



**Paris, France, 29 August 2013**

*The description of the Groupe Steria SCA share capital increase reserved for employees has been established in accordance with articles 212-4-5° and 212-5-6° of the general regulation of the Autorité des Marchés Financiers (AMF), with article 14 of the AMF instruction no. 2005-11 of 13 December 2005, and with articles 4.1(e) and 4(2)(f) implementing the Prospectus Directive no. 2003/71/EU.*

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## **SHARE CAPITAL INCREASE RESERVED FOR EMPLOYEES**

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Groupe Steria SCA (hereafter the "Company") announces a share capital increase reserved for former and current employees of the Company and its affiliated companies within the meaning of article L. 3344-1 of the French Labour Code (hereafter the "Group"), members of the Steria Group Employee Savings Plan (PEG) or the Steria Group International Employee Savings Plan (PEGI).

This offer (the "**Offer**") reflects the Group's culture and policy in relation to the employee shareholding. The purpose of this international employee shareholder initiative is to give employees (in France and abroad) the opportunity to participate in the Group's growth and results while developing their entrepreneurial spirit and increasing their commitment to the Group by involving them in its governance. This share capital increase reserved for employees occurs concomitantly with the offer of existing shares made to employees in the United Kingdom and India through "Share Incentive Plans" with their own terms and conditions.

On December 31 2012, the employee shareholding in Groupe Steria SCA represented 22.72%<sup>1</sup> of the Company's share capital.

### **1. SHARE ISSUER**

Groupe Steria SCA, a French Société en Commandite par Actions with a share capital of €32 248 651, has its registered office at 43-45 quai du Président Roosevelt, Issy-les-Moulineaux (92130) and is registered under the number RCS Nanterre 344,110,655.

The shares are listed for trading in Eurolist compartment B of NYSE Euronext Paris (France) under the ISIN Code: FR 0000072910.

Information relating to the Company is available on the website ([www.steria.com](http://www.steria.com)) and, in particular, in the Registration Document available on this website.

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<sup>1</sup> Including the SET and XEBT trusts (4,15%)

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## **2. SCOPE OF THE ISSUE – REASONS FOR THE OFFERING**

The Combined Ordinary and Extraordinary General Shareholders' Meeting held on 30 May 2013 delegated the authority to the General Manager to issue, in one or several instalments, within the scope of the provisions of articles L. 225-138 and L. 225-138-1 of the Code of Commerce (French trade laws) and articles L. 3332-18 and following of the French Labour Code, to issue shares reserved for the employees of the Company and its affiliates, within the meaning of Article L. 225-180 of the Code of Commerce, who are members of a company savings plan, limited to a nominal amount of €1,000,000.

The General Manager, using this authority, decided on 1<sup>st</sup> August 2013 to proceed with a capital increase reserved for employees of the Group, for the full amount.

In addition to the opportunity for employees to participate in the Group's future performance and potential growth, this transaction offers employees a project which transcends their sole function with the Group. Such a project has an entrepreneurial dimension enabling employee shareholders to boost their involvement and play a role in defining and implementing the Group's strategy.

## **3. MAXIMUM NUMBER OF ISSUABLE ORDINARY SHARES**

A maximum of 1,000,000 Groupe Steria SCA ordinary shares (the "**Shares**"), representing a maximum nominal amount of €1,000,000 may be issued under the offer.

## **4. ADMISSION TO TRADING ON A REGULATED MARKET**

The admission of the new Shares to trading on the Eurolist market (compartment B) of NYSE Euronext Paris will be requested upon their issuance, scheduled for 17 December 2013.

Upon admission to the Eurolist market (compartment B) of NYSE Euronext Paris, the Shares will be fully fungible with the existing shares in the Company already listed on this market and traded on the same trading line under ISIN Code FR0000072910.

The Shares subscribed by Employees (as defined hereafter in paragraph 10), either directly or through a French employee mutual fund (FCPE), are subject to a lock-up period as described in paragraph 13 below.

## **5. TYPE AND CHARACTERISTICS OF THE NEW SHARES**

The new Shares are ordinary shares in the Company of the same class as the existing ordinary shares.

The Shares will carry entitlement to dividends as of 1 January 2013 and rights to all distributions decided by the Company as of their issuance, in particular the right to dividends in respect of the 2013 financial year, which may be voted and distributed in 2014.

## **6. RIGHTS ASSOCIATED WITH THE NEW SHARES**

Pursuant to French law currently in force and the Company's articles of association ("*statuts*"), the main rights associated with the new Shares are the following:

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**a) Entitlement to dividends (article 19.3 of the articles of association)**

An annual dividend is distributed to shareholders in proportion to their equity holding. This dividend is determined each year by the General Shareholders' Meeting.

The amount of the dividend to be distributed to shareholders is fixed depending on the distributable profit after deduction of a portion reserved to the General partner (*associé commandité*).

**b) Voting rights attached to the Shares (article 9.3 of the articles of association)**

Except for exceptional circumstances as provided by law, each shareholder has the same number of voting rights as the number of fully paid up Shares held by him/her.

Double voting rights are granted to each fully up paid Share registered under the name of the same shareholder for at least two years.

**c) Preferential subscription right**

Shareholders are entitled to a preferential subscription right to purchase new Shares, in proportion to the number of Shares held by them, in all share capital increases in cash, unless such a right is removed as the result of a decision taken by the General Shareholders' Meeting.

**d) Right to a share of any excess assets in the event of liquidation (article 9.1. of the articles of association)**

In the event of a winding-up or early dissolution of the Company, the remaining net assets, after reimbursement of the nominal value of the Shares, will be divided among the shareholders in proportion to their equity interest in the share capital of the Company.

**7. SETTING THE SUBSCRIPTION PRICE**

The subscription price (the "**Subscription Price**") of the Shares to be subscribed directly or through a French FCPE by Employees will be equal to the average opening traded price of Groupe Steria SCA shares on the Eurolist market (compartment B) of NYSE Euronext Paris over the 20 trading days prior to the decision by the General Manager (*Gérance*) of the Company stating the Subscription Price (the "**Reference Price**"), minus a 20% discount.

**8. TOTAL AMOUNT OF THE OFFER**

The maximum amount of the share capital increase (issue premium included) will correspond to the number of the Shares subscribed directly or through a French FCPE by the employees multiplied by the Subscription Price, together with the number of bonus shares in respect of the employer's contribution, it being specified that subscriptions may be reduced in accordance with the provisions of paragraph 15 below.

**9. RESERVATION AND SUBSCRIPTION-RESERVATION CANCELLATION PERIODS**

Employees may reserve Shares during a period (the "**Reservation Period**") which is expected to be between 16 September 2013 (inclusive) and 30 September 2013 (inclusive). During this period, the Subscription Price will not yet be known.

After the Subscription Price is set (i.e. expected to be on 8 November 2013), a second period (the "**Subscription-Reservation Cancellation Period**") will open, which is expected to be between 12

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November and 15 November 2013 inclusive, during which Employees who did not reserve shares will be able to subscribe to the Offer subject to specific ceilings. The reservations made by Employees can be cancelled during this same period. If no such cancellation is made by the end of 15 November 2013, the subscription is deemed final and irrevocable.

The above-mentioned dates are provided for information purposes and may be subject to modification.

#### **10. BENEFICIARIES OF THE OFFER**

The beneficiaries of the Offer are (i) employees having an employment contract with one of the entities within the Scope of the Offer on the closing date of the Subscription-Reservation Cancellation Period, i.e. 15 November 2013, and having at least 3 months' service on this date, (ii) retired employees (including early-retirement) of one of the entities within the Scope of the Offer holding assets in the Steria Group Employee Saving Plan or Steria Group International Employee Saving Plan and (iii) the corporate officers working for entities within the Scope of the Offer with fewer than 250 employees (the "**Employees**").

The "**Scope of the Offer**" refers to all subsidiaries of the Company within the group consolidation scope and having its registered office in one of the following countries: Germany, Belgium, Denmark, , France, Luxembourg, Norway, Poland, United Kingdom, Singapore, Sweden and Switzerland.

#### **11. MAXIMUM AND MINIMUM SUBSCRIPTION PER SUBSCRIBER**

The total amount of voluntary contributions made by each Employee during the 2013 financial year under all employee savings plans may not exceed one quarter (25%) of his or her estimated annual gross salary (bonuses included) for 2013.

In countries where a Multiple Formula is offered, ten times the personal contribution made by the Employee under the Multiple Formula is taken into account in order to determine whether the above-mentioned ceiling is reached.

In addition, for any subscription during the Subscription-Reservation Cancellation period, the Employee's personal contribution (including transfers) under the Classic Formula and Multiple Formula may not exceed a respective 2.5% and 0.25% of his/her gross annual remuneration for 2013 (bonuses included).

The minimum amount of the subscription under the 2013 Classic Formula or the 2013 Multiple Formula shall be equal to €15 or its equivalent value in foreign currency.

#### **12. SUBSCRIPTION CURRENCY AND PAYMENT CURRENCY**

Subscriptions are made in euros.

Subscriptions must be settled in euros or in the currency of the country of the subscriber in application of the prevailing exchange rate fixed by the Company prior to the payment of the Subscription Price by the Employees.

#### **13. LOCK-UP PERIOD ON THE NEW SHARES**

The Shares subscribed (either directly or through a French FCPE) under the Classic and/or Multiple Formulas will be subject to a lock-up period lasting until 1<sup>st</sup> July 2018 (inclusive), except for employee subscribers in Belgium, for whom the lock-up period will expire on 17 December 2018 (inclusive).

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However, Shares subscribed under the Offer may be freely disposed of before the above-mentioned dates upon occurrence of an early release event provided for in article R.3324-22 of the French Labour Code, subject to limitations or additional early release cases which may be decided in certain countries in compliance with the applicable local laws and regulations

#### **14. INVESTMENT FORMULAS**

In order to comply with local regulatory obligations and tax regulations, the Offer will be implemented in the following manner:

- The Classic Formula will be offered in all countries within the Scope of the Offer, except for the United Kingdom (where, as in India, employees can subscribe shares in the Company through a Share Incentive Plan), by subscribing for Shares directly or through the Steriactions Relais 2013 FCPE for France and the Steriashares Relais 2013 internationally, set up for this purpose and to be merged into the Steriactions and Steriashares compartments of the Groupe Steriactions FCPE; and
- The Multiple Formula will be offered in Germany, France, the United Kingdom and Switzerland through the Steria Levier 2013 compartment of the Groupe Steriactions FCPE.

#### **15. PROCEDURE FOR REDUCING SUBSCRIPTIONS**

The amount of individual subscriptions in France and internationally can be reduced if the sum of the subscription orders received under the Offer (and multiplied by 10 for the Multiple Formula) exceeds the maximum authorised amount of the share capital increase. The Multiple Formula would be reduced first in order to comply with the ceiling of 600,000 Shares. The Classic Formula would only be reduced in the event the overall ceiling of 1,000,000 Shares is exceeded. The subscription would be reduced by scaling back the highest orders so as to respect the authorised ceilings.

#### **16. INDICATIVE OFFER SCHEDULE**

The Reservation Period will be open from 16 September 2013 (inclusive) until 30 September 2013 (inclusive).

The Subscription Price is expected to be fixed on 8 November 2013.

The Subscription-Reservation Cancellation Period should be open from 12 November until 15 November 2013, subject to local legal and regulatory requirements.

These dates are communicated for information purposes and may be modified as the result of a decision by the General Manager (Gérance).

#### **17. CORPORATE AUTHORISATIONS**

The Share capital increase described above was authorised by the Combined Ordinary and Extraordinary General Shareholders' Meetings of 30 May 2013 and decided by the General Manager on 1<sup>st</sup> August 2013.

Employees subscribing for Shares through a French FCPE are invited to refer to the information document of the Groupe Steriactions FCPE, Steriactions Relais 2013 FCPE and/or Steriashares Relais 2013 FCPE for additional information.

Neither Groupe Steria SCA nor any employer is giving investment advice with respect to this Offer. Investing is personal decision that must be made independently by each employee, taking into account his/her financial resources, investment goals, personal tax situation and any other investment alternatives available. In view of this, Employees are encouraged to consider the diversification of

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their investment portfolio to ensure that the investment risk associated is not exclusively concentrated on any single asset.

## **18. HEDGING OPERATIONS IN RELATION TO THE IMPLEMENTATION OF THE OFFER**

The underlying financial mechanisms of the Multiple Formula require hedging operations to be carried out in the market during the period determined for the setting of the Subscription price and for the purposes of adjustment for the duration of the operation.

## **19. SPECIFIC DISCLAIMER FOR THE INTERNATIONAL OFFER**

The Offer is a private offer reserved for eligible employees of the Steria Group.  
This document does not constitute an offer to sale or a solicitation for the subscription of securities.

## **20. CONTACT FOR THE BENEFICIARIES OF THE OFFER**

For any inquiries concerning the Offer, the beneficiaries are invited to refer to the company's intranet or contact their Head of Human Resource

-ENDS-

**Steria is listed for trading on NYSE Euronext Paris, Eurolist (Section B)**

**ISIN Code: FR0000072910, Bloomberg Code: RIA FP, Reuters Code: TERI.PA**

**General Indices: SBF 120, NEXT 150**

**CAC MID&SMALL, CAC MID 60, CAC Soft&CS, CAC Technology, Euronext FAS IAS**

For further information, visit our website: <http://www.steria.com>

### **About Steria:** [www.steria.com](http://www.steria.com)

Steria delivers IT enabled business services and is the Trusted Transformation Partner for private and public sector organisations across the globe. By combining in depth understanding of our clients' businesses with expertise in IT and business process outsourcing, we take on our clients' challenges and develop innovative solutions to address them efficiently and profitably. Through our highly collaborative consulting style, we work with our clients to transform their business, enabling them to focus on what they do best. Our 20,000 people, working across 16 countries, support the systems, services and processes that make today's world turn, touching the lives of millions around the globe each day. Founded in 1969, Steria has offices in Europe, India, North Africa and SE Asia and a 2012 revenue of €1.83 billion. Over 20%(\*) of Steria's capital is owned by its employees. Headquartered in Paris, Steria is listed on the Euronext Paris market. (\*): including "SET Trust" and "XEBT Trust" (4.15% of capital)

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