

Sopra Group

Société anonyme with share capital of €11,919,583
Registered office: PAE Les Glaisins, F-74940 Annecy-le-Vieux
326 820 065 RCS Annecy

DESCRIPTION OF SOPRA GROUP'S SHARE REDEMPTION PROGRAMME

2014 – 2015

1 Date of the Combined General Meeting that authorised the programme

27 June 2014

2 Analysis by purpose of the treasury shares held as at the date of publication of this description

All of the 9,709 treasury shares held as at 26 June 2014 were allocated to the share redemption programme with the objective of promoting the secondary market in or liquidity of the Sopra Group share pursuant to the liquidity agreement signed with Oddo Corporate Finance in accordance with the AFEI Code of Ethics, as approved by the AMF.

3 Objective of the share redemption programme and use of shares redeemed

The programme's objective is to:

- obtain market-making services to be rendered by an investment services provider acting in complete independence under the terms of a liquidity contract concluded in compliance with the Code of Ethics of the AMAFI recognised by the AMF;
- to allot or sell to employees or senior executives of the Group, notably by means of the allotment of share purchase options, under terms and conditions specified by law or under the terms of employee profit sharing in business expansion programmes;
- to retain the shares repurchased and subsequently tender them in exchange or as consideration within the framework of merger, spinoff, or contribution transactions and, more generally, as part of external growth transactions, subject in all cases to the limit of 5% of the number of shares comprising the share capital;
- cede the shares in the Company, upon the exercise of the rights attached to securities giving access to the Company's share capital through redemption, conversion, exchange, presentation of warrants or any other means;
- 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.

Maximum portion of share capital and maximum number of shares that may be acquired

10% of the Company's share capital at 26 June 2014, thus 1,191,958 shares. In consideration of the 9,709 shares held, the current percentage of share capital and the number of shares that may be acquired would be 9.92% and 1,182,249 shares, respectively.

Maximum purchase price for shares: €180

4 Duration of the programme

18 months from the date of the Combined General Meeting, i.e. until 26 December 2015.

5 Results of the previous share redemption programme

The Combined General Meeting of Sopra Group shareholders held on 13 June 2013 authorised the Board of Directors to carry out a share redemption programme for a period of 18 months, i.e. until 12 december 2014.

Disclosure of issuer's transactions involving its own shares between 1 June 2013 and 31 May 2014

- Percentage of issuer's own capital held directly and indirectly as at 31 May 2013: 0.08%
- Number of shares cancelled during the last 24 months: 0
- Number of shares held as at 31 May 2014: 7,600
- Book value of shares held as at 31 May 2014: €619,234.08
- Market value of shares held as at 31 May 2014 (€82.93 per share): €630,268.00

Transactions between 1 June 2013 and 31 May 2014	Total gross movements		Open positions on the date this information was filed	
	Purchases	Sales / Transfers	Open buy positions	Open sell positions
Number of shares (purchases/sales depending on market conditions)	163,234	165,638	-	-
Average transaction price	73.23	72.50	-	-
Average exercise price	-	-	-	-
Amount in euros	11,953,148	12,008,486	-	-

No shares purchased by Sopra Group pursuant to this share redemption programme were cancelled during the last 24 months.

Sopra Group has not used the proceeds generated by its previous share redemption programme.

Paris, 27 June 2014