

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 2022, Sopra Steria Group had a share capital of €20,547,701. It is made up of 20,547,701 shares with a par value of €1 each.

Codes and classification of the Sopra Steria Group share

ISIN/Euronext code: FR0000050809

Ticker symbol: SOP

Market: Euronext Paris

CFI: ESEUFB

(E = Equities, S = 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

Main non-financial indices including the Sopra Steria Group share

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 EOG

EURONEXT CDP ENVIRONNEMENT FR EW

Gaïa Index

EURONEXT CAC SBT 1.5° Index

2. Share ownership structure

Shareholders	At 31/12/2022				At 31/12/2021				At 31/12/2020			
	Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights	Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights	Shares	% of capital	% of theoretical voting rights	% of exercisable voting rights
Sopra GMT ⁽¹⁾	4,035,669	19.6%	29.8%	30.0%	4,035,669	19.6%	29.7%	29.8%	4,035,669	19.6%	29.7%	29.8%
Pasquier family	112,479	0.5%	0.8%	0.8%	112,479	0.5%	0.8%	0.8%	111,209	0.5%	0.8%	0.8%
Odin family	212,928	1.0%	1.6%	1.6%	212,298	1.0%	1.6%	1.6%	215,933	1.1%	1.6%	1.6%
Management	215,671	1.0%	1.4%	1.5%	217,725	1.1%	1.5%	1.5%	217,224	1.1%	1.4%	1.5%
Total agreements: Agreement between Sopra GMT, Pasquier and Odin families, and management	4,576,747	22.3%	33.7%	33.9%	4,578,801	22.3%	33.6%	33.7%	4,580,035	22.3%	33.6%	33.6%
Shares managed on behalf of employees	1,321,912	6.4%	8.1%	8.1%	1,197,587	5.8%	7.8%	7.8%	1,297,939	6.3%	8.4%	8.5%
o/w Corporate mutual funds (FCPE), We Share employee share ownership plan and SIP Trust ⁽²⁾	1,115,630	5.4%	7.3%	7.4%	976,225	4.8%	6.9%	7.0%	1,068,079	5.2%	7.6%	7.6%
o/w Other UK trusts ⁽³⁾	206,282	1.0%	0.8%	0.8%	221,362	1.1%	0.8%	0.8%	229,860	1.1%	0.9%	0.9%
Free float	14,537,777	70.8%	57.8%	58.0%	14,691,339	71.5%	58.3%	58.5%	14,622,915	71.2%	57.8%	57.9%
Treasury shares	111,265	0.5%	0.4%	0.0%	79,974	0.4%	0.3%	0.0%	46,812	0.2%	0.2%	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 a holding company for Sopra Steria Group and Axway Software.

(2) SIP Trust is a UK trust that manages shares purchased by employees under a share incentive plan.

(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.

SOPRA GMT'S OWNERSHIP STRUCTURE IS AS FOLLOWS:

Sopra GMT ownership structure	At 31/12/2022		At 31/12/2021		At 31/12/2020	
	Shares	% of capital	Shares	% of capital	Shares	% of capital
Pasquier family	318,050	68.47%	318,050	68.27%	318,050	68.27%
Odin family	132,050	28.43%	132,050	28.34%	132,050	28.34%
Sopra Steria Group managers (active and retired)	12,604	2.71%	12,604	2.71%	15,774	3.39%
Treasury shares	1,823	0.39%	3,170	0.68%	0	0.00%
TOTAL	464,527	100.00%	465,874	100.00%	465,874	100.00%

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 2022, all the holdings managed on behalf of employees accounted for 6.4% of the share capital (1,321,912 shares) and 8.1% of voting rights.

The holdings managed on behalf of corporate mutual funds (FCPEs) and share incentive plans (SIPs) in the United Kingdom made up 5.4% of the share capital (1,115,630 shares) and 7.3% of voting rights.

The shares held by UK trusts, namely SSET and XEBT, for the benefit of employees in the UK and India, accounting for 1.0% of the share capital (206,282 shares) and 0.8% of the voting rights. In 2022, the shares held by these trusts were used to make matching contributions to the SIPs.

Under the We Share 2022 plan agreed by the Board of Directors on

12 January 2022, participating employees acquired 189,639 shares.

At its meeting of 11 January 2023, the Board of Directors decided to set up a new employee share ownership plan in the first half of 2023, based on the model of highly successful previous We Share plans. Under this new plan, employees will receive a matching contribution of one free share for every share purchased. The plan is limited to a total of 200,000 shares: 100,000 shares purchased by employees and 100,000 matching free shares granted by Sopra Steria. The shares granted under these plans are purchased on the market by the Group. They enable employees to benefit durably from the long-term success of the Group's corporate plan and performance. In addition to their motivational power, employee share ownership plans help foster a sense of belonging and inclusion, since almost 96% of the total workforce is eligible for these Group-wide programmes.

4. Voting rights

At 31 December 2022, the total number of voting rights that could be exercised was 26,448,235 and the total number of theoretical voting rights was 26,559,500.

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 2022, 6,011,799 shares (representing 29.3% of the share capital) held double voting rights.

5. Threshold crossings

In 2022, no statutory shareholding thresholds were crossed that required a report to be filed with the Autorité des Marchés Financiers.

Crossing of shareholding threshold(s) Date	AMF declaration no.	Shareholder(s) having crossed the threshold(s)	Crossing of threshold(s) in capital	Crossing of threshold(s) in voting rights	Type	Number of shares	% of capital held	Number of voting rights	% voting rights held
-	-	-	-	-	-	-	-	-	-

Article 30 of the Company's Articles of Association states that the "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 its availability to shareholders is established by law and in regulations.

Any shareholder who holds more than 3% or more than 4% of the Company's capital shall inform the Company in the same manner and based on the same methods of calculation as required with respect to legal thresholds."

6. Shareholders' agreements

Agreement between Sopra GMT, Pasquier and Odin families, and management

A shareholders' agreement constituting an action in concert was concluded, 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.

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 (i) 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 ten 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.

7. Control

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

7.2. Breakdown of voting rights

At 31 December 2022:

- 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 33.7% of theoretical voting rights;
- the holdings managed on behalf of employees represented 8.1% of theoretical voting rights.

The percentage of voting rights on shares held by shareholders present or represented by proxy holders at the most recent Sopra Steria Group General Meeting was 80.1%.

With the exception of Sopra GMT, no shareholder holds more than 5% of the Company's voting rights.

7.3. Members of Sopra Steria Group's Board of Directors

Sopra GMT held three of the fifteen seats on the Board of Directors, including the Chairman of the Board of Directors.

Two of the seven members of the Nomination, Governance, Ethics and Corporate Responsibility Committee represent Sopra GMT, including the Chairwoman of the Committee.

Sopra GMT is represented on each of the Committees of the Board of Directors.

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 eight 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 57),

ensures that proposals from a range of different sources are considered:

- the terms of reference of the specialist committees, which are made up of a majority of 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 2022

This description of the implementation of the share buyback programme is given pursuant to Article L. 225-211 of the French Commercial Code.

Through Resolution 17 of the Combined General Meeting of 1 June 2022, 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 2023.

During the financial year ended 31 December 2022, this share buyback programme was used as follows:

8.1.1. IMPLEMENTATION OF LIQUIDITY AGREEMENT

At 31 December 2021, 4,805 shares were allocated to the liquidity agreement.

Between 1 January 2022 and 31 December 2022, Sopra Steria Group bought back 221,190 shares under the liquidity agreement at an average price of €145.45 and sold 205,553 shares at an average price of €146.21.

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 2022, 20,442 shares were still held by the Company for the purposes of the liquidity agreement. Their unit cost is €141.55.

8.1.2. ALLOCATION TO EMPLOYEES

At 31 December 2021, 75,169 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".

SHARE OWNERSHIP STRUCTURE

Share buyback programme

The Company has set up a share ownership plan for the Group's employees based on the transfer of shares.

During financial year 2022, the Company acquired 200,000 shares at an average price of €151.07.

Under the Share Incentive Plan (SIP) employee share ownership plan implemented by Sopra Steria Group in the United Kingdom, 144 shares were transferred free of charge to UK employees participating in the SIP in a ratio of one free share per share acquired. Furthermore, 5,437 shares were transferred free of charge by the UK trust SSET to Sopra Steria Group to serve as matching shares for Sopra Steria India's employee share ownership plan.

Under the We Share 2022 plan, 95,112 shares were transferred to employees at the price of €156.31 per share and 94,527 free shares were granted to them as the employer contribution (one free share received on a matching basis for each share acquired).

Taking into account these items, the Company held 90,823 shares allocated for this purpose at 31 December 2022. Their cost price is €143.12.

At 31 December 2022, Sopra Steria Group held 111,265 treasury shares, representing 0.54% of the share capital.

8.2. Description of the 2022 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 24 May 2023.

a. Number of shares and share of capital held by the Company

At 28 February 2023, the Company's capital was made up of 20,547,701 shares.

At that date, the Company held 95,939 treasury shares, representing 0.47% of the share capital.

b. Breakdown by purpose of treasury shares held by the Company

At 28 February 2022, the treasury shares held by the Company broke down by purpose as follows:

- implementation of liquidity agreement: 5,116 shares;
- award or sale to employees and/or company officers of the Group, coverage of 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: 90,823 shares.

c. Objectives of the new share buyback programme

The objectives of the new share buyback programme to be submitted to shareholders at the General Meeting of 24 May 2023 are:

- 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 Company's 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 the shares thus repurchased, by way of a capital reduction;
- to implement any market practice that would come to be 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 capital stock

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 2022, 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 10% of its share capital at most, i.e. 2,054,770 shares, not including shares already held.

This limit will be assessed 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 purchase price

The maximum purchase price per share is €275.

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 24 May 2023, i.e. until 23 November 2024.

9. Changes in share capital

At 31 December 2022, Sopra Steria Group had a share capital of €20,547,701. It is made up of 20,547,701 shares with a par value of €1 each. Since 2011, the share capital has changed as shown below:

Year	Description	Amount of capital post-operation	Nominal value	Number of shares		Contributions	
				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	-	-	-	-

10. Securities giving access to the share capital – Potential dilution

There are no other securities giving access to the share capital other than those mentioned in Note 5.4, "Share-based payments" in Chapter 5, "2022 consolidated financial statements" of this Universal Registration Document (pages 212 to 214).

SHARE OWNERSHIP STRUCTURE

Information on transactions in securities by Directors or persons mentioned in Article L. 621-18-2 of the French Monetary and Financial Code

11. Information on transactions in securities by Directors or persons mentioned in Article L. 621-18-2 of the French Monetary and Financial Code

During financial year 2022, no transactions referred to in Article L. 621-18-2 of the French Monetary and Financial Code and relating to Sopra Steria Group shares were carried out, pursuant to Article 223-26 of the AMF's General Regulation.

12. Authorisations to issue securities granted to the Board of Directors at the Combined General Meeting of 1 June 2022

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 year
Capital increase (ordinary shares and other securities giving access to the share capital)	1 June 2022 Resolution 19	26 months (August 2024)	Nominal amount of €2 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 19	1 June 2022 Resolution 23	26 months (August 2024)	15% of the amount of the capital increase under Resolution 19, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 19, 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	1 June 2022 Resolution 26	26 months (August 2024)	Amount of discretionary reserves	Amount of discretionary reserves	None

12.2. Issue without pre-emptive subscription rights

Securities transaction concerned	Resolution	Duration of delegation (Expiry)	Maximum issue amount	Maximum amount of capital increase	Use during the year
Capital increase (ordinary shares and other securities giving access to the share capital)	1 June 2022 Resolution 20	26 months (August 2024)	Nominal amount of €2 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 no. 1 of Article L. 411-2 of the French Monetary and Financial Code	1 June 2022 Resolution 21	26 months (August 2024)	Nominal amount of €2 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 20 or 21	1 June 2022 Resolution 23	26 months (August 2024)	15% of the amount of the capital increase under Resolution 20 or 21, up to a maximum of €2 billion	15% of the amount of the capital increase under Resolution 20 or 21, 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	1 June 2022 Resolution 24	26 months (August 2024)	10% of the share capital, up to a maximum of €2 billion	10% of the share capital	None
Capital increase as consideration for securities tendered in the event of a public exchange offer	1 June 2022 Resolution 25	26 months (August 2024)	10% of the share capital, up to a maximum of €2 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	Authorised percentage	Authorised percentage for executive company officers	Use during the year
Free share award	1 June 2022 Resolution 27	38 months (August 2025)	1.1% ⁽¹⁾	0.055%	None
Capital increase for employees enrolled in a company savings plan	1 June 2022 Resolution 28	26 months (July 2024)	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 297).
- 2) There are no restrictions in the Articles of Association:
 - on the exercise of voting rights: 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 transfers of shares: Shares 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 298).

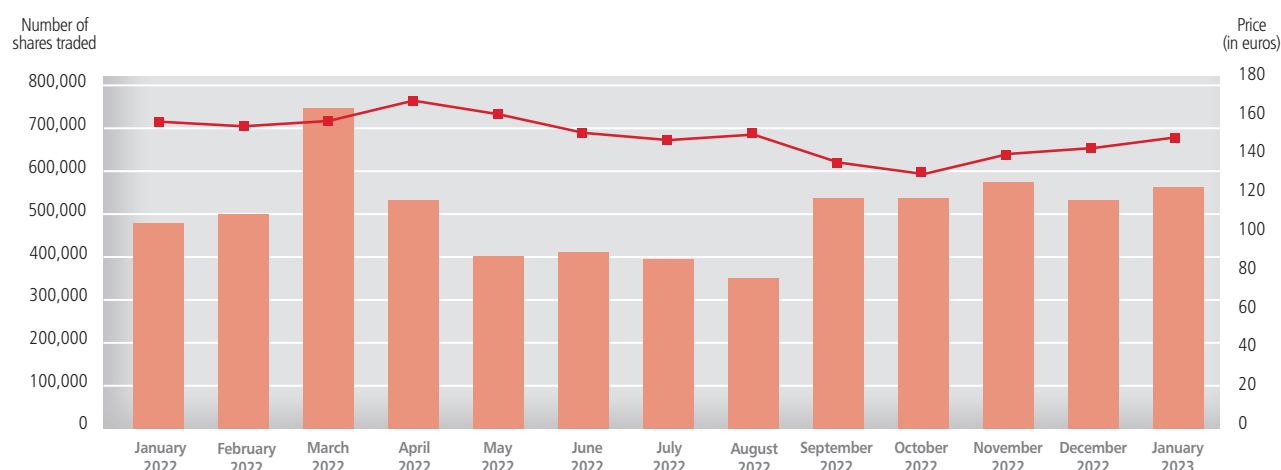
- 3) Any direct or indirect interests in the capital of the Company of which the latter has been informed pursuant to Articles L. 233-7 and L. 233-12 of the French Commercial Code are presented in Section 2, "Share ownership structure" of this chapter (page 297).
- 4) There are no holders of securities 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 voting rights are presented in Sections 2, "Share ownership structure" and 7.2, "Breakdown of voting rights" of this chapter (pages 297 and 299 respectively).

- 7) The regulations 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 regulations 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 repurchase of shares are stated in Article 17 of the Articles of Association. "The Board of Directors determines the overall business strategy of the Company and supervises its implementation. Subject to the powers expressly conferred by law to shareholders' meetings and within the limits of the corporate objects, 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 was granted authority by the Combined General Meetings of 1 June 2022 under Resolutions 18 to 28.
- 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 in 22 February 2022, and the Euro PP bond issued by Sopra Steria Group 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.

SHARE OWNERSHIP STRUCTURE

Monthly share prices and trading volumes on Euronext Paris

14. Monthly share prices and trading volumes on Euronext Paris



(Source: Euronext Paris)

15. Share price performance

Month	Number of trading days	Price in €			Trading volumes		Capital (in millions of euros)
		High	Low	Average closing price	Number of shares traded		
2022 - 01	21	168.70	148.70	158.31	478,300		75.98
2022 - 02	20	163.40	140.80	155.87	500,634		78.05
2022 - 03	23	172.70	136.90	158.65	747,288		117.68
2022 - 04	19	177.70	162.30	169.32	532,365		90.22
2022 - 05	22	170.90	150.70	162.18	401,277		64.89
2022 - 06	22	168.30	140.20	152.42	411,662		62.22
2022 - 07	21	165.10	135.00	148.63	394,111		58.67
2022 - 08	23	163.60	135.30	151.52	351,489		52.80
2022 - 09	22	148.70	124.80	136.86	537,829		73.62
2022 - 10	21	137.60	117.80	130.81	537,903		70.42
2022 - 11	22	149.20	126.60	141.38	575,104		80.53
2022 - 12	21	152.60	137.90	144.50	533,288		77.17
2023 - 01	22	156.80	141.90	150.26	563,051		84.73

(Source: Euronext Paris).

16. Dividend per share

Financial year	Number of shares bearing a dividend	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 ⁽¹⁾	0	€0
2020	20,539,743	€2.00
2021	20,527,488	€3.20

(1) 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 decided to propose to shareholders at the General Meeting of 9 June 2020 not to distribute a dividend for financial year 2019.

To date, the Board of Directors has not predefined a dividend distribution policy.

At its meeting of 22 February 2023, the Board of Directors of Sopra Steria Group decided to propose at the General Meeting of the Shareholders to be held on 24 May 2023 that a dividend of €4.30 per share be distributed. The ex-dividend date will be 29 May 2023. The dividend will be paid as of 31 May 2023.

Dividends not collected before the five-year prescription period expires are paid to the French state.

