

ALTRAN TECHNOLOGIES
Public Limited Company with a Board of Directors
(*Société anonyme à conseil d'administration*)
with capital of 87,900,132.50 Euros
96, avenue Charles de Gaulle (92200) Neuilly sur Seine
702 012 956 RCS Nanterre

**EXTRAORDINARY GENERAL MEETING
FRIDAY JANUARY 26, 2018**

AGENDA

Extraordinary items

- Reports of the board of directors,
- Special report of the Company auditors,
- Delegation of authority to the board of directors to issue ordinary shares, while maintaining shareholders' preferential subscription rights for the purpose of the early repayment of part of the bank debt contracted by the Company in the context of the acquisition of Aricent,
- Delegation of authority to be given to the board of directors to proceed with capital increases reserved for the employees of the Company and of companies of the Altran Group which are members of a company savings plan, without preferential subscription rights,
- Overall limit of issuance authorizations with or without preferential subscription rights
- Powers for formalities.

DRAFT RESOLUTIONS

Extraordinary items

***First Resolution** – Delegation of authority to the board of directors to issue ordinary shares, while maintaining shareholders' preferential subscription rights for the purpose of the early repayment of part of the bank debt contracted by the Company in the context of the acquisition of Aricent*

The general meeting, ruling under the quorum and majority conditions for extraordinary general meetings, after having read the report of the board of directors, and ruling in accordance with the provisions of articles L. 225-129 *et seq.* of the French Commercial Code and especially of articles L. 225-129-2, L. 225-132 and L. 225-133 of such Code, delegates to the board of directors, with the right to sub-delegate in accordance with statutory provisions and the articles of association of the Company, the authority to decide, at its own discretion, to proceed in one time, both in France and abroad, in the proportion and at the time which it shall deem appropriate, with the issuance, while maintaining shareholders' preferential subscription rights, of new ordinary shares of the Company which are to be subscribed for in cash. It is specified that the net proceeds of the new ordinary shares issuance which would be, as the case may be, decided by the board of directors in accordance with this delegation, will be exclusively assigned to the early repayment of part of the bank debt contracted by the Company in the context of the acquisition of Aricent.

The maximum nominal amount of the capital increase which may result from this delegation is 750 million euros, it being specified that the maximum proceeds of the issue (including premiums) may not exceed 750 million euros. This amount shall be charged to the overall limit set in the third resolution submitted to the general meeting or, as the case may be, against the limits which may be provided for in any similar resolution that may supersede said third resolution during the validity period of this delegation. To those thresholds may be added, as the case may be, the nominal amount of additional ordinary shares to be issued in order to preserve, in accordance with statutory or contractual provisions which may be applicable, the rights of holders of securities giving access to the share capital, of subscription or purchase stock options or of rights to the grant of bonus shares.

The subscription of new ordinary shares will, in the context of this delegation, be reserved on an irreducible basis preferably for shareholders, and, if the board of directors so decides, on a reducible basis, in proportion to the subscription rights held by the shareholders and, in any event, up to the amounts requested by the latter.

Should the issuance of new ordinary shares on an irreducible basis and, as the case may be, on a reducible basis, not be fully subscribed, the board of directors may choose, in the order it wishes, all or part of the options provided under article L. 225-134 of the French Commercial Code:

- limit the amount of the share capital increase to the amount of subscriptions collected, subject to such subscriptions reaching at least three quarters of the decided increase,
- freely allocate all or part of the unsubscribed issued shares,
- offer all or part of the unsubscribed issued shares to the public, on the French and/or the international market.

The general meeting gives all powers to the board of directors, with the possibility of sub-delegating said powers under those conditions laid down by the law and the articles of Association of the Company, to implement this delegation and, in particular:

- To decide on the share capital increase and determine its conditions and modalities;
- To set the date of the subscription opening and closing, the amount of the issuance, the subscription price and the date of the beginning of dividend rights (which may be retroactive) for the issued shares, the procedures for their payment in full, as well as any other conditions and procedures regarding the closing of the issuance;
- To decide, in accordance with the provisions of article L. 225-210, paragraph 5, of the French Commercial Code, not to take into account the existing shares held by the Company for the determination of the preferential subscription rights attached to the other shares;
- To ascertain the closing of the capital increase;
- As the case may be, to charge the expenses of the capital increase against the amount of premium pertaining thereto, and to deduct from this amount the sums which are necessary to fund the legal reserve up to one-tenth of the new amount of capital resulting from such capital increase;
- To enter into all agreements relating to the capital increase;
- To decide on the allocation or the use of any share premium;
- To amend the Company's articles of association as a result of the use, even partial, of this delegation of authority, and, as the case may be, to carry out all formalities required for the admission to trading of the issued securities.
- More generally, take all necessary measures, enter into any agreements, request all authorizations, carry out all formalities and do whatever is necessary to ensure the successful closing of the planned issuance.

Without prior authorization from the general meeting, the board of directors may not use this delegation of authority from the date a third party has filed a public tender offer for the Company's securities, until the end of the tender offer period.

This delegation is given for a period of twelve (12) months as from this general meeting. As of this day, it supersedes, for the unused portion, the delegation given by the general meeting of April 28, 2017 in its 14th resolution.

Second resolution – Delegation of authority to be given to the board of directors to proceed with capital increases reserved for the employees of the Company and of companies of the Altran Group which are members of a company savings plan, without preferential subscription rights

The general meeting, ruling under the quorum and majority conditions for extraordinary general meetings, after having read the report of the board of directors and the special report of the company auditors, in order to enable capital increases reserved for employees belonging to a company savings plan, and in accordance with the provisions of articles L. 225-129-2, L. 225-129-6, and L. 225-138 *et seq.* of the French Commercial Code, L. 228-91 *et seq.* of such Code and L. 3332-18 *et seq.* of the French Labor Code, delegates to the board of directors, with the right to sub-delegate, under the conditions provided for by law and the articles of association, the authority to decide, in one or more times, in the proportions and at the times that it shall determine, at its discretion, the issuance against payment or without consideration, within the limit of a maximum nominal amount of 3 million euros or the equivalent of such amount in the event of an issuance in another currency or in any monetary unit linked to several currencies at the date of the decision of issuance, new ordinary shares or securities giving access, immediately or in the future, to the Company's share capital, reserved for participants of a savings plan of the Company and companies and economic interest groups affiliated to the Company subject to the conditions of article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code, the issuance of securities may be paid for by cash or by capitalizing reserves, profits or premiums in the event of the grant of bonus shares or other securities giving access to the capital in respect of a discount or employer contribution.

This amount shall be charged against the overall limit established in the 3rd resolution submitted to this general meeting or, where appropriate, against the amount of limits which may be provided for in any similar resolution that may supersede said third resolution during the validity period of this delegation.

The general meeting waives, in favor of said participants, the shareholders' preferential subscription rights to new ordinary shares or securities giving access to the Company's capital issued in application of this delegation and decides that the issuance price of the new shares or securities giving access to the Company's capital will be determined in the conditions provided for in articles L. 3332-18 *et seq.* of the French Labor Code and that, in accordance with the provisions of article L. 3332-19 of the French Labor Code, that the proposed discount cannot exceed 20 % of the average of the listed prices of the Company's share during twenty days of negotiation preceding the day of the decision setting the opening date of subscriptions, and 30 % of the same average when the vesting period provided under the plan is greater than, or equal to, ten years; nonetheless, the general meeting expressly authorizes the board of directors to eliminate or reduce the aforementioned discount, if it deems it appropriate, in order to take into account, *inter alia*, the legal, accounting, tax and social systems which are applicable locally. The board of directors may also substitute all or part of the discount by allocating shares or other securities in application of the provisions below.

The board of directors can grant, in addition to shares or securities giving access to the share capital which may be subscribed for in cash, bonus shares or other bonus securities giving access to the Company's capital, with it being specified that the total advantage resulting from this allocation in respect of the subscription, or where appropriate, the discount on the subscription price, cannot exceed legal or regulatory limits and that the maximum nominal amount of capital increases which may be realized as a result of the grant of bonus shares or securities giving access to the capital shall be charged against the limit of 3 million euros referred to above. The shareholders waive all rights to shares or other securities giving access to the share capital which may be issued pursuant to this resolution.

The general meeting grants all powers to the board of directors, with the possibility of sub-delegating said powers under those conditions laid down by the law and the Article of Associations of the Company, in order to implement this delegation, particularly in order:

- To determine, within the above limits, the characteristics, amount and modalities of any issuance;
- To allow the issuances or allocations directly to of the beneficiaries or through the intermediary of collective agencies;
- To proceed with the capital increases resulting from this delegation, within the scope of the limit determined above;
- To suspend, as the case may be, the exercise of the rights attached to the securities to be issued in the cases and limits provided for by the regulatory and contractual provisions;
- To determine the amount to be issued, the terms and conditions, the dates of the issuances, the date of the beginning of dividend rights (which may be retroactive) and the terms of each issuance, as well as the form and characteristics of the securities to be issued;
- To determine the subscription price of shares issued for cash in accordance with legal provisions and to set the subscription opening and closing dates of the subscription period;
- To provide, when required, the implementation of a company or group savings plan or the modification of existing plans, to determine the list of companies whose employees are to be beneficiaries of issuances realized by virtue of this delegation;
- To determine the period within which the shares must be paid up, as well as, as the case may be, the seniority of employees required for them to take part in the transaction, all within the legal limitations;
- In case of issuance of new shares, to charge, as applicable, on the reserves, profits and issuance premiums, the amounts necessary to pay those new shares up;
- To ascertain the closing of capital increases up to the amount of shares which are actually subscribed;
- As the case may be, to charge the expenses of capital increases against the amount of premiums pertaining thereto and deduct from this amount the sums which are necessary to fund the legal reserve to one-tenth of the new amount of capital resulting from these capital increases;
- To carry out, either by itself, or by a proxy, all acts and formalities in order to render definitive the capital increases which may be realized by virtue of the delegation which is the subject of this resolution;
- To amend the Company's articles of association as a result of the use, even partial, of this delegation of authority, and, as the case may be, to carry out all formalities required for the admission to trading of the issued securities;
- More generally, to take all necessary steps, enter into agreements, request all authorizations, carry out all formalities and do whatever is necessary to ensure the successful closing of the proposed issuances.

This delegation is given for a period of twenty-six (26) months as from this general meeting. As of this day, it supersedes, for the unused portion, the delegation given by the general meeting of April 28, 2017 in its 20th resolution.

Third resolution – Overall limit of issuance authorizations with or without preferential subscription rights

The general meeting, ruling under the quorum and majority conditions for extraordinary general meetings, after having read the report of the board of directors and the special report of the Company auditors, decides to set the limits of the amounts of authorized issuances in the event of use by the board of directors of these delegations of authority as well as those decided at the shareholders' meeting of April 28, 2017 as follows:

- 750 million euros for the overall nominal limit of the issuances of shares which can be effected pursuant to the delegations granted to the board of directors under the 1st and 2nd resolutions submitted to this general meeting, and under the 15th, 16th, 17th, 18th and 19th resolutions adopted by the general meeting of April 28, 2017, it being specified that, within the limit of this amount:
 - the overall nominal amount of the issuance, with preferential subscription rights, which can be realized pursuant to the delegation granted to the board of directors under the 1st resolution submitted to the general meeting, is set at 750 million euros, it being specified that the maximum proceeds of the issuance (including premiums) pursuant to such delegation may not exceed 750 million euros;
 - the overall nominal limit of the issuance reserved for participants of a company savings plan of the Company or of its group pursuant to the delegation granted to the board of directors under the 2nd resolution of this general meeting is set at 3 million euros; and
 - the overall nominal amount of issuances, without preferential subscription rights, which can be realized pursuant to the delegations granted to the board of directors under the 15th, 16th, 18th and 19th resolutions adopted by the general meeting on April 28, 2017, is set at 7.5 million euros.
- 112.5 million euros for the overall nominal limit of issuances of debt instruments, immediate or in the future, which can be realized pursuant to the delegations granted to the board of directors under the terms of the 15th, 16th, 18th and 19th resolutions adopted by the general meeting on April 28, 2017.

To these limits will be added, as the case may be, the nominal amount of additional shares to be issued in order to preserve, in the event of new financial transactions, in accordance with the law or contractual stipulations which may be applicable, the rights of holders of securities giving access to the share capital, of subscription or purchase stock options or of rights to the grant of bonus shares.

This resolution cancels and supersedes the 21st resolution of the general meeting of April 28, 2017.

Fourth resolution – Powers

The general meeting, ruling under the quorum and majority conditions required by law, grants all powers to the bearer of an original, a copy or extract of these minutes for the purpose of fulfilling all legal and administrative formalities and complying with all filing, disclosure and publication requirements of the applicable legislation.