

## COMMUNIQUÉ – 17 NOVEMBER 2020

### MANDATORY DELISTING OF SODIFRANCE SHARES

CONSIDERATION: €18 per Sodifrance share



This communiqué was drafted by Sopra Steria Group and released in accordance with the provisions of Article 237-3, III of the General Regulation of the Autorité des Marchés Financiers (the “AMF”) and of Article 9 of AMF Instruction DOC-2006-07 on takeover bids.

*This document is a free translation into English of the original French “Communiqué de presse”, referred to as the “Communiqué”. It is not a binding document. In the event of a conflict of interpretation, reference should be made to the French version, which is the authentic text.*

Following the simplified public tender offer initiated by Sopra Steria Group (“**Sopra Steria**” or the “**Initiator**”) for the shares of Sodifrance (“**Sodifrance**” or the “**Company**”) for consideration of €18 per share, declared compliant by the AMF on 27 October 2020 (*cf. D&I No. 220C4603 of 27 October 2020*), which took place from 29 October to 12 November 2020 inclusive (the “**Offer**”), the Initiator directly and indirectly held 3,513,939 shares in the Company representing 6,939,083 voting rights, i.e. 96.46% of its share capital and at least 98.12% of its theoretical voting rights<sup>1</sup>.

The Sodifrance shares not tendered to the Offer by minority shareholders represent less than 10% of the share capital and theoretical voting rights of Sodifrance. Consequently, the conditions set forth in Article L.433-4, II (formerly III) of the French Monetary and Financial Code and in Articles 237-1 et seq. of the AMF’s General Regulation to carry out the mandatory delisting procedure have been met.

As stipulated in the Draft Offer filed and in the Information Memorandum approved under No. 20-530 on 27 October 2020 (the “**Information Memorandum**”), Sopra Steria requested from the AMF to carry out a mandatory delisting of the Sodifrance shares not tendered to the Offer by minority shareholders.

In accordance with AMF D&I Notice No. 220C4989 of 16 November 2020, the effective date of the mandatory delisting will be 18 November 2020 and it will cover the Sodifrance shares not held by the Initiator at the Offer’s closing date, i.e. 128,818 Sodifrance shares representing 3.54% of the Company’s share capital and at most 1.88% of its theoretical voting rights. The mandatory delisting will take place in return for consideration equal to the Offer price, i.e. €18 per Sodifrance share, net of any costs.

The total amount of consideration will be paid by the Initiator, no later than the effective date of the mandatory delisting, i.e. 18 November 2020, to a specially created escrow account with CIC Market Solutions, which has

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<sup>1</sup> On the basis of a share capital composed of 3,642,757 shares representing at most 7,071,684 voting rights, pursuant to Paragraph 2 of Article 223-11 of the General Regulation.

been appointed as an agent to handle consideration payments centrally, from which the financial intermediaries managing accounts must request payment of consideration on behalf of their clients.

In accordance with Article 237-5 of the AMF's General Regulation, the Initiator will publish a notice informing the public of the mandatory delisting in a legal gazette covering the location of the Company's registered office.

In accordance with the provisions of Article 237-8 of the AMF's General Regulation, any unallocated funds arising from unclaimed consideration payments for Sodifrance shares will be held by CIC Market Solutions for a period of ten years from the effective date of the mandatory delisting and then paid to Caisse des Dépôts et Consignations once this period expires. These funds will be available to beneficiaries provided they are claimed within thirty years, after which time they will pass to the French State.

The Sodifrance shares will be delisted from Euronext Paris after market close on 18 November 2020, the effective date of the mandatory delisting.

The Information Memorandum and the document listing the other information relating to the characteristics, in particular legal, financial and accounting-related, of Sopra Steria, are available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and Sopra Steria ([www.soprasteria.com](http://www.soprasteria.com)) and may be requested free of charge from:

Sopra Steria Group  
6 avenue Kléber  
75116 Paris (France)

Bryan, Garnier & Co  
26 avenue des Champs-Élysées  
75008 Paris (France)

The Information Memorandum in Response drawn up by Sodifrance and approved by the AMF on 27 October 2020 under No. 20-531, as well as the document listing the other information relating to the characteristics, in particular legal, financial and accounting-related, of Sodifrance, are available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and Sodifrance ([www.sodifrance.fr](http://www.sodifrance.fr)) and may be requested free of charge from Sodifrance, Avenue Saint-Vincent, Parc d'Activité la Bretèche, 35760 Saint-Grégoire (France).

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*This communiqué was prepared for information purposes only and does not constitute an offer to buy shares. The release of this communiqué, the Offer and its acceptance may be subject to legal restrictions in certain jurisdictions. Anyone in possession of this communiqué must stay informed of, and comply with, applicable legal restrictions. Sopra Steria Group disclaims all liability in the event of a breach by any person of applicable legal restrictions.*