

*Translation for information purposes  
Only the French version is legally binding*

**DEVOTEAM**  
**Société Anonyme with registered capital of 1.527.761 Euros**  
**Headquarters: 73, rue Anatole France**  
**92300 Levallois - Perret**  
**402 968 655 RCS Nanterre**

## **NOTICE OF MEETING**

Dear Sir, Madam,

We are pleased to inform you that a Shareholders' Meeting of Devoteam SA will be held **on June 20, 2013 at 10.00** am at the Company's offices, located at 73, rue Anatole France – 92300 Levallois Perret. The agenda will be as follows:

### **Resolutions for the Ordinary General Meeting**

- Reading of the Management Board's report
- Reading of the Supervisory Board's reports
- Reading of the Statutory Auditors reports
- Approval of the statutory financial statements for the financial year ending December 31, 2012
- Approval of the consolidated financial statements for the financial year ending December 31, 2012
- Allocation of the 2012 net profit
- Fixing the amount of Supervisory Board's attendance fees
- Granting authorization to the Management Board to purchase Devoteam shares up to 10% of its capital
- Power of Attorney

### **Resolutions for the Extraordinary General Meeting**

- Reading of the Management Board's report
- Reading of the Statutory Auditors report
- Delegation of power to the Board in order to reduce the share capital by canceling shares acquired under the share repurchase program
- Power of Attorney

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If this Meeting is not able to constitute the mandatory quorum, the shareholders will be invited once again to discuss the same agenda on July 4, 2013 at 10 o'clock a.m.

Any shareholder, whatever the number of shares held, may take part in this Meeting. If the shareholder is unable to personally attend this Meeting, he/she shall choose between one of the following three options:

- Appoint the Devoteam Chairman or any other person (spouse or other shareholder) as their proxy;
- Send a proxy to the company without indicating the mandatory;
- Use the postal voting form for this purpose and return it to the company.

The right to participate in this Meeting will be subordinate:

1. for shareholders holding registered shares, who have registered their shares at least three days before the date of the Meeting.
2. for shareholders holding bearer shares, by the delivery, under the same time limit, of a shareholding certificate established by the authorized third party account holder, certifying the unavailability of the shares. The third party will then send this certificate to DEVOTEAM.

The shareholders will be able to obtain any documents (by simple request) as required by articles 133 and 135 of the decree of 23 March 1967. These documents, as well as the postal voting form or the proxy form, will be made available to the shareholders at the company's Headquarters. This request must be made at least six days before the date of the Meeting by letter, fax or e-mail and sent to the following address:

DEVOTEAM, Corporate Finance, 73, Rue Anatole France, 92300 Levallois Perret  
Tél : 33.1.41.49.48.48, Fax : 33.1.70.99.02.63, [finance@devoteam.com](mailto:finance@devoteam.com)

The postal voting forms will only be taken into account for forms, duly completed, signed and sent to the company's registered office at least three days before the date of the Meeting.

In accordance with law, any document that must be announced in the Meeting will be passed on according to the legal time limit.

Submission requests for a draft resolution of the agenda by shareholders, which fulfil the legal requirements, will have to be sent to the company's Headquarters, by registered letter with acknowledgement of receipt, within ten days as from the reception of the present notice.

This documents acts as the notice of the Meeting, provided that no changes have been made to the agenda and following the submission request for the draft resolution of the agenda presented by the shareholders.

**The Management Board**