

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

**DEVOTEAM**  
**Société Anonyme with registered capital of 1.237.391,93 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, 2014 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 President of the Supervisory 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, 2013
- Approval of the consolidated financial statements for the financial year ending December 31, 2013
- Allocation of the 2013 net profit
- Fixing the amount of Supervisory Board's attendance fees
- Renewal of the appointment of a permanent external Auditor
- Renewal of the appointment of an alternate Auditor
- Opinion on the components of the remuneration owed or awarded for the financial year ending December 31, 2013 to Mr. Stanislas de Bentzmann, Chairman of the Management Board
- Opinion on the components of the remuneration owed or awarded for the financial year ending December 31, 2013 to Mr. Godefroy de Bentzmann, member of the Management Board
- 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 increase the share capital maintaining preferential subscription rights or by incorporating premiums, reserves, profits or other amounts whose capitalization is accepted.
- Delegation of power to the Board in order to increase the share capital with preferential subscription rights waived
- Granting authorization to the Board to increase the share capital, without preferential subscription rights, up to 10% of its capital per year with a setting of the issue price in accordance with 1° al 2 of the art. L.225-136 of the French Commercial Code.
- Delegation of power to the Board to increase the share capital up to 10% in order to remunerate contributions of shares or securities offering access to the capital of outside companies.
- Delegation of power to the Board to increase the share capital in favour of the members of a company savings plan

- Delegation of power to the Board to issue shares and/or securities with preferential subscription rights waived in favour of certain categories of beneficiaries.
- Amendment of the status in order to introduce preference shares in the company's status
- Granting authorization to the Board to attribute ordinary and preference shares of the company to the executive officers and the employees of the company and related companies.
- Granting authorization to the Board to reduce the share capital by cancelling 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, 2014 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 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 attend this Meeting will be subordinated to the following points:

1. for shareholders holding registered shares, they should 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.

A unique postal voting form or proxy form, will be made available to the shareholders at the company's Headquarters. The shareholders will be able to obtain any documents by simple request. 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 received at 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 available for the shareholders within the legally required time at the company's registered office.

**The Management Board**