

Retirement of shares bought back under the share buyback programme ended on 28 January 2025 and intention to launch a new share buyback programme in 2026

Paris, 28 April 2026, 6:00 p.m. – Sopra Steria (Euronext Paris: SOP), a major tech player in Europe, has announced that it has retired the shares bought back under the share buyback programme ended on 28 January 2025 and that it intends to launch a new share buyback programme for a maximum of €40 million in 2026.

Under the share buyback programme launched by Sopra Steria from 2 October 2024 to 28 January 2025, as previously announced, Sopra Steria bought back 858,163 shares at an average price of €174.792 per share, for a total of €150 million. This share buyback programme was launched under Resolution 20, passed by the shareholders at Sopra Steria's Annual General Meeting held on 21 May 2024.

At its meeting today, the Board of Directors voted, under Resolution 21 passed at the same General Meeting, to reduce the share capital of Sopra Steria by retiring 858,163 treasury shares (representing 4.18% of the share capital of Sopra Steria), corresponding to the Sopra Steria shares bought back under the aforementioned share buyback programme.

Following the retirement of these shares, the concert party composed of Sopra GMT, the Odin and Pasquier families, individual managers party to the agreement and OEP SGMT BV held 4,557,462 Sopra Steria shares, representing 8,565,662 theoretical voting rights, equating to 23.15% of the share capital and 33.78% of the theoretical voting rights of this company,¹ broken down as follows:

	Shares	% of share capital	Theoretical voting rights	% of theoretical voting rights
Sopra GMT	4,035,669	20.50%	7,585,087	29.91%
Odin family	210,693	1.07%	413,321	1.63%
Pasquier family ²	125,371	0.64%	237,850	0.94%
Individual managers party to the agreement	185,729	0.94%	329,404	1.30%
Subtotal: Parties acting in concert	4,557,462	23.15%	8,565,662	33.78%
Total	19,689,538	100.00%	25,357,731	100.00%

¹ Based on a total of 19,689,538 shares and 25,357,731 theoretical voting rights of Sopra Steria (total number of shares and theoretical voting rights of Sopra Steria at 31 March 2026, i.e. 20,547,701 shares and 26,582,145 theoretical voting rights of Sopra Steria, from which were deducted (i) the 858,163 shares and voting rights retired following the retirement of these shares, and (ii) the 366,251 voting rights in Sopra Steria arising from the adjustment to voting rights held by Sopra GMT referred to below). In accordance with Article 223-11 of the AMF's General Regulation, the total number of voting rights is calculated based on all the shares to which voting rights are attached, including shares that do not carry voting rights, such as treasury shares.

² It should be noted that the shares and voting rights held directly in Sopra Steria by members of the Pasquier family break down as follows: Pierre Pasquier: 108,113 shares and 216,226 voting rights; the spouses Pasquier – Commanay: 1,603 shares and voting rights; Éric Pasquier: 10,271 shares and 14,637 voting rights; Yann Metz-Pasquier: 5,384 shares and voting rights.

As a result of the retirement of these shares, Sopra GMT individually and directly exceeded the threshold of 20% of the share capital of Sopra Steria.³

In accordance with the capital allocation policy described at Capital Markets Day on 12 December 2024, which provided for, in addition to the payment of dividends, the potential use of annual share buyback programmes over the period 2025-2028, Sopra Steria also plans to launch a new share buyback programme in 2026 for a maximum of €40 million, it being specified that the shares bought back under this programme would also be retired.

This new share buyback programme, as well as the subsequent retirement of shares bought back, would be launched by Sopra Steria's Board of Directors under, and subject to approval of, respectively, Resolution 14 (*Authorisation to be granted to the Board of Directors to trade in the Company's shares up to a maximum of 10% of the share capital*) and Resolution 15 (*Authorisation to be granted to the Board of Directors to retire any shares that the Company may have acquired and to reduce the share capital accordingly*), which will be voted on by shareholders at Sopra Steria's Annual General Meeting, to be held on 20 May 2026.

It should be noted that, insofar as the retirement of the shares bought back under this share buyback programme is likely to lead to Sopra GMT individually and directly exceeding the threshold of 30% of the voting rights of Sopra Steria, Sopra GMT, with a view to requesting from the AMF an exception to the obligation to submit a memorandum for intended public offer for the share capital of Sopra Steria following the crossing of this shareholding threshold, intends to abstain from voting on the aforementioned Resolutions 14 and 15.

It should also be noted that the three members of Sopra Steria's Board of Directors affiliated with Sopra GMT⁴ did not take part in the vote by Sopra Steria's Board of Directors on the new share buyback programme currently being planned, and that they also intend, at the Annual General Meeting of Sopra Steria shareholders, to abstain from voting on the aforementioned Resolutions 14 and 15 and, in the event that these resolutions pass, not to take part in the vote by Sopra Steria's Board of Directors on the decision related to the launch of this new share buyback programme, nor in the vote by Sopra Steria's Board of Directors on the decision related to the retirement of shares that would be bought back under this programme.

³ It should be noted that, in order to avoid having the retirement of these shares lead to (i) Sopra GMT individually and directly exceeding the threshold of 30% of the voting rights of Sopra Steria, and (ii) the concert party's share of the voting rights of Sopra Steria increasing by 1% or more in less than twelve consecutive months (a situation constituting an excessively rapid pace of acquisition), prior to the retirement of these shares, Sopra GMT reduced the number of voting rights that it held in Sopra Steria by converting 366,251 shares that it held in Sopra Steria to bearer shares.

⁴ Pierre Pasquier, Éric Pasquier and Sopra GMT (represented by Kathleen Clark).

Additional information concerning the share ownership structure of Sopra GMT

The following table presents the breakdown of the share capital and voting rights of Sopra GMT, including details on the stake held by each member of the Pasquier family:⁵

Shareholders	Shares	% of share capital	Voting rights at Ordinary General Meetings (OGMs) (appropriation of earnings)	% of voting rights at OGMs (appropriation of earnings)	Voting rights at OGMs (excl. appropriation of earnings)	% of voting rights at OGMs (excl. appropriation of earnings)	Voting rights at Extraordinary General Meetings (EGMs)	% of voting rights at EGMs
Pierre Pasquier	1	0.0%	58,372	5.7%	58,372	5.7%	2	0.0%
Mr and Mrs Pasquier	6,181	1.0%	506,137	49.0%	243,925	23.6%	6,181	0.6%
Marie-Thérèse Pasquier	1	0.0%	65,402	6.3%	2	0.0%	2	0.0%
The spouses Pasquier - Commanay	61,329	10.4%	4	0.0%	4	0.0%	122,658	11.9%
Grandchild 1	21,671	3.7%	-	-	43,342	4.2%	43,342	4.2%
Grandchild 2	21,669	3.7%	-	-	43,338	4.2%	43,338	4.2%
Grandchild 3	21,669	3.7%	-	-	43,338	4.2%	43,338	4.2%
Éric Pasquier	132,519	22.5%	4	0.0%	149,948	14.5%	265,038	25.7%
Yann Metz-Pasquier	53,010	9.0%	-	-	47,650	4.6%	106,020	10.3%
Pasquier family⁶	318,050	54.0%	629,919	61.0%	629,919	61.0%	629,919	61.0%
Marie-Louise Odin	2	0.0%	197,938	19.2%	197,938	19.2%	4	0.0%
Régence	132,048	22.4%	66,162	6.4%	66,162	6.4%	264,096	25.6%
Odin family	132,050	22.4%	264,100	25.6%	264,100	25.6%	264,100	25.6%
OEP SGMT BV	133,445	22.6%	133,445	12.9%	133,445	12.9%	133,445	12.9%
Management (4 employees)	3,256	0.6%	5,556	0.5%	5,556	0.5%	5,556	0.5%
Treasury shares	2,437	0.4%	-	-	-	-	-	-
Total	589,238	100.0%	1,033,020	100.0%	1,033,020	100.0%	1,033,020	100.0%

⁵ Following gifts given between the members of the Pasquier family in 2006 and 2016.

⁶ It is specified that the members of the Pasquier family are acting in concert between themselves with regard to Sopra GMT on the basis of the shareholders agreement on Sopra GMT referred to hereafter.

Sopra GMT considers that it is jointly controlled by the members of the Pasquier family, within the meaning of Article L. 233-3 III of the French Commercial Code. It should be noted that the members of the Pasquier family entered into a shareholders' agreement concerning Sopra GMT on 22 July 2016 under the French "Dutheil" scheme.⁷ This shareholders' agreement, which constitutes an action in concert with regard to Sopra GMT, provides for, in particular, in addition to standard liquidity commitments concerning Sopra GMT shares,⁸ an undertaking by the members of the Pasquier family to act in concert prior to any Ordinary or Extraordinary General Meeting of Sopra GMT, its subsidiaries, in particular Sopra Steria and 74Software, or subsidiaries of said companies, with the aim of adopting a common position with regard to certain important decisions.⁹ The agreement also provides for an undertaking by the members of the Pasquier family to vote for the appointment of Éric Pasquier¹⁰ upon the appointment of the new head of Sopra GMT, should it be necessary to replace Pierre Pasquier in this role.

Lastly, it is specified that Sopra Steria's 2025 Universal Registration Document no longer refers to Sopra GMT's de facto control over Sopra Steria because as provided for by the criteria cited by the French Court of Cassation in its rulings of 28 November 2025, Sopra GMT cannot be considered to exert de facto control over Sopra Steria within the meaning of Article L. 233-3, I, 3e of the French Commercial Code. Nevertheless, Sopra GMT exerts exclusive control over Sopra Steria within the meaning of applicable accounting standards, such that Sopra Steria is fully consolidated in its accounts.

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About Sopra Steria

Sopra Steria, a major tech player in Europe with 51,000 employees in nearly 30 countries, is recognised for its consulting, digital services and solutions. It helps its clients drive their digital transformation and obtain tangible and sustainable benefits. The Group provides end-to-end solutions to make large companies and organisations more competitive by combining in-depth knowledge of a wide range of business sectors and technologies with a collaborative approach. Sopra Steria places people at the heart of everything it does and is committed to putting digital to work for its clients in order to build a positive future for all. In 2025, the Group generated revenue of €5.6 billion.

The world is how we shape it

Sopra Steria (SOP) is listed on Euronext Paris (Compartment A) – ISIN: FR0000050809
For more information, visit us at www.soprasteria.com

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⁷ This agreement replaced an earlier shareholders' agreement for Sopra GMT that was entered into on 23 November 2009.

⁸ Pre-emptive right, tag-along clause.

⁹ With regard to the membership of the Board of Directors, favouring the election or re-election of members of the Pasquier family at each of the companies; with regard to the appointment of the Chairman of the Board of Directors, Chief Executive Officers and Deputy Chief Executive Officers and/or other executive bodies, favouring the representation of the Pasquier group at each of the companies concerned; acquisition and disposal of shares in Sopra Steria or 74Software by Sopra GMT, etc.

¹⁰ Or, should he be unavailable, Christine Pasquier.