & Solutions**: Tried and tested solutions and architectures to accelerate business transformation.
- **Managed Services**: Industrialised, automated and AI-augmented managed services that reduce costs and improve service quality, combining governance close to where clients are and specialised service centres with 24/7 availability.

4.1.3. CYBERSECURITY SERVICES

With over 2,300 experts and several state-of-the-art cybersecurity centres in Europe and worldwide, Sopra Steria has an international reach as a European leader in protecting critical systems and sensitive information assets for major institutional and private clients.

We have developed a portfolio of services that enable our clients to address their strategic priorities as they face the threat of increasingly frequent and sophisticated attacks.

This range of services covers the **entire cybersecurity value chain**, from risk prevention and the safeguarding of sensitive information to attack detection, response and remediation:

- **Prevention**: Drawing up a cybersecurity strategy that is adapted to the risks of the business and complies with the regulations in force, and spreading a culture of security within the organisation;
- **Protection**: Implementing strategies and solutions to protect IT systems, using secure environments in accordance with best practices, to strengthen cyber resilience as both a preventive and a responsive posture;
- **Detection & Response**: Continuously adapting the defence strategy based on actual threats, mobilising all stakeholders (detection, response, cyber threat intelligence, investigation, vulnerability management, etc.) to work together towards a shared goal – recognising attackers and countering cyberattacks.

Sopra Steria has further enhanced its portfolio of sovereign solutions:

- hardened operating systems;
- digital trust services;
- event correlation tools.

Lastly, we have developed specific ranges of services and solutions designed to address our clients' current priority concerns: crisis management and cyber resilience, cloud security, industrial security and AI security.

Sopra Steria's **business model** based around value centres (Prevention – Protection – Detection & Response) and products is designed to maximise the cyber value of the services delivered by the Group. It can be rolled out locally, through service centres (in France, nearshore in Poland and offshore in India) or in hybrid form, **with a "follow-the-sun" capability to support our clients at all times**.

4.1.4. BUSINESS SOLUTIONS – 6% OF REVENUE IN 2025

Sopra Steria offers its business expertise to clients via packaged solutions in three areas: banks and other financial institutions via Sopra Financing Software, human resources via Sopra HR Software, and real estate owners and agents with its property management solutions. The Group offers its clients the most powerful solutions, in line with their objectives and representing the state of the art in terms of technology, know-how and expertise in each of these three areas.

4.1.4.1. Solutions for the specialised finance market

The role of **Sopra Financing Software** is to provide specialised finance management solutions to participants in this market – major financial institutions, subsidiaries of the major banking groups dedicated to this activity and also certain industrial groups' financial captives.

This range caters for four priority market segments:

- **Real Estate Finance** with a special focus on the French market;
- **Development Finance** including multilateral international institutions (World Bank, development banks in Asia) and also regional institutions (South America, etc.) or a specific development driver (education, green finance, etc.);
- **Equipment Finance** principally in Europe and the United States to serve the B2B financing needs in a high-growth market;
- **Auto & Consumer Finance** with a strategy of supporting its existing clients in their various geographical territories.

Sopra Financing Software's activities are concentrated in two core geographical regions:

- **Europe** with a focus on France, Spain, Germany and Benelux, while handling operations for existing clients in other countries (Portugal, Romania, etc.)
- **The United States** with a goal of expanding in the region, including Canada and also Mexico in the major development bank and equipment finance segment.

Sopra Financing Software maintains a presence in Asia to support existing clients, particularly in the auto finance market.

In addition to its business solutions, Sopra Financing Software offers consulting, implementation, maintenance and training services.

4.1.4.2. Solutions for human resource management

Sopra Steria Group also provides human resource management solutions via Sopra HR Software (a wholly owned subsidiary of Sopra Steria). Sopra HR Software is present in 10 countries, providing comprehensive HR solutions perfectly suited to the needs of human resources departments. Sopra HR Software currently has a workforce of 2,000 people and manages the payrolls of 900 clients with over 12 million employees.

Sopra HR Software is a partner for successful digital transformation of companies and anticipates new generations of HR solutions.

In December 2025, Sopra HR cemented its position as a global human resources player by acquiring Neocase, an innovative French developer of digital HR solutions in order to offer an end-to-end range of HR services for employees (HR Service Delivery), with an optimal employee experience.

This acquisition strengthens Sopra HR's positioning as a leader in tech HR.

Solutions

The solutions offered by Sopra HR Software are based on the most innovative business practices and cover a wide range of functions, including core HR, payroll, time and activity tracking, talent management, employee experience and HR analytics. The range is based on two product lines, HR Access® and Pléiades®, aimed at large and medium-sized public or private organisations in any sector and of varying organisational complexity, irrespective of their location. To make the most of the advantages offered by AI and in response to new working patterns, the new generation of Sopra HR 4YOU solutions offers a fully digital HR space that helps businesses stay closely connected with their employees and optimise HR performance and the quality of HR services.

Following the acquisition of Neocase, activities will be combined around two product ranges:

- The Neocase solution will continue to be rolled out and scaled up to strengthen the company's positioning as a leading international player in HR service delivery.
- New functionality from Neocase will gradually be integrated into Sopra HR 4YOU solutions.

Services

Sopra HR Software offers a number of services linked to its range of solutions and its HR ecosystem. Sopra HR Software supports its clients throughout their projects, from consulting through to implementation, including staff training, maintenance and business process services (BPS).

Sopra HR Software implements its own solutions either on-premise or in the cloud and also offers a wide range of managed services.

4.1.4.3. Digital transformation solutions for the professional real estate market

Sopra Real Estate Software is the leading developer, distributor, integrator, and service manager of property management solutions in France. It offers a range of comprehensive solutions for enterprise resource planning (ERP) systems tailored to real estate needs (asset management, rental management, service management including services to occupants, and more). Sopra Steria offers major public- and private-sector real estate players (institutional investors, social housing operators, property management firms, property managers and major users) comprehensive digital solutions and services providing a huge range of functionality.

Sopra Real Estate Software's 600 real estate experts help our 400 clients realise their digital transformation so as to boost their return on assets, optimise practices and strengthen relationships with tenants and service providers.

Sopra Real Estate Software also offers a technical real estate asset management and maintenance solution that is particularly well suited to helping our clients better manage their energy performance.

Solutions

From property management to building information management, we offer a range of end-to-end solutions built around providing digital real estate services to tenants and partners.

Services

Sopra Real Estate Software supports its clients with an end-to-end range of services based on its Solutions, from consulting to integration and managed services.

In 2024, Sopra Real Estate Software launched a major programme to transform its range to include a SaaS element and a platform and marketplace approach_geared towards serving clients' business needs while delivering sustainable performance.

4.1.5. BUSINESS PROCESS SERVICES – 12% OF REVENUE IN 2025

Sopra Steria offers a full range of business services and business process services (BPS) solutions. These include consulting based on technological and business expertise, target operating model design, transformation through the development of transition and transformation strategies, and delivery of managed services. Its vast experience in BPS is underpinned by its end-to-end digital and technological expertise incorporating next-generation technologies such as artificial intelligence (AI), hyperautomation, robotics and natural language processing (NLP), all powered by data to drive targeted innovation.

Sopra Steria manages two of Europe's largest shared services organisations: Shared Services Connected Limited (SSCL) and NHS Shared Business Services (NHS SBS). Originally formed in 2013 as a joint venture between Sopra Steria and the UK Cabinet Office, SSCL became a wholly owned subsidiary of Sopra Steria in Q4 2023. NHS SBS – a joint venture with the UK Department of Health and Social Care that began in 2002 – provides essential support services to NHS trusts and other UK health organisations. These leaders in shared services enable Sopra Steria to offer key UK government departments, agencies and police forces a wide range of business support solutions.

The Group's BPS ranges are closely connected with digital transformation and the integration of cutting-edge technologies. Sopra Steria leverages AI to transform business operations and improve the user experience.

We believe AI is key to the creation of hybrid intelligence, where humans and technology work together to achieve more productive outcomes than either could achieve on their own.

In 2025, the Group entered into a major new BPS contract with National Savings & Investments (NS&I) to deliver AI solutions and modernise interactions with citizens. It also brought into service ISFE2 (Integrated Single Finance Environment for NHS England), a new SaaS platform that is the biggest of its kind in Europe. This new platform makes use of agentic AI, robotics, chatbots and natural language processing to improve process delivery, empower NHS staff and encourage innovative approaches to meet the challenges facing clients. This programme is expected to generate several billion pounds in savings for the NHS.

4.2. Business expertise at the heart of our strategy

Sopra Steria has chosen eight major vertical markets that constitute its areas of excellence and make up 91% of revenue. The Group has a comprehensive range of services and solutions in each of these fields, addressing its clients' specific priorities.

4.2.1. PUBLIC SECTOR – 26% OF REVENUE IN 2025

Faced with growing expectations from civil society and businesses, the need to optimise their expenditure, the obligation to keep up with regulatory changes and driven by a wave of reforms, public-sector entities are continuing the broad-based digitalisation of their main processes and transformation of their activities, their organisations and the services offered to their users.

With digital technology a force for change and a driver of productivity, Sopra Steria provides solutions in two main categories: (i) the digitalisation and simplification of government services, the reorganisation of processes and, more generally, the modernisation of business-specific information systems via digital transformation programmes, and (ii) the pooling of support functions for central government agencies, local authorities, and key providers in the health, welfare and employment sectors. We also address the issues of cybersecurity and sovereignty. In light of sustainability challenges, our projects adopt a sustainable design approach whenever possible.

As a result, public-sector organisations can ensure that they meet their targets and priorities at the lowest cost, while giving their information system the agility and modernity it requires to meet the high expectations from civil society and agents.

4.2.2. FINANCIAL SERVICES & INSURANCE – 21% OF REVENUE IN 2025

4.2.2.1. Financial services sector

The financial services sector continues to be a leading market for information-technology-related services in France and in Europe as a result of a number of market factors, including in particular increased competition from new entrants (FinTech firms and tech giants), new regulations (e.g. DORA, PSD3, PSR, etc.), the growing prevalence of cybersecurity attacks and the business and technological transformations linked to artificial intelligence. In response to these factors, sector players are making use of technology services such as AI, cloud computing and data and modernising their information systems.

In view of these challenges, Sopra Steria aims to be a partner for banks, helping to facilitate and accelerate their transformations.

With its understanding of the banking sector and the most innovative technologies, from cutting-edge AI to cybersecurity, the Group offers tailored consulting and integration services. The Group provides comprehensive solutions and turns changes in the banking world into opportunities for its clients, whether in risk management, data protection, improving customer experience, optimising performance, delivering differentiation or identifying new sources of income, while ensuring compliance and a high level of security. These solutions may draw on software provided by the Group's technological partners and by Sopra Banking Software, of which the Group is a preferred partner.

4.2.2.2. Insurance sector

The insurance sector is fiercely competitive due to the increasing standardisation of offers, more frequent and more expensive claims rates, and the escalating regulatory burden. At the same time, clients are exhibiting new digital behaviours, with a shift in expectation towards the personalisation of products and services.

In this increasingly competitive global context, leading insurers continue to look to consolidation and transformation as the way forward, as part of a sustainable insurer strategy that includes being comprehensive insurers and opening their distribution models.

To set themselves apart, they are developing extended services and are taking into account the new risks associated with use (as opposed to ownership) of property, the rise of service business models, the sharing economy and cybersecurity.

Sopra Steria offers its clients a comprehensive solution for the implementation of new business models, support for strategic plans and digital transformation, helping in particular to open the business and its information system to new partnerships and services across an extended value chain.

Sopra Steria also helps steer transformations in a responsible insurance direction. It does so by developing low-impact digital products and services and by actively participating in insurers' projects to foster eco-friendly practices in property insurance and services, investing responsibly in impact underwriting and going beyond their external observer role to actively combating climate risk.

4.2.3. DEFENCE, SPACE & SECURITY – 13% OF REVENUE IN 2025

4.2.3.1. Defence

In a tense geopolitical context, marked by the rise of new threats to states (high-intensity major conflicts, cybercrime, terrorism, etc.), defence departments face numerous challenges and must improve their effectiveness while taking into account budgetary constraints. It has become essential to ensure information superiority, data interoperability and critical operational systems security.

With over 40 years' experience in supporting the military in Europe, Sopra Steria combines pragmatism and innovation, thanks to tailored technological and process solutions:

1. Reliability and interoperability of operational information and communication systems, command centres (C2) such as the Anti-Drone Unit;
2. Efficiency and overall effectiveness of the armed forces;
3. Efficiency of the military supply chain (supply chain management);
4. Control over costs and the complexity of ensuring compliance for information systems.

As a company specialising in digital services, Sopra Steria does not engage in the manufacture, maintenance or marketing of controversial defence equipment.

4.2.3.2. Space

Following the 2023 acquisition of CS Group, with its 40 years' experience in the space industry, Sopra Steria is now a major player in the European digital space technology arena. Its technology solutions and business lines address the entire added value chain:

- from space engineering services through to integration of onboard and ground-based turnkey systems that meet resilience and safety requirements;
- from space mission analysis through to operation and use;
- from spacecraft command and control through to processing the large amounts of data generated;
- from advanced forecasting algorithms through to decision support systems.

This positioning enables the Group to be involved in space programmes that are high on the global agenda in terms of sustainability and security and to address a market which, having historically been supported by government funding, is now changing fast. Rapid technological progress is unlocking new capacity, encouraging commercial funding of space projects and making space more accessible to nations and the private sector.

This democratisation of access to space is fostering a dynamic and innovative ecosystem with an evolving business model (on-demand access) while guaranteeing safety both in space and on the ground.

In response to these challenges, Sopra Steria has introduced a strategy helping foster a continuum between feedback from legacy players and the capacity to innovate so as to create new and secure high-performance products and services that deliver on the priorities of both civil and military space programmes.

4.2.3.3. Security

Sopra Steria supports public authorities in meeting the challenges of homeland security. The Group operates in 24 countries, serving many different organisations: police, emergency services, border control, justice, customs and homeland security services.

Sopra Steria carries out large-scale, complex and critical projects on behalf of these organisations, concerning:

- survey management and information processing;
- road safety;
- automation of command-and-control solutions;
- resilience of critical entities and sites;
- management of identity documents, security credentials, and civil and criminal biometrics;
- modernisation of court- and prison-related administration;
- intelligent, distributed computer systems;
- infrastructure security;
- mobile technologies to optimise operations on the ground.

In addition, the Group has developed innovative solutions specific to the security sector, to address the priorities and needs of clients in this field (biometrics, mobile technology, fingerprint and genetic footprint search engines, security hypervisors, implementing secure cloud solutions, etc.).

4.2.4. AERONAUTICS – 10% OF REVENUE IN 2025

The aeronautics sector is a particularly fertile ground for innovation. It is subject to constraints regarding reliability, availability, security and performance, which require suppliers to have full command of the technologies and processes implemented, as well as a thorough understanding of their different clients' core businesses.

For optimal service, companies operating in this sector must align their capacities with the pace of production and optimise their processes and information systems while also improving profitability.
Digital continuity and the ability to manage the product lifecycle, from design to manufacture and after-sales services, are crucial. Sopra Steria's acquisition in 2015 of CIMPA, a specialist in product lifecycle management, makes total sense in this context particularly as it was followed in 2017 by the acquisition of 2MoRO, extending the Group's range of services and solutions for aerospace maintenance.

To meet these challenges, Sopra Steria's expertise comes into play through the Aeroline vertical in such critical areas as industrial efficiency, manufacturing and particularly the shop floor, supply chain, on-board systems and air traffic control.

Through its Aeroline vertical, Sopra Steria is fully committed to helping its clients navigate the transformation towards sustainable aviation. Through the sustainability-focused "Aeroline SUSTAIN" programme, the Company is developing well thought-out digital and technological solutions to more quickly meet key challenges facing the sector: carbon reduction, with a shared goal of achieving net zero by 2050; the design and use of sustainably designed and circular products; sustainable performance at production sites and across their supply chains; and compliance with increased obligations associated with non-financial reporting.

This programme also plays a key role in the ecosystem tackling these issues by working with organisations that aim to harmonise practices (e.g. IAEG), developing partnerships with the academic world (e.g. the ISAE-SUPAERO engineering school) to harness the latest scientific advances and creating in-house tools to anticipate future needs. For more information, visit:

https://www.soprasteria.fr/secteurs-activite/secteurs-activiteaerospatial/programme-aeroline-sustain

4.2.5. ENERGY & UTILITIES – 7% OF REVENUE IN 2025

The energy sector in Europe is in the midst of its most radical transformation since the end of the Second World War, driven by decarbonisation, electrification of end uses and digitalisation.

Becoming carbon-neutral will require a thorough overhaul of the energy sector's value chain, from production to marketing, making electricity the main approach to decarbonising end uses, complemented by biomethane and hydrogen, particularly for industry.

This means energy providers need to address the following priorities:

- **in production**: striving for excellence in the field of low-carbon (especially nuclear) and renewable energy production, building on the digital continuity of engineering, while managing financial considerations and societal impacts in the regions where they operate;
- **in transmission and distribution**: spearheading a massive plan of investments in electrical systems in response to the need to scale up renewable energy production, connect production facilities to the grid, and operate those facilities under optimum conditions by modernising and digitalising management of the grid;
- **in marketing**: optimising the customer experience and creating offers that combine energy and services to retain and win over new clients, and to respond to new usage patterns (electric mobility, demand flexibility, etc.).

Against this backdrop, Sopra Steria supports energy suppliers in their strategic responses to trends affecting a number of areas:

- **experience and client acquisition**: reinventing customer relations and designing new services;
- **digital continuity of engineering**: helping our major clients achieve their ambitions in developing new low-carbon energy production sites, with the help of data continuity and digital twins;
- **power grid modernisation**: ramping up the decentralisation and digitalisation of energy transmission and distribution grids;
- **modernisation and optimisation of information systems** to enable energy transition investments by making better use of data, and the industrial applications of AI within a European sovereignty framework.

4.2.6. TELECOMS, MEDIA & ENTERTAINMENT – 4% OF REVENUE IN 2025

The telecoms, media and entertainment sector is at the centre of the digital revolution in three respects:

- **Providing connectivity and data:** the telecoms sector is driving digitalisation in other industries by offering very high-speed networks (fibre, 5G) and collecting data from billions of connected objects.
- **Validating new technologies:** the sector is a pioneer in the adoption of innovative new technologies (cloud computing, SDN/NFV, AI, digital platforms), making it a life-size testing ground for new uses of digital technology.
- **Economic resilience:** infrastructure plays a vital role in ensuring economic stability, as notably illustrated during the Covid-19 pandemic.

Sopra Steria serves the transformation goals of its clients in relation to the following main challenges:

- **Deployment of new infrastructures**: fibre and 5G to help meet countries' industrial requirements by providing them with very high-speed fixed and mobile connectivity.
- **Infrastructure management**: moving from a configurable to a programmable approach for essential infrastructure, such as the cloud, SDN/NFV and 5G.
- **Automation and AI**: so that companies are able to interact in real time, in particular thanks to AI, with all members of their ecosystems (clients, suppliers, partners, employees, infrastructures).
- **Digitalisation of services**: laying down the fundamentals of the platform-based business, thus moving to fully digital and end-to-end solutions, from client to infrastructure.
- **Accessibility and sustainability**: to measure and reduce the footprint of digital products and services, make them more accessible to their clients and devise innovative technological solutions with a positive impact.

4.2.7. TRANSPORT – 7% OF REVENUE IN 2025

Given that the transport sector accounts for 30%[1] of GHG (greenhouse gas) emissions, all players in the sector will have to undergo major changes in the short- to medium-term to reduce their footprint. Meanwhile, mobility and logistical needs are constantly changing and must contend with new challenges: increased international traffic and interoperability, the development of platforms to facilitate access to mobility services in urban areas, the upgrading of infrastructure both in terms of capacity and modernity, and new approaches to urban logistics as the volume of goods driven by e-commerce explodes and last-mile services in densely populated areas require new approaches.

Faced with these major challenges, the transport industry needs to implement strategies, investments and services to encourage travellers to choose the most environmentally friendly solutions by facilitating access to services, using door-to-door methods, offering seamless intermodality, integrating micro-mobility, and developing new payment and customer experience models. Transporters, infrastructure managers and logisticians progressively update their operating and supervision models to integrate the new functionalities made possible by data and predictive models. Advances in self-driving vehicles and autonomous mobile robots are a key issue in urban areas.

The energy crisis is also set to accelerate changes that were already underway in relation to optimising processes, reducing energy consumption at industrial properties, continuing to develop clean transportation and developing green hydrogen solutions.

Sopra Steria Group is a leading partner of choice to major players in the transport industry to help them achieve their digital transformation goals in key areas of their value chain: transformation of the urban and multimodal experience; platformisation of operating and command-and-control systems, operational supervision and traffic management; and excellence of industrial operations and asset management.

The Group also aims to be a recognised player in urban mobility ecosystems.

Its expertise in the digital domain is recognised in the transport industry, particularly in relation to business consulting, digital expertise (industrial metaverse, data, AI & generative AI, cloud computing, IoT, etc.), implementation of a data/AI strategy, integration of specialist solutions, and cybersecurity.

Sopra Steria is one of Europe's top 8 digital services companies in business and information system transformation for major clients in the rail sector, logistics, urban operators, transport authorities, postal services, aviation and motorway concessions groups.

4.2.8. RETAIL – 3% OF REVENUE IN 2025

Amid increasing globalisation and market consolidation, the retail sector remains under heavy pressure. Consumers want more and more innovation more and more rapidly, and their expectations are constantly increasingly, as is their price consciousness.

Retail companies need to transform themselves relentlessly so they can reinvent their consumer experience and survive in this complex environment.

Sopra Steria is a key partner for retail companies undertaking a broad business and digital transformation. We support businesses looking to raise their efficiency and identify new value drivers.

(1) Report on the state of the environment in France: www.statistiques.developpement-durable.gouv.fr/sites/default/files/2022-10/datalab_108_bilan_annuel_transports_2021_octobre2022.pdf

4.3. A long-standing partner and trust-based relationships

The Group's commitment: Being a long-lasting partner for the Group's clients, meeting their needs as effectively as possible by providing them with the best technology as part of a responsible and sustainable value-creating approach.

CLIENT TRUST

Sopra Steria endeavours to develop lasting relationships of trust with its clients that enhance their performance and help make our value chain more resilient.

The primacy of customer service is one of Sopra Steria's core values and delivering customer satisfaction is one of the Group's top priorities.
By combining performance, added value and innovation in the services it offers, the Group excels in guiding its clients through their digital transformation projects to help them make the most of digital technology in order to meet their requirements for performance and sustainability.

- **Annual "Customer Voice" satisfaction survey**

Alongside ongoing interaction, the Group continued its **annual "Customer Voice" satisfaction survey of its top 100 strategic clients** across the Group as a whole with the aim of fostering, organising and sustaining high-quality, trust-based dialogue with clients. In the last six consecutive annual surveys, **the satisfaction rate has exceeded 80%.**

More than 650 interviews were conducted with our clients in 2025. The qualities highlighted during interviews revolve around expertise, listening, proactivity, partnership, engagement and professionalism.
The Group has decided to focus on strengthening its support for innovation, with a particular emphasis on the potential benefits of generative AI for its clients.

- **Client Advisory Board**

The "France" reporting unit made progress with the Client Advisory Board initiative it launched in 2024 alongside a dozen core strategic clients. The goal is to share the progress made by its transformation programme and to work on areas of common interest.

In 2025, work focused in particular on managing digital dependency.

This approach has been supplemented by a new initiative aimed at sharing information about sustainable procurement with buyers at our major clients.

5. Strategy and objectives

5.1. Strong, original positioning in Europe

Sopra Steria aims to be a major European player in digital transformation, playing an active role in helping build a sovereign digital Europe and helping large businesses and organisations in Europe remain competitive and grow.

The Group enables them to make the best use of digital technology to innovate, transform their activities (business as well as operating models), protect their strategic interests and optimise their performance.

Sopra Steria champions an ambitious, value-creating vision that brings together employees, clients, shareholders and partners, with world-class business performance underpinned by the values and goals of responsible digital technology.

To achieve this aim, the Group continues to strengthen its key competitive advantages:

- control over its independence and a business philosophy that goes beyond financial performance to recognise the social importance of being a responsible employer and corporate citizen;
- operating as a digital transformation professional, underpinned by a comprehensive range of services and solutions that combines an in-depth understanding of business- and sector-specific priorities with cutting-edge expertise across the full spectrum of digital and emerging technologies. The Group offers clients expertise spanning the full spectrum of digital transformation: it advises (consulting), builds (integration), operates (DPS – formerly infrastructure management – and BPS) and secures (cybersecurity);
- working with clients to develop and secure Europe's digital sovereignty. Sopra Steria is the partner of choice for digital sovereignty issues, implementing IT solutions that strengthen clients' technological sovereignty and/or advising them on how to strengthen it;
- a focus on priority sectors and clients and leading positions in priority verticals (Financial Services, Aerospace, Defence & Security, Public Sector);
- providing expertise in digital technologies. The Group is continually investing in the exploration of new ideas and expertise in architectures, and in emerging digital, cloud and AI technologies and uses. Special efforts are being made to establish targeted partnerships with leading players in the digital ecosystem;
- an ambition of influencing the design, development and use of digital technology (as a catalyst and aggregator);
- a special drive to roll out responsible digital technology for projects that is more sustainable and more accessible;
- close relationships with employees, with people and the management approach at the heart of the Company's strategy (promoting protection and trust; supporting human development; encouraging accountability by valuing high standards and critical thinking).

Lastly, the Group's mission statement – formally adopted in 2019 – reflects both its values and its desire to help meet the Sustainable Development Goals of its stakeholders and society: "Together, building a positive future by putting digital to work for people."

5.2. Confirmed objectives and priority action areas

5.2.1. DEVELOPMENT OF CONSULTING ACTIVITIES

In order to securely position itself with client decision-makers at the business department level, the Group is continuing its move up the value chain in consulting, and confirms its medium-term target of continuing to develop its presence in this area. To do this, it is gradually developing a range of consulting services and capacity in all of the regions in which it operates, using a model that favours synergies with the Group's other business lines. The Group's plan is to establish and develop a European consulting capability specialising in business transformation through technology. The Group aims to help its clients define and deliver on the promises they make to their clients and employees by seizing opportunities offered by the ongoing digital and social transitions, in support of the Group's strategy. The Group's ambition is to be a powerful and widely recognised transnational consulting firm within Europe, at the cutting edge of innovation in technology and management, where business and technology intersect, offering tailored solutions designed to address specific business issues while honouring its clients' culture and ESG policy.[1]

To ensure that the Group is recognised for its ability to secure and accelerate its clients' transformation projects, the consulting strategy is based on four pillars that pave the way for successful transformation:

- Biztech: In our consultancy activities, focusing on the crucial aspects of how to integrate new with legacy and achieve rapid deployment.
- Human-first: Taking care to engage with and involve all stakeholders, giving clients and employees a say at every key stage, from design to implementation.
- Driven by AI: Giving our clients access to our multi-sector expertise, AI use cases and our experience with decision-makers who have successfully and securely deployed AI.
- 360° value: Using our clients' proprietary data to assess the impact of their projects, not only in terms of return on investment, but also with regard to ESG and sovereignty.

5.2.2. ACCELERATION IN DIGITAL TECHNOLOGY

Sopra Steria has successfully completed numerous digital projects. Its experience has allowed it to offer a holistic approach to digital transformation to the market, based on a series of best practices.

To step up its commitment to digital technology, the Group is continuing to invest with the following goals:

- being at the cutting edge of the market in all of its services and business models;
- strengthening its technology assets;
- transforming its operating models;
- educating all of its employees in digital culture, practices and skills;
- keeping an eye on the market in order to clarify its digital strategy and target the best digital partners.

(1) Environmental, Social and Governance.

Digitalisation of services and solutions and business model adaptation

We offer our clients expertise spanning the full spectrum of digital transformation: we advise (consulting), build (integration), operate (DPS – formerly infrastructure management – and BPS) and secure (cybersecurity).

The Group is upgrading its range of services and solutions in each of these business areas to leverage advances in digital technology in a number of key areas, thereby:

- harnessing the potential of cutting-edge technologies – analytics, smart machines, blockchain, IoT, augmented/virtual reality etc. – to benefit its clients through innovative applications. A particular focus is placed on AI, and in particular generative AI, through a large-scale programme launched in 2023 across all the Group's geographies and involving all its business lines;
- driving its clients' transformation from its current position: for example, the Application Management range has evolved to encompass the end-to-end transformation of processes and the corresponding modernisation of existing IT systems, including connecting digital technologies with legacy systems and migrating all or some of the IT system to the cloud;
- promoting new end-to-end approaches combining consulting and software: providing IT strategy support for large companies and public authorities, implementing digital continuity in industrial value chains, building service platforms, overseeing the cloud-based and digital transformation of information systems, etc.

The digitalisation of solutions and services and, more broadly speaking, changing client expectations, have led the Group to adapt its business models. The Group will thus be selling more and more solutions operated on behalf of clients and, in services, increasingly leveraging intellectual property (reusable components, implementation accelerators, etc.). It will thus generate more recurring revenue through its solutions, with less of a direct connection to the size of its workforce in services.

Technology assets and industrialisation

The Group is continually investing in the exploration of new ideas and expertise in architectures, and in emerging digital, cloud and AI technologies and uses, relying in particular on its teams of "digital champions" (experts led by the Group's Chief Technology Officer).

At the same time, all necessary resources are being designed and put in place to rapidly develop and operate digital solutions on behalf of the Group's clients that are natively designed to function in hybrid cloud environments:

- the Digital Enablement Platform (DEP), the technical foundation for building or modernising IT systems (designed to be able to interact with components of Amplify, the hybrid integration platform of 74Software [formerly Axway Software]), an industrial DevOps chain and an environment to capitalise on and search for reusable software components, a private cloud that can be extended to the main public clouds;
- implementation accelerators for new digital technologies (smart machines, AI/machine learning, blockchain, IoT, etc.);
- digital factories to enable the implementation of a range of services combining consulting and software (e.g. migrating information systems to the cloud).

In early 2023, the Group launched a massive initiative supporting the adoption of advances brought about by generative AI. The rAIse® programme aims to use AI to transform the Group's practices, creating an end-to-end range of services and solutions for its clients and systematically building AI into its technology assets over the long term.

Transformation of the operating model

The Group is gradually changing the operating model for its services activities by incorporating a more matrix-based approach based on 3 main components:

- verticals supporting the Group's sales capacity through the key account strategy and the development of vertical-specific services and solutions and sector-specific expertise;
- skill centres that scale up technological expertise, such as data, AI, cloud computing and SAP;
- corporate function that draws up the operating model and tailors it to each operating sector by defining common policies, steering operations and overseeing the transformation of the operating model.

Skills development

To accompany its transformation, the Group is making a considerable effort to train its employees and managers:

- expanding its range of training: introductory and more advanced courses on all digital/data/AI/cloud technologies;
- training on new practices and new industrial environments;
- acculturation and upskilling in new business requirements related to responsible digital technology: training in the digital solutions put in place by the Group;
- digitalisation of training resources: virtual training rooms, in-house e-learning and access to MOOC-style learning platforms.

Innovation

Numerous initiatives are being encouraged to promote and enhance innovation, such as the Group's digital champions keeping an eye on technology advances and uses, innovation imperatives assigned to project teams, internal innovation competitions to develop new digital uses, hackathons open to clients and partners, as well as platforms for digital demonstrations, brainstorming, co-design, rapid development and technology intelligence open to clients, employees and partners (DigiLabs at all the Group's major locations and a Next centre at its registered office), etc.

The rAIse® programme encourages the Group as a whole to experiment with the advances brought about by AI, and in particular generative AI. All entities are working towards being able to offer their clients AI-powered solutions, incorporating AI into their everyday practices and training all employees.

Ecosystem of partners

Special efforts are being made to establish targeted partnerships with leading players in the digital ecosystem by vertical and by major technology area (startups and niche players, institutions of higher education and research laboratories, top software development companies, hyperscalers, etc.). It is within this framework that a strategic partnership has been forged with 74Software (formerly Axway Software).

In order to ensure effective market intelligence, a collaborative startup observatory is made available to the Group's teams of digital champions and all its managers.

In certain very specific cases relating to its strategy, the Group may directly or indirectly take equity stakes (through specialised funds) in recently launched startups that it considers the most innovative in the market, applying a corporate venturing approach.

5.2.3. TARGETING OF SPECIFIC VERTICALS

Focused business development

To support its positioning goals, the Group is continuing its policy targeting specific vertical markets, key accounts and business areas in all countries where it operates.

There are eight priority verticals that currently account for the majority of revenue: Public Sector; Financial Services; Defence, Security & Space; Aeronautics; Energy & Utilities; Telecoms, Media & Entertainment; Transport; Insurance; and Retail.

For each vertical, the Group selects a small number of key accounts (fewer than 100 at Group level), focuses on a few different business areas in which it aims to secure a leading position and implements an inter-entity coordination system for the different countries and subsidiaries concerned.

Some of these verticals are considered particularly strategic. The Group has very clear strengths in several countries (broad position, IT and business expertise, replicable experiences etc.). The transformation needs of businesses, public authorities and ecosystems in place are considerable and rely on similar solutions from one country to the next. These verticals (Financial Services, Aerospace, Defence & Security, Public Sector) are eligible for corporate investment or external growth transactions.

End-to-end vertical services and solutions

In order to achieve its leadership objective in its targeted verticals and business areas, the Group mobilises the development efforts of its various entities to build end-to-end value propositions as well as ranges of business solutions designed to address its major clients' business priorities.

5.2.4. DEVELOPMENT OF SOLUTIONS

The Group confirmed its target to continue to develop solutions in the fields of human resource management and property management (Sopra HR Software and Sopra Real Estate Software) as well as its activities in solution integration (specialised finance solutions). Efforts will continue to be focused on enriching the Group's solutions, adapting them to cloud systems, leveraging API-based access to data and services, integrating new digital technologies, developing managed services, and expanding operations into new geographic markets.

5.2.5. ACQUISITION POLICY

The Group makes regular targeted acquisitions in order to enhance its range of services and solutions and its expertise, or to strengthen its position in certain regions. In this capacity, it will be able to carry out acquisitions of varying sizes.

5.3. Embedding of sustainability priorities and goals

Sopra Steria Group has gradually adopted multi-year strategic sustainability priorities that have been approved by its supervisory, executive and management bodies. These priorities reflect the close long-term ties between the Group's positioning as a trusted alternative, its strategy and its financial and sustainability performance. Accordingly, the Group's strategy and associated objectives have evolved to translate these priorities into practical action in each of its strategic action areas (see Section 5.2 of this chapter).

Following the double materiality assessment conducted in 2024 and confirmed in 2025, the Group has formalised an expanded definition of sustainability performance, highlighting its ties to strategy and the business model (see Chapter 4, Section 1.1.3.1 of this document). Sopra Steria has thus strengthened its approach since 2024 in order to formalise and structure these ties, taking into account established strategic priorities and future objectives in relation both to strategy and to financial and sustainability performance.

This approach is intended to apply and adapt strategic sustainability priorities to key areas of the Group's strategy, namely:

- large service groups, including consulting, integration services, digital platform services, cybersecurity and software products;
- clients' principal sectors of activity, corresponding to Sopra Steria's verticals;
- the Group's main geographies, i.e. its countries and their territories (for example regions);
- value creation for key stakeholders: employees, clients and investors.

MAIN SUSTAINABILITY-RELATED MULTI-YEAR STRATEGIC PRIORITIES APPROVED BY THE BOARD OF DIRECTORS:

Sustainability matter[1]	Strategic priority
Environment [ESRS E1]	**Net-zero emissions:** Continue along the trajectory for reducing greenhouse gas emissions from the Group's direct activities.
Sopra Steria employees [ESRS S1]	**Diversity and equal opportunities:** Meet the imperatives of workplace gender equality, address diversity priorities and prevent all forms of discrimination.
	Maintaining and developing employee skills: Proactively meet clients' and employees' current and future needs.
	Social dialogue: Work with employee representatives to maintain constructive dialogue and negotiations in order to provide employees with appropriate working conditions and support the major changes affecting the Group.
	Health, safety and working conditions: Provide a secure working environment conducive to quality of life at work.
Local communities [ESRS S3]	**Community engagement:** Ratchet up the civic and social engagement of the Group and its employees to support the most vulnerable sections of society and foster digital inclusion.
Business conduct [ESRS G1]	**Values and compliance:** Place our values and ethical principles at the heart of our relationship with stakeholders and ensure the compliance of actions carried out by the organisation.
Specific to digital services companies	**Protecting and securing operations:** Safeguard the security of operations and the confidentiality of data by implementing robust frameworks, paying special attention to cybersecurity.
	Digital sovereignty: Provide sovereign cloud solutions and help strategically important public- and private-sector organisations in Europe to gain expertise in new technologies.
	Environmentally sustainable digital technology: Apply digital sustainability and sustainable design principles to the projects, solutions and services offered to our clients.
	Digital ethics: Design dedicated "ethical by design" digital programmes that are tailored to actual use cases and meet responsible digital technology criteria.
	Digital inclusion: Make digital technology as widely accessible as possible.

Sopra Steria maintained this momentum in 2025 by strengthening its ability to identify, support and accelerate priority projects that contribute to the Group's performance, in line with its strategy. This approach was reflected in specific decisions and initiatives, which are presented in detail in Chapter 4, Section 1.1.3.2 of this document.

(1) Based on the nomenclature of the Corporate Sustainability Reporting Directive (CSRD), as used in the Sustainability Report - see Chapter 4.

6. Results for full-year 2025

6.1. Comments on performance in 2025

Rajesh Krishnamurthy, Chief Executive Officer of Sopra Steria Group, commented:

"I joined Sopra Steria with the firm conviction that the Group has solid fundamentals, a key differentiator in its European positioning, and clear potential with regard to growth and profitability.

Financial year 2025 unfolded in a challenging environment. Against this backdrop, Sopra Steria's return to organic growth in the fourth quarter, 18% growth in net profit attributable to the Group and robust cash flow reflect the resilience of our business model and our teams' high-quality work. We currently have a solid presence in strategic sectors including defence, aeronautics, the public sector and financial services, and are ramping up in consulting as well as generative and agentic artificial intelligence. These positions are key levers to gradually improve our growth trajectory and margin.

Our solid balance sheet and moderate financial leverage also enable us to enter this new phase with disciplined capital allocation and selectivity in our investments.

We are approaching 2026 with a clear path: securing a lasting return to positive organic growth, improving our operating margin and maintaining a high cash flow, in line with our medium-term targets. Our priority is to drive long-term value creation for our shareholders and for all our stakeholders."

DETAILED BREAKDOWN OF OPERATING PERFORMANCE IN 2025

Consolidated revenue totalled €5,648.0 million, down 2.2% compared with 2024. Changes in scope had a €12.2 million positive impact (acquisitions of Aurexia and Neocase). Currency fluctuations had a negative impact of €15.0 million. At constant scope and exchange rates, the contraction in revenue was 2.2%. The scheduled conclusion of the SFT programme[1] had a 0.1-point negative impact.

The fourth quarter saw a return to positive growth, with organic revenue growth of 1.8%. This performance was driven by a return to a positive trend in France and the United Kingdom and continuing positive momentum in Spain, Italy and Switzerland as the Financial Services sector expanded and business picked up in the Aeronautics, Defence, Space & Security and Public Sector verticals. The Public Sector vertical was particularly buoyant in France in the last quarter of the year. Consulting also confirmed its return to growth, with revenue growth quickening to 5.1% in the fourth quarter.

In 2025, the Group saw a sharp increase in business connected with the roll-out of generative and agentic AI for its clients. In the course of the year, the vast majority of the Group's key accounts launched one or more AI projects involving Sopra Steria. In France, the number of clients who had launched AI projects rose by 44%. Furthermore, Sopra Steria succeeded in its bid for one of the most significant supplier approvals in the country to date. More specifically, the number of consultants in the AI for Business practice rose by 50% in 2025.

Operating profit on business activity came in at €534.3 million, giving an operating margin on business activity of 9.5% (vs 9.8% in 2024). This included a 0.3-point dilutive effect arising from higher social security contributions announced in France and the UK in early 2025.

In France (43% of the Group total), revenue came in at €2,409.9 million, equating to negative organic growth of 1.5%. Following a 2.5% decline over the first nine months of the year, growth came in at 1.6% in the fourth quarter. This return to growth was driven by a clear improvement in business in the Aeronautics sector, strong momentum in the Public Sector and an upturn in growth in the Defence, Space & Security and Transport verticals. Consulting also improved significantly relative to the first nine months of the year, with revenue stable in the fourth quarter. The operating margin on business activity for the reporting unit came in at 9.0%, stable year on year, despite higher social security contributions affecting operating profit on business activity in 2025.

In the United Kingdom (16% of the Group total), revenue was €909.9 million, equating to negative organic growth of 4.3%. Following an 8.3% decline over the first nine months of the year, revenue surged 8.8% year on year in the fourth quarter, mainly thanks to strong growth in the NHS SBS and SSCL platforms and a significantly less challenging base effect. The operating margin on business activity for the reporting unit came to 9.6% (versus 12.1% in 2024).

In Europe (35% of the Group total), revenue decreased 2.8% on an organic basis (down 3.2% in the first nine months of the year) to €1,990.6 million. The scheduled conclusion of the SFT programme had a 0.2-point negative impact on the reporting unit in 2025. Business continued to grow in Spain, Italy and Switzerland in the fourth quarter, while trends in Germany, Scandinavia and Benelux were more or less in line with the first nine months of the year. The operating margin for the reporting unit came to 8.7% (versus 9.1% in 2024).

The Solutions reporting unit (6% of the Group total) posted revenue of €337.6 million, representing organic growth of 2.6%. The Human Resources Solutions business (which accounted for 64% of the reporting unit's revenue) grew by 3.2%. The reporting unit's operating margin on business activity came in at 16.7%, up 4.2 points from 2024. All the reporting unit's businesses (Human Resources, Property Management and Specialised Lending Solutions) contributed to this improvement.

(1) Programme for Sparda banks: operation of system scheduled to end in 2026 following migration, as announced on 23 February 2023.

6.2. Comments on the components of net profit attributable to the Group in 2025

Profit from recurring operations came to €491.0 million (versus €514.9 million in 2024). It included a €20.5 million share-based payment expense (versus €17.3 million in 2024) and a €22.8 million amortisation expense on allocated intangible assets (versus €32.5 million in 2024).

Operating profit came in at €441.2 million (2024: €460.3 million) after a net expense of €49.8 million for "Other operating income and expenses" (compared with a €54.7 million expense in 2024).

Net interest expense was €38.4 million (versus €38.6 million in 2024).

The **tax expense** totalled €96.7 million, for an effective tax rate of 24.0%. The normative tax rate, excluding the exceptional additional tax in France, is estimated at around 25.0%.

Net profit/(loss) from associates amounted to a loss of €1.9 million (compared with a loss of €6.7 million in 2024).

Consolidated net profit came in at €304.2 million, up 17.0%, and **net profit attributable to the Group** came to €296.8 million, up 18.3%, after deducting €7.4 million attributable to non-controlling interests.

Basic earnings per share came to €15.23, compared with €12.46 in 2024 (up 22.2%).

6.3. Financial position and return on capital employed

Free cash flow was strong at €340.9 million, equating to 6.0% of revenue (2025 guidance: "between 5% and 7%"). This translates into a conversion rate of operating profit on business activity into free cash flow of 63.8%. The working capital requirement came in at €274.2 million, compared with €271.1 million in 2024. The 2024 working capital requirement included approximately €45 million in early cash receipts.[1]

Net financial debt totalled €246.7 million, down 35.4% from its level at 31 December 2024. At that date, it was equal to 11.5% of equity and 0.45x pro forma EBITDA for 2025 (vs 0.61x in 2024) before the impact of IFRS 16 (with the financial covenant stipulating a maximum of 3x).

Return on capital employed (RoCE) before tax was once again above the medium-term target of 20%, at 20.4% (compared with 21.5% in 2024).

6.4. Proposed dividend in respect of financial year 2025

At the next General Meeting of Shareholders, to be held on Wednesday, 20 May 2026, Sopra Steria will propose the payment of a **dividend** of €5.30 per share[2] (vs €4.65 per share in respect of financial year 2024).

The ex-dividend date will be 02 June 2026. The dividend will be paid as of 04 June 2026.

6.5. Workforce

At end-December 2025, the Group's **headcount** stood at 51,275[3] employees, compared with 50,988 at end-December 2024. This change was mainly due to the acquisitions of Neocase and Aurexia (which increased overall headcount by 230).

The headcount at international service centres totalled 8,484 employees, up 7.6% from 2024, with the proportion of total Group headcount represented by international service centres rising by 1 point to 16.5%.

The employee turnover rate[4] was 14.3%, compared with 14.1% in the previous year.

6.6. Social and environmental footprint

Sopra Steria sees its contribution to society as sustainable, human-focused and purposeful, guided by the firm belief that making digital solutions work for people is a source of opportunity and progress.

With regard to the environment, CDP[5] confirmed in January 2026 that Sopra Steria had made its A List – recognising the world's most transparent and most proactive companies combating climate change – for the 9th year in a row.

This recognition notably reflects the Group's Net-Zero target[6] of achieving a 54% reduction in its greenhouse gas emissions from Scopes 1 & 2 and a 37.5% reduction for Scope 3 by 2030. As at end-December 2025, the Group had achieved a 64.6% reduction in Scope 1 & 2 emissions and a 33.2% reduction in Scope 3 emissions.

In the social arena, the proportion of women in the 3% most senior positions increased 1.0 percentage point in 2025 to 22.4%, while the proportion in the 10% most senior positions increased 0.5 points to 22.8%.

(1) The 2024 WCR included exceptional cash receipts totalling approximately €45 million arising from the scheduled conclusion of the SFT programme (see press release of 27 February 2025).
(2) 20.55 million shares outstanding less 0.86 million bought back under the €150 million share buyback programme completed on 28 January 2025.
(3) Workforce excluding interns, in accordance with the requirements of the CSRD. Including interns, the workforce totalled 51,237 at 31 December 2024 and 52,041 at 31 December 2023.
(4) Employee turnover rate including top performers who left less than six months after they were recruited, in accordance with the requirements of the CSRD.
(5) Every year, more than 24,800 companies and organisations around the world provide details on their environmental performance to CDP for independent assessment against its scoring methodology for the benefit of investors, purchasers and other stakeholders.
(6) Target approved by the Science Based Targets initiative (SBTi) on 16 June 2023 and aligned with the aim of limiting the increase in the average global temperature to 1.5°C. Reduction targets versus 2019 baseline.

6.7. Financial targets for 2026

- Organic revenue growth of between 1.0% and 2.0%, including a non-recurring negative impact of around 2 points arising from the conclusion of the SFT programme[1]
- Operating margin on business activity of at least 9.5%
- Free cash flow of around 5% of revenue

6.8. Recap of medium-term financial targets (2026-2028)

- Organic revenue growth of between 2% and 5%
- Operating margin on business activity of between 10% and 11%
- Free cash flow of between 5% and 7% of revenue

6.9. External growth transactions and acquisitions/disposals in financial year 2025

- On 17 December 2025, Sopra Steria announced that it had entered into exclusive negotiations to acquire **Starion and Nexova**. This acquisition is aimed at creating a leading European industrial-scale player in sovereign and secure digital services for the space and cybersecurity sectors. With 700 employees and operations in 9 countries across Europe, Starion and Nexova expect to generate nearly €100 million in revenue in 2025.
- On 1 December 2025, Sopra Steria announced that it had finalised the acquisition – plans for which had been announced on 24 September 2025 – of **Neocase**, an innovative digital HR solutions firm, aimed at bolstering the Sopra HR business.Consolidated with effect from 1 December 2025, Neocase enables Sopra Steria to offer an end-to-end range of HR services for employees, with an optimal employee experience.
- On 2 May 2025, the Group completed its acquisition of **Aurexia**, a management consulting firm specialising in financial services. Aurexia was added to the Group's scope of consolidation on 1 May 2025, and enables Sopra Steria to position itself as one of France's leading management consultancies in the financial services sector, with over 400 consultants now dedicated to the sector in this country.

6.10. Infrastructure and technical facilities

In 2025, €35.7 million was invested in infrastructure and technical facilities, compared with €43.5 million in 2024. Investments in facilities comprised the following:

- land and buildings: €1.1m (€0.2m);
- fixtures, fittings and furniture: €20.4m (€20.4m);
- IT: €14.2m (€22.9m).

7. Subsequent events

No other subsequent events occurred after the end of financial year 2025.

(1) Programme for Sparda banks: operation of system scheduled to end in 2026 following migration, as announced on 23 February 2023.

8. Simplified Group structure at 31 December 2025

This organisation chart shows companies with at least €20 million in revenue and in which the Group holds an ownership interest of more than 95%, either directly or indirectly, unless otherwise specified (see percentage).

(*) Exercisable voting rights

——— Owned directly

····· Owned indirectly

9. Group organisation

Sopra Steria Group's governance consists of a Board of Directors, Chairman and Chief Executive Officer.

The organisation is supported by a permanent operational and functional structure as well as temporary structures for the management of particular deals and projects.

Sopra GMT, the holding company that takes an active role in managing the Group, takes part in conducting Group operations through:

- its presence on the Board of Directors and the three Board committees;
- a tripartite assistance agreement entered into with Sopra Steria and 74Software, (formerly Axway Software), concerning services relating to strategic decision-making, coordination of general policy between Sopra Steria and 74Software, and the development of synergies between these two companies, as well as consulting and assistance services, particularly with respect to finance and control.

9.1. Permanent structure

The Group's permanent structure is composed of four operational levels and their associated functional structures.

9.1.1. LEVEL 1: EXECUTIVE MANAGEMENT AND THE EXECUTIVE COMMITTEE

Cyril Malargé served as Chief Executive Officer from 1 March 2022 until 8 October 2025.

The executive management transition was overseen by a small team organised around Xavier Pecquet (Interim CEO), Dominique Lapère (Chief Operating Officer) and Louis-Maxime Nègre (Head of Human Resources) until the arrival of Rajesh Krishnamurthy, who was appointed as the Group's Chief Executive Officer with effect from 1 February 2026.

The Executive Committee is led by the Chief Executive Officer. It consists of the heads of the main operating and functional entities.

The 16 members of Sopra Steria Group's Executive Committee supervise the Group's organisation, management system, major contracts and support functions and entities. The Executive Committee is involved in the Group's strategic planning and implementation. 3 of its members are women.

Members of the Sopra Steria Executive Committee:

- **Rajesh Krishnamurthy, Chief Executive Officer** (from 1 February 2026)
- Fabrice Asvazadourian, Consulting
- Ayman Awada, Financial Services
- Yvane Bernard-Hulin, Legal
- Hervé Forestier, France
- Dominique Lapère, Operations
- Axelle Lemaire, Corporate Responsibility
- Béatrice Mandine, Communications
- Étienne Merveilleux du Vignaux, Finance
- Louis-Maxime Nègre, Human Resources
- John Neilson, United Kingdom
- Éric Pasquier, Software & Solutions
- Xavier Pecquet, Operations (Chief Executive Officer until 31 January 2026)
- Kjell Rusti, Scandinavia
- Mohammed Sijelmassi, Technology
- Grégory Wintrebert, Institutional Relations & Partnerships

The Group Management Committee consists of the members of the Group Executive Committee, together with 33 operational directors and functional directors. 8 of the Group Management Committee's members are women.

9.1.2. LEVEL 2: SUBSIDIARIES OR COUNTRIES

These are the main operating entities. Their scope corresponds to one of the following:

- a specific line of business (consulting and systems integration, development of business solutions, infrastructure management and cloud services, cybersecurity services and business process services);
- geographic area (country).

These entities are managed by their own Management Committee, comprising in particular the Director and management of Level 3 entities.

9.1.3. LEVEL 3: DIVISIONS

Each country or subsidiary is made up of divisions based on two criteria:

- vertical market;
- geographic area (region).

9.1.4. LEVEL 4: BUSINESS UNITS

Each division is made up of business units, which are the organisation's primary building blocks. They operate as profit centres and enjoy genuine autonomy. They have responsibility for their human resources, budget and profit and loss account. Management meetings focusing on sales and marketing strategy and human resources are held weekly, and the operating accounts and budget are reviewed on a monthly basis.

The diagram below illustrates the four main levels of the permanent structure:

9.1.5. OPERATIONAL SUPPORT FUNCTIONS

The operational organisation is strengthened by operational support entities responsible for managing major transformations:

- the Key Accounts Department, responsible for promoting the Key Accounts policy. The role of this department is to coordinate the commercial and production approaches for our major clients, particularly when different entities are involved;
- The Institutional Relations & Partnerships Department, responsible for cultivating relationships with public and private decision-makers and other stakeholders;
- the Digital Transformation Office (DTO), responsible for designing and managing the Group's digital transformation. It also manages the Group's innovation approach;
- the Industrial Department, responsible for industrialising working methods and organising subcontracting on X-shore platforms. It also checks that projects are properly executed.

9.1.6. FUNCTIONAL STRUCTURES

The Group's functional divisions are the Human Resources Department, the Communications & Marketing Department, the Corporate Responsibility & Sustainable Development Department, the Internal Control Department, the Finance Department, the Legal Department, the Real Estate Department, the Purchasing Department and the IT Department.

These centralised functions ensure Group-wide consistency. Functional managers transmit and ensure commitment to the Group's core values, serve operating entities and report directly to Executive Management.

The Group's functional structures standardise management rules (information system resources, IT systems, financial reporting, etc.) and monitor the application of policies and rules. In this manner, they contribute to overall supervision and enable the operating entities to focus on business operations.

9.1.7. SOLID, EFFICIENT INDUSTRIAL ORGANISATION

Sopra Steria manages complex and large-scale programmes and projects in a market where delivery commitments are increasing and becoming globalised. The Group has an increasingly wide range of skills to support multi-site projects that generate strong gains in productivity with delivery models that guarantee clients an optimal cost structure.

Sopra Steria applies an industrial production approach, supported by five levers:

- production culture: passing on know-how and expertise in the field;
- choice of personnel: human resources are central to the approach, providing training, support and skills development for each employee;
- organisation: the Industrial Department and its representatives in the business units control production quality and performance, identify and manage risks, support project managers and roll out industrialised production processes;
- state-of-the-art industrial-scale foundation: the Delivery Rule Book (DRB), the Digital Enablement Platform (DEP) and the Quality System across the Group's various entities;
- global delivery model: rationalising production by pooling resources and expertise within service centres, with services located based on the needs of each client (local services and skill centres in various entities, shared service centres nearshore in Spain and Poland, and offshore shared service centres in India).

9.2. Temporary structures for specific deals and projects

The Group's organisation must retain flexibility in order to adapt to changes in its markets and ensure the successful completion of projects.

These are handled by temporary teams:

- within the entities;
- under the authority of a pilot entity, established to leverage synergies across several entities.

Each project is organised and carried out in order to meet fundamental objectives: customer service, business success and contribution to the overall growth of the Group.

Depending on their particularities (size, area of expertise, geographic area covered), large-scale projects can be managed at the business unit, division, subsidiary/country or Executive Management level. Certain large projects requiring the resources of several business units may involve the creation of a division.

2. Risk factors and internal control

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1. Risk factors

1.1. Risk identification and assessment

Within the Group, risk management plays an integral part in business management processes at all levels, from project units to the corporate level. Risks are first managed at a local level, where they are likely to occur, before being considered on a global basis, in cases where they are managed at Group level, depending on the Group's ability to take corrective action or to accept them.

In any event, the level of risk must remain consistent with the Group's corporate plan, support its position and help it to achieve its medium-term growth objectives. Taking risks that potentially extend beyond the control of the entity concerned requires approval from a higher level. For example, in the case of business opportunities, local management must seek the Group's opinion and support if the amounts involved, the lack of sufficient resources, the scale of the investment, the maturity and organisational framework of the client and/or changes to the business model are likely to have repercussions on the Group's performance and/or reputation.

The engineering methodologies used by the Group's business lines are predicated on the risk-based approach, helping disseminate a culture of risk management.

Risks are therefore identified and the implementation of associated mitigation plans assessed and monitored on an ongoing basis by the various operational and functional units via the risk management system. This system, a pillar of the Group's risk management approach, is based on regular weekly, monthly and annual steering meetings held at every level of the organisation, corresponding to monthly, annual and multi-year planning horizons (see description in Section 3.3.2 of this chapter, pages 52 to 54). These meetings help the Group maintain an overall view that takes into account and mobilises the necessary expertise for processing opportunities and risks at every level (strategy, market, operations, social, compliance, etc.). They are synchronised so as to facilitate higher-level consolidation.

Every year, when annual steering meetings are held, information gathered at Group level is used to update the general mapping of risks. This exercise, coordinated by the Internal Control Department, consists of identifying the risks that could limit Sopra Steria's ability to achieve its objectives and fulfil its corporate plan, as well as assessing their likelihood of occurrence and their negative effect.

Risks are assessed on a scale of four levels: low, medium, high or very high, in terms of likelihood; and minor, moderate, major or severe for severity. In terms of severity, several aspects are taken into account: the financial effect on operating profit, the level of operational disruption and the extent of reputational repercussions. The time horizon used is three years.

This analysis is based on contributors' expertise, analysis of historical and forecast data and monitoring of changes in the external environment. The Group's main operational and functional managers are involved through individual interviews and group validation workshops. The results are then discussed and approved by the Group's Executive Committee. Next, the Internal Control Department presents them to the Audit Committee of the Board of Directors.

The risk mapping covers all internal and external risks and includes both financial and non-financial issues. Specific mappings helps enhance the general risk mapping, in particular mapping for corruption and influence-peddling risks, and the risks covered by the duty of vigilance and those identified by the double materiality assessment of sustainability matters. Special attention is paid to ensuring consistency in results despite the fact that there may be minor variations in the methodological approaches used depending on regulatory frameworks.

The most significant risks specific to Sopra Steria are set out below by category and in decreasing order of criticality (based on the crossover between likelihood of occurrence and the estimated extent of their severity), taking account of implemented mitigation measures. This presentation of residual risks is not intended to show all of Sopra Steria's risks. The assessment of this order of materiality may be changed at any time, in particular due to the emergence of new external factors, changes in operations or a change in the effects of risk management measures.

For each risk, a description is provided explaining in what ways it could affect Sopra Steria as well as the key risk management measures put in place, such as specific governance, policies, procedures, checks and action plans.

1.2. Summary overview of risk factors

The table below shows the results of this assessment in terms of residual materiality on a scale of three levels, from least material (●) to most material (●●●).

Category/Risk	Residual materiality	Page
Risks related to strategy and external factors		
Ability to offer appropriate, adapted solutions	●●●	P. 44
Acquisitions	●●	P. 44
Loss of business from a major client or vertical	●●	P. 45
Attacks on reputation	●	P. 45
Risks related to operational activities		
Repercussions of major external crisis	●●●	P. 46
Cybersecurity, protection of systems and data (1)	●●	P. 47
Pre-sales and delivery of projects and managed/operated services	●●	P. 48
Risks related to human resources		
Attracting talent (1)	●●	P. 49
Skills development and retention of key personnel (1)	●●	P. 49-50
Risks related to regulatory requirements		
Compliance (1)	●	P. 50

(1) See Chapter 4, "Sustainability Report" for more information

1.3. Detailed presentation of risk factors

1.3.1. RISKS RELATED TO STRATEGY AND EXTERNAL FACTORS

ABILITY TO OFFER APPROPRIATE, ADAPTED SOLUTIONS

Residual materiality: ●●●

Risk description

Due to rapid changes in technologies and ecosystems, it is important for the Group to transform and adapt itself at the right time so as to offer relevant solutions meeting the expectations of clients in the area of digital transformation. Clients are seeking to become more agile, and to do so they are frequently reinventing their business models, organisational structures and resources. These developments concern all of the Group's businesses.

The convergence of several major trends in digital transformation, including artificial intelligence, automation, native cloud architectures and hybrid models, cybersecurity and sustainable IT, have spurred momentum in this area. This development is in keeping with the major technological transformations that have marked the Group's history since it was founded.

If the Group is not able to anticipate and effectively manage these developments, or if its positioning and the transformation of its business lines are inadequate, this could have significant repercussions for its financial performance and its image, potentially calling into question the Group's overall strategy.

Risk management measures

The management of this risk is integrated into the development of the Group's strategy as well as its effective implementation. Each year, the Group conducts a strategy review and/or update, under the supervision of the Strategy Department, the Chairman and the Chief Executive Officer, with the assistance of the Group's Executive Committee, covering some or all of the business lines and markets in which it operates. This exercise, which draws both on external studies and internal feedback from stakeholders in contact with clients and partners, leads the Group to take a certain number of decisions, in particular involving the transformations to be undertaken and the acquisitions strategy.These decisions are applied, on the one hand, by the corporate functions, responsible for investing on behalf of the entire Group in support of the planned transformations and, on the other hand, by all Group entities (countries and subsidiaries) as part of the updating of their three-year strategic plans. The Chairman, the Chief Executive Officer and the Strategy Department, in liaison with the Group's Executive Committee, regularly monitor the Group-wide implementation of the transformations initiated by the central functions as well as the progress made on each entity's strategic plan. The Group's strategy and objectives are presented in Section 5 of Chapter 1 of this document.

By way of illustration, the following were subject to in-depth review and/or monitoring in 2025:

- transforming human resources, with a particular focus placed on new technologies, and in particular AI, through a large-scale programme launched three years ago across all the Group's geographies and involving all its business lines;
- the Transformative Operating Model;
- consulting and integration activities in France;
- strengthening priority verticals, particularly the Financial Services vertical and the Defence, Security & Space vertical;
- the implementation of strategic reviews in cybersecurity and infrastructure management through the creation of dedicated business lines;
- developing consulting activities within the Group.

ACQUISITIONS

Residual materiality: ●●

Risk description

The Group's development strategy is based in part on its ability to efficiently identify relevant acquisition targets and integrate them into its portfolio, with the aim of supplementing or improving the services and solutions it offers. Significant difficulties in seizing such opportunities, effectively integrating acquired entities, achieving the expected synergies, retaining staff of acquired entities or achieving a return on these acquisitions in the future could have a negative effect on the Group's financial performance and outlook.

Risk management measures

Proposed acquisitions in the process of being identified, assessed or negotiated are reviewed on a regular basis by a dedicated committee. Due diligence procedures are implemented for all proposed acquisitions in order to identify the inherent risks of the potential deal. These audits – carried out in collaboration with external advisors – concern both financial aspects and the valuation of the target, as well as operating, legal and taxation aspects, human resources, governance, compliance and business ethics. All these procedures are set out in the "M&A Playbook", which applies to all mergers and acquisitions and corporate venture deals.

All acquisitions are then subject to an integration programme, making it possible to anticipate and then monitor all key stages of the process from a strategic, operating, financial and human perspective.

LOSS OF BUSINESS FROM A MAJOR CLIENT OR VERTICAL

Residual materiality: ●●

Risk description

In general, the uncertain economic situation in Europe, significant cuts to public spending or a slowdown in the business activity of a major client or major sector could have a negative impact on the business activity of the Group's priority verticals (such as aeronautics and the public sector). An unfavourable change in macroeconomic indicators and a deterioration in the geopolitical context could contribute to increasing this risk.

To cope with these budgetary pressures, a major client or even the entire sector could be forced to curtail IT investment projects, resulting for the Group in the loss of associated revenue and requiring the reassignment of the teams in place, a risk all the more difficult to manage if the downward fluctuations could not have been predicted.

The Group's top clients are as follows:

- Airbus Group;
- La Banque Postale;
- BNP Paribas;
- Crédit Agricole;
- UK Department for Work & Pensions;
- French Department of Social Security;
- EDF;
- France Travail (national employment agency);
- French Ministry for the Economy, Finance and Industrial and Digital Sovereignty;
- French Ministry of the Interior;
- French Ministry of the Armed Forces;
- UK Ministry of Defence;
- UK Ministry of Justice;
- UK National Health Service;
- UK National Savings & Investments Bank;
- Orange;
- SNCF;
- Société Générale;
- Sparda Banken (Germany);
- Thales.

In 2025, the Group's top client accounted for 7.9% of revenue, the top five clients represented 19.7% and the top ten contributed 29.4%.

Risk management measures

The Group's policy is to maintain a multiclient and multisector portfolio across multiple geographical operations and sites to avoid any uncontrolled concentration risk.

The Group's strategy relating to key accounts is reviewed each year in accordance with country, business line and vertical-specific strategic reviews in order to adapt this strategy to market developments. This is the object of a dedicated exercise with all concerned parties. A regular review at periodic steering committee meetings is also organised within the Group to monitor market developments.

Furthermore, swiftly implemented action plans help mitigate some of the effects of a reduction in business activity, such as transferring projects to the affected employment areas, reskilling of employees and limiting subcontracting.

ATTACKS ON REPUTATION

Residual materiality: ●

Risk description

Given its size and geographical footprint spanning multiple countries, the Group is involved in projects that are central to clients' information systems and highly visible to their end-clients. Examples include the Group's platform activities in the United Kingdom, major public-sector transformation projects and payroll outsourcing activities. This exposure increases the risk of negative, unfounded and potentially high-profile news stories circulating in the media.

If the Group were to be the object of harmful media coverage or negative messages, this could have an adverse impact on its image and attractiveness and have repercussions on its financial performance.

Risk management measures

The Group has set up a media monitoring system in order to be informed as soon as possible of any publications about it and be able to react. If any criticism of or allegations against the Group spread widely, crisis communication procedures may also be activated with the support of specialist agencies, without being able to fully guarantee that the negative effects of such attacks can be fully neutralised.

1.3.2. Risks related to operational activities

REPERCUSSIONS OF MAJOR EXTERNAL CRISIS

Residual materiality: ●●●

Risk description

The Group may need to deal with the consequences of major external crisis that could potentially disrupt its operations. This could be a systemic event such as a political or social crisis profoundly changing business conditions in one or more countries in which the Group operates; a major public health crisis; natural phenomena relating to climate change, the frequency of which will surely increase; a global cyberattack; or a major incident making the Group's physical and/or IT and communication infrastructures widely unavailable.

Failings in prevention plans and/or crisis management processes or an inappropriate response to the crisis could have very major repercussions on an economic and operational level and seriously damage the Group's reputation.

Risk management measures

All risk prevention systems help to control crisis management. This concerns in particular those relating to human resources, management of projects and services and protection of IT systems and infrastructures. These are based on swiftly adapting the Group's operations, with impetus provided at the highest level, in this case the adoption of dedicated governance with the aim of defining, coordinating and continuously monitoring remediation and crisis communication measures. These unified crisis management systems are also based on ongoing interaction with entities' management teams, who are on the front line in each country in which the Group operates, in order to react and quickly adapt the measures implemented by the Group. Despite this, the impact of a major external crisis of the same or a different nature, which is typically rapid and severe, remains a significant risk for the Group on a three-year horizon.

More specifically, as regards the business continuity plans to ensure our ability to meet our commitments to clients and internal operating requirements, definition of the policy and choice of implementation of the Group's production sites depend on these factors. A redundancy principle for critical infrastructures and system components is applied to internal systems managed by the Group's IT Department. In the event of outsourcing or subcontracting, the same level of service is required of suppliers. The Group has strict prevention and security procedures specifically covering physical security, power cuts at critical sites, and data storage and backups. These procedures and technical measures are re-evaluated on a regular basis in order to adapt corrective measures.

CYBERSECURITY, PROTECTION OF SYSTEMS AND DATA

Residual materiality: ●●

Risk description

A phishing campaign or the exploitation of a security flaw in the technical infrastructures or solutions used by Sopra Steria are examples of cyberattacks. They could result in a breakdown or impairment of essential systems for activities contractually agreed with clients and/or for the Group's internal operations, or the loss, corruption or exposure of data. A cyberattack on a client, even if indirectly caused by a service provided by the Group, could also have major repercussions for Sopra Steria.

These risks are exacerbated by a number of factors including the continuing acceleration of the digital transformation, ongoing development of cloud services, and mounting geopolitical tensions. This situation makes attacks much more likely, particularly those launched by state-sponsored cyber attackers, targeting global infrastructure as well as strategic and public services and their digital supply chains. The rise of AI-amplified cyberattacks – including automated attacks, sophisticated phishing techniques and content manipulation – means attacks are becoming more complex, more accurate and more rapidly paced. At the same time, the growing integration of AI into cybersecurity tools is optimising the ability to detect and analyse threats. Risks are also heightened by changes in the regulations applicable to some of our clients' business sectors.

These risks, characterised by their high likelihood of occurrence and their level of severity, constitute major strategic priorities for Sopra Steria. If such risks were to materialise, the consequences could include the financial implications of client claims regarding contractual commitments, the interruption of internal operations, high incident recovery costs and the risk of regulatory non-compliance. These events could also affect the Group's reputation and lead to the potential loss of future contracts.

Risk management measures

Sopra Steria has established an information security policy in line with international standards and has put in place solid governance for this purpose, which is coordinated at the Group's highest level.

The team leading the Group's efforts in this area, which is coordinated and supervised by the Security Department, includes personnel from the Group's IT Department, along with cybersecurity experts from its Security Operations Centre (SOC), Computer Emergency Response Team (CERT) and chief information security officers (CISOs) within entities. This organisational structure with its correspondents within entities, meeting different countries' regulatory requirements and client needs as closely as possible, allows for in-depth knowledge of areas of risk and business demands. It is aimed at anticipating, preventing and managing cyber risks in relation to information systems, including both internal systems and those used for projects and services delivered, operated or managed on behalf of the Group's clients.

The Group is continually investing in security awareness and training programmes for employees (e-learning modules, phishing simulation campaigns, videos, on-site and remote training, newsletters), as well as in the constant improvement of protection, surveillance and detection systems and to expand the teams involved in these areas. The organisation therefore continuously strengthens its procedures in terms of cyber threat monitoring, around-the-clock security event management, vulnerability management, follow-up actions on computer emergency response team (CERT) reports, asset and identity management, system obsolescence management, and the compartmentalisation and hardening of systems, as well as rapid, controlled network disconnection capabilities.

Sopra Steria ensures the reliability of existing systems by way of preventive control plans and regularly conducts simulated attacks and crisis management exercises to assess the resistance and resilience of its systems. The entire system is verified on a regular basis, in particular by way of the annual audit programme and the certification audits for ISO 27001 and ISAE 34-02 covering the Group's strategic and sensitive areas of operations. The Group reviews its policies and procedures, organisation and investments at least once a year, or as required whenever a security incident occurs, to adapt to changes in the context and risks, as these remain significant for the Group in view of the escalation in threats.

PRE-SALES AND DELIVERY OF PROJECTS AND MANAGED/OPERATED SERVICES

Residual materiality: ●●

Risk description

For fixed-price projects and managed or operated services, quality issues or compliance defects resulting in a failure to meet the standards expected of services and set out in contracts may give rise to various risks for Sopra Steria, such as additional costs, contractual penalties, client complaints, claims for damages, non-payment, early contract termination and reputational risk. These types of projects and services account for more than two-thirds of the Group's consolidated revenue.

In the current environment, clients' demands are becoming increasingly complex due to speed of execution, the agility required and the technical nature of solutions, as well as due to regulated environments, for example for the financial sector. These demands increasingly factor in corporate responsibility, particularly in terms of reducing the environmental impact of information systems developed or managed.

A poor assessment of the scale of the work to be completed, an underestimate of the cost of providing the service or an incorrect estimate of the technical solutions to be implemented can lead to estimated costs being exceeded or contractual deadlines not being met. This delay can, in itself, result in penalties and/or budget overruns, resulting in additional costs and potentially impacting operating margins.

Risk management measures

Managing clients' demands and maintaining quality are central priorities for the Group.In order to ensure the quality of management and execution of services, the Group has developed a series of methods, processes and controls. The Group has drawn up a Delivery Rule Book, which sets out the mandatory and essential rules for all of its activities. It covers the full life cycle of operations: pre-sales, initialisation and renewals, project management, delivery cycle and closing.

Project directors and supervisors are selected based on specific requirements and criteria according to the level of risk and project complexity. Particular attention is paid before any appointment is made. Project managers receive specific training, which is regularly updated to include issues meriting special attention and warnings relating to risks. In addition to project and line management, industrial managers under the authority of *business unit*/subsidiary managers and reporting functionally to the Group Industrial Department are responsible for monitoring all projects as well as the application of the production rules.

The review of proposals and contracts by line management, but also by the Industrial Department, the Legal Department and the Finance Department, is an integral part of the Group's controls implemented to fulfil its commitments. Indicators are used throughout the Group to monitor these milestones and ensure that they are achieved. In addition, projects are reviewed on a regular basis, at key phases in their production life cycle. These reviews, which are organised by the Industrial Department or by its local representatives, provide an external perspective on the status and organisation of the delivery. The achievement of milestones laid down in the Delivery Rule Book is monitored through compliance reviews based on various checklists. Depending on its outcome, a compliance review may be supplemented by a more in-depth review of the project in question.

Monthly steering meetings facilitate an overview of quality at all levels, the monitoring of established annual quality targets and the determination of the appropriate action plans to continuously improve production performance and the quality of Sopra Steria products and services. The effective implementation of actions agreed during steering meetings, audits and reviews is checked by the Industrial Department.

As regards industrialisation, the Group has continued to invest in order to develop and roll out systems, technologies and processes to continuously improve efficiency and quality. These investments concern the following in particular:

- the Digital Enablement Platform (DEP);
- implementation accelerators aimed at improving efficiency and productivity and reducing environmental impact;
- digital factories focused on developing services and solutions that combine consulting and software, in particular for migrating information systems to the cloud, as well as modernising information systems;
- tools provided to project managers, including an AI assistant.

The rAIse global transformation programme, focused on artificial intelligence, continued in 2025. The programme aims to systematically build artificial intelligence into our technology assets over the long term.

1.3.3. Risks related to human resources

ATTRACTING TALENT

Residual materiality: ●●

Risk description

Sopra Steria Group places its employees at the centre of its corporate plan. Its growth objectives must be achieved against the backdrop of scarcity of expertise and increased demands of applicants and employees in terms of quality of life at work, work-life balance, corporate social responsibility and sustainability, particularly with regard to limiting the environmental impact of operations. This trend is also supported by the development of digital technology (connectivity, collaborative platforms, etc.), which has transformed working methods and minimises a certain number of constraints, such as geographical constraints or in relation to physical proximity.

Being unable to optimise recruitment systems as much as is required could compromise our ability to attract the talent we need and could result in the Group's strategy, growth and financial performance not being achieved as intended.

Risk management measures

Sopra Steria Group's employees are the motor fuelling its growth and value creation. Being able to recruit talent at the cutting edge of digital technologies (cloud, digitalisation, artificial intelligence, etc.) is a major focus of our HR policy and involves the following priorities:

- a sustained, pragmatic recruitment drive, based on the principles of equal opportunity and non-discrimination, with 8,313 new hires in 2025 (7,436 in 2024);
- an employer brand that reflects our identity as an engaged, supportive Group with a singular, responsible collective ambition brought to life through iconic projects (HandiTutorat, Prix Étudiants awarded by Fondation Sopra Steria - Institut de France, etc.). The employer brand is underpinned by four pillars: working together, reaching one's potential, being enterprising and innovative, and having a positive impact on society;
- closer relationships with universities, with a focus on educational activities (classes, academic chairs, technology talks and presentations on business topics);
- a continuously improving candidate experience together with an optimised recruitment process and organisation, and a revamped recruitment platform designed to increase recruiter productivity, foster collaboration between recruitment teams and improve the candidate experience, from sourcing to hiring.

SKILLS DEVELOPMENT AND RETENTION OF KEY PERSONNEL

Residual materiality: ●●

Risk description

Developing the skills of our employees and managers and being able to retain key talent are essential factors in adapting the Group to its business challenges. They also help to make the Group more resilient and competitive in the face of current and future changes.

Difficulties in providing training that is both aligned with the needs of our clients and on a pragmatic level adapted to the necessary adjustment of our organisation and systems could undermine the Group's ability to serve its strategy and economic targets. The same would apply if the Group had to deal with excessively high, unmanaged employee turnover, in particular for key roles, technical experts and managers.

Risk management measures

To strengthen its balance and support its growth, Sopra Steria Group implements a human resources strategy focused on skills development, employability and engagement for all its employees. In 2025, employee turnover remained in line with its usual level (14.3%, up very slightly from 14.1% in 2024). This strategy has several pillars:

- a regularly updated Core Competency Reference Guide, providing a shared framework for understanding the Group's businesses, for employee evaluation, and for career development;
- a proactive training policy, whose objectives are reviewed and approved by the Group's Executive Committee, supported by a Sopra Steria Academy training organisation committed to best practices, with adjustments made to its structure (governance, creation of specific Group and business line academies) as well as the services and solutions it offers (more streamlined and international, digitalisation, management and leadership programme). In 2025, the Group provided an average of 25.1 hours of training per employee, and reiterated its goal of providing an average of 5 days of training per employee for 2026;
- an appraisal of each employee's overall contribution based on open communication between managers and their team members, shared with the human resources function and resulting in an individual development plan;
- regularly reviewed succession plans for key managers;

- a "people dynamics" approach, which involves identifying transformations in the Group's businesses over a time frame of one to three years (emerging occupations, sustainable jobs, sensitive jobs, areas in which job offers exceed the number of applicants) and drawing up HR action plans to integrate, maintain and develop skills that meet the Group's current and future needs;
- regular checks on employee engagement, with a Group survey conducted in partnership with Great Place to Work showing employee participation remaining stable at 81%, a rise in the number of entities certified (34 entities, two more than in 2023), and the implementation of action plans jointly developed with employees;
- an ongoing effort to support employees, including remote working agreements, local support for managers, mechanisms for listening to employees and monitoring risks associated with work-related stress;
- a special focus on well-being at work, through the Group's preventive approach to occupational risks, for example.

More information on the Group's HR policies can be found in Chapter 4, Section 3, "Social information", under "Sopra Steria employees" (pages 172 to 198) of this document.

1.3.4. RISKS RELATED TO REGULATORY REQUIREMENTS

COMPLIANCE

Residual materiality: ●

Risk description

The Group operates in many countries and works with clients who also operate internationally. This means it is subject to a constantly evolving array of laws and regulations.

These obligations include, for example, data protection and anti-corruption regulations, competition law, export controls, international sanctions, employment law rules, employee health and safety obligations, environmental regulations and changes in tax regimes.

The Group's activities and operating profit might be affected by significant changes in laws or regulations, or by decisions taken by authorities. The Group is also exposed to the risk of breaches of regulations by employees who are not well enough informed, as well as the risk of employee negligence or fraud.

Risk management measures

The Internal Control Department oversees issues related to business ethics, compliance, internal control and risk management. It is supported by a network of Compliance Officers across the Group's various geographical locations as well as the expertise of the Legal, Human Resources and Finance Departments, all of which support the Group's development and help it respond to new regulatory requirements.

Developments in legislation and case law are monitored on a regular basis so as to plan ahead for any upcoming changes. Internal control rules and procedures are updated periodically to reflect these developments. The Group's Code of Ethics, Code of Conduct and Code of Conduct for Stock Market Transactions aim to prevent any non-compliant activities or practices (see Section 4.1, "Business conduct and compliance" in Chapter 4, "Sustainability Report" of this Universal Registration Document, pages 210 to 214).

2. Insurance

The Group's insurance policy is closely linked to its risk prevention and management practices, in order to ensure coverage for its major risks. The Group's Legal Department is responsible for the centralised management of its insurance programme.

The aim of Sopra Steria Group's international insurance programmes is to provide, in compliance with local regulations, uniform and adapted coverage of the risks facing the Company and its employees for all Group entities at reasonable, optimised terms. With this in mind, the Company set up its own captive reinsurance company in late 2021.

The scope and coverage limits of these various insurance programmes are reassessed annually in light of changes in the size of Sopra Steria Group, developments in its business activities as well as changes in the insurance market and based on the results of the most recent risk mapping exercise. The insurance programmes provide sufficient coverage for risks with high financial stakes.

All Group companies are insured with leading insurance companies for all major risks that could have a material impact on its operations, business results or financial position.

The most significant insurance programmes are:

- premises and operations liability and professional indemnity insurance:

This programme covers all of the Group's companies for monetary consequences arising as a result of their civil and professional liability in connection with their activities, due to bodily injury, material or non-material damage caused to its clients and third parties.

- property damage and business interruption insurance:

This programme covers all of the Group's sites for the direct material damage to property they may suffer as well as any consequential losses in the event of reduced business activity or business interruption occasioned by the occurrence of an insured event.

Other insurance programmes have also been put in place to cover risks including fraud, employer liability and civil liability of senior executives, company officers and employees on business trips.

3. Internal control and risk management

This section of the report outlines Sopra Steria's internal control and risk management systems. These systems are based on the reference framework issued by the AMF. A specific subsection addresses the preparation of accounting and financial information.

The management control system is one of the fundamental components of internal control at Sopra Steria Group. It supports risk management and the internal dissemination of information as well as the various reporting procedures and the implementation of controls.

3.1. Objectives and framework for the internal control and risk management system

3.1.1. OBJECTIVES OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

In order to address the identified risks presented in the previous section, Sopra Steria Group has adopted a governance structure as well as a set of rules, policies, procedures and checks together constituting its internal control and risk management system.

In accordance with the AMF reference framework, the internal control and risk management system, which is under the responsibility of the Group's Chief Executive Officer, is designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- compliance with laws and regulations;
- implementation of instructions, guidelines and rules set forth by Executive Management;
- proper functioning of the Company's internal processes, particularly those intended to safeguard its assets;
- quality and reliability of financial and accounting information.

The risk management system is designed to identify, analyse and manage the Company's main risks.

More generally, the Group's internal control and risk management system contributes to the control of its business activities, the effectiveness of its operations and the efficient use of its resources.

This system is updated on a regular basis, in application of a continuous improvement process, in order to best measure the level of risk to which the Group is exposed as well as the effectiveness of the action plans put in place to mitigate risks.

Nevertheless, the internal control and risk management system cannot provide an absolute guarantee that the Company's objectives will be achieved and that all risks will be eliminated.

3.1.2. REFERENCE FRAMEWORK AND REGULATORY CONTEXT

Sopra Steria Group refers to the reference framework issued by the Autorité des Marchés Financiers (AMF, the French securities regulator).

3.2. Scope

The internal control and risk management system applies across the entire Group, i.e. the parent company Sopra Steria Group, together with all companies controlled by the Group.

3.3. Components of the internal control and risk management system

3.3.1. CONTROL ENVIRONMENT

Sopra Steria's internal control and risk management system is founded upon the Group's four-tier operational organisation as well as its centralised functional organisation. Each tier of the operational organisation is directly involved in the implementation of internal control and risk management practices. To this end, the Group has put in place a set of operating principles and rules, along with the appropriate delegations of authority. It is the responsibility of all Group employees to familiarise themselves with these rules and to apply them. For more information on the Group's organisation, see Section 9, "Group organisation" of Chapter 1, "Business and strategy overview" of this Universal Registration Document (pages 38 to 39).

3.3.2. SHARED MANAGEMENT CONTROL SYSTEM

The management control system is designed not only to manage the dissemination of information, upwards to Executive Management and downwards to the operational and functional units, but also to guide, control and support the Group's employees at every level. It involves steering meetings held at each of the different organisational levels, including the Group's Executive Committee.

The management control system is the backbone of risk management within the Group, ensuring that risks are identified, assessed and managed at the right level of the organisation, ranging from specific contracts or projects to the overall issues affecting the Group, followed by the implementation of procedures to track progress on the related action plans.

These steering meetings are subject to specific standards (reporting timetable, participants, agenda, documents to be presented at the beginning and end of the meeting) and are supported by the management reporting system. Meetings are held according to a calendar, dependent on the organisational level and timeframe objectives:

- weekly meetings for the current month: priority is given to the monitoring of sales, production and human resources;
- quarterly meetings for the current year: in addition to the topics covered at the weekly meetings, additional emphasis is placed on financial indicators (entity performance for the previous month, update of annual forecasts, actual vs budget, progress report on actions in line with the medium-term strategy);
- annual meetings, looking ahead several years: the medium-term strategy and the annual budget process for the entities are discussed in the context of the Group's overall strategic plan.

The implementation of this system at all operating and functional entities is a highly effective vehicle for cohesiveness, the sharing of values and practices throughout the Group, and control.

3.3.3. TOOLS

The Group's communication and management applications are designed to standardise the documents produced by the Group. The production tools used or developed by the Group allow for the industrialisation of project delivery and of managed or operated services, improving the quality of deliverables.

3.3.4. SHARED FRAMEWORK FOR GROUP RULES

a. Code of Ethics, Anti-Corruption Code of Conduct and Code of Conduct for Stock Market Transactions

The aims of the Group's Code of Ethics, which is based on its core values, are to ensure compliance with international treaties, laws and regulations in force in the countries where Sopra Steria operates, and to reaffirm the Group's ethical principles. This Code of Ethics is supplemented by a code of conduct for stock market transactions whose aim is to reiterate the rules regarding insider information and the management of the Company's shares. In addition, the Anti-Corruption and Influence-Peddling Code of Conduct sets out the rules and behaviours to be adopted to prevent corruption and influence peddling. For more details on the Anti-Corruption and Influence-Peddling Code of Conduct, see Section 4.1, "Business conduct and compliance" in Chapter 4, "Sustainability Report" of this Universal Registration Document (pages 210 to 214).

b. Group rules, policies and procedures

The framework of internal control rules, known as the Group Rules, constitutes the common core of operating rules applicable to all entities and is rolled out as early as possible in the integration process whenever a new company is acquired. With the aim of continuously improving internal control and better managing risks identified through the Group's various risk mapping exercises, the Group Rules are regularly reviewed to ensure they remain relevant and supplemented to take into account, inter alia, segment-specific developments, regulatory changes and internal audit findings. The latest version, issued in December 2025, includes new rules regarding sustainability and artificial intelligence.

The Group Rules include 169 items grouped into 14 areas corresponding to Group processes:

- Governance and management;
- Human resources;
- Pre-sales and contracting;
- Production;
- IT security;
- Site management and security;
- Purchasing;
- Finance;
- Entities' legal structures;
- Insurance;
- Mergers and acquisitions;
- Sustainability and corporate social responsibility;
- Communication and marketing;
- Compliance.

The Group's various subsidiaries and geographical units may adapt these rules, provided they abide by the defined framework.

These fundamental rules are then broken down for each area in the form of detailed policies and procedures (e.g. Delivery Rule Book, Human Resources Policy, Information Security Policy, Purchasing Procedure, M&A Playbook, etc.). They are available to all on the Group's intranet and are reinforced through training and communications initiatives.

On the production side, Sopra Steria's Delivery Rule Book sets out processes covering pre-sales, production, quality assurance and security. It governs project execution to ensure the level of service expected by clients while meeting cost and deadline requirements.

It defines project management practices and processes suited to various environments and at different levels of management and supervision, as well as software engineering practices and processes. The Delivery Rule Book sits above all the Group's quality systems. All quality systems in use within the Group are compatible with the Delivery Rule Book. The basic principles of the quality systems are described in a Quality Manual supplemented by procedural guides and operating manuals.

3.4. Participants in internal control and risk management

Everyone in the Group has a part to play in risk management and internal control, from the governance bodies and senior management to the employees of each Group company.

EXECUTIVE MANAGEMENT

The internal control and risk management system is approved and overseen by Executive Management, thus at the Group's highest level. As the top level of authority and responsibility for the internal control and risk management system, it monitors the system's continuing effectiveness and takes any action required to remedy identified shortcomings and remain within acceptable risk tolerance thresholds. Executive Management ensures that all appropriate information is communicated in a timely manner to the Board of Directors and to the Audit Committee.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Group's Audit Committee is regularly informed of the main features of and changes to the internal control and risk management procedures selected and implemented by Executive Management to manage risks, including the organisation, roles and functions of the key actors, the approach, structure for reporting risks and monitoring the effectiveness of control systems. It has access to the elements necessary to reach an overall understanding of the procedures relating to the preparation and processing of accounting and financial information (presented in the following section).

Each year, the Audit Committee reviews the results of the Group's risk mapping exercises, including the double materiality assessment, and holds regular meetings with the Internal Control Department to monitor the implementation and adaptation of the Group's rules and the internal control process.

The Audit Committee also monitors the activity of the Internal Audit Department through the following actions:

- approval of the annual internal audit plan;
- meeting with its Director once a year in the presence of the Statutory Auditors, but without the presence of management;
- biannual review of the results of internal audit assignments and follow-up on the implementation of action plans resulting from recommendations.

Three lines of control

In accordance with the AMF reference framework, the internal control and risk management system put in place by Sopra Steria Group is structured around three lines of control, presented below.

- First line of control: Front-line staff and operational management

The first line of control for the internal control and risk management system consists of:

- operational management, tasked with implementing the system defined at Group level for the area under its responsibility. This line of control makes sure that the internal control rules and procedures are effectively implemented, fully understood and consistently applied within its scope of operations;
- the Group's employees, who take due note of and apply all of the rules set out within the organisation.

- Second line of control: Risk management and internal control

The aim of the second line of control is to monitor the internal control and risk management system on an ongoing and continuous basis to verify its effectiveness and coherence as well as the proper application of its rules and procedures.

- Internal Control Department and network of Compliance Officers at the entities

The internal control and risk management system is steered and coordinated by the Internal Control Department at Group level. In the context of risk management, it takes charge of the annual general risk mapping exercise, first by consolidating the information received from operating entities and functional departments and then by coordinating the necessary adjustments at the Group's highest level. It monitors the action plans implemented as part of the Group's risk management process, paying particular attention to those relating to its key risks. The department is also responsible for integrating specific risks into the Group's general risk mapping process (such as corruption and influence-peddling risks, information systems security risks and risks relating to the duty of vigilance) and ensuring the overall consistency of the mapping process.

With regard to the risks that have been identified and assessed, the Internal Control Department defines and adapts the internal control system's various components. In carrying out these duties, it works closely with all the Group's functional and operational departments. The Internal Control Department has a corporate team consisting of four people.

In 2025, the Internal Control Department continued to work closely with the Sustainability & Corporate Social Responsibility Department on the process of reviewing the double materiality assessment required by the CSRD (Corporate Sustainability Reporting Directive), thereby ensuring consistency with existing risk management approaches implemented within the Group. In parallel, work continued in relation to internal control in order to improve the compliance of the Sustainability Report in this area.

The Group also has a network of Compliance Officers, appointed in each of the Group's subsidiaries and entities. In 2025, there were 16 Compliance Officers. In the largest entities, they are assisted by a deputy, which is the case, for example, in France, the United Kingdom, Germany and Scandinavia. Working alongside the Director of the subsidiary/entity, the Compliance Officer has a comprehensive overview of the main risks and the internal control systems within their entity. They are responsible for adapting the guidelines and rules defined at Group level. In particular, they are tasked with making sure that all components of the internal control and risk management system as well as those of the Group's compliance programme are effectively implemented, fully understood and consistently applied. They are also responsible for raising alerts in the event of difficulties encountered in the implementation of any of these components for their scope. In addition, they are authorised to assess internal control issues, ensuring that they are taken into account where necessary by the concerned operational and functional departments. They are also responsible for making decisions and/or ensuring that decisions are made by the appropriate parties, if necessary, and for determining priorities. They perform this role on a part-time basis, devoting between 15% and 30% of their time depending on the size of the entity, alongside their main role. Their appointment is subject to approval by Executive Management. Seniority and in-depth knowledge of the entity's operational activities feature among the selection criteria.

The Internal Control Department, supported by entity-level Compliance Officers, oversees monitoring activities of Group rules to ensure that they remain relevant and that any corrective action identified is properly implemented. Risk assessment campaigns are regularly conducted within operating entities and functional departments. This methodological approach, which applies to all processes and entities, combines questionnaire-based self-assessment with a joint assessment carried out in conjunction with the Internal Control Department.

- Functional departments

The functional departments are key participants in the coordination of the internal control and risk management system. They assist the Internal Control Department in updating internal control guidelines specific to the processes under their responsibility.

Alongside the self-assessment and control procedures implemented by operational managers at all levels, functional departments play a specific role, in accordance with delegations of authority in force within the Group. They help operational staff manage risk, provide advice on safeguarding against risks and carry out both ex-ante and ex-post controls to ensure compliance with rules.

Specific responsibilities are entrusted to the Finance Department, with regard to financial controlling, and to the Industrial Department, for control procedures relating to the management of its Quality System.

- Finance Department

Reporting to the Finance Department, Financial Control consolidates and analyses monthly outputs from the internal management system. It verifies the reliability of forecasts and compliance with Group rules across its scope. It provides support to operational managers, trains users of the management system and reconciles data from the internal management system with general accounting records.

As part of their control responsibilities, Financial Controllers identify and measure risks specific to each operational unit. In particular, they ensure that contractual commitments and project production are aligned with the revenue recognised. They raise alerts for projects that present technical, commercial or legal difficulties. They check that revenue is recognised in line with Group accounting rules as well as analysing any commercial concessions applicable and verifying their treatment in the operating accounts of each operational unit. They also ensure that project-specific and overhead costs are properly recognised.

Financial Controllers devote particular attention to unbilled revenue and contractual milestone payments, and check that invoices issued are paid. In coordination with the manager at the relevant entity, they trigger payment collection, which is managed directly by the Finance Department. They check any credit notes issued.

Financial Controllers assess the organisation and administrative functions of operational units. They monitor compliance with deadlines in particular.

- Industrial Department

Delivery operations are supervised by the Industrial Department (ID). Its main duty is to monitor the quality of the services delivered, with particular emphasis placed on projects involving commitments, the level of operating margin generated by these services and the management of the associated operational risks. The ID provides the methods and industrial tools required to complete projects in accordance with the applicable standards. It also ensures that key personnel are appointed to oversee the management control system for services.

Sopra Steria's Industrial Department is independent of the project management system. As such, it offers external quality assurance monitoring for projects with the objectives of securing production and cost control, overseeing associated human resources, verifying production conformity and compliance with quality assurance procedures, and monitoring the system's effectiveness.

Industrial managers under the authority of business unit/subsidiary managers and reporting functionally to the Group Industrial Department are responsible for monitoring the Quality System and all projects.

Reviews are performed so as to verify the application and effectiveness of the Quality System among the Group staff members concerned (management, sales, operational quality units). Projects are reviewed on a regular basis, at key phases in their life cycle. Depending on how critical the projects are or the situation of the subsidiaries, they are organised either by the Group's ID or by its quality structure's local representatives. These reviews provide an external perspective on the status and organisation of projects.

Monthly steering meetings facilitate an overview of quality at all levels, the monitoring of annual quality targets established during management reviews and the determination of the appropriate action plans to continuously improve production performance and the quality of Sopra Steria products and services.

The effective implementation of actions agreed during steering meetings, audits and reviews is checked by the Industrial Department.

The Group has put in place a certification policy, covering all or a portion of its operations, depending on market expectations. This policy relates to standards or frameworks including: ISO 9001, TickITplus, ISO 27001, ISO 22301, ISO 14001, ISO 20000, CMMI and TMMi.

- Third line of control: Assessment of the internal control system
  - Internal Audit Department

Under the internal audit charter adopted by the Group, the Internal Audit Department has the following tasks:

- independent, objective evaluation of the effectiveness of the internal control system via a periodic audit of entities;
- issuing any recommendations to improve the Group's operations;
- monitoring the implementation of recommendations.

The work of the Internal Audit Department is organised with a view to covering the "audit universe" (classification of key processes) reviewed annually by the Audit Committee.

Internal audits cover the entire Group over a cycle of a maximum of four years. They are performed more frequently for the main risks identified. To this end, Internal Audit carries out field audits and can use self-assessment questionnaires for areas of lesser importance.

By carrying out work relating specifically to fraud and corruption, the Internal Audit Department has identified processes that are potentially concerned, associated risks, control procedures to be adopted (prevention and detection) and audit tests to be carried out. These are integrated into internal audit programmes.

The Internal Audit Department, which reports to the Chairman of the Board of Directors and operates under the direct authority of Executive Management, is thus involved in monitoring the internal control system, and submits its findings to Executive Management and the Audit Committee. The Internal Audit Department consisted of a team of seven people at year-end 2025.

The Chairman of the Board of Directors approves the audit plan, shared with Executive Management, notably on the basis of risk mapping, the priorities adopted for the year and the coverage of the "audit universe". This plan is presented to the Audit Committee for review and feedback. Recommendations are monitored and compiled in a report provided to Executive Management and the Audit Committee.

The Internal Audit Department carried out 16 assignments in financial year 2025.

- External monitoring system

The internal control and risk management system is also monitored by the Statutory Auditors and the quality certification inspectors for the Quality System.

Statutory Auditors

As part of their engagement, the Statutory Auditors obtain information on the internal control system and the procedures in place. They attend all Audit Committee meetings.

The Statutory Auditors are engaged throughout the year across the Group. Their involvement is not limited to interactions with accounting staff. To gain a more in-depth understanding of how operations and transactions are recorded in the accounts, the Statutory Auditors are in regular contact with operational managers, who are best placed to explain the Company's business activity. These meetings with operational staff are structured around business unit, division or subsidiary reviews, during which the Statutory Auditors examine the main ongoing projects, progress made and any difficulties encountered.

Quality certification inspectors

The audit procedure aims to ensure that the Quality System is both in compliance with international standards and applied to the entire certified scope of operations.

Each year, quality certification inspectors select the sites to be inspected based on the date of their most recent inspection and the representativeness of their activities.

3.5. Assessment and continuous improvement process

The purpose of this audit process is to identify ways in which the quality management system might be enhanced in order to ensure continuous improvement in its performance.

The internal control system and its operation are subject to internal and external assessments to identify areas for improvement, which are used to implement action plans to strengthen the internal control system, under the oversight of Executive Management and supervised by the Group's Audit Committee.

4. Procedures relating to the preparation and processing of accounting and financial information

4.1. Coordination of the accounting and finance function

4.1.1. ORGANISATION OF THE ACCOUNTING AND FINANCE FUNCTION

Limited number of accounting entities

By keeping the number of legal entities, and therefore accounting entities, relatively low, the Group can drive reductions in operating costs and minimise risks.

Centralised coordination of the accounting and finance function

The Group's Finance Department oversees Sopra Steria's accounting and finance function and reports directly to Executive Management.

The responsibilities of the Group Finance Department mainly include the production of the accounts, financial controlling, tax issues, financing and cash management, and participation in financial communications. Each subsidiary has its own finance team that reports functionally to the Group's Finance Department.

Supervision of the accounting and finance function by Executive Management and the Board of Directors

The Finance Department reports to the Group's Executive Management. As with all other Group entities, it follows the management reporting and controlling cycle described above: weekly meetings to address current business activities, and monthly and quarterly meetings to conduct a detailed review of figures (actual and forecast), the organisation of the function and the monitoring of major projects.

Executive Management is involved in the planning and supervision process as well as in preparing to approve the financial statements.

The Board of Directors is responsible for the oversight of accounting and financial information. It reviews and approves for publication the interim and annual financial statements. It is supported by the Audit Committee, as described in Section 1.3.3, "Committees of the Board of Directors" of Chapter 3, "Corporate governance" of this Universal Registration Document (pages 90 to 93).

4.1.2. ORGANISATION OF THE ACCOUNTING INFORMATION SYSTEM

Accounting

The configuration and maintenance of the accounting and financial information system are centralised at Group level. Central teams manage access permissions, and update them at least once a year. The granting of these permissions is validated by finance teams at the subsidiaries.

All Group companies prepare, at a minimum, complete quarterly financial statements on which the Group bases its published quarterly revenue figures and interim financial statements.

Monthly cash flow forecasts for the entire year are regularly prepared for all companies and consolidated at Group level.

Accounting policies and presentation

The accounting policies applied within the Group are presented in the notes to the consolidated financial statements in this document. When the interim and annual financial statements are approved, the Audit Committee ensures that these policies and presentation have been applied by the Finance Department and the Statutory Auditors.

The proper use of the percentage-of-completion method to value projects underway is monitored on an ongoing basis jointly by the Industrial Department and by the Finance Department (Financial Controllers).

4.2. Preparation of published accounting and financial information

4.2.1. RECONCILIATION WITH THE INTERNAL MANAGEMENT SYSTEM ACCOUNTING DATA

All Group entities prepare a monthly budget, a monthly operating statement and forecasts revised each month.

The budget process takes place during a period focused on the fourth quarter of the year. This is a key stage. It provides an opportunity to apply the strategy approved by the Group's Executive Committee, to adapt the organisation to developments in business segments and market demand, and to assign quantitative and qualitative objectives to all Group entities. Budgets, including detailed monthly operating forecasts, are prepared by each unit as part of this process.

A monthly operating statement is approved each month by each Group entity. Management metrics (level of business activity, selling prices, average salary, metrics related to human resources, invoicing and receipts, etc.) are also reviewed.

Finally, a forecast operating statement revised each month includes the results of the previous months and an updated forecast for the remaining months of the current year.

Sales metrics (prospects, contracts in progress, signings, etc.), client invoicing and cash receipts are analysed at the steering meetings held as part of the management control system described above.

The results derived from the management reporting documents are verified by Financial Controllers reporting to the Finance Department, who also reconcile this data with the quarterly accounting results.

4.2.2. PROCEDURES FOR THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

Every quarter, each company prepares its financial statements and a consolidation pack.

The Statutory Auditors of each of the companies falling within the scope used for the audit of the consolidated financial statements approve the interim and annual consolidation packs. These are then used by the Group Finance Department and the consolidated financial statements are audited by the Group's Statutory Auditors.

4.2.3. PROCEDURE FOR SIGNING OFF THE FINANCIAL STATEMENTS

The interim and annual consolidated financial statements are presented to Executive Management by the Finance Department.

As part of their annual accounts closing at 31 December, the financial statements of Sopra Steria Group and its subsidiaries undergo a statutory audit by the Statutory Auditors in order to be certified. A limited review is also performed at 30 June.

As part of its assignment to monitor the statutory audit of the financial statements, the Audit Committee takes note of the Statutory Auditors' work and conclusions during the review of the interim and annual financial statements.

The Audit Committee reviews the financial statements, notably in order to assess the Company's exposure to risks, verify that the procedures for gathering and checking information ensure its reliability, and ensure that accounting policies have been applied consistently and appropriately. It gathers comments from the Statutory Auditors.

The Group's financial statements are then presented to the Board of Directors for approval.

4.2.4. FINANCIAL COMMUNICATIONS

The Financial Communications & Investor Relations Department, which is supervised by the Chairman of the Board of Directors, manages the Group's financial communications.

The Group communicates financial information via several different means, in particular:

- press releases;
- the Universal Registration Document and the various reports and disclosures that it contains;
- the presentation of the interim and annual financial statements;
- conference calls on release of Q1 and Q3 revenue.

The Group's website includes an "Investors" section. It presents all of the aforementioned items as well as other regulatory disclosures.

3. Corporate governance

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This chapter describes the organisation and operation of governance as well as the compensation policy for company officers and its application during financial year 2025. It lists and explains any points of divergence from or partial compliance with the recommendations of the AFEP-MEDEF Code. [1]

1. Organisation and operation of governance

1.1. Executive company officers

1.1.1. SEPARATION OF THE ROLES OF CHAIRMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

On 19 June 2012, the Board of Directors voted to separate the roles of Chairman and Chief Executive Officer. This decision has since been confirmed at each appointment or reappointment of an executive company officer, most recently on 10 December 2025. This separation of duties remains the best way of addressing the Group's strategic and operational priorities. Given the close relationship between the Chairman of the Board of Directors and the Chief Executive Officer, there is close collaboration and an ongoing dialogue between them. The current governance structure therefore helps streamline management of the Company. It means that the Group is able to act as quickly as needed and ensures decisions are taken with due care, while taking into account strategic priorities.

1.1.2. ROLE OF EXECUTIVE COMPANY OFFICERS

The Chairman is tasked with managing strategy, while the Chief Executive Officer is responsible for operations.

The Chairman:

- guides the Group's strategy;
- assists Executive Management with the transformation of the Group;
- oversees investor relations and manages the Board's relations with shareholders.

The Chief Executive Officer:

- makes proposals on the Group's strategy in agreement with the Chairman;
- supervises the implementation of decisions adopted;
- ensures the operational management of all Group entities.

1.1.3. SUCCESSION PLANS FOR EXECUTIVE COMPANY OFFICERS

The Nomination, Governance & Corporate Responsibility Committee conducts an annual review of the succession plans for the Chairman of the Board of Directors and the Chief Executive Officer so any unforeseen vacancies can be dealt with appropriately. As part of this process, it meets with the Chairman of the Board of Directors. It makes sure the plans cover existing requirements and the Group's culture. It assesses the relevance of any proposed changes.

Succession planning for the role of Chairman was incorporated into the formal assessment of the Board of Directors decided upon in 2025.

In connection with the renewal of his term of office, the succession plan for the Chairman of the Board of Directors was reviewed and approved by the Nomination, Governance & Corporate Responsibility Committee, then by the Board of Directors at its meeting on 25 February 2026. It distinguishes between the case of an unforeseen vacancy in the role and that of a vacancy arising from the Chairman's term of office coming to an end.

The plan is aimed not only at ensuring continuity in the role but also, beyond that, at optimising decisions from an overall perspective taking into account the situation, the Group's needs, and interactions among the various governance bodies. The goal is to ensure that the Board of Directors is always in a position to be able to choose the candidate best suited to the context.

In 2025, the established succession plan in the event of an unforeseen vacancy in the position of Chief Executive Officer was implemented without modification following the resignation of the Chief Executive Officer, Cyril Malargé, on 8 October. The Board of Directors, at a meeting convened the same day, appointed Xavier Pecquet as Chief Executive Officer until the arrival of a new Chief Executive Officer recruited from outside the Group.

The Committee also debates action to be taken in the short and medium term in view of reappointments and expiring terms of office. In this context, the issue must be approached from a different angle: consideration is given not only to ensuring the continued functioning of each governance body but also, beyond that, to optimising decisions from an overall perspective taking into account the situation, the Group's needs, and interactions among the various governance bodies. The goal is to ensure that the Board of Directors is always in a position to be able to choose, for each role, the candidate best suited to the situation and the environment.

This aspect was incorporated into the formal assessment of the Board of Directors decided upon in 2025.

1.1.4. OVERVIEW OF THE ACTIVITIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS IN 2025

Pierre Pasquier currently serves as Chairman of the Board of Directors. He carried out activities on a full-time basis throughout the year. This included overseeing the work of the Board and other assignments entrusted to him.

The Chairman's assignments include the governance of strategy, acquisitions and the Board of Directors' relations with shareholders. He is involved in several areas that are key to the Group's future and transformation (HR, digital and industrial transformation; key organisational and operating principles; employee share ownership; promotion of Group values and compliance). This list of key matters is approved following consultation with the Chief Executive Officer.

The Chairman is responsible for maintaining balance between the Group's various stakeholders: shareholders, employees and the community. He ensures that the Group's social and environmental priorities are properly taken into account.

(1) The AFEP-MEDEF Code is the code to which the Company refers pursuant to Article L. 22-10-10 of the French Commercial Code. It is available on the website of France's Haut Comité de Gouvernement d'Entreprise (www.hcge.fr).

In crisis situations, the ability to prioritise issues, uphold the Group's values, and consider its options from a longer-term perspective thanks to the commitment provided by the core shareholder is absolutely critical.

The various matters placed under the Chairman's responsibility require thorough knowledge of operational realities. Close relations with the Chief Executive Officer and the members of the Executive Committee facilitate information-sharing. This facilitates effective coordination on:

- decisions required for the implementation of the medium-term strategic plan and the Group's transformation;
- monitoring of the implementation of such decisions over the long term.

The separation of the roles of Chairman and CEO is based on:

- the roles defined in the internal rules and regulations of the Board of Directors;
- compliance with the respective prerogative powers of the Chairman of the Board of Directors and the Chief Executive Officer;
- a very good fit between the holders of the two positions;
- a mutual trust-based relationship.

1.1.5. AGREEMENT WITH SOPRA GMT, THE HOLDING COMPANY THAT MANAGES AND CONTROLS SOPRA STERIA GROUP

In carrying out all of his assignments, the Chairman seeks out advice from former executives and may draw on certain resources across the Group.

He is also supported by a permanent team at Sopra GMT, the holding company that manages and controls the Group. This company was established by the founders of Sopra Steria Group. More than 75% of its share capital is held by members of the two family groups. A financial investor acquired a stake alongside the founders to enable the implementation of Sopra Steria Group's strategic refocusing project in 2024. Sopra GMT's sole activity is to provide strategy, advisory and support services to the two companies in which it holds an ownership interest. Its non-current assets consist exclusively of its equity stakes in those companies.

a. The Sopra GMT team

Of the five Sopra GMT employees, four of them have spent much of their careers with Sopra Steria Group. This team has therefore gained knowledge of the Group, its main managers and its organisational structure that an external service provider could not have. Its position within Sopra GMT means this team has an outside perspective and greater independence. These resources enhance the Board of Directors' ability to oversee the smooth running of the Company.

The team was initially formed when 74Software[1] was spun off. It performs duties for Sopra Steria Group and 74Software, in which Sopra Steria Group still retains an ownership interest of 11%. Sopra GMT provides both companies with its support and ensures synergies and best practices are implemented.

The members of this team carry out duties not undertaken by Sopra Steria Group: oversight of acquisitions, corporate secretarial affairs for the Board of Directors and its Committees. They may also assist Sopra Steria Group's functional divisions. They are also active participants in various steering committees (acquisitions, corporate responsibility and sustainable development, internal control, internal audit, employee share ownership). They may join working groups tackling key issues for the Company. They provide the benefit of their technical expertise and an independent opinion.

b. Invoicing principles

The costs rebilled by Sopra GMT comprise the portion of payroll and related operating costs for employees assigned to the tasks performed for Sopra Steria Group. They also comprise, under the same conditions, any external expenses incurred by Sopra GMT (such as specialised advisors' fees). As such, this organisational method does not increase the expenses borne by Sopra Steria Group. If the assignments handled by Sopra GMT's employees were not entrusted to them, they would need to be allocated again within Sopra Steria Group.

Pierre Pasquier's compensation at Sopra GMT reflects his oversight of the assignments performed by the Sopra GMT team for Sopra Steria Group and 74Software[1]. His compensation is not rebilled to these two companies.

Sopra Steria Group charges Sopra GMT fees for providing premises, IT resources, and assistance from the Group's functional divisions as well as providing appropriate expertise for Sopra GMT's assignments.

The work performed by this team and the principle for the rebilling to the Company of the costs incurred are covered in a framework agreement for assistance. The General Meeting approved the implementation of this related-party agreement. The Board of Directors reviews it annually.

Around 85% of Sopra GMT's total operating expenses are rebilled. The remaining 15% comprises the expenses arising from Sopra GMT's own internal operations. Expenses are rebilled on a cost-plus basis including a 7% margin. By definition, Sopra GMT generally records a small operating loss. The annual breakdown varies according to the respective needs of Sopra Steria Group and 74Software[1]. On average, since 2011, two thirds of the amounts rebilled have concerned Sopra Steria Group.

c. Implementation of the agreement in 2025

Sopra Steria Group recorded the following income and expenses under this agreement in 2025:

- expenses: €1,825 thousand;
- income: €195 thousand.

The Board of Directors reviewed the implementation of this agreement at its meeting on 22 January 2026. It unanimously agreed to maintain the previously granted authorisation for the current financial year. The members of the Board of Directors associated with Sopra GMT (Pierre Pasquier, Éric Pasquier and Kathleen Clark) did not take part in the discussion or vote on this decision.

1.1.6. EXECUTIVE MANAGEMENT

Cyril Malargé resigned from his position as Chief Executive Officer on 8 October 2025. On the same day, a small team was established under the leadership of Xavier Pecquet, a member of the Group's Executive Committee, who was appointed Chief Executive Officer, to oversee the transition until the assumption of duties of the new Chief Executive Officer. Throughout this period, this team – comprising Xavier Pecquet, Dominique Lapère (Chief Operating Officer), and Louis-Maxime Nègre (Head of Human Resources) – worked in close coordination with Éric Pasquier, Vice-Chairman of the Board of Directors and Managing Director of Sopra GMT. Drawing on its experience and in-depth knowledge of the Group, the team was fully involved in managing the operations and continuing the implementation of the Group's strategy. To this end, it was supported by the Group's executive bodies and management.

(1) Following the acquisition of Sopra Banking Software, the shareholders of Axway Software voted on 6 December 2024 to change the company's name to 74Software (with 74Software continuing to use Axway Software as one of its trademarks).

On 11 December 2025, the Board of Directors appointed Rajesh Krishnamurthy as Chief Executive Officer, with effect from 1 February 2026, on the recommendation of the Nomination, Governance & Corporate Responsibility Committee.

To formulate its recommendation, each Committee member met with the two leading candidates selected by the Chairman of the Board of Directors and the Chairwoman of the Committee. Following consultation with Sopra GMT, these two candidates were presented to the Committee, bringing the search process – which had been conducted with support from a specialised consultancy from a broad pre-selected pool of candidates – to a close.

The Committee members commended the quality of both proposals. They highlighted the candidates' personalities, experience, knowledge of the sector and skills, and concluded that both were capable of performing the role of Chief Executive Officer in the context of Sopra Steria Group. They chose to recommend the appointment of Rajesh Krishnamurthy. The Board of Directors, unanimously approved this recommendation.

The Chief Executive Officer has authority over the entire Group. He directs, administers and coordinates all of its activities. To this end, he is supported by the Group's Executive Committee and its Management Committee. These Committees comprise key operational and functional managers from Sopra Steria Group and its subsidiaries as well as the Chief Executive Officer.

The Chief Executive Officer has the broadest possible powers to act in all circumstances in the name of Sopra Steria Group SA, the parent company of Sopra Steria Group. He/she represents the Company in its dealings with third parties.

Certain decisions relating to strategy implementation and internal organisation require prior approval by the Board of Directors or its Chairman. Decisions "that are highly strategic in nature or that are likely to have a significant impact on the financial position or commitments of the Company or any of its subsidiaries" are defined in the internal rules and regulations of the Board of Directors (see Chapter 8, "Additional information" of this Universal Registration Document, page 396).

1.2. Board of Directors

1.2.1. MEMBERS OF THE BOARD OF DIRECTORS

On the date at which this Universal Registration Document was published, the Board of Directors had 18 members with the right to vote. The General Meeting appoints 15 Directors and elects the Director representing employee shareholders. Two Directors appointed by the employee representative bodies represent the employees.

The reappointment of two current Directors will be proposed at the General Meeting to be held on 20 May 2026 (see the summary of resolutions in Chapter 9, "General Meeting" of this Universal Registration Document, page 407). The Directors concerned are as follows:

- Pascal Daloz;
- Noëlle Lenoir.

Collectively, the members of the Board of Directors and the Chief Executive Officer hold around 20% of the Company's share capital and 30% of its voting rights.

SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS

Name	Nationality	Number of shares owned	Number of directorships at listed companies (outside the Group)	Start of current term	Date current term of office ends	Years of service on the Board*	Attendance at meetings in financial year 2025			
							Board of Directors	Audit Committee	Nomination, Governance & Corporate Responsibility Committee	Compensation Committee
Pierre Pasquier (M) 90*; ECO**										
Chairman of the Board of Directors	FRA	108,113	1	21/05/2024	AGM 2028	57	100%		100%	
Éric Pasquier (M) 54*; ExCo**										
Vice-Chairman of the Board of Directors	FRA	10,271	0	21/05/2024	AGM 2028	11	100%		100%	
Sopra GMT, represented by Kathleen Clark (W), 58*; NSP**										
Chairwoman of the Nomination, Governance & Corporate Responsibility Committee	USA/FRA	4,035,669	1	21/05/2024	AGM 2028	11	100%		100%	100%
Sonia Criseo (W) 54; ID**										
Director	IRL	10	0	21/05/2025	AGM 2029	2	91%			100%
Pascal Daloz (M) 56*; ID**										
Director	FRA	25	1	24/05/2023	AGM 2026	2	45%		80%	
Charlotte Dennery (W) 60*; ID**										
Director	FRA	1	0	21/05/2025	AGM 2027	-	57%			
André Einaudi (M) 70*; ID**										
Director	FRA	100	0	01/06/2022	AGM 2026	5	73%			80%
Michael Gollner (M) 67; ID**										
Director	USA/GBR	2,100	1	24/05/2023	AGM 2027	7	82%	86%		
Éric Hayat (M) 84*; NSP**										
Director	FRA	33,230	0	21/05/2024	AGM 2028	11	100%			100%
Noëlle Lenoir (W) 77*; ID**										
Director	FRA	101	0	01/06/2022	AGM 2026	5	91%		100%	
Sylvie Rémond (W) 62*; ID**										
Chairwoman of the Compensation Committee	FRA	152	0	24/05/2023	AGM 2027	10	100%	100%		100%
Marie-Hélène Rigal-Drogerys (W) 55*; ID**										
Chairwoman of the Audit Committee	FRA	100	1	21/05/2024	AGM 2026	11	100%	100%		
Jessica Scale (W) 63*; ID**										
Director	FRA/GBR	10	0	24/05/2023	AGM 2027	9	100%			100%
Yves de Talhouët (M) 67*; ID**										
Director	FRA	10	0	21/05/2025	AGM 2029	3	73%		100%	
Rémy Weber (M) 68*; ID**										
Director	FRA	10	1	21/05/2025	AGM 2029	2	91%		100%	
Astrid Anciaux (W) 60*; E**										
Director representing employee shareholders	BEL	2,574	0	21/05/2025	AGM 2029	11	91%			
Hélène Badosa (W) 67*; E**										
Director representing the employees	FRA	0	0	27/06/2024	AGM 2028	7	100%			100%
William Beaumond (M) 62*; E**										
Director representing the employees	FRA	0	0	11/07/2024	AGM 2028	1	100%			

** Age as at 31/12/2025, rounded down to the nearest year.*
*** Acronyms: ECO: Executive Company Officer; ExCo: member of the Executive Committee (salaried); NSP: Non-Salaried Position; ID: Independent Director; E: Employee.*

At 31 December 2025, the average length of service on the Board of Directors was nine years. The percentage of Independent Directors who had been sitting on the Board of Directors for less than six years was 64%.

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES SINCE THE START OF FINANCIAL YEAR 2025

	Departures	Appointments	Reappointments
Board of Directors		Charlotte Dennery (21/05/2025)	Sonia Criseo (21/05/2025) Yves de Talhouët (21/05/2025) Rémy Weber (21/05/2025)
Audit Committee			
Nomination, Governance & Corporate Responsibility Committee	Éric Hayat (30/01/2025) Jessica Scale (30/01/2025)	Pascal Daloz (30/01/2025) Pierre Pasquier (30/01/2025) Rémy Weber (30/01/2025)	
Compensation Committee		Sonia Criseo (30/01/2025) André Einaudi (30/01/2025)	
Strategy Committee		Éric Pasquier (22/01/2026)	

1.2.2. SELECTION PROCESS FOR MEMBERS OF THE BOARD OF DIRECTORS

The Nomination, Governance & Corporate Responsibility Committee plays a central role throughout the four phases of the selection process for Independent Directors. The same process applies to Directors who are not independent as defined by the AFEP-MEDEF Code from Phase 3 as set out below.

a. Selection process phases

Phase 1. This is the needs analysis phase. The Committee identifies the dates at which Directors' terms of office end and reviews the possibility of reappointing them. It takes into account the objectives of the diversity policy and the skills required. It accommodates imperatives arising from compliance with the law and with the Code of Corporate Governance. This analysis is undertaken for the Board of Directors itself and its committees. It focuses on the needs due to arise first and makes projections for the years ahead.

Phase 2. A list of potential candidates is drawn up based on the needs identified. This list is made up of the following:

- names put forward:
  - by members of the Nomination, Governance & Corporate Responsibility Committee;
  - by members of the Board of Directors more generally;
- names put forward by recruitment firms;
- names proposed by Executive Management;
- unsolicited applications received by the Company.

The Chairwoman of the Nomination, Governance & Corporate Responsibility Committee approves the list of potential candidates. A file is put together based on publicly available information about the candidates.

After reviewing this file, the Nomination, Governance & Corporate Responsibility Committee decides which candidates to contact and meet.

Phase 3. Members of the Nomination, Governance & Corporate Responsibility Committee arrange meetings with the selected candidates. At their meetings, the Committee's members compare their opinions. For each candidate, the Committee endeavours to assess the depth of their experience and how closely it fits the Company's needs. What the candidates would bring to the Board from a diversity perspective and their motivation are also considered. Lastly, the Committee checks their availability, whether they have any conflicts of interest, and whether they meet the independence criteria in the Code of Corporate Governance.

It ensures that gender balance is maintained within the future Board of Directors. More generally, it ensures that the composition of the future Board of Directors complies with applicable requirements. Additional actions are agreed upon as necessary to complete the list of candidates.

Phase 4. The Board of Directors:

- is made aware of the findings of the previous phases;
- discusses the candidates put forward by the Nomination, Governance & Corporate Responsibility Committee;
- decides which candidates will be put to the vote at a General Meeting of Shareholders.

b. Directors representing the employees and employee shareholders

In the specific case of Directors representing the employees and the Director representing employee shareholders, the Company decided to launch an extensive call for applications across the Group.

As regards Directors representing the employees, the Company opted for the following methods of appointment from the various options available under Article L. 225-27-1 of the French Commercial Code:

- the first Director representing the employees shall be appointed by the trade union that won the most votes in the first round of elections to the Works Council of the Company and its direct and indirect subsidiaries having their registered offices in France;
- and the second Director representing the employees shall be appointed by the European Works Council.

The General Meeting of Shareholders elects the Director representing employee shareholders from among the candidates put forward by employee shareholders. After reviewing the candidates, the Nomination, Governance & Corporate Responsibility Committee may recommend that the Board of Directors support an appointment resolution to be put to the shareholders at a General Meeting. Gender balance is taken into account when deciding whether to support a candidate. An amendment to the Articles of Association is proposed at the General Meeting of Shareholders to ensure that this balance is more effectively considered from the nomination stage. The candidate elected is the one whose appointment resolution gains the required majority and the most votes, in the event of multiple candidacies.

1.2.3. DIVERSITY POLICY

1.2.3.1. Diversity policy applicable to the Board of Directors

The goal of the Board of Directors' diversity policy is to bring together the perspectives, skills and experience required for effective collective decision-making. It aims to meet the needs and reflect the characteristics of the Group while remaining a reasonably sized team. Each of its members must show good judgement and foresight, and uphold the ethical conduct standards expected of a Director.

The impact on diversity and the integration of future Directors is considered every time a proposal is made to appoint Directors. The Nomination, Governance & Corporate Responsibility Committee plays a key role in this regard.

Diversity is typically assessed using measurable metrics related to gender equality, age and nationality.

With regard to gender equality, the Company aims to continue moving towards gender equality to the greatest extent possible. Each gender should account for at least 40% of the Directors. It is actively seeking to achieve gender equality in its Board's specialised committees.

Women currently account for eight of the sixteen appointments made at the General Meeting (50%). Three of the four standing committees are chaired by a female Director. Five of the six female Independent Directors are members of at least one committee.

Age is not a criterion that is considered. The Company has not set a minimum or maximum age requirement for directorships. However, the Articles of Association (Art. 14) limit the proportion of Directors aged over 75 to one third. The average age of the members of the Board of Directors is 65 (at 31/12/2025). Three out of 18 Directors are over 75 years old.

Given the international dimension of the Group's business, it is considered desirable to have foreign nationals sitting on the Board of Directors. As far as possible, Directors who are foreign nationals come from or live in countries in which the Group operates or is seeking to develop business (France, United Kingdom, Benelux). Countries recognised for their technological and digital industries are also represented on the Board of Directors (United States, Ireland). To attract Directors living outside France, the internal rules and regulations of the Board of Directors permit Directors to take part in meetings using videoconferencing or conference call systems, and the Company can cover their travel costs. Furthermore, an adjustment to the method used to apportion compensation among Board members has been agreed to better reflect the constraints on foreign Directors. This consists of adding an additional 20% weighting to attendance at meetings of the Board and its committees for Directors living outside France. This does not apply to Directors who carry out their work within the Group. Five out of 18 Directors hold citizenship from a country other than France.

1.2.3.2. Monitoring the gender equality policy for senior management positions

In relation to gender equality in senior management positions, the results achieved and, where necessary, any proposed corrective measures, are described in Section 3.1.5.1, "Action plans related to 'Equal opportunities and diversity'" of Chapter 4, "Sustainability Report" in this document (pages 186 to 187).

At its meeting of 28 January 2021, the Board of Directors, pursuant to the AFEP-MEDEF Code and at the proposal of Executive Management, set two objectives for 2025, namely to achieve the following:

- 30% women on the Group Executive Committee;
- 20% women in the two highest echelons of the organisation (Levels 5 and 6) across the Group.

Noting that 20.1% of Level 5 and 6 positions were held by women at 31 December 2023, the Board of Directors approved Executive Management's proposal that this target be increased to 22%.

At its meeting of 25 February 2026, the Board of Directors noted that the objective of reaching 30% women on the Group Executive Committee had not been met but that the target proportion of women in Level 5 and 6 positions had been exceeded (coming in at 22.4%) at the end of the observation period, which had been maintained at 31 December 2025.

The Board of Directors has asked Executive Management, appointed 1 February 2026:

- to present an action plan to achieve the objective of 30% women in senior management positions, in accordance with legal requirements to more quickly achieve gender equality and economic empowerment for women;
- to propose an ambitious and realistic new objective for Level 5 and 6 positions, to be achieved by 31 December 2030.

These objectives will be published on the Company's website as soon as they have been approved by the Board of Directors.

1.2.4. SKILLS REQUIRED FOR THE BOARD OF DIRECTORS

It is also a priority for the Board of Directors to have a diverse range of skills. The Company has identified nine key competencies that it would like to be represented within the Board of Directors. These skills and areas of experience are as follows:

- **Knowledge of the digital sector and consulting, and the ability to promote technological innovation**: This expertise will have been gained at a digital services company, software vendor or consulting firm, or in an industry sector focused on technological innovation in B2B services. In some cases, it is complemented by an in-depth understanding of key priorities related to artificial intelligence and cybersecurity.
- **Knowledge of one of the Group's main vertical markets**: This expertise flows from knowledge of the digital services requirements in one or more of the Group's main markets. Ideally, it will have been gained working for a client of the Group or one of its competitors. It may also be acquired through long sales experience in one of these markets.
- **Entrepreneurial experience**: Entrepreneurial experience will have been gained by starting up or taking over an industrial or commercial business and through contact with the various stakeholders (clients, employees, lending shareholders, suppliers, authorities).
- **CEO of a major group**: This presupposes past or current experience as a non-salaried executive company officer (Chairman, CEO or Deputy CEO) of a company established in more than one country or that employed more than 25,000 people.

- **Finance, control and risk management**: This expertise requires professional experience gained in finance, audit or internal control or as an executive company officer. In some cases, it may encompass "specific expertise in matters related to finance, accounting or statutory audit of the financial statements" within the meaning of Article L.823-19 of the French Commercial Code.
- **Corporate social responsibility**:
  - **Human resources and social dialogue**: This expertise requires professional experience gained in human resources, either in a company or as an external consultant, in institutions, industry bodies, trade unions or public benefit organisations or while holding a corporate office.
  - **Environmental and climate-related issues**: This expertise presupposes familiarity with institutions, non-governmental organisations or public benefit organisations and expertise in handling climate-related and environmental issues from a business perspective.
  - **Social issues**: This expertise presupposes familiarity with institutions, industry bodies, trade unions or public benefit organisations and expertise in handling social issues from a business perspective.
- **International dimension**: This indicates skills in cross-cultural management combined with being versed in more than one culture, working as an expatriate or holding corporate office in an international group.
- **Mergers and acquisitions**: This experience is gained through involvement in external growth transactions as an executive company officer or professional (development director, investment banker, legal or financial advisor).
- **Operational experience within Sopra Steria Group**: This experience presupposes long-standing current or past service within Sopra Steria Group, as an employee or equivalent, and in-depth knowledge of the Group, its culture, its working practices and its management. A corporate office of at least four years in a company recently acquired by the Group may also be taken into consideration.

It should be noted that the Directors' skills are of course not limited to the key competencies set out above, particularly those sought in candidates presented at the General Meeting. The Board of Directors brings together a broad range of skills, some of which are highlighted in bold in the Directors' biographies presented below (see pages 71 to 88).

EACH OF THESE 9 KEY AREAS OF EXPERTISE AND EXPERIENCE ARE CURRENTLY REPRESENTED ON THE BOARD OF DIRECTORS BY SEVERAL DIRECTORS (SEE TABLE BELOW):

Key competencies	Representation of key competency*	Astrid Anciaux	Hélène Badosa	William Beaumond	Kathleen Clark Representative of Sopra GMT	Sonia Criseo	Pascal Daloz	Charlotte Dennery	André Einaudi	Michael Gollner	Éric Hayat	Noëlle Lenoir	Éric Pasquier	Pierre Pasquier	Sylvie Rémond	Marie-Hélène Rigal-Drogerys	Jessica Scale	Yves de Talhouët	Rémy Weber
5. Knowledge of the digital and consulting sectors, ability to promote technological innovation	●●●		✓	✓	✓		✓				✓		✓	✓		✓	✓	✓	
6. Knowledge of one of the Group's main vertical markets	●●●					✓	✓	✓			✓		✓	✓	✓		✓		✓
7. Entrepreneurial experience	●								✓	✓	✓			✓			✓	✓	
8. CEO of a major group	●●						✓	✓	✓		✓		✓	✓					✓
9. Finance, risk management and control	●●●	✓					✓	✓	✓	✓		✓	✓	✓	✓	✓			✓
10. CSR																			
· Human resources and social dialogue	●●●	✓	✓	✓			✓	✓	✓		✓		✓	✓				✓	✓
· Environmental and climate-related issues	●				✓							✓				✓			
· Social issues	●●	✓			✓	✓		✓			✓	✓				✓	✓		
11. International teams and organisations	●●●	✓			✓	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓	✓	
12. Mergers and acquisitions	●●●				✓		✓	✓	✓	✓	✓		✓	✓	✓				✓
13. Operational experience within Sopra Steria Group	●●	✓	✓	✓	✓	✓					✓		✓	✓					

● = *Competency represented by up to one third of the Directors*

●● = *Competency represented by at least one third but less than half of the Directors*

●●● = *Competency represented by at least half of the Directors*

REPRESENTATION OF KEY COMPETENCIES BY COMMITTEE

Representation of key competency	Audit Committee (3 members)	Nomination, Governance & Corporate Responsibility Committee (7 members)	Compensation Committee (7 members)
1. Knowledge of the digital and consulting sectors, ability to promote technological innovation	●●	●●●	●●●
2. Knowledge of one of the Group's main vertical markets	●●	●●●	●●●
3. Entrepreneurial experience	●●	●	●●
4. CEO of a major group		●●●	●
5. Finance, risk management and control	●●●	●●●	●
6. CSR			
● Human resources and social dialogue		●●●	●●
● Environmental and climate-related issues	●●	●	●
● Social issues	●●	●	●●●
7. International teams and organisations	●●●	●●●	●●●
8. Mergers and acquisitions	●●●	●●●	●●●
9. Operational experience within Sopra Steria Group	-	●●	●●●

● = Competency represented by up to one third of the Directors

●● = Competency represented by at least one third but less than half of the Directors

●●● = Competency represented by at least half of the Directors

In addition to these 9 key areas of expertise and experience, given Sopra Steria Group's ownership structure, the Nomination, Governance & Corporate Responsibility Committee also considers experience of corporate governance within family-owned listed companies to be of benefit to potential Board members. Such experience promotes the use of key strengths and harnesses an understanding of the challenges faced by family-owned companies in pursuit of sustainable and profitable growth. It is primarily gained through serving as a corporate officer or senior manager in a company – either listed or with a broad shareholder base – whose main shareholder is either an individual or a family. The family shareholder must hold at least 10% of the voting rights and either run the company or have the ability to choose who runs it.

1.2.5. DIRECTORS REPRESENTING THE EMPLOYEES AND EMPLOYEE SHAREHOLDERS

- A Director representing the employees was appointed on 27 June 2024 by the trade union that won the most votes in the first round of elections to the Works Council of the Company. This Director is Hélène Badosa, a member of the Compensation Committee.
- A Director representing the employees was designated on 11 July 2024 by the European Works Council. This Director is William Beaumond.
- Astrid Anciaux was reappointed as a Director representing employee shareholders at the General Meeting of Shareholders on 21 May 2025 for a term of office of four years.

1.2.6. INDEPENDENT DIRECTORS

The Nomination, Governance & Corporate Responsibility Committee also monitors the proportion of Independent Directors on the Board.

Eleven Directors are considered independent by the Board of Directors. They account for over 73% of Directors appointed by the shareholders at a General Meeting.

A procedure has been laid down for selecting Independent Directors (see Section 1.2.2 of this chapter, page 64).

Every year, the Nomination, Governance & Corporate Responsibility Committee and then the Board of Directors review the status of each member of the Board of Directors with respect to the requirements for Independent Directors set out in Article 10 of the AFEP-MEDEF Code of Corporate Governance for Listed Companies:

Requirement 1: Employee or executive company officer in the past five years

Must not have been at any time over the preceding five years and must not currently be:

- an employee or executive company officer of the Company;
- an employee, executive company officer or director of a company that the Company consolidates;
- an employee, executive company officer or director of the parent company or of a company consolidated by that parent company.

Requirement 2: Cross-directorships

Must not be an executive company officer of a company in which the Company directly or indirectly holds a directorship, or in which an employee appointed as such or an executive company officer of the Company (currently serving or having served within the preceding five years) holds a directorship.

Requirement 3: Material business relationships

Must not be a customer, supplier, commercial banker, corporate banker or consultant:

- of material importance to the Company or Group; or
- a material portion of whose business is transacted with the Company or Group.

The Board considers the materiality of the relationship with the Company or its Group.
The quantitative and qualitative criteria used to formulate its opinion (continuity, economic reliance, exclusivity, etc.) are detailed in the Annual Report.

Requirement 4: Family ties

Must not have close family ties with a company officer.

Requirement 5: Statutory Auditor

Must not have been a Statutory Auditor of the Company during the preceding five years.

Requirement 6: Term of office of over 12 years

Must not have been a Director of the Company for more than 12 years. Directors lose their Independent Director status on the 12th anniversary date of their appointment.

Requirement 7: Non-executive company officer

A non-executive company officer may not be considered independent if they receive their variable compensation in cash, shares or any other payment linked to the performance of the Company or the Group.

Requirement 8: Major shareholder

Directors representing major shareholders of the Company or its parent company may be considered independent if these shareholders do not have full or partial control of the Company. However, if the relevant major shareholders hold more than 10% of the share capital or of voting rights, the Board, based on a report by the Nomination, Governance & Corporate Responsibility Committee, considers as a matter of course the Directors' independent status with regard to the composition of the Company's share capital and any potential conflicts of interest.

Criteria [1]		Sonia Criseo	Pascal Daloz	Charlotte Dennery	André Einaudi	Michael Gollner	Noëlle Lenoir	Sylvie Rémond	Marie-Hélène Rigal-Drogerys	Jessica Scale	Yves de Talhouët	Rémy Weber
Requirement 1:	*Employee or executive company officer in the past five years*	✓	✓	✓	✓	✖	✓	✓	✖	✓	✖	✓
Requirement 2:	*Cross-directorships*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 3:	*Material business relationships*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 4:	*Family ties*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 5:	*Statutory Auditor*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 6:	*Term of office of over 12 years*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 7:	*Non-executive company officer*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Requirement 8:	*Major shareholder*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

(1) In this table, ✓ represents an independence requirement that is met and ✖ an independence requirement that is not met.

Comments and clarifications

Requirement 1

Like Sopra Steria Group, 74Software is fully consolidated by Sopra GMT. According to the Nomination, Governance & Corporate Responsibility Committee, a term of office on 74Software's Board of Directors does not call into question the status of Independent Director on Sopra Steria Group's Board of Directors:

- The Board of Directors has never discussed and voted on the day-to-day activities or investments of 74Software. Moreover, since the strategic refocusing project carried out in 2024 and the disposal of a significant portion of Sopra Steria Group's stake in 74Software, the Board of Directors is no longer kept regularly informed of 74Software's situation;
- The procedure for handling potential conflicts of interest would apply to the consideration of any matters related to 74Software;
- Independent Directors are present on Sopra Steria Group's and 74Software's Boards of Directors to ensure that opinions independent of the core shareholder are heard on issues concerning both companies and their strategy;
- Their participation on both Boards of Directors does not create any specific conflict of interest with the controlling shareholder, the management of Sopra Steria Group or the companies within Sopra Steria Group.

The Directors in question are Michael Gollner and Yves de Talhouët, whose terms of office as 74Software Directors ended in 2024, and Marie-Hélène Rigal-Drogerys, whose term of office on the Sopra Steria Board of Directors will expire at the General Meeting convened to approve the 2025 financial statements. As a result, from 20 May 2026 there will no longer be any overlapping mandates on the Boards of Directors of Sopra Steria Group and 74Software.

In accordance with Section 10.4 of the AFEP-MEDEF Code, Sopra Steria Group's Board of Directors unanimously came to the same conclusions as the Nomination, Governance & Corporate Responsibility Committee.

In addition, Sonia Criseo joined the Board of Directors of Sopra Steria Group following the acquisition of CS Group, where she served as an Independent Director. Since its absorption by Sopra Steria Group, the company where Sonia Criseo previously served as a Director no longer exists.

When the Nomination, Governance & Corporate Responsibility Committee reviewed Sonia Criseo's independence, it first verified that her status as an Independent Director met the criteria laid down in the AFEP-MEDEF Code. It also noted the absence of any particular ties between Sonia Criseo and the former shareholders of CS Group, the management of Sopra Steria Group or Sopra GMT, the holding company that manages and controls the Group.

On the Committee's recommendation, the Board therefore voted to consider Sonia Criseo as being independent within the meaning of the AFEP-MEDEF Code. Like all members of the Board of Directors, Sonia Criseo remains subject to the procedure for managing one-off conflicts of interest, where applicable.

Requirement 3

The Company identified no material business relationships with Independent Directors.

Members of the Board of Directors may hold an office or have an interest in companies that have potential business relationships with Sopra Steria Group or its core shareholder. The Board of Directors shall assess whether the nature, purpose and significance of this affiliation may affect their standing as Independent Directors. It will draw, in particular, on the prior work done by the Nomination, Governance & Corporate Responsibility Committee.

In the case of a business relationship, its significance is inferred by reference to various criteria, including in particular the following:

- whether the service provided is of a strategic nature;
- whether there is reciprocal dependence;
- the volume of business transacted (particularly where this equates to more than 1% of annual revenue);
- the selection procedure used and how often the business is put out to tender;
- whether the Director is involved in the business relationship.

A real estate investment trust held by André Einaudi owns the premises occupied by the Company for a number of years at its Aix-en-Provence site. The Board of Directors considers that these circumstances do not constitute a material business relationship. In reaching this conclusion, the Board also took into account the age, term, absence of an early termination option and amount of the lease, which was signed prior to André Einaudi's appointment as a Director. It also noted that, barring exceptional circumstances, the Group generally rents its premises. Lastly, the Board confirmed that no dependency is created for the lessor in relation to this lease.

1.2.7. SENIOR INDEPENDENT DIRECTOR

The Board of Directors does not currently have a Senior Independent Director. The roles of Chairman of the Board of Directors and Chief Executive Officer have been separated. The Chairman of the Board of Directors is not regarded as independent under the AFEP-MEDEF Code. A change to the Board of Directors' internal rules and regulations was proposed in July 2022 to appoint a Senior Independent Director responsible for handling conflicts of interest. The independent members of the Nomination, Governance & Corporate Responsibility Committee unanimously voted against the Company's proposal. They adopted this position on the grounds that conflicts of interest rarely arise within the Board of Directors. They also found that there have been no difficulties in managing any such conflicts. That said, the Committee has reserved the option of reviewing this proposal again in the future, in particular if the situation changes. The Board of Directors has endorsed its recommendation. The Nomination, Governance & Corporate Responsibility Committee and the Board of Directors will re-examine the possibility of appointing a Senior Independent Director with broader competencies as part of the transition of the Board of Directors' chairmanship. The Chairman of the Board of Directors is responsible for the Board's shareholder relations.

1.2.8. DETAILED PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

PIERRE PASQUIER

Chairman of the Board of Directors

Number of shares in the Company owned personally: **108,113** [1]

Business address:
Sopra Steria Group
6 Avenue Kléber
75116 Paris – France

Nationality: French **Age:** 90

Date of first appointment: 1968
(date Sopra was founded)

Current term of office:

- Date term of office began: 21/05/2024
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2027

Current memberships on Board Committees

- Member of the Nomination, Governance & Corporate Responsibility Committee

Main positions and appointments currently held	Appointments: Outside the Group	Outside France	Listed company
Chairman of the Board of Directors of Sopra Steria Group			✓
Chairman of the Board of Directors of 74Software	✓		✓
Chairman and CEO of Sopra GMT	✓		
Executive company officer, Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)			
Company officer of direct and indirect subsidiaries of 74Software	✓	✓	

Other directorships and offices held during the last five years

- Not applicable

Biography

Pierre Pasquier has more than 60 years' experience in **digital services** and management of an **international business**. He and his associates founded Sopra Group in 1968, and he chairs the Board of Directors.

After graduating in mathematics from the University of Rennes, Pierre Pasquier began his career at Bull before focusing on starting up Sogeti, which he left to found Sopra. Recognised as a pioneer in the sector, he has always affirmed the **entrepreneurial spirit** of the Company, which aims to serve key account clients by drawing on innovation and shared success.

Pierre Pasquier oversaw Sopra's expansion in its vertical markets and internationally. The 1990 IPO, successive growth phases and the transformational 2014 tie-up with Groupe Steria secured the Company's independence in a changing market.

In 2011, Pierre Pasquier oversaw the IPO of 74Software (previously a subsidiary of Sopra), whose Board of Directors he continues to chair.

Pierre Pasquier served as **Chairman and Chief Executive Officer** of Sopra Group until 20 August 2012. Since then, the roles of Chairman and CEO have been separated. He was reappointed as Chairman of the Board of Directors for an additional two-year term in 2026.

Pierre Pasquier is also Chairman and Chief Executive Officer of Sopra GMT, the holding company for Sopra Steria Group and 74Software.Sopra GMT provides Sopra Steria Group with **strategy**, advisory and support services, particularly in the areas of **finance** and **control**.

(1) The Pasquier family group holds 54.0% of the share capital of Sopra GMT (the holding company that takes an active role in managing Sopra Steria Group and 74Software). Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family group make up more than 10% of the Company's share capital (see Chapter 7, Section 2, "Share ownership structure", on page 375 of this Universal Registration Document).

ÉRIC PASQUIER

Vice-Chairman of the Board of Directors

Number of shares in the Company owned personally: **10,271** [1]

Business address
Sopra Steria Group
6 Avenue Kléber
75116 Paris – France

Nationality: French **Age:** 54

Date of first appointment: 27/06/2014

Current term of office:
- Date term of office began: 21/05/2024
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2027

Current memberships on Board Committees
- Chairman of the Strategy Committee
- Member of the Nomination, Governance & Corporate Responsibility Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
■ Head of Software and Solutions, Sopra Steria Group ■ Managing Director and Vice-Chairman of the Board of Directors of Sopra GMT ■ Company officer of direct and indirect subsidiaries of Sopra Steria Group	✓		

Other directorships and offices held during the last five years
- Head of Strategy, Sopra Steria Group
- Chairman of the Board of Directors of Sopra Banking Software

Biography

Éric Pasquier, Head of **Strategy** and a member of the Executive Committee, has been with the Group for over 25 years. He is also Vice-Chairman of Sopra Steria Group's Board of Directors and Vice-Chairman and Managing Director of Sopra GMT, the holding company for Sopra Steria Group and 74Software.

After graduating from the EPITA IT **engineering** school, Éric Pasquier began his career in 1996 at the Altran group, where he managed IT projects on behalf of several key account customers.He joined Sopra Group in 1999, where he began to broaden his experience in the operational management of **major projects**. He worked in particular on projects in the **telecommunications** field.

In 2004, he was given responsibility for creating the Group's first **nearshore industrial service *centre***, in Spain. He was named CEO of Sopra's Spanish subsidiary in 2008. Thanks to his managerial skills and guided by his **long-term vision**, this subsidiary was able to withstand the 2008/2009 financial crisis, delivering strong growth despite having many clients in the banking sector. From the early 2010s, business performance recovered.

Éric Pasquier returned to France in 2014 to serve as Deputy CEO of Sopra Banking Software, becoming its **CEO** in 2016 and overseeing the company's corporate plan. He was appointed Chairman of Sopra Banking Software in 2021, a position he held until the company was sold to 74Software in 2024. Following this change in the Group's scope, he was given responsibility for overseeing the **transformation** of the Financial Services vertical.

As head of the Software division for the entire Group, he spearheads the **technological modernisation** of the Group's software solutions and champions an investment policy aimed at developing its range. His efforts promote the creation of **reusable** assets and intellectual property (IP).

In 2022, Éric Pasquier was given responsibility for the Group's strategy, under the supervision of the Chairman of the Board of Directors. He rallied teams across the organisation to deliver a clear-eyed assessment of the Group's position. His work helped hone the Group's vision and positioning and highlight major transformations to be implemented by Executive Management. Analyses produced under his leadership were regularly considered at meetings of the Board of Directors.

Given his career to date, he was the natural choice to serve as Chairman the Strategy Committee, established in 2026. This new committee is responsible for overseeing the development and implementation of strategy on behalf of the Board of Directors.

In carrying out his various responsibilities, he draws on his deep understanding of the Group's business lines, his wealth of experience in the field, his enthusiasm for **technological innovation** and his particular focus on **human interactions.** This long-standing quality also benefits Sopra Steria's Board of Directors, on which he has served since 2014.

(1) The Pasquier family group holds 54.0% of the share capital of Sopra GMT (the holding company that takes an active role in managing Sopra Steria Group and 74Software). Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family group make up more than 10% of the Company's share capital (see Chapter 7, Section 2, "Share ownership structure", on page 375 of this Universal Registration Document).

SOPRA GMT
KATHLEEN CLARK

Number of shares in the Company owned by Sopra GMT: **4,035,669**

Permanent representative of Sopra GMT

Business address:
Sopra Steria Group
6 Avenue Kléber
75116 Paris – France

Nationality: American and French **Age:** 58

Date of first Sopra GMT appointment: 27/06/2014

Current term of office:

- Date term of office began: 21/05/2024
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2027

Current memberships on Board Committees

- Chairwoman of the Nomination, Governance & Corporate Responsibility Committee
- Member of the Compensation Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Director of Corporate Development of Sopra Steria Group			
Vice-Chairwoman of the Board of Directors of 74Software	✓		✓
Deputy Director, Sopra GMT			
Director or permanent representative of Sopra GMT at Sopra Steria Group subsidiaries (direct and indirect)			

Other directorships and offices held during the last five years

- Not applicable

Biography

Kathleen Clark has worked at Sopra Steria Group for over 25 years. She is currently Director of **Corporate Development**.

After graduating with a Master's degree in arts and literature from the University of California (Irvine), she began her career in teaching in the **United States**. In 1998, she left Silicon Valley for France, where she joined Sopra's Communications Department and developed a sound understanding of **technological and digital issues** connected in particular with **software, IT services, digital platforms and technology models**. She served as Director of **Investor Relations** from 2002 to 2015. In that role, she forged solid relationships between the Group's executive bodies and a range of **international shareholders**.

Kathleen Clark was also involved in the successful spin-off of 74Software, which generates half of its revenue in the United States. She joined its Board of Directors in 2011 and has served as its Deputy Chairman since 2013. This position helps the two groups pursue complementary strategies.

She has served as Deputy Director of Sopra GMT since 2012, and made a significant contribution to the success of the merger between Sopra and Steria in 2014. In 2015, she was appointed Director of Corporate Development for the new Group, where she oversees acquisition opportunities to complement the business portfolio and expand technological capacities in line with the Group's strategy. She is also involved in a number of the Group's corporate initiatives, in particular those addressing issues of fairness, anti-corruption measures, ethics and employee share ownership.

Kathleen Clark was first appointed to the Board of Directors in 2012. She was named as the permanent representative of Sopra GMT in 2014 and has chaired the Nomination, Governance & Corporate Responsibility Committee ever since. This latter role, together with her knowledge of the Group, have enabled her to develop a good understanding of the **environmental issues** facing society.Her long experience within the Group and its governing bodies, her knowledge of financial markets, her commitment to **social and societal issues** and her **communication** skills all contribute to the sound governance of Sopra Steria.

Kathleen Clark is actively engaged in women's causes, in particular through her work with the **LeadHers mentoring programme**. She uses her experience to advise young professional women in their career choices.

SONIA CRISEO

Independent Director

Number of shares in the Company owned personally: **10**

Business address:
Allianz Trade France
1 place des Saisons
92048 Paris La Défense Cedex – France

Nationality: Irish **Age:** 54

Date of first appointment: 24/05/2023

Current term of office:

- Date term of office began: 21/05/2025
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2028

Current memberships on Board Committees

- Member of the Compensation Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Head of Sales and Marketing at Allianz Trade France			

Other directorships and offices held during the last five years

- Director of CS Group

Biography

After training as a bilingual assistant, Sonia Criseo started her career at law firm Linklaters & Paines. She then joined the US firm Baker McKenzie, where she was assistant to the firm's then Chair Christine Lagarde. In 2005, she became Christine Lagarde's personal assistant at the French Ministry of Foreign Trade. In 2007, she continued to work for Christine Lagarde as her **Deputy Chief of Staff** at the French Ministry for the Economy, Finance and Industry, with responsibility for special affairs. In 2012, she was appointed Chief of Staff to the Chairman of Moët Hennessy. In 2013, she joined **credit insurer** Euler Hermes France (which in 2022 became Allianz Trade) in the newly created post of Head of **International Development**. She has served as **Head of Sales** at Allianz Trade for Multinationals since 2017.

PASCAL DALOZ

Independent Director

Number of shares in the Company owned personally: **25**

Business address:
Dassault Systèmes
10 rue Marcel Dassault
78140 Vélizy-Villacoublay – France

Nationality: French **Age:** 56

Date of first appointment: 24/05/2023

Current term of office:
- Date term of office began: 24/05/2023
- Date term of office ends: 20/05/2026

Reappointment proposed for a four-year term of office

Current memberships on Board Committees

- Member of the Nomination, Governance & Corporate Responsibility Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Chairman and CEO, Dassault Systèmes	✓		✓
Director, STMicroelectronics	✓		✓
Company officer of direct and indirect subsidiaries of Dassault Systèmes	✓		
Director of the PSL Foundation			
Honorary Chairman of Alliance Industrie du Futur			

Other directorships and offices held during the last five years

- Company officer of direct and indirect subsidiaries of Dassault Systèmes
- Director of Fondation Mines-Télécom

Biography

Pascal Daloz has served as **Chairman and CEO** of Dassault Systèmes since 2026. He served as its Chief Operating Officer and Head of the Operations Executive Committee from 2020 to 2023, Deputy CEO in 2023 and CEO in 2024.

After gaining experience in strategy and **technology innovation** management with investment banks and consultancy firms, Pascal Daloz joined Dassault Systèmes in 2001 as Vice President **Research**, **Strategy** and **Market Development**. He became Vice President, Strategy and Business Development (2003), then Executive Vice President, Strategy and Marketing (2007). In 2010, he was put in charge of all the group's brands as Executive Vice President, Corporate Strategy and Market Development, and then Executive Vice President, Brands and Corporate Development in 2014. In 2018, Pascal Daloz became Head of **Corporate Finance** and Strategy.

As Deputy CEO, he orchestrated the **transformation** of the company's strategic functions with the aim of making it a market leader in three key areas of the economy: **manufacturing industries**, **life sciences** and **healthcare**, and **infrastructure** and **urban development**.

Pascal Daloz has served as a Director of Dassault Systèmes since 2020. He is Chairman of Medidata, a global leader in clinical trials, 3DS Outscale, a **cloud *services*** company founded by Dassault Systèmes, and Centric PLM, the leading product lifecycle management (PLM) brand for consumer goods. He represents Dassault Systèmes within the Alliance Industrie du Futur set up by the French Government.

Pascal Daloz is also an Independent Director of STMicroelectronics, listed on Euronext.

CHARLOTTE DENNERY

Independent Director

Number of shares in the Company owned personally: **1**

Business address:
BNP Paribas Personal Finance
1 boulevard Haussmann
75009 Paris – France

Nationality: French **Age:** 60

Date of first appointment: 21/05/2025

Current term of office:

- Date term of office began: 21/05/2025
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2026

Current memberships on Board Committees

- Not applicable

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
■ Chairwoman of the Board of Directors of BNP Paribas Personal Finance	✓		
■ Company officer of subsidiaries of the BNP Paribas group			
● Chairwoman of the Board of Directors of Stellantis Financial Services	✓		
● Member of the Board of Directors of Arval Service Lease	✓		
● Member of the Board of Directors of Findomestic Banca (Italy)	✓	✓	

Other directorships and offices held during the last five years

- Director and Chief Executive Officer of BNP Paribas Personal Finance
- Member of the Executive Committee of the BNP Paribas group
- Chief Executive Officer and Director of BNP Paribas Leasing Solutions
- Member of the Board of Directors of Floa
- Member of the Board of Directors of Banco Cetelem in Spain
- Member of the Supervisory Board of BNP Paribas Real Estate
- Member of the Board of Directors of Inetum (formerly GFI)
- Expert member of the Board of Directors of Réunion des Musées Nationaux Grand Palais (RMN Grand Palais)

Biography

Charlotte Dennery began her career in **public service**, starting as a senior civil servant at the French national institute for statistical and economic studies (INSEE), the French ministry of the economy and finance and then the budget directorate.

She joined BNP Paribas as Head of **Strategy and Development**, Corporate and Investment Banking (2001-2002), Head of **US** Strategy and Development (2002-2004), **Chief Financial Officer** and Head of **Asset Management**, BNP Paribas Cardif (2004-2009), then, with BNP Paribas Investment Partners between 2009 to 2015 served as CEO of FundQuest until 2013 and as Chief Operating Officer from 2010 to 2015.

In 2015, she was appointed Director and Chief Executive Officer of BNP Paribas Leasing Solutions, the Group's subsidiary specialising in **financing solutions for business equipment**. In 2021, Ms Dennery was appointed **Director and Chief Executive Officer** of BNP Paribas Personal Finance, a European leader in **consumer credit**. Since January 2026, she has served as **Chairwoman of its Board of Directors**.

During her career, she has been responsible for overseeing major **strategic transformations**, **IT migrations** and IT harmonisation and she is recognised for her **corporate governance** expertise. Charlotte Dennery also actively champions **diversity** and **women's leadership**.

ANDRÉ EINAUDI

Independent Director

Number of shares in the Company owned personally: **100**

Business address:
c/o Ortec Expansion
550 rue Pierre Berthier
Parc de Pichaury
13100 Aix-en-Provence – France

Nationality: French **Age:** 70

Date of first appointment: 09/06/2020

Current term of office:
- Date term of office began: 01/06/2022
- Date term of office ends: 20/05/2026

Current memberships on Board Committees

- Member of the Compensation Committee

Main positions and appointments currently held	Appointments: Outside the Group	Outside France	Listed company
Chairman and CEO of Ortec Group	✓		
Director, Inocel Development SA	✓		
Director of Crédit Mutuel Equity (SA)	✓		
Chairman of La Cave de la Bargemone	✓		
Company officer of direct and indirect subsidiaries of Ortec Group	✓		
Manager of non-trading companies	✓		

Other directorships and offices held during the last five years

- Not applicable

Biography

André Einaudi is the **Founding Chairman** and **CEO** of Ortec Group, an international **integrator of construction and engineering solutions**, with locations on four continents.

An engineer and graduate of the IAE Aix-en-Provence business school, André Einaudi has spent his entire career in **business services**. He joined a group of service companies in south-eastern France in 1980 as a project engineer. He built the company's Service, Organisation and Methods Department from the ground up to meet the needs of its client Total. In 1985, he was named to head the Industrial Agencies Department, managing a team of 300 people.

In 1987, he became Chairman of the Executive Board of an entity bringing together the industrial engineering firm Buzzichelli and the activities of the Industrial Maintenance and Environment Department, which he oversaw. The new combined entity took the name Ortec.

Backed by a team of senior managers, André Einaudi led the leveraged management buy-out of Ortec in 1992. Newly independent, the young firm expanded into the fields of waste management and the decontamination of industrial sites. Through a series of successful acquisitions, André Einaudi has guided Ortec's continuing development with a focus on diversification, with respect to both client sectors and business activities.

Widely recognised as a business leader, in 2000 André Einaudi created O. Forum, an annual event for **decision-makers across industries**. Each year, he brings together a panel comprised of participants from various backgrounds to share ideas and discuss the transformations and challenges that will be faced by industry in the future.

MICHAEL GOLLNER

Independent Director

Number of shares in the Company owned personally: **2,100**

Business address:
Operating Capital Partners
6075 Laurel St
New Orleans, Louisiana – USA

Nationality: American and British **Age**: 67

Date of first appointment: 12/06/2018

Current term of office:

- Date term of office began: 24/05/2023
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2026

Current memberships on Board Committees

- Member of the Audit Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Non-Voting Director of 74Software	✓		✓
Managing Partner of Operating Capital Partners	✓		
Other directorships and offices held during the last five years			
Director of 74Software	✓		✓
Executive Chairman of Madison Sports Group	✓		
Director of Levelset	✓		

Biography

Michael Gollner is an experienced **entrepreneur**, **investor** and member of several boards of directors. His expertise spans the **media** and **technology** sectors and the field of **business transformation**. Holder of an MA in international studies from the University of Pennsylvania and an MBA from the Wharton School, Michael Gollner began his career in **investment banking**. He worked at Marine Midland Bank from 1985 to 1987, Goldman Sachs from 1989 to 1994 and Lehman Brothers from 1994 to 1999.

With a passion for technology and media – sectors little understood by the market at the time – in 1999 he joined Citigroup Venture Capital (which later became Court Square Capital) as its **Managing Director, Europe**.

He founded investment firm Operating Capital Partners in London in 2008. As **Managing Partner**, Michael Gollner supports the development of a portfolio of companies in around 20 countries, mostly in the technology, media and cable sectors. He has extensive experience with issues relating to **data processing** and **business model transformation**.

Michael Gollner founded Madison Sports Group in 2013 and served as its Executive Chairman. He was also the founding shareholder of Levelset in 2012 and a Director. Michael Gollner sold his investments in these two companies in 2021.

Michael Gollner has been a member of the Board of Directors of 74Software since 2012 and of the Board of Directors of Sopra Steria since 2018, where he brings the perspective of a **business financing specialist** from the English-speaking world who is closely involved in the **operational** aspects of the companies he manages or supports.

ÉRIC HAYAT

Director

Number of shares in the Company owned personally: **33,230**

Business address:
Sopra Steria Group
6 Avenue Kléber
75116 Paris – France

Nationality: French **Age:** 84

Date of first appointment: 27/06/2014

Current term of office:

- Date term of office began: 21/05/2024
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2027

Current memberships on Board Committees

- Member of the Compensation Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
President of Éric Hayat Conseil	✓		
Chairman of the Modernisation des Déclarations Sociales public interest group (GIP)	✓		

Other directorships and offices held during the last five years

- Not applicable

Biography

Éric Hayat **co-founded Groupe Steria** in 1969 and served as its **Deputy** Chief Executive Officer. He was the group's **Chairman** at the time of the tie-up with Sopra in 2014.

A graduate in **engineering** from the École Nationale Supérieure de l'**Aéronautique**, Mr Hayat is a seasoned professional in the **digital world**. He contributed to the expansion of Groupe Steria both **internationally** and in a wide range of vertical markets, notably in the **public sector**. In 2014, Groupe Steria generated three quarters of its revenue outside France.

Alongside his professional career, Éric Hayat is recognised for his commitment to representing the digital sector. As Chairman of the Syntec Informatique employers' organisation from 1991 to 1997 and of Fédération Syntec from 1997 to 2003, he led key projects such as the **implementation of the collective bargaining agreement and the 35-hour working week**.

As a member of the **Executive Committee of MEDEF** from 1997 to 2005, Éric Hayat chaired the committee tasked with negotiating the **R&D tax credit**.

He has served as Chairman of the French public interest group **Modernisation des Déclarations Sociales** ("Modernisation of Payroll Reporting") since 2000.In this capacity, he brings together public-sector bodies, collective pension organisations, chartered accountants and software vendors to boost the **digital transformation** of social protection. As an example, the group contributed to the success of France's new pay-as-you-earn tax system. Through his close working relationships with a wide range of stakeholders, Éric Hayat has a clear view of current far-reaching **changes affecting society**.

NOËLLE LENOIR

Independent Director

Number of shares in the Company owned personally: **101**

Business address:
Noëlle Lenoir Avocats
28, boulevard Raspail
75007 Paris – France

Nationality: French **Age:** 77

Date of first appointment: 09/06/2020

Current term of office:

- Date term of office began: 01/06/2022
- Date term of office ends: 20/05/2026

Reappointment proposed for a four-year term of office

Current memberships on Board Committees

- Member of the Nomination, Governance & Corporate Responsibility Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Lawyer at Noëlle Lenoir Avocats			
Vice-Chairwoman of the International Chamber of Commerce (French delegation)			
Chairwoman of the Legal Commission of "Grand Paris/Île-de-France"			
Member of the National Academy of Technologies of France (NATF)			
Director of Cluster Maritime de France	✓		
Director of the HEC business school	✓		

Other directorships and offices held during the last five years

- Not applicable

Biography

Noëlle Lenoir is a **lawyer**, former **judge** and politician, with expertise in **ethics**, **professional conduct** and **European affairs**.

A graduate of the Institut d'Études Politiques de Paris, she earned her law degree from the Université de Paris and began her career at the French Senate in 1972 (as an administrator on the Law Committee), then joined the CNIL (the French Data Protection Authority) in 1982 as Chief Legal Officer. Noëlle Lenoir joined the Conseil d'État (France's highest administrative court) in 1984 as a maître de requêtes (master of petitions). She later served there as Government Commissioner (now known as Public Rapporteur). She then became head of the French Minister of Justice's office, before being appointed by the Prime Minister to carry out an investigation into **bioethics law**. Her report was used as the basis for drawing up the first law on bioethics in France.

She was the first woman and the youngest person ever to be appointed to France's **Constitutional Council** (1992 to 2001). She chaired UNESCO's International Bioethics Committee (1991 to 1998) and was Chairwoman of the European Bioethics Group on **Science** and **New Technology** at the European Commission (1994 to 2001). She later taught law at Columbia University in New York and University College London. She was appointed **Minister for European Affairs** upon her return to France in 2002. In this position, she notably took part in negotiations with accession countries in Central and Western Europe to prepare their integration into the European Union. She was also tasked with overseeing the drafting of the constitutional treaty.

Currently practising as a **lawyer** at the Paris bar, she set up her own firm in 2020 after working for US law firms. She specialises in **digital** and **data protection law**, **CSR** and **environmental law**, **internal** and **international investigations**, **compliance** and **anti-corruption**, **EU law**, public and constitutional law, criminal law and **arbitration**. She also served as **Chief Ethics Officer** of France's National Assembly from 2012 to 2014, reviewing statements of interest submitted by members and drafting initial recommendations based on the members' code of conduct.Since then, she has chaired the Ethics Committee at Radio France and the Science and Ethics Committee for the Parcoursup platform, further expanding her expertise relating to **social issues**.

Noëlle Lenoir has contributed many articles to law journals and is the author of several books and numerous reports. She has hosted programmes and moderated debates notably on BFM Business and France 24, and has been a journalist for France Culture and a regular columnist and contributor to *L'Express* and *La Tribune*. She has taught at a range of prestigious schools and universities. She chairs the "Cercle des Européens", a forum for decision-makers to engage in dialogue with European leaders.

Noëlle Lenoir is also the Vice-Chairwoman of ICC France (French Committee of the International Chamber of Commerce) and the Chairwoman of the Legal Commission of "Grand Paris/Île-de-France", responsible for formulating proposals on the region's appeal as a legal centre, a member of the National Academy of Technologies of France (NATF) and a Director of the HEC business school. She also chairs the Law and Public Debate Committee, whose role is to comment on current developments from a legal perspective.

SYLVIE RÉMOND

Independent Director

Number of shares in the Company owned personally: **152**

Business address:
Sopra Steria Group
6 Avenue Kléber
75116 Paris – France

Nationality: French **Age:** 62

Date of first appointment by co-option:
17/03/2015

Current term of office:

- Date term of office began: 24/05/2023
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2026

Current memberships on Board Committees

- Chairwoman of the Compensation Committee
- Member of the Audit Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Director of Boursorama (Société Générale Group)	✓		
Director of Sogécap (Société Générale Group)	✓		
Director of Banque Degroof Petercam, Belgium	✓	✓	
Director of Ortec Group	✓		

Other directorships and offices held during the last five years

- Group Chief Risk Officer, Société Générale Group

Biography

Sylvie Rémond has over 35 years' experience in **customer relations**, structured finance and **risk management**, acquired during her time with Société Générale Group. She was appointed to the Executive Committee in 2011, and served as Group **Chief Risk Officer** from 2018 until her departure in 2021.

After graduating from the ESC Rouen business school, Sylvie Rémond joined Société Générale in 1985. She held a number of positions in the Individual Clients division, where she gained experience in **retail banking**. In the Large Corporates division, she developed her expertise in customer relations, with a highly **international** focus.

She joined the **Structured Finance** Department in 1992, where she helped numerous businesses fulfil their strategic plans by structuring **acquisition finance** and **leveraged deals**.

In 2000, Sylvie Rémond was appointed Head of Corporate and Acquisition Finance Syndication, a role in which she developed her knowledge of international **financial** and **debt markets**.

In 2004, she was appointed Head of **Credit Risk** for the **Corporate and Investment Banking** business. Supported by a large team of experts, she was involved in signing off all financing deals where the bank was lead arranger. After being appointed Deputy Group Chief Risk Officer in 2010, she was responsible for managing the impact of the financial crisis on the bank's lending book.

In 2015, she moved back to the commercial side of the business as Global Co-Head of Coverage and Investment Banking, overseeing a broad range of activities from financing to **equity**.

Sylvie Rémond was appointed Group Chief Risk Officer in 2018. She managed all of the group's **credit, market and operational risks** so that senior management could focus on **transforming the bank** in a way that was both profitable and resilient, in response to the challenges posed by increasingly strict regulations.

She has also served on the risk and audit committees of the boards of a number of French and foreign subsidiaries of Société Générale Group, bolstering her experience of **corporate governance** in listed and unlisted companies.

Since 2022, Sylvie Rémond has served as a Director for Banque Degroof Petercam in Belgium. In 2025, she joined the Board of Directors of Ortec Group.

MARIE-HÉLÈNE RIGAL-DROGERYS

Independent Director

Number of shares in the Company owned personally: **100**

Business address:
Sopra Steria Group
6 Avenue Kléber
75116 Paris – France

Nationality: French **Age:** 55

Date of first appointment: 27/06/2014

Current term of office:

- Date term of office began: 21/05/2024
- Date term of office ends: 20/05/2026

Current memberships on Board Committees

- Chairwoman of the Audit Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Director of 74Software	✓		✓
Director and Vice-Chairwoman of Chapter Zero France	✓		

Other directorships and offices held during the last five years

- Expert member of the Advisory Board, Institut Mines-Télécom (IMT) Albi-Carmaux
- Adviser to the President, École Normale Supérieure de Lyon
- Director within the Sustainable Transformation team, Grant Thornton

Biography

A trained scientist, Marie-Hélène Rigal-Drogerys has a sound understanding of the world of higher education, **research** and **innovation**, and of the public sector more generally, which she combines with an operational and executive approach to **strategy** and **organisation**.

Marie-Hélène Rigal-Drogerys has a PhD in **mathematics** and a DEA postgraduate degree in **theoretical physics**. She began her career as a **lecturer and researcher** at the University of Montpellier and subsequently at the École Normale Supérieure de Lyon. In 1998, she moved into the world of **financial audit**. In this field, she worked for **key accounts** in **industry**, **services** and the **public sector**, facing specific new challenges. As a Senior Manager with the Mazars Group, she managed the financial audit of Sopra until 2008.

She then moved into **consulting**, joining Ask-Partners as a Consulting Partner and subsequently serving as Adviser to the President at Ecole Normale Supérieure de Lyon and as Director within the **Sustainable Transformation** team at Grant Thornton. Whether internally or externally, since 2009 she has been helping businesses and organisations transition to new models within fast-changing ecosystems.

In her role as Chairwoman of Sopra Steria's Audit Committee, Marie-Hélène Rigal-Drogerys strives to integrate the strategic, business and human dimensions, while maintaining a constant focus on taking into account the far-reaching transformation the Group is currently undergoing.

She also draws on these skills as a Director of 74Software and a member of the Audit Committee, and as Vice-Chairwoman of Chapter Zero France, a climate forum for business leaders dedicated to **climate change issues**.

JESSICA SCALE

Independent Director

Number of shares in the Company owned personally: **10**

Business address:
Sopra Steria Group
6 Avenue Kléber
75116 Paris – France

Nationality: French and British **Age:** 63

Date of first appointment: 22/06/2016

Current term of office:

- Date term of office began: 24/05/2023
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2026

Current memberships on Board Committees

- Member of the Compensation Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Chairwoman of digitfit	✓		
Independent consultant specialising in digital transformation			

Other directorships and offices held during the last five years

- Not applicable

Biography

Jessica Scale founded digitfit, a hub that provides strategy consulting for senior executives, in 2014. She helps companies grow by taking advantage of the opportunities offered by the **digital**, **social** and **environmental transitions**.

A graduate of Sciences Po Paris and holder of a PhD in political science, she has taught strategy at Sciences Po Paris since 1990.

Jessica Scale began her career in **strategy consulting** (at Bossard and PwC) working for key account clients in a wide range of industry sectors.

In 2002, she moved into the **tech** sector, where she worked for major players, first as Transformation Director at IBM Global Services and then as Vice-President of Sales and Marketing at Unisys Europe, which she joined in 2005. She took on further **international responsibilities** in 2008, when she became **Director of Global Outsourcing** at Logica-CGI, where she was later appointed **Global Client Director**. As Director, France at Logica-CGI from 2010 to 2013, she also gained in-depth experience of **issues connected with governance**, **ethics** and **social dialogue**.

Jessica Scale has written numerous articles and books, including in particular *Bleu Blanc Pub: Trente Ans de Communication Gouvernementale en France*, which remains a landmark work for anyone seeking to understand major public communication campaigns.

She has long been involved in **international entrepreneurship networks**, with a particular focus on **promoting women in business**. One of her key areas of interest is **how companies develop and pursue their raison d'être** (mission statement or corporate purpose).

Jessica Scale's **multicultural** and **operational** experience dealing with **digital**, **strategic** and **social issues** at the international level enriches strategic thinking on Sopra Steria Group's Board of Directors.

YVES DE TALHOUËT

Independent Director

Number of shares in the Company owned personally: **10**

Business address:

Tabag
39 rue Boileau
75016 Paris – France

Nationality: French **Age:** 67

Date of first appointment: 01/06/2022

Current term of office:

- Date term of office began: 21/05/2025
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2028

Current memberships on Board Committees

- Member of the Nomination, Governance & Corporate Responsibility Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Director of Kwerian (formerly Twenga)	✓		
CEO of Tabag	✓		
Non-Voting Director of Castillon	✓		
Director of Tinubu	✓		

Other directorships and offices held during the last five years

- Chairman of Faïenceries de Gien
- Director of Cartan SAS
- Director of 74Software
- Director of Devoteam

Biography

Yves de Talhouët served as **Chairman** of Faïenceries de Gien from 2014 to 2025.He previously served as **Managing Director** of HP EMEA from May 2011, and prior to that as Managing Director of HP France from 2006. He served as Vice-President, Southern Europe, Middle East and Africa at Schlumberger SEMA from 1997 to 2004. He then joined Oracle France as Chairman and CEO from 2004 to 2006. He was also **Founding Chairman** of Devotech, serving from 1989 to 1996.

Yves de Talhouët is a graduate of École Polytechnique, École Nationale Supérieure des Télécommunications and Institut d'Études Politiques de Paris.

RÉMY WEBER

Independent Director

Number of shares in the Company owned personally: **10**

Business address:

Sopra Steria Group
6 avenue Kléber
75116 Paris – France

Nationality: French **Age:** 68

Date of first appointment: 24/05/2023

Current term of office:

- Date term of office began: 21/05/2025
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2028

Current memberships on Board Committees

- Member of the Nomination, Governance & Corporate Responsibility Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
CEO of Suka Conseil	✓		
Chairman of the Supervisory Board of the Empruntis group	✓		
Director of Vicat	✓		✓
Director of the Bernard group	✓		
Member of the Supervisory Board of CDC Habitat	✓		
Chairman of the Supervisory Board of the Praemia group (formerly Primonial)	✓		

Other directorships and offices held during the last five years

- Chairman of the Board of Directors of Opéra de Lyon

Biography

Rémy Weber began his career at the Large Corporates Department of Banque Française du Commerce Extérieur. He then joined the French Treasury as a policy officer in the **International Affairs Department**.

He joined Financière BFCE in 1990 as Deputy Director with responsibility for **investment** operations, **mergers and acquisitions**.

In 1993, Rémy Weber joined the CIC Crédit Mutuel group. After holding various management positions, he became **Chairman and CEO** of CIC Lyonnaise de Banque, a position he held from 2002 to 2013. During this period, he was also a member of the CIC group's Executive Board and then of its Executive Committee.

In 2013, Rémy Weber became **Chairman of the Executive Board** of La Banque Postale, and Deputy CEO and **Head of Financial Services** at La Poste.

CEO of Suka Conseil since 2020, Rémy Weber joined the Board of Directors of Vicat in 2021. He chairs the Audit Committee and sits on the Compensation Committee. He was also Chairman of the Supervisory Board of Kereis group (a European leader in omnichannel insurance brokerage) until October 2025 and has been Chairman of the Supervisory Board of Empruntis group since May 2022. He is a member of the Supervisory Board of CDC Habitat, where he also sits on the Strategy Committee and the Audit Committee. Rémy Weber has been a member of the Supervisory Board of Praemia group since December 2022 and now serves as its Chairman.

Rémy Weber is a graduate of Sciences Po Aix and the HEC business school.

ASTRID ANCIAUX

Director representing employee shareholders

Number of shares in the Company owned personally: **2,574**

Business address:
Sopra Steria Belgium
Le Triomphe
Avenue Arnaud Fraiteur 15/23
1050 Brussels – Belgium

Nationality: Belgian **Age:** 60

Date of first appointment: 27/06/2014

Current term of office:

- Date term of office began: 21/05/2025
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2028

Current memberships on Board Committees

- Not applicable

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Chief Financial Officer of Sopra Steria Benelux			
Company officer of direct and indirect subsidiaries of Sopra Steria Group		✓	
Member of the Supervisory Board of the Sopra Steria Actions company mutual fund (FCPE)			

Other directorships and offices held during the last five years

- Director of Sopra Steria Group
- Director of Soderi

Biography

Astrid Anciaux is Chief Financial Officer of Sopra Steria Belgium and also works in Luxembourg. She has been with the Group for over 30 years. She became a member of the Board of Directors when Sopra and Groupe Steria completed their tie-up in 2014 (term of office ended at the close of the 2020 General Meeting).

Astrid Anciaux is a graduate of the EPHEC business school in Brussels. In 2017, she also gained the Director qualification issued by Sciences Po and the French Institute of Directors (IFA).

After gaining experience with an **accounting firm**, she joined the **finance department** at Steriabel, Steria's first Belgian subsidiary, in 1987. Over the years, she has played a part in the financial aspects of the business's growth as well as its **functional and cultural integration into the Group**.

From 2014 to 2023, as well as serving as Chief Financial Officer, Astrid Anciaux was also responsible for **central support functions** serving Belgium, Luxembourg and the Netherlands. Since the Tobania and Ordina acquisitions in 2023, her role has been refocused on finance in Belgium and Luxembourg, integration and mergers of the acquired businesses, harmonisation of processes and **changes to the information system**. She serves as a company officer for Sopra Steria PSF Luxembourg.

A former director of Soderi, Astrid Anciaux has extensive experience in **employee share ownership**. Chairwoman until November 2024 and a member of the Supervisory Board of the company mutual fund Sopra Steria Actions, Sopra Steria Group's second-largest shareholder with the largest number of votes, she also deals on a day-to-day basis with the question of how to motivate and **attract talent** – a strategic priority for the Group. In 2021, she was appointed as a Director representing employee shareholders under the Pacte law, an office she continues to hold.

Astrid Anciaux also brings to the Group's Board of Directors her vast experience in the field, gained both as a senior executive and as a management representative within employee representative bodies (in Belgium and Luxembourg).

HÉLÈNE BADOSA

Director representing the employees

Number of shares in the Company owned personally: **None**

Business address:
Parc d'Activité des Playes
225 avenue de l'Europe
83140 Six-Fours-les-Plages – France

Nationality: French **Age:** 67

Date of first appointment: Works Council meetings on 27–28/09/2018

Current term of office:

- Date term of office began: 27/06/2024
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2027

Current memberships on Board Committees

- Member of the Compensation Committee

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Lead Engineer at Sopra Steria Group			
Member of the Board of Directors of the Traid-Union trade union	✓		
Manager of non-trading companies (SCI property investment companies)	✓		

Other directorships and offices held during the last five years

- Not applicable

Biography

Hélène Badosa has worked at Sopra Steria Group for nearly 23 years. Alongside her professional role, she has also been involved for many years in a number of **employee representative bodies**.

With a master's degree in **IT** for **production systems**, Hélène Badosa spent part of her career running a department at EDS's data processing centre and went on to become an SAP ERP consultant.

She joined Sopra Steria Group in 2001, heading up numerous **engineering projects** in France and abroad. She is currently a testing specialist for one of Sopra Steria's key account clients. Thanks to her experience in a broad range of roles, she has in-depth knowledge of **key issues in the field** and the **technological environment**.

Keen to ensure that employees' voices are heard amid the digital business transformation, Hélène Badosa has also held various corporate offices over the course of her career. As an **employee representative** at EDS and subsequently Sopra Steria, **a trade union representative** on the Lyon and Aix-en-Provence Health, Safety and Working Conditions Committees, a member of the Auvergne-Rhône-Alpes Regional Economic Committee and a member of the Board of Directors of Traid-Union, she is resolutely committed to employee representation. In particular, the tie-up between Sopra and Steria involved significant work with employees to ensure that the two companies' cultures merged successfully.

Hélène Badosa joined Sopra Steria's Board of Directors in 2018 as a Director representing the employees. She brings her vision as an employee with a keen eye for synergies between the Company's and employees' development.

WILLIAM BEAUMOND

Director representing the employees

Number of shares in the Company owned personally: **None**

Business address:
Sopra Steria Group
Bâtiment Olympe
550 rue Pierre Berthier
13290 Aix-en-Provence – France

Nationality: French **Age:** 62

Date of first appointment: European Works Council meeting of 11/07/2024

Current term of office:

- Date term of office began: 11/07/2024
- Date term of office ends: General Meeting to approve the financial statements for the financial year ended 31/12/2027

Current memberships on Board Committees

- Not applicable

Main positions and appointments currently held	Appointments: Outside the Group	Appointments: Outside France	Appointments: Listed company
Research Engineer at Sopra Steria			

Other directorships and offices held during the last five years

- Not applicable

Biography

William Beaumond is a Research Engineer at Sopra Steria based at the Aix-Olympe site near Marseille. In over 35 years of experience at the Company, he has acquired a range of technical, organisational and workforce-related expertise.

After earning a degree in Enterprise IT, William Beaumond began his career in 1989 at SG2, a subsidiary of Société Générale specialising in **computer engineering**. In 1996, he joined Sopra Steria during one of the Group's first strategic acquisitions.He has been involved in **information systems** maintenance, upgrade and migration projects in both the public and private sectors.

Over the course of his career, he has held various elected and appointed offices representing staff at both the local and national level.In particular, he was **trade union representative** and **elected representative of the Sopra Steria Group Works Council** as well as trade union representative on the Central Works Council of the Sopra Steria UES (Unité Économique et Sociale).In this capacity, he was involved in various employee consultations and **collective bargaining negotiations**.He has also been involved in major projects such as the merger between Sopra and Steria in 2015 and the implementation of **employee representative bodies**.

In 2016, he contributed to negotiations for an agreement on working time, as well as its signature, introducing systems for the monitoring and recognition of overtime.

His career path has enabled him to gain a thorough understanding of the organisation and the internal dynamics of Sopra Steria, as well as the work environment of employees in France.

Beaumond joined Sopra Steria's Board of Directors in 2024 as a Director representing the employees.

Owing to their professional experience as well as activities pursued outside the Company, the members of the Board of Directors have all acquired expertise in the area of management and some of them also have expertise in the Company's business sector.

In addition, to the best of the Company's knowledge, none has:

- any conflict of interest affecting the exercise of their duties and responsibilities;
- any family relationship with another member of the Board of Directors, with the exception of Éric Pasquier, who is related to Pierre Pasquier;
- any conviction during the last five years in relation to fraudulent offences;
- been incriminated and/or been the focus of an official public sanction issued by statutory or regulatory authorities, nor barred by a court from serving as a member of a supervisory board, board of directors or other management body of an issuer or from taking part in the management or conduct of an issuer's business affairs at any point during the past five years;
- been involved in any bankruptcy proceedings or been subject to property sequestration during the last five years as a member of a board of directors, a management body or a supervisory board.

Furthermore, there are no service agreements binding the members of governing and management bodies to the issuer or to any one of its subsidiaries that provide benefits upon the termination of such agreements.

1.3. Preparation and organisation of the work of the Board of Directors

1.3.1. REGULATORY FRAMEWORK GOVERNING THE ORGANISATION AND WORKING PROCEDURES OF THE BOARD OF DIRECTORS

The organisation and working procedures of the Board of Directors are governed by law, the Company's Articles of Association and the Board's own internal rules.

a. Legal provisions

Articles L. 225-17 et seq. and L. 22-10-2 et seq. of the French Commercial Code govern the working procedures of the Board of Directors.

The principal mission of the Board of Directors is to determine the strategic directions to be followed by the Company and to oversee their implementation.

b. Provisions in the Articles of Association

The rules governing the organisation and working procedures of the Board of Directors are set forth in Articles 14 to 18 of the Articles of Association. The Articles of Association are available on the Group's website (Investors section).

c. Internal rules and regulations of the Board of Directors

The internal rules and regulations of the Board of Directors were last amended on 27 July 2022. The aim was to clarify the scope of the confidentiality obligation incumbent on a legal entity's permanent representative.

The internal rules and regulations define the roles of the Board of Directors, its Chairman and the Chief Executive Officer. They specify the conditions under which their prerogatives may be exercised. They also provide that prior approval by the Board of Directors is required for certain decisions "that are highly strategic in nature or that are likely to have a significant impact on the financial position or commitments of the Company or any of its subsidiaries". The internal rules and regulations are available on the Group's website (*Investors* section).

They also set out the purpose, composition and main provisions applicable to the three standing committees tasked with preparing certain matters for the Board of Directors:

- the Audit Committee;
- the Nomination, Governance & Corporate Responsibility Committee;
- the Compensation Committee.

The internal rules and regulations allow for the possibility that these committees, in performing their respective duties and after having informed the Chairman, may:

- hear matters brought to them by the Group's senior managers;
- call upon the services of outside experts at the Company's expense.

They also provide that the Board of Directors may create one or more "ad hoc" committees.As a recent example, at the time of the planned sale of Sopra Banking Software to Axway Software in 2024, an ad hoc committee was formed to make a recommendation on the appointment of an independent appraiser, monitor that independent appraiser's work and report its conclusions to the Board of Directors.

The internal rules and regulations also address the following issues: summary of powers under applicable law and the Articles of Association, meetings, information received by the Board of Directors, training of its members, evaluation of the Board, travel expenses, Non-Voting Directors, Works Council representatives, confidentiality obligations, including the specific case of permanent representatives of legal entities, and other ethical obligations, in particular regarding conflicts of interest, related-party agreements or stock market transactions. A procedure for assessing routine agreements has been added as an appendix. Each of the Board's specialised standing committees has adopted its own operating charter approved by the Board of Directors. The selection procedure for Directors (independent and other) is appended to the Nomination, Governance & Corporate Responsibility Committee's charter.

1.3.2. MEETINGS OF THE BOARD OF DIRECTORS

a. Number of meetings held during the financial year

The annual work schedule, which is drawn up for the financial year, may be changed where justified by special events or deals. The Board of Directors met eleven times in 2025, of which five meetings were not on the annual schedule. One meeting was held without the executive company officer being present.

b. Directors' attendance

Financial year 2025	Board of Directors	Audit Committee	Nomination, Governance & Corporate Responsibility Committee	Compensation Committee
Number of meetings	11	7	6	6
Attendance rate*	89%	95%	98%	98%

** Based on the composition of the committees in 2025.*

The Board of Directors' attendance rate in financial year 2025 was 89%. More than three quarters of absences related to five meetings that were not scheduled in the annual calendar approved at the beginning of the year. These meetings, convened at very short notice, were necessary due to acquisition projects or, towards the end of the year, in connection with the replacement of the Chief Executive Officer.

The attendance rate at Board meetings reflects the difficulty of Directors performing Executive Management functions in large corporations to be available in the event of an unscheduled meeting or scheduling incompatibility due to the numerous constraints on the choice of dates for financial communications. Despite this challenge, the presence of Board members with the experience gained from such roles is a key asset that enriches the Board's discussions.

All members of the Board of Directors agree to devote the time and attention necessary to fulfil their duties. Directors are required to be present at every meeting of the Board of Directors as well as those of its committees on which they serve, unless they are unable to attend due to an emergency situation or other legitimate reason.

All Board members also agree to resign from their positions should they feel they are no longer able to fully assume their responsibilities. They must inform the Chairman of the Board of Directors of any change in their professional situation that might affect their availability.

In accordance with the policy approved by shareholders at the General Meeting, the compensation provided for in Article L. 225-45 of the French Commercial Code is allotted in full based on actual attendance at meetings of the Board of Directors and its committees.

c. Items of business

The Board of Directors met 11 times in 2025, including once in the absence of the Chief Executive Officer. The Directors representing the employees attended this meeting.

The Board of Directors was kept regularly informed of the activities of the three standing committees. Their respective Chairwomen presented reports on the work performed between the meetings of the Board of Directors.

The main items of business in 2025 were as follows:

- Strategy and investment:
  - strategy;
  - various external growth projects;
  - opinion of the Environmental & Works Council on the Company's strategic priorities;
- Accounting and financial information:
  - approval of the financial statements for the year ended 31 December 2024;
  - approval of the interim financial statements for the first half of 2025;
  - budget for 2025 and guidance given to the market;
- Corporate governance, CSR:
  - appointment of an interim Chief Executive Officer, followed by a Chief Executive Officer;
  - composition of the Board of Directors and its Committees;
  - formal assessment of the Board of Directors;
  - preparations for the General Meeting;
  - compensation of company officers:
    - compensation policy for company officers;
    - objectives set for the Chief Executive Officer;
  - performance share awards;
  - policy related to gender equality and equal pay, and objectives for bringing more women into Group management positions;
  - review of the double materiality matrix;
- Control and prior authorisations:
  - monitoring of routine agreements;
  - review of the related-party agreement with Sopra GMT;
  - authorisation to guarantee commitments by subsidiaries controlled by the Group.

1.3.3. COMMITTEES OF THE BOARD OF DIRECTORS

1.3.3.1. Strategy Committee

At its meeting on 22 January 2026, on the proposal of Sopra GMT and taking into account the recommendation of the Nomination, Governance & Corporate Responsibility Committee, whose members voted unanimously in favour of the proposal, the Board of Directors also unanimously voted in favour of establishing a Strategy Committee, chaired by Éric Pasquier.

Its composition will be approved within the next few weeks. Its functioning will be governed by the Board of Directors' internal rules and regulations as well as by a charter reviewed at regular intervals by the Committee and approved by the Board of Directors. The Committee is chaired by a representative of the holding company, Sopra GMT.

In the performance of its duties, the Committee may:

- receive any internal documentation necessary for its purposes;
- hear any person affiliated with or external to the Company;
- where applicable, retain the services of independent experts to assist the Company.

The Committee is responsible for overseeing the development and implementation of the Group's strategy. Through its work, it informs the Board of Directors' decisions on the strategic direction of the Company and the Group.

As part of its oversight of strategy development, the Committee examines, among other matters, the Group's positioning, its business portfolio, the transformation drivers resulting from major changes in the Group's environment, capital allocation, structuring transactions and strategic risks.

As part of its oversight of strategy implementation, the Committee reviews major organisational decisions, key investments, the strategic direction of the Group's equity investment activities, the development of new services and solutions, and the Group's commercial priorities.

The Committee regularly reports on its work to the Board of Directors and presents its recommendations.

1.3.3.2. The Audit Committee

The composition and functioning of the Audit Committee are governed by the Board of Directors' internal rules and regulations and by a charter that is reviewed at regular intervals by the Committee and was approved by the Board of Directors on 24 October 2024.

Its current members are:

- Marie-Hélène Rigal-Drogerys, Chairwoman (Independent Director);
- Michael Gollner (Independent Director);
- Sylvie Rémond (Independent Director).

The Committee members all possess specific financial, accounting or statutory audit skills and expertise, plus risk management and sustainability skills and expertise. All of the Committee's members are independent. They have spent all or part of their career in investment banking (Michael Gollner), universal banking (Sylvie Rémond) or as a Statutory Auditor (Marie-Hélène Rigal-Drogerys). The individual skills of each member of the Committee are set out in Section 1.2.4, "Skills required for the Board of Directors" of this chapter (pages 65 to 67). Their professional experience is summarised in Section 1.2.8, "Detailed presentation of the members of the Board of Directors" of this chapter (pages 71 to 88).

The Committee meets seven times a year on average and in any event no fewer than four times a year. Its annual work plan includes:

- one meeting to review the interim financial statements and two for the annual financial statements and sustainability information;
- three meetings to monitor internal control and risk management systems and review internal audit;
- one meeting to review external audit (statutory audit and Sustainability Auditors);
- one meeting to review sustainability information.

Without prejudice to the expertise of the Board of Directors, the Audit Committee informs decisions through its work and recommendation and approves the provision of services other than the certification of the accounts. In the performance of its duties, the Committee may:

- receive any internal documentation necessary for its purposes;
- hear any person affiliated with or external to the Company;
- where applicable, retain the services of independent experts to assist the Company;
- expedite an internal audit with the consent of the Chairman of the Board of Directors.

The Audit Committee's charter gives a precise definition of the Committee's remit and explicitly states the principal matters excluded from that remit.

The Committee's main responsibilities cover:

- internal control and risk management, especially the review of the three risk mapping exercises (overall exercise, mapping exercise to identify risks of corruption and influence peddling and mapping of risk relating to CSR risks – duty of vigilance) and the double materiality matrix;
- monitoring information system security;
- monitoring the preparation of the accounting and financial information;
- monitoring the preparation of sustainability information;
- critically examining management decisions and assessments relating to the Company's financial statements, performance analyses and interim reports before they are submitted to the Board for approval and, where applicable, making recommendations to ensure their integrity;
- financial policy;
- internal audit;
- statutory audit and sustainability auditors;
- any one-off assignments and areas for attention identified by the Board.

The Committee met seven times in 2025. Except in specific cases, the Statutory Auditors, the Chief Financial Officer and his deputy, the Director of Internal Audit and the Director of Internal Control are invited to and attend all meetings as a matter of course.

Its meeting on the annual financial statements is held at least twenty-four hours before that of the Board of Directors. To prepare for this meeting, two preparatory sessions are held beforehand to address issues of methodology or specific points on the preparation and presentation of the financial statements as well as risk exposure, including social and environmental risks.

In 2025, the Audit Committee paid particular attention to the process for preparing the Sustainability Report and the quality of the information disclosed.

The main items of business in 2025, and to prepare for the approval of the financial statements for the financial year, raised either at the Company's initiative or at the request of the Committee, were as follows:

- information security: annual update on cybersecurity.
- with regard to monitoring the procedure for preparing accounting and financial information and financial policy:
  - review of cash-generating units and asset impairment testing for 2024;
  - approval of the financial statements for the year ended 31 December 2024;
  - presentation by the Statutory Auditors of the results of the statutory audit, interim reviews and the accounting options adopted;
  - review of the interim financial statements for the first half of 2025;
  - off-balance sheet commitments and guarantees given under the delegated authority of the Board of Directors;
  - Group financing;
- with regard to monitoring the procedure for preparing sustainability reporting:
  - review of the double materiality matrix and its update at the end of financial year 2025;
  - CSRD: impact of the Omnibus Directive on the Group;
  - presentation of software for managing sustainability metrics;
- with regard to knowledge of the business, monitoring the effectiveness of internal control and risk management procedures:
  - With regard to the Internal Control Department, responsible for the internal control system and risk management procedures:
    - review of the organisation and work by the department;
    - overall risk mapping;
    - mapping exercise to identify risks of corruption and influence peddling;
    - mapping of risks relating to social and environmental responsibility and the duty of vigilance;
    - review of the presentation of risk exposure, including social and environmental risks, for the draft Universal Registration Document;
    - the impact of changes in the legal environment on the Company, particularly in relation to artificial intelligence and cybersecurity;
  - with regard to the Internal Audit Department:
    - organisation of the internal audit function and the work programme for 2025;
    - presentation of changes to the audit environment (terminology used for the Group's key processes);
    - audit plan for 2025;
    - findings of internal audit reports;
    - checks on the exhaustiveness of the internal audit function's coverage of the Group;
    - follow-up on implementation of recommendations from internal and external audit assignments;
    - the use of AI by Internal Audit;
  - with regard to the Legal Department:
    - review of the Group's insurance strategy and cover (insurance programme and captive)
    - the impact on the Company of changes in the legal environment in relation to artificial intelligence and cybersecurity;
  - with regard to knowledge of the business:
    - presentation on the outlook for artificial intelligence
    - insight into the commercial opportunities created by regulatory developments in the financial sector;

- with regard to the management of the statutory audit of the financial statements and the sustainability audit:
  - statutory audit engagement (scope, work schedule, fees for the past year, budget, summary of interim work performed);
  - independence of the Statutory Auditors and Sustainability Auditors;
  - prior authorisation for services other than the certification of the accounts;
  - presentation and demonstration of AI tools used in the audit of the accounts;
  - sustainability audit (scope, work schedule, fees for the past year, budget, summary of interim work performed);
  - presentation of the Sustainability Auditors' work programme;
- with regard to the Committee's own organisation and activities:
  - annual work schedule;
  - review of the coverage of the Committee's remit in 2025;
  - overview of the Audit Committee's activities.

The members of the Committee heard the Statutory Auditors and Sustainability Auditors, with no members of management in attendance. The same was true of the Director of Internal Audit.

Minutes are prepared after every meeting and are then approved at the beginning of the following meeting.

When requests by the Audit Committee cannot be satisfied immediately, they are subject to a formal follow-up procedure in order to ensure that they are addressed in full at the meetings scheduled throughout the year.Nine specific requests were formulated using this approach in 2025 and were, or will be, added to the meeting agendas established on the basis of the Committee's annual work plan.

1.3.3.3. The Nomination, Governance & Corporate Responsibility Committee

The Board's internal rules and regulations and an operating charter govern the composition and functioning of the Nomination, Governance & Corporate Responsibility Committee. The operating charter has been reviewed at regular intervals by the Committee and was approved by the Board of Directors on 24 July 2024. Its current members are:

- Kathleen Clark, Permanent Representative of Sopra GMT, Chairwoman;
- Pascal Daloz (Independent Director);
- Noëlle Lenoir (Independent Director);
- Éric Pasquier;
- Pierre Pasquier;
- Yves de Talhouët (Independent Director);
- Rémy Weber (Independent Director).

The Committee hears the Chief Executive Officer on the items of business as necessary.

The Committee has no decision-making powers of its own, but rather submits its findings and recommendations to the Board of Directors to inform the Board's decisions. In the performance of its duties, the Committee may:

- receive any internal documentation necessary for its purposes;
- hear any person affiliated with or external to the Company;
- where applicable, retain the services of independent experts at the Company's expense to assist it.

Minutes are prepared after every meeting and are then approved at the beginning of the following meeting.

The Committee's main responsibilities are as follows:

- Nominations and governance:
  - submitting proposals for the appointment of members of the Board of Directors, in accordance with the selection process;
  - submitting proposals for the appointment of executive company officers and preparing their succession;
  - periodically reviewing the succession plan for executive company officers in the event of an unforeseen vacancy;
  - evaluating the Board of Directors and the effectiveness of corporate governance;
  - verifying that good governance rules are applied at the Company and its subsidiaries;
  - assessing whether Board members may be deemed independent in view of deliberations by the Board of Directors on this subject;
  - considering and proposing changes it deems beneficial or necessary to the procedures or composition of the Board of Directors and its Committees;
  - taking into account the conclusions and recommendations set out by market bodies (Autorité des Marchés Financiers, Haut Comité de Gouvernement d'Entreprise, Institut Français des Administrateurs);
- Business ethics and corporate responsibility (CSR):
  - ensuring that the Group's values are upheld;
  - issuing an opinion on the identification, selection and prioritisation of impacts, risks and opportunities identified by the double materiality assessment as being significant for the Group;
  - reviewing Executive Management's proposals so that the Board of Directors can determine multi-year strategic priorities in terms of social and environmental responsibility;
  - ensuring that sustainability matters and the interests of the various stakeholders are taken into account in the Company's strategy and business model;
  - assessing the appropriateness of programmes and action plans implemented by the Company in relation to:
    - social responsibility;
    - environmental responsibility;
    - business ethics;
    - and community engagement;
  - ensuring that the Company has implemented a policy promoting diversity, equal opportunity and non-discrimination and, in particular:
    - preparing for the Board of Directors' annual review of the Company's policy on gender equality and equal pay for women and men;
    - monitoring gender equality objectives for senior management positions and action plans in support of gender equality and, where applicable, making recommendations to the Board in the event that objectives
      are not met;
  - checking that there are rules of conduct which address competition and ethics;
  - ensuring that the anti-corruption framework operates effectively and that the Company's Code of Conduct, training, framework relating to whistleblowers and disciplinary system as provided for in French Law No. 2016-1691 of 9 December 2016 on transparency, anti-corruption and modernisation of business life are all fit for purpose.

The Committee met six times in 2025. The attendance rate stood at 98%. The Committee addressed the following points:

- Appointments and governance:
  - implementation of the plan in the event of an unforeseen vacancy in the position of Chief Executive Officer;
  - selection of a new Chief Executive Officer;
  - composition of the Board of Directors;
  - review of applications for the positions of Director and Director representing employee shareholders;
  - composition of the Committee;
  - formal assessment of the Board of Directors;
  - review of the independence of the members of the Board of Directors;

review of the draft Universal Registration Document: report on corporate governance;

- Ethics and corporate responsibility:
  - review of the draft Sustainability Report;
  - findings of a comparative study of a panel of sustainability reports;
  - review of the climate transition plan;
  - the Company's policy on gender equality and equal pay;
  - recommendations on increasing the proportion of women in senior management positions (AFEP-MEDEF Code);
  - monitoring of the system to prevent corruption and influence peddling.

1.3.3.4. The Compensation Committee

The composition and functioning of the Compensation Committee are governed by the Board's internal rules and regulations and by a charter that is reviewed at regular intervals by the Committee and was approved by the Board of Directors on 26 February 2025. Its current members are:

- Hélène Badosa (Director representing the employees);
- Kathleen Clark, Permanent Representative of Sopra GMT;
- Sonia Criseo (Independent Director);
- André Einaudi (Independent Director);
- Éric Hayat;
- Sylvie Rémond, Chairwoman (Independent Director);
- Jessica Scale (Independent Director).

The Committee has no decision-making powers of its own, but rather submits its findings and recommendations to the Board of Directors to inform the Board's decisions.

In the performance of its duties, the Committee may:

- receive any internal documentation necessary for its purposes;
- hear any person affiliated with or external to the Company;
- where applicable, retain the services of independent experts at the Company's expense to assist it.

The Committee's main responsibilities are as follows:

- recommending to the Board of Directors compensation policies applicable to company officers;
- verifying the application of rules determined for the calculation of their variable compensation;
- ensuring that social and environmental priorities related to the Company's business are adequately covered in the compensation systems applicable to the Group's executive company officers and management;
- where applicable, offering recommendations to Executive Management on the compensation of the Company's key executives;
- obtaining an understanding of compensation policy and ensuring that this policy is in line with the Company's interests and enables it to reach its objectives;
- preparing decisions related to employee share ownership and employee savings plans;
- preparing the policy for awarding performance shares;
- verifying the quality of the information communicated to shareholders concerning compensation, benefits in kind and options received by executive company officers, as well as the compensation provided for in Article L. 225-45 of the French Commercial Code.

The Committee hears the executive company officers at the start of its meetings for general information and on each item of business as necessary.

Minutes are prepared after every meeting and are then approved at the beginning of the following meeting.

The Committee met six times in 2025, including one unscheduled meeting. The attendance rate stood at 98%. The Committee addressed the following points:

- compensation of company officers (Chairman of the Board of Directors, Chief Executive Officer, members of the Board of Directors); review of compensation policies and amounts, and preparation of proposed objectives;
- consequences of the Chief Executive Officer's resignation;
- policy to give managers and employees a stake in the Group's share capital; monitoring of the development of the 2025 long-term incentive plan (LTI) and review of the proposal presented to the Board of Directors;
- review of the draft Universal Registration Document, in particular the report on the compensation of company officers.

1.3.4. ORGANISATION AND ASSESSMENT OF THE BOARD OF DIRECTORS

a. Access to information for members of the Board of Directors

Dissemination of information – Preparatory materials

Article 9 of the internal rules and regulations states:

- Each member of the Board shall receive all information required for the performance of his/her duties and is authorised to request any documents deemed pertinent.
- In advance of each meeting of the Board, a set of preparatory materials shall be addressed to members presenting the items on the agenda requiring special analysis and preliminary reflection. This material shall be sent out whenever confidentiality requirements permit.
- The members of the Board shall also receive, in the intervals between meetings, all pertinent and critical information concerning events or operations that are significant for the Company. This information shall include copies of all press releases issued by the Company.

The members of the Board of Directors receive a monthly summary report on Sopra Steria Group's share performance. This report describes and analyses developments in the share price and trading volumes. It puts this information into perspective by highlighting the main trends in macroeconomic and financial market data as well as comparisons with the largest companies in the industry.

Board members receive all press releases intended for investors. They are also sent certain internal publications.

They are invited to presentations of the annual and half-year results.

Dedicated electronic platform for Directors

An electronic platform is used to provide secure access to documentation. Members of the Board of Directors can view or download items made available for them. This platform was set up following the findings of the formal assessment of the Board of Directors undertaken in 2016. Its implementation was made possible by the availability of a high-performance cloud solution offering a sufficiently robust guarantee that access to stored data – even by the Company's technical staff – would be strictly controlled.

Additional information at meetings

The Chief Executive Officer and the Chief Financial Officer are invited to Board meetings, subject to certain exceptions. Thanks to their participation, additional information that may be useful to discussions is made available. They do not take part in the consideration of matters that involve the Chief Executive Officer.

Depending on the items of business before a given Board meeting, other operational managers or outside consultants may be invited to attend. This is the case, in particular, for strategic presentations and discussions of external growth transactions.

The Audit Committee systematically includes in its annual work programme several presentations by operational managers giving it a deeper understanding every year of a risk factor from various angles and giving it more extensive knowledge about the Company's business or an issue within its realm of responsibility. Dialogue with these occasional discussion partners represents a channel for reporting information independently of management.

Training

Article 5 of the internal rules and regulations states: "Any member of the Board may, on the occasion of their appointment or at any point during their term in office, engage in training they feel is necessary for the performance of their duties".

Following the appointment of the Directors representing the employees, a specific training plan is implemented to orientate new Directors. The Board of Directors approves the content and format of this orientation training after consultation with the individuals concerned and with the Nomination, Governance & Corporate Responsibility Committee.

Training is provided by the Company or outside bodies, depending on its objectives and Directors' specific requests. During the financial year, one member of the Board of Directors attended training organised by the Company on decision-making and challenges related to responsible artificial intelligence.

In 2025, the Directors also updated their knowledge by attending meetings and seminars held by various industry organisations (consulting firms, think tanks and non-profits).

All Board Committee Chairs are members of the IFA (French Institute of Directors), as is the Secretary of the Board of Directors.

b. Preventing conflicts of interest

Duty of disclosure and abstention

Directors are required to report any conflict of interest, whether actual or potential. They shall refrain from taking part in any discussions and participating in the vote on corresponding topics.

Monitoring of related-party agreements

Monitoring of related-party agreements is governed by law, the Company's Articles of Association and the Board's own internal rules. Proposed new agreements are reviewed prior to being signed. In addition, at the beginning of each financial year the Board of Directors reviews the purpose and application of agreements that will remain in effect. The Board of Directors checks whether these agreements still meet the criteria on which their initial approval was based.

ONE AGREEMENT REMAINED IN FORCE DURING FINANCIAL YEAR 2025.

Nature	Framework agreement for assistance with Sopra GMT
Subject	Advisory and assistance services in the areas of strategy, finance and control
Detailed description	§1.1.5
Income (financial year under review)	€195,316
Expense (financial year under review)	€1,825,210
Members of the Board of Directors concerned	Pierre Pasquier, Éric Pasquier, Kathleen Clark
Purpose of the agreement	Resources assigned to the Chairman of the Board of Directors to fulfil the role set out for him under the internal rules and regulations; greater independence of the Board of Directors Provision of strategy, advisory and support services, particularly in the areas of finance and control
Materiality for the Company	Non-material expense. If the assignments handled by Sopra GMT's employees were not entrusted to them, they would need to be allocated within the Group at the same cost.
Agreement already approved at a General Meeting	Yes

Monitoring of routine

agreements entered into at arm's length

The Board of Directors regularly assesses whether agreements pertaining to routine transactions entered into at arm's length meet the necessary criteria.

The procedure adopted by the Board calls for the following in particular:

- arrangements for identifying agreements subject to prior review by the Board of Directors;
- the assessment by the Board of Directors of agreements that have not been subject to such controls – any persons directly or indirectly affected by such an agreement may not take part in this assessment.

The Board has adopted the principle of annual assessments.

c. Assessment of the Board of Directors and its committees

In accordance with the recommendations of the AFEP-MEDEF Code in this area:

- each year, at least one discussion by the Board of Directors is devoted to its operating procedures and ways in which they might be improved;
- at least every three years, a formal assessment is carried out.

The Board of Directors thus conducted a formal assessment of its operations at year-end 2025, overseen by the Nomination, Governance & Corporate Responsibility Committee. The previous such assessment took place in 2022.

The most recent assessment of the Board of Directors and its committees identified opportunities for improvement, in particular relating to the composition of the Board and the consideration of corporate social and environmental responsibility. These were approved by the Board of Directors. The process had concluded with a discussion on 26 January 2023. Specific measures have been taken to address the areas identified for improvement. The industry-specific expertise of the Board of Directors was strengthened by the arrival of Yves de Talhouët and Pascal Daloz. In 2023, CSR considerations led the Board of Directors to discuss multi-year strategic priorities in terms of social and environmental responsibility. In 2024, the Board of Directors and its standing committees played a significant role in monitoring the Company's implementation of the CSRD.

In 2025, the Nomination, Governance & Corporate Responsibility Committee noted that the Board of Directors was facing priorities of a different nature and scope than those it had needed to address in the past. In the Committee's view, the Group's transformation, governance developments, and the upcoming expiry of the terms of office of experienced Directors called for an external perspective on the composition and operations of the Board of Directors, together with greater attention to its collective dynamics in a forward-looking approach.

The Committee therefore recommended that the Board of Directors revise its assessment approach by appointing an external assessor.

The collective assessment of the Board of Directors aimed in particular to identify the skills and profiles to be strengthened, improve the effectiveness of meetings and the quality of discussions, enhance collective dynamics, and increase the Board's contribution to strategic thinking.

For each member of the Board of Directors, the assessment consisted of two questionnaires and an interview, followed by individual and collective feedback sessions.

The first questionnaire was designed to analyse how each individual contributes through their personality and uniqueness to the diversity of perspectives and the quality of discussions within the Board.

The second questionnaire aimed, more conventionally, to identify the strengths of the Board and its Committees, together with areas for improvement in their composition and operations.

A summary of the results remains to be presented to the Board of Directors. This will facilitate discussion of the following:

- the overall operational effectiveness of the Board of Directors and its Committees;
- key competencies and collective resilience;
- priority areas for improvement to prepare the Company for future governance and strategic challenges. Governance issues include, in particular, the routine renewal of the composition of the Board of Directors; the appointment of a new Chief Executive Officer, recruited for the first time from outside the Group; and succession planning for the chairmanship of the Board of Directors.

The Audit Committee has conducted its own self-assessment for a number of years using a questionnaire that covers its composition and its working procedures, the way in which its work is organised and its ability to fulfil all of the responsibilities entrusted to it by the Board of Directors or arising from practices established by similar bodies in other companies, in accordance with the law. Lastly, it familiarises itself with any changes in the regulatory environment. It takes into account the conclusions of this work to improve its own working procedures. The other standing Committees also carry out periodic self-assessments independently of the Board of Directors' formal assessment cycle.

2. Compensation of company officers

2.1. General principles

While paying particular attention to the stability of the principles used to determine and structure compensation for executive company officers, the Board of Directors re-examines their compensation packages on an annual basis to verify their fit with the Group's requirements. In particular, the Board checks that compensation policy:

- continues to be in keeping with the Company's best interests;
- contributes to the Company's long-term success, taking into account its social and environmental priorities;
- is in keeping with the Company's business strategy.

The Board also checks that compensation policy complies with the recommendations laid down in the AFEP-MEDEF Code. To this end, it is supported by the Compensation Committee, which helps it prepare its decisions in this area.

The Board of Directors considers that applying the compensation recommendations laid down in the AFEP-MEDEF Code of Corporate Governance protects the Company's interests and encourages executives' contribution to business strategy and the Company's long-term success.

The Compensation Committee usually meets three to five times between October and February to help the Board prepare its decisions.

The Board of Directors generally discusses the Company's strategic plan during the same period, taking into account its social and environmental priorities. For the past several years, the Group has been pursuing an independent, sustainable, value-creating plan that combines growth and profitability. Priorities are adjusted each financial year based on the current state assessment undertaken at the end of the previous year.

The Committee reviews the current compensation policy applicable to company officers. It then reviews estimates of the extent to which objectives have been met by the Chief Executive Officer. These forecasts are refined in the course of the Committee's various meetings. At the beginning of the year, the Compensation Committee notes the extent to which quantifiable targets set for the previous financial year have been achieved. It assesses the extent to which qualitative objectives have been met. To this end, it meets with the Chairman of the Board of Directors and familiarises itself with any information that might be used in this assessment.

The Committee also takes into consideration the Group's compensation policy and decisions on fixed and variable compensation of the members of the Group Executive Committee, as brought to their attention by the Chief Executive Officer. It takes into account comparisons with other companies made available to it. However, sector consolidation has significantly reduced the number of companies allowing for a direct and relevant comparison.

The Committee also considers ways in which employees may be given a stake in the Company's financial performance. It assesses the suitability of share ownership plans for all employees and long-term incentive plans for managers of the Company and its subsidiaries. The Board of Directors considers that employee and executive share ownership makes a lasting contribution to the Company's priority focus on independence and value creation. It provides extra motivation and ensures that employees' and executives' interests are fully aligned with those of the Company's shareholders.

The Board of Directors has not, to date, specified the number of shares that must be held and registered in the name of the Chairman of the Board of Directors, who co-founded the Company. Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family group make up more than 10% of the Company's share capital.

The Board of Directors has laid down two obligations for the Chief Executive Officer:

- to retain at least 50% of the performance shares actually awarded to him during his term of office;
- to achieve the objective, by July 2029, of him holding shares in the Company in an amount equivalent to 100% of his annual fixed compensation.

When the Board of Directors reviews the budget for the current financial year, the Company's quantitative targets are a known quantity. The Compensation Committee takes them into account when determining the Chief Executive Officer's quantitative targets for the financial year. It holds a further meeting with the Chairman of the Board of Directors to discuss potential qualitative objectives.

The Compensation Committee then presents its recommendations to the Board of Directors, which discusses them without the interested parties in attendance. These recommendations relate to the variable compensation of the Chief Executive Officer for the previous financial year, the fixed compensation of the Chairman of the Board of Directors, and the fixed and variable compensation of the Chief Executive Officer for the current financial year. The Committee also presents its observations on how compensation is apportioned among the Directors and any proposed adjustments. The total amount of the compensation provided for in Article L. 225-45 of the French Commercial Code subject to approval by the shareholders is agreed when the Board of Directors meets to prepare for the General Meeting of Shareholders.

As regards variable compensation, the Compensation Committee proposes the quantifiable criteria to be taken into account together with any qualitative criteria, as the case may be. It makes certain that the targets adopted are mainly quantifiable and that criteria are precisely defined. As regards quantifiable criteria, it generally determines:

- a threshold below which variable compensation is not paid;
- a target level at which 100% of compensation linked to the criterion in question becomes payable; and
- where applicable, an upper limit if there is the possibility that a target may be outperformed.

The performance assessment method used to determine annual variable compensation is based on a comparison between actual performance and the objectives, broken down into threshold, target and cap, where applicable. This assessment is carried out without any offsetting between objectives.

Outperformance is possible only in respect of quantifiable financial targets, provided that all such targets are achieved at a minimum of 100%, in order to avoid any offsetting between targets. In the event of outperformance, annual variable compensation is in any event capped at 150% of annual fixed compensation.

Conversely, the Board of Directors may consider that the Group's performance does not allow for payment of variable compensation in respect of the financial year. In such a case, it does not take into account the extent to which qualitative objectives have been met. It proposes to the shareholders that no variable compensation be paid in respect of that financial year.

Lastly, in the event of exceptional circumstances (such as an exogenous shock) leading to the suspension of the normal system of variable compensation for employees and Group Executive Committee members, the Compensation Committee would review the situation of the Chief Executive Officer. It could recommend to the Board of Directors that it ask the shareholders at the General Meeting to approve the addition of a bonus to the Chief Executive Officer's variable compensation if that would serve the Company's interests, subject to an upper limit of 100% of his annual fixed compensation.

Long-term incentive plans are based on awarding rights to shares. They are subject to the condition of being with the Company over a period of time and performance conditions. The objectives are set in the same way as for variable compensation.

Independently of the compensation policy, the Company covers or reimburses company officers' travel expenses (transportation and accommodation).

The procedure for determining compensation policy applicable to executive company officers and the timing of that procedure are intended to ensure that all useful information is taken into account when recommendations are drawn up and when the Board of Directors makes its final decision. This ensures that such decisions are consistent among themselves and aligned with the Company's strategy.

The Nomination, Governance & Corporate Responsibility Committee and the Compensation Committee have one member in common.

The compensation policy applies to newly appointed company officers. However, in exceptional circumstances, such as to enable the replacement or appointment of a new executive company officer, the Board of Directors may waive application of the compensation policy. Such waivers must be temporary, aligned with the Company's interests and necessary to secure the Company's long-term success or viability. Furthermore, this option may only be adopted where there is consensus among the members of the Board of Directors as to the decision to be taken (i.e. no votes against). This may result in the awarding of items of compensation currently defined in the compensation policy as not applicable (non-compete payment and supplementary pension plan, for example). These items would be put to the vote at the following General Meeting.

2.2. Executive company officers

The compensation policy for executive company officers was subject to recommendations made by the Compensation Committee and reviewed by the Board of Directors at its meeting on 25 February 2026.

The compensation policy and any variable and exceptional items of compensation must be approved at the General Meeting prior to their payment.

2.2.1. COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Compensation policy for the Chairman of the Board of Directors, subject to approval at the General Meeting

ITEMS OF COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Items of compensation	Comments
Annual fixed compensation	Set by the Board of Directors, acting on a recommendation by the Compensation Committee
Annual variable compensation	Not applicable
Deferred variable compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferment periods; option of asking for variable compensation to be returned	Not applicable
Exceptional compensation	Possible, by decision of the Board of Directors, but contingent upon very specific circumstances with substantial consequences on the role and activity of the Chairman of the Board of Directors Payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting and in all circumstances capped at 100% of annual fixed compensation
Stock options, performance shares and any other long-term items of compensation	Not applicable
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	Application of Directors' compensation policy
Any other benefits	Company car
Severance pay/benefit payable upon change of duties	Not applicable
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

Decisions made in 2026

The Board of Directors decided, on the recommendation of the Compensation Committee, not to make any changes to the compensation policy applicable to the Chairman of the Board of Directors.

2.2.2. CHIEF EXECUTIVE OFFICER'S COMPENSATION

Compensation policy for the Chief Executive Officer, subject to approval at the General Meeting

These principles shall also be applicable for any Deputy Chief Executive Officers.

ITEMS OF COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

Items of compensation	Comments
Annual fixed compensation	Set by the Board of Directors, acting on a recommendation by the Compensation Committee (taking into account responsibilities held, experience and internal and external benchmarking)
Annual variable compensation	Amount: ■ 100% of annual fixed compensation if objectives are met; ■ capped at 150% of annual fixed compensation in the event of outperformance of quantifiable financial performance targets; ■ Structure and criteria: ● minimum of 70% based on one or more quantifiable targets; ● maximum of 30% based on one or more precisely defined qualitative objectives consistent with the Group's strategy and organisation, its corporate social responsibility (CSR) policy and/or the assessment of the company officer's performance; ■ offsetting between objectives is not permitted; ■ payment subject to shareholder approval of all items of compensation at an Ordinary General Meeting.
Deferred variable compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferment periods; option of asking for variable compensation to be returned	Not applicable
Exceptional compensation	Applicable, by decision of the Board of Directors, under very specific circumstances (spin-off and listing of a subsidiary, merger, etc.) Payment subject to shareholder approval of items of compensation at an Ordinary General Meeting and in all circumstances capped at 100% of annual fixed compensation.
Stock options, performance shares and any other long-term items of compensation	Eligibility for long-term incentive plans set up by the Group for its senior managers (capped at 150% of annual compensation if objectives are met per plan). These plans are subject to continued employment and to strict performance conditions based on targets that are at least equal to any guidance targets disclosed to the market. Vesting period of at least three years. Obligation to hold 50% of the shares that will vest under these plans for the entire duration of the recipient's term of office. Commitment not to engage in any hedging transactions with respect to performance shares held until the expiry of these plans or of the applicable holding period. Principle governing the reduction of rights to performance shares where the term of office expires before the end of the plan, if the Board of Directors decides to partially waive the continued employment condition, or in the event of termination of the term of office following a change of control. Retention bonus: Exceptional award of rights to Sopra Steria Group shares in five years, intended to align interests upon assumption of duties. 5,000 rights to free performance shares, with performance conditions measured against objectives set for the period covering financial years 2026-2030. Rights are forfeited in the event of departure or a change of role before the end of the period subject to continued employment.
Compensation referred to in Article L. 22-10-14 of the French Commercial Code	Not applicable (except in case of appointment by the Board of Directors of the Company. Appointments held at Group subsidiaries do not give rise to any compensation).

Items of compensation	Comments
Any other benefits	Company car; optional contribution to the GSC unemployment insurance for executives; supplementary health insurance in accordance with Group policy.
Severance pay/benefit payable upon change of duties	Severance pay payable in the event of the Chief Executive Officer's forced departure, within the meaning of the AFEP-MEDEF Code recommendations, capped at two years of annual fixed and variable compensation if targets are met. Subject to a performance condition: average achievement of 80% of the Company's performance measure as shown in the pay ratio monitoring table reported in the Universal Registration Document, reflecting the level of achievement of the Chief Executive Officer's quantifiable targets over the financial years during which the Chief Executive Officer held office, up to a maximum of three financial years. It is determined on a proportionate basis, as follows: ▪ between 75% and 100% of the total amount is determined by the Chief Executive Officer's performance over the two most recent completed financial years preceding the end of the term of office, measured by the average level of achievement of the objectives set by the Board of Directors for the Chief Executive Officer's annual variable compensation; ▪ between 0% and 25% of the total amount is determined by the Chief Executive Officer's performance for the current financial year, as assessed by the Board of Directors. By way of exception, during the first 18 months of the term of office, the severance is capped at one year of annual fixed and variable compensation if objectives are met and is fully subject to the Chief Executive Officer's performance in the current financial year, as assessed by the Board of Directors.
Non-compete payment	Not applicable
Supplementary pension plan	Not applicable

Decisions taken regarding the Chief Executive Officer's compensation following the resignation of Cyril Malargé

Decisions concerning Cyril Malargé

Cyril Malargé resigned from his position as Chief Executive Officer with effect from 8 October 2025. His employment contract with Sopra Steria Group, which predated his appointment as Chief Executive Officer, resumed effect until 14 November 2025, the date on which his resignation as an employee became effective. The termination of this standard employment contract did not give rise to the payment of any specific severance pay.

The Board of Directors approved the recommendations of the Compensation Committee and noted that Cyril Malargé's resignation during the financial year made it impossible to pay his annual variable compensation. The Committee also noted that the continued employment condition attached to the long-term incentive plans based on rights to Sopra Steria Group shares granted to Cyril Malargé in 2023 and 2025 had not been met. It therefore noted the forfeiture of these rights. As a result, Cyril Malargé's departure was not accompanied by any severance, bonus, or variable compensation.

Decisions concerning Xavier Pecquet

Following Xavier Pecquet's assumption of duties as Chief Executive Officer on 8 October 2025, until the appointment of a new Chief Executive Officer, and in accordance with the succession plan for an unforeseen vacancy in the position of Chief Executive Officer, the Compensation Committee presented the following recommendations. Given the proximity to the end of the financial year and the temporary nature of this appointment, the Committee recommended not to revise Xavier Pecquet's annual fixed compensation. Given that Xavier Pecquet's annual variable compensation is linked to objectives based on the Group's performance (variable compensation as a member of the Executive Committee) and the achievement of his key qualitative objectives, the Committee also decided not to modify the objectives associated with his annual variable compensation for 2025.

Finally, to acknowledge Xavier Pecquet's commitment and recognise the effectiveness with which he led the interim Executive Management team, drawing on its cohesion with the Group's management, the Compensation Committee recommended awarding Xavier Pecquet exceptional compensation of €400,000. The Board of Directors unanimously approved this recommendation.

Decisions concerning Rajesh Krishnamurthy, revision of the compensation policy for 2026

Cyril Malargé's departure marked the beginning of an active search for potential candidates for the position of Chief Executive Officer to lead Sopra Steria Group over the long term.

Key criteria considered in this search included knowledge of the Group's businesses, international experience, understanding of the markets in which the Group operates, executive management experience at an international group, and the ability to help drive a long-term plan aimed at transformation and profitable growth alongside a core shareholder.

The need to recruit a Chief Executive Officer from outside the Company for the first time in the Group's history led to revisions in the structure and level of the compensation package for this role, independently of the previous practice. The decision was made to recruit a top-tier executive – capable of holding comparable positions at the largest companies in the sector - to lead an ambitious long-term development plan.

In this context, the Company structured and aligned the new CEO's compensation taking into account the changes already announced for Cyril Malargé's compensation, had he remained with the Group (a substantial increase in his annual variable compensation was planned, and the principle of this review had already been published in the 2024 Universal Registration Document).

The Company also identified a significant gap in share-based compensation when compared to its major French competitors. It therefore decided to strengthen this component of the compensation package, which also has the advantage of strongly aligning the CEO's interests with those of the shareholders, including in the long term. The Compensation Committee also sought to enhance the motivational aspect of the annual variable compensation. It therefore proposed to the Board of Directors that the outperformance of quantifiable financial performance targets be taken into consideration. However, it maintained its long-standing opposition to the possibility of offsetting between objectives. Outperformance will only be possible if all the quantifiable performance targets are met. It therefore aims to reward exceptional performance.

The Board of Directors approved the recommendations of the Compensation Committee and decided to set the Chief Executive Officer's annual fixed compensation at €1.1 million, with the annual variable compensation, based on objectives being met, set at the same level. It also set the target for the annual allocation of performance shares at an amount equivalent to the sum of the first two components, so that it would represent approximately 50% of the total annual compensation available if the targets are achieved, with this portion of the compensation set to increase if the share price rises.

While the structure and level of compensation were primarily determined by referencing executive compensation packages of Sopra Steria Group's major competitors, they also align with the practices observed in a selection of SBF 80 companies with comparable or lower market value.

Since the new Chief Executive Officer is not from within the Company, he will not have an employment contract. A severance package has also been put in place. The Compensation Committee has aligned with the principles set out by the AFEP-MEDEF Code and has sought to retain the option of considering the executive's performance for the current financial year when evaluating their performance upon departure, particularly if they leave at the end of the financial year.

Finally, the Company has decided to offer the Chief Executive Officer a special plan comprising an exceptional initial allocation of 5,000 performance shares, subject to continued employment and performance conditions over a five-year period. Performance conditions will be determined by the Board of Directors at the end of the integration period, based on a shared strategic assessment and ambitious Group objectives. This allocation is intended to support the new Chief Executive Officer's long-term integration into the Group and motivate him to address his first challenges.

The Board of Directors voted to defer setting Rajesh Krishnamurthy's objectives for financial year 2026, preferring to wait in order to be able to set the most appropriate qualitative objectives and assign a suitable weighting to them. These objectives will be disclosed immediately following the Board meeting at which they are approved.

Quantifiable targets may relate to the operating margin on business activity, organic revenue growth or free cash flow. The portion linked exclusively to the achievement of qualitative objectives reflects a desire to take into account medium-term objectives (relating to the Group's governance, organisation and social matters) and long-term objectives (environmental matters). With regard to CSR, quantifiable metrics and associated targets help the Group check every year that it remains on course to achieve its objectives.

As such, these are medium- and long-term objectives, progress towards which can be tracked at the end of each financial year. Unless otherwise stated, CSR objectives cover the "Group" scope.

The specific values set for financial performance-related targets are not disclosed for the current financial year for confidentiality reasons and so as not to interfere with financial communications. Targets are set at levels that are designed to be both demanding and motivating. They aim to help the Group meet or outperform its targets.

2.3. Other company officers

2.3.1. COMPENSATION OF DIRECTORS OF THE PARENT COMPANY

Compensation policy for members of the Board of Directors submitted for approval at the General Meeting

The compensation policy for members of the Board of Directors is submitted for approval at the General Meeting of Shareholders. According to this policy, the compensation provided for in Article L. 225-45 of the French Commercial Code shall be apportioned among the members of the Board of Directors, the standing committees and, where applicable, the "ad hoc" committees, in proportions to be determined by the Board of Directors after taking into consideration the recommendation of the Compensation Committee.

The total amount of this compensation is apportioned:

- among those members attending meetings of the Board and its committees (Directors and Non-Voting Directors);
- in proportion to their actual attendance at such meetings, whether in person or remotely.

Additional weightings are applied based on attendance, as follows:

- a coefficient of 2.0 applied to attendance by Chairmen at meetings of the committees they chair (each meeting attended counts double);
- a coefficient of 1.2 applied to attendance by Directors who live outside France and are not French tax residents at meetings of the Board and its committees. However, this extra weighting does not apply to Directors who are employees of a Group company.

The compensation policy for members of the Board of Directors is attendance-based. It encourages participation in one or more committees. It aims to compensate the increased burden placed upon Directors who live outside France. It compensates the additional work undertaken by Committee Chairmen as well as their responsibility to the Board of Directors. They organise and oversee the work of their committees and report on it to the Board of Directors.

2.3.2. COMPENSATION OF DIRECTORS OF SUBSIDIARIES

Directorships held at Company subsidiaries are not compensated.Temporary exemptions to this principle may be granted in exceptional cases following the acquisition of listed companies.

3. Standardised presentation of compensation paid to company officers

3.1. AFEP-MEDEF Code tables

OVERVIEW OF COMPENSATION, OPTIONS AND SHARES GRANTED TO PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2024	2025
Compensation awarded in respect of the financial year	€542,694	€592,020
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year	-	-
Value of other long-term compensation plans	-	-
TOTAL	**€542,694**	**€592,020**

STATEMENT SUMMARISING THE COMPENSATION OF PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2024		2025	
	Amount awarded	Amount paid	Amount awarded	Amount paid
Fixed compensation	€500,000	€500,000	€550,000	€550,000
Annual variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Compensation allotted in respect of directorship (L. 22-10-14)	€30,724	€35,679	€34,040	€30,724
Benefits in kind	€11,970	€11,970	€7,980	€7,980
TOTAL	**€542,694**	**€547,649**	**€592,020**	**€588,704**

Pierre Pasquier is the Chairman and CEO of Sopra GMT, the holding company for Sopra Steria Group. In respect of these duties (leading the Sopra GMT team and chairing the Board of Directors), he received compensation of €130,000 in 2025. In addition, he received compensation under Article L. 225-45 of the French Commercial Code in the amount of €15,273 in respect of financial year 2025.

This compensation was paid by Sopra GMT and was not rebilled to Sopra Steria Group (see Section 1.1.4, "Overview of the activities of the Chairman of the Board of Directors in 2025" of this chapter, page 62).

As Chairman of the Board of Directors of 74Software, as indicated in its Universal Registration Document, Pierre Pasquier also received fixed compensation from that company in the amount of €200,000 and compensation in respect of Article L. 22-10-14 of the French Commercial Code of €27,575.

OVERVIEW OF COMPENSATION, OPTIONS AND SHARES GRANTED TO CYRIL MALARGÉ, CHIEF EXECUTIVE OFFICER UNTIL 8 OCTOBER 2025 (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2024	2025
Compensation awarded in respect of the financial year	€753,051	€417,051
Value of stock options granted during the financial year	-	-
Value of performance shares granted during the financial year	-	€467,910
Value of other long-term compensation plans	-	-
TOTAL	**€753,051**	**€884,961**

The rights to performance shares granted to Cyril Malargé in 2025 are null and void due to his resignation with effect from 8 October 2025.

STATEMENT SUMMARISING THE COMPENSATION OF CYRIL MALARGÉ, CHIEF EXECUTIVE OFFICER UNTIL 8 OCTOBER 2025 (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2024		2025	
	Amount awarded	**Amount paid**	**Amount awarded**	**Amount paid**
Fixed compensation	€500,000	€500,000	€410,870	€410,870
Annual variable compensation	€139,500	€290,000	-	€139,500
Exceptional compensation	€100,000	-	-	€100,000
Compensation allotted in respect of directorship (L. 22-10-14)	-	-	-	-
Benefits in kind	€13,551	€13,551	€6,181	€6,181
TOTAL	**€753,051**	**€803,551**	**€417,051**	**€656,551**

The relative proportions of fixed and variable compensation in the annual compensation awarded to the Chief Executive Officer (excluding benefits in kind) were immaterial. Cyril Malargé, who resigned with effect from 8 October 2025, did not receive any severance, bonus, or variable compensation.

OVERVIEW OF COMPENSATION, OPTIONS AND SHARES GRANTED TO XAVIER PECQUET, CHIEF EXECUTIVE OFFICER WITH EFFECT FROM 8 OCTOBER 2025 (TABLE 1 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2024	2025
Compensation awarded in respect of the financial year	N/A	€553,873
Value of stock options granted during the financial year	N/A	-
Value of performance shares granted during the financial year	N/A	-
Value of other long-term compensation plans	N/A	-
TOTAL	**N/A**	**€553,873**

STATEMENT SUMMARISING THE COMPENSATION OF XAVIER PECQUET, CHIEF EXECUTIVE OFFICER WITH EFFECT FROM 8 OCTOBER 2025 (TABLE 2 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2024		2025	
	Amount awarded	**Amount paid**	**Amount awarded**	**Amount paid**
Fixed compensation	N/A	N/A	€101,279	€101,279
Annual variable compensation	N/A	N/A	€45,743	-
Exceptional compensation	N/A	N/A	€400,000	-
Compensation allotted in respect of directorship (L. 22-10-14)	N/A	N/A	-	-
Benefits in kind	N/A	N/A	€6,851	€6,851
TOTAL	**N/A**	**N/A**	**€553,873**	**€108,130**

Xavier Pecquet was appointed Chief Executive Officer with effect from 8 October 2025. His annual fixed compensation (€436,501), annual variable compensation (€196,425, or €45,743 for the period from 8 October to 31 December 2025), and the objectives set for him in 2025 as a member of the Executive Committee remained unchanged. The Board of Directors decided to award him exceptional compensation of €400,000 in recognition of the effectiveness with which he led the interim Executive Management team, drawing on its cohesion with the Group's executive bodies and, more generally, its management.

STATEMENT OF COMPENSATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS (TABLE 3 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	2024		2025	
(amounts rounded to the nearest euro)	**Amount awarded**	**Amount paid**	**Amount awarded**	**Amount paid**
Astrid Anciaux				
Compensation allotted in respect of directorship	€25,953	€26,471	€24,027	€25,953
Other compensation	-	-	-	-
Hélène Badosa				
Compensation allotted in respect of directorship (reversion to a trade union)	€32,127	€36,652	€35,764	€32,127
Other compensation	-	-	-	-
William Beaumond (nominated by the European Works Council on 11/07/2024)				
Compensation allotted in respect of directorship	€10,814	-	€26,430	€10,814
Other compensation	-	-	-	-
Sonia Criseo				
Compensation allotted in respect of directorship	€23,790	€8,824	€31,805	€23,790
Other compensation	-	-	-	-
Pascal Daloz				
Compensation allotted in respect of directorship	€15,139	€8,824	€18,101	€15,139
Other compensation	-	-	-	-

(amounts rounded to the nearest euro)	2024 Amount awarded	2024 Amount paid	2025 Amount awarded	2025 Amount paid
Charlotte Dennery (appointed by the shareholders at the General Meeting of 21/05/2025)				
Compensation allotted in respect of directorship	-	-	€9,611	-
Other compensation	-	-	-	-
André Einaudi				
Compensation allotted in respect of directorship	€17,302	€26,471	€25,444	€17,302
Other compensation	-	-	-	-
Michael Gollner				
Compensation allotted in respect of directorship	€55,645	€64,778	€61,694	€55,645
Other compensation	-	-	-	-
Éric Hayat				
Compensation allotted in respect of directorship	€45,998	€41,649	€37,285	€45,998
Other compensation	-	-	-	-
Noëlle Lenoir				
Compensation allotted in respect of directorship	€33,335	€35,681	€33,158	€33,335
Other compensation	-	-	-	-
Éric Pasquier				
Compensation allotted in respect of directorship	€48,790	€50,925	€35,561	€48,790
Other compensation	-	-	-	-
Sylvie Rémond				
Compensation allotted in respect of directorship	€71,566	€64,163	€79,849	€71,566
Other compensation	-	-	-	-
Marie-Hélène Rigal-Drogerys				
Compensation allotted in respect of directorship	€89,178	€81,492	€95,934	€89,178
Other compensation	-	-	-	-
Jessica Scale				
Compensation allotted in respect of directorship	€45,998	€45,863	€37,285	€45,998
Other compensation	-	-	-	-
Sopra GMT				
Compensation allotted in respect of directorship	€55,544	€55,073	€54,024	€55,544
Other compensation	-	-	-	-
Yves de Talhouët				
Compensation allotted in respect of directorship	€29,582	€26,115	€28,352	€29,582
Other compensation	-	-	-	-
Rémy Weber				
Compensation allotted in respect of directorship	€25,953	€8,824	€31,636	€25,953
Other compensation	-	-	-	-
Other terms of office ended before 2025				
Compensation allotted in respect of directorship	€42,562	€82,516	-	€42,562
Other compensation	-	-	-	-
TOTAL	**€669,276**	**€664,321**	**€665,960**	**€669,276**

The difference between the total amount of compensation stated in Article L. 225-45 of the French Commercial Code to be allocated for 2024 and 2025 (€700,000) and the totals shown in the table above is due to the amount awarded to Pierre Pasquier in respect of his role as Director (€30,724 in 2024 and €34,040 in 2025). These amounts are shown in Table 2, "AFEP-MEDEF Code of Corporate Governance for Listed Companies, December 2022".

For financial year 2025, in accordance with the compensation policy approved at the General Meeting of 21 May 2025, the breakdown of compensation awarded to Directors for their service between the Board of Directors and its committees was as follows, unchanged from previous years:

- 60%: Board of Directors;
- 20%: Audit Committee;
- 10%: Compensation Committee;
- 10%: Nomination, Governance & Corporate Responsibility Committee.

It should also be noted that:

- as regards Sopra GMT, a legal entity serving as a Director, the implementation of the tripartite framework agreement for assistance entered into between Sopra GMT, Sopra Steria Group and 74Software in 2011 resulted in the invoicing to Sopra Steria Group by Sopra GMT of a net amount of €1,629,893 excluding VAT (see Section 1.1.5 of this chapter, page 61, and the Statutory Auditors' special report on related-party agreements provided at the end of Chapter 6, "2025 Parent company financial statements" of this Universal Registration Document, pages 371 to 372;

SHARE SUBSCRIPTION AND PURCHASE OPTIONS GRANTED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 4 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None.

SHARE SUBSCRIPTION AND PURCHASE OPTIONS EXERCISED BY EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 5 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None

PERFORMANCE SHARES AWARDED TO EACH EXECUTIVE COMPANY OFFICER DURING THE FINANCIAL YEAR (TABLE 6 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

Name of executive company officer	Number and date of plan	Number of Sopra Steria Group shares in awards granted during the year	Value of shares according to the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
Cyril Malargé	29/04/2025	3,000	€467,910	01/07/2028	01/07/2028	1) Growth in Sopra Steria Group's consolidated revenue in financial years 2025, 2026 and 2027 2) Consolidated operating profit on business activity as a percentage of Sopra Steria Group's revenue in financial years 2025, 2026, and 2027 3) Proportion of women in the Group's senior management positions (Level 5 & 6 positions) 4) Reduction in annual travel-related greenhouse gas emissions (business travel and commuting)
TOTAL	**-**	**3,000**	**€467,910**	**-**	**-**	**-**

The 3,000 rights to performance shares granted to Cyril Malargé in 2025 are null and void due to his resignation with effect from 8 October 2025. They represented 0.01% of the Company's share capital.

PERFORMANCE SHARES NO LONGER SUBJECT TO A HOLDING PERIOD DURING THE FINANCIAL YEAR FOR EACH EXECUTIVE COMPANY OFFICER (TABLE 7 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

	Number and date of plan	Number of shares no longer subject to a holding period during the financial year
Cyril Malargé	2022 plan – 01/06/2022	2,405 shares

RECORD OF SHARE SUBSCRIPTION OR PURCHASE OPTIONS GRANTED – INFORMATION ON SHARE SUBSCRIPTION OR PURCHASE OPTIONS (TABLE 8 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None.

OVERVIEW OF PERFORMANCE SHARE GRANTS – INFORMATION ON PERFORMANCE SHARES (TABLE 9 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

See Section 5.4, "Share-based payments" of Chapter 5, "2025 consolidated financial statements" and Section 4.2.2, "Free share plan" of Chapter 6, "2025 parent company financial statements" of this Universal Registration Document (pages 290 to 291 and 343 to 344, respectively).

Plan	Performance conditions	Continued employment conditions	Overall level of performance
2022 plan	2022-2024	2025	80.14%
2023 plan	2023-2025	2026	67.95%
2025 plan	2025-2027	2028	Not available

The targets and results in respect of the 2022, 2023 and 2025 plans are detailed below:

2022

Sopra Steria Group performance targets and criteria	Threshold	Target	Results	% Achieved	Weighting	% Achieved (Year)
Organic growth in revenue	4.0%	6.0%	7.6%	100%	10%	93.33%
Operating profit on business activity as % of revenue	8.5%	9.0%	8.9%	80%	10%	
Free cash flow	€230m	€270m	€287.2m	100%	10%	

2023

Sopra Steria Group performance targets and criteria	Threshold	Target	Results	% Achieved	Weighting	% Achieved (Year)
Organic growth in revenue	3.0%	7.0%	6.6%	90%	10%	87.14%
Operating profit on business activity as % of revenue	8.9%	9.6%	9.4%	71%	10%	
Free cash flow	€270m	€320m	€390.2m	100%	10%	

2024

Sopra Steria Group performance targets and criteria	Threshold	Target	Results	% Achieved	Weighting	% Achieved (Year)
Organic growth in revenue	2.4%	4.4%	-0.5%	0.0%	10%	53.33%
Operating profit on business activity as % of revenue	9.5%	10.0%	9.8%	60.0%	10%	
Free cash flow	€300m	€380m	€432.1m	100%	10%	

2025

Sopra Steria Group performance targets and criteria	Threshold	Target	Results	% Achieved	Weighting	% Achieved (Year)
Organic growth in revenue	-2.5%	1.2%	-2.2%	8.1%	10%	52.70%
Operating profit on business activity as % of revenue	9.0%	10.0%	9.5%	50.0%	10%	
Free cash flow	5.0%	6.0%	6.0%	100%	10%	
As % of consolidated revenue						

CSR conditions

	Threshold	Target	Results	Weighting	% Achieved
2022-2024 (Proportion of women in senior management positions at the Group)	18.0%	19.0%	21.4%	10%	100%
2023-2025 (Proportion of women in senior management positions at the Group)	19.5%	21.0%	22.4%	10%	100%
2025-2027 (annualised objectives)					
■ 2025 (Proportion of women in senior management positions at the Group)	21.4%	22.4%	22.4%	5% / 3 years	100%
■ 2025 (Reduction in annual travel-related greenhouse gas emissions (business travel and commuting) compared to 2024)	-2.0%	-2.5%	-4.3%	5% / 3 years	100%

STATEMENT SUMMARISING THE MULTI-YEAR VARIABLE COMPENSATION OF EACH EXECUTIVE COMPANY OFFICER (TABLE 10 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

None.

EMPLOYMENT CONTRACTS, SUPPLEMENTARY PENSION PLANS, ALLOWANCES OR BENEFITS DUE ON THE CESSATION OF DUTIES OR A CHANGE IN DUTIES, NON-COMPETE CLAUSES (TABLE 11 – AFEP-MEDEF CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES, DECEMBER 2022)

Executive company officers	Employment contract		Supplementary pension plan		Allowances or benefits due or likely to fall due as a result of the cessation of duties or a change in duties		Non-compete payment	
	Yes	No	Yes	No	Yes	No	Yes	No
Pierre Pasquier Chairman Term of office began: 2026 Term of office ends: 2028		✓		✓		✓		✓
Cyril Malargé Chief Executive Officer Term of office began: 2022 Term of office ends: 2025	✓			✓		✓		✓
Xavier Pecquet Chief Executive Officer Term of office began: 2025 Term of office ends: 2026	✓			✓		✓		✓
Rajesh Krishnamurthy Chief Executive Officer Term of office began: 2026		✓		✓	✓			✓

OTHER COMPANY OFFICERS

Other company officers	Employment contract (permanent)		Supplementary pension plan		Allowances or benefits due or likely to become due as a result of the cessation of duties or a change in duties		Non-compete payment		
	Yes	Company	Yes	No	Yes	No	Yes	No	Amount paid in 2025
Astrid Anciaux	✓	Sopra Steria Benelux		✓		✓		✓	€287,898
Hélène Badosa	✓	Sopra Steria Group		✓		✓		✓	€47,309
William Beaumond	✓	Sopra Steria Group		✓		✓		✓	€43,916
Éric Pasquier	✓	Sopra Steria Group		✓		✓		✓	€669,637

Board members may be linked to the Company or any of its subsidiaries by an employment contract if said contract was entered into before the Board member became a company officer. Such an employment contract is mandatory for Directors representing the employees and for Directors representing employee shareholders.

3.2. Pay ratios

3.2.1. CHAIRMAN OF THE BOARD OF DIRECTORS

In accordance with the recommendations of the AFEP-MEDEF Code, the annual compensation paid to the Chairman of the Board of Directors has consisted entirely of fixed compensation since 2017.

The chart below shows how the pay ratios provided for by French Order 2019-1234 of 27 November 2019 have varied over time. This ratio is calculated by dividing the Chairman of the Board of Directors' compensation by the average and median compensation of employees across the extended scope (covering an average of 89% of the workforce in France over the period). The annual fixed compensation of the Chairman of the Board of Directors was increased from €500,000 to €600,000, effective from 1 July 2025.

CHAIRMAN – PAY RATIO

Ratio based on average compensation = Chairman's compensation / Average compensation

Ratio based on median compensation = Chairman's compensation / Median compensation

3.2.2. CHIEF EXECUTIVE OFFICER

The position of Chief Executive Officer was held by Vincent Paris until 1 March 2022, then by Cyril Malargé until October 8, 2025, and by Xavier Pecquet for the remainder of financial year 2025.

The chart below shows how the pay ratios provided for by French Order 2019-1234 of 27 November 2019 have varied over time. It presents:

- the change in the Company's performance, based on the extent to which the financial and CSR (starting in 2024) quantifiable targets used to determine the Chief Executive Officer's variable compensation have been met;
- the change in the amount and composition of the Chief Executive Officer's total compensation;
- pay ratios calculated relative to the average and median compensation of employees across the extended scope (covering an average of 89% of the workforce in France over the period).

CHIEF EXECUTIVE OFFICER – PAY RATIO

The chart has been prepared using the ratio calculated across the extended scope.

Ratio based on average compensation = $\frac{\text{Chief Executive Officer's compensation}}{\text{Average compensation}}$

Ratio based on median compensation = $\frac{\text{Chief Executive Officer's compensation}}{\text{Median compensation}}$

COMPARATIVE CHANGE IN THE CHIEF EXECUTIVE OFFICER'S COMPENSATION AND THE COMPANY'S PERFORMANCE

In 2024, the Board of Directors voted to grant exceptional compensation of €100,000 to the Chief Executive Officer. This decision was made to reflect the success of the sale of most of the activities of Sopra Banking Software as part of Sopra Steria Group's strategic refocusing. In 2025, Cyril Malargé resigned with effect from 8 October. Xavier Pecquet, a member of the Executive Committee, was appointed as Chief Executive Officer, with effect from the same date. Xavier Pecquet's appointment was made pending the designation of a new Chief Executive Officer, and his fixed and variable compensation were not modified. The targets set for him at the beginning of the year remained unchanged. The Board of Directors voted to award him exceptional compensation of €400,000 for the effectiveness with which he led the interim Executive Management team.

3.2.3. PAY RATIO TABLE

	2021	2022	2023	2024	2025
Chairman's compensation	€532,892	€532,591	€547,649	€542,694	€592,020
Chief Executive Officer's compensation	€947,335	€1,009,075	€1,173,075	€930,706	€970,924

Extended scope	2021	2022	2023	2024	2025
Average annual compensation	**€50,287**	**€53,460**	**€55,513**	**€56,920**	**€57,845**
Pay ratio: Chairman's compensation / Average compensation	11	10	10	10	10
Pay ratio: Chief Executive Officer's compensation / Average compensation	19	19	21	16	17
Median annual compensation	**€43,285**	**€45,872**	**€47,528**	**€48,735**	**€49,833**
Pay ratio: Chairman's compensation / Median compensation	12	12	12	11	12
Pay ratio: Chief Executive Officer's compensation / Median compensation	22	22	25	19	19

Sopra Steria Group SA	2021	2022	2023	2024	2025
Average annual compensation	**€49,477**	**€52,448**	**€54,647**	**€57,227**	**€57,906**
Pay ratio: Chairman's compensation / Average compensation	11	10	10	9	10
Pay ratio: Chief Executive Officer's compensation / Average compensation	19	19	21	16	17
Median annual compensation	**€42,622**	**€45,025**	**€46,683**	**€48,434**	**€48,519**
Pay ratio: Chairman's compensation / Median compensation	13	12	12	11	12
Pay ratio: Chief Executive Officer's compensation / Median compensation	22	22	25	19	20

Company performance	2021	2022	2023	2024	2025
Level of achievement of quantifiable targets by the CEO	**109%**	**110%**	**103%**	**68%**	**55%**
Consolidated operating margin on business activity	8.1%	8.9%	9.4%	9.8%	9.5%
Organic growth in consolidated revenue	6.4%	7.6%	6.6%	-0.5%	-2.2%
Free cash flow	€266.4m	€287.2m	€390.2m	€432.1m	€340.9m

Comments on methodology:

Numerators of ratios

The Chairman's compensation corresponds to the amounts awarded as shown in the AFEP-MEDEF tables.

The Chief Executive Officer's compensation corresponds to the amounts awarded as shown in the AFEP-MEDEF tables. However, performance shares effectively delivered or deliverable subject to being with the Company at the end of the vesting period are redistributed over each of the financial years covered by the plan, depending on the extent to which the applicable performance conditions are met. The rights taken into account are those allocated to Vincent Paris until 2021 and to Cyril Malargé from 2022.

Denominators of ratios

Average and median annual compensation paid to employees has been calculated on the basis of an extended scope covering a population representing on average 89% of employees in France over the period. Temporary exclusions from the scope are due to technical difficulties in processing data over all of the past five financial years. Employees of the SBS subsidiary sold on 2 September 2024 have been excluded from the scope for the whole of 2024. For employees, compensation taken into account includes fixed and variable compensation and bonuses of any kind paid in the financial year as well as incentives and profit-sharing.

For methodological reasons, it does not include performance share plans or shares granted as matching employer contributions under employee share ownership plans.

Company performance

The extent to which the quantifiable targets used to determine the Chief Executive Officer's variable compensation have been met is used as a proxy for the Company's performance. These objectives and targets concern the Company's financial performance (operating profit on business activity and organic growth) and, starting in financial year 2024, its sustainability-related performance (proportion of women in senior management positions and climate goals). The performance level is calculated relative to the objective/target level bestowing the right to 100% of variable compensation for the objective/target achieved without taking account of the trigger thresholds used to calculate variable compensation (i.e. actual level/target level; if the level of achievement is below the trigger threshold, the performance value is set at 0). The weighting of each of these criteria within the overall performance level is the same as the weighting used for the variable compensation of the Chief Executive Officer. Other data representative of performance are reported data prepared in accordance with applicable standards at the time of publication.

4. Result of the shareholder consultation on the compensation of executive company officers (General Meeting of 21 May 2025)

RESULT OF THE SHAREHOLDER CONSULTATION ON THE COMPENSATION OF PIERRE PASQUIER, CHAIRMAN OF THE BOARD OF DIRECTORS

		For		Against		Abstain
Resolution	**Ordinary General Meeting**	**Votes**	**%**	**Votes**	**%**	**Votes**
7	Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2024 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors	21,653,053	98.51%	327,096	1.49%	2,292
9	Approval of the compensation policy for the Chairman of the Board of Directors	20,673,540	96.19%	818,956	3.81%	489,975

RESULT OF THE SHAREHOLDER CONSULTATION ON THE COMPENSATION OF CYRIL MALARGÉ, CHIEF EXECUTIVE OFFICER

		For		Against		Abstain
Resolution	**Ordinary General Meeting**	**Votes**	**%**	**Votes**	**%**	**Votes**
8	Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2024 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer	20,938,900	95.28%	1,038,263	4.72%	5,278
10	Approval of the compensation policy for the Chief Executive Officer	20,264,170	94.30%	1,225,443	5.70%	492,834

5. Departures from the recommendations of the AFEP-MEDEF Code

At its meeting of 25 February 2026, the Board of Directors, after hearing the report of the Nomination, Governance & Corporate Responsibility Committee, noted the departures from the recommendations of the AFEP-MEDEF Code presented in the table below.

AFEP-MEDEF Code recommendations	Sopra Steria Group practices and rationale
Operation of the Board of Directors	
Status and compensation of company officers	
Recommendation 24. *The Board of Directors shall set a minimum number of shares that executive company officers must hold in registered form until the end of their term of office.*	The Board of Directors has not, to date, specified the number of shares that must be held and registered in the name of the Chairman of the Board of Directors, who co-founded the Company. Shares held directly or indirectly through Sopra GMT by the Chairman in a personal capacity or by the Chairman's family group make up more than 10% of the Company's share capital.
Recommendation 23.1. *When an employee becomes an executive company officer, it is recommended to terminate his or her employment contract with the company or with a group company.* *The employment contract can be terminated either through contractual termination or resignation.*	In 2025, this exception applied to Cyril Malargé, who resigned as Chief Executive Officer effective 8 October 2025, and to Xavier Pecquet, a member of the Executive Committee, who was appointed Chief Executive Officer from 8 October 2025 until the assumption of duties of the current Chief Executive Officer. Both had been long-standing employees of Sopra Steria Group when they were appointed Chief Executive Officer. They therefore had an employment contract in abeyance for the entire duration of their company officer position. Rajesh Krishnamurthy, the current Chief Executive Officer hired from outside the Company, does not have an employment contract. Since 1 February 2026, this recommendation of the AFEP-MEDEF Code is no longer applicable, and the Company is now in compliance with the AFEP-MEDEF Code on this point as well.

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Preamble

A word from the Head of Sustainability & Corporate Social Responsibility

Axelle Lemaire

Head of Sustainability & Corporate Social Responsibility

"Tying Sopra Steria's corporate project to sustainability and resilience imperatives drives value creation."

Sustainability: Key to trusted digital services

Amid a geopolitical environment characterised by unprecedented instability, 2025 brought some sudden, major movements. The global landscape polarises, with the *truth* increasingly blinding into the *falsehood* in the flow of information, another planetary boundary being crossed, diversity, equity and inclusion policies being openly called into question. At the same time, the real promise and astonishing acceleration of artificial intelligence is becoming increasingly apparent. The upgrade in technological sophistication is so rapid that questions over its economic, financial, social and environmental impacts remain unresolved. These evolutions are redefining the conditions for value creation, the context in which economic actors operate, and raising questions about their ability to steer a responsible course. Such a context compels self-reflection.

Sopra Steria Group has lived up to its commitments as regards sustainability performance. The Company is focused on long-term development, takes into account positive and negative externalities arising from its activities and fully embraces its social responsibility. We are steadily realising our ambition of becoming a trusted, independent alternative in the digital technology sector. We therefore firmly believe that tying Sopra Steria's corporate project to sustainability and resilience imperatives drives value creation. This approach also reinforces the relevance of our differentiated positioning and our competitiveness in the European market.

The close ties between digital sovereignty and sustainability are becoming clearer: sustainability, energy efficiency, the circular economy, contributing to vitally important sectors, providing essential public services and maintaining a regional presence are all responses to the risk of dependencies and new vulnerabilities. In this way, the Group is endeavouring to integrate sustainability performance into the action areas set out in its strategy, one step at a time.

Sustainability in action

In 2025, Sopra Steria backed up its words with action, deepening its efforts to optimise sustainability performance despite a particularly challenging economic environment. The Group delivered the improvements set out the previous year - year 1 of the CSRD - balancing short-term operational challenges with longer-term social and environmental goals.

The results speak for themselves. The financial year 2025 brought significant progress. We are working to make the development of responsible digital technology a tangible element of Sopra Steria's positioning, reflected in employee training, commitments to our clients and the Group's ambitious drive for certification.

Partnerships on cybersecurity and digital sovereignty are multiplying. Our carbon reduction efforts have been translated into structured action plans across all entities. At the same time, we continue to improve our HR principles and processes to better support our employees which is essential to collective performance and commitment. The gender equality programme had been rolled out. Group is harnessing AI in all its facets: functional, operational and commercial. We are investing in upskilling our engineers and measuring the environmental impact of our language models, refusing to succumb to blind techno-optimism. Our new solidarity policy – whose mission is to "support disadvantaged young people and their families in navigating their day-to-day digital life" – has enabled many employees to get involved during their working time to support non-profits working for the public good.

Sustainability for the long haul

There is still progress to be made, notably to create more opportunities for women in the Company, particularly in executive positions. Respecting the transparency envisioned by European regulations, with the clarity that guides our decisions, we know we can count on our employees to be drivers of change and sustainable transformation. The Chief Sustainability Officers who are now in place across all our geographies and subsidiaries help us navigate the roadmap orchestrated by the Group.

This year, Sopra Steria is once again reaffirming its priorities, underpinned by a combination of digital technology, long-term development and sustainability performance. This second Sustainability Report highlights both our renewed commitments and how far we have come in achieving them. Rest assured: we still have a long way to go. The current environment only strengthens our determination to keep moving forward.

E1 E5

Climate change and circular economy

Sopra Steria recognises that the digital transformation and growing uptake of technologies can go ahead only if the impacts and challenges related to climate change and environmental protection are properly addressed

Our priorities: what and why

Climate change mitigation and adaptation

Pursue climate change mitigation and adaptation across all the Group's activities. Mitigate greenhouse gas emissions from these activities. Reduce the physical risks related to climate change, as well as the other risks identified (compliance defect given the increasing regulation, market and reputational risks arising from a loss of competitiveness).

#environmentalimpact #risk

Resource and waste management

Optimise resource use, manage the life cycle of resources and responsibly manage waste. Curb the risks of a digital resource shortage for the Group and reduce its contribution to the environmental and social impacts related to its purchases.

#environmentalimpact #risk #opportunity

Group policies and programmes

- Climate policy, including:
  - Transition plan
  - Adaptation plan
- Resource and waste management policy

Key action plans in 2025

- **Sustainable procurement: Conducting in-depth analysis of the carbon footprint of purchases**
- **Energy efficiency and renewable energy: Quarterly monitoring of energy consumption and action taken by entities**
- **Sustainable transport: Launch of the Group's Sustainable Transport Plan and addition of a specific criterion to the Group Performance Index and to managers' variable compensation**
- **ISO 14001: Continued certification of the Group's major sites, particularly in France**
- **Employee awareness: Roll-out of e-learning courses about sustainable transport and ISO 14001**
- **Climate change adaptation: Analysis and identification of major physical risks**
- **Responsible digital technology: Improving the lifespan of IT equipment**

Targets

-54%
Reduction in Scope 1 and 2 GHG emissions
in 2030 relative to 2019

-37.5%
Reduction in Scope 3 GHG emissions
in 2030 relative to 2019

70%
Employees working at ISO 14001 sites
by year-end 2026

30%
Reuse rate for laptop computers in France

100%
Recovery of WEEE and paper and cardboard waste by 2030

Metrics for 2025

-64.6%
Reduction in Scope 1 and 2 GHG emissions
relative to 2019
(CSRD requirement E1-6)

-33.2%
Reduction in Scope 3 GHG emissions
relative to 2019
(CSRD requirement E1-6)

69%
Proportion of employees working at ISO 14001 sites

41%
Reuse rate for laptop computers in France

99.8%
Recovery of WEEE and paper and cardboard waste
(as required by CSRD E5-5)

Disclaimer: This sheet is a tool that collates and summarises the information from Sopra Steria's 2025 Sustainability Report (Chapter 4 of the 2025 Universal Registration Document). For a comprehensive presentation of these matters, including the impacts, risks and opportunities, policies, objectives, action plans and metrics mentioned above, the 2025 Sustainability Report serves as the definitive source, with the information it contains having been subject to independent assurance in connection with the report's preparation and publication.

S1

Sopra Steria employees

Sopra Steria puts the well-being and working conditions of its employees as a whole at the centre of its business model, because they are a priority for the Group's sustainability performance.

Our priorities: what and why

Priority placed on training and skills

Support employee career development while enabling the Group to deploy its business strategy and more effectively attract and retain talent.

Ensure systematic and rapid upskilling, especially in AI.

#employeeimpact #risk #opportunity

Employee protection and trust

Ensure a healthy work-life balance for all. Provide employees with opportunities for development.

Prevent all forms of discrimination and harassment.

Support a safe and respectful working environment and management styles.

#employeeimpact #risk #opportunity

Equal opportunities and diversity

Ensure equitable access to career development opportunities for all, particularly promotions.

Underpin the efficiency of the Group's teams and comply with regulations, amid a gender gap that is particularly acute in the digital sector.

#employeeimpact #risk #opportunity

Social dialogue

Organise and promote constructive, high-quality dialogue with employee representatives, allowing them to express their expectations and air any grievances.

Limit risks of tense labour relations and breakdown in trust.

#employeeimpact #risk #opportunity

Group policies and programmes

- Policy related to human resources (training, employee protection and trust, equal opportunities)
- Recruitment policy
- Gender equality programme

Key action plans in 2025

- **Artificial intelligence: new training programmes by business and service line**
- **Roll-out of the GoFluent language learning platform**
- **Gender pay gap: development of a method for tracking any pay gaps (see p. 81)**
- **Listening process and employee satisfaction: coordinated launch of the Great Place To Work® survey across the Group, addition of CSR criteria to the survey, identification of strengths and areas for improvement**
- **International professional mobility: preparation and deployment of a specialised programme**
- **Collective bargaining agreements: formal agreements reflecting the business strategy**

Targets

35 h
Average training time per employee per year
2026-2028

22%
Proportion of women in the 3% most senior positions
2024-2025

Maintain
effective social dialogue
2026-2028

Rank
in the European and global
Great Place To Work®
2026 rankings

Metrics for 2025

25.1 h
Average training time per employee
(CSRD requirement S1-13)

22.4%
Proportion of women in the 3% most senior positions
(CSRD requirement S1-9)

75.2%
Percentage of employees covered by collective bargaining agreements
(pursuant to the CSRD criteria, requirement S1-8)

71%
Overall satisfaction rate for Great Place To Work®

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S3

Communities

Sopra Steria embraces its role as a responsible, committed corporate citizen, implementing solidarity initiatives for local communities and maintaining a sustained regional presence, thereby advancing a fairer and more inclusive digital society.

Our priorities: What and why

Solidarity and volunteering

Support disadvantaged young people and their relatives in their digital lives: Help local communities through solidarity initiatives, notably in the areas of digital education and digital inclusion.

#impact

Regional presence

Contribute to the development and resilience of the local regions in which the Group operates. Support socioeconomic development and regional momentum.

#impact

Group policy and programme

- Solidarity and volunteering policy
- Programme in support of regional presence

Key action plans in 2025

- Financial Philanthropy: Launch of the first international Sustain.forGood call for projects
- Employee Corporate Volunteering: Organisation of the annual International Volunteer Days campaign
- Advocacy: Preparation of a study on supporting young people from the child welfare system in the digital age
- Support for local educational structures, protection of young people and integration via partnerships
- Development of regional centres of expertise
- Development of digital solutions for local authorities and participation in research and development

Targets

10%

Proportion of employee volunteers
between 2026 and 2028

Digital inclusion

Facilitating access to equipment, connectivity and basic skills for young people and their relatives

Digital education

Contributing to awareness and championing a culture of responsible digital technology

Metrics for 2025

75,535

People supported through solidarity initiatives

1,508+

Number of employee volunteers, 67% of whom participated during working time

295

Non-profit organisations supported

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S4

Consumers and end-users

Sopra Steria partners with major public- and private-sector clients to advance their digital transformation agenda, ensuring continuity of essential public services.

Our priorities: what and why

Contribution to essential public services

Contributing to the continuity, transformation and quality of essential public services. Mitigating risks arising from the actual or perceived failure of digital services in connection with a vital, urgent or sensitive service for the client or end-users.

#societalimpact #risk #opportunity

Group programme

Programme delivering essential public services by vertical market

Key action plans in 2025

- **Support for sensitive and/or essential activities for users by maintaining innovative expertise, methods and solutions in strategic sectors, such as:**
  - Health, Tax, Public Sector
  - Defence, Security, Space
  - Transport
  - Energy and telecommunications
- **Development of solutions for major public clients, such as:**
  - Ministry of Health, Home Office, Ministry of Justice (United Kingdom)
  - Ministry of Education, Ministry of the Armed Forces (France)
  - Public transport operator LETEC (Wallonia, Belgium)
  - Municipal electricity company (Gothenburg, Sweden)

Targets

Sopra Steria continues to roll out specific programmes in each of the verticals and countries covered, aimed in particular for operators of vital importance, with the goal of safeguarding continuity of those digital services regarded as essential for the public and user satisfaction. There are no quantitative targets for this priority.

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G1

Business conduct and compliance

Sopra Steria commits to robust governance and exemplary stewardship in the conduct of its business: complying with all applicable regulations, upholding rigorous ethical standards and fostering responsible relationships across its entire value chain.

Our priorities: what and why

Business conduct and compliance

Keep a tight grip on business ethics and compliance Group-wide. Prevent breakdowns in communicating the Group's culture and ethical practices. Prevent reputational and/or financial loss arising from failure to comply with anti-corruption laws.

#risk #opportunity

Vigilance plan and due diligence

Identifying and preventing the risks to human rights and fundamental freedoms, health and safety and the environment. Be recognised for compliance and ethics programmes that support economic development for the Group and its clients

#risk #opportunity

Group policies and programmes

- Corporate culture, Code of Ethics
- Prevention of corruption and influence peddling
- Protection of personal data
- Tax transparency
- Other regulations

Components

- Mapping of specific risks
- Assessment of suppliers and subcontractors
- Procedures covering inherently risky operations
- Awareness and training
- Vigilance plan
- Whistleblowing procedure

Targets for 2025

≥90%
Proportion of employees trained in compliance issues

≥80%
Target expenditure covered by a positive EcoVadis assessment (>45/100)

≥80
EcoVadis Ethics score

Continuous improvements to compliance programmes

Metrics for 2025

90%
Mandatory e-learning course completion rate

73%
Percentage of 2025 target expenditure covered by a positive EcoVadis assessment (>45/100)

88/100
Sopra Steria's EcoVadis Ethics Score

0
Confirmed corruption incidents
(CSRD requirement G1-4)

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Matters specific to Sopra Steria

Sopra Steria champions trusted technologies and digital services helping to build a resilient economy and sustainable future.

Cybersecurity and digital sovereignty

Maintain a secure environment in which information can be used and stored in complete security. Maintain the confidentiality, integrity, availability and traceability of data. Prevent the risks of sensitive data being disclosed through cyberattacks as a result of a direct or indirect failure of the Group. #impact #risk #opportunity

Developing responsible digital technology

Help to forge digital technology that grasps and moderates its environmental and social impacts, especially as regards AI. This entails embracing digital accessibility standards, as well as client needs regarding the sustainability transition of their own model. #impact #risk #opportunity

Group policies and programmes

- Information security
- Protection of personal data
- Responsible digital technology

Components

- Group Cybersecurity Business Line, an entity specialised in cybersecurity
- Data4NuclearX, a data interchange platform for nuclear industry partners
- SENSEE, an end-to-end cyberattack detection and response system
- Acceleration in familiarisation with responsible digital technology and training courses on sustainable design
- Application for "Numérique Responsable" (responsible digital technology) Level 2 certification in progress
- Contribution to the ecosystem through the open-source development of IT and AI impact evaluation tools

Targets

External assessment of information security and protection...

Maintain a Security Score Card score above the information services sector average and a CyberVadis score of at least 795 in 2025

...and application for Numérique Responsable

Metrics for 2025

+7 points

Number of points (out of 100) above the IT services sector average

985

CyberVadis score in 2024

10,296

Number of employees made aware of issue or trained in sustainable design

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1. General information

1.1. Strategy

Sopra Steria's sustainability approach is underpinned by the Company's mission: "Together, building a positive future by putting digital to work for people".

As Europe's leading digital services provider, the Group believes it has a responsibility to help build a secure future, where digital transformation is achieved sustainably. To this end, it seeks to lay the groundwork for a more energy-efficient, trust-based and committed digital world:

- More energy-efficient, to control the growing impacts of digital technology;
- Trust-based, to innovate for the benefit of all;
- Committed, to serve society and promote digital inclusion.

This drive for continuous improvement is punctuated by specific initiatives and driven by employees' expertise and commitment. The sustainability initiatives described in this chapter help ensure that the Group is attractive and resilient, both now and over the long term. Sopra Steria thus stands out for its ability to combine digital excellence, a deep understanding of sector-specific client priorities, and sustainability performance.

1.1.1. STRATEGY, BUSINESS MODEL AND VALUE CHAIN **[SBM-1]**

Strategy

As the Group has grown and technology has become increasingly important, Sopra Steria has become convinced that its sustainability performance forms a central marker of its positioning and its value proposition.

Sopra Steria has positioned itself on the market as a trusted independent operator. In the face of global tech giants, the Group is harnessing sustainable technological transformation to address its clients' industrial, societal and environmental challenges.

Sopra Steria's Board of Directors has progressively approved sustainability-related strategic priorities in order to solidify this positioning. These strategic priorities are presented in Section 5.3 of Chapter 1, "Business and strategy overview", of this document.

The Group is committed at the highest level to its goal of making all reasonable and necessary efforts to better integrate sustainability into its strategy. To this end, in 2024, the Group launched a two-step approach to:

10. Integrate sustainability performance into strategic action areas. These action areas are presented in Section 5.3 of Chapter 1, "Business and strategy overview", of this document;
11. Monitor the relationship between strategy and sustainability performance to support and accelerate projects deemed high priority for sustainability performance and/or financial performance. This approach is detailed in Section 1.1.3.2 of this chapter.

Business activities

Sopra Steria is recognised for its leadership in its activities and range of solutions as a digital services company. Details of the Group's business and solutions are presented in Section 4.1 of Chapter 1, "Business and strategy overview", of this document.

Client markets and geographies

Sopra Steria's core value proposition is fundamentally linked to its knowledge of the main markets and on its ability to apply and adapt its expertise to the geographical and cultural environments of its key accounts in Europe.

This regional and sectoral presence is clearly reflected in Sopra Steria's organisational structure. The Company has introduced verticals, which are responsible for developing expertise and adapting activities for its clients' sectors. These verticals are adapted to local organisations and realities at each of the Group's 164 sites across nearly 3 countries.

Sopra Steria's business sectors and verticals are presented in more detail in Section 4.2 of Chapter 1, "Business and strategy overview", of this document..

Operating model

Sopra Steria Group has undergone a transformation process supported by a unified and transformative new operating model. The target operating model is based on seven pillars, guided by strategy, corporate culture and the drive to continuously improve performance:

- Guiding principles;
- Organisational principles;
- Managerial leadership;
- Macro-process with roles and responsibilities;
- Key metrics;
- Management of solutions and partnerships;
- Information system.

Value chain

Sopra Steria's value chain is an operational expression of the Company's strategy, positioning and business model. Sopra Steria's digital services value chain is based on the following key components:

- Upstream: a relatively limited volume of physical goods, mainly IT hardware and sourced services, with manufacturing and maintenance in turn relying on primary resources;
- Own operations: the development of trust-based relationships with stakeholders, starting with employees, and adequate alignment of employees' skills and expertise with the Group's strategy;
- Downstream: the development of trust-based relationships with clients.

KEY COMPONENTS OF THE VALUE CHAIN

To consistently generate value for its stakeholders, Sopra Steria has organised itself to support the resilience of its value chain and business model.

For example, securing essential purchases is managed by the Purchasing Department. The Human Resources Department ensures that trusting relationships are maintained with employees. And every employee helps to safeguard the quality of relationships with clients as part of the operating and business model defined by the Industrial Department and the Key Accounts Department.

Ultimately, Sopra Steria's activities directly add value:

- for its employees, by contributing to their employability and career development;
- for clients, by making their business models more efficient and resilient;
- for investors and financial partners through the revenue generated.

Revenue

Sopra Steria's revenue is presented in Chapter 5 of this document. This revenue is generated directly by the consulting and digital services business conducted in each of the markets it targets. Sopra Steria does not generate any revenue directly from fossil fuels, chemicals production, controversial weapons or tobacco-growing and production.

A breakdown of Sopra Steria's revenue by geography, by business and by vertical (client market) is also presented in Sections 3.1, 4.1 and 4.2 of Chapter 1, "Business and strategy overview", of this document.

1.1.2. OVERVIEW OF HOW MAIN STAKEHOLDERS' INTERESTS ARE TAKEN INTO ACCOUNT WITHIN STRATEGY **[SBM-2]**

Sopra Steria's close relationships with its stakeholders are a key component of its positioning as a trusted European digital services company. Sopra Steria regularly engages with its value chain stakeholders, or with their representatives, in order to properly take their perspectives into account and guide strategic decisions.

OVERVIEW OF HOW MAIN STAKEHOLDERS' INTERESTS ARE TAKEN INTO ACCOUNT

Value chain	**Upstream**	**Sopra Steria operations**			**Downstream**
Main stakeholders	**Suppliers and subcontractors**	**Sopra Steria employees**	**Financial partners**	**Local communities**	**Clients and end-users**
Stakeholders	Service providers, subcontractors, suppliers of goods, digital services and supplies	Employees and employee representatives	Shareholders, investors, banks, financial analysts	Regions where the Group operates, participants of partner non-profits and philanthropy programmes	Public- or private-sector clients, clients of clients (businesses or consumers)
Types of dialogue	Discussions and negotiations during invitations for tender and contract follow-up; Operational monitoring meetings and order monitoring; Discussions of non-financial performance expectations and assessments (via EcoVadis).	Bodies with employee representatives (for information, consultation or participation); Surveys initiated by employee representatives; Great Place To Work® employee satisfaction surveys initiated by the Group; Listening process Internal communications and direct feedback from employees.	Annual General Meeting of Shareholders; Meeting with institutional shareholders; Organisation of conferences and roadshows.	Participation in local events; Meetings with local elected officials and public authorities; Interactions with supported non-profits; Membership in and meetings with specialised federations.	Sales pitches and CSR questionnaire responses; Negotiations during invitations to tender and contract drafting; Consultation and project tracking committees; Annual Customer Voice survey: Interviews with over 650 clients.[1]
Stakeholder consulted regarding the double materiality assessment	Yes	Yes	Yes	Yes – through in-house Solidarity Officers.	Yes – through business clients.
Principal expectations	Uphold and adhere to contractual commitments; Maintain good business relationships; Develop partnerships; Boost and spotlight CSR performance efforts.	Make employee well-being and favourable working conditions a core component of the Group's strategy. Promote fair treatment, equal opportunities and diversity and combat discrimination in all its forms. Guarantee a healthy work-life balance. Attract and retain talent.	Forge relationships with shareholders and investors based on trust, be a reliable source of relevant information that facilitates decision-making.	Support regional development and protect at-risk individuals; Contribute to digital education and help reduce the digital divide.	Continue providing quality services and solutions tailored to client and industry demands while accounting for end-user satisfaction.
Examples of information presented to Executive	Quarterly meetings with Executive Management (strategic calls for	Presentation of the Group's Great Place To Work® survey findings.	Full-year and half-year results and Q1 and Q3 revenue presented on	Presentation of results of the 2024 solidarity policy and the 2025	Customer satisfaction monitoring;

(1) For more details, see Section 4.3 of Chapter 1 of this document.

Value chain	Upstream	Sopra Steria operations			Downstream
Main stakeholders	**Suppliers and subcontractors**	**Sopra Steria employees**	**Financial partners**	**Local communities**	**Clients and end-users**
Management or the Executive Committee	tenders, purchasing monitoring).	Monitoring of metrics on bringing more women into top management roles and the total workforce.	bilingual (French and English) conference calls.	roadmap. Approval of the corporate volunteering programme	Process for escalating project alerts via the Industrial Department.
Examples of responses by Sopra Steria to the expectations identified	Launch of a support channel dedicated to sustainable procurement and support for suppliers to develop CSR initiatives.	Signature of a new collective bargaining agreement on gender equality in France (scope: "Unité Économique et Sociale" 84% of the scope excluding acquisitions) and launch of a dedicated programme at Group level. New agreement on jobs and career management agreement signed in France (scope: UES 84% of the scope excluding acquisitions).	Presentation of objectives and financial targets at Capital Markets Day in December 2024. Full-year guidance released to the market.	Strengthening the Group's organisational approach to the "Regional presence" sustainability matter. Implementation of an international call for projects to support local non-profit initiatives put forward by countries.	Launch of a Client Advisory Board. Launch of a group to share information and facilitate dialogue on sustainable procurement with our clients' purchasing departments.

Employee consultation on the Sustainability Report

Pursuant to the CSRD and Articles L. 2312-17 and L. 2312-25 of the French Labour Code, consultation with the Works Council on the 2024 Sustainability Report was conducted in April 2025, as part of the statutory annual consultation on the Group's business performance and financial position. For the 2025 Sustainability Report, this consultation will be carried out in the same way in April 2026.

Independent expert group (IEG)

In addition to these specific mechanisms for dialogue, Sopra Steria has created a Group-wide Advisory Board, the Independent Expert Group (IEG). Its purpose is to provide the Sustainability & Corporate Social Responsibility Department with external insight into the Group's sustainability performance. In 2025, the IEG met once to discuss the following topics:

- quality of, and areas for improvement in, the Group's reports and major publications between 2024 and 2025;[1]
- trends and recommendations to better manage sustainability performance in 2026 as regards the environment, diversity and equal opportunities, and solidarity, as well as to continue integrating sustainability performance into operations and business line activities.

In 2025, the SCSR Department took the IEG's insights into account both during the 2026 priority planning exercise and to improve the clarity of this year's Sustainability Report. At 31 December 2025, the IEG consisted of the following three members:

Jan Corfee-Morlot

Nationality: American

Biography: Dr Jan Corfee-Morlot is an expert in environmental and climate issues. She previously headed up the OECD's environment and climate development programme and served as lead author for the Intergovernmental Panel on Climate Change (IPCC) and editor of the journal Climate Policy. She is an expert consultant on environmental policy and strategy.

Frédéric Tiberghien

Nationality: French

Frédéric Tiberghien is an honorary member of France's Council of State, where he has served on the social and public works sections; he was deputy chair of the latter, which has particular responsibility for environmental matters. In addition to chairing the ORSE (Observatoire de la Responsabilité Sociétale des Entreprises – Observatory for Corporate Social Responsibility), which he founded in 2000, he has run a number of companies. He is a member of the Conseil Supérieur de l'Économie Sociale et Solidaire (High Council for the Social Economy – CSESS), Banque de France's Observatoire sur le Financement des Entreprises (Corporate Finance Observatory) and the Consultative Commission on Retail Investors of the Autorité des Marchés Financiers (AMF).

Marie-Ange Verdickt

Nationality: French

Biography: Marie-Ange Verdickt, who previously served as Head of Research and Socially Responsible Investment at La Financière de l'Échiquier, serves as a director for listed companies and also works with nonprofits that champion social development.

(1) 2024 Sustainability Report (Chapter 4 of the URD); 2025 Progress Report; 2025 study "AI & Environment: Clearing the Information Fog".

1.1.3. LINKS BETWEEN SUSTAINABILITY PERFORMANCE, STRATEGY AND BUSINESS MODEL **[SBM-3]**

1.1.3.1. How Sopra Steria defines sustainability performance

The double materiality assessment carried out for the first time in 2024 served to establish a shared vision and definition of sustainability performance for Sopra Steria. This approach paved the way for corporate social and environmental responsibility to be fully integrated into the company's strategy and operations. Sopra Steria is progressively tightening and formalising the links between its sustainability performance, its financial performance and its established leadership in a world undergoing rapid and far-reaching transformation. The matrix is gradually becoming a key decision tool helping Executive Management steer the Group's strategic direction.

DOUBLE MATERIALITY MATRIX

How to read the double materiality matrix

The double materiality matrix determines Sopra Steria's priorities from:

- a financial point of view (x-axis): effects of sustainability matters on the company's business;
- an impact point of view (y-axis): effects of the company's business on people or the environment.

The double materiality assessment is based on "gross" impacts. This means it does not account for prevention and mitigation actions taken by the Company to address the matters identified. It is therefore left to the reader to evaluate the quality of the sustainability approach, as set out in this chapter.

Impacts, risks and opportunities (IROs) related to material sustainability matters, as well as their interaction with the Group's strategy, business model and value chain, are described in the introduction of each section of this Sustainability Report ("Presentation of the context, material impacts, risks and opportunities").

The results presented apply across all Group operations and regions, as the characteristics of its activities are relatively uniform. However, certain regions and types of business may be relatively more exposed: for example, certain sites in the south of France, in Spain and in India require special attention with regard to climate change adaptation. In addition, certain sectors served by the Group, such as defence and security, are particularly sensitive to cybersecurity and digital sovereignty issues.

To date, the method applied to assess the Company's material sustainability matters has not brought to light any current financial effects. As appropriate to changes in EU legislation and efforts by the financial centre in the field of sustainability accounting, a more in-depth assessment of financial materiality may be undertaken in the future.

1.1.3.2. Integrating sustainability performance into strategy and operations

Sopra Steria has implemented a continuous improvement approach to help integrate sustainability performance into its strategy and operations. There are two elements to this approach:

a. **Monitoring the relationship between strategy and sustainability performance.** The goal here is to check that the Group's strategic projects are aligned with its sustainability approach.
b. **Support and accelerate the priority projects** with the greatest impact on the company's financial and sustainability performance, within the framework of its strategy.

This approach reflects Sopra Steria's determination to manage its financial and sustainability performance in a mirrored, more coordinated manner. The business is convinced that this is a vital stage in affirming its positioning as a trusted alternative. This long-term positioning is aimed at increasing its ability to resist major changes, both now and in the future. The progress associated with this approach, which was initiated in 2024, are set out in the specific sections on each material sustainability matter.

a. Monitoring the relationship between strategy and sustainability performance

LINKS BETWEEN STRATEGIC ACTION AREAS AND MATERIAL MATTERS

Main strategic action area[1]	Material sustainability matter	Links identified
Development of consulting activities	Developing responsible digital technology	Supporting clients in meeting their sustainability obligations as well as in managing their own impacts, risks and opportunities, particularly through responsible digital technology.
Acceleration in digital technology: Being at the cutting edge of the market in all of the Group's services and business models	Developing responsible digital technology	Leveraging the potential of technology in services and solutions while taking into consideration clients' impacts, risks and opportunities.
	Cybersecurity and digital sovereignty	
	Business conduct and compliance	
Acceleration in digital technology: Strengthening the Group's technology assets	Reducing and mitigating the carbon footprint	Raising awareness of digital technology's impact on the Group's environmental trajectory as well as issues of sovereignty and cybersecurity for the Company and its stakeholders.
	Cybersecurity and digital sovereignty	
Acceleration in digital technology: Transforming the Group's operating models	Regional presence	Updating the operating model to integrate the associated impacts on employees and their representatives, the environment and geographical regions.
	Social dialogue	
	Employee protection and trust	
	Developing responsible digital technology	Standardising integration of sustainable design and digital accessibility into the Group's activities.

(1) The "action areas" are set out in Section 5.2 of Chapter 1 of this document.

Main strategic action area[1]	Material sustainability matter	Links identified
Acceleration in digital technology: Educating all of the Group's employees in digital culture, practices and skills	Priority placed on training and skills development Developing responsible digital technology Equal opportunities and diversity	Expediting the roll-out of training to ensure workers' employability, equal opportunities, and skills development in responsible digital technology and AI to meet client needs.
Acceleration in digital technology: Keeping an eye on the market in order to clarify the Group's digital strategy and target the best technology partners	Developing responsible digital technology Reducing and mitigating the carbon footprint Climate change adaptation	Increasing monitoring for market changes in technology and scientific advancements, standards and solutions related to sustainability matters, and developing collaborative partnerships with other digital services players.
Vertical approach	Developing responsible digital technology Cybersecurity and digital sovereignty Contribution to essential public services	Roll-out of the "Responsible digital technology" programme and cybersecurity and digital sovereignty objectives, so as to tailor services and solutions to each sector's context.
Development of solutions	Developing responsible digital technology	Applying internal responsible digital technology implementation methods when developing solutions.
Acquisition policy	Business conduct and compliance Developing responsible digital technology	Considering impacts, risks and opportunities relative to business conduct and compliance and responsible digital technology requirements during acquisitions.

b. Supporting and accelerating priority projects

In 2025, Sopra Steria carried out a first assessment and prioritisation exercise, which will need to be adjusted on the basis of experience acquired. In particular, this prioritisation exercise takes into account Sopra Steria's current and target performance, the effectiveness of policies and action plans, and changes in the internal and external environment.

PLANNED PROJECTS

Material sustainability matter	Planned projects
Priority placed on training and skills development	Support the effectiveness of action plans by: (1) setting up an inter-entity steering committee specifically to monitor training plans covering areas of strategic importance to the Group, and (2) rolling out best-in-class local training at the international level.
Developing responsible digital technology	Support integration of the "Responsible digital technology" roadmap into priority operations and verticals.

(1) The "action areas" are set out in Section 5.2 of Chapter 1 of this document.

1.1.3.3. Overview of Sopra Steria's sustainability performance approach

Over the years, Sopra Steria has developed a robust Group-wide approach, which has resulted in the company being recognised for the transparency and performance of its sustainability commitments. The aim of Sopra Steria's approach is to achieve continuous improvement through: the use of more effective management systems; the development of in-house skills; the integration of innovative solutions and the emergence of new standards, practices and methods.

MARKET RECOGNITION

Non-financial rating agencies	Agency rating scale	Track record	2023	2024	2025
MSCI ESG	AAA to CCC	AA since 2019	7.9/10	7.5/10	**7.5/10**
			AA Leader	AA Leader	**AA Leader**
Bloomberg ESG	Percentile	Leading since 2022	57.2/100	57.9/100	92.1/100
			Leading	Leading	**Leading**
Sustainalytics ESG Risk ratings	"Negligible risk" = 0 to "Severe risk" = 40+	Low risk since 2020	14.8/100	13.3/100	18/100
			Low risk	Low risk	Low risk
ISS ESG	A+ to D-	Prime since 2024	C+ Medium	B- Prime	**B Prime**
ISS QualityScore Governance	1 (best) to 10 (worst)		6	3	**3**
S&P Global	Percentile out of 280 companies in sector	In the top 6 in 2025	88/100	94/100	**89/100**
EthiFinance ESG	Out of 100	Part of the Gaïa Index for over 10 years	78/100	81/100	**85/100**
CDP and EcoVadis					
■ **CDP – Climate Change**	A to D-	On the A List for the 9th year running	A List	A List	**A List**
■ **CDP – Supplier Engagement Rati ng**	A to D-	On the CDP Supplier Engagement Leaderboard (A) for the 4th year running	Supplier Engagement Leaderboard (A)	Supplier Engagement Leaderboard (A)	**Supplier Engagement Leaderboard (A)**
■ **EcoVadis**	Out of 100	Ranked in the top 1% of companies assessed for the 7th year running	86/100	92/100	**94/100**
			Platinum	Platinum	**Platinum**

1.2. Sustainability governance

1.2.1. SUSTAINABILITY PERFORMANCE MANAGEMENT ORGANISATION **[GOV-1]**

Sopra Steria has made progressive commitments to developing a business model that takes into account sustainability matters. Initially focused on employee well-being, close management involvement and skills development, this model has been expanded to fully take into account environmental and societal issues. Along these lines, the Group endeavours to firmly embed and reinforce sustainability in its operating entities and functional departments.

In parallel with these developments, the role of the bodies responsible for administering, managing and supervising sustainability matters has been reinforced. To support change based on operational reality, Sopra Steria created a governance structure for sustainability in order to:

- Integrate sustainability performance into its strategy and define the associated strategic priorities;
- Develop and steer policies, action plans and resources required to implement the sustainability approach;
- Ensure compliance and efficiency in the systems used to assess and manage material sustainability matters;
- Support implementation of the sustainability approach within the Group's entities.

Roles and responsibilities as regards sustainability are formalised in the Group's organisational and governance memorandum issued by Executive Management, the Group's compliance rules updated in 2025 and the operating charters of the Board's specialised committees.

GOVERNANCE AND ORGANISATION OF SUSTAINABILITY PERFORMANCE

Engaging with stakeholders

Employees and their representatives, clients, suppliers, financial partners, investors, technology partners, independent expert group, governments, professional federations and civil society

1.2.1.1. Roles and responsibilities

a. Board of Directors and its standing committees

The Board of Directors

The Board of Directors collectively oversees the smooth running of the Company and determines its strategic direction taking into account the social and environmental priorities of its business; based on proposals from Executive Management, the Board of Directors determines multi-year strategic priorities in terms of social and environmental responsibility and gender equality objectives for senior management positions.

Given the diverse and technical nature of corporate responsibility and sustainability issues, the Board of Directors relies on preparatory work undertaken by its three standing committees.

The Nomination, Governance & Corporate Responsibility Committee

When Sopra Group published its first Sustainability & CSR Report in April 2012, the Chairman of the Board of Directors reiterated that the Company was committed to treating all stakeholders – employees, clients, shareholders and investors, partners, suppliers and civil society actors – transparently, equitably and fairly. Responsibility for monitoring the Company's objectives and policy and making recommendations to the Board of Directors in this area falls to the Nomination, Governance & Corporate Responsibility Committee.

Under the terms of its operating charter, the Committee is notably responsible for:

- Issuing an opinion on the identification, selection and prioritisation of impacts, risks and opportunities identified by the double materiality assessment as being significant for the Group;
- Reviewing Executive Management's proposals so that the Board of Directors can determine multi-year strategic priorities in terms of social and environmental responsibility;
- Ensuring that sustainability matters and the interests of the various stakeholders are taken into account in the Company's strategy and business model;
- Assessing the appropriateness of programmes and action plans implemented by the Company in relation to:
  - social responsibility;
  - environmental responsibility;
  - business ethics;
  - community engagement;
- Ensuring that the Company has implemented a policy promoting diversity, equal opportunity and non-discrimination and, in particular by:
  - preparing for the Board of Directors' annual review of the Company's policy on gender equality and equal pay for women and men;
  - monitoring gender equality objectives for senior management positions and action plans in support of gender equality, and making recommendations to the Board in the event that objectives are not met.

The Audit Committee

As part of its overall remit covering internal control and risk management, the Audit Committee is responsible for periodically reviewing risk mappings, the double materiality matrix and risks identified under the vigilance plan and for checking the consistency of the findings of these various risk approaches. As regards monitoring the preparation of sustainability information more specifically, the Committee is responsible for:

- Monitoring the process of preparing the sustainability information;
- Supervising the smooth running of the internal control and risk management system relating to the preparation and processing of sustainability information;
- Familiarising itself with exposure to risks related to social and environmental responsibility as part of its review of the financial statements and periodically examining the double materiality matrix;
- Monitoring the method used to determine information to be disclosed in accordance with standards;
- Making recommendations to ensure the integrity of these processes.

Lastly, the Audit Committee has the same responsibilities in relation to the sustainability auditors as it has in relation to the statutory auditors. Accordingly, it monitors their activities, oversees the resources allocated to them and ensures that they are independent. Together with the Company's management, it examines the conclusions drawn by the auditors in respect of the sustainability information.

Conversely, reviewing action plans and policies arising from the double materiality matrix falls outside the Committee's remit and is the responsibility of either the Nomination, Governance & Corporate Responsibility Committee or the Board of Directors itself.

Compensation Committee

The Committee ensures that social and environmental priorities related to the Company's business are adequately covered in the compensation systems applicable to the Group's executive company officers and management;

The Compensation Committee is responsible for making recommendations to the Board of Directors on compensation for the company officers. Each year, it reviews proposed CSR objectives presented by the Company as part of the process of setting objectives associated with the Chief Executive Officer's annual variablecompensation or long-term incentive (LTI) plans.

Coordination among committees

The Board's committees have no decision-making authority of their own. They are responsible for preparing some of the Board's discussions. Summaries of their work are presented and discussed at Board meetings. Some Board members sit on more than one Board committee. The Compensation Committee currently has one member in common with the Nomination, Governance & Corporate Responsibility Committee and the Audit Committee. However, members who sit on more than one Board committee have no representative mandate and speak purely on their own behalf. The Company is responsible for providing each of the Board committees with comprehensive and consistent information so it can successfully complete its work. The Board committees report their work, conclusions and recommendations to the Board of Directors in the form of oral presentations by their chairmen, recorded in the minutes of the Board meeting in question. The work of the various Board committees is coordinated to cover sustainability matters related to the Company's business and its material impacts, risks and opportunities.

b. Chief Executive Officer and Executive Committee

The Chief Executive Officer defines and proposes the sustainability approach and oversees its implementation. He chairs the Group's Executive Committee, which set out operational guidelines in these areas.

c. CSRD & Sustainability Performance Strategy Committee

The CSRD & Sustainability Performance Strategy Committee supports Executive Management and the Executive Committee in organising compliance work and monitoring the Group's sustainability performance. The holding company, Sopra GMT, is represented on the Committee.

d. Sustainability & Corporate Social Responsibility Department

The SCSR Department, headed by a member of the Executive Committee, reports directly to the Chief Executive Officer. It aims to drive forward strategy at the highest echelons of the Group and to adapt it to specific local and business characteristics so it can be rolled across the Group. In particular, the SCSR Department:

- Organises the monitoring and consolidated management of the Group's sustainability performance;
- Ensures the quality of information submitted to committees and individuals responsible for sustainability performance described in this section;
- Ensures that each priority sustainability matter is overseen by appropriate governance and management;
- Manages Group policies, programmes and action plans that fall within its scope of responsibility;
- Secures cooperation with internal control systems in the development and monitoring of sustainability risk management processes and systems;
- Supports the community of Sustainability Officers and country and entity representatives in structuring and directing action plans, and defining shared metrics;
- Coordinates the Group's non-financial reporting and double materiality assessment.

e. Internal Control Department

The Internal Control Department supervises compliance, double materiality assessment and the Sustainability Report. It also ensures consistency between general risk mapping and the double materiality assessment, both in terms of results and monitoring risk management systems. The Internal Control Department's role in risk management and sustainability information is described in Section 1.2.4 of this chapter.

f. Partner functional and business departments

Certain functional and business departments are also charged with developing and steering policies within their scope, in coordination with the SCSR Department.

The table below presents the main departments responsible for each topic.

OVERVIEW OF DEPARTMENTS INVOLVED IN EACH MATERIAL MATTER

Sustainability topic	Related material matters	Responsible departments and partners
Environment (ESRS E1; ESRS E5)	Reducing and mitigating the carbon footprint; Climate change adaptation; Resource and waste management	Sustainability & Corporate Social Responsibility
		Purchasing
		Real Estate
		IT
Sopra Steria's own workforce (ESRS S1)	Priority placed on training and skills development; Employee protection and trust; Equal opportunities and diversity; Social dialogue	Human Resources
		Sustainability & Corporate Social Responsibility
Local communities (ESRS S3)	Solidarity and volunteering	Sustainability & Corporate Social Responsibility
		Human Resources
	Regional presence	All verticals and countries
End-users (ESRS S4)	Contribution to essential public services	All verticals and countries
Business conduct (ESRS G1)	Business conduct and compliance	Internal Control
Specific to Sopra Steria and to digital services company activities	Developing responsible digital technology	Sustainability & Corporate Social Responsibility
		Operation management
	Cybersecurity and digital sovereignty	Corporate Cybersecurity
		Security
		Legal

g. Chief Sustainability Officers at the Group's entities

The appointment of Chief Sustainability Officers (CSOs) in each country and subsidiary is a key component of putting the Group's sustainability approach into practice. Implementation of this system was finalised in 2025. Every part of the Group's scope of consolidation is covered by a Chief Sustainability Officer. Reporting lines vary depending on the local context, with CSOs reporting to either Executive Management or their local Executive Committee. The CSOs act as a single point of contact for sustainability topics within their scope. Their role is to align and coordinate the implementation of the Group's sustainability approach. In doing so, they take into account the specific challenges in the regions. Lastly, they help make sustainability governance adaptable and resilient.

1.2.1.2. Membership of the main committees

a. Board of Directors and Executive Committee

Members of the Board of Directors are listed, along with their respective professional experience, in Section 1.2.8 of Chapter 3, "Corporate governance", of this document. Information about members of the Executive Committee can be found in the "Governance" section of the introductory chapter of this document.

KEY FIGURES ON MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Board of Directors and its standing committees

Number of members	18
Number of executive members	1
Number of non-executive members	17
Number of members representing the employees and employee shareholders	3
Women (%)	50%
Independent members (%)[1]	73%

(1) 11/15 Board members qualify as independent based on the AFEP-MEDEF Code's requirements

Executive Committee

Number of members	16
Women (%)	19%

b. CSRD & Sustainability Performance Strategy Committee

The CSRD & Sustainability Performance Strategy Committee was created in 2024. In 2025, it was scaled up to extend its remit from achieving compliance to monitoring performance.

At 31 December 2025, its permanent members were as follows: the Chief Executive Officer, the Head of Sustainability & CSR, the Head of Strategy, the Chief Financial Officer, the Chief Operating Officer, the secretary of the Board of Directors of Sopra Steria Group and Sopra GMT, the Head of Investor Relations, the Head of Internal Control, the Head of Human Resources, and the Head of CSRD Coordination.

1.2.1.3. Expertise and skills

The Group strives to ensure that it has the skills and experience required to fully comprehend and manage its sustainability trajectories and performance, including the following:

- The skills and expertise of the Board of Directors and its specialised committees (see Chapter 3, "Corporate governance", of this document, Section 1.2.4);
- The skills and expertise of the Executive Committee, particularly the Chief Executive Officer and the Head of Sustainability & CSR;
- The functional departments serving as sponsors for each sustainability topic, for which they are accountable according to their specific needs, expertise and skills;
- Appointment of CSOs by the CEOs of entities (countries and subsidiaries), following approval by the Head of Sustainability & CSR, based on a formalised process to determine needs, expertise and skills;
- Dissemination of suitable information to address material matters, using shared documentation and involving internal or external experts;
- Dedicated training materials made available to all teams.

Required skills and expertise for members of the Board of Directors

All Directors are expected to effectively maintain their skills and knowledge through their various professional and personal activities. This is checked when the work of the Board of Directors is formally appraised, and the question of expertise is taken into account by the Nomination, Governance & Corporate Responsibility Committee when it reviews the potential composition of Board committees.

Among the key areas of expertise and experience required for the Board of Directors, those most likely to be called upon when reviewing the Company's sustainability policies are: knowledge of the business; executive management experience at a major group; and CSR expertise in relation to human resources and labour relations, social dialogue, or the climate, the environment and biodiversity.

In 2024, the implementation of the Corporate Sustainability Reporting Directive meant it was necessary to provide training to the members of the two committees most directly affected (the Nomination, Governance & Corporate Responsibility Committee and the Audit Committee). Furthermore, a CSR training module was offered to all members of the Board of Directors. This module was aimed at situating regulatory, strategic and operational developments in their historical perspective and reviewing the four pillars of Sopra Steria Group's sustainability performance policy in detail.

Head of CSR

The Group's Head of Sustainability & CSR, Axelle Lemaire, draws on the Group's systems for internal and external dialogue and on her own professional experience to structure and support oversight of the Company's sustainability performance.

She specialises in international law and holds a degree from Sciences Po Paris and two master's degrees in law, from Paris-Panthéon-Assas University and King's College London. Throughout her career in the public, private and non-profit sectors, she has built up expertise in social, environmental and ethical issues connected with technology. She was a member of the French government from 2014 to 2017 as Secretary of State for Digital Affairs and Innovation, after having served, in 2012, as a member of France's National Assembly, representing French citizens living in Northern Europe. Axelle Lemaire has mainly focused on digital transformation and sustainability. She was partner at a European strategy consulting firm, after which she worked for the French Red Cross, where she led digital inclusion and social innovation programmes.

1.2.2. INFORMATION COMMUNICATED TO SUSTAINABILITY PERFORMANCE COMMITTEES AND LEADERSHIP **[GOV-2]**

Information communicated to the Board of Directors

In fulfilling its roles and responsibilities with respect to sustainability, the Board and its specialised committees rely on the work of the SCSR Department and its partner departments. In practice, this includes:

- Relaying framework guidelines, such as:
  - The Group's double materiality matrix presenting the analysis of sustainability matters, which is subject to their approval each time it is updated;
  - The Group's Sustainability Report, which is subject to their approval;
  - Documents detailing substantial updates to the sustainability policy;
- Presenting to the following committees at their meetings and at their request:
  - Sustainability-related matters, policies and key achievements to the Nomination, Governance & Corporate Responsibility Committee;
  - A benchmarking summary of the double materiality assessment and the Sustainability Report to the Nomination, Governance & Corporate Responsibility Committee;
  - The internal control system and process for preparing sustainability information to the Audit Committee.

Information communicated to the other committees responsible for sustainability performance

The Head of Sustainability & CSR, in collaboration with the departments responsible for material matters, ensures that required information is available to members of the committees involved. Additionally, the SCSR Department relies on IEG members to complement internal skills, expertise and perspectives.

SUMMARY OF INFORMATION PROVIDED TO THE EXECUTIVE COMMITTEE AND THE CSRD & SUSTAINABILITY PERFORMANCE STRATEGY COMMITTEE

Committee	Number of occurrences or presentations in 2025	Examples of topics addressed
Executive Committee	10 presentations specifically on sustainability topics	Training and priority focus on skills, notably in relation to AI; International mobility; Gender equality; Metrics for monitoring sustainability performance; Sovereign technology partnerships.
CSRD & Sustainability Performance Strategy Committee	4 occurrences	Benchmarking of the Sustainability Report and double materiality assessment; review of actual or perceived performance on priority sustainability matters; reviewing and improving the 2025 Sustainability Report.

1.2.3. INTEGRATION OF SUSTAINABILITY-RELATED PERFORMANCE IN INCENTIVE SCHEMES [GOV-3]

In 2025, the Group integrated two ESG criteria into its performance index[1]. These metrics together account for 10% of the total value of the index. This means the Company's management as a whole is now incentivised to integrate sustainability into its day-to-day operations. To make this exercise understandable to the relevant employees and easy to manage, Sopra Steria has taken care to use simple metrics. These criteria have been approved by the Chief Executive Officer.

Since 2021, the Chief Executive Officer's variable compensation has included social and environmental objectives. In 2025, the Group updated these objectives to align them with those comprising the Group's performance index. These criteria have been approved by the Board of Directors.

These changes are a reflection of Sopra Steria's efforts to formally recognise the links between its sustainability performance and its financial performance. In this way, Sopra Steria intends to anchor its sustainability trajectory more firmly in its strategy and operations, taking care to ensure that employees are fully engaged.

OVERVIEW OF INCENTIVE SYSTEMS IN PLACE IN 2025

Position	Proportion of annual variable compensation tied to sustainability
Chairman of the Board of Directors	Not applicable
Members of the Board of Directors	Not applicable
Chief Executive Officer	10%
Managers	Between 1.5 and 4%[1]

(1) This proportion corresponds to the proportion of managers' variable compensation linked to the environmental and social criteria in the Group's performance index. It varies by business line and management grade. Furthermore, these percentages do not take into account any sustainability objectives that may be included in individual qualitative objectives.

SUSTAINABILITY-RELATED OBJECTIVES INTEGRATED INTO THE GROUP'S PERFORMANCE INDEX IN 2025

Criterion	Threshold	Target	Results for 2025
Proportion of women in the Group's senior management positions (Level 5+)	21.4%	22.4%	22.4%
Reduction in travel-related emissions (business travel and commuting) relative to 2024	-2.0%	-2.5%	-5%

In 2026, Sopra Steria again plans to include two ESG criteria in the Group's performance index: the proportion of women in management positions (Level 3 and above) and the reduction in total GHG emissions.

(1) The Group's performance index is reviewed annually. It is made up of a number of quantitative criteria formalising the Group's collective performance objectives. Among other things, it serves to determine a portion of all Group managers' variable compensation.

1.2.4. RISK MANAGEMENT AND INTERNAL CONTROLS OVER SUSTAINABILITY REPORTING **[GOV-5]**

The Group's approach is based on the 2010 French Financial Markets Authority (AMF) reference framework on risk management and internal control systems. This reference framework includes five closely related components, set out below. For this approach, the Group also reviewed the specific framework drawn up by COSO[1] for non-financial disclosures (ICSR – Internal Control over Sustainability Reporting) published in March 2023. An action plan for its implementation was presented to the Audit Committee in April 2024. Progress against this plan is regularly monitored.

Sopra Steria has updated the reporting protocol for collecting sustainability information to incorporate the requirements of the CSRD and the corresponding internal control processes. This protocol provides internal guidance on how reporting is to be carried out. It describes the full range of metrics arising from the process of producing sustainability reporting. It ensures continuity in the reporting process and consistency in reported information, in particular if there are changes within reporting teams. It also ensures that information can be audited.

The protocol is accompanied by a set of "metric factsheets" for each priority, which serve as the basis for sustainability reporting. These factsheets include:

- Definitions of sustainability metrics;
- Methodologies and procedures used to calculate datapoints;
- Method used to gather and produce information;
- Risk analysis matrix for risks liable to affect the quality of information (reliance on estimates, complexity of calculation, manual data collection, reliance on third parties, degree of harmonisation within the Group);
- Responsibility assignment matrix;
- Description of first- and second-level controls carried out between the point when information is created and the point when it is consolidated, to ensure data reliability.

The Internal Control Department ensures that the metric factsheet is correctly used. It also ensures that data verification responsibilities strictly comply with the principle of segregation of duties.

Sopra Steria also uses a dedicated platform to collect, process and consolidate sustainability information. Since 2024, the chosen system has incorporated environmental data on suppliers, business travel and energy, and there are plans to gradually incorporate other categories of information. The Internal Control Department was involved in the project to integrate this external software solution. It ensured that appropriate controls and end-to-end audit trails were introduced right from the design phase.

The Internal Audit Department has added assessments of sustainability reporting to its audit cycle.

As part of their duties, sustainability auditors conduct an annual evaluation of risk management and internal control processes related to sustainability reporting.

Lastly, the Audit Committee reviews the Sustainability Report. The purpose is to verify that the procedures for gathering and checking information ensure its reliability. The Audit Committee gathers comments from the sustainability auditors, where applicable.

(1) Committee of Sponsoring Organizations of the Treadway Commission.

1.3. Impact, risk and opportunity management

1.3.1. DOUBLE MATERIALITY ASSESSMENT METHOD **[IRO-1]**

DOUBLE MATERIALITY ASSESSMENT DEVELOPMENT PROCESS

In 2024, Sopra Steria carried out its first double materiality assessment with the aim of identifying and prioritising the sustainability topics that are most relevant to its business. The process followed is reiterated below.

The assessment was undertaken from two perspectives: a first pass focused on impact materiality, i.e. Sopra Steria's impact on its stakeholders and environment; followed by a second pass focused on financial materiality, taking into account the financial and reputational effects of environmental, social and business conduct issues on business performance.

A preliminary phase helped identify the impacts, risks and opportunities (IROs) considered relevant and potentially material for Sopra Steria based on the list of topics required by ESRS 1, AR 16. The Group also took into account topics specific to its sector.

The impacts, risks and opportunities identified were assessed on a gross basis, i.e. without taking into account any preventive or remedial action taken by the Group. The interdependencies between impacts, risks and opportunities were taken into account when identifying sustainability topics.

Insofar as possible, sustainability topics were analysed taking into account the Company's value chain as a whole. Its specific features were also taken into account when defining the criteria used to assess and prioritise impacts, risks and opportunities.

The double materiality assessment was subject to monitoring and checks. The purpose is to ensure the quality of the process used to identify, document and assess impacts, risks and opportunities. This process is overseen by the Sustainability & Corporate Social Responsibility (SCSR) Department with the support of the Internal Control Department. A governance structure was put in place to ensure that the double materiality assessment as a whole was consistent and compliant with regulatory requirements.

Each step in the assessment was formally documented and archived to ensure traceability. Documentation includes methodology, data collected, minutes and reports, findings of key steps, and reviews carried out by sustainability auditors.

Impacts, risks and opportunities were identified based on Group documents and CSR reports, supplemented by comparisons with other companies in the sector. The analysis also drew on sector studies, scientific papers and the work of industry groups so as to reflect the specific characteristics of the digital sector.

In identifying and analysing its impacts, Sopra Steria pursued a collective approach involving in-house teams from strategic, operational and functional departments. This approach was supplemented by structured dialogue with external stakeholders so as to incorporate their expectations and perspectives when assessing sustainability matters.

Impact materiality

Impact materiality takes into account how the Company's business and value chain affect the environment and its stakeholders. It is assessed using a combination of criteria, defined as follows:

- Scale: the severity or intensity of the effects, measured in terms of the damage caused or benefits generated;
- Scope: geographical scope and/or number of people affected by the impacts of Sopra Steria's business;
- Remediability: the extent to which the original situation can be restored once an impact has materialised;
- Likelihood of occurrence (for potential impacts).

The extent to which scoring criteria are taken into account is determined by the nature of the impact and whether it is positive or negative, and potential or actual.

Each criterion was assessed on a four-point scale based on the severity of the impact (positive or negative), with "Severe" being the highest level. Likelihood of occurrence is also scored on a four-point scale, with "Very high" being the highest level. All applicable criteria are combined into an average value.

Financial materiality

Financial materiality takes into account the financial and reputational impact of environmental, social and governance matters on the Company's financial performance. This involved Sopra Steria undertaking an analysis of relationships between the Company's positive or negative impacts on the environment and its stakeholders and the financial effects of those impacts.

This analysis drew on the expertise of the teams involved and their knowledge of Sopra Steria and its environment as well as dialogue with the Group's stakeholders. It notably served to translate financial effects into risks or opportunities for the business.

Financial materiality is assessed based on a combination of criteria:

- Financial effect by level of impact on operating profit (loss or gain);
- Operational disruptions or improvements;
- Reputational impact;
- Likelihood of occurrence (for potential risks and opportunities).

Each criterion was assessed on a four-point scale based on the severity of the identified risk or opportunity, with "Severe" being the highest level. Likelihood of occurrence is also scored on a four-point scale, with "Very high" being the highest level. All applicable criteria are combined into an average value.

Factors taken into account when assessing financial materiality are based, in particular, on the methodology used when producing the Company's overall risk mapping, with similar scoring matrices. Financial materiality assessment is mainly qualitative in nature. The Company aims to reinforce the quantitative analysis of the financial impacts of the risks and opportunities associated with each sustainability matter over a two-year period.

OVERVIEW OF THE IRO ASSESSMENT SYSTEM

	Impact materiality of IRO				Financial materiality of IRO			
Qualification	**Negative**		**Positive**		**Risk**		**Opportunity**	
Type	Actual	Potential	Actual	Potential	Actual	Potential	Actual	Potential
Severity	Scale	Scale	Scale	Scale	Scale	Scale	Scale	Scale
	Scope	Scope	Scope	Scope	-	-	-	-
	-	-	Remediability	Remediability	-	-	-	-
Likelihood of occurrence	-	Likelihood	-	Likelihood	-	Likelihood	-	Likelihood
Calculation of IRO scores	Average of scores							
Time horizon	Time horizon during which the IRO is most likely to materialise (1 year, 1 to 5 years, >5 years)							

Details on methodology

A score is calculated for each IRO using the average of the criteria applied (scale, scope, remediability and likelihood), with a maximum likelihood of 4 if the IRO is actual (and with the remediability and scope criteria neutralised if not applicable).

The time horizon is the period over which the IRO is most likely to materialise. The time horizons used are those required by ESRS: less than one year, one to five years, and more than five years.

To determine the materiality threshold, IRO assessments were analysed for each key materiality issue. Thresholds are based on the mean and median scores allocated to each topic. Whenever a sustainability topic includes an IRO that exceeds the materiality threshold, that topic is considered material to the Company. IROs with scores strictly greater than 2.5 (on a scale of 1 to 4) are considered material. The same threshold is used for both impact materiality and financial materiality.

Factoring in the value chain

Sopra Steria's value chain is presented in Section 1.1.1 of this chapter.

The upstream value chain mainly consists of providers of services such as IT subcontracting and training. They are mainly based in Europe, near the entities they serve. The rest of the upstream value chain consists of suppliers of IT products – software, equipment, hosting solutions – and products linked to the needs of offices and their operations.

The downstream value chain consists of the Group's clients and end-users of the solutions it develops. As part of its approach of focusing on specific sectors, Sopra Steria is concentrating its activity on a small number of key accounts operating in the identified priority sectors:

The double materiality assessment of sustainability matters concerning climate change and the circular economy is an example of factoring in the value chain. It takes into account the dependencies and environmental consequences of solution-building and of maintaining the digital infrastructure and equipment required for the Group's service delivery, beginning from resource extraction. In this same vein, material matters related to end-users and digital activities conducted for client accounts were assessed throughout their usage and end of life by the Group's clients and their clients.

Consultation with stakeholders

As part of the procedure for identifying and assessing its impacts, risks and opportunities, Sopra Steria consulted its stakeholders. Sustainability topics broken down into impacts, risks and opportunities were submitted for discussion to a panel of internal and external stakeholders.

With the support of a specialist consulting firm, Sopra Steria surveyed nearly 30 internal stakeholders as part of a collective focus on sustainability matters. Three separate workshops were run, one for each sustainability area. Stakeholders were invited to share their views on environmental, social and governance matters based on their role and area of expertise within the Company.

At the same time, Sopra Steria conducted six interviews with external stakeholders (clients, suppliers and investors, in particular).

The Group also used preexisting channels to dialogue with its key stakeholders. The main ways this is achieved are via annual surveys of major clients (Customer Voice) and employees (Great Place to Work®). In addition, the Group holds regular meetings with non-financial analysts and periodic reviews with strategic technological suppliers and partners.

Validation of the findings

The findings of the double materiality assessment were approved by the Executive Committee, Chief Executive Officer and Chairman of the Board of Directors. They were presented to the Audit Committee and to the Nomination, Governance & Corporate Responsibility Committee. Lastly, the results were presented and approved by the Board of Directors.

Subsequent revision

It was agreed that the double materiality assessment would be reviewed annually to take into account any changes in Sopra Steria's business or value chain that could affect its outcome. An in-depth update of the analysis will be carried out every three years. These later revisions will be approved under the same conditions as the initial analysis.

Sopra Steria did not undergo any major changes to its operations in 2025. However, since the exercise had only been carried out recently, the Company decided to review its double materiality assessment again to take into account sector practices and stakeholder opinion. This review process was documented in detail and checked by the sustainability auditors. Given the lack of major changes, this review was signed off as described below.

A market analysis was presented first to the CSRD & Sustainability Performance Strategy Committee, and subsequently to the Nomination, Governance, Ethics & Corporate Responsibility Committee. This presentation highlighted points of convergence with the sector, potential divergences and differentiating features. Following this process, the Company signed off the double materiality matrix for 2025. A slight adjustment was made to incorporate the topic "Employment and inclusion for people with disabilities" into the "Equal opportunities and diversity" category.

Lastly, to clarify IROs for its stakeholders, Sopra Steria simplified and combined similarly worded descriptions, with no impact on the 2024 methodology or results. This reduced the total number of IROs from 44 to 37 without changing the scores or materiality of each IRO.

Links to overall risk mapping

In the Group's overall approach to risk, non-financial risks that could limit Sopra Steria's ability to achieve its strategic objectives are treated as financial issues. As such, the double materiality assessment of sustainability issues is used in general risk mapping. Special attention is paid to ensuring consistency in results despite the fact that there may be minor variations in the methodological approaches used depending on regulatory frameworks.

1.3.2. METHOD AND MAPPING OF INFORMATION COVERED **[IRO-2]**

1.3.2.1. Method overview

The method used to identify mandatory disclosures was defined and applied in accordance with the expectations in the CSRD (ESRS 1, Section 3.2). The analysis described below was carried out based on the list of requirements supplied by EFRAG (IG 3: "List of ESRS Datapoints") as well as the list of material sustainability matters for Sopra Steria.

Step 1 – Identifying material standards

Disclosure requirements associated with topical standards for which there is no material sustainability topic were excluded from the scope of disclosure. This exercise excluded the following ESRSs: ESRS E2, ESRS E3, ESRS E4 and ESRS S2. Conversely, the associated sustainability topics or sub-topics are sometimes covered indirectly by the action plans presented.

Step 2 – Identifying relevant information for each material standard

Disclosure requirements pertaining to policies, actions and resources, targets and metrics are defined as "mandatory" whenever they are relevant to an understanding of at least one matter that is material for Sopra Steria.

For sector-specific topics not covered by any topical standard, the analysis was based on the list of minimum disclosure requirements (ESRS 2). Initial analyses identified material expenditures for action plans related to the following material matters:

- Priority placed on training and skills;
- Reducing and mitigating the carbon footprint (concerning the Transition Plan);
- Cybersecurity and digital sovereignty;
- Developing responsible digital technology.

Subsequent revision

The materiality of information will be reviewed at the same frequency as the double materiality assessment, including information concerning the financial resources allocated to action plans.

In 2025, Sopra Steria applied the findings of its review of the double materiality matrix to the process for identifying mandatory information. This resulted in just one minor change: certain disclosures on the topic "Employment and inclusion for people with disabilities" were identified as material.

1.3.2.2. Mapping of information covered in the report

MATERIAL SUSTAINABILITY TOPICS COVERED IN THE SUSTAINABILITY REPORT

Standard	CSRD sustainability sub-topic(s) or sub-sub-topic(s)[1]	Coverage
ESRS E1: Climate change	Climate change mitigation	Covered
	Climate change adaptation	Covered
	Energy	Covered by another topic[2]
ESRS E2: Pollution	All topics and sub-sub-topics	Not covered
ESRS E3: Water and marine resources	All topics and sub-sub-topics	Not covered
ESRS E4: Biodiversity and ecosystems	All topics and sub-sub-topics	Covered beyond materiality[3]
ESRS E5: Resource use and circular economy	Resource inflows, including resource use; Waste	Covered
	Resource outflows related to "Products and services"	Not covered
ESRS S1: Own workforce	Training and skills development	Covered
	Work-life balance; Measures against violence and harassment in the workplace	Covered
	Gender equality and equal pay for work of equal value; Diversity; Employment and inclusion of persons with disabilities	Covered
	Social dialogue; Collective bargaining, including the proportion of employees covered by collective bargaining agreements	Covered
	Health and safety at work	Covered beyond materiality
	Job security; Adequate wages; Freedom of association; Other work-related rights.	Not covered
ESRS S2: Employees in the value chain	All topics and sub-sub-topics	Not covered
ESRS S3: Affected communities	Communities' economic, social and cultural rights	Covered
	Communities' civil and political rights; Rights of indigenous peoples	Not covered
ESRS S4: Consumers and end-users	Information-related impacts for consumers and/or end-users; Personal safety of consumers and/or end-users; Social inclusion of consumers and/or end-users	Covered
ESRS G1: Business conduct	Corporate culture; Corruption and bribery	Covered
	Protection of whistle-blowers; Animal welfare; Political dialogue and lobbying activities; Management of relationships with suppliers, including payment practices	Not covered
Other business- and segment-specific information	Cybersecurity and digital sovereignty	Covered
	Developing responsible digital technology	Covered

(1) Coloured rows correspond to issues assessed as material.
(2) This indicates that Sopra Steria has not assessed this topic or sub-sub-topic as material, but that forms a part of the solutions and therefore action plans for managing one of the company's material matters.
(3) This indicates that Sopra Steria has not assessed this standard, this topic or this sub-sub-topic as material, but has chosen to provide information in this chapter to supply context or meet the expectations of certain stakeholders.

The list of disclosure requirements met by Sopra Steria and a list of datapoints required by other EU legislation and included in the Sustainability Report is set out in Section 7.1, "Mapping of CSRD disclosure requirements covered" of this chapter.

1.4. Methodological note on the drafting of the Sustainability Report

1.4.1. CHARACTERISTICS AND TRANSPARENCY OF INFORMATION

In keeping with its commitments to its stakeholders and in line with its reporting practices, Sopra Steria has endeavoured to apply the qualitative characteristics of information (Appendix B of ESRS 1) as well as possible. On the basis of the principle of understandability, Sopra Steria has used specific terminology when a term refers to a core concept. The following definitions aim to reflect the main features of these concepts:

- **(Sustainability) topics**: refers to the list of sustainability topics, sub-topics, or sub-sub-topics that need to be taken into consideration within the framework of a double materiality assessment (ESRS 1 Section AR 16);
- **Material (sustainability) matters**: corresponds to sustainability topics that are considered material or significant for Sopra Steria on the basis of the double materiality assessment;
- **Policies**: Sopra Steria uses this term only when the Group is able to meet the corresponding requirements ("MDR-P"), apart from when the term is used in titles. Otherwise, the Group instead uses the term "programme", "approach" or "action plan". In addition, policies require management approval or responsibility for objectives that contribute to the management of at least one IRO. They generally have associated programmes and/or action plans, targets, resources and metrics;
- **Programme:** groups of actions, projects or action plans that contribute to the implementation of a common goal or Group policy;
- **Actions or action plans:** projects or actions implemented at the most granular or local level during the reporting period;
- **Objectives**: refers to qualitative objectives to be achieved by means of the Group's policies, approaches and/or action plans to manage one or more IROs;
- **Targets**: Sopra Steria uses this term only when the Group is able to meet the corresponding CSRD requirements ("MDR-T", apart from when the term is used in report titles). Otherwise, the Group instead refers to objectives or commitments. Furthermore, targets must be quantitative or semi-quantitative, and result in an obligation to monitor progress relative to a base year or achievement milestones;
- **Metrics**: refers to metrics used to track the Company's performance (extent of its impact or sound management of risks and opportunities) in relation to IROs. Metrics are directly linked to targets or objectives, and at least action plans. Metrics must respond to a series of datapoints relating to performance measures (ESRS 2 MDR-M).

1.4.2. CONTEXT AND APPLICATION OF THE REGULATORY FRAMEWORK

In the context of uncertainty about changes in the regulatory framework relating to the Omnibus and in particular the review of the applicable requirements in respect of the CSRD and the Taxonomy, Sopra Steria has taken steps to incorporate the standards as they apply on the balance sheet date of 31 December 2025.

Additionally, it is important to emphasise that the information relating to sustainability has been established within a context characterised by other uncertainties regarding the interpretation of certain texts, the use of certain estimates with regard to the data used, and the absence of set practices or an established framework within the sector.

In particular, Sopra Steria includes forward-looking objectives on becoming carbon-neutral and reducing greenhouse gas emissions. On this matter, it should be noted that these objectives are based on a set of assumptions which may be affected in the future by unforeseeable outside factors. Future results may therefore differ from currently presented projections. Furthermore, these objectives are in no way meant to serve as promotion of Sopra Steria shares, debt securities, other securities, business activities, products or services.

As a reminder, the content of the Sustainability Report and reported information is prepared according to applicable standards, adopted pursuant to Article 29b of Directive (EU) 2013/34 of the European Parliament and of the Council of 14 December 2022, and Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023. This sustainability information also conforms to the disclosure requirements provided for in Article 8 of Regulation (EU) 2020/852 on the EU taxonomy, which specifies the disclosure requirements for companies, and Article L. 233-28-4 of the French Commercial Code. Moreover, the contents of this report also take into account the Commission Delegated Regulations (EU) 2021/2178, 2021/2139, 2023/2486 and 2026/73 relating to the Taxonomy of 4 July 2025 and the "quick fix" delegated acts relating to the European Sustainability Reporting Standards (ESRS) of 11 July 2025.

1.4.3. GENERAL BASIS FOR PREPARATION OF THE SUSTAINABILITY REPORT **[BP-1]**

1.4.3.1. Scope of consolidation for the financial statements

The Company applies a principle of aligning the scope of consolidation used for the Sustainability Report with that used for the financial statements, as specified in Note 18, "List of Group companies", of chapter 5 of this document. Exemptions from this principle of alignment may be permitted, either to maintain the relevance of information disclosed in the Sustainability Report or for reasons of feasibility. These rules and the results of their application are documented and updated annually. They relate to:

- Changes in the Group's scope;
- The list of included entities;
- Data breakdown principles.

1.4.3.2. Changes in the Group scope

There were a few minor changes in the scope of financial consolidation in 2025. These were mainly a result of integrating the following acquisitions: Aurexia, Neocase.

The revenue generated by these companies is presented in Chapter 5.

Under the principle of alignment, all companies acquired in 2025 are included in the scope of the Sustainability Report. Furthermore, with the exception of environmental data, the entire report accounts for these changes with effect from the dates on which companies are added to or removed from the scope of financial consolidation: 30 April 2025 for Aurexia and 30 November 2025 for Neocase.

Details on the integration method

For entities brought into scope in the course of the reporting year, data may be estimated or partial. For Aurexia and Neocase in this Sustainability Report, environmental data is estimated, while employee data includes only the total workforce. No further details are provided at this stage.

Specificities relating to environmental data

With the intention of providing transparent environmental information and in accordance with the organisational scope defined in the *GHG Protocol*, Scope 1, 2 and 3 emissions calculations include the scope of subsidiaries as soon as the Group takes control of them. These emissions are estimated for the "Aurexia" and "Neocase" scopes, with effect from 1 May 2025 and 1 December 2025, respectively. The estimates are based on actual data, especially site surface areas and headcounts.

1.4.3.3. Entities included

The Sustainability Report takes into account companies included in the scope of financial consolidation (see Note 18 of Chapter 5 this document). There are a few minor variations: companies that fall below the representativeness threshold, set at 50 employees, may be excluded from the reporting scope.

1.4.3.4. Breakdown of entities

Mirroring the financial statements, data in the Sustainability Report, when broken down geographically, tends to represent the following regions: "France", "United Kingdom", "Other European countries" and "Other countries". However, the aforementioned method for assigning subsidiaries to geographic regions for the Sustainability Report differs substantially from that used for the financial statements (see Note 18 of Chapter 5 of this document). For the purposes of the Sustainability Report, a subsidiary is always assigned to the region or regions where its workforce is located.[1] Consequently, the companies included in a geographic region may differ between the Sustainability Report and the financial statements. This derogation from the principle of alignment is both necessary and mandatory to provide a faithful representation of Sopra Steria's sustainability performance.

Furthermore, due to feasibility and systems constraints, tables on Sopra Steria's workforce in financial year 2025 are broken down into the following regions: "France", "United Kingdom", "International (excluding France and the UK)". The "Other European countries" region is not represented.

1.4.3.5. Coverage of the value chain

The Sustainability Report covers the Company's entire value chain, including its upstream and downstream activities, reflecting the work done in the context of the double materiality assessment. Details on the value chain are provided in Section 1.1.1 of this chapter. Furthermore, for each material matter, the report explains the steps in the value chain in the introductory section ("Presentation of the context, material impacts, risks and opportunities") for each of these matters.

1.4.3.6. Options to omit a particular disclosure

Sopra Steria has not made use of the option that enables the Company to omit certain disclosures relating to intellectual property, know-how, results of innovations, impending developments or matters in the course of negotiation.

1.4.4. DISCLOSURES IN RELATION TO SPECIFIC CIRCUMSTANCES **[BP-2]**

1.4.4.1. Time horizons

The contents of the Sustainability Report are based on the same time horizons as those applied to the double materiality assessment, as explained in Section 1.3.1 of this chapter.

1.4.4.2. Estimations and uncertainties

The Sustainability Report does not include any metrics based on a high proportion of estimated data, apart from environmental information. Furthermore, the report does not include any information subject to major uncertainties. Any estimates or minor uncertainties are mentioned in the text that supports the quantitative data or in the footnotes.

For all environmental metrics, the Group has aimed to reduce uncertainty by using updated emissions factors as much as possible.

For Scope 1 and 2 emissions, Sopra Steria collects information relating to the energy consumption of offices and data centres covering different types of energy and use. This information is used to calculate the Company's greenhouse gas emissions. The Group has harmonised its overall data collection process. In 2025, 87% of data covering these scopes was actual data. In parallel, countries and entities have also taken steps to work more closely with energy suppliers in order to recover more actual data.

For Scope 3 emissions, the three most significant GHG emissions categories (representing over 95% of emissions) are as follows:

- Business travel: The Group collects data relating to employee business travel by air, rail or road, as well as hotel stays during these trips;
- In 2025, 87% of travel-related data was actual data. The Group is gradually reducing the proportion of estimated data by standardising its data collection processes and developing closer links with travel agencies organising business trips;
- Commuting: The Group has studied the travel patterns of its employees in a number of countries to assess the distances travelled and the modes of transport used by employees on their commute, adjusting the data collected to take into account remote working by staff. In 2025, 94% of the data used on emissions related to commuting was actual data. The Group is gradually reducing the proportion of estimated data by extending employee questionnaires to new regions;
- Purchases of goods and services: The Group calculates the emissions produced by suppliers in its supply chain using sector-specific emission factors based on data reported by ADEME (the French green transition agency) and DEFRA (the UK's Department for Environment, Food & Rural Affairs). These factors are applied to the residual expenses by industry sector using the Group's new purchasing database. They are not replaced by actual emissions factors until these are available and communicated to us by the emitters. In 2025, actual emissions factors from key suppliers only covered 14% of Sopra Steria's supply chain emissions, with 86% of this data still estimated. Sopra Steria's work on improving its understanding of actual emissions by Tier 1 suppliers will continue in the form of more direct ongoing dialogue with its largest suppliers.

(1) Based on the geographic location of the employment contract.

Sopra Steria collects data about waste, including weight (in kg) and treatment information. In 2025, around 90% of this data is actual data. The Group continues to gradually reduce the proportion of estimated data by harmonising data collection processes and working more closely with its waste collectors.

1.4.4.3. Adjustments and corrections

In this Sustainability Report, two adjustments have been made compared to the data reported in 2024:

- The Sopra Banking Software (SBS) subsidiary was sold to Axway Software in 2024. In the 2024 Sustainability Report, SBS was included in the scope of environmental reporting until its operational divestiture, in accordance with the GHG Protocol and to provide a faithful representation of the Group's actual GHG emissions. In 2025, Sopra Banking Software (SBS) was permanently removed from the Group's reporting scope. Explanatory information was provided for each action plan to assess the impact of this sale on environmental performance.
- At its meeting on 21 February 2024, the Board of Directors approved the objective of having 22% of Level 5 and 6 positions held by women by 31 December 2025. The associated decision-making process is described in Section 1.2.3, "Diversity policy" of Chapter 3 of this document.

1.4.4.4. Incorporation by reference

Sopra Steria has made use of the option to address some disclosure requirements in other chapters of this Universal Registration Document. These disclosure requirements are listed below:

- ESRS 2 GOV-1: Information regarding the skills of the Board of Directors and its specialised committee concerning sustainability are presented in Chapter 3 of this document, particularly in Sections 1.2.2, 1.2.3 and 1.2.4;
- ESRS 2 GOV-3: Information regarding compensation, including in sustainability matters, of the members on the Group's Board of Directors are presented in Section 3 of Chapter 2 of this document;
- ESRS 2 SBM-1: Information regarding strategic sustainability matters and objectives related to the different pillars of the strategy are presented in Chapter 1, Section 5.3 of this document.

2. Environmental information

Climate change poses considerable challenges at global level, requiring governments, businesses and civil society to work together to protect future generations. The European Union has responded to the United Nations appeal aimed at keeping global warming below 1.5°C by passing a law that includes a requirement to achieve a net-zero emissions economy by 2050. As a European Group and major technology player, Sopra Steria is part of this effort and has defined an environmental policy aligned with the Paris Agreement. This is a long-term commitment: the company has been implementing climate change mitigation and adaptation initiatives since 2008 to ensure that the environment is a major focus of its sustainability performance. With a renewed commitment to continuous improvement and high standards, Sopra Steria has progressively drawn up rigorous action plans covering reducing greenhouse gas emissions, climate change adaptation, the circular economy, protecting biodiversity, and engaging with stakeholders along the entire value chain. Through this report, the Group reaffirms its commitment to integrating environmental best practices into its operations, digital services and supply chain. It is keen to expand the use of digital technology both as a tool for measuring its environmental footprint and as a catalyst for the development of solutions that can help create a more sustainable world. The actions described below contribute to the following UN Sustainable Development Goals (SDGs): 6, 7, 9, 11, 12, 13 and 15.

2.1. Climate change [E1]

2.1.1. PRESENTATION OF THE CONTEXT, MATERIAL IMPACTS, RISKS AND OPPORTUNITIES [E1-SBM-3] [E1-IRO-1]

At a time when energy consumption and greenhouse gas emissions arising from the use of technology are steadily increasing, digital services companies have a vital role to play. For a long time, the performance of digital services companies was assessed against the three criteria of quality, cost and timeliness. Today, environmental impact is also seen as a benchmark of excellence. Following the double materiality assessment Sopra Steria formally recognized the material importance of climate change for both its financial performance and its sustainability performance (see Section 1.1.3.1, "Results of the double materiality assessment", of this chapter). This exercise was an opportunity for the Group to formulate a pragmatic, committed vision of environmental issues as they pertain to digital technology: seeking to understand every facet of the technology to be able to question the purposes for which it is used, understand its impact, make activities more sustainable and harness it as a solution.

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES RELATED TO "CLIMATE CHANGE"

Description of the materiality of "Reducing and mitigating the carbon footprint" for Sopra Steria (ESRS E1)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Negative impact	Greenhouse gas emissions related to the production, electricity consumption and maintenance of digital infrastructure and equipment, with an impact enhanced by the increased use of AI.	Short term	Upstream value chain
Negative impact	Deteriorating working conditions or health of the Group's employees who may be exposed to the effects of climate change.	Long term	Sopra Steria's own operations
Risk	**(A) Political and Regulatory Risk:** Potential for the growing demands of environmental regulations and non-financial rating systems to generate regulatory compliance risks or impair stakeholder trust.	Medium term	Sopra Steria's own operations and downstream value chain
Risk	**(B) Market Risk:** Potential loss of competiveness, markets and appeal linked to insufficient environmental performance relative to industry actors, particularly in the context of increased usage of digital technology and the development of AI.	Medium term	Sopra Steria's own operations and downstream value chain
Risk	**(C) Reputational Risk:** Potential for failure to sufficiently take into account climate change issues in planned acquisitions to lead to controversies or jeopardise the company's capacity to achieve its objectives.	Medium term	Entire value chain
Risk	**(D) Physical risk:** Inability to manage major disruption linked to the effects of climate change on the value chain, in particular in the event of a natural disaster.	Long term	Entire value chain
Opportunity	**Products and services:** Increase in market share linked to solutions that help clients accelerate their sustainability transition (see Section 5.2, "Developing responsible digital technology" of this chapter)	Short term	Sopra Steria's own operations and downstream value chain

Resilience analysis

Sopra Steria identifies and categorises climate-related risks in accordance with the **guidelines of the TCFD** (Task Force on Climate-Related Financial Disclosures), distinguishing physical risks and transition risks. The Company's resilience analysis covers its entire value chain (operations, Tier 1 suppliers and clients) and assesses transition risks (Political, Regulatory, Market, Technological and Reputational risk) and physical risks (both acute and chronic). The analysis is performed for three climate scenarios: Net-Zero Emissions by 2050 scenario, a sustainable development scenario and the IPCC's pessimistic scenario (RCP[1] *8.5 or* SSP[2]5-8.5). This analysis is reviewed annually. Time horizons consist of short term (less than one year), medium term (one to five years) and long term (more than five years), in line with the Net-Zero 2040 target approved by SBTi (Science Based Targets initiative).

RESULTS OF THE RESILIENCE ANALYSIS

Risk category	Risk sub-category	Material risk	Time horizon	Description of scenario and its effects on Sopra Steria
Transition risks	Market	(B)	MT	Under the RCP 8.5 scenario, demand for low-carbon services and solutions falls in countries and regions where carbon is weakly regulated ("business as usual"). Elsewhere, demand is growing. In the IEA[3] NZE 2050 scenario and the SDS[4], demand for low-carbon services and solutions is increasing in the majority of countries where the Group operates – representing an opportunity.
	Policy and regulation	(A)	MT	Under the IEA NZE 2050 scenario and the SDS, national and regional regulatory frameworks are aligned and consistent. This harmonisation expands markets and facilitates compliance while stimulating demand for low-carbon solutions. Conversely, increases in fossil fuel taxes, new regulatory constraints and increased non-financial reporting requirements push up costs. Under the RCP 8.5 scenario, inconsistent requirements across geographical areas make compliance more complex and market development more challenging, leading to higher costs. However, the European Union has maintained relative consistency by setting out a common regulatory framework.
	Reputation	(C)	MT	Sopra Steria's market positioning reflects its leadership in managing the environmental impact of climate change and its preparedness for stricter policies and regulations. Under the IEA NZE 2050 scenario and the SDS, this positioning gives Sopra Steria a commercial edge and prepares it for increased stakeholder attention to climate change. Under the RCP 8.5 scenario, weak carbon regulations in some countries and regions reduce the commercial edge derived from Sopra Steria's positioning, while stricter carbon regulations elsewhere strengthen it.
Physical risks	Acute	(D)	LT	Under all scenarios: more frequent and severe extreme weather events can affect the accessibility and use of the Group's offices and data centres. Under the SSP5-8.5 scenario, heat waves impair the health and hinder the transport of employees and their families. Extreme weather events such as floods may also disrupt the networks and operations of the Group's suppliers, particularly essential services and data centres.

(1) Representative Concentration Pathways
(2) Shared Socioeconomic Pathways
(3) International Energy Agency
(4) Sustainable Development Scenario

Uncertainties

The three climate scenarios considered take into account uncertainties over physical risks and transition risks arising from a variety of sources. Uncertainties about physical risks:

- Climate projections: Climate models give only a range of possible future climate conditions (e.g. changes in temperature and precipitation patterns) and not a precise set of conditions;
- Data limitations: Gaps and inaccuracies in data used to assess climate risk and asset resilience make such assessments uncertain.

Uncertainties about transition risks:

- Regulatory changes: Future climate-related regulations and policies affect compliance and operating costs, but their nature and impact are unknown;
- Economic conditions: Climate change and associated regulatory changes result in fluctuations in economic conditions that affect investment decisions and resource availability;
- Stakeholder reactions: How stakeholders (e.g. investors and clients) will react to climate-related risks and sustainability initiatives is uncertain, resulting in uncertainty as to their investment and spending plans.

Specificities related to climate change in the process of identifying and assessing IROs

Climate-related impacts, risks and opportunities are identified and assessed using the process presented in Section 1.3.1 of this chapter. However, with regard to climate change, the process has a few specificities, namely climate scenario analysis, and risk categorisation according to the TCFD recommendations. These specificities are set out under "Resilience analysis" in this section. This approach is also applied to opportunities, which are grouped into six categories: resource efficiency, energy sources, products and services, markets, resilience and financial opportunities.

Strategy resilience

In response to the material sustainability matters, the Group has established an approach setting out associated strategic priorities and delivering continuous improvement in the results achieved. This approach takes into account material matters related to climate change and is presented in Section 1.1.1 (overview) and Section 1.1.3.2 (detailed view) of this chapter.

2.1.2. REDUCING AND MITIGATING THE CARBON FOOTPRINT, AND CLIMATE CHANGE ADAPTATION

2.1.2.1. Policy related to "Climate change" [E1-2 *including MDR-P*]

Sopra Steria's climate policy provides a framework covering both climate change mitigation and adaptation. This policy is designed to manage material impacts, risks and opportunities identified in the double materiality assessment.

The policy's scope extends to all of Sopra Steria's operations and covers all countries, relevant stakeholders and the entire value chain, from offices and data centres to suppliers, partners and clients. This extended coverage aims to ensure that climate concerns are taken into account at every level of the Company's operations.

Climate policy is signed off at the Company's highest level of governance, with responsibility for implementation falling to the Sustainability & Corporate Social Responsibility (SCSR) Department, supported by Chief Sustainability Officers present in the Group's countries and subsidiaries (CSOs).

The Group's policy related to "Climate change" ensures compliance with current and emerging regulations. In addition, the policy is based on internationally recognised standards and frameworks such as the SBTi, the United Nations Sustainable Development Goals (in particular SDG 13: "Climate action"; SDG 7: "Affordable and clean energy"; and SDG 9: "Industry, innovation and infrastructure"), ISO 14001, and the Verified Carbon Standard (VCS) for contributions to carbon neutrality.

This policy has **three primary objectives**: supporting the transition to a low-carbon economy, with a target of achieving net-zero emissions by 2040; adapting effectively to climate change; and developing low-carbon solutions to support clients and society.

These objectives are translated into projects and actions within the two programmes designed by the Group to implement the policy: the transition plan and the adaptation plan. These programmes are structured around **five key principles of action**:

1. Decarbonising the Group's entire value chain, in particular: suppliers and partners, offices, data centres, business travel, commuting, and services the Group provides to its clients;
2. Continuously assessing the Group's exposure to climate risk and bolstering its adaptability to climate change by supporting the resilience of buildings, data centres, infrastructure and supply chains;
3. Incorporating environment-related concerns into the value proposition by developing and providing solutions that support the sustainability trajectories of the Group's clients. These issues are addressed in Section 5.2 of this chapter;
4. Raising awareness throughout the value chain, training employees in climate-related issues and involving them in addressing such issues.
5. Strengthening the Group's impact beyond its value chain by financing projects that positively contribute to combating and adapting to climate change.

Sopra Steria's climate policy encourages shared environmental responsibility to ensure that stakeholders are aligned with the Group's sustainability-related goals. The climate policy accordingly takes into account the interests of its stakeholders, including employees, clients, suppliers, technology partners, investors and public authorities thanks to regular consultations and interactions. The stakeholder priorities addressed by this policy deal with, among other subjects, employee protection and safety, the contribution to clients' sustainability objectives, suppliers' involvement, regulatory compliance and transparency vis-à-vis investors. This systemic approach aims to ensure that the climate policy is comprehensive and adapted to the needs of those who are impacted by or involved in its implementation.

2.1.2.2. Group climate transition plan [E1-1]

Sopra Steria has designed and implemented a climate transition plan, allowing transformation to begin on its activities, making them more sustainable in a low-carbon world. This plan is aligned with the aforementioned objectives laid down by the United Nations (SDGs), the Paris Agreement (compatibility with the target of limiting global warming to 1.5°C) and the European Union. Its goal – validated by SBTi – is to achieve net-zero emissions by 2040. The climate transition plan includes a number of action plans and describes the full range of measures aimed at reducing greenhouse gas emissions arising from the Company's own operations, stakeholders in its value chain and employee travel. The trajectory that has been set adds to the credibility of Sopra Steria's environmental policy and its alignment with European requirements.

CLIMATE TRANSITION PLAN TARGETS VALIDATED BY SCOPE

Scope	Baseline year	Objective for 2030	Objective for 2040
Scopes 1+2	2019	-54%	-90%
Scope 3		-37.5%	-90%

To achieve the net-zero target, with effect from 2040, the Group plans to offset the remaining 10% of residual GHG emissions arising from its entire value chain. However, the current priority is to reduce emissions. Consequently, the Group has not yet put in place a structured approach guiding its contribution to carbon neutrality. Given the long-term horizon of this approach, readers are reminded that the Group will need to take into account evolving methodological and scientific standards, as well as market conditions, to do so. The context in which these objectives have been set and implemented is set out in Section 1.4.2 of this chapter.

The Group discloses data on its Scope 1, 2 and 3 GHG emissions annually in accordance with the GHG Protocol and shows how these emissions have changed year on year. This allows progress towards achieving climate objectives to be monitored.

DECARBONISATION LEVERS AND MAIN ACTIONS

Scope	Decarbonisation levers	Main actions
Scopes 1+2 *(offices and on-site data centres)*	■ Reduce energy consumption ■ Prioritise renewable energy sources	**Action plan – "Energy efficiency and renewables"** ■ Continue the energy savings plan ■ Promote the use of renewable energies in the Group's countries and entities and buy Energy Attribute Certificates (EACs) to achieve 100% renewable electricity ■ Improve energy efficiency in offices and on-site data centres, for example by selecting new buildings in accordance with the highest environmental standards (BREEAM®, HQE™, LEED®) ■ Use eco-efficient data centres with an effective cooling system and a constantly improving PUE (Power Usage Effectiveness)
	■ Prevent fugitive emissions	**Action plan – "ISO 14001"** ■ Gradually expand the scope of site certification to the entire Group **Maintain and modernise cooling equipment**
Scope 3 *(Scopes 3-1: "Supply chain" and 3-8: "Off-site data centres")* *(Scopes 3-6: "Business travel" and 3-7: "Commuting")*	■ Streamline purchasing ■ Ensure purchased services are carbon-efficient ■ Optimise travel ■ Replace the most emissions-intensive modes of transport	**Action plan – "Sustainable procurement"** ■ Structure the procurement decarbonisation strategy, by improving in-scope emissions accounting to obtain reliable data and involving key suppliers to reinforce their commitment to reducing carbon ■ Take into account sustainability criteria when selecting suppliers and making purchasing decisions ■ Minimise the Group's IT footprint (for example, by purchasing equipment with a lower environmental impact and lengthening the lifespan of some equipment) ■ Opt for off-site data centres that use electricity from renewable sources with a low PUE **Action plan – "Sustainable transport"** ■ Promote low-emissions transport options for business travel ■ Gradually transition from a vehicle fleet with combustion engines to electric vehicles ■ Put in place incentives to support the use of lower-carbon modes of transport
Multiple scopes	■ Raise awareness ■ Help reduce the carbon footprint beyond our value chain	**Action plan – "Employee awareness and training"** ■ Increase awareness and train employees on a variety of climate change issues, especially energy consumption, transport and responsible digital technology **Action plan – "Taking action beyond our value chain"** ■ Offset all emissions relating to the Group's direct activities ■ Finance innovative projects with a positive environmental impact

To ensure that its transition plan takes into account locked-in emissions,[1] Sopra Steria has identified three sources of emissions in this category: data centres, clients' IT infrastructure and property/travel. Emissions from these sources are likely to be locked in throughout the life span, of the associated assets. These locked-in emissions may therefore slow the pace of progress towards achieving the carbon reduction targets that have been set. Furthermore, the transition context may be constrained by unforeseeable new regulations, costs arising from purchases of assets in this category or unpredictable market developments. To account for this, the Group's preferred approach is to use data centres powered by renewables, sustainable IT design, low-carbon offices and more sustainable forms of transport.

To implement the Group's transition plan, operating expenses (OpEx) and capital expenditures (CapEx) are incurred to financially support the different levers and action plans described above.

(1) Locked-in emissions: Estimates of GHGs generated by the operation of assets and products with a long lifespan, measured from the reporting year to the end of their operating lifetimes.

FINANCIAL RESOURCES ALLOCATED TO LEVERS AND ACTION PLANS

Lever / Action plan	2025		2024	
	Operating expenses (OpEx)	Capital expenditure (CapEx)	Operating expenses (OpEx)	Capital expenditure (CapEx)
Sustainable procurement	0.57	0	0.21	0
Energy efficiency and renewables	1.36	10.80	0.56	20.95
Sustainable transport	1.47	14.09	0.90	28.11
ISO 14001	0.93	0	3.96	0
Training employees on climate-related issues	0.22	0	0.04	0
Taking action beyond our value chain	0.25	0.23	N/A	N/A
Total *(in millions of euros)*	**4.74**	**25.12**	**5.66**	**49.06**

For financial year 2025, only actual financial data has been used. Details on these expenses are presented later in this section for each action plan. The reduction in allocated expenditure between 2024 and 2025 is due to a number of factors. CapEx allocated to the "Energy efficiency and renewables" plan was down in 2025. Although three new very environmentally friendly buildings were approved in France in 2025, they will not be recognised in the financial statements until 2026. The reduction in CapEx under the Sustainable Transport Plan reflects a smaller volume of vehicle acquisitions in 2025, following an unusually high level of investment in 2024. Finally, the decline in OpEx related to ISO 14001 certification stems from the use in 2025 of actual, consolidated data covering the full organisational scope, replacing the higher estimates applied in 2024.

Links with the Group's sustainability performance management system

The climate transition plan is an integral part of a set of policies, plans and initiatives aimed at maintaining and improving the Group's environmental performance. This set of policies, plans and initiatives is developed in line with the Group's business strategy, operations, and financial, control and reporting processes. In particular, the climate transition plan plays a key role in supporting the objective of reaching net-zero by 2040. Sopra Steria's transition plan is fully embedded in the sustainability governance framework put in place by the Group and presented in detail in Section 1.2 of this chapter..

Disclosure of the transition plan is also embedded in the process used to produce the Group's Sustainability Report. Sopra Steria submitted its Sustainability Report in its entirety to the Board of Directors, including the transition plan.

Market recognition and key achievements

This level of commitment to reducing carbon has already seen Sopra Steria achieve a number of significant milestones:

- 2013: Steria is the first digital services company in France to gain a climate change score of 100A from the CDP. The Group has now appeared on the CDP's "A List" for the past nine years;
- 2014: Steria offset all the emissions coming from its direct operations (offices, data centres and business travel);
- 2017: Sopra Steria is the first digital services company to adopt a long-term emissions reduction target, aligned with an SBTi-approved 2°C trajectory;
- 2019: Emissions reduction target raised to align with a 1.5°C trajectory;
- 2023: Validation of a new SBTi Net Zero 2040-aligned objective.

It should be noted that Sopra Steria is not excluded from the benchmarks aligned with the European Union's Paris Agreement (EU Paris-aligned Benchmarks).

2.1.2.3. Targets related to "Climate change mitigation and adaptation" [E1-4 *including MDR-T*]

GROUP DECARBONISATION TRAJECTORY[1]

Key:

(1) On the y-axis, the term "teqCO₂"refers to tCO₂e.

2.1.2.4. Action plans related to "Climate change" and resources allocated [E1-3 *including MDR-A*]

Each action plan relies on a dedicated monitoring system, built around objectives/targets, actions, allocated resources and associated metrics. This system ensures rigorous management and continuous evaluation of the efficiency of the policies and actions implemented. The measures presented below do not include a description of any remediation actions. It is considered that the Group's material impacts do not cause harm requiring such actions.

SUMMARY OF ACTION PLANS IN SUPPORT OF THE GROUP'S POLICY RELATED TO "CLIMATE CHANGE"

Action plan	Key actions	Scope	Time horizon	Key advances in 2025
CLIMATE TRANSITION PROGRAMME				
a. Sustainable procurement	See the table entitled "Decarbonisation levers and main actions related to the Group's objectives" in Section 2.1.2.2 of this chapter.	All Group entities	Short and medium term	Conducting in-depth analysis of the carbon footprint of purchases, reinforcing the sustainable procurement policy and improving carbon-accounting for purchases Lengthening the lifespan of equipment Tightening up monitoring in coordination with the SCSR, Purchasing and IT departments Rolling out a responsible digital technology purchasing guide
b. Energy efficiency and renewables		All Group entities Main data centre	Short term	Quarterly follow-up of energy consumption and actions implemented to reduce it Monthly follow-up of PUE and actions implemented to improve energy performance
c. Sustainable transport		All Group entities	Short and medium term	Implementation of a Group-wide Sustainable Transport Plan, appointment of entity and site transport officers and organisation of quarterly workshops and dialogue with entities Development and roll-out of a "Sustainable transport" e-learning course Inclusion of a transport-related CSR criterion in the Group Performance Index used to determine variable compensation for the CEO and managers
d. Environmental management (ISO 14001)		All Group entities	Short and medium term	Start of roll-out, focusing on France, and preparation for the certification of the Kléber head office site in Paris where Group Executive Management and other functions are stationed Development and roll-out of an "ISO 14001" e-learning course
e. Employee awareness and training		All Group entities	Short term	International roll-out of the Climate Fresk, scaling up of sustainable design training, organisation of the Freskathon
f. Taking action beyond our value chain	Finance innovation through the sustainability-linked loan programme Continue exploring partnerships in order to contribute to carbon neutrality	All Group entities	Short and medium term	Finance an innovative project with a positive environmental impact through the sustainability-linked loan programme Offset all emissions relating to the Group's direct activities
PROGRAMME – CLIMATE CHANGE ADAPTATION				
Climate change adaptation	Assess exposure to physical risks, prioritise buildings that comply with adaptation standards, and maintain an insurance programme that covers a portion of climate risks	All Group entities	Short term	In-depth analysis to identify major physical risks in order to draw up the Group's consolidated adaptation plan

CLIMATE TRANSITION PROGRAMME

a. Details on the "Sustainable procurement" action plan

Purchases account for 82% of Sopra Steria's total carbon footprint, with IT purchases representing 39% share of total purchases. The Group Purchasing Department, in partnership with the SCSR Department and the IT Department, has initiated a sustainable procurement monitoring plan to help reduce the Group's emissions. As part of this approach, Sopra Steria takes action to raise supplier awareness, support and engage suppliers in reducing their carbon impact. This action plan was launched in 2021 and will remain in place until 2030.

Targets related to "Sustainable procurement" [MDR-T]

The "Sustainable procurement" action plan is aligned with the Group's SBTi-validated targets. It aims to reduce Scope 3 emissions by 37.5% by 2030 (relative to a 2019 baseline).

Roll-out of EcoVadis CSR assessments of suppliers will continue in 2026, with the aim of covering 80%[1] of target supplier expenditure incurred and an eligibility criterion of €150k.

Actions and resources related to "Sustainable procurement" [E1-3 *including MDR-A*]

Main actions (carried out and planned for short term)

In 2025, Sopra Steria implemented actions based on the following principles:

- Continuing to streamline server infrastructure by centralising servers and pooling resources while also continuing to evaluate equipment through life cycle assessments based on internal inventories.
- Helping suppliers reduce their GHG emissions:
  - At the identification, selection and contracting stage, by signing the Supplier & Partner Code of Conduct; 100% of suppliers working with the "France" reporting unit signed this Group Code of Conduct, and 100% of the Group's new contracts include environmental, social and human rights requirements;
  - Throughout the partner relationship: extensive conversations with certain suppliers to encourage them to disclose their GHG emissions figures and evaluate their performance via EcoVadis.

A Group whistleblowing system is in place for reporting environmental risks posed by key suppliers eligible via EcoVadis.

- In 2025, over €894 million of supplier expenditure was assessed via the EcoVadis platform, representing 773 suppliers. This action plan is also supplemented by a "Sustainable procurement" training plan for buyers.

Main actions (medium term)

Sopra Steria has initiated new foundational work to strengthen its plan to decarbonise purchasing by 2030. This initiative is aimed at activating and measuring suppliers' carbon reduction efforts and highlighting tangible examples. It is underpinned by two complementary pillars:

- The ability to measure emissions from purchases, notably by collecting supplier-specific data;
- Mobilising suppliers in the supply chain through support, engagement and a more extensive individual assessment.

In 2026, Sopra Steria should be in a position to set targets and trajectories for 2030 by purchasing category, aligned with targets established for Scope 3.

To address IT procurement, Sopra Steria has drawn up a plan to reduce impacts covering the period 2026-2028 based on its carbon assessment and life cycle analyses of its IT assets. This plan highlights important areas of action such as lengthening the lifespan of some equipment and reducing the impact of remote third-party services. It involves putting in place new sustainable procurement requirements for digital goods and services. These requirements are formalised in a specific guide aimed at:

- Increasing transparency as regards the impact of digital services provided by third parties;
- Obtaining projected improvement plans from suppliers;
- Monitor supplier commitments relating to responsible digital technology.

Financial resources

Implementing the "Sustainable procurement" action plan requires both financial and human resources, expressed in terms of full-time equivalent (FTE), both at the level of Group functions and in specific countries and entities. It also requires operating expenses, notably to cover the costs of external support and the subscription to the EcoVadis platform needed to monitor supplier performance. The sum of these operating expenses (OpEx) is presented in the table showing financial resources allocated to the transition plan in Section 2.1.2.2 of this chapter, under the "Sustainable procurement" heading.

Metrics related to "Sustainable procurement" [MDR-M]

In 2025, Sopra Steria reduced its emissions related to purchases by 15%, and reduced its total Scope 3 GHG emissions by 33% relative to 2019, and by 12% relative to 2024. This reduction is mainly due to updates to generic emissions factors for different purchase categories and the more extensive use of supplier-specific carbon intensity data. The share of primary data increased from 4% in 2024 to 14% in 2025. The sale of the subsidiary SBS in 2024 resulted in a 3.3% reduction in emissions from purchases in 2025, independently of other transition plan action levers.

Scope 3 metrics, including for Scope 3.1, are presented in the table showing emissions by scope in Section 2.1.2.5 of this chapter.

In 2025, suppliers covered by EcoVadis CSR assessments accounted for 79% of total supplier spend incurred; 773 suppliers were assessed, equating to 66% of eligible suppliers.

(1) Change relative to 2024 (85%) following the change in scope resulting from the divestment of SBS in September 2024.

b. Details on the "Energy efficiency and renewables" action plan

In 2022, in light of the global energy crisis, Sopra Steria launched its "Energy efficiency and renewables" action plan. This plan applies to all entities and is aligned with the Group's long-term GHG emissions reduction trajectory. It aims to reduce energy consumption at offices and to increase the proportion of renewable energies in the Group's energy consumption.

Targets related to "Energy efficiency and renewables" [MDR-T]

The energy efficiency and renewables action plan is aligned with the Group's low-carbon trajectory. In particular, it contributes to the reduction of the Group's Scope 1 and 2 carbon footprint. Sopra Steria has set itself the following targets:

- Maintain the minimum threshold for the proportion of the Group's electricity consumption from renewable sources at 95% (offices and on-site data centres);
- Reduce energy consumption at offices by 20% in 2030 compared with 2021.

These objectives were drawn up in accordance with the "Tertiary Decree" in France (Decree of 23 July 2019 on the obligation to reduce final energy consumption in tertiary sector buildings) before being voluntarily extended to cover the entire Group. They were set in conjunction with the Real Estate Department so as to identify levers directly influencing energy consumption. The action plan takes into account external growth due to new acquisitions.

The baseline year chosen was 2021. Energy consumption had been unusually low that year due to the pandemic.

Actions and resources related to "Energy efficiency and renewables" [E1-3 *including MDR-A*]

Main actions (carried out and planned for short term)

The Group's Real Estate Department and Sustainability & Corporate Social Responsibility Department are collaborating closely to factor energy issues into real estate portfolio management and development. Ever since it was launched, the "Energy efficiency and renewables" action plan has been built around three priorities, broken down into the following principles of action:

1. Heating and cooling:
   - Limiting the temperatures and operating times of heating systems in winter and cooling systems in summer in keeping with the specific needs of each country and site;
   - Optimising air conditioning systems while ensuring adequate levels of comfort.
2. Lighting:
   - Limiting lighting to what is strictly necessary and adapting it to activity levels in offices and other premises
   - Replacing traditional bulbs with LED bulbs and installing motion sensors.

In this way, the Group systematically prioritises energy-efficient buildings and looks for certified buildings of recent construction. For example, the technical requirements for the work launched in Annecy to carry out the extensive renovation of the Group's long-standing headquarters target both HQE™ "Exceptional" and BREEAM® "Excellent" certification. More generally, an objective has been set of ensuring that 85% of the portfolio of new or recently constructed buildings in France complies with the RE 2020 or RT 2012 construction standards by 2028 (compared with 55% in 2020). Furthermore, the Group is working on developing an objective that can be applied across its entire scope.

3. Using IT tools while applying strict rules on energy consumption and minimising the energy impact of data storage.

To complement these Group-wide initiatives, entities are implementing initiatives independently:

- Implementation of Building Energy Management Systems (BEMSs) in certain buildings in the United Kingdom to optimise the lifespan and operation of various pieces of equipment such as lighting, heating and air conditioning;
- In India, replacement of ventilation pipes and ducts to optimise their operation, together with concurrent installation of solar panels.

Sopra Steria is also seeking to improve the PUE and energy efficiency of its data centres by optimising air conditioning systems and server room planning. The main data centre site has a multi-year action plan to reduce electricity consumption. In particular, this plan includes the replacement of cooling units and pumps, and the installation of a free cooling system. In addition, the site is ISO 14001 and 50001 certified and is a signatory of the EU Code of Conduct for Data Centres.

To roll out and monitor these actions, a specific organisational governance structure has been put in place. This consists of energy experts, environment officers and entity Chief Sustainability Officers and is coordinated by the central SCSR team.

At the same time, Sopra Steria sources a high proportion of the electricity consumed by its offices and data centres from renewable sources. This is achieved by purchasing green electricity contracts directly from suppliers, accounting for around 20% of overall electricity consumption. The remaining 80% of consumption is covered by guarantees of origin.

Main actions (medium term)

In keeping with the levers already actioned, the Group is keen to more actively manage its energy supplies and encourage the more systematic use of local green energy contracts. Plans are in place for 2026 to jointly develop and implement an overall framework to help countries and sites choose green energy suppliers who are in step with the Group's ambitions. Meanwhile, optimisation of data centre room planning will continue.

Financial resources

Implementing the energy efficiency and renewables action plan requires both operating expenses (OpEx) and capital expenditure (CapEx). OpEx covers the human resources needed to oversee and implement the plan, expressed in FTE, both centrally and in the relevant countries and entities; energy improvement actions; maintenance of facilities; and purchases of Energy Attribute Certificates (EACs). CapEx mainly consists of increased rental payments on high-energy-performance buildings. These include five buildings with BREEAM® "Excellent" or HQE™ "Exceptional" certification in France, Belgium and the United Kingdom, two of which have received an energy performance diagnostic of A, as well as investments in energy improvements. All these expenses are set out in Section 2.1.2.2 under "Energy efficiency and renewables".

Metrics related to "Energy efficiency and renewables" [E1-5 *including MDR-M*]

The key performance indicators for this plan are energy consumption in offices (including common areas) and the share of renewables in electricity consumption.

Energy consumption covers electricity, fuel (fuel oil, diesel and natural gas) and district heating.

A report is drawn up each quarter and shared and discussed with local energy officers before being presented more widely at meetings. These meetings are aimed at sharing not only results but also actions and best practices so that everyone can play their part in meeting objectives.

ENERGY CONSUMPTION AND SHARE OF RENEWABLE ENERGIES

	2025	2024	2021 (baseline)
Energy consumption at offices (including common areas) *(MWh)* ✓	**47,928**	54,094	58,590
Results compared to baseline year	**-18%**	-8%	*N/A*
Renewable energy use for electricity consumption at offices (including common areas) *and on-site data centres (%)* ✓	**100**	100	99.2

In 2025, energy consumption fell compared to 2024. The decrease was mainly attributable to efforts made under the energy efficiency and renewables action plan. The sale of SBS in 2024 resulted in a 4% energy-related reduction in 2025, independently of other action levers.

c. Details on the "Sustainable transport" action plan

Employee transport, including commuting and business travel, accounts for 13% of Sopra Steria's total emissions, all entities combined. Sustainable transport represents a key way of reducing the Group's carbon footprint. In early 2025, it drew up a formal action plan to define a common framework to promote best practices and the use of lower-impact modes of transport.

Targets related to "Sustainable transport" [MDR-T]

The transport action plan is aligned with the Group's low-carbon trajectory to reduce the Group's Scope 3 carbon footprint. Sopra Steria has set itself the following targets, which are aligned with its SBTi commitments:

- Target for 2027: Reduce transport-related emissions by 15% relative to 2024 (65% reduction relative to 2019);
- Target for 2030: Reduce transport-related emissions by 20%relative to 2024 (70% reduction relative to 2019);
- Target for 2040: Reduce transport-related emissions by 40% relative to 2024 (90% reduction relative to 2019).

In setting these objectives, the Group consulted stakeholders internally, through interviews and workshops with employees, and externally, through the analysis of the commitments and practices of competitors (based on a benchmarking exercise).

Actions and resources related to "Sustainable transport" [E1-3 *including MDR-A*]

Main actions (carried out and planned for short term)

- Integrate transport into the Group Environmental Performance Index, representing 5% of the Chief Executive Officer's managers' variable compensation;
- Roll out a dedicated "Sustainable transport" e-learning course to raise employee awareness of the environmental implications of travel, inform them of the Group's commitments and offer practical solutions to help them use more sustainable modes of transport;
- Continue to support the Company vehicle fleet transition to electric or low-emissions vehicles;
- Strengthen specific local organisational governance arrangements pertaining to the Sustainable Transport Plan, based on quarterly steering committee meetings and operationally managed by local transport officers and CSOs;
- Promote sustainable modes of transport and set policies that prioritise low-emission modes of transport;
- Promote financial incentives and biking schemes adapted to specific local needs to encourage employees to adopt sustainable modes of transport (biking, public transport, electric vehicles);
- Prioritise selecting sites that are well served by public transport, and adapt site facilities to make it easier for employees to use sustainable modes of transport when commuting.

Main actions (medium term)

Incorporate the transport policy into the Group's processes and systems to ensure it is implemented consistently at all levels.

Financial resources

Implementing the "Sustainable transport" action plan requires both operating expenses (OpEx) and capital expenditure (CapEx). OpEx consists of the human resources needed to oversee and implement the plan, expressed in FTE, both centrally and in the relevant countries and entities. It also covers other operational initiatives, such as maintenance costs for electric vehicle charging stations, the roll-out of the "Sustainable transport" e-learning course, and funding for the sustainable transport allowance, particularly in France. CapEx relates to upgrading the Group's fleet of electric and low-emissions (less than 50 gCO_2/km) vehicles. This translates into a substantial increase in the proportion of new electric and low-emissions vehicles in the Group's fleet in, going from 30% in 2024 to 80% in 2025. CapEx also includes specific upgrades related to sustainable transport, such as installing charging stations at sites. The whole of these expenditures is presented in the table of financial resources allocated to the transition plan in Section 2.1.2.2 of this chapter, under the "Sustainable transport" heading.

Metrics related to "Sustainable transport" [E1-8 *including MDR-M*]

Progress against the "Sustainable transport" action plan is monitored using the following metrics:

- Business travel, at Group level and by entity/country (Scope 3-6);
- Employee commuting and remote working, at Group level and by country/site (Scope 3-7).

Metrics are presented in the table showing emissions by scope in Section 2.1.2.5 of this chapter.

In 2025, GHG emissions generated by business travel undertaken by Sopra Steria employees were 7% lower than in 2024, while emissions related to commuting and remote working were 4% lower. Overall transport-related emissions declined by 5% year on year.

The sale of SBS in 2024 resulted in a 4.6% reduction in transport-related emissions in 2025, independently of other action levers.

Particular attention has been taken to obtain actual data to track these metrics, enabling more granular monitoring of actions related to the Sustainable Transport Plan. The proportion of actual versus estimated data rose to 87% for business travel (up 11% relative to 2024) and 94% for commuting (up 14% relative to 2024), mainly as a result of the employee survey on this topic being expanded to cover new geographies.

INTERNAL CARBON PRICING

	2025	2024	2023
Gross greenhouse gas emissions – Scopes 1 and 2 by internal shadow carbon pricing (%)	N/A	N/A	N/A
Gross greenhouse gas emissions – Scope 3[1] by internal shadow carbon pricing (%)	N/A	4.17	5.29

(1) The portion of Scope 3 covered by internal carbon pricing is 3-6, business travel.

In 2025, Sopra Steria continued to make limited use of internal carbon pricing as a tool for raising awareness about sustainable transport issues. However, pilot testing on the use of internal carbon pricing for business travel in France and the United Kingdom over the last few years has not at this stage demonstrated a sufficient impact to justify implementing the Sustainable Transport Plan. Sopra Steria plans to adjust the trials carried out in order to continue to evaluate the potential of internal carbon pricing as an additional tool for raising awareness and changing behaviour.

d. Details on the "Environmental management (ISO 14001)" action plan

The international standard ISO 14001 provides a framework for designing and implementing an EMS and continuously improving environmental performance. At 31 December 2025, 40% of Sopra Steria's sites representing 69% of the Group's workforce have secured ISO 14001 certification. The "ISO 14001" action plan covers all entities and geographies.

Targets related to "Environmental management (ISO 14001)" [MDR-T]

Following a collaborative process involving the SCSR Department and the Real Estate Department to ensure that the objectives being considered were feasible, the Group has set itself the following medium-term targets:

- Target for year-end 2026: At least 70% of Group employees to be based at sites that are ISO 14001-certified (or in the process of being certified);
- Target for year-end 2028: At least 80% of employees to be based at such sites;
- Target for year-end 2030: At least 95% of employees to be based at such sites.

The Group has monitored progress towards its targets since their approval in 2025.

Actions and resources related to "Environmental management (ISO 14001)" [E1-3 *including MDR-A*]

Main actions (carried out and planned for short term)

- In 2025, set up quarterly Group steering committee meetings involving all CSOs and country ISO 14001 contacts to share best practices and integrate future certifications into local roadmaps. The purpose of these meetings is to share not only results but also actions and practices so that everyone can play their part in meeting objectives.
- In France during 2025, start the centralised roll-out of the ISO 14001 standard and begin the certification process for the Kléber head office site in Paris.
- Roll out a Group-wide "ISO 14001" e-learning course in French and English to develop skills company-wide.

Main actions (medium term)

- From 2026, obtain certification for an additional site in Belgium, four additional sites in the United Kingdom and further sites in France and Germany.
- Between 2028 and 2030, increase the number of sites with ISO 14001 certification, with roll-out to additional locations in Italy and France.

Financial resources

Implementing the action plan related to ISO 14001 certification only requires certain operating expenses (OpEx). These include the human resources assigned to managing the certifications, estimated in terms of full-time equivalent (FTE) at Group level and for the relevant countries and entities. Operating expenses also include costs that are essential for ensuring compliance and maintaining certifications, i.e. costs related to audits, certification, monitoring of regulations, and the implementation of the ISO 14001 e-learning course and external training on this topic. These costs are consolidated in the table of financial resources allocated to the transition plan presented in Section 2.1.2.2 of this chapter, under the "ISO 14001" heading.

Metrics related to "Environmental management (ISO 14001)" [MDR-M]

The key performance indicators for monitoring this plan are the proportion of certified sites and the proportion of employees working at certified sites. A report is published each year and shared and discussed with local energy officers before being presented more widely.

EMPLOYEES ASSIGNED TO AN ISO 14001 CERTIFIED SITE

	2025	2024	2020
Employees working at ISO 14001 sites (%)	**69**	50	35
Certified sites (%)	**40**	24	12

No assumptions or estimations are applied to these metrics.

e. Details on the "Employee awareness and training" action plan

Sopra Steria is committed to raising awareness of environmental issues among its employees and providing employee training on these issues. The Group offers dedicated training accessible to all on a number of topics such as combating climate change and adopting responsible digital technology. Through this training, each and every employee has the opportunity to become an agent of change. The SCSR Department has also launched Sustain.hub, an in-house platform which brings together all the company's sustainability action plans, information and news. The SCSR Department regularly organises events such as Live Sustain, which involves over 3,000 people.

The main components of this action plan are the Climate Fresk and the 2tonnes workshop. It is applicable to all Group entities.

Targets related to "Employee awareness and training" [MDR-T]

By 2027, the Group aims to have trained 7,000 employees on climate-related issues. The baseline year is 2022, the year that awareness-raising on climate-related issues was first introduced.

The target was set following consultation between the Academy, the Sustainability & Corporate Social Responsibility Department and an external service provider, after analysing the level of roll-out in France.

Actions and resources related to "Employee awareness and training" [E1-3 *including MDR-A*]

Main actions (carried out and planned for short term)

Climate Fresk was rolled out in France in 2022 and began to be extended across the entire Group in 2024. A number of actions have been implemented since then:

- Training sessions organised for Climate Fresk workshop trainers.
- Coaching sessions run by expert trainers at country level to train up new workshop trainers.
- Organisation of local "Freskathon" events to promote the workshops. The 2025 edition involved nine countries (Germany, Spain, Italy, India, France, Belgium, the Netherlands, the United Kingdom and Poland) and more than 150 participants.
- Gathering ideas and initiatives from employees at the end of each Climate Fresk workshop to help strengthen collective engagement and turn ideas into practical action.
- Deployment since 2023 of the 2tonnes workshops in France and follow-up.

To roll out and monitor these actions, a specific organisational governance structure has been put in place. It consists of Climate Fresk workshop trainers, CSOs and local Academy coordinators, and is managed by the central Sustainability & Corporate Social Responsibility (SCSR) team.

Main actions (medium term)

The scope of this action plan will be reviewed to include additional training programmes. In addition to Climate Fresk and the 2tonnes workshop, a number of training courses help equip employees with a deeper understanding of environmental issues and encourage more targeted action. These include the "Sustainable transport" and "ISO 14001" e-learning courses launched in 2025, as noted in the corresponding action plans, the "Sustainability passport" e-learning course and other in-house training delivered in the Group's entities and countries.

It should be noted that Digital Collage and the training course on sustainable design for digital services are presented in Section 5.2, "Developing responsible digital technology", of this chapter on responsible digital technology.

Financial resources

The action plan related to employee awareness and training is funded through operating expenses (OpEx). These expenses are mainly usage fees for Climate Fresk and 2tonnes licences, coaching expenses for the countries, organising international Climate Fresk events and costs relating to "Train the Trainers" programmes. They also include travel-related expenses incurred by workshop trainers for the purposes of implementing training and rolling it out across the Group. These costs are consolidated in the table of financial resources allocated to the transition plan presented in Section 2.1.2.2 of this chapter, under the "Awareness and training" heading.

Metrics related to "Employee awareness and training" [MDR-M]

The key performance indicator for monitoring this plan is the number of employees and workshop trainers trained. Raw data is collected and analysed each month and a report is shared with country- and entity-specific local officers at monthly meetings.

EMPLOYEES TRAINED ON CLIMATE-RELATED ISSUES

	2025	2024	2022
Number of employees trained on climate-related issues	**3,346**	2,537[1]	275
Number of workshop trainers trained on climate-related issues	**195**	135	23

(1) Change relative to the figure for 2024 (2,520 employees) following the inclusion of new data. A Group-wide collection process will be rolled out by the end of the first quarter of 2026 to ensure that all data is properly collected for all countries.

f. Details on the "Taking action beyond our value chain" action plan

SBTi defines the Beyond Value Chain Mitigation (BVCM) initiative as a mechanism through which companies can accelerate their overall net-zero transformation by going beyond simply achieving science-based targets. By participating in this initiative, Sopra Steria intends to be seen as a leading player in climate action among its clients, its suppliers and its employees.

Targets related to taking action beyond our value chain [MDR-T]

- Each year, finance at least one innovative project that generates measurable positive environmental impacts, via the sustainability-linked loan programme.
- Fund carbon offset schemes to help achieve climate neutrality for direct operations.

In 2026, the Group plans to reconsider the relevance of carbon offset schemes (see the "Main actions (medium term)" paragraph of this section).

Actions and resources for taking action beyond our value chain [E1-3]

Main actions (carried out and planned for short term)

- Continue pursuing the sustainability-linked loan programme for its second year in order to raise additional funding for innovation and support startups and companies developing positive-impact solutions.
- Continue working with partners specialised in net-zero pathways. In 2010, Sopra Steria launched an approach aimed at contributing to carbon neutrality. Since 2020, the Group has been contributing to an afforestation project under the banner of the UN's Climate Neutral Now programme. As part of this project, its direct activities achieved Climate Neutral Now certification in 2021. The GHG emissions sequestered under this project are checked by the Verified Carbon Standard (VCS) and have obtained Compliance Certification Board (CCB) certification. Some countries have also implemented other types of initiatives to locally offset part of their greenhouse gas emissions.
- Contribute to climate finance, especially via the Wind Capital investment fund specialised in financing sustainable technologies, supported by Sopra Venture Capital.

Main actions (medium term)

In 2026, the Group will continue to pursue its approach aimed at contributing to carbon neutrality with regard to the emissions generated by its direct activities (offices, data centres, business travel). As before, it will participate only in contribution projects displaying a high level of integrity. It will comply with the fundamental carbon principles and striking a balance between environmental protection, economic growth and stakeholders' social responsibility. Sopra Steria will endeavour to contribute solely to certified projects with reliable partners, in particular Gold Standard projects.

Financial resources

Implementing the "Taking action beyond our value chain" action plan involves both operating expenses (OpEx) and capital expenditure (CapEx). OpEx consists of the human resources needed to oversee and implement this action plan, expressed in FTE, currently positioned at Group level only, as well as disbursements under the sustainability-linked loan programme. CapEx consists of sustainable investments and climate-focused innovation. The total is presented in the table of financial resources allocated to the transition plan, in Section 2.1.2.2 of this chapter, under the "Taking action beyond our value chain" heading.

Metrics related to "Taking action beyond our value chain" [E1-7 *including MDR-M*]

For this action plan, the metrics used are as follows:

1. Number of innovative projects with an environmental impact financed via the sustainability-linked loan programme: in 2025, two innovative projects received financing of €100k each in the form of donations. The first project centres on environmental impact and the second on social impact; in 2024, two projects with a focus on environmental impact received financing.
2. The amount of GHG emission reductions or removals in relation to direct activities (offices, data centres, and business travel) resulting from climate change mitigation projects outside the value chain. This amount corresponds to Scopes 1, 2 (market-based), 3-6 and 3-8. This metric is presented in the table below.

AMOUNT OF GHG EMISSION REDUCTIONS OR REMOVALS IN RELATION TO DIRECT ACTIVITIES

	2025	2024
Amount of GHG emission reductions or removals in relation to direct activities (offices, data centres and business travel) (% of the Group's total emissions)	**5.3**	5.3

2.1.2.5. GHG emissions by scope [E1-6]

BREAKDOWN OF GHG EMISSIONS BY SCOPE FOR SOPRA STERIA

	Retrospective						
	2019	2024	2025	% 2024/2025	2030	2040	Annual objective (as %) / Baseline year: 2019
Scope 1 GHG emissions							
Gross Scope 1 GHG emissions (tCO_2e)	4,719	2,746	1,931	-30%			
Proportion of Scope 1 GHG emissions from regulated emission trading schemes (%)	0	0	0	0%			
Scope 2 GHG emissions					54%	90%	-65%
Gross Scope 2 GHG emissions (location-based) (tCO_2e)	16,611	9,644	7,208	-25%			
Gross Scope 2 GHG emissions (market-based) (tCO_2e)	1,857	366	395	8%			
Significant Scope 3 GHG emissions							
TOTAL GROSS INDIRECT (SCOPE 3) GHG EMISSIONS (TCO_2E)	**382,696**	**291,091**	**255,780**	**-12%**			
1 Products and services purchased	270,835	248,879	211,068	-15%			
2 Property, plant and equipment							
3 Energy-related emissions not included in Scopes 1 and 2	5,464	4,670	3,523	-25%			
4 Goods transport (upstream)							
5 Waste	296	33	35	6%			
6 Business travel	34,687	12,267	11,374	-7%			
7 Employee commuting and remote working	66,778	23,051	22,091	-4%	**37.5%**	**90%**	**-33%**
8 Off-site data centres	1,250	111	108	-3%			
9 Goods transport (downstream)							
10 Processing of sold products							
11 Use of sold products							
12 End of life of sold products							
13 Tenants	494	164	275	68%			
14 Franchises							
15 Investments	2,892	1,916	7,306	281%			
TOTAL GHG EMISSIONS							
Total GHG emissions (location-based) (tCO_2e)	**404,026**	**303,481**	**264,919**	**-13%**	**N/A**	**N/A**	**N/A**
Total GHG emissions (market-based) (tCO_2e)	**389,272**	**294,203**	**258,106**	**-12%**	**N/A**	**N/A**	**N/A**

The table above concerns all the Group's countries and entities. Moreover, by way of derogation from the principle adopted by Sopra Steria of alignment between financial and non-financial statements, and with the intention of providing transparent environmental information that reflects the actual carbon impact (see Chapter 3 of the GHG Protocol, "Setting Organizational Boundaries"), Scope 1, 2 and 3 emissions calculations include the scope of subsidiaries as soon as the Group takes control of them. Aurexia and Neocase are therefore included in the scope of these calculations.

The methodology used is compliant with the GHG Protocol (Homepage | GHG Protocol[1]). For Scopes 1 and 2, 85% of the data presented is actual data. As regards the main categories of Scope 3, the amount under Category 1 is an estimate based on financial data, while the amounts under other categories are mostly based on the collection of physical data.

In 2025, Sopra Steria held an 11.07% stake in 74Software. Scope 3, Category 13, relating to "Emissions arising from investments" corresponds to the emissions of 74Software as a tenant of office space belonging to Sopra Steria. Sopra Steria's share of the other emissions of 74Software is also reported under Scope 3, Category 15. The impact of 74Software was estimated at around 66,000 tCO_2e of GHG emissions for Scopes 1, 2 and 3 (upstream). Accordingly, emissions relating to Sopra Steria amounted to 7,306 tCO_2e (11.07% * 66,000 tCO_2e).

(1) https://ghgprotocol.org/

CARBON INTENSITY

	2025	2024
Total emissions intensity per employee (tCO_2e for Scopes 1, 2 & 3, per employee)	**5.03**	5.77
Direct emissions intensity (offices, data centres and business travel) per employee (tCO_2e for Scopes 1, 2, 3-6 & 3-8, per employee)	**0.27**	0.30
Total emissions intensity per million euros of revenue (tCO_2e for Scopes 1, 2 & 3 per €m)	**45.70**	50.93

Additional tables with details for each country are available on Sopra Steria's website.

PROGRAMME – CLIMATE CHANGE ADAPTATION

In 2025, Sopra Steria began the process of drawing up a consolidated Group climate change adaptation plan. This work proceeded in two phases. The first of the two project stages involved assessing physical risks to the company's sites and data centres by applying the OCARA[1] method. Based on the risks identified, a consolidated adaptation plan will be articulated, during the second project phase, which will continue in 2026. The aim of these projects is to reduce the critical and major risk exposure levels, while reinforcing and extending the measures already implemented by the Group.

These adaptation methods should also deliver related benefits for climate change mitigation, biodiversity, health and pollution control, conservation of water and resources, and the resilience of local stakeholders. This action plan covers all Group entities.

Targets related to "Climate change adaptation" [MDR-T]

To date, four targets have been set, with 2025 as the baseline year:

- 2025: Gross risk analysis carried out on 100% of sites and data centres;
- 2027: In-depth assessment (net risk assessment) carried out at 100% of sites and data centres identified as high-risk[2] for 2030;
- 2030: Specific adaptation plan drawn up at 100% of sites and data centres confirmed by the in-depth assessment to be high-risk for 2030;
- 2030: Business continuity plans updated for 100% of sites and data centres confirmed by the in-depth assessment as high-risk for 2030 to take into account identified climate risks.

Actions and resources related to "Climate change adaptation" [E1-3 *including MDR-A*]

Main actions (carried out and planned for short term)

- Identify the types of climate risks that could affect employees, productivity and assets such as buildings and data centres, particularly in vulnerable areas such as Spain, southern France and India, which are exposed to heat waves and flooding.
- Prioritise modern, resilient buildings that comply with the most recent climate change adaptation standards. Thanks to the close collaboration between the Real Estate Department and Sustainability & Corporate Social Responsibility Department, the adaptation priorities have been factored into real estate portfolio management and development.
- Audit sites and ensure they are equipped with robust services such as efficient air conditioning, in keeping with the ISO 14001 certification action plan.
- Maintain a comprehensive insurance programme covering property damage and operating loss should the risks linked to climate change materialise.

Main actions (medium term)

- Conduct in-depth assessments on at-risk sites and data centres to assess net risk.
- Start deploying priority actions under a consolidated adaptation plan for the physical risks identified.
- Gradually extend the analysis to other types of transition-related risk (technology risk, market risk, regulatory risk, reputational risk).

Metrics related to the "Climate change adaptation" action plan [E1-7 *including MDR-M*]

The metrics related to this action plan are as follows:

- Proportion of sites and data centres that have undergone a gross risk analysis: 100% at year-end 2025.

Metrics related to the last three targets will be further analysed:

- Proportion of sites and data centres identified as high-risk for 2030 that have carried out an in-depth assessment;
- Proportion of sites and data centres confirmed by the in-depth assessment to be high-risk for 2030 that have drawn up a specific adaptation plan;
- Proportion of sites and data centres confirmed by the in-depth assessment as high-risk for 2030 that have updated their business continuity plan to take into account identified climate risks.

(1) OCARA (Operational Climate Adaptation and Resilience Assessment): analytical framework for assessing the resilience of enterprises to climate change impacts
(2) At least one critical or major gross risk identified

2.2. Circular economy [E5]

2.2.1. PRESENTATION OF THE CONTEXT, MATERIAL IMPACTS, RISKS AND OPPORTUNITIES [E5-IRO-1] [E5-SBM-3]

For a digital services company like Sopra Steria, purchases of IT services and hardware are the main drivers of impacts, risks and opportunities related to the circular economy. The production and use of such equipment consumes large amounts of resources. This generates substantial volumes of electronic waste, and multiple social and environmental issues can emerge in the supply chain. As resources critical to digital technology become increasingly scarce, regulations tighten and stakeholder expectations grow, the circular economy has become a strategic priority for the sector and the company. To help promote virtuous economic practices in purchasing, use and recycling, Sopra Steria focuses its efforts on lengthening the lifespan of equipment, re-using equipment, preventing waste and securing supplies. The Group has adopted a holistic approach to understanding these issues with the aim of reducing medium- and long-term risks, improving its sustainability performance and creating economic, social and environmental value for its stakeholders.

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES RELATED TO "CIRCULAR ECONOMY"

Description of the materiality of "Resource and waste management" for Sopra Steria (ESRS E5)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Negative impact	Environmental and social risks of digital technology arising from purchases of equipment, infrastructure or digital services, which involve resource extraction and consumption, as well as the hazardous waste created.	Short term	Upstream value chain
Risk	Physical risk: Shortage of resources leading usage to be prioritised in a manner that disadvantages Sopra Steria or to an increase in costs.	Medium term	Sopra Steria's own operations and upstream value chain
Risk	Reputational risk: Controversies or regulatory penalties resulting from the inability to put in place an effective waste management process across all countries and sites.	Medium term	Sopra Steria's own operations and downstream value chain
Opportunity	Resource efficiency and reputation: Lower costs and enhance reputation by applying the principles of the circular economy in the purchase, use and recycling of equipment and digital infrastructure.	Short term	Sopra Steria's own operations and downstream value chain

Specificities in the process of identifying and assessing IROs related to the circular economy

The process is similar to that presented in Section 1.3.1 of this chapter. However, with regard to the circular economy, the process has a few specificities, in particular the classification of risks in accordance with the recommendations of the TNFD (Taskforce on Nature-related Financial Disclosures). Risks are classed into two categories:

- Physical Risks which include those related to natural resource shortages, depletion of stock and use of primary or recycled renewable resources, and of renewable or non-renewable resources;
- The Transition Risks originating from regulatory changes or pressure brought to bear by consumers or civil society to adopt less harmful practices for the environment (reduction in waste, championing of recycling, etc.).

In parallel, opportunities are also classified into six categories: "Resource efficiency", "Products and services", "Markets", "Resilience" and "Financial opportunities".

2.2.2. RESOURCE AND WASTE MANAGEMENT

2.2.2.1. Policy related to "Resource and waste management" [E5-1 *including MDR-P*]

Generally speaking, Sopra Steria's policy in this area is aimed at reducing the environmental impact of its direct and indirect activities. The Group seeks to optimise resource use, manage the life cycle of equipment and solutions and responsibly manage waste. Managing impacts, risks and opportunities (IROs) related to resource use and the circular economy is key at every step of the value chain. The scope of the policy encompasses all of Sopra Steria's value chain, covering key stakeholders, in particular suppliers, clients, partners, investors and employees, with no major exclusions.

The policy related to "Resource and waste management" is monitored at the highest governance level of the Group. The SCSR Department is responsible for implementation, with the support of the Purchasing Department and the IT Department, as well as the country and entity CSOs.

This policy is aligned with objectives set by the EU on waste management and sustainability. In particular, Sopra Steria complies with the regulatory requirements set out in Europe's RoHS[1] and REACH[2] legislation.The Group limits its hazardous waste following the criteria outlined by these texts. In this way, it helps contribute to the United Nations Sustainable Development Goals related to the topic (including SDG 12, "Responsible consumption and production"; SDG 6: "Clean water and sanitation"; and SDG 11: "Sustainable cities and communities").

The resource management policy was expanded in 2025 to take account of increased vulnerability to shortages of critical resources, illustrated by difficulties with the procurement of laptop computers. Faster growth in artificial intelligence and the associated need for RAM (Random Access Memory) has created difficulties for equipment manufacturers and triggered a sharp rise in prices as demand exceeds supply. Sopra Steria has implemented a set of business continuity measures based on extending the lifespan of digital equipment used, lifting the internal reuse rate and expanding its supplier base.

The current policy is structured around four key principles:

1. Optimising resource consumption across the value chain through choice of suppliers (sustainable procurement), efficient energy management and the development of tools for measuring resource consumption (G4IT[3]);
2. Managing the life cycle of equipment, notably by extending its life and encouraging the purchase of reconditioned equipment;
3. Managing waste, in particular waste electrical and electronic equipment (WEEE), by encouraging reuse and recycling;
4. Raising the awareness of actors in the value chain, and training employees and involving them in addressing issues related to the circular economy and resource use.

This policy has been designed to address as a priority the elements with the greatest impact with respect to the results of the double materiality assessment. In keeping with its continuous improvement approach, Sopra Steria will work with internal and external stakeholders in an effort to incorporate circular economy best practices as its business develops and its industry sector evolves.

2.2.2.2. Targets related to "Resource and waste management" [E5-3 *including MDR-T*]

The Group has set itself the following targets to be achieved by 2030:

- Reuse, recycle or recover 100% of WEEE (reuse, raw materials recovery for recycling, heat recovery);
- Reuse, recycle or recover 100% of paper and cardboard waste (raw materials recovery for recycling, heat recovery);
- Maintaining the internal reuse rate for laptop computers in France above 30%.

These targets were set by the IT Services & Infrastructure Department and the Purchasing Department, with the support of the Internal IT Systems Department.

A third target concerning the reuse rate for laptop computers in France was set in 2025 alongside the two initially set targets. Over the next few years, Sopra Steria will be looking to intensify its efforts in relation to this target to ensure that internal reuse is put into practice more systematically across all the Group's geographies.

For waste, the baseline year adopted is 2020, with the Group monitoring progress towards its targets since 2020. For the internal reuse rate, the baseline year adopted is 2024. The Group has monitored progress towards its targets since 2025.

2.2.2.3. Actions related to "Resource and waste management" [E5-2 *including MDR-A*]

To put its policy into practice, Sopra Steria is following a specific action plan aimed at reducing its environmental impact, in keeping with waste management and sustainability objectives set by the European Union (Directive 2012/19/EU[4]). This action plan aims to optimise the use of resources upstream (water, electricity), to control more effectively the life cycle of equipment and solutions and manage waste (WEEE, paper, cardboard) more responsibly. It covers all Group entities.

Main actions (carried out and planned for short term)

Main actions in relation to managing upstream resources:

- Gradually increase environmental reporting covering equipment and data centre operators, with monitoring of water and electricity consumption optimisation and of improvement in the PUE (Power Usage Effectiveness) and WUE (Water Usage Effectiveness) metrics;
- Purchase from suppliers of electronic equipment that meet Sopra Steria's specific requirements and are committed to reducing their impact on the environment and environmental resources (in particular, mineral resources) by signing on to the Supplier & Partner Code of Conduct;
- Roll out a guide to responsible digital technology;
- Increase the proportion of FSC-certified paper;
- Encourage purchase of laptop computers with environmentally certified IT equipment (TCO, EPEAT® Gold) and a high level of repairability (>8) at Group level;

(1) The European Restriction of Hazardous Substances Directive (RoHS) limits the use of certain hazardous substances in electrical and electronic equipment. The text aims at limiting the amount of hazardous chemicals used in electronic equipment.
(2) Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH) is an EU regulation issued on 18 December 2006. REACH covers the production and use of chemical substances and their potential effects on human health and the environment.
(3) G4IT: a tool for managing actions to reduce the environmental impact of IT systems.
(4) Directive 2012/19/EU of the European Parliament and the Council of 4 July 2012 on waste electrical and electronic equipment (WEEE)

- Make greater use of equipment by extending its useful life to 5 years and placing a major emphasis on internal reuse;
- Draft the plan to reduce the Group's IT-related environmental impact in 2025. This plan covers actions related to the deployment of sustainable procurement requirements for digital services and goods, more accountable management of IT equipment and data centres, and expanded performance measures.

Main actions in relation to managing electronic, paper and cardboard waste:

- Introduce awareness campaigns encouraging people to cut down on printing documents and extend the life of equipment;
- Launch a guide to eco-friendly digital behaviours;
- Set circular economy and waste management guidelines for suppliers via the Supplier & Partner Code of Conduct;
- Responsibly manage waste, in particular waste electrical and electronic equipment (WEEE), by encouraging reuse and recycling.

To monitor these actions, a specific organisational governance structure has been put in place, managed since 2020 by the Sustainability & Corporate Social Responsibility (SCSR) Department, in collaboration with the other Group functional departments concerned.

Main actions (medium term)

- Roll out the plan to reduce the Group's IT-related environmental impact between 2026 and 2028;
- Systematise internal reuse across all the Group's geographies.

2.2.2.4. Metrics related to "Resource and waste management" [E5-4 and E5-5 *including MDR-M*]

Volumes of waste generated, the proportion reused, recycled or recovered, and the volume of certified paper purchased are the main key performance indicators. Data are collected every quarter to monitor the situation throughout the year.

	2025	2024	2020
Waste electrical and electronic equipment (WEEE) ✓			
Proportion of waste collected and recycled (%)	**73.2**	99.6	97
Proportion of waste collected and reused, recycled or recovered for energy generation (%)	**26.7**		
Paper and cardboard waste ✓			
Proportion of paper and cardboard waste collected separately and recycled (%)	**95.2**	99.9	96
Proportion of waste collected separately and reused, recycled or recovered for energy generation (%)	**4.6**		

INTERNAL REUSE RATE IN FRANCE

	2025	2024
Internal reuse rate in France[1] (%)	**41**	34

(1) Over a rolling 3-year period.

Reused equipment is included in these figures and tracked separately as part of the reused portion.

The internal reuse rate shows the portion of laptop computer requests met with an item of equipment that had already been assigned over a rolling three-year period. To maximise the reuse, recycling and recovery of WEEE and paper and cardboard waste, the Group calls on service providers specialised in collecting and reusing, recycling or recovering them, maximising the possibilities of giving them a second life. The Group is seeking to improve performance by working more closely with its suppliers.

All the data consolidated for the purpose of monitoring and reporting these metrics come from the Group's suppliers.

The sale of SBS in 2024 led to a 3.6% reduction in waste generated (in kg) in 2025, independently of the other action levers.

Sopra Steria does not produce any hazardous waste under the definitions set out in the RoHS and REACH regulations. In the course of its activities, the Group produces WEEE classified as hazardous under Commission Decision 2000/532/EC of 3 May 2000 and Directive 75/442/EEC on waste, and reuses wherever possible such electrical and electronic equipment once it has been retired. In 2025, the portion of hazardous WEEE not given a second life stood at 0.001% of the total amount of WEEE and paper, cardboard, plastic and metal waste.

2.3. Information beyond materiality

Sopra Steria's sustainability approach encompasses biodiversity issues, as the Group recognises that biodiversity and climate change are closely connected. The IPBES[1] identifies the correlation between the climate and biodiversity as a major driver of change in ecosystems. The direct impacts of the Group's activities are limited, and the double materiality assessment revealed that the main potential impacts on biodiversity are associated with the upstream value chain, in particular with suppliers. While biodiversity has not yet reached the materiality threshold, this issue could become more material in the future. The Group therefore plans to deepen the detailed analysis of its supply chain over the next few years and gradually incorporate biodiversity criteria into its procurement processes.

Additionally, a mapping of sites located near Key Biodiversity Areas (KBAs[2]) was undertaken. This exercise identified 13 potentially affected sites.[3]The mapping is based on the first step of the TNFD's LEAP[4] methodology and was updated in 2025. Lastly, the Group will seek to pay particular attention to preserving and promoting biodiversity at the site of its historic headquarters in Annecy, where the family originally founded it, as part of the deep renovation work begun in 2025, which will help shape a sustainable future for the Company.

2.4. Information on the EU Taxonomy

The Taxonomy Regulation (Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020) is one of the measures in the European Union's action plan set out in its Green Deal. It consists of a number of initiatives for achieving climate neutrality by 2050 by:

- Reorienting capital flows towards sustainable investments;
- Managing the financial risks caused by climate change, natural disasters, environmental damage and social issues;
- Promoting transparency and a long-term vision in economic and financial activities.

The Green Taxonomy is set out in delegated acts (Commission Delegated Regulation (EU) 2021/2139 on climate objectives and its Annexes 1 and 2 on alignment criteria, and Commission Delegated Regulation (EU) 2021/2178 Article 8 and its annexes on sustainability metrics, both of these regulations in their consolidated version dated 15 July 2022, Commission Delegated Regulation (EU) 2023/2486 of 27 June 2023 on the other four environmental objectives and its annexes amending Article 8 of the Commission Delegated Regulation, Commission Delegated Regulation (EU) 2023/2485 amending the Taxonomy Climate Delegated Act, which adds new activities, Commission Delegated Regulation (EU) 2026/73 of 4 July 2025 simplifying the content and amending the reporting templates), the Corporate Sustainability Reporting Directive (CSRD) 2022/2464 of 14 December 2022 replacing the Non-Financial Reporting Directive (NFRD), and AMF (French Autorité des Marchés Financiers or Financial Markets Authority) and ESMA (European Securities and Markets Authority) publications. It establishes a common language and single, transparent system for classifying environmentally sustainable economic activities, to distinguish such activities from other economic activities.

To be eligible, an activity must make a substantial contribution to one of the following six environmental objectives:

- Climate change mitigation;
- Climate change adaptation;
- Sustainable use and protection of water and marine resources;
- Transition to a circular economy;
- Pollution prevention and control;
- Protection and restoration of biodiversity and ecosystems.

An activity is considered sustainable or Taxonomy-aligned if it:

- Contributes to one of the six environmental objectives and is on the list of activities defined in the delegated acts;
- meets the technical criteria for substantial contributions mentioned for this objective;
- does not significantly harm any of the other five environmental objectives;
- complies with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, particularly fundamental labour rights and human rights.

This analysis culminates in the publication of the following data:

- Proportion of revenue (turnover) that is sustainable or aligned;
- Proportion of capital expenditure (CapEx) that is sustainable or aligned;
- Proportion of operating expenses (OpEx) that is sustainable or aligned.

(1) Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services
(2) KBAs (Key Biodiversity Areas) taken from the IBAT (Integrated Biodiversity Assessment Tool) database.
(3) Compared with 17 in 2024. The difference is due to a combination of changes in the real estate portfolio, the removal of SBS from the scope and the addition of Aurexia and Neocase.
(4) Locate – Evaluate – Assess – Prepare.

2.4.1. MAIN ACTIVITIES ELIGIBLE BASED ON THE TURNOVER METRIC

In order to gain a harmonised understanding of the EU regulation and its delegated acts, particularly with regard to the identification of activities that are eligible for and aligned with the turnover metric, the Group communicated with its peers in France via Numeum, a professional association that represents digital services companies, software vendors, platforms and engineering and technology consulting companies.

Numeum carried out an analysis of activities defined in Annex 1 of the Climate Delegated Act supplementing the EU Taxonomy Regulation as contributing to climate change mitigation and matched them with those pursued by its members. Numeum published a position paper on activities it considers as eligible based on analysis of the alignment criteria and compliance with the "Do No Significant Harm" (DNSH) principle as it applies to the other objectives and the minimum safeguards (https://numeum.fr/finance-fiscalite/note-de-position-sur-la-taxinomie-verte/). It identified the two key activities set out below.

Data processing, hosting and related activities (§8.1 of Annex 1 to the Delegated Act on climate change mitigation)

The following are eligible:

- Data storage and processing activities, if they are carried out using the entity's own infrastructure. Alternatively, if the entity is a tenant occupying or cosharing space in a data centre owned by a service provider, and if the entity has control over the technical specifications for the rooms and the equipment.
- The entity must be able to isolate the revenue for its activities in the storage and processing of data.
- This revenue must be generated by the entity acting as principal and not as agent (i.e. it is not merely involved in purchasing and reselling a hosting service, for example).

Data-driven solutions for GHG emissions reductions (§8.2 of Annex 1 to the Delegated Act)

Solution integration or development activities are eligible if they could eventually contribute, either directly or indirectly, to reducing greenhouse gas (GHG) emissions. They would be considered as making a direct contribution if they benefit clients, and as making an indirect contribution if they benefit clients' clients.

Accordingly, development activities are eligible for solutions that aim to:

- Measure greenhouse gas (GHG) emissions along the value chain with the goal of adopting measures to reduce these emissions;
- Reduce the quantities of energy, raw materials and components used to provide a service, on condition that the associated reduction in greenhouse gas emissions can be proven. For example:
  - Solutions that lower a building's energy costs by collecting consumption data and helping decide which measures to take to reduce them;
  - Solutions that optimise low-carbon transport.
- Increase the proportion of renewable energies in the client's total energy consumption;
- Reduce the carbon footprint of a product across its entire life cycle;
- Extend the lifespan of the client's equipment, for example by means of a predictive maintenance solution that helps reduce the product's greenhouse gas emissions over its entire life cycle;
- Reduce the environmental impact of an organisation's processes thanks to digitalisation;
- Reduce the environmental impact of IT by activating sustainability levers covering equipment, infrastructure, applications and data, provided that this reduction makes a substantial contribution to reducing the client's greenhouse gas emissions.

Activities to upgrade eligible solutions are also considered eligible.

In addition, consulting activities are eligible if they lead to the implementation of a transformation project resulting in the reduction of a client's greenhouse gas emissions and may include, for example:

- Defining the client's net-zero emissions strategy and assisting with its implementation;
- Helping the client's employees get on board with change by raising awareness of digital sustainability;
- Accompanying the transition to a low-carbon vehicle fleet;
- Optimising consumption at data centres;
- Assisting in hosting edge computing applications to help reduce emissions.

2.4.2. ELIGIBILITY ANALYSIS FOR TURNOVER AND CAPEX METRICS

The Group's approach to identifying eligible activities and projects for the turnover metric is strictly aligned with the stance adopted by Numeum.

As is the case with some digital services companies, the Group's activities do not have a substantial negative impact on the environmental objectives of the Taxonomy. It is therefore only marginally concerned by the activities identified in the EU regulation, and essentially by those included in Annex 1 ("Climate change mitigation" objective), namely:

- CCM 8.1: Data processing, hosting and related activities

Eligible projects include hosting activities for clients using either the Group's own infrastructure or equipment owned by the Group installed in service providers' data centres where hosting revenue can be isolated from revenue from other services. It excludes all hosting activities carried out in third-party infrastructures, such as those of data centre operators not owned by the Group or cloud providers, management infrastructure services provided outside of the Group's infrastructures, consulting services, and transformation and cloud deployment projects.

- CCM 8.2: Data-driven solutions for GHG emissions reduction

This mainly consists of client consulting and integration projects that have a measurable favourable impact, whether direct or indirect, on reducing greenhouse gas emissions:

- projects that involve developing solutions for determining and measuring greenhouse gas emissions;
- integration of solutions that help the Group's clients reduce their consumption of raw materials or components;
- integration projects that aim to optimise a constraint or replace physical flows with digital processes: migration to paperless processes, where the project results in a proven net reduction in greenhouse gas emissions, or simulation via digital twin.

On this basis, two types of projects were identified as falling under CCM 8.2:

- Projects considered as enabling under the Taxonomy, i.e. that help the Group's clients make a substantial contribution to climate change mitigation. The vast majority of the projects identified in 2025 fall into this category. These may, for example, include:
  - as regards sustainable transport, projects that accelerate the transition to electric trains on the rail network, optimise railway availability, encourage more environmentally friendly transport choices when alerts are triggered by air pollution metrics, coordinate local transport availability including new modes of transport, and optimise itineraries and fleets;
  - as regards energy, projects that introduce an environmental management system, increase renewable energy generation, extend the life of nuclear power stations and monitor energy consumption by end-clients;
  - as regards waste, projects that optimise logistics and reduce the waste of fresh and very fresh products that are thrown out once they are past their expiry date;
  - as regards the carbon footprint of digital technology, projects that reduce emissions from the use, manufacture, distribution, decommissioning and end-of-life treatment of the various IT layers (terminals, infrastructure, digital services).
- Software solutions that make a direct or indirect contribution to reducing the client's greenhouse gas emissions, for example:
  - software solutions contributing to the climate change mitigation objective involve the manufacture, repair, maintenance, overhaul, retrofitting, design, repurposing and upgrade of aircraft with zero direct (tailpipe) CO_2 emissions. On this basis, several projects were identified with regard to the optimisation of the operability or life cycle of future products relating to propulsion, or the management of test flights with the design of test-beds for hybrid hydrogen engines.
  - environmental performance monitoring modules included in solutions developed by Sopra Real Estate Software,
  - software solutions to set targets and metrics for reducing greenhouse gas emissions, and to monitor and verify the progress towards the environmental impact reduction being tracked;
  - G4IT (Green For IT), which serves to assess and reduce the environmental impact of information systems through automated evaluation, drawing on the reference framework built by ADEME and an expert consortium including Sopra Steria and made available under an open-source licence;
  - the introduction of an IOT system to improve preventive maintenance of equipment, extending its lifespan and cutting down on travel by technicians, who would then be able to perform full diagnostics remotely.

It may also be concerned by certain activities relating to the climate change adaptation goal, namely:

- CCA 8.4: Software enabling physical climate risk management and adaptation

Eligible projects falling under Activity CCA 8.4 contributing to the climate change adaptation objective bring together software solutions used for the forecasting, projection and monitoring of climate risks, to provide early warning systems for climate risks, and for climate risk management. On this basis, several types of project were identified, such as:

- The Biodrone software solutions combining state-of-the-art drone technology and AI to support modern, sustainable forestry through forest mapping and analysis, the surveillance of undesirable species such as the red-berried elder, the restoration of pastures inaccessible to tractors, the fertilisation of forests too small to cover by helicopter, the detection of bark beetles along with early warning systems for diseases, and biomass CO_2 capture calculation based on drone images.
- The software services operated by Copernicus, the European Union's Earth observation programme, offering information services based on observation via satellite and in situ (non-spatial) data. Climate risks are thus identified through the monitoring of the atmosphere, marine environments and climate change developments and managed using disaster risk management systems.
- Crimson solutions, such as Crimson Tactic, operated for various civil security stakeholders in mainland and overseas France and outside France, to run emergency, comprehensive oversight and crisis management operations (e.g. to combat forest fires or flooding) when climate risks materialise.
- The FloodDAM solution for reliably and automatically detecting, monitoring and assessing floods using multiple land- and satellite-based sensors.

- CE 4.1: Provision of IT/OT data-driven solutions

The circular economy projects eligible for this objective include a focus on production chain optimisation. This helps reduce waste from raw materials and maintenance processes and extend the life of equipment. They may also consist of implementing software to identify, monitor and trace materials, products and assets throughout their respective value chains. Such projects aim to support the circularity of material and product flows and the introduction of digital product

passports. They ensure that all data – from the supply and extraction of materials used in manufacturing through to end-of-life product recycling – is traceable.

All the key vertical markets in which the Group operates have been analysed.

Due to its particular business model, **only a very small proportion of the Group's revenue is eligible**, which justifies application of the Taxonomy's **materiality exemption**.

Meanwhile, **capital expenditure (CapEx)** was limited, as in 2024, to **real estate** (Activity CCM 7.7) and the **vehicle fleet** (Activity CCM 6.5) in the "Climate change mitigation" objective. This capital expenditure consists of newly recognised or remeasured right-of-use assets as stated in the Group's financial statements. Surveys in the form of questionnaires were sent out to vehicle fleet and real estate providers to determine their degree of alignment.

2.4.3. ALIGNMENT ANALYSIS FOR CAPEX METRIC

Alignment is based on meeting the substantial contribution criteria, the "Do No Significant Harm" (DNSH) principle and the minimum safeguards. They are detailed below.

Meeting substantial contribution criteria for the CapEx metric

As regards individually eligible capital expenditure relating to real estate and the vehicle fleet (Section 2.4.2 above), the Group conducted surveys in the form of questionnaires sent out to suppliers.

In 2024, the Group took the view that buildings achieving BREEAM (Building Research Establishment Environmental Assessment Method) "Excellent" and HQE (High Environmental Quality) "Exceptional" labels meet the substantial contribution criteria.

In 2025, several of the Group's eligible buildings have achieved these certifications: three in France (Cyber Campus: BREEAM "Excellent" and HQE "Exceptional"; Puteaux Latitude: BREEAM "Excellent" and HQE "Exceptional"; Paris Trinity: HQE "Exceptional"), one in Belgium (Machelen: BREEAM "Excellent") and one in the United Kingdom (Newcastle: BREEAM "Excellent"). BREEAM has mapped the overlap between the BREEAM seal of quality's criteria and the technical requirements of the Taxonomy in a published document. An "Excellent" rating is not sufficient in every case to meet all the alignment criteria. The Group has also consulted the study published by Certivea on applying the EU Taxonomy to commercial property, which concludes that only certain forms of HQE-BD (High Environmental Quality – Sustainable Building) certification guarantee buildings' alignment with the Taxonomy. Since the Group does not have access to either detailed BREEAM studies, despite having sent a request to lessors, or to the latest versions of the HQE-BD certification, it does not possess the necessary evidence to demonstrate the alignment of eligible buildings. Lastly, the Energy Performance Certificates for eligible buildings have been verified, where they are available. A non-material portion achieved the required "A" level. The Group will continue to look out for any additional confirmation that may confirm this alignment in the future.

The proportion of the Group's vehicle fleet acquired in 2025 that meets the substantial contribution criterion (concerning emissions per kilometre travelled) has increased significantly. Eligible CapEx on vehicles went from 30.0% to 80.5% thanks to an increase in the number of electric vehicles and other vehicles emitting less than 50 gCO_2/km.

Complying with the "Do No Significant Harm" (DNSH) principle

In order to be aligned, activities eligible for an objective that have been identified by the Group and meet the substantial contribution criteria must also comply with the "Do No Significant Harm" principle relative to the other environmental objectives.

- **DNSH – Climate change adaptation**

The Group pursues a policy of adapting to physical climate risks, as set out in Section 2.1.1, "Presentation of the context, material impacts, risks and opportunities". This policy is observed when selecting new buildings for use by the Group, with lessors or the Group carrying out an assessment of climate-related risks and vulnerabilities.

- **DNSH – Transition to a circular economy**

The Group has a proactive policy of contributing to the circular economy. It meets requirements drawn up in accordance with Directive 2009/125/EC for servers and data storage products and does not use restricted substances listed in Annex II of Directive 2011/65/EU. Indeed, all equipment legally brought into Europe is compliant, and the Group's IT equipment purchasing policy applies internationally.

A waste management action plan is in place, ensuring that end-of-life electrical and electronic equipment is recycled as far as possible. This plan is described in Section 2.2.2 of this report, "Resource and waste management". In 2025, 99.9% of waste electrical and electronic equipment was reused, recycled or recovered.

Suppliers of vehicles for the Group's European fleet have been consulted for the purpose of establishing vehicles' compliance with the requirements arising from Directive 2005/64/EC of 26 October 2005 relating to the reusability, recyclability and recoverability of motor vehicles. Given the responses the Group has received, it does not possess the necessary evidence to demonstrate the alignment of its vehicles. The Group will remain on the look-out for any additional information confirming this alignment in the future.

- **DNSH – Pollution prevention and control**

Vehicles in the Group's European fleet comply with the Euro 6 emissions thresholds in accordance with Regulation (EC) 715/2007 and Directive 2009/33/EC. Suppliers of vehicles for the Group's European fleet have been consulted for the purpose of establishing vehicles' compliance with Regulation (EU) 2020/740 in terms of their external rolling noise and rolling resistance coefficient. Given the responses the Group has received, it does not possess the necessary evidence to demonstrate the alignment of its vehicles. The Group remains open to any information that may come to light regarding this alignment.

Compliance with minimum safeguards

Minimum safeguards are procedures implemented by an undertaking that is carrying out an economic activity to ensure alignment with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organization on Fundamental Principles and Rights at Work and the International Bill of Human Rights.

The following table shows how the Group meets the minimum safeguards by reference to the relevant chapters and sections of this report.

MINIMUM SAFEGUARDS

Area	Evidence of safeguards and reference to corresponding sections in the Universal Registration Document
Human rights	The Group is committed to complying with applicable law, has in place a human rights policy and is subject to the duty of vigilance set out in French regulations. See Sections 3, "Social information"; 2.1.2.4, "Sustainable procurement"; 3.2.2, "Solidarity and volunteering"; 3.1.4.1, "Policy related to employee protection and trust"; 4.2.1, "Duty of vigilance and vigilance plan"; 4.2.2, "Statement on due diligence"; and 5.1.4.1, "Protection of personal data".
Business ethics and anti-corruption	The Group applies a zero-tolerance policy with respect to corruption and influence peddling. A specific Anti-Corruption and Influence-Peddling Code of Conduct is available in five languages and covers all Group entities. An e-learning training programme has been developed for all employees, supplemented by specific training for the roles most exposed to these risks. The Group has also put in place procedures for assessing its suppliers and subcontractors. See the "Supplier & Partner Code of Conduct" paragraph in Section 4.1.3, "Policies related to 'Business conduct'". An e-learning training programme has been developed for all employees, supplemented by specific training for the roles most exposed to these risks.
Taxation	The Group is committed to fully complying with tax regulations. The Group pays its taxes and duties in the countries where its operations are located and where value is created. See the "Policy related to tax transparency" paragraph in Section 4.1.3, "Policies related to 'Business conduct'".
Fair competition	The Group is committed to managing its business in strict compliance with competition law in countries in which it operates. See the "Policies related to other regulations" paragraph in Section 4.1.3, "Policies related to 'Business conduct'".

2.4.4. RESULTS

The following metrics have been prepared using financial data determined in accordance with the accounting principles set out in Chapter 5, "2025 consolidated financial statements".

Summary

Very few of Sopra Steria's activities are eligible for the EU Taxonomy, and these activities do not account for a significant share of the Group's revenue. This justifies application of the materiality exemption, allowing the proportion of Taxonomy-eligible revenue for 2025 to be reported as 0% (2.3% in 2024), without any calculation of aligned figures.

In 2025, increases in assets included a share of Taxonomy-eligible CapEx amounting to 69.6%, compared to 58.0% in 2024 (new right-of-use assets such as vehicles and buildings, new intangible assets resulting from combinations). Given that auditors have increased the level of proof required in order to harmonise audit practices, the elements available are not sufficient to demonstrate full alignment. The Group conservatively considers the alignment rate to be 0.5% for 2025.

The operating expenses that fall into the Taxonomy scope are marginal, excluding R&D, and their low level of materiality means that the exemption can be applied here too. The proportion of Taxonomy-eligible OpEx is considered to be 0% in 2025, as in 2024, and no aligned figures are calculated.

TAXONOMY – OVERVIEW OF METRICS FOR SHARE OF REVENUE, CAPEX AND OPEX[1]

Financial year	2025													2024	
					Breakdown of Taxonomy-aligned activities by environmental target										
Key Performance Indicator (KPI)	Total	Proportion of Taxonomy-eligible activities	Taxonomy-aligned activities	Proportion of Taxonomy-aligned activities	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Proportion of enabling activities	Proportion of transitional activities	Non-assessed activities considered non-material	Taxonomy-aligned activities during the previous financial year	Proportion of Taxonomy-aligned activities during the previous financial year
	(in millions of euros)	%	(in millions of euros)	%	%	%	%	%	%	%	%	%	%	(in millions of euros)	%
Revenue	5,648.0	0.0												22.6	0.4
CapEx	205.5	69.6	0.5	0.2	0.2						100	0.0	0.0	48.8	34.4
OpEx	243.0	0.0												0.0	0.0

Revenue

As in 2024, EU Taxonomy-aligned activities generating revenue for Sopra Steria were extremely few and limited to the following three activities: "Data-driven solutions for GHG emissions reductions" ("Climate change mitigation"), "Software enabling physical climate risk management and adaptation" ("Climate change adaptation") and, lastly, "Provision of IT/OT data-driven solutions" ("Circular economy"). Only a very small proportion of the Group's **revenue** is eligible for the EU Taxonomy, which justifies application of the **materiality exemption.** The proportion of Taxonomy-eligible economic activities in total revenue is the proportion of revenue generated by projects contributing to the aforementioned three economic activities eligible for the Taxonomy (numerator) divided by the Group's consolidated revenue (denominator) for the financial year from 1 January to 31 December 2025. The proportion of revenue is not material; it represents €123.5 million, or 2.2% of consolidated revenue. The numerator representing the turnover-eligible activities is therefore 0, for a denominator representing the Group's consolidated revenue (which amounts to €5,648.0 million as in Note 4.1 of Chapter 5).

CapEx

The CapEx to be used reflect the increase in the value of assets, not the cash outflow on the cash flow statement (see Chapter 5, "2025 consolidated financial statements"). Accordingly, new right-of-use assets (Note 9.1 of Chapter 5) will be recognised when leases are signed, while the financing details of capital expenditures, such as late payments, will not be recognised. Capital expenditures also include new intangible assets resulting from business combinations, such as technologies, customer relationships and brands (Note 8.2 Chapter 5). The new right-of-use assets are linked to the new vehicles that entered service during the 2025 financial year in the Group's vehicle fleet, new leases related to the Group's buildings, remeasurement gains and losses and the latest acquisitions (Notes 8.2 and 9.1 of Chapter 5). The numerator takes into account all Taxonomy-eligible movements and the denominator reflects the increase in the Group's total assets. In 2025, the numerator based on eligible CapEx is thus equal to €143.0 million relative to the denominator showing the increase in the Group's total assets, which amounts to €205.5 million, representing a **proportion of 69.6% of eligible CapEx**, compared with 58.0% in 2024. Owing to the changing nature of the evidence required by auditors, where the information is not provided in full by suppliers, the Group only possesses details demonstrating the alignment of eligible CapEx for buildings and has **conservatively opted to state its alignment at 0.5%** for 2025.

(1) TAXONOMY – Share of revenue, CapEx and OpEx resulting from products or services associated with Taxonomy-eligible or Taxonomy-aligned economic activities – Information for financial year 2025 (Overview of KPIs)

TAXONOMY – CAPEX METRIC[1]

Reported KPI (CapEx)		(in millions of euros)	205.5										
Financial year		2025											
Economic activities					Breakdown of Taxonomy-aligned activities by environmental target								
	Code	Taxonomy-eligible metric (Proportion of Taxonomy-eligible CapEx)	Taxonomy-aligned metric (Monetary value of CapEx)	Taxonomy-aligned metric (Proportion of Taxonomy-aligned CapEx)	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Enabling activity	Transitional activity	Proportion of Taxonomy-aligned activities within Taxonomy-eligible activities
		%	(in millions of euros)	%	%	%	%	%	%	%	(where relevant)	(where relevant)	%
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	9.5	0.0	0.0									0.0
Acquisition and ownership of buildings	CCM 7.7	60.0	0.5	0.2	0.2								0.4
Total alignment per objective													
Total KPI (CapEx)		69.6	0.5	0.2	0.2								0.4

OpEx

This metric requires an assessment of operating expenses. These include those made for an eligible activity, for a project to make an activity sustainable or to develop a sustainable activity, or for the individually eligible activities defined in the Taxonomy, such as OpEx on premises, vehicles and data hosting. Only research and development expenditures (included in "Staff costs"; see Note 5.1 of Chapter 5), building refurbishment costs, short-term lease expenses, maintenance, cleaning and repair expenses, and any other direct expenditures for the ongoing maintenance of tangible assets (included in "External expenses and purchases"; see Note 4.2.1 of Chapter 5) necessary to maintain their normal functioning are taken into account.

The Group's business model is people-intensive. It therefore includes essential expenditures on subcontracting, travel and communication services, which fall outside the scope of the Taxonomy.

With the exception of research and development expenditures, which are essential to software publishing, the other cost components of the denominator of the OpEx metric play only a very small role in the Group's business model. These expenditures are immaterial, amounting to €243.0 million, or 4.7% of total OpEx (which amounts to €5,206.8 million as indicated in "Consolidated statement of net income" in Chapter 5). As such, the Group has decided, as it did for previous reporting, to disregard them, in accordance with the EU regulation's **materiality exemption** for OpEx.

(1) TAXONOMY – Proportion of CapEx from products and services associated with Taxonomy-aligned or Taxonomy-eligible economic activities – Reported for financial year 2025 (Breakdown of activities)

3. Social information

Sopra Steria's business model is based on building trust-based interpersonal relationships and social dialogue, with the top priority being to uphold and promote human rights. The Group upholds the principles and fundamental entitlements of the Universal Declaration of Human Rights adopted by the United Nations General Assembly in 1948 and has been a signatory of the United Nations Global Compact since 2004. It also upholds the fundamental conventions of the International Labour Organization (ILO) and is committed to:

- Complying with European and domestic labour law, and collective bargaining agreements in each country where the Group operates or, if necessary, putting in place measures intended to improve labour relations;
- Ensuring compliance with the freedom of association and the right to collective bargaining in each relevant country, as well as the elimination of forced or compulsory labour and the effective abolition of child labour.

Sopra Steria promotes a responsible corporate culture and implements procedures aimed at strengthening its human rights commitments across the value chain. This approach also includes employees of its partners, end-users of Sopra Steria's clients, and the populations of countries where the Group is active.

Furthermore, the Group firmly condemns modern slavery and human trafficking as well as discrimination in respect of recruitment and employment. These commitments are formalised through its Code of Ethics (for more information, see Section 4.1, "Ethics and compliance" of this chapter). In keeping with these commitments, a human resources policy and a corporate social responsibility policy were implemented to safeguard the health and safety of every employee and ensure that everyone is treated with dignity and respect at work. The goal is to foster a supportive work environment where everyone feels recognised and valued irrespective of origin, gender, age or disability. Sopra Steria also implemented approaches and action plans meant to benefit local communities and end-users. Consistent with a shared value creation approach, these actions contribute to the following Sustainable Development Goals (SDGs): 1, 3, 4, 5, 7, 8, 9, 10, 11 and 17.

3.1. Sopra Steria employees [S1]

3.1.1. PRESENTATION OF THE CONTEXT, MATERIAL IMPACTS, RISKS AND OPPORTUNITIES [S1-SBM-3]

The digital sector is a strategic sector affecting every aspect of the economy and society. Its transformation has accelerated as usages have diversified and associated challenges – among them cybersecurity, responsible digital technology and fast-growing technologies like artificial intelligence – have multiplied. The Group is transforming itself to constantly improve our ability to meet clients' expectations, combining the services and solutions it offers as part of an end-to-end approach and maintaining a responsible, sustainable long-term vision. That being the case, Sopra Steria aims to continuously develop its employees' adaptability and skills in response to technological changes and market developments.

The Group implements a business model that is intrinsically linked to employee training and skills, engagement and performance everywhere it operates. The double materiality assessment (see Section 1.1.3.1, "How Sopra Steria defines sustainability performance" of this chapter) has revealed that social matters pertaining to employees are particularly material because of both their direct impact on employees and the connections between this social dimension and the Group's financial performance.

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES RELATED TO "SOPRA STERIA EMPLOYEES"

Description of the materiality of "Priority placed on training and skills" for Sopra Steria (ESRS S1)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Negative impact	Impact of inadequate management of training and skills on employability and the development of employees' career, in particular as regards technological capabilities, which require regular and rapid updates.	Medium term	Sopra Steria's own operations
Risks	Operational, financial and reputational risk if there is a mismatch between strategy, client needs and available skills, particularly in the areas of responsible digital technology and AI.	Medium term	Sopra Steria's own operations
Opportunities	Reputational benefits of an effective career and skills management programme in terms of attracting and retaining talent.	Medium term	Sopra Steria's own operations

Description of the materiality of "Employee protection and trust" for Sopra Steria (ESRS S1)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Negative impacts	Consequences of inadequate management of work-related stress, discrimination and harassment on employee health.	Short term	Sopra Steria's own operations
	Impacts on employees' health and work-life balance in a demanding work environment, particularly in cases of heavy workloads and high levels of stress.	Medium term	Sopra Steria's own operations
Risks	Competitive risk, potential financial or criminal penalties and risk of employee disengagement given the lack of effective systems for preventing and managing psychosocial risks, discrimination and harassment.	Short term	Sopra Steria's own operations
Opportunities	Reputational benefits of proximity management promoting trust, social interaction and employee satisfaction in terms of attracting and retaining talent.	Short term	Sopra Steria's own operations

Description of the materiality of "Equal opportunities and diversity" for Sopra Steria (ESRS S1)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Negative impact	Effects of unequal access to promotions and career development opportunities, according to gender, origin, age or disability.	Short term	Sopra Steria's own operations
Risks	Reputational risk, operational risk and potential financial penalties linked to underrepresentation of certain profiles, which may give rise to recruitment difficulties, especially by diminishing the organisation's appeal to a variety of talent.	Short term	Sopra Steria's own operations
Opportunities	Benefits in terms of performance, attractiveness and reputation thanks to a system that promotes equal opportunities in recruitment and career development, thereby fostering talent retention.	Medium term	Sopra Steria's own operations

Description of the materiality of "Social dialogue" for Sopra Steria (ESRS S1)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Negative impact	Impact on employees' ability to be represented in social dialogue and to assert their expectations and claims.	Medium term	Sopra Steria's own operations
Risk	Operational risk of internal labour unrest or of project standstills, and reputational risk linked to a breach of trust or of confidentiality.	Medium term	Sopra Steria's own operations

Taking into consideration the activities and characteristics of the Group's employees (see Section 3.1.2.4, "Workforce characteristics" of this chapter), the impacts, risks and opportunities pertain to all employees and non-employees, regardless of activity or geographical location. Given the nature of its business, the Group has little exposure to the risk of being implicated in direct or indirect human rights violations, including forced labour and child labour.

Sopra Steria's workforce mainly consists of employees on permanent contracts with at least a master's degree or equivalent. A minority of employees are employed on temporary contracts or work-linked training contracts, or filling in for other employees (see Section 8, "Social and environmental metrics" of this chapter). Non-employees represent a minority of the Group's workforce – less than 1% – and are mainly self-employed workers and external providers. This category is not material owing to the limited number of relevant individuals, reflecting in particular a lack of material human rights impacts.

The double materiality assessment (see Section 1.1.3.1, "How Sopra Steria defines sustainability performance" of this chapter) did not show any other categories of employees particularly exposed to the identified risks other than women, who are underrepresented in the digital sector. This analysis also showed that identified impacts, while rare, can have lasting effects if they arise. The Group ensures that its internal practices do not cause or contribute to any material negative impacts for its employees, by embedding assessment and prevention mechanisms within its operational processes. Material negative impacts only occur occasionally.

At this stage, no material negative impacts arising from the Group's transition plan for climate change mitigation (see Section 2.1.2.2, "Group transition plan" of this chapter) have been identified.

3.1.2. GENERAL HUMAN RESOURCES POLICY

3.1.2.1. Overview of HR policy [S1-1 *including MDR-P*]

Sopra Steria's general human resources policy supports the corporate plan by providing a common reference framework at Group level, covering all business areas, entities and countries. It defines the Group's strategic direction with respect to its employees and contributes to employee impact, risk and opportunity management.

It also takes into account equal opportunities and diversity of talent in all its fields and guarantees there is no discrimination.

The human resources policy is structured around several key elements:

- **The Core Competency Reference Guide and the Compensation Reference Guide** provide a shared framework for understanding professions, appraising employees and supporting career development.
- **Recruitment**, based on the principles of equal opportunity and non-discrimination, leverages the Employee Value Proposition (EVP) and the employer brand to attract top talent.
- **Career management** motivates employees, involves them in the Group's corporate plan and offers them dynamic careers thanks to management and structured processes.
- **Skills management and training** allow the Group to anticipate market changes and develop skills to optimise the workforce and guarantee employability.
- **Specific development plans** such as the programme for high-potential employees;
- **Developing employee engagement and satisfaction** to foster motivation and strengthen a sense of belonging and buy-in to the Group's corporate plan by drawing on a management culture of regular feedback.

Social dialogue is also taken into account and maintained in the employee representative bodies established at European and at local level, as well as in the different entities.

Sopra Steria's human resources policy is regularly updated by the Group's Human Resources Department, with support from the Sustainability and Corporate Social Responsibility Department, in keeping with the strategic priorities set by Executive Management. In rolling out and implementing this policy, the Group Head of Human Resources is supported by the network of country and subsidiary Heads of Human Resources.

This policy is communicated to all relevant stakeholders to ensure that it is consistently understood and implemented. It is shared with those in charge of deploying it and accessible to all employees via the intranet. It is supplemented by the Group's recruitment policy, which is aimed at recruiters.

3.1.2.2. Targets related to "General human resources policy" [S1-5 *including MDR-T*]

PROGRESS TOWARDS THE 2025 OBJECTIVES SET IN 2021 AT GROUP LEVEL

Material matter(s) covered	Objectives for 2025	Results for 2025	Results for 2024	Year-on-year change	Baseline value (2021)
1. Priority placed on training and skills	**100% of employees** attend at least one training session every year	100%[1]	100%	Stable	10%
	Management & Leadership programme **fully rolled out** at Group level	100%	100%	Stable	41.7% of scope
2. Equal opportunities and Diversity	**Increase the proportion of women in the Executive Committee**	18.7%	18.7%	Stable	17.6%
	Increase the proportion of women in the **3%** most senior positions (Level 5 and up)	22.4%	21.4%	+1.0%	17.7%
	Increase the proportion of women in the **10%** most senior positions (Level 4 and up)	22.8%	22.3%	+0.5%	19.4%
	Increase the proportion of women managers (Level 3 and up)	26.6%	26.3%	+0.3%	N.A.
	Increase the proportion of employees with disabilities to 3.30% (scope: France)	4.14%	3.94%	+0.20%	2.96%
	100% of employees have access to a non-discrimination training module	100%	100%	Stable	96.3%
3. Employee protection and trust	**100% of employees** have access to a workplace well-being programme[2]	100%	100%	Stable	97.7%
	Overall satisfaction rate: Ranking in the European and global Great Place To Work® rankings (new objective set following the Great Place To Work® survey)	71%[3]	No surveys carried out in 2024	-	75%[3] (Baseline: 2023)
4. Social dialogue	**Proportion of employees covered by a collective bargaining agreement**: Maintaining effective social dialogue and successfully implementing collective bargaining agreements *(The scope as defined by the CSRD includes countries with more than 50 employees and representing more than 10% of the total workforce)*	55.7% of the "Group" scope	55.1% of the "Group" scope	+0.6%	-

(1) 100% of employees trained, excluding those on a long-term leave of absence during the year in question (estimate).
(2) The workplace well-being programme includes training in the form of talks and workshops on issues relating to health and work-life balance.
(3) This overall satisfaction rate includes results for the Group and the United Kingdom, which have been consolidated based on findings from two surveys.

Targets shown are defined according to the Group's strategic priorities. They are set, measured and tracked over a given period. Relevant stakeholders (Executive Management, the Human Resources Department, the Sustainability & Corporate Social Responsibility Department and employee representatives, etc.) are involved in solution-building depending on the topic. The findings are presented to the stakeholders annually, along with feedback to identify areas for improvement.

In addition, at 31 December 2025 Sopra Steria had achieved one of the objectives set by the Group's Board of Directors relating to the proportion of women in management positions: women to account for at least 22% of positions at Level 5 and above. This change represents a significant increase in the number of women in top management roles over the period under review.

As regards the second objective set by the Board, concerning the proportion of women on the Executive Committee, the actual percentage achieved is 18.7% (3 women out of a total of 16 members), below the expected threshold of 30%. This situation is mainly due to the stability of the Executive Committee's composition and limited opportunities to replenish its membership over recent governance cycles. In light of this reality, Sopra Steria is committed to continuing and stepping up its efforts to substantially improve the proportion of women in the Company, in particular on its executive bodies and in senior management positions (see "Gender equality programme" in Section 3.1.5.2 of this chapter).

Furthermore, the Group's Chief Executive Officer, who took up his post on 1 February 2026, will be proposing a new objective to the Board of Directors for increasing the proportion of women, as explicitly set out in part a., "Gender equality programme" of Section 3.1.5.2 of this chapter.

Lastly, a new target was set in 2023 in relation to the findings of the Great Place To Work® survey on the material matter of employee protection and trust. The introduction of the Trust Index demonstrates the Company's commitment to monitoring the effectiveness of its human resources policy and adjusting related targets if needed. A description of how the Group uses the Great Place To Work® survey is set out below.

NEW OBJECTIVES SET IN 2025 AT GROUP LEVEL OVER A TWO-YEAR TIME HORIZON

Material matter(s) covered	Objectives for 2026-2028	Baseline value (2025)
1. Priority placed on training and skills	**Complete at least 5 training days** (35 hours) on average per employee per year	25.1h
	Complete at least 1 day of training in artificial intelligence, or 7 hours per employee per year	7h
	Complete at least 2 training days, or 14 hours per average per year, **on leadership and technological developments impacting the digital sector** (targets: top management between 2026 and 2028)	3.5h
2. Equal opportunities and Diversity	**Increase the proportion of women in the Executive Committee**	18.7%
	Increase the proportion of women in the **3%** most senior positions (Level 5 and up)	22.4%
	Increase the proportion of women in the **10%** most senior positions (Level 4 and up)	22.8%
	Increase the proportion of women managers (Level 3 and up)	26.6%
	Increase the proportion of **employees with disabilities to 3.30%** for the "France" scope	4.14%
	100% of employees have access to a non-discrimination training module	100%
3. Employee protection and trust	**100% of employees** have access to a programme to promote quality of life and well-being at work	100%
	Overall employee satisfaction rate (objective: feature in the European and global Great Place To Work® rankings)	71%
4. Social dialogue	**Coverage rate for collective bargaining agreements.** Maintain effective social dialogue and successfully implement collective bargaining agreements *(This scope as defined by the CSRD includes countries with more than 50 employees and representing more than 10% of the total workforce)*	55.7% of the "Group" scope

3.1.2.3. Tracking effectiveness of HR policy through employee engagement and satisfaction [S1-4]

As part of its overall transformation and continuous improvement approach, the Group continues to conduct annual consultations with employees through a feedback approach featuring two main satisfaction and perception surveys. They aim to evaluate engagement, satisfaction and quality of life at work through relationships between employees, colleagues and managers:

- Great Place To Work® (target: employees on permanent and temporary contracts, interns and work-linked training students present for at least three months);
- Happy Trainees World (target: interns and work-linked training students).

These two surveys aim to evaluate engagement, satisfaction and quality of life at work through relationships between employees, colleagues and managers. They are managed by the Group Head of Human Resources, and follow-up is led by Executive Management and the Executive Committee. A network of country and/or subsidiary CEOs and Heads of Human Resources assist with the deployment and implementation of any actions resulting.

- In 2025, the Great Place To Work® survey was run in the second and third quarters of 2025.

In late 2025, a total of 47,781 employees were invited to complete the Group's last survey. The analysis of the findings allowed an improvement plan to be developed jointly by employees and management as a whole. This Group-wide plan is structured around three key priorities with the following action plans:

- Taking action at Group level: Sharing the Group's strategic vision; setting in motion a proactive policy of promoting and recognising employees at annual HRC (HR Committee) meetings; ensuring that the leadership model is applied; maintaining a clear and transparent communication strategy with employees;
- Taking action on the front lines: Putting in place a decentralised structure.Each country has appointed a team leader with responsibility for identifying and deploying a specific action plan for initiatives such as introducing interactive communications via live events, highlighting HR systems and processes, testimonials, enriching local HR programmes and implementing initiatives to address areas for improvement identified at the local level by the survey;

- Coordinating progress: Creating a dedicated Group-level unit to help countries implement action plans and encourage the sharing of best practices. It relies in particular on strong collaboration with the community of Great Place To Work® Project Leaders, through year-round monthly meetings and an annual in-person kick-off event.

As regards the findings of the year-end 2025 survey, the high participation rate (81%) once again highlighted the fact that employees are committed to the continuous improvement and transformation approach instigated by the Group. The survey assesses the overall perception of the Group as a workplace, including culture, practices and environment. 71% of employees think Sopra Steria is a great place to work. The Trust Index is 70%, and 34 entities were certified in 2025.

The main strengths brought to light are:

- Safety: "Safety conditions are met" (95%);
- Diversity: Sopra Steria is one of the top performers in the Great Place To Work® ranking in terms of fair treatment ("People here are treated fairly regardless of their ethnic origin": 91%; "People here are treated fairly regardless of their sexual orientation": 93%; "People here are treated fairly regardless of their gender": 86%);
- Teamwork: "People care about each other" (80%), "New recruits are made to feel welcome" (86%), and "I can count on colleagues or other staff members for help" (81%);
- Integrity: "Management is honest and ethical in its business practices" (77%);
- Engagement: "Employees feel they make a difference to the organisation" (73%) and "are willing to give extra to get the job done" (74%).
- Work-life balance: "We are encouraged to maintain a healthy work-life balance" (72%).

The main improvement drivers defined by the Group as part of the management of its HR policy are: closer management involvement, greater recognition of achievements and better support for career progression.

This year, Sopra Steria also achieved Happy Trainees World certification, ranking third with a participation rate of 61% (up 3.2 points on 2024). Its overall score was 4.20/5 (up 0.13 points on 2024), and the recommendation rate was 92.5% (up 4.5 points on 2024). The Group's TraineesIndex® score was 84.7%, up from 80.8% for the overall 2026 index and 81.3% for IT and digital firms. The Group has also achieved certification in six regions of Asia and Europe: Belgium, France, India, Italy, the Netherlands and Spain.

3.1.2.4. Workforce characteristics [S1-6]

For many years, the Group's growth relied on a proactive employment policy of recruiting and developing employees' skills. This policy, along with a working environment that favours professional development and employee well-being, contributes to attract and retain talent.

External growth is also a strong driver of the Group's development and increased business volumes. Through acquisitions in 2025, the Group strengthened its range of services and solutions and can offer a global response to its clients' needs in terms of transformation and competitiveness.

At 31 December 2025, the Group employed 51,275 people from over 26 countries, forming a network of multicultural, multiskilled teams. This change in the headcount compared with 2024 is due in part to acquisitions completed during the year. Sopra Steria completed the acquisition of Aurexia on 30 April 2025. It should be noted that Aurexia and Neocase, the acquisition of which was finalised on 30 November 2025, are only included in the scope used to calculate the total workforce for 2025.

In 2025, 8,313 new employees were recruited (vs 7,436 in 2024), in a context of slowed market growth. Permanent contracts remain the most common form of contract. This confirms the Group's long-standing commitment to offer stable jobs while promoting access to employment for young people on permanent contracts and work-linked training.

Employees are mainly based in the following geographies: Benelux, France, Germany, India, Italy, Norway, Poland, Spain and the United Kingdom. This scope accounted for 95.9% of the Group's total workforce in 2024 outside of acquisitions, (vs 94.0% in 2024) (see Section 8, "Workforce and environmental indicators" of this chapter, in the table entitled "Workforce by geographic area").

The Group's employee turnover rate is 14.3%, which reflects the momentum of the business. The Group recorded 8,281 departures in 2025 compared to 8,177 in 2024 (including ending of fixed-term contracts). Excluding transfers between companies, 82.3% of departures were voluntary (versus 84.4% in 2024). Women accounted for 25.2% of voluntary departures and 30.6% of all the Group's departures in 2025. The turnover calculation method includes departures of employees who joined the Company less than 6 months ago. The denominator includes the permanent and fixed-term end-of-month workforce excluding suspended contracts and excluding 2025 acquisitions, as well as new employees hired in 2025. To facilitate comparison, this method was also applied to calculate employee turnover in financial year 2024, presented in this chapter.

It should be noted that in the breakdown of the workforce by gender required by AR 11 paragraph 23 (a), AR 55, no figure is currently available for the "Other" category put forward by the CSRD, but the Group is taking steps to provide it in future years.

WORKFORCE CHARACTERISTICS ✓

Key employment figures[1]	2025	2024
Total workforce (acquisitions included)	51,275[3]	50,988[3]
Total FTE (excluding interns)	50,192	49,803
Permanent contracts	97.9%	97.7%
Temporary contracts	2.1%	2.3%
Full-time workforce (permanent contracts)	94.0%	94.1%
Part-time workforce (permanent contracts)	6.0%	5.9%
New arrivals	8,313	7,436
Employee turnover[2]	14.3%	14.1%
Average length of service for employees on permanent contracts (in years)	7.7	7.5

(1) These metrics are calculated on the basis of headcount from actual data extracted directly from information systems. No estimates are made.
(2) Excludes transfers and includes departures of employees who arrived less than six months previously.
(3) See Chapter 5, "2025 Consolidated financial statements"

WORKFORCE CHARACTERISTICS BY GENDER ✓

Metrics in 2025	Women	Men	Total
Number of employees (including acquisitions)	16,873	34,402	51,275
Number of employees (excluding acquisitions)	16,777	34,265	51,042
Number of employees on permanent contracts (excluding acquisitions)	16,431	33,532	49,963
Number of employees on temporary contracts (excluding acquisitions)	346	733	1,079
Number of non-guaranteed hours employees	0	0	0

Full- and part-time workforce (permanent contracts)[1]	Women		Men		Total	
	Absolute value	%	Absolute value	%	Absolute value	%
Full-time employees	14,313	87.1%	32,653	97.4%	46,966	94.0%
Part-time employees	2,118	12.9%	879	2.6%	2,997	6.0%

(1) To ensure that the information reported is of high quality and representative, Sopra Steria has chosen not to report metrics relating to the proportion of full- and part-time employees on temporary contracts for this second year of CSRD reporting.

Definitions

Unless stated otherwise, social metrics are calculated on the basis of the number of employees on permanent and temporary contracts. The following definitions are used:

- Full-Time Equivalent (FTE): Unit of measurement used to state the workload or number of positions based on full-time employment;
- Permanent contract: Full-time or part-time employment contract entered into with an employee for an indefinite period.
- Fixed-term contract: Full-time or part-time employment contract entered into with an employee and expiring at the end of a specific period or on completion of a specific task lasting an estimated period.

The scope of 2025 workforce-related reporting covers entities over which the Group has both financial and operational control. The NHS joint venture is thus included in all metrics. The precise scope is given for each metric (coverage rate).

Sopra Steria applies a consistency principle to the financial and non-financial information provided in the Universal Registration Document, except for the summary tables of social metrics closing the present chapter, currently being harmonised.

3.1.3. PRIORITY PLACED ON TRAINING AND SKILLS

3.1.3.1. Policy related to priority placed on training and skills development

[S1-1 *including MDR-P*]

The Group faces major changes owing to the digital revolution, the take-off in hybrid working and the changing expectations of employees and applicants. In addition, the acceleration in technological innovation, such as generative artificial intelligence, is driving rapid changes in society and in the digital sector, creating a steady stream of new opportunities.

In response to developments in the sector and in line with the United Nations' Sustainable Development Goals (4: "Quality education"; and 8: "Decent work and economic growth"), the Group aims to continuously strengthen its employees' skills, support their career development to guarantee employability and anticipate changes in professions. The skills and career management policies are aligned with the broader human resources policy and are shared with all the stakeholders. These policies support the Group's corporate plan and strategic priorities, with a common framework (Group Core Competency Reference Guide) facilitating insights into employees' professions and career development (see Section 3.1.2, "General Human Resources policy" of this chapter).

These various approaches address identified impacts, risks and opportunities by pursuing the following objectives:

- Anticipating the skills required to meet business transformation needs and clients' expectations;
- Maintaining employability and supporting employees' career development;
- Promoting in-service training as a tool for maintaining technological, business and methodological excellence;
- Maintaining a shared culture of purpose that strengthens relationships;
- Strengthening the Employee Value Proposition to attract and retain talent.

Career management relies on close collaborative relationships between managers and employees. Using a structured framework shared across all of the Group and its businesses, managers provide support and regular assessment in order to build a career path for each employee aligned with their goals, their skills and with client needs.

The key elements of this policy are as follows:

- Promoting a shared corporate culture that encourages entrepreneurial spirit and enabling employees to take initiative;
- Developing individuals' skills, taking into account each employee's motivations and potential;
- Providing a structured appraisal and career development framework, with regular monitoring of career progress;
- Identifying and supporting high-potential employees through specific actions to support their career development.

Career management revolves around Executive Management's strategic priorities and reflects in practical measures being taken by Human Resources teams and managers, in tandem with the corporate plan. It entails regular support for employees with advancing their professional development through closer management involvement, while encouraging their active participation in identifying their development needs and skills.

Maintaining and developing skills concerns all employees and is based on a "learning company" model. This model aims to create a supportive environment for continuous learning and is based on the following principles:

- Sharing the Group's corporate culture through induction and training programmes aligned with its identity and core values;
- Development of specific and cross-functional skills, including methodologies, technologies and soft skills to enhance employability;
- Access to self-training resources on digital platforms to facilitate continuous, independent training;
- Knowledge-sharing through an internal community of trainers and facilitators.

Skills management is informed by the strategic priorities set every year by Executive Management. Training plans are adapted by each entity to their specific characteristics and local regulations in accordance with the Group's global policy. Sopra Steria Academy (Corporate Academy and local Academies) ensures that key principles are transmitted and that training courses are adapted to the specific requirements of each region. In 2025, the "My Skills" skills management system continued to be rolled out, helping to identify functional and technical skills profiles in order to draw up tailor-made development plans. These efforts were coordinated by the Group Head of Human Resources, who is supported by a network of Heads of Human Resources and local experts to implement these initiatives.

3.1.3.2. Actions and resources related to priority placed on training and skills [S1-4 *including MDR-A*]

The first objective is to anticipate the skills required in order to meet changing business needs and client expectations, in particular through the "People Dynamics" approach. This approach aims to maintain employability and support employees in their professional development.

Actions	Achievements in 2025
1) Identifying far-reaching changes affecting the Group's businesses over a horizon of 1 to 3 years (emerging jobs where there is positive pressure, and/or that are sustainable or sensitive)	In place in all geographies. **Planning for business transformation** All business areas have specially adapted professional development programmes to support the upskilling of employees in their area of expertise and for their grade. These programmes are backed up by a variety of training options. The Academy regularly refreshes these options to meet the needs identified by the People Dynamics approach, especially from a medium-term skills perspective. This change relates to the following objectives: ▪ Boosting the development of technical skills and certifications (agility, cloud computing, data, artificial intelligence, responsible digital technology, green IT, accessibility, SAP); ▪ Pushing ahead with the deployment and personalisation of professional training in technology sectors (Engineer, Solution Building, Architecture, Product Expertise); ▪ Continuing to develop business and industry expertise; ▪ Continuing to identify new skills to maintain employability.
2) Drawing up new HR action plans to integrate, maintain and develop skills that meet the Group's current and future needs	**Highlights:** In 2025, the Group stepped up the development of core competencies in AI: ▪ AI new training programme for all employees (31,537 hours of training, 14,897 employees trained); additional modules available on digital platforms for providing insights into the key principles and challenges involved (17,642 hours of training, 29,005 modules completed) for the "Group" scope. ▪ Design and deployment of "Intermediate"- and "Advanced"-level training for employees in technical fields (7 training courses in France and 9 training courses for the entire Group). ▪ Roll-out of dedicated new training platforms to support the development of Solution Builders (15,000 licences within the Group, 17,546 hours of training) and Solution Architects (1,500 licences within the Group, 5,099 hours of training). ▪ New AI training programmes for specific business areas (ARC, Sales, DA, assistants, etc.) and departments (CSR, Legal, VSF, etc.). ▪ Increase in the number of NextGen certifications (AWS, Google Cloud, Microsoft) through targeted outreach, closer monitoring, increased coaching and optimised support on partner platforms: 2,203 certifications awarded in France.
3) Providing a targeted personal development plan	**Highlights:** ▪ The deployment of skills development courses targeted at high-potential employees in all countries. ▪ The language training platform GoFluent opened up to all employees to underpin the Group's broader international outlook and support collaboration in complex and varied intercultural environments (55,000 licences, more than 20,000 hours of training).

The second objective is to promote in-service training, which is regarded as a key tool for maintaining technological and methodological excellence within the Group.

Actions	Achievements in 2025
1) Adopt a learning company model by promoting self-training, knowledge-sharing, experimenting and on-the-job learning **2) Allowing employees** to continuously update and share their expertise	Expertise (skills and know-how) is shared through initiatives including training provided by over 2,304 in-house trainers, who embody the Group's values and uphold the highest standards of professional excellence. 140,592 hours of professional training in business areas. **Highlights:** ▪ Enhancement of the catalogue of international training courses to clarify the range and ensure its alignment with the Group's strategic priorities. Following the analysis, 30 new training courses were added, with a special emphasis on NextGen technologies. ▪ Learning World Tour: For its fifth edition, this event, aimed at all employees, brought together nearly 2,200 participants from 21 countries to explore the theme of "Digital Renaissance: How new technologies are transforming and impacting technology, people and sustainability" for the "Group" scope.

The third objective is to maintain a shared culture that strengthens relationships within the Sopra Steria community, while enhancing the appeal of the Employee Value Proposition in order to attract and retain talent.

Actions	Achievements in 2025
1) Facilitate the integration of new employees through an updated on-boarding programme **2) Globalise the Group's range of training**, sharing the corporate plan, Group fundamentals, compliance rules and business line and technical training programmes **3) Offering the Management & Leadership programme** to all Group managers	**Welcoming new employees** "Immediate Boarding" induction course for new employees according to their level of seniority. **Management & Leadership programme** This programme aims to develop a shared leadership culture and help managers understand the Group's strategic priorities. **Highlights:** ▪ In 2025, a "Group Onboarding" training programme was created and made available to entities to complement local induction training for new employees. The goal of this initiative is to harmonise how the Group is presented (its corporate project, its values) and create a greater sense of pride in being part of it. ▪ The CSR range was expanded to cover international markets, with initiatives including the Climate Fresk, the Digital Collage and courses in sustainable design and sustainability (see Section 2.1 – 2.1.2.4, "Action plans and resources related to 'Climate change'" and Section 5.2 - 5.2.1, "Action plan and resources related to 'Responsible digital technology'" of this chapter). ▪ In 2025, a review was launched on the Group's leadership model and the role expected of managers, with plans to roll out guidance to top management by 2026, starting with the Executive Committee, reaffirming the Group's aim of preparing future leaders.

The objective of the actions taken is to maintain and develop skills, as well as to promote effective career management. To date, no negative impact has been observed, so no specific corrective actions have been required.

The Group invests heavily in training and skills development each year and considers the financial resources allocated to this matter to be significant. Additional analysis will have to be carried out to better assess, quantify and qualify these expenses at the Group level in the coming years.

In 2025, training expenditure for the SSG entity in France came to 6.63% of the Group's total payroll, covering 26.3% of the "Group" scope.

Following a year of economic contraction, which notably affected training hour volumes, the Group has established new steering committees including the Heads of Human Resources from the various entities, alongside dedicated KPIs for managers effective from the start of 2026. Furthermore, locally developed "best-in-class" training programmes are being rolled out Group-wide, with particular emphasis placed on cultivating key competencies in artificial intelligence across the organisation.

3.1.3.3. Performance measures [S1-13 *including MDR-T*]

Metrics presented below are used by Sopra Steria to measure and track the effectiveness of actions taken to manage impacts, risks and opportunities related to "Priority placed on training and skills" (see Section 3.1.1, "Presentation of the context, important material impacts, risks and opportunities" of this chapter) and achieve associated targets (see Section 3.1.2.2, "Targets related to the policy" of this chapter).

The Group provides **a common performance appraisal system** based on ongoing dialogue between employees and their managers and resulting in individual development plans by a Human Resources Information System to facilitate steering and decision-making processes. In 2025, Sopra Steria made changes to the method it uses to assess employee performance, and this now takes into account the full extent of their contribution to the Group.

This Overall Contribution encompasses a number of aspects: extent to which the objectives of the assignment have been met, assessment of the employee's maturity with respect to their benchmark job, the development of their skills, their involvement in training and certification programmes, their input into Group-wide activities and their adherence to the Group's values.

Supporting career development:

- Performance evaluations were conducted for employees on permanent contracts who joined the company before 1 July 2025. The appraisal process follows the framework set out in the Group's Core Competency Reference Guide, and is based on the same principles of collegiality, frequency and equal treatment. In 2025, 90% of employees were assessed. This corresponds to 96.6% of the Group scope (CIMPA entities outside France; Bulgaria; Sweden; Denmark; and acquisitions made in 2025 are excluded from the scope). The Overall Contribution principle is gradually being rolled out across the Group with the aim of harmonising employee assessment procedures. It is important to note, however, that assessment methods and criteria may still vary between countries.
- 3,550 employees promoted, including 34.6% of women (vs 4,146 employees promoted in 2024, including 34.7% of women). The number of promotions represents 7.1% of the permanent contract workforce who were with the Group throughout the year (vs 8.6% in 2024), covering 97.9% of the "Group" scope.
- 13 international transfers to 6 different destinations (vs 40 international transfers to 10 destinations in 2024)

EMPLOYEE TRAINING ✓

Metrics	2025		2024	
Total number of hours and average number of hours per employee	1,287,529	25.1	1,466,587	28.8
Total number of hours and average number of hours per employee – Women	447,013	26.5	513,135	30.9
Total number of hours and average number of hours per employee – Men	840,516	24.4	953,452	27.7

3.1.4. EMPLOYEE PROTECTION AND TRUST

3.1.4.1. Policy related to "Employee protection and trust" [S1-1 *including MDR-P*]

In line with the UN Global Compact's Sustainable Development Goals 3: "Good health and well-being", and 8: "Decent work and economic growth", the Group applies certain ethical principles, which are set out in its Code of Ethics (see Section 4.1.3, "Policies related to 'Business conduct'") and cover all its activities, entities and countries where it operates. They are based on the observance of fundamental principles and rights defined by international standards and guidelines.

Within this framework, Sopra Steria undertakes to:

- Combat child labour and exploitation, human trafficking, and forced labour and any other form of compulsory labour;
- Comply with labour law and international regulations and standards regarding occupational health and safety. Adhere to collective bargaining agreements in each country where the Group operates;
- Create a safe, respectful and inclusive working environment. Combat all forms of discrimination and harassment;
- Uphold the freedom of expression and of association and the exercise of trade union rights in each country.

The Group pursues a global approach aiming to ensure a safe work environment respectful of diversity and equal treatment for everyone. It is particularly committed to respecting these principles starting with the recruitment process and continuing throughout its employees' time with the Group to ensure they have fulfilling careers. Sopra Steria is committed to safeguarding the health and safety of each of its employees and ensuring that everyone is treated with dignity at work (see Section 3.1.7, "Information beyond materiality – Action plan related to 'Health and safety at work'").

Sopra Steria has also launched a quality of life at work approach and fosters a working environment and managerial culture respectful of work-life balance so it can attract and retain talent. This balance is also ensured by taking into consideration diverse family and parenting arrangements (see Sections 3.1.5.2, "Action plans related to 'Employee protection and trust' [S1-4 *including MDR-A*]" and 3.1.5.3, "Metrics related to 'Employee protection and trust' [S1-15 and S1-17 *including MDR-M*]").

This approach is described in the human resources policy (see Section 3.1.2, "General Human Resources policy" of this chapter).

These combined approaches address the impacts, risks and opportunities of the "Employee protection and trust" material matter.

To this end, the Group is pursuing the following objectives:

- Fostering working conditions that promote employee fulfilment, including working at a healthy pace, work-life balance, and offering opportunities for growth and mobility within the Group, both in France and internationally;
- Preventing any type of discrimination, harassment and violence at work as well as work-related stress, while developing employee engagement;
- Ensuring the appropriate management of sensitive incidents (discrimination, harassment and violence at work as well as work-related stress).

Oversight of these objectives is under the responsibility of Executive Management, with input from all the Group's functional and operational departments. The Human Resources Department, Internal Control Department and Sustainability & Corporate Social Responsibility Department work together to define policies, deploy them and track their effectiveness.

Details on the new international internal mobility policy

Following several months of cooperation between all the Group's entities and countries, the first international internal mobility policy was ratified by all the in-country Executive Management teams. This policy, which was applied from January 2026 onwards, aims to:

- Provide brighter future prospects for employees through more varied and smoother career paths (change of subsidiary, change of country, etc.)
- Support business needs during the implementation of transnational projects or where skills need to be transferred from one team to another
- Offer fair and transparent prospects to employees by introducing common rules between entities/countries (policy governed by 12 common principles).

This policy is supported by the start-up of an internal application platform open to 100% of the Group's employees, and all opportunities must now be advertised on it.

3.1.4.2. Action plans related to "Employee protection and trust" [S1-4 *including MDR-A*]

The primary objective is to create a working environment conducive to the fulfilment of employees, while introducing a work rhythm that helps employees maintain a healthy work-life balance.

Actions	Achievements in 2025
1) Permanently adopting hybrid working conditions specific to each geographical region and client needs	2 days' remote working per week in all the Group's geographical locations, depending on the context. Collective bargaining agreement on remote working and guide to best practices in France
2) Promoting the right to disconnect for all employees	Signatory of the "Right to Disconnect" Charter In Austria, Belgium, Canada, France, Germany, Hong Kong, Italy, Luxembourg, Spain, Sweden, United Kingdom
3) Tracking the effectiveness of policies deployed as well as employee engagement and satisfaction through both Group-wide and local surveys	Measurement of the engagement and satisfaction of Group employees via the Great Place To Work® survey. (see Section 3.1.2.3, "Tracking effectiveness of HR policy through employee engagement and satisfaction" of this chapter).
4) Supporting employees during parenthood by offering them solutions adapted to their needs	Collective bargaining agreement in favour of gender equality signed in January 2025 in France (scope: UES). With implementation of paid leave for a child's illness and wages maintained during paternity leave. Facilitation of requests for switches to part-time work for employees requesting to do so. Working condition adjustments for pregnant women: hours shortened from the third month of pregnancy with a remote working option (in France). Childcare support scheme (in particular spaces in nurseries) in France and India. Signatory to the National Parenthood Charter (since 2022).
5) Taking employees' individual situations into account, allowing flexibility in the way they organise work	Flexible working hours and mandatory attendance times Voluntary part-time working for employees on permanent contracts: 6.0% Leave donation scheme for employees who are caregivers or in the event of a death in the family (child or dependent spouse) in France
6) Offering employees a social protection scheme	Social protection measures vary between entities and may include paid parental leave or disability leave, unemployment benefits and retirement planning, for the "Group" scope.

The second objective is to prevent any type of discrimination, harassment and violence at work as well as to implement actions to anticipate and limit work-related psychosocial risks, while developing employee support.

Actions	Achievements in 2025
1) Awareness and training for all employees regarding non-discrimination and risk prevention (including work related psychosocial risks)	Guide to preventing sexual harassment and sexist behaviour at work, available on the intranet in France. Guide to preventing work-related psychosocial risks (PSR), available on the intranet in France.
2) Providing employees with assistance systems and a network of professionals to tackle on-the-ground issues	An independent psychological support unit that is always available, anonymous, confidential and free of charge in France and India. Group Global assistance programme providing travel insurance and repatriation to expatriate employees and employees on business travel. Network of professionals available to employees: social workers, nurses, occupational health staff, ergonomics specialists, advisors, managers, employee representatives for the "Group" scope.
3) Managing teams supportively and valuing day-to-day work to encourage employee engagement	Roll-out of the InnerConnect programme for middle and top management and listening process, see "Details on the latest initiatives to boost manager and employee engagement in 2025" for the "Group" scope. Training programme and tools to support managers (hybrid working, practical guides, coaching, etc.) and promote employee engagement for the "France" scope.

The **third objective** is to ensure the appropriate management of incidents of discrimination, harassment and violence at work as well as work-related psychosocial risks.

Actions	Achievements in 2025
Provide employees with a whistleblowing system in all Group entities	The Group whistleblowing procedure covers issues of discrimination and harassment, of which the different grounds are outlined in the process, as well as risks related to human rights violations (see Section 4.1.3, "Policies related to Business conduct" of this chapter). Each whistleblowing report is followed up with an investigation. If the investigation proves conclusive, punitive measures can range from disciplinary action up to dismissal. The procedure guarantees protection for whistle-blowers. No fine, penalty or compensation for damages relating to an incident of discrimination or harassment or due to a complaint was paid during 2025. Internal and external local whistleblowing systems are also in place, in line with specific local regulations. To date, no complaints have been filed against the Group with National Contact Points for the OECD Guidelines for Multinational Enterprises. No financial penalties were imposed on the Group.

a. Details on the latest initiatives to boost manager and employee engagement in 2025

- **InnerConnect programme**

To support top managers in their leadership role and to help them consider their managerial practices from a broader perspective, a series of "InnerConnect" webinars was launched in September 2025. Five hour-long webinars were held for 7,000 managers. International external specialists discussed various topics, including trust and confidence between manager and employee, interpersonal communication, and recognition for hard work. During each session, Sopra Steria managers were also asked to share their feedback.

- **Listening process e-learning course**

Rounding out the resources made available to middle and top managers concerning the importance of listening to employees within the Group, especially through the annual Great Place To Work® survey, an e-learning module was launched in September 2025. It aims to provide training for 100% of new managers as part of their onboarding process.

- **Shapers' Voices podcast**

In October 2025, Sopra Steria launched a podcast, a new internal communication format that gives a voice to employees of different nationalities within the Group. With a new episode every two weeks, the podcast aims to offer a different perspective on working life within the Group, featuring views on a variety of topics (business expertise, career advancement, parenting, work-life balance, etc.). The podcast is available internally on the Group's intranet and on streaming platforms for external audiences.

b. Details on "Attracting and retaining talent"

- **International career website**

In 2025, the Group continued its drive to launch new career websites in an effort to modernise the application process. Improvements were made in Sweden, India, the Netherlands, Belgium, Spain and Italy.

- **New employee value proposition**

In 2025, Sopra Steria updated its Employee Value Proposition to reflect its new promise of "Projects that matter, opportunities that empower". This promise is the product of a six-month refinement process through workshops attended by Executive Committee members, managers, employees and potential applicants. One of the aims of the exercise was to develop an employee value proposition common to all the Group's entities and countries, including companies recently acquired (CS Group, Ordina, Tobania), to support efforts to raise Sopra Steria's profile as a major tech player in Europe and to showcase its expertise in NextGen technologies, including AI.

Action plan – "TechCare programme"

The TechCare awareness and training programme aims to prevent accidents, improve health and safety, promote well-being at work and improve work-life balance. TechCare is a multimodal programme (consisting of virtual classes, e-learning, webinars, guides, etc.) tailored to various target audiences (recruiters, employees, managers, work-related stress contacts, assistants, etc.). It is structured around three key areas:

- **Health and safety** to prevent physical and work related psychosocial risks: fire safety, how to proceed in the event of an accident, preventing digital eye strain and work-related stress, etc. (see Section 3.1.7, "Information beyond materiality – Health and safety at work").
- **Well-being at work** to guarantee a healthy work environment, encouraging employees to engage in physical activity and sports, take care of themselves and others, and manage their emotions through a range of topics: relaxation, ergonomics and yoga workshops, and webinars on how to reduce the negative effects of stress, sedentary behaviours, screen work and repetitive movements, as well as learning to disconnect;
- **Supporting new hybrid working models**: remote and on-site management.

3.1.4.3. Metrics related to "Employee protection and trust" [S1-15 and S1-17 *including MDR-M*]

Employee engagement, confidence, motivation, expertise and skills are key factors in the Group's success. It will only be successful if it manages to attract and retain talent over the long term by offering rewarding and motivating career opportunities. Work-life balance and consideration for parenthood and family matters are part of essential action plans to contribute to this success, as is compensation, which is a management tool based on recognising each individual's contribution to the Group's performance (see Metrics related to "Compensation and employee share ownership", Section 3.1.5). Several key metrics are analysed.

EMPLOYEES ELIGIBLE FOR FAMILY LEAVE IN THE GROUP [S1-15]

Scope/Topic	2025
Employees eligible for family leave in the Group[1]	100%

(1) 100% of "Group" scope

EMPLOYEES WHO HAVE TAKEN FAMILY LEAVE[1] [S1-15]

Scope/Topic	% Women	% Men	2025
Group[1] [2]	**41.4%**	**58.6%**	**4.5%**
France[3]	47.1%	52.9%	6.8%
Spain[2]	34.5%	65.5%	4.1%
Norway[2]	45.6%	54.4%	7.0%

(1) 53.7% of scope: France, Norway, Spain (includes Sopra Steria España only)
(2) Birth and adoption leave only
(3) Including birth and adoption leave, parental leave, and sick child leave

Sopra Steria provides its employees with a range of leave arrangements to address family circumstances requiring their presence, including maternity leave, paternity leave, parental leave and family carer's leave. The duration and compensation arrangements may vary in accordance with applicable national legal frameworks and collective bargaining agreements. To ensure that the information reported is of high quality and representative, Sopra Steria has chosen not to report metrics relating to the proportion of employees who have taken family leave for the entire "Group" scope in this second year of CSRD reporting. This reflects the Group's commitment to standardising reporting practices in the long term in order to ensure the reliability of data relating to this metric across all the countries where it operates. In the interest of transparency and as part of a continuous improvement approach, the Group has nevertheless chosen to report this data for the "France", "Spain" and "Norway" scopes, which accounted for 53.7% of the Group's workforce in 2025 (compared to 31% for data reported in 2024). The Group is currently implementing an action plan to collect information throughout the rest of the countries where it operates, with the aim of reporting reliable consolidated data in the coming years. For detailed information on compensation metrics related to ESRS S1-16, see Section 3.1.5.2, "Compensation and employee share ownership" programme"of this chapter.

METRICS RELATED TO "INCIDENTS AND COMPLAINTS" [S1-17]

Scope/Topic	2025
Total number of incidents[1]	**49**
Of which: Number of discrimination incidents per year at the end of the reporting period	1
Of which: Number of harassment[2] incidents per year at the end of the reporting period	25
Other (working conditions, etc.)	23

(1) 53.7% of the "Group" scope: France, Norway, Spain (Sopra Steria España only)
(2) Including sexual and psychological harassment.

Whistleblowing reports relating to human rights violations are handled by the Internal Control Department (see Section 4.2.1, "Duty of vigilance and vigilance plan" of this chapter).

To ensure that the information reported is of high quality and representative, Sopra Steria has chosen to report metrics related to whistleblowing reports and investigations for a partial scope for this second year of CSRD reporting. To be able to report this data for the entire Group in coming years, it is important to take into account the diversity of whistleblowing processes that exist according to each local context, culture, business sector and employee awareness. Furthermore, methods for collecting and processing whistleblowing reports may vary from one entity and/or subsidiary to another. These differences may be due to varying legislative frameworks or the use of external service providers to process whistleblowing reports in certain countries. These factors complexify the consolidation and analysis of reliable and comparable data Group-wide, at this stage, as there is no global tool for consolidating such data at Group level. Sopra Steria has therefore chosen to report this data for the "France", "Norway" and "Spain" scopes, which accounted for 53.7% of the Group's workforce in 2025 (vs 39.1% in 2024). It should be noted that no social alerts were reported for Norway or Spain in 2025. In France, the whistleblowing data collection and monitoring process is overseen by the country's HR and Legal Department, through a regularly updated report monitoring file. The Group is implementing an action plan to collect information throughout the rest of the countries where it operates, with the aim of reporting reliable consolidated data within a common framework in the coming years. At present, it is not possible to obtain a full Group-level picture of alerts reported across all countries, because multiple channels (some of which are external) are in use.

Lastly, regarding health and safety at work, more details are provided in Section 3.1.7, "Information beyond materiality – Health and safety at work".

3.1.5. EQUAL OPPORTUNITIES AND DIVERSITY

3.1.5.1. Policy related to "Equal opportunities and diversity" [S1-1 *including MDR-P*]

As part of its general human resources policy, Sopra Steria reaffirms its commitment to promoting diversity and equal opportunities, based on preventing and combatting all forms of discrimination. This goal is aligned with the Group's CSR commitments: putting people at the centre of everything it does, ensuring that everyone is treated with dignity and respect at work, fostering a healthy and supportive working environment and maintaining work-life balance.

The DEI by Design[1] approach aims to embed these goals structurally in all HR policies, in particular by adopting an inclusive recruitment and career management policy. In 2025, this approach was structured around Group programmes, each with dedicated projects and action plans. This programme-based approach is new and may be adjusted and improved in subsequent periods. The programmes and action plans are broken down as follows:

1. Gender equality programme;
2. Disability inclusion programme;
3. Non-discrimination programme, with action plans dedicated to:
   - Inclusion of LGBTQIA+ people;
   - Age diversity.
4. Compensation and employee share ownership programme.

The Group's approach is part of an overall, Group-wide effort to champion all forms of diversity and combat any discrimination. These priorities are aligned with the "Equal opportunities and diversity" factors identified as "material" within the framework of the double materiality assessment (see Section 3.1.1, "Presentation of the context, material impacts, risks and opportunities" of this chapter). As part of this approach, the Group commissioned an external firm to audit its recruitment processes and practices. The audit was carried out in July 2025 and covered the entire scope of deployment of the SmartRecruiters system. The purpose was to ensure that no discriminatory practices are applied and that recruitment

(1) DEI: diversity, equity and inclusion.

is based on objective criteria, and to propose remedial actions, when necessary.

The policy is led jointly by the Group Human Resources and the Sustainability & Corporate Social Responsibility Departments, with input from the Executive Committee. Operational implementation of the policy is supported by a network of local Human Resources Departments, Chief Sustainability Officers (CSOs) and Diversity, Equity & Inclusion Officers (DEI-Os). Ongoing dialogue with stakeholders, through engagement in civil society, international organisations, non-profits and/or NGOs helps to nurture continuous improvement in this commitment. This commitment is reflected through memberships of relevant networks and by signing charters and partnerships (aligned with Sustainable Development Goal 17: "Partnerships for the goals"). These memberships cover 100% of the "Group" scope.

GROUP MEMBERSHIPS RELATED TO EQUAL OPPORTUNITIES AND DIVERSITY

3.1.5.2. Action plans related to "Equal opportunities and diversity" [S1-4 *including MDR-A*]

a. "Gender equality" programme

A structural imbalance persists in the digital sector. According to the World Economic Forum's Global Gender Gap Report for 2024,[1] women account for only 28.2% of positions in technology and engineering. Gender equality is a strategic priority for Sopra Steria, which seeks to attract, develop and retain all talented people, and to propose responsible and high-performance solutions perfectly tailored to meeting client expectations.

In 2024, the Group began working on drawing up a formal gender equality programme. The goal is to provide a common and foundational reference framework for all entities. It is rooted in the principle of non-discrimination.

It contributes to SDGs 4, 5 and 10 and builds on Sopra Steria's status as a signatory of the United Nations Global Compact. It is structured around seven fundamental principles:

- Foster a corporate and management culture favouring gender equality;
- Improving the proportion of women at all levels of the Company;
- Implement a recruitment process that increases the proportion of women within our teams;
- Creating a work environment that allows employees to achieve a good work-life balance;
- Apply a zero-tolerance policy to discrimination and to harassment;
- Achieving pay equity between women and men with equal skills and performance levels;
- Promoting and exemplifying a culture of gender equality through committed networks.

(1) *View source here: https://www3.weforum.org/docs/WEF_GGGR_2024.pdf*

Firstly, Heads of Human Resources in all entities were informed of the programme principles. They were then communicated to all employees on 8 March 2025. Lastly, the precise measures were presented to the Heads of Human Resources of the entities in October 2025. In the first quarter of 2026, DEI-Os, in conjunction with the Heads of Human Resources, will continue rolling out local action plans and monitoring metrics.

Between 2024 and 2025, the Group reached a new milestone in putting this programme into practice. Work began on training managers and teams to increase the consideration of gender equality stakes in managerial practices and HR processes. At the same time, the level of programme oversight and ownership has been increased, with greater input from entities in monitoring and implementing initiatives. Gender metrics are now monitored more regularly and more cohesively. They are incorporated in management dashboards in order to bring to light more effectively any deficiencies, trends and areas for action. This greater maturity marks a shift from framework building (2024) to deployment (2025).

Steering, deployment and tracking the effectiveness of the gender equality programme is part of the global governance framework set out in Section 3.1.5, "Equal opportunities and diversity" of this chapter. The impact measurement also takes into account employees' perceptions through the Great Place To Work® survey, which includes questions specifically related to gender equality (see Section 3.1.2.3, "Tracking effectiveness of HR policy through employee engagement and satisfaction [S1-4]" of this chapter).

In France, the Act 2018-771 (on the "freedom to choose one's professional future") introduced the requirement for companies to report their gender equality index (on a scale of 1 to 100). This index is calculated based on five criteria measuring gender gaps at the company and actions taken to address them. The index is calculated across the scope of companies in the UES (Sopra Steria Group SA, Sopra Steria I2S, Sopra HR Software and Sopra Financing Software), and includes employees on permanent and fixed-term contracts who were present for at least 6 months during the reference period. In 2025, the score was 89/100. Sopra Steria also discloses the results on its corporate website,[1] in compliance with the Rixain Act.

Actions related to "Gender equality" [S1-4 *including MDR-A*]

Actions	Achievements in 2025
Engage the community and encourage sharing of best practices internally and externally	The Group's Business/Employee Resource Groups (B/ERG) are coordinated, committed organisational units. In 2025, they had 7,589 employees, with 56% of active members involved in championing and improving gender equality in the digital sector. These networks are the most widely represented in the Group. ▪ In France, the Passer'Elles network celebrated its 10th anniversary during 2025 by holding a country-wide event. ▪ In Spain, Carmen Garcia Roger gave a speech entitled "From Technology to Space: Challenging the Limits of Talent". She is Spain's first female candidate to have been selected for the ESA's parastronaut programme. Showcasing of role models to encourage talents irrespective of their gender. ▪ In Switzerland, a partnership was established with the Voie F non-profit to break down barriers to digital technologies for women experiencing hardship, and a motivational workshop was organised.
Launch Group-wide awareness campaigns	To mark International Women's Day on 8 March, Sopra Steria launched a Group-wide campaign spotlighting local initiatives, including the Girl Tech Fest in Norway and the Women Connect Event in the Benelux countries. The Group also presented to all employees the seven core principles underpinning gender equality.
Promote female role models in tech to spark interest and contribute to raising the proportion of women studying science	▪ In Germany, Sopra Steria organised a Girls' Day event in 2025. The initiative aims to invite girls to visit its offices to present the STEM (Science, Technology, Mathematics and Engineering) jobs within the Group, particularly in the space sector. ▪ In Spain, the 5th edition of the #Mujeresqueinspiran campaign in 2025 spotlighted inspirational female employees within the organisation, with awareness-raising workshops focused on bias and stereotypes and a seminar on how to overcome the imposter syndrome. ▪ In Poland, Sopra Steria was an official partner for the Women in Tech Summit 2025. Magdalena Rączka, our Service Delivery Manager, gave a talk on career management.
Train all employees on gender equality issues	In 2025, 7,329 employees at Group-level completed training on gender equality issues (vs 6,188 in 2024). A total of 2,130 employees completed training on the prevention of sexual harassment (compared to 4,026 in 2024). Designing of the mandatory gender equality training modules began in 2025. The modules will be available to all employees, with specific modules for managers.
Provide employees with a whistleblowing system at all Group entities	Sexual harassment and sexist behaviour are covered by the Group whistleblowing system described in Section 3.1.4, "Employee protection and trust" of this chapter.

(1) *View source here: https://www.soprasteria.fr/nous-connaitre/nous-connaitreengagements/nous-connaitrenos-engagements_social/nous-connaitrenous-connaitrenos-engagements_nous-connaitrenos-engagements_socialnous-connaitrenos-engagementssocialmixite/ecarts-de-representation-entre-les-femmes-et-les-hommes-parmi-les-cadres-dirigeants-et-les-membres-des-instances-dirigeantes*

Actions	Achievements in 2025
Implement short- and medium-term actions to reduce existing gender pay gaps	The gender pay gap is a metric monitored across the Group to identify any unjustified disparities. Corrective actions are implemented when necessary during Human Resources Committee (HRC) meetings. Managers and HR staff present at HRC meetings continue to be made aware of this approach. ■ In the United Kingdom, Spain and Switzerland, the gender pay gap is tracked and reported annually, as required by local legislation. ■ In Germany, analyses of compensation at equivalent positions are carried out during the recruitment process to ensure fairness. ■ In France, a specific budget to reduce unjustified pay gaps has been allocated over three years as part of the new gender equality agreement signed in January 2025.
Implement metrics to monitor the proportion of women at all levels of the Company	In 2025, there was a slight increase in the proportion of women in the workforce, as they accounted for 32.9% (vs 32.5% in 2024). This increase also appeared in recruitment figures, as 32.6% of new recruits were women (vs 30.7% in 2024). The ratio of men and women promoted within the Group is stable: women accounted for 34.6% of promotions in 2025 (vs 34.7% in 2024) and 65.4% were men. 26.6% of managers (Levels 3 to 6) are women (compared with 26.3% in 2024). Among the 10% most senior positions (Level 4, 5 and 6), 22.8% were held by women (vs 22.3% in 2024). Among the 3% most senior positions (Level 5 and 6), 22.4% were held by women (vs 21.4% in 2024).
Conduct diagnostic assessments with external experts to identify areas for improvement and assess the relevance of Sopra Steria's approach with respect to gender equality	The Gender Equality European & International Standard (GEEIS), initially obtained in 2022, was re-obtained by the Group in 2024 after a two-year follow-up audit. This international standard established by Arborus examines HR policies from a gender equality perspective based on a common framework applicable to all types of organisations and all geographies. ■ In Italy, Sopra Steria has held UNI/PdR 125:2022 accreditation since 2023. The certification is awarded by organisations accredited by Accredia.
Support women's career development through various programmes	To raise the proportion of women in management positions, 254 women were supported in 2025 under various programmes (versus 431 women in 2024): 125 in France with Start'Her and Boost'Her; 102 in the United Kingdom with the 30% Club; and 27 in India via Saarthi These programmes may include training and mentoring by more experienced employees.

Metrics related to "Gender equality" [S1-9 *including MDR-M*]

The table below shows the metrics that Sopra Steria uses to measure and track the effectiveness of actions taken to manage impacts, risks and opportunities related to "Equal opportunities and diversity" (see Section 3.1.1, "Presentation of the context, material impacts, risks and opportunities" of this chapter) and achieve associated targets (see Section 3.1.2.2, "Targets related to the human resources policy" of this chapter). In particular, among the diversity factors identified in the double materiality assessment and listed in the policy, these metrics evaluate the management of impacts, risks and opportunities generated "according to gender" for employees.

PROPORTION BY GENDER ✓

	Gender	2025 Absolute value	2025 %	2024 Absolute value	2024 %
Board of Directors	Women	9	50.0%	8	47.1%
	Men	9	50.0%	9	52.9%
Executive Committee[1]	Women	3	18.7%	3	18.7%
	Men	13	81.3%	13	81.2%
3% most senior positions[2] ✓	Women	393	22.4%	369	21.4%
	Men	1,360	77.6%	1,355	78.6%
10% most senior positions[3]	Women	1,297	22.8%	1,221	22.3%
	Men	4,384	77.2%	4,257	77.7%
Managers[4]	Women	4,116	26.6%	3,983	26.3%
	Men	11,366	73.4%	11,173	73.7%
New hires ✓	Women	2,713	32.6%	2,283	30.7%
	Men	5,600	67.4%	5,153	69.3%
Workforce[5] ✓	Women	16,873	32.9 %	16,589	32.5%
	Men	34,402	67.1%	34,399	67.5%

(1) Composition of the Executive Committee on 31 December 2025.
(2) Corresponds to the "top management level" as stated in ESRS S1-9: Level 5 and 6 positions.
(3) Corresponds to Level 4, 5 and 6 positions.
(4) Corresponds to Level 3, 4, 5 and 6 positions.
(5) Acquisitions included.

b. "Disability inclusion" programme

The Group's approach aimed at promoting inclusion of people with disabilities at work meets the UN Global Compact's Sustainable Development Goals 4: "Quality education"; 9: "Industry, innovation and infrastructure"; and 10: "Reduced inequalities". It is based on the principle of non-discrimination and aims to promote access to employment within the Group for employees with disabilities.

The matters of accessibility and supporting people with disabilities have been fully incorporated into the Group's equal opportunities and diversity approach. Commitment to this cause is reflected by its membership in the ILO Global Business and Disability Network, joined in 2021. Sopra Steria strongly believes in promoting access to jobs for people with disabilities and enabling them to remain in employment through concrete and long-term initiatives.

In 2025, Sopra Steria published its first multi-year digital accessibility blueprint. This document sets out its approach, for the period 2025-2027, aimed at improving the accessibility of digital services for the Group and, more broadly, actions aimed at achieving greater digital accessibility (see Section 5.2, "Developing responsible digital technology" of this chapter).

The Group is committed to complying with legal frameworks regarding the employment of people with disabilities in the countries where it operates. The wide range of legal definitions of disability within the different countries made collecting consistent and comparable data at Group level relatively complex. Further progress was made with rolling out an action plan to produce consolidated data in the medium term. As part of this approach, the goal is to define and deploy a common and integrated foundational framework at Group level. The establishment of a common set of practices and metrics across all entities has deepened Sopra Steria's engagement with people with disabilities, irrespective of what these are.

Actions related to "Disability inclusion" ***[S1-4, including MDR-A]***

Actions	Achievements in 2025
Engaging the community and encouraging sharing of best practices internally and externally	The Group's Business/Employee Resource Groups (B/ERG) are coordinated, committed organisational units. In 2025, they had 7,589 employee members, for the most part in Europe. Disability-related and neurodiversity issues were the focus for 9% of members committed to improving accessibility within the Group.
Contribute to a more inclusive ecosystem through awareness-raising among individuals directly affected by a disability-related situation	In France, via the HandiTutorat academic tutoring programme, 92 secondary school students with disabilities were offered support in 2025 (more than 670 students have received support since 2013). A total of 20 grants were awarded to students with disabilities, with 100% of grant applications approved.
Supporting employees with disabilities through a specific feedback and support plan	▪ In France, the Mission Handicap (disability task force) introduced a listening and support plan with 467 employees in 2025, with 2,150 active adjustments made and a local network of 62 correspondent officers covering the entire country. ▪ Scandinavia produced its own podcast dedicated to the prevention of mental health issues, awareness-raising and discussion of the related challenges.
Working with entities specialised in employing staff with disabilities	In France, Sopra Steria works with the sheltered employment sector (STPA) to be a leading responsible partner and prioritise committed suppliers. This collaboration with the STPA, through co-contracting and/or subcontracting, is made possible via: ▪ A purchase procedure in favour of STPA companies; ▪ A catalogue of STPA suppliers; ▪ A partnership with Union Nationale des Entreprises Adaptées; ▪ 100% of buyers trained in purchasing practices taking equal opportunities into account.
Train recruiters in accommodating employees with disabilities	Training recruiters to account for disabilities is an essential component of an inclusive and consistent approach. Local initiatives are in place in several countries to hone teams' recruitment skills and foster fairer practices. These courses adopt a Group-wide approach to bias, prejudice and stereotypes that can influence hiring decisions. The finer details vary according to the local situation: ▪ A course on inclusive recruitment ran in the Benelux countries; ▪ Initiatives to cut down on stereotypes and eliminate prejudice were launched in India; ▪ Courses on diversity in recruitment were held in Poland, and a neurodiversity module was created; ▪ Efforts to build diversity into recruitment practices were introduced in Spain; ▪ A campaign took place in the United Kingdom to raise awareness about an ascent of Everest on crutches. ▪ In France, 100% of recruiters trained in taking disability into account during the recruitment process.
Encouraging innovation to make daily life easier for people with disabilities	Sopra Steria has joined forces with the Handitech Trophy since 2017 to highlight the potential benefits of digital innovation for addressing disability-related issues. The intended impact is to demonstrate that business imperatives, innovation and disability inclusion within the workplace are mutually compatible. In 2025, the Digital Innovation prize was awarded to Cantoo Web, which is developing a digital inclusivity service focused on educational tools and materials. This system is intended to support the studies of students with disabilities.
Awareness and training to promote access to employment for people with disabilities	In 2025, across the Group, 7,519 employees completed training on disability-related topics. ▪ In France, the Mission Handicap (disability task force) runs awareness-raising campaigns every year, including HanDigital Week*, which coincided with the 2025 European Disability Employment Week. These highlights helped build greater understanding of what it is like to live with a disability and to nurture an inclusive culture within the Group. In 2025, there was a focus on visual and auditory disabilities.
Formalising Group commitments and aligning them with international and national standards	Sopra Steria has been a member of the International Labour Organization's (ILO) Global Business and Disability Network (GBDN) since 2021. ▪ In France, a company-level agreement was signed for the 2024-2026 period promoting employment of people with disabilities. ▪ In the United Kingdom, Disability Confident Leader accreditation at Level 3 of the Disability Confident scheme was obtained in 2024. Disability Confident is a UK government scheme encouraging inclusive corporate practices for people with disabilities.

Metrics related to "Disability inclusion" [S1-12, including MDR-M]

Sopra Steria tracks the effectiveness of actions taken to manage impacts, risks and opportunities related to "Equal opportunities and diversity" (see Section 3.1.1, "Presentation of the context, material impacts, risks and opportunities" of this chapter) and achieve associated targets (see Section 3.1.2.2, "Targets related to the human resources policy" of this chapter).

In particular, among the diversity factors identified in the double materiality assessment and listed in the policy, these metrics address the management of impacts, risks and opportunities generated "according to disability status" for Group employees.

In total, there are 1,533 people with disabilities within the Sopra Steria Group. Data used to calculate this metric are collected in accordance with local legislation. In countries where data collection is prohibited by legal standards, it is obtained on a voluntary self-reporting basis guaranteeing respondents' anonymity, as part of the Great Place To Work® satisfaction surveys for example.

In 2025, people with disabilities accounted for 4.14% of Sopra Steria France's workforce, up 0.20 points from 2024 (3.94%). Overall, women make up 41.2% and men 58.8% of the population. The employment rate of people with disabilities (in France) is defined as the sum of employees on a full-time equivalent basis with an uplift applied for workers aged 50 and over. The number depends on their working time, how much of the year they work, how long their recognised status has been valid, and their age. Workforce numbers used are also calculated according to the rules defined by Agefiph. The result corresponds to the total for the year under review.

c. "Non-discrimination" programme

i. Details on the "LGBTQIA+" action plan

The Group's approach aimed at promoting inclusion of LGBTQIA+ people at work meets the UN Global Compact's Sustainable Development Goal 10: "Reduced inequalities."

It is based on the principle of non-discrimination and has the objectives of:

- Ensuring that all employees are treated equally regardless of their sexual orientation and gender identity;
- Promoting an inclusive culture for LGBTQIA+ people.

This approach is underpinned by training initiatives as part of a more holistic, cross-functional approach. These help to shed light for managers and employees on how to eliminate discrimination and adopt more inclusive positions. As well as developing joint skills and shared benchmarks, they serve to firmly anchor fairer business practices.

Actions related to the "LGBTQIA+" action plan [S1-4, *including MDR-A*]

Actions	Achievements in 2024
Engaging the community and encouraging sharing of best practices internally and externally	The Group's Business/Employee Resource Groups (B/ERG) are coordinated, committed organisational units. In 2025, they had 7,589 employee members, for the most part in Europe. More than 9% of active-member LGBTQIA+ allies are involved in ensuring a safe, inclusive and appealing working environment for everyone. ■ In the United Kingdom, the PLUS network produces a monthly podcast on LGBTQIA+ topics.
Train and raising awareness to prevent all forms of discrimination linked to sexual orientation or gender identity	In 2025, across the Group, 4,143 employees completed training on LGBTQIA+ issues (compared to 2,309 in 2024). ■ In Norway, during Pride Month in June, a week-long initiative was held featuring discussions and activities to forge a stronger sense of togetherness, raise awareness and champion inclusion of LGBTQIA+ people, with musical events held on-site, an online and offline communication campaign and participation in the Oslo Pride Business Forum.* All employees in Oslo joined in events for this initiative.
Support employees to enable them to express themselves fully, without having to hide their sexual orientation or gender identity	In the United Kingdom, a guide on transgender identity was produced and distributed to the whole work community.
Formalise Group commitments and align them with national standards via strategic partnerships	The Group has teamed up with external organisations working to promote LGBTQIA+ inclusion, such as Sopra Steria's collaboration with Parks in Italy and Sopra Steria UK's with Gendered Intelligence. Partner organisations include *L'Autre Cercle* in France and Rainbow Registered in Canada.

Metrics related to the "LGBTQIA+" action plan [MDR-M]

Employees' gender identity and sexual orientation may be sensitive and confidential. To keep this information safe and secure, Sopra Steria measures and tracks the effectiveness of measures implemented. (see the "Achievements in 2025" column of the previous table). This tracking is done to manage impacts, risks and opportunities related to "Equal opportunities and diversity" (see Section 3.1.1, "Presentation of the context, material impacts, risks and opportunities" of this chapter) and achieve associated targets (see Section 3.1.2.2, "Targets related to the human resources policy" of this chapter).

ii. Details on the "Age diversity" action plan *[S1-4 including MDR-A; MDR-M]*

Promoting age diversity within Sopra Steria is vital to ensuring an equal and sustainable vision in the long term. By taking into account perspectives from different generations, the Group prioritises more balanced decision-making. These perspectives equip it to tackle future challenges while capitalising on conclusions drawn from past experiences. This approach also contributes to efforts to attract and retain talent, as it creates an open, tolerant environment where the value of all generations is recognised.

The Group's age diversity policies have the following goals:

- Achieving an age-diverse workforce;
- Attracting young talent;
- Facilitating a suitable transition to retirement;
- Supporting people in the lead-up to their retirement.

These objectives address Sustainable Development Goals 4 ("Quality education") and 10 ("Reduced inequalities") of the UN Global Compact. These objectives highlight the importance of ensuring that future generations can access the same resources and opportunities as current generations.

Actions related to the "Age diversity" action plan *[S1-4, including MDR-A]*

Actions	Achievements in 2025
Engaging the community and encouraging sharing of best practices internally and externally	The Group's Business/Employee Resource Groups (B/ERG) are coordinated, committed organisational units. In 2025, they had 7,589 employee members, for the most part in Europe. Over 16% of their members are working on a Group-wide basis to advance equal opportunities and eliminate discrimination.
Maintain balance in the representation of different generations	26.7% of the workforce was under 30 years of age (compared with 27.5% in 2024) and 20.1% was over 50 (compared with 19.6% in 2024).
Promote jobs in the digital field to attract more young people, welcome more interns and work-linked training students, etc.	1,251 interns (vs 1,208 in 2024) and 1,236 apprentices (vs 1,189 in 2024) throughout the 2025 financial year across the Group. In 2025, Sopra Steria achieved the Happy Trainees World certification, ranking third with a participation rate of 61%. Its overall score was 4.20/5, and the recommendation rate was 92.5%. ▪ In Spain, more than 5,000 students from 8 countries entered the 2025 final of the International Student Challenge. 850 projects promoting the responsible use of AI were submitted. After the challenge was over, several students joined Sopra Steria's teams on an internship or permanent contract. The next edition will take place in 2026/2027. ▪ In France, #BreakTheCode* is a coding and algorithm cracking contest held every year for students in Brest and Rennes. Almost 160 students from 14 engineering schools and universities in the Brittany region entered the 2025 event.
Contribute to retraining in the digital field to foster access to employment	In Tunisia, 38 people on reskilling programmes (including 21 women) received support in 2025 as they retrained in digital technologies.
Awareness and training on age diversity	In 2025, across the Group, 1,675 employees completed training related to age diversity.
Facilitate the transition to retirement through a specific information programme	A phased retirement system introduced to facilitate the transition to retirement. In 2025, 600 employees (primarily in Europe) attended a pension information session (compared to 1,107 in 2024).

Metrics related to the "Age diversity" action plan [S1-9, including MDR-M]

The table below shows the metrics that Sopra Steria uses to measure and track the effectiveness of actions taken to manage impacts, risks and opportunities related to "Equal opportunities and diversity" (see Section 3.1.1, "Presentation of the context, material impacts, risks and opportunities" of this chapter) and achieve associated targets (see Section 3.1.2.2, "Targets related to the human resources policy" of this chapter).

In particular, among the diversity factors identified in the double materiality assessment and listed in the policy, these metrics address the management of impacts, risks and opportunities generated "according to age" for Group employees.

The average age of employees on permanent contracts was 39.6 in 2025, compared to 39.4 in 2024. The age pyramid below shows a breakdown of the Group's workforce (excluding acquisitions) by age. Local differences chiefly reflect the nature of the Group's main activities in each country.

WORKFORCE BY AGE ✓

	2025	2024
<30	26.7%	27.5%
30-50	53.2%	52.9%
>50	20.1%	19.6%

AGE PYRAMID[1]

(1) The calculation method includes employees hired in financial year 2024.

c. "Compensation and employee share ownership" programme

Compensation is a management tool based on recognising contribution to the Group's performance. It is built on the principle of fair treatment and supported by a system of personalised performance appraisals for each employee.

Guidelines pertaining to the components of compensation and its progression are common across the Group. They are described in the human resources policy and based on the Group Core Competency Reference Guide, the Compensation Reference Guide and the Employee Value Proposition. They are structured around:

- Fixed compensation, defined according to the level of responsibility consistently with the Group's Core Competency Reference Guide;
- Variable compensation based on, among other things, CSR criteria and overall performance to encourage individual and collective performance for some employees such as managers, sales staff and experts;
- An international Group employee share ownership programme to give all employees a greater stake in the Group's performance.

Actions related to "Compensation and employee share ownership" [S1-4 *including MDR-A*]

At 31 December 2025, all the investments managed on behalf of employees accounted for 6.0% of the share capital (vs 6.2% at 31 December 2024) and 8.2% of voting rights (vs 8.2% at 31 December 2024).

The most recent We Share plans in 2022 and 2023 were implemented under the same conditions as previous plans set up in 2016, 2017 and 2018. Employees received a matching contribution of one free share for every share purchased. The offer was limited to a total of 200,000 shares: 100,000 shares purchased by employees and 100,000 free shares granted by Sopra Steria as a matching contribution.

The shares granted under these plans are purchased on the market by the Group. They help give employees a lasting stake in the corporate plan and the Group's performance. In addition to their motivational power, employee share ownership plans help foster a sense of belonging and inclusion, as around 96% of the total workforce is eligible for these Group-wide programmes.

Employee compensation is compliant with local regulations. It exceeds the minimum wage (where one exists) in the countries where the Group operates. Sopra Steria offers its employees a compensation package exceeding the international reference standards. The compensation offered meets the CSRD adequate wage requirements.[1] The Group also carries out compensation surveys to ensure that the compensation is appropriate. Given these established practices and the absence of any significant divergence, this issue is not considered material for the Group. Additionally, depending on the country, employees are eligible for certain benefits and social protection measures such as healthcare, incapacity and invalidity cover, family leave and supplementary pension provision. Compensation principles are implemented in each entity in accordance with the local context and legal obligations, and taking into account changes prompted by social dialogue.

Metrics related to "Compensation and employee share ownership" [S1-16 *including MDR-M*]

The Group uses the metrics presented below to measure and track the effectiveness of actions taken to manage impacts, risks and opportunities related to "Equal opportunities and diversity" (see Section 3.1.1, "Presentation of the context, material impacts, risks and opportunities" of this chapter) and achieve associated targets (see Section 3.1.2.2, "Targets related to the human resources policy" of this chapter). In particular, these metrics aim to oversee and manage the impacts, risks and opportunities generated by "unequal access to promotions" among Group employees.

Sopra Steria aims to ensure that the metrics related to compensation are of high quality, reliable and representative. These metrics must enable the Group to fully meet the compliance requirements laid down in CSRD. They must also serve as tools for steering the Group as part of a continuous improvement approach and for providing a clear and stable understanding of performance from one year to the next.

With this in mind, the Group has initiated work to harmonise calculation methodologies among its various entities and facilitate collection of relevant data. An initial assessment was undertaken in 2025 taking into account the different forms of fixed and variable compensation within the Group, including benefits of any kind.

With the Group's Executive Management still in transition, consolidated data on the annual pay ratio could be reported once the approach set out above has been completed.

The gender pay gap calculated with the CSRD methodology is based on full-time equivalent annual compensation (for permanent and temporary contracts, excluding work-linked training students). At present, for the reasons outlined previously, the calculation does not include variable components of compensation. The Group is collecting the necessary data so that it can, in the future, report a metric encompassing all components of compensation.

This method produces an unadjusted gender pay gap for the Group of 14.1% in favour of men, which cannot be interpreted in the same way as the adjusted pay gap reported on a voluntary basis.

Fixed compensation gender pay gap – S1-16	2025
Group	14.1%
France	7.2%

(1) – indicates a gap in favour of women; + indicates a gap in favour of men.

In 2025, Sopra Steria took decisive action to begin quantifying and subsequently reducing the gender pay gap across all entities and countries. It was found that the ratio required by CSRD cannot be used to analyse average pay gaps for people in comparable situations or to understand the overall effects of gender on employee compensation as part of a consolidated approach to managing pay. Through workshops involving representatives from HR departments, DEI Officers and experts on compensation, a shared statistical methodology was drawn up to develop a ratio tailored to Sopra Steria's organisation and business. Drawing on external expertise specialising in pay equity, Sopra Steria produced an adjusted pay gap that takes into account objective and comparable criteria influencing compensation in the digital services sector: level, business line, segment, location, performance and length of service.

This methodology is based on the principle of multiple linear regression applied at country and entity level. The results consolidated at Group level is based on fixed compensation for permanent and temporary contracts, excluding interns and apprentices. The use of this adjusted metric is independent of any methodologies applied under specific collective bargaining agreements to correct individual situations. The adjusted ratio is designed to track progress achieved and yet to be achieved. Sopra Steria has opted to report it voluntarily. While the resulting pay gap at Group level is marginally in favour of men, it cannot be interpreted in the same way as the pay gap calculated under the CSRD method.

Adjusted fixed compensation gender pay gap[1] – voluntary disclosure	2025
Group	-0.9%
France	0.0%

(1) + indicates a gap in favour of women; – indicates a gap in favour of men.

(1) Under the CSRD, an adequate wage means a wage that provides for the satisfaction of the needs of the worker and his / her family in the light of national economic and social conditions.

3.1.6. SOCIAL DIALOGUE

3.1.6.1. Policy related to "Social dialogue" [S1-1 *including MDR-P*]

Social dialogue is a key driver of performance and engagement, promoting an organisation serving a supportive collective aligned with the Group's values. As a signatory to the UN Global Compact, the Group is committed to upholding freedom of association, exercising trade union rights, recognising the right of collective bargaining and protecting employee representatives. This commitment is based on ILO conventions and compliance with regulation implemented in each country where the Group operates. It is embedded in the Group's Code of Ethics, which is available in the "Ethics and Compliance" section of the Group's website –www.soprasteria.com– and thus accessible to all stakeholders.

Related to these commitments, the "Social dialogue" section of Sopra Steria's Human Resources policy covers matters relating to the Company's strategy and its business, financial and employee policy. It is aligned with Sustainable Development Goal 8: "Decent work and economic growth." This approach addresses material impacts, risks and opportunities related to "Employee protection and trust" and "Equal opportunities and diversity", in particular by tracking and pursuing the following objectives:

- Strengthen collaboration with employee representatives in order to anticipate regulatory and organisational changes;
- Maintain regular and constructive dialogue with employee representative bodies at Group level.

Responsibility for social dialogue lies with the Chief Executive Officer and the Head of Human Resources in each country. Local representatives are responsible for:

- Holding regular updates with representatives of management and staff to respond to employees' expectations; in France, these regular updates are held on a monthly basis. Elsewhere, it tends to take place on a quarterly basis.
- Establishing all bodies required by legislation in force in their country.

Employee representatives are involved in setting priorities with regards to social dialogue. Social dialogue is monitored for effectiveness through regular discussions between stakeholders, drawing on feedbacks from employees and their representatives. Information is collected at site/project level before being centralised for analysis. Responses are provided to employee representatives and then shared with all employees (by email and saved on the intranet).

The discussions provide a mechanism for assessing the effectiveness of actions taken and identifying areas for improvement to ensure a collaborative and evolving approach.

This is part of a continuous improvement process aimed at reinforcing the Group's social governance while maintaining a good balance between employees' expectations and the company's strategic imperatives. It is part of the general Human Resources policy and is shared with the relevant stakeholders according to the same principles. A quantitative objective related to social dialogue will be set in the coming years.

3.1.6.2. Actions related to "Social dialogue" [S1-4 *including MDR-A*]

The Group seeks to implement measures intended to improve labour relations and social dialogue, including in countries with no institutional framework, ensuring the recognition of employee representatives' status.

In the event of reorganisational projects, Group entities make sure to lead change and guide transformation in collaboration with employee representatives. Therefore, entities can use various supporting and development mechanisms such as internal career mobility and trainings. The topics covered by the collective bargaining agreements (e.g. gender equality, jobs and career management, profit-sharing, remote working, sustainable transport allowance, etc.) increase employees' sense of belonging within the Company, improve working conditions, ensure all employees are committed to the corporate plan and contribute to overcoming transformation challenges.

The following channels of dialogue are open to employees: committees involving employee representatives (in the form of information, consultation or participation meetings, depending on the issue at hand); surveys commissioned by employee representatives; employee satisfaction surveys at the employer's initiative (via Great Place To Work®); internal communications and direct employee feedback.

Expectations relayed by employee representatives are recorded during periodic meetings with the employee representative bodies and collective bargaining meetings. Feedback is formally recorded in meeting reports, opinions or statements. The feedback is subsequently analysed, and may be taken into account in agreements or procedures implemented by the company. For some topics, fulfilment of the commitments made is assessed by monitoring committees.

In Europe, an agreement was signed in 2022 to create a European Works Council (EWC) for the Group. Established in 2023, the EWC upholds employee representation and social dialogue at the European level. The council met twice in 2025 to guarantee the right to information regarding cross-border subjects for employees in the European Union and European Economic Area. Austria, Belgium, Bulgaria, Denmark, France, Germany, Luxembourg, the Netherlands, Norway, Poland and Sweden – which cover 62.5% of the "Group" scope – are the main countries involved.

Highlights in 2025:

- Signature of a new collective bargaining agreement on gender equality on 7 January 2025 in France (scope: UES). Practical measures are implemented to: provide even greater support for parents, address gender pay gaps, achieve progress in the recruitment and promotion of women, increase the proportion of women in management roles and offer fast-track career advancement plus a more ambitious training policy, especially for NextGen technologies.
- New agreement on jobs and career management agreement was signed on 10 December 2025 in France (UES scope).

In total, 208 agreements were in force in 2025 (scope: France).

3.1.6.3. Metrics related to "Social dialogue" [S1-8 *including MDR-M*]

The following metrics related to social dialogue cover countries with more than 50 employees and accounting for more than 10% of the total workforce, according to the thresholds set by the CSRD. Countries that fit these criteria are France, India and the United Kingdom, which are presented in the table below. Other countries with thresholds lower than those of the CSRD are also concerned by social dialogue: Germany, Italy, Belgium, Spain. In total, 75.2% of employees are covered by collective bargaining agreements.

COLLECTIVE BARGAINING COVERAGE RATE

Coverage rate	Collective bargaining coverage		Social dialogue
% of employees covered	Employees – EEA[1] (for countries with >50 employees representing >10% total workforce)	Employees – Non-EEA (estimate for regions with >50 employees representing >10% total workforce)	Workplace representation (EEA only) (for countries with >50 employees representing >10% total workforce)
0-19%	-	India, United Kingdom	-
20-39%	-	-	-
40-59%	-	-	-
60-79%	-	-	-
80-100%	France	-	France

(1) European Economic Area

COLLECTIVE BARGAINING AGREEMENTS

Collective bargaining agreements	Results for 2025
Scope covered by a collective bargaining agreement	55.7% of employees covered in 2025 according to the thresholds set by the CSRD for countries with > 50 employees representing > 10% of the total workforce (France, United Kingdom, India: see table) In total, 75.2% of Group employees are covered by collective bargaining agreements (compared with 78.4% in 2024)
Details on the "France" scope (39.1% of the "Group" scope)	32 agreements signed (compared with 29 in 2024) 208 agreements in force (compared with 203 in 2024)

3.1.7. INFORMATION BEYOND MATERIALITY

Health and safety matters are currently close to the impact materiality threshold and will likely exceed it in coming years.

Accordingly, the Group decided to launch a diagnostic assessment in order to map the risks and requirements, identify best practices in each country and analyse existing data. To mark the launch of this new approach, it has included a dedicated section in its Sustainability Report for interested stakeholders.

People are a core priority for the Group, and it implements local initiatives to guarantee the health, safety and dignity of its employees, while complying with the regulations in every country in which it operates, thereby contributing to SDG 3: "Good health and well-being". It aims to provide a safe working environment for employees – on-site, for remote work and during assignments or business travel. It pays special attention to health and safety internationally. Progressively, the Group is preparing to officially introduce a common health and safety policy overseen by a dedicated governance framework with correspondents in every country, as well as long-term action plans.

To date, Norway, the United Kingdom, Spain, Italy and Poland are covered by ISO 45001 certification, accounting for 34.1% of the Group's workforce. What's more, France, Germany, India, Italy, the Netherlands, Spain and Switzerland are covered by ISO 9001 quality management certification, which also extends to health and safety issues in certain entities (91.3% of the Group's workforce). In addition, locally organised health and safety committees may meet several times a year in the countries referred to above.

France is progressively implementing a structured policy covering health, safety and well-being at work, championed by the TechCare programme, the cornerstone of its strategy for occupational risk prevention and sustainable performance.

This policy is underpinned by a holistic approach to mitigating occupational risks, covering physical risks, work-related psychosocial risks, workplace ergonomics and efforts to reduce physical inactivity, both on-site and when working remotely.

The TechCare programme places the priority on preserving physical and mental health and making lasting improvements to working conditions, through awareness, training and support initiatives tailored to the specific challenges faced by our business lines and organisations.

This approach forms part of a strategy of continuous prevention, in keeping with regulatory requirements and internal and external stakeholder expectations.

In France, 13,430 employees, representing 67.3% of the relevant workforce, were made aware of and trained in matters related to health (including work-related psychosocial risks), safety and well-being at work in 2025.

HEALTH AND SAFETY AT WORK

Metrics – France[1]	2025	2024
Absenteeism rate (%)	2.9	2.7
Occupational illnesses (number)	2	1
Frequency rate of workplace accidents	2.88	2.10
Severity rate of workplace accidents	0.103	0.055

(1) 39.1% of scope: France

To ensure that the information reported is of high quality, reliable and representative, and to comply with legal constraints in multiple countries relating to collecting sensitive and confidential data on health, Sopra Steria has chosen not to report metrics related to health and safety at the Group level. It has nevertheless chosen to report this data for the "France" scope, which accounted for 39.1% of the total workforce in 2025.

Definitions:

- Frequency rate of workplace accidents in France: Calculated in business days, using the following formula: (Number of workplace accidents with work stoppage × 1,000,000) / Total number of hours worked by total workforce.
- Severity rate of workplace accidents in France: (Number of working days lost due to workplace accidents × 1,000) / Total number of hours worked by total workforce in the year. Medical leaves continuing on and medical leaves as a result of workplace accidents that occurred the previous year are not counted.
- Absenteeism rate: Calculated in business days and on the basis of the average full-time equivalent workforce. It takes into account absences for illness, workplace accidents and accidents while travelling. It corresponds to the ratio of the number of actual calendar days' absence and the number of work days theoretically available.

3.2. Local communities [S3]

3.2.1. PRESENTATION OF THE CONTEXT, MATERIAL IMPACTS, RISKS AND OPPORTUNITIES [S3-SBM-3]

Sopra Steria's business model and strategy make it an important regional player, inserted in local economies and communities. Firstly, it operates in nearly 30 countries with 164 offices and over 51,000 staff across the world, making Sopra Steria one of Europe's five leading players in the consulting and digital services sector. On the other hand, the Company's strategy can only be implemented successfully if it maintains close ties with regions and local residents, which are key to attracting and retaining employees, developing skills centres and interacting with partners' local communities. As a result, Sopra Steria's own operations and activities have an impact on the local communities in each of the regions where the business operates. Sopra Steria's regional network enables the Group to have a positive impact on the inhabitants of the towns and areas in which it operates by contributing to local economic, social, educational and non-profit structures.

MAP OF SOPRA STERIA REGIONAL ENTITIES

Sopra Steria locations around the world

Europe: 147

Germany: 20
Austria: 1
Belgium: 5
Bulgaria: 1
Denmark: 1
Spain: 7
France: 56
Italy: 6
Luxembourg: 3
Norway: 11
Netherlands: 3
Poland: 3
Romania: 1
United Kingdom: 21
Sweden: 4
Switzerland: 4

Asia: 10

China: 1
United Arab Emirates: 1
Hong-Kong: 1
India: 5
Singapore: 2

America: 5

Brazil: 1
Canada: 2
USA: 2

Africa: 2

Morocco: 1
Tunisia: 1

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES (IROS) RELATED TO "LOCAL COMMUNITIES"

Description of "Solidarity and volunteering" IROs (ESRS S3)		Time horizon under consideration	Value chain activity giving rise to the IRO
Positive impact	Support for local communities through solidarity initiatives, in particular in the field of digital education and digital inclusion, thanks to partnerships with non-profits and employee corporate volunteering.	Short term	Sopra Steria's own operations

Description of "Regional presence" IROs (ESRS S3)		Time horizon under consideration	Value chain activity giving rise to the IRO
Positive impact	Support for socioeconomic development and regional momentum.	Short term	Sopra Steria's own operations

Section 1, "General information" of this chapter includes local communities in its scope of disclosure.

3.2.2. SOLIDARITY AND VOLUNTEERING

3.2.2.1. Policy related to "Solidarity and volunteering" [S3-1 *including MDR-P*]

As a consulting and digital services company and a responsible digital technology provider, Sopra Steria works alongside non-profits and social and solidarity economy organisations to champion digital inclusion and digital education.

The Group has supported charities and social innovation projects for over 20 years. The goal is to contribute to making the benefits of digital technology accessible and shared by everyone and to address the digital divide as a means of bridging the social divide.

Since 2024, the Group's solidarity policy has focused on "supporting disadvantaged young people and their relatives in their digital lives". To this end, it has implemented initiatives in the following two areas:

- Digital inclusion: facilitating access to equipment, connectivity and basic skills to enhance the social, economic and societal integration of programme participants;
- Digital education: helping to educate and champion a responsible digital technology for young people, their parents and their teachers. This results in the prevention of online violence, efforts to combat disinformation, and the development of critical thinking, awareness of digital sustainability and greater responsibility among young people for their digital consumption.

This commitment contributes to several United Nations Sustainable Development Goals: SDG 1: "No poverty"; SDG 3: "Good health and well-being"; SDG 4: "Quality education"; SDG 5: "Gender equality"; SDG 8: "Decent work and economic growth"; SDG 10: "Reduced inequalities"; and SDG 12: "Responsible consumption and production". Sopra Steria's approach to respecting and protecting human rights, particularly with regards to local communities, is described in the introductory inset of Section 3, "Social information", of this chapter, and in Section 4.2, "Vigilance plan and due diligence".

The vast majority of Sopra Steria countries and entities (representing 99% of the Group's workforce) are involved in this collective solidarity approach. It is shaped and enriched by local priorities. For example, initiatives in India prioritise access to education (including scientific and IT-related subjects) as well as health and hygiene. In the United Kingdom, the solidarity policy is part of the Group's Social Value Approach, which also incorporates clients, under the UK's Social Value Act. Certain subsidiaries, such as Sopra HR Software and CS Group are gradually embracing this policy: they are starting to lead and introduce local initiatives as part of this framework.

Implementation of this policy is the result of local outreach initiatives in partnership with non-profit operators. These measures are supported by international Sustain.forGood programmes coordinated by the Group. They particularly encourage employees to get involved by putting their skills to work in the public interest during their working time. Corporate volunteering platforms are available in France, Germany and the United Kingdom. On certain occasions, the Group also involves its clients, schools and institutional partners in its solidarity initiatives.

The deployment of these international programmes marks the concretisation of an approach launched in 2024 to strengthen the consistency and impact of the action taken. This project is founded on an external analysis by corporate philanthropy specialists. It involved employees with a variety of profiles, from operational engineer to the Chief Executive Officer, as well as Solidarity Officers from the Group's various entities.

The Sustainability & Corporate Social Responsibility Department, which is represented on the Group's Executive Committee, drives forward and oversees implementation of the solidarity policy at Group level. Executive Management and the Executive Committee approve the policy's priorities and resources. The Solidarity & Volunteering team, which has two FTE[1] staff, deploys and coordinates programmes with support from the Communications Department.

The team is supported by a network of Solidarity Officers from the different Group entities. Their role is to identify, oversee and assess the impact of outreach measures in line with the Group's framework. The managers take into account the priorities and partnerships specific to their region. They work closely with the local Chief Sustainability Officer (CSO), the Human Resources Department, the Communications Department and, where applicable, local SCSR oversight bodies.

A solidarity coordination committee holds meetings at least once every two months for Solidarity Officers. The committee ensures actions are consistent, shares best practices and oversees the strategic alignment of cross-functional programmes.

The solidarity policy is communicated externally via a dedicated page on Sopra Steria Group's website.[2]

(1) Full-time equivalent
(2) https://www.soprasteria.com/about-us/corporate-responsibility/community-page

Employees are kept informed internally through regular updates on the Group's social media and via a dedicated Sustain.forGood hub. As well as presenting the Group's initiatives, the hub also serves as a channel for raising employee awareness on digital inclusion and digital education The Sopra Steria-Institut de France Foundation has a dedicated external website.

In addition, Sopra Steria maintains a regular and direct dialogue with the non-profit ecosystem. Its teams participate in events centred on philanthropy, meet with representatives from non-profits and stay up to date on how supported projects are progressing over the long term. These exchanges are useful in enhancing understanding of the needs on the ground and within the structures supported, which have seen funding streams come under serious threat in recent years. For example, the Group has opted to shift its solidarity policy towards providing multi-year financial support, also taking into account operating costs.

All donations made by the Group or by its entities, either financial or in kind, are subject to compliance checks and ethical scrutiny to prevent all forms of conflicts of interest. Before any payment can be made, donations must be declared through a single, common process available to all employees to obtain the approval of the Group Solidarity Officer and the Internal Control Department.

3.2.2.2. Targets related to "Solidarity and volunteering" [S3-5 *including MDR-T*]

Sopra Steria has set qualitative objectives related to social impact, which guide the solidarity policy, in particular in favour of digital education and digital inclusion. For each initiative undertaken, progress is evaluated at least once a year, in comparison with the launch of the project and/or the progress made during the previous year.

Each entity is responsible for setting impact objectives for the initiatives implemented locally. The lack of a consolidated target is partly due to the difficulty of recording the social and societal impact of supported projects in a uniform, quantitative and objective way while taking into account each local context and each type of initiative implemented.

In addition, the Group has set a target starting in 2026 of involving by 2028 at least 10% of its employees in social, societal or environmental issues during working time or with the Company's backing. Sopra Steria still needs to implement or strengthen a series of internal processes to identify and showcase all the employee-led solidarity initiatives.

3.2.2.3. Actions related to "Solidarity and volunteering" [S3-4 *including MDR-A*]

Every country or subsidiary implements the policy set by the Group independently, selecting the initiatives which will have the most impact in each region. This level of decentralisation ensures the implementation of actions consistent with local priorities and needs. It firmly anchors them in the local community and helps employees make a tangible difference to the projects supported by the organisation.

To this end, every entity makes and is responsible for its own budgeting decisions concerning solidarity initiatives, as well as monitoring the metrics set for each initiative.

The local initiatives are usually renewed from one year to another to ensure long-term support. For instance, Sopra Steria has supported the Balia Foundation since 2015, the Die Arche non-profit since 2018 and Child Focus non-profit since 2020, and the Sopra Steria-Institut de France Foundation, which was established in 2001, has provided support to the La Main à la Pâte Foundation since 2021.

To support, encourage and provide a framework for these initiatives, the Group is rolling out the international programmes presented below:

a. Sustain.forGood philanthropy programme

This financial support programme consists of six key priorities:

- Long-term local partnerships with non-profits, aligned with regional priorities, managed and financed by the Group's countries and subsidiaries;
- An international Sustain.forGood call for projects to enable the Group to supplement funding already provided by countries and subsidiaries, benefiting projects that help "support disadvantaged young people and their relatives in their digital lives";
- Multi-year, cross-functionnal support for non-profit projects central to the Group's Solidarity positioning, with a focus on digital inclusion and digital education. For example, since late 2024 the Group has been developing a multidimensional partnership with non-profit Emmaüs Connect: alongside financial support, the Group runs corporate volunteering programmes and provides in-kind donations through equipment collection drives;
- Meanwhile, the India Yogdaan Scholarships initiative makes it possible for young Indians from low-income families to pursue higher education;
- Annual financing of at least one innovative project that generates measurable positive social impacts, via the sustainability-linked loan programme (see "Details on the 'Taking action beyond our value chain' action plan" in Section 2.1.2.4);
- Launch of the Sopra Steria-Institut de France Foundation European Grand Prize to support scientific research projects promoting sustainable and responsible AI. The prize will be awarded in June 2026.

Details on Sustain.forGood call for projects

The Sustain.forGood international call for projects was launched in 2025 to support and assist countries with their corporate philanthropy initiatives. It is aimed at non-profit organisations, seen as major stakeholders, with the goal of helping them pursue their activities and boost their impact. Countries and subsidiaries can present up to two projects to the Group through a centrally managed procedure under which the impacts and relevance of each project are assessed. All projects put forward that meet the eligibility criteria are co-financed by the Group, with the amount of funding provided determined by the specific needs of each project and the overall budget. A jury chaired by Éric Pasquier, Vice-Chairman of Sopra Steria Group, identifies three iconic projects from among those put forward. Each of these three projects receives a larger subsidy and greater international visibility within the Group. The jury, which consists of eight Executive Directors and two employees,[1] uses a transparent assessment matrix.

For this first call for projects, 15 projects were put forward by 10 Group countries and subsidiaries. The following three iconic projects were selected:

- The **Global Digital Library**, run by non-profit organisation Curious Learning and supported by the Group in Norway. This project aims to provide an interactive digital library to help children learn to read. To help as many children as possible, materials are available in a large number of languages and idioms. The project is particularly aimed at children in those regions where literacy rates are lowest and access to education is challenging.

(1) The members of the 2025 jury were as follows: Éric Pasquier (Vice-Chairman of Sopra Steria Group), Axelle Lemaire (Head of Sustainability & Corporate Social Responsibility and member of the Executive Committee), Sunil Goyal (CEO, India), Solfrid Skilbrigt (Head of Human Resources, Scandinavia), Frédéric Munch (CEO, Germany), John Nielson (CEO, UK and member of the Executive Committee), Joyce Van Donk (CFO, Benelux), Hervé Forestier (CEO, France and member of the Executive Committee), Alejandro Hernandez Sierra (Manager, Aeroline Infrastructure, Spain) and Domitilla Ferrari (Marketing Manager, Italy).

- **The InCV mobile app**, backed by Fundación Randstad and UNIR in Spain and Caritas in Germany. Launched in Spain in 2022, this app enables people with disabilities – particularly young adults – to join the labour market by helping them prepare and distribute their CVs. The app has been downloaded more than 500 times to date. In 2025, the project was replicated in Germany and its scope widened to help people facing other difficulties such as language barriers and the digital divide.
- The **STOP Cyberviolences** programme, run by non-profit organisation Centres Relier and supported in France by the Sopra Steria-Institut de France Foundation. This programme aims to reduce cyberviolence affecting young people through a platform offering interactive videos, discussion groups and an AI chatbot guiding users towards supportive adults (parents or psychologists).

Details on India Yogdaan Scholarships initiative

The Sopra Steria India Foundation (SSIF) has been granting scholarships for over 15 years as part of a comprehensive education action plan reaching nearly 48,000 disadvantaged children and young people. This initiative supports the most deserving students by providing them with financial assistance and support in pursuing higher education, covering a wide variety of vocational and technical fields. 118 scholarship students were supported in 2025, 65 of whom were new entrants into the programme. Sopra Steria Switzerland and Sopra Steria Netherlands also contributed financially to this initiative for the first time in 2025. To ensure that this collective effort continues, other Group entities will be stepping up to boost the impact of these activities in 2026.

b. Sustain.forGood corporate volunteering programme

Sopra Steria Group encourages and promotes employee involvement in projects with a social, community or environmental impact. In this regard, a formal reference framework was drawn up in 2025. This framework provides a shared foundation for all Group entities in the area of employee volunteering.

Sopra Steria Group defines corporate volunteering as voluntary employee involvement with charitable organisations and/or good causes including during working time and with the Company's backing.

This programme encourages and supports employee volunteers who:

- commit to help a non-profit organisation during their working time (either on a pro bono basis or as part of a skills sponsorship arrangement);
- help boost the Company's positive social or environmental impact in addition to their usual duties (e.g. through communities of action or Business/Employee Resource Groups);
- with the Company's material support, serve as civilian or military reservists or volunteer firefighters or participate in activities with other public bodies;
- give blood during working time and/or at blood donation events organised by the Company.

Details on International Volunteer Days

The Group runs an annual employee campaign known as International Volunteer Days (IVD). This initiative is the result of awareness-raising campaigns conducted since 2019 focusing on UN International Volunteer Day. It champions volunteering by the Group's employees, who put their skills to work in support of digital inclusion and digital education.

Group Executive Management launched the campaign's second edition in late May 2025; it lasted until December and involved 12 countries (Belgium, France, Germany, India, Italy, the Netherlands, Norway, Poland, Spain, Sweden, Switzerland, the United Kingdom) and three subsidiaries (CS Group, Sopra HR Software and CIMPA). Over 600 employees across the Group got involved, supporting close to 80 non-profit organisations. More than 8,400 pro bono hours were donated, benefiting almost 20,000 vulnerable people at risk of social and/or digital exclusion. Each country and subsidiary adapted the IVD campaign to its own partnerships, engagement initiatives and local circumstances.

The campaign ended on 4 December 2025, the day before UN International Volunteer Day, with an internal event held for all the Group's employees where non-profits and participating employees were given a platform to share their insights.

Details on India Yogdaan Scholarships initiative

Alongside scholarships awarded by the Sopra Steria India Foundation (SSIF), Indian employees play an active role in supporting scholarship students. Once again in 2025, German "employee ambassadors" spent four weeks volunteering in Noida with the Company's backing. They then told their colleagues about their activities to raise awareness and mobilise support for educational priorities.

c. Sustain.forGood advocacy programme

The Group conducts advocacy activities focusing on digital inclusion and/or education. The goal is to produce and disseminate knowledge in these areas and propose potential solutions.

For example, a study on the impact of digital technology on young people under the responsibility of child welfare services was initiated in 2025 with Agence Nouvelle des Solidarités Actives, the findings of which are due to be reported in 2026.

d. Methodology for tracking project progress

Each country's Solidarity Officers regularly monitor the progress of supported projects in accordance with their own specific procedures. It is shared with the Group's Sustainability & Corporate Social Responsibility (SCSR) Department and a community of Solidarity Officers during the dedicated coordination committee meetings that take place every two months or at bilateral monitoring meetings.

On a national scale, progress may be tracked through:

- Regular reporting, generally on a monthly basis, based on the data collected through local processes and volunteering platforms in the United Kingdom, France and Germany;
- Regular monitoring committee meetings with the heads of the non-profit projects and/or the Sopra Steria employees who act as solidarity policy ambassadors within their entity of employment;
- Regular written reports by the non-profits;
- Informal conversations with the non-profits supported and in some cases with the people they assist, for example during events within the country's solidarity ecosystem.

3.2.2.4. Metrics related to "Solidarity and volunteering" [MDR-M]

GROUP SOLIDARITY AND VOLUNTEERING ACTIONS

Achievements	2024	2025
Number of non-profit organisations supported	994	295
Number of people supported	50,890	75,535
Number of employee volunteers	1,910+	1,508+
▪ of which: Pro bono basis (during working time)	49.5%	67%
▪ of which: Volunteer basis (outside of working time)	50.5%	33%

Methodology for tracking metrics

Progress metrics are monitored and passed on by each entity's Solidarity Officer before being consolidated at Group level by the Sustainability & Corporate Social Responsibility Department.

Each year annual reports on the activities and budgets of the Sopra Steria-Institut de France Foundation and the Sopra Steria India Foundation are signed off by their Board of Directors, in accordance with their articles of association.

Details on "Number of non-profit organisations supported"

Sopra Steria wishes to provide its partner non-profits with more substantial, sustained support, which reduces the overall number of non-profits it can support. Consequently, non-profit organisations that only received small donations are excluded from the calculation of this metric.

Details on "Number of people supported"

Entities rely either on actual numbers provided by the non-profit or the employee volunteer, or on a realistic estimate (e.g. based on the number of workshops run by employees). Significantly more information was available in 2025, but the information is still incomplete, so further work is needed.

Details on "Number of employee volunteers"

The number of hours spent by employee participants on a pro bono basis (during their working time) is tracked in the same way as their other working hours. However, data concerning time spent by employee participants on a volunteer basis (outside of working time) is based on figures provided by the employees themselves on a voluntary basis.

3.2.3. REGIONAL PRESENCE

3.2.3.1. Policy related to "Regional presence" [S3-1 *including MDR-P*]

The Group's strong regional presence has been an intrinsic part of its identity since its founding in 1968, as demonstrated by its decision to maintain its registered office in Annecy. Maintaining close ties with local stakeholders, particularly employees and clients, is one of the Group's core values. As a result, the Group has established a significant presence in the main geographic areas in which it operates. This special relationship has been strengthened over the years thanks to the in-depth knowledge, ongoing support, development and resilience of the regions where it operates.

The Group's approach aims to optimise its positive impact on these regions. It is adapted for the country depending on the size of the business and the specificities of the local economy. Country managers are autonomous when choosing their action plans. The Group's Executive Committee includes representatives of the four main regions where the Group operates: France, the UK, Belux (Belgium and Luxembourg) and Scandinavia (Denmark, Norway, Sweden). Sopra Steria has 56 sites in mainland France, located in 45 cities across 12 regions, which are managed by eight regional offices. The Group also operates in 20 towns and cities in the United Kingdom, 16 in Germany and Austria, 15 in Scandinavia and 11 in Benelux (Belgium, Luxembourg and the Netherlands). Certain subsidiaries, such as CIMPA and CS Group, have developed specific ties in their respective regions. For example, CIMPA is located in the Augsburg region of Bavaria, a technological and industrial hub, where it supports local companies with product lifecycle management. CS Group in Darmstadt benefits from a location close to the European Space Agency (ESA), strengthening its role in space engineering.

SOPRA STERIA SITE LOCATIONS AND REGIONAL OFFICES IN FRANCE

Key:

Locations (cities)

Regional Departments

Number of regional offices	Number of offices	Number of cities
8	56	45

The Group has not yet drawn up a formal general policy related to "Regional presence". Each entity's approach is organised according to its operating model, through decision cycles and the usual management bodies. Sopra Steria's involvement is aimed at supporting regional development and resilience through job creation in local job markets and links forged with external stakeholders within local ecosystems. In addition, Sopra Steria's approach to human rights, including with regard to local communities, is described in the introductory inset of Section 3, "Social information", of this chapter, and in Section 4.2, "Vigilance plan and due diligence".

With regard to regional presence, in France, for example, since 2024 this approach has been overseen by regional management, which reports directly to the Managing Director of the "France" reporting unit. This approach involves eight regional directors[1] and makes it possible to closely monitor the successful implementation of priority local initiatives, in particular regarding links with (i) schools, higher education institutions and training organisations; (ii) local authorities and public, semi-public and private organisations; and (iii) professional associations and trade federations. In addition to the governance aspect, regional directors assess the stability of the relationships formed and assess feedback from public- and private-sector stakeholders in the regional economy to evaluate the effectiveness of the initiatives.

The year 2025 was an opportunity to formalise a report on the Group's regional presence approach, looking in particular at the first year of operation for the regional management structure within the France reporting unit and initial reporting in this field. The effectiveness of current arrangements will be assessed and the most relevant areas for improvement identified over the next few years.

3.2.3.2. Targets related to "Regional presence"

[S3-5 *including MDR-T*]

In the context of the double materiality assessment and the structuring of performance management, Sopra Steria has begun work to ascertain its impact on and connection to different regions. At a later date, this may lead to monitoring the implementation and effectiveness of the Group's regional approach, in respect of:

- Support for training and the local education system;
- Development of appropriate solutions for the economic and social challenges faced by local authorities;
- Supporting market momentum, in particular through the development of local centres of expertise and job creation;
- Development of local partnerships.

To date, Sopra Steria has not established any targets or unified monitoring systems focused on the optimisation of the Group's positive impact. Quantitative measurement is not used for this matter due to the difficulty of objectively quantifying regional presence, taking into account: the interests of local communities; regional diversity; and each region's social and economic context. The social nature of the impact demands balanced measurement that takes into account the contexts, needs and priorities defined by the regions.

3.2.3.3. Actions related to "Regional presence"

[S3-4 *including MDR-A*]

Tangible examples of the Group's positive impact on regional resilience and vitality can be seen across each of its countries, entities, cities and sites. Every country or subsidiary implements the regional approach independently, selecting the most suitable initiatives for their scope. This autonomy, a result of the Group's history and culture, allows it to promote a proportional regional presence tailored to the priority needs and specific contexts.

In 2026, Sopra Steria plans to continue and maintain its human and financial investment to ensure that its model and impact are firmly anchored in each of its regions. In addition, starting in 2026, Sopra Steria will begin working on strengthening the Group's ability to manage and monitor its impact across its scope of consolidation.

(1) Including the Île-de-France region, directly managed by the Executive Director of Institutional Relations & Partnerships and the Head of External Affairs ("France" reporting unit).

EXAMPLES OF ACTIONS THAT SOLIDIFIED SOPRA STERIA'S REGIONAL PRESENCE IN 2025

Positive impact on the local region	Scope associated with example	Examples of Sopra Steria's actions on the target scope in 2025
Support for training and the local education system	Italy	Contribution to UIIP's[1] training programme for young talent in digital and management fields through a locally rooted professional development programme: (1) approximately 10.5 weeks of face-to-face training in areas including but not limited to IT fundamentals, management and English; (2) a three-month internship with Sopra Steria or another partner company; and (3) support for those starting out in the corporate world, with all Sopra Steria interns being offered positions in 2025.
Supporting market momentum, in particular through the development of centres of expertise	Germany	Sopra Steria supports the launch of the LIFE Hamburg Campus, a public space dedicated to overcoming the challenges that lie ahead for the region by boosting collaborations and developing shared opportunities and learning. This facility, which is open to all, promotes talent development and offers events, with a particular focus on education, digital technology and sustainability.
Development of appropriate solutions for the economic and social challenges faced by local authorities	Multiple scopes	Sopra Steria has continued to develop digital expertise, methods and solutions to help local authorities not only better anticipate crises[2] but also take action and cooperate. For example: ▪ "Regional resilience" solutions[3] including in particular: development of regional security and service continuity strategies; infrastructure audits; incorporation of crisis management, alert, communication, coordination and protection solutions; simulations and training. In 2025, 70% of SDISs[4] in France were clients of CRIMSON (crisis management solution provided by subsidiary CS Group). ▪ Contribution[5] to the development of the FloodCARE solution, a service for managing floods and their impacts on populations. The service was triggered for the first time in late January 2025 as a result of the severity of Storm Herminia. The teams (mainly CS Group and SERTIT) produced 13 rapid monitoring maps in 4 days, averaging one map every 6 hours. These were used by COGIC[6] and local emergency services to coordinate efforts to help those affected.
Development of local partnerships and contributing to research and development	France	Development of partnerships across all regions where the Group operates, aimed at participating in research and development efforts led by local organisations and harnessing innovation to help address the challenges they face. For example, in France: ▪ Start of a three-year partnership starting in September 2024 with the INSA Rennes foundation to support training and development of innovative solutions to improve access for people with disabilities; ▪ Support for an industrial-scale AI project with the TELECOM Nancy engineering school aimed at designing an agentic AI system to generate web apps and carry out in-depth information searches.

(1) University-Industry Internship Training Program.
(2) Sample topics: adverse weather phenomena, cyberattacks, social unrest and supply shortages.
(3) An overview of this range of solutions can be found on the Sopra Steria website: Sopra Steria I Regional resilience.
(4) SDIS: French departmental fire and rescue service.
(5) Via a consortium with CS Group (a wholly-owned subsidiary of Sopra Steria), SERTIT, INRAE, HydroMatters and Vortex-io.
(6) Centre Opérationnel de Gestion Interministérielle des Crises (Interministerial Operational Crisis Management Centre).

3.2.3.4. Metrics related to "Regional presence" [MDR-M]

The Group tracks the effectiveness of its approach on a qualitative basis, drawing on its existing governance and relationships with the local stakeholders affected by its actions. However, as part of a restructure set to begin in 2026, the Group will be reassessing the feasibility and relevance of producing quantitative metrics.

3.3. Consumers and end-users [S4]

3.3.1. PRESENTATION OF THE CONTEXT, MATERIAL IMPACTS, RISKS AND OPPORTUNITIES [S4-SBM-3]

Sopra Steria has historically positioned itself as the preferred partner of major institutional and economic decision-makers. In both the public and private sector, these clients are directly or indirectly involved in delivering and maintaining essential public services. Sopra Steria has therefore developed an in-depth understanding of the impacts, risks and opportunities that stem from participating in and supporting these essential public services.

Sopra Steria draws on regulatory and international standards to define, govern and analyse the implications of its actions. This includes, for example, GDPR, the NIS 2 Directive, the Cybersecurity Act, DORA and the AI Act. In particular, Directive (EU) 2016/1148 concerning the security of network and information systems across the Union – the NIS (Network and Information Systems) Directive – defines operators of essential services (OES), allowing a digital service to be described as essential when it meets three criteria:

- The service is essential for the maintenance of critical societal and economic activities;
- The provision of this service depends on network and information systems;
- An incident on these networks and systems would have significant disruptive effects on the provision of that service.

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES RELATED TO "END-USERS"

Description of the materiality of "Essential public services" for Sopra Steria (Specific sustainability matter)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Positive impact	Ensuring the continuity and maintaining the quality of essential public services, in particular in relation to clients with a public or social purpose	Short term	Downstream value chain
Risk	Reputational and financial risk arising from the actual or perceived failure of digital services developed, operated or maintained by the Group in connection with a vital, urgent or sensitive service for the client or users.	Short term	Downstream value chain
Opportunity	Recognition of the essential nature of Sopra Steria's activities and increasing its appeal to stakeholders and their confidence.	Short term	Downstream value chain

Section 1, "General information" of this chapter includes end-users in its scope of disclosure.

3.3.2. CONTRIBUTION TO ESSENTIAL PUBLIC SERVICES

3.3.2.1. Policy related to "Contribution to essential public services" [S4-1 *including MDR-P*]

The ability to manage the complexity of key accounts' business needs in order to support sectors that are critical to society and the economy is built into Sopra Steria's model and organisation. Sopra Steria's role is to understand its clients' information systems and guide clients in their technological choices to improve their efficiency while taking into account client-specific constraints and end-users. In short, Sopra Steria has developed a unique combination of broad-based and sector-specific expertise to guarantee the continuity and quality of its clients' essential services.

Sopra Steria takes into account the sensitivity of the projects it is involved in, in particular:

- Characteristics of client sectors;
- Continuity challenges and societal implications in the event of disruption;
- The criticality of client projects in which Sopra Steria is involved. In particular, criticality takes into account potential cybersecurity and data protection impacts.

Sopra Steria incorporates safety precautions and sector-specific features into its organisation. Therefore, each set of essential services is put together in one vertical. This is meant to pool and develop business and industry expertise within the Group:

- Public sector: Support digital transformation for government bodies, local authorities and key providers in the employment, health and welfare sectors.
- Defence, Space & Security: Develop digital solutions and services to support the effectiveness and adaptability of defence, security and space systems.
- Transport: Support the transformation of the urban and multimodal experience, platformisation of operating systems and industrial operations excellence.
- Energy: Support the global switch to sustainable energy sources capable of meeting the needs of the population and the economy.

The Group has developed a specific approach for government and public-sector bodies. Its purpose is to better anticipate and address their priorities concerning the continuity and transformation of essential public services. In particular, this approach covers taxation, public finances, customs, education, agriculture, ecological transformation, employment, occupational training, health, retirement and family matters. In 2024, the Group also set up an Institutional Relations team, which was extended and enhanced in 2025 with the aims of:

- Improving dialogue and partnerships with public-sector operators, including EU institutions, national and local authorities, professional organisations and think tanks.
- Contributing to the Group's visibility and reputation, emphasising its expertise, accomplishments and civic engagement.

The approach integrates the Group's operating model through decision cycles and the usual management bodies, in particular in each vertical. The Group has not formalised a general policy on essential public services. Sopra Steria is committed to developing client projects, internal initiatives and research programmes to pursue the following objectives:

- To participate in the continuity and quality of essential public services by designing, maintaining and improving digital services;
- To ensure the development of the skills needed to design and use digital products and services useful to essential public services;
- To use new technologies and data analysis to multiply the benefits of digital technology for all essential services.

Furthermore, this positioning as a trusted digital services company is underpinned by an approach that puts ethics at the heart of the Group's organisation and value proposition. Accordingly, Sopra Steria has developed dedicated action plans to support the adoption of best practices. These are described in Section 5.2 of this document, "Developing responsible digital technology".

Sopra Steria's approach to human rights, particularly with regard to end-users, is described in the introductory inset of Section 3, "Social information", and in Section 4.2, "Due diligence" of this chapter.

3.3.2.2. Targets and objectives related to "Contribution to essential public services" [S4-5 *including MDR-T*]

The Group's overall approach is geared towards its qualitative objectives in order to ensure that essential services run without interruption and effectively meet the needs of clients, end-users and partners. This approach and its monitoring apply to the whole Group and are based, as a minimum, on comparing the satisfaction level of the clients, end-users and partners involved in the projects. Sopra Steria has not set quantitative targets for its contribution to essential public services. Quantitative measurement has not been adopted at this stage due to the difficulty of quantifying the positive impacts in a uniform and faithful manner, taking into account: the portion attributable to Sopra Steria, the interests of all parties affected and the different types of projects.

3.3.2.3. Action plans related to "Contribution to essential public services" [S4-4 *including MDR-A*]

Each vertical implements and monitors its projects and initiatives independently, taking into account the challenges of each of the essential services to which it contributes. The Group is also rolling out cross-functional actions and resources. The goal is to secure and accelerate a common foundation for training and for the market visibility of Sopra Steria's expertise. All entities, and in particular the verticals concerned, are responsible for deploying financial and human resources needed to ensure the success of these projects. The table below shows examples of internal projects or initiatives illustrating how the Group's approach has been applied to essential public services in 2025.

In 2026, Sopra Steria plans to continue with its financial and human investments to maintain and strengthen local relationships with these essential sectors. These sectors are consistent with the Group's European identity that sets Sopra Steria apart from other companies. In addition, starting in 2026, Sopra Steria will begin working to strengthen its ability to manage and monitor its impact across its scope of consolidation.

EXAMPLES OF NEW OR ONGOING PROJECTS AND INITIATIVES IN 2025 THAT CONTRIBUTED TO ESSENTIAL PUBLIC SERVICES

Scope	Project or initiative	Positive impacts of the project or initiative on essential services
Multiple scopes	**Internal initiatives and research:** Employee training approach (Group).	Core training given to employees on essential services and launch of training programmes to manage learning processes and documentary resources, which can be made available to clients.
Public services, health and employment	**Project:** Digital support for essential services for the UK government. *Clients: Department for Work and Pensions, Department for Environment, Food & Rural Affairs, Health and Safety Executive, Home Office, Ministry of Justice and Office for Nuclear Regulation (United Kingdom)*	Help improve essential digital services in finance and accounting, pensions administration, payroll, procurement and contact centre support. This new agreement builds on a 12-year partnership between SSCL[1] and 22 government departments and agencies. This partnership that has already generated in excess of £950 million in savings for the public sector.
	Project[2]: Design an HR platform for recruiting contractual agents and tenured staff through non-competitive processes. *Client: Ministry of Education (France)*	Help manage market tensions and recruitment challenges in education, particularly for teachers and support assistants for learners with disabilities. The platform has already generated a 36% increase in applications, resulting in Sopra Steria Next winning the Syntec Conseil Grand Prix and gold medal.

Scope	Project or initiative	Positive impacts of the project or initiative on essential services
Defence, Security and Space	**Internal initiatives and research:** Ongoing maintenance of expertise and performance of CRIMSON solutions for the protection and resilience of critical infrastructure in Europe. *Examples of clients: French departmental fire and rescue service (SDIS[3]), port security services, and defence procurement and technology agency*	Contribute to the continuous improvement of services, in particular to: site monitoring, hypervision[4] defence and rescue operations, management of fires and other local crises, planning, strategy games and training. The CRIMSON range was recognised for its innovativeness and research, winning the Security Innovation Award at the Security Research Event 2025, an event supported by the European Commission.
	Project[5]: Develop a new, highly resilient inertial navigation system to equip amphibious helicopter carriers. *Client: armed forces and defence ministries (Europe)*	Participate in developing and maintaining European expertise to ensure fleet security in electronic warfare environments.
Transport	**Project:** Participate in developing data analysis solutions to improve the efficiency of public transport. *Client: LETEC, a public transport operator based in the Walloon region (Belgium)*	Help make public transport more efficient through smart analytics to optimise route planning and resource allocation and better manage the user experience.
	Project: Developing digital solutions to improve capacity management for rail transport and increase modal share. *Example clients: SNCF, RATP (France), European infrastructure managers (Europe)*	Supporting infrastructure managers to improve timetable production and operational network management, and supporting the roll-out of centralised traffic control stations to improve public transport traffic flows.
Energy & Utilities	**Internal initiatives and research:** Organisation of Telecoms Sustainability Day.	Facilitation of discussions between leaders from the telecoms sector to reduce the sector's energy and CO_2 footprint
	Project: Steering of a transformation programme for the largest municipal energy company in Sweden. *Client: Göteborg Energi (Sweden)*	Help improve the efficiency and resilience of urban energy services for the city of Gothenburg by optimising governance to support use of the company's digital capabilities.

(1) Subsidiary fully-owned subsidiary of Sopra Steria.
(2) Project in partnership with BearingPoint.
(3) Departmental Fire and Rescue Service.
(4) A combination of virtual and augmented reality to enhance the perception of a situation or site using digital factors.
(5) This project is a partnership between CS Group (a wholly-owned subsidiary of Sopra Steria), CNN MCO (an Equans France entity) and Thales.

In application of the Group's due diligence and human rights commitments, Sopra Steria has in place systems to identify and prevent severe negative impacts on end-users. For more details on due diligence and the effectiveness of its systems, see Section 4.2, "Due diligence", of this chapter.

3.3.2.4. Metrics related to "Contribution to essential public services" [MDR-M]

In the same way as for targets, Sopra Steria Group tracks the effectiveness of its approach in relation to its impact on essential services on the basis of qualitative information. For this, it draws on its existing governance and relationships with clients directly in connection with its projects. However, as part of a restructure set to begin in 2026, the Group will be reassessing the feasibility and relevance of producing quantitative metrics.

4. Governance information

Sopra Steria is committed to rigorous governance and exemplary business conduct. The Group's commitments include applying strict ethical principles, abiding by compliance rules and establishing responsible interactions with its value chain, in particular its suppliers and subcontractors, in accordance with its vigilance plan. These actions contribute to the following Sustainable Development Goals (SDGs): 8, 10 and 16.

4.1. Business conduct and compliance [G1]

4.1.1. PRESENTATION OF THE CONTEXT AND MATERIAL IMPACTS, RISKS AND OPPORTUNITIES [G1-SBM-3]

The process of identifying material impacts, risks and opportunities is presented in Section 1.3.1 of this chapter. Following the double materiality assessment, business conduct and compliance were identified as "material" issues for Sopra Steria. These issues were assessed as being material only in terms of their financial materiality, given their potential financial effects. They were not assessed as being material in terms of their impacts.

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES RELATED TO "BUSINESS CONDUCT"

Description of the materiality of "Business conduct and compliance" for Sopra Steria (ESRS G1)		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Risk	Breakdowns in communicating the culture and ethical practices within the Group, especially during induction phases for new hires or during periods of external growth, which could lead to undesirable practices or a deterioration in stakeholder relations.	Short term	Sopra Steria's own operations
Risk	Reputational and/or financial damage that may result from breach of anti-corruption laws.	Short term	Entire value chain
Opportunity	Recognition of the importance of the Group's ethics and compliance programmes for economic development	Medium term	Sopra Steria's own operations

4.1.2. GOVERNANCE OF BUSINESS CONDUCT [GOV-1]

Sopra Steria has decided to bring together business ethics and compliance, internal control and risk management within the Internal Control Department (see Chapter 2, "Risk factors and internal control", of this document). This department appears before the Audit Committee and the Nomination, Governance & Corporate Responsibility Committee every year.

This structure allows for centrally coordinated and Group-wide governance. It also enables the Company to carry out any necessary checks and efficiently manage risks and potential whistleblowing.

- The Internal Control Department oversees business ethics and compliance issues and coordinates all stakeholders involved in compliance and internal control across the Group. The Internal Control Director is the primary reference point for the whistleblowing system in her capacity as Group Compliance Officer. The Internal Control Department manages programmes aimed at preventing corruption, influence peddling, money laundering and fraud, as well as those concerning the compliance of operations with economic sanctions and export controls, and lastly, the duty of vigilance.
- This department is supported by a network of 16 Internal Control & Compliance Officers in charge of internal control, business ethics and compliance. The details of this network are presented in Chapter 2, "Risk factors and internal control", of this document. They are appointed in all Group entities and help to relay information in conjunction with local teams.
- It is also supported in disseminating policies and practices by the Group-level functional and operational departments, each with expertise in its own area: the Human Resources Department, Legal Department, Purchasing Department, Finance Department, Security Department, and Sustainability & Corporate Social Responsibility Department. Each of these departments also has its own correspondents at each of the Group's entities. Regular steering meetings are held each month, bringing together these departments and Executive Management to monitor programme implementation and decide on any changes to be instigated.
- Following external growth transactions, the Group systematically rolls out its compliance and business conduct programmes at the entities acquired. Starting in the integration phase, the Group's policies, codes and procedures, in particular those relating to ethics and the prevention of corruption, are gradually rolled out. In parallel, awareness-raising actions and targeted training (where applicable) are implemented to ensure that the entity's practices are aligned with internal and regulatory requirements.
- The Internal Control Department and the Internal Audit Department also meet at least once a month to exchange updated information, notably concerning the identification of associated risks and the audit plan.

4.1.3. POLICIES RELATED TO "BUSINESS CONDUCT" [G1-1, G1-2, G1-3 *including MDR-P*]

The policies described below cover the Group's entire scope of consolidation. They are revised as often as necessary and in any event at least every three years, under the responsibility of the Internal Control Department. They may notably be updated as a result of regulatory developments, internal audit findings or internal whistleblowing alerts.

Policies related to corporate culture

As Sopra Steria Group grows, it remains committed to complying with legislation and regulations in the countries where it operates. It also abides by ethical principles that reflect its culture and values, detailed in the "Integrated presentation of Sopra Steria" section of the introduction to this document. These principles include, in particular, professional excellence, respect for others and a proactive approach. These core principles and Sopra Steria's values are presented in the Code of Ethics.

This is also supported by an Anti-Corruption Code of Conduct, a Code of Conduct for Stock Market Transactions, a Supplier & Partner Code of Conduct, and a common core of rules, procedures and checks applicable to the entire Group. This structure is presented in full in Chapter 2, "Risk factors and internal control", of this document.

Code of Ethics

Sopra Steria, as a signatory to the United Nations Global Compact since 2004, has adopted certain ethical principles based on respecting the fundamental entitlements described in the Universal Declaration of Human Rights.

Sopra Steria's Code of Ethics, which includes a foreword written by the Chairman of the Board of Directors, constitutes the reference framework within which the Group operates. It applies to all Sopra Steria employees and company officers and is supported by Group management, which ensures that it is duly observed.

Managers who sit on the Group Management Committee and entity-level (country and subsidiary) management committees sign an annual digital declaration renewing their commitment to abide by and enforce the Code of Ethics within their scope of responsibility.

Sopra Steria regularly raises awareness among all employees about buying into and abiding by the Group's values and fundamental principles and the rules set out in the Code of Ethics. These awareness-raising campaigns and training courses take place principally through induction seminars, career development sessions and events sharing the Group's fundamentals, organised by Sopra Steria Academy, the Group's in-house training organisation.

Sopra Steria expects all those with whom it has a business relationship, including clients, partners, suppliers and subcontractors, to abide by the principles of its Code of Ethics, irrespective of the countries in which they operate.

The code is publicly available on the Ethics and Compliance page of the Group's website at www.soprasteria.com.

Supplier & Partner Code of Conduct

As it applies to its upstream chain, Sopra Steria requires agreement to the ethical principles set out in the Supplier & Partner Code of Conduct. The purpose of the Code of Conduct is to define requirements in terms of business ethics, respect for fundamental human rights, and the environment. It sets out Sopra Steria's commitments to its suppliers and partners as well as what the Group expects of them. It requires suppliers and partners to abide by the principles of the UN Global Compact in respect of, inter alia, human rights and fundamental freedoms, labour law, the environment and anti-corruption measures. The Code of Conduct also includes provisions designed to ensure that suppliers' and partners' own supply chains abide by these commitments, as well as a declaration concerning conflicts of interest. The document is available on the Group's website: www.soprasteria.com.

Whistleblowing procedure

Sopra Steria rolled out a whistleblowing procedure for all Group entities. This whistleblowing procedure is open at all times to all employees and external stakeholders, including in particular the Group's clients, suppliers, subcontractors and business partners. It may be used to flag up any situations that could be contrary to the law, the Code of Ethics or the Code of Conduct or that could harm the Group's reputation. It also covers situations that could pose a threat to the public interest.

Key areas covered by the whistleblowing procedure relate to corruption and influence peddling, fraud, financial offences, breaches of competition law and risks relating to human rights and fundamental freedoms, health and safety and environmental damage. The whistleblowing procedure also applies more specifically to all forms of discrimination, in particular discrimination based on gender identity, appearance, sexual orientation, religion, nationality or assumed origin.

Any person may bring any concerns they have to their line manager, their line manager's manager, their entity's Compliance Officer, the Compliance Officer of their local functional division or the Group Compliance Officer, as they see fit. As an alternative to these usual communication channels, they may choose to use Sopra Steria's whistleblowing procedure. An email address is provided within each entity, managed by a designated individual approved by the Group's Internal Control Department, which is responsible for the whistleblowing procedure.

Concerns can be raised anonymously. Concerns are processed if the events are described in sufficient detail and the matter is deemed serious. The necessary steps and the conditions for the use of the whistleblowing procedure are described on the Group's intranet.

Concerns can also be raised directly with the Group's Internal Control Department by writing to the following email address: ethics@soprasteria.com. This reporting channel is also available on the Ethics and Compliance page of the Group's website at www.soprasteria.com.

In accordance with the operating rules governing the Group's whistleblowing procedure, whistleblowing reports are responded to within the following timescales:

- Receipt of reports is acknowledged within seven business days;
- The validity of reports is confirmed within a reasonable time frame following their receipt;
- Initial feedback on action that has been or will be taken in response to reports is provided within three months of the date on which receipt of the report was acknowledged;
- Reports are closed within a reasonable time frame based on the complexity and severity of the matters reported.

Based on the investigation's findings, a decision may be made in conjunction with the Human Resources Department, Legal Department and/or Internal Control Department to commence disciplinary, legal or administrative proceedings against the relevant individual.

Data security, integrity and confidentiality are assured, and the identity of the whistleblower is protected. Sopra Steria guarantees that all information exchanged, including the identity of the whistleblower and any other relevant persons, will remain confidential. Access to details from whistleblowing reports is restricted to a limited number of people. All such access must be approved in advance by the Internal Control Department, which manages access. Precautionary steps are also taken to safeguard against any conflict of interest, thus guaranteeing impartiality while reports are investigated. Whistleblowers are protected against reprisals, discrimination and disciplinary sanctions of any kind related to their whistleblowing. This protection extends to any person related to the whistleblower or their whistleblowing.

Records of reports received under the whistleblowing procedure are kept in accordance with applicable legislation and/or regulations.

Policy related to the prevention and detection of corruption

Sopra Steria has implemented a compliance programme to safeguard against risks associated with corruption and influence peddling. These measures help protect the Group's reputation and maintain the trust of its internal and external stakeholders. The Group applies a zero-tolerance policy with respect to corruption and influence peddling. To this end, Executive Management is highly involved in the implementation and monitoring of the Group's programme to prevent corruption and influence peddling. This firm commitment takes shape in particular through the Group's specific Anti-Corruption and Influence-Peddling Code of Conduct, the direct oversight of the programme at the Internal Control Department's steering meetings with Executive Management, informational meetings for senior managers and regular communications campaigns targeting all Group employees. For example, each year Executive Management reiterates its commitment to all Group employees on UN International Anti-Corruption Day, which takes place on 9 December.

Executive Management has established a Group-wide organisational structure in charge of managing, monitoring and controlling the framework. The structure is made up of a network of Compliance Officers. It implements programmes on compliance, business ethics, internal control and risk management issues within each entity.

The system is underpinned, in particular, by the following:

- A specific mapping exercise to identify risks of corruption and influence peddling, updated every two years or as soon as is necessary following a major Group-level event. This risk mapping was updated as planned in the first half of 2024 and will be updated again in 2027, with the possibility of advancing the update in the event of a significant change in scope;
- A specific Anti-Corruption and Influence-Peddling Code of Conduct, including a foreword by the Chairman of the Board of Directors and the Chief Executive Officer and illustrated with real-world examples, as a supplement to the Code of Ethics. It has been translated into five languages and covers the entire Group;
- A disciplinary system based on the Code of Conduct enforceable against all employees through its inclusion in the Group's internal rules and regulations, or through any other mechanism in force at Group entities;
- Specific, formal procedures, allowing in particular for the implementation of the first- and second-level controls, in order to respond to situations identified as potentially exposed to risk. For example: policies on hospitality and gifts and procedures covering conflicts of interest, recruiting former public agents and countries under vigilance;
- A strict procedure for assessing third parties, including suppliers and subcontractors. In this regard, the Group implements its purchasing procedure and a Supplier & Partner Code of Conduct to ensure that all new regulations, and more specifically those connected with the "Sapin II" Act and the duty of vigilance, are covered. Specific procedures are also in place to assess countries under vigilance;
- A guide to preventing conflicts of interest, made available to all Group employees, aimed at helping employees and managers eliminate any doubt as to the impartiality of decisions made in the course of Sopra Steria's business and find appropriate solutions should conflicts of interest arise;
- Whistleblowing procedure (described above);
- Employee training, including for the most at-risk roles (management, sales, finance, purchasing); see Section 4.1.4 of this chapter;
- Strengthened control and audit procedures: The specific controls are described in the procedures developed under the programme for the prevention of corruption and influence peddling. They may be either ongoing or periodic. In addition to the first-level controls carried out in the form of self-checks by the employees concerned and by line managers, most controls are performed by the functional divisions. Depending on the area, they may be carried out by the Finance Department, Internal Control Department, Industrial Department, Legal Department or Human Resources Department. The Internal Audit Department assesses these procedures when auditing Group subsidiaries and entities. It does so by running through some 30 specific checks and, in accordance with the internal audit plan, carrying out specific audits of the compliance programme.

Policy related to tax transparency

With regard to tax matters, Sopra Steria Group is committed to complying with all laws and regulations in force in the countries in which it is present. Sopra Steria acts in line with its values and ethical principles of integrity, commitment and accountability. The Group pays its taxes and duties in the countries where it operates and/or creates value. This approach is pursued in accordance with international guidelines and standards, such as those of the OECD, particularly in relation to transfer pricing for cross-border transactions between Group companies. In this respect, the Group does not engage in tax evasion or any other practice contrary to its ethical standards. Sopra Steria does not make use of aggressive tax planning or any structuring methods for its transactions that would detach the tax location from the location of business activity. The Group does not operate in tax havens, i.e. countries or territories included on official lists of uncooperative jurisdictions drawn up by France and the European Union. It has no bank accounts in such territories. Furthermore, it refrains from creating entities that have no economic substance or business purpose. It is subject to regular inspections by the tax authorities, with whom it cooperates fully. The Group complies with the deadlines specified by tax authorities for providing responses to their queries, meets all of its reporting requirements and pays its taxes as required by law. To limit tax risks relating to its activities, and to take advantage of existing tax incentives, exemptions and relief, in accordance with tax laws and the reality of its activities, the Group may enlist the services of outside tax consultants. All advice received is evaluated internally to guarantee that its application remains consistent with the Group's tax principles.

Policy related to protection of personal data

See Section 5.1, "Cybersecurity and digital sovereignty" of this chapter.

Policies related to other regulations

- Fair competition

Sopra Steria is committed to conducting its business in compliance with competition law and regulations in all the countries where the Group operates. Employees are informed that if they have any questions or doubts about a competition-related topic, they must consult with their entity's legal department. The Group Rules include instructions in this area. Updates to the associated training programme continued in 2025. New training will be rolled out in early 2026.

- Inside information and rules on insider trading

As a company listed on Euronext Paris, Sopra Steria has a Code of Conduct for Stock Market Transactions. This code sets out the rules that apply to stock market transactions as well as the use and protection of inside information. It reminds users that inside information is specific, non-public information whose disclosure could significantly influence the share price.

- Anti-money laundering

Sopra Steria undertakes not to engage or participate in any practice that constitutes the laundering of assets, revenue or capital. Financial transactions are entered into in strict compliance with anti-money laundering legislation and regulations. The Group is thus committed to exercising special care in assessing third parties in countries considered high-risk. A system to automate and reinforce procedures for verifying third-party bank details continued its roll-out in 2025.

- International sanctions and export controls

Sopra Steria refrains from any activity contrary to applicable national and international laws, regulations or standards in relation to export controls, international sanctions and embargoes. The Group has a policy covering export controls, sanctions and embargoes. The policy has associated procedures relating to:

- management of authorisations, licences and their terms;
- security of technology transfers and sensitive information;
- monitoring of the involved parties, which are covered by compliance assessment procedures before any business relationship is entered into.

Awareness and training courses are rolled out to relevant audiences.

Through its Supplier & Partner Code of Conduct, Sopra Steria also requires its suppliers and subcontractors to comply with applicable regulations relating to export controls and international sanctions.

Objectives
Put the Group's corporate culture and ethical principles at the heart of its relationships with stakeholders by maintaining a training completion rate of ≥90% for employees and an EcoVadis score of ≥80/100 in the ethics area.
Work with suppliers and partners who meet the Group's ethical requirements by ensuring that over 80% of target expenditure obtains a positive EcoVadis assessment.
Ensure regulatory compliance in a fast-changing international environment, with a target of zero major incidents.

These objectives are applicable for all Group entities.

4.1.4. ACTION PLANS RELATED TO "BUSINESS CONDUCT" [G1-2, G1-3 *including MDR-A*]

Compliance training programme

As part of its compliance programme to safeguard against risks associated with corruption and influence peddling, Sopra Steria has implemented a Group training programme. It was developed in light of the results of the mapping exercise to identify risks of corruption and influence peddling. In particular, this programme includes an e-learning course that is mandatory for all employees, which must be completed within 3 months of their arrival. It is available in five languages. This tailored in-house course consists of eight interactive modules covering the legal framework, the Code of Conduct and key contact points, hospitality and gifts, conflicts of interest, public agents, commercial intermediaries and countries under vigilance, donations, patronage, sponsorship, facilitation payments and the whistleblowing procedure. The course concludes with a mandatory quiz to check participants' understanding of what they have learned. Follow-up training is provided every three years for the most at-risk roles: management, including the Executive Committee, as well as sales, finance and purchasing. Sopra Steria does not provide Directors with specific training on this topic. This training programme, which has been in place for several years, will be maintained for the coming years, with content updates to reflect changes in risk mapping.

Assessing suppliers' and partners' business conduct policies

The Supplier & Partner Code of Conduct is included in all invitations to tender sent out to suppliers. It must be signed before any contract can be entered into with Sopra Steria. It is attached to each contract and each purchase order issued by the Group. If a supplier refuses to sign up to the Group's Code of Ethics on the basis that it has its own such code, Sopra Steria requires the latter to include principles equivalent to the Group's. Furthermore, the Group has been evaluating key suppliers and partners for nearly ten years and plans to continue this approach for the long term. The framework has been extended to all the Group's entities.

Assessments are carried out using the independent expert platform EcoVadis. The assessment relate to four areas: social issues and human rights, the environment, business ethics and sustainable procurement. It looks at policies in place, action plans and results achieved. It is a document-based analysis carried out by specialised analysts at EcoVadis.

This analysis provides the Group with a comprehensive overview of the CSR maturity of its suppliers. It highlights their strengths, areas for improvement and any unethical behaviours reported in the media.

Across the whole Group, 773 suppliers were assessed by EcoVadis in 2025, covering more than €894 million of expenditure. This accounts for 79% of target expenditure for 2025 (up by 2 points compared to 2024).

In terms of quantitative outcomes:

- The average score for Sopra Steria suppliers who had completed the assessment was 63 out of 100, nearly 13.7 points higher than the average score for all suppliers assessed via the EcoVadis platform.
- The average improvement across all suppliers reassessed in 2025 was 4.4 points.
- No suppliers scored less than the Group's alert threshold of 24/100.
- 88% of suppliers assessed or reassessed by the Group achieved a score of at least 45/100. For reference, only about 61.5% of all businesses assessed by EcoVadis achieved this score.
- 67% of suppliers assessed by the Group were awarded an EcoVadis medal. For reference, only 41% of all suppliers assessed by EcoVadis received the same recognition.

Vigilance procedure in the event of a high-risk assessment:

- If the overall score and/or the score in any one of the four fields (social issues and human rights, ethics, environment, and sustainable procurement) is less than 45/100, the supplier is considered non-compliant with expectations. In this case, the supplier is asked to refer to the areas for improvement identified in the course of its assessment and to put in place a corrective action plan as soon as possible.
- For suppliers with a score of 24/100 or less, an alert is triggered by EcoVadis. This alert threshold concerns both the overall score and/or the score in the "Ethics" field. The Group Purchasing Department then contacts the supplier to put in place the necessary corrective actions and ask that the supplier undergo a new EcoVadis assessment within a period of three months.

4.1.5. PERFORMANCE MEASURES RELATED TO "BUSINESS CONDUCT" [G1-4 *including MDR-M*]

EcoVadis external assessment of the ethics programme

- In 2025, Sopra Steria achieved a score of 88 out of 100 in the "Ethics" category of the EcoVadis assessment, compared with 90 out of 100 in 2024. The Group's overall score is 94 out of 100, up 2 points compared to last year.

Compliance training programme

- Completion rate of the e-learning course which is mandatory for all employees: 90% at end-December 2025 (93% in 2024)
- Completion rate of the e-learning course which is mandatory for the most at-risk roles (management, sales, finance and purchasing): 90% at end-December 2025 (92% in 2024)

Assessment of third parties with regard to business conduct

- Share of the 2025 target expenditure receiving a positive EcoVadis assessment (>45/100): 73% (down by 4 points from 2024).

Confirmed incidents

To the best of the Company's knowledge at the time of writing this sustainability statement, neither Sopra Steria, nor its subsidiaries nor any member of an administrative or management body have been found guilty of or been fined for corruption or influence peddling at any time in the last five years. Furthermore, no confirmed corruption incidents (0) were recorded via the Group's whistleblowing procedure in 2025.

4.2. Vigilance plan and due diligence

4.2.1. DUTY OF VIGILANCE AND VIGILANCE PLAN

This section provides a summary description of Sopra Steria's vigilance plan. It sets out due diligence measures aimed at identifying risks and preventing serious violations in respect of human rights and fundamental freedoms, health and safety, and the environment.

The Internal Control Department coordinates the vigilance plan, which is prepared by the main departments responsible for the areas included in the duty of vigilance: the Sustainability & Corporate Social Responsibility Department, Human Resources Department, Purchasing Department, Security Department and Legal Department. This plan was also presented to the Works Council when it was first being implemented. Prior to preparing the plan, the results of the Group's general risk mapping exercise are aligned with the double materiality assessment of sustainability topics. The vigilance plan is reviewed each year, in light of possible developments in risks and the effectiveness of mitigation measures put in place. The conclusions showed no significant change in 2025. Furthermore, due diligence measures are implemented gradually for newly acquired companies as part of the integration of these companies within the Group and with respect to its procedures and systems.

The vigilance plan consists of four parts:

- Risk mapping to identify, analyse and prioritise serious violation risks;
- Risk mitigation and prevention plans;
- System to receive reports relating to the existence of risks or the occurrence of risk events;
- System to monitor the measures implemented and assess their effectiveness.

Risk mapping

The risk areas listed below were analysed and prioritised in the context of the Group's business activities, those of its service providers and those of its manufactured product suppliers:

- Human rights: Equal opportunities and diversity, social dialogue, protection of personal data, harassment prevention, working conditions (hours, compensation and social security);
- Health and safety: Right to safe and healthy working conditions (particularly for manufactured product suppliers);
- Environment: Risk of serious damage to the environment (e.g. waste, adverse effects on biodiversity, pollution).

Risk mitigation and prevention plans

With regard to Sopra Steria's own operations, the prevention approach adopted in line with the Group's sustainability policy put in place several years ago focuses on the various risk areas identified in the mapping. The measures for Sopra Steria employees are outlined in Section 3.1, and those for the environment in Section 2 of this chapter.

With regard to suppliers, the Group's purchases are mainly for services such as IT subcontracting or human resources-related services such as employee training. These service providers are mainly located in Europe, near the Group's entities requiring their services. The remaining purchases are for IT equipment (software, equipment, hosting) or office-related expenditures. The measures implemented by Sopra Steria are based on the sustainable procurement policy, and two documents in particular: the Supplier & Partner Code of Conduct and the policy for supplier CSR assessment by EcoVadis (see Sections 4.1.3 and 4.1.4 of this chapter).

Sopra Steria's policies, actions and results in respect of the workforce and human rights, business ethics, the environment and sustainable procurement are in turn assessed annually by EcoVadis. Sopra Steria has achieved the highest possible rating of Platinum, with a score of 94/100. The Group has been among the top 1% for the past six years.

Whistleblowing procedure

Sopra Steria has put in place a whistleblowing procedure for receiving reports in connection with its duty of care. This approach is presented in greater depth in Section 4.1.4 of this chapter, "Whistleblowing procedure".

System to monitor the measures implemented and assess their effectiveness

For risks relating to the duty of vigilance, the procedures for the regular assessment of the Group's business activities and those of its subsidiaries, along with those of its main suppliers, are carried out at the level of the departments concerned. Each department with oversight for issues involving the duty of vigilance is responsible for monitoring the risks identified in the mapping of risks relating to the duty of vigilance.

All of these departments are involved in the identification and implementation of appropriate due diligence measures for their respective areas of responsibility. They report on their monitoring activities at their respective steering committee meetings.

The risk mitigation and prevention measures put in place with regard to the duty of vigilance are reviewed as part of the Group's internal control procedures. The Internal Control Department then produces a consolidated report every year.

4.2.2. STATEMENT ON DUE DILIGENCE [GOV-4]

Sopra Steria has implemented a due diligence framework to identify, prevent and mitigate negative impacts and remedy them where necessary.

CROSS-REFERENCE TABLE OF INFORMATION PROVIDED IN THE SUSTAINABILITY REPORT REGARDING DUE DILIGENCE:

Due diligence component	Disclosure requirement	Corresponding section(s) of this chapter
Embedding due diligence in governance, strategy and business model	ESRS 2 GOV-2: Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies;	Section 1.2.2.
	ESRS 2 GOV-3: Integration of sustainability-related performance in incentive schemes	Section 1.2.3.
	ESRS 2 SBM-3: Material impacts, risks and opportunities and their interaction with strategy and business model	Section 1.1.3.
Engaging with affected stakeholders	ESRS 2 GOV-2	Same as above
	ESRS 2 SBM-2: Interests and views of stakeholders;	Section 1.1.2.
	ESRS 2 IRO-1: Description of the process to identify and assess material impacts, risks and opportunities	Section 1.3.1.
	ESRS 2 MDR-P: Policies adopted to manage material sustainability matters	Sections 2.1.2.1. (Climate change); 2.2.2.1 (Circular economy); 3.1.2 (Sopra Steria's own workforce); 3.2.2.1 and 3.2.3.1. (Local communities); 3.3.2.1 (End-users); 4.1.3 (Business conduct); 5.1.2 and 5.2.2 (topics specific to Sopra Steria)
	ESRS S1 S1-2: Processes for engaging with own workers and workers' representatives about impacts	Section 4.2.2.
	ESRS S4 S4-2: Processes for engaging with consumers and end-users about impacts	Section 4.2.2.
Identifying and assessing negative impacts on people and the environment	ESRS 2 IRO-1	Same as above
	ESRS E1 IRO-1: Description of the processes to identify and assess material climate-related impacts, risks and opportunities	Section 2.1.1.
	ESRS 2 SBM-3:	Same as above
Tracking the effectiveness of these efforts	ESRS 2 MDR-M: Metrics in relation to material sustainability matters	Sections 2.1.2.4. et 2.1.2.5. (Climate change); 2.2.2.4. (Circular economy); 3.1.2.4 and 3.1.3.3. and 3.1.4.3 and 3.1.5.2 and 3.1.6.3. (Sopra Steria's own workforce); 3.2.2.4 and 3.2.3.4. (Local communities); 3.3.2.4. (End-users); 4.1.5. (Business conduct); 5.1.5 and 5.2.3. (topics specific to Sopra Steria)
	ESRS 2 MDR-T: Tracking effectiveness of policies and actions through targets	Sections 2.1.2.3 and 2.1.2.4. (Climate change); 2.2.2.2. (Circular economy); 3.1.22 (Sopra Steria's own workforce); 3.2.2.2 and 3.2.3.2. (Local communities); 3.3.2.2. (End-users); 4.1.3 (Business conduct); 5.1.3 and 5.2.3 (topics specific to Sopra Steria)

This section completes the due diligence declaration to describe the end-to-end approach applied by Sopra Steria.

Processes for engaging with affected stakeholders

[S1-2, S3-2 and S4-2]

Sopra Steria maintains regular direct or indirect dialogue with its key stakeholders.

This includes dialogue with:

- employees, through social dialogue (see Section 3.1.6, "Social dialogue", of this chapter);
- local communities, notably through public institutions and non-profit organisations;
- end-users, indirectly, through its clients (see Section 1.1.2, "Interests and views of stakeholders [SBM-2]" of this chapter).

Outside the whistleblowing channels accessible to all stakeholders, Sopra Steria does not have a mechanism for direct dialogue with end-users or local communities.

Processes for raising and remediating concerns

[S1-3 and S4-3]

The process for raising and remediating concerns is included in Sopra Steria's whistleblowing procedure, which is accessible to all stakeholders. It is described in detail in Section 4.1.3, "Policies related to 'Business conduct' [G1-1]" of this chapter.

Incidents, complaints and severe human rights impacts

[S1-17]

No serious human rights violations or non-compliance with any of the United Nations or OECD guidelines in connection with Sopra Steria employees, end-users or local communities were identified or reported through the Group's whistleblowing channel. No complaints were filed against Sopra Steria with the various national contact points for OECD multinational enterprises during financial year 2025 or previous financial years. As a result, no fine, penalty or compensation for damages was recorded.

5. Business- and segment-specific information

Amid geopolitical, economic, social and environmental upheaval, digital technology has an important role to play. Sopra Steria firmly acknowledges this reality and is committed to sustainability performance as a defining feature of its positioning as a trusted, credible European alternative.

The model's emphasis on local presence and relationships means employees are in a position to understand the specific challenges facing clients and "sectors of high criticality". This approach runs counter to that exemplified by the standardised models offered by American digital giants. The Group repudiates the all-out pursuit of total digitalisation and technological dependence, focusing instead on resilience, pragmatism and strategic autonomy for its clients. To this end, Sopra Steria espouses frugal approaches and open, interoperable architectures hosted on European infrastructure. This approach is essential, not only to ensure control over the impacts of digital technology but also to maintain European technological expertise that creates value, is imbued with purpose and ensures resilience. Sopra Steria stands out thanks to its ability to combine industrial rigour with financial and sustainability performance.

This chapter highlights the sustainability matters specific to Sopra Steria as a European digital services company positioned as a trusted alternative to global giants, particularly in "sectors of high criticality". Sopra Steria's approaches related to cybersecurity, digital sovereignty and responsible digital technology contribute to the following Sustainable Development Goals (SDGs): 12, 16 and 17.

5.1. Cybersecurity and digital sovereignty

5.1.1. PRESENTATION OF THE CONTEXT, MATERIAL IMPACTS, RISKS AND OPPORTUNITIES

In 2025, 82% of Sopra Steria's revenue was derived from verticals that are marketed in "sectors of high criticality", as defined by NIS 2:[1] Public Sector; Aeronautics; Defence, Space & Security; Financial Services & Insurance; Energy; Transport.

In short, Sopra Steria's strategy and business model must ensure protection of critical systems and sensitive information assets. The Group pursues this approach not only for itself but also, and above all, for its major institutional and private clients. At the same time, the "high criticality" of the sectors served implies a real but indirect responsibility to society and to individuals involved in or affected by the digital services provided.

This exposure is heightened by the international context, which is marked by the positions of the digital giants, interstate rivalry and problems caused by malicious operators. The European Union Agency for Cybersecurity (ENISA) highlights this tense climate, reporting an increase in cyberattacks. In response, recent changes in EU law necessitate an increase in control: the NIS 2 Directive, DORA regulatory framework[2] and GDPR[3].

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES SPECIFIC TO SOPRA STERIA

Description of the materiality of "Cybersecurity and digital sovereignty" for Sopra Steria		Time horizon under consideration	Stage of the value chain giving rise to the IRO
Negative impact	Economic or moral damage to end-users or employees linked to the disclosure of the private and/or personal data or exposure to fake news, due to a security failure or sovereignty conflicts.	Short term	Entire value chain
Risk	Financial, operational and/or reputational losses due to a cyberattack caused by an error created directly or indirectly by the Group, or difficulty in implementing the Group's distinctive strategy related to "cybersecurity and digital sovereignty".	Short term	Entire value chain
Opportunity	Increased market share through the marketing of an end-to-end range of services and solutions for cybersecurity and digital sovereignty.	Short term	Sopra Steria's own operations and downstream value chain

The negative impacts are likely to affect various groups of individuals: Sopra Steria employees, suppliers, applicants likely to join the Group, clients and these clients' end-users. Certain end-users may be more exposed depending on (1) the client's business sector, (2) the nature of the project supplied by Sopra Steria, (3) the types of end-user of the relevant product or service, and (4) the legal framework.

(1) Network and Information Systems Directive – Directive (EU) 2022/0383 (network and IT systems security)
(2) Digital operational resilience for the financial sector – Regulation (EU) 2022/2554 of 14 December 2022
(3) General Data Protection Regulation (EU 2016/679)

5.1.2. POLICY RELATED TO "CYBERSECURITY AND DIGITAL SOVEREIGNTY" [MDR-P]

The Group's strategy aims to balance the need to achieve company objectives with the measures required to maintain a secure environment. With this approach, all information is used and stored securely, while protecting its confidentiality, integrity, availability and traceability.

As resilience is an essential driver of competitiveness, Executive Management determines the Group's strategic priorities, objectives and positioning in terms of cybersecurity and its contribution to digital sovereignty in Europe. The implementation process is then delegated to the relevant management teams and entities. The Group has put in place a number of policies with their own governance and monitoring arrangements to cover all dimensions of cybersecurity and digital sovereignty. Executive Management also commits to implement the necessary human, technical and financial resources to ensure the security of its activities and the projects run by Sopra Steria's teams. This approach takes into account client priorities as well as the Group's financial and business priorities.

SUMMARY OF GROUP POLICIES OR APPROACH RELATED TO "CYBERSECURITY AND DIGITAL SOVEREIGNTY"

Objective	Policy or approach	Department or entity in charge of implementation	Third-party standards or initiatives followed	Stakeholders involved	Stakeholders with access to the policy or approach
Ensuring data security within the Group, including personal data	Policy related to "Information security and protection"	Group Security Department	NIS2, DORA, CRA,[1] ISO/IEC 27001,[2] ISO/CEI 27005,[3] ECSO,[4] InterCERT, CESIN[5]	Employees, suppliers, applicants, clients	Available on the intranet; website; in contractual clauses
	Sopra Steria Group data protection governance template	Group Legal Department	GDPR[6]	Employees, suppliers, applicants, clients	Available on the intranet; external communication
Implement a service portfolio covering the entire cybersecurity value chain	Approach: Expanded range of cybersecurity services and solutions	Cybersecurity business line	GDPR, NIS 2, ISO/IEC 27001, ISO/CEI 27002[7], ISO/CEI 27005	Employees, clients	Controlled internal and external communications for employees and clients
Contribute to upholding and strengthening digital sovereignty in Europe	Approach: Digital sovereignty	All verticals	Gaia-X, Edge and Cloud[8], ECSO, Campus Cyber	Employees, suppliers, applicants, clients	Controlled internal and external communications for employees, clients and public authorities
Help to combat disinformation	Approach: Cercle Pégase think tank, led by the Group	Defence & Security vertical	NIS 2	Employees, clients, general public	Controlled internal and external communications for employees, clients and public authorities

The Group considers the total financial resources allocated to the action plans related to the "Cybersecurity and digital sovereignty" policy to be material. In-depth analysis will have to be completed to better quantify and qualify the expenses related to each action plan (see Section 1.3.2.1 of this chapter).

(1) Network and Information System Security (NIS2), Digital Operational Resilience Act (DORA),Cyber Resilience Act (CRA)
(2) Information security management systems
(3) Information security risk management
(4) European Cyber Security Organisation
(5) Club des Experts de la Sécurité de l'Information et du Numérique
(6) General Data Protection Regulation: Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC
(7) International Organization for Standardization: Information security, cybersecurity and privacy protection — Information security controls.
(8) European Alliance for Industrial Data

5.1.3. TARGETS RELATED TO "CYBERSECURITY AND DIGITAL SOVEREIGNTY" [MDR-T]

As presented in its policy, Sopra Steria has set qualitative objectives, some of which are supplemented by quantitative targets. These targets apply through 2026 and may be reviewed at the end of this period. They cover the entire scope of consolidation.

TARGETS RELATED TO INFORMATION SECURITY AND PROTECTION

Objective	Quantitative target for 2026	Results for 2025	Results for 2024	Results for 2023
Ensuring data security within the Group, including personal data	Security Score Card: Maintain a score above the average in the information services sector	+7 points (out of 100) above the sector average	+8 points (out of 100) above the sector average	Average for the sector
	CyberVadis score: Maintain a score of at least 795	Next assessment in 2026	985	795

The Group considers these targets to be an appropriate and independent solution for monitoring the effectiveness of its policies, taking into account the changing environment, its own current and past performance, and sector performance. The agencies periodically assess Sopra Steria's management system and external assets visible on the internet. The Group Security Department regularly monitors developments in this area, but does not involve other stakeholders in defining these targets.

5.1.4. ACTION PLANS AND RESOURCES RELATED TO "CYBERSECURITY AND DIGITAL SOVEREIGNTY" [MDR-A]

The items relating to financial resources allocated to the action plans are detailed in Section 5.1.2 "Policy related to 'Cybersecurity and digital sovereignty'" of this chapter.

5.1.4.1. Information security and protection

Group information security is detailed in a framework document that is updated every year. The document is sent directly to all Group employees by the Security Department via direct communication and available on the Group intranet. It covers all Group entities and is organised around the following principles:

- Deliver a trust framework via continuous assessment: application of the Group Information Classification and Processing Policy, physical and logical access controls for the workforce and implementation of proportionate measures that aim to mitigate the risks;
- Protect staff, processes, technology and client interests according to the risks encountered by these assets and in compliance with the applicable standards.
- Comply with the legal and regulatory requirements of the jurisdiction in which the data is held, stored or processed.
- Adapt, assess and document when information security measures are defined by clients within the contractual framework and when they differ from Sopra Steria's fundamental security measures.

The priority actions are updated annually to ensure the following objectives are met:

- Deliver a trust and compliance framework through a dedicated organisational structure that exists throughout the life cycle of each project and at every hierarchical level: Under the management of their Chief Information Security Officer, each entity and subsidiary determines the organisation, governance, implementation processes and control methods for the security policy in its area of responsibility. These choices are subject to final validation by the Group CISO.
- Protect by adopting and applying the best practices and standards in the market, such as "Information security management systems – Requirements" (ISO/IEC 27001), "Information security controls" (ISO/IEC 27002) and "Guidance on managing information security risks" (ISO/IEC 27005). In particular, the application of these actions is tied to the most recent technological developments, including the growing use of the cloud and new AI models.
- Adapt by:
  - Raising employee awareness of information security when they join the Group or throughout their careers to develop a culture of security.
  - Leading a monitoring unit – under the joint responsibility of the Security Department and the Cyber Entity – to monitor the vulnerability assessment. This work is summarised and updated on the Security Information Platform and is available to employees.
  - Working with interprofessional bodies to strive for a better understanding of cyber risks: InterCERT, CLUSIF (a French association of information security professionals), CESIN (a French association of digital and information security experts) and the European Cyber Security Organisation (ECSO).

Implementing the action plan requires a significant human effort: As well as applying the processes and setting out the governance structure, stakeholders need to be involved and engaged, including each and every company employee.

5.1.4.2. Protection of personal data

Sopra Steria undertakes to protect the confidentiality and security of the personal data it stores and processes in accordance with applicable laws with regard to data protection. Particular attention is paid to General Data Protection Regulation: Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("GDPR")

A governance structure has been defined to ensure compliance, manage the related objectives, clarify stakeholder responsibilities, define relevant policies and procedures, provide the appropriate internal audit capacity and promote an internal data protection culture. All Group employees can access this governance structure via an area on the Group intranet managed by the Group Legal Department.

It covers all Group entities and geographies, and is structured as follows:

- An organisational structure at Group level, adapted at a local level (country/entity):
  - The Group Data Protection Manager determines the compliance policies, creates the action plans, leads and supports at a local level and supervises the implementation of the data protection Compliance Programme across all subsidiaries. The Group Manager reports on these activities to the Group Legal Department;
  - Data Protection Officers (DPOs) or Single Points of Contact (SPOCs) have been appointed at each Group subsidiary. They are responsible for the following:
    - Compliance with requirements in their entities;
    - For sharing their actions and any issues encountered with the Group Manager, especially in the event of a data breach;
    - Corresponding with the Personal Data Owners (representatives of the DPO/SPOC in the functions and business units) and supporting them as they apply the legal framework.
- The Group data protection Compliance Programme is based on these principles:
  - Implementing specific tools to track personal data processing carried out within the Group.
  - Implementing specific procedures to indicate and manage any presumed or actual personal data breach that may occur within the Group.
  - Communicating information bulletins to every group of people concerned whose data is or may be processed by Sopra Steria (employees, applicants, clients and suppliers).
  - Provision of standard contracts and clauses covering the protection of personal data in the context of contractual relationships with clients, subcontractors and suppliers.
  - Putting in place an intragroup data transfer agreement ensuring that data is shared securely between Sopra Steria subsidiaries.
  - Organising controls and periodic audits of the implementation of the programme.
  - Dedicated training plan:
    - Each employee that joins the workforce must complete a mandatory data protection e-learning module within three months of starting their role;
    - For employees who need in-depth training because of their role (e.g. Personal Data Owners).

In 2025, Sopra Steria updated and tightened certain documents and processes related to the protection of personal data, in particular:

- The policy related to personal data retention, with operational tables specifying retention periods that apply to the various categories of personal data processed;
- The procedures aimed at ensuring that requests from individuals wishing to exercise their rights are managed effectively;
- The subcontractor assessment process whereby subcontractors are asked to complete GDPR and security compliance questionnaires as part of the selection process.

Starting in 2026, Sopra Steria will begin working towards:

- Having fully harmonised personal data protection tools across the Group;
- Better integrating AI-related regulatory[1] and ethical issues into the Group's governance structure;
- Improving the mapping of record management to take into account information relating to processing carried out by AI systems or models, in accordance with applicable legislation.

The Group keeps abreast of the latest personal data protection practices as it implements its action plans. The Group is a member of the French Association of Data Protection Officers (AFCDP).

5.1.4.3. Cybersecurity solutions

In 2025, the Group's cybersecurity teams were brought together within the Group Cybersecurity business line. This new business line brings together more than 2,300 employees. This entity plays a strategic role in the Group's transformation, with the goal of Sopra Steria becoming one of the top five European cybersecurity players by 2028.

The business line has a strong presence in Europe: France, the Nordic countries, Germany, Benelux, the United Kingdom and Spain. It is also expanding into Italy, Switzerland, Singapore and North America. Its organisational structure is based on a "follow-the-sun" model underpinned by X-shore capabilities in India, Poland and Spain. This enables the Company to guarantee 24/7 support and provide ongoing high value-added services. Our European roots transcend geography, reflecting the Company's commitment to sovereignty, trust and regulatory compliance.

Sopra Steria wishes to support major public- and private-sector clients through its new cybersecurity approach. To do so, the Group is drawing on its complete portfolio of sovereign services and solutions as well as its unique, value-focused operating model. This range of solutions covers the entire cybersecurity life cycle:

- Prevention: the technologies, expertise and processes needed to anticipate and neutralise threats before they reach criticality. Thanks to a combination of cutting-edge solutions, targeted training and expert advice, Sopra Steria helps organisations strengthen their defence, raise awareness among their employees and build a more secure digital environment.

  Strategy, Governance, Risk Management, Compliance, Audit, Training & Awareness, Penetration Testing, Crisis Management

- Protection: the technologies, expertise and processes that are essential to securing critical infrastructure. By incorporating advanced solutions that protect data, networks and applications, Sopra Steria employes an in-depth approach that is constantly adapting to new threats.

  By Design, Device, Applications, Data, Connectivity, Trusted Solutions, Identity

- Detection and Response: advanced monitoring, threat analysis and incident response tools to guarantee real-time protection.

  Detection, Investigation, Response, Cyber Intelligence, Vulnerability Management.

This range of solutions is further enhanced by sovereign solutions developed by trusted entities such as CS Group and our Defence & Security business unit, including:

- Seducs, a secure, tailored operating system designed to respond to the rigorous demands of critical and sensitive environments

(1) *AI Regulation*

- Trusty, a comprehensive range of trusted services protecting exchanges, data and access, in compliance with regulatory frameworks in force, including: TrustyKey (for the management of IGC/PKI keys), TrustyTime (EAL3+ certified software integrated into an HSM), TrustyArchive (electronic archiving and proof of integrity) and TrustyServerSeal (a solution for applying and validating electronic seals)
- Mactan Ops, an advanced security information and event management (SIEM) system tailored to the complex, heterogeneous and changing information systems of operators of vital importance (OIVs in French) and critical or sensitive organisations, enabling event information to be collected and centrally managed, analysed to detect attack patterns and securely transferred to an SOC,
- With comprehensively archived and fully auditable logs dedicated solutions for the financial services sector, meeting the requirements of the DORA regulation as regards digital operational resilience,
- Post-quantum cryptography solutions aimed at anticipating technological developments and ensuring the long-term effectiveness of security mechanisms.

To help drive innovation and sovereignty, the Cybersecurity business line is closely supported by Sopra Steria Ventures, the Group's corporate venture capital fund. Through strategic investments, in particular via the Brienne IV fund, Sopra Steria is reinforcing its access to cutting-edge technologies and the European cybersecurity ecosystem. The Group's approach also involves forming key partnerships, such as that with Yogosha, which sees the Group combine its expertise with the agility of a leading bug bounty platform. The association of the Cybersecurity business line and Sopra Steria Ventures will help the Group accelerate innovation, enhance its range of solutions, and strengthen its market position in a lasting manner.

Sopra Steria and its teams are proud to be recognised by markets as a leading provider of cyber resilience services (NelsonHall) and to be among those companies recognised by governments: Sopra Steria is one of the few players to hold all three ANSII certifications (PASSI, PDIS and PRIS). This recognition by markets and governments is testament to Sopra Steria's ability to serve as a trusted partner to the Group's public- and private-sector clients, helping them navigate a complex and constantly evolving threat landscape.

Acting as a single team and harnessing collective expertise, Sopra Steria is accelerating its growth, investing in next-generation AI-powered platforms and supporting its clients with a cyber-resilient and resolutely European ecosystem.

5.1.4.4. Digital sovereignty

Definition and outlook

The idea of sovereignty applies first and foremost to states and the state administration. It is defined as their ability to exercise their powers, guarantee the continuity of essential functions and protect their fundamental interests. In the context of digital technology, the concept also extends to companies that contribute directly to state sovereignty. They play a decisive role in designing, operating and securing critical infrastructure, technology and services forming part of the domestic and European socioeconomic fabric. This is particularly evident in the energy, telecommunications, transport, defence and security sectors.

The pursuit of digital resilience and control over dependencies is leading the ecosystem to also embrace the idea of digital autonomy. This is intended to respond to the growth in extra-European technologies, more stringent security requirements and the emergence of pivotal European regulatory frameworks. Digital autonomy means adopting a proportionate approach to managing different levels of control, depending on the criticality of use cases, applicable regulatory requirements and identified risks, while aligning with the European Union's objective of strategic autonomy.

Sopra Steria's positioning

Against this backdrop, Sopra Steria has a special responsibility as a major French digital services company and a leading player in Europe. Thanks to the central role it plays in value chains, the Group is in a position to serve as both a model and a catalyst, both through its own technological and organisational choices and through the support it provides to its clients and the ecosystem. In this way, it plays a part in:

- Shaping a common framework for thinking about concepts connected with digital sovereignty and autonomy, in connection with the institutional ecosystem;
- Shedding light on the risks associated with technological dependence;
- Proposing pragmatic action plans incorporating best practices and tools that help increase control over digital dependencies (cloud computing, software, data management, outsourcing of skills, etc.) in collaboration with the Group's suppliers and technology partners.

Furthermore, the Group provides day-to-day support on matters of national security in the countries where it operates. This involves:

- Ensuring compliance with regulatory frameworks aimed at ensuring that personal and industrial data is protected;
- Taking into account the extraterritoriality of some legislation governing the storage and use of data;
- Continuously building systems' resilience to cyber threats.

Sopra Steria is thus permanently adapting its practices, solutions and governance. The purpose is to respond to growing demands in relation to security, compliance and business continuity. The Group intends to remain consistent with national security priorities and Europe's ambitions in terms of strategic autonomy.

Related actions

This responsibility is now reflected in pivotal actions taken by the Group. The purpose of these actions is to incorporate digital sovereignty as an integral part of its strategy and solutions and of the support it provides to public- and private-sector stakeholders.

Sopra Steria is a major player in data spaces, a member of the board of Gaia-X and the European leader in data space implementation.

Through the Simpl programme, Sopra Steria is helping DG Connect implement an open source data centre solution. The Group is working on structuring, implementing and running industry data spaces.

It is involved in major economic sectors such as aerospace via Decade-X and nuclear via Data4NuclearX, as well as banking and defence, where Sopra Steria has put together a white paper for the European Defence Agency on the benefits of Data Spaces for Defence.

As regards Data4NuclearX more specifically, the consortium's goal is to strengthen the performance, security and sovereignty of the data exchanged by the nearly 2,000 companies that make up France's nuclear sector. Given the development of the nuclear sector, where data exchanges could increase tenfold within the next five years, reaching an estimated total volume of 25 million exchanges per year, this is a crucial issue. One of the first operational applications concerns data used to track equipment manufacturing. This first step will accelerate decision-making and reduce lead times. Numerous gains are expected, with benefits across the entire supply chain: improved quality, increased control over schedules and traceability, faster resolution of incidents. Within the project, Sopra Steria is drawing on its expertise in architecture and development, working alongside the other members of the consortium to design and implement the specific components required.

On 18 February 2026, Sopra Steria and SAP partnered a strategic alliance for digital sovereignty. Through this partnership, signed at the Munich Security Conference, Sopra Steria and SAP are setting a strategic milestone for Europe by strengthening the governance and control of its critical digital systems. This initiative is based on the SAP Sovereign Cloud — designed for domains where data processing, operational responsibility and legal jurisdiction have become security and regulatory issues, especially for defence, aerospace, public administration and critical infrastructure.

In 2025, Sopra Steria co-founded ESTIA (European Sovereign Tech Industry Alliance), a pan-European coalition of 11 major tech and telecoms players. The coalition endeavours to develop a sovereign cloud ecosystem in Europe. The alliance, announced at the European Digital Sovereignty Summit, champions a coherent vision of digital sovereignty in response to the European Union's reliance on non-European infrastructure. It is focused on a legal definition of "sovereign cloud" in future regulatory frameworks (notably the Cloud and AI Development Act), data location and protection, the principle of a European preference in public procurement, and strengthening European industrial policy. Through the European Sovereign Cloud Pledge, ESTIA is calling for coordinated political and industrial action to ensure the resilience, transparency and continuity of cloud services for citizens, businesses and public authorities. This initiative is aligned with Sopra Steria's strategy of strengthening Europe's digital strategic autonomy, in line with its commitments on security, digital trust and control over key technologies.

In 2025, Sopra Steria, alongside a number of the Group's major clients, was involved in the work of the Alliancy "do tank". This work focused on managing technological dependencies and freedom of action. Part of a joint public-private solution-building approach involving public-sector players, industrial operators and experts, this contribution aims to expose public policy issues to operational realities as a way of devising practical recommendations that promote resilience and control over digital dependencies.

Alongside these commitments, Sopra Steria is strengthening its pivotal role within the institutional digital trust ecosystem. Since autumn 2025, Sopra Steria has been serving as chair of the Alliance pour la Confiance Numérique (ACN), which brings together French and European players in the cybersecurity, digital identity, sovereign cloud and trusted AI spaces. Through this responsibility, Sopra Steria is playing a part in crafting a common position for the sector, in close dialogue with national and European institutions, and accelerating collective momentum in support of resilience, trust and European digital strategic autonomy.

Within the European ecosystem, Sopra Steria is also involved in the digital ecosystem, through its venture capital entity. Sopra Steria Ventures (SSV) is the Group's strategic partnerships and investments arm. It is specialised in new-generation technologies such as AI and quantum computing, and supports critical European sectors, for example aerospace, defence and security, financial services, the public sector, and transport. SSV has recently invested in promising startups like Alice & Bob and renowned funds such as Tikehau Capital and Quantonation. The team works closely with the startups to bring their technologies to maturity and create synergies with Sopra Steria's clients, talent and partners. This helps Sopra Steria boost innovation and position itself as a key partner to global leaders in security and hyperscalers.

Beyond these initiatives, Sopra Steria is actively involved in the legal, standards-related and geopolitical aspects of digital sovereignty, guided by the belief that technological expertise also presupposes the ability to influence European regulatory frameworks and standards. The Group has served on the Board of Directors of the European Cyber Security Organisation (ECSO) since 2020, thus contributing to structured dialogue between public- and private-sector cybersecurity operators and with the European Commission. Sopra Steria has also served on the Board of Directors of the AeroSpace and Defence Industries Association of Europe (ASD) since 2023 to support the competitive and sovereign development of the defence and security sectors in Europe. Furthermore, the Group actively champions digital sovereignty issues within DigitalEurope, the leading industry body representing the digital industry in its dealings with European institutions. Sopra Steria contributes to the work of DigitalEurope's Finance Executive Council and Public Sector Executive Council, strategic forums for discussion between European executives and decision-makers. These commitments reflect Sopra Steria's aim of having a lasting influence on the development of shared standards and European strategic priorities in relation to digital trust, security and autonomy.

5.1.4.5. Disinformation

Sopra Steria is recognised as one of the national players involved in combating information manipulation. Having made major progress in 2025, the Group is now ahead of the competition and recognised as a trusted partner to sovereign actors and businesses.

In June 2024, Sopra Steria and Sopra Steria Next confirmed the creation of the Cercle Pégase think tank following its first initiatives starting in May 2023. In so doing, the Group recognises the information security threat to state sovereignty and is backed by its expertise both in terms of technology and consultancy. The Cercle Pégase is dedicated to protecting information, through the fight against disinformation and information manipulation, and cyber influence (L2I).

It was created to promote and contribute ideas to the development of a French strategy to combat disinformation. It supports efforts to simplify and frame this field by creating an organisational structure and methods combined with tools and processes. It does this through a collective approach that welcomes all stakeholders: industry, politics, institutions, media and academia.

In 2025, thanks to this in-depth thinking and the development of a robust industrial ecosystem, Sopra Steria secured a conceptual and technological competitive edge. Sopra Steria strengthened its ties to the research community (CNRS, INRIA, laboratories), won a number of tenders, notably with the French Ministry of the Armed Forces, and generated significant media impact through dialogue at the highest levels.

In addition, Sopra Steria is working with its partners – many of which are startups, SMEs and mid-caps – to develop an end-to-end detection and response system to help companies combat cyberattacks, including those generated using artificial intelligence. This solution – a platform named SENSEE – aims to help organisations:

- Upstream, to produce content at the design stage that is reliable and can be verified;
- Downstream, to detect and respond to cyberattacks generated with or without AI.

It employs a number of advanced technologies to analyse the emergence and viral spread of new online information, particularly on public social media through:

- Cohort analysis system to detect early warning signs;
- Real-time subject detection system that uses AI to identify subjects brought up by cohort members on social media;
- Influence forecasting to anticipate subjects that are spreading, based on engagement levels;
- Warning system that the client can set up to suit their needs.

Sopra Steria solutions enable organisations to stay at the forefront of information security. The Group has developed a number of artificial intelligence systems trained in deepfake detection, as well as fact-checking services that combine human and AI analysis.

Sopra Steria intends to extend its lead in 2026 and beyond. With this in mind, its priorities include carrying out an internal diagnosis of IT vulnerabilities, expanding its systems across the whole of Europe and working to address the issue of "young people and digital technology" to protect young people from risks associated with excessive screen time.

5.1.5. METRICS RELATED TO "CYBERSECURITY AND DIGITAL SOVEREIGNTY" [MDR-M]

Sopra Steria tracks the effectiveness of its action plans concerning its entities and main departments responsible for implementation by establishing dedicated governance structures and committees and a monitoring overview.

5.2. Developing responsible digital technology

5.2.1. PRESENTATION OF THE CONTEXT, MATERIAL IMPACTS, RISKS AND OPPORTUNITIES

As a digital services company, Sopra Steria supports organisations through their digital transformation by providing them with digital solutions. Once up and running, these solutions have an effect on the environment as well as their users. These user groups may be Sopra Steria client employees or their end-clients, who may be private individuals or professionals.

Sopra Steria's professional clients work in many different companies across many business sectors, mainly in Europe: transport, public services, financial services, energy, telecoms, etc. This diversity makes describing Sopra Steria's end-user types a particularly complex task. As a digital services company, Sopra Steria's activities help to fulfil these services. Its clients are responsible for providing these digital services to consumers and end-users.

Environmental impacts of digital technology, amplified by the rise of AI

It is important to consider the materiality of digital technology, which is both energy- and resource-intensive. While the volume of digital equipment has increased substantially, the minerals required to manufacture this equipment is becoming scarce. This growing use of digital technology also contributes to an increase in greenhouse gas emissions. According to a study published in 2025[1] by the Green IT association, the digital sector accounted for 3.65% of global greenhouse gas emissions in 2023 – enough to have an influence on global warming.

While the digital industry has certainly enabled significant gains in efficiency, its growing environmental impact is at odds with the limits of our planet. This trend has been intensified by the rise of AI. According to projections in the latest report by The Shift Project,[2] global electricity consumption by data centres could increase by a factor of 2.8 between now and 2030, with the proportion of consumption accounted for by AI rising from 15% to at least 35%. These orders of magnitude are consistent with forecasts by the International Energy Agency (IEA). It also expects consumption by data centres to at least double over the period.

There is a pressing need for change in the digital sector. Sopra Steria must evolve by offering its clients digital solutions that have been designed sustainably to minimise their environmental footprint.

Digital inclusion

Digital inclusion is a major issue. According to a 2025 survey by ARCEP (the French authority responsible for regulating electronic communications) and the CREDOC research centre, nearly 36% of the French population face barriers to using digital technology. Despite a gradual improvement, this figure points to a persistent digital divide, also in evidence at the global level (affecting around one third of the global population in 2024, according to the ITU).

This reality underscores the importance of guaranteeing access to digital services and tools to ensure that digital technology truly promotes equal opportunities. For Sopra Steria, this involves, in particular, contributing to the development of accessible digital technology by incorporating digital accessibility standards into its solutions in order to design inclusive interfaces.

Digital ethics

Digital ethics constitutes a broad methodological framework encompassing the full spectrum of issues related to the responsible use of digital technologies. While the principles of digital ethics apply to all digital technology, they are now becoming particularly critical as artificial intelligence becomes more pervasive. The entry into force of the AI Act adds to this momentum by putting in place a strict framework for the development of explainable, non-discriminatory AI systems under human supervision.

Strategic enabler of the sustainability transition

Digital technology can also facilitate and accelerate client transition to more sustainable business models:

- As the **common denominator of sector transformation**, it supports convergence towards more responsible models;
- As a **management and decision-support tool**, it encourages coordination and data sharing, which are prerequisites for executing a systemic transformation;
- As an **accelerator of the environmental transition**, it contributes to the traceability, optimisation and control of physical flows, within the context of the growing climate emergency.

(1) Study undertaken by Green IT: "Global environmental impacts of digital technology in 2025".
(2) The Shift Project, final report: "AI, data, and computing: shaping infrastructures for a decarbonised world".

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES SPECIFIC TO SOPRA STERIA

Description of the materiality of "Developing responsible digital technology" for Sopra Steria (specific sustainability matter)		Time horizon	Stage of the value chain giving rise to the IRO
Negative impact	Contributing to the digital divide and inequalities in accessing digital services by failing to take into account the needs of the population as a whole.	Short term	Sopra Steria's own operations and downstream value chain
Negative impact	Contribution to the environmental impacts of digital technology and its acceleration via the increasing presence of AI within our services and solutions.	Medium term	Sopra Steria's own operations and downstream value chain
Risk	Poor anticipation and incorporation of clients' changing sustainability needs into solutions and operations, particularly in keeping with accelerating digital impacts.	Long term	Sopra Steria's own operations and downstream value chain
Opportunity	Increase in market share linked to solutions that help clients accelerate their sustainability transition.	Short term	Sopra Steria's own operations and downstream value chain

5.2.2. POLICY RELATED TO "RESPONSIBLE DIGITAL TECHNOLOGY" [MDR-P]

5.2.2.1. Presentation of the approach

Sopra Steria has launched an approach to become a benchmark provider of responsible digital technology, with two complementary programmes:

"Standards for low-impact business lines" programme. The programme aims to modernise consultancy and engineering services to offer clients low-impact digital solutions within the context of the growing integration of AI. This goal draws on three areas of action:

- Sustainable digital technology: minimise the environmental impacts of solutions;
- Digital inclusion: promote access for all;
- Digital ethics: adhere to solid ethical principles

5. "Digital solutions for sustainable business" programme. The programme aims to support clients in the transition to sustainable business by offering digital solutions to accelerate their transformation.

In 2025, this approach was structured around Group programmes, each with dedicated projects and action plans. This programme-based approach is new and may be adjusted and improved in subsequent periods.

For Sopra Steria, stakeholders that are affected by or contribute to this approach include company employees, clients and, by extension, end-users.

Roadmap related to "Responsible digital technology"

In 2024, this approach and the associated objectives were formalised in the "Responsible digital technology" roadmap, which was submitted to Executive Management and covers the 2025-2027 period. The roadmap includes an analysis of the key internal and external stakeholders with respect to responsible digital technology. In 2025, these overarching priorities and objectives were broadly communicated within the Group.

The approach has mainly been started in France, in collaboration with a few major clients. The roadmap also aims to standardise and extend this approach across all Group entities and geographic regions.

The roadmap is managed by the Responsible Digital Technology unit of the Sustainability & Corporate Social Responsibility (SCSR) Department. The unit collaborates with Digital Sustainability Officers at the Group's various entities. This management process also involves a community of responsible digital technology specialists who support operations.

Numérique Responsable certification

To measure its maturity and structure its approach, Sopra Steria received Level 1 Numérique Responsable (NR) certification in 2023. This certification covers the Company's consulting and systems integration services and is valid for a period of two years (scope: France). This French certification, based on the standards set by the INR (Institut du Numérique Responsable), is awarded to organisations that have put in place a responsible digital technology approach. The award of the certification led to an improvement plan being integrated into the "Responsible digital technology" roadmap.

In 2025, Sopra Steria began the certification process for NR Level 2 – the highest level – for the "France" scope (audit carried out in November 2025). The Level 1 certification process was extended to five other Group entities.

5.2.2.2. Standards and regulations

Our reference framework is based on the following standards and regulations.

Topic	Name	Description
Minimising environmental impacts	ARCEP's RGESN: sustainable design framework for digital services	French guide setting out best practices for sustainable design in digital services, aiming to limit their environmental impact.
	ISO 14040/14044	International standard for carrying out life cycle assessments (LCAs): a methodological framework for assessing the complete environmental impact of a product or service.
	Frugal AI (AFNOR)	French guide to designing resource-efficient AI
Guaranteeing digital accessibility	WCAG (W3C)	International framework ensuring that websites are accessible, functional, comprehensible and robust for all audiences.
	Accessibility Act (EU)	EU regulation to improve the accessibility of digital products and services.
Digital ethics	AI Act (EU)	EU regulation governing the use of artificial intelligence systems, classifying these systems by level of risk and aiming to ensure transparency, data quality, security and human oversight.

5.2.2.3. Financial resources

The Group considers the total financial resources allocated to the action plans related to the "Developing responsible digital technology" policy to be material (see Section 1.3.2.1 of this chapter). Initial identification work was undertaken in 2025 to better understand the resources involved. This work mainly relates to training required and the time to be spent by the teams responsible for implementing the roadmap. This work will be continued and extended over the coming financial years.

5.2.3. ACTION PLANS AND RESOURCES RELATED TO "RESPONSIBLE DIGITAL TECHNOLOGY"

5.2.3.1. "Standards for low-impact business lines" programme

a. Action plan – "Sustainable digital technology"

Targets related to "Sustainable digital technology" [MDR-T]

The target is, in collaboration with clients, to progressively take into account environmental impact in consulting and engineering services.

- Integration services: Sustainable design practices are used to minimise the environmental impact of digital solutions provided. The RGESN[1] is employed as a reference framework, offering recommendations to reduce the environmental impact of the solutions developed. For AI-based digital services, the AFNOR Guide to Frugal AI serves as a guide to designing of solutions with a lower environmental impact.
- Consulting services: thanks to the "360° value" methodological framework, it is possible to assess the holistic value of a project – over and above its sole financial value – for all stakeholders, by integrating ESG considerations as key factors for success.

The goal is for the practices described above to be integrated into sales proposals wherever possible, so that a proactive approach is taken. These practices must progressively become standards for our operations. They are however still in the process of being rolled out: they are not yet established as standards for our profession and their adoption remains variable depending on the country and client. This objective is monitored according to the governance structure described in the policy.

Actions and resources related to "Sustainable digital technology" [MDR-A]

Initially launched in France, the actions aim to make sustainable design the standard for our integration services. They are progressing by gradually extending to all Group entities.

The "360° value" methodological framework was put in place in 2024 and is being rolled out within all the Group's consulting entities.

With the rise of AI, environmental impacts are growing, making it vital to step up the action in place to develop frugal AI practices. The publication of the general framework for frugal AI in 2024 and the emergence of other frameworks and guidelines marked an initial step forwards. In 2025, Sopra Steria carried out work to pool and simplify all these sources of information. The goal is to disseminate sustainable design best practices for its AI projects that are easy to adapt and apply.

In 2026, Sopra Steria will maintain the actions put in place in 2025 in order to implement these practices on a large scale.

(1) General guidelines for the sustainable design of digital services *(RGESN)*

Training

- Roll out of a responsible digital technology awareness course for all employees together with specific training for managers, based on the Digital Collage;
- Training employees in sustainable design for digital services, in two formats: a short digital module and a one-day general training course (updated to include the specific characteristics of AI). These training courses are developed by Sopra Steria and adapted to its business lines;
- Training for consultants in the overarching "360° value" approach designed to help Sopra Steria's clients in the upstream phase make decisions that support the sustainable transformation;
- In France, training in responsible AI for all new staff, delivered in the form of a fun, interactive workshop (2 hours).

Industrialisation and tools

- Continuation of work on tools: **G4IT** (Green for IT), a tool for assessing the impact of information systems and digital services; **Ecomind AI**, an assessment tool for anticipating the environmental impact of an AI from the design stage;
- Sharing these tools under an open-source licences in a spirit of digital-sector-wide collaboration and sharing;
- Integration of digital sustainability tools into the Digital Enablement Platform (DEP), the Group's development platform;
- Roll-out of tools on projects.

Internal communications

- Providing methodologies and tools through shared spaces: the Sustain.Digital hub, a dedicated Sustainable AI page on the Group AI hub and the House of Consulting.

Raising awareness across a wider audience, following on from the publication of the following in 2025:

- White paper entitled "AI & Environment: clearing the information fog"[1]: this study resolves the confusion that exists around the topic of AI and the environment. It advocates for a middle ground between naive techno-optimism and outright rejection of technology, promoting a transparent, reasoned and frugal roll-out of AI to support the green transition;
- Scientific article on "CompactifAI"[2] looking at the environmental benefits of a compression solution for AI models.

Emergence of standards

- Active contributions to the state of the art on sustainability aspects of digital technology and AI, alongside norms and standards organisations:
  - Involvement in drafting the ADEME application PCR;
  - European Committee for Standardization, "Guidelines and metrics for the environmental impact of artificial intelligence systems and services";
  - AFNOR.

Ecosystem

- Participation in events and working groups, both academic (INRIA) and association-based (Institut du Numérique Responsable, Boavizta and Data for Good).
- Membership of the international "Coalition for Sustainable AI" community. It works to highlight initiatives to align the development of AI with global sustainability goals and promote responsible AI that supports environmental policies.

The items relating to financial resources allocated to the action plans are detailed in Section 5.2.2 of this chapter.

Metrics related to "Sustainable digital technology" [MDR-M]

To date, the training actions have been managed jointly by the Sopra Steria Academy – to ensure the training is delivered effectively – and the SCSR Department's Responsible Digital Technology unit. They are monitored using metrics derived from the training databases. They provide an insight into the resources in place to roll out sustainable design for the "France" scope and the results in terms of the number of employees trained.

In 2025, Sopra Steria progressively extended monitoring of training actions to other Group entities. It also started tracking the number of proposals and projects using a sustainable design approach.

Sustainable design training	Total at year-end 2025
Total number of employees across the company made aware of sustainable design principles for digital services (e-learning module)	8,999
Total number of employees across the company trained in sustainable design principles for digital services	1,297

b. Action plan – "Digital inclusion"

Targets related to "Digital inclusion" [MDR-T]

Sopra Steria aims to integrate digital accessibility standards into its software engineering services. Its goal is to guarantee access to digital services for people with disabilities and promote more inclusive digital technology. The WCAG is the international technical standard for digital accessibility. In certain countries, local norms may exist alongside this framework, such as the RGAA in France, which sets the rules for checking compliance.

The EAA came into force in mid-2025 and has helped to harmonise digital accessibility legislation across the EU. The situation, however, still varies depending on the country, with differences between the organisations concerned (public or private sector), their size and the digital services covered (internal or external).

Our goal is to help make digital accessibility a standard. We aim to integrate accessibility considerations into our digital services and our projects. Through this approach, we aspire to achieve WCAG compliance at Level AA. This goal will be tracked as part of the governance system described in this policy.

Actions and resources related to "Digital inclusion" [MDR-A]

In 2025, Sopra Steria rolled out a catalogue of digital accessibility training and upskilled internal teams. These actions help support the progressive integration of the requirements of WCAG AA in new digital solutions. A pool of certified auditors has been created in France to guarantee a high level of expertise. Where necessary, the auditors are supported by external partners. Development processes have been enhanced with tools that carry out tests automatically or manually to facilitate compliance with standards.

(1) https://www.soprasteria.com/docs/librariesprovider2/sopra-steria-corporate/publications/07072025_ai-environment-report_en.pdf?sfvrsn=990538db_24
(2) https://arxiv.org/pdf/2507.08836

Lastly, a Group Accessibility Specialist has been appointed to structure and oversee this approach.

In 2026, Sopra Steria will continue all these actions to cement the goal of integrating WCAG AA compliance into future digital projects for the long term.

Training

- Roll-out of a digital accessibility awareness model to all employees;
- Enhancement of digital accessibility expertise across all business lines involved in designing and developing services;
- Development and consolidation of a pool of accessibility experts.

Skills development

- Creation and management of a community of digital accessibility experts within the Group.

Industrialisation and new tools

- Continued deployment of dedicated testing tools.

Internal communications

- Sharing of methodologies and tools through the shared space on the Sustain.Digital hub.

The items relating to financial resources allocated to the action plans are detailed in Section 5.2.2 of this chapter.

Metrics related to "Digital inclusion" [MDR-M]

Digital accessibility awareness training is tracked using a specific metric for the "France" scope. This provides a measurement of efforts made to help employees adapt. This metric is supplied with data taken from Sopra Steria training databases. This approach will be extended to the other countries in 2026.

At the start of 2025, Sopra Steria implemented new metrics at Group level to track the following:

- Roll-out of digital accessibility training modules;
- Number of new proposals that incorporate accessibility considerations from the design stage.

c. Action plan – "Digital ethics"

Targets related to "Digital ethics" [MDR-T]

Sopra Steria's digital ethics approach aims to develop holistic impact analysis (sociological, anthropological, economic, legal, etc.) of projects run by the Company, and also changes in the business sector as a whole.

A dedicated governance structure has been created for this purpose. At the end of 2023, an Ethics Specialist for the Group was appointed to the SCSR Department. This topic is included in the "Responsible digital technology" roadmap.

Sopra Steria's objectives are to:

- Develop awareness, both inside and outside the company, of the ethical issues relating to digital technology to encourage people to identify and examine the relevant questions and issues;
- Put in place digital ethics governance and a structured approach to this issue within Sopra Steria.

Actions and resources related to "Digital ethics" [MDR-A]

In 2025, Sopra Steria developed an "Introduction to digital ethics" e-learning module for all employees in France. Once the design phase was complete, the e-learning module was moved into the pilot roll-out phase. Simultaneously, further training was provided to ethics correspondents. With a seven-hour live module added to complement the training initially planned. The role of these correspondents is to analyse requests from employees to identify common doubts relating to ethics.

Several awareness activities have been organised in educational institutions and with clients. The purpose is to help develop an appreciation of digital ethics principles and the importance of implementing them in projects.

In addition, Sopra Steria is a founder member of The European Trustworthy AI Association, which promotes trustworthy AI engineering.

Between now and 2027, Sopra Steria will continue with activities already launched in France:

- Roll-out of the digital ethics awareness module;
- Continuation of internal and external awareness activities;
- Enhancement of the network of ethics correspondents;
- Projects with clients to assist them in implementing digital ethics principles.

Performance measures related to "Digital ethics" [MDR-M]

To date, the effectiveness of actions to promote awareness, introduce the ethics concept and implement shared frameworks has been tracked using stakeholder satisfaction levels. These items are compared to current practices in the sector to take advantage of best practices.

In 2026, the number of employees trained in digital ethics in France will be tracked to drive the achievement of the roll-out objectives.

5.2.3.2. "Digital solutions for sustainable business" programme

d. Action plan – "Digital technology for the transition"

Targets related to "Digital technology for the transition" [MDR-T]

Sopra Steria supports its clients by offering technological solutions to accelerate their environmental and social transition. This is reflected in:

- Cross-sector services and solutions:
  - IT system transformation: to reduce environmental impacts and improve digital accessibility;
  - Sustainable product design: to integrate environmental and social criteria from the design stage;
  - Sustainability performance management: use of data to track ESG metrics;
- Sector-specific services and solutions:
  - Aviation, Energy & Utilities, Transport, Financial Services, etc.

These services and solutions are designed to provide solutions tailored to the sector and the client's context, to help them develop their model to make it more sustainable.

As a key partner, Sopra Steria supports its major clients in developing their IT systems. With sustainability now at the heart of their businesses, it is an integral part of the projects to transform their operations.

Actions and resources related to "Digital technology for the transition" [MDR-A]

Sopra Steria is taking action to develop digital solutions that help its clients accelerate their environmental and social transition:

- IT system transformation services and solutions:
  - In 2025, ongoing training for sales teams in France on services and solutions that help reduce the environmental impacts of digital technology;
  - In late 2025, market launch of a range of services and solutions focused on digital accessibility for IT systems, with roll-out to sales teams for France in 2026;

- At our CIMPA subsidiary, specialising in product lifecycle management (PLM), integration of the digital product passport (DPP) for greater emphasis on the circular economy in our services and solutions;
- Contribution to projects dedicated to the environment, the climate and biodiversity, such as the EU's "Copernicus" programme, which collects land and marine observation data;
- Contribution to sector transformation projects such as aviation decarbonisation, rail sector development and the transition to low-carbon sources of energy.
- Organisation of consulting practices addressing sustainability at Group level, with objectives regarding skills development and new services and solutions, sharing experience and capitalising on capabilities: "Sustainability & Ethics" and "Innovation & Design" practices.

Metrics related to "Digital technology for the transition" [MDR-M]

At this stage, there are no metrics consolidated at the Group level.

6. Assurance report on sustainability reporting

ASSURANCE REPORT ON SUSTAINABILITY REPORTING AND VERIFICATION OF DISCLOSURE REQUIREMENTS SET OUT IN ARTICLE 8 OF REGULATION (EU) 2020/852

Financial year ended 31 December 2025

To the shareholders at the General Meeting,

This report (verification opinion) is issued in our capacity as Sopra Steria Group's Statutory Auditor (ACA Nexia) and independent third party (Cabinet de Saint Front). It concerns sustainability reporting and the disclosure requirements set out in Article 8 of Regulation (EU) 2020/852, relating to the financial year ended 31 December 2025, included in the Group Management Report and set out in Chapter 4 of the Universal Registration Document.

Our work, which relates to these disclosures, was carried out in an evolving landscape characterised by uncertainty regarding the interpretation of certain texts and the development of market practices.

In accordance with Article L. 233-28-4 of the French Commercial Code, Sopra Steria Group is required to include the aforementioned information in a separate section of its Universal Registration Document.

This information[1] gives an understanding of the impacts of Sopra Steria Group's activity on sustainability matters, as well as how these matters influence changes to its business, results and consolidated financial position. Sustainability matters include environmental, social and corporate governance matters.

In accordance with paragraph II of Article L. 821-54 and L. 822-24 of the aforementioned code, our mission is to carry out the work required to issue a notice of limited assurance, covering:

- compliance with the requirements arising from sustainability information standards adopted by the European Commission pursuant to Article 29b of Directive (EU) 2013/34 of the European Parliament and of the Council of 26 June 2013, as amended by Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 (henceforth referred to as ESRS [European Sustainability Reporting Standards]), of the process implemented by Sopra Steria Group to ascertain the reported information, which include, where applicable, the obligation to consult the Works Council set out in the final paragraph of Article L. 2312-17 of the French Labour Code;
- compliance of sustainability information provided in Chapter 4 of the Group's Universal Registration Document with the requirements of Article L. 233-28-4 of the French Commercial Code, including with the ESRS; and
- compliance with the disclosure requirements set out in Article 8 of Regulation (EU) 2020/852.

This mission is conducted in compliance with ethical rules, including independence, the quality rules defined in the French Commercial Code and, for Cabinet de Saint Front, the REV01 CSRD programme of 10 November 2025.

It is also covered by the Haute Autorité de l'Audit (French audit regulator) guidelines: *"Assurance engagement on sustainability reporting and verification of disclosure requirements set out in Article 8 of Regulation (EU) 2020/852"*.

In the three separate parts of the report that follow, we have presented – for each focus area of our mission – the verification method used, the conclusions drawn and, based on those conclusions, the areas to which we paid particularly close attention and the due diligence procedures we implemented in those areas. We would like to draw your attention to the fact that we have not included a conclusion about these elements in isolation and that the areas of diligence described are part of the global context used to draw the conclusions put forward against each of the three focus areas of our mission.

Finally, when we believe it necessary to highlight any of the sustainability information supplied by Sopra Steria Group in the Group Management Report, we include a section with our observations.

LIMITATIONS OF OUR ASSIGNMENT

As our mission is to give limited assurance, the nature of the work (choice of control technique), its extent (scope) and its duration are less than required to give reasonable assurance.

This mission does not aim to guarantee the viability or the quality of Sopra Steria Group management. It does not aim to give an assessment, which would go beyond compliance with the ESRS information requirements regarding the suitability of choices made by the Sopra Steria Group in terms of action plans, targets, policies, scenario analyses and transition plans.

Furthermore, in the case of forward-looking information, which is by nature uncertain, actual future performance will sometimes differ significantly from the forward-looking information presented in the Group Management Report.

(1) Historical, extrapolated or hypothetical as defined in ISO 17029.

Our mission does, however, aim to draw conclusions regarding the process through which reported sustainability information is ascertained, the information itself, and the information reported in accordance with Article 8 of Regulation (EU) 2020/852, as to the lack of identification or indeed the identification of errors, omissions and inconsistencies of a significance such that they could influence decisions taken by those who read the information that we have verified.

Our mission does not cover compliance by the entity with legislation and regulations concerning the vigilance plan published in accordance with Article L. 225-102-1 of the French Commercial Code.

Sustainability information and the information laid down in Article 8 of Regulation (EU) 2020/852 may be subject to inherent uncertainties relating to the level of scientific knowledge and the quality of external data used. Some information is sensitive to choices of methodology, assumptions and estimates used in preparing that information and set out in the Group Management Report.

Compliance with requirements arising from the ESRS of the process put in place by Sopra Steria Group to ascertain the information reported, which include the obligation to consult the Works Council provided for by the final paragraph of Article L. 2312-17 of the French Labour Code

TYPE OF CHECKS CARRIED OUT

Our work involved checking that:

- the process defined and implemented by Sopra Steria Group, including the obligation to consult the Works Council provided for by the final paragraph of Article L. 2312-17 of the French Labour Code, enabled it, as required by the ESRS, to identify and assess its impacts, risks and opportunities related to sustainability matters and to identify those material impacts, risks and opportunities that led to the publication of sustainability information in Chapter 4 of the Universal Registration Document; and
- the information provided regarding this process is also compliant with the ESRS.

CONCLUSIONS DRAWN FROM CHECKS CARRIED OUT

Our checks did not reveal any material errors, omissions or inconsistencies in respect of the compliance of the process implemented by Sopra Steria Group with the ESRS.

ITEMS TO WHICH PARTICULAR ATTENTION WAS PAID

We present below the items to which we paid particular attention when assessing compliance with the ESRS of the process put in place by Sopra Steria Group to determine disclosures.

The information about how the entity updates its double materiality assessment, concluding that there was no material change in the financial year that would require the double materiality process to be revised, is referred to in Section 1.3.1 of Chapter 4 of the Group's Universal Registration Document.

By interviewing management and other individuals we considered appropriate and by inspecting available documentation, we:

- familiarised ourselves with analyses undertaken by the entity, in particular its assessment of internal and external factors considered;
- critically reviewed documentation covering analyses undertaken by the entity and the approach implemented by the entity to identify internal and external factors to be considered;
- assessed the appropriateness of the internal and external factors considered by the entity in light of our knowledge of the entity and its specific circumstances;
- assessed whether the available sector analyses and competitive benchmarks we considered relevant called into question the actual and potential impacts, risks and opportunities identified by the entity;
- assessed the appropriateness of the process put in place by the entity to assess impact materiality and financial materiality so as to determine material disclosures (including the setting of thresholds) in light of our knowledge of the entity and its specific circumstances;
- assessed the appropriateness of the description given in this regard in Section 1.3.1 of Chapter 4 of the Universal Registration Document.

Compliance of sustainability information provided in Chapter 4 of the Universal Registration Document with the requirements of Article L. 233-28-4 of the French Commercial Code, including with the ESRS.

TYPE OF CHECKS CARRIED OUT

Our work involved checking that, in compliance with the current laws and regulations, including the ESRS:

- the information provided makes it possible to understand the methods used in the preparation and governance of the sustainability information included in Chapter 4 of the Universal Registration Document, including methods of ascertaining information relating to the value chain and the disclosure exemptions applied;
- the information is presented in a way that makes it clear and comprehensible;
- the scope used by Sopra Steria Group concerning this information is appropriate; and
- based on a sample, selected using our analysis of compliance risks for the information provided and the expectations of its users, that the information presented does not include any errors, omissions or incoherences that are material, i.e. liable to influence the judgement or the decisions of users of the information.

CONCLUSIONS DRAWN FROM CHECKS CARRIED OUT

Our checks did not reveal any material errors, omissions or inconsistencies in respect of the compliance of the sustainability information provided in Chapter 4 of the Group's Universal Registration Document with the provisions of Article L. 233-28-4 of the French Commercial Code, including with the ESRS.

ITEMS TO WHICH PARTICULAR ATTENTION WAS PAID

Information supplied in accordance with environmental requirements (ESRS E1 to E5)

Disclosures in respect of climate change (ESRS E1) are presented in Section 2 of Chapter 4 of the Group's Universal Registration Document.

We present below the items to which we paid particular attention in respect of the compliance of this information with the ESRS.

OUR WORK CONSISTED PRIMARILY OF:

- on the basis of interviews with the Operations Department, the Strategy Department and the France, Spain and Germany reporting units, assessing the description of environmental policies, actions and targets;
- assessing the appropriateness of the information presented in the environmental section of the sustainability information included in the Group Management Report and its overall consistency with our knowledge of the entity;
  - As regards disclosures in respect of greenhouse gas emissions:
    - We familiarised ourselves with the internal control procedures put in place by the entity to ensure the consistency of the information reported;
    - We assessed the consistency of the scope measured for the greenhouse gas emissions assessment with the scope of the consolidated financial statements, the activities under operational control and the upstream and downstream value chain;
    - We familiarised ourselves with the protocol for preparing the greenhouse gas emissions inventory used by the entity to draw up the greenhouse gas emissions assessment and assessed the way it was applied, across a selection of emissions categories and sites, for Scopes 1, 2 and 3;
    - We assessed the suitability of emissions factors used to calculate the associated conversions, as well as the calculation and extrapolation assumptions, given that such information may be subject to inherent uncertainties relating to the level of scientific or economic knowledge and the quality of external data used;
    - For physical metrics (such as energy consumption), we reconciled a sample of the underlying data used to prepare the greenhouse gas emissions assessment with the relevant documents;
    - We used analytical procedures;
  - As regards the estimates that we considered to be fundamental used by the entity to prepare its greenhouse gas emissions assessment:
    - Through discussions with those responsible for the metrics, we familiarised ourselves with the methodology used to calculate the estimates and the sources of information on which they are based;
    - We assessed whether the methods had been implemented consistently or whether any changes had been made since the previous period, and whether these changes were appropriate;
    - We checked the arithmetical accuracy of the calculations used to prepare the information.

Information supplied in accordance with social requirements (ESRS S1 to S4)

Disclosures in respect of the Group's own workforce (ESRS S1) are provided in Section 3.1, "Sopra Steria employees [S1]" of Chapter 4 of the Group's Universal Registration Document.

We present below the items to which we paid particular attention in respect of the compliance of this information with the ESRS.

- On the basis of interviews with individuals responsible for social information, we:
  - familiarised ourselves with the process of collecting qualitative and quantitative information and compiling it for processing with a view to publishing material disclosures in the Sustainability Report;
  - reviewed the available underlying information;
  - implemented procedures consisting in verifying that this information had been properly consolidated;
  - familiarised ourselves with the internal control and risk management procedures put in place by the Group, though we did not test the design or operational effectiveness of those controls;
- Based on a selected sample of information, we:
  - reviewed the geographical and legal scope across which the information has been prepared;
  - assessed whether the methods and assumptions used by the entity to determine disclosures are appropriate in light of ESRS S1;
  - drew up and implemented analytical procedures appropriate to the information under review in line with changes in business activity; reviewed, on the basis of sampled information, the evidence provided together with the corresponding information;
  - checked the arithmetical accuracy of calculations used in preparing the information, after applying rounding rules where applicable.
- We also assessed:
  - whether the description of the policies, actions and targets implemented by the entity covered the following areas: training and skills development, diversity and equal opportunities, employee protection and trust and social dialogue;
  - the description of how employees of the Company can report their concerns and how issues are monitored and escalated, notably via the whistleblowing procedure.
- Lastly, we assessed the appropriateness of the information presented in Section 3 of Chapter 4 of the Universal Registration Document and its overall consistency with our knowledge of the entity.

Statement of reasonable assurance on selected quantitative metrics

TYPE OF CHECKS CARRIED OUT

Regarding the quantitative metrics selected by the Company and identified by the symbol ✓, we performed, at the request of the Company and in line with its proactive approach, the same types of procedure as those described in the "Type of checks carried out" section above for compliance of sustainability information provided in Chapter 4 of the Group's Universal Registration Document with the requirements of Article L. 233-28-4 of the French Commercial Code, including the ESRS, but in a more in-depth manner, in particular with respect to the number of tests conducted.

The selected sample thus represents an average of 54% of the workforce for social and environmental metrics identified by the symbol ✓.

We believe that these procedures enable us to express a reasonable assurance conclusion with respect to the metrics selected by the Company and identified by the symbol ✓.

CONCLUSIONS DRAWN FROM CHECKS CARRIED OUT

In our opinion, the metrics selected by the Company and identified by the symbol ✓ have been prepared, in all material respects, in accordance with the ESRS and the Guidelines specified in the Sustainability Report.

Compliance with disclosure requirements set out in Article 8 of Regulation (EU) 2020/852

Type of checks carried out

Our work involved checking the process used by Sopra Steria Group to determine whether the activities of the entities included within the scope of consolidation were eligible and aligned.

It also involved verifying the information reported in accordance with Article 8 of Regulation (EU) 2020/852, which meant checking:

- the information is presented in accordance with the presentation rules set out to ensure it is clear and comprehensible;
- based on a sample, that the information provided does not include any errors, omissions or incoherences that are material, i.e. liable to influence the judgement or the decisions of users of the information.

CONCLUSIONS DRAWN FROM CHECKS CARRIED OUT

Our checks did not reveal any material errors, omissions or inconsistencies in respect of compliance with the requirements set out in Article 8 of Regulation (EU) 2020/852.

ITEMS TO WHICH PARTICULAR ATTENTION WAS PAID

- Eligibility of activities

For each relevant item:

  - We verified the main checks carried out to ensure compliance with the relevant requirements of Article 8 of Regulation (EU) 2020/852.
- Alignment of eligible investments

For each relevant item:

  - We verified the checks carried out to ensure compliance with technical and DNSH criteria.
- For key performance indicators and accompanying information
  - We:
    - through discussions with those responsible for Taxonomy data, familiarised ourselves with the methodology used to calculate estimates and the sources of information on which they are based.
    - assessed whether the methods had been implemented consistently.
  - We checked the arithmetical accuracy of the calculations used to prepare the information.

Paris and Toulouse, 4 March 2026

French original signed by

The Statutory Auditors

ACA Nexia

Represented by

Sandrine Gimat

The Independent Third Party,

Cabinet de Saint Front

Represented by

Pauline de Saint Front

This is a free translation into English of a report issued in French. It is provided solely for the convenience of English-speaking users.

7. Cross-reference tables

7.1. Mapping of CSRD disclosure requirements covered

Reference of CSRD requirement covered		Chapter and section no.
BP-1	General basis for preparation of the sustainability statement	No. 4 _ 1.4.3
BP-2	Disclosures in relation to specific circumstances	No. 4 _ 1.4.4
GOV-1	The role of the administrative, management and supervisory bodies	No. 4 _ 1.2.1; No. 3 _ 1.2.2, 1.2.3, 1.2.4.
GOV-2	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	No. 4 _ 1.2.2
GOV-3	Integration of sustainability-related performance in incentive schemes	No. 4 _ 1.2.3; No. 3 _ 2
GOV-4	Statement on due diligence	No. 4 _ 4.2.2
GOV-5	Risk management and internal controls over sustainability reporting	No. 4 _ 1.2.4
SBM-1	Strategy, business model and value chain	No. 4 _ 1.1.1
SBM-2	Interests and views of stakeholders	No. 4 _ 1.1.2
SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	No. 4 _ 1.1.3
IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	No. 4 _ 1.3.1
IRO-2	Disclosure Requirements in ESRS covered by the undertaking's sustainability statement	No. 4 _ 1.3.2
MDR-P	Policies adopted to manage material sustainability matters	All sections relating to material matters in Chapter 4
MDR-A	Actions and resources in relation to material sustainability matters	
MDR-M	Metrics in relation to material sustainability matters	
MDR-T	Tracking effectiveness of policies and actions through targets	
E1 GOV-3	Integration of sustainability-related performance in incentive schemes	No. 4 _ 1.2.3; No. 3 _2
E1 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	No. 4 _ 2.1.1
E1 IRO-1	Description of the processes to identify and assess material climate-related impacts, risks and opportunities	No. 4 _ 2.1.1
E1-1	Transition plan for climate change mitigation	No. 4 _ 2.1.2.2
E1-2	Policies related to climate change mitigation and adaptation	No. 4 _ 2.1.2.1
E1-3	Actions and resources in relation to climate change policies	No. 4 _ 2.1.2.4
E1-4	Targets related to climate change mitigation and adaptation	No. 4 _ 2.1.2.3
E1-5	Energy consumption and mix	No. 4 _ 2.1.2.4
E1-6	Gross Scopes 1, 2, 3 and Total GHG emissions	No. 4 _ 2.1.2.5
E1-7	GHG removals and GHG mitigation projects financed through carbon credits	No. 4 _ 2.1.2.4
E1-8	Internal carbon pricing	No. 4 _ 2.1.2.4
E5 IRO-1	Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities	No. 4 _ 2.2.1
E5-1	Policies related to resource use and circular economy	No. 4 _ 2.2.2.1
E5-2	Actions and resources in relation to resource use and circular economy	No. 4 _ 2.2.2.3
E5-3	Targets related to resource use and circular economy	No. 4 _ 2.2.2.2
E5-4	Resource inflows	No. 4 _ 2.2.2.4
E5-5	Resource outflows	No. 4 _ 2.2.2.4
S1 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	No. 4 _ 3.1.1

Reference of CSRD requirement covered		Chapter and section no.
S1-1	Policies related to the Company's workforce	No. 4 _ 3.1.2.1; 3.1.3.1; 3.1.4.1; 3.1.5.1; 3.1.6.1
S1-2	Processes for engaging with own workers and workers' representatives about impacts	No. 4 _ 4.2.2
S1-3	Processes to remediate negative impacts and channels for own workforce to raise concerns	No. 4 _ 4.2.2
S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	No. 4 _ 3.1.2.3; 3.1.3.2; 3.1.4.2; 3.1.5.2; 3.1.6.2
S1-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	No. 4 _ 3.1.2.2
S1-6	Characteristics of the undertaking's employees	No. 4 _ 3.1.2.4
S1-8	Collective bargaining coverage and social dialogue	No. 4 _ 3.1.6.3
S1-9	Diversity metrics	No. 4 _ 3.1.5.2
S1-12	Persons with disabilities	No. 4 _ 3.1.5.2
S1-13	Training and skills development metrics	No. 4 _ 3.1.3.3
S1-15	Work-life balance metrics	No. 4 _ 3.1.4.2
S1-16	Compensation metrics	No. 4 _ 3.1.5.2
S1-17	Incidents, complaints and severe human rights impacts	No. 4 _ 3.1.4.2; 4.2.2
S3 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	No. 4 _ 3.2.1
S3-1	Policies related to affected communities	No. 4 _ 3.2.2.1; 3.2.3.1
S3-2	Processes for engaging with affected communities about impacts	No. 4 _ 4.2.2
S3-4	Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions	No. 4 _ 3.2.2.3; 3.2.3.3
S3-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	No. 4 _ 3.2.22; 3.2.3.2
S4 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	No. 4 _ 3.3.1
S4-1	Policies related to consumers and end-users	No. 4 _ 3.3.2.1
S4-2	Processes for engaging with consumers and end-users about impacts	No. 4 _ 4.2.2
S4-3	Processes to remediate negative impacts and channels for consumers and end-users to raise concerns	No. 4 _ 4.2.2
S4-4	Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions	No. 4 _ 3.3.2.3
S4-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	No. 4 _ 3.3.2.2
G1 GOV-1	The role of the administrative, management and supervisory bodies	No. 4 _ 4.1.2
G1-1	Business conduct policies and corporate culture	No. 4 _ 4.1.3
G1-2	Management of relationships with suppliers	No. 4 _ 4.1.3
G1-3	Prevention and detection of corruption and bribery	No. 4 _ 4.1.3
G1-4	Confirmed incidents of corruption or bribery	No. 4 _ 4.2.2

7.2. Cross-reference table: SDG, Global Compact, GRI, TCFD-CDSB

Universal Registration Document		SDG[1]	10 Principles of the Global Compact	GRI[2]	TCFD-CDSB[3]
1.	General information				
1.1.	**Strategy**				
1.1.1.	Strategy, business model and value chain				
1.1.2.	Overview of how stakeholders' interests are taken into account within strategy	17	1 to 10	GRI 102-12, GRI 102-40	
1.1.3.	Links between sustainability performance, strategy and business model			GRI 102-15	REQ-03
1.2.	**Sustainability governance**				
1.2.1.	Sustainability performance management organisation			GRI 102-18	REQ-01
1.2.2.	Information communicated to sustainability performance commitees and leadership				
1.2.3.	Integration of sustainability-related performance in incentive schemes				
1.2.4.	Risk management and internal controls over sustainability reporting				
1.3.	**Impact, risk and opportunity management**				
1.3.1.	Double materiality assessment method				
1.3.2.	Method and mapping of information covered				
1.4.	**Methodological note on the drafting of the sustainability report**				
1.4.1.	Characteristics and transparency of information				
1.4.2.	Context and application of the regulatory framework				REQ-07, REQ-08
1.4.3.	General basis for preparation of the sustainability report				REQ-09, REQ-10
2.	Environmental information				
2.1.	**Climate Change**				
2.1.1.	Presentation of the context, material impacts, risks and opportunities	7, 9, 11, 13	7-8-9	GRI 102-15, GRI 305-5, GRI 302-5	REQ-03, REQ-04, REQ-06
2.1.2.	Reducing and mitigating the carbon footprint, and climate change adaptation	7, 9, 11, 13	7-8-9	GRI 305-1, GRI 305-2, GRI 305-3, GRI 305-4, GRI 305-5, GRI 302-1, GRI 302-3, GRI 302-4, GRI 302-5, GRI 201-2, GRI 102-12, GRI 308-1, GRI 308-2	REQ-01, REQ-02, REQ-04, REQ-05, REQ-11, REQ-12

Universal Registration Document		SDG[1]	10 Principles of the Global Compact	GRI[2]	TCFD-CDSB[3]
2.2.	**Circular economy**				
2.2.1.	Presentation of the context, material impacts, risks and opportunities	6, 11, 12, 15,	7-8-9	GRI 102-15, GRI 306-2, GRI 308-2	REQ-03, REQ-04, REQ-06
2.2.2.	Resource and waste management	6, 11, 12, 15	7-8-9	GRI 301-1, GRI 306-2, GRI 306-4, GRI 302-3, GRI 303-3, GRI 308-1, GRI 308-2	REQ-01, REQ-02, REQ-04, REQ-05, REQ-11, REQ-12
2.3.	**Information beyond materiality**	14, 15	7-8-9	GRI 304-1	
2.4.	**Information on the EU Taxonomy**				
3.	Social information				
3.1.	**Sopra Steria employees**				
3.1.1.	Presentation of the context, material impacts, risks and opportunities	4, 5, 8, 10	1-2-3-4-5-6	GRI 3-2	
3.1.2.	General human resources policy	4, 5, 8, 10	1-2-3-4-5-6	GRI 2-23, GRI 401-1,	
3.1.3	Priority placed on training and skills	3, 8, 10	1-2	GRI 404-1, GRI 404-3	
3.1.4.	Employee protection and trust	3, 8, 10,	1-2-6	GRI 403-1, GRI 403-9	
3.1.5.	Equal opportunities and diversity	4, 5, 10	1-2-6	GRI 405-1, GRI 405-2	
3.1.6.	Social dialogue	4, 5, 8	3	GRI 407-1	
3.2.	**Affected communities [S3]**				
3.2.1.	Presentation of the context, material impacts, risks and opportunities	1, 3, 4, 5, 8, 10, 11			
3.2.3.	**Solidarity and volunteering**				
3.2.2.1.	Policy related to "Solidarity and volunteering"	1, 3, 4, 5, 8, 10			
3.2.2.2.	Targets related to "Solidarity and volunteering"	1, 3, 4, 5, 8, 10			
3.2.2.3.	Actions related to "Solidarity and volunteering"	1, 3, 4, 5, 8, 10			
3.2.2.4.	Metrics related to "Solidarity and volunteering"	1, 3, 4, 5, 8, 10			
3.2.3.	**Regional presence**				
3.2.3.1.	Policy related to "Regional presence"	4, 8, 11			
3.2.2.2.	Targets related to "Regional presence"	4, 8, 11			
3.2.2.3.	Actions related to "Regional presence"	4, 8, 11			
3.2.2.4.	Metrics related to "Regional presence"	4, 8, 11			

Universal Registration Document		SDG[1]	10 Principles of the Global Compact	GRI[2]	TCFD-CDSB[3]
3.3.	**Consumers and end-users**				
3.3.1.	Presentation of material impacts, risks and opportunities	7, 9			
3.3.2.1.	Policy related to "Contribution to essential public services"	7, 9			
3.3.2.2.	Targets related to "Contribution to essential public services"	7, 9			
3.3.2.3.	Actions related to "Contribution to essential public services"	7, 9			
3.3.2.4.	Metrics related to "Contribution to essential public services"	7, 9			
4.	**Governance information**				
4.1.	**Business conduct and compliance**				
4.1.1.	Presentation of material impacts, risks and opportunities	8, 10, 16			
4.1.2.	Governance of business conduct	8, 10, 16			
4.1.3.	Policies related to "Business conduct"	8, 10, 16			
4.1.4.	Action plans related to "Business conduct"	8, 10, 16			
4.1.5.	Performance measures related to "Business conduct"	8, 10, 16			
4.2.	**Due diligence**				
4.2.1.	Duty of vigilance and vigilance plan	8, 10, 16			
4.2.2.	Statement on due diligence	8, 10, 16			
5.1.	**Cybersecurity and digital sovereignty**				
5.1.2.	Policy related to "Cybersecurity and digital sovereignty"	16, 17			
5.1.3.	Targets related to "Cybersecurity and digital sovereignty"	16, 17			
5.1.4.	Action plans and resources related to "Cybersecurity and digital sovereignty"	16, 17			
5.1.5.	Metrics related to "Cybersecurity and digital sovereignty"	16, 17			
5.2.	**Developing responsible digital technology**				
5.2.2.	Policy related to "Responsible digital technology"	12			
5.2.3.	Action plans and resources related to "Responsible digital technology"	12			

(1) Sustainable Development Goals (SDGs)
(2) Global Reporting Initiative (GRI)
(3) Climate Change Reporting Framework: Task Force on Climate-related Financial Disclosures (TCFD); Climate Disclosure Standards Board (CDSB)

7.3. Alignment of information related to the Group's non-financial performance with the Principal Adverse Impact (PAI) indicators set out in the EU's Sustainable Finance Disclosure Regulation (SFDR)

Topic	PAI indicators	Information for Sopra Steria
GREENHOUSE GASES (GHG)	■ Greenhouse gas emissions	258,106 tCO_2e
	■ Carbon footprint	N/A
	■ Greenhouse gas emissions intensity	5.03 tCO_2e per employee
	■ Exposure to the fossil fuel sector	No exposure
	■ Share of non-renewable energy consumption and production	0%
	■ Energy consumption intensity	1.22 MWh per employee
BIODIVERSITY	Activities negatively affecting biodiversity-sensitive areas	None – See Section 2.3 of this chapter
WATER	Water usage	138,481 m^3
WASTE	Hazardous waste ratio	0.001%
SOCIAL AND EMPLOYEE MATTERS	Violations of the UN Global Compact Principles or the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises	No violations
	Absence of a monitoring system or processes to ensure compliance with the UN Global Compact Principles and the OECD Guidelines for Multinational Enterprises	Processes and systems described in Section 4.1, "Business conduct and compliance" of this chapter
	Unadjusted gender pay gap	See Section 3.1 of this chapter 89/100 for the gender equality index (France)[1]
	Board gender diversity	50% of members of the Board of Directors were women at 31/12/2025
	Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons and biological weapons)	No exposure

(1) This index includes a pillar dedicated to the gender pay gap.

8. Social and environmental metrics

Information marked with the ✓ symbol has been audited by the Independent Third Party to provide a reasonable assurance opinion. The figures presented are rounded, which may result in slight discrepancies in some totals.

Overview of social metrics

WORKFORCE

WORKFORCE BY GEOGRAPHIC AREA (INCLUDING ACQUISITIONS) ✓

	2025		2024	
Scope/Topic	**Absolute value**	**%**	**Absolute value**	**%**
Group	**51,275**	**100.0%**	**50,988**	**100.0%**
France	**19,962**	**38.9%**	**19,949**	**39.1%**
United Kingdom	**6,904**	**13.5%**	**7,002**	**13.7%**
International (excluding France and the UK)	**24,409**	**47.6%**	**24,037**	**47.1%**
▪ Of which: India	5,781	11.3%	5,294	10.4%
▪ Of which: Spain	4,505	8.8%	4,334	8.5%
▪ Of which: Germany	3,247	6.3%	3,452	6.8%
▪ Of which: Norway	3,437	6.7%	3,355	6.6%
▪ Of which: Poland	821	1.6%	811	1.6%
▪ Of which: Italy	1,082	2.1%	1,040	2.0%
▪ Of which: Belgium	1,698	3.3%	1,872	3.7%

BREAKDOWN OF WORKFORCE BY GENDER ✓

Scope/Topic	**2025**	**2024**
Group	**51,275**	**50,988**
Women	16,873	16,589
Men	34,402	34,399
France	**19,962**	**19,949**
Women	5,964	5,922
Men	13,998	14,027
United Kingdom	**6,904**	**7,002**
Women	3,354	3,351
Men	3,550	3,651
International (excluding France and the UK)	**24,409**	**24,037**
Women	7,555	7,316
Men	16,854	16,721

WORKFORCE BY GEOGRAPHIC AREA (EXCLUDING ACQUISITIONS) ✓

Scope/Topic	2025		2024	
	Absolute value	%	Absolute value	%
Group	**51,042**	**100.0%**	**50,645**	**100.0%**
France	**19,765**	**38.7%**	**19,949**	**39.4%**
United Kingdom	**6,903**	**13.5%**	**6,977**	**13.8%**
International (excluding France and the UK)	**24,374**	**47.8%**	**23,719**	**46.8%**
▪ Of which: India	5,781	11.3%	5,294	10.5%
▪ Of which: Spain	4,505	8.8%	4,334	8.6%
▪ Of which: Germany	3,247	6.4%	3,452	6.8%
▪ Of which: Norway	3,435	6.7%	3,345	6.6%
▪ Of which: Poland	821	1.6%	811	1.6%
▪ Of which: Italy	1,082	2.1%	1,040	2.1%
▪ Of which: Belgium	1,698	3.3%	1,872	3.7%

FULL-TIME EQUIVALENT (FTE) WORKFORCE (EXCLUDING INTERNS) ✓

Scope/Topic	2025	2024
Group	**50,192**	**49,803**
Women	16,184	15,849
Men	34,008	33,954
France	**19,500**	**19,684**
Women	5,714	5,754
Men	13,786	13,930
United Kingdom	**6,566**	**6,662**
Women	3,084	3,081
Men	3,482	3,582
International (excluding France and the UK)	**24,126**	**23,457**
Women	7,386	7,015
Men	16,739	16,442
▪ Of which: India	5,780	5,293
▪ Of which: Spain	4,466	4,299
▪ Of which: Germany	3,124	3,316
▪ Of which: Norway	3,423	3,331
▪ Of which: Poland	816	807
▪ Of which: Italy	1,070	1,028
▪ Of which: Belgium	1,668	1,835

WORKFORCE BY TYPE OF EMPLOYMENT CONTRACT ✓

Scope/Topic	2025		2024	
Permanent contracts	Absolute value	%	Absolute value	%
Group	**49,963**	**97.9%**	**49,456**	**97.7%**
France	**19,058**	**96.4%**	**19,157**	**96.0%**
United Kingdom	**6,714**	**97.3%**	**6,722**	**96.3%**
International (excluding France and the UK)	**24,191**	**99.2%**	**23,577**	**99.4%**
▪ Of which: India	5,746	99.4%	5,260	99.4%
▪ Of which: Spain	4,505	100.0%	4,333	99.9%
▪ Of which: Germany	3,214	6.4%	3,410	98.7%
▪ Of which: Norway	3,429	99.8%	3,337	99.8%
▪ Of which: Poland	769	93.7%	795	98.0%
▪ Of which: Italy	1,078	99.6%	1,030	99.0%
▪ Of which: Belgium	1,697	99.9%	1,872	100.0%
Temporary contracts				
Group	**1,079**	**2.1%**	**1,189**	**2.3%**
France	**707**	**3.6%**	**792**	**4.0%**
United Kingdom	**189**	**2.7%**	**255**	**3.7%**
International (excluding France and the UK)	**183**	**0.8%**	**142**	**0.6%**
▪ Of which: India	35	0.6%	34	0.6%
▪ Of which: Spain	-	-	1	0.0%
▪ Of which: Germany	33	1.0%	42	1.2%
▪ Of which: Norway	6	0.2%	8	0.2%
▪ Of which: Poland	52	6.3%	16	2.0%
▪ Of which: Italy	4	0.4%	10	1.0%
▪ Of which: Belgium	1	0.1%	-	-

BREAKDOWN BY TYPE OF CONTRACT AND BY GENDER ✓

Scope/Topic	2025	2024
Permanent contracts		
Group	**97.9%**	**97.7%**
Women	32.2%	31.7%
Men	65.7%	66.0%
France	**96.4%**	**96.0%**
Women	28.9%	28.7%
Men	67.5%	67.3%
United Kingdom	**97.3%**	**96.3%**
Women	47.2%	45.6%
Men	50.1%	50.7%
International (excluding France and the UK)	**99.2%**	**99.4%**
Women	30.6%	30.0%
Men	68.6%	69.4%
Temporary contracts		
Group	**2.1%**	**2.3%**
Women	0.7%	0.8%
Men	1.4%	1.6%
France	**3.6%**	**4.0%**
Women	0.9%	1.0%
Men	2.7%	3.0%
United Kingdom	**2.7%**	**3.7%**
Women	1.4%	2.2%
Men	1.3%	1.5%
International (excluding France and the UK)	**0.8%**	**0.6%**
Women	0.3%	0.2%
Men	0.4%	0.4%

INTERNSHIPS AND WORK-LINKED TRAINING STUDENTS IN FINANCIAL YEAR 2025

Scope/Topic	2025	2024
Internships		
Group	**1,251**	**1,208**
Women	396	384
Men	855	824
Work-linked training students		
Group	**1,236**	**1,189**
Women	304	397
Men	932	792

LENGTH OF SERVICE

AVERAGE LENGTH OF SERVICE FOR EMPLOYEES ON PERMANENT CONTRACTS (IN YEARS) ✓

Scope/Topic	2025	2024
Group	**7.7**	**7.5**
Women	7.5	7.4
Men	7.8	7.6
France	**9.0**	**8.8**
Women	9.0	8.7
Men	9.0	8.8
United Kingdom	**8.5**	**8.6**
Women	7.9	8.0
Men	9.1	9.1
International (excluding France and the UK)	**6.4**	**6.2**
Women	6.1	6.0
Men	6.5	6.2
▪ Of which: India	5.0	5.2
▪ Of which: Spain	6.5	6.3
▪ Of which: Germany	9.0	8.4
▪ Of which: Norway	4.3	4.0
▪ Of which: Poland	7.7	7.4
▪ Of which: Italy	7.9	7.6
▪ Of which: Belgium	6.9	6.3

AVERAGE AGE OF EMPLOYEES ON PERMANENT CONTRACTS

Scope/Topic	2025	2024
Group	**39.6**	**39.4**
Women	39.1	38.9
Men	39.8	39.6
France	**39.6**	**39.4**
Women	39.2	38.9
Men	39.7	39.6
United Kingdom	**44.9**	**44.5**
Women	44.0	43.2
Men	45.7	45.6
International (excluding France and the UK)	**38.1**	**37.9**
Women	36.9	36.8
Men	38.6	38.4
▪ Of which: India	32.5	32.4
▪ Of which: Spain	40.0	39.5
▪ Of which: Germany	43.3	42.7
▪ Of which: Norway	37.8	37.7
▪ Of which: Poland	36.9	36.2
▪ Of which: Italy	41.1	41.1
▪ Of which: Belgium	38.1	37.4

RECRUITMENT

NEW HIRES – ALL TYPES OF CONTRACTS ✓

Scope/Topic	2025	2024
Group	**8,313**	**7,436**
Women	2,713	2,283
Men	5,600	5,153
France	**2,714**	**2,947**
Women	717	843
Men	1,997	2,104
United Kingdom	**1,122**	**849**
Women	546	386
Men	576	463
International (excluding France and the UK)	**4,477**	**3,640**
Women	1,450	1,054
Men	3,027	2,586
▪ Of which: India	1,485	998
▪ Of which: Spain	812	809
▪ Of which: Germany	259	309
▪ Of which: Norway	737	748
▪ Of which: Poland	231	75
▪ Of which: Italy	146	86
▪ Of which: Belgium	199	198

NEW HIRES – PERMANENT CONTRACTS ONLY ✓

Scope/Topic	2025	2024
Group	**7,329**	**6,634**
Women	2,377	2,014
Men	4,952	4,620
France	**2,182**	**2,415**
Women	573	704
Men	1,609	1,711
United Kingdom	**1,002**	**740**
Women	489	328
Men	513	412
International (excluding France and the UK)	**4,145**	**3,479**
Women	1,315	982
Men	2,830	2,497
▪ Of which: India	1,464	990
▪ Of which: Spain	811	802
▪ Of which: Germany	237	293
▪ Of which: Norway	667	678
▪ Of which: Poland	88	35
▪ Of which: Italy	123	79
▪ Of which: Belgium	198	198

EMPLOYEE TURNOVER

EMPLOYEE TURNOVER – BREAKDOWN BY GENDER ✓

Scope/Topic	2025	2024
Group	**14.3%**	**14.1%**
Women	13.1%	13.8%
Men	15.0%	14.3%
France	**11.5%**	**13.7%**
Women	9.8%	12.9%
Men	12.3%	14.1%
United Kingdom	**15.6%**	**12.0%**
Women	13.5%	12.4%
Men	17.6%	11.6%
International (excluding France and the UK)	**16.3%**	**15.1%**
Women	15.5%	15.4%
Men	16.7%	15.0%

EMPLOYEE TURNOVER – BY SCOPE ✓

Scope/Topic	2025	2024
Group	**14.3%**	**14.1%**
France	**11.5%**	**13.7%**
United Kingdom	**15.6%**	**12.0%**
International (excluding France and the UK)	**16.3%**	**15.1%**
▪ Of which: India	17.2%	16.5%
▪ Of which: Spain	14.6%	15.4%
▪ Of which: Germany	15.2%	14.8%
▪ Of which: Norway	16.9%	16.9%
▪ Of which: Poland	15.6%	16.1%
▪ Of which: Italy	7.2%	8.9%
▪ Of which: Belgium	22.7%	15.3%

TRAINING

AVERAGE NUMBER OF HOURS OF TRAINING (MANDATORY AND NON-MANDATORY) PER EMPLOYEE ✓

Scope/Topic	2025	2024
Total	**25.1**	**28.8**
Women	26.5	30.9
Men	24.4	27.7

AVERAGE NUMBER OF HOURS OF TRAINING (MANDATORY) PER EMPLOYEE ✓

Scope/Topic	2025	2024
Total	**1.7**	**1.1**
Women	1.6	1.0
Men	1.7	1.1

NUMBER OF HOURS OF TRAINING PROVIDED DURING THE FINANCIAL YEAR ✓

Scope/Topic	2025	2024
Group	**1,287,529**	**1,466,587**
France	**530,369**	**564,062**
United Kingdom	**176,319**	**268,706**
International (excluding France and the UK)	**580,841**	**633,819**
▪ Of which: India	164,710	208,380
▪ Of which: Spain	93,351	93,743
▪ Of which: Germany	51,441	48,945
▪ Of which: Norway	151,163	171,544
▪ Of which: Poland	21,989	25,717
▪ Of which: Italy	30,152	39,394
▪ Of which: Belgium	20,523	10,661

NUMBER OF HOURS OF TRAINING PROVIDED DURING THE FINANCIAL YEAR – WOMEN ✓

Scope/Topic	2025	2024
Group	**447,013**	**513,135**
France	**161,843**	**177,954**
United Kingdom	**83,226**	**125,824**
International (excluding France and the UK)	**201,944**	**209,357**
▪ Of which: India	57,594	58,768
▪ Of which: Spain	31,261	26,477
▪ Of which: Germany	18,787	16,843
▪ Of which: Norway	48,005	58,172
▪ Of which: Poland	13,331	15,743
▪ Of which: Italy	8,730	12,602
▪ Of which: Belgium	5,278	3,759

NUMBER OF HOURS OF TRAINING PROVIDED DURING THE FINANCIAL YEAR – MEN ✓

Scope/Topic	2025	2024
Group	**840,516**	**953,452**
France	**368,526**	**386,108**
United Kingdom	**93,093**	**142,882**
International (excluding France and the UK)	**378,897**	**424,462**
▪ Of which: India	107,116	149,612
▪ Of which: Spain	62,090	67,265
▪ Of which: Germany	32,653	32,102
▪ Of which: Norway	103,158	113,372
▪ Of which: Poland	8,657	9,974
▪ Of which: Italy	21,422	26,792
▪ Of which: Belgium	15,245	6,902

AVERAGE NUMBER OF HOURS OF TRAINING PER EMPLOYEE ✓

Scope/Topic	2025	2024
Group	**25.1**	**28.8**
France	**26.6**	**28.3**
United Kingdom	**25.5**	**38.4**
International (excluding France and the UK)	**23.8**	**26.4**
▪ Of which: India	28.5	39.4
▪ Of which: Spain	20.7	21.6
▪ Of which: Germany	15.8	14.2
▪ Of which: Norway	44.0	51.1
▪ Of which: Poland	26.8	31.7
▪ Of which: Italy	27.9	37.9
▪ Of which: Belgium	12.1	5.7

AVERAGE NUMBER OF HOURS OF TRAINING PER EMPLOYEE – WOMEN ✓

Scope/Topic	2025	2024
Group – Women	**26.5**	**30.9**
France – Women	**27.1**	**30.0**
United Kingdom – Women	**24.8**	**37.5**
International (excluding France and the UK) – Women	**26.7**	**28.6**
▪ Of which: India - Women	31.3	36.7
▪ Of which: Spain - Women	24.4	21.7
▪ Of which: Germany - Women	19.2	16.1
▪ Of which: Norway - Women	49.2	58.9
▪ Of which: Poland - Women	28.8	33.4
▪ Of which: Italy - Women	25.8	39.4
▪ Of which: Belgium - Women	12.5	8.2

AVERAGE NUMBER OF HOURS OF TRAINING PER EMPLOYEE – MEN ✓

Scope/Topic	2025	2024
Group – Men	**24.4**	**27.7**
France – Men	**26.3**	**27.5**
United Kingdom – Men	**26.2**	**39.1**
International (excluding France and the UK) – Men	**22.5**	**25.4**
▪ Of which: India - Men	27.2	40.5
▪ Of which: Spain - Men	19.3	21.6
▪ Of which: Germany - Men	14.4	13.4
▪ Of which: Norway - Men	41.9	47.9
▪ Of which: Poland - Men	24.2	29.3
▪ Of which: Italy - Men	28.8	37.2
▪ Of which: Belgium - Men	12.0	4.9

DIVERSITY

Gender equality

WORKFORCE – WOMEN ✓

Scope/Topic	2025		2024	
	Absolute value	%	Absolute value	%
Group – Women	**16,873**	**32.9%**	**16,589**	**32.5%**
France – Women	**5,964**	**29.9%**	**5,922**	**29.7%**
United Kingdom – Women	**3,354**	**48.6%**	**3,351**	**47.9%**
International (excluding France and the UK) – Women	**7,555**	**30.9%**	**7,316**	**30.4%**
▪ Of which: India – Women	1,838	31.8%	1,603	30.3%
▪ Of which: Spain – Women	1,281	28.4%	1,219	28.1%
▪ Of which: Germany – Women	977	30.1%	1,048	30.4%
▪ Of which: Norway – Women	975	30.0%	987	29.4%
▪ Of which: Poland – Women	463	56.4%	471	58.1%
▪ Of which: Italy – Women	339	31.3%	320	30.8%
▪ Of which: Belgium – Women	423	24.9%	457	24.4%

FULL-TIME EQUIVALENT (FTE) WORKFORCE (EXCLUDING INTERNS) – WOMEN ✓

Scope/Topic	2025	2024
Group – Women	**16,184**	**15,849**
France – Women	**5,714**	**5,754**
United Kingdom – Women	**3,084**	**3,081**
International (excluding France and the UK) – Women	**7,386**	**7,015**
▪ Of which: India – Women	1,838	1,602
▪ Of which: Spain – Women	1,259	1,196
▪ Of which: Germany – Women	899	963
▪ Of which: Norway – Women	968	979
▪ Of which: Poland – Women	459	467
▪ Of which: Italy – Women	332	311
▪ Of which: Belgium – Women	410	438

WORKFORCE BY TYPE OF EMPLOYMENT CONTRACT – WOMEN ✓

Scope/Topic	2025		2024	
	Absolute value	%	Absolute value	%
Permanent contracts				
Group – Women	**16,431**	**32.2%**	**16,032**	**31.7%**
France – Women	**5,715**	**28.9%**	**5,727**	**28.7%**
United Kingdom – Women	**3,257**	**47.2%**	**3,183**	**45.6%**
International (excluding France and the UK) – Women	**7,459**	**30.6%**	**7,122**	**30.0%**
▪ Of which: India – Women	1,827	31.6%	1,590	30.0%
▪ Of which: Spain – Women	1,281	28.4%	1,218	28.1%
▪ Of which: Germany – Women	962	29.6%	1,032	29.9%
▪ Of which: Norway – Women	973	28.3%	982	29.4%
▪ Of which: Poland – Women	439	53.5%	464	57.2%
▪ Of which: Italy – Women	337	31.1%	314	30.2%
▪ Of which: Belgium – Women	423	24.9%	457	24.4%
Temporary contracts				
Group – Women	**346**	**0.7%**	**397**	**0.8%**
France – Women	**171**	**0.9%**	**195**	**1.0%**
United Kingdom – Women	**97**	**1.4%**	**151**	**2.2%**
International (excluding France and the UK) – Women	**78**	**0.3%**	**51**	**0.2%**
▪ Of which: India – Women	11	0.3%	13	0.2%
▪ Of which: Spain – Women	-	-	1	0.0%
▪ Of which: Germany – Women	15	0.5%	16	0.5%
▪ Of which: Norway – Women	1	0.0%	4	0.1%
▪ Of which: Poland – Women	24	2.9%	7	0.9%
▪ Of which: Italy – Women	2	0.2%	6	0.6%
▪ Of which: Belgium – Women	-	-	-	-

AVERAGE LENGTH OF SERVICE FOR EMPLOYEES ON PERMANENT CONTRACTS – WOMEN ✓

Scope/Topic	2025	2024
Group – Women	**7.5**	**7.4**
France – Women	**9.0**	**8.7**
United Kingdom – Women	**7.9**	**8.0**
International (excluding France and the UK) – Women	**6.1**	**6.0**
▪ Of which: India – Women	4.4	4.7
▪ Of which: Spain – Women	7.7	7.6
▪ Of which: Germany – Women	8.2	7.8
▪ Of which: Norway – Women	4.1	3.7
▪ Of which: Poland – Women	8.8	8.3
▪ Of which: Italy – Women	7.9	8.1
▪ Of which: Belgium – Women	5.6	5.3

AVERAGE AGE OF EMPLOYEES ON PERMANENT CONTRACTS – WOMEN

Scope/Topic	2025	2024
Group – Women	**39.1**	**38.9**
France – Women	**39.2**	**38.9**
United Kingdom – Women	**44.0**	**43.2**
International (excluding France and the UK) – Women	**36.9**	**36.8**
▪ Of which: India – Women	31.1	31.1
▪ Of which: Spain – Women	41.5	41.3
▪ Of which: Germany – Women	41.1	40.7
▪ Of which: Norway – Women	36.9	36.8
▪ Of which: Poland – Women	37.3	36.6
▪ Of which: Italy – Women	41.1	41.3
▪ Of which: Belgium – Women	36.0	35.8

NEW HIRES – WOMEN ✓

Scope/Topic	2025		2024	
	Absolute value	%	Absolute value	%
Group – Women	**2,713**	**32.6%**	**2,283**	**30.7%**
France – Women	**717**	**26.4%**	**843**	**28.6%**
United Kingdom – Women	**546**	**48.7%**	**386**	**45.5%**
International (excluding France and the UK) – Women	**1,450**	**32.4%**	**1,054**	**29.0%**
▪ Of which: India – Women	544	36.6%	311	31.2%
▪ Of which: Spain – Women	203	25.0%	171	21.1%
▪ Of which: Germany – Women	83	32.0%	96	31.1%
▪ Of which: Norway – Women	196	26.6%	214	28.6%
▪ Of which: Poland – Women	91	39.4%	37	49.3%
▪ Of which: Italy – Women	55	37.7%	32	37.2%
▪ Of which: Belgium – Women	62	31.2%	47	23.7%

WORKFORCE – MEN ✓

Scope/Topic	2025		2024	
	Absolute value	%	Absolute value	%
Group – Men	**34,402**	**67.1%**	**34,399**	**67.5%**
France – Men	**13,998**	**70.1%**	**14,027**	**70.3%**
United Kingdom – Men	**3,550**	**51.4%**	**3,651**	**52.1%**
International (excluding France and the UK) – Men	**16,854**	**69.0%**	**16,721**	**69.6%**
▪ Of which: India – Men	3,943	68.2%	3,691	69.7%
▪ Of which: Spain – Men	3,224	71.6%	3,115	71.9%
▪ Of which: Germany – Men	2,270	69.9%	2,404	69.6%
▪ Of which: Norway – Men	2,462	71.6%	2,368	70.6%
▪ Of which: Poland – Men	358	43.6%	340	41.9%
▪ Of which: Italy – Men	743	68.7%	720	69.2%
▪ Of which: Belgium – Men	1,275	75.1%	1,415	75.6%

FULL-TIME EQUIVALENT (FTE) WORKFORCE (EXCLUDING INTERNS) – MEN ✓

Scope/Topic	2025	2024
Group – Men	**34,008**	**33,954**
France – Men	**13,786**	**13,930**
United Kingdom – Men	**3,482**	**3,582**
International (excluding France and the UK) – Men	**16,739**	**16,442**
▪ Of which: India – Men	3,942	3,690
▪ Of which: Spain – Men	3,207	3,103
▪ Of which: Germany – Men	2,226	2,353
▪ Of which: Norway – Men	2,455	2,351
▪ Of which: Poland – Men	357	340
▪ Of which: Italy – Men	739	717
▪ Of which: Belgium – Men	1,259	1,397

WORKFORCE BY TYPE OF EMPLOYMENT CONTRACT – MEN ✓

Scope/Topic	2025		2024	
	Absolute value	%	Absolute value	%
Permanent contracts				
Group – Men	**33,532**	**65.7%**	**33,424**	**66.0%**
France – Men	**13,343**	**67.5%**	**13,430**	**67.3%**
United Kingdom – Men	**3,457**	**50.1%**	**3,539**	**50.7%**
International (excluding France and the UK) – Men	**16,732**	**68.7%**	**16,455**	**69.4%**
▪ Of which: India – Men	3,919	67.8%	3,670	69.3%
▪ Of which: Spain – Men	3,224	71.6%	3,115	71.9%
▪ Of which: Germany – Men	2,252	69.4%	2,378	68.9%
▪ Of which: Norway – Men	2,456	71.5%	2,355	70.4%
▪ Of which: Poland – Men	330	40.2%	331	40.8%
▪ Of which: Italy – Men	741	68.5%	716	68.8%
▪ Of which: Belgium – Men	1,274	75.0%	1,415	75.6%
Temporary contracts				
Group – Men	**733**	**1.4%**	**792**	**1.6%**
France – Men	**536**	**2.7%**	**597**	**3.0%**
United Kingdom – Men	**92**	**1.3%**	**104**	**1.5%**
International (excluding France and the UK) – Men	**105**	**0.4%**	**91**	**0.4%**
▪ Of which: India – Men	24	0.4%	21	0.4%
▪ Of which: Spain – Men	-	-	-	-
▪ Of which: Germany – Men	18	0.6%	26	0.8%
▪ Of which: Norway – Men	5	0.1%	4	0.1%
▪ Of which: Poland – Men	28	3.4%	9	1.1%
▪ Of which: Italy – Men	2	0.2%	4	0.4%
▪ Of which: Belgium – Men	1	0.1%	-	-

AVERAGE LENGTH OF SERVICE FOR EMPLOYEES ON PERMANENT CONTRACTS – MEN ✓

Scope/Topic	2025	2024
Group – Men	**7.8**	**7.6**
France – Men	**9.0**	**8.8**
United Kingdom – Men	**9.1**	**9.1**
International (excluding France and the UK) – Men	**6.5**	**6.2**
▪ Of which: India – Men	5.3	5.4
▪ Of which: Spain – Men	6.1	5.8
▪ Of which: Germany – Men	9.3	8.7
▪ Of which: Norway – Men	4.4	4.1
▪ Of which: Poland – Men	6.3	6.1
▪ Of which: Italy – Men	7.9	7.5
▪ Of which: Belgium – Men	7.4	6.6

AVERAGE AGE OF EMPLOYEES ON PERMANENT CONTRACTS – MEN

Scope/Topic	2025	2024
Group – Men	**39.8**	**39.6**
France – Men	**39.7**	**39.6**
United Kingdom – Men	**45.7**	**45.6**
International (excluding France and the UK) – Men	**38.6**	**38.4**
▪ Of which: India – Men	33.2	33.0
▪ Of which: Spain – Men	39.4	38.8
▪ Of which: Germany – Men	44.2	43.6
▪ Of which: Norway – Men	38.2	38.1
▪ Of which: Poland – Men	36.3	35.8
▪ Of which: Italy – Men	41.0	40.9
▪ Of which: Belgium – Men	38.8	37.9

NEW HIRES – MEN ✓

Scope/Topic	2025		2024	
	Absolute value	%	Absolute value	%
Group – Men	**5,600**	**67.4%**	**5,153**	**69.3%**
France – Men	**1,997**	**73.6%**	**2,104**	**71.4%**
United Kingdom – Men	**576**	**51.3%**	**463**	**54.5%**
International (excluding France and the UK) – Men	**3,027**	**67.6%**	**2,586**	**71.0%**
▪ Of which: India – Men	941	63.4%	687	68.8%
▪ Of which: Spain – Men	609	75.0%	638	78.9%
▪ Of which: Germany – Men	176	68.0%	213	68.9%
▪ Of which: Norway – Men	541	73.4%	534	71.4%
▪ Of which: Poland – Men	140	60.6%	38	50.7%
▪ Of which: Italy – Men	91	62.3%	54	62.8%
▪ Of which: Belgium – Men	137	68.8%	151	76.3%

Disability

PROPORTION OF EMPLOYEES WITH A DISABILITY

Scope/Topic	2025	2024
France	4.14%	3.94%

Age diversity policy

PROPORTION OF YOUNGER AND OLDER EMPLOYEES[1]

Scope/Topic	2025	2024
Group		
Under 30	21.2%	22.5%
Between 30 and 50	56.5%	55.8%
Over 50	22.3%	21.7%
France		
Under 30	22.5%	24.1%
Between 30 and 50	54.0%	53.5%
Over 50	23.5%	22.4%
United Kingdom		
Under 30	12.7%	13.5%
Between 30 and 50	51.1%	50.0%
Over 50	36.3%	36.5%
International (excluding France and the UK)		
Under 30	22.6%	23.9%
Between 30 and 50	60.1%	59.5%
Over 50	17.3%	16.6%
Of which: India		
Under 30	38.8%	39.1%
Between 30 and 50	57.9%	57.9%
Over 50	3.3%	3.0%
Of which: Spain		
Under 30	16.5%	17.2%
Between 30 and 50	63.3%	64.4%
Over 50	20.2%	18.4%
Of which: Germany		
Under 30	9.8%	11.5%
Between 30 and 50	60.1%	58.9%
Over 50	30.2%	29.6%
Of which: Norway		
Under 30	24.2%	24.6%
Between 30 and 50	60.1%	60.0%
Over 50	15.7%	15.5%

Scope/Topic	2025	2024
Of which: Poland		
Under 30	17.1%	21.1%
Between 30 and 50	78.8%	75.9%
Over 50	4.1%	3.0%
Of which: Italy		
Under 30	18.6%	19.1%
Between 30 and 50	53.6%	54.7%
Over 50	27.8%	26.3%
Of which: Belgium		
Under 30	22.6%	25.6%
Between 30 and 50	60.7%	58.9%
Over 50	16.7%	15.6%

(1) Including interns

PROPORTION OF OLDER EMPLOYEES IN FRANCE (ALL CONTRACTS, EXCLUDING ACQUISITIONS) ✓

Scope/Topic	2025	2024
Number of employees aged 50 and older	4,130	4,026
Proportion of employees aged 50 and older relative to the total workforce at 31/12	20.9%	20.2%

WORKING CONDITIONS

ORGANISATION OF WORK AND WORKING HOURS / PART-TIME WORK – EMPLOYEES ON PERMANENT CONTRACTS FROM 1 JANUARY TO 31 DECEMBER ✓

Scope/Topic	2025	2024
Group	**6.0%**	**5.9%**
France	**6.2%**	**6.2%**
United Kingdom	**14.3%**	**12.9%**
International (excluding France and the UK)	**3.5%**	**3.6%**
▪ Of which: India	0.0%	0.0%
▪ Of which: Spain	3.3%	3.3%
▪ Of which: Germany	12.6%	12.0%
▪ Of which: Norway	0.9%	1.0%
▪ Of which: Poland	1.8%	2.0%
▪ Of which: Italy	3.5%	3.8%
▪ Of which: Belgium	7.4%	7.9%

ABSENTEEISM RATE, NUMBER OF OCCUPATIONAL ILLNESSES, FREQUENCY RATE AND SEVERITY RATE (SCOPE: FRANCE)

Metrics – France[1]	2025	2024
Absenteeism rate (%)	2.9	2.7
Occupational illnesses (number)	2	1
Frequency rate of workplace accidents	2.88	2.10
Severity rate of workplace accidents	0.103	0.055

(1) 39.1% of scope: France.

Overview of environmental metrics

RESOURCE CONSUMPTION ✓

Information marked with the ✓ symbol has been audited by the Independent Third Party to provide a reasonable assurance opinion. The figures presented are rounded, which may result in slight discrepancies in some totals.

		Energy consumption ✓			Proportion of electricity consumption (offices and on-site data centres) provided by renewables ✓	*Water ✓*
		Offices + Miscellaneous ✓	On-site data centres ✓	Off-site data centres✓		
		Total	Total	Total	Total	Total
Geography	**Year**	*MWh*	*MWh*	*MWh*	*%*	*m³*
France*	**2025**	**20,884**	**500**	**6,579**	**100**	**55,815**
	2024	21,106	372	11,060	100.0	59,191
	2019	31,708	2,718	10,390	86.0	74,874
United Kingdom*	**2025**	**6,734**	**15**	**95**	**100**	**19,681**
	2024	8,147	924	827	100.0	20,389
	2019	17,953	4,087	865	100.0	57,841
Total: Rest of Europe	**2025**	**15,458**	**1,545**	**5,155**	**100**	**28,407**
	2024	17,949	1,512	5,267	100.0	34,738
	2019	13,522	22	5,366	N/A	43,560
Total: Rest of the World	**2025**	**4,852**	**567**	**0**	**100**	**34,578**
	2024	6,892	990	0	100.0	50,138
	2019	9,943	2,236	0	N/A	70,710
Total: Group	**2025**	**47,928**	**2,626**	**11,829**	**100**	**138,481**
	2024	54,094	4,034	17,154	100	164,457
	2019	73,126	9,063	16,621	90.0	246,985

In 2025, the scope of the metrics includes the companies acquired in 2025, namely Aurexia and Neocase, which were not included in our 2024 report. It does not include SBS, which was removed from the scope in September 2024.
In 2024, the scope is the same as 2023.
In 2023, the scope of the metrics includes the companies acquired in 2023, namely CS Group, Ordina and Tobania, which were not included in our 2022 report.
In 2022, the scope of the metrics includes all the entities over which the Group has operational control (and therefore includes the joint ventures NHS SBS, SSCL and SFT, which were only included from 2017) as well as the employees of the acquisitions made up to December 2022, namely Graffica and Footprint Consulting AS, as well as EGGS Design and EVA Group, which were excluded from our report for 2021.
In 2021, the scope includes employees of acquisitions completed up to November 2021, namely Luminosity Limited, Sopra Steria Financial Services and Labs.
In 2020, the scope includes all entities over which the Group has operational control (and therefore includes the joint ventures NHS SBS, SSCL and SFT) as well as the new acquisitions Sodifrance, Anteo (Consulting and E-Business Solutions), Holocare and cxpartners.
In 2019, the scope includes all entities over which the Group has operational control (and therefore includes the joint ventures NHS SBS and SSCL) but does not include SAB or Sopra Financial Technology GmbH.
** "France" includes French Polynesia. "United Kingdom" includes Ireland. "Africa and Middle East" includes Lebanon, Senegal, Cameroon, Côte d'Ivoire, Morocco, Tunisia and United Arab Emirates.*
*** From 2021 onwards, a better methodology for calculating waste has been put in place. This method has enabled us to expand the proportion of actual data and to make data more reliable. Under the previous methodology, in 2021, paper and cardboard waste would have amounted to 150,663 kg.*

		Waste electrical and electronic equipment (WEEE) ✓					
		Total	Proportion reused	Proportion recycled	Proportion incinerated with heat recovery	Proportion incinerated without heat recovery	Proportion sent to landfill
Geography	Year	kg	%	%	%	%	%
France*	**2025**	**18,214.6**	**0**	**75.7**	**24.3**	**0**	**0**
	2024	53,296.0	9.2		90.3	0.01	0.4
	2019	19,724.0	44.3		50.6	2.8	2.3
United Kingdom*	**2025**	**49,624.1**	**45.5**	**20.8**	**33.6**	**0**	**0**
	2024	2,896.0	69.1		30.9	0.0	0.0
	2019	19,426.0	27.3		68.8	4.0	0.0
Total: Rest of Europe	**2025**	**11,484.2**	**36.9**	**61.8**	**0.7**	**0.6**	**0.0**
	2024	16,407.7	18.5		81.6	0.0	0.0
	2019	26,468.0	48.0		49.7	0.8	1.5
Total: Rest of the World	**2025**	**563.0**	**0**	**100**	**0**	**0**	**0**
	2024	10,982.3	0.0		99.8	0.0	0.2
	2019	17,328.0	0.0		99.3	0.7	0.0
Total: Group	**2025**	**79,885.9**	**33.6**	**39.4**	**26.7**	**0.1**	**0.0**
	2024	83,582.0	11.9		87.78	0.01	0.3
	2019	82,947.0	32.3		64.7	2.0	1.1

In 2025, the scope of the metrics includes the companies acquired in 2025, namely Aurexia and Neocase, which were not included in our 2024 report. It does not include SBS, which was removed from the scope in September 2024.
In 2024, the scope is the same as 2023.
In 2023, the scope of the metrics includes the companies acquired in 2023, namely CS Group, Ordina and Tobania, which were not included in our 2022 report.
In 2022, the scope of the metrics includes all the entities over which the Group has operational control (and therefore includes the joint ventures NHS SBS, SSCL and SFT, which were only included from 2017) as well as the employees of the acquisitions made up to December 2022, namely Graffica and Footprint Consulting AS, as well as EGGS Design and EVA Group, which were excluded from our report for 2021.
In 2021, the scope includes employees of acquisitions completed up to November 2021, namely Luminosity Limited, Sopra Steria Financial Services and Labs.
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** "France" includes French Polynesia. "United Kingdom" includes Ireland.*
*** From 2021 onwards, a better methodology for calculating waste has been put in place. This method has enabled us to expand the proportion of actual data and to make data more reliable. Under the previous methodology, in 2021, paper and cardboard waste would have amounted to 150,663 kg.*

		Paper and cardboard waste** ✓					Plastic waste ✓			
		Total	Proportion recycled	Proportion incinerated with heat recovery	Proportion incinerated without heat recovery	Proportion sent to landfill	Total	Proportion used for heat recovery (incineration) or raw material recovery (recycling)	Proportion incinerated without heat recovery	Proportion sent to landfill
Geography	**Year**	**kg**	**%**	**%**	**%**	**%**	**kg**	**%**	**%**	**%**
France*	**2025**	**57,185.2**	**82.8**	**17.2**	**0**	**0**	**7,703.3**	**100**	**0**	**0**
	2024	49,460.0		100	0.0	0.0	3,532	100	0	0
	2019	109,168.0		84.8	15.2	0.0	N/A	N/A	N/A	N/A
United Kingdom*	**2025**	**163,594.7**	**100**	**0**	**0**	**0**	**13,026.6**	**100**	**0**	**0**
	2024	139,272.0		100	0.0	0.0	2,862	100	0	0
	2019	173,509.0		100	0.0	0.0	N/A	N/A	N/A	N/A
Total: Rest of Europe	**2025**	**53,895.1**	**93.6**	**6.2**	**0**	**0.2**	**16,637.8**	**100**	**0**	**0**
	2024	81,446.4		99.7	0.0	0.2	11,915.2	100	0	0
	2019	119,940.0		99.9	0.1	0.0	N/A	N/A	N/A	N/A
Total: Rest of the World	**2025**	**2,415.1**	**100**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	2024	3,419.6		98.9	0.0	1.1	2,404	100	0	0
	2019	12,506.0		100	0.0	0.0	N/A	N/A	N/A	N/A
Total: Group	**2025**	**277,090.1**	**95.0**	**4.8**	**0**	**0.2**	**37,367.7**	**100**	**0**	**0**
	2024	273,598.0		99.9	0	0.1	20,713	100	0	0
	2019	415,122.0		96	4.0	0.0	N/A	N/A	N/A	N/A

		Metal waste ✓				Purchases of certified paper from sustainable sources ✓		
		Total	Proportion used for heat recovery (incineration) or raw material recovery (recycling)	Proportion incinerated without heat recovery	Proportion sent to landfill	Total	% of paper from sustainable sources	Quantity purchased per employee
Geography	**Year**	**kg**	**%**	**%**	**%**	**kg**	**%**	**kg/employee**
France*	**2025**	**1,686.3**	**100**	**0**	**0**	**7,445.6**	**92.6**	**0.37**
	2024	1,703	100	0	0	10,491.5	90.0	0.53
	2019	N/A	N/A	N/A	N/A	55,268.0	48.0	2.89
United Kingdom*	**2025**	**1,749.5**	**100**	**0**	**0**	**7,531.1**	**78.8**	**1.09**
	2024	4,264	100	0	0	6,891.3	56.0	0.98
	2019	N/A	N/A	N/A	N/A	11,173.0	79.0	3.11
Total: Rest of Europe	**2025**	**6,900.2**	**100**	**0**	**0**	**3,801.8**	**79.9**	**0.22**
	2024	8,801	100	0	0	4,550.5	40.0	0.26
	2019	N/A	N/A	N/A	N/A	21,437.0	79.0	13.96
Total: Rest of the World	**2025**	**0**	**0**	**0**	**0**	**2,800.1**	**69.5**	**0.44**
	2024	1,939	100	0	0	1,861.2	70.0	0.35
	2019	N/A	N/A	N/A	N/A	8,995.0	71.0	1.45
Total: Group	**2025**	**10,336.0**	**100**	**0**	**0**	**21,578.6**	**82.6**	**0.42**
	2024	16,707	100	0	0	23,794.0	73.0	0.47
	2019	N/A	N/A	N/A	N/A	96,873.0	60.0	2.53

In 2025, the scope of the metrics includes the companies acquired in 2025, namely Aurexia and Neocase, which were not included in our 2024 report. It does not include SBS, which was removed from the scope in September 2024.
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In 2019, the scope includes all entities over which the Group has operational control (and therefore includes the joint ventures NHS SBS and SSCL) but does not include SAB or Sopra Financial Technology GmbH.
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REDUCING GHG EMISSIONS

SCOPES 1 AND 2

Geography	Year	Scope 1 ✓ Diesel, gas, biodiesel (offices and on-site data centres) ✓	Scope 1 ✓ Fugitive emissions ✓	Scope 2 ✓ Grid electricity, district heating (offices and on-site data centres) ✓
		tCO_2e	tCO_2e	tCO_2e
France*	**2025**	**209**	**6**	**101**
	2024	126	0	90
	2019	374	194	765
	2015	284	N/A	2,195
United Kingdom*	**2025**	**391**	**33**	**0**
	2024	662	136	0
	2019	1,696	33	0
	2015	1,067	N/A	1,844
Total: Rest of Europe	**2025**	**199**	**176**	**293**
	2024	622	245	276
	2019	425	39	888
	2015	233	N/A	1,805
Total: Rest of the World	**2025**	**51**	**867**	**0**
	2024	175	780	0
	2019	169	1,781	72
	2015	653	N/A	9,880
Total: Group	**2025**	**850**	**1,081**	**395**
	2024	1,585	1,161	366
	2019	2,664	2,048	1,724
	2015	2,237	N/A	15,724

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In 2021, the scope includes employees of acquisitions completed up to November 2021, namely Luminosity Limited, Sopra Steria Financial Services and Labs.
In 2020, the scope includes all entities over which the Group has operational control (and therefore includes the joint ventures NHS SBS, SSCL and SFT) as well as the new acquisitions Sodifrance, Anteo (Consulting and E-Business Solutions), Holocare and cxpartners.
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** "France" includes French Polynesia. "United Kingdom" includes Ireland.*
(1) The increase in emissions between 2020 and 2021 is due to a change in methodology. Applying the updated methodology and scope for 2021 to previous years, the values would be as follows: 242,305 tCO_2e in 2020, 270,835 tCO_2e in 2019.
(2) Data taking into account the reduction in emissions from green travel in Germany. Excluding it, the values would be as follows: 19,544 tCO_2e in 2023, 14,695 tCO_2e in 2022, 7,402 tCO_2e in 2021, 37,164 tCO_2e in 2019, 38,176 tCO_2e in 2018, 38,133 tCO_2e in 2017 and 36,555 tCO_2e in 2016.
(3) Emissions arising from employee commuting in 2019 and 2020 were estimated and taken into account for our CDP response. The method was refined to calculate emissions in 2021 and audited.
(4) In 2025, remote work-related emissions represented the following amounts for the following scopes: Group: 2,579.4 tCO_2e; France: 532.8 tCO_2e; UK: 665.0 tCO_2e; Rest of Europe: 846.6 tCO_2e; Rest of the World: 535.0 tCO_2e.
In 2024, remote work-related emissions represented the following amounts for the following scopes: Group: 2,515.8 tCO_2e; France: 471.1 tCO_2e; UK: 637.0 tCO_2e; Rest of Europe: 742.2 tCO_2e; Rest of the World: 665.5 tCO_2e.
In 2023, remote work-related emissions represented the following amounts for the following scopes: Group: 2,052.1 tCO_2e; France: 509.2 tCO_2e; UK: 639.8 tCO_2e; Rest of Europe: 610.9 tCO_2e; Rest of the World: 292.1 tCO_2e.
(1) Scope 3 – Excluded subcategories: 3-2, 3-4, 3-9, 3-10, 3-11, 3-12, 3-14

SCOPE 3

		Scope 3 ✓							
Geography	Year	3-1 Residual emissions from purchases (excluding business travel, offices, on- and off-site data centres and fugitive emissions)**✓	3-3 Energy-related emissions not included in Scopes 1 and 2 ✓	3-5 Waste treatment ✓	3-6 Business travel***✓	3-7 Employee commuting and remote working****✓	3-8 Off-site data centres ✓	3-13 Tenants ✓	3-15 Investments
		tCO_2e	tCO_2e	tCO_2e	tCO_2e	tCO_2e	tCO_2e	tCO_2e	tCO_2e
France*	**2025**	**82,751**	**460**	**13**	**3,311**	**8,734**	**0**	**37**	**N/A**
	2024	118,048	497	12	4,975	8,743	0	36	N/A
	2019	N/A	860	23	14,138	N/A	553	160	N/A
	2015	N/A	N/A	N/A	N/A	N/A	458	N/A	N/A
United Kingdom*	**2025**	**67,974**	**328**	**6**	**961**	**2,656**	**17**	**7**	**N/A**
	2024	58,959	388	5	1,318	2,235	0	43	N/A
	2019	N/A	959	20	3,528	N/A	128	10	N/A
	2015	N/A	N/A	N/A	N/A	N/A	332	N/A	N/A
Total: Rest of Europe	**2025**	**57,859**	**800**	**8**	**6,129**	**5,583**	**91**	**5**	**N/A**
	2024	67,663	967	7	4,182	5,713	111	32	N/A
	2019	N/A	686	15	11,378	N/A	699	18	N/A
	2015	N/A	N/A	N/A	N/A	N/A	437	N/A	N/A
Total: Rest of the World	**2025**	**2,482**	**1,935**	**8**	**973**	**5,118**	**0**	**226**	**N/A**
	2024	4,208	2,818	9	1,792	6,360	0	53	N/A
	2019	N/A	2,959	20	5,266	N/A	0	306	N/A
	2015	N/A	N/A	N/A	N/A	N/A	0	N/A	N/A
Total: Group	**2025**	**211,068**	**3,523**	**35**	**11,374**	**22,091**	**108**	**275**	**7,306**
	2024	248,879	4,670	33	12,267	23,051	111	164	1,916
	2019	221,311	5,464	78	34,310	66,778	1,250	494	2,892
	2015	N/A	N/A	N/A	32,005	N/A	1,227	N/A	N/A

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(1) Scope 3 - Excluded subcategories: 3-2, 3-4, 3-9, 3-10, 3-11, 3-12, 3-14

TOTAL: SCOPES 1, 2 & 3

Geography	Year	Total: Scopes 1, 2 & 3	Emissions per employee (Direct and indirect activities – Total: Scopes 1, 2 & 3*)	Emissions per employee (Direct activities – Scopes 1, 2, 3-6 and 3-8)✓
		tCO_2e	tCO_2e per employee	tCO_2e per employee
France*	**2025**	**95,622**	**4.79**	**0.18**
	2024	132,527	6.64	0.26
	2019	17,067	N/A	0.89
	2015	2,937	N/A	0.17
United Kingdom*	**2025**	**72,373**	**10.48**	**0.20**
	2024	63,745	9.10	0.30
	2019	6,374	N/A	1.01
	2015	3,243	N/A	0.80
Total: Rest of Europe	**2025**	**71,143**	**4.01**	**0.39**
	2024	79,819	4.45	0.30
	2019	14,148	N/A	1.11
	2015	2,475	N/A	0.29
Total: Rest of the World	**2025**	**11,660**	**1.75**	**0.28**
	2024	16,194	2.65	0.45
	2019	10,573	N/A	1.51
	2015	10,533	N/A	1.95
Total: Group	**2025**	**258,106**	**5.03**	**0.27**
	2024	294,202	5.77	0.30
	2019	339,013	N/A	0.93
	2015	51,193	N/A	1.47

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9. Overview of Sopra Steria's sustainability performance approach

Policies and programmes	Objective	Main action plans	Results in 2025 and change relative to 2024
Environment			
Reducing and mitigating the carbon footprint, and climate change adaptation SDG 7[1]; SDG 9[2]; SDG 11[3]; SDG 13[4]			
• Climate policy: ◦ Transition plan ◦ Adaptation plan	• Reduce Scope 1 and 2 GHG emissions by 54% by 2030 • Reduce Scope 3 GHG emissions by 37.5% by 2030 • Continue to roll out EcoVadis CSR assessments with the aim of covering 80% of target supplier expenditure • Maintain the proportion of the Group's electricity consumption from renewables at 95% (offices and on-site data centres) • Reduce energy consumption at offices by 20% by 2030 relative to 2021 • Reduce transport-related emissions (Scopes 3-6 and 3-7) by 20% by 2030 relative to 2024 • Ensure that at least 95% of employees are linked to an ISO 14001-certified site[5] by 2030 • Train 7,000 employees in climate-related issues by 2027 • Achieve carbon neutrality for emissions from direct operations while financing innovative projects that help reduce the carbon footprint outside the value chain • By 2030, draw up adaptation plans for all at-risk sites and data centres and update business continuity plans to take into account climate risks	• Reinforcing the "Sustainable procurement" policy • Improving energy efficiency and expanding the proportion of renewables • Implementation of a Sustainable Transport Plan and a Group-wide Transport Performance Index for the variable compensation of managers and the Chief Executive Officer • Continue to pursue certification of the Group's major sites, particularly in France • Continue with employee awareness and training initiatives on climate change • Analyse and identify major physical risks • Finance an innovative project with a positive environmental impact through the sustainability-linked loan programme	• **64.6% reduction** in Scopes 1 and 2 (vs 52.7% in 2024) • **33.2% reduction** in Scope 3 (vs 23.9% in 2024) • Proportion of expenditure covered by EcoVadis CSR assessments: **79%** (vs 77% in 2024) • Proportion of electricity consumption at offices and on-site data centres covered by renewable energy: **100%** (vs 100% in 2024) • Reduction in consumption by offices: **18%** (vs 8% in 2024) • Reduction in transport-related emissions: **5.2%** (base year: 2024) • Coverage rate for employees assigned to an **ISO 14001**-certified site: **69%** (vs 50% in 2024) • **3,346** employees trained in climate-related issues (vs 2,537 in 2024) • All emissions from direct activities covered by carbon neutrality mechanisms: **5.3%** of the Group's total emissions • Financed one innovative project with a positive environmental impact (vs two projects in 2024) • Gross risk analysis carried out on **100%** of sites and data centres (base year: 2025)
Reducing the Group's environmental footprint across its entire value chain by encouraging the reuse, recycling and recovery of resources SDG 6[6]; SDG 11[3]; SDG 12[7]; SDG 15[8]			
• Policy related to "Resource and waste management"	• Reuse, recycle or recover 100% of waste electrical and electronic equipment (WEEE) by 2030 (reuse through resale and donation, raw materials recovery for recycling or heat) • Reuse, recycle or recover 100% of paper and cardboard waste by 2030 (raw materials recovery for recycling) • Maintaining the internal reuse rate for laptop computers in France above 30%.	• Optimising resource consumption across the entire value chain • Managing the life cycle of equipment by extending its life and encouraging reuse and recycling • Managing waste, in particular WEEE • Raising awareness throughout the value chain	• **99.9%** of WEEE reused, recycled or recovered (vs 99.6% in 2024) • **99.8%** of paper and cardboard waste reused, recycled or recovered (vs 99.9% in 2024) • New metric implemented for the internal reuse rate for laptop computers in France with a result of **41%**

Policies and programmes	Objectives	Main actions	Results in 2025 and change relative to 2024
Sopra Steria employees			
Priority placed on training and skills SDG 4[9]; SDG 8[10]			
• General HR policy • Skills maintenance and development and career management programme	Objectives for 2021-2025: 100% of employees attend at least one training session every year Management & Leadership programme fully deployed New objectives for 2026-2028: Complete at least 5 training days (35 hours on average) per employee per year Complete at least 1 day of training (7 hours on average) in artificial intelligence per employee per year Complete at least 2 days of training (14 hours on average per year) on leadership and technological developments affecting the digital sector (target: top management)	• Identifying changes affecting the Group's businesses over the next one to three years • Drawing up new HR action plans • Providing a targeted personal development plan for all employees • Adopting a learning organisation model • Allowing employees to continuously update and share their expertise • Facilitate the integration of new employees through an updated on-boarding programme tailored to inductees' seniority • Globalise training programmes by sharing the corporate plan, Group fundamentals, compliance rules, business line and technical training programmes • Rolling out the Management & Leadership programme to all Group top management	• **100%** of employees attended at least one training session in 2025 (vs 100% in 2024) • Management and leadership programme being rolled out to top management • Total number of hours of training: **1,287,529 hours** in 2025 (vs 1,466,587 hours in 2024) • Average number of hours of training per employee in 2025: **25.1 hours** (vs 28.8 hours in 2024)
Equal opportunities and diversity SDG 4[9]; SDG 5[11]; SDG 10[12]			
• General human resources policy • "Gender equality" programme • "Disability inclusion" programme • "Non-discrimination" programme • "Compensation and employee share ownership" programme	• Increase the proportion of women in the Executive Committee • Increase the proportion of women in the 3% most senior positions (Level 5 and up) • Increase the proportion of women in the 10% most senior positions (Level 4 and up) • Increase the proportion of women managers (Level 3 and up) • Increase the proportion of employees with disabilities to 3.3% for the "France" scope • 100% of employees have access to a non-discrimination training module	• Rolling out and monitoring the gender equality programme • Awareness and training to prevent all forms of discrimination • Fostering local initiatives and sharing best practices • Using metrics to monitor the proportion of women in the workforce, employment of people with disabilities and age diversity • Giving employees a stake in the Company's performance through a Group employee share ownership programme • Reducing existing and preventing future gender pay gaps	• **9** women on the Board of Directors, i.e. 50% (vs 41.7% in 2024) • **3** women on the Executive Committee, i.e. 18.7% (vs 18.7% in 2024) • **393** women in the 3% most senior positions, i.e. 22.4% (vs 21.4% in 2024) • **1,297** women in the 10% most senior positions, i.e. 22.8% (vs 22.3% in 2024) • **4,116** women in managerial roles, i.e. 26.6% (vs 26.3% in 2024) • People with disabilities accounted for **4.14%** of the workforce in France (vs 3.94% in 2024)
Employee protection and trust SDG 3[13]; SDG 8[10] · SDG 10[12]			
• General Human Resources policy • Recruitment policy	• 100% of employees have access to a workplace well-being programme • Keep Sopra Steria in the European and global Great Place To Work® rankings	• Permanently adopting hybrid working conditions specific to each geographical region • Promoting the right to disconnect for all employees • Measuring policy effectiveness, employee engagement and satisfaction through both Group-wide and local surveys • Supporting employees during parenthood by offering them solutions adapted to their needs • Taking employees' individual situations into account, allowing flexibility in the way they organise work • Offering employees a suitable social protection package • Making whistleblowing and support systems available to employees at all Group entities	• **100%** of employees have access to a workplace well-being programme (vs 100% in 2024) • **71%** overall satisfaction as shown by the Great Place To Work® survey (vs 75% in 2023) • **100%** of employees are entitled to family leave (vs 100% in 2024) • **100%** of employees have access to a social protection scheme (vs 100% in 2024) • **49** whistleblowing reports in France (none in Spain or Norway)
Social dialogue SDG 4[9]; SDG 5[11]; SDG 8[10]			
Programmes and projects: • Strengthen collaboration with representatives of management and staff in order to anticipate regulatory and organisational changes • Establishing a regular and constructive dialogue with employee representative bodies • Holding regular meetings with representatives of management and staff	• Maintaining effective social dialogue and successfully signing and implementing collective bargaining agreements	• Driving change by involving employee representatives and formalising new collective bargaining agreements or renewing existing agreements	• **75.2%** of Group employees covered by collective bargaining agreement (vs 78.4% in 2024) • **55.7%** collective bargaining coverage based on CSRD thresholds for countries with > 50 employees representing > 10% of the total workforce (France, India and the United Kingdom) (vs 55.1% in 2024) • New gender equality agreement for France (scope: "UES" [economic and employee unit]) in January 2025 and new career management (GEPP[14]) agreement in December 2025

Policy and programmes	Objectives	Main actions	Results in 2025 and change relative to 2024
Communities			
Solidarity and volunteering SDG 1[15]; SDG 3[16]; SDG 4[17]; SDG 5[18]; SDG 8[19]; SDG 10[20]			
• Solidarity and volunteering policy	• Supporting disadvantaged young people and their relatives in their digital lives by taking action to promote digital inclusion and digital education • Involve at least 10% of the Group's employees in social, societal or environmental initiatives by 2028, via programmes aimed at civil society or the Group's internal employees networks, including during working time and with the Company's backing	• Launch the Sustain.forGood philanthropy programme to support charitable initiatives organised by countries, tailored to each region's specific needs, that contribute to the Group's CSR mission: "Supporting disadvantaged young people and their relatives in their digital lives." • Consolidate the corporate volunteering programme through the joint construction of a shared frame of reference for all the Group's countries and the renewed International Volunteer Days campaign to encourage Group employees to take part in digital inclusion and digital education projects • Scale up the Yogdaan scholarship initiative in India in favour of access to education, with the support of several of the Group's countries	• Number of charitable organisations supported: **295** (vs 994 in 2024) • Number of employee volunteers 1,508+ (vs 1,910+ in 2024) • Outside of working time: **33%** (vs 50.5% in 2024) • During working time: **67%** (vs 49.5% in 2024) • Number of people supported: **75,535** (vs 50,890 in 2024)
Regional presence SDG 4[17]; SDG 8[19]; SDG 11[21]			
• Entity-specific regional presence programmes	Boosting resilience as well as economic, educational, professional and industrial development in the regions where the Group operates	• Support training and the local education system • Develop appropriate solutions for the economic and social challenges faced by local authorities • Support market momentum, development of local centres of expertise and job creation • Develop local partnerships	Examples of local achievements: • Contribution to the University-Industry Internship Training Program (Italy) • Support for the launch of the LIFE Hamburg Campus (Germany) • Contribution to the development of the FloodCARE flood management solution • Support for the design of an agentic AI system with TELECOM Nancy (France)
Contribution to essential public services SDG 7[22]; SDG 9[23]			
• Programmes contributing to essential services specific to the Group's sector verticals	• Contributing to the continuity and quality of essential public services • Ensuring development of required skills • Using new technologies and data analyses	Multiple actions identified, managed and implemented on a local level by the Group's verticals and entities	Examples of projects: • Contribution to improving digital services in 22 UK government departments and agencies • Development of digital solutions to improve the efficiency of European rail transport
Business conduct			
Business conduct and compliance SDG 8[24]; SDG 10[25]; SDG 16[26]			
• Code of Ethics, • Anti-Corruption and Influence-Peddling Code of Conduct, • Code of Conduct for Stock Market Transactions • Supplier & Partner Code of Conduct • Compliance programmes	• Maintain the proportion of employees who have completed ethics training at over 90% and achieve an EcoVadis Ethics Score of over 80/100 • Have more than 80% of target expenditure covered by a positive EcoVadis assessment (>45/100) • No corruption incidents	• Continuous improvement of the Group's compliance programmes, particularly the mandatory e-learning course • Continue the approach aimed at assessing suppliers' and partners' business conduct • Ensure that the whistleblowing procedure works properly and is effective	• **88/100**: Sopra Steria's EcoVadis Ethics Score (vs 90/100 in 2024) • **90%**: Completion rate of the e-learning course which is mandatory for all employees (vs 93% in 2024) • **90%**: Completion rate of the e-learning course which is mandatory for the most at-risk roles (vs 92% in 2024) • **73%**: Proportion of 2025 expenditure covered by a positive EcoVadis assessment (>45/100) (vs 77% in 2024) • **0** confirmed corruption incidents (vs 0 in 2024)

Policies and programmes	Objectives	Main actions	Developments and results in 2025
Specific to digital services and to Sopra Steria			
Cybersecurity and digital sovereignty SDG 16[27]; SDG 17[28]			
• Policy related to "Information security and protection" • Policy related to "Protection of personal data" • Action plan related to the Group's range of cybersecurity services and solutions • "Sovereignty" action plan • "Disinformation" action plan led by a Group think tank (Cercle Pégase)	• Maintain a Security Score Card grade higher than the industry average • Maintain a CyberVadis score of at least 795	• Applying market standards and adopting best practices • Raising awareness, running a working group and participating in interprofessional bodies • Monitoring implementation of the Group's data protection compliance programme • Strengthening the organisational framework for data protection and data security and systems at the Group's entities • Reinforcing Sopra Steria's business model based around value centres and products • Strengthening the internal Cyber Academy • Planning and overseeing roll-out of the Group's portfolio of services to all clients in all geographic regions • Providing ongoing monitoring • Continuously strengthening the comprehensive defence strategy	• Security score card: **7 points** (out of 100) above the sector average (vs 8 points in 2024) • CyberVadis: **985** in 2024 (vs 795 in 2023) • Joined a consortium of six European operators to create Data4NuclearX, a sovereign and secure digital dataspace for the nuclear industry • Progress made on the development of the SENSEE platform, an end-to-end detection and response system designed to help companies combat cyberattacks, including those generated using artificial intelligence; • The cybersecurity teams were grouped together within a business line comprising over **2,300** employees • Reinforcement of processes for the protection of personal data
Developing responsible digital technology SDG 12[29]			
• Roadmap related to "Responsible digital technology": ◦ The "Standards for low-impact business lines" programme ◦ The "Digital solutions for sustainable business" programme	• Become a benchmark provider of responsible digital technology • Modernise the Group's consultancy and engineering services to offer its clients low-impact solutions (sustainably designed, inclusive and ethical) against a backdrop of rapid AI expansion • Supporting its clients in the transition to sustainable business by offering digital solutions to accelerate their transformation	• Launching the 2025-2027 roadmap • Beginning the certification process for NR[30] Level 2 – the highest level of the "Numérique Responsable" (responsible digital technology) certification – for the "France" scope and extending the Level 1 certification approach to five other Group entities • Employee awareness and training • Developing tools and making them available under open-source licences in a spirit of digital-sector-wide collaboration and sharing: ◦ G4IT: assessing the impact of information systems and digital services. ◦ Ecomind AI, an assessment tool for anticipating the environmental impact of an AI from the design stage	• NR certification approaches underway, Level 2 audit undertaken in November 2025 • Network of Digital Sustainability Officers in place in the various countries and subsidiaries • Sustainable design: **9,101** employees made aware of issue and **1,407** employees trained at year-end 2025

Environment

(1) SDG 7: Clean, affordable energy
(2) SDG 9: Industry, innovation and infrastructure
(3) SDG 11: Sustainable cities and communities
(4) SDG 13: Measures to combat climate change
(5) ISO 14001: International standard for environmental management system (EMS) requirements
(6) SDG 6: Clean water and sanitation
(7) SDG 12: Responsible consumption and production
(8) SDG 15: Life on land

Sopra Steria employees

(9) SDG 4: Quality education
(10) SDG 8: Decent work and economic growth
(11) SDG 5: Gender equality
(12) SDG 10: Reduced inequalities
(13) SDG 3: Good health and well-being

Society

(14) SDG 1: No poverty
(15) SDG 3: Good health and well-being
(16) SDG 4: Quality education
(17) SDG 5: Gender equality
(18) SDG 8: Decent work and economic growth
(19) SDG 10: Reduced inequalities
(20) SDG 11: Sustainable cities and communities
(21) SDG 7: Affordable and clean energy
(22) SDG 9: Industry, innovation and infrastructure

Business conduct

(23) SDG 8: Decent work and economic growth
(24) SDG 10: Reduced inequalities
(25) SDG 16: Peace, justice and strong institutions

Specific to digital services and to Sopra Steria

(26) SDG 16: Peace, justice and strong institutions
(27) SDG 17: Partnerships for the goals
(28) SDG 12: Responsible consumption and production
(29) INR (Institut du Numérique Responsable) certification for responsible digital technology

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Consolidated statement of net income

(in millions of euros)	Notes	Financial year 2025	Financial year 2024
Revenue	**4.1**	**5,648.0**	**5,776.8**
Staff costs	5.1	-3,588.8	-3,611.7
External expenses and purchases	4.2.1	-1,342.6	-1,387.3
Taxes and duties		-33.7	-42.8
Depreciation, amortisation, provisions and impairment		-169.9	-186.8
Other current operating income and expenses	4.2.2	21.3	16.5
Operating profit on business activity		**534.3**	**564.7**
as % of revenue		9.5%	9.8%
Expenses related to stock options and related items	5.4	-20.5	-17.3
Amortisation of allocated intangible assets	8.2	-22.8	-32.5
Profit from recurring operations		**491.0**	**514.9**
as % of revenue		8.7%	8.9%
Other operating income and expenses	4.2.3	-49.8	-54.7
Operating profit		**441.2**	**460.3**
as % of revenue		7.8%	8.0%
Cost of net financial debt	12.1.1	-21.1	-35.4
Other financial income and expenses	12.1.2	-17.3	-3.2
Tax expense	6.1	-96.7	-96.8
Net profit/(loss) from associates	10	-1.9	-6.7
Net profit from continuing operations		**304.2**	**318.2**
Net profit/(loss) from discontinued operations	2.2	-	-58.3
Consolidated net profit		**304.2**	**259.9**
as % of revenue		5.4%	4.5%
Non-controlling interests	14.1.5	7.4	9.0
NET PROFIT ATTRIBUTABLE TO THE GROUP		**296.8**	**251.0**
as % of revenue		5.3%	4.3%
EARNINGS PER SHARE (IN EUROS)	**NOTES**		
Basic earnings per share	14.2	15.23	12.46
Diluted earnings per share	14.2	15.16	12.34
Basic earnings per share from continuing operations	14.2	15.23	15.36
Diluted earnings per share from continuing operations	14.2	15.16	15.21
Basic earnings per share from discontinued operations	14.2	0.00	-2.90
Diluted earnings per share from discontinued operations	14.2	0.00	-2.87

Consolidated statement of comprehensive income

(in millions of euros)	Notes	Financial year 2025	Financial year 2024
Consolidated net profit		**304.2**	**259.9**
Other comprehensive income:			
Actuarial gains and losses on pension plans	5.3.1	-38.5	3.1
Tax impact		-2.9	2.6
Related to associates	10	-	0.0
Change in fair value of financial assets (non-consolidated securities)		46.0	-3.6
Subtotal of items not reclassifiable to profit or loss		**4.6**	**2.1**
Translation differences	14.1.4	-71.1	45.8
Change in net investment hedges		15.3	-15.2
Tax impact on net investment hedges		-4.2	4.2
Change in cash flow hedges		-19.4	6.1
Tax impact on cash flow hedges		4.8	-2.0
Related to associates		-	2.1
Subtotal of items reclassifiable to profit or loss		**-74.6**	**41.0**
Other comprehensive income, total net of tax		**-70.0**	**43.1**
COMPREHENSIVE INCOME		**234.2**	**303.0**
Non-controlling interests	14.1.5	4.5	10.9
Attributable to the Group		**229.7**	**292.2**

Consolidated statement of financial position

ASSETS *(in millions of euros)*	**Notes**	**31/12/2025**	**31/12/2024**
Goodwill	8.1	2,375.6	2,348.2
Intangible assets	8.2	233.6	238.5
Property, plant and equipment	8.3	125.8	148.7
Right-of-use assets	9.1	385.1	384.4
Equity-accounted investments	10	1.0	1.0
Other non-current assets	7.1	226.1	224.6
Retirement benefits and similar obligations	5.3	26.5	47.1
Deferred tax assets	6.3	104.6	115.1
Non-current assets		**3,478.3**	**3,507.6**
Trade receivables and related accounts	7.2	1,290.1	1,291.4
Other current assets	7.3	394.4	419.8
Cash and cash equivalents	12.2	511.8	423.4
Current assets		**2,196.3**	**2,134.5**
Assets held for sale		-0.0	0.0
TOTAL ASSETS		**5,674.6**	**5,642.2**

LIABILITIES AND EQUITY *(in millions of euros)*	**Notes**	**31/12/2025**	**31/12/2024**
Share capital		20.5	20.5
Share premium		531.5	531.5
Consolidated reserves and other reserves		1,536.7	1,375.4
Equity attributable to the Group		**2,088.8**	**1,927.4**
Non-controlling interests		**59.0**	**57.1**
TOTAL EQUITY	**14.1**	**2,147.7**	**1,984.5**
Financial debt – Non-current portion	12.3	520.5	616.7
Lease liabilities – Non-current portion	9.2	327.3	322.1
Deferred tax liabilities	6.3	45.1	42.0
Retirement benefits and similar obligations	5.3	201.4	199.7
Non-current provisions	11.1	45.3	88.3
Other non-current liabilities	7.4	24.8	19.4
Non-current liabilities		**1,164.3**	**1,288.3**
Financial debt – Current portion	12.3	238.1	188.8
Lease liabilities – Current portion	9.2	99.2	105.1
Current provisions	11.1	61.7	36.8
Trade payables and related accounts		349.2	354.2
Other current liabilities	7.5	1,614.5	1,684.5
Current liabilities		**2,362.6**	**2,369.4**
Liabilities held for sale		-0.0	-0.00
TOTAL LIABILITIES		**3,526.9**	**3,657.7**
TOTAL LIABILITIES AND EQUITY		**5,674.6**	**5,642.2**

Consolidated statement of changes in equity

(in millions of euros)	Share capital	Share premium	Treasury shares	Consolidated reserves and retained earnings	Other comprehensive income	Total attributable to the Group	Non-controlling interests	Total
AT 31/12/2023	**20.5**	**531.5**	**-95.5**	**1,449.0**	**-28.8**	**1,876.7**	**48.4**	**1,925.1**
Share capital transactions	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	16.1	-	16.1	0.1	16.2
Transactions in treasury shares	-	-	-115.4	-44.5	-	-159.9	-	-159.9
Ordinary dividends	-	-	-	-93.9	-	-93.9	-2.3	-96.2
Changes in scope	-	-	-	10.4	-12.8	-2.4	-	-2.4
Other movements	-	-	-	1.0	-2.2	-1.2	-0.1	-1.3
Shareholder transactions	**-**	**-**	**-115.4**	**-111.0**	**-15.0**	**-241.4**	**-2.2**	**-243.7**
Net profit for the period	-	-	-	251.0	-	251.0	9.0	259.9
Other comprehensive income	-	-	-	-	41.2	41.2	1.9	43.1
Comprehensive income for the period	**-**	**-**	**-**	**251.0**	**41.2**	**292.2**	**10.9**	**303.0**
AT 31/12/2024	**20.5**	**531.5**	**-210.9**	**1,589.0**	**-2.7**	**1,927.4**	**57.1**	**1,984.5**
Share capital transactions	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	14.9	-	14.9	0.6	15.5
Transactions in treasury shares	-	-	27.6	-29.1	-	-1.5	-	-1.5
Ordinary dividends	-	-	-	-90.2	-	-90.2	-2.4	-92.6
Changes in scope	-	-	-	-	-	-	-	-
Other movements	-	-	-	-3.7	12.1	8.4	-0.8	7.5
Shareholder transactions	**-**	**-**	**27.6**	**-108.0**	**12.1**	**-68.4**	**-2.6**	**-71.0**
Net profit for the period	-	-	-	296.8	-	296.8	7.4	304.2
Other comprehensive income	-	-	-	-	-67.1	-67.1	-2.9	-70.0
Comprehensive income for the period	**-**	**-**	**-**	**296.8**	**-67.1**	**229.7**	**4.5**	**234.2**
AT 31/12/2025	**20.5**	**531.5**	**-183.3**	**1,777.8**	**-57.7**	**2,088.8**	**59.0**	**2,147.7**

Consolidated cash flow statement

(in millions of euros)	Notes	Financial year 2025	Financial year 2024
Consolidated net profit (including non-controlling interests)		**304.2**	**259.9**
Net additions to depreciation, amortisation and provisions		165.1	251.2
Unrealised gains and losses related to changes in fair value		8.6	-2.8
Expenses and income related to stock options and related items	5.4	15.5	15.4
Gain/(loss) on disposal		-1.2	3.2
Share of net profit/(loss) of equity-accounted companies	10	1.9	6.7
Cost of net financial debt (including cost related to lease liabilities)	12.1.1	34.3	49.3
Dividends from non-consolidated securities		-0.0	-0.3
Tax expense	6.1	96.7	98.2
Cash from operations before change in working capital requirement (A)		**625.1**	**680.8**
Tax paid (B)		-79.4	-93.9
Change in operating working capital requirement (C)		4.6	69.5
Net cash from activities (D) = (A+B+C)		**550.3**	**656.4**
Purchase of property, plant and equipment and intangible assets		-59.8	-74.8
Proceeds from sale of property, plant and equipment and intangible assets		3.7	0.7
Purchase of financial assets		-5.0	-5.4
Proceeds from sale of financial assets		0.6	6.2
Cash impact of changes in scope		-25.7	194.7
Dividends received (equity-accounted companies, non-consolidated securities)		0.0	0.3
Proceeds from/(Payments on) loans and advances granted		1.1	1.9
Net interest received		5.5	4.6
Net cash from/(used in) investing activities (E)		**-79.7**	**128.0**
Proceeds from shareholders for capital increases		-0.0	0.0
Purchase and sale of treasury shares		-63.7	-132.4
Dividends paid to shareholders of the parent company	14.1.3	-90.2	-93.9
Dividends paid to the minority interests of consolidated companies		-2.4	-2.3
Proceeds from/(Payments on) borrowings	13.1	-55.8	-139.0
Lease payments		-121.4	-133.3
Net interest paid (excluding interest on lease liabilities)		-30.1	-38.6
Additional contributions related to defined-benefit pension plans		-10.5	-10.0
Other cash flows relating to financing activities		0.6	-0.9
Net cash from/(used in) financing activities (F)		**-373.4**	**-550.4**
Impact of changes in foreign exchange rates (G)		-8.8	-2.6
NET CHANGE IN CASH AND CASH EQUIVALENTS (D+E+F+G)		**88.4**	**231.4**
Opening cash position		422.9	191.5
Closing cash position	12.2	511.3	422.9

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The Group's consolidated financial statements for the year ended 31 December 2025 were approved by the Board of Directors at its meeting held on 25 February 2026.

NOTE 1 ACCOUNTING POLICIES

The main accounting policies applied in the preparation of the consolidated financial statements are presented below. They have been applied consistently for all of the financial years presented.

1.1. Basis of preparation

The consolidated financial statements for the year ended 31 December 2025 have been prepared in accordance with International Financial Reporting Standards (IFRS) as published by the IASB and adopted by the European Union. Information on these standards is provided on the European Commission website: https://finance.ec.europa.eu/capital-markets-union-and-financial-markets/company-reporting-and-auditing/company-reporting_en.

1.2. Application of new standards and interpretations

1.2.1. New mandatory standards and interpretations

New standards and amendments to existing standards adopted by the European Union, the application of which is mandatory for accounting periods beginning on or after 1 January 2025, concern the amendments to IAS 21 "The Effects of Changes in Foreign Exchange Rates" regarding lack of exchangeability. Their application does not have an impact on the Group's financial statements or their notes.

In addition, the IFRS Interpretations Committee (IFRS IC) published two final decisions:

- IAS 38 "Intangible Assets" – "Recognition of Intangible Assets Resulting from Climate-related Expenditure";
- IAS 29 "Financial Reporting in Hyperinflationary Economies" – "Assessing Indicators of Hyperinflationary Economies".

These interpretations have no impact on the Group's financial statements.

1.2.2. Standards and interpretations published by the IASB but not applied early

The Group chose not to apply any new standards and amendments to existing standards adopted by the European Union, the application of which is mandatory after 31 December 2025 and which may be applied early. This mainly related to amendments to IFRS 9 "Financial Instruments" and IFRS 7 "Financial Instruments: Disclosures" covering contracts to purchase renewable energy and notably clarifying the recognition and derecognition of financial assets and liabilities at the settlement date. They will have no impact on the Group's financial statements.

1.2.3. Standards published but not yet applicable

The application of IFRS 18 "Presentation and Disclosure in Financial Statements" is mandatory for accounting periods beginning on or after 1 January 2027, subject to approval by the European Union. This standard notably introduces a significant change in the presentation of the income statement; new information to be disclosed in the notes to the financial statements, notably concerning performance measures; and more limited changes to the cash flow statement and the balance sheet.

The Group is in the process of evaluating the main changes resulting from the application of these new rules. At this stage, it has no plans to apply them early (i.e. in 2026).

1.3. Material estimates and accounting judgments

The preparation of financial statements entails the use of estimates and assumptions in measuring certain consolidated assets and liabilities, as well as certain income statement items. Group management is also required to exercise judgment in the application of its accounting policies.

Such estimates and judgments, which are continually updated, are based both on historical information and on a reasonable anticipation of future events according to the circumstances. However, given the uncertainty implicit in assumptions as to future events, the related accounting estimates may differ from the ultimate actual results.

The main assumptions and estimates that may leave scope for material adjustments to the carrying amounts of assets and liabilities in the subsequent period are as follows:

- revenue recognition, in particular relating to solution-building contracts (see Note 4.1);
- post-employment benefits for staff (see Note 5.3);
- measurement of deferred tax assets (see Note 6.3);
- the recoverable amount of property, plant and equipment and intangible assets, and of goodwill in particular (see Note 8.1);
- lease terms and the measurement of right-of-use assets and lease liabilities (see Note 9);
- provisions for contingencies (see Note 11.1).

These accounting judgments and estimates take into account the trajectory for reducing GHG emissions and, in particular, the process of transitioning its activities towards meeting the Climate Neutral Now programme's goal of climate neutrality. This trajectory is reflected in particular in the conditions of one of its credit facilities (see Note 12) and its latest free performance share plan (see Note 5).

1.4. Format of the financial statements and foreign currency translation

1.4.1. Format of the financial statements

With regard to the presentation of its consolidated financial statements, Sopra Steria Group applies Recommendation 2020-01 of the French Accounting Standards Authority (Autorité des Normes Comptables – ANC) of 6 March 2020 on the format of the income statement, the cash flow statement and the statement of changes in equity.

The format of the income statement was adapted several years ago to improve the presentation of the Company's performance, with the addition of a financial aggregate known as "Operating profit on business activity" before "Profit from recurring operations". This metric is used internally by management to assess performance. It corresponds to "Profit from recurring operations" before:

- the expense relating to the costs and benefits granted to the recipients of stock option, free share and employee share ownership plans;
- the amortisation of allocated intangible assets.

"Operating profit" is then obtained by taking "Profit from recurring operations" and subtracting "Other operating income and expenses". The latter contains any material items of operating income and expenses that are unusual, abnormal, infrequent or unpredictable, presented separately in order to give a clearer picture of performance based on ordinary activities.

Finally, the Group splits out "EBITDA" in the breakdown of "Change in net financial debt". This figure corresponds to "Operating profit on business activity", after adding back in the depreciation, amortisation and provisions included in the latter metric.

1.4.2. Foreign currency translation

a. Functional and presentation currencies

Items included in the financial statements of each Group entity are measured using the currency of the primary economic environment in which that entity operates, i.e. its "functional currency".

The consolidated financial statements are presented in euros, the functional and presentation currency of the Sopra Steria Group parent company.

b. Translation of the financial statements of foreign subsidiaries

The accounts of all Group entities whose functional currency differs from the Group's presentation currency are translated into euros as follows:

- assets and liabilities are translated at the end-of-period exchange rate;
- income, expenses and cash flows are translated at the average exchange rate for the period;
- all resulting foreign exchange differences are recognised as a distinct equity component under "Other comprehensive income" and included in "Accumulated translation reserves" within equity (see Note 14.1.4).

In accordance with IAS 21 "The Effects of Changes in Foreign Exchange Rates", translation gains and losses arising from the translation of net investments in foreign operations are recognised as a distinct component of equity. Translation gains and losses in respect of intercompany loans are considered an integral part of the Group's net investment in the foreign subsidiaries in question.

When a foreign operation is divested, the cumulative translation difference is recycled to profit or loss as part of the gain or loss arising on disposal.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the operation and, as such, are translated at the end-of-period exchange rate.

The applicable exchange rates for the translation of the main foreign currencies used within the Group are as follows:

€1 / Currency	Average rate for the period		Period-end rate	
	Financial year 2025	Financial year 2024	31/12/2025	31/12/2024
Norwegian krone	11.7173	11.6290	11.8430	11.7950
Swedish krona	11.0663	11.4325	10.8215	11.4590
Tunisian dinar	3.3735	3.3660	3.3972	3.3068
Moroccan dirham	10.5526	10.7539	10.7110	10.4919
US dollar	1.1300	1.0824	1.1750	1.0389
Singapore dollar	1.4756	1.4458	1.5105	1.4164
Swiss franc	0.9370	0.9526	0.9314	0.9412
Pound sterling	0.8568	0.8466	0.8726	0.8292
Brazilian real	6.3072	5.8283	6.4364	6.4253
Indian rupee	98.5239	90.5563	105.5965	88.9335
Polish zloty	4.2397	4.3058	4.2210	4.2750

c. Translation of foreign currency transactions

Transactions denominated in foreign currencies are translated to the functional currency at the exchange rate applying on the transaction date. Foreign exchange gains and losses arising on settlement, as well as those arising from the translation of monetary assets and liabilities that are denominated in foreign currencies at the end-of-period exchange rate, are recognised in profit or loss under "Other current operating income and expenses" for transactions hedged against foreign exchange risk and under "Other financial income and expenses" for all other transactions.

NOTE 2 SCOPE OF CONSOLIDATION

Consolidation methods

Sopra Steria Group SA is the consolidating company.

The companies over which Sopra Steria Group has exclusive control are fully consolidated. An investor controls an investee where that investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Consequently, an investor controls an investee if and only if all the following criteria are met:

- it has power over the investee;
- it is exposed – or has rights – to variable returns from its involvement with the investee;
- it has the ability to exercise its power over the investee in such a way as to affect the amount of returns it obtains.

Investments in entities over which the Group exerts significant influence (associates) are accounted for under the equity method. Significant influence is deemed to exist, unless clearly demonstrated not to be the case, when a parent company directly or indirectly holds 20% or more of the voting rights of the investee.

Intercompany transactions as well as balances and unrealised profits on transactions between Group companies are eliminated.

The accounts of all consolidated companies are prepared as at 31 December. Where applicable, those accounts have been restated to ensure the consistency of accounting and measurement rules applied by the Group.

The scope of consolidation is presented in Note 18.

2.1. Main acquisitions in the financial year

- On 30 April 2025, the Group acquired 100% control over Aurexia – a management consulting firm specialising in financial services – and its subsidiaries. This business is part of the "France" cash-generating unit. The purchase price allocation is provisional. This acquisition did not have a material impact on the Group's financial performance measures. It is taken into account in Note 8.1.
- On 1 December 2025, Sopra HR Software reinforced its positioning as a comprehensive provider of innovative HR solutions by acquiring the entire share capital of Neocase. This business is part of the "HR Software" cash-generating unit. The purchase price allocation is provisional. This acquisition did not have a material impact on the Group's financial performance measures. It is taken into account in Note 8.1.
- On 17 December 2025, the Group announced that it had entered into exclusive negotiations to acquire Starion and Nexova on behalf of its subsidiary CS Group. This acquisition will reinforce its positioning in sovereign and secure digital services for the space and cybersecurity sectors. It had not been completed at the balance sheet date and had no effect in 2025.

Business combinations

The Group applies IFRS 3 "Business Combinations" to the identified assets acquired and liabilities assumed as a result of business combinations. The acquisition of an asset or a group of assets that does not constitute a business is recognised under the standards applicable to those assets.

The Group recognises all business combinations by applying the acquisition method, which consists in:

- the measurement and recognition at fair value of the identifiable assets acquired and liabilities assumed. The Group identifies and allocates these items on the basis of contract provisions, economic conditions, and its accounting and management policies and procedures;
- the measurement of any non-controlling interest in the acquiree either at its fair value or based on its share of the fair value of the identifiable assets acquired and liabilities assumed;
- the measurement and recognition at the acquisition date of the difference (referred to as goodwill) between:
  - the purchase price of the acquiree plus the amount of any non-controlling interests in the acquiree, and
  - the net amount of the identifiable assets acquired and liabilities assumed.

The decision of how to measure non-controlling interests is made on an acquisition-by-acquisition basis and leads to the recognition of either full goodwill (should the fair value method be used) or partial goodwill (should a share of the fair value of the identifiable assets acquired and liabilities assumed be used).

The acquisition date is the date on which the Group effectively obtains control of the acquiree.

The purchase price of the acquiree is the fair value, at the acquisition date, of the elements of consideration transferred to the seller in exchange for control of the acquiree, to the exclusion of any consideration for a transaction separate from the business combination.

If the initial accounting for a business combination can only be determined provisionally for the reporting period in which the combination takes place, the acquirer recognises the combination using provisional amounts. The acquirer must then recognise adjustments to those provisional amounts as the accounting for the business combination is completed, within 12 months of the acquisition date and retrospectively.

2.2. Sale of Sopra Banking Software and loss of significant influence over 74Software (formerly Axway Software) in 2024

At its meeting on 21 February 2024, the Board of Directors authorised the planned sale by the Group of most of Sopra Banking Software's activities to 74Software (formerly Axway Software). This sale was concluded on 2 September 2024. This transaction also involved, on 19 July 2024, the sale to Sopra GMT of 3.6 million of the 6.9 million 74Software shares held by the Group. As a result of this transaction, the Group no longer exerts significant influence over 74Software. The remaining shares held were reclassified under "Non-consolidated securities" as financial assets measured at fair value through other comprehensive income (see Note 7.1). On this same date, in view of the capital increase with pre-emptive subscription rights undertaken by 74Software, in which the Group did not participate, the Group also sold to Sopra GMT the pre-emptive subscription rights attached to the 3.3 million 74Software shares it still held.

In the first half of 2024, this decision to refocus the Group's activities on digital services and solutions, consulting and digital technology in its strategic markets (financial services, defence & security, aeronautics, space and the public sector) was reflected in the legal carve-out of the activities of Sopra Banking Software to be sold and the transfer of the activities retained to the Group's entities.

The Group considered that it constituted a separate major line of business, classifying it as a discontinued operation, in accordance with IFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations".

This accounting treatment involved the following consequences and changes to the Group's 2024 consolidated financial statements, presented in comparison with the 2025 financial statements:

- Net profit from the discontinued operations of Sopra Banking Software was presented within a separate item, "Profit/(loss) from discontinued operations", in the consolidated statement of net income for financial year 2024 as from 1 January 2024. This includes the eight months when Sopra Banking Software was part of the Group, from 1 January to 1 September 2024. This item also includes the gain on disposal of the business.
- The cash flow statement remains unchanged and does not distinguish between cash flows from continuing operations and from discontinued operations. The impacts in 2024 of the Sopra Banking Software discontinued operation on cash flow for that period were as follows:

(in millions of euros)	**Financial year 2024**
Net cash from/(used in) operating activities	**-25.8**
Net cash from/(used in) investing activities	**52.3**
Net cash from/(used in) financing activities	**39.1**
Impact of changes in foreign exchange rates	-1.1
NET CHANGE IN CASH AND CASH EQUIVALENTS	**64.4**
Opening cash position	-64.4
Closing cash position	0.0

Furthermore, the sale to Sopra GMT of some of the Group's 74Software shares and the reclassification of the remaining 74Software shares as "Non-consolidated securities" resulted in a gain on disposal of €11.1 million. This was recognised in "Other operating income and expenses" included in "Operating profit" (see Note 4.2.3).

2.3. Other changes in scope during the financial year

The Group increased its stake in Sopra Financial Technology GmbH to 100% on 2 January 2025. This transaction generated a €9.8 million increase in "Equity attributable to the Group", recorded under "Other movements" in the statement of changes in equity.

The Group also acquired 100% control over the HoloCare joint venture, formed in Norway with the University of Oslo in July 2025. It was previously accounted for under the equity method. The accounting impact of this change of control is not material.

NOTE 3 SEGMENT INFORMATION

3.1. Results by reporting unit

(in millions of euros)	France		United Kingdom		Europe		Solutions		Not allocated		Total: Group	
	2025	**2024**	**2025**	**2024**	**2025**	**2024**	**2025**	**2024**	**2025**	**2024**	**2025**	**2024**
Revenue	**2,409.9**	**2,437.9**	**909.9**	**962.1**	**1,990.6**	**2,049.0**	**337.6**	**327.8**	**0.0**	**0.0**	**5,648.0**	**5,776.8**
Staff costs	-1,596.2	-1,595.4	-495.1	-508.3	-1,306.5	-1,315.3	-191.0	-192.7	0.0	0.0	-3,588.8	-3,611.7
External expenses and purchases	-588.4	-583.8	-263.6	-280.2	-432.7	-476.0	-57.9	-47.3	0.0	0.0	-1,342.6	-1,387.3
Operating profit on business activity	**217.1**	**220.4**	**87.4**	**116.9**	**173.4**	**186.4**	**56.7**	**41.0**	**0.0**	**0.0**	**534.8**	**564.7**
% of revenue	9.0%	9.0%	9.6%	12.1%	8.7%	9.1%	16.8%	12.5%	0.0%	0.0%	9.5%	9.8%
Profit from recurring operations	**199.9**	**201.6**	**79.1**	**107.8**	**157.0**	**165.7**	**55.5**	**39.9**	**0.0**	**0**	**491.4**	**514.9**
% of revenue	8.3%	8.3%	8.7%	11.2%	7.9%	8.1%	16.4%	12.2%	0.0%	0.0%	8.7%	8.9%
Operating profit	**183.7**	**182.1**	**74.9**	**100.7**	**129.6**	**128.5**	**53.5**	**38.0**	**0.0**	**11.1**	**441.6**	**460.3**
% of revenue	7.6%	7.5%	8.2%	10.5%	6.5%	6.3%	15.8%	12.2%	0.0%	0.0%	7.8%	8.0%

The "Not allocated" segment is used to reconcile the Group's operating profit and in 2024 included the gain on disposal of Axway Software shares described in Note 2.2 for €11.1 million.

Under IFRS 8, segment information is based on internal management data used by the Chief Executive Officer, the company officer with ultimate responsibility for the Group's operational decisions.

The Group organisational structure reflects both its businesses and the geographic distribution of its activities.

The segments presented correspond to four reporting units:

- the "France" reporting unit, comprising activities in this geographic area in the fields of Consulting, Systems Integration, IT Infrastructure Management, Cybersecurity and Product Lifecycle Management (Cimpa), and those of CS Group and its subsidiaries;
- the "United Kingdom" reporting unit, comprising activities in this geographic area in the fields of Consulting, Systems Integration, IT Infrastructure Management, Cybersecurity and Business Process Services;
- the "Europe" reporting unit, encompassing segments with the same business model in terms of their clients, range of services and solutions, organisation and operating margin. It comprises the Consulting, Systems Integration, IT Infrastructure Management and Cybersecurity activities in European countries other than France and those in the United Kingdom (Germany, Belgium, Denmark, Spain, Italy, Luxembourg, the Netherlands, Norway, Sweden and Switzerland), including the Sopra Financial Technology GmbH banking services platform in Germany;
- the "Solutions" reporting unit, comprising the Human Resources and Real Estate Management Solutions businesses and those of Sopra Solutions.

3.2. Revenue by geographic area

(in millions of euros)	France	United Kingdom	Other European countries and other regions	TOTAL
Financial year 2024	2,696.3	969.4	2,111.1	5,776.8
Financial year 2025	2,597.3	918.2	2,132.5	5,648.0

The above breakdown is based on geographic area and does not represent the reporting units presented in Note 3.1.

3.3. Non-current assets by geographic area

(in millions of euros)	France	United Kingdom	Other European countries and other regions	TOTAL
Goodwill	955.2	590.3	830.2	2,375.6
Intangible assets	46.7	76.3	110.6	233.6
Property, plant and equipment	68.9	13.4	43.6	125.8

The above breakdown is based on geographic area and does not represent the reporting units presented in Note 3.1.

NOTE 4 OPERATING PROFIT

4.1. Breakdown of revenue by reporting unit

(in millions of euros)	Financial year 2025		Financial year 2024	
France	2,409.9	42.7%	2,437.9	42.2%
United Kingdom	909.9	16.1%	962.1	16.7%
Europe	1,990.6	35.2%	2,049.0	35.5%
Solutions	337.6	6.0%	327.8	5.7%
TOTAL REVENUE	**5,648.0**	**100.0%**	**5,776.8**	**100.0%**

Revenue consists of services recognised on a percentage-of-completion basis. They include implementation, consulting and assistance services provided on a time-and-materials basis; outsourcing; infrastructure management; third-party application maintenance; and solution-building services. Revenue from the sale of right-of-use assets and access permissions is very marginal.

The transaction price allocated to performance obligations not yet satisfied at 31 December 2025 is determined by applying the exemptions provided by the standard, which enable the following performance obligations to be excluded in determining this value:

- those performed on the basis of the actual use of billable services: implementation, consulting and assistance services provided on a time-and-materials basis, outsourcing, infrastructure management, and third-party application maintenance (corrective maintenance);
- those included in a contract for which the initial expected term does not exceed one year: the Group only applies this exemption to software maintenance royalty-type services, for which the fixed term of the majority of contracts does not exceed one year.

On this basis, within the limits set by the standard, revenue not yet recognised that is allocated to performance obligations not yet fulfilled is only attributable to solution-building services under fixed-price contracts and, to a lesser extent, sales of licences for which control has not yet been transferred to customers. It amounted to at least €1,465.1 million at 31 December 2025. Most of it will be recognised in revenue in the following financial year.

Revenue recognition

The most material issue in the Group's application of IFRS is the proper application of IFRS 15 "Revenue from Contracts with Customers". Revenue recognition should reflect the transfer of control of goods or services promised to the customer in connection with projects for the amount of the consideration the Group expects in return.

a. General principles applicable to customer contracts entered into with Group entities

iii. Identifying the contract with the customer

Revenue recognition for a contract or a group of contracts must meet five criteria: the contract must have commercial substance (generation of future cash flows for the Group), the parties must have approved the contract and have pledged to meet their respective obligations, the rights and obligations of each party are identified, the payment conditions are identifiable, and the customer has the ability and intention to pay that amount of consideration in exchange for the goods and services provided. The Group may need to begin performing contracts before they have been finally signed with the customer. In such cases, the key is to establish whether the Group is sufficiently covered by commitments given by the customer to be able to begin recognising revenue.

iv. Identifying the performance obligations in the contract

The Group is contracted by customers to implement projects that include various types of services. For example, the Group could provide solution-building services followed in a subsequent phase by maintenance services. The contract or group of contracts may include one or more performance obligations: single-service or multi-component arrangements. A performance obligation is distinct if it meets two conditions. First, the underlying good or service must be distinct in absolute terms: the customer can benefit from the good or service either on its own or through readily available market resources. The good or service must also be distinct with respect to the contract, necessitating an analysis of the transformation relationship between the various goods and services comprising the contract. This relationship does not exist if the good or service is not used to produce other goods or services covered in the contract; it does not significantly modify or customise another good or service promised in the contract; or it is not highly dependent on, or highly interrelated with, other goods or services promised in the contract. This identification step is important: it determines subsequent revenue recognition in respect of each individual performance obligation.

v. Determining the transaction price

Once the contract's existence is validated and the various performance obligations identified, the contract's transaction price must be determined and allocated to the various completed performance obligations.

The contract's transaction price may include variable consideration, generally in the form of discounts, reductions, or penalties or, conversely, bonuses, and may be subject to the completion of project milestones. It can also include a financial component or a consideration payable to the client.

At the contract's inception, variable consideration is only taken into account in the amount for which the Group deems it highly probable that there will not be a material decrease in revenue in subsequent periods, and provided it is not subject to factors outside the Company's influence. This variable consideration is allocated to the performance obligations pro rata to their respective standalone selling price if it cannot be otherwise allocated.

A financial component included in the transaction price is identified if it is material and if the period between completion and payment exceeds twelve months or if the timing to fulfil the services diverges substantially from that of the payments. This material financial component results in an adjustment to revenue and is recorded as financial income in "Other financial income", where the Group finances the customer, or as a financial expense in "Other financial expenses", where the customer finances the Group through the payment of advances.

A consideration payable to the customer is deducted from the contract's transaction price if it does not correspond to a separate service provided by the customer. Otherwise, it is recognised as an operating expense.

vi. Allocating the transaction price to the various performance obligations identified

The transaction price is allocated to each performance obligation identified in the contract pro rata to the standalone selling prices of each underlying good or service. The standalone selling price is the price of the performance obligation as if it were sold separately. It is generally based on list prices, similar past transaction prices and observable market prices. With certain multi-component arrangements, essentially relating to software solutions, the Group may need to estimate the licence's standalone selling price using a residual approach; this corresponds to the contract's transaction price less the standalone selling prices of the other performance obligations.

The amount allocated to each performance obligation identified in the contract is recognised in revenue when control of the underlying goods or services promised in the contract is transferred to the customer.

vii. Revenue recognition

The control of a good or service is transferred to the customer over time (requiring revenue recognition on a percentage-of-completion basis) solely if one of the following three criteria is met:

- the customer simultaneously receives and consumes the benefits of performance as it occurs;
- the performance creates or enhances an asset that the customer controls as the asset is created or developed;
- if neither of the first two criteria apply, the revenue generated by performance under a fixed-price contract can only be recognised on a percentage-of-completion basis if the asset created has no alternative use for the Group and the Group has an enforceable right to payment for the performance completed to date.

Services already performed but not yet, or only partially, invoiced are presented on the balance sheet in "Customer contract assets" under "Trade receivables and related accounts". Services invoiced but not totally fulfilled are presented on the balance sheet in "Customer contract liabilities" under "Other current liabilities". Customer contract assets and liabilities are presented on a net basis for each individual contract.

If a fixed-price contract becomes loss-making, the loss on completion is automatically provided for in "Provisions for contingencies and losses" on the basis of the costs required to fulfil the contract.

b. Practical application: Revenue recognition for services performed by the Group on behalf of customers

i. Costs of obtaining a contract

The costs of obtaining a contract are recognised within "Customer contract assets" if two conditions are met: they would not have been incurred had the contract not been obtained, and they are recoverable. They can include sales commissions if these are specifically and solely linked to obtaining a contract and were not therefore granted in a discretionary manner.

ii. Costs of fulfilling a contract: Transition/transformation phases of third-party application maintenance, infrastructure management and outsourcing contracts, preparatory phase for licences in SaaS mode

The costs of fulfilling or implementing a contract are costs directly related to the contract, which are necessary to satisfying performance obligations in the future and are expected to be recovered. They do not meet the criteria defined in the general principles to constitute a distinct performance obligation.

Certain third-party application maintenance, infrastructure management or outsourcing contracts may include transition and transformation phases. In basic contracts, these activities are combined for the purpose of preparing the operating phase. They are not distinct from subsequent services to be rendered. In this case, they represent costs to implement the contract. They are capitalised and recognised in "Inventories and work in progress" ("Other current assets").

Conversely, in more complex or sizeable contracts, the transformation phase is often longer and more significant. This generally occurs prior to operations or parallel to temporary operations to define a target operating model. In these situations, this service often represents a distinct performance obligation.

Licences in SaaS mode require preparatory phases (functional integration, set-up of the technical environment) in order to reach a target operating phase. These are not distinct performance obligations but represent costs to implement the contract that are capitalised and recognised in "Inventories and work in progress" ("Other current assets").

The costs of fulfilling or implementing a contract capitalised in "Inventories and work in progress" ("Other current assets") are released to profit or loss in a pattern consistent with revenue recognition and never give rise to the recognition of revenue.

iii. Implementation, consulting and assistance services provided on a time-and-materials basis; outsourcing; infrastructure management; and third-party application maintenance (corrective maintenance)

Revenue from implementation, consulting and assistance services provided on a time-and-materials basis; outsourcing; infrastructure management; and third-party application maintenance (corrective maintenance) is recognised, in accordance with the general principles, when the customer simultaneously receives and consumes the benefits of the service. Revenue is recognised based on time spent or another billable unit of work.

iv. Services covered by fixed-price contracts, including solution-building contracts

Revenue from services performed under fixed-price contracts is recognised over time (rather than at a specific date), in accordance with general revenue recognition principles, using the percentage-of-completion method in the following two situations:

- the services are performed in the customer's environment or enhance a customer's asset. The customer obtains control as the asset is created or developed;
- the contract provides for the development of highly specific assets in the Group's environment (e.g. solutions) prior to implementation in the customer's infrastructure. The contract also provides for settlement of the value of such services in the event of termination for convenience (where the customer is entitled to do so). The Group has no alternative use for the asset created and has an enforceable right to payment for performance completed to date.

Revenue and profit generated gradually by services performed under fixed-price contracts are recognised based on a technical estimate of the degree of completion, which is measured taking into account the person-days remaining to be performed.

v. Licences

Should the analysis of a contract in accordance with the general principles identify the delivery of a licence as a distinct performance obligation, control is transferred to the customer either at a point in time (grant of a right to use), or over time (grant of a right to access).

A right to access corresponds to the development of solutions in SaaS mode. Changes at any time made by the developer to the solution that expose the customer to any positive or negative effects do not represent a service for the customer. In this situation, revenue is recognised as and when the customer receives and consumes the benefits provided by performance.

If the nature of the licence granted to the customer does not correspond to the definition of a right to access, it is a right to use. In this situation, revenue from the licence shall be recognised on delivery when all the obligations stipulated in the contract have been met.

A licence sale in the form of a subscription may be considered the sale of either a right to access an asset or a right to use an asset, depending on the rights and obligations set out in the lease signed with the customer.

vi. Principal/Agent distinction

Should the analysis of a contract in accordance with the general principles identify the resale of goods or services as a distinct performance obligation, it is necessary to determine whether the Group is acting as an agent or a principal. It is acting as an agent if it is not responsible to the customer for satisfying the performance obligation and for the customer's acceptance, if there is no transformation of the goods or services and there is no inventory risk. For example, transactions involving the purchase and resale of third-party licences without any other significant services may fall into this category. In certain situations, the same is true for services providing external expertise. In these cases, revenue is recognised by the Group for a net amount corresponding to the agent's margin or a commission. Otherwise, where it obtains control of the good or service prior to its transfer to the end-customer, it is acting as a principal. Revenue is recognised for the gross amount and external purchases are recorded in full as an operating expense.

4.2. Other operating income and expenses included in "Operating profit"

Aside from the staff costs detailed in Note 5, "Operating profit" mainly includes the following items:

4.2.1. External expenses and purchases included in "Operating profit on business activity"

(in millions of euros)	Financial year 2025		Financial year 2024	
Project subcontracting purchases	-715.5	53.3%	-761.2	54.9%
Purchases held in inventory of equipment and supplies	-17.8	1.3%	-26.3	1.9%
Purchases of goods for resale and changes in inventory	-128.9	9.6%	-121.3	8.7%
Leases	-110.2	8.2%	-100.3	7.2%
Maintenance and repairs	-91.2	6.8%	-95.4	6.9%
Subcontracting	-6.6	0.5%	-6.0	0.4%
Remuneration of intermediaries and fees	-80.1	6.0%	-78.8	5.7%
Advertising and public relations	-19.7	1.5%	-18.4	1.3%
Travel and entertainment	-93.3	7.0%	-95.2	6.9%
Telecommunications	-26.0	1.9%	-26.6	1.9%
Other expenses	-53.3	4.0%	-57.9	4.2%
TOTAL	**-1,342.6**	**100%**	**-1,387.3**	**100%**

Lease expenses only included costs excluded or exempt from the application of IFRS 16 "Leases" (see Note 9.1).

4.2.2. Other current operating income and expenses included in "Operating profit on business activity"

"Other current operating income and expenses" amounting to income of €21.3 million (income of €16.5 million in 2024) mainly comprised net foreign exchange gains of €4.0 million (€4.9 million in 2024), which covered the foreign exchange impact of other components of "Operating profit on business activity". Actions taken in the real estate portfolio generated income of €10.2 million. These mainly consisted of renegotiating and terminating leases but also included sub-letting properties.

4.2.3. Other operating income and expenses included in "Operating profit"

(in millions of euros)	Financial year 2025	Financial year 2024
Expenses arising from business combinations (fees, commissions, etc.)	-2.4	-0.7
Net restructuring and reorganisation costs	-51.8	-50.6
■ Separation costs	-49.0	-45.3
■ Integration and reorganisation of activities	-2.8	-5.3
Asset impairment	-1.9	-1.9
Other operating expenses	-0.0	-11.9
Total other operating expenses	**-56.2**	**-65.1**
Other operating income	6.4	10.4
Total other operating income	**6.4**	**10.4**
TOTAL	**-49.8**	**-54.7**

In 2025, "Other operating income and expenses" mainly consisted of resource adaptation expenses in France, the United Kingdom, Germany, Benelux and Scandinavia (amounting to €14.8 million, €9.7 million, €7.3 million, €8.8 million and €4.9 million, respectively).

"Other operating income" also included the positive €5.5 million impact of pension plan amendments in the United Kingdom (see Note 5.3.1).

In 2024, "Other operating income and expenses" consisted of resource adaptation expenses in Germany, France and Belgium (amounting to €17.9 million, €17.9 million and €2.8 million, respectively).

"Other operating income" and "Other operating expenses" mainly consisted of €11.1 million in income arising from the sale of shares in 74Software (formerly Axway Software), resulting in the loss of significant influence, described in Note 2.2, as well as an expense of €8.8 million arising from contractual risks and the effects of discontinuing low-margin activities.

NOTE 5 EMPLOYEE BENEFITS AND SHARE-BASED PAYMENTS

5.1. Staff costs

(in millions of euros)	Financial year 2025	Financial year 2024
Wages and salaries	-2,667.6	-2,714.9
Social security contributions	-883.0	-858.9
Net expense for post-employment and similar benefit obligations	-38.2	-37.8
TOTAL	**-3,588.8**	**-3,611.7**

The Group recognises the amount of short-term employee benefits, as well as the contributions due in respect of its pension plans, under "Staff costs". As the Group has no commitments beyond these contributions, no provisions are recognised for these plans.

The principles applicable to post-employment benefit expenses and similar items are presented in Note 5.3.2 for other long-term employee benefits and Note 5.3.1 for post-employment benefits.

5.2. Workforce

Workforce at period-end	Financial year 2025	Financial year 2024
France	19,962	19,949
International	31,313	31,039
TOTAL	**51,275**	**50,988**

5.3. Retirement benefits and similar obligations

Retirement benefits and similar obligations break down as follows:

(in millions of euros)	31/12/2025	31/12/2024
Post-employment benefit assets	-26.5	-47.1
Post-employment benefit liabilities	184.7	183.0
Net post-employment benefits	**158.2**	**135.9**
Other long-term employee benefits	16.7	16.6
TOTAL	**174.9**	**152.6**

5.3.1. Post-employment benefits

Post-employment benefits mainly concern the Group's obligations and defined-benefit pension plan towards its employees to provide retirement bonuses in France (10.9% of the Group's total obligations) and defined-benefit pension plans in the United Kingdom (85.0% of the Group's total obligations excluding plan assets) and in Germany (3.0%). For marginal amounts, they also include retirement bonuses in some other countries, as well as defined-benefit plans in the Netherlands and Belgium.

At 31 December 2025, "Post-employment benefits" represented a net liability of €158.2 million (€135.9 million at 31 December 2024).

In the United Kingdom, the Group has three post-employment defined-benefit plans, one of which is divided into three sections as a result of three prior plans being merged into one in 2020. One plan and two sections are closed to all new employees and the vesting of future benefits has ceased. The obligations under each plan and each section are asset-funded. For each plan, the benefits payable are primarily based on the plan member's final salary or, in certain cases, an average of the member's salary and any additional benefits. Each plan holds its assets in a trust fund for employees and is supervised by the regulating body defined in UK pension law. The plan trustees are corporate trustees whose directors include representatives of the plan members, representatives of the Company and independent members. External consultants are hired by the trustees to manage the plans on a day-to-day basis and deal with legal, investment policy and actuarial matters. Under UK law, the plans must be assessed every three years. This assessment is used as a basis to determine the contributions payable by the employer to the funds. The most recent assessment was completed in 2025. On the basis of the assessment, an agreement was drawn up regarding the level of contributions to be paid over the next three years.

In 2023, the Group implemented an asset-based funding mechanism to limit the amount of contributions payable each year.

Moreover, in the second half of 2025, the following three changes were made to certain sections of one plan to reduce the Group's exposure to changes in the value of net liabilities and reduce the deficit:

- A pension buy-in, whereby an insurance policy is taken out covering plan obligations. The impact of introducing this mechanism was recognised in the consolidated statement of comprehensive income under "Other items not reclassifiable to profit or loss".
- A pension increase exchange, whereby plan members give up future increases in their pensions in exchange for an immediate increase in benefits. This reduces inflationary risk. The offer and acceptance period for this option has now closed. The impact of its implementation led to a plan amendment generating income of €0.3 million recognised in "Other operating income and expenses" (see Note 4.2.3).
- A bridging pension option, whereby plan members receive a higher pension before statutory retirement age in the UK in exchange for a lower pension thereafter. Plan members must decide upon retirement whether to take up this option. The impact of this amendment was recognised in "Other operating income and expenses" (see Note 4.2.3) and equated to €5.2 million in income.

The risks associated with these plans relate to:

- asset management;
- inflation, to which pension benefits are indexed, although this risk is limited by the use of inflation-indexed financial instruments;
- interest rates insofar as the future cash outflows are discounted, although this risk is limited by the use of interest rate hedging instruments;
- changes in demographic assumptions such as mortality.

These plans distinguish between active members who are still vesting benefits, members who are still working but whose benefits are frozen, and retired members. These three member categories represent 2.3%, 40.7% and 57.0%, respectively, of total obligations.

The amount of obligations stood at €1,061.8 million at 31 December 2025. Projected benefit outflows by the funds are as follows, in millions of pounds sterling, over the next ten years:

- less than two years: £45.3 million;
- two to five years: £72.9 million;
- five to ten years: £136.3 million.

These outflows correspond to benefits provided and estimates for transfers of obligations (and the related assets), at the request of recipients, to external asset managers.

Assets covering these obligations came to €1,079.7 million at 31 December 2025.

These plans include the payment of contributions to fund the deficit existing in the funds (contributions less mandatory deductions and fees) and to fund the current service cost for the financial year. In 2025, over 12 months, contributions paid totalled €11.6 million, including €10.4 million to fund the deficit.

In France, the defined-benefit plan concerns the payment of retirement bonuses. The Group recognises provisions for its employee benefit obligations, principally in accordance with the terms of voluntary and compulsory retirement under the Syntec collective bargaining agreement.

The resulting liability fluctuates according to demographic assumptions such as mortality rates (public statistics) and the discount rate (iBoxx eurozone index).

This plan is exposed to interest rate risk, inflation risk and the risk of changes in demographic assumptions.

In Germany, there are six plans, two of which are material (€29.3 million). Since these plans are not funded, they are covered by a provision. The purpose of the main plan is to pay a minimum pension equal to 14.1% of the salary paid up to the social security ceiling and 35.2% beyond that ceiling. This plan only involves employees who entered into service prior to 1 January 1986, and pension entitlements have been frozen since 30 September 1996. This plan is exposed to interest rate risk, inflation risk and the risk of changes in demographic assumptions.

There are also plans in Poland, Tunisia, the Netherlands and Belgium. The plans in the Netherlands and Belgium are funded and serve to pay an annuity to plan members on retirement; both plans are closed to new entrants. The other plans cover end-of-contract bonuses payable. These plans are grouped together under "Other", with the plans in Benelux being the main contributors to this item.

a. Change in net liabilities arising from the main post-employment benefit plans in financial year 2025

(in millions of euros)	Defined-benefit pension funds – United Kingdom	Retirement bonuses – France	Defined-benefit pension funds – Germany	Other	Total
CALCULATION ASSUMPTIONS FOR ACTUARIAL LIABILITIES					
Discount rate	5.55%	3.96%	3.46% to 4.02%	3.21% to 10.00%	
Inflation rate	2.64%	N/A	N/A	N/A	
Salary increase rate	2.89%	2.50%	2.20% to 2.75%	3.00% to 10.00%	
Retirement age	65	67	63 to 67	Variable	
AMOUNTS RECOGNISED IN THE BALANCE SHEET					
Present value of the obligation at 31/12/2025	1,061.8	136.8	38.0	12.8	1,249.4
Fair value of plan assets at 31/12/2025	1,079.7	-	3.1	11.6	1,094.4
Net liability/(asset) on the balance sheet at 31/12/2025	**-17.9**	**136.8**	**34.9**	**1.3**	**155.0**
NET LIABILITY/(ASSET) COST COMPONENTS					
Current service cost	1.2	8.7	0.2	0.2	10.4
Past service cost	-5.5	-	-	-	-5.5
Losses/(gains) on plan settlements	-	0.0	-	-	0.0
Interest on obligation	60.1	4.6	1.5	0.4	66.7
Interest on plan assets	-63.7	-	-0.1	-0.4	-64.2
Total expenses recognised in the income statement	**-7.9**	**13.4**	**1.6**	**0.2**	**7.3**
Effect of net liability remeasurements	46.8	-5.3	-3.0	0.0	38.5
▪ Return on plan assets (excluding amounts included in interest income)	44.3	-	-0.0	0.0	44.3
▪ Experience adjustments	5.8	3.4	-2.2	-0.1	6.9
▪ Impact of changes in demographic assumptions	2.9	0.1	-	0.2	3.1
▪ Impact of changes in financial assumptions	-3.4	-8.7	-0.8	-0.1	-13.0
▪ Impact of limits set on assets	-2.9	-	-	-	-2.9
Total expenses recognised in "Other comprehensive income"	**46.8**	**-5.3**	**-3.0**	**0.0**	**38.5**
CHANGES IN NET LIABILITY/(ASSET)					
Net liability/(asset) at 1 January 2025	**-47.1**	**139.9**	**41.9**	**1.2**	**135.9**
Changes in scope	-	0.7	-	-	0.7
Net expense recognised in the income statement	-7.9	13.4	1.6	0.2	7.3
Net expense recognised in equity	46.8	-5.3	-3.0	0.0	38.5
Contributions	-11.6	0.0	-	-0.2	-11.8
▪ Employer contributions	-11.6	-	-	-0.2	-11.8
▪ Employee contributions	-	0.0	-	-	0.0
Benefits provided	-	-11.8	-2.4	-0.0	-14.3
Exchange differences	1.9	0.0	-	-0.0	1.9
Other movements	-	-	-	-	-
NET LIABILITY/(ASSET) AT 31 DECEMBER 2025	**-17.9**	**136.8**	**38.0**	**1.3**	**158.2**

For reference, net liabilities arising from the main post-employment benefit plans changed as follows in financial year 2024:

(in millions of euros)	Defined-benefit pension funds – United Kingdom	Retirement bonuses – France	Defined-benefit pension funds – Germany	Other	Total
CALCULATION ASSUMPTIONS FOR ACTUARIAL LIABILITIES					
Discount rate	5.71%	3.17% to 3.40%	3.66% to 4.05%	3.51% to 10.00%	
Inflation rate	2.83%	N/A	N/A	N/A	
Salary increase rate	3.13%	2.50%	2.00% to 2.75%	3.00% to 10.00%	
Retirement age	65	67	63 to 67	Variable	
AMOUNTS RECOGNISED IN THE BALANCE SHEET					
Present value of the obligation at 31/12/2024	1,121.3	139.9	41.9	13.7	1,316.8
Fair value of plan assets at 31/12/2024	1,168.4	-	-	12.4	1,180.8
Net liability/(asset) on the balance sheet at 31/12/2024	**-47.1**	**139.9**	**41.9**	**1.2**	**135.9**
NET LIABILITY/(ASSET) COST COMPONENTS					
Current service cost	1.4	9.3	0.2	0.2	11.1
Past service cost	1.2	-	-	-	1.2
Losses/(gains) on plan settlements	-	-	-	-	-
Interest on obligation	58.3	4.7	1.4	0.5	64.8
Interest on plan assets	-60.7	-0.0	-0.1	-0.4	-61.2
Total expenses recognised in the income statement	**0.2**	**14.0**	**1.5**	**0.3**	**16.0**
Effect of net liability remeasurements	-0.4	-3.2	0.7	-0.1	-3.1
▪ Return on plan assets (excluding amounts included in interest income)	118.0	0.0	0.0	-0.1	117.9
▪ Experience adjustments	7.5	0.4	1.4	0.1	9.5
▪ Impact of changes in demographic assumptions	-19.8	0.2	-	-	-19.6
▪ Impact of changes in financial assumptions	-102.1	-3.9	-0.8	-0.1	-106.8
▪ Impact of limits set on assets	-4.1	-	-	-	-4.1
Total expenses recognised in "Other comprehensive income"	**-0.4**	**-3.2**	**0.7**	**-0.1**	**-3.1**
CHANGES IN NET LIABILITY/(ASSET)					
Net liability/(asset) at 1 January 2024	**-32.4**	**156.0**	**42.1**	**2.1**	**167.8**
Changes in scope	-	-19.7	-	-0.7	-20.4
Net expense recognised in the income statement	0.2	14.0	1.5	0.3	16.0
Net expense recognised in equity	-0.4	-3.2	0.7	-0.1	-3.1
Contributions	-12.6	-	-	-0.3	-12.9
▪ Employer contributions	-12.6	-	-	-0.3	-12.9
▪ Employee contributions	-	-	-	-	-
Benefits provided	-	-10.4	-2.2	-0.1	-12.7
Exchange differences	-1.9	-	-	0.0	-1.9
Other movements	-	3.2	-0.2	-	3.0
NET LIABILITY/(ASSET) AT 31 DECEMBER 2024	**-47.1**	**139.9**	**41.9**	**1.2**	**135.9**

b. Change in pension assets and liabilities in the United Kingdom

In the United Kingdom, net assets arising from post-employment defined-benefit plans reflect the carrying amount of benefit obligations and the plan assets covering them. Changes in these assets and liabilities broke down as follows:

(in millions of euros)	31/12/2025	31/12/2024
Present value of the obligation at the beginning of the period	**1,121.3**	**1,193.6**
Changes in scope	-	-
Translation adjustments	-56.9	54.6
Current service cost	1.2	1.4
Past service cost	-5.5	1.2
Interest	60.1	58.3
Employee contributions	-	-
Effect of obligation remeasurements	5.7	-123.6
▪ Experience adjustments	5.8	7.5
▪ Impact of changes in demographic assumptions	2.9	-19.8
▪ Impact of changes in financial assumptions	-3.0	-111.3
Plan amendments	-	-
Transfers	-	-
Benefits provided	-64.1	-64.1
PRESENT VALUE OF THE OBLIGATION AT THE END OF THE PERIOD	**1,061.8**	**1,121.3**
Fair value of plan assets at the beginning of the period	**1,168.4**	**1,226.0**
Changes in scope	-	-
Translation adjustments	-58.8	56.5
Interest	63.7	60.7
Effects of plan asset remeasurements	-41.1	-123.2
▪ Return on plan assets (excluding amounts included in interest income)	-44.3	-118.0
▪ Impact of changes in financial assumptions	0.3	-9.3
▪ Impact of limits set on assets	2.9	4.1
Employer contributions	11.6	12.6
Employee contributions	-	-
Transfers	-	-
Benefits provided	-64.1	-64.1
FAIR VALUE OF PLAN ASSETS AT THE END OF THE PERIOD	**1,079.7**	**1,168.4**

The net liability increased, mainly due to the falling rate of return on plan assets.

UK pension fund assets fall into four investment categories:

(in millions of euros)	31/12/2025	31/12/2024
Shares	112.1	121.3
Bonds / Private placements	622.0	673.2
Infrastructure and property assets	230.8	249.8
Other assets	114.8	124.2
TOTAL	**1,079.7**	**1,168.4**

Other assets mainly comprised cash and cash equivalents.

The discount rate used for employee obligations is based on the return on AA bonds in line with the duration of the liabilities rounded to the nearest hundredth. In the United Kingdom, the benchmark used is the Mercer yield curve.

A 0.50-point decrease in the discount rate would increase the benefit obligation by €63.3 million. A 0.50-point increase in the discount rate would reduce the benefit obligation by €57.6 million. A 10% decrease in the value of the assets would reduce their amount by €108.2 million, whereas a 10% increase would increase their amount by €108.2 million. These sensitivity estimates are made on the basis of all other things being equal.

At 31 December 2025, one section of a plan was in a net liability position, amounting to €8.6 million, and the others were in a net asset position, totalling €26.5 million. The Group considers the assets recognised to be recoverable by reducing the amount of future contributions.

c. Change in pension assets and liabilities in France

In terms of sensitivity, a 0.50-point increase or decrease in the discount rate would decrease the benefit obligation by €8.8 million or increase it by €6.5 million, respectively.

The retirement bonus obligation in France breaks down as follows by maturity:

(in millions of euros)	31/12/2025	31/12/2024
Present value of theoretical benefits payable by the employer in:		
■ Less than 1 year	4.1	3.7
■ 1 to 5 years	19.6	18.5
■ 5 to 10 years	40.5	42.0
■ 10 to 20 years	54.8	56.3
■ More than 20 years	17.8	19.4
TOTAL OBLIGATION	**136.8**	**139.9**

Defined-benefit plans are paid for either directly by the Group, which funds the benefits to be granted, or via pension funds to which the Group contributes. In both cases, the Group recognises a pension liability corresponding to the present value of future payments, which is estimated by taking into consideration relevant internal and external factors as well as the laws and regulations specific to each Group entity.

Certain post-employment defined-benefit plans may comprise plan assets intended to settle the obligations. They are mainly administered by pension funds that are legally separate from the entities making up the Group. The assets held by these funds are mainly shares or bonds. Their fair value is generally calculated using their market value.

Obligations in respect of post-employment defined-benefit plans are measured annually using the actuarial valuation method known as the projected unit credit method, which stipulates that each period of service gives rise to an additional unit of benefit entitlement, and measures each unit separately to obtain the final obligation. These calculations include assumptions regarding life expectancy, employee turnover and projected future salaries.

The present value of retirement benefit obligations is determined by discounting future cash outflows using the rate for market yields on high-quality corporate bonds of the currency used to pay the benefit and a maturity close to the average estimated term of the retirement benefit obligation concerned.

The expense representing the current service cost for the period is recognised in profit or loss within "Staff costs".

The effects of plan amendments, recognised through past service cost (cost of service in prior periods modified by the introduction of changes or new benefit plans), are recognised immediately in profit or loss within "Staff costs" when they occur.

Any gains or losses recognised in the event of defined-benefit pension plan curtailments or settlements are recognised in profit or loss when the event occurs within "Other operating income" or "Other operating expenses", respectively.

An interest expense is recognised in profit or loss within "Other financial expenses" and corresponds to the cost of unwinding the discount of the retirement benefit obligations net of plan assets.

The assumptions used in the actuarial calculation of defined-benefit pension obligations involve uncertainties that may affect the value of financial assets and obligations to employees. Actuarial gains and losses arising from the effects of changes in demographic assumptions, changes in financial assumptions and the difference between the discount rate and the actual rate of return on plan assets, less their management and administrative costs, are recognised directly in equity under "Other comprehensive income", and are not reclassifiable to profit or loss.

5.3.2. Other long-term employee benefits

"Other long-term employee benefits" may include the portion available in more than one year of employee profit-sharing liabilities allocated to a current account and locked in for five years in France; long-service awards in Germany and India; pre-pension obligations in Germany and Belgium; and end-of-contract bonuses in Italy and India. Benefits for employees in India make up the largest portion of these liabilities for 2025, for €10.3 million (€10.2 million at 31/12/2024).

"Other long-term employee benefits" primarily consist of:

- long-term paid leave such as long-service or sabbatical leave;
- long-service awards;
- incentives and bonuses payable 12 months or more after the end of the period in which the employees render the corresponding service;
- profit-sharing liabilities. These are recognised at the present value of the obligation at the balance sheet date. For the year in which this profit-sharing is appropriated, the difference between the present value of the profit-sharing and the nominal value that will be paid to employees at the close of the lock-up period is recognised as a financial liability and balanced by an additional staff expense. It is then reversed as a deduction against financial expenses over the following five years;
- deferred compensation paid 12 months or more after the end of the period in which it is earned.

All expenses relating to other long-term benefits, including changes in actuarial assumptions, are recognised immediately in profit or loss within "Staff costs" in respect of the service cost and within "Other financial income and expenses" in respect of the cost of unwinding the discount.

5.4. Share-based payments

The cost of the benefits granted to employees under stock option, free performance share and employee share ownership plans, which amounted to €20.5 million (€17.3 million in 2024), is charged to "Profit from recurring operations". It mainly includes the cost of services rendered, together with associated social security contributions and management fees.

In 2025, as in 2024, it mainly consisted of a charge corresponding to benefits granted to employees in respect of free performance share plans.

5.4.1. Free performance share plans

Expenses related to the service cost of these plans totalled €9.3 million (compared with €13.7 million in financial year 2024).

Details concerning the rules of the main free share plans are set out below:

	June 2022 plan	May 2023 plan	June 2025 plan
Date set up by General Management and/or the Board of Directors	1 June 2022	24 May 2023	29 April 2025
Number of shares that may be granted	200,950	136,880	143,800
Performance measurement period	1 January 2022 to 31 December 2024	1 January 2023 to 31 December 2025	1 January 2025 to 31 December 2027
Vesting period	1 June 2022 to 30 June 2025	24 May 2023 to 30 June 2026	21 May 2025 to 30 June 2028
Mandatory holding period following the grant of shares	None	None	None
Performance conditions stipulated in the plan	1) Consolidated revenue growth in financial years 2022, 2023 and 2024	1) Consolidated revenue growth in financial years 2023, 2024 and 2025	1) Consolidated revenue growth in financial years 2025, 2026 and 2027
	2) Level of consolidated operating profit on business activity in financial years 2022, 2023 and 2024	2) Level of consolidated operating profit on business activity in financial years 2023, 2024 and 2025	2) Level of consolidated operating profit on business activity in financial years 2025, 2026 and 2027
	3) Level of consolidated free cash flow in financial years 2022, 2023 and 2024	3) Level of consolidated free cash flow in financial years 2023, 2024 and 2025	-

	June 2022 plan	May 2023 plan	June 2025 plan
Additional grant condition	Proportion of women in senior management positions at the Group at 31 December 2024	Proportion of women in senior management positions at the Group at 31 December 2025	CSR conditions (proportion of women in senior management positions at the Group and environmental criteria) at 31 December 2025, 2026 and 2027
Number of potential shares that could have been granted as at 1 January 2025	**182,550**	**127,766**	**0**
Number of shares granted in 2025	-	-	143,800
Number of shares retired in 2025	39,386	11,256	7,000
Number of shares vested at 31 December 2025	143,164	-	-
Number of potential shares that could have been granted as at 31 December 2025	**0**	**116,510**	**136,800**
Share price	162.00	183.30	178.00
Risk-free rate	-	-	-
Dividends	2.6%	3.0%	3.0%
Volatility	N/A	N/A	N/A
(EXPENSE)/INCOME RECOGNISED IN THE INCOME STATEMENT FOR THE FINANCIAL YEAR (IN MILLIONS OF EUROS)	**3.6**	**3.2**	**2.4**

At the Combined General Meeting of 21 May 2025, the authorisation permitting the Company to buy back its own shares, with a limit of 10% of the number of shares making up Sopra Steria Group's share capital at the time of the buyback (i.e. 2,054,770 shares on the basis of the share capital at 31 December 2024) was renewed, in particular to be used in connection with all employee and company officer shareholding programmes (share purchase options, free shares and any forms of share allotment to employees or company officers, such as a company savings plan).

Awards of free Sopra Steria Group shares are granted to some staff members, subject to their continued employment within the Group at the grant date, and may or may not be subject to conditions relating to the Group's performance. Benefits granted under free share award plans constitute additional compensation and are measured and recognised in the financial statements.

At the end of each reporting period, the Group reviews the potential number of shares that could be awarded based on the recipients present and estimates regarding the achievement of non-market performance conditions provided for under the plans. The impact of this re-estimate is recognised in profit or loss as an offset against equity.

The value of free shares in awards granted to employees as compensation for services rendered is measured by reference to the fair value of the equity instrument at the grant date. This fair value is based on the share price at this same date. Non-market vesting conditions must not be taken into account when estimating the fair value of the shares at the measurement date. Where appropriate, the inability to collect dividends is also taken into account in the fair value calculation. Lastly, the cumulative expense recognised also takes into account the estimated number of shares that will eventually vest.

The expense related to share-based payments made to employees under free share plans is recognised on a straight-line basis in profit or loss over the vesting period, under "Expenses related to stock options and related items", which enters into the calculation of "Profit from recurring operations". Since this is an equity-settled plan, the double-entry for this expense is recognised in equity under the "Consolidated reserves and other reserves" heading.

5.4.2. Employee share ownership plan

No new employee share ownership plans were set up in 2025.

Furthermore, in the United Kingdom, the Share Incentive Plan continued and incurred an expense of €1.2 million in 2025 (€1.4 million in 2024). In addition, during the same period, 5,745 eligible employees in the UK received an exceptional allocation of 5 shares each. This incurred an expense of €5.0 million.

5.5. Compensation of senior management (related parties)

(in millions of euros)	31/12/2025	31/12/2024
Short-term employee benefits	3.3	3.0
Post-employment benefits	0.0	0.0
Other long-term employee benefits	-	-
Termination benefits	-	-
Equity compensation benefits	0.3	0.4
TOTAL	**3.6**	**3.5**

The compensation information provided in the table above relates to the Chairman of the Board of Directors, the Chief Executive Officer and all Directors holding a salaried position within the Group.

"Post-employment benefits" correspond to retirement benefits established in accordance with collective bargaining agreements (see Note 5.3.1). There are no obligations toward senior executives with respect to post-employment benefits or other long-term employee benefits.

NOTE 6 Corporate income tax

6.1. Tax expense

(in millions of euros)	Financial year 2025	Financial year 2024
Current tax	-79.6	-96.3
Deferred tax	-17.1	-0.4
TOTAL	**-96.7**	**-96.8**

a. Current tax

The Group determines its current tax expense by applying the tax laws in force in countries where its subsidiaries and associates conduct their business and generate taxable revenues. The tax laws applied are those enacted or substantively enacted at the balance sheet date.

b. Deferred tax

Deferred tax is recognised on all temporary differences between the tax base and the carrying amount of assets and liabilities on consolidation.

Deferred tax assets are only recognised if it is probable that they will be recovered as a result of taxable profit expected in future periods within a reasonable time frame.

They are reviewed at each balance sheet date.

Tax assets and liabilities are measured based on the tax rates enacted or substantively enacted applicable to the reporting period during which the asset will be realised or the liability settled. Their effect is recognised in profit or loss as "Deferred tax" unless it relates to items recorded under "Other comprehensive income", in which case the effect is also included among gains and losses recognised directly in equity. Deferred tax assets and liabilities, regardless of their expiry date, are offset when:

- the Group has the legal right to settle current tax amounts on a net basis; and
- the deferred tax assets and liabilities relate to the same tax entity.

6.2. Reconciliation of statutory and effective tax expense

(in millions of euros)	Financial year 2025	Financial year 2024
Net profit	**304.2**	**259.9**
Adjustment for:	-	-
■ Net profit/(loss) from associates	-1.9	-6.7
■ Net profit/(loss) from discontinued operations	-	-58.4
■ Tax expense	-96.7	-96.8
Profit before tax	**402.8**	**421.8**
Statutory tax rate	**25.83%**	**25.83%**
Statutory tax expense	**-104.0**	**-108.9**
Permanent differences	4.4	-0.5
Change in uncapitalised loss carryforwards	0.6	-1.8
Impact of tax credits	9.5	9.3
Tax rate differences	2.5	3.8
Prior-year tax adjustments	-0.9	9.0
CVAE (net of tax)	-4.3	-4.7
Tax audit	-	-
Tax on dividends paid	-	-
Other tax	-4.4	-2.8
ACTUAL TAX EXPENSE	**-96.7**	**-96.8**
Effective tax rate	24.00%	22.94%

The reconciliation between the statutory tax expense and the effective tax expense is conducted using the statutory tax rate in France for the Group's parent company. This statutory tax rate consists of the 25.0 % corporate tax rate plus the 0.83% "Contribution Sociale de Solidarité des Sociétés" (C3S) social security tax.

Prior-year tax adjustments mainly correspond to differences relative to the tax treatments applied to the definitive statements filed. In 2024, these mainly concerned entities in the United Kingdom and Norway.

The "Cotisation sur la Valeur Ajoutée des Entreprises" (CVAE) – a tax on corporate value added, which is a component of the "Contribution Économique Territoriale" (CET) regional business tax in France – is recognised as part of the corporate income tax expense, as is the "Imposta Regionale Attività Produttive" (IRAP) regional production tax in Italy.

The Group operates in many countries with differing tax laws and tax rates. Within each country, tax rates may also vary depending on the tax policies implemented by local governments and can lead to differences between the current and deferred tax rates. Local weighted average tax rates applicable to Group companies can therefore vary from year to year depending on the relative level of taxable profit. These movements are reflected in "Tax rate differences". This item also includes the difference between the aforementioned theoretical tax rate of 25.83% and actual tax rates applicable within jurisdictions where the Group operates.

Lastly, in France, in 2025, "Current tax" included the impact of the exceptional corporate income surtax on large companies for €4.7 million. It is recognised within the "Other tax" item.

In December 2022, the European Union published a directive aimed at implementing OECD tax reform and ensuring a global minimum rate of taxation to be determined by reference to the OECD Pillar Two rules. Transposed into French law by 31 December 2023, it is only applicable with effect from 1 January 2024. This reform had no impact for the Group in 2025, as in 2024.

6.3. Deferred tax assets and liabilities

6.3.1. Change in net deferred tax

(in millions of euros)	31/12/2024	Change through profit or loss	Change through OCI	Scope effect	Currency translation effect	Other	31/12/2025
Deferred tax arising from:							
Intangible assets	-17.7	6.5	-	-	-0.0	-	-11.4
Property, plant and equipment	-14.0	-5.0	-	-	0.6	-	-18.4
Non-current financial assets	-1.0	-0.6	-	-0.8	0.0	-	-2.4
Inventories, services in progress and invoices outstanding	-6.2	-0.2	-	-	-0.0	-	-6.3
Other current assets	7.2	-1.2	-	-	-0.2	-	5.9
Derivatives	-1.8	-0.0	4.8	-	-0.1	-	2.9
▪ With impact on the income statement	0.2	-0.0	-	-	-0.0	-	0.2
▪ With impact on OCI	-2.1	-	4.8	-	-0.1	-	2.7
Financial debt	-1.2	0.3	-	-	-	-	-0.9
Retirement benefit obligations	47.7	-1.2	-0.6	0.2	-0.6	-	45.5
▪ With impact on the income statement	52.1	-1.2	-0.1	0.2	-0.7	-	50.3
▪ With impact on OCI	-4.5	-	-0.4	-	0.1	-	-4.9
Provisions	0.4	0.5	-0.7	-	-0.1	-	0.1
Assets and liabilities related to leased assets	7.3	-1.2	0.0	0.0	-0.0	-	6.2
Other current liabilities	-5.6	-1.1	-1.5	-	-0.1	-	-8.3
Tax loss carryforwards	57.9	-13.9	-	3.0	-0.1	-	47.0
Net deferred tax asset/(liability)	**73.1**	**-17.1**	**2.0**	**2.5**	**-0.6**	**-**	**59.7**
Deferred tax included in assets held for sale	-0.0	-	-	-	-	0.0	-
NET DEFERRED TAX ASSET/(LIABILITY) REPORTED IN THE BALANCE SHEET	**73.1**	**-17.1**	**2.0**	**2.5**	**-0.6**	**0.0**	**59.7**
Of which:							
Deferred tax recognised in profit or loss	79.6	-17.1	-2.4	2.5	-0.6	0.0	61.9
Deferred tax recognised in equity (OCI)	-6.5	-	4.4	-	-0.0	-	-2.2
▪ Reclassifiable to profit or loss	-2.1	-	4.8	-	-0.1	-	2.7
▪ Not reclassifiable to profit or loss (retirement benefit obligations)	-4.5	-	-0.4	-	0.1	-	-4.9

In France, in December 2023, Sopra Steria Group filed a request with the tax authorities for the right to transfer the tax losses carried forward by CS Group SA prior to 1 January 2023, following the merger of the two companies that took place on 31 December 2023. The acquisition of CS Group and its subsidiaries led to recognition of a €64.9 million deferred tax asset at the date of the acquisition. At present, this request is still being processed.

6.3.2. Deferred tax assets not recognised by the Group

(in millions of euros)	31/12/2025	31/12/2024
Tax losses carried forward	88.7	76.2
Temporary differences	-	-
TOTAL	**88.7**	**76.2**

6.3.3. Change in tax loss carryforwards

(in millions of euros)	France	Scandinavia	Singapore	Germany	Other countries	TOTAL
31 December 2024	**435.6**	**34.0**	**48.4**	**29.7**	**21.4**	**569.2**
Changes in scope	24.8	13.8	-	-	-0.1	38.5
Created	2.6	1.5	0.4	0.5	2.0	7.0
Used	-55.7	-1.0	-	-7.3	-0.3	-64.3
Expired	-	-	-	-	-	-
Translation adjustments	-	0.9	-3.0	-	-0.7	-2.8
Other movements	-2.1	-	-	-	-0.6	-2.6
31 DECEMBER 2025	**405.2**	**49.3**	**45.8**	**22.9**	**21.7**	**544.9**
Deferred tax basis – Activated	164.8	14.4	0.2	-	6.8	186.2
Deferred tax basis – Non-activated	240.4	35.0	45.6	22.9	14.9	358.8
Deferred tax – Activated	42.6	3.2	0.0	-	1.2	47.0
Deferred tax – Non-activated	62.1	7.4	7.7	7.3	4.1	88.7

In France, a portion of the non-activated tax losses in deferred taxes – €55.9 million at 31 December 2025 (based on a tax rate of 25.83%) – consisted of the tax loss carryforwards prior to 1 January 2023 originating from CS Group SA.

In Scandinavia, the tax loss carryforwards of the companies established in Sweden and Denmark did not lead to the recognition of any deferred tax assets.

Lastly, tax losses for small companies located in Singapore, Brazil, Spain, Germany and the United Kingdom were not activated.

NOTE 7 Components of the working capital requirement and other financial assets and liabilities

These items include non-current financial assets, trade receivables and related accounts, other current assets, other non-current liabilities, trade payables and other current liabilities.

7.1. Other non-current financial assets

(in millions of euros)	31/12/2025	31/12/2024
Non-consolidated securities	163.5	113.9
Other loans and receivables	61.7	103.5
Derivatives	0.9	7.3
TOTAL	**226.1**	**224.6**

The Group classifies its financial assets into the following categories:

- assets at fair value through other comprehensive income;
- assets at fair value through profit or loss; and
- assets at amortised cost.

Classification depends on the purposes for which financial assets were acquired. According to its management model, the Group's management determines the appropriate classification of its financial assets upon their initial recognition, and performs a reassessment at each interim and annual reporting date.

The financial assets recognised by the Group consist of the items described below:

a. Assets at fair value through other comprehensive income

This category includes investments in equity instruments that the Group has chosen to irrevocably place in this category.

Changes in the fair value of these assets are recognised directly in equity and are not reclassifiable to profit or loss.

The Group has included in this category its investments in non-consolidated entities over which it exercises no control or significant influence.

b. Assets at amortised cost (loans and receivables)

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They comprise the financial assets arising when the Group transfers funds, or provides goods and services, to an individual or entity. Loans and receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

The Group distinguishes between:

- long-term loans and receivables classified as non-current financial assets;
- short-term trade receivables and other equivalent receivables. Short-term trade receivables continue to be measured at the nominal amount originally invoiced, which usually equates to the fair value of the consideration to be received.

c. Assets at fair value through profit or loss

These are non-derivative financial assets which the Group has chosen not to measure through other comprehensive income.

This category comprises financial assets held for trading (i.e. acquired with a view to resale in the near term). They are mostly marketable securities and other cash equivalents.

Changes in the fair value of assets of this category are recognised in profit or loss within "Other financial income and expenses".

d. Impairment of financial assets

At each balance sheet date, the Group assesses whether or not there exists objective evidence that a financial asset or group of financial assets may be impaired.

The Group assesses the credit risk associated with loans and receivables when they are issued. They may be subsequently impaired if the Group expects that their estimated recoverable amount is less than their carrying amount.

For trade receivables, these write-downs are charged to profit or loss as part of "Operating profit on business activity" and reversed in the event of an improvement in the recoverable amount. For loans and deposits, they are recorded within "Other financial income and expenses".

7.1.1. Non-consolidated securities

(in millions of euros)	Gross value	Impairment	Carrying amount
31 December 2023	**36.7**	**9.9**	**26.8**
Changes in scope	93.5	-0.0	93.5
Increases	3.8	0.3	3.5
Decreases	-6.6	-0.0	-6.5
Revaluation	-3.6	-	-3.6
Translation adjustments and other movements	0.2	0.0	0.2
31 December 2024	**124.0**	**10.1**	**113.9**
Changes in scope	0.1	-	0.1
Increases	3.5	-0.3	3.8
Decreases	-5.8	-4.6	-1.2
Revaluation	46.0	-0.7	46.7
Translation adjustments and other movements	0.2	-0.0	0.2
31 DECEMBER 2025	**168.1**	**4.6**	**163.5**

The value of the 11.07% stake in 74Software came to €136.7 million at 31 December 2025 (€90.9 million at 31 December 2024).

7.1.2. Other loans and receivables

(in millions of euros)	31/12/2025	31/12/2024
Loans	3.1	2.6
Tax credit receivables (CIR)	42.8	81.7
Other non-current receivables	2.8	3.5
Deposits and other non-current financial assets	15.7	20.8
Provisions for loans, deposits and other non-current financial assets	-2.7	-5.1
TOTAL	**61.7**	**103.5**

The majority of tax credit receivables concerned CIR (R&D tax credit) receivables in France. The reduction in these receivables was due to their reclassification as current tax receivables and their subsequent utilisation or reimbursement by the tax authorities.

"Deposits and other non-current financial assets" mainly include security deposits paid for leased premises and receivables relating to equity investments.

"Other non-current receivables" include €2.2 million (€4.2 million in 2024) in advances paid in the United Kingdom by the NHS SBS entity to new clients of its platform to facilitate their migration.

These deposits and other receivables are held at their nominal value, given that the effect of discounting is not material.

7.2. Trade receivables and related accounts

(in millions of euros)	31/12/2025	31/12/2024
Trade receivables – Gross value	765.0	784.5
Impairment of trade receivables	-10.2	-7.7
Trade receivables – Carrying amount	**754.8**	**776.8**
Customer contract assets	535.3	514.6
TOTAL	**1,290.1**	**1,291.4**

"Trade receivables and related accounts", expressed in months of revenue, came to less than two months of revenue at 31 December 2025, as at 31 December 2024. This ratio is calculated by comparing "Trade receivables and related accounts" with revenue obtained using the countback method. "Trade receivables and related accounts" is obtained by eliminating VAT from the "Trade receivables" balance and subtracting the deferred income balance appearing under liabilities. An analysis of credit risk in light of the provisions of IFRS 9 "Financial Instruments" does not show any material impact.

Customer contract assets are described in Note 4.1. Changes during the period resulted in part from the appearance of billable amounts transforming assets into trade receivables, and in part from the recognition of revenue leading to the appearance of new customer contract assets.

7.2.1. Aged trade receivables at 31 December 2025

		Of which:	Of which: Past due, with the following breakdown			
(in millions of euros)	Carrying amount	Not past due at the balance sheet date	Less than 30 days	Between 30 and 90 days	Between 90 and 120 days	More than 120 days
Trade receivables	765.0	678.9	49.9	16.3	6.0	13.9

7.2.2. Changes in provisions for trade receivables

(in millions of euros)	31/12/2025	31/12/2024
Impairment of trade receivables at beginning of period	**7.7**	**16.6**
Changes in scope	0.3	-
Additions net of reversals	1.7	1.8
Other movements	0.5	-10.6
Translation adjustments	0.0	-0.0
IMPAIRMENT OF TRADE RECEIVABLES AT END OF PERIOD	**10.2**	**7.7**

7.3. Other current assets

(in millions of euros)	31/12/2025	31/12/2024
Inventories and work in progress	42.2	45.3
Advances and payments on account	3.7	7.1
Staff and social security	14.4	7.2
Tax receivables (other than corporate income tax)	111.2	108.4
Corporate income tax	133.1	147.4
Loans, guarantees and other financial receivables maturing in less than one year	1.1	1.5
Other receivables	9.4	15.4
Impairment of other receivables	-1.1	-0.9
Prepaid expenses	79.1	82.2
Derivatives	1.4	6.3
TOTAL	**394.4**	**419.8**

Inventories and work in progress essentially result from the costs of fulfilling contracts (transition phases of third-party application maintenance, infrastructure management and outsourcing contracts; preparatory phases for licences in SaaS mode), as described in Note 4.1. Their increase results from the signature of new contracts and their decrease from the implementation of services for the Group's clients.

"Tax receivables (other than corporate income tax)" include receivables relating to the CIR (R&D tax credit) in France, which will be utilised or reimbursed in 2026.

7.4. Other non-current liabilities

(in millions of euros)	31/12/2025	31/12/2024
Other liabilities – Non-current portion	12.5	16.9
Derivatives	12.3	2.5
TOTAL	**24.8**	**19.4**

In 2025, "Other non-current liabilities" included funding requirements for the Group's investments in corporate venture funds, for €8.0 million (€9.6 million at 31 December 2024).

At 31 December 2025, "Derivatives" consisted of interest rate and foreign currency hedges (see Notes 12.5.3 and 12.5.4).

7.5. Other current liabilities

(in millions of euros)	31/12/2025	31/12/2024
Liabilities on fixed assets – Portion due in less than one year	3.1	1.9
Advances and payments on account received for orders	33.9	78.8
Dividends payable	0.0	0.0
Employee-related liabilities	608.1	596.5
Tax liabilities	305.8	301.1
Corporate income tax	149.9	159.9
Customer contract liabilities	491.0	464.6
Other liabilities	14.3	79.9
Derivatives	8.4	1.9
TOTAL	**1,614.5**	**1,684.5**

Customer contract liabilities are described in Note 4.1. Changes arose in part from the transformation of former liabilities into revenue, and in part from the appearance of new liabilities due to services that have been invoiced but not yet performed. The majority of these liabilities existing at 31 December 2024 were converted into revenue during financial year 2025.

In October 2024, the Group entrusted an investment services provider with carrying out a €150 million share buyback. The buyback period was between 2 October 2024 and 20 May 2025. The shares bought back under this programme were retired. A €150 million liability was recognised in "Other liabilities" at the date on which it arose. At 31 December 2024, it stood at €40.7 million.

NOTE 8 Property, plant and equipment and intangible assets

8.1. Goodwill

8.1.1. Statement of changes in goodwill

Movements in financial year 2025 were as follows:

(in millions of euros)	01/01/2025	Acquisitions	Adjustments for business combinations	Divestments	Impairment	Translation adjustments	Other movements	31/12/2025
France	866.6	34.0	-	-	-	-	-	900.6
United Kingdom	623.1	-	-	-	-	-31.2	-	591.9
Europe (1)	824.0	-	-	-	-	1.5	-	825.6
Solutions (2)	34.4	23.1	-	-	-	-	-	57.5
TOTAL	**2,348.2**	**57.2**	**-**	**-**	**-**	**-29.7**	**-**	**2,375.6**

(1) "Europe" comprises the following CGUs, which are tested separately: Germany, Scandinavia, Spain, Italy, Switzerland, Belux, Netherlands and Sopra Financial Technology.

(2) "Solutions" comprises the following CGUs, which are tested separately: HR Software and Sopra Solutions.

The €29.7 million negative change in respect of translation adjustments resulted from changes in the value of the euro against the following currencies:

(in millions of euros)	31/12/2025	31/12/2024
GBP	-30.9	32.3
NOK/SEK	1.1	-5.7
Other currencies	0.1	-0.6
TOTAL	**-29.7**	**26.0**

8.1.2. Impairment testing

The Group performed impairment tests at 31 December 2025 in line with standard practice. It began by reviewing its discount rate and perpetual growth rate parameters.

The tests were performed using the following parameters:

	Discount rate		Perpetual growth rate	
	31/12/2025	31/12/2024	31/12/2025	31/12/2024
France	8.8%	8.9%	1.9%	1.9%
United Kingdom	9.6%	10.0%	1.9%	1.9%
Other Europe	6.1% to 9.2%	6.4% to 9.3%	1.9%	1.9%

For each business combination, the Group may elect to recognise under its balance sheet assets either partial goodwill (corresponding only to its percentage of ownership interest) or full goodwill (also including the goodwill corresponding to minority interests) according to the method for business combinations presented in Note 2.1. This decision is made on an acquisition-by-acquisition basis.

Should the calculation of goodwill result in a negative difference (bargain purchase), the Group recognises the resulting gain entirely in profit or loss, after reassessing whether all assets and liabilities have been correctly identified.

Goodwill is allocated to cash-generating units for the purposes of impairment tests as set out in Note 8.1.3. Such tests are performed whenever there is an indication of impairment, and in any event at the balance sheet date of 31 December.

The Group then applied these parameters to its cash flow projections. These tests did not lead to any recognition of impairment.

The Group also tested 1.0-point changes in these assumptions. A 1.0-point decrease in the perpetual growth rate or a 1.0-point increase in the discount rate would not lead to any recognition of impairment. The combination of the two would result in the recognition of an impairment loss against the Belux CGU.

Finally, additional testing was also performed to measure sensitivity to key assumptions (such as the operating margin and revenue growth rate) for each cash-generating unit:

- 2-point decrease in the projected operating margin; or
- 2-point decrease in the projected growth rate.

These additional tests did not give rise to any impairment losses. The Belux CGU would reach equilibrium in the event of a 2-point decrease in the operating margin.

IAS 36 "Impairment of Assets" requires that an entity assess at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the entity must estimate the asset's recoverable amount.

Irrespective of whether there is any indication of impairment, an entity must also:

- test intangible assets with indefinite useful lives annually;
- test the impairment of goodwill acquired in a business combination.

In practice, impairment testing is above all relevant to goodwill, which constitutes the majority of Sopra Steria Group's consolidated non-current assets.

Impairment testing is performed at the level of the cash-generating units (CGUs) to which assets are allocated. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The Group's segmentation into CGUs is consistent with the operating structure of its businesses, its management and reporting system, and its segment reporting (see Note 3). Impairment testing involves comparing CGUs' carrying amounts with their recoverable amounts. A CGU's recoverable amount is the higher of its fair value (generally market value) less costs of disposal and its value in use.

The value in use of a CGU is determined using the discounted cash flow (DCF) method:

- cash flows for an explicit forecast period of five years, with the first year of the period based on the budget;
- cash flows beyond the five-year explicit period are calculated by applying a perpetual growth rate to the last cash flow for the foreseeable period, reflecting the anticipated rate of real long-term economic growth adjusted for long-term inflation forecasts.

The discount rate is based on the weighted average cost of capital. This is compared with the estimates produced by financial analysts. The final discount rate used for each CGU is derived from this comparison and falls between the weighted average cost of capital and the average of analyst estimates.

Perpetual growth rates are based on an average of analyst estimates.

Impairment losses are recognised to the extent of any excess of a CGU's carrying amount over its recoverable amount. Impairment losses are first allocated against goodwill and are charged to profit or loss as part of "Other operating income and expenses".

The reversal of impairment losses for goodwill arising on fully consolidated investments is prohibited.

8.2. Other intangible assets

(in millions of euros)	Gross value	Amortisation	31/12/2025	31/12/2024
Business software / technologies	22.8	17.4	5.3	7.0
Customer relationships	340.7	207.5	133.2	154.1
Favourable contracts	-	-	-	-
Brands	16.7	3.6	13.1	13.1
Software acquired and other intangible assets	240.7	158.7	82.0	64.2
TOTAL	**620.8**	**387.2**	**233.6**	**238.5**

Other intangible assets comprise technologies, customer relationships, favourable contracts, order backlogs and brands allocated as part of the purchase price allocation process for a business combination. Expenses relating to the amortisation of allocated intangible assets enter into the calculation of "Profit from recurring operations".

Changes in "Intangible assets" are set out in the table below:

(in millions of euros)	Gross value	Amortisation and impairment	Carrying amount
31 December 2023	**857.0**	**534.4**	**322.6**
Changes in scope	-169.5	-92.9	-76.6
Allocated intangible assets	-	-	-
Acquisitions	31.4	-	31.4
Disposals – Scrapping	-26.0	-26.0	-0.0
Other movements	2.2	-0.1	2.3
Translation adjustments	10.5	7.8	2.7
Net additions to amortisation and impairment	-	43.8	-43.8
31 December 2024	**705.6**	**467.1**	**238.5**
Changes in scope	3.3	1.1	2.2
Allocated intangible assets	-	-	-
Acquisitions	25.4	-	25.4
Disposals – Scrapping	-101.9	-101.8	-0.1
Other movements	0.1	-6.1	6.2
Translation adjustments	-11.7	-7.9	-3.8
Net additions to amortisation and impairment	-	34.8	-34.8
31 DECEMBER 2025	**620.8**	**387.2**	**233.6**

There were no development costs recognised as intangible assets in 2025 (as in 2024).

a. Assets acquired separately

These are software assets recorded at cost. They are amortised using the straight-line method over one to ten years, depending on their estimated useful lives.

b. Assets acquired in connection with business combinations

These are software assets, customer relationships, brands and distributor relationships measured at fair value as part of a purchase price allocation for entities acquired in business combinations. They are amortised using the straight-line method over three to fifteen years, depending on their estimated useful lives. Acquired brands whose useful lives cannot be estimated are not amortised.

c. Internally generated assets

Pursuant to IAS 38 "Intangible Assets":

- research and development costs are expensed in the financial year in which they are incurred;
- software development costs are capitalised if all of the following can be demonstrated:
  - technical feasibility of completing the intangible asset for use or sale;
  - intent to complete the intangible asset and use or sell it;
  - ability to use or sell the intangible asset;
  - generation of probable future economic benefits;
  - availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset;
  - ability to reliably measure the expenditure attributable to the intangible asset during its development.

8.3. Property, plant and equipment

(in millions of euros)	Land and buildings	Fixtures and fittings, furniture and sundry equipment	IT equipment	TOTAL
GROSS VALUE				
31 December 2023	**42.5**	**329.6**	**198.3**	**570.4**
Changes in scope	-0.0	-16.5	-17.2	-33.6
Acquisitions	1.3	19.2	22.9	43.4
Disposals – Scrapping	-3.6	-20.3	-15.1	-39.0
Other movements	-0.0	-5.7	5.3	-0.3
Translation adjustments	0.8	1.1	1.8	3.8
31 December 2024	**41.0**	**307.5**	**196.1**	**544.6**
Changes in scope	-	0.3	0.5	0.8
Acquisitions	3.2	18.3	14.2	35.7
Disposals – Scrapping	-5.5	-18.6	-15.6	-39.7
Other movements	-0.8	-3.5	-8.5	-12.8
Translation adjustments	-1.7	-2.2	-3.5	-7.4
31 December 2025	**36.1**	**301.7**	**183.2**	**521.1**
DEPRECIATION				
31 December 2023	**30.2**	**215.0**	**160.5**	**405.8**
Changes in scope	-0.0	-10.1	-12.8	-22.9
Additions	3.1	23.0	21.5	47.6
Disposals – Scrapping	-3.6	-19.4	-14.7	-37.8
Other movements	0.1	-2.9	3.1	0.2
Translation adjustments	0.5	0.7	1.6	2.8
31 December 2024	**30.3**	**206.3**	**159.3**	**395.8**
Changes in scope	-	0.2	0.3	0.5
Additions	2.7	23.6	19.1	45.4
Disposals – Scrapping	-5.4	-15.2	-15.6	-36.2
Other movements	-1.0	-0.0	-4.0	-5.1
Translation adjustments	-1.2	-1.3	-2.7	-5.2
31 December 2025	**25.4**	**213.6**	**156.2**	**395.3**
CARRYING AMOUNT				
31 December 2024	**10.7**	**101.2**	**36.9**	**148.7**
31 December 2025	**10.7**	**88.1**	**27.0**	**125.8**

The Group's investments in property, plant and equipment (€35.7 million) mainly consisted of €19.9 million for fixtures and fittings and office equipment in France and abroad and €14.2 million for IT equipment.

Property, plant and equipment essentially consists of land and buildings, fixtures and fittings, office furniture and equipment, and IT equipment.

Property, plant and equipment is measured at cost (excluding any borrowing costs) less accumulated depreciation and any impairment losses. No amounts have been remeasured.

Depreciation is calculated using the straight-line method over the expected useful lives of each of the following fixed assets categories:

- buildings: 25 to 30 years;
- fixtures and fittings: 4 to 10 years;
- IT hardware and equipment: 3 to 8 years;
- vehicles: 4 to 5 years;
- office furniture and equipment: 4 to 10 years.

Depreciation is applied against assets' cost after deducting any residual value. Assets' residual values and expected useful lives are reviewed at each balance sheet date.

NOTE 9 Leases

9.1. Right-of-use assets by category of leased assets

(in millions of euros)	Premises	Vehicles	IT equipment	Other property, plant and equipment	TOTAL
GROSS VALUE					
31 December 2023	**777.9**	**88.4**	**29.5**	**4.3**	**900.1**
Changes in scope	-43.7	-8.1	-8.0	-	-59.8
Acquisitions	49.8	35.7	3.1	0.1	88.7
Disposals – Scrapping	-74.8	-20.8	-1.1	-	-96.7
Other movements	-1.3	-0.5	-3.9	0.2	-5.6
Translation adjustments	-0.3	-0.1	-0.9	0.4	-1.0
31 December 2024	**707.6**	**94.7**	**18.6**	**4.9**	**825.7**
Changes in scope	1.5	-	-	-	1.5
Acquisitions	122.3	19.6	2.3	0.2	144.4
Disposals – Scrapping	-139.6	-17.0	-4.9	-4.5	-166.0
Other movements	0.5	1.0	-	-	1.5
Translation adjustments	-4.2	-1.3	-0.0	-0.1	-5.6
31 December 2025	**688.1**	**97.0**	**16.0**	**0.5**	**801.6**
DEPRECIATION AND IMPAIRMENT					
31 December 2023	**377.3**	**45.9**	**16.1**	**3.6**	**443.0**
Changes in scope	-14.8	-3.4	-4.8	-	-23.0
Additions	85.5	23.2	4.8	0.7	114.2
Disposals – Scrapping	-61.6	-20.6	-1.1	-	-83.3
Other movements	-3.1	-1.8	-3.9	0.1	-8.8
Translation adjustments	0.7	-0.7	-1.0	0.3	-0.7
31 December 2024	**384.0**	**42.7**	**10.0**	**4.6**	**441.3**
Changes in scope	0.7	-	-	-	0.7
Additions	85.4	25.1	4.6	0.3	115.3
Disposals – Scrapping	-110.7	-16.8	-4.9	-4.5	-136.9
Other movements	-1.2	0.0	-	-	-1.2
Translation adjustments	-2.1	-0.6	-0.0	-0.1	-2.8
31 December 2025	**356.1**	**50.4**	**9.7**	**0.3**	**416.5**
CARRYING AMOUNT					
31 December 2024	**323.6**	**52.0**	**8.5**	**0.3**	**384.4**
31 December 2025	**332.1**	**46.5**	**6.2**	**0.2**	**385.1**

Several material leases for office buildings, mainly in France, were renegotiated or renewed, while others were terminated. These changes in the management of the real estate portfolio explain the volume of acquisitions and disposals in 2025. The increase in right-of-use assets for leased premises also reflects higher lease payments provided for in leases.

Leases

Leases are recognised in the balance sheet at the lease commencement date, which corresponds to the date at which the lessor makes the underlying asset available to the lessee, and results in the recognition of a balance sheet asset within "Right-of-use assets" and a liability within "Lease liabilities". The value of lease liabilities corresponds to the present value of minimum future payments, discounted over the lease term using either the interest rate implicit in the lease or otherwise the incremental borrowing rate of the entity leasing the asset. The lease term chiefly reflects the non-cancellable period of the lease. The Group may adjust it, where it considers this to be reasonable, to reflect the period of a renewal or an extension option, which could be exercised, or an early termination option, which could be invoked where the corresponding penalties (contractual penalties and economic costs of doing so) would be more than negligible.

At the lease commencement date, the value of the right-of-use asset recognised in the balance sheet corresponds to the lease liability adjusted for any initial direct costs incurred in obtaining the lease, prepaid lease payments, incentives received from the lessor at that date, or costs to be incurred by the lessee in dismantling and removing the underlying asset.

Minimum future payments include fixed lease payments, variable lease payments that depend on an index or a rate, residual value guarantees, the exercise price of a purchase option, and termination or non-renewal penalties if the Group is reasonably certain to exercise or not exercise these options. Some of these values may change over the term of the lease, in which case the values of lease liabilities and right-of-use assets are revised upward or downward. They do not include any service components that may be included in the lease, which continue to be recognised as expenses.

In the balance sheet, "Lease liabilities" are split out into non-current and current portions. "Right-of-use assets" are amortised on a straight-line basis over the lease term or the useful life of the underlying asset if the lease transfers ownership of the asset to the lessee, or if the lessee is reasonably certain of exercising a purchase option. In the income statement, these amortisation expenses are included within "Depreciation, amortisation, provisions and impairment" under "Operating profit on business activity". The "Net interest expense on lease liabilities" is split out from the line item "Other financial income and expenses".

Finally, as an exception, short-term leases (lease term of 12 months or less) and leases of low-value assets (individual value less than 5,000 USD) are directly recognised as expenses and are therefore not restated in the balance sheet. Variable lease payments are also recognised as expenses according to the use or revenue generated by the use of the underlying asset.

9.2. Breakdown of lease liabilities by maturity

The lease amortisation schedule is as follows:

				Breakdown of non-current portion				
(in millions of euros)	**Value of contractual flows**	**Current**	**Non-current**	**1 to 2 years**	**2 to 3 years**	**3 to 4 years**	**4 to 5 years**	**More than 5 years**
LEASE LIABILITIES	**467.3**	**115.0**	**352.2**	**96.0**	**70.3**	**57.8**	**52.2**	**75.9**

NOTE 10 EQUITY-ACCOUNTED INVESTMENTS

The carrying amount of investments in associates is no longer material, mainly consisting of a joint venture in Germany with a value of €1.0 million.

For reference, in 2024, the sale of most of the activities of Sopra Banking Software involved the Group's transfer to Sopra GMT of 3.619 million of the 6.914 million shares it held in 74Software (formerly Axway Software) and the Group's sale to Sopra GMT of all its pre-emptive subscription rights to 74Software shares. Following these transactions, the Group's stake in 74Software was reduced to 11.1% and it no longer exerted significant influence over the company. Lastly, in connection with these movements, the Group received €106.2 million, including €10.2 million for the sale of pre-emptive subscription rights and €95.9 million for the sale of 3.619 million 74Software shares.

Recognition and impairment of investments in associates

Investments in associates are initially recognised at cost, and their value is then adjusted to reflect changes in the Group's share of their net assets. The remainder of this share appears under "Equity-accounted investments" on the asset side of the balance sheet. Its change over the financial year is recognised in profit or loss within "Net profit/(loss) from associates".

Equity-accounted shares in a company constitute a single asset and must be tested for impairment in accordance with IAS 36 "Impairment of Assets".

Goodwill on associates is included in the value of equity-accounted investments, the value of which is measured inclusive of goodwill. As such, goodwill on associates must not be tested for impairment separately.

At each balance sheet date, where there is an indication of impairment of an investment in an associate, the parent company must carry out an impairment test consisting of comparing the carrying amount of the relevant equity-accounted investment with its recoverable amount.

Under IAS 36, the recoverable amount of an investment in an associate is the higher of its value in use, calculated on the basis of future cash flows, and the fair value of the investment less costs of disposal. Where an associate's shares are listed, fair value less costs of disposal is equal to market price less costs to sell: in the absence of any firm sale agreement, this is the price at which the shares are currently trading.

Any impairment losses are charged to profit or loss as "Other operating income and expenses".

Where there is an improvement in the recoverable amount of an equity-accounted investment such that the impairment loss may be written back, the full amount of the impairment loss, including the portion relating to goodwill, must be written back.

NOTE 11 Provisions and contingent liabilities

11.1. Current and non-current provisions

(in millions of euros)	01/01/2025	Changes in scope	Additions	Reversals (used)	Reversals (not used)	Other	Translation adjustments	31/12/2025	Non-current portion	Current portion
Disputes	7.4	-	3.8	-2.1	-0.3	0.4	-0.0	9.1	8.2	1.0
Losses on contracts	29.8	-	6.7	-11.3	-	-2.6	-0.3	22.3	2.9	19.4
Tax risks other than income tax	22.3	4.4	3.4	-19.7	-0.6	0.7	-0.1	10.4	8.9	1.6
Restructuring	2.6	-	6.5	-5.4	-0.0	-0.4	0.0	3.4	2.3	1.1
Cost of renovating premises	15.1	-	1.7	-1.0	-3.7	-	-0.5	11.5	8.1	3.4
Other contingencies	48.0	-	33.3	-26.7	-5.7	2.6	-1.3	50.3	15.0	35.3
TOTAL	**125.2**	**4.4**	**55.4**	**-66.2**	**-10.4**	**0.7**	**-2.1**	**106.9**	**45.3**	**61.7**

Provisions for disputes mainly cover disputes before employment tribunals and end-of-contract bonuses for employees (€6.9 million at 31 December 2025, versus €5.0 million at 31 December 2024). The remainder corresponds to customer disputes, primarily in France, for €2.2 million.

Provisions for tax risks other than income tax mainly concern risks relating to the R&D tax credit in France.

Provisions for restructuring correspond to the cost of one-off restructuring measures, mainly in Germany (€1.1 million) and France (€2.3 million).

Other provisions for contingencies mainly cover risks relating to clients and projects in the amount of €41.7 million (including €28.2 million in the United Kingdom, €9.0 million in France and €1.8 million in Germany) and contractual risks (€6.6 million).

Present obligations resulting from past events involving third parties are recognised in provisions only when it is probable that such obligations will give rise to an outflow of resources to third parties without consideration from said parties that is at least equivalent, and if the outflow of resources can be reliably measured.

Since provisions are estimated based on future risks and expenses, such amounts include an element of uncertainty and may be adjusted in subsequent periods. The impact of discounting provisions is taken into account if significant.

In the specific case of restructuring, an obligation is recognised as soon as the restructuring has been publicly announced and a detailed plan presented or the plan implementation has commenced. This cost mainly corresponds to severance payments, early retirement, costs related to notice periods not worked, training costs for departing employees and other costs relating to site closures. A provision is recognised for the rent and related costs to be paid, net of estimated subleasing income, in respect of any property if the asset is subleased or vacant and is not intended to be used in connection with main activities.

Scrapping assets and impairment of inventories and other assets directly related to the restructuring measures are also recognised in restructuring costs.

11.2. Contingent liabilities

The contingent liabilities recognised arose as a result of the Sopra-Steria business combination in 2014. At 31 December 2025, they totalled €4.6 million after tax, corresponding to tax risks and contractual risks in India.

The Group is involved in a number of legal disputes and other proceedings such as civil, commercial and tax proceedings, which generally relate to its ordinary activities. Neither the outcome of these disputes nor the resulting cost to the Group, if any, can be assessed with certainty. However, the Group's management, after consulting its legal counsel and other advisers and taking account of the Group's insurance policies, believes that the settlement of these disputes and other proceedings will not materially affect either the Group's financial position or the results of its operations.

In December 2025, the Belgian Minister of Security and the Interior terminated the i-Police contract. Sopra Steria Belgium has formally challenged the validity of this termination and its implications and is assessing all available options for enforcing its rights. The outcome of the dispute remains uncertain at this stage and the amount of any resulting obligation cannot reliably be estimated.

To the extent that a liability is not probable or may not be reliably estimated, a contingent liability is disclosed by the Group among its commitments given. By exception, in connection with business combinations, the Group may recognise a contingent liability on the balance sheet if it results from a present obligation arising from past events and its fair value can be reliably estimated, even where it is not probable that an outflow of resources will be necessary to extinguish the obligation.

NOTE 12 Financing and financial risk management

12.1. Financial income and expenses

12.1.1. Cost of net financial debt

(in millions of euros)	Financial year 2025	Financial year 2024
Interest income	8.3	8.5
Income from cash and cash equivalents	**8.3**	**8.5**
Interest expenses	-29.4	-47.6
Gains and losses on hedges of gross financial debt	-0.0	3.7
Cost of gross financial debt	-29.4	-43.9
COST OF NET FINANCIAL DEBT	**-21.1**	**-35.4**

The decrease in interest expenses reflects the lower interest rates during 2025 and the €174 million reduction in average debt (€940 million in 2025, compared with €1,113 million in 2024). Option-based interest rate hedges enabled the Group to benefit from falling Euribor rates and thus did not affect the cost of gross financial debt, which was down €18.3 million relative to 2024.

The average interest rate on borrowings after hedging was 3.13% in 2025 (3.95% in 2024).

12.1.2. Other financial income and expenses

(in millions of euros)	Financial year 2025	Financial year 2024
Foreign exchange gains and losses	**-0.5**	**0.9**
Other financial income	**1.5**	**17.4**
Net interest expense on lease liabilities	-13.2	-12.8
Net interest expense on retirement benefit obligations	-2.4	-3.2
Expense on unwinding of discounted non-current liabilities	-1.0	-0.5
Change in the value of derivatives	-0.3	0.2
Gain/(loss) on disposal of financial assets	-0.1	-0.4
Other financial expenses	-1.3	-4.9
Total other financial expenses	**-18.3**	**-21.5**
TOTAL OTHER FINANCIAL INCOME AND EXPENSES	**-17.3**	**-3.2**

In 2024, "Other financial income" included €13.1 million in interest income from Sopra Banking Software, with the offsetting entry recognised in "Net profit/(loss) from discontinued operations". This interest income no longer existed in 2025.

12.2. Cash and cash equivalents

(in millions of euros)	31/12/2025	31/12/2024
Cash equivalents	422.2	326.5
Cash	89.6	96.9
Cash and cash equivalents	**511.8**	**423.4**
Current bank overdrafts	-0.5	-0.5
NET CASH IN THE CASH FLOW STATEMENT	**511.3**	**422.9**

Net cash and cash equivalents include available liquid funds (cash at bank and in hand), liquid marketable securities that meet the definition of cash equivalents, bills of exchange presented for collection and falling due before the balance sheet date, and temporary bank overdrafts.

Net financial debt, as presented in Note 12.3, is more representative of the Group's financial position.

Marketable securities and other short-term investments include money-market holdings, short-term deposits and advances under the liquidity agreement. The risk of a change in value on these investments is negligible.

Of the €511.8 million in cash and cash equivalents (excluding current bank overdrafts) at 31 December 2025, €429.0 million was held by the parent company and €82.8 million by the subsidiaries. Among the subsidiaries, the entity in India contributed €22.5 million to net cash and cash equivalents at 31 December 2025 (versus €36.0 million at 31 December 2024).

"Cash and cash equivalents" comprise cash, bank demand deposits, other highly liquid investments with maturities not exceeding three months, and bank overdrafts. Bank overdrafts are included in current liabilities as part of "Financial debt – Short-term portion".

Cash equivalents are defined as short-term, highly liquid investments that are readily convertible to known amounts of cash, and that are subject to an insignificant risk of changes in value, with the exception of foreign exchange impacts.

UCITS classified by the AMF (France's financial markets regulator) as belonging to the "money market fund" and "short-term money market fund" categories are, for practical purposes, presumed to automatically meet all four quoted eligibility criteria. Other cash UCITS cannot be presumed to be eligible for classification as "cash equivalents": an analysis must be carried out to establish whether or not the four quoted criteria are met.

Cash equivalents are recognised at fair value; changes in fair value are charged to profit or loss under "Cost of net financial debt".

12.3. Financial debt – Net financial debt

(in millions of euros)	Current	Non-current	31/12/2025	31/12/2024
Bonds	132.3	119.9	252.2	252.1
Bank borrowings	65.3	345.5	410.8	425.0
Other sundry financial debt	40.0	55.0	95.0	127.9
Current bank overdrafts	0.5	-	0.5	0.5
Financial debt	**238.1**	**520.5**	**758.56**	**805.5**
Cash equivalents	-422.2	-	-422.2	-326.5
Cash	-89.6	-	-89.6	-96.9
Cash and cash equivalents	**-511.8**	**-**	**-511.8**	**-423.4**
TOTAL NET FINANCIAL DEBT	**-273.7**	**520.5**	**246.7**	**382.2**

Financial debt essentially comprises the following:

- bond debt and bank borrowings, initially recognised at fair value net of transaction costs incurred. Borrowings are subsequently recognised at amortised cost; any difference between the capital amounts borrowed (net of transaction costs) and the amounts repayable is recognised in profit or loss over the duration of the borrowings using the effective interest method;
- NEU CP short-term negotiable securities, which have a maturity of less than 12 months and are recognised at amortised cost;
- NEU MTN medium-term negotiable securities, which have maturities spread over one to five years from issuance, and are recognised at amortised cost;
- current bank overdrafts.

Financial debt repayable within 12 months of the balance sheet date is classified as current liabilities.

12.3.1. Bonds

On 5 July 2019, the Group issued a €250 million bond to top-tier institutional investors. The bond has two tranches: a seven-year €130 million bond with a fixed annual coupon of 1.749%, and an eight-year €120 million tranche with a fixed annual coupon of 2.0%.

12.3.2. Bank borrowings

On 22 February 2022, the Group signed an agreement with its partner banks consisting of a €1,100 million non-amortising multi-currency credit facility tied to the achievement of environmental objectives. Its ESG component does not constitute an embedded derivative. It is based on achieving a reduction in greenhouse gas emissions aligned with a 1.5°C temperature increase scenario validated by SBTi for Scope 1 and 2 emissions, and part of Scope 3. The objective is to achieve a 68% reduction in greenhouse gas emissions per employee by 2028 relative to a 2015 baseline. It is measured for each financial year and, if the objective is met, will result in a 0.04% nominal reduction per year in the applicable margin. In addition, the Company undertakes to pay an annual contribution equivalent to 0.04% of the margin applicable to sustainable projects, irrespective of whether it achieves the objective. The Group's achievement of its environmental performance objectives between 2022 and 2025 made it possible to establish a dedicated fund of more than €0.4 million to fund innovative technology projects aimed at combating climate change as well as solidarity projects.

This agreement, with an initial term of five years, included two options to extend the expiry date by one year, exercised at the end of 2022 and 2023. The maturity of this credit facility is now set at 22 February 2029. At end-December 2025, this credit facility was undrawn.

On 19 December 2023, the Group signed a contract with the same partner banks for a bank credit facility, drawn in the amount of €400 million, with a term of five years, comprised of a €280 million amortising tranche and a €120 million non-amortising tranche. This bank credit facility does not include an ESG component. Its balance at 31 December 2025 stood at €288.0 million.

The Group also has several bilateral bank facilities: some non-amortising and drawn to €117 million, and others amortising and undrawn for €55 million, maturing between 2027 and 2030.

12.3.3. Other financial debt

The Group has an unrated multi-currency NEU CP programme of short-term negotiable securities that is not underwritten, with a maximum amount of €700 million. This programme is presented in documentation available on the Banque de France website, which was last updated in July 2025. The Group was less active in issuing securities in 2025, with the average amount outstanding under the NEU CP programme totalling €220.7 million in 2025, compared with €379.1 million in 2024. The amount outstanding under the NEU CP programme at 31 December 2025 was €40.0 million (€99.0 million at 31 December 2024), all of which at fixed rates. The NEU CPs are included in "Other sundry financial debt".

The Group also has an NEU MTN programme of medium-term negotiable securities that is not underwritten, with a maximum amount of €300 million. As was the case for the earlier NEU CP programme, the NEU MTN programme is presented in documentation available on the Banque de France website, which was updated in July 2025. The NEU MTN programme pays fixed or floating rates, with a spread at each issue date. Maturities range from one to five years.

At 31 December 2025, the amount outstanding under the NEU MTN programme was €55.0 million, with maturities in July and August 2027 (€20.0 million at 31 December 2024), all of which at floating rates. The NEU MTNs are included in "Other sundry financial debt".

12.4. Derivatives reported in the balance sheet

	31/12/2025		Breakdown by class of financial instrument					
(in millions of euros)	Carrying amount	Fair value	Assets and liabilities at fair value through profit or loss	Financial assets at fair value through OCI	Loans, receivables and other debt	Financial liabilities at amortised cost	Derivatives	Other items not considered as financial instruments
Non-current financial assets	226.1	226.1	-	163.5	61.7	-	0.9	-
Trade receivables and related accounts	1,290.1	1,290.1	-	-	1,290.1	-	-	-
Other current assets	394.4	394.4	-	-	259.9	-	1.4	133.1
Cash and cash equivalents	511.8	511.8	511.8	-	-	-	-	-
FINANCIAL ASSETS	**2,422.4**	**2,422.4**	**511.8**	**163.5**	**1,611.8**	**-**	**2.2**	**133.1**
Financial debt - Long-term portion	520.5	520.5	-	-	-	520.5	-	-
Other non-current liabilities	24.8	24.8	-	-	12.5	-	12.3	-
Financial debt - Short-term portion	238.1	238.1	-	-	-	238.1	-	-
Trade payables and related accounts	349.2	349.2	-	-	349.2	-	-	-
Other current liabilities	1,614.5	1,614.5	-	-	1,456.2	-	8.4	149.9
FINANCIAL LIABILITIES	**2,747.0**	**2,747.0**	**-**	**-**	**1,817.9**	**758.6**	**20.7**	**149.9**

Items measured at fair value through profit or loss, and derivative hedging instruments, are valued by reference to quoted interbank interest rates and to foreign exchange rates set daily by the European Central Bank. All financial instruments in this category are financial assets and liabilities classified as such upon first recognition.

Financial debt is recognised at amortised cost using the effective interest rate. Hedging instruments may be put in place to hedge against fluctuations in interest rates by swapping part of the Group's floating-rate debt for fixed-rate debt.

The Group has entered into and continues to implement transactions designed to hedge its exposure to foreign exchange risk through the use of derivatives, including exchange-traded futures and options as well as over-the-counter instruments with top-tier counterparties, as part of its overall risk management policy and due to the substantial scale of its production activities in India, Poland and Tunisia.

Derivatives are recognised at fair value in the consolidated balance sheet.

Changes in the fair value of derivatives not eligible for hedge accounting are recognised directly in profit or loss for the period.

Income tax receivables and payables are not financial instruments.

The profit and loss impact of these financial instruments is as follows:

	31/12/2025	Breakdown by category of instrument				
(in millions of euros)	Profit or loss impact	Fair value through profit or loss	Financial assets at fair value through OCI	Loans, receivables and other debt	Liabilities at amortised cost	Derivatives
Total interest income	8.3	-	8.3	-	-	-
Total interest expense	-29.4	-	-	-	-29.4	-
Remeasurement	-0.0	-	-	-	-	-0.0
NET GAINS OR LOSSES	**-21.1**	**-**	**8.3**	**-**	**-29.4**	**-0.0**

The Group uses derivatives such as currency forwards, swaps and options to hedge its exposure to interest rate risk and fluctuations in foreign currencies. Derivatives are recognised at fair value.

Any gains or losses resulting from fair value movements in derivatives not designated as hedging instruments are recognised directly in profit or loss as "Other financial income and expenses".

The fair value of currency forwards is calculated by reference to current rates for contracts with similar maturity profiles. The fair value of interest rate swaps is determined by reference to the market value of similar instruments.

For hedge accounting purposes, hedges are classified as either:

- fair value hedges, which hedge exposure to changes in the fair value of a recognised asset or liability or a firm commitment (except foreign exchange risk);
- cash flow hedges, which hedge exposure to fluctuations in cash flows attributable either to a specific risk associated with a recognised asset or liability or a highly probable future transaction or foreign exchange risk on a firm commitment;
- hedges of a net investment in a foreign operation.

Hedging instruments that satisfy hedge accounting criteria are recognised as follows:

a. Fair value hedges

Changes in the fair value of a derivative designated as a fair value hedge are recognised in profit or loss ("Other current operating income and expenses" or "Other financial income and expenses" according to the type of hedged item). The ineffective portion of the hedges is recognised in profit or loss as part of "Other financial income" or "Other financial expenses", either over the term of the instrument for financial hedges, or at the date of the hedged purchase or sale for hedges of commercial risk. Fair value gains and losses on the hedged item attributable to the hedged risk adjust the carrying amount of the hedged item and are also recognised in profit or loss.

b. Cash flow hedges

The gain or loss corresponding to the effective portion of the hedging instrument is recognised directly in equity, while the ineffective portion is taken to profit or loss, in "Other financial income and expenses".

Gains and losses recognised directly in equity are released to profit or loss under "Other comprehensive income" in the period during which the hedged transaction impacts profit or loss.

If the Group does not expect the realisation of the forecast transaction or commitment, the gains and losses previously recognised directly in equity will be released to profit or loss. If the hedging instrument matures, is sold, cancelled or exercised and is not replaced or renewed or if its designation as a hedging instrument is revoked, amounts previously recognised in equity will be held in equity until realisation of the forecast transaction or firm commitment.

c. Hedges of a net investment

Hedges of a net investment in a foreign operation, including hedges of monetary items recognised as part of a net investment, are recognised in "Other comprehensive income".

The gain or loss corresponding to the effective portion of the hedging instrument is recognised directly in equity, while the ineffective portion is taken to profit or loss.

On the disposal of the foreign operation, cumulative gains and losses recognised directly in equity are released to profit or loss.

12.5. Financial risk management

12.5.1. Liquidity risk

The Group's policy is to have credit facilities at its disposal that are much larger than its needs and to manage cash centrally at Group level where permitted by local law. Moreover, subsidiaries' cash surpluses or borrowing requirements are managed centrally, being invested or met by the Sopra Steria Group parent company, which carries the bulk of the Group's borrowings and bank credit facilities.

As part of its efforts to diversify its borrowings, the Group has a €300 million NEU MTN programme in addition to the €700 million NEU CP programme.

In 2025, the Group used €43.5 million of its cash to finalise the €150.0 million share buyback programme launched in 2024 (€106.5 million in 2024), gradually reduce the amount outstanding under the NEU CP programme and make investments in the form of certificates of deposit maturing in less than three months with members of the banking syndicate.

The amount outstanding under the NEU CP programme was €40.0 million at end-December 2025 (€99.0 million in December 2024), and €55.0 million under the NEU MTN programme.

Bilateral credit facilities were in place for a total of €172.0 million, with maturities in 2027 and 2030. At 31 December 2025, they were drawn down in the amount of €117.0 million.

At 31 December 2025, the Group had credit facilities totalling €1,994 million, 33% of which was drawn down.

Undrawn available credit lines amounted to €1,331 million (€1,100 million in RCFs and €55 million in bilateral credit facilities), in addition to undrawn overdraft facilities for €176 million. Aside from the syndicated loan, bilateral credit facilities and bonds, the Group's financing essentially consists of issues under NEU CP (short-term commercial paper) and NEU MTN programmes. These financing sources break down as shown below:

	Amount authorised at 31/12/2025		Drawdown at 31/12/2025				
	€m	£m	€m	£m	Drawdown	Repayment terms	Interest rate at 31/12/2025
Available credit facilities							
Bond	250.0	-	250.0	-	100%	At maturity €130m 07/2026 €120m 07/2027	1.87%
Syndicated loan							
■ Multi-currency revolving credit facility	1,100.0		-	-	0%	02/2029	
■ Bank borrowings	288.0		288.0	-	100%	Amortising tranche of €168m & tranche due at maturity of €120m, maturing 12/2028	3.19%
Bilateral credit facilities	172.0		117.0		68%	2027 to 2030	3.12%
Other	7.9	-	7.9	-	100%	2026	3.01%
Overdraft	176.5	-	0.5	-	0%	N/A	
Total credit facilities authorised per currency	**1,994.4**	**-**	**663.5**	**-**			
TOTAL CREDIT FACILITIES AUTHORISED (€ EQUIVALENT)	**1994.4**		**663.5**		**33%**		**2.67%**
Other types of financing used							
NEU CP & NEU MTN		-	95.0	-		2026 to 2027	2.53%
Other		-	0.1	-			
Total financing per currency		**-**	**758.6**	**-**			
TOTAL FINANCING (€ EQUIVALENT)			**758.6**				**2.65%**

Interest rates payable on the syndicated loan equal the interbank rate of the currency concerned at the time of drawdown (minimum 0%), plus a margin set for a period of twelve months based on the leverage ratio.

The €250 million bond issued on 5 July 2019 has an effective interest rate of 1.749% for the €130 million tranche and 2% for the €120 million tranche.

The bond issue is subject to terms and conditions that include financial covenants.

Two financial ratios are calculated every six months using the consolidated financial statements on a 12-month rolling basis:

- the first – known as the leverage ratio – is equal to net financial debt divided by pro forma EBITDA;
- the second – known as the interest coverage ratio – is equal to pro forma EBITDA divided by the cost of net financial debt.

The first financial ratio must not exceed 3.0 at any reporting date. The second ratio must not fall below 5.0.

Net financial debt is defined on a consolidated basis as all loans and related borrowings (excluding intercompany liabilities and lease liabilities), less available cash and cash equivalents.

Pro forma EBITDA is "Consolidated operating profit on business activity" adding back depreciation, amortisation and provisions included in "Operating profit on business activity" before the impact of IFRS 16 "Leases" (see Note 1.6.1). It is calculated on a 12-month rolling basis and is therefore restated so as to be presented in the financial statements at constant scope over 12 months.

At 31 December 2025, the "Net financial debt / Pro forma EBITDA" covenant was met, with the ratio coming in at 0.45, compared with a covenant level of 3.0. It is calculated as follows:

(in millions of euros)	31/12/2025	31/12/2024
Short-term borrowings (<1 year)	238.1	607.8
Long-term borrowings (>1 year)	520.5	197.7
Cash and cash equivalents	-511.8	-423.4
Other financial guarantees	-	-
Net financial debt (including financial guarantees)	**246.7**	**382.2**
Pro forma EBITDA	**546.8**	**623.1**
NET FINANCIAL DEBT / PRO FORMA EBITDA RATIO	**0.45**	**0.61**

For the second ratio, pro forma EBITDA is as defined above and the cost of net financial debt is also calculated on a rolling 12-month basis.

At 31 December 2025, the "Pro forma EBITDA / Cost of net financial debt" covenant – requiring a ratio of at least 5.0 – was met, with the ratio coming in at 25.89. It is calculated as follows:

(in millions of euros)	31/12/2025	31/12/2024
Pro forma EBITDA	**546.8**	**623.1**
Cost of net financial debt	**21.1**	**35.4**
PRO FORMA EBITDA / COST OF NET FINANCIAL DEBT RATIO	**25.89**	**17.60**

The two syndicated loan facilities are subject to conditions including a single financial covenant: the leverage ratio, calculated in the same way as for the bond issue, on the basis of the consolidated financial statements, on a 12-month rolling basis, but only annually. At 31 December 2025, this covenant was met.

In addition to satisfying the financial ratio prerequisites described above, the Group's three main financing agreements also contain:

- certain performance requirements that are entirely customary for this type of financing;
- clauses relating to events of default such as payment default, inaccurate tax returns, cross-default, bankruptcy, or the occurrence of an event having a material adverse effect;
- clauses stipulating early repayment in full in the event that there is a change in control of the Company.

The bank loan agreement also stipulates a number of circumstances in which the loan must be repaid in advance, in full or in part as applicable, or renegotiated with the banks:

- early repayment if all or a substantial number of the Company's assets are sold;
- repayment using proceeds from asset disposals (beyond a specified threshold);
- renegotiation of the financing terms and conditions in the event of financial market disruption, i.e. market disruption clause. This clause is only applicable if a minimum number of banks are unable to obtain refinancing on the capital market at the date on which the financing is requested, given interest rate fluctuations. The purpose of this clause is to find a replacement rate.

At 31 December 2025, the maturity schedule for the Group's debt was as follows:

(in millions of euros)	Carrying amount	Total contractual flows	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	More than 5 years
Bond	252.2	254.8	133.6	121.2	-	-	-	-
Bank borrowings	410.8	458.4	85.0	129.1	244.1	0.1	-	-
NEU CP & MTN	95.0	41.5	41.5	-	-	-	-	-
Other sundry financial debt	-0.0	53.5	53.5	-	-	-	-	-
Current bank overdrafts	0.5	0.5	0.5	-	-	-	-	-
Financial debt	**758.6**	**808.7**	**314.2**	**250.3**	**244.1**	**0.1**	**-**	**-**
Cash equivalents	-422.2	-422.2	-422.2	-	-	-	-	-
Cash	-89.6	-89.6	-89.6	-	-	-	-	-
Cash and cash equivalents	**-511.8**	**-511.8**	**-511.8**	**-**	**-**	**-**	**-**	**-**
CONSOLIDATED NET FINANCIAL DEBT	**246.7**	**296.9**	**-197.6**	**250.3**	**244.1**	**0.1**	**-**	**-**

At 31 December 2025, the Group's gross borrowings broke down as follows by type of debt and currency:

	Currency of origin			
(in millions of euros)	**Euro**	**Pound sterling**	**Other**	**Total**
Bond	252.2	-	-	252.2
Bank borrowings	345.5	-	-	345.5
Short-term bank borrowings (<1 year)	65.3	-	-	65.3
NEU CP (commercial paper) & MTN	95.0	-	-	95.0
Other sundry financial debt	-0.0	-	-	-0.0
Bank overdrafts (cash liabilities)	0.5	-	-	0.5
GROSS FINANCIAL DEBT	**758.6**	**-**	**-**	**758.6**

At 31 December 2025, the Group's portfolio of investment securities broke down as follows:

(in millions of euros)	**Short-term investments**	**Advances under the liquidity agreement**	**Total portfolio of investment securities**
Net asset value	506.7	5.1	511.8
NET POSITION	**506.7**	**5.1**	**511.8**

Short-term investments are managed by the Group's Finance Department, and comply with internally defined principles of prudence. At 31 December 2025, the investments were held mainly by the parent company, Sopra Steria Group.

At constant exchange rates relative to 31 December 2025, and taking into account short-term investments held at that date, a 50-basis-point decrease in floating rates would reduce annual financial income by €2.6 million.

12.5.2. Bank counterparty risk

All foreign currency and interest rate hedges are put in place with leading banks belonging to the Group's banking syndicate, with which market transaction agreements have been signed.

The majority of the Group's financial investments relate to the Sopra Steria Group parent company and the subsidiaries in India. Financial investments are carried out either via short-term bank deposits with banks mainly belonging to the banking syndicate, or via money-market instruments managed by leading financial institutions, which are themselves subsidiaries of banks mainly belonging to the syndicate.

These investments are subject to approval by the Group, and comply with internally defined principles of prudence.

Thanks to these various measures, the Group considers that it has implemented a system that significantly reduces its bank counterparty risk in the current economic context. However, the Group remains subject to a residual risk which may affect its performance under certain conditions.

12.5.3. Interest rate risk

The Group's aim is to protect itself against interest rate fluctuations by hedging part of its floating-rate debt and investing its cash over periods of less than three months.

The derivatives used to hedge the debt are interest rate swap contracts or options, which may or may not be eligible for hedge accounting.

The eligible counterparties for interest rate hedging and investments are leading financial institutions which belong to the Sopra Steria banking syndicate. These financial instruments are managed by the Group's Finance Department.

All of the Group's interest rate hedges have been put in place through the parent company (Sopra Steria Group).

Part of the Group's debt is fixed-rate and includes €250 million in Euro PP bonds maturing in 2026 and 2027. The €288 million drawn bank credit facility set up in December 2023 is floating-rate, as are the €117 million bilateral credit facilities and the €55 million NEU MTNs maturing in 2027. To hedge its floating-rate debt, the Group has put in place interest rate hedges and has interest rate hedges maturing between 2026 and 2027, the details of which are set out below:

	Fair value 31/12/2025					Maturity		
(in millions of euros)	Non-current assets	Current assets	Non-current liabilities	Current liabilities	Notional amount	<1 year	1 to 5 years	>5 years
Swaps (cash flow hedges) in euros	-	-	-	-	-	-	-	-
Swaps (cash flow hedges) in foreign currency	-	-	-	-	-	-	-	-
Options eligible for hedge accounting in euros	0.8	-0.3	1.1	-0.2	200.0	100.0	100.0	-
Options eligible for hedge accounting in foreign currency	-	-	-	-	-	-	-	-
Swaps not eligible for hedge accounting in euros	-	-	-	-	-	-	-	-
Options not eligible for hedge accounting in euros	-	-	-	-	-	-	-	-
TOTAL INTEREST RATE HEDGES	**0.8**	**-0.3**	**1.1**	**-0.2**	**200.0**	**100.0**	**100.0**	**-**

The remeasurement of these financial instruments in equity is recognised in "Other comprehensive income".

The remeasurement of these financial instruments in profit or loss is recognised in "Other financial income and expenses".

The profit or loss and equity impacts of the Group's interest rate hedging instruments are as follows:

	Balance sheet amounts					Changes in fair value			
							Profit or loss impact		
(in millions of euros)	31/12/2024	Changes in fair value	Changes in scope	Other changes	31/12/2025		Ineffective portion of cash flow hedges	Fair value hedges	Trading
Swaps (cash flow hedges) in euros	-	-	-	-	-	-	-	-	-
Swaps (cash flow hedges) in foreign currency	-	-	-	-	-	-	-	-	-
Options eligible for hedge accounting in euros	-1.3	-	-	-	-0.4	0.8	0.2	-	-
Options eligible for hedge accounting in foreign currency	-	-	-	-	-	-	-	-	-
Swaps not eligible for hedge accounting in euros	-	-	-	-	-	-	-	-	-
Options not eligible for hedge accounting in foreign currency	-	-	-	-	-	-	-	-	-
TOTAL PRE-TAX IMPACT	**-1.3**	**0.9**	**-**	**-**	**-0.4**	**0.8**	**0.2**	**-**	**-**

The sensitivity of the interest rate derivatives portfolio to a plus or minus 50-basis-point change in the euro yield curves at 31 December 2025 is as follows:

(in millions of euros)	-50 bp		+50 bp	
	Equity impact	P&L impact (hedge ineffectiveness)	Equity impact	P&L impact (hedge ineffectiveness)
Swaps (cash flow hedges) in euros	-	-	-	-
Swaps (cash flow hedges) in foreign currency	-	-	-	-
Swaps not eligible for hedge accounting	-	-	-	-
Options eligible for hedge accounting in euros	-0.9	-0.0	0.3	0.0
Options eligible for hedge accounting in foreign currency	-	-	-	-
Options not eligible for hedge accounting in foreign currency	-	-	-	-
TOTAL	**-0.9**	**-0.0**	**0.3**	**0.0**
Total impact	-0.9		0.3	

- The total amount of gross borrowings subject to interest rate risk was €498.4 million. Interest rate hedges in force at 31 December 2025 reduced this exposure to €298.4 million.

The Group's residual exposure to interest rate risk is as follows:

(in millions of euros)	Interest rate	31/12/2025	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	More than 5 years
	Fixed rate	-	-	-	-	-	-	-
Short-term investment securities	Floating rate	422.2	422.2	-	-	-	-	-
	Fixed rate	-	-	-	-	-	-	-
Cash and cash equivalents	Floating rate	89.6	89.6	-	-	-	-	-
	Fixed rate	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Floating rate	**511.8**	**511.8**	**-**	**-**	**-**	**-**	**-**
Financial assets	**Total financial assets**	**511.8**	**511.8**	**-**	**-**	**-**	**-**	**-**
Bonds	Fixed rate	-252.2	-132.3	-119.9	-	-	-	-
Bank borrowings	Fixed rate	-7.9	-7.9	-	-	-	-	-
	Floating rate	-402.9	-57.3	-113.7	-232.0	0.1	-	-
NEU CP (commercial paper) & MTN	Fixed rate	-	-	-	-	-	-	-
	Floating rate	-95.0	-40.0	-55.0	-	-	-	-
	Fixed rate	-	-	-	-	-	-	-
Other financial debt	Floating rate	-	-	-	-	-	-	-
	Fixed rate	-	-	-	-	-	-	-
Current bank overdrafts	Floating rate	-0.5	-0.5	-	-	-	-	-
	Fixed rate	**-260.1**	**-140.2**	**-119.9**	**-**	**-**	**-**	**-**
	Floating rate	**-498.4**	**-97.9**	**-168.7**	**-232.0**	**0.1**	**-**	**-**
Financial liabilities (gross exposure before hedging)	**Total financial liabilities**	**-758.6**	**-238.1**	**-288.6**	**-232.0**	**0.1**	**-**	**-**
	FIXED RATE	**-260.1**	**-140.2**	**-119.9**	**-**	**-**	**-**	**-**
NET EXPOSURE BEFORE HEDGING	**FLOATING RATE**	**13.4**	**413.9**	**-168.7**	**-232.0**	**0.1**	**-**	**-**
	Fixed-rate payer swaps in euros	-	-	-	-	-	-	-
Interest rate hedging instruments	Fixed-rate payer swaps in foreign currency	-	-	-	-	-	-	-
	Fixed-rate payer options	200.0	100.0	100.0	-	-	-	-
	FIXED RATE	**-460.1**	**-240.2**	**-219.9**	**-**	**-**	**-**	**-**
GROSS EXPOSURE AFTER HEDGING	**FLOATING RATE**	**-298.4**	**2.1**	**-68.7**	**-232.0**	**0.1**	**-**	**-**
	FIXED RATE	**-460.1**	**-240.2**	**-219.9**	**-**	**-**	**-**	**-**
NET EXPOSURE AFTER HEDGING	**FLOATING RATE**	**213.4**	**513.9**	**-68.7**	**-232.0**	**0.1**	**-**	**-**

The fair value of interest rate hedging derivatives is measured using the following assumptions:

- Level 1: Quoted data: 0%;
- Level 2: Observable data: 100%;
- Level 3: Internal models: 0%.

12.5.4. Foreign exchange risk

The Group is subject to three main types of risks linked to fluctuations in exchange rates:

- translation risk in the various financial statements making up the Group's consolidated financial statements for business conducted in countries with a functional currency other than the euro;
- transaction risk linked to purchases and sales of services where the transaction currency is different from that of the country in which the service is recognised;
- financial foreign exchange risk arising from the Group's foreign-currency borrowings (risk arising from changes in the value of the financial debt denominated in pounds sterling).

As part of its general risk management policy, the Group systematically hedges against foreign currency transaction risks that constitute material risks for the Group as a whole.

Centralised management of foreign currency transaction risk is in place with the Group's main entities (apart from India). Sopra Steria Group acts as the centralising entity, granting exchange rate guarantees to subsidiaries and, after netting internal exposures, hedges the residual exposure through the use of derivatives.

Foreign exchange risk hedging mainly relates to transaction exposures involving the Group's production platforms in India, Poland and Tunisia, and certain commercial contracts denominated in US dollars, Norwegian kroner and pounds sterling. These hedges cover both invoiced items and future cash flows: changes in fair value corresponding to these hedges are taken to profit or loss for invoiced items and to equity for future cash flows.

The remeasurement through profit or loss of these financial instruments hedging balance sheet items is offset by the revaluation of foreign currency receivables over the period.

The Group's Finance Department provides hedging via futures or options entered into either on organised markets or over the counter with top-tier counterparties that are members of the banking syndicate.

The Group's policy is not to conduct speculative transactions on financial markets.

Finally, the structure of the Group's net financial debt, which includes a multi-currency notional cash pooling arrangement with borrowing positions in pounds sterling, provides a natural (if only partial) hedge against currency translation risk on net assets, recognised directly in the balance sheet. Similarly, in connection with an acquisition in Sweden, the Group entered into a hedging arrangement for the Swedish krona to cover its financing requirements for this entity.

The balance sheet value of the Group's foreign currency hedging instruments, and applicable notional amounts hedged, are as follows:

	Fair value 31/12/2025				Maturity			
(in millions of euros)	Non-current assets	Current assets	Non-current liabilities	Current liabilities	Notional amount	<1 year	1 to 5 years	>5 years
Fair value hedges								
Foreign currency forwards	-	173.1	-	6,718.9	104.4	104.4	-	-
Foreign currency options	-	-	-	-	-	-	-	-
Cash flow hedges								
Foreign currency forwards	93.4	1,124.2	11,198.3	1,720.0	261.5	64.7	196.8	-
Foreign currency options	-	363.4	-	81.5	15.6	15.6	-	-
Instruments not designated for hedging *	**-**	**-**	**-**	**39.0**	**8.5**	**8.5**	**-**	**-**
TOTAL FOREIGN CURRENCY HEDGES	**93.4**	**1,660.8**	**11,198.3**	**8,559.3**	**390.0**	**193.1**	**196.8**	**-**

** The Group hedges the foreign exchange transaction risk but chooses in certain cases not to apply hedge accounting.*

The remeasurement of these financial instruments in profit or loss is recognised in "Other current operating income and expenses", with the exception of the time value and the impact of financial instruments not eligible for hedge accounting, which are recognised in "Other financial income and expenses".

The profit or loss and equity impacts of the Group's foreign currency hedging instruments are as follows:

	Balance sheet amounts					Changes in fair value			
							Profit or loss impact		
(in millions of euros)	31/12/2024	Changes in fair value	Changes in scope	Other changes	31/12/2025	Equity impact	Ineffective portion of cash flow hedges	Fair value hedges	Trading
Fair value hedges									
Foreign currency forwards	2.0	-8.6	-	-	-6.5	-	-	-8.6	-
Foreign currency options	-0.0	-	-	-	-0.0	-	-	-	-
Cash flow hedges									
Foreign currency forwards	7.7	-19.4	-	-	-11.7	-19.4	-	-	-
Foreign currency options	0.6	-0.3	-	-	0.3	-0.8	0.2	0.4	-0.1
Instruments not designated for hedging	**-0.1**	**0.0**	**-**	**-**	**-0.0**	**-**	**-**	**-**	**0.0**
TOTAL PRE-TAX IMPACT	**10.2**	**-28.3**	**-**	**-**	**-18.0**	**-20.2**	**0.2**	**-8.2**	**-0.1**

Exposure to foreign exchange risk is as follows:

COMMERCIAL TRANSACTIONS

(in millions of euros)	GBP	NOK	EUR	INR	TND	USD	SEK	PLN	Other	TOTAL
Assets	36.6	0.0	66.3	-	-	14.2	-	-	2.3	119.3
Liabilities	0.1	0.0	4.4	0.0	1.1	4.5	-	-	25.5	35.7
Foreign currency commitments	-	-	-	-	-	-	-	-	-	-
Net position before hedging	**36.4**	**0.0**	**61.8**	**-0.0**	**-1.1**	**9.6**	**-**	**-**	**-23.2**	**83.6**
Hedging instruments - Third-party balance	41.5	1.7	50.8	-	-3.1	-4.9	-	-2.4	-	83.6
Hedging instruments - Cash flow	88.6	19.4	132.3	-	-11.0	-3.0	-	-30.8	-0.5	195.0
Hedging instruments	130.1	21.1	183.1	-	-14.2	-7.8	-	-33.2	-0.5	278.6
NET POSITION AFTER HEDGING	**-93.6**	**-21.1**	**-121.2**	**-0.0**	**13.1**	**17.5**	**-**	**33.2**	**-22.7**	**-195.0**

FINANCING INCLUDING CURRENT ACCOUNT

(in millions of euros)	GBP	NOK	EUR	INR	TND	USD	SEK	PLN	Other	TOTAL
Assets	319.2	83.9	-	22.4	2.0	2.0	3.2	1.7	33.2	467.6
Liabilities	-	-	-	-	-	1.4	18.0	-	0.4	19.8
Foreign currency commitments	-	-	-	-	-	-	-	-	0.0	0.0
Net position before hedging	**319.2**	**83.9**	**-**	**22.4**	**2.0**	**0.6**	**-14.8**	**1.7**	**32.8**	**447.8**
Hedging instruments *	270.4	-	-	-	-	-	-18.2	-	-	252.1
NET POSITION AFTER HEDGING	**48.9**	**83.9**	**-**	**22.4**	**2.0**	**0.6**	**3.4**	**1.7**	**32.8**	**195.7**

** Net investment hedge in foreign currency.*

TOTAL (MARKET POSITIONS + FINANCING)

(in millions of euros)	GBP	NOK	EUR	INR	TND	USD	SEK	PLN	Other	TOTAL
Assets	355.8	84.0	66.3	22.4	2.0	16.1	3.2	1.7	35.5	586.9
Liabilities	0.1	0.0	4.4	0.0	1.1	5.9	18.0	-	25.9	55.5
Foreign currency commitments	-	-	-	-	-	-	-	-	-	-
Net position before hedging	**355.7**	**83.9**	**61.8**	**22.4**	**0.9**	**10.2**	**-14.8**	**1.7**	**9.6**	**531.4**
Hedging instruments	400.5	21.1	183.1	-	-14.2	-7.8	-18.2	-33.2	-0.5	530.7
NET POSITION AFTER HEDGING	**-44.8**	**62.8**	**-121.2**	**22.4**	**15.0**	**18.1**	**3.4**	**34.9**	**10.1**	**0.7**

SENSITIVITY ANALYSIS

(in millions of euros)	GBP	NOK	EUR	INR	TND	USD	SEK	PLN	Other	TOTAL
Currency change assumption (appreciation)	5%	5%	5%	5%	5%	5%	5%	5%	5%	
NET PROFIT IMPACT	**-0.3**	**-0.1**	**0.6**	**-0.0**	**0.1**	**0.7**	**-**	**0.1**	**-0.2**	**1.0**
EQUITY IMPACT	**-2.0**	**3.2**	**-6.6**	**1.1**	**0.6**	**0.2**	**0.2**	**1.6**	**0.7**	**-0.9**

12.5.5. Equity risk

The Group does not hold any investments in equities or any significant equity interests in listed companies other than 74Software shares (see Note 7.1.1).

In October 2024, the Group launched a €150 million share buyback programme. Between 2 October 2024 and 28 January 2025, the Group bought back 858,163 shares at an average price of €174.792 per share. The shares bought back under this programme will be retired.

At 31 December 2025, the value of treasury shares was €175.6 million.

Given the limited number of treasury shares it holds (5.5% of the share capital), and the decision to retire the majority of these shares, the Group is not materially exposed to equity risk. Furthermore, since the value of treasury shares is deducted from equity, changes in the share price have no impact on the consolidated income statement.

NOTE 13 CASH FLOWS

13.1. Change in net financial debt

(in millions of euros)	31/12/2024	Proceeds from/ (Payments on)	Changes in scope	Translation adjustments	Other movements	31/12/2025
Bonds excluding accrued interest	250.0	-5.6	5.6	-	-	250.0
Bank borrowings excluding accrued interest	426.6	-14.0	0.4	-0.0	-	412.9
Other sundry financial debt excluding current accounts and accrued interest	127.9	-36.2	3.3	0.0	-0.0	95.0
Financial debt in the cash flow statement	**804.5**	**-55.8**	**9.3**	**0.0**	**-0.0**	**758.0**
Current accounts	-0.0	0.6	-0.0	-0.6	-	-0.0
Accrued interest on financial debt	0.5	-3.2	2.7	-	-	0.1
Financial debt excluding current bank overdrafts	**805.0**	**-58.4**	**12.0**	**-0.6**	**-0.0**	**758.0**
Current bank overdrafts	-0.5	17.4	-0.0	-17.5	-	-0.5
Short-term investment securities	326.5	100.5	0.2	-5.0	-	422.2
Cash and cash equivalents	96.9	-22.9	1.9	13.7	0.0	89.6
Net cash in the cash flow statement	**422.9**	**95.0**	**2.2**	**-8.8**	**0.0**	**511.3**
NET FINANCIAL DEBT	**382.2**	**-153.4**	**9.8**	**8.2**	**-0.0**	**246.7**
CHANGE IN NET FINANCIAL DEBT			**-135.4**			

The breakdown provided in the "Change in net financial debt" table explains the purposes of the new borrowings and repayments of existing borrowings recognised in the cash flow statement.

The change in net financial debt is broken down into metrics. "Net cash from operations" is based on "Operating profit on business activity", after adjusting for the depreciation, amortisation and provisions it includes, which gives "EBITDA", and other non-cash items adjusted for tax paid, restructuring and integration costs, and the change in the working capital requirement. It differs from "Net cash from operating activities" as shown in the consolidated cash flow statement presented in the primary financial statements, in that the first caption does not include the cash impact of "Other financial income and expenses" (see Note 12.1.2), unlike the second caption.

"Free cash flow" is defined as "Net cash from operations" adjusted for the impact of purchases (net of disposals) of property, plant and equipment and intangible assets during the period; lease payments; all financial income and expenses payable or receivable (except those related to lease liabilities); and additional contributions paid to cover any deficits in certain defined-benefit pension plans.

Adjusted for net cash generated by financing activities and the impact of exchange rate fluctuations on net debt, this explains the change in net financial debt.

The table presenting the change in net financial debt below has been restated, for 2024, to exclude the flows generated by the Sopra Banking Software business. It is reconciled with the change in net financial debt through the "Impact of the presentation of Sopra Banking Software" line item.

(in millions of euros)	Financial year 2025	Financial year 2024
Operating profit on business activity	**534.3**	**564.7**
Depreciation, amortisation and provisions (excluding allocated intangible assets)	145.2	185.7
EBITDA	**679.5**	**750.5**
Non-cash items	-3.3	-5.9
Tax paid	-79.4	-85.7
Impairment of current assets	-1.5	-0.1
Change in current operating WCR	4.6	54.2
Non-recurring costs, including reorganisation and restructuring costs	-50.1	-63.6
Net cash from operations	**549.8**	**649.3**
Purchase of property, plant and equipment and intangible assets	-59.8	-58.9
Proceeds from sale of property, plant and equipment and intangible assets	3.7	0.6
Net change from investing activities involving property, plant and equipment and intangible assets	**-56.1**	**-58.3**
Lease payments	-121.4	-127.2
Net interest (excluding interest on lease liabilities)	-20.9	-21.7
Additional contributions related to defined-benefit pension plans	-10.5	-10.0
Free cash flow	**340.9**	**432.1**
Impact of changes in scope	-37.7	136.7
Impact of payments relating to financial assets	-6.9	-6.4
Impact of receipts relating to financial assets	3.5	8.7
Dividends paid	-92.6	-96.3
Dividends received	0.0	0.3
Capital increases	-0.0	-180.0
Purchase and sale of treasury shares	-63.7	-132.4
Other cash flows relating to investing activities	-	-
Net cash flow	**143.6**	**162.7**
Impact of changes in foreign exchange rates	-8.2	-2.2
Impact of the presentation of Sopra Banking Software	-	403.3
CHANGE IN NET FINANCIAL DEBT	**135.4**	**563.8**
Cash and cash equivalents – Beginning of period	422.9	191.5
Non-current financial debt – Beginning of period	-616.7	-619.5
Current financial debt – Beginning of period	-188.3	-518.0
Net financial debt – Beginning of period	**-382.2**	**-946.0**
Cash and cash equivalents – End of period	511.3	422.9
Non-current financial debt – End of period	-520.5	-616.7
Current financial debt – End of period	-237.6	-188.3
Net financial debt – End of period	**-246.7**	**-382.2**
CHANGE IN NET FINANCIAL DEBT	**135.4**	**563.8**

Free cash flow came to €340.9 million, compared with €432.1 million in 2024. This change was mainly the result of a decrease in EBITDA, which equated to 12% of revenue in 2025, compared with 13% in 2024. This was driven by a decline in "Operating profit on business activity", but also by an increase in cash expenses, whose impact on "Operating profit on business activity" was previously offset by reversals of provisions that have since been fully utilised, totalling around €40.0 million. Moreover, the reduction in the operating working capital requirement was smaller than in 2024. For reference, this item had benefitted from an exceptional cash flow of around €45 million generated as a result of the scheduled conclusion of a major migration programme in Germany.

Net cash flow mainly included the following outflows: €43.5 million for the share buyback programme (see Note 12.5.5) and €90.8 million in dividends paid by the Group to its shareholders (see Note 14.1.3). The impact of changes in scope is detailed below.

Inflows and outflows relating to disposals and acquisitions of companies, described in Note 2, recognised within "Impact of changes in scope", totalled €37.7 million. They break down as follows:

(in millions of euros)	Financial year 2025	Financial year 2024
Amount paid in respect of acquisitions (excluding earn-outs)	-27.9	-17.1
Net debt/(Net cash) of acquired companies	-9.8	-0.4
Disposal price for shares sold in consolidated equity investments	0.0	154.3
Cash transferred out / Deconsolidated entities	-0.0	-0.0
TOTAL	**-37.7**	**136.7**

In 2025, the net outflow recognised in "Changes in scope" corresponded to the acquisitions of Aurexia and Neocase (see Note 2.1). In 2024, this item amounted to a net inflow of €136.7 million and was measured for the scope of Sopra Steria's activities, excluding Sopra Banking Software. It reflected the disposal of the activities of Sopra Banking Software and of shares in 74Software (see Note 2.2 and Note 10).

13.2. Reconciliation of WCR with the cash flow statement

The impact of the components of the operating working capital requirement shown on the balance sheet on cash generation can be broken down as follows:

(in millions of euros)	31/12/2025	31/12/2024	Net change	Of which: Items not included in WCR	Of which: WCR items	Change in WCR items without cash impact: Foreign exchange	Change in WCR items without cash impact: Other	Impact on cash flow statement
Other non-current financial assets	46.4	92.4	-46.0	-5.8	-40.2	-0.2	0.1	40.0
▪ Other loans and receivables	45.6	85.2	-39.6	0.6	-40.2	-0.2	0.1	40.0
▪ Other non-current financial assets	0.9	7.3	-6.4	-6.4	-	-	-	-
Non-current assets	**46.4**	**92.4**	**-46.0**	**-5.8**	**-40.2**	**-0.2**	**0.1**	**40.0**
Trade receivables and related accounts	1,290.1	1,291.4	-1.3	-	-1.3	-11.2	18.9	8.9
▪ Trade receivables	754.8	776.8	-22.0	-	-22.0	-4.6	16.3	33.7
▪ Accrued income	535.3	514.6	20.7	-	20.7	-6.6	2.6	-24.7
Other current receivables	394.4	419.8	-25.4	-19.6	-5.8	-4.0	-0.4	1.4
Current assets	**1,684.5**	**1,711.2**	**-26.7**	**-19.6**	**-7.0**	**-15.2**	**18.5**	**10.3**
Non-current assets held for sale	0.0	0.0	-	-	-	0.0	-	0.0
TOTAL ASSETS	**1,731.0**	**1,803.6**	**-72.6**	**-25.4**	**-47.2**	**-15.4**	**18.5**	**50.3**
Retirement benefits and similar obligations – Liabilities	-16.7	-16.6	-0.1	-	-0.1	1.7	-4.1	-2.3
▪ Other long-term employee benefits	-16.7	-16.6	-0.1	-	-0.1	1.7	-4.1	-2.3
Other non-current liabilities	-24.8	-19.4	-5.4	-8.2	2.9	0.3	-40.6	-43.1
Non-current liabilities	**-41.5**	**-36.0**	**-5.4**	**-8.2**	**2.8**	**2.0**	**-44.6**	**-45.4**
Trade payables	-349.2	-354.2	5.0	-10.3	15.3	-8.8	-5.2	-29.3
Advances and payments on account received for orders	-33.9	-78.8	44.9	-	44.9	0.2	-	-44.7
Deferred income on client projects	-491.0	-464.6	-26.4	-	-26.4	6.0	-7.1	25.3
Other current liabilities	-1,089.7	-1,141.2	51.5	1.5	50.0	4.7	93.7	48.4
Current liabilities	**-1,963.7**	**-2,038.7**	**75.0**	**-8.8**	**83.7**	**2.0**	**81.4**	**-0.3**
Liabilities related to non-current assets held for sale	-0.0	0.0	-0.0	-0.0	-	-	0.0	0.0
TOTAL LIABILITIES	**-2,005.2**	**-2,074.7**	**69.5**	**-17.0**	**86.5**	**4.1**	**36.7**	**-45.7**
TOTAL WCR	**-274.2**	**-271.1**	**-3.1**	**-42.4**	**39.3**	**-11.3**	**55.2**	**4.6**

13.3. Other cash flows in the consolidated cash flow statement

Beyond the changes presented in the "Change in net financial debt" table, the consolidated cash flow statement presented in the primary financial statements was affected by movements related to financing activities. Inflows and outflows related to financial debt mainly consist of the subscription and repayment of NEU CP (see Note 12.3), in the amount of €40.0 million and €119.0 million, respectively; the repayment of the tranche of the bank credit facility, in the amount of €56.0 million; and the receipt of funds from a bilateral bank credit facility, in the amount of €57.0 million.

NOTE 14 EQUITY AND EARNINGS PER SHARE

14.1. Equity

The consolidated statement of changes in equity forms part of the primary financial statements.

14.1.1. Changes in share capital

At 31 December 2025, Sopra Steria Group had a share capital of €20,547,701. There were no movements in financial year 2025. It is represented by 20,547,701 fully paid-up shares with a par value of €1 each.

14.1.2. Transactions in treasury shares

At 31 December 2025, the value of treasury shares recognised as a deduction from consolidated equity was €183.3 million, consisting of 1,135,991 shares, including 174,304 shares held by a UK trust falling within the scope of consolidation and 961,687 shares acquired by Sopra Steria Group. Shares acquired by the Group broke down as follows: 12,328 shares acquired under the liquidity agreement, 91,196 for any potential share-based payments and 858,163 as part of the share buyback programme. The buyback programme was launched in October 2024, with the buyback period between 2 October 2024 and 20 May 2025. The shares bought back under this programme will be retired. To date, the Board of Directors of Sopra Steria Group has not yet approved the decision to retire these shares.

All of the Sopra Steria Group shares held by the parent company or any of its subsidiaries are recognised at cost, deducted from consolidated equity.

14.1.3. Dividends

At Sopra Steria Group's General Meeting of 21 May 2025, the shareholders approved the distribution of an ordinary dividend of €95.5 million in respect of financial year 2024, equating to €4.65 per share. The dividend was paid on 31 May 2025 for a total of €90.2 million, net of the dividend on treasury shares.

The dividend paid in 2024 in respect of financial year 2023 was €95.5 million, equating to €4.65 per share.

14.1.4. Accumulated translation reserves

In line with the principles described in Note 1.4.2.b, accumulated translation reserves include the gains or losses arising on translation from the functional currencies of the Group's entities to the presentation currency as well as the currency hedging effects of net investments in foreign operations. Movements are recorded in "Other comprehensive income". Accumulated translation reserves also reflect the translation effects of gains or losses on disposals of foreign operations.

At 31 December 2025, accumulated translation reserves by currency were as follows:

(in millions of euros)	31/12/2025	31/12/2024
Swiss franc	15.5	15.0
Pound sterling	-89.5	-52.3
Indian rupee	-28.1	-9.2
Norwegian krone	-38.3	-37.4
Swedish krona	-1.8	-2.7
Singapore dollar	-0.5	-0.5
Tunisian dinar	-3.3	-3.0
US dollar	-0.8	0.0
Other currencies	-0.0	0.1
ACCUMULATED TRANSLATION RESERVES (ATTRIBUTABLE TO THE GROUP)	**-147.0**	**-89.9**

14.1.5. Non-controlling interests

The contributions to the income statement and balance sheet of non-controlling interests mainly come from the joint venture formed with the UK authorities in the United Kingdom: NHS SBS, 50%-owned by the UK Department of Health.

Summary financial information for NHS SBS is as follows:

In the balance sheet, the share of "Non-controlling interests" corresponding to NHS SBS came to €58.9 million.

In the income statement, it accounted for €7.4 million in income.

(in millions of euros)	31/12/2025
	NHS SBS
Non-current assets	57.8
Current assets	114.1
Non-current liabilities	11.3
Current liabilities	42.8
Revenue	144.0
Net profit	**14.7**

Non-controlling interests arise where a portion of equity ownership in a subsidiary is not attributable directly or indirectly to the parent company.

When non-controlling interests have an option to sell their investment to the Group, a financial liability is recorded in "Other non-current liabilities" (see Note 7.4) for the present value of the option's estimated exercise price. The offset of the financial liability generated by these commitments is deducted from:

- the corresponding amount of non-controlling interests initially; and
- the Group's share of consolidated reserves for the remainder.

Subsequent changes in this put option arising from changes in estimates or relating to the unwinding of discount are offset against the corresponding non-controlling interests and the remainder is deducted from the Group's share of consolidated reserves.

14.1.6. Capital management objectives, policy and procedures

The Company's capital is solely composed of the items disclosed in the balance sheet. There are no financial liabilities considered to be components of capital and, conversely, there are no equity components not considered to be part of the Company's capital.

The Company is not subject to any external constraints on its capital.

Treasury shares are detailed in Note 14.1.2.

The only potentially dilutive instruments are the free shares granted under Sopra Steria's free performance share plans (see Note 5.4.1).

14.2. Earnings per share

Treasury shares are detailed in Note 14.1.2. Potentially dilutive instruments are presented in Note 5.4.

14.2.1. Earnings per share attributable to the Group

	Financial year 2025	Financial year 2024
Net profit attributable to the Group (in millions of euros) (a)	296.8	251.0
Weighted average number of ordinary shares outstanding (b)	20,547,701	20,547,701
Weighted average number of treasury shares (c)	1,060,609	409,255
Weighted average number of shares outstanding excluding treasury shares (d) = (b) - (c)	19,487,092	20,138,446
BASIC EARNINGS PER SHARE (IN EUROS) (A / D)	**15.23**	**12.46**

	Financial year 2025	Financial year 2024
Net profit attributable to the Group (in millions of euros) (a)	296.8	251.0
Weighted average number of shares outstanding excluding treasury shares (d)	19,487,092	20,138,446
Dilutive effect of instruments that give rise to potential ordinary shares (e)	92,422	193,517
Theoretical weighted average number of equity instruments (f) = (d) + (e)	19,579,514	20,331,962
DILUTED EARNINGS PER SHARE (IN EUROS) (A / F)	**15.16**	**12.34**

14.2.2. Earnings per share from continuing operations

	Financial year 2025	Financial year 2024
Profit from continuing operations (in millions of euros) (a)	296.8	309.3
Weighted average number of ordinary shares outstanding (b)	20,547,701	20,547,701
Weighted average number of treasury shares (c)	1,060,609	409,255
Weighted average number of shares outstanding excluding treasury shares (d) = (b) - (c)	19,487,092	20,138,446
BASIC EARNINGS PER SHARE (IN EUROS) (A / D)	**15.23**	**15.36**

	Financial year 2025	Financial year 2024
Profit from continuing operations (in millions of euros) (a)	296.8	309.3
Weighted average number of shares outstanding excluding treasury shares (d)	19,487,092	20,138,446
Dilutive effect of instruments that give rise to potential ordinary shares (e)	92,422	193,517
Theoretical weighted average number of equity instruments (f) = (d) + (e)	19,579,514	20,331,962
DILUTED EARNINGS PER SHARE (IN EUROS) (A / F)	**15.16**	**15.21**

14.2.3. Earnings per share from discontinued operations

	Financial year 2025	Financial year 2024
Profit/(loss) from discontinued operations (in millions of euros) (a)	-	-58.3
Weighted average number of ordinary shares outstanding (b)	20,547,701	20,547,701
Weighted average number of treasury shares (c)	1,060,609	409,255
Weighted average number of shares outstanding excluding treasury shares (d) = (b) - (c)	19,487,092	20,138,446
BASIC EARNINGS PER SHARE (IN EUROS) (A / D)	**0.00**	**-2.90**

	Financial year 2025	Financial year 2024
Profit/(loss) from discontinued operations (in millions of euros) (a)	-	-58.3
Weighted average number of shares outstanding excluding treasury shares (d)	19,487,092	20,138,446
Dilutive effect of instruments that give rise to potential ordinary shares (e)	92,422	193,517
Theoretical weighted average number of equity instruments (f) = (d) + (e)	19,579,514	20,331,962
DILUTED EARNINGS PER SHARE (IN EUROS) (A / F)	**0.00**	**-2.87**

Earnings per share as stated in the income statement are calculated on the basis of the Group's share in the net profit as follows:

- basic earnings per share are based on the weighted average number of shares outstanding during the financial year, calculated according to the dates when the funds arising from cash share issues were received and, in respect of shares issued for contributions in kind via equity, the date on which the corresponding new Group companies were consolidated for the first time;
- diluted earnings per share are calculated by adjusting the Group's share of net profit and the weighted average number of shares outstanding for the dilutive effect of share subscription option plans in force at the financial year-end and free share plans. The treasury stock method is applied on the basis of the average share price for the year.

NOTE 15 RELATED-PARTY TRANSACTIONS

15.1. Transactions with equity-accounted associates and non-consolidated entities

(in millions of euros)	31/12/2025	31/12/2024
Transactions between Sopra Steria Group and the 74Software group		
Sales of goods and services	20.4	10.1
Purchases of goods and services	-5.0	-3.5
Operating receivables	0.1	4.7
Operating payables	-0.4	-1.7
Financial income	-	-
Financial receivables (current account)	-	-
Transactions between Sopra Steria Group subsidiaries and the 74Software group		
Sales of goods and services	14.0	13.0
Purchases of goods and services	-1.1	-3.5
Operating receivables	2.3	7.9
Operating payables	-0.1	-6.9
Financial income	-	-
Financial receivables (current account)	-	-
Transactions between Sopra Steria Group and holding company Sopra GMT		
Sales of goods and services	0.2	0.2
Purchases of goods and services	-1.8	-1.6
Operating receivables	0.0	0.0
Operating payables	-0.2	-0.0
Financial income	-	-
Financial receivables (current account)	-	-

Notes 2.2 and 10 describe the transactions that took place in 2024 with 74Software, Sopra Banking Software and Sopra GMT.

15.2. Subsidiaries and equity interests

Transactions and balances between Sopra Steria Group and its subsidiaries were eliminated in full on consolidation, since all of the subsidiaries are fully consolidated.

Non-consolidated equity investments are all recognised within "Non-consolidated securities" (see Note 7.1.1).

NOTE 16 OFF-BALANCE SHEET COMMITMENTS

16.1. Commitments given related to current operations

(in millions of euros)	31/12/2025	31/12/2024
Bank guarantees for project completion	30.2	21.3
Other guarantees	1.4	2.7
TOTAL	**31.6**	**24.0**

Under the IT service contracts it enters into with its clients, the Group may, if formally requested by its clients, provide bank guarantees in respect of the performance of obligations undertaken in these contracts. The amount of these guarantees was €30.2 million at 31 December 2025 (€21.3 million at 31 December 2024). To date, no use has ever been made of any such guarantee.

In addition, under its leases, the Group is exposed to future cash outflows that were not taken into account in the measurement of its lease liabilities at 31 December 2025. These amounted to €31.6 million (€0.0 million at 31 December 2024). The date of occupation of these premises was after 31 December 2025.

Lastly, Sopra Steria Group provided parent company guarantees on behalf of entities in the Sopra Banking Software scope for the purposes of commercial contracts. With the disposal of these Sopra Banking Software entities to 74Software (formerly Axway), Sopra Steria Group received counter-guarantees from 74Software, and the formalities for replacing Sopra Steria Group with 74Software as guarantor are still ongoing.

16.2. Commitments received

(in millions of euros)	31/12/2025	31/12/2024
Unused credit facilities	1,155.0	1,125.0
Unused current bank overdrafts	176.0	176.5
Other commitments received	-	-
TOTAL	**1,331.0**	**1,301.5**

As part of a cash pooling arrangement set up in 2012 between the entities of the Group and BMG (Bank Mendes Gans), Sopra Steria Group acts as guarantor for the amounts borrowed by its subsidiaries.

In addition, under its leases, the Group entered into subleases in France in 2025 that will take effect in 2026. The carrying amount of the right-of-use assets associated with these future cash inflows is €24.4 million.

NOTE 17 SUBSEQUENT EVENTS

No other subsequent events occurred after the end of financial year 2025.

NOTE 18 LIST OF GROUP COMPANIES

Company	Country	% control	% held	Consolidation method
Reporting unit: France				
Sopra Steria Group SA	France	-	-	Parent company
Sopra Steria Infrastructure & Security Services SAS	France	100.00%	100.00%	FC
Hapto SAS (France)	France	100.00%	100.00%	FC
SSG 1 SAS	France	100.00%	100.00%	FC
Aurexia & Associés SAS	France	100.00%	100.00%	FC
Aurexia SAS	France	100.00%	100.00%	FC
Aurexia Luxembourg SAS	Luxembourg	100.00%	100.00%	FC
Aurexia Pte Ltd	Singapore	100.00%	100.00%	FC
Aurexia Ltd	Hong Kong	100.00%	100.00%	FC
Aurexia Conseil Inc.	Canada	100.00%	100.00%	NC
CIMPA SAS	France	100.00%	100.00%	FC
CIMPA GmbH	Germany	100.00%	100.00%	FC
CIMPA Ltd	United Kingdom	100.00%	100.00%	FC
CIMPA PLM España	Spain	100.00%	100.00%	FC
Sopra Steria Polska	Poland	100.00%	100.00%	FC
2MoRO SAS	France	100.00%	100.00%	FC
Sopra Steria Réassurance SA	Luxembourg	100.00%	100.00%	FC
BSSI North America Inc.	United States	100.00%	100.00%	FC
EVA Group HK Ltd	Hong Kong	100.00%	100.00%	FC
Sopra Steria Canada Inc.	Canada	100.00%	100.00%	FC
CS Group France	France	100.00%	100.00%	FC
CS Group Romania SRL	Romania	99.98%	99.98%	FC
CS Group Canada Inc.	Canada	100.00%	100.00%	FC
CS Group USA Inc.	USA	100.00%	100.00%	FC
CS Group Germany GmbH	Germany	100.00%	100.00%	FC
CS Irak Bawabat Al Rafedain for General Trade and General Services LLC	Iraq	100.00%	100.00%	NC
CenProCS AIRliance GmbH	Germany	33.33%	33.33%	EM
S.C.Y.T.	Spain	65.00%	65.00%	NC
CS do Brasil Ltda	Brazil	100.00%	100.00%	NC
CS Electronics	France	100.00%	100.00%	NC
Moltek Consultants Ltd	United Kingdom	100.00%	100.00%	FC
CS Communication & Systems Emirates LLC	United Arab Emirates	49.00%	49.00%	FC
Sopra Steria I2S Singapore Pte Ltd	Singapore	100.00%	100.00%	FC
HE Space Operations BV	Netherlands	100.00%	100.00%	FC
HE Space Operations Ltd	United Kingdom	100.00%	100.00%	FC
Reporting unit: United Kingdom				
Sopra Steria Holdings Ltd	United Kingdom	100.00%	100.00%	FC
Sopra Steria Ltd	United Kingdom	100.00%	100.00%	FC
Sopra Steria Services Ltd	United Kingdom	100.00%	100.00%	FC
Steria BSP Ltd	United Kingdom	100.00%	100.00%	FC
NHS Shared Employee Services Ltd	United Kingdom	100.00%	75.50%	FC
NHS Shared Business Services Ltd	United Kingdom	50.00%	50.00%	FC
Sopra Steria UK Corporate Ltd	United Kingdom	100.00%	100.00%	FC
Shared Services Connected Ltd	United Kingdom	100.00%	100.00%	FC
Steria Employee Trustee Company Ltd	United Kingdom	100.00%	100.00%	FC
Sopra Steria Employee Trustee Company Ltd	United Kingdom	100.00%	100.00%	FC
CXPartners Ltd	United Kingdom	100.00%	100.00%	FC
Sopra Steria Financial Services Ltd	United Kingdom	100.00%	100.00%	FC
Graffica Ltd	United Kingdom	100.00%	100.00%	FC
Sopra Steria ABC Pensions Ltd	United Kingdom	100.00%	100.00%	FC
Sopra Steria ABC Scottish Ltd	United Kingdom	100.00%	100.00%	FC
Sopra Steria India Ltd	India	100.00%	100.00%	FC

Company	Country	% control	% held	Consolidation method
Reporting unit: Europe				
Sopra Steria SE	Germany	100.00%	100.00%	FC
ISS Software GmbH	Germany	100.00%	100.00%	FC
Sopra Steria Services GmbH	Germany	100.00%	100.00%	FC
Sopra Financial Technology GmbH	Germany	100.00%	100.00%	FC
Sopra Steria Custom Software Solutions GmbH	Germany	100.00%	100.00%	FC
MyDigitalCar GmbH	Germany	50.00%	50.00%	EM
Sopra Steria Bulgaria EOOD	Bulgaria	100.00%	100.00%	FC
Sopra Steria GmbH	Austria	100.00%	100.00%	FC
Sopra Steria Belgium SA	Belgium	100.00%	100.00%	FC
Sopra Steria Belgium SA/NV	Belgium	100.00%	100.00%	FC
Sopra Steria PSF Luxembourg SA	Luxembourg	100.00%	100.00%	FC
Sopra Steria Belgium – Luxembourg branch	Luxembourg	100.00%	100.00%	FC
Sopra Steria Luxembourg SA	Luxembourg	100.00%	100.00%	FC
Sopra Steria Belgium – Netherlands branch	Netherlands	100.00%	100.00%	FC
Ordina BV	Netherlands	100.00%	100.00%	FC
Sopra Steria Holding BV	Netherlands	100.00%	100.00%	FC
Sopra Steria Nederland BV	Netherlands	100.00%	100.00%	FC
Source Power BV	Netherlands	100.00%	100.00%	FC
Sopra Steria AG	Switzerland	100.00%	100.00%	FC
Sopra Steria Group SpA	Italy	100.00%	100.00%	FC
Sopra Steria España SAU	Spain	100.00%	100.00%	FC
Sopra Steria Euskadi SL	Spain	100.00%	100.00%	FC
Holocare AS	Norway	100.00%	100.00%	FC
HoloCare, Inc.	USA	100.00%	100.00%	FC
HoloCare Limited	United Kingdom	100.00%	100.00%	FC
Sopra Steria AS	Norway	100.00%	100.00%	FC
Sopra Steria AB	Sweden	100.00%	100.00%	FC
Sopra Steria Sweden AB	Sweden	100.00%	100.00%	FC
Sopra Steria Holding AB	Sweden	100.00%	100.00%	FC
Eggs Design ApS	Denmark	100.00%	100.00%	FC
Sopra Steria A/S	Denmark	100.00%	100.00%	FC
Reporting unit: Solutions				
Sopra HR Software SAS	France	100.00%	100.00%	FC
Sopra HR Software Ltd	United Kingdom	100.00%	100.00%	FC
Sopra HR Software Sarl	Belgium	100.00%	99.99%	FC
Sopra HR Software Sarl	Luxembourg	100.00%	100.00%	FC
Sopra HR Software GmbH	Germany	100.00%	100.00%	FC
Sopra HR Software Sarl	Switzerland	100.00%	100.00%	FC
Sopra HR Software Srl	Italy	100.00%	100.00%	FC
Sopra HR Software SL	Spain	100.00%	100.00%	FC
Sopra HR Software Sarl	Tunisia	100.00%	99.99%	FC
Sopra HR Software Sarl	Morocco	100.00%	100.00%	FC
Sopra Financing Software SAS	France	100.00%	100.00%	FC
Sopra Banking Software Singapore Pte Ltd	Singapore	100.00%	100.00%	FC
Sopra Banking Software Brasil Ltda	Brazil	100.00%	100.00%	FC
Beijing Sopra Science and Technology Cie Ltd	China	100.00%	100.00%	FC
Sopra Solutions USA Inc.	USA	100.00%	100.00%	FC
Neocase Software	France	100.00%	100.00%	FC
Neocase Software Inc.	USA	100.00%	100.00%	FC

FC: Fully consolidated.
EM: Equity method.
NC: Non-consolidated (non-consolidated companies are not considered significant).

The Group does not directly or indirectly control any special-purpose entities.

NOTE 19 STATUTORY AUDITORS' AND SUSTAINABILITY AUDITORS' FEES

	2025			2024		
(in millions of euros excl. VAT)	KPMG network	Nexia network	Cabinet de Saint Front	KPMG network	Nexia network	Cabinet de Saint Front
Certification of the parent company and consolidated financial statements						
Sopra Steria Group	0.6	0.4	-	0.7	0.4	-
Fully consolidated subsidiaries	2.0	1.0	-	2.1	1.1	-
SUBTOTAL	**2.6**	**1.4**	**-**	**2.8**	**1.5**	**-**
Services other than the certification of the accounts						
Sopra Steria Group	-	-	-	0.0	-	-
Fully consolidated subsidiaries	0.0	0.1	-	0.0	0.0	-
SUBTOTAL	**0.0**	**0.1**	**-**	**0.0**	**0.0**	**-**
Assurance on sustainability reporting						
Sopra Steria Group	-	0.1	0.1	-	-	0.1
Fully consolidated subsidiaries	-	-	-	-	-	-
SUBTOTAL	**-**	**-**	**-**	**-**	**0.1**	**0.1**
TOTAL STATUTORY AUDITORS' AND SUSTAINABILITY AUDITORS' FEES	**2.7**	**1.6**	**0.1**	**2.8**	**1.6**	**0.1**

Statutory Auditors' report on the consolidated financial statements

Financial year ended 31 December 2025

To the General Meeting of Sopra Steria Group SA,

Opinion

In compliance with the engagement entrusted to us by the shareholders at your General Meeting, we have audited the accompanying consolidated financial statements of Sopra Steria Group SA for the financial year ended 31 December 2025.

We certify that the consolidated financial statements are, with respect to IFRS as adopted in the European Union, true and fair and provide an accurate view of the results of your Company's operations for the financial year under review and of the financial position and assets and liabilities, at the end of the financial year, of the group formed by the persons and entities included in the scope of consolidation.

The opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

AUDIT FRAMEWORK

We conducted our audit in accordance with the professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the section of this report entitled "Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements".

INDEPENDENCE

We performed our audit in accordance with the independence rules provided by the French Commercial Code and the French Code of Ethics for Statutory Auditors for the period from 1 January 2025 to the date our report was issued, and in particular we have not provided any services prohibited by Article 5, paragraph 1 of Regulation (EU) No. 537/2014.

Justification of our assessments – Key audit matters

In accordance with the provisions of Articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the key audit matters relating to risks of material misstatement which, according to our professional judgment, were most significant for the audit of the consolidated financial statements for the financial year, as well as our responses to those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon. We do not provide a separate opinion on specific items of the consolidated financial statements.

RECOGNITION OF REVENUE FROM SOLUTION-BUILDING CONTRACTS

Risk identified

Sopra Steria Group offers end-to-end services and solutions in areas including consulting and systems integration, development of industry- and technology-specific solutions, IT infrastructure management, cybersecurity and business process services (BPS).

The Group's revenue to 31 December 2025, totalling €5.6 billion, included revenue from solution-building contracts involving an obligation of result.

As indicated in Note 4.1 to the consolidated financial statements, revenue and profit generated over time by services performed under solution-building contracts are recognised based on a technical estimate of the degree of completion, which is measured taking into account the person-days remaining to be performed.

We considered the recognition of revenue on solution-building contracts as a key audit matter due to the level of judgment and estimation required by management to determine the revenue and income on completion from these contracts.

Our response

Our work consisted primarily of:

- Gaining an understanding of the process involved in recognising revenue from solution-building contracts;
- Familiarising ourselves – with the help of our IT specialists – with the internal control procedures and the main manual or automated controls that influence revenue recognition, and testing their design, their implementation and their operational effectiveness;
- For a sample of contracts selected using a multi-criteria approach:
  - We reconciled contractual data with management and accounting data;
  - We talked to the Industrial and Finance Departments and also with project managers to assess the reasonableness of the estimates made, particularly with regard to the remaining costs that will be incurred until the end of the contract.
- Verifying the appropriateness of the information presented in the notes to the consolidated financial statements.

VALUATION OF GOODWILL

Risk identified

As at 31 December 2025, the carrying amount of goodwill in the Group's consolidated financial statements was €2.4 billion, equal to 42% of total assets.

As indicated in Note 8.1 to the consolidated financial statements, goodwill is allocated to cash-generating units (CGUs), and impairment tests are performed whenever there is an indication of impairment, and in any event at the balance sheet date of 31 December. These tests consist in comparing the CGU's carrying amount with its recoverable amount, which corresponds to the higher of (i) its fair value less costs of disposal and (ii) its value in use. An impairment loss is recognised whenever the recoverable amount of goodwill is lower than the carrying amount.

To determine the value in use of the CGU, the Group uses the discounted cash flow (DCF) method, which involves the use of key assumptions relating to each asset category.

We considered the valuation of goodwill to be a key audit matter due to its sensitivity to the assumptions made by the Group and its material amount in the financial statements.

Our response

Our work consisted primarily of:

- Familiarising ourselves with the processes and analyses used by the Group to conduct impairment testing;
- Assessing the application of and the arrangements for implementing applicable standards;
- Assessing the reasonableness of assumptions used to project future cash flows and ensuring their consistency with the most recent estimates presented to the Board of Directors within the framework of budgetary processes;
- Assessing, with the help of our valuation specialists, the consistency of perpetual growth rates and the weighted average cost of capital;
- Verifying the accuracy of arithmetic calculations;
- Testing the sensitivity of the value in use determined by the Group to a change in the main assumptions made;
- Verifying the appropriateness of the financial information provided in the notes to the consolidated financial statements.

MEASUREMENT OF RETIREMENT BENEFIT OBLIGATIONS IN THE UNITED KINGDOM

Risk identified

As indicated in Note 5.3 to the consolidated financial statements, post-employment benefits mainly concern the Group's obligations towards its employees to provide retirement bonuses in France and defined-benefit pension plans in the United Kingdom and Germany. The net liability in respect of retirement benefits and similar obligations was calculated at the balance sheet date based on the most recent valuations available.

In the United Kingdom, since these liabilities are covered by plan assets with a fair value of €1.1 billion, the net asset at 31 December 2025 totalled €18 million.

Valuing plan assets and liabilities requires a high level of judgment by the Group to determine appropriate assumptions to be made, such as the discount rate, inflation and mortality tables.

In view of the material amounts represented by these retirement benefit obligations in the United Kingdom, as well as the level of judgment and estimation required to evaluate these amounts, we considered these post-employment benefit obligations to be a key audit matter.

Our response

Our work consisted primarily of:

- familiarising ourselves with the process for valuing post-employment benefits in the United Kingdom;
- reviewing actuarial assumptions made in the United Kingdom, with the help of our specialists;
- verifying the accuracy of arithmetic calculations made by the Group's actuary in the United Kingdom;
- assessing the assumptions made to value plan assets and the documentation justifying the recognition of a net plan asset;
- lastly, verifying the appropriateness of the information provided in the notes to the consolidated financial statements.

Specific verifications

We also performed the specific verifications in accordance with professional standards applicable in France and required by law in relation to the information on the Group contained in the Management Report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Report on other legal and regulatory requirements

FORMAT OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS INTENDED TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standards applicable in France concerning the procedures performed by the Statutory Auditor relating to the parent company and consolidated financial statements presented in the European Single Electronic Format, that the presentation of the consolidated financial statements intended to be included in the Annual Financial Report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chief Executive Officer, complies with this format as defined in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018. With regard to the consolidated financial statements, our work includes verifying that the tagging of these financial statements complies with the format defined in the aforementioned regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the Annual Financial Report complies, in all material respects, with the European Single Electronic Format.

Furthermore, we have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the Annual Financial Report filed with the AMF correspond to those on which we have performed our work.

APPOINTMENT OF STATUTORY AUDITORS

KPMG SA was appointed Statutory Auditor of Sopra Steria Group SA by the shareholders at the General Meeting of 21 May 2024, and ACA Nexia by the shareholders at the General Meeting of 24 June 2004.

As at 31 December 2025, KPMG SA was in its second consecutive year as Statutory Auditor and ACA Nexia in its 22nd consecutive year.

Responsibility of management and of those responsible for corporate governance relating to the consolidated financial statements

It is management's responsibility to prepare consolidated financial statements that provide an accurate view, in accordance with IFRS as adopted in the European Union, and to implement the internal controls it deems necessary to prepare consolidated financial statements free of material misstatement, whether due to fraud or error.

When preparing the consolidated financial statements, it is management's responsibility to assess the Company's ability to continue as a going concern, to provide in these statements, where appropriate, information relating to the going concern principle, and to apply the going concern principle, unless the Company will be dissolved or cease operations.

The Audit Committee is responsible for monitoring the process of preparing the financial information and the effectiveness of the internal control and risk management systems, and, where appropriate, the internal audit system, as regards procedures relating to the preparation and treatment of accounting and financial information.

The consolidated financial statements have been approved by the Board of Directors.

Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements

AUDIT AIM AND APPROACH

It is our responsibility to prepare a report on the consolidated financial statements. Our aim is to obtain reasonable assurance that the consolidated financial statements taken as a whole are free of material misstatement. Reasonable assurance corresponds to a high level of assurance, although this does not guarantee that an audit performed in accordance with professional standards systematically allows for all material misstatements to be detected. Misstatements may be due to fraud or error and are considered material when it can reasonably be expected that they may, taken individually or combined, influence the financial decisions of users made on the basis of the financial statements.

As specified in Article L. 821-55 of the French Commercial Code, our assignment of certifying the financial statements does not consist of guaranteeing the viability or quality of your Company's management.

Within the framework of an audit performed in accordance with professional standards applicable in France, the Statutory Auditor uses its professional judgment throughout the audit process. In addition:

- it identifies and assesses the risk of the consolidated financial statements containing material misstatements, whether due to fraud or error, defines and implements audit procedures in light of these risks, and collects evidence that it deems sufficient and appropriate to form a basis for its opinion. The risk of failure to detect a material misstatement due to fraud is higher than in the case of a material misstatement due to error, as fraud may involve collusion, falsification, deliberate omissions, false statements or circumvention of internal control procedures;
- it familiarises itself with internal controls relevant for the audit in order to define appropriate audit procedures under the circumstances, and not with the aim of expressing an opinion on the effectiveness of internal control procedures;
- it assesses the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as associated information provided in the consolidated financial statements;

- it assesses the appropriateness of management's application of the going concern principle and, depending on the evidence collected, whether or not any material uncertainty exists relating to events or circumstances that may call into question the Company's ability to continue as a going concern. This assessment relies on evidence collected up to the date of its report, noting that subsequent circumstances or events may call into question the continuity of operations. If it concludes that a material uncertainty exists, it shall draw readers' attention to the information provided in the consolidated financial statements relating to this uncertainty or, if this information is not provided or is not relevant, it shall give a qualified certification or refuse to certify the financial statements;
- it assesses the overall presentation of the consolidated financial statements and evaluates whether the consolidated financial statements reflect underlying transactions and events in a way that gives a true and fair view;
- as regards financial information from persons or entities within the scope of consolidation, it collects information that it deems sufficient and appropriate to express an opinion on the consolidated financial statements. It is responsible for the management, supervision and performance of the audit of the consolidated financial statements as well as the opinion expressed on these financial statements.

REPORT TO THE AUDIT COMMITTEE

We send a report to the Audit Committee setting out in particular the scope of our audit work and the programme of works carried out, as well as the conclusions of our work. We also bring to its attention, where applicable, any significant weaknesses in internal control procedures that we have identified as regards procedures relating to the preparation and treatment of accounting and financial information.

The information provided in the report to the Audit Committee includes risks of material misstatement, which we deem to have been the most significant for our audit of the consolidated financial statements for the financial year and which therefore constitute key audit matters, which it is our duty to describe in this report.

We also provide the Audit Committee with the declaration required by Article 6 of Regulation (EU) No. 537-2014 attesting to our independence within the meaning of applicable regulations in France as set out in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where applicable, we shall discuss with the Audit Committee the risks to our independence and safeguarding measures implemented.

Paris La Défense, 4 March 2026

The Statutory Auditors

French original signed by

KPMG SA		**ACA Nexia**
Xavier Niffle	Eric Lefebvre	Sandrine Gimat
Partner	Partner	Partner

This is a free translation into English of the Statutory Auditors' report on the consolidated financial statements of the Company issued in French. It is provided solely for the convenience of English-speaking users. This Statutory Auditors' report includesinformation required under European regulations and French law, such as information about the appointment of the Statutory Auditors and the verification of information concerning the Group presented in the Management Report. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

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Income statement

(in thousands of euros)	Notes	2025	2024
Operating income:			
Sales of goods purchased for resale		49,726	40,646
Sales of finished goods and services		2,011,903	1,944,083
Net revenue	**4.1.1**	**2,061,629**	**1,984,730**
Inventories		3,029	1,597
Subsidies		518	1,048
Proceeds from sale of property, plant and equipment and intangible assets		3,517	-
Reversals of depreciation, amortisation, impairment and provisions		17,461	51,216
Other operating income		321	31
Operating expenses:			
Purchases of goods for resale		5,482	4,447
Purchases of raw materials and other supplies		4,556	820
Change in inventories		-74	82
Other external expenses and purchases		805,990	761,969
Taxes, duties and similar payments		22,244	29,492
Wages and salaries		725,953	735,153
Social security contributions		348,369	343,682
Additions to depreciation, amortisation and impairment of non-current assets		14,937	16,171
Additions to impairment of current assets		-	55
Additions to provisions		10,300	21,853
Carrying amount of property, plant and equipment and intangible assets sold		3,611	-
Other expenses		5,192	2,265
1. Operating profit		**139,914**	**122,633**
Financial income:			
From equity interests		161,017	186,753
Maketable securities and long-term receivables		11,723	11,519
Other interest and related income		1,973	5,562
Reversals of provisions and impairment		96,155	218,294
Foreign exchange gains		25,383	7,876
Proceeds from sale of non-current financial assets		550	-
Financial expenses:			
Additions to provisions and impairment		4,028	16,860
Interest and similar expenses		82,054	76,768
Foreign exchange losses		8,217	21,025
Carrying amount of non-current financial assets sold		28,309	-
2. Net financial income	**4.3**	**174,193**	**315,350**
3. Pre-tax profit on ordinary activities		**314,107**	**437,983**
Exceptional income		8,508	261,569
Exceptional expenses		18,209	517,408
4. Exceptional items	**4.4**	**-9,701**	**-255,839**
Employee profit-sharing and incentives	4.2.1	-24,083	-22,068
Corporate income tax	4.5	222	16,567
NET PROFIT		**280,545**	**176,642**

Balance sheet: Assets

ASSETS (in thousands of euros)	Notes	Gross	Depreciation, amortisation and impairment	2025	2024
Intangible assets:	5.1.1				
■ Development costs		253	253	0	0
■ Concessions, patents and similar rights		63	63	-	91
■ Goodwill		381,196	55,144	326,052	253,217
■ Other intangible assets		2,250	2,250	-	-
Property, plant and equipment:	5.1.2				
■ Land		323	224	99	109
■ Buildings		2,672	1,854	818	211
■ Plant, machinery and equipment		6,737	3,709	3,028	2,392
■ Other property, plant and equipment		182,194	132,225	49,970	63,944
■ Property, plant and equipment under construction, advances and payments on account		7,559	-	7,559	1,773
Non-current financial assets:	5.1.3				
■ Equity interests		2,999,355	505,395	2,493,960	2,675,161
■ Receivables related to equity interests		123,658	223	123,435	128,868
■ Other long-term investment securities		179,542	1,318	178,224	137,151
■ Loans		14	-	14	14
■ Other financial investments		6,507	6	6,501	5,549
Subtotal: Non-current assets		**3,892,323**	**702,665**	**3,189,658**	**3,268,479**
Inventories and work in progress:	5.2.1				
■ Raw materials and other supplies		88	-	88	14
■ Work in progress		7,491	-	7,491	4,462
Advances and payments on account made for orders		24	-	24	-
Receivables:					
■ Trade receivables and related accounts	5.2.2	455,944	89	455,855	427,062
■ Other receivables	5.2.3	237,255	12,378	224,877	280,753
Prepaid expenses	5.2.3	28,031	-	28,031	22,876
Short-term investment securities:	5.2.4				
■ Treasury shares		12,936	-	12,936	16,769
■ Derivative financial instruments		1,010	-	1,010	-
Cash and cash equivalents	5.2.5	440,774	-	440,774	332,361
Subtotal: Current assets		**1,183,554**	**12,467**	**1,171,087**	**1,084,298**
Debt issuance costs	5.2.6	95	-	95	193
Foreign currency translation losses	5.2.6	1,937	-	1,937	7,681
TOTAL ASSETS		**5,077,909**	**715,132**	**4,362,777**	**4,360,650**

Balance sheet: Liabilities and equity

LIABILITIES AND EQUITY (in thousands of euros)	**Notes**	**2025**	**2024**
Share capital (paid 20,548)		20,548	20,548
Issue, merger and contribution premiums		531,477	531,477
Reserves:			
▪ Legal reserve		2,055	2,055
▪ Other reserves		873,488	791,541
Retained earnings		4,741	852
Profit for the year		280,545	176,642
Subtotal: Equity	**5.3**	**1,712,854**	**1,523,114**
Provisions for contingencies		5,617	9,789
Provisions for losses		127,904	161,756
Subtotal: Provisions	**5.4**	**133,521**	**171,545**
Other bonds	5.5.1	250,000	250,000
Bank borrowings	5.5.1	805,770	821,311
Other financial debt	5.5.1	186,635	218,241
Derivative financial instruments		-	470
Advances and payments on account received for orders in progress		-	4
Trade payables and related accounts	5.5.3	201,766	169,919
Tax and social security payables	5.5.4	401,311	386,675
Payables on non-current assets and related accounts	5.5.5	17,956	10,305
Other payables	5.5.5	538,537	722,249
Deferred income	5.5.5	112,482	78,834
Subtotal: Liabilities		**2,514,458**	**2,658,009**
Foreign currency translation gains	5.5.7	1,945	7,982
TOTAL LIABILITIES AND EQUITY		**4,362,777**	**4,360,650**

Cash flow statement

(in thousands of euros)	Notes	2025	2024
Profit for the year		**280,545**	**176,642**
Non-monetary items with no cash impact			
■ Depreciation and amortisation of property, plant and equipment, intangible assets and non-current financial assets		-51,124	-185,355
■ Gain/(loss) on disposal of assets		40,599	259,579
■ Change in working capital requirement		46,440	82,136
Net cash from/(used in) operating activities		**316,460**	**333,003**
Purchase of property, plant and equipment and intangible assets	5.1.1 and 5.1.2	-11,379	-54,506
Change in trade payables on non-current assets	5.5.5	374	-926
Proceeds from sale of property, plant and equipment and intangible assets		3,517	-
Purchase of long-term investment securities		-43,872	-487,244
Change in payables on securities	5.5.5	7,260	837
Proceeds from sale of equity interests and capital repayment on investments		175,908	227,526
Change in other financial investments		108	232
Net cash from/(used in) investing activities		**131,917**	**-314,081**
Issuance of long-term borrowings	5.5.1	112,000	60,000
Repayment of long-term borrowings	5.5.1	-84,740	-128,753
Increase/(Decrease) in short-term borrowings	5.5.1	-59,000	-256,490
Shares bought back to be retired		-43,465	-106,535
Dividends paid	5.3.1	-90,806	-94,695
Change in Group current accounts and cash accounts related to the notional cash pool	5.5.5	-176,808	756,617
Change in long-term financial receivables	5.1.3	-	-
Net cash from/(used in) financing activities		**-342,819**	**230,145**
NET CHANGE IN CASH (EXCLUDING CASH ACCOUNTS RELATED TO THE NOTIONAL CASH POOL)		**105,558**	**249,067**
Opening cash position (excluding cash accounts related to the notional cash pool)		314,204	65,137
Closing cash position (excluding cash accounts related to the notional cash pool)	5.2.5	419,762	314,204

"Purchase of long-term investment securities" notably includes the following:

- purchases of equity interests totalling €31,976 thousand (see Note 5.1.3.a);
- purchases of long-term investment securities totalling €3,000 thousand (see Note 5.1.3.a);
- the cash impact of transactions relating to purchases and sales of treasury shares under the liquidity agreement totalling -€232 thousand;
- the cash impact of free share plans totalling €8,911 thousand. This amount includes the change in the stock of treasury shares and the cost of free shares granted to Sopra Steria Group employees.

"Proceeds from sale of equity interests and capital repayment on investments" notably includes €174,300 thousand in respect of the reduction in the Dutch subsidiary's share capital (see Note 2.3.4).

1. Company description

Sopra Steria Group SA is the parent company of the Sopra Steria group.

Its registered office is located at 3 Rue du Pré Faucon in Annecy-le-Vieux (France), where its consolidated financial statements may be consulted.

It performs a number of roles:

- it operates as a holding company, holding financial interests through which it has direct or indirect control over Group companies;
- it implements the Group's financing policy, and as such ensures that the financing requirements of its subsidiaries are met. It also centrally manages market risks to which it and its subsidiaries are exposed;
- it operates in consulting, systems integration, software and other solutions mainly delivered in France.

2. Significant events

2.1. Modernisation of the financial statements

ANC Regulation 2022-06, approved on 4 November 2022, applies to accounting periods beginning on or after 1 January 2025. The purpose of this regulation is to modernise financial statements and the chart of accounts.

The main changes introduced by this regulation are as follows:

- a new definition of "Exceptional items";
- withdrawal of the "Transfer of expenses" technique;
- changes to the presentation formats of the balance sheet, income statement and information disclosed in the notes to the financial statements.

The main impact on the Company of applying this regulation concerns the presentation of the income statement. The Company has had to change the accounting methodology for transactions previously recognised in "Exceptional items" or "Transfer of expenses".

To aid reader understanding during the first period of application of ANC Regulation 2022-06, the following have been added to the parent company financial statements:

- Note 3.3: Main changes of accounting methodology introduced in 2025;
- Note 4.1.2: Impact on "Transfer of expenses";
- Note 4.3: Impact on "Net financial income";
- Note 4.4: New definition of "Exceptional items" and impact;
- Note 4.5.3: Impact on the corporate income tax expense.

2.2. Acquisition of the Aurexia group

On 30 April 2025, the Company acquired 100% of the share capital of Aurexia et Associés for a total of €31,966 thousand.

The Aurexia group is a management consulting firm specialising in financial services.

2.3. Internal restructuring transactions by the Group

2.3.1. ABSORPTION OF GALITT AND INPROCESS UNDERWAY VIA THE TRANSFER OF ALL ASSETS AND LIABILITIES

Galitt and InProcess were absorbed via the transfer of all assets and liabilities on 23 January 2025 and 7 January 2025, respectively.

These transactions generated the following:

- for Galitt, a technical merger loss of €26,119 thousand, recognised in "Intangible assets";
- for InProcess, a true merger loss of €2,527 thousand, recognised in "Financial expenses".

2.3.2. SIMPLIFIED MERGER OF AUREXIA & ASSOCIÉS

On 25 November 2025, the Board of Directors voted to absorb Aurexia et Associés, a wholly-owned subsidiary, via a simplified merger.

This transaction resulted in the recognition of a technical merger loss of €34,988 thousand.

It should be noted that prior to this transaction, Aurexia et Associés and Aurexia SAS, a wholly-owned subsidiary of Aurexia et Associés, were merged.

2.3.3. SALE OF SOPRA FINANCIAL TECHNOLOGY GMBH SHARES

On 31 December 2025, the Company sold its entire shareholding in its subsidiary Sopra Financial Technology to its German subsidiary Sopra Steria SE. This transaction formed part of changes to streamline the Company's organisation in this region.

This sale had no impact on profit for the year, as the capital loss generated was offset in full by the reversal of impairment against these shares.

2.3.4. RESTRUCTURING OF DUTCH SUBSIDIARIES (FORMERLY ORDINA)

During financial year 2025, the Company continued to reorganise and streamline its Dutch subsidiaries acquired as part of the takeover of the Ordina group.

This involved two major transactions concerning the subsidiary Sopra Steria Holding BV:

- On 17 April 2025, the share capital was reduced by €174,300 thousand following an increase in the share capital through the capitalisation of issue premiums. The reduction in capital was recognised in Sopra Steria's accounts as a reduction in the balance sheet value of the Company's shareholding in this subsidiary.
- On 31 December, the two sister subsidiaries Sopra Steria Holding BV and Ordina BV – both wholly owned by Sopra Steria Group – were merged. The value of Ordina BV's shares is henceforth included in the value of Sopra Steria Holding BV's shares.

2.4. €150 million share buyback programme

On 2 October 2024, the Company launched a €150 million share buyback programme. The shares bought back under this programme will be retired. An investment services provider was entrusted with carrying out the buyback during a period between 2 October 2024 and 20 May 2025. On 29 January 2025, the programme was completed for the planned amount. During the share buyback period, which took place between 2 October 2024 and 28 January 2025, the Company bought back 858,163 shares at an average price of €174.79 per share. At 31 December 2025, the Board of Directors of Sopra Steria Group had not yet approved the decision to retire these shares.

3. Accounting policies

3.1. Principles

The financial statements for the period under review were prepared and are presented in accordance with the applicable accounting methods and the principles laid down in the French Commercial Code (Code de Commerce) and ANC Regulation 2022-06.

Generally accepted accounting principles were applied on a prudent basis and in accordance with the following underlying assumptions:

- going concern basis;
- consistency of accounting methods from one period to the next;
- accrual basis;
- general guidelines for the preparation and presentation of parent company financial statements.

Following first-time application of ANC Regulation 2022-06, the Company had to change the accounting methodology for some of its transactions (see Note 2.1).

Foreign currency income and expense items are recorded at their euro equivalent at the transaction date.

Foreign currency receivables and payables are recorded in the balance sheet at their euro equivalent determined using the closing exchange rate. Any gains or losses arising on the retranslation of foreign currency receivables and payables are recorded in the balance sheet under "Translation adjustments".

The Company also prepares consolidated financial statements. The Group consists of Sopra Steria Group SA (the parent company) and its subsidiaries.

Lastly, the Company belongs to the consolidated group headed by Sopra GMT, of which it is a subsidiary.

INFORMATION ABOUT THE ENTITY THAT PREPARES THE CONSOLIDATED FINANCIAL STATEMENTS

Entity preparing the consolidated financial statements of the largest group to which it belongs as a subsidiary	Name	Sopra GMT
	Registered office	Les Glaisins Annecy-Le-Vieux, 74000 Annecy (France)
	Identification no.	348940263
	Location where copies of the consolidated financial statements may be obtained	Les Glaisins Annecy-Le-Vieux, 74000 Annecy (France)

3.2. Basis of preparation

The preparation of financial statements entails the use of estimates and assumptions in measuring certain assets and liabilities, as well as certain income statement items. The Company's management is also required to exercise judgment in the application of its accounting policies. Such estimates and judgments, which are continually updated, are based both on historical information and on a reasonable anticipation of future events according to the circumstances. However, given the uncertainty implicit in assumptions as to future events, the related accounting estimates may differ from the ultimate actual results. The main assumptions and estimates that may leave scope for material adjustments to the carrying amounts of assets and liabilities in the subsequent period are as follows:

- revenue recognition, in particular relating to solution-building contracts;
- post-employment benefits;
- valuation of equity interests and goodwill;
- measurement of provisions for contingencies.

3.3. Impact of the application of ANC Regulation 2022-06

Application of this regulation with effect from 1 January 2025 is prospective and therefore had no impact on the presentation of the 2024 financial statements.

To help the reader understand its effects on the 2025 financial statements, the 2025 income statement prepared in accordance with previous regulations is presented below.

The main changes are as follows:

(in thousands of euros)	31/12/2025	Reclassification of "Transfer of expenses"	Reclassification of disposals and scrapping of non-current assets	Reclassification related to losses on treasury shares and free share plan	Debt issuance costs	Tax inspections and other penalties	31/12/2025 Pro forma
Operating income:							
Sales of goods purchased for resale	49,726	-	-	-	-	-	49,726
Sales of finished goods and services	2,011,903	-16,614	-	-1,285	-	-	1,994,004
Net revenue	**2,061,629**	**-16,614**	**-**	**-1,285**	**-**	**-**	**2,043,730**
Inventories	3,029	-	-	-	-	-	3,029
Subsidies	518	-	-	-	-	-	518
Proceeds from sale of property, plant and equipment and intangible assets	3,517	-	-3,517	-	-	-	-
Reversals of depreciation, amortisation, impairment and provisions	17,461	27,460	-	7,020	-	-	51,941
Other operating income	321	-	-	-	-	-	321
Operating expenses:							
Purchases of goods for resale	-5,482	-	-	-	-	-	-5,482
Purchases of raw materials and other supplies	-4,556	-	-	-	-	-	-4,556
Change in inventories	74	-	-	-	-	-	74
Other external expenses and purchases	-805,990	-49	-	-	-	-	-806,039
Taxes, duties and similar payments	-22,244	-	-	-	-	-	-22,244
Wages and salaries	-725,953	-7,369	-	-	-	-	-733,322
Social security contributions	-348,369	-3,485	-	-	-	-1,580	-353,434
Additions to depreciation, amortisation and impairment of non-current assets	-14,937	-	65	-	-	-	-14,873
Additions to impairment of current assets	-	-	-	-	-	-	-
Additions to provisions	-10,300	-	-	-5,735	-98	-	-16,133
Carrying amount of property, plant and equipment and intangible assets sold	-3,611	-	3,611	-	-	-	-
Other expenses	-5,192	58	-	-	-	1,580	-3,554
1. Operating profit	**139,914**	**1**	**159**	**-**	**-98**	**-**	**139,977**
Financial income:							
From equity interests	161,017	-	-	-	-	-	161,017
Other non-current investments and receivables	11,723	-	-	-	-	-	11,723
Other interest and related income	1,973	-	-	-799	-	-	1,174
Reversals of provisions and impairment	96,155	-	-	-24,550	-	-	71,605
Foreign exchange gains	25,383	-	-	-	-	-	25,383
Proceeds from sale of non-current financial assets	550	-	-550	-	-	-	-
Financial expenses:							
Additions to provisions and impairment	-4,028	-	-	-	98	-	-3,930
Interest and similar expenses	-82,054	-	-	25,514	-	-	-56,540
Foreign exchange losses	-8,217	-	-	-	-	-	-8,217
Carrying amount of non-current financial assets sold	-28,309	-	28,309	-	-	-	-
2. Net financial income	**174,193**	**-**	**27,759**	**165**	**98**	**-**	**202,214**
3. Pre-tax profit on ordinary activities	**314,107**	**1**	**27,917**	**165**	**-**	**-**	**342,191**
Exceptional income	8,508	57	4,067	25,349	-	17,512	55,493
Exceptional expenses	-18,209	-58	-31,985	-25,514	-	-16,120	-91,885
4. Exceptional items	**-9,701**	**-1**	**-27,917**	**-165**	**-**	**1,392**	**-36,392**
Employee profit-sharing and incentives	-24,083	-	-	-	-	-	-24,083
Corporate income tax	222	-	-	-	-	-1,392	-1,171
NET PROFIT	**280,545**	**-**	**-**	**-**	**-**	**-**	**280,545**

In 2025, the impact of the regulation on "Transfer of expenses":

- concerned intercompany rebilling of structure costs initially recognised by Sopra Steria as part of its management of certain contracts as well as transfers from one expense account to another.
- consisted in reclassifying:
  - intercompany rebilling in the amount of €16,614 thousand from "Reversals of depreciation, amortisation, impairment and provisions" to "Revenue";
  - transfers from one expense account to another as credits against the relevant expenses. In this way, transfers of expenses relating to the reclassification of €10,021 thousand in reorganisation costs and €833 thousand in benefits in kind were reclassified as deductions against "Staff costs".

The impact of the regulation on "Gain/(loss) on disposal of non-current assets" consisted in:

- reclassifying the selling price and carrying amount of property, plant and equipment and intangible assets from "Exceptional items" to "Operating profit";
- reclassifying the selling price and carrying amount of non-current financial assets from "Exceptional items" to "Net financial income".

The impact of the regulation on gains and losses on disposal of treasury shares under the liquidity agreement consisted in reclassifying gains on disposal from "Exceptional items" to "Financial income" and losses on disposal from "Exceptional items" to "Financial expenses".

The impact of the regulation on free share plans concerned a number of transactions:

- additions to and reversals of the provision for share buybacks were reclassified from "Operating profit" to "Net financial income";
- the reclassification of this provision – to "Staff costs" for the portion relating to Sopra Steria employees and to "Other operating expenses" for the portion concerning employees of the Company's subsidiaries – was previously carried out via a "Transfer of expenses" account. This reclassification is henceforth carried out by reducing additions to "Net financial income".
- the loss on treasury shares allocated during the financial year. This loss was previously recognised in "Exceptional expenses" and reclassified under "Staff costs" or "Other operating expenses" using an "Exceptional transfer of expenses" account. It is henceforth recognised in "Financial expenses";
- the rebilled cost of shares thus allocated was previously recognised in "Transfer of expenses". It is henceforth reclassified as revenue.

The impact of the regulation on the amortisation of bond issuance costs consisted in reclassifying the amortisation expense from "Operating expenses" to "Financial expenses".

The impact of the regulation on tax inspections and other penalties consisted in:

- reclassifying social security adjustments from "Staff costs" to "Other operating expenses";
- reclassifying adjustments and changes in provisions for corporate income tax reassessments and tax credits from "Exceptional items" to "Tax".

4. Notes to the income statement

4.1. Operating income

4.1.1. Revenue

REVENUE BREAKS DOWN AS FOLLOWS BY VERTICAL MARKET:

	2025	2024
Financial Services	19.9%	17.7%
Public Sector	18.8%	19.6%
Aeronautics	14.1%	14.6%
Defence, Security & Space	13.2%	14.3%
Energy & Utilities	8.5%	8.2%
Transport	8.5%	8.5%
Telecoms, Media & Entertainment	6.1%	6.6%
Retail	2.7%	2.6%
Other	8.2%	7.8%
TOTAL	**100.0%**	**100.0%**

Of the €2,061,629 thousand in revenue generated in 2025, €207,094 thousand derived from international operations.

Revenue consists of services recognised on a percentage-of-completion basis. They include implementation, consulting and assistance services provided on a time-and-materials basis; outsourcing; infrastructure management; third-party application maintenance; and solution-building services. Revenue from the sale of right-of-use assets and access permissions is very marginal.

Costs of obtaining and fulfilling a contract

- The costs of obtaining a contract are capitalised in assets if two conditions are met: they would not have been incurred had the contract not been obtained, and they are recoverable. They can include sales commissions if these are specifically and solely linked to obtaining a contract and were not therefore granted in a discretionary manner.
- Costs of fulfilling a contract: Transition/transformation phases of third-party application maintenance, infrastructure management and outsourcing contracts, preparatory phase for licences in SaaS mode.

  The costs of fulfilling or implementing a contract are costs directly related to the contract, which are necessary to satisfying performance obligations in the future and are expected to be recovered. They do not meet the criteria defined in the general principles to constitute a distinct performance obligation.

  Certain third-party application maintenance, infrastructure management or outsourcing contracts may include transition and transformation phases. In basic contracts, these activities are combined for the purpose of preparing the operating phase. They are not distinct from subsequent services to be rendered. In this case, they represent costs to implement the contract. They are capitalised and recognised in "Inventories and work in progress".

  Conversely, in more complex or sizeable contracts, the transformation phase is often longer and more significant. This generally occurs prior to operations or parallel to temporary operations to define a target operating model. In these situations, it represents a distinct performance obligation.

  Licences in SaaS mode require preparatory phases (functional integration, set-up of the technical environment) in order to reach a target operating phase. These are not distinct performance obligations but represent costs to implement the contract that are capitalised and recognised in "Inventories and work in progress".

  The costs of fulfilling or implementing a contract capitalised in "Inventories and work in progress" are released to profit or loss in a pattern consistent with revenue recognition and never give rise to the recognition of revenue.

Implementation, consulting and assistance services provided on a time-and-materials basis; outsourcing; infrastructure management; and third-party application maintenance (corrective maintenance)

- Revenue from implementation, consulting and assistance services provided on a time-and-materials basis; outsourcing; infrastructure management; and third-party application maintenance (corrective maintenance) is recognised, in accordance with the general principles, when the customer simultaneously receives and consumes the benefits of the service. Revenue is recognised based on time spent or another billable unit of work.

Services covered by fixed-price contracts, including solution-building contracts

- Revenue from services performed under fixed-price contracts is recognised over time (rather than at a specific date), in accordance with general revenue recognition principles, using the percentage-of-completion method in the following two situations:
  - the services are performed in the customer's environment or enhance a customer's asset. The customer obtains control as the asset is created or developed;

- the contract provides for the development of highly specific assets in the Company's environment (e.g. solutions) prior to implementation in the customer's infrastructure. The contract also provides for settlement of the value of such services in the event of termination for convenience (where the customer is entitled to do so). The Company has no alternative use for the asset created and has an enforceable right to payment for performance completed to date.
- Revenue and profit generated gradually by services performed under fixed-price contracts are recognised based on a technical estimate of the degree of completion, which is measured taking into account the person-days remaining to be performed.

Licences

- Should the analysis of a contract in accordance with the general principles identify the delivery of a licence as a distinct performance obligation, control is transferred to the customer either at a point in time (grant of a right to use), or over time (grant of a right to access).
- A right to access corresponds to the development of solutions in SaaS mode. Changes at any time made by the developer to the solution that expose the customer to any positive or negative effects do not represent a service for the customer. In this situation, revenue is recognised as and when the customer receives and consumes the benefits provided by performance. If the nature of the licence granted to the customer does not correspond to the definition of a right to access, it is a right to use. In this situation, revenue from the licence shall be recognised on delivery when all the obligations stipulated in the contract have been met.

Principal/Agent distinction

- Should the analysis of a contract identify the resale of goods or services as a separate performance obligation, it must be determined whether the Company is acting as an agent or a principal. It is acting as an agent if it is not responsible to the customer for satisfying the performance obligation and for the customer's acceptance, if there is no transformation of the goods or services and there is no inventory risk. In this situation, revenue is recognised for a net amount corresponding to the agent's margin or a commission. Otherwise, where it obtains control of the good or service prior to its transfer to the end-customer, it is acting as a principal. Revenue is recognised for the gross amount and external purchases are recorded in full as an operating expense.

4.1.2. Transfer of expenses

In accordance with ANC Regulation 2022-06, transfers of expenses are no longer allowed. Transactions previously recognised in these accounts are now recognised in either "Operating profit" or "Net financial income", depending on their nature (see Note 3.3).

4.2. Staff costs and employee benefits

4.2.1. EMPLOYEE PROFIT-SHARING AND INCENTIVES

This item includes employee profit-sharing and incentives totalling €24,083 thousand.

Since 2024, the Company has used a non-standard formula to calculate the amount of employee profit-sharing.

4.2.2. FREE SHARE PLAN

Free performance share plans as part of a long-term incentive plan

At the Combined General Meeting of Sopra Steria Group on 21 May 2025, the shareholders renewed the authorisation granted to the Board of Directors to award free performance shares in the Company to employees and/or executive company officers, for up to a maximum of 1.1% of the Company's share capital on the date on which the Board of Directors votes to make the award.

At maturity, the Board of Directors may decide whether to issue new shares or buy back existing shares to fund these plans.

Performance shares are delivered to recipients provided that the condition of continued employment and performance conditions are met at the end of the vesting period. Performance conditions may be measured based on changes over three years in operating profit on business activity, growth in consolidated revenue and consolidated free cash flow, for 90% of the plan, and on achieving CSR objectives for 10% of the plan.

Two plans were active at the financial year-end:

- the 2023 LTI plan, set up on 24 May 2023, by decision of the Board of Directors. All the performance conditions described above apply to this plan.
- the 2025 LTI plan, set up on 21 May 2025, by decision of the Board of Directors.

The 2022 LTI plan matured on 30 June 2025.

	SOPRA STERIA PLANS		
	2022 LTI plan	**2023 LTI plan**	**2025 LTI plan**
Date set up by the Board of Directors	01/06/2022	24/05/2023	21/05/2025
Total number of shares in awards granted, not subject to conditions	200,950	136,880	143,800
Number of shares granted to:			
■ Company officers	3,000	3,000	2,000
■ Top 10 employee grantees	20,200	16,800	18,500
Vesting date			
■ France	30/06/2025	30/06/2026	30/06/2028
■ Other countries	30/06/2025	30/06/2026	30/06/2028
Number of potential shares that could have been granted as at 1 January 2025	182,550	127,766	-
Granted in 2025	-	-	143,800
Awards cancelled in 2025	39,386	11,256	7,000
Deliveries in 2025	143,164	-	-
SHARES REMAINING AT 31 DECEMBER 2025	**0**	**116,510**	**136,800**

- The actual staff expense is not recognised until the date shares are delivered under the plan. This expense is measured at the purchase cost of the vested free shares.
- For multi-year plans contingent upon conditions related to performance and/or continued employment, a provision for contingencies is set aside on a straight-line basis over the vesting period in recognition of the probable outflow of resources when the decision or intention to award shares bought back is established. This provision is reassessed in the parent company financial statements at each financial year-end, taking into account the opening cost of the shares on the date they were assigned to the plan or the cost of shares yet to vest, measured on the basis of the share price at the balance sheet date, and the probability that the plans will be implemented at the stated terms.

4.2.3. RETIREMENT BENEFIT OBLIGATIONS: AMOUNT RECOGNISED IN THE INCOME STATEMENT

The calculation assumptions for this obligation were as follows:

- each employee is entitled to a retirement bonus;
- the amount payable is calculated as set out in the collective bargaining agreement covering the category of employees in question;
- voluntary retirement age: 67;
- salary increase rate: 2.5%;
- employee turnover rate: 0% to 18.70%;
- social security contribution rate: 45.00%;
- discount rate: 3.96%.

AMOUNTS RECOGNISED IN THE INCOME STATEMENT

(in thousands of euros)	**31/12/2025**	**31/12/2024**
Current service cost	5,901	5,550
Interest on obligation	3,134	2,698
Net actuarial losses recognised in respect of the financial year	-650	-994
Past service cost	615	615
Total recognised under "Additions"	**9,001**	**7,870**
Net liability at the beginning of the period (with corridor)	**103,233**	**99,135**
Net expense recognised in the income statement	9,001	7,870
Benefits provided	-7,509	-7,002
Intercompany transfers and partial transfers of assets	2,140	3,231
NET LIABILITY AT THE END OF THE PERIOD	**106,865**	**103,233**

4.2.4. OTHER INFORMATION

a. Workforce

The average workforce in 2025 broke down as follows:

	Average workforce in 2025
Non-managers with management-equivalent benefits ("assimilé cadre")	87
Managers ("cadre")	12,590
Non-managers ("non cadre")	564
TOTAL	**13,241**

The workforce (excluding interns) totalled 13,554 employees at 31 December 2025.

b. Compensation of Directors and company officers

Directors' fees paid in 2025 in respect of financial year 2024 amounted to €700 thousand.

Compensation paid in 2025 to company officers totalled €1,323 thousand.

4.3. Net financial income

(in thousands of euros)	Notes	2025	2024
Dividends received from equity interests	5.1.3.c	155,459	166,774
Interest on bank borrowings and similar charges		-32,620	-52,203
Discounting of the pension provision		-3,134	-2,698
Interest received and paid on Group current accounts		-5,951	5,750
Foreign exchange gains/(losses) (incl. provision)		17,155	-9,478
Change in impairment of equity interests	5.1.3.b	66,177	200,865
Other additions to and reversals of financial provisions	5.1.3.b	29,078	3,095
Gain/(loss) on disposal of non-current assets		-27,759	-
Gain/(loss) on treasury share transactions		-24,715	-
Merger deficit		-2,527	-
Other financial income and expenses		3,029	3,245
NET FINANCIAL INCOME		**174,193**	**315,350**

Impairment of equity interests mainly related to the following:

- a €22,624 thousand reversal of impairment on Sopra Financial Technology shares following the sale of shares.
- a €41,361 thousand reversal of impairment on Sopra Steria Holding BV shares. This was a purely technical reversal related to the restructuring transactions in financial year 2025 described in Note 2.3.4.

Interest on bank borrowings, net of interest received and paid on current account balances, decreased by €7,882 thousand compared with the previous financial year. This change was mainly due to the Group's deleveraging in 2024 following the sale of the Sopra Banking Software business.

Foreign exchange gains and losses mainly arise from transactions carried out in pounds sterling, Norwegian kroner and US dollars.

The €27,759 thousand loss on the disposal of non-current financial assets mainly related to the Company's sale of Sopra Financial Technology shares to its other subsidiary Sopra Steria SE.

The impact of the application of ANC Regulation 2022-06 on "Net financial income" for the financial year concerned the following:

- Recognition in "Net financial income" of the carrying amount of certain financial assets. In 2024, these items were part of "Exceptional items";
- Recognition of gains or losses on treasury shares; In 2024, these items were part of "Exceptional items";
- Recognition of the amortisation of bond issuance costs, previously included in "Operating profit".

4.4. Exceptional items

(in thousands of euros)	2025	2024
Scrapping of non-current assets	-	-83
Gain/(loss) on disposal of non-current assets	-	-240,352
Gain/(loss) on treasury share transactions	-	-373
Tax risks	-	-1,653
Reorganisation costs	-10,021	-13,385
Other	320	5
EXCEPTIONAL ITEMS	**-9,701**	**-255,839**

The impact of the application of ANC Regulation 2022-06 on "Exceptional items" for the financial year concerned the following:

- Recognition in "Operating profit" of gains or losses on disposals of property, plant and equipment and intangible assets;
- Recognition in "Net financial income" of gains or losses on disposals of financial assets;
- Recognition in "Tax" of the impact of additional tax assessments.

Note 3.3 sets out the main changes in accounting methodology for transactions previously recognised in "Exceptional items".

"Exceptional items" include income and expenses directly related to events considered major and unusual as well as items that are inherently exceptional.

An event is considered major if its consequences are likely to influence the judgement of users of the financial statements.

An event is considered unusual if it is unrelated to the entity's normal ongoing operations. This means no transaction of the same type has occurred during recent accounting periods or is likely to occur over forthcoming accounting periods.

Items that are inherently exceptional mainly consist of purely tax-related accounting entries, changes of methodology affecting items recognised in profit or loss, and corrections of errors.

4.5. Corporate income tax

4.5.1. BREAKDOWN OF TOTAL AMOUNT OF CORPORATE INCOME TAX

Corporate income tax broke down as follows:

(in thousands of euros)	2025	2024
Tax on recurring operations	-26,084	-15,358
Tax on exceptional operations	2,252	4,141
Impact of tax consolidation	13,556	12,145
R&D tax credit	13,781	14,808
Other tax expenses	-5,055	-206
Other tax credits	828	1,037
TOTAL	**222**	**16,567**

4.5.2. TAX CONSOLIDATION

Sopra Steria Group and some of its subsidiaries have opted to file as a tax consolidation group. Each of the companies computes and recognises its own corporate income tax charge as if it were taxed separately.

The tax savings resulting from the application of the tax consolidation group are equal to the difference between the sum of tax paid to the parent company by consolidated companies and tax calculated on Group earnings. These savings accrue to the parent company.

However, given the provisions laid down in agreements with subsidiaries, tax savings recognised by the parent company during the financial year, arising from the use of tax losses and net long-term capital losses reported by consolidated companies, are only temporary. Consolidated companies are treated as separate entities for tax purposes.

The tax expense at the financial year-end included in particular:

- corporate income tax due for the year in the amount of €10,276 thousand;
- tax credits amounting to €14,609 thousand. The R&D tax credit in respect of research expenditure during the year is included in this item;
- "Other tax expenses" mainly consist of the exceptional corporate income surtax on large companies.

4.5.3. IMPACT OF ANC REGULATION 2022-06

The impact on the "Tax" item in the financial year concerned the recognition in "Tax" of expenses related to additional tax assessments in previous financial years, as well as changes in related provisions. These items had previously been recognised in "Exceptional items".

4.5.4. TAX CREDITS

Tax credits for 2025 were as follows:

(in thousands of euros)	2025
R&D tax credit	13,781
Family policy tax credit	350
Philanthropy tax credit	478
TOTAL	**14,609**

4.5.5. DEFERRED AND UNREALISED TAX ITEMS

(in thousands of euros)	2025	2024
I. CERTAIN OR CONTINGENT DIFFERENCES		
Temporary non-deductible expenses		
■ Employee profit-sharing	4,600	-
■ C3S social security tax	3,044	2,957
■ Provisions for retirement or other long-term employee benefits	107,149	103,582
■ Provisions for foreign exchange losses	-	17
■ Amortisation of intangible assets	2,250	2,250
■ Other	6,258	8,213
Temporary non-taxable income		
■ Capital gains on mergers	-6,467	-6,467
Deducted expenses (or taxed income) for tax purposes that have not been recognised		
■ Foreign currency translation losses	-1,937	-7,681
■ Foreign currency translation gains	1,945	7,982
TOTAL	**116,841**	**110,854**
II. ITEMS TO BE APPLIED		
■ Losses that may be carried forward for tax offset	-117,885	-66,309
III. CONTINGENT TAX ITEMS		
■ Capital gains on non-depreciable assets contributed on merger	-155,196	-148,729

5. Notes to the balance sheet

5.1. Non-current assets

5.1.1. INTANGIBLE ASSETS

(in thousands of euros)	Gross value 31/12/2024	Changes in scope	Acquisitions	Disposals	Gross value 31/12/2025
Development costs	253	-	-	-	253
Concessions, patents and similar rights	27,290	294	-	27,521	63
Goodwill	308,271	72,926	-	-	381,197
Other intangible assets	2,250	-	-	-	2,250
TOTAL NON-CURRENT ASSETS	**338,063**	**73,220**	**-**	**27,521**	**383,762**

(in thousands of euros)	Useful life	Amortisation method	Accumulated amortisation at 31/12/2024	Changes in scope	Additions	Reversals	Accumulated amortisation at 31/12/2025
Development costs	3 years	Straight-line	253	-	-	-	253
Concessions, patents and similar rights	1 to 10 years	Straight-line	27,199	291	-	27,426	63
Goodwill	-		1,715	-	-	-	1,715
Other intangible assets	7 years	Straight-line	2,250	-	-	-	2,250
TOTAL AMORTISATION			**31,418**	**291**	**-**	**27,426**	**4,282**

(in thousands of euros)	Impairment at 31/12/2024	Changes in scope	Additions	Reversals	Impairment at 31/12/2025
Development costs	-	-	-	-	-
Concessions, patents and similar rights	-	-	-	-	-
Goodwill	53,338	90	-	-	53,428
Other intangible assets		-	-	-	
TOTAL IMPAIRMENT	**53,338**	**90**	**-**	**-**	**53,428**

Intangible assets comprise:

- software acquired or contributed;
- goodwill and technical merger losses acquired or contributed during mergers.

Development costs for software and solutions, which totalled €20,620 thousand in financial year 2025, were recognised entirely as expenses.

Changes in scope in relation to goodwill consisted of the following:

- A technical merger loss of €26,119 thousand arising from the transfer of all assets and liabilities of Galitt;
- A technical merger loss of €34,988 thousand arising from the merger of Aurexia et Associés;
- Goodwill of €11,818 thousand arising from the transfer of all assets and liabilities of Galitt.

Software development costs

All research costs are charged to the income statement for the financial year during which they are incurred.

Development costs for software and solutions may be capitalised if all six of the following conditions can be demonstrated:

- the technical feasibility of completing the intangible asset for use or sale;
- the intent to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- the manner in which the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset;
- the ability to reliably measure the expenditure attributable to the intangible asset during its development. The only research and development costs recognised are from companies acquired and subsequently merged.

Software acquired

Software is recognised at cost. It is amortised on a straight-line basis over one to ten years.

Goodwill

Goodwill consists of acquired assets of a business that cannot be shown in any other balance sheet item. As such, it is calculated by deducting from the total value of a business those elements of that business that can be recognised separately in the balance sheet.

The Company conducts goodwill impairment tests every year.

The useful life of goodwill is presumed to be unlimited.

The Company writes down the value of an asset if its current value (the higher of market value and value in use) is less than its carrying amount.

Goodwill is allocated to a group of assets so that it can be tested at a level of relevance that enables its performance to be tracked.

Recognised write-downs are definitive and may not be reversed.

Technical merger losses allocated to goodwill

After allocation, technical losses on mergers are recognised in a specific account by the relevant asset category to facilitate their monitoring over time.

Technical losses on mergers are depreciated using the same rules and under the same terms as the assets to which they relate.

Each share of the merger loss allocated to an underlying asset is tested for impairment and written down whenever the current value of the underlying asset falls below its carrying amount plus the share of the merger loss allocated. The impairment loss is charged firstly to the share of the technical merger loss.

Goodwill impairment therefore also includes impairment losses charged to the portion of the technical merger loss allocated to goodwill.

5.1.2. PROPERTY, PLANT AND EQUIPMENT

(in thousands of euros)	Gross value 31/12/2024	Changes in scope	Acquisitions	Disposals	Line-item transfers	Gross value 31/12/2025
Land	323	-	-	-	-	323
Buildings	6,883	-	439	4,889	239	2,672
Technical installations	5,686	284	1,980	1,213	-	6,737
Sundry fittings	136,893	32	2,018	2,851	339	136,431
Vehicles	137	19	-	19	-	137
Office furniture and equipment	48,977	118	578	4,047	-	45,626
Non-current assets in progress	1,773	-	6,364	-	-578	7,559
TOTAL NON-CURRENT ASSETS	**200,672**	**453**	**11,379**	**13,019**	**-0**	**199,485**

(in thousands of euros)	Useful life	Depreciation method	Accumulated depreciation at 31/12/2024	Changes in scope	Additions	Reversals	Line-item transfers	Accumulated depreciation at 31/12/2025
Land	25 years	Straight-line	215	-	10	-	-	224
Buildings	25 years	Straight-line	6,672	-	71	4,889	-	1,854
Technical installations	3 to 5 years	Straight-line	3,294	199	1,429	1,213	-	3,709
Sundry fittings	9 years	Straight-line	93,536	18	9,920	1,243	-	102,231
Vehicles	5 years	Straight-line	112	19	25	19	-	137
Office furniture and equipment	5 to 10 years	Straight-line	28,414	97	3,482	2,137	-	29,856
Non-current assets in progress	--	--	-	-	-	-	-	-
TOTAL DEPRECIATION			**132,243**	**333**	**14,937**	**9,501**	**-**	**138,012**

"Property, plant and equipment" consists of the following:

- land and buildings: Sopra Steria Group owns three buildings at the Annecy-le-Vieux site;
- office furniture, fixtures and equipment: This item refers to equipment on premises leased by Sopra Steria Group in major French cities.

Some IT equipment is acquired on three- or four-year finance leases and is not included under "Property, plant and equipment" in the parent company financial statements.

All properties other than those at the Annecy-le-Vieux site are leased.

Changes in scope relate to transfers of all assets and liabilities and mergers completed during the year (see Note 2.3).

Property, plant and equipment is recognised in the balance sheet at cost.

Depreciation is calculated using the straight-line method over the useful lives assigned to each category of non-current assets.

Category	Useful life
Buildings	25 years
Fixtures and fittings	9 years
Hardware and equipment	3 to 5 years
Vehicles	5 years
Office furniture and equipment	5 to 10 years

5.1.3. NON-CURRENT FINANCIAL ASSETS

(in thousands of euros)	Note	Gross value 31/12/2024	Changes in scope	Acquisitions/ Increases	Disposals/ Decreases	Gross value 31/12/2025
Equity interests	5.1.3.c	3,249,542	-40,156	31,976	242,007	2,999,355
Receivables related to equity interests		128,868	656	0	5,866	123,658
Other long-term investment securities		138,354	-	43,872	2,684	179,542
Loans		14	-	-	-	14
Other financial investments		5,555	94	1,001	143	6,507
TOTAL NON-CURRENT ASSETS		**3,522,333**	**-39,406**	**76,849**	**250,700**	**3,309,075**

(in thousands of euros)	Note	Impairment 31/12/2024	Changes in scope	Additions	Reversals	Impairment 31/12/2025
Equity interests		574,381	-2,809	2,400	68,577	505,395
Receivables related to equity interests		-	223	-	-	223
Other long-term investment securities		1,203	-	658	543	1,318
Loans		-	-	-	-	-
Other financial investments		6	-	-	-	6
TOTAL IMPAIRMENT	**5.1.3.B**	**575,589**	**-2,586**	**3,058**	**69,119**	**506,942**

Changes in scope relate to transfers of all assets and liabilities and mergers completed during the year (see Note 2.3.).

Equity interests and other long-term investment securities are recognised at cost.

At the financial year-end, an impairment loss is recognised whenever the carrying amount exceeds the value in use. This rule applies to all long-term investment securities with the exception of treasury shares held for retirement, which cannot be impaired.

Value in use is equal to enterprise value less net debt. Enterprise value is determined on the basis of:

- the share of equity that the securities represent; or
- discounted future cash flows derived from five-year business plans drawn up by management. The discount rate is calculated using the weighted average cost of capital in the geographical region in which the subsidiary is located.

Loans made to subsidiaries and current account advances are recognised at nominal value. At each reporting date, an impairment loss may be recognised taking into account the equity interests if the discounted expected future cash flows after net debt are negative.

These estimates are prepared using the information available at that point in time and may be reviewed if the circumstances on which they are based change.

a. Breakdown of changes in the gross amounts recognised for non-current financial assets

- Increases in this item concerned the following transactions:

(in thousands of euros)

Securities concerned	Transaction type	Amount
Aurexia et Associés	Purchase of shares	31,966
SSG 2	Purchase of shares	10
Treasury shares to be retired	Purchase of shares	40,656
Other long-term investment securities	Purchase of shares	3,000
Other financial investments		1,217
TOTAL		**76,849**

The "Other" item notably includes transactions relating to the liquidity agreement and changes in security deposits.

- The main decreases in this item concerned the following transactions:
  - a €174,300 thousand reduction in the share capital of Sopra Steria Holding BV;
  - a €39,941 thousand reversal of the merger loss allocated to the financial assets of Tecfit. This transaction related to the absorption of Galitt by Sopra Steria Group in January 2025;
  - the sale of Sopra Financial Technology shares for €22,624 thousand;
  - the sale of other non-consolidated equity interests for €5,142 thousand;
  - repayment of receivables related to equity interests for €5,866 thousand;
  - management of the liquidity agreement and other financial investments for €1,083 thousand.

b. Impairment of non-current financial assets

(in thousands of euros)	Impairment 31/12/2024	Changes in scope	Additions	Reversals	Impairment 31/12/2025
Sopra Steria A/S (Denmark)	12,221	-	-	-	12,221
Sopra Steria I2S Singapore	9,994	-	2,400	-	12,394
Sopra Steria Holding BV	517,591	-	-	41,361	476,230
Comeco	4,400	-	-	4,400	-
Sopra Financial Technology	22,624	-	-	22,624	-
Other equity interests	7,551	-2,809	-	192	4,551
Other long-term investment securities and non-current receivables	1,208	223	658	543	1,547
TOTAL	**575,590**	**-2,586**	**3,058**	**69,119**	**506,942**

In accordance with CRC Regulation 2002-10, issued by the Comité de la Réglementation Comptable (the French accounting regulation committee), on the depreciation, amortisation and impairment of non-current assets, additional impairment charges amounting to €3,058 thousand were recognised in financial year 2025, including €2,400 thousand for the Sopra Steria I2S Singapore shares.

Reversals of impairment totalling €69,119 thousand mainly concerned shares in Sopra Steria Holding BV (€41,361 thousand) and Sopra Financial Technology (€22,624 thousand).

c. Subsidiaries and equity interests

Company (in thousands of euros)	Equity	% of capital held	Carrying amount of shares held (including merger deficit) Gross	Net	Loans and advances granted by the Company	Commitments given by the Company	Revenue excluding VAT	Profit or loss	Dividends received by the Company
Subsidiaries									
Sopra HR Software (France)	68,299	100	3,171	3,171	-	4,200	211,309	28,441	27,727
Sopra Financing Software (France)	-27,133	100	13,387	13,387	31,421	10,012	32,071	-2,261	-
Sopra Steria Infrastructure & Security Services (France)	57,415	100	40,648	40,648	-	-	319,942	15,033	15,000
CS Group France (France)	12,133	100	283,315	283,315	49,267	34,758	269,250	20,166	-
CIMPA (France)	16,884	100	100,000	100,000	-	-	129,926	12,002	15,000
SSG 1 (France)	8	100	10	10	-	-	-	-1	-
SSG 2 (France)	10	100	10	10	-	-	-	-	-
Hapto (France)	59	100	19	19	-	-	50	49	-
CS Electronics (France)	N/A	100	4,192	-	-	-	N/A	N/A	-
Sopra Steria Polska Sp. z o.o. (Poland)	6,891	100	10,800	10,800	-	-	46,747	1,575	448
Sopra Steria Holdings Ltd (United Kingdom)	181,941	100	388,753	388,753	-	-	-	-14,589	-
Sopra Steria UK Corporate Ltd (United Kingdom)	244,420	100	389,600	389,600	-	-	-	21,729	22,878
Sopra Steria Group SpA (Italy)	10,871	100	12,503	12,503	-	300	107,722	6,332	6,359
Sopra Steria España SAU (Spain)	53,934	100	116,747	116,747	-	-	279,248	17,411	15,990
Sopra Steria AS (Norway)	115,916	100	126,303	126,303	-	81,475	508,581	43,244	29,787
Sopra Steria AB (Sweden)	21,560	100	33,673	33,673	-	-	-	-652	-
Sopra Steria A/S (Denmark)	-564	100	12,220	-	-	-	7,798	-297	-
Sopra Steria Holding BV (Netherlands)	110,310	100	860,882	384,652	-	-	162	1,445	-
Sopra Steria Belgium (Belgium)	109,166	100	311,399	311,399	-	-	290,073	-12,542	-
Sopra Steria SE (Germany)	34,474	100	183,153	183,153	-	80,556	356,681	12,166	19,100
Sopra Steria AG (Switzerland)	10,541	99	37,561	37,561	-	-	36,069	2,993	3,170
Sopra Steria I2S Singapore Pte Ltd (Singapore)	1,551	100	12,394	-	-	101	977	-339	-
Aurexia Luxembourg (Luxembourg)	417	100	103	103	-	-	692	177	-
Aurexia Pte Ltd Singapore (Singapore)	110	100	38	-	379	-	672	75	-
Aurexia Hong Kong Ltd (Hong Kong)	200	100	53	53	-	-	832	186	-
Sopra Steria Réassurance (Luxembourg)	26,599	100	23,121	23,121	-	10,000	-	-2,579	-
Other subsidiaries	-	100	0	-	-	-	-	-	-
A. Subtotal: Subsidiaries	**1,056,011**		**2,964,057**	**2,458,981**	**81,068**	**221,403**	**2,598,801**	**149,765**	**155,459**
Equity interests									
74Software (formerly Axway)	354,878	11	31,210	31,210	-	-	245,495	30,616	-
Other	N/A	0	4,088	3,769	-	-	N/A	N/A	-
B. Subtotal: Equity interests	**354,878**		**35,298**	**34,979**	**-**	**-**	**245,495**	**30,616**	**-**
C. TOTAL: SUBSIDIARIES AND EQUITY INTERESTS	**1,410,888**		**2,999,355**	**2,493,960**			**2,844,295**	**180,380**	**155,459**

d. Non-current financial assets other than equity interests

At the balance sheet date, this item mainly comprised the following:

- liquidity agreement (shares and cash): €7,005 thousand;
- treasury shares purchased to be retired: €150,000 thousand; If these shares had been measured under the usual measurement rules for long-term investment securities, the Company would have had to recognise an impairment loss of €17,328 thousand.
- intragroup loans: €123,658 thousand;
- units in FCPI investment funds and other long-term investment securities: €27,634 thousand;

5.2. Other assets

5.2.1. INVENTORIES AND WORK IN PROGRESS

(in thousands of euros)	Inventories 31/12/2024	Increase	Decrease	Inventories 31/12/2025
Raw materials and other supplies	14	74	-	88
Work in progress	4,462	3,029	-	7,491
TOTAL	**4,476**	**3,103**	**-**	**7,579**

Work in progress recognises all costs incurred during the transition or transformation phases of third-party application maintenance, infrastructure management and outsourcing contracts, as well as preparatory phases for licences in SaaS mode (see Note 4.1.1).

- Costs incurred in the start-up phase of a contract may be deferred over the term of the contract and recognised in the balance sheet as work in progress when they relate to future activities of the contract and provided that they generate future economic benefits.
- Work in progress is recognised at its direct production cost and does not include administrative or commercial costs.

5.2.2. TRADE RECEIVABLES

(in thousands of euros)	2025	2024
Non-Group clients and related accounts	317,819	299,409
Accrued income	113,289	92,586
Group clients (including accrued income)	24,729	35,048
Doubtful debtors	107	115
Provisions for doubtful debtors	-89	-96
TOTAL	**455,855**	**427,062**

Trade receivables and related accounts are recognised as assets and are stated at their carrying amount.

Accrued income is essentially comprised of production recognised for fixed-price projects using the percentage-of-completion method. These contracts are generally billed through down payment invoices issued while projects are underway and a final invoice issued upon completion of the services rendered.

- Trade receivables are measured at their nominal value.
- A separate estimate is made for trade receivables at the end of each financial year. An impairment loss is recognised in the event of a risk of non-recovery, particularly when linked to collective proceedings.

5.2.3. OTHER RECEIVABLES AND PREPAID EXPENSES

(in thousands of euros)	2025	2024
Staff costs and related accounts	137	181
Social security	937	2,100
State and local authorities		
■ Corporate income tax	2,229	2,147
■ Value-added tax	28,160	22,612
■ Other tax	114,292	154,049
Group and associates	84,435	103,679
Impairment of current accounts	-12,378	-14,857
Other receivables	7,066	10,842
Prepaid expenses	28,031	22,876
TOTAL	**252,909**	**303,629**

The "Other tax" item includes in particular tax credits not used at 31 December 2025. It mainly consists of research tax credit receivables totalling €111,637 thousand.

The "Corporate income tax" item in the amount of €2,229 thousand mainly consists of overpayment of corporate income tax payments on account.

The "Group and associates" item consists of current account advances to Group subsidiaries (see Note 5.1.3.c). Impairment losses on current account advances to subsidiaries totalled €12,362 thousand at 31 December 2025, compared with €14,890 thousand at year-end 2024, in accordance with the methodology set out in Note 5.1.3.

Prepaid expenses relate to services invoiced in 2025 and attributable to subsequent financial years. They mainly concern costs associated with hardware and software maintenance contracts and leases of movable and immovable property.

5.2.4. SHORT-TERM INVESTMENT SECURITIES AND DERIVATIVE FINANCIAL INSTRUMENTS

At the financial year-end, short-term investment securities comprised treasury shares held and assigned to a free share plan for employees of the Company.

Purchases of treasury shares in the financial year totalled €20,716 thousand.

Treasury shares used to fund plans during the financial year totalled €24,550 thousand.

At 31 December, there were 91,196 such shares, the value of which totalled €12,936 thousand.

This item also include hedge assets relating to foreign currency hedges entered into by the Company in the amount of €1,009 thousand (see Note 5.5.2.b).

Short-term investment securities are recognised at cost.

At each financial year-end, an impairment loss is recognised whenever the carrying amount exceeds the value in use, except in the case of treasury shares assigned to a predetermined plan to distribute free shares to employees of the Company.

5.2.5. CASH AND CASH EQUIVALENTS

This item includes:

- bank account credit balances and bank interest receivable, excluding notional cash pooling, in the amount of €420,716 thousand;
- positive balances on notional cash pool accounts in the amount of €20,058 thousand.

The net cash position of €419,762 thousand, excluding notional cash pooling, consists of:

- bank account credit balances referred to above: €420,716 thousand;
- bank overdrafts, excluding notional cash pooling, and bank charges and interest payable: -€954 thousand.

5.2.6. DEBT ISSUANCE COSTS AND FOREIGN CURRENCY TRANSLATION LOSSES

(in thousands of euros)	2025	2024
Debt issuance costs	95	193
Foreign currency translation losses	1,937	7,681
TOTAL	**2,033**	**7,873**

a. Debt issuance costs

Debt issuance costs consisted of costs to negotiate and arrange the bond issue carried out on 5 July 2019 for an initial amount of €697 thousand. These costs are amortised over the term of the debt in proportion to the interest accrued.

b. Foreign currency translation losses

The "Foreign currency translation losses" item amounted to €1,937 thousand at end-December 2025, compared with €7,681 thousand at year-end 2024.

This change was mainly due to the change in exchange rates with regard to the pound sterling.

A provision for contingencies and losses is recognised in respect of foreign currency translation losses in the amount of such losses, unless the transactions are hedged or their term is sufficiently close. In this case, the unrealised gains and losses are considered to form part of the overall foreign exchange position and the charge to the provision is restricted to the amount by which losses exceed gains.

5.2.7. IMPAIRMENT OF CURRENT ASSETS

(in thousands of euros)	Impairment 31/12/2024	Additions	Reversals	Impairment 31/12/2025
Impairment of trade receivables	96	-	7	89
Impairment of current accounts	14,857	-	2,479	12,378
TOTAL	**14,953**	**-**	**2,486**	**12,467**

5.2.8. ACCRUED INCOME

(in thousands of euros)	31/12/2025	31/12/2024
Trade payables - Credit notes to be received	852	1,068
Trade receivables, related accounts and other receivables	123,801	116,270
Tax and social security receivables	1,136	2,401
Cash and cash equivalents	580	496
TOTAL	**126,370**	**120,236**

Accrued income chiefly includes the difference between the amount of revenue flowing from fixed-price contracts and the revenue invoiced.

5.3. Equity

5.3.1. STATEMENT OF CHANGES IN EQUITY

(in thousands of euros)	Amounts 31/12/2024	Appropriation of earnings	Profit for the year	Amounts 31/12/2025
Share capital	20,548	-	-	20,548
Issue, merger and contribution premiums	531,477	-	-	531,477
Legal reserve	2,055	-	-	2,055
Discretionary reserves	791,541	81,947	-	873,488
Retained earnings	852	3,890	-	4,741
Profit for the year	176,642	-176,642	280,545	280,545
TOTAL EQUITY	**1,523,114**	**-90,806**	**280,545**	**1,712,854**

5.3.2. SHARE CAPITAL

At 31 December 2025, Sopra Steria Group had a share capital of €20,547,701. It is represented by 20,547,701 fully paid-up shares with a par value of €1 each.

There were no capital transactions during the financial year under review.

In accordance with the resolution passed at the Combined General Meeting of 27 June 2014, pursuant to Article L. 225-123 of the French Commercial Code arising from the Act of 29 March 2014, double voting rights were introduced on 7 July 2014 for all fully paid-up shares held in registered form in the same shareholder's name for at least two years.

At 31 December 2025, the total number of voting rights that could be exercised at Ordinary and Extraordinary General Meetings was 25,639,142, while the total number of theoretical voting rights at that date was 26,000,829.

The Company held a total of 961,687 treasury shares at 31 December 2025. Consequently, at the balance sheet date, reserves not available for distribution amounted to €164,843 thousand.

Free share plans carried out during the financial year had no dilutive effect on capital.

5.4. Provisions for contingencies and losses

(in thousands of euros)	Notes	Amounts 31/12/2024	Changes in scope	Additions in the financial year	Reversals in the financial year: Used	Reversals in the financial year: Not used	Amounts 31/12/2025
Retirement bonuses	5.4.1	103,233	2,140	9,001	7,509	-	106,865
Commercial risks and disputes		8,700	105	2,710	6,989	1,216	3,310
Employee disputes		1,082	367	1,754	707	189	2,306
Foreign exchange losses		7	-	-	7	-	-
Tax risks	5.4.2	17,661	1,936	300	15,695	1,817	2,386
Renovating premises		1,744	-	950	903	-	1,791
Risks related to subsidiaries		-	-	-	-	-	-
Other		3,723	-	9	3,449	-	283
TOTAL		**171,545**	**4,548**	**20,458**	**59,809**	**3,222**	**133,521**

Provisions for contingencies and losses are set aside to cover probable outflows of resources to third parties, without consideration for the Company.

The Company recognises provisions for the following contingencies:

- commercial risks and disputes (estimated costs of guarantee expenses, "losses on completion" on some long-term contracts);
- employee-related costs and disputes (restructuring costs, performance-based free share plan);
- costs related to business premises (unoccupied premises, renovations);
- financial risks such as the risk of foreign exchange losses (see Note 5.2.5) or losses going beyond equity interests;
- risks of tax adjustments linked to tax audits.

It should be noted that provisions recognised on a prudent basis in no way prejudice the future outcome of current disputes.

5.4.1. PROVISIONS FOR RETIREMENT BONUSES

Sopra Steria Group recognises provisions for its employee benefit obligations in accordance with the terms of voluntary and compulsory retirement under the Syntec collective bargaining agreement, as amended in 2004 following the French pension reform act of 21 August 2003. Provisions for retirement bonuses are recognised on an actuarial basis as described below.

Assumptions referring to mortality rates are based on published statistical data.

Turnover tables are based on five-year age brackets and are updated at each balance sheet date to reflect attrition data for the last five years.

The discount rate used to calculate the present value of the obligation is the yield on high-quality corporate bonds (rated AA or higher) denominated in the payment currency and with a maturity close to the average estimated term of the retirement benefit obligation concerned.

The Company uses the +10-year iBoxx rate for the eurozone as the benchmark for discounting its retirement benefit obligations. At 31 December, this rate stood at 3.96%.

(in thousands of euros)	31/12/2025	31/12/2024
Present value of the obligation financed (with corridor)	91,400	92,718
Fair value of plan assets	-	-
Difference	-	-
Present value of the obligation financed	91,400	92,718
Unrecognised actuarial losses (difference)	19,545	15,211
Unrecognised past service cost	-4,080	-4,696
Net liabilities on the balance sheet (provision after additions for the year)	**106,865**	**103,233**
Balance sheet amounts	**-**	**-**
Liabilities	106,865	103,233
Assets	-	-
NET OBLIGATION IN THE BALANCE SHEET	**106,865**	**103,233**

The total obligation in respect of retirement bonuses amounted to €106,865 thousand.

- Sopra Steria Group recognises provisions for all of its benefit obligations in respect of retirement bonuses in accordance with the retirement clauses of the Syntec collective bargaining agreement.
- Sopra Steria Group's obligation towards its employees is determined on an actuarial basis, using the projected unit credit method: the present value of the employer's obligation is recognised in proportion to the probable length of service of the employees, taking into account actuarial assumptions such as the level of future compensation, life expectancy and staff turnover. Changes in actuarial assumptions that affect the valuation of the obligation are recognised as actuarial gains and losses. Actuarial gains and losses representing more than 10% of the amount of obligations are recognised and amortised over the expected average working lives of the employees participating in the plan.

5.4.2. PROVISIONS FOR TAX RISKS

The total amount of provisions for taxes recognised at 31 December 2025 was €2,386 thousand.

Used reversals from these provisions amounted to €15,695 thousand in respect of financial year 2025.

5.4.3. PROVISIONS FOR FREE SHARE PLANS

Since the Company had expressed its intention to fund long-term incentive (LTI) plans by acquiring existing shares in advance, it had to recognise a provision for contingencies in recognition of the probable outflow of resources.

At 31 December 2025, the provision in respect of the LTI plans stood at €16,578 thousand.

The characteristics of these plans are set out in Note 4.2.2.

The next shares will be delivered in July 2026 when the 2023 LTI plan closes.

5.5. Other liabilities

5.5.1. FINANCIAL DEBT

(in thousands of euros)	Notes	Amounts 31/12/2024	Increase	Decrease	Amounts 31/12/2025
Syndicated loan	5.5.1.a	344,000	-	56,000	288,000
NEU CP programme	5.5.1.b	99,000	40,000	99,000	40,000
NEU MTN programme	5.5.1.c	20,000	55,000	20,000	55,000
Other financial debt	5.5.1.d	476,191	57,000	16,267	516,924
Employee profit-sharing		1	-	-	1
Bond	5.5.1.e	250,000	-	-	250,000
Payables related to equity interests		93,868	-	5,866	88,002
Accrued interest on financial debt		6,492	4,479	6,492	4,479
TOTAL		**1,289,552**	**156,479**	**203,625**	**1,242,405**

a. Syndicated loan

On 22 February 2022, the Company signed an agreement with its partner banks consisting of a €1,100 million non-amortising multi-currency credit facility tied to the achievement of environmental goals. Its ESG component does not constitute an embedded derivative. It is based on achieving a reduction in greenhouse gas emissions aligned with a 1.5°C temperature increase scenario validated by SBTi for Scope 1 and 2 emissions, and part of Scope 3. The target is to achieve a 68% reduction in greenhouse gas emissions per employee by 2028 relative to a 2015 baseline. It is measured for each financial year and, if the target is met, will result in a 0.04% nominal reduction per year in the applicable margin. In addition, the Company undertakes to pay an annual contribution equivalent to 0.04% of the margin applicable to sustainable projects, irrespective of whether it reaches the target. Sopra Steria's achievement of its environmental performance objectives between 2022 and 2025 made it possible to establish a dedicated fund of more than €0.4 million to fund innovative technology projects aimed at combating climate change.

This agreement, with an initial term of five years, included two options to extend the expiry date by one year each. The second option of requesting an extension was exercised in late 2023 and received the unanimous agreement of all lenders, setting the expiry date of this credit facility at 22 February 2029. At end-December 2025, this credit facility was undrawn.

On 19 December 2023, the Company signed a contract with these same partner banks for a bank credit facility, drawn in the amount of €400 million, with a term of five years, comprised of a €280 million amortising tranche and a €120 million non-amortising tranche. At 31 December 2025, the amount outstanding under the credit facility was €288 million. This bank credit facility does not include an ESG component.

The Company also has several bilateral bank facilities: some non-amortising and drawn to €117 million, and others amortising and undrawn for €55 million, maturing between 2027 and 2030.

b. Details on the NEU CP programme

The Company has arranged an unrated multi-currency NEU CP programme of short-term negotiable securities that is not underwritten, with a maximum amount of €700 million. This programme is presented in documentation available on the Banque de France website, which was last updated in July 2025. The Group was less active in issuing securities in 2025, with the average amount outstanding under the NEU CP programme totalling €220.7 million in 2025, compared with €379.1 million in 2024. The amount outstanding under the NEU CP programme at 31 December 2025 was €40.0 million (€99.0 million at 31 December 2024), all of which at fixed rates.

c. Details on the NEU MTN programme

The Company has an NEU MTN programme of medium-term negotiable securities that is not underwritten, with a maximum amount of €300 million. As was the case for the earlier NEU CP programme, the NEU MTN programme is presented in documentation available on the Banque de France website, which was updated in July 2025. The NEU MTN programme pays fixed or floating rates, with a spread at each issue date. Maturities range from one to five years.

At 31 December 2025, the amount outstanding under the NEU MTN programme was €55.0 million, with maturities in July and August 2027 (€20.0 million at 31 December 2024).

d. Other financial debt

The "Other financial debt" item includes the following:

- Bank overdrafts in the amount of €399.8 million, mainly relating to the management of a notional cash pooling arrangement. These amounts correspond to the debit positions of subsidiaries taking part in the cash pooling arrangement.
- Two non-amortising bilateral bank facilities for an amount of €117 million, maturing in January 2027 and November 2028. In addition, bilateral credit facilities for an amount of €55 million maturing in 2028 and 2030 were undrawn at 31 December 2025.

e. Bond

The bond issued on 5 July 2019 for an amount of €250 million has the following characteristics:

- 1st tranche – €130 million:
  - Subscription date: 5 July 2019
  - Coupon rate: 1.749%
  - Redemption date: 5 July 2026
- 2nd tranche – €120 million:
  - Subscription date: 5 July 2019
  - Coupon rate: 2.0%
  - Redemption date: 5 July 2027

f. Covenants

The bond issue is subject to terms and conditions that include financial covenants.

Two financial ratios are calculated every six months using the consolidated financial statements prepared in accordance with IFRS on a 12-month rolling basis:

- the first – known as the leverage ratio – is equal to net debt divided by pro forma EBITDA;
- the second – known as the interest coverage ratio – is equal to pro forma EBITDA divided by the cost of net financial debt.

The first financial ratio must not exceed 3.0 at any reporting date. The second ratio must not fall below 5.0.

Net financial debt is defined on a consolidated basis as all loans and related borrowings (excluding intercompany liabilities and lease liabilities), less available cash and cash equivalents.

"Pro forma EBITDA" is "Consolidated operating profit on business activity" adding back depreciation, amortisation and provisions included in "Operating profit on business activity" before the impact of IFRS 16 "Leases". It is calculated on a 12-month rolling basis and is therefore restated so as to be presented in the financial statements at constant scope over 12 months.

At 31 December 2025, the "Net financial debt / Pro forma EBITDA" covenant was met, with the ratio coming in at 0.45, compared with a covenant level of 3.0. It is calculated as follows:

(in thousands of euros)	31/12/2025	31/12/2024
Short-term borrowings (<1 year)	238,099	607,801
Long-term borrowings (>1 year)	520,458	197,729
Cash and cash equivalents	-511,811	-423,353
Other financial guarantees	-	-
Net debt (including financial guarantees)	**246,746**	**382,177**
EBITDA	**546,797**	**623,054**
NET DEBT / PRO FORMA EBITDA RATIO	**0.45**	**0.61**

For the second ratio, pro forma EBITDA is as defined above and the cost of net financial debt is also calculated on a rolling 12-month basis.

At 31 December 2025, the "Pro forma EBITDA / Cost of net financial debt" covenant – requiring a ratio of at least 5.0 – was also met, with the ratio coming in at 25.89. It is calculated as follows:

(in thousands of euros)	31/12/2025	31/12/2024
EBITDA	546,797	623,054
Cost of net debt	21,118	35,398
PRO FORMA EBITDA / COST OF NET DEBT RATIO	**25.89**	**17.60**

The two bank loans arranged in 2022 and 2023 are subject to conditions including a single financial covenant: the leverage ratio, calculated in the same way as for the bond issue, on the basis of the consolidated financial statements, on a 12-month rolling basis, but only annually.

5.5.2. Financial instruments

a. Interest rate hedges

Within the framework of the Group's policy, the Company's aim is to protect itself against interest rate fluctuations by hedging part of its floating-rate debt and investing its cash over periods of less than three months.

The derivatives used to hedge the debt are interest rate swap contracts or options, which may or may not be eligible for hedge accounting.

The eligible counterparties for interest rate hedging and investments are leading financial institutions which belong to the Sopra Steria banking syndicate. These financial instruments are managed by the Group's Finance Department.

For transactions qualifying as hedges, the underlying hedged risk consists of a group of floating-rate financial liabilities. At 31 December 2025, floating-rate financial liabilities mainly comprised the €288 million drawn bank credit facility set up in December 2023, the NEU CPs (€40 million), the NEU MTNs (€55.0 million) and two €117 million bilateral bank loans.

To hedge its floating-rate debt, the Company implemented interest rate hedges maturing in 2026 and 2027, the details of which are set out below:

	-50 bp		+50 bp	
(in thousands of euros)	Equity impact	P&L impact (hedge ineffectiveness)	Equity impact	P&L impact (hedge ineffectiveness)
Options eligible for hedge accounting in euros	-893	-1	315	1
Options eligible for hedge accounting in foreign currency	-	-	-	-
TOTAL	**-893**	**-1**	**315**	**1**
Total impact	-894		316	

At 31 December 2025, the fair value of interest rate instruments was -€430 thousand.

The portfolio's sensitivity in the event of a change in interest rates is as follows:

- a decrease of €894 thousand in the event of a decrease of 50 basis points in interest rates;
- an increase of €316 thousand in the event of an increase of 50 basis points in interest rates.

(in thousands of euros)	Fair value 31/12/2025					Maturity		
	Non-current assets	Current assets	Non-current liabilities	Current liabilities	Notional amount	<1 year	1 to 5 years	>5 years
Options eligible for hedge accounting in euros	766	-296	1,090	-196	200,000	100,000	100,000	-
TOTAL INTEREST RATE HEDGES	**766**	**-296**	**1,090**	**-196**	**200,000**	**100,000**	**100,000**	**-**

b. Foreign exchange hedges

Sopra Steria Group is subject to three main types of risks linked to fluctuations in exchange rates:

- currency translation risk associated with the repatriation of dividends of subsidiaries whose base currency is not the euro;
- transaction risk associated with purchases and sales of services in foreign currencies and internal foreign exchange contracts granted to subsidiaries in connection with the centralised management of foreign exchange risk;
- financial foreign exchange risk arising from foreign-currency borrowings (risk arising from changes in the value of the financial debt denominated in pounds sterling).

(in thousands of euros)	Nominal value	Fair value
Foreign exchange hedges	92,783	622
Interest rate hedges	200,000	-430

Transaction risk

As part of the Group's general risk management policy, Sopra Steria Group systematically hedges against foreign currency transaction risks that constitute material risks.

In addition, centralised management of foreign exchange transaction risk is in place with the Group's main entities (apart from India). Sopra Steria Group acts as the centralising entity, granting exchange rate guarantees to subsidiaries in pounds sterling, US dollars, Polish zlotys, Tunisian dinars, Norwegian kroner, Swiss francs, Romanian lei, Canadian dollars and Singapore dollars. After netting internal exposures, Sopra Steria Group hedges the residual exposure through the use of derivatives.

The remeasurement through profit or loss of these financial instruments hedging balance sheet items is offset by the revaluation of foreign currency receivables over the period.

At 31 December 2025, the fair value of foreign exchange instruments was €622 thousand.

The portfolio's sensitivity in the event of a change in interest rates is as follows:

- an increase of €1,173 thousand in the event of a 5% fall in the euro;
- a decrease of €1,178 thousand in the event of a 5% rise in the euro.

Foreign exchange risk

At 31 December 2025, sterling-denominated debt providing partial coverage of the assets comprised of shares in UK subsidiaries amounted to €270,364 thousand, while cash and cash equivalents in Swedish kronor providing partial coverage of the debt of subsidiaries in Sweden came to €18,229 thousand.

All of the foreign exchange and interest rate positions are taken using listed financial instruments traded over the counter or through organised markets with minimal counterparty risk. Gains and losses on financial instruments accounted for as hedges are recognised symmetrically with the items hedged. The fair value of financial instruments is estimated on the basis of quoted prices in active markets or values provided by banks. Gains or losses arising on derivatives used to hedge forecast transactions with separately identifiable risks are deferred and taken into account in the valuation of the transaction in question, which occurs when it is settled.

5.5.3. TRADE PAYABLES

(in thousands of euros)	2025	2024
Non-Group suppliers and related accounts	24,390	13,474
Accrued expenses	90,198	78,672
Group suppliers (including accrued expenses)	87,178	77,773
TOTAL	**201,766**	**169,919**

5.5.4. TAX AND SOCIAL SECURITY PAYABLES

(in thousands of euros)	2025	2024
Staff costs and related accounts	139,739	129,962
Social security	136,250	134,619
State and local authorities		
■ Corporate income tax	-	-
■ Value-added tax	105,884	98,239
■ Other tax	19,439	23,856
TOTAL	**401,311**	**386,675**

5.5.5. OTHER PAYABLES AND DEFERRED INCOME

(in thousands of euros)	2025	2024
Payables on non-current assets and related accounts	17,956	10,305
Group and associates	498,392	689,124
Other payables	40,145	33,599
Deferred income	112,482	78,834
TOTAL	**668,975**	**811,862**

Deferred income comprises the portion of interim billings issued in advance on fixed-price and maintenance contracts for which services have not yet been fully performed.

The "Group and associates" item consists of current account advances received from subsidiaries. These advances are related to cash transfers from subsidiaries participating in the zero-balance cash pooling system implemented by the Company.

At 31 December 2025, "Liabilities on non-current assets" included:

- liabilities on acquisitions of property, plant and equipment for €1,127 thousand;
- liabilities on equity interests for €8,783 thousand;
- liabilities on acquisitions of non-current financial assets for €8,029 thousand. These concerned investments in FCPI funds and will be recognised upon each call for subscription.

5.5.6. ACCRUED EXPENSES

(in thousands of euros)	31/12/2025	31/12/2024
Accrued interest on financial debt	4,479	6,492
Trade payables and related accounts	106,582	90,375
Trade receivables – Credit notes to be issued	29,561	21,303
Tax and social security payables	202,291	190,033
Other payables	570	623
TOTAL	**343,483**	**308,826**

5.5.7. FOREIGN CURRENCY TRANSLATION GAINS

(in thousands of euros)	2025	2024
Foreign currency translation gains	1,945	7,982
TOTAL	**1,945**	**7,982**

5.6. Maturities of receivables and payables at the balance sheet date

5.6.1. RECEIVABLES

(in thousands of euros)	Gross amount	Due in 1 year or less	Due in more than 1 year
Non-current assets			
Receivables related to equity interests	123,658	1,258	122,400
Other financial investments	6,507	1,408	5,098
Current assets			
Doubtful debts and disputes	107	-	107
Trade receivables	455,457	455,457	-
Staff costs and related accounts	137	137	-
Social security	937	937	-
State and local authorities			
■ Corporate income tax	2,229	2,229	-
■ Value-added tax	28,160	28,160	-
■ Other tax	114,292	72,547	41,745
Group and associates	84,435	84,435	-
Other receivables	7,066	7,066	-
Prepaid expenses	28,031	28,031	-
TOTAL	**851,015**	**681,665**	**169,350**

5.6.2. PAYABLES

(in thousands of euros)	Gross amount	Due in 1 year or less	Due in more than 1 year and no more than 5 years	Due in more than 5 years
Bank borrowings				
■ 2 years maximum at origin	-	-	-	-
■ More than 2 years at origin	405,000	56,000	349,000	-
Bond	250,000	130,000	120,000	-
Other financial debt	587,405	532,405	55,000	-
Trade payables and related accounts	201,766	201,766	-	-
Staff costs and related accounts	139,739	139,739	-	-
Social security	136,250	136,250	-	-
State and local authorities:				
■ Corporate income tax	-	-	-	-
■ Value-added tax	105,884	105,884	-	-
■ Other tax	19,439	19,439	-	-
Payables on non-current assets and related accounts	17,956	17,956	-	-
Group and associates	498,392	498,392	-	-
Other payables	40,145	40,145	-	-
Deferred income	112,482	112,482	-	-
TOTAL	**2,514,458**	**1,990,458**	**524,000**	**-**

6. Other information

6.1. Information on finance leases

6.1.1. ASSETS HELD UNDER FINANCE LEASES

(in thousands of euros)	Original value	Additions to depreciation		Carrying amount
		For the period	Accumulated	
IT equipment	32,500	6,361	14,070	18,430

6.1.2. Finance lease commitments

(in thousands of euros)	Lease payments made		Lease payments remaining				Residual purchase price
	For the period	Accumulated	Less than 1 year	1 to 5 years	More than 5 years	Total payable	
IT equipment	7,701	21,285	5,439	5,606		11,045	325

6.2. Off-balance sheet commitments

6.2.1. OFF-BALANCE SHEET COMMITMENTS GIVEN

(in thousands of euros)	31/12/2025
Commitments given	
Endorsements and bank guarantees	40,976
Counter-guarantee on non-bank guarantees covering contracts [1]	925,011
Nominal value of future finance lease payments	11,370
Foreign exchange hedges [2]	92,783
Interest rate hedges	200,000
TOTAL COMMITMENTS GIVEN	**1,270,140**

[1] Under the IT service contracts entered into with its clients, the Company may, if formally requested by its clients, provide parent company guarantees to its subsidiaries in respect of the performance of their obligations under the contracts signed directly with their clients. To date, no use has ever been made of any such guarantee.

[2] Including internal foreign exchange contracts.

Other off-balance sheet commitments given

Sopra Steria Group acts as guarantor for the amount of the contribution payable by its UK subsidiaries in respect of defined-benefit pension plans in the event that those subsidiaries should default.

6.2.2. OFF-BALANCE SHEET COMMITMENTS RECEIVED

(in thousands of euros)	31/12/2025
Commitments received	
Endorsements and other bank guarantees	34,531
Cash facilities (current bank overdrafts):	
■ Authorised	176,500
■ Used (balance sheet)	-
■ Not used (off balance sheet)	176,500
Medium-term loan	
■ Authorised	1,560,000
■ Used (balance sheet)	405,000
■ Not used (off balance sheet)	1,155,000
Carrying amount of assets held under finance leases	-
Foreign exchange hedges [1]	92,783
Interest rate hedges	200,000
TOTAL COMMITMENTS RECEIVED	**1,658,814**

[1] *Including internal foreign exchange contracts.*

Other off-balance sheet commitments received

As part of a cash pooling arrangement set up between certain Group entities and BMG (Bank Mendes Gans), the Company acts as guarantor for the amounts borrowed by its subsidiaries.

As part of the acquisitions of Sodifrance, Connectiv-IT, InProcess and Aurexia, the Company received guarantees from the sellers in respect of certain specific potential risks concerning the pre-acquisition period.

Sopra Steria Group provided parent company guarantees on behalf of entities in the Sopra Banking Software scope for the purposes of commercial contracts. With the disposal of these Sopra Banking Software entities to 74Software, Sopra Steria Group received counter-guarantees from 74Software, and the formalities for replacing Sopra Steria Group with 74Software as guarantor are still ongoing.

6.3. Exceptional events and legal disputes

There were employee and contractual risks and disputes at the balance sheet date that are not provisioned in the balance sheet because they constitute contingent liabilities. Uncertainties remain as to their amount and the timing of the outflow of resources.

Furthermore, there are no exceptional events or legal disputes that may have a material effect on the Company's financial position, revenue, assets or net profit.

6.4. Subsequent events

No subsequent events occurred after the end of financial year 2025.

6.5. Summary for the last five financial years

(in thousands of euros)	2025	2024	2023	2022	2021
Financial position at year-end					
■ Share capital	20,548	20,548	20,548	20,548	20,548
■ Number of shares issued	20,548	20,548	20,548	20,548	20,548
■ Number of bonds convertible into shares	0	0	0	0	0
Results of operations for the year					
■ Revenue excluding VAT	2,061,629	1,984,730	1,965,561	1,891,556	1,717,658
■ Profit before tax, depreciation, amortisation and provisions	193,445	-50,886	753,383	230,059	174,360
■ Corporate income tax	-222	-16,567	-30,407	-16,032	-15,468
■ Profit after tax, depreciation, amortisation and provisions	280,545	176,642	31,709	167,666	156,867
■ Amount of profit distributed as dividends		95,547	95,547	88,355	65,754
Earnings per share					
■ Earnings per share after tax but before depreciation, amortisation and provisions	9.43	-1.67	38.14	11.98	9.24
■ Earnings per share after tax, depreciation, amortisation and provisions	13.65	8.60	1.54	8.16	7.63
Dividend paid per share		4.65	4.65	4.30	3.20
Employee data					
■ Number of employees	13,241	13,377	13,438	13,336	13,236
■ Total payroll	734,301	737,166	714,752	684,774	665,161
Amount paid in respect of employee benefits (social security, employee discounts, etc.)	346,377	343,682	348,989	317,064	300,241

6.6. Maturity schedule of trade payables and receivables

6.6.1. MATURITY SCHEDULE OF TRADE PAYABLES NOT PAST DUE

The "Trade payables and related accounts" item came to €201,766 thousand. It comprised accrued expenses for €106,582 thousand, invoices not past due for €94,918 thousand and past due invoices for €266 thousand.

	Article D. 441-6 I. 1° of the French Commercial Code: Invoices received, not yet paid and past due at the balance sheet date					
	0 days (for guidance only)	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total**
(A) PAST DUE INVOICES						
Number of invoices concerned	-	1371	76	85	901	2,433
Total amount of invoices concerned (€k, incl. VAT)	-	365	288	-1,236	848	266
Percentage of total purchases for the financial year (excl. VAT)	-	0.02%	0.01%	-0.06%	0.04%	0.01%
(B) INVOICES EXCLUDED FROM (A) RELATING TO DISPUTED PAYABLES AND RECEIVABLES OR NOT RECORDED IN THE ACCOUNTS						
Number of invoices excluded	-	-	-	-	-	-
Total amount of invoices excluded (€k, incl. VAT)	-	-	-	-	-	-
(C) PAYMENT TERMS USED AS REFERENCE (CONTRACTUAL DEADLINE OR LEGAL DEADLINE SET FORTH IN ARTICLE L. 441-6 OR L. 443-1 OF THE FRENCH COMMERCIAL CODE)						
Payment terms used to calculate late payments	▪ Contractual deadline: 30 to 45 days ▪ Legal deadline: 45 days					

6.6.2. MATURITY SCHEDULE OF TRADE RECEIVABLES NOT PAST DUE

The "Trade receivables and related accounts" item came to €455,564 thousand. It comprised accrued income for €123,801 thousand, invoices not past due for €292,913 thousand and past due invoices for €38,849 thousand.

	Article D. 441-6 I. 2° of the French Commercial Code: Invoices issued, not yet paid and past due at the balance sheet date					
	0 days (for guidance only)	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total**
(A) PAST DUE INVOICES						
Number of invoices concerned	-	1,119	418	198	991	2,726
Total amount of invoices concerned (€k, incl. VAT)	-	27,690	6,418	1,833	2,909	38,849
Percentage of revenue for the financial year (excl. VAT)	-	1.35%	0.31%	0.09%	0.14%	1.90%
(B) INVOICES EXCLUDED FROM (A) RELATING TO DISPUTED PAYABLES AND RECEIVABLES OR NOT RECORDED IN THE ACCOUNTS						
Number of invoices excluded	-	-	-	-	-	-
Total amount of invoices excluded (€k, incl. VAT)	-	-	-	-	-	-
(C) Payment terms used as reference (contractual deadline or legal deadline set forth in Article L. 441-6 or L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments	▪ Contractual deadline: 45 days ▪ Legal deadline: 45 days					

Statutory Auditors' report on the parent company financial statements

Financial year ended 31 December 2025

To the General Meeting of Sopra Steria Group SA,

Opinion

In compliance with the engagement entrusted to us by the shareholders at your General Meeting, we have audited the accompanying parent company financial statements of Sopra Steria Group SA for the financial year ended 31 December 2025.

We certify that the parent company financial statements are, with respect to French accounting principles, true and fair and provide an accurate view of your Company's operations for the financial year under review and of the Company's financial position, assets and liabilities at the end of the financial year.

The opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

AUDIT FRAMEWORK

We conducted our audit in accordance with the professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the section of this report entitled "Responsibilities of the Statutory Auditors relating to the audit of the parent company financial statements".

INDEPENDENCE

We performed our audit in accordance with the independence rules provided by the French Commercial Code and the French Code of Ethics for Statutory Auditors for the period from 1 January 2025 to the date our report was issued, and in particular we have not provided any services prohibited by Article 5, paragraph 1 of Regulation (EU) No. 537/2014.

OBSERVATIONS

Without calling into question the opinion expressed above, we would like to draw your attention to the impact of the first-time application of ANC Regulation 2022-06 set out in Note 2.1, "Modernisation of the financial statements", and Note 3.3, "Impact of the application of ANC Regulation 2022-06", of the notes to the parent company financial statements.

Justification of our assessments – Key audit matters

In accordance with the provisions of Articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the key audit matters relating to risks of material misstatement which, according to our professional judgment, were most significant for the audit of the parent company financial statements for the financial year, as well as our responses to those risks.

These matters were addressed in the context of our audit of the parent company financial statements as a whole and in forming our opinion thereon. We do not provide a separate opinion on specific items of the parent company financial statements.

RECOGNITION OF REVENUE FROM SOLUTION-BUILDING CONTRACTS

Risk identified

Sopra Steria Group offers end-to-end services and solutions in areas including consulting and systems integration, development of industry- and technology-specific solutions, IT infrastructure management, cybersecurity and business process services (BPS).

For the financial year ended 31 December 2025, the Company's revenue totalled €2.1 billion, a significant portion of which related to solution-building contracts involving an obligation of result.

As indicated in Note 4.1.1 to the parent company financial statements, revenue and profit generated over time by services performed under solution-building contracts are recognised based on a technical estimate of the degree of completion, which is measured taking into account the person-days remaining to be performed.

We considered the recognition of revenue on solution-building contracts as a key audit matter due to the level of judgment and estimation required by management to determine the revenue and income on completion from these contracts.

Our response

Our work consisted primarily of:

- Gaining an understanding of the process involved in recognising revenue from solution-building contracts;
- Familiarising ourselves – with the help of our IT specialists – with the internal control procedures and the main manual or automated controls that influence revenue recognition, and testing their design, their implementation and their operational effectiveness;
- For a sample of contracts selected using a multi-criteria approach:
  - We reconciled contractual data with management and accounting data;
  - We talked to the Industrial and Finance Departments and also with project managers to assess the reasonableness of the estimates made, particularly with regard to the remaining costs that will be incurred until the end of the contract.
- Verifying the appropriateness of the information presented in the notes to the parent company financial statements.

VALUATION AND IMPAIRMENT OF EQUITY INTERESTS

Risk identified

Equity interests are reported in the balance sheet at 31 December 2025 for a net amount of €1.9 billion, representing 43% of total assets.

As set out in Note 5.1.3 to the parent company financial statements, equity interests are recognised at cost and impaired when their value in use is less than their carrying amount at the balance sheet date.

Assessing the value in use of equity interests entails:

- the use of judgement by management in its choice of valuation method, corresponding to restated equity or discounted future cash flows;
- the use of key assumptions to determine future cash flows.

We considered the valuation of equity investments to be a key audit matter due to the judgment exercised in determining the valuation method to be applied, its sensitivity to the assumptions made by management, and the material amount of equity investments.

Our response

To assess the reasonableness of the estimate of the value in use of equity interests, based on the information provided to us, our work consisted in particular of:

- Familiarising ourselves with the processes and analyses used by the Company to conduct impairment testing of equity investments;
- Assessing the reasonableness of restatements made to the historical equity of certain subsidiaries and assumptions used to project future cash flows, and verifying their consistency with the most recent estimates presented to the Board of Directors within the framework of budgetary processes;
- Assessing, with the help of our valuation specialists, the consistency of perpetual growth rates and the weighted average cost of capital.

Lastly, we verified the appropriateness of the financial information provided in the notes to the parent company financial statements.

Specific verifications

We also performed the other specific verifications required by law and regulations in accordance with professional standards applicable in France.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND IN THE OTHER DOCUMENTS WITH RESPECT TO THE FINANCIAL POSITION AND THE PARENT COMPANY FINANCIAL STATEMENTS ADDRESSED TO SHAREHOLDERS

We have no matters to report regarding the fair presentation and consistency with the parent company financial statements of the information given in the Management Report of the Board of Directors, and in the other documents addressed to shareholders with respect to the financial position and the parent company financial statements.

We certify that information relating to payment terms as mentioned in Article D. 441-6 of the French Commercial Code is fair and consistent with the parent company financial statements.

INFORMATION RELATING TO CORPORATE GOVERNANCE

We attest to the existence, in the section of the Management Report of the Board of Directors on corporate governance, of the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

Concerning the disclosures made in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code relating to compensation and benefits paid or granted to the company officers and any other commitments made to them, we have verified their consistency with the financial statements, or with the underlying information used to prepare those financial statements and, where applicable, with the information obtained by your Company from companies controlled by it that are included in the scope of consolidation. Based on this work, we attest to the accuracy and fair presentation of those disclosures.

Concerning the disclosures made relating to the elements that your Company considered likely to have an impact in the event of a public tender or exchange offer pursuant to the provisions of Article L. 22-10-11 of the French Commercial Code, we verified their compliance with the source documents which were provided to us. Based on this work, we have no comments to make on these disclosures.

OTHER INFORMATION

Pursuant to the law, we have verified that the Management Report contains the applicable disclosures as to ownership and control, and the identity of the holders of share capital, voting rights and cross-holdings.

Report on other legal and regulatory requirements

FORMAT OF PRESENTATION OF THE PARENT COMPANY FINANCIAL STATEMENTS TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standards applicable in France concerning the procedures performed by the Statutory Auditor relating to the parent company and consolidated financial statements presented in the European Single Electronic Format, that the presentation of the parent company financial statements to be included in the Annual Financial Report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chief Executive Officer of Sopra Steria, complies with this format as defined in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the parent company financial statements included in the Annual Financial Report complies, in all material respects, with the European Single Electronic Format.

We have no responsibility to verify that the parent company financial statements that will ultimately be included by your Company in the Annual Financial Report filed with the AMF correspond to those on which we have performed our work.

APPOINTMENT OF STATUTORY AUDITORS

KPMG SA was appointed Statutory Auditor of Sopra Steria Group SA by the shareholders at the General Meeting of 21 May 2024, and ACA Nexia by the shareholders at the General Meeting of 24 June 2004.

As at 31 December 2025, KPMG SA was in its second consecutive year as Statutory Auditor and ACA Nexia in its 22nd consecutive year.

Responsibility of management and of those responsible for corporate governance relating to the parent company financial statements

It is management's responsibility to prepare parent company financial statements that give a true and fair view in accordance with French accounting principles, as well as to implement the internal controls it deems necessary to prepare parent company financial statements that are free of material misstatement, whether due to fraud or error.

On preparing the parent company financial statements, it is up to management to assess the Company's ability to continue as a going concern, and to present in the financial statements, where applicable, any necessary information relating to the continuity of operations and apply the going concern assumption unless it is planned that the Company will be liquidated or cease trading.

The Audit Committee is responsible for monitoring the process of preparing the financial information and the effectiveness of the internal control and risk management systems, and, where appropriate, the internal audit system, as regards procedures relating to the preparation and treatment of accounting and financial information.

The parent company financial statements have been approved by the Board of Directors.

Responsibilities of the Statutory Auditors relating to the audit of the parent company financial statements

AUDIT AIM AND APPROACH

It is our responsibility to prepare a report on the parent company financial statements. Our aim is to obtain reasonable assurance that the parent company financial statements taken as a whole are free of material misstatement. Reasonable assurance corresponds to a high level of assurance, although this does not guarantee that an audit performed in accordance with professional standards systematically allows for all material misstatements to be detected. Misstatements may be due to fraud or error and are considered material when it can reasonably be expected that they may, taken individually or combined, influence the financial decisions of users made on the basis of the financial statements.

As specified in Article L. 821-55 of the French Commercial Code, our assignment of certifying the financial statements does not consist of guaranteeing the viability or quality of your Company's management.

Within the framework of an audit performed in accordance with professional standards applicable in France, the Statutory Auditor uses its professional judgment throughout the audit process. In addition:

- it identifies and assesses the risk of the parent company financial statements containing material misstatements, whether due to fraud or error, defines and implements audit procedures in light of these risks, and collects evidence that it deems sufficient and appropriate to form a basis for its opinion. The risk of failure to detect a material misstatement due to fraud is higher than in the case of a material misstatement due to error, as fraud may involve collusion, falsification, deliberate omissions, false statements or circumvention of internal control procedures;
- it familiarises itself with internal controls relevant for the audit in order to define appropriate audit procedures under the circumstances, and not with the aim of expressing an opinion on the effectiveness of internal control procedures;
- it assesses the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as associated information provided in the parent company financial statements;
- it assesses the appropriateness of management's application of the going concern principle and, depending on the evidence collected, whether or not any material uncertainty exists relating to events or circumstances that may call into question the Company's ability to continue as a going concern. This assessment relies on evidence collected up to the date of its report, noting that subsequent circumstances or events may call into question the continuity of operations. If it concludes that a material uncertainty exists, it shall draw readers' attention to the information provided in the parent company financial statements relating to this uncertainty or, if this information is not provided or is not relevant, it shall give a qualified certification or refuse to certify the financial statements;
- it assesses the overall presentation of the parent company financial statements and evaluates whether the parent company financial statements reflect underlying transactions and events in a way that gives a true and fair view.

REPORT TO THE AUDIT COMMITTEE

We send a report to the Audit Committee setting out in particular the scope of our audit work and the programme of works carried out, as well as the conclusions of our work. We also bring to its attention, where applicable, any significant weaknesses in internal control procedures that we have identified as regards procedures relating to the preparation and treatment of accounting and financial information.

The information provided in the report to the Audit Committee includes risks of material misstatement, which we deem to have been the most significant for our audit of the parent company financial statements for the financial year and which therefore constitute key audit matters, which it is our duty to describe in this report.

We also provide the Audit Committee with the declaration required by Article 6 of Regulation (EU) No. 537-2014 attesting to our independence within the meaning of applicable regulations in France as set out in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where applicable, we shall discuss with the Audit Committee the risks to our independence and safeguarding measures implemented.

Paris La Défense, 4 March 2026

The Statutory Auditors

French original signed by

KPMG SA		**ACA Nexia**
Xavier Niffle	Eric Lefebvre	Sandrine Gimat
Partner	*Partner*	*Partner*

This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Statutory Auditors' special report on related-party agreements

General Meeting to approve the financial statements for the financial year ended 31 December 2025

To the General Meeting of Sopra Steria Group SA,

In our capacity as Statutory Auditors of your Company, we hereby submit to you our report on related-party agreements.

We are required to inform you, on the basis of the information provided to us, of the principal terms and conditions as well as the grounds for the benefit to the Company of those agreements brought to our attention or that we may have discovered in the course of our audit. We are not required to express an opinion on their usefulness and appropriateness or ascertain whether any other such agreements exist. In accordance with the terms of Article R. 225-31 of the French Commercial Code, it is your responsibility to assess the benefit of entering into such agreements when they are submitted for your approval.

Where applicable, it is also our responsibility to provide you with the information required by Article R. 225-31 of the French Commercial Code in relation to the implementation during the financial year under review of agreements already approved by the shareholders at a General Meeting.

We have carried out the procedures we deemed necessary in accordance with the professional guidelines of the Compagnie Nationale des Commissaires aux Comptes (CNCC, the French national institute of statutory auditors) relating to this engagement. These procedures consisted in verifying that the information given to us was consistent with the underlying documents.

I – AGREEMENTS SUBMITTED FOR APPROVAL AT THE GENERAL MEETING

We hereby inform you that we were not advised of any agreement authorised and entered into during the financial year under review that needs to be submitted for shareholder approval at the General Meeting pursuant to the provisions of Article L. 225-38 of the French Commercial Code.

II – AGREEMENTS ALREADY APPROVED AT A GENERAL MEETING

Agreements approved during previous financial years that remained in force during the financial year under review

In accordance with Article R. 225-30 of the French Commercial Code, we have been informed that the following agreements approved by the shareholders at General Meetings in previous financial years remained in force during the financial year under review.

6. Tripartite framework agreement for assistance entered into between your Company, Sopra GMT (a shareholder in your Company) and 74Software (an investee of your Company)

Under this agreement, Sopra GMT carried out services for your Company relating to strategic decision-making, coordination of the general policy between your Company and 74Software, and the development of synergies between these two companies, and performs various strategy-related, consulting and assistance services particularly with respect to finance and control. This agreement has an unspecified term and will end, in the event of termination, with prior notice of 12 months. Services are charged to Sopra Steria Group on the basis of actual costs plus a 7% mark-up.

In addition, Sopra Steria Group charges Sopra GMT fees for providing premises, IT resources and assistance from the Group's functional divisions as well as appropriate expertise for the assignments performed by Sopra GMT.

The cumulative amount of these services resulted in a negative net cost of €1,629,893 due to Sopra Steria Group from its parent company in respect of financial year 2025.

At its meetings on 30 January 2025 and 22 January 2026, your Company's Board of Directors confirmed that this agreement still met the criteria under which it was authorised, and indicated that it would maintain the previously granted authorisation.

PERSONS CONCERNED

Name	Position
Pierre Pasquier	Chairman of the Board of Directors of Sopra Steria Group Chairman and CEO of Sopra GMT
Éric Pasquier	Vice-Chairman and a Director of Sopra Steria Group Managing Director and a Director of Sopra GMT
Kathleen Clark	Permanent representative of Sopra GMT on the Board of Directors of Sopra Steria Group

Paris La Défense, 4 March 2026
The Statutory Auditors
French original signed by

KPMG SA		ACA NEXIA
Xavier Niffle	Eric Lefebvre	Sandrine Gimat
Partner	*Partner*	*Partner*

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7. Share ownership structure

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1. General information

The Group was listed on the Paris Stock Exchange on 27 March 1990.

At 31 December 2025, Sopra Steria Group had a share capital of €20,547,701. It was made up of 20,547,701 shares with a par value of €1 each.

Codes and classification of the Sopra Steria Group share

EUID[1]: FR7401.326820065

ISIN/Euronext code: FR0000050809

Ticker symbol: SOP

Market: Euronext Paris

CFI: ESVUFN

(E = Equities, S = Common/ordinary shares, E = Enhanced voting, U = Free, F = Fully paid, B = Bearer)

Type of instrument: Stock

Compartment: A (Large Cap)

Characteristics of the Sopra Steria Group share

Industry: 9000, Technology

Supersector: 9500, Technology

Sector: 9530, Software & Computer Services

Subsector: 9533, Computer Services

Eligible for Share Savings Plan (PEA)

Eligible for Deferred Settlement Service

Main tickers for the Sopra Steria Group share

Euronext: SOP

Bloomberg: SOP:FP

Reuters: SOPR.PA

Main financial indices including the Sopra Steria Group share

SBF 120

CAC All-Tradable

CAC All Shares

CAC Mid & Small

CAC Mid 60

CAC Technology

Euronext Developed Market

Euronext Developed Market USD

NEXT 150

Euronext FAS IAS

Main non-financial indices including the Sopra Steria Group share

Dow Jones Best-in-Class Indices

Euronext Eurozone ESG Large 80

Euronext Eurozone 300

Euronext Vigeo Europe 120

Euronext Vigeo Euro 120

CDP Environnement ESG FR EW

Euronext CDP Environnement FR EOGE

Euronext CDP Environnement FR EW

Gaïa Index

Euronext CAC SBT 1.5° Index

(1) European Unique Identifier

2. Share ownership structure

Shareholders	At 31/12/2025 Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights	At 31/12/2024 Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights	At 31/12/2023 Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights
Sopra GMT [1]	4,035,669	19.6%	29.9%	31.0%	4,035,669	19.6%	29.9%	30.7%	4,035,669	19.6%	29.8%	30.0%
Pasquier family	125,371	0.6%	0.9%	0.9%	121,929	0.6%	0.9%	0.9%	112,479	0.5%	0.8%	0.8%
Odin family	210,693	1.0%	1.6%	1.6%	210,693	1.0%	1.6%	1.6%	211,653	1.0%	1.6%	1.6%
Management	184,926	0.9%	1.2%	1.3%	198,160	1.0%	1.3%	1.4%	206,361	1.0%	1.4%	1.4%
Total agreements: Agreement between Sopra GMT, Pasquier and Odin families, and management	**4,556,659**	**22.2%**	**33.6%**	**34.8%**	4,566,451	22.2%	33.6%	34.6%	4,566,162	22.2%	33.7%	33.9%
Shares managed on behalf of employees	**1,227,720**	**6.0%**	**8.2%**	**8.5%**	1,274,315	6.2%	8.2%	8.4%	1,341,402	6.5%	8.1%	8.2%
o/w Company mutual funds (FCPE), We Share employee share ownership plan and SIP Trust [2]	1,085,468	5.3%	7.6%	7.9%	1,092,107	5.3%	7.5%	7.7%	1,148,774	5.6%	7.4%	7.5%
o/w Other UK trusts [3]	142,252	0.7%	0.5%	0.6%	182,208	0.9%	0.7%	0.7%	192,628	0.9%	0.7%	0.7%
Free float	**13,801,635**	**67.2%**	**54.6%**	**56.7%**	13,978,679	68.0%	55.4%	57.0%	14,482,737	70.5%	57.6%	57.9%
Treasury shares	**961,687**	**4.7%**	**3.6%**	**0.0%**	728,256	3.5%	2.7%	0.0%	157,400	0.8%	0.6%	0.0%
TOTAL	**20,547,701**	**100.0%**	**100.0%**	**100.0%**	**20,547,701**	**100.0%**	**100.0%**	**100.0%**	**20,547,701**	**100.0%**	**100.0%**	**100.0%**

(1) Sopra GMT, a French "société anonyme", is the holding company that manages and controls Sopra Steria Group and 74Software.[1]

(2) SIP Trust is a UK trust that manages shares purchased by employees under a share incentive plan (SIP).

(3) The other UK trusts hold assets for the benefit of employees in the United Kingdom and India, for example via employee share ownership plans.

OWNERSHIP STRUCTURE OF SOPRA GMT:

Sopra GMT ownership structure Shareholders	31/12/2025 Shares	% of capital	% of voting rights	31/12/2024 Shares	% of capital	% of voting rights	31/12/2023 Shares	% of capital	% of voting rights
Pasquier family	318,050	54.0%	60.8%	318,050	53.2%	59.8%	318,050	68.5%	68.7%
Odin family	132,050	22.4%	25.5%	132,050	22.1%	25.1%	132,050	28.4%	28.5%
One Equity Partners (OEP SGMT BV)	133,445	22.6%	12.9%	133,445	22.3%	12.7%	-	-	-
Group managers (active and retired)	3,256	0.6%	0.5%	13,106	2.2%	2.4%	12,604	2.7%	2.7%
Treasury shares	2,437	0.4%	0.2%	1,321	0.2%	0.0%	1,823	0.4%	0.0%
TOTAL	**589,238**	**100.0%**	**100.0%**	**597,972**	**100.0%**	**100.0%**	**464,527**	**100.0%**	**100.0%**

At 31 December 2025, Sopra GMT had sixteen shareholders: fourteen natural persons and two legal entities.

- The Pasquier family group consists of nine natural persons, all of whom are related to the founder of Sopra, Pierre Pasquier.
- The Odin family group consists of one natural person and one legal entity, Régence SAS, which is wholly owned by the shareholders related to Sopra co-founder François Odin.
- OEP SGMT BV is a Dutch legal entity.
- The group of active and retired managers consists of four natural persons.

At that date, all Sopra GMT shareholders with the exception of Dutch registered company OEP SGMT BV were French nationals. The company's beneficial owner, as defined by French regulations, is Pierre Pasquier.

(1) Following the acquisition of Sopra Banking Software, the shareholders of Axway Software voted on 6 December 2024 to change the company's name to 74Software (with 74Software continuing to use Axway Software as one of its trademarks).

3. Employee share ownership

Sopra Steria has always aimed to give employees a stake in the corporate plan and the Company's financial performance.

At 31 December 2025, the investments managed on behalf of employees accounted for 6.0% of the share capital (1,227,720 shares) and 8.2% of theoretical voting rights.

The investments managed on behalf of company mutual funds (FCPEs) and UK share incentive plans (SIPs) made up 5.3% of the share capital (1,085,468 shares) and 7.6% of theoretical voting rights.

The shares held by UK trust SSET, for the benefit of employees in the UK and India, accounted for 0.7% of the share capital (142,252 shares) and 0.5% of the theoretical voting rights.

The We Share employee share ownership plans enable employees to invest in the Company's shares, in addition to their voluntary payments into FCPE company mutual funds and Share Incentive Plans (SIPs).

The most recent We Share plans (2022 and 2023) were implemented under the same conditions as the previous We Share plans (2016, 2017 and 2018), given their success. Employees received a matching contribution of one free share for every share purchased. The offer was limited to a total of 200,000 shares: 100,000 shares purchased by employees and 100,000 free shares granted by Sopra Steria as a matching contribution.

The shares granted under these plans are purchased on the market by the Group. They give employees the opportunity to share in the success of the Group's corporate plan and performance over the long term. In addition to their motivational power, employee share ownership plans help foster a sense of belonging and inclusion, since around 96% of the total workforce is eligible for these Group-wide programmes.

At 31 December 2025, 27.7% of the Group's employees (including 42.9% of employees in France) owned shares in Sopra Steria Group through an employee share ownership plan (FCPE, SIP, registered shares acquired through a company savings plan or free share awards).

In addition, many former employees continue to hold their FCPE units or registered shares over the long term after leaving the Company.

	2025		2024	
	Group	**France**	**Group**	**France**
Number of employee shareholders	**14,226**	**8,567**	15,313	9,613
Total workforce at 31/12	**51,275**	**19,962**	50,988	19,949
EMPLOYEE SHAREHOLDERS AS % OF TOTAL WORKFORCE	**27.7%**	**42.9%**	30.0%	48.2%

4. Voting rights

At 31 December 2025, the total number of exercisable voting rights was 25,639,142 and the total number of theoretical voting rights was 26,600,829.

Pursuant to the Articles of Association, double voting rights are awarded to all shares that can be shown to have been held in registered form by the same shareholder for at least two years.

At 31 December 2025, 6,053,128 shares (representing 29.5% of the share capital) held double voting rights.

5. Threshold crossings

In 2025, the following statutory shareholding thresholds were crossed, requiring a report to be filed with the Autorité des Marchés Financiers:

Date threshold(s) crossed	AMF declaration no.	Shareholder(s) having crossed the threshold(s)	Crossing of threshold(s) in capital	Crossing of thresholds in voting rights	Type	Number of shares	% of capital held	Number of voting rights	% of voting rights held
28/02/2025	225C0436	FMR LLC	5%	-	Exceeded	1,371,811	6.68%	1,371,811	5.17%

Article 30, "Rights to shareholder information – Disclosure obligations" of the Company's Articles of Association states:

"All shareholders are entitled to obtain the documents necessary to enable them to make informed decisions regarding the management and operations of the Company.

The documentation required and the conditions under which it is sent or made available to shareholders is established by law and in regulations.

Any shareholder whose equity stake exceeds the thresholds of 3% or 4% of the share capital shall inform the Company in the same manner and based on the same methods of calculation as required by law for higher equity stakes."

6. Shareholders' agreements

Agreement between Sopra GMT, Pasquier and Odin families, and management

A shareholders' agreement constituting an action in concert was entered into, for a two-year term, on 7 December 2009 between the Pasquier and Odin family groups, Sopra GMT and a group of senior managers. It is automatically renewable for subsequent terms of two years. Sopra GMT's share ownership structure is presented in Section 2 of this chapter (page 375).

This agreement includes the following main provisions:

- an undertaking by the parties to act in concert so as to implement shared strategies and, in general, to approve any significant decisions;
- an undertaking by the parties to act in concert in connection with the appointment of the members of Sopra Steria Group's management bodies and the renewal of these appointments, by which the senior managers agree to facilitate the appointment of any individuals proposed by the Pasquier and Odin family groups and Sopra GMT;
- an undertaking by the parties to act in concert in order to ensure that they always jointly hold at least 30% of the capital and voting rights of Sopra Steria Group;
- an undertaking by the parties to act in concert in connection with any proposed acquisition or disposal corresponding to more than 0.20% of the capital or voting rights of Sopra Steria Group;
- an undertaking by the parties to act in concert in order to adopt a shared strategy in the event of any takeover bid relating to Sopra Steria Group shares;
- a pre-emptive right to the benefit of the Pasquier and Odin family groups and Sopra GMT in the event of any disposal by a senior manager of Sopra Steria Group shares (right of first refusal for Sopra GMT, right of second refusal for the Pasquier family group, right of third refusal for the Odin family group). The exercise price for the pre-emptive right shall be equal to (i) the price agreed between the transferor and the transferee in the event of an off-market transfer, (ii) the average share price over the 10 trading days preceding the announcement of the disposal in the event of a sale on the market, or (iii) the value determined for the shares in the context of the transaction, in all other cases.

The senior managers shall refrain from carrying out any transaction likely to entail the filing of a mandatory takeover bid.

Agreement between One Equity Partners, Pasquier and Odin families, and Sopra GMT

As part of the overall sale by Sopra Steria Group of the majority of Sopra Banking Software's business to 74Software (formerly Axway Software), announced to the market on 21 February 2024, a shareholders' agreement was entered into on 18 July 2024 by OEP (One Equity Partners), the Pasquier and Odin families, and Sopra GMT, resulting in the acquisition of a minority stake in Sopra GMT by OEP. In addition to the conditions for OEP's exit from the share capital of Sopra GMT, the main provisions of this agreement are as follows:

- ***Action in concert***: *The parties act in concert, within the meaning of Article L. 233-10 of the French Commercial Code, with regard to Sopra GMT's equity interests, in particular Sopra Steria Group;*
- ***Governance arrangements within Sopra GMT, the holding company that manages and controls Sopra Steria Group***: *OEP's governance rights are limited to protecting its interest in Sopra GMT:*
  - *OEP has one seat on the Board of Directors of Sopra GMT, which has six members;*
  - *Certain specifically listed key decisions require the agreement of OEP. This right of veto applies to significant matters such as major investments and divestments, debt, and the conclusion of agreements with related parties;*
  - *Membership of an advisory board: OEP is represented on an advisory board that gives its opinion on certain matters relating to Sopra GMT's equity interests, in particular Sopra Steria Group. This board is purely advisory in nature and has no decision-making authority.*

7. Control

An analysis of Sopra GMT's influence over a series of structurally significant decisions, notably relating to governance and compensation payable to company officers and senior management, the definition of strategy and operational policy, oversight of external growth, and allocation of capital leads to the conclusion that Sopra GMT exercises control over Sopra Steria Group.

There are three principal mechanisms through which this control is exercised:

- Sopra GMT's role as holding company and the Group management agreement entered into with Sopra Steria Group;
- the significance of its shareholding; and
- its membership of a group acting in concert within which Sopra GMT is clearly predominant, accounting for over a third of exercisable voting rights; its representation on the Board of Directors and its representatives' knowledge of the Company, making them the main driving force in relation to Executive Management.

7.1. Holding company

Sopra GMT, the holding company that takes an active role in managing the Group, takes part in conducting Group operations through:

- its presence on the Board of Directors and the Board committees;
- a tripartite assistance agreement entered into with Sopra Steria and 74Software, concerning services relating to strategic decision-making, coordination of general policy between Sopra Steria and 74Software, and the development of synergies between these two companies, as well as consulting and assistance services, particularly with respect to finance and control. This agreement is described in Section 1.1.5, "Agreement with Sopra GMT, the holding company that manages and controls Sopra Steria Group" of Chapter 3 of this document (page 61).

7.2. Breakdown of voting rights

At 31 December 2025:

- the group of shareholders acting in concert through the agreement stated above (within which Sopra GMT, the Group's holding company, is the main shareholder) held 33.6% of theoretical voting rights;
- investments managed on behalf of employees represented 8.2% of theoretical voting rights.

The percentage of voting rights attached to shares held by shareholders present or represented by proxy holders at the most recent Sopra Steria Group General Meeting was 85.9%.

Pursuant to the provisions of Article L. 233-13 of the French Code of Commerce and according to information received and disclosures made to the French Financial Markets Authority (AMF), as far as the Company is aware, as of 25 February 2026 and no shareholders other than Sopra GMT (29.9%), the Sopra Steria Actions company mutual fund (FCPE) (7.1%) and FMR, LLC (5,17 %), holding more than 5% of the Company's theoretical voting rights.

7.3. Members of Sopra Steria Group's Board of Directors

Sopra GMT held three of the 18 seats on the Board of Directors, including the Chairman and the Vice-Chairman of the Board of Directors.

Three of the seven members of the Nomination, Governance & Corporate Responsibility Committee represent Sopra GMT, including the Chairwoman of the Committee.

Sopra GMT is also represented on the Compensation Committee.

A representative of Sopra GMT chairs the Strategy Committee set up in 2026.

No other shareholders are specifically represented on the Board of Directors.

7.4. Measures to govern the control exercised by Sopra GMT

The main measures to govern the control exercised by Sopra GMT are as follows:

- the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer;
- the adoption of the AFEP-MEDEF code as the Company's corporate governance code;
- the presence on the Board of Directors of ten Independent Directors;
- the selection process for new Directors, presented in Section 1.2.2, "Selection process" of Chapter 3, "Corporate governance" of this Universal Registration Document (page 64), ensures that proposals from a range of different sources are considered;
- the broad remit of the specialised committees, the majority of whose members are Independent Directors;
- periodic assessment by the Board of Directors of its ability to meet the shareholders' expectations.

8. Share buyback programme

8.1. Implementation of the share buyback programme in 2025

This description of the implementation of the share buyback programme is provided pursuant to Article L. 225-211 of the French Commercial Code.

Through Resolution 18 of the Combined General Meeting of 21 May 2025, the shareholders renewed the authorisation granted to the Board of Directors to buy back the Company's shares as set out in Article L. 22-10-62 et seq. of the French Commercial Code and the AMF's General Regulation, for an 18-month period expiring 31 December 2025.

During the financial year ended 31 December 2025, this share buyback programme was used as follows:

8.1.1. LIQUIDITY AGREEMENT

At 31 December 2024, 17,989 shares were allocated to the liquidity agreement.

Between 1 January 2025 and 31 December 2025, Sopra Steria Group bought back 775,668 shares under the liquidity agreement at an average price of €168.62 and sold 781,329 shares at an average price of €168.57.

On 9 September 2022, pursuant to the provisions of Article 4 of AMF Decision No. 2021-01 of 22 June 2021 (the "AMF Decision"), Sopra Steria Group increased, by 4,000,000 (four million) euros, the resources allocated to the implementation of the liquidity agreement with ODDO BHF SCA.

At 31 December 2025, 12,328 shares were still held by the Company for the purposes of the liquidity agreement. Their unit cost is €154.70.

8.1.2. SHARE OWNERSHIP PROGRAMMES FOR EMPLOYEES AND COMPANY OFFICERS

At 31 December 2024, 94,360 shares were allocated in order to "allot or sell shares in the Company to employees and/or company officers of the Group, in order to cover share purchase option plans and/or free share plans (or similar plans) for the benefit of Group employees and/or company officers as well as any allotments of shares in connection with a company or Group savings plan (or similar plan), in connection with company profit-sharing and/or any other forms of share allotment to the Group's employees and/or company officers".

During financial year 2025, the Company acquired 140,000 shares at an average price of €147.97.

143,164 free shares were distributed as part of the delivery and vesting of free performance shares under the 2022 LTI plan approved at Sopra Steria's General Meeting of 26 May 2021 and granted on 1 June 2022, to recipients meeting all the plan's conditions following the application of performance conditions.

Taking into account these items, the Company held 91,196 shares allocated for this purpose at 31 December 2025. Their cost price is €141.85.

8.1.3. SHARES BOUGHT BACK TO BE RETIRED

During financial year 2025, the Company acquired 242,256 shares for retirement at a cost price of €167.82. On 28 January 2025, the Company concluded the €150 million share buyback programme launched on 2 October 2024.

These buybacks were carried out under the authorisation granted at the Annual General Meeting of Shareholders held on 21 May 2024, which authorised share buybacks of up to a maximum of 10% of the share capital (Resolution 20) and their retirement (Resolution 21).

Taking into account this information, at 31 December 2025, Sopra Steria Group held 961,687 treasury shares, including 858,163 shares acquired between 2 October 2024 and 28 January 2025 to be retired, 12,328 shares under the liquidity agreement, and 91,196 shares allocated to employee share ownership and/or company officers of the Group, all of which together represented 4.68% of the share capital.

The cost price of these 961,687 shares is €171.41.

8.2. Description of the 2026 share buyback programme

8.2.1. LEGAL FRAMEWORK

This description is provided in accordance with the provisions of Articles 241-2 et seq. of the General Regulation of the French securities regulator (Autorité des Marchés Financiers – AMF) as well as Regulation (EU) No. 596/2014 of 16 April 2014 ("MAR" regulation) and in accordance with the terms of Article 221-3 of the AMF's General Regulation.

This programme will be submitted for approval at the General Meeting of 20 May 2026.

a. Number of shares and share of capital held by the Company

At 27 February 2026, the Company's capital was made up of 20,547,701 shares.

At that date, the Company held 1,001,913 treasury shares, including 32,764 shares under the liquidity agreement, representing 4.88% of the share capital.

b. Breakdown by purpose of treasury shares held by the Company

At 27 February 2026, the treasury shares held by the Company broke down by purpose as follows:

- Implementation of liquidity agreement: 32,764 shares;
- Share ownership programmes for employees and company officers: 110,986 shares;
- Shares bought back to be retired: 858,163 shares.

c. Objectives of the new share buyback programme

The objectives of the new share buyback programme, to be submitted for shareholder approval at the General Meeting of 20 May 2026, are as follows:

- to obtain market-making services from an investment services provider acting independently under the terms of a liquidity agreement entered into in compliance with the AMF's accepted market practice;
- to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase option plans and/or free share plans (or similar plans) as well as any allotments of shares under a company or Group savings plan (or similar plan) in connection with a profit-sharing mechanism, and/or any other forms of share allotment to the Group's employees and/or company officers;
- to retain the shares bought back in order to exchange them or tender them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the share capital;
- to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities;
- to retire shares bought back by reducing the share capital;
- to implement any market practice accepted by the AMF, and in general, to perform any operation that complies with regulations in force.

d. Maximum proportion of share capital, maximum number and characteristics of equity securities

The maximum proportion of share capital that may be bought back is equal to 10% of Sopra Steria Group SA's capital on the buyback day.

At 31 December 2025, the share capital was €20,547,701, made up of 20,547,701 shares, each with a par value of €1. On this basis, Sopra Steria Group SA would be authorised to acquire a maximum of 10% of its share capital, i.e. 2,054,770 shares, not including shares already held.

It should be noted that this limit is calculated on the date of the buybacks to take into account any capital increase or reduction operations that might occur during the programme period.

e. Maximum buyback price

The maximum purchase price per share is €300.

f. Buyback procedure details

The purchase, sale or transfer by the Company of its own shares may be conducted at any time (except during the period of an offer for the shares) and by any method, including over the counter, in blocks of shares or through the use of derivatives, on one or more occasions.

g. Duration of buyback programme

The programme will run for 18 months as from approval of the resolution presented at the General Meeting of 20 May 2026, i.e. until 19 November 2027.

9. Changes in share capital

At 31 December 2025, Sopra Steria Group had a share capital of €20,547,701. It was made up of 20,547,701 shares with a par value of €1 each. Since 2011, the share capital has changed as shown below:

				Number of shares		Contributions	
Year	Type of transaction	Amount of capital post-transaction	Nominal value	Created	Total	Nominal value	Premiums or reserves
2011	Capital increase through the exercise of options	€47,415,780	€4	9,300	11,863,245	€37,200	€265,050
2011	Capital reduction not motivated by losses	€11,863,245	€1	0	11,863,245	-€35,589,735	€35,589,735
2011	Capital increase through the exercise of options	€11,893,486	€1	30,241	11,893,486	€30,241	€962,041
2012	None	€11,893,486	€1	-	-	-	-
2013	Capital increase through the exercise of options	€11,919,583	€1	26,097	11,919,583	€26,097	€811,966
2014	Capital increase during the first phase of Sopra's public exchange offer for Steria	€18,531,485	€1	6,611,902	18,531,485	€6,611,902	€517,976,403
2014	Capital increase during the second phase of Sopra's public exchange offer for Steria	€19,429,720	€1	898,235	19,429,720	€898,235	€66,128,061
2014	Capital increase through the exercise of options	€19,456,285	€1	26,565	19,456,285	€26,565	€1,450,489
2014	Capital increase through the issuance of free shares for employees	€19,585,300	€1	129,015	19,585,300	€129,015	-€129,015
2014	Capital increase at the time of the merger by absorption of Steria by Sopra	€20,371,789	€1	786,489	20,371,789	€786,489	€58,941,611
2015	Capital increase through the exercise of options	€20,434,841	€1	63,052	20,434,841	€63,052	€2,216,615
2015	Capital increase through the issuance of free shares for employees	€20,446,723	€1	11,882	20,446,723	€11,882	-€11,882
2016	Capital increase through the issuance of free shares for employees	€20,468,033	€1	21,310	20,468,033	€21,310	-€21,310
2016	Capital increase through the exercise of options	€20,531,795	€1	63,762	20,531,795	€63,762	€3,727,171
2017	Capital increase through the issuance of free shares for employees	€20,542,701	€1	10,906	20,542,701	€10,906	-€10,906
2017	Capital increase through the exercise of options	€20,547,701	€1	5,000	20,547,701	€5,000	€211,100
2018	None	€20,547,701	€1	-	-	-	-
2019	None	€20,547,701	€1	-	-	-	-
2020	None	€20,547,701	€1	-	-	-	-
2021	None	€20,547,701	€1	-	-	-	-
2022	None	€20,547,701	€1	-	-	-	-
2023	None	€20,547,701	€1	-	-	-	-
2024	None	€20,547,701	€1	-	-	-	-
2025	None	€20,547,701	€1	-	-	-	-

10. Securities giving access to the share capital - Potential dilution

There are no securities giving access to the share capital other than those mentioned in Note 5.4, "Share-based payments" in Chapter 5, "2025 consolidated financial statements" of this Universal Registration Document (pages 290 to 291).

11. Information on transactions in securities by senior executives

INFORMATION ON TRANSACTIONS IN SECURITIES BY SENIOR EXECUTIVES OR PERSONS MENTIONED IN ARTICLE L. 621-18-2 OF THE FRENCH MONETARY AND FINANCIAL CODE

Pursuant to Article 223-26 of the AMF's General Regulation, the following transactions referred to in Article L. 621-18-2 of the French Monetary and Financial Code and relating to Sopra Steria Group shares took place in financial year 2025:

Category [1]	Name	Position	Type of transaction [2]	Transaction date	Number of shares	Unit price	Transaction amount
a	Éric Pasquier	Director	A	27/02/2025	1,948	€155.5953	€303,099.64
a	Éric Hayat	Director	C	10/06/2025	1,000	€196.1632	€196,163.20
a	Cyril Malargé	Chief Executive Officer	A*	01/07/2025	2,405	€0.00	€0.00
a	Éric Pasquier	Director	A*	01/07/2025	1,603	€0.00	€0.00
a	Astrid Anciaux	Director	A*	01/07/2025	578	€0.00	€0.00
a	Michael Gollner	Director	A	04/11/2025	2,000	€130.2509	€260,501.80

(1) Category a: Members of the Board of Directors, Chief Executive Officer.

(2) Type of transaction: A: acquisition, C: sale, S: subscription, E: exchange, D: gift, SO: stock option exercise.

** Allotment of free performance shares under the 2021 LTI plan.*

12. Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 21 May 2024 and 21 May 2025

12.1. Issue with pre-emptive subscription rights

Securities transaction concerned	Date of GM and resolution #	Duration of delegation (Expiry)	Maximum issue amount	Maximum amount of capital increase	Use during the financial year
Capital increase (ordinary shares and other securities giving access to the share capital)	21 May 2024 Resolution 22	26 months (July 2026)	Nominal amount of €3 billion, if securities giving access to the share capital are to be issued	50% of the nominal share capital	None
Capital increase (ordinary shares and other securities giving access to the share capital) in the event of oversubscription in accordance with Resolution 22	21 May 2024 Resolution 26	26 months (July 2026)	15% of the amount of the capital increase under Resolution 22, up to a maximum of €3 billion	15% of the amount of the capital increase under Resolution 22, up to a maximum of 50% of the total nominal share capital	None
Capital increase through the capitalisation of reserves or the issue of new shares	21 May 2024 Resolution 29	26 months (July 2026)	Amount of discretionary reserves	Amount of discretionary reserves	None

12.2. Issue without pre-emptive subscription rights

Securities transaction concerned	Date of GM and resolution #	Duration of delegation (Expiry)	Maximum issue amount	Maximum amount of capital increase	Use during the financial year
Capital increase (ordinary shares and other securities giving access to the share capital)	21 May 2024 Resolution 23	26 months (July 2026)	Nominal amount of €3 billion, if securities giving access to the share capital are to be issued	20% of the share capital, reduced to 10% of the share capital for non-equity securities	None
Capital increase by way of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code	21 May 2024 Resolution 24	26 months (July 2026)	Nominal amount of €3 billion, if securities giving access to the share capital are to be issued	10% of the share capital per year	None
Capital increase (ordinary shares and other securities giving access to the share capital) in the event of oversubscription in accordance with Resolution 23 or 24	21 May 2024 Resolution 26	26 months (July 2026)	15% of the amount of the capital increase under Resolution 23 or 24, up to a maximum of €3 billion	15% of the amount of the capital increase under Resolution 23 or 24, up to a maximum of 10%/20% of the share capital	None
Capital increase as consideration for securities tendered in the event of contributions in kind	21 May 2024 Resolution 27	26 months (July 2026)	10% of the share capital, up to a maximum of €3 billion	10% of the share capital	None
Capital increase as consideration for securities tendered in the event of a public exchange offer	21 May 2024 Resolution 28	26 months (July 2026)	10% of the share capital, up to a maximum of €3 billion	10% of the share capital	None

12.3. Authorisations for issues reserved for employees and company officers without pre-emptive subscription rights

	Date of GM and resolution #	Expiry date	Percentage authorised	Percentage authorised for executive company officers	Use during the financial year
Free share award	21 May 2025 Resolution 19	38 months (August 2028)	1.1% (1)	0.055%	None
Capital increase for employees enrolled in a company savings plan	21 May 2025 Resolution 20	26 months (July 2027)	2% (1)		None

(1) This upper limit, calculated on the basis of the share capital at the date of the authorisation, is cumulative for all issues reserved for employees and company officers.

13. Information required by Article L. 22-10-11 of the French Commercial Code relating to public tender or exchange offers

Pursuant to Article L. 22-10-11 of the French Commercial Code, the elements mentioned in this article are detailed below:

1. The Company's ownership structure is presented in Section 2, "Share ownership structure" of this chapter (page 375);
2. There are no restrictions in the Articles of Association:
   - on the exercise of voting rights, it being specified that fully paid-up shares held in registered form for at least two years have double voting rights (Article 29 of the Articles of Association),
   - on the transfer of shares, which are freely tradable, other than as specified by applicable laws or regulations (Article 11 of the Articles of Association);

The Company has not been informed of any clauses of agreements pursuant to Article L. 233-11 of the French Commercial Code other than those set out in Section 6, "Shareholders' agreements" of this chapter (page 378);

3. Any direct or indirect interests in the Company's share capital of which it is aware pursuant to Articles L. 233-7 and L. 233-12 of the French Commercial Code are presented in Section 2, "Share ownership structure" of this chapter (page 375);
4. There are no holders of securities conferring special controlling rights;
5. There is no control mechanism provided under an employee share ownership scheme;
6. Agreements between shareholders of which the Company is aware and which may give rise to restrictions on share transfers and the exercise of voting rights are presented in Sections 2, "Share ownership structure" and 7.2, "Breakdown of voting rights" of this chapter (pages 375 and 379, respectively);
7. The rules applicable to the appointment and replacement of the members of the Board of Directors are set forth in Article 14 of the Articles of Association. The rules relating to the amendment of the Company's Articles of Association are contained within Article 33 of the Articles of Association, which states that "only shareholders voting at an Extraordinary General Meeting shall be authorised to amend any and all provisions of the Articles of Association";
8. The powers of the Board of Directors concerning the issuance and buyback of shares are stated in Article 17 of the Articles of Association: "The Board of Directors shall establish the Company's business policies and ensure they are carried out in accordance with its corporate interest, while taking into account its social and environmental priorities. Subject to the powers expressly conferred by law to shareholders' meetings and within the limits of the corporate purpose, the Board of Directors may consider any matter relating to the proper operation of the Company and shall resolve matters that concern the Company by its decisions.";

In addition, the Board of Directors has delegations granted by the Combined General Meetings of May 21, 2024 (twenty-first to thirtieth resolutions) and May 21, 2025 (eighteenth resolution);

9. Agreements entered into by the Company that might be amended or cease to apply in the event of a change in control of the Company mainly concern the syndicated loan agreement signed on 22 February 2022, the drawn bank credit facility agreement signed on 19 December 2023 and the Euro PP bond issued in July 2019;
10. There are no agreements providing for indemnities payable to members of the Board of Directors or employees if they resign or are dismissed without just cause or if their position is terminated due to a public tender or exchange offer.

14. Monthly share prices and trading volumes on Euronext Paris

(Source: Euronext Paris)

15. Share price performance

		Price (in €)			Trading volumes	
Month	**Number of trading days**	**High**	**Low**	**Average closing price**	**Number of shares traded**	**Capital** *(in millions of euros)*
2025 - 01	22	180.10	158.40	169.36	920,371	155,215
2025 - 02	20	184.00	149.90	174.75	881,252	148,660
2025 - 03	21	183.90	148.80	171.21	1,021,228	174,379
2025 - 04	20	185.00	149.20	170.04	720,954	121,905
2025 - 05	21	197.40	182.30	190.98	511,849	97,686
2025 - 06	21	210.60	186.40	201.31	652,389	131,289
2025 - 07	23	208.00	187.50	199.07	677,365	134,364
2025 - 08	21	188.30	156.60	174.95	692,879	119,460
2025 - 09	22	167.70	153.30	159.41	735,201	117,831
2025 - 10	23	162.20	131.50	140.74	1,304,751	18,469
2025 - 11	20	134.70	123.60	130.08	719,352	9,348
2025 - 12	21	159.20	128.80	146.20	949,008	140,099
2026 - 01	21	160.00	144.90	151.67	707,118	107,440

(Source: Euronext Paris)

16. Dividend per share

Financial year	Number of shares bearing a dividend[1]	Dividend per share
2014	20,062,614	€1.90
2015	20,324,093	€1.70
2016	20,517,903	€2.20
2017	20,516,807	€2.40
2018	20,514,876	€1.85
2019[2]	0	€0
2020	20,539,743	€2.00
2021	20,527,488	€3.20
2022	20,511,261	€4.30
2023	20,364,551	€4.65
2024	19,528,088	€4.65

(1) Total shares (including securities held by English trusts) excluding treasury shares at the dividend payment date
(2) Given the context of the Covid-19 pandemic and in a spirit of responsibility, at its meeting on 9 April 2020, Sopra Steria Group's Board of Directors voted to propose to shareholders at the General Meeting of 9 June 2020 not to distribute a dividend for financial year 2019.

The Board of Directors decides each year on the amount of the dividend to be proposed to the Shareholders General Meeting. The Company has indicated that it plans to distribute around 35% of net profit attributable to the Group each year for the period 2025-2028.

At its meeting of 25 February 2026, the Board of Directors of Sopra Steria Group voted to propose at the General Meeting of the Shareholders to be held on 20 May 2026 that a dividend of €5.30 per share be distributed.

The ex-dividend date will be 2 June 2026. The dividend will be paid as of 4 June 2026.

Dividends not collected before the five-year prescription period expires are paid to the French state.

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1. Memorandum and Articles of Association

The Articles of Association and internal rules and regulations of Sopra Steria Group are available in full on the website: https://www.soprasteria.com/investors/governance

1.1. Board of Directors

ARTICLE 14 (ARTICLES OF ASSOCIATION) – BOARD OF DIRECTORS

The Company is administered by a Board of Directors comprising a minimum of three members and a maximum of eighteen, subject to the exception provided for by law in the event of a merger.

The Directors representing the employees and employee shareholders are not taken into account when determining the minimum and maximum number of Directors.

1. Directors appointed by shareholders at the General Meeting

1.a. General provisions

Directors are appointed, reappointed or dismissed by the shareholders at Ordinary General Meetings.

No one may be appointed a Director if, having exceeded the age of seventy-five years, his/her appointment results in more than one third of Board members exceeding this age. Once this limit is exceeded, the oldest Director is deemed to have resigned from office.

Directors may be natural persons or legal entities, with the exception of the Director representing employee shareholders, who must be a natural person. When a legal entity is appointed as Director, it names a permanent representative who is personally subject to the same conditions, obligations and liabilities as all other Board members, without prejudice to the joint and several liability of the legal entity thus represented.

Each Director must own at least one share in the Company.

1.b. Specific provisions concerning the Director representing employee shareholders

When the legal requirements are met, a Director representing employee shareholders is elected by the Ordinary General Meeting from two candidates nominated by the employee shareholders referred to in Article L. 225-102 of the French Commercial Code.

Both candidates for election as the Director representing employee shareholders are nominated according to the following process:

a) The rules for nominating candidates are approved by the Chairman of the Board of Directors. These rules include provisions relating to the timetable for the various stages in the nomination process, the procedure for identifying and reviewing all preselected candidates, the methods used to nominate the representatives of employee shareholders exercising voting rights attached to shares that they own, in addition to all provisions that may be useful for the smooth execution of the abovementioned process. These rules are brought to the attention of members of the supervisory boards of employee investment funds and, where applicable, employee shareholders exercising directly their voting right, by any means, and notably, without these means of communication being considered exhaustive, by affixing posters and/or using electronic communication, with a view to nominating their candidates;

b) A call for candidates is used to draw up a list of preselected candidates from among those persons meeting the criteria laid down in Articles L. 225-23 and L. 225-102 of the French Commercial Code;

c) Where voting rights attached to shares held by employees are exercised by members of the supervisory boards of employee shareholding investment funds, those supervisory boards may together nominate a candidate. Each supervisory board shall meet to choose its preferred candidate from a list of preselected candidates. Representatives of the Company sitting on the supervisory board are not entitled to vote on this decision. Under the nomination process, each preselected candidate shall be allocated a score equal to the number of shares held by employee shareholding investment funds that voted for him/her. The preselected candidate with the highest score shall be nominated as the candidate;

d) Where voting rights attached to shares held by employees are exercised directly by those employees, the elected or appointed representatives of those employee shareholders may nominate a candidate in accordance with procedures laid down in the rules for candidate nomination. Where a candidate is nominated by appointed representatives, the rules for candidate nomination may stipulate that a voting threshold must be met. In such cases, the required threshold may not exceed 0.05% of the Company's share capital. Each elected or appointed representative of employee shareholders shall choose his or her preferred candidate from a list of preselected candidates. Under the nomination process, each preselected candidate shall be allocated a score equal to the number of shares held by those employees who elected or appointed the representatives that voted for him/her. The preselected candidate with the highest score shall be nominated as the candidate;

e) Members of supervisory boards of employee shareholding investment funds and elected or appointed representatives of employee shareholders may nominate the same candidate. In such cases, that single candidate shall be presented at the General Meeting of Shareholders. The same shall apply if either nomination process should fail to nominate a candidate.

The Director representing employee shareholders shall be elected from among the nominated candidates by the shareholders voting at a General Meeting under the quorum and majority requirements applicable to resolutions submitted at Ordinary General Meetings. The Board of Directors shall present each candidate to the shareholders at the General Meeting by way of a separate resolution and shall, as the case may be, approve the resolution concerning its own preferred candidate.

The candidate receiving the most votes shall be elected as the Director representing employee shareholders provided that he/she has secured at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting. In the event of a tied vote, the candidate who has served longest as an employee of the Company or one of its subsidiaries shall be appointed.

If no candidate secures at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting, two new candidates shall be put forward at the next Ordinary General Meeting.

Should the Director representing employee shareholders cease to be an employee, he/she will automatically be deemed to have stepped down and his/her appointment will terminate immediately. The same applies in the event of the loss of status of shareholder within the meaning of Article L. 225-102 of the French Commercial Code.

The Board of Directors may validly meet and vote in the absence of the Director representing employee shareholders until such time as the latter is appointed at a General Meeting of Shareholders.

The provisions laid down in this article cease to apply if, at the close of a given financial year, the percentage of the share capital held by employees of the Company and any affiliated companies accounts for less than 3% of the total share capital. The term of office in progress will continue for its full duration.

2. Director representing the employees

When the requirements laid down in paragraph I of Article L. 225-27-1 of the French Commercial Code are met, one or two Directors representing the employees sit on the Board of Directors in accordance with the provisions of paragraph II of Article L. 225-27-1 of the French Commercial Code.

The Directors representing the employees on the Company's Board of Directors are appointed as follows:

2.1. The first of them is appointed by the trade union that won the most votes in the first round of the elections – referred to in Articles L. 2122-1 and L. 2122-4 of the French Labour Code – of the Company and its direct and indirect subsidiaries having their registered offices in France;

2.2. The second of them is appointed by the European Works Council.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position.

The Director or Directors representing the employees are not required to hold shares in the Company.

Further to the provisions set out in paragraph 2 of Article L. 225-29 of the French Commercial Code, should the Company body mentioned in these Articles of Association fail to nominate a Director representing the employees, the decisions of the Board of Directors shall still be deemed to be valid.

3. Term of office of Directors

Directors are appointed for a term of office of four years.

In the year of expiry, Directors' terms of office shall expire at the close of the Ordinary General Meeting convened to approve the financial statements for the financial year under review. They may be reappointed immediately.

By exception, upon their first appointment following the modification of the Articles of Association taking effect on 9 June 2020, Directors' terms of office appointed by the General Meeting may be set at 1, 2 or 3 years such that the renewal of directorships is staggered evenly from year to year.

Should one or more seats held by Board members appointed at the General Meeting become vacant between two General Meetings, with the exception of that held by the Director representing employee shareholders, the Board may make temporary appointments, in accordance with the requirements of Article L. 225-24 of the French Commercial Code. A Director appointed to replace another Director performs his/her duties for the remainder of the term of office of the individual previously serving in this position.

When a vacancy for a Director representing the employees arises during their term of office, the Director chosen as an alternate under the arrangements set out in 2.1 and 2.2 performs the duties for the remainder of the term of office of the individual previously serving in this position.

ARTICLE 15 (ARTICLES OF ASSOCIATION) – ORGANISATION OF THE BOARD OF DIRECTORS

The Board of Directors elects from among its members a Chairman, who must be a natural person in order for the appointment to be valid. The Board determines the Chairman's compensation.

The Chairman shall be appointed for a term that may not exceed his/her term of office as Director. The Chairman may be reappointed. The Board may remove the Chairman from office at any time.

No one over the age of ninety-five may be appointed Chairman. If the Chairman in office exceeds this age, he/she shall automatically be deemed to have resigned.

The Board may appoint one or two Vice-Chairmen from among the Directors.

It can also appoint a secretary who need not be a Director or shareholder.

In the event of the Chairman's absence, Board meetings shall be chaired by any person specifically delegated for this purpose by the Chairman. In the absence of this individual, the Board meeting shall be chaired by one of the Vice-Chairmen.

ARTICLE 16 (ARTICLES OF ASSOCIATION) – DECISIONS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet as often as required by the Company's interests, pursuant to a notice of meeting given by its Chairman. The Chief Executive Officer or, if the Board has not met for at least two months, at least one third of the Directors, may request the Chairman to convene a Board of Directors' meeting to deliberate on a specific agenda. The Chairman shall be required to comply with such request.

Notices of meetings may be issued by any means, including orally, in principle at least twenty-four hours in advance.

Meetings shall be held at the registered office or at any other place specified in the notice of meeting.

In exceptional cases, the Board of Directors may adopt, by means of a written consultation, certain decisions provided for by the regulations in force.

The Board can only validly conduct business in the presence of at least half the Directors. Decisions shall be adopted by a majority vote of the members present or represented.

In the event of a tie, the Chairman of the Board of Directors shall have the casting vote. If the Chairman of the Board of Directors is not present, the meeting Chairman shall have no casting vote in the event of a tie.

An attendance sheet is signed by the Directors taking part in the Board meeting, either in person or by proxy.

Internal rules and regulations shall be defined for the Board of Directors.

These internal rules and regulations may include a provision whereby Directors who participate in the Board meeting by videoconference or any other means of telecommunication that enables them to be identified and effectively participate, as required by law, shall be considered to be present for the purpose of calculating the quorum and majority.

The decisions of the Board of Directors shall be recorded in minutes prepared in accordance with legal provisions in force and signed by the Chairman of the meeting and at least one Director. If the Chairman of the meeting is unable to act, the minutes shall be signed by at least two Directors.

Copies or extracts of these minutes shall be certified by the Chairman of the Board of Directors, the Chief Executive Officer, a Director temporarily appointed to act as Chairman or an agent authorised for such purpose.

ARTICLE 17 (ARTICLES OF ASSOCIATION) – POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall establish the Company's business policies and ensure they are carried out in accordance with its corporate interest, while taking into account its social and environmental priorities. Subject to the powers expressly conferred by law to shareholders' meetings and within the limits of the corporate purpose, the Board of Directors may consider any matter relating to the proper operation of the Company and shall resolve matters that concern the Company by its decisions.

In its dealings with third parties, the Company is bound even by the actions of the Board of Directors falling outside the scope of the corporate purpose, unless it can prove that the third party knew that such action exceeded the corporate purpose or that it could not ignore it in the circumstances, it being excluded that publication of the Articles of Association alone constitutes such proof.

The Board of Directors shall carry out all controls and verifications it deems necessary. Each Director is entitled to be provided with all documents and information necessary for the performance of his/her duties.

The Board may grant all agents of its choice all delegations of powers, within the limits of the powers it holds pursuant to law and these Articles of Association.

The Board may create committees charged with studying matters that the Board or the Chairman submits for their opinion and review. It determines the composition and remit of the committees, which operate under its responsibility.

Under a delegation of powers granted at an Extraordinary General Meeting, the Board of Directors may amend the Company's Articles of Association to ensure compliance with legal and regulatory requirements, subject to ratification at the following Extraordinary General Meeting.

ARTICLE 18 (ARTICLES OF ASSOCIATION) – POWERS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of the Board of Directors organises and directs the work of the Board of Directors, on which he/she reports to the General Meeting. He/she ensures the smooth running of the Company's management bodies and, in particular, that the Directors are able to carry out their duties.

ARTICLE 2 (INTERNAL RULES AND REGULATIONS OF THE BOARD OF DIRECTORS) – ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

A. Organisation and steering of the work of the Board of Directors

The Chairman of the Board of Directors organises and directs the work of the Board of Directors.

He/she sets the schedule and agenda for meetings of the Board of Directors.

In the absence of the Chairman of the Board of Directors:

- Board meetings are chaired by the individual delegated for this purpose by the Chairman of the Board of Directors. In the absence of this individual, the Board meeting is chaired by one of the two Vice-Chairmen;
- the meeting Chairman does not have a casting vote in the event of a tie.

B. Operating procedures of the Company, governance and control of Executive Management

The Chairman of the Board of Directors ensures the proper functioning of the Board of Directors and its committees, the relations of these bodies with Executive Management and the implementation of best practices in corporate governance.

The Chairman of the Board of Directors ensures that the Group's values are upheld.

He/she makes sure that Directors are able to carry out their duties, and that they have adequate information.

The Chairman of the Board of Directors ensures open lines of communication at all times between the Board of Directors and Executive Management. As such, the Chairman also keeps abreast of, and must be informed of, the Group's circumstances and any decisions being considered whenever they are likely to have a significant impact on the conduct of business activities. To this end, the Chairman is kept informed of developments throughout the preparation of planned operations that are subject to prior approval by the Board of Directors and may offer comments on such plans.

He/she may draw on the expertise of the Board committees and their chairmen and has unrestricted access to Executive Management and functional and operational departments.

C. Relations with shareholders

The Chairman reports to the shareholders on the composition and the manner in which the work of the Board of Directors is prepared and organised, as well as on the internal control and risk management procedures put in place by the Group.

The Chairman presides over General Meetings.

Together with the Chief Executive Officer, he/she supervises the Company's relations with major shareholders.

D. Support for Executive Management

In agreement with the Chief Executive Officer, the Chairman of the Board of Directors may take part in actions to address any matters of interest to the Company or the Group, notably those relating to business activities, strategic decisions or projects (in particular involving investments or divestments), partnership agreements and relations with employee representative bodies, risks and financial disclosures.

In agreement with the Chief Executive Officer, he/she may also take part in any meetings.

E. Representation of the Company and the Group

The Chairman of the Board of Directors represents the Board in its relations with third parties, apart from exceptional circumstances or in the case of specific assignments conferred upon individual Directors. In coordination with the Chief Executive Officer, the Chairman of the Board of Directors makes every effort to promote the values and image of the Group in all circumstances. In agreement with the Chief Executive Officer, the Chairman of the Board of Directors may represent the Group in its high-level relations, particularly with major partners or clients and government authorities, on the domestic and international fronts, and in terms of both internal and external communications.

Conditions for the exercise of the Chairman of the Board of Directors' prerogative powers

The duties assumed by the Chairman of the Board of Directors require the Chairman to devote his/her time to the Company. The initiatives undertaken and the actions carried out by the Chairman in the performance of his/her duties are taken into consideration by the Board of Directors in determining the Chairman's compensation.

The Chairman of the Board of Directors fulfils his/her responsibilities in recognition of those assumed by the Chief Executive Officer and the Board of Directors.

ARTICLE 20 (ARTICLES OF ASSOCIATION) – COMPENSATION OF CORPORATE OFFICERS AND DIRECTORS

1. The shareholders at a General Meeting may grant the Directors an annual fixed compensation, the amount of which shall be booked as operating expenses. Such amount shall be maintained until a new decision is adopted. The Board of Directors shall determine the allocation thereof among the Directors, in accordance with applicable laws.
2. The Board of Directors determines the compensation of the Chairman of the Board of Directors, the Chief Executive Officer and any Deputy Chief Executive Officers, in accordance with applicable laws.
3. The Board of Directors may also grant exceptional compensation for missions or assignments entrusted to Directors, in accordance with applicable laws. Directors shall not receive any compensation from the Company, whether permanent or otherwise, other than the remuneration specified in the preceding paragraphs, unless they have entered into an employment contract with the Company, in accordance with applicable laws.

ARTICLE 21 (ARTICLES OF ASSOCIATION) – MULTIPLE OFFICES

An individual shall not simultaneously hold more than five offices as a Director or a member of the Supervisory Board of sociétés anonymes that have their registered offices in France.

By exception to the foregoing provisions and for the purposes of applying this article, offices held by a person as a Director or member of the Supervisory Board of a company that is controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the company in which that person is a Director shall not be taken into account for these purposes.

Pursuant to the above provisions, the positions of Directors of companies whose shares are not traded on a regulated market or are controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the same company only count as one position, provided the number of such positions held does not exceed five.

An individual may not simultaneously hold more than one position as Chief Executive Officer, member of a management board or sole executive officer of sociétés anonymes that have their registered offices in France. In derogation of the foregoing, a second position as Chief Executive Officer, member of a management board or sole executive officer may be held in a company that is controlled, within the meaning of Article L. 233-16 of the French Commercial Code, by the company of which he/she is Chief Executive Officer. Another position as Chief Executive Officer, member of a management board or sole executive officer may be held in a company if the shares of neither of these two companies are admitted to trading on a regulated market.

Without prejudice to the conditions above or to other legal requirements, an individual shall not simultaneously hold more than five offices as a Chief Executive Officer, member of a management board, sole executive officer, Director or member of the Supervisory Board of sociétés anonymes having their registered offices in France. For the purposes of this article, where a Director acts as Chief Executive Officer, this shall count as a single office.

This number shall be reduced to three for offices held within companies, even where registered outside France, whose shares are traded on a regulated market for persons acting as Chief Executive Officer, member of a management board or sole executive officer in a company whose shares are traded on a regulated market and which employs at least 5,000 permanent employees in the company and its direct or indirect subsidiaries, and whose registered offices are located in France, or at least 10,000 employees in the company and its direct or indirect subsidiaries, and whose registered offices are located in France and elsewhere.

For the purposes of applying this latter limit, positions as Director or member of the Supervisory Board held by the Chief Executive Officer, member of a management board or sole executive officer of companies whose main business is the acquisition and management of investment holdings, within the meaning of Article L. 233-2 of the French Commercial Code, shall be disregarded for these purposes.

Any individual in breach of the provisions concerning multiple offices shall resign one of the positions within three months of his/her appointment or, in the event of a derogation, from the position at issue within three months of the event that causes the person to cease complying with the conditions set by law. On expiry of the three-month period, the person is automatically dismissed and must return the compensation received, although the validity of the deliberations in which he/she took part is not called into question.

1.2. Executive Management

ARTICLE 19 (ARTICLES OF ASSOCIATION) – EXECUTIVE MANAGEMENT

1. Operating procedures

Responsibility for the Executive Management of the Company is assumed by either the Chairman of the Board of Directors or by another natural person appointed by the Board of Directors and holding the title of Chief Executive Officer.

The Board of Directors chooses one or other of the aforementioned methods of executive management.

The decision of the Board of Directors relating to the choice of management method is taken on the basis of a majority of Directors present or represented. Shareholders and third parties are informed of this choice in the conditions provided for by the regulations in force.

The choice made by the Board of Directors applies for an unlimited period.

2. Executive Management

The Chief Executive Officer is a natural person who may or may not be a Director.

The term of office of the Chief Executive Officer is determined by the Board of Directors at the time of his/her appointment. However, if the Chief Executive Officer is also a Director, his/her term of office as Chief Executive Officer may not exceed that as Director.

No one over the age of seventy-seven may be appointed as Chief Executive Officer. Once the Chief Executive Officer has reached this age limit, he/she is deemed to have resigned from office.

The Chief Executive Officer may be dismissed at any time by the Board of Directors. In the event of unfair dismissal, the Chief Executive Officer may be entitled to damages, except when he/she also serves as Chairman of the Board of Directors.

The Chief Executive Officer shall have the broadest possible powers to act in all circumstances in the name of the Company. He/she exercises his/her powers within the limits of the corporate purpose and subject to those expressly granted to shareholders' meetings and the Board of Directors by the law.

He/she represents the Company in its dealings with third parties. The Company is bound even by the actions of the Chief Executive Officer falling outside the scope of the corporate purpose, unless it can prove that the third party knew that such action exceeded the corporate purpose or that it could not ignore it in the circumstances, it being excluded that publication of the Articles of Association alone constitutes such proof.

3. Deputy Chief Executive Officers

On the recommendation of the Chief Executive Officer, whether this position is held by the same person serving as Chairman of the Board of Directors or by another person, the Board may appoint one or more natural persons to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The Board of Directors may appoint as many as five Deputy Chief Executive Officers, who may or may not be selected from among its members.

The age limit is set at sixty-five years. Once a Deputy Chief Executive Officer has reached this age limit, he/she is deemed to have resigned from office.

Deputy Chief Executive Officers may be dismissed at any time by the Board of Directors on the recommendation of the Chief Executive Officer. In the event of unfair dismissal, Deputy Chief Executive Officers may be entitled to damages.

When the Chief Executive Officer ceases to carry out or is prevented from carrying out his/her duties, the Deputy Chief Executive Officers retain their duties and remits until the appointment of a new Chief Executive Officer, unless decided otherwise by the Board of Directors.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers conferred on the Deputy Chief Executive Officers. In their dealings with third parties, the Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.

ARTICLE 3 (INTERNAL RULES AND REGULATIONS OF THE BOARD OF DIRECTORS) – ROLE OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer, who may be assisted by one or more Deputy Chief Executive Officers, has authority over the entire Group, directing all its activities. He/she is involved in formulating strategy within the framework mapped out by the Chairman. He/she then has responsibility for implementing it once it has been approved by the Board of Directors.

The Chief Executive Officer is vested with the broadest powers to act in all circumstances on behalf of the Company. He/she represents the Company in its dealings with third parties. He/she chairs the Group's Executive Committee.

The Chief Executive Officer exercises his/her powers within the limits of the corporate purpose, all applicable laws, the Articles of Association, the decision of the Board of Directors relating to his/her appointment and these internal rules and regulations.

The Chief Executive Officer is also responsible for providing the Board of Directors and all its committees with any information they may require and for implementing all decisions taken by the Board.

Conditions for the exercise of the Chief Executive Officer's prerogative powers

The Chief Executive Officer works closely with the Chairman of the Board of Directors to ensure open lines of communication at all times between the Board of Directors and Executive Management. He/she also keeps the Chairman informed of the Group's circumstances and any decisions being considered whenever they are likely to have a significant impact on the conduct of business activities.

The types of decisions identified in this section require the prior authorisation of the Board of Directors, or of the Chairman whenever the Board delegates its powers to him/her in this respect, under the conditions defined by the Board. The Chairman must report to the Board of Directors on any authorisations given by him/her in connection with these delegations. These decisions are prepared and discussed in advance by the Chief Executive Officer and the Chairman of the Board of Directors.

Under the aforementioned conditions, the decisions requiring prior approval by the Board of Directors are those that are highly strategic in nature or that are likely to have a significant impact on the financial position or commitments of the Company or any of its subsidiaries, and in particular decisions falling into two main categories, as listed below:

- decisions relating to strategy implementation:
  - adaptation of the Group's business model,
  - the acquisition or disposal of companies or businesses, for transactions in amounts greater than €10 million,
  - any investment or divestment decision in an amount greater than €10 million,
  - entering into strategic alliances;
- decisions relating to organisational matters:
  - the appointment or dismissal of any member of the management team (Executive Committee members) with authority delegated to the Chairman by the Board of Directors,
  - any significant change in the organisation or internal operating procedures, with authority delegated to the Chairman by the Board of Directors.

1.3. General Meetings

ARTICLE 25 (ARTICLES OF ASSOCIATION) – GENERAL MEETINGS

General Meetings are convened and held under the conditions laid down by the law.

The decisions collectively made by the shareholders shall be taken in General Meetings characterised either as Ordinary General Meetings, Extraordinary General Meetings or Special General Meetings depending on the nature of the decision to be taken.

Special General Meetings are called for the holders of shares of a given category to decide upon any changes to the rights attached to shares in this category.

The decisions taken by General Meetings are binding for all the shareholders, including absentee and dissenting shareholders and those lacking legal capacity.

ARTICLE 26 (ARTICLES OF ASSOCIATION) – VENUE AND PROCEDURE FOR CONVENING GENERAL MEETINGS

General Meetings shall be convened by the Board of Directors. Failing this, they may also be convened by the Statutory Auditors or by a court-appointed agent, in accordance with the law.

Meetings shall be held at the registered office or at any other location specified in the notice of meeting.

General Meetings shall be convened by means of a notice published either in a journal authorised to publish legal announcements in the area where the registered office is located, or in the Bulletin des Annonces Légales Obligatoires (BALO, the French journal of official legal announcements), at least fifteen days before the General Meeting.

However, if all the shares are held in registered form, these announcements are not mandatory, and the General Meeting may be convened by giving notice to each shareholder by registered letter, at the Company's expense.

At least thirty-five days before each shareholders' meeting, the Company shall publish in the BALO the notice required by Article R. 225-73 of the French Commercial Code.

Shareholders who have held registered shares for at least one month prior to the date on which the notice of meeting is published shall be given notice of all shareholders' meetings by ordinary mail.

However, as provided by regulations, they may give the Company a written authorisation to send these notifications by electronic mail instead of by letter. Shareholders shall provide the Company with their email address for this purpose. Shareholders may also at any time request, by registered letter with proof of receipt, that postal delivery be used instead of electronic transmission.

Shareholders may also ask to be notified of any General Meeting by registered letter if they have forwarded to the Company the amount necessary to cover the cost of sending such a letter.

In the event that the General Meeting is unable to deliberate because the required quorum is not present, a second meeting and, where applicable, a deferred second meeting, shall be convened at least ten days in advance in the same manner as the first meeting.

The notice and the letters inviting the shareholders to this second General Meeting shall feature the date and agenda of the first General Meeting. If the date of a General Meeting is postponed by court order, the court may set a different time period.

The notice and letters convening the Meeting must contain all the information required by law.

ARTICLE 27 (ARTICLES OF ASSOCIATION) – AGENDA

The agenda for the General Meeting is decided by the person(s) convening the Meeting.

One or more shareholders representing at least the portion of share capital required by law and acting in accordance with legal requirements and time periods, may request that specific items of business or draft resolutions be added to the General Meeting's agenda.

The Works Council may also request the inclusion of proposed resolutions in the agenda.

Items of business not appearing on the agenda may not be considered at the General Meeting. However, the General Meeting can in all circumstances dismiss and replace one or more Directors.

ARTICLE 28 (ARTICLES OF ASSOCIATION) – ACCESS TO GENERAL MEETINGS – POWERS – COMPOSITION

The General Meeting shall be composed of all shareholders, regardless of the number of shares they hold, who attend the Meeting either in person or by proxy.

All shareholders have the right to participate in General Meetings provided they furnish proof, in accordance with legal and regulatory requirements, that their shares are registered on accounts in their names or on their behalf in the name of their registered intermediary, or on the registered share accounts kept by the Company, or on the bearer share accounts kept by an authorised intermediary.

Any shareholder may be represented by his/her spouse, the partner with whom he/she has entered into a *pacte civil de solidarité* (PACS, the French civil union contract), another shareholder or any other private individual or legal entity of his/her choice; the proxy must provide proof of authorisation to represent the shareholder. If a shareholder does not name a proxy holder in a proxy form submitted, the Chairman of the General Meeting shall vote in favour of proposed resolutions submitted for approval by the Board of Directors, and against any other proposed resolutions. For any other vote, the shareholder shall choose a proxy holder who agrees to vote as directed by the shareholder.

The legal representatives of legally incapable shareholders and the persons representing legal entities that hold shares in the Company may attend General Meetings whether they are shareholders or not.

If so decided by the Board of Directors when convening the Meeting, shareholders may also participate in said Meeting by videoconference or any other means of telecommunication or electronic transmission, including the Internet, under the conditions provided for by the regulations applicable at the time of the use thereof.

Shareholders who participate in a General Meeting by videoconference or other means of telecommunication that enables them to be identified in a manner and in accordance with procedures in compliance with regulatory provisions shall be deemed present for the purposes of calculating the quorum and majority.

All shareholders may be represented by another person at General Meetings or vote remotely by filling in a form addressed to the Company, as provided for by law and regulations, either on paper or electronically, depending on the procedure adopted by the Board of Directors and stipulated in the notice of meeting and/or convening notice.

Two Works Council members, appointed by the Works Council as laid down by law, may attend General Meetings. At their request, they shall be heard during deliberations on all matters requiring a unanimous vote of the shareholders.

ARTICLE 29 (ARTICLES OF ASSOCIATION) – VOTING RIGHTS

The voting right attached to capital shares or dividend shares shall be proportional to the portion of the capital they represent. With the same par value, each share shall entitle the holder to the same number of votes, with a minimum of one vote.

However, double voting rights are allocated to all fully paid-up shares that are proved to have been registered in the name of the same holder for at least two years up to that time. In the event of a capital increase by capitalisation of reserves, earnings or issue premiums, double voting rights shall be allocated upon issuance to registered shares freely granted to a shareholder in proportion to existing shares for which this shareholder was entitled to benefit from this right.

ARTICLE 30 (ARTICLES OF ASSOCIATION) – RIGHTS TO SHAREHOLDER INFORMATION – DISCLOSURE OBLIGATIONS

All shareholders are entitled to obtain the documents necessary to enable them to make informed decisions regarding the management and operations of the Company.

The documentation required and the conditions under which it is sent or made available to shareholders is established by law and in regulations.

Any shareholder whose equity stake exceeds the thresholds of 3% or 4% of the share capital shall inform the Company in the same manner and based on the same methods of calculation as required by law for higher equity stakes.

ARTICLE 31 (ARTICLES OF ASSOCIATION) – ATTENDANCE SHEET – OFFICERS – MINUTES

An attendance sheet showing the details and signatures required by law is drawn up for each General Meeting.

General Meetings shall be chaired by the Chairman of the Board of Directors or, in the Chairman's absence, by a Vice-Chairman or by a Director specifically delegated for this purpose by the Board. Failing this, the Meeting shall elect its own Chairman.

The duties of vote-teller shall be performed by the two shareholders, present and accepting such duties, who hold the largest number of shares, either on their own behalf or as proxy holders.

The officers of the Meeting thus appointed shall designate a secretary, who is not required to be a shareholder.

The minutes are drawn up and copies or extracts of these minutes are delivered and certified in accordance with the law.

ARTICLE 32 (ARTICLES OF ASSOCIATION) – ORDINARY GENERAL MEETINGS

An Ordinary General Meeting is a meeting called to take decisions that exceed the powers of the Board of Directors and that do not amend the Articles of Association.

This type of General Meeting shall be held at least once a year, within the time period required by law and regulations, to approve the financial statements for the financial year under review.

It is only able to validly conduct business, when convened for the first time, if the shareholders attending the Meeting, represented by proxy or having voted remotely represent at least one fifth of the total voting rights. No quorum is required when Ordinary General Meetings are convened for the second time.

Decisions shall be taken by a majority of the votes submitted by shareholders present, represented or voting remotely.

ARTICLE 33 (ARTICLES OF ASSOCIATION) – EXTRAORDINARY GENERAL MEETINGS

The Extraordinary General Meeting alone shall be authorised to amend the Articles of Association. However, it may not increase shareholders' commitments, except in the case of transactions resulting from a duly completed reverse stock split.

It is only able to validly conduct business, when convened for the first time, if the shareholders attending the Meeting or represented by proxy or having voted remotely represent at least one quarter of the total voting rights, and one fifth of the total voting rights when convened for the second time. If this latter quorum is not attained, the second meeting may be postponed to a date no later than two months after the date for which the second meeting was originally convened. For this postponed meeting, a quorum of one-fifth of the shares with voting rights shall also be required.

Decisions shall be taken by a two-thirds majority of the votes submitted by shareholders present, represented or voting remotely, unless a statutory exception applies.

ARTICLE 34 (ARTICLES OF ASSOCIATION) – SPECIAL GENERAL MEETINGS

When there are several categories of shares, no changes may be made to the rights of a given category of shares unless approved by an Extraordinary General Meeting open to all shareholders and also by a Special General Meeting of the holders of the category of shares in question.

Special General Meetings are only able to validly conduct business, when convened for the first time, if the shareholders attending the Meeting or represented by proxy or having voted remotely represent at least one third of the total voting rights, and one fifth of the total voting rights when convened for the second time.

In all other respects, Special General Meetings are convened and conduct business in the same way as Extraordinary General Meetings.

ARTICLE 35 (ARTICLES OF ASSOCIATION) – ISSUE OF BONDS

In the event of the issuance of bonds, the holders of these bonds are considered as a group represented by one or more representatives, in accordance with legal requirements, for the defence of their shared interests.

2. Person responsible for the Universal Registration Document and information on the auditing of the Company's financial statements

2.1. Person responsible for the Universal Registration Document

Name and position of the person responsible for the Universal Registration Document

Rajesh Krishnamurthy, Chief Executive Officer.

2.2. Information relating to the Statutory Auditors

Principal Statutory Auditors

- **Nexia S&A** – 31 rue Henri-Rochefort, 75017 Paris (France).

Represented by Sandrine Gimat. Appointment expiring at the General Meeting convened to approve the 2027 financial statements.

First appointed: 2005.

- **KPMG SAS** – 2 avenue Gambetta, 92066 Paris La Défense Cedex (France).

Represented by Xavier Niffle and Eric Lefebvre. Appointment expiring at the General Meeting convened to approve the 2029 financial statements.

First appointed: 2024.

2.3. Information relating to the Sustainability Auditors

Joint Sustainability Auditor

- **Nexia S&A** – 31 rue Henri-Rochefort, 75017 Paris (France).

Represented by Sandrine Gimat. Appointment expiring at the General Meeting convened to approve the 2026 financial statements.

First appointed: 2024.

- **Cabinet de Saint Front** – 3 rue Brindejonc des Moulinais, 31500 Toulouse (France).

Represented by Pauline de Saint Front. Appointment expiring at the General Meeting convened to approve the 2026 financial statements.

First appointed: 2024.

3. Provisional reporting timetable

Publication date	Event	Meeting date
Thursday, 26 February 2026 before market open	Revenue and earnings for FY 2025	26 February 2026
Wednesday, 29 April 2026 before market open	Revenue for Q1 2026	29 April 2026
Wednesday, 20 May 2026 at 2:30 p.m.	Annual General Meeting of Shareholders	20 May 2026
Wednesday, 29 July 2026 before market open	Revenue and earnings for H1 2026	29 July 2026
Thursday, 29 October 2026 before market open	Revenue for Q3 2026	29 October 2026

The full-year and half-year results are published in press releases and are presented at meetings, which are also made available as bilingual webcasts in French and English. Revenue for Q1 and Q3 is published in press releases and presented on bilingual (French and English) conference calls.

4. Regulatory disclosures in 2025

4.1. Press releases for ongoing disclosure obligation

Document title	Publication date	Publication time
Proposed acquisition of Starion and Nexova, European specialists in space systems engineering and cybersecurity	17/12/2025	5:45 p.m.
Appointment of Rajesh Krishnamurthy as Chief Executive Officer	12/12/2025	7:00 a.m.
Completion of Neocase acquisition	01/12/2025	5:45 p.m.
Revenue for Q3 2025	29/10/2025	7:00 a.m.
Financial calendar for 2026	17/10/2025	7:00 a.m.
Announcement regarding Sopra Steria's governance	08/10/2025	6:00 p.m.
Proposed acquisition of Neocase, an innovative digital HR solutions firm	24/09/2025	5:45 p.m.
Publication of the 2025 Half-Year Financial Report	28/07/2025	7:00 a.m.
Earnings for H1 2025	25/07/2025	7:00 a.m.
Completion of Aurexia acquisition	02/05/2025	7:00 a.m.
Revenue for Q1 2025	30/04/2025	7:00 a.m.
SSCL secures £300m plus contract extension to deliver critical business services to the UK government for further three years	25/04/2025	
End of the €150m share buyback programme announced in October 2024	29/01/2025	7:00 a.m.

4.2. Universal Registration Document (formerly known as the Registration Document) including the Annual Financial Report and updates

Document title	Publication date	Publication time
2024 Universal Registration Document	14/03/2025	5:45 p.m.

4.3. Interim Financial Report

Document title	Publication date	Publication time
2025 Half-Year Financial Report	28/07/2025	5:45 p.m.

4.4. Quarterly financial reporting

Document title	Publication date	Publication time
Revenue for Q3 2025	29/10/2025	7:00 a.m.
Revenue for Q1 2025	30/04/2025	7:00 a.m.

4.5. Monthly disclosures of total voting rights and shares

Document title	Publication date	Publication time
12 monthly disclosure forms		5:45 p.m.
Filing of the total number of voting rights and shares making up the share capital at 17 March 2025	21/03/2025	5:45 p.m.

4.6. Descriptions of share buyback programmes and reports on the liquidity agreement

Liquidity agreement

Document title	Publication date	Publication time
Half-yearly report on the liquidity agreement with ODDO BHF SCA	02/07/2025	5:45 p.m.
Half-yearly report on the liquidity agreement with ODDO BHF SCA	09/01/2025	5:45 p.m.

Weekly disclosures of treasury share transactions

Document title	Publication date	Publication time
Weekly disclosure of treasury share transactions for the period from 17 to 21 November 2025	24/11/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 10 to 14 November 2025	17/11/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 3 to 7 November 2025	10/11/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 27 to 31 October 2025	03/11/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 6 to 10 October 2025	13/10/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 1 to 5 September 2025	08/09/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 25 to 29 August 2025	01/09/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 30 June to 4 July 2025	07/07/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 7 to 11 April 2025	14/04/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 31 March to 4 April 2025	07/04/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 10 to 14 March 2025	17/03/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 3 to 7 March 2025	10/03/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 24 to 28 February 2025	03/03/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 27 to 31 January 2025	03/02/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 20 to 24 January 2025	27/01/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 13 to 17 January 2025	20/01/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 6 to 10 January 2025	13/01/2025	5:45 p.m.
Weekly disclosure of treasury share transactions for the period from 30 December 2024 to 3 January 2025	06/01/2025	5:45 p.m.

4.7. Reports on the manner in which the work of the Board of Directors is prepared and organised, and on internal control procedures

Document title	Publication date	Publication time
Included in the 2024 Universal Registration Document	14/03/2025	5:45 p.m.

4.8. Fees paid to the Statutory Auditors

Document title	Publication date	Publication time
Included in the 2024 Universal Registration Document	14/03/2025	5:45 p.m.

4.9. Press releases on the availability of information related to shareholders' meetings

Document title	Publication date	Publication time
Combined General Meeting of 21 May 2025 – Documents and preparatory information available	17/04/2025	5:45 p.m.

4.10. Press releases on the availability of prospectuses

Document title	Publication date	Publication time
Sopra Steria Group: Publication of the 2025 Half-Year Financial Report	28/07/2025	5:45 p.m.
Press release announcing the publication of the 2024 Universal Registration Document / Annual Financial Report	14/03/2025	5:45 p.m.

5. Additional information about resolutions passed with a majority of less than 80% at the General Meeting of 21 May 2025

Resolution	Ordinary General Meeting	For		Against		Abstain
		Votes	%	Votes	%	Votes
2	Granting of final discharge to the Board of Directors	17,261,477	78.73%	4,664,046	21.27%	56,947

The Board of Directors notes the position of the shareholders who voted againts the final discharge, as recommended by the proxy advisory firm ISS, due to their disagreement with the existence of double voting rights. Double voting rights are granted to shareholders who continuously hold registered shares for at least two years. In some cases, the granting of double voting rights leads to a significant difference between the proportion of share capital and the proportion of voting rights held.

Double voting rights as provided for in French law are quite different from multiple voting rights:

- They are available to any shareholder and do not entail discrimination;
- Since they are attached to ordinary shares and are lost when shares are sold, they do not affect the value of shares.

Double voting rights are intended to benefit shareholders who back the Company over the long term. Their existence is, by nature, likely to increase support for decisions that foster sustainable performance in the interests of the Company. They reflect the importance placed on the opinions of shareholders who will bear the long-term consequences of decisions.

Although some institutional investors have benefited from double voting rights in the past, most such rights are now held by engaged shareholders whose assets are substantially or exclusively invested in Sopra Steria Group shares (Sopra GMT, the Sopra Steria Actions company mutual fund [FCPE], employees and former employees of Sopra Steria Group). The Board of Directors believes that the stability of this shareholder base supports the profitable growth trajectory pursued by the Group ever since it was first listed on the stock market.

However, in light of the outcome of the vote on the granting of final discharge, the Board of Directors performed two tests based on the assumption that all holders of double voting rights were present at the General Meeting and voted in favour of granting final discharge.

- First, the number of shares with double voting rights was deducted from the vote in favour of the resolution. Once this had been done, the number of votes in favour still equated to 72% of all votes cast;
- Further analysis was then carried out to establish what the outcome would have been if only holders of shares with single voting rights had voted. This analysis showed that the number of votes in favour of granting final discharge would still have outweighed the number of votes against, with a 55% majority of votes in favour.

In conclusion, the Board of Directors notes that there are reservations about double voting rights within the shareholder base and undertakes to periodically propose a resolution similar to the one passed in 2025 to verify that this remains a minority position.

6. Documents available to the public

The legal documents relating to the Company – in particular its Articles of Association, financial statements and reports presented to shareholders at its General Meetings by the Board of Directors and the Statutory Auditors – may be requested from the Communications Department at 6 Avenue Kléber, 75116 Paris, France. All published financial information is available on the Group's website: https://www.soprasteria.com.

INFORMATION INCLUDED BY REFERENCE

In accordance with Article 19 of Regulation (EU) 2017/1129, the following information is included by reference in this Universal Registration Document:

1. Relating to financial year 2024:

- the Management Report, included in the Universal Registration Document filed on 14 March 2025 under number D.25-0097, is detailed in the cross-reference table (pages 414 to 415) – "Information regarding the Management Report";
- the consolidated financial statements and the Statutory Auditors' report on those financial statements, included in the Universal Registration Document filed on 14 March 2025 under number D.25-0097 (pages 261 to 323 and 324 to 327, respectively);
- the parent company financial statements of Sopra Steria and the Statutory Auditors' report on those financial statements, included in the Universal Registration Document filed on 14 March 2025 under number D.25-0097 (pages 329 to 357 and 358 to 361, respectively);
- the Statutory Auditors' special report on related-party agreements and commitments, included in the Universal Registration Document filed on 14 March 2025 under number D.25-0097 (pages 362 to 364).

2. Relating to financial year 2023:

- the Management Report, included in the Universal Registration Document filed on 15 March 2024 under number D.24-0121, is detailed in the cross-reference table (pages 372 to 373) – "Information regarding the Management Report";
- the consolidated financial statements and the Statutory Auditors' report on those financial statements, included in the Universal Registration Document filed on 15 March 2024 under number D.24-0121 (pages 211 to 277 and 278 to 282, respectively);
- the parent company financial statements of Sopra Steria and the Statutory Auditors' report on those financial statements, included in the Universal Registration Document filed on 15 March 2024 under number D.24-0121 (pages 283 to 310 and 311 to 314, respectively);
- the Statutory Auditors' special report on related-party agreements and commitments, included in the Universal Registration Document filed on 15 March 2024 under number D.24-0121 (pages 315 to 316).

9. General Meeting

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1. Agenda

On the date that this Universal Registration Document is filed, the shareholders of Sopra Steria Group are invited to attend the Combined General Meeting to be held on Wednesday, 20 May 2026, at 2:30 p.m., at Pavillon Dauphine, Place du Maréchal de Lattre de Tassigny, 75116 Paris (France), to vote on the following agenda.

1.1. Requiring the approval of the Ordinary General Meeting

1) Approval of the parent company financial statements for financial year 2025;

2) Approval of the consolidated financial statements for financial year 2025;

3) Appropriation of earnings for financial year 2025 and setting of the dividend;

4) Approval of disclosures relating to the compensation of company officers mentioned in Section I of Article L. 22-10-9 of the French Commercial Code, in accordance with Section I of Article L. 22-10-34 of the French Commercial Code;

5) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2025 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors;

6) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2025 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer (from 1 January to 8 October 2025);

7) Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2025 or allotted in respect of that period to Xavier Pecquet, Chief Executive Officer (from 8 October to 31 December 2025);

8) Approval of the compensation policy for the Chairman of the Board of Directors;

9) Approval of the compensation policy for the Chief Executive Officer;

10) Approval of the compensation policy for Directors for their service;

11) Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000;

12) Reappointment of Pascal Daloz as a Director for a term of office of four years;

13) Reappointment of Noëlle Lenoir as a Director for a term of office of four years;

14) Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital;

1.2. Requiring the approval of the Extraordinary General Meeting

15) Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly;

16) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, with pre-emptive subscription rights for existing shareholders, subject to an upper limit of 50% of the share capital;

17) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the share capital, or 10% of the share capital where no priority is granted;

18) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the share capital per year;

19) Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the share capital per year, in connection with a capital increase without pre-emptive subscription rights;

20) Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive subscription rights for existing shareholders, the number of ordinary shares and/or other securities giving access to the share capital to be issued, subject to an upper limit of 15% of the amount of the initial issue;

21) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the share capital;

22) Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for shares tendered to a public exchange offer, subject to an upper limit of 10% of the share capital;

23) Delegation of authority to be granted to the Board of Directors to increase the share capital through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalisation;

24) Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and/or affiliated companies, subject to an upper limit of 1.2% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right;

25) Delegation of authority to be granted to the Board of Directors to increase the share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by an affiliated company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital;

26) Amendment to Article 14 of the Articles of Association concerning the consideration of gender parity in the appointment of Directors representing employee shareholders;

27) Amendment to Article 16 of the Articles of Association concerning the option for the Board of Directors to vote in writing or electronically (written consultation) for certain decisions;

1.3. Requiring the approval of the Ordinary General Meeting

28) Powers granted to carry out formalities.

2. Summary of resolutions

2.1. Ordinary General Meeting

2.1.1. APPROVAL OF THE PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS OF SOPRA STERIA GROUP, GRANTING OF FINAL DISCHARGE TO THE BOARD OF DIRECTORS AND APPROPRIATION OF EARNINGS (RESOLUTIONS 1 TO 3)

The Board of Directors submits for your approval:

- the parent company financial statements (Resolution 1) of Sopra Steria Group for the year ended 31 December 2025, showing net profit of €280,545,254.12, and proposes that it be discharged from its management duties for financial year 2025;
- the consolidated financial statements (Resolution 2) of Sopra Steria Group for the year ended 31 December 2025, showing net profit attributable to the Group of €296,826,450;
- the list of non-deductible expenses totalling €1,066,482 and the corresponding tax charge (Resolution 1). These expenses consist of rental or lease payments and depreciation in respect of the Company's vehicle fleet.

The Statutory Auditors' reports on the parent company financial statements and the consolidated financial statements of Sopra Steria Group are presented respectively in Chapter 6 and Chapter 5 of the Universal Registration Document of the Company for the financial year ended 31 December 2025.

The Board of Directors proposes that a dividend per share of €5.30 be distributed (versus €4.65 in respect of financial year 2024), i.e. a total amount of €108,902,815.30 based on the total number of shares as at 31 December 2025, deducted from distributable profit for the financial year (Resolution 3).

This amount represents 36.68% of the Group's net profit. It will be adjusted based on the number of shares entitled to dividends, it being understood that treasury shares confer no entitlement to dividend rights. The amount of dividends not paid on treasury shares would be appropriated to retained earnings.

It should be noted that on 2 October 2024, Sopra Steria Group launched a share buyback programme which came to a close on 28 January 2025. This resulted in a buyback of 858,163 shares, which were added to the existing treasury shares and are intended to be cancelled, with no impact on the amount of the dividend per share proposed to the General Meeting.

In accordance with tax regulations in force, when paid to individual shareholders with tax residence in France, this dividend distribution is subject to mandatory lump-sum withholding at the rate of 30% (while remaining subject to income tax reporting requirements – *non libératoire*), in respect of income tax (12.8%) and social security contributions (17.2%).

When filing their income tax return, shareholders may opt either to maintain the withholding amount as indicated on the return or to have this dividend taxed instead at the progressive income tax rate (as an overall taxpayer option for all income subject to lump-sum withholding), after deducting the withholding amount already paid and after applying relief equal to 40% of the gross amount received (Article 158, 3. 2° of the French General Tax Code), and the deduction of a portion of the CSG (6.8%).

The ex-dividend date would be 2 June 2026, before the market opens. The dividend would be payable as from 4 June 2026.

2.1.2. COMPENSATION OF COMPANY OFFICERS (RESOLUTIONS 4 TO 11)

The compensation policy for company officers, which was approved by the Board of Directors on the recommendation of the Compensation Committee, is set out in Chapter 3 of the Company's Universal Registration Document for the financial year ended 31 December 2025.

- **Under Resolution 4** and in accordance with the provisions of Section I of Article L. 22-10-34 of the French Commercial Code, you are asked to approve the disclosures relating to the compensation of company officers mentioned in Section I of Article L. 22-10-9 of the French Commercial Code.
- **Under Resolutions 5, 6 and 7** and in accordance with the provisions of Section II of Article L. 22-10-34 of the French Commercial Code, you are asked to approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2025 or allotted in respect of that period to the executive company officers, namely:
  - Pierre Pasquier, in his capacity as Chairman of the Board of Directors;
  - Cyril Malargé, in his capacity as Chief Executive Officer from 1 January to 8 October 2025; and
  - Xavier Pecquet, in his capacity as Chief Executive Officer from 8 October to 31 December 2025.

  These details are disclosed in the report on corporate governance prepared by the Board of Directors in accordance with Article L. 22-10-34 of the French Commercial Code. Pursuant to Section II of Article L. 22-10-34 of the French Commercial Code, the payment to Xavier Pecquet of the variable components of his compensation is contingent upon shareholder approval of Resolution 8.
- **Under Resolutions 8, 9 and 10** and in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, you are asked to approve the compensation policies applicable from 1 January 2026 respectively to the Chairman of the Board of Directors (Resolution 8), the Chief Executive Officer (Resolution 9) and the members of the Board of Directors (Resolution 10). The decision to recruit a Chief Executive Officer from outside the Group for the first time necessitates some changes. It provides an opportunity to better align the status of Chief Executive Officer with the recommendations of the AFEP-MEDEF Code by discontinuing the practice of maintaining pre-existing employment contracts. The compensation policy defined for the Chief Executive Officer would be applicable in the event of the appointment of a Deputy CEO.
- **Under Resolution 11,** you are asked to set the total annual amount of compensation to be awarded to Directors for their service, as referred to in Article L. 225-45 of the French Commercial Code, at €700,000, which remains unchanged since the figure was approved by the General Meeting of 21 May 2025. It is agreed that this amount shall be divided up in full in accordance with the compensation policy (pursuant to Article L. 22-10-14 of the French Commercial Code) set out in Section 2, "Compensation policy" of Chapter 3 of this Universal Registration Document.

2.1.3. MEMBERS OF THE BOARD OF DIRECTORS (RESOLUTIONS 12 AND 13)

Four Directors' terms of office are due to expire at the close of the General Meeting of 20 May 2026. The Directors concerned are Pascal Daloz, André Einaudi, Noëlle Lenoir and Marie-Hélène Rigal-Drogerys.

On the recommendation of the Nomination, Governance, Ethics & Corporate Responsibility Committee, the Board of Directors proposes that Pascal Daloz and Noëlle Lenoir be reappointed as Directors for a term of office of four years as provided for in the Articles of Association, and that André Einaudi and Marie-Hélène Rigal-Drogerys not be reappointed as Directors.

The biographies of Pascal Daloz and Noëlle Lenoir are presented in Chapter 3, Section 1.2.8 of the Company's Universal Registration Document for the financial year ended 31 December 2025.

Each of the Directors contributes to the diversity necessary to the proper functioning of the Board of Directors and the quality of its discussions. The key competencies represented by the Directors whose terms of office are up for renewal are set out in the table below.

Key competencies	Pascal Daloz
1. **Knowledge of the digital and consulting sectors, ability to promote technological innovation**	✓
2. **Knowledge of one of the Group's main vertical markets**	✓
3. **Entrepreneurial experience**	
4. **CEO of a major group**	✓
5. **Finance, risk management and control**	✓
6. **CSR**	
• Human resources and social dialogue	✓
• Environmental and climate-related issues	
• Social issues	
7. **International teams and organisations**	✓
8. **Mergers and acquisitions**	✓
9. **Operational experience within Sopra Steria Group**	

Key competencies	Noëlle Lenoir
1. **Knowledge of the digital and consulting sectors, ability to promote technological innovation**	
2. **Knowledge of one of the Group's main vertical markets**	
3. **Entrepreneurial experience**	
4. **CEO of a major group**	
5. **Finance, risk management and control**	✓
6. **CSR**	
• Human resources and social dialogue	
• Environmental and climate-related issues	✓
• Social issues	✓
7. **International teams and organisations**	✓
8. **Mergers and acquisitions**	
9. **Operational experience within Sopra Steria Group**	

Pascal Daloz, an Independent Director, has industry-specific expertise that is essential to the operation of the Board of Directors. His financial expertise and the experience he has gained in senior operational roles mean his perspective on issues of concern to the Group will add decisive insight to the Board's discussions. Pascal Daloz also has a solid understanding of family-owned businesses.

Noëlle Lenoir, an Independent Director, brings a unique perspective to the Board of Directors through her legal expertise, recognised experience in compliance and in-depth understanding of issues related to ethics and business conduct. She expands the Board of Directors' competencies in the areas of corporate responsibility and internal control. She brings perspective and experience gained through the prominent positions she has held.

The proposal not to replace André Einaudi, who is not standing for reappointment, and Marie-Hélène Rigal-Drogerys, who has served the maximum allowed term of 12 years as an Independent Director, brings the Board closer to its objective of reducing the overall number of Directors.

The following changes will take place to the composition of the Company's Board of Directors:

	Number of members	Female Directors*	Independent Directors*	Nationalities	Average age
At 31 December 2025	18	7, i.e. 47%	11, i.e. 73%	5	65
After the General Meeting of 20 May 2026	16	6, i.e. 46%	9, i.e. 69%	5	66

** Out of 15 and subsequently 13 members, excluding Directors representing the employees and employee shareholders.*

2.1.4. BUYBACK BY SOPRA STERIA GROUP OF ITS OWN SHARES (RESOLUTION 14)

You are asked to renew the authorisation granted to the Board of Directors at the General Meeting of 21 May 2025 permitting the Company to buy back its own shares, in accordance with applicable laws and regulations (Articles L. 22-10-62 et seq. of the French Commercial Code).

Under this authorisation, the number of shares bought back is subject to an upper limit of 10% of the share capital; as an indication, this would equate to 2,054,770 shares on the basis of the current share capital. The maximum buyback price is set at €300 per share; this price may be adjusted as a result of an increase or decrease in the number of shares representing the share capital, in particular due to capitalisation of reserves, free share awards or reverse stock splits.

Shares may be bought back for the following purposes:

- to obtain market-making services from an investment services provider acting independently under the terms of a liquidity agreement entered into in compliance with the AMF's accepted market practice;
- to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase option plans and/or free share plans (or similar plan) as well as any allotments of shares under a company or Group savings plan (or similar plans) in connection with a profit-sharing mechanism, and/or any other forms of share allotment to the Group's employees and/or company officers;
- to retain the shares bought back in order to exchange them or tender them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the share capital;
- to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities;
- to retire shares bought back by reducing the share capital, pursuant to Resolution 15 submitted for approval at the General Meeting of 20 May 2026, if it is approved;
- to implement any market practice accepted by the AMF, and in general, to perform any operation that complies with regulations in force.

The Board of Directors would have full powers, with the option to subdelegate these powers, to implement this authorisation and decide on the arrangements, under the conditions and within the limits set by law.

This authorisation would supersede the previous authorisation given at the General Meeting of 21 May 2025 and would be granted for a period of 18 months with effect from this General Meeting. It would not be usable during a public tender offer for the Company's shares.

For information, the use made of the previous authorisation is discussed in Section 8 of Chapter 7, "Share ownership structure", of the Company's Universal Registration Document for the financial year ended 31 December 2025. It should be noted that on 2 October 2024, Sopra Steria Group launched a share buyback programme which came to a close on 28 January 2025. This resulted in a buyback of 858,163 shares at a total cost of €150 million. These buybacks were covered by the authorisation granted at the General Meeting of Shareholders of 21 May 2024, which authorised share buybacks of up to a maximum of 10% of the share capital (Resolution 20) and their retirement (Resolution 21). These shares are pending retirement.

2.2. Extraordinary General Meeting

2.2.1. POTENTIAL RETIREMENT OF TREASURY SHARES (RESOLUTION 15)

You are asked to authorise the Board of Directors, for a period of 26 months from the General Meeting, to:

- retire some or all of the Company's shares acquired pursuant to all authorisations granted for such purpose to the Board of Directors;
- and to reduce the Company's share capital accordingly.

In accordance with the law, no more than 10% of the shares making up the Company's share capital may be retired in any 24-month period.

This authorisation would replace and supersede the previous authorisation granted at the General Meeting on 21 May 2024.

2.2.2. FINANCIAL DELEGATIONS GRANTED TO THE BOARD OF DIRECTORS (RESOLUTIONS 16 TO 25)

Section 12, "Authorisations to issue securities granted to the Board of Directors at the Combined General Meetings of 21 May 2024 and 21 May 2025" in Chapter 7 of the Company's Universal Registration Document for the financial year ended 31 December 2025, sets out all currently valid delegations and the extent to which they were used by the Board of Directors in financial year 2025.

Shareholders are reminded that the delegations of authority given to the Board of Directors with respect to Resolutions 16 to 25 to decide to increase the share capital may not be used during a public tender offer for the Company's shares, except with the prior authorisation of the General Meeting.

Shareholders voting on resolutions at the General Meeting should note that the Board of Directors would have full powers, under Resolutions 16 to 25, under the conditions and within the limits set by law, with the ability to sub-delegate these powers, to implement the delegations of authority and authorisations approved at the General Meeting, and in particular to set the terms and conditions for capital increases and, in general, to complete all legal formalities, execute all legal instruments, take all decisions and enter into all agreements useful or necessary to successfully carry out the planned issues, and amend the Articles of Association accordingly.

2.2.2.1. Capital increases through the issue of shares and/or negotiable securities, with or without pre-emptive subscription rights for existing shareholders (Resolutions 16 to 23)

a. Share capital increases other than as consideration for in-kind contributions (Resolutions 16 to 21)

Resolution 16 would authorise one or more capital increases with pre-emptive rights for existing shareholders.

Resolutions 17 and 18 would open up the Company's share capital to new shareholders (without pre-emptive subscription rights for existing shareholders) by means of a public offering or to qualified investors or a restricted group of investors (public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code).

Even so, should Resolution 17 be used, the Board of Directors would have the option of introducing a priority right for shareholders.

The issue price to be decided in accordance with Resolutions 17 and 18 would be at least equal to the minimum required by law and regulations applicable at the time the Board of Directors implements the delegation. As an indication, the current maximum discount authorised is 10%.

The Board of Directors may – without exceeding the upper limit of 10% of the shares making up the share capital – set the issue price that would most adequately reflect market conditions at the time of issuance (Resolution 19), which must be at least equal to the lowest of the following (which may be subject to the maximum discount authorised in each of the four cases):

i) the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period of six months preceding the beginning of the offering period;

ii) the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period;

iii) the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which the issue price is set; or

iv) the last known closing share price of the share before the beginning of the offering period.

Resolution 20 delegates authority to the Board of Directors, on terms and conditions identical to the original issue, to increase the number of shares to be issued in the event that subscription demand outstrips supply for each issue, with (Resolution 16) or without (Resolutions 17 and 18) pre-emptive subscription rights for existing shareholders (overallotment option).

These delegations of authority would be granted for a period of twenty-six months and would replace and supersede the previous delegations with the same purpose granted at the General Meeting of 21 May 2024.

b. Capital increases as consideration for in-kind contributions (Resolutions 21 and 22)

The delegations of authority provided for in Resolutions 21 and 22 would allow the Board of Directors to decide to carry out capital increases, without pre-emptive subscription rights for existing shareholders, in consideration for contributions in kind or under a public exchange offer.

The Board of Directors' ability to do so would, nonetheless, be capped at:

- 10% of the share capital (statutory limit) for the purpose of providing consideration for contributions in kind (Resolution 21);
- 10% of the share capital in consideration for contributions of shares in a company whose shares are admitted to trading on a regulated market in connection with a public exchange offer (Resolution 22).

These delegations of authority would be granted for a period of twenty-six months and would replace and supersede the previous delegations with the same purpose granted at the General Meeting of 21 May 2024.

c. Upper limits on issues giving access to the share capital (Resolutions 16 to 22)

The capital increases would be subject to the following upper limits:

- 50% of the share capital, when the transaction involves, immediately or in the future, an issue of Sopra Steria Group shares [Limit A1], together with a sub-limit of 10% of the share capital for capital increases without pre-emptive subscription rights and without a priority right for shareholders [Sub-limit A2], with Sub-limit A2 raised to 20% of the share capital in the event that a priority right is implemented;
- €3 billion if the transaction involves an issue of debt securities (DS) carrying entitlement in the future to Sopra Steria Group shares [DS Limit].

The various limits are summarised in the table below:

2.2.2.2. Sopra Steria Group share ownership programmes for employees and company officers (Resolutions 24 and 25)

In order to continue to share the benefits of Sopra Steria's growth and success with employees and company officers of the Company and the Group, the Board of Directors submits the following proposals to the shareholders at the General Meeting for their approval:

- Resolution 24 to enable the Board of Directors to allot existing or new free shares;
- Resolution 25 to enable the Board of Directors to undertake one or more increases in the share capital reserved for employees belonging to one of the Group's company savings plans (in accordance with Article L. 225-180 of the French Commercial Code).

a. Allotment of free shares to employees and company officers (Resolution 24)

The Group seeks to put in place performance share plans whenever its financial performance allows. The characteristics of the latest such plan, set up on 21 May 2025, are as follows:

- For all recipients, the granting of shares is subject to the condition of continued employment at the end of the three-year vesting period. However, depending on the circumstances, this condition may be waived in whole or in part, in derogation of the foregoing and by exception (in practice fewer than 5% of departures).
- the financial performance conditions, counting for 90% of the plan, are based on two performance criteria, weighted equally: the Company's organic growth in consolidated revenue and its consolidated operating profit on business activity as a percentage of revenue. Given the improvement in cash flow, the Board of Directors did not consider it worthwhile to renew the target relating to free cash flow;
- Strict targets were set over the entire plan period (the year of allotment and the two following years). These targets were at least equal to any publicly disclosed guidance and, for targets expressed as a range, at least the minimum level of the guidance range disclosed;
- CSR-related performance conditions, which count for 10% of the plan, are based on two equally weighted criteria: a workforce-related criterion related to the proportion of women in senior management positions within the Group and an environmental criterion related to helping the Group reduce its greenhouse gas emissions. The Board of Directors has taken into account comments made by some shareholders concerning the lack of an environmental criterion.

The weighted average annual level of achievement of targets will determine the number of free shares to which recipients are entitled.

The Chief Executive Officer is subject to the same rules as all the other recipients under these plans. Moreover, he will have to hold at least 50% of shares acquired under these plans throughout his term of office, and to undertake not to hedge any performance shares until the holding period has expired.

The Board of Directors therefore requests that the authorisation granted at the General Meeting of 21 May 2025 be renewed, subject to a limit of 1.2% of the share capital (compared with the 1.1% limit authorised at the General Meeting of 21 May 2025); as a guide, this would equate to 226,024 shares on the basis of the current share capital, taking into account the retirement of shares bought back under the share buyback programme launched on 2 October 2024.

The theoretical annual dilution limit is 1.19%. However, since the first performance share plans were implemented in 2016, all the shares have been bought back in the market in advance of delivery. Consequently, to date no dilution has resulted from performance share plans.

Unless otherwise required by the situation at the time of the decision to award shares, the new plan would have the same features as the previous plans, it being specified that the allotted shares would be either existing shares (treasury shares), as was the case for all plans set up until now, or shares to be issued (new shares).

As indicated in the summary of resolutions presented at the General Meeting of 21 May 2025, the Board of Directors was keen to take into account comments made by some shareholders concerning the lack of an environmental criterion.

Should the Board of Directors choose to diverge from its prior practice, as set out above, at the time of any decision to implement such a plan, it shall justify the reasons for doing so in the Universal Registration Document.

In a context characterised by major uncertainties, the achievement of the ambitious medium-term targets set by the Group requires a very precise determination of targets and the relative weighting of each of the criteria. It should be noted that, in accordance with the law, decisions regarding this matter are taken entirely independently by the Board of Directors, taking into account the recommendations of the Compensation Committee, based on proposals made by the Chief Executive Officer. The Chief Executive Officer does not take part in the Board of Directors' discussions regarding this matter.

In accordance with the recommendations of the AFEP-MEDEF Code, free shares allotted to the Company's Chief Executive Officer would be limited to 10% of the maximum total number of free shares that may be awarded, i.e. 0.06% of the share capital. In exceptional cases, shares may be awarded to employees without being subject to any performance conditions, up to a maximum of 10% of the maximum total number of free shares that may be awarded, i.e. approximately 0.1% of the share capital.

In accordance with the compensation policy, the Chairman of the Board of Directors is not eligible for free share awards.

This authorisation would be granted for a period of thirty-eight months.

b. Capital increase reserved for employees enrolled in a company savings plan (Resolution 25)

You are asked to grant the Board of Directors a delegation of authority allowing it to issue shares and/or negotiable securities giving access to the Company's shares, without pre-emptive subscription rights.

This delegation of authority would be subject to an overall limit of 2% of the share capital and would be granted for a period of twenty-six months. It would supersede any unused portion of any previous delegation of powers having the same purpose.

2.2.3. AMENDMENT TO THE ARTICLES OF ASSOCIATION (RESOLUTIONS 26 AND 27)

French Decree No. 2025-744 of 30 July 2025 sets out the current obligations of companies to reinforce gender parity on Boards of Directors. In particular, it governs the procedures for appointing Directors representing the employees – including employee shareholders – to ensure that this process complies with rules regarding gender balance on the Board of Directors.

The Board of Directors therefore submits for approval at the General Meeting an amendment to Section 1.b, "Specific provisions concerning the Director representing employee shareholders", of Article 14 of the Articles of Association, in order to bring the rules governing the appointment of Directors representing employee shareholders into compliance with the law.

It is also proposed that Article 16 of the Articles of Association be amended to supplement the provisions relating to the option of voting in writing or electronically (written consultation) in order to take advantage, as appropriate, of the flexibility introduced by French Law No. 2024-537 of 13 June 2024 aimed at boosting financing for companies and France's business appeal.

This option would be reserved for observations, approvals and other decisions for which the Board's discussions would be informative in nature and would not be likely to change the substance of the matter. Outside of questions, voting in writing or electronically must only be used for items of business on which members of the Board of Directors are asked to vote for or against, or to abstain.

The written consultation procedure would take place in four steps:

Step 1: The notice of written consultation serves as the agenda. It is sent to the members of the Board of Directors by the Chairman, in addition to preparatory materials and the text of the proposed decisions. It enables them to determine which way they would like to vote or if they would like to abstain. These materials are also sent to anyone whose presence would be required at Board meetings.

Step 2: Within 72 hours, the members of the Board of Directors send any questions they have concerning the items in the notice of written consultation to the Chairman. However, if a member of the Board of Directors objects to the use of voting in writing or electronically within the same timeframe, the written consultation procedure is cancelled.

Step 3: The Company prepares answers to any questions received by the Chairman and sends the questions and answers to all recipients of the notice of written consultation.

Step 4: In the following 72 hours, the Directors vote in writing, by electronic means or by post, on each of the items submitted to them. Once again, if a member of the Board of Directors objects within this timeframe, the written consultation procedure is cancelled.

If the written consultation procedure is cancelled or the decision is made not to vote in writing or electronically, the Chairman of the Board of Directors informs all recipients of the notice of written consultation of this change.

The votes are counted 72 hours after the voting deadline has passed. The members of the Board of Directors are informed of the outcome of the written consultation.

The principle of written consultation and the various stages in the process will be incorporated into the internal rules and regulations of the Board of Directors.

The Company considers that this voting method may, on an exceptional basis, help ease issues related to Board member availability.

COMPARATIVE TABLE – AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Current wording	New wording
ARTICLE 14 – BOARD OF DIRECTORS	
1.b. Specific provisions concerning the Director representing employee shareholders	1.b. Specific provisions concerning the Director representing employee shareholders
When the legal requirements are met, a Director representing employee shareholders is elected by the Ordinary General Meeting from two candidates nominated by the employee shareholders referred to in Article L. 225-102 of the French Commercial Code.	When the legal requirements are met, a Director representing employee shareholders is elected by the Ordinary General Meeting from two candidates nominated by the employee shareholders referred to in Article L. 225-102 of the French Commercial Code.
Both candidates for election as the Director representing employee shareholders are nominated according to the following process:	Both candidates for election as the Director representing employee shareholders are nominated according to the following process:
a) The rules for nominating candidates are approved by the Chairman of the Board of Directors. These rules include provisions relating to the timetable for the various stages in the nomination process, the procedure for identifying and reviewing all preselected candidates, the methods used to nominate the representatives of employee shareholders exercising voting rights attached to shares that they own, in addition to all **provisions** that may be useful for the smooth execution of the abovementioned process. These rules are brought to the attention of members of the supervisory boards of employee investment funds and, where applicable, employee shareholders exercising directly their voting right, by any means, and notably, without these means of communication being considered exhaustive, by affixing posters and/or using electronic communication, with a view to nominating their candidates.	**a)** The rules for nominating candidates are approved by the Chairman of the Board of Directors. These rules include provisions relating to the timetable for the various stages in the nomination process, the procedure for identifying and reviewing all preselected candidates, the methods used to nominate the representatives of employee shareholders exercising voting rights attached to shares that they own, **the provisions ensuring compliance with the rule regarding gender balance on the Board of Directors,** in addition to all measures that may be useful for the smooth execution of the abovementioned process. These rules are brought to the attention of members of the supervisory boards of employee investment funds and, where applicable, employee shareholders exercising directly their voting right, by any means, and notably, without these means of communication being considered exhaustive, by affixing posters and/or using electronic communication, with a view to nominating their candidates.
b) A call for candidates is used to draw up **a list of preselected candidates** from among those persons meeting the criteria laid down in Articles L. 225-23 and L. 225-102 of the French Commercial Code.	**b)** A call for candidates is used to draw up **mixed-gender lists of two preselected candidates** from among those persons meeting the criteria laid down in Articles L. 225-23 and L. 225-102 of the French Commercial Code.
c) Where voting rights attached to shares held by employees are exercised by members of the supervisory boards of employee shareholding investment funds, those supervisory boards may together nominate **a candidate**. Each supervisory board shall meet to choose its **preferred candidate** from a **list of preselected candidates**. Representatives of the Company sitting on the supervisory board are not entitled to vote on this decision. Under the nomination process, **each preselected candidate** shall be allocated a score equal to the number of shares held by employee shareholding investment funds that voted for him/her. **The preselected candidate** with the highest score shall be nominated as the candidate.	**c)** Where voting rights attached to shares held by employees are exercised by members of the supervisory boards of employee shareholding investment funds, those supervisory boards may together draw up **a list of preselected candidates**. Each supervisory board shall meet to choose its **preferred list** from **the lists of preselected candidates**. Representatives of the Company sitting on the supervisory board are not entitled to vote on this decision. Under the nomination process, **each list** of preselected candidates shall be allocated a score equal to the number of shares held by employee shareholding investment funds that voted for it. **The list of preselected candidates** with the highest score shall be chosen.

Current wording	New wording
d) Where voting rights attached to shares held by employees are exercised directly by those employees, the elected or appointed representatives of those employee shareholders may nominate **a candidate** in accordance with procedures laid down in the rules for candidate nomination. Where a candidate is nominated by appointed representatives, the rules for candidate nomination may stipulate that a voting threshold must be met. In such cases, the required threshold may not exceed 0.05% of the Company's share capital. Each elected or appointed representative of employee shareholders shall choose his or her preferred candidate **from a list of preselected candidates**. Under the nomination process, each preselected candidate shall be allocated a score equal to the number of shares held by those employees who elected or appointed the representatives that voted for him/her. **The preselected candidate** with the highest score shall be nominated as the candidate.	**d)** Where voting rights attached to shares held by employees are exercised directly by those employees, the elected or appointed representatives of those employee shareholders may draw up **a list of preselected candidates** in accordance with procedures laid down in the rules for candidate nomination. Where a candidate is nominated by appointed representatives, the rules for candidate nomination may stipulate that a voting threshold must be met. In such cases, the required threshold may not exceed 0.05% of the Company's share capital. Each elected or appointed representative of employee shareholders shall choose his or her preferred list **from the lists of preselected candidates**. Under the nomination process, **each list of preselected candidates** shall be allocated a score equal to the number of shares held by those employees who elected or appointed the representatives that voted for it. **The list of preselected candidates** with the highest score shall be chosen.
e) Members of supervisory boards of employee shareholding investment funds and elected or appointed representatives of employee shareholders may nominate **the same candidate.** In such cases, **that single candidate** shall be presented at the General Meeting of Shareholders. The same shall apply if either nomination process should fail to nominate a candidate.	**e)** Members of supervisory boards of employee shareholding investment funds and elected or appointed representatives of employee shareholders may nominate **the same list of preselected candidates.** In such cases, **a single candidate** shall be presented at the General Meeting of Shareholders. The same shall apply if either nomination process should fail to nominate a candidate.
	f) The one or two candidates are presented to the shareholders at the General Meeting by way of separate resolutions. The candidate chosen from the mixed-gender lists of preselected candidates is determined according to the order in the list and, where appropriate, in compliance with the rule regarding gender balance on the Board of Directors.
The Director representing employee shareholders shall be elected **from among the nominated candidates** by the shareholders voting at a General Meeting under the quorum and majority requirements applicable to resolutions submitted at Ordinary General Meetings. The Board of Directors **shall present each candidate to the shareholders at the General Meeting by way of a separate resolution** and, where applicable, shall approve the resolution concerning its own preferred candidate.	The Director representing employee shareholders shall be elected by the shareholders voting at a General Meeting under the quorum and majority requirements applicable to resolutions submitted at Ordinary General Meetings. Where applicable, the Board of Directors shall approve the resolution concerning its own preferred candidate.
The candidate receiving the most votes shall be elected as the Director representing employee shareholders provided that he/she has secured at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting. In the event of a tied vote, the candidate who has served longest as an employee of the Company or one of its subsidiaries shall be appointed.	The candidate receiving the most votes shall be elected as the Director representing employee shareholders provided that he/she has secured at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting. In the event of a tied vote, the candidate who has served longest as an employee of the Company or one of its subsidiaries shall be appointed.
If no candidate secures at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting, two new candidates shall be put forward at the next Ordinary General Meeting.	If no candidate secures at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting, two new candidates shall be put forward at the next Ordinary General Meeting.
Should the Director representing employee shareholders cease to be an employee, he/she will automatically be deemed to have stepped down and his/her appointment will terminate immediately. The same applies in the event of the loss of status of shareholder within the meaning of Article L. 225-102 of the French Commercial Code.	Should the Director representing employee shareholders cease to be an employee, he/she will automatically be deemed to have stepped down and his/her appointment will terminate immediately. The same applies in the event of the loss of status of shareholder within the meaning of Article L. 225-102 of the French Commercial Code.

Current wording	New wording
The Board of Directors may validly meet and vote in the absence of the Director representing employee shareholders until such time as the latter is appointed at a General Meeting of Shareholders.	The Board of Directors may validly meet and vote in the absence of the Director representing employee shareholders until such time as the latter is appointed at a General Meeting of Shareholders.
	If the Board of Directors no longer meets the required gender balance due to the resignation of the Director representing employee shareholders, the Board of Directors shall make a temporary appointment, within six months, from among the candidates nominated according to the methods described in this section.
The provisions laid down in this article cease to apply if, at the close of a given financial year, the percentage of the share capital held by employees of the Company and any affiliated companies accounts for less than 3% of the total share capital. The term of office in progress will continue for its full duration.	The provisions laid down in this article cease to apply if, at the close of a given financial year, the percentage of the share capital held by employees of the Company and any affiliated companies accounts for less than 3% of the total share capital. The term of office in progress will continue for its full duration.
ARTICLE 16 – DECISIONS OF THE BOARD OF DIRECTORS	
The Board of Directors shall meet as often as required by the Company's interests, pursuant to a notice of meeting given by its Chairman. The Chief Executive Officer or, if the Board has not met for at least two months, at least one third of the Directors, may request the Chairman to convene a Board of Directors' meeting to deliberate on a specific agenda. The Chairman shall be required to comply with such request.	The Board of Directors shall meet as often as required by the Company's interests, pursuant to a notice of meeting given by its Chairman. The Chief Executive Officer or, if the Board has not met for at least two months, at least one third of the Directors, may request the Chairman to convene a Board of Directors' meeting to deliberate on a specific agenda. The Chairman shall be required to comply with such request.
Notices of meetings may be issued by any means, including orally, in principle at least twenty-four hours in advance.	Notices of meetings may be issued by any means, including orally, in principle at least twenty-four hours in advance.
Meetings shall be held at the registered office or at any other place specified in the notice of meeting.	Meetings shall be held at the registered office or at any other place specified in the notice of meeting.
In exceptional cases, the Board of Directors may vote in writing or electronically on certain items provided for by the regulations in force.	**The Board of Directors may vote on certain items in writing or electronically, in accordance with the procedure described in the internal rules and regulations of the Board of Directors. This procedure, which takes place over a minimum period of seven days, ensures that the Directors receive comprehensive information in the form of preparatory materials and any clarifications they request. In accordance with the law, the Directors have the option to object to the implementation of this procedure and may do so when the proposal is made to vote in writing or electronically, or before the vote on the items concerned.**
The Board can only validly conduct business in the presence of at least half the Directors. Decisions shall be adopted by a majority vote of the members present or represented.	
In the event of a tie, the Chairman of the Board of Directors shall have the casting vote. If the Chairman of the Board of Directors is not present, the meeting Chairman shall have no casting vote in the event of a tie.	
An attendance sheet is signed by the Directors taking part in the Board meeting, either in person or by proxy.	
Internal rules and regulations shall be defined for the Board of Directors.	

Current wording	New wording
These internal rules and regulations may include a provision whereby Directors who participate in the Board meeting by videoconference or any other means of telecommunication that enables them to be identified and effectively participate, as required by law, shall be considered to be present for the purpose of calculating the quorum and majority.	
The decisions of the Board of Directors shall be recorded in minutes prepared in accordance with legal provisions in force and signed by the Chairman of the meeting and at least one Director. If the Chairman of the meeting is unable to act, the minutes shall be signed by at least two Directors.	
Copies or extracts of these minutes shall be certified by the Chairman of the Board of Directors, the Chief Executive Officer, a Director temporarily appointed to act as Chairman or an agent authorised for such purpose.	

2.3. Ordinary General Meeting

2.3.1. POWERS FOR FORMALITIES (RESOLUTION 28)

This resolution grants all powers to the bearer of an original or copy of the minutes of this General Meeting to carry out all customary filing and publication formalities.

3. Text of the resolutions

3.1. Requiring the approval of the Ordinary General Meeting

Resolution 1

Approval of the parent company financial statements for financial year 2025

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, approve the parent company financial statements for the financial year ended 31 December 2025 as they were presented, which show a net profit of €280,545,254.12.

The shareholders at the General Meeting also approve the transactions reflected in these financial statements and/or summarised in the reports. The shareholders at the General Meeting also approve the amount of expenses not deductible for corporate income tax purposes, as defined in Article 39, 4 of the French General Tax Code, which amounted to €1,066,482, and the corresponding tax expense of €275,419.

Resolution 2

Approval of the consolidated financial statements for financial year 2025

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, approve the consolidated financial statements for the financial year ended 31 December 2025, which show a consolidated net profit (attributable to the Group) of €296,826,450, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

Resolution 3

Appropriation of earnings for financial year 2025 and setting of the dividend

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' reports and the Statutory Auditors' report, note that the net profit available for distribution, determined as follows, stands at:

Profit for the year	**€280,545,254.12**
Transfer to the legal reserve	€–
Prior unappropriated retained earnings	€4,741,200.45
DISTRIBUTABLE PROFIT	**€285,286,454.57**

and resolve, after acknowledging the consolidated net profit attributable to the Group amounting to €296,826,450, to appropriate this profit as follows:

Dividends (based on a dividend per share of €5.30)	**€108,902,815.30***
Discretionary reserves	€176,383,639.27
Retained earnings	€–
TOTAL	**€285,286,454.57**

(*) This total amount is calculated based on the total number of shares as at 31 December 2025 and will be adjusted according to the number of shares carrying dividend rights on the ex-dividend date.

It should be noted that individuals resident in France for tax purposes are subject to a single flat-rate tax of 30% on this dividend, unless they opt to have this income taxed at the progressive income tax rate. In the latter case, the entire amount thus distributed will be eligible for the 40% tax rebate resulting from the provisions of Article 158, 3. 2° of the French General Tax Code.

Since the legal reserve already stands at 10% of the share capital, no allocation to it is proposed.

The ex-dividend date is 2 June 2026 and the dividend will be payable from 4 June 2026.

The total amount of the dividend actually paid will be adjusted according to the number of shares carrying dividend rights, with the balance being allocated to the 'retained earnings' account.

Dividends paid in respect of the past three financial years were as follows:

	2022	2023	2024
Dividend per share	€4.30	€4.65	€4.65
Number of dividend-bearing shares	20,511,261	20,364,551	19,528,088
Dividends paid *	€88,198,422.30	€94,695,162.15	€90,805,609.20

(*) Amount not including the portion of the dividend corresponding to treasury shares not paid out.

Resolution 4

Approval of disclosures relating to the compensation of company officers mentioned in Section I of Article L. 22-10-9 of the French Commercial Code, in accordance with Section I of Article L. 22-10-34 of the French Commercial Code

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Article L. 22-10-34, I of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the disclosures stated in Section I of Article L. 22-10-9 of the French Commercial Code and as presented in the report.

Resolution 5

Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2025 or allotted in respect of that period to Pierre Pasquier, Chairman of the Board of Directors

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Article L. 22-10-34, II of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2025 or allotted in respect of that period to Pierre Pasquier in his capacity as Chairman of the Board of Directors, and as presented in the report.

Resolution 6

Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2025 or allotted in respect of that period to Cyril Malargé, Chief Executive Officer (from 1 January to 8 October 2025)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Article L. 22-10-34, II of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2025 or allotted in respect of that period to Cyril Malargé in his capacity as Chief Executive Officer from 1 January to 8 October 2025, and as presented in the report.

Resolution 7

Approval of the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during financial year 2025 or allotted in respect of that period to Xavier Pecquet, Chief Executive Officer (from 8 October to 31 December 2025)

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Article L. 22-10-34, II of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid during the financial year ended 31 December 2025 or allotted in respect of that period to Xavier Pecquet in his capacity as Chief Executive Officer from 8 October to 31 December 2025, and as presented in the report.

Resolution 8

Approval of the compensation policy for the Chairman of the Board of Directors

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Article L. 22-10-8, II of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chairman of the Board of Directors for his service and as presented in the report.

Resolution 9

Approval of the compensation policy for the Chief Executive Officer

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Article L. 22-10-8, II of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for the Chief Executive Officer for his service and as presented in the report.

Resolution 10

Approval of the compensation policy for Directors for their service

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, in accordance with Article L. 22-10-8, II of the French Commercial Code, and after having reviewed the report on corporate governance prepared by the Board of Directors, approve the compensation policy for Directors for their service and as presented in the report.

Resolution 11

Decision setting the total annual amount of compensation awarded to Directors for their service at €700,000

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, resolve, pursuant to Article L. 225-45 of the French Commercial Code, to set the total annual amount of compensation awarded to Directors for their service, to be allocated by the Board, at €700,000.

Resolution 12

Reappointment of Pascal Daloz as a Director for a term of office of four years

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Pascal Daloz will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2029.

Resolution 13

Reappointment of Noëlle Lenoir as a Director for a term of office of four years

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, note that the directorship of Noëlle Lenoir will end at the close of this General Meeting and resolve, on the recommendation of the Board of Directors, to renew his directorship for a term of office of four years ending at the close of the General Meeting to be called to approve the financial statements for the year ending 31 December 2029.

Resolution 14

Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code:

1. authorise the Board of Directors, except during a public tender offer for the Company's shares, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions, up to a maximum of 10% of the total number of shares making up the Company's share capital at the time of the buyback;
2. establish as follows the limits of the transactions thus authorised: resolve that the funds set aside for share buybacks may not exceed, for guidance purposes and based on the share capital at 31 December 2025, €616,431,000, corresponding to 2,054,770 ordinary shares, with this maximum amount potentially being adjusted to take into account the amount of the share capital on the day of the General Meeting or subsequent transactions;
3. in the event that the Board makes use of this authorisation:
   - **3.1.** resolve that shares may be bought back for the following purposes:
     - **3.1.1.** to obtain market-making services from an investment services provider acting independently under the terms of a liquidity agreement entered into in compliance with the AMF's accepted market practice;
     - **3.1.2.** to award, sell or transfer shares in the Company to employees and/or company officers of the Group, in order to cover share purchase option plans and/or free share plans (or similar plans) as well as any allotments of shares under a company or Group savings plan (or similar plan) in connection with a profit-sharing mechanism, and/or any other forms of share allotment to the Group's employees and/or company officers;
     - **3.1.3.** to retain the shares bought back (subject to an upper limit of 5% of the number of shares making up the share capital at the time of the buyback), in order to exchange them or tender them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions;
     - **3.1.4.** to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities;
     - **3.1.5.** to retire shares bought back by reducing the share capital, pursuant to Resolution 15 submitted for approval at the General Meeting of 20 May 2026;
     - **3.1.6.** to implement any market practice accepted by the AMF; and in general, to perform any operation that complies with regulations in force;
   - **3.2.** resolve that shares may be bought back by any means, such as on the stock market or over the counter, including block purchases or through the use of derivatives, at any time, subject to compliance with regulations in force;
4. resolve that the maximum buyback price be set at €300 per share, it being specified that in the event of any share capital transactions, including in particular capitalisation of reserves, free share awards and/or stock splits or reverse stock splits, this price will be adjusted proportionately;
5. grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to implement this authorisation, to determine the terms and conditions of share buybacks, to make the necessary adjustments, to place any stock market orders, to enter into any and all agreements, to carry out all formalities and file all declarations with the AMF, and generally to take any and all other actions required;
6. set the duration of this authorisation for a period of 18 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

3.2. Requiring the approval of the Extraordinary General Meeting

Resolution 15

Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. authorise the Board of Directors to retire, on one or several occasions, at its sole discretion, all or a portion of the treasury shares held by the Company bought back under any authorisation granted to the Board of Directors on the basis of the aforementioned article, subject to an upper limit of 10% of the share capital assessed at the date of the retirement of shares over each 24-month period;
2. resolve to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;
3. grant all powers to the Board of Directors, including the ability to subdelegate these powers, in order to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities;
4. set the duration of this authorisation for a period of 26 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 16

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, with pre-emptive subscription rights for existing shareholders, subject to an upper limit of 50% of the share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-132 et seq., L. 22-10-49, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the share capital:

1.1. to issue, on one or more occasions, in France and/or abroad:

1.1.1. ordinary shares in the Company; or

1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary; or

1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration;

1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;

2. establish as follows the limits of the transactions thus authorised:

2.1. the total nominal amount of any such capital increases to be carried out may not exceed 50% of the nominal share capital (hereinafter "Limit A1") or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:

2.1.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers;

2.1.2. any capital increases carried out pursuant to the delegations of authority referred to in this resolution and in Resolutions 17, 18, 20, 21 and 22 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit;

2.1.3. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

2.2. the total amount of issues of debt securities carried out pursuant to this delegation of authority may not exceed €3 billion (or the equivalent of this amount in foreign currencies or in units of account based on several currencies) (hereinafter the "DS Limit"), it being specified that:

2.2.1. any issues of debt securities carried out pursuant to the delegations of authority referred to in this resolution and in Resolutions 17, 18, 20, 21 and 22 hereinafter, subject to their adoption at this General Meeting, count against this aggregate limit;

2.2.2.. the amount of any redemption premium above par will be added to this; and

2.2.3. this amount is independent and distinct from the amount of debt securities the issue of which may be decided or authorised by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

3. in the event that the Board makes use of this delegation of authority:

3.1. formally note that existing shareholders have pre-emptive rights to subscribe for shares and/or securities issued under the terms of this resolution, in proportion to the total value of their shares;

3.2. resolve, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, that the Board of Directors may establish a subscription right for new shares as of right and excess new shares, where, in this case, a capital increase as defined above is not fully subscribed by way of subscriptions for new shares as of right on the basis of existing shares as well as, if applicable, subscriptions for excess new shares, the Board of Directors may make use of the following powers, in whatever order it sees fit:

3.2.1. cap the capital increase at the amount of the subscriptions received as provided by law;

3.2.2. allot at its discretion some or all of any unsubscribed shares among the shareholders;

3.2.3. offer some or all of any unsubscribed shares to the public;

3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement, for the benefit of the holders of any securities that may be issued pursuant to this resolution;

4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;

5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 17

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, through public offerings (excluding offerings pursuant to paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code), without pre-emptive subscription rights, subject to an upper limit of 20% of the share capital, or 10% of the share capital where no priority is granted

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the share capital;

1.1. to issue, on one or more occasions, in France and/or abroad:

1.1.1. ordinary shares in the Company;

1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary; or

1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration;

1.2. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;

2. establish as follows the limits of the transactions thus authorised:

2.1. the total amount of any such capital increases to be carried out may not exceed 20% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:

2.1.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers;

2.1.2. this amount will count against Limit A1 defined in Resolution 16 set forth above;

2.1.3. if no priority right is implemented on behalf of the shareholders, the corresponding capital increases that may be carried out under this delegation of authority will be limited to 10% of the share capital;

2.1.4. this limit of 10% of the share capital (hereinafter "Sub-limit A2") is an aggregate limit applicable to the capital increases referred to in paragraph 2.1.3 of this resolution and to the delegations of authority referred to in Resolutions 18, 20, 21 and 22 hereinafter, subject to their adoption at this General Meeting;

2.1.5. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

2.2. any issue of debt securities carried out pursuant to this delegation of powers will count against the DS Limit defined in Resolution 16 set forth above;

3. in the event that the Board makes use of this delegation of authority:

3.1. resolve to disapply the pre-emptive right of existing shareholders to subscribe for ordinary shares or securities to be issued by means of a public offering under the terms of this delegation of powers and, in addition, delegate powers in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, to the Board of Directors to grant existing shareholders priority rights to subscribe for some or all of the issues by way of right and/or for excess new shares within a period and under arrangements and conditions that it shall determine, it being stated that this priority shall not give rise to issues of negotiable rights;

3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may make use of the following powers, in whatever order it sees fit:

3.2.1. cap the capital increase at the amount of the subscriptions received as provided by law;

3.2.2. allot at its discretion some or all of any unsubscribed shares;

3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement, for the benefit of the holders of any securities that may be issued pursuant to this resolution;

4. resolve that:

4.1. the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates;

4.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the preceding paragraph;

5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;

6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 18

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, by means of a public offering provided for under paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights, subject to an upper limit of 10% of the share capital per year

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares:

1.1. to issue, on one or more occasions, in France or abroad, without pre-emptive subscription rights for existing shareholders, by way of a public offering within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:

1.1.1. ordinary shares in the Company;

1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary; or

1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary, whether free of charge or for consideration;

1.2. ordinary shares may only be denominated in euros; securities may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash, including by offsetting liquid receivables due for payment, or through capitalisation of reserves, profits or share premiums;

2. establish as follows the limits of the transactions thus authorised:

2.1. the total amount of any such capital increases to be carried out may not exceed 10% of the share capital per year (as assessed at the date when this delegation of authority is used by the Board of Directors) and will count towards Limit A1 and Sub-limit A2 referred to in Resolutions 16 and 17, respectively;

2.2. any issues of debt securities to be carried out pursuant to this delegation of powers will be capped at the DS Limit defined in Resolution 16 set forth above;

3. in the event that the Board makes use of this delegation of authority:

3.1. resolve to disapply shareholders' pre-emptive right to subscribe for shares or securities to be issued by means of a public offering as provided for under the terms of this delegation of powers and to reserve subscription for the categories of persons laid down in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code;

3.2. resolve that if the subscriptions do not cover the entirety of an issue as defined hereinabove, the Board of Directors may make use of the following powers, in whatever order it sees fit:

3.2.1. cap the capital increase at the amount of the subscriptions received as provided by law;

3.2.2. allot at its discretion some or all of any unsubscribed shares;

3.3. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement, for the benefit of the holders of any securities that may be issued pursuant to this resolution;

4. resolve that:

4.1. the issue price of the shares will be at least equal to the minimum required under law and regulations applicable at the time that the Board of Directors implements the delegation after correcting, where applicable, for the amount to take into account the difference in vesting dates;

4.2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the issue price stated in the preceding paragraph;

5. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;

6. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 19

Delegation of authority to be granted to the Board of Directors to determine the issue price for ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, subject to an upper limit of 10% of the share capital per year, in connection with a capital increase without pre-emptive subscription rights

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, for each of the issues decided in accordance with Resolutions 17 and 18 hereinabove:

1. authorise the Board of Directors to depart from the price-setting arrangements laid down in the aforementioned Resolutions 17 and 18 and to set the issue price as follows:

1.1. the issue price for ordinary shares will be at least equal to the lowest of the following, which may be subject to a maximum discount of 10% in each of the four cases:

1.1.1. the average volume-weighted share price on the regulated market of Euronext Paris over a maximum period of six months preceding the beginning of the offering period;

1.1.2. the average volume-weighted share price on the regulated market of Euronext Paris for the trading day preceding the beginning of the offering period;

1.1.3. the average volume-weighted share price on the regulated market of Euronext Paris calculated for the day on which the issue price is set; or

1.1.4. the last known closing share price of the share before the beginning of the offering period;

2. the issue price of the securities giving access to the share capital will be such that the amount to be received immediately by the Company, plus any amount it may receive subsequently, is, for each ordinary share issued as a result of the issue of these securities, at least equal to the subscription price stated in the preceding paragraph;
3. the nominal amount of issues covered by this resolution may not represent more than 10% of the share capital in each 12-month period;
4. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this delegation of authority on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 20

Delegation of authority to be granted to the Board of Directors to increase, with or without pre-emptive subscription rights for existing shareholders, the number of ordinary shares and/or other securities giving access to the share capital to be issued, subject to an upper limit of 15% of the amount of the initial issue

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. delegate powers to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the number of ordinary shares or securities to be issued for each of the issues carried out pursuant to Resolution 16, with pre-emptive subscription rights for shareholders, and Resolutions 17 and 18 hereinabove, concerning a capital increase without pre-emptive subscription rights for shareholders, if it observes demand exceeding the amount for subscription, up to the maximum amounts laid down in the relevant resolution, at the same price as that used for the initial issue, during a period of 30 days with effect from the close of the subscription period for the initial issue and for a maximum of 15% of the total value of that issue;
2. grant all powers to the Board of Directors, with the option to subdelegate these powers, to implement this resolution on the terms laid down in the resolution pursuant to which the initial issue is decided upon;
3. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 21

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for contributions in kind, subject to an upper limit of 10% of the share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-49, L. 22-10-53, L. 22-10-54 and L. 228-92 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply:

1.1. to issue, on one or more occasions, in France and/or abroad:

1.1.1. ordinary shares in the Company; or

1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary; or

1.1.3. debt securities giving access to equity securities to be issued by the Company or a Subsidiary;

1.2. as consideration for in-kind contributions consisting of equity securities or securities giving access to the share capital of another company, granted to the Company;

1.3. ordinary shares may only be denominated in euros; securities other than ordinary shares may be denominated in euros, in a foreign currency or in a unit of account based on several currencies and may be paid up when subscribed in cash or by offsetting liquid receivables due for payment;

2. establish as follows the limits of the transactions thus authorised: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:

2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers;

2.2. this amount will count against Limit A1 and the DS Limit, and Sub-limit A2, defined in Resolutions 16 and 17, respectively, set forth above;

2.3. this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

3. resolve to disapply, where necessary, the pre-emptive right of existing shareholders to subscribe for shares and securities to be issued in connection with this delegation of powers;

4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;

5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 22

Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or other securities giving access to the Company's share capital and/or the share capital of its subsidiaries, without pre-emptive subscription rights, in consideration for shares tendered to a public exchange offer, subject to an upper limit of 10% of the share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-54, L. 228-92 and L. 228-93 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares;

1.1. in France and/or abroad, to issue:

1.1.1. ordinary shares in the Company;

1.1.2. equity securities giving access to other equity securities either of the Company or of any company in which more than half of the share capital is held directly or indirectly by the Company (a "Subsidiary") and/or that confer the right to acquire debt securities issued by the Company or a Subsidiary; or

1.1.3. debt securities giving access to shares of the Company or a Subsidiary to be issued;

1.2. in consideration of securities tendered to a public exchange offer made by the Company in France or abroad, in accordance with local regulations (including any transaction having the same effect as a public exchange offer or able to be considered as one), for the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;

2. establish as follows the limits of the transactions thus authorised: the total amount of any such capital increases to be carried out may not exceed 10% of the share capital or the equivalent amount in foreign currencies or in units of account set by reference to several currencies, it being understood that:

2.1. the share capital will be assessed at the date when the Board of Directors makes use of this delegation of powers;

2.2. this amount will count against Limit A1 and the DS Limit, and Sub-limit A2, defined in Resolutions 16 and 17, respectively, set forth above;

3. in the event that the Board makes use of this delegation of authority:

3.1. resolve to disapply shareholders' pre-emptive right to subscribe for shares and securities to be issued in connection with this delegation of powers;

3.2. formally note that this delegation of powers automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for ordinary shares to which these securities may carry entitlement, for the benefit of the holders of any securities that may be issued pursuant to this resolution;

4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;

5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 23

Delegation of authority to be granted to the Board of Directors to increase the share capital through the capitalisation of premiums, reserves, earnings or any other item eligible for capitalisation

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, and having reviewed the Board of Directors' report, in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegate authority to the Board of Directors to decide, except during a public tender offer for the Company's shares, to increase the share capital on one or more occasions, in France or abroad, by capitalising premiums, reserves, earnings or any other amounts that may be capitalised pursuant to the law and the Articles of Association, by allotting new ordinary shares at no cost or by increasing the par value of existing shares, or through a combination of both these methods;

2. establish as follows the limits of the transactions thus authorised: the total amount of any such capital increases to be carried out may not exceed the amount of reserves, share premiums, profits or other items that might be capitalised, as referred to above, in existence at the time when the capital increase is carried out;

3. resolve that, in the event that the Board makes use of this delegation of authority, fractional rights shall not be either negotiable or transferable, and that the corresponding new ordinary shares shall be sold; the proceeds of such sales shall be allotted to the rights holders under the terms and conditions set out in applicable law and regulations;
4. grant full powers to the Board of Directors, with the ability to subdelegate these powers, to implement this delegation of authority as provided by law;
5. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 24

Authorisation to be granted to the Board of Directors to allot existing or new free shares to employees and/or company officers of the Company and affiliated companies, subject to an upper limit of 1.2% of the share capital, entailing the waiver by the shareholders of their pre-emptive subscription right

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2 et seq., L. 22-10-49, L. 22-10-59, L. 22-10-60 and L. 22-10-62 of the French Commercial Code and Article L. 341-4 of the French Social Security Code:

1. authorise the Board of Directors to carry out one or more bonus issues, at its discretion, either of existing shares in the Company or of shares to be issued in the future, for the benefit of eligible employees and company officers (as defined in Articles L. 225-197-1 II, first paragraph and L. 22-10-59 of the French Commercial Code) of the Company and any affiliated companies under the conditions laid down in Article L. 225-197-2 of the French Commercial Code, or for the benefit of certain categories of such individuals;
2. establish as follows the limits of the transactions thus authorised:

2.1. this authorisation may not give access to a total number of shares representing more than 1.2% of the Company's share capital (as assessed on the date on which the Board of Directors decides to make the award);

2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

3. in the event that the Board makes use of this authorisation:

3.1. resolve that the number of shares that may be granted to the Company's executive company officers may not represent more than 10% of the limit of 1.2% set in the paragraph above;

3.2. resolve that:

3.2.1. shares will vest to their recipients at the end of a vesting period whose duration shall be set by the Board of Directors; this duration may not, however, be less than three years with effect from the date of the decision to allot the shares in question;

3.2.2. and recipients must, if the Board of Directors deems it useful or necessary, retain the shares in question for the periods freely set by the Board;

4. resolve that, where the recipient is disabled and falls into the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares in question shall vest to that recipient before the remaining term of the vesting period has ended, and shall be immediately transferable;
5. formally note that, with regard to shares to be issued in the future:

5.1. this authorisation shall result, at the end of the vesting period, in a capital increase by way of capitalisation of reserves, earnings, issue premiums or other amounts that may be capitalised for the benefit of the recipients of those shares, as well as the corresponding waiver by shareholders of their rights to that portion of reserves, earnings, premiums or other amounts thus capitalised;

5.2. and this authorisation shall automatically entail the waiver by shareholders, for the benefit of the recipients of the aforementioned shares, of their pre-emptive subscription rights. The corresponding capital increase shall be deemed to have been completed when the shares vest to the recipients;

6. accordingly, grant all powers to the Board of Directors, within the limits set out above, to put this resolution into effect, and in particular to:

6.1. determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each;

6.2. decide on the holding requirements that may apply by law in regard to eligible company officers, in accordance with the last paragraph of Article L. 225-197-1 II and with Article L. 22-10-59 of the French Commercial Code;

6.3. set the dates and terms governing the allotment of the shares in question, including in particular the period at the end of which the shares will vest as well as, where applicable, the required holding period;

6.4. determine the conditions related to the performance of the Company, the Group or any of its entities that would apply to the allocation of shares to the Company's executive company officers and, where applicable, those that would apply to the allocation of shares to employees as well as the criteria according to which such shares would be granted, with the stipulation that any shares granted without performance conditions may not be granted to the Company's Chief Executive Officer and may not exceed 10% of the amount of awards authorised by the General Meeting;

6.5. determine whether the shares allotted free of charge are shares to be issued or existing shares, and:

6.5.1. where new shares are issued, check that there are sufficient reserves and, upon each allotment, transfer to a reserve not available for distribution the amounts needed to pay up the new shares to be issued, increase the share capital by capitalising reserves, earnings, premiums or other amounts that may be capitalised, determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the aforementioned shares, certify the completion of increases in the share capital, determine the vesting date of newly issued shares (which may be retrospective), amend the Articles of Association accordingly;

6.5.2. where existing shares are allotted, acquire the necessary shares under the conditions laid down in law, and take any and all action required to successfully complete the transactions;

6.6. allow the option, where applicable, during the vesting period, to adjust the number of bonus shares allotted in accordance with any transactions affecting the Company's equity, so as to protect the rights of recipients; any shares allotted pursuant to such adjustments shall, however, be deemed to have been allotted on the same date as the initially allotted shares;

6.7. more generally, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, take any steps and complete any formalities required for the issuance, listing and management of securities issued under the terms of this authorisation and for the exercise of any associated rights and to make all appropriate arrangements and enter into any agreement required to complete the envisaged share allotments;

7. set the duration of this authorisation for a period of 38 months with effect from the date of this General Meeting and acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

Resolution 25

Delegation of authority to be granted to the Board of Directors to increase the share capital, without pre-emptive subscription rights for existing shareholders, via issues to persons employed by the Company or by an affiliated company, subject to enrolment in a company savings plan, up to a maximum of 2% of the share capital

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labour Code as well as the provisions of the French Commercial Code, in particular its Articles L. 225-129-2, L. 22-10-49, L. 225-129-6, L. 225-138-1, L. 228-91 et seq.:

1. delegate authority to the Board of Directors to decide on the issuance, on one or more occasions, of:

1.1. ordinary shares; or

1.2. equity securities giving access to other equity securities issued by the Company;

reserved for members of a company savings plan offered by the Company or by any French or foreign company or group affiliated with the Company, within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code (the "Recipients");

2. establish as follows the limits of the transactions thus authorised:

2.1. resolve that this delegation of authority may not give access to a total number of shares representing more than 2% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of authority);

2.2. it being specified that this will be supplemented by any additional number of shares to be issued to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with legal and regulatory provisions and any contractual clauses providing for other adjustments;

3. in the event that the Board makes use of this delegation of authority:

3.1. resolve to disapply, for the benefit of the Recipients, the pre-emptive right of existing shareholders to subscribe for the ordinary shares or other securities that may be issued under this delegation of powers;

3.2. resolve that if the subscriptions obtained do not absorb the entirety of an issue of securities, the capital increase will be limited to the amount of subscriptions received;

4. resolve that the subscription price of securities issued under this resolution may not be:

4.1. higher than the average of the listed share price over the 20 trading days preceding the date of the decision setting the opening date of the subscription period decided by the Board of Directors;

4.2. or lower than this average less the maximum discount required by the laws and regulations in force at the date of the Board of Directors' decision, with the stipulation that the Board of Directors may adjust or remove this discount if it deems necessary in order to take into account, in particular, locally applicable legal, accounting, tax and workforce-related systems;

5. resolve that the Board of Directors may provide for the allotment of shares or of other securities giving access to the Company's share capital, whether to be issued or already issued, to the Recipients free of charge, in lieu of all or a portion of the employer contribution and/or the discount mentioned above, within the limits set forth in Articles L. 3332-11 and L. 3332-21 of the French Labour Code, it being specified that the maximum aggregate nominal amount of capital increases that may be carried out in line with these allotments will count towards the limit of 2% of the Company's share capital referred to above;

6. formally note that, with regard to shares to be issued in lieu of some or all of the employer contribution and/or the discount, the Board of Directors may decide to increase the share capital accordingly by capitalising reserves, earnings, issue premiums or other amounts that may be capitalised for the benefit of the Recipients, thus entailing:

6.1. the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised, and

6.2. the automatic waiver by the shareholders of their pre-emptive subscription right. The corresponding capital increase shall be deemed to have been completed when the shares vest to the recipients;

7. grant full powers to the Board of Directors, with the ability to sub-delegate these powers, to implement this delegation of authority as provided by law, and in particular to complete all legal formalities and execute all legal instruments to record the capital increases carried out pursuant to this authorisation, amend the Articles of Association accordingly and, more generally, take whatever action is required;

8. set the duration of this delegation of powers for a period of 26 months with effect from the date of this General Meeting and acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

Resolution 26

Amendment to Article 14 of the Articles of Association concerning the consideration of gender parity in the appointment of Directors representing employee shareholders

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report, resolve to update the procedure for appointing Directors representing employee shareholders to ensure that it complies with rules regarding gender balance on the Board of Directors and also consequently resolve to amend point 1.b, "Specific provisions concerning the Director representing employee shareholders" of Article 14 of the Company's Articles of Association as follows:

"When the legal requirements are met, a Director representing employee shareholders is elected by the Ordinary General Meeting from two candidates nominated by the employee shareholders referred to in Article L. 225-102 of the French Commercial Code.

Both candidates for election as the Director representing employee shareholders are nominated according to the following process:

a) The rules for nominating candidates are approved by the Chairman of the Board of Directors. These rules include provisions relating to the timetable for the various stages in the nomination process, the procedure for identifying and reviewing all preselected candidates, the methods used to nominate the representatives of employee shareholders exercising voting rights attached to shares that they own, the provisions ensuring compliance with the rule regarding gender balance on the Board of Directors, in addition to all measures that may be useful for the smooth execution of the abovementioned process. These rules are brought to the attention of members of the supervisory boards of employee investment funds and, where applicable, employee shareholders exercising directly their voting right, by any means, and notably, without these means of communication being considered exhaustive, by affixing posters and/or using electronic communication, with a view to nominating their candidates.

b) A call for candidates is used to draw up mixed-gender lists of two preselected candidates from among those persons meeting the criteria laid down in Articles L. 225-23 and L. 225-102 of the French Commercial Code.

c) Where voting rights attached to shares held by employees are exercised by members of the supervisory boards of employee shareholding investment funds, those supervisory boards may together draw up a list of preselected candidates. Each supervisory board shall meet to choose its preferred list from the lists of preselected candidates. Representatives of the Company sitting on the supervisory board are not entitled to vote on this decision. Under the nomination process, each list of preselected candidates shall be allocated a score equal to the number of shares held by employee shareholding investment funds that voted for it. The list of preselected candidates with the highest score shall be chosen.

d) Where voting rights attached to shares held by employees are exercised directly by those employees, the elected or appointed representatives of those employee shareholders may draw up a list of preselected candidates in accordance with procedures laid down in the rules for candidate nomination. Where a candidate is nominated by appointed representatives, the rules for candidate nomination may stipulate that a voting threshold must be met. In such cases, the required threshold may not exceed 0.05% of the Company's share capital. Each elected or appointed representative of employee shareholders shall choose his or her preferred list from the lists of preselected candidates. Under the nomination process, each list of preselected candidates shall be allocated a score equal to the number of shares held by those employees who elected or appointed the representatives that voted for it. The list of preselected candidates with the highest score shall be chosen.

e) Members of supervisory boards of employee shareholding investment funds and elected or appointed representatives of employee shareholders may nominate the same list of preselected candidates. In such cases, a single candidate shall be presented at the General Meeting of Shareholders. The same shall apply if either nomination process should fail to nominate a candidate.

f) The one or two candidates are presented to the shareholders at the General Meeting by way of separate resolutions. The candidate chosen from the mixed-gender lists of preselected candidates is determined according to the order in the list and, where appropriate, in compliance with the rule regarding gender balance on the Board of Directors.

The Director representing employee shareholders shall be elected by the shareholders voting at a General Meeting under the quorum and majority requirements applicable to resolutions submitted at Ordinary General Meetings. Where applicable, the Board of Directors shall approve the resolution concerning its own preferred candidate.

The candidate receiving the most votes shall be elected as the Director representing employee shareholders provided that he/she has secured at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting. In the event of a tied vote, the candidate who has served longest as an employee of the Company or one of its subsidiaries shall be appointed.

If no candidate secures at least 50% of the votes of the shareholders present or represented by proxy holders at the General Meeting, two new candidates shall be put forward at the next Ordinary General Meeting.

Should the Director representing employee shareholders cease to be an employee, he/she will automatically be deemed to have stepped down and his/her appointment will terminate immediately. The same applies in the event of the loss of status of shareholder within the meaning of Article L. 225-102 of the French Commercial Code.

The Board of Directors may validly meet and vote in the absence of the Director representing employee shareholders until such time as the latter is appointed at a General Meeting of Shareholders.

If the Board of Directors no longer meets the required gender balance due to the resignation of the Director representing employee shareholders, the Board of Directors shall make a temporary appointment, within six months, from among the candidates nominated according to the methods described in this section.

The provisions laid down in this article cease to apply if, at the close of a given financial year, the percentage of the share capital held by employees of the Company and any affiliated companies accounts for less than 3% of the total share capital. The term of office in progress will continue for its full duration."

Resolution 27

Amendment to Article 16 of the Articles of Association concerning the option for the Board of Directors to vote in writing or electronically (written consultation) for certain decisions

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Extraordinary General Meetings, and having reviewed the Board of Directors' report, resolve to supplement the provisions of Article 16 of the Articles of Association concerning the option for Directors to vote in writing or electronically (written consultation) and to amend the article as follows:

"The Board of Directors shall meet as often as required by the Company's interests, pursuant to a notice of meeting given by its Chairman. The Chief Executive Officer or, if the Board has not met for at least two months, at least one third of the Directors, may request the Chairman to convene a Board of Directors' meeting to deliberate on a specific agenda. The Chairman shall be required to comply with such request.

Notices of meetings may be issued by any means, including orally, in principle at least twenty-four hours in advance.

Meetings shall be held at the registered office or at any other place specified in the notice of meeting.

The Board of Directors may vote on certain items in writing or electronically, in accordance with the procedure described in the internal rules and regulations of the Board of Directors. This procedure, which takes place over a minimum period of seven days, ensures that the Directors receive comprehensive information in the form of preparatory materials and any clarifications they request. In accordance with the law, the Directors have the option to object to the implementation of this procedure and may do so when the proposal is made to vote in writing or electronically, or before the vote on the items concerned.

The Board can only validly conduct business in the presence of at least half the Directors. Decisions shall be adopted by a majority vote of the members present or represented.

In the event of a tie, the Chairman of the Board of Directors shall have the casting vote. If the Chairman of the Board of Directors is not present, the meeting Chairman shall have no casting vote in the event of a tie.

An attendance sheet is signed by the Directors taking part in the Board meeting, either in person or by proxy.

Internal rules and regulations shall be defined for the Board of Directors.

These internal rules and regulations may include a provision whereby Directors who participate in the Board meeting by videoconference or any other means of telecommunication that enables them to be identified and effectively participate, as required by law, shall be considered to be present for the purpose of calculating the quorum and majority.

The decisions of the Board of Directors shall be recorded in minutes prepared in accordance with legal provisions in force and signed by the Chairman of the meeting and at least one Director. If the Chairman of the meeting is unable to act, the minutes shall be signed by at least two Directors.

Copies or extracts of these minutes shall be certified by the Chairman of the Board of Directors, the Chief Executive Officer, a Director temporarily appointed to act as Chairman or an agent authorised for such purpose."

3.3. Requiring the approval of the Ordinary General Meeting

Resolution 28

Powers granted to carry out formalities

The shareholders at the General Meeting, having fulfilled the quorum and majority requirements for Ordinary General Meetings, give all powers to the bearer of an original or copy of the minutes of this Meeting to carry out all legally required formalities.

4. Special report of the Board of Directors

SPECIAL REPORT OF THE BOARD OF DIRECTORS ON ALLOTMENTS OF FREE SHARES – FINANCIAL YEAR ENDED 31 DECEMBER 2025

In accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, we are pleased to present our report on transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the aforementioned code relating to allotments of free shares.

Allotment of free shares in financial year 2025

You are reminded that Resolution 30 of the Combined General Meeting of 21 May 2024 and Resolution 19 of the Combined General Meeting of 21 May 2025 authorised the Board of Directors to award free shares to employees and company officers of the Company or the Group to which it belongs, under the following terms and conditions:

- Recipients: Eligible employees and/or company officers (as defined in Paragraph 1 of Article L. 225-197-1 II and Article L. 22-10-59 III of the French Commercial Code) of the Company or of any affiliated companies as defined in Article L. 225-197-2 of the French Commercial Code, or certain categories of such individuals;
- Maximum number of shares: The maximum number of shares shall not exceed 1.1% of the share capital at the date of the allotment decision, with a sub-limit of 5% of that 1.1% limit for allotments to executive company officers of the Company, it being specified that this 1.1% limit applies to all authorisations granted to the Board for issues reserved for employees and company officers;
- Validity of the authorisation: 38 months, with the new authorisation ending the previous authorisation.

Under the authorisation dated 21 May 2024, at its meeting of 29 April 2025, the Board of Directors allotted 143,800 rights to free performance shares to certain employees and company officers of the Company and affiliated companies, as defined in Article L. 225-197-2 of the French Commercial Code.[1] These allotments are subject to a condition of continued employment as well as vesting conditions based on a target comprising financial performance conditions and CSR conditions, with performance assessed for financial years 2025, 2026 and 2027. The financial performance conditions, counting for 90% of the plan, are based on two performance criteria, weighted equally: the Company's organic growth in consolidated revenue and its consolidated operating profit on business activity as a percentage of revenue. CSR-related performance conditions, which count for 10% of the plan, are based on two equally weighted criteria: a workforce-related criterion related to the proportion of women in senior management positions within the Group and an environmental criterion related to helping the Group reduce its greenhouse gas emissions.

Under this plan, 3,000 rights to free performance shares were allotted to an executive company officer of the Company (Cyril Malargé, Chief Executive Officer). These rights have lapsed as a result of the resignation of Cyril Malargé during the financial year.

Acquisitions of free shares in financial year 2025

Acting pursuant to the authority delegated to him by the Board of Directors, the Chief Executive Officer:

- approved on 1 July 2025, making use of the authority subdelegated by the Board of Directors on 21 May 2025, the vesting of free shares under the free performance share plan set up by Sopra Steria Group on 1 June 2022: vesting of 143,164 shares with a nominal value of one euro to 364 grantees through the award of shares held in treasury.

It should be noted that 2,405 performance shares vested with the Chief Executive Officer pursuant to the office he holds at the Company.

The number of free performance shares vested by the Company in 2025 to the 10 employees of the Company who are not company officers and who were awarded the largest number of free shares was as follows:

	Number of shares	Unit value (share price at the day of grant)
Sopra Steria plan of 1 June 2022	12,186	€207.40

The Board of Directors

(1) See Note 4 on the income statement (parent company financial statements) and Note 5 on the consolidated financial statements.

Statement by the person responsible for the Universal Registration Document

I hereby declare that, to the best of my knowledge, the information contained in this Universal Registration Document is in accordance with the facts and contains no omission likely to affect its import.

I hereby declare that, to the best of my knowledge, the parent company and consolidated financial statements have been prepared in accordance with the applicable set of accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer and the undertakings included in the consolidation taken as a whole and that the management report included in the cross-reference table on pages 436 to 437 presents a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation as a whole, as well as a description of the main risks and uncertainties they face, and that it was prepared in accordance with applicable sustainability reporting standards.

Paris, 13 March 2026

Rajesh Krishnamurthy

Chief Executive Officer

Glossary

Acronyms

- AI: Artificial intelligence
- AMF: Autorité des Marchés Financiers (French financial markets authority)
- ANSSI: Agence Nationale de la Sécurité des Systèmes d'Information (French IT security agency)
- API: Application Programming Interface
- BPS: Business Process Services
- BREEAM: Building Research Establishment Environmental Assessment Method
- BVCM: Beyond Value Chain Mitigation
- CCB: Compliance Certification Board
- CISO: Chief Information Security Officer
- CNIL: Commission Nationale de l'Informatique et des Libertés (French data protection authority)
- COP21: 2015 Paris Climate Conference
- CSR: Corporate Social Responsibility
- CSRD: Corporate Sustainability Reporting Directive
- DevSecOps: Development – Security – Operations
- DLP: Data Loss Prevention
- DPS: Digital Platform Services
- DRM: Digital Rights Management
- EAC: Energy Attribute Certificate
- EMS: Environmental Management System
- ESRS: European Sustainability Reporting Standards
- EVP: Employee Value Proposition
- Fédéeh: Fédération Étudiante pour une Dynamique Études et Emploi avec un Handicap (Student Federation for the Promotion of Education and Jobs for People with Disabilities)
- FSC: Forest Stewardship Council
- GAFA: Google, Apple, Facebook, Amazon ("Big Four" tech companies)
- GDPR: General Data Protection Regulation
- GO: Guarantee of Origin
- HQE: "Haute Qualité Environnementale" (high environmental quality)
- HR: Human Resources
- IEA: International Energy Agency
- ILO: International Labour Organization
- IPBES: Intergovernmental Platform on Biodiversity and Ecosystem Services
- IPCC: Intergovernmental Panel on Climate Change
- I-REC: International Renewable Energy Certificate
- IRO: Impacts, Risks and Opportunities
- KBA: Key Biodiversity Areas
- LCA: Life Cycle Assessment
- LEED: Leadership in Energy and Environmental Design
- LPM: French Military Planning Act ("Loi de programmation militaire", French Law No. 2013-1168 of 18 December 2013)
- NIS: Network Information System
- PaaS: Platform as a Service
- PLM: Product Lifecycle Management
- PUE: Power Usage Effectiveness
- RCP: Representative Concentration Pathways
- REACH: Registration, Evaluation, Authorisation and Restriction of Chemicals
- REGO: Renewable Energy Guarantees of Origin
- RoHS: Restriction of Hazardous Substances Directive
- SaaS: Software as a Service
- SDS: Sustainable Development Scenario
- SFDR: Sustainable Finance Disclosure Regulation
- SLL: Sustainability-Linked Loans
- SOC: Security Operations Centre
- TCFD: Task Force on Climate-related Financial Disclosures
- TNFD: Taskforce on Nature-related Financial Disclosures
- UES: "Unité Économique et Sociale" (economic and employee unit)
- UN: United Nations
- UX: User experience
- VCS: Verified Carbon Standard
- WEEE: Waste Electrical and Electronic Equipment

Alternative performance measures

- **Restated revenue**: Revenue for the prior year, expressed on the basis of the scope and exchange rates for the current year.
- **Organic revenue growth**: Increase in revenue between the period under review and restated revenue for the same period in the prior financial year.
- **EBITDA**: This measure, as defined in the Universal Registration Document, is equal to consolidated operating profit on business activity after adding back depreciation, amortisation and provisions included in operating profit on business activity.
- **Free cash flow**: Net cash from operating activities; less investments (net of disposals) in property, plant and equipment, and intangible assets; less lease payments; less net interest paid; and less additional contributions to address any deficits in defined-benefit pension plans.
- **Operating profit on business activity**: This measure, as defined in the Universal Registration Document, is equal to profit from recurring operations adjusted to exclude the share-based payment expense for stock options and free shares and charges to amortisation of allocated intangible assets.
- **Profit from recurring operations**: Operating profit before other operating income and expenses, which includes any particularly significant items of operating income and expense that are unusual, abnormal, infrequent or not foreseeable, presented separately in order to give a clearer picture of performance based on ordinary activities.
- **Basic recurring earnings per share**: This measure is equal to "Basic earnings per share" before "Other operating income and expenses" net of tax.
- **Return on capital employed (RoCE)**: (Profit from recurring operations after tax + Profit from equity-accounted companies) / (Equity + Net financial debt).
- **Downtime**: Number of days between two contracts (excluding training, sick leave, other leave and pre-sales) divided by the total number of business days.

Corporate responsibility

- **Sustainable Development Goals (SDGs) defined by the United Nations:** The Sustainable Development Goals are the blueprint to achieve a better and more sustainable future for all. They address the global challenges we face, including poverty, inequality, climate change, environmental degradation, prosperity, peace and justice.
- **Materiality matrix**: A materiality assessment helps identify and prioritise the most relevant issues for a company and its stakeholders, and is presented in the form of a matrix, which plots these issues according to their importance to the company (x-axis) and to its external stakeholders (y-axis).
- **Materiality**: The degree of materiality determined reflects the extent to which an issue is capable of influencing the Company's strategy, reputation or financial health.
- **Locked-in emissions**: Estimates of GHG generated by the operation of assets and products with a long lifespan, measured from the reporting year to the end of their operating lifetime.
- **Greenhouse gases (GHG)**: Greenhouse gases are gaseous components that absorb infrared radiation emitted from the earth's surface and contribute to the greenhouse effect. The increase in their concentration in the earth's atmosphere is one of the factors causing global warming.
- **Science Based Targets initiative (SBTi)**: Science Based Targets is an internationally recognised initiative offering mathematical models for identifying the environmental footprint of activities so as to be able to set ambitious greenhouse gas emissions reduction targets.
- **CDP**: Non-profit organisation that runs the global disclosure system for investors, companies, cities, countries and regions to manage their environmental impact.
- ***Task Force on Climate-related Financial Disclosures (TCFD)***: A task force focused on climate-related financial disclosures, created as part of the G20 Financial Stability Board. The TCFD is one of the most important developments in the area of climate reporting by businesses.
- **Net-zero emissions:** For a business, achieving net-zero emissions means reducing the GHG emissions of its entire value chain to zero through a combination of value chain emissions reduction projects (at least 90%) and funding carbon removal offsets for the remainder outside its value chain.
- **Scope 1 (of the GHG Protocol)**: Covers direct greenhouse gas emissions arising from the combustion of fossil fuels (petroleum, fuel oil, biodiesel and gas) and the escape of coolants from air conditioning systems in offices and on-site data centres.
- **Scope 2 (of the GHG Protocol)**: Covers indirect greenhouse gas emissions associated with consumption of grid electricity and district heating in offices and on-site data centres.
- **Scope 3 (of the GHG Protocol)**: Covers indirect greenhouse gas emissions associated with energy-related activities not included in Scopes 1 or 2, purchased goods and services, capital goods, waste, upstream transportation of goods, business travel, upstream leased assets, investments, transportation of visitors and clients, downstream transportation of goods, use of sold products, end-of-life treatment of sold products, downstream franchises, downstream leased assets and employee commuting.
- ***Market-based***: Method for calculating greenhouse gas emissions based on emissions factors specific to the energy source used.
- **Climate Disclosure Standards Board (CDSB)**: The Climate Disclosure Standards Board is an international consortium of businesses and environmental NGOs that works in particular with the TCFD on these issues. The CDSB has built a reporting framework covering the following 12 recommendations:
- **CDSB/REQ-01 Governance**: Disclosures shall describe the governance of environmental policies, strategy and information.
- **CDSB/REQ-02 Management's environmental policies, strategy and targets**: Disclosures shall report management's environmental policies, strategy and targets, including the metrics, plans and timeliness used to assess performance.
- **CDSB/REQ-03 Risks and opportunities**: Disclosures shall explain the material current and anticipated environmental risks and opportunities affecting the organisation.
- **CDSB/REQ-04 Sources of environmental impact**: Quantitative and qualitative results, together with the methodologies used to prepare them, shall be reported to reflect material sources of environmental impact.
- **CDSB/REQ-05 Performance and comparative analysis**: Disclosures shall include an analysis of the information disclosed in REQ-04 compared with any performance targets set and with results reported in a previous period.
- **CDSB/REQ-06 Outlook**: Management shall summarise their conclusions about the effect of environmental impacts, risks, opportunities and policy outcomes on the organisation's future performance and position.
- **CDSB/REQ-07 Organisational boundary**: Environmental information shall be prepared for the entities within the boundary of the organisation or group for which the mainstream report is prepared and, where appropriate, shall distinguish information reported for entities and activities outside that boundary.
- **CDSB/REQ-08 Reporting policies**: Disclosures shall cite the reporting provisions used for preparing environmental information and shall (except in the first year of reporting) confirm that they have been used consistently from one reporting period to the next.
- **CDSB/REQ-09 Reporting period**: Disclosures shall be provided on an annual basis.
- **CDSB/REQ-10 Restatements**: Disclosures shall report and explain any prior year restatements.
- **CDSB/REQ-11 Conformance**: Disclosures shall include a statement of conformance with the CDSB Framework.
- **CDSB/REQ-12 Assurance**: If assurance has been provided over whether reported environmental information is in conformance with the CDSB Framework, this shall be included in or cross-referenced to the statement of conformance of REQ-11.
- **CSRD**: Corporate Sustainability Reporting Directive, an EU legislative act on the disclosure and certification of sustainability information and the social, environmental and corporate governance obligations incumbent on commercial companies.
- **Taxonomy**: Regulation constituting one of the key measures in the European Union's action plan set out in its Green Deal, consisting of a range of initiatives aimed at achieving climate neutrality by 2050.

Cross-reference table for the 2025 Universal Registration Document

Information required for a Universal Registration Document as listed in Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019

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