

## ALTRAN TECHNOLOGIES

A French limited company (*société anonyme*) with a share capital of €87,900,132.50

Registered office: 96, avenue Charles de Gaulle – 92200 Neuilly-sur-Seine

Nanterre Trade and Companies Register No.: 702 012 956

(the “Company”)

### PRESENTATION AND EXPLANATORY STATEMENTS OF THE RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING OF JANUARY 26, 2018

Madam, Sir, dear Shareholders,

We have convened this Extraordinary General Meeting to submit for your approval the proposed resolutions, which are summarized to you hereinafter:

#### **Resolutions for the Extraordinary General Meeting:**

- **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;*
- **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;*
- **Third resolution** – *Overall limit of issuance authorizations with or without preferential subscription rights ; and*
- **Fourth resolution** – *Powers.*

***1) The first resolution refers to the grant of a 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.

***2) The second resolution refers to the 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.

***3) The third resolution refers to the 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.

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.

***4) The fourth resolution relates to the powers to carry out the required formalities***

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