

# Insider Trading Rules



THE KEY BOOK

# Summary

<b>1</b>	Rules applicable to all Group employees .....	<b>4</b>
<b>2</b>	Rules for Insiders .....	<b>6</b>
<b>3</b>	Periods of negative preventive windows .....	<b>9</b>
<b>4</b>	Sanctions .....	<b>10</b>



*“As a listed company, Sopra Steria Group and its employees are subject to the provisions of French and European securities law.”*

Sopra Steria shares are listed on the Euronext Paris stock exchange.

As a listed company, Sopra Steria Group (the Company), as well as its employees and corporate officers and those of any subsidiary, irrespective of their nationality, are subject to the provisions of French and European securities laws relating to market abuse and insider trading and breaches.

The basis of this regulation is founded on the principles of transparency and equality between shareholders and investors so that any buyer and seller of financial instruments of a listed company has access to the same information at the same time on that company.

The Company is therefore required to communicate a certain amount of information to the market and must ensure that their employees do not use or disclose to other employees, or to individuals outside the Group, information that could influence the value of the Company's shares.

Everyone's actions can have consequences on the Company's and the Group's image vis-à-vis its partners and the public.

The purpose of these Insider Trading Rules is to inform employees of the legislative and regulatory principles relating to market abuses, as well as the complementary internal measures put in place to prevent insider trading.



# 1 Rules applicable to all Group employees

*“Each employee must ensure that any non-public information relating to Sopra Steria Group and its subsidiaries remains strictly confidential.”*

## Information confidentiality

The unauthorized disclosure of confidential information may be detrimental to Sopra Steria.

Each employee must ensure that any non-public information relating to Sopra Steria Group and its subsidiaries remains strictly confidential.

Each employee must:

- limit the disclosure of confidential information to people who have a legitimate need to know this information in the course of their duties and in the interest of the Company;
- secure confidential information relating to the Company and its subsidiaries, whatever its format;

- prevent any disclosure of confidential information to people outside the Sopra Steria Group (including members of the employees’ families);
- avoid discussions or working in public places where conversations can be heard and the security of information compromised.

**All documents, memos, letters provided by Sopra Steria Group or its subsidiaries, whatever their nature and medium, are confidential and remain the exclusive property of Sopra Steria.**

## Compliance with market abuse regulations

All Group employees are subject to compliance with market abuse rules applicable to listed companies.

As such, any Group employee must refrain from:

- executing a transaction, an order or engaging in conduct that gives or is likely to give misrepresentations in respect of the offer, demand or price for Sopra Steria shares, or that sets or is likely to set Sopra Steria share prices at an abnormal or artificial level;



- disseminating, by any means, information that gives false or misleading information about the situation or prospects of the Sopra Steria Group or the offer, demand or price of Sopra Steria shares or which set or are likely to set the price at an abnormal or artificial level.

These acts constitute “price manipulation” and “dissemination of false information” offenses and are punishable by the sanctions detailed in page 10.



## 2 Rules for Insiders

*“Any holder of Privileged Information is considered to be an Insider.”*

### What is Privileged Information?

Privileged Information is specific information that has not been made public, which concerns, directly or indirectly, the Company or the Sopra Steria Group, or one or more financial instruments of the Company, which, if it were made public, could materially influence the market price of Sopra Steria shares or the price of related derivative instruments.

Information is considered public only after the publication of a press release that is (a) distributed in full in accordance with the provisions of the general regulations of the *Autorité des Marchés Financiers*, AMF (French Financial Markets Authority) and (b) posted on the Company website.

For example, the following non-exhaustive list may be considered Privileged Information:

- any information that may have an impact on the operating result or the net income of the Company or the Group or on the achievement of trends, forecasts or targets made public;

- any information relating to a proposed acquisition, sale, or restructuring concerning the Group (mergers, takeover or stock-for-stock bids, equity investments or partnerships, etc.);
- any information relating to a transaction on the capital of Sopra Steria Group;
- any information relating to a financing transaction concerning the Group (issue of bonds, conclusion of a financing contract, etc.);
- the signing of a significant contract for the Group;
- any information concerning an important dispute, the financial or image impact of which could have important consequences for the Group.

It is the Company's responsibility to determine whether information that concerns it directly or indirectly is likely to be considered Privileged Information.



To this end, in accordance with the AMF position-recommendation no. 2016-08<sup>1</sup>, the Company has set up a dedicated committee called the Insiders Committee, which is responsible for assessing whether Information is Privileged or not, and to study the consequences of this qualification in terms of its dissemination. The Insiders Committee is composed of 4 members: the Corporate Development Director, the Corporate Governance & Risk Management Director, the Investor Relations Director and the Chief Financial Officer.

**Any individual who holds sensitive information about the Group and questions the privileged nature of this information should immediately consult the Insiders Committee. Committee referrals can be made by contacting one of its members.**

## Who is an Insider?

In practice, there are 2 categories of Insiders:

- Permanent Insiders, who are individuals with permanent access to all of the Company's Privileged Information;

- Occasional Insiders, who are individuals or companies/entities within or outside the Group who have occasional access to Privileged Information.

Those considered Insiders must be registered on a list of Insiders held by the Company. They will be notified in writing of their placement on the list.

In accordance with the regulations in force, the list of Insiders is established for each Privileged Information.

The list is therefore divided into several sections, each corresponding to separate Privileged Information which includes only the data of people who have access to the information concerned. The occurrence of new Privileged Information results in the creation of a new section in the list of Insiders. A specific section is created for Permanent Insiders.

These lists are confidential. They are maintained, updated and archived by the Company and are kept for a minimum period of 5 years from their last update. They are communicated to the AMF upon request.



<sup>1</sup> AMF position recommendation no. 2016-08 A guide to permanent information and the management of privileged information.



## What are the Insiders' abstention obligations?

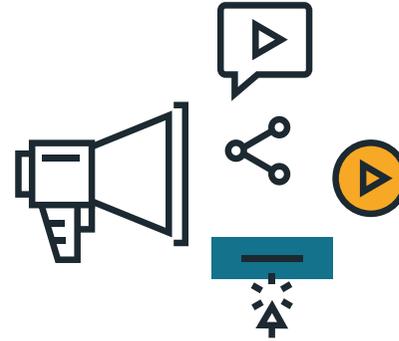
### The obligation of confidentiality

Any Permanent or Occasional Insider holding Privileged Information must keep any Privileged Information confidential from any individual whose activity or mission does not require them to know this Information, including within the Sopra Steria Group.

### The prohibition from trading or attempting to trade Sopra Steria shares

Any Permanent or Occasional Insider holding Privileged Information must, before such Privileged Information has been made public :

- refrain from buying or selling or attempting to buy or sell Sopra Steria shares for their own account or for the account of a third party;
- refrain from recommending or encouraging any other person to trade Sopra Steria shares.



### 3 Periods of negative preventive windows

« *These negative windows apply to people with managerial responsibilities and certain employees.* »

The Company has decided, as a preventive measure, to determine the negative window periods during which it is necessary to comply with the abstention obligations listed in page 8, especially to refrain from trading Company shares.

These periods are as follows:

- 30 calendar days before the publication of annual/ semi-annual financial statements;
- 15 calendar days before the publication of quarterly data.

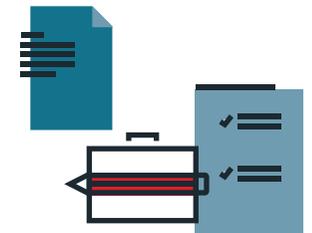
These negative windows apply to people with managerial responsibilities<sup>2</sup> and certain employees who, by virtue of their position and/or their participation in certain Group committees, may have access to sensitive information that may be Privileged Information.

<sup>2</sup> As defined in article 3.1.25 of the MAR Regulation

The list of individuals concerned is maintained and updated by the Company. The individuals concerned shall be informed before the opening of each negative window period of their opening and closing dates and of the abstention obligations to which they are held.

An employee on this list who wishes to carry out transactions outside of negative window periods may do so on condition that the he/she is not in possession of Privileged Information.

As a reminder, the financial communication calendar is available on the Company's website (<https://www.soprasteria.com/en/home>) in the section Investors / Investors relations / Shareholders / Financial Calendar.



## 4 Sanctions

*“Offenders can be prosecuted by the French Financial Markets Authority (AMF) or by judicial authorities.”*

Offenders can be prosecuted by the AMF (administrative sanctions) or by judicial authorities (criminal sanctions).

- Administrative sanctions<sup>3</sup>: insider trading, unlawful disclosure of Privileged Information and market manipulation (price manipulation and dissemination of false information) may result in a monetary penalty of up to 100 million euros or ten times the amount of profits potentially realized;
- Criminal sanctions<sup>4</sup>: insider trading, unlawful disclosure of Privileged Information and market manipulation (price manipulation and dissemination of false information) are punishable by 5 years imprisonment and a fine of 100 million euros ; this amount may be increased up to ten times the amount of the benefit derived from the offense without the fine being less than this advantage.

<sup>3</sup> Art L.621-15 of the French Monetary and Financial Code

<sup>4</sup> Art.L.465-15 of the French Monetary and Financial Code

