

**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

---

**NOTICE OF MEETING**

**EXTRAORDINARY GENERAL MEETING  
FRIDAY 26 JANUARY 2018**

---

Shareholders of the Altran Technologies company (the “**Company**”) are hereby informed that they are invited to attend an Extraordinary General Meeting on:

**Friday 26 January, at 2:30 p.m.,**

At the Company’s head office located at 96, avenue Charles de Gaulle in Neuilly-sur-Seine (92200).

\* \* \*

The General Meeting is an excellent opportunity with regard to information, exchanges and dialogue. For shareholders, whatever number of shares they hold, it is an opportunity to play an active role, through their vote, in decisions which are important for the Company.

Each shareholder can take part in the General Meeting, either by being present personally or by voting by mail, or else by granting a proxy to the Chairman of the meeting or to any other person of his/her choice.

This notice of meeting details the practical procedures for participating in this meeting, its agenda and the text of resolutions which are to be submitted to the approval of shareholders.

## **PARTICIPATION AND VOTING**

### **1. Procedures for exercising the right to include items or draft resolutions on the agenda.**

One or more shareholders who meet the conditions stipulated in Article R.225-71 of the Commercial Code or the associations of shareholders which satisfy the conditions set by Article L.225-120 of the Commercial Code are entitled to request that draft resolutions or items be added to the agenda. These items or these draft resolutions are added to the meeting agenda and are immediately brought to the attention of shareholders on the company's website (<http://www.altran.com>) in a section dedicated to the meeting.

The request to add draft resolutions or items to the meeting agenda must, in accordance with applicable legal and statutory provisions, be sent to the Company's head office for the attention of the Chairman of the Board of Directors, via registered letter with acknowledgement of receipt, with it being pointed out that the deadline for reception is set on the 25<sup>th</sup> day prior to the meeting date, that is Monday 1<sup>st</sup> January 2018.

This request must be accompanied by a registration certificate providing proof, at the date of the request, of the possession or representation of the portion of capital required by the aforementioned Article R.225-71, either in registered share accounts held by the Company, or in bearer share accounts held by an intermediary referred to in Article L.211-3 of the Monetary and Financial Code. The request to add an item to the agenda must be justified. The request to add a draft resolution is accompanied by the text of the draft resolution, to which a brief statement explaining the reasons can be attached.

When the draft resolution pertains to the presentation of a candidate to the Board of Directors, it is accompanied by the information stipulated in the 5<sup>th</sup> Paragraph of Article R.225-83 of the Commercial Code.

The Chairman of the Board of Directors acknowledges receipt of requests to add draft resolutions or items to the agenda, via registered letter, within a period of five days as from reception of the request(s).

Examination of the draft resolution or item is also subject to transmission, by the authors of the request, of a new certificate justifying registration of their shares in the same accounts on the second working day preceding the meeting, that is, on Wednesday 24 January 2018, at midnight, Paris time.

### **2. Procedures for exercising the right to ask written questions.**

Shareholders are entitled to ask written questions to which the Board of Directors is required to reply during the course of the meeting. These written questions are sent to the head office, for the attention of the Chairman of the Board of Directors, via registered letter with acknowledgement of receipt by the fourth working day at the latest prior to the date of the General Meeting, that is, by Monday 22 January 2018.

These questions are accompanied by a certificate of registration either in registered share accounts held by the Company, or in bearer share accounts held by an intermediary referred to in Article L.211-3 of the Monetary and Financial Code. In accordance with applicable legislation, a joint reply can be made to these questions provided that they have the same content.

### **3. Procedures for taking part in the General Meeting.**

Any shareholder, whatever the number of shares he/she holds, can, subject to the conditions stipulated in Article L.225-106 of the Commercial Code:

— take part in this meeting personally,

- be represented in this meeting by his/her spouse or by the partner with whom he/she has entered into a civil solidarity pact, by another shareholder or by any other natural person or legal entity of his/her choice,
- vote by correspondence,
- send the SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3, a proxy form without specifying the proxy, in which case a vote in favour of the adoption of draft resolutions presented or approved by the Board of Directors shall be issued.

For this meeting, it will not be possible to vote by electronic communication means and, as a result, no website referred to in Article R.225-61 of the Commercial Code shall be available for this purpose.

In accordance with the provisions of Article R.225-85 of the Commercial Code, when the shareholder has expressed his/her vote by correspondence, sent a power or requested his/her admittance card or a certificate entitling him/her to take part in the meeting, he/she can no longer choose a different method for taking part in the meeting.

### **3.1. Proof of the right to take part in the meeting.**

In accordance with Article R.225-85 of the Commercial Code, the right to take part in the General Meeting is justified by the registration of shares in the name of the shareholder or of the intermediary registered on his/her behalf, on Wednesday 24 January 2018 at midnight, Paris time, either in the registered share accounts held by the Société Générale (or his/her proxy), or in bearer share accounts held by the authorised intermediary.

The registration of shares in bearer share accounts held by financial intermediaries is ascertained by a participation certificate issued by the latter parties, in an annex, depending on the case, of the postal voting form, of the proxy voting form, or of the admittance card request established in the name of the shareholder or in the name of the shareholder represented by the registered intermediary.

The shareholder who has already voted by post, or requested his/her admittance card or a participation certificate, can transfer all or part of his/her shares at any time. However, if the transfer occurs prior to Wednesday 24 January 2018 at midnight, Paris time, the Company shall invalidate or modify accordingly, where appropriate, the postal vote, the power, the admittance card or the participation certificate. For this purpose, the account holder authorised intermediary notifies the transfer to the Company or to his/her proxy and forwards the necessary information.

No transfer or any other operation carried out after Wednesday 24 January 2018 at midnight, Paris time, whatever means are used, is notified by the authorised intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

### **3.2. Admittance card request.**

Shareholders who wish to be present physically in the General Meeting must request an admittance card:

- for registered shareholders: from the SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3,
- for bearer shareholders: from the financial intermediary who manages their shares account.

Nonetheless, if a bearer shareholder wishes to take part in the meeting physically and has not received the admittance card that he/she has requested by the second working day preceding the General Meeting at the latest, he/she must ask his/her financial intermediary to issue him/her a participation certificate enabling him/her to justify his/her capacity of shareholder as of Wednesday 24 January 2018 at midnight, Paris time, in order to be admitted to the meeting.

In addition, if a registered shareholder has not received the requested admittance card within 2 working days prior to the General Meeting, this shareholder is invited, for all information relating to his/her status, to contact the admittance card call centre of the Société Générale, from Monday to Friday from 8:30 to 18:00 at 0 825 315 315 (Cost of call: 0.125 € Excluding Tax/min. from within France).

### **3.3. Common procedures for voting by mail or through a proxy.**

If they cannot physically attend this meeting, shareholders who wish to vote by mail or be represented by granting a power to the chairman of the meeting, to his/her spouse, to the partner with whom he/she has entered into a civil solidarity pact or to another shareholder, or to any natural person or legal entity of his/her choice under legal and statutory conditions, especially the conditions stipulated in Article L.225-106 of the Commercial Code, can:

— for the registered shareholder: return the unique mail or proxy voting form which will be sent to him/her along with the convening notice, to the following address: SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3, so that the Société Générale services can receive it by Tuesday 23 January 2018;

— for the bearer shareholder: request this form via the intermediary who manages his/her shares account, and send it back to him/her duly completed as from the date of notice of the General Meeting, so that the services of the SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3 can receive it by Tuesday 23 January 2018.

### **3.4. Vote by proxy.**

Proxies must be written, signed and sent to the SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3, and must state the family name, first name and address of the shareholder as well as those of his/her proxy. Suspension of the mandate is effected in accordance with the same formal requirements as those used in order to constitute it.

In order to appoint a new proxy after suspension, the shareholder must ask the SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3 (if he/she is a registered shareholder) or his/her financial intermediary (if he/she is a bearer shareholder) to send him/her a new postal voting form bearing the “Change of Proxy” comment, and must return it so that the Company can receive it by Tuesday 23 January 2018 at midnight, Paris time at the latest.

In accordance with the provisions of Article R.225-79 of the Commercial Code, notification of the appointment and suspension of a proxy can also be carried out by electronic means, in accordance with the following modalities:

— for registered shareholders: by sending an E-mail bearing an electronic signature, obtained by them from an authorised third-party certifier under applicable legal and statutory conditions, to the following E-mail address: AG.altran@altran.com while specifying their family name, first name and their Société Générale identifier for pure registered shareholders (information available at the top left of their account statement) or their identifier from their financial intermediary for administered registered shareholders, as well as the family name and first name of the appointed or suspended proxy;

— for bearer shareholders: by sending an E-mail bearing an electronic signature, obtained by them from an authorised third-party certifier under applicable legal and statutory conditions, to the following E-mail address: AG.altran@altran.com while specifying their family name, first name, address and complete bank references, as well as the family name and first name of the appointed or suspended proxy, and then by insisting that their financial intermediary who manages their shares account send written confirmation (by mail or by fax) to the SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3.

Only notifications which appoint or suspend mandates, duly signed, completed and received by Tuesday 23 January 2018 at midnight, Paris time, at the latest, can be taken into account. In addition, only notifications which appoint or suspend representation mandates can be sent to the AG.altran@altran.com E-mail address; any other request or notification sent to this address pertaining to another subject cannot be taken into account and/or processed. In order to be validly taken into account, these electronic notifications must be received by the Company by Thursday 25 January 2018 at 3 p.m. at the latest.

#### **4. Shareholders' communication right.**

All documents which must be kept at the disposal of shareholders in the context of General Meetings shall be made available at the Company's head office located at 96 avenue Charles de Gaulle in Neuilly-sur-Seine (92200), at least 15 days prior to the meeting date, in accordance with applicable legal and statutory provisions.

In addition, in accordance with applicable legal and statutory provisions, all documents which are to be submitted to the meeting shall be published at least 21 days prior to the meeting date, that is, Friday 5 January 2018, on the Company's website at the <http://www.altran.com> address in a section dedicated to the meeting.

### **The Board of Directors**

<b>AGENDA</b>
---------------

#### ***Extraordinary items***

- Report 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.

**BRIEF SUMMARY OF ACTIVITY DURING  
THE FIRST THREE QUARTERS OF 2017 BUSINESS YEAR**

**Information about the Company's business:**

The Company's activity during the first three quarters of the financial year was driven by a strong momentum, as illustrated by the significant increase in the group's total revenue from 489.6 million euros for the first nine months of the 2016 financial year to 529.4 million euros for the first nine months of the 2017 financial year, i.e. a growth of 8.1%.

Altran benefited from a favorable dynamic in all of the geographical regions in which the Company operates, including Italy where the return to growth was confirmed (revenue increased by 2.9% between the first nine months of 2016 and 2017). In addition, the Company accelerated its development in India, where very strong growth was achieved in all of the Company's activities (55.2% revenue growth between the first nine months of 2016 and 2017), particularly in the semiconductor industry.

The growth of the Company's revenue observed during the first nine months of the year and the operational performance indicators were in line with the implementation of the *Altran 2020. Ignition* plan.

With the acquisition of Aricent by the Company announced on November 30, 2017, the objectives of the *Altran 2020. Ignition* plan should be achieved as soon as 2018.

**Presentation of the acquisition of Aricent:**

It is reminded that the Company, through its American subsidiary Altran US, entered into a definitive agreement to acquire Aricent, a global leader in digital design and engineering services on November 29, 2017.

The Company will acquire Aricent from a group of investors led by KKR for a total enterprise value of 1.7 billion euros, or 2.0 billion US dollars, in an all-cash transaction.

Based on LTM June 2017 data, this acquisition value corresponds to 10.6x EBITDA pre-synergies, and 8.0x post run-rate-synergies (14.4x EBIT pre-synergies and 9.9x EBIT post-synergies).

The transaction, approved unanimously by the Company's board of directors, is expected to close in the first quarter of 2018, subject to receipt of antitrust approvals and satisfaction of customary closing conditions.

Following this transaction, the combined entity will become the undisputed global leader in ER&D services, a market expected to be worth €220 billion by 2020.

In the context of this transaction, a bank financing was put in place entailing in particular a senior term loan for a total amount of c. 2.125 billion euros as well as a bridge loan for an amount of 250 million euros.

The proposed resolutions are submitted in the context of the acquisition of Aricent by the Company. Indeed, for the purpose of the full repayment of the bridge loan and of the partial repayment of the senior long term loan referred to above, a capital increase with shareholders' preferential subscription rights of approximately 750 million euros (including the issue premium) is envisaged in the next 12 months, it being specified that the launch of the capital increase, including its timing, will depend on the market conditions. Should the first resolution submitted to you be rejected, in light of the existing authorizations, the repayment capacity of the Company by way of capital increase with shareholders' preferential subscription rights would be limited to an amount allowing an early repayment of only the 250 million euros bridge loan.

**PRESENTATION OF RESOLUTIONS**

***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***

In accordance with the 1<sup>st</sup> resolution, you are invited to replace the existing delegation of authority granted to the board of directors which grants the board with the authority to decide capital increases with shareholders' preferential rights (delegation granted to the board of directors pursuant to the 14<sup>th</sup> resolution voted by the general meeting dated 28 April 2017) with a new delegation of the same nature for a period of 12 months, useable in one time, in order to increase the Company's share capital by issuing new ordinary shares of the Company under the conditions described below. 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.

You are invited to set the maximum nominal amount of the capital increase that may be realized pursuant to such delegation at 750 million euros, it being specified that the maximum proceeds of the issue (including premiums) may not exceed 750 million euros. The nominal amount of the issuance carried out under this delegation would be deducted from the new global ceiling applicable under the 3<sup>rd</sup> resolution, i.e. an amount of 750 million euros, or from the amount of the ceiling, if any, provided for by any other resolution with the same purpose, which would replace it during the period of validity of the delegation resulting from the 1<sup>st</sup> resolution.

To those thresholds may be added, as the case may be, the nominal amount of shares to be issued in addition in order to preserve the existing rights of holders of securities giving access to shares of the Company, of subscription or purchase stock options or of rights to the grant of bonus shares, in accordance with the law or contractual stipulations which may be applicable.

Shareholders would have, in proportion to the number of shares they hold, a preferential subscription right to the ordinary shares issued under this delegation, which would be severable from the shares and marketable from the second business day before the beginning of the subscription period until the second business day before the end of the subscription period, in accordance with the provisions of articles L. 225-132 and R. 225-117-1 of the French Commercial Code.

In addition, the board of directors of the Company may grant to the shareholders a reducible right to subscribe for ordinary shares to be issued by the Company, in order to enable shareholders to subscribe for a greater number of shares than the number which they may subscribe for on an irreducible basis, in the event that subscriptions on an irreducible basis do not cover the totality of the capital increase.

It is reminded, as necessary, that the board of directors will only use this delegation if the conditions in which this capital increase would be carried out are considered as satisfactory, in particular as regards the market conditions, the subscription price and the number of shares to be issued.

***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***

Under the second resolution, you are invited to delegate to the board of directors the authority to decide to increase the share capital by issuing shares of the Company as well as other equity securities giving access to the Company's share capital, reserved for employees, eligible corporate officers and retired people of the Company who are members of company or group savings plans. This resolution is submitted to you in accordance with article L. 225-129-6 of the French Commercial Code, which requires that the extraordinary general meeting votes on such a resolution when proposing a capital increase by way of a contribution in cash.

The total nominal amount of capital increases effected pursuant to this resolution may not exceed 3 million euros.

This amount will be deducted from the overall limit provided for in the 3<sup>rd</sup> resolution. As from the date of the general meeting, this delegation would cancel any unused portion, if any, of any prior delegation granted by the 20<sup>th</sup> resolution adopted by the Company's general meeting of April 28, 2017.

The period of validity of the delegation of authority would be set at twenty-six months from the date of the meeting.

***Overall limit of issuance authorizations with or without preferential subscription rights***

Pursuant to this 3<sup>rd</sup> resolution, in addition to the individual limits specified in the 1<sup>st</sup> and 2<sup>nd</sup> resolutions submitted to this general meeting, and under the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions adopted by the general meeting of April 28, 2017, the issuances which may be decided pursuant to the said resolutions would be capped according to the global limits described below:

- 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 1<sup>st</sup> and 2<sup>nd</sup> resolutions submitted to this general meeting, and under the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> 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 1<sup>st</sup> 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 2<sup>nd</sup> 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 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> 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 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions adopted by the general meeting on April 28, 2017.

*Free translation from the French language supplied for convenience and information purposes only*

To these limits will be added, as the case may be, the nominal amount of additional shares to be issued in order to preserve 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 21<sup>st</sup> resolution of the general meeting of April 28, 2017.

***Powers for formalities***

Finally, you are invited to grant powers to carry out the required formalities following this general meeting.

The resolutions that will be submitted to your vote appear to us to be in the best interests of your Company and favorable to the development of your group's activities.

Therefore, we invite you to vote in favor of these resolutions and thank you for your continuing support.

**DRAFT RESOLUTIONS**

***Extraordinary***

***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 Article of Associations 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 14<sup>th</sup> 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 3<sup>rd</sup> 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 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 20<sup>th</sup> 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 1<sup>st</sup> and 2<sup>nd</sup> resolutions submitted to this general meeting, and under the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> 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 1<sup>st</sup> 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 2<sup>nd</sup> 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 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> 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 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> 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 21<sup>st</sup> 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.

**REQUEST FOR THE TRANSMISSION OF DOCUMENTS AND INFORMATION**

I the undersigned,

FAMILY NAME: .....

Usual first name: .....

Domicile: .....

.....

.....

Owner of ..... registered shares\*

and of ..... bearer shares,

of the **ALTRAN TECHNOLOGIES** company

acknowledge that I have received the documents pertaining to the aforementioned General Meeting and referred to in Article R.225-81 of the Commercial Code,

request transmission of documents and information concerning the General Meeting of 26 January 2018 as referred to in Article R.225-83 of the same Code.

Signed in .....

on ..... 2018

**Signature**

\* In accordance with Article R 225-88, Paragraph 3 of the Commercial Code, shareholders who hold registered shares can, through a simple request, obtain from the Company the transmission of documents and information referred to in Articles R 225-81 and R 225-83 of the Commercial Code, on the occasion of each subsequent General Meeting. Should the shareholder wish to benefit from this right, this must be stated on this request.