

Description of the share buy-back program authorised by the combined general shareholders' meeting on 28 June 2013

Summary of the main features of the share buy-back program

Issuer	Altran Technologies
Listing of shares	Euronext Paris - Compartment B
Concerned securities	Altran Technologies' shares (ISIN code: FR0000034639)
Approval of the transaction	Combined general shareholders' meeting held on 28 June 2013
Decision of implementation	Board of Directors' decision dated 30 October 2013
Maximum authorized buy-back	€261,858,636
Maximum unit purchase price	€15
Main objectives of the buy-back program	<ul style="list-style-type: none"> • To implement a liquidity contract with an investment service provider under the terms and conditions laid down by the regulation and the recognized market practices ; • To retain the shares and to deliver them as payment or in exchange as part of possible external growth, merger, demerger or contribution transactions; • To allocate shares to the Group's employees under the terms and conditions provided by law, notably within the context of the participation in the benefits of expansion of the company, of the exercise of stock options or free allocation of existing shares, or within the context of a company savings plan; • To tender shares at the time of exercise of rights attached to financial securities giving access to the share capital of the Company ; • To cancel shares through a reduction of the share capital.
Duration of the program	18 months from the date of the general shareholders' meeting held on 28 June 2013, i.e. until 27 December 2014 at the latest.

Pursuant to article L. 451-3 of the French Monetary and Financial Code and articles 241-1 et seq. of the French Financial Markets Authority's (Autorité des marchés financiers) General Regulation, this description intends to present the objectives and the terms and conditions of Altran Technologies' (the "Company") share buy-back program as approved by the combined general shareholders' meeting held on 28 June 2013.

By decision dated 30 October 2013, the Company's Board of Directors decided to set up this share buy-back program according to the aforementioned authorization given by the combined general shareholders' meeting.

1. Allocation by objectives of the shares held by Altran Technologies

As at 30 September 2013, 155,000 Altran Technologies shares were held by Exane BNP Paribas on behalf of Altran Technologies, under the terms and conditions laid down by the regulation and the recognized market practices, within the context of a liquidity contract which complies with the AMAFI standard contract and the AMAFI Code of Ethics of 8 March 2011, that has been acknowledged by a decision from the French Financial Markets Authority dated 21 March 2011.

In addition, the Company held 460,471 treasury shares, acquired in September 2012 through Crédit Agricole Cheuvreux, with a view to subsequently use them for payment or in exchange within the context of possible external growth operations. The number of shares acquired with this transaction stood at 500,000. In the context of the merger by takeover by Altran Technologies of its subsidiary NSI (which Altran owned at 95.85%), decided by the shareholders' meetings of both companies on 28 June 2013 and which took effect on 1 July 2013, Altran Technologies tendered 39,529 treasury shares to NSI's minority shareholders as compensation for the assets transferred to it within the context of the merger.

The Company's share capital being made up of 174,685,492 shares, the Company held 0.35 % of the share capital on 30 September 2013.

2. Objectives of the program

The Company intends to implement the buy-back program of its shares covered by this description, which objectives are as follows:

- to favour the liquidity of the transactions and the regularity of trading of the Company's shares or to prevent the share price from diverging unnecessarily from market trends, under a liquidity agreement with an investment service provider acting independently and in accordance with the terms and conditions provided by the regulation and the recognized market practices and in compliance with an ethics charter acknowledged by the French Financial Markets Authority;
- to retain the shares and to deliver them subsequently as payment or in exchange as part of possible external growth, merger, demerger or contribution transactions with due respect for market practises accepted by the French Financial Markets Authority;
- to attribute shares to the representatives or employees of the Company and/or companies of the Group, under the terms and conditions provided for by the legal and regulatory provisions applicable within the context (i) of the participation in the benefits of expansion of the company, (ii) of the share option regime established by articles L. 225-179 and seq. of the French Commercial Code, (iii) of the free share issuance regime provided by articles L. 225-197-1 and seq. of the French Commercial Code and (iv) of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the conditions provided for by market authorities and during periods when the Board of Directors or the person acting as its representative so decides;
- to tender shares at the time of exercise of rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other form, to attribution the Company's shares, as well as to carry out all hedging operations with regard to the issuance of such securities, under the conditions provided for by market authorities and during periods when the Board of Directors or the person acting as its representative so decides;
- to cancel shares as a whole or in part through a reduction of the share capital (in particular in order to optimise cash management, return on equity and earnings per share).

3. Maximum fraction of share capital, maximum number and features of the shares concerned by the buy-back program

3.1. Maximum fraction of share capital concerned by the buy-back program

The maximum number of shares acquirable by the Company under the program shall not exceed 10% of the Company's share capital (at any given time, such percentage applying to a capital adjusted to contingent on transactions which shall have an effect on the share capital subsequently to the shareholders' meeting that has authorized the buy-back program), subject to the terms of article 5-2° and 3° of the European Regulation N°2273/2003 (EC).

It being specified that when the shares are bought in order to favour liquidity, the number of shares taken into account for the calculation of this 10% limit corresponds to the number of shares acquired, after deducting the number of shares resold over the duration of the authorization.

3.2. Maximum number of shares concerned by the buy-back program

17,468,549 shares at the date of this description.

3.3. Shares concerned by the buy-back program

The securities that the Company is authorized to purchase are exclusively Altran Technologies' ordinary shares, that are all of the same category, registered or held as bearer shares, listed on Euronext Paris stock exchange, Compartment B (ISIN code: FR0000034639).

3.4. Maximum authorized unit purchase price

The maximum purchase price per share of the Company shall be €15, it being specified that in the event of transactions on the share capital, in particular by way of incorporation of reserves and allocation of free shares, and/or division or consolidation of shares, this price shall be adjusted by using a multiplying factor equal to the ratio between the number of shares

making up the share capital prior to the transaction, and this number further to such transaction.

3.5. Maximum overall amount payable by the Company

Given the number of treasury shares held on 30 September 2013, i.e. 615,471 treasury shares, the maximum overall amount that would be allocated for the implementation of the share buy-back program would amount to €252,796,173 for 16,853,078 shares, applying the maximum authorized unit purchase price.

4. Buy-back terms and conditions

These purchase, sale, exchange or transfer transactions may be carried out by all means, i.e. on the market or on the over-the-counter market, including by way of block trades, or by way of financial instruments, notably derivative financial instruments traded on a regulated or over-the-counter market, such as put or call options, or any combination of them, excluding purchase of call options, or use of warrants, pursuant to the conditions permitted by the competent market authorities and at the times the Company's Board of Directors shall deem appropriate. The maximum share of the capital acquired or transferred in the form of securities' blocks may account for the totality of the program.

These transactions may be carried out at any time, pursuant to regulations in force, including during a public offer.

5. Duration of the buy-back program

This buy-back program has been authorized for an 18-months period from the date of the general shareholders' meeting held on 28 June 2013. It will be implemented until 27 December 2014 at the latest.

In accordance with the terms of article 241-2 II of the French Financial Markets Authority's General Regulation, during the implementation of the share buy-back program, any significant alteration of any of the information listed at article 241-2 I 3°, 4°, 5° of the French Financial Markets Authority's General Regulation

appearing in the present description will be brought as soon as possible to the knowledge of the public in compliance with the terms set forth in article 221-3 of the French Financial Markets Authority's General Regulation.