



## Filing of public exchange offer by Sopra Group on all of the shares of Steria

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**Paris, France, 11 June 2014** - Following the announcement of the planned friendly tie-up of Sopra Group (NYSE Euronext: SOP) and Steria (NYSE Euronext: RIA) of 8 April 2014, the two companies have announced that Sopra Group filed on 10 June 2014 a draft public exchange offer with the AMF (French Regulator) on all of the shares of Steria on the basis of a share exchange ratio of one (1) Sopra Group share for four (4) Steria shares. Concomitantly, Steria filed a draft memo in response, including the report by the independent appraiser Finexsi.

This planned tie-up was unanimously approved by all of the governance bodies of the two companies, i.e., the Sopra Group Board of Directors, the Steria Supervisory Board and the Board of Directors of its general partner, Soderi.

This tie-up will lead to the creation of a European leader in digital services with combined revenue of €3.1bn (based on 2013 pro forma) and a presence in 24 countries, with over 35,000 professionals at the service of major international clients. The excellent complementary fit in terms of geographies and business lines (especially through the alliance of Solutions and Business Process Services), will lead to the most comprehensive offer portfolio on the market as well as significant value creation on the basis, on the one hand, of substantial revenue synergies and, on the other hand, annual operating savings that have been estimated at around €62m. Half of these savings should be achieved in 2015 and 100% in 2016, which will result in a large increase in Sopra's earnings per share from 2016, after integration costs are taken into account (before integration costs and amortization of the intangibles linked to the operation, the accretive impact on earnings per share is estimated at approximately 5% by the year 2015, and more than 20% in 2016).

The Offer is subject to the approval of the AMF.

The terms and conditions of the Offer<sup>1</sup> are described in the draft information memo of Sopra Group as filed today with the Autorité des Marchés Financiers.

The reasoned opinion of Steria's Supervisory Board, rendered during its meeting on 2 June 2014, as well as the entire report, including the assertion of fairness regarding the financial terms of the Offer, of the independent appraiser, Finexsi, represented by Lucas Robin and Olivier Peronnet, appear in the draft memo in response, also filed today with the Autorité des Marchés Financiers.

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<sup>1</sup> Including the conditions precedent of the Offer as described in section 2.10 of the draft information memo.



These two draft memos are available on the websites of the AMF and the companies concerned.

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