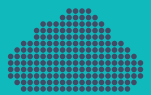


NOTICE OF MEETING

COMBINED GENERAL
SHAREHOLDERS' MEETING
FRIDAY, APRIL 27, 2018 AT 3 P.M.

ALTRAN TECHNOLOGIES
96 AVENUE CHARLES DE GAULLE
92200 NEUILLY-SUR-SEINE





ALTRAN TECHNOLOGIES

French *Société Anonyme* with share capital of EUR 87,900,132.50
Headquartered at 96 Avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, France
Registered under Nanterre trade register No. 702 012 956
(hereinafter “the Company”)

NOTICE OF MEETING

**COMBINED ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS’
MEETING ON FRIDAY, APRIL 27, 2018**

Shareholders of Altran Technologies (hereinafter “the **Company**”) are hereby informed that they are invited to attend a combined ordinary and extraordinary shareholders’ meeting on:

Friday, April 27, 2018 at 3 p.m.

at the Company’s headquarters located at 96 Avenue Charles de Gaulle in Neuilly-sur-Seine (92200).

* * *

The general shareholders’ meeting provides an excellent opportunity for the group to share information and engage in dialogue with its shareholders. For shareholders, irrespective of how many shares they hold, it is an opportunity to actively participate by voting on important decisions for the Company.

All shareholders can take part in the general meeting, by attending in person, by voting by mail, or by granting a proxy to the Chairman of the meeting or to any other person of their choosing.

This notice of meeting provides practical procedures for participating in this meeting, its agenda and the resolutions which are submitted to the approval of the shareholders, a summary of the Company’s activity during the 2017 financial year, an explanation of the purposes of the resolutions and a form enabling shareholders to request documents and further information.

PARTICIPATION AND VOTING

1. Procedure 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 French Commercial Code, or shareholder associations satisfying the conditions set out by Article L. 225-120 of the French Commercial Code, may request that items or draft resolutions be added to the agenda. These items or draft resolutions are then added to the agenda of the shareholders' meeting and immediately brought to the attention of shareholders on the Company's website (<http://www.altran.com>) in a section dedicated to the meeting.

Requests to have items or draft resolutions added to the agenda of the meeting must, for compliance with legal and regulatory requirements, be sent to the Company's headquarters, for the attention of the Chairman of the Board of Directors, by registered letter with acknowledgement of receipt, before the deadline for receipt which is set at the 25th day before the general shareholders' meeting, **i.e. Monday, April 2, 2018**. This request must be provided with by a registration certificate providing proof, at the date of the request, of possession or representation of the portion of capital required under the above-mentioned 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 French Monetary and Financial Code. A request to add an item to the agenda must be justified. A request to add a resolution must be provided with the text of the draft resolution, to which a brief statement explaining the purpose may be attached. When a draft resolution proposes a candidate to the Board of Directors, it must be sent together with the information required under paragraph 5 of Article R. 225-83 of the French Commercial Code. The Chairman of the Board of Directors acknowledges receipt of requests to add draft resolutions or items to the agenda, by registered letter and within a period of five days from receipt of the request.

Examination of the draft resolution or item is also subject to the author(s) of the request submitting a new certificate justifying registration of their shares in the above-mentioned accounts on the second working day preceding the meeting, **i.e. Wednesday, April 25, 2018** at 0.00 a.m. Paris time.

2. Procedure for exercising the right to submit written questions — Shareholders are entitled to submit written questions to which the Board of Directors is required to reply during the shareholders' meeting. Written questions must be sent to the Company's headquarters, for the attention of the Chairman of the Board of Directors, by registered letter with acknowledgement of receipt, no later than the fourth working day before the general shareholders' meeting, **i.e. Monday, April 23, 2018**.

Questions must be sent with 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 French Monetary and Financial Code. In accordance with applicable legislation, several questions may be answered in a common reply provided the questions relate to the same content.

3. Procedure for taking part in the general shareholders' meeting — Irrespective of the number of shares they hold, shareholders may, subject to the conditions stipulated in Article L. 225-106 of the French Commercial Code:

- attend the shareholders' meeting in person,
- have themselves represented by their spouse or partner in a civil union ("*pacte civil de solidarité*"), by another shareholder or by any other natural person or legal entity of their choice,
- vote by correspondence,
- send a proxy form to SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3, without naming the proxy; this will be counted as a vote in favor of the resolutions presented or approved by the Board of Directors.

At this shareholders' meeting, there will be no voting by electronic means of communication, and, as a result, no website as referred to in Article R. 225-61 of the French Commercial Code will be available for this purpose.

In accordance with the provisions of Article R.225-85 of the French Commercial Code, once shareholders have voted by correspondence, submitted a proxy or requested an admittance card or certificate entitling them to attend the meeting, they may no longer choose a different method for participating in the meeting.

3.1. Proof of entitlement to take part in the shareholders' meeting — In accordance with Article R. 225-85 of the French Commercial Code, the right to take part in the general shareholders' meeting is justified by the registration of shares in the name of the shareholder or of the intermediary registered to represent shareholders on Wednesday, April 25, 2018 at 0.00 a.m. Paris time, whether in the registered share accounts held by Société Générale (or its agent) or in the bearer share accounts held by authorized intermediaries.

The registration of shares in bearer share accounts held by financial intermediaries is ascertained by a certificate of participation issued by said intermediaries, and may be annexed, depending on the case, to the postal voting form, to the proxy voting form or to the admittance card request drawn up in the shareholders' name or in the name of the registered intermediary acting on his or her behalf.

Shareholders who have already voted by correspondence, sent a proxy or requested an admittance card or certificate of participation may transfer or sell all or part of their shares at any time. However, if the transfer of sale takes place before Wednesday, April 25, 2018 at 0.00 a.m. Paris time, the Company shall invalidate, or modify accordingly, as appropriate, the vote by correspondence, proxy, admittance card or certificate of participation. For this purpose, the authorized intermediary holding the account shall notify the transfer or sale to the Company or to its agent and forward the necessary information.

After Wednesday, April 25, 2018 at 0.00 a.m. Paris time, no transfer, sale or other transaction, irrespective of the means used, shall be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

3.2. Admittance card request — Shareholders wishing to attend the general meeting in person must request an admittance card:

- for registered shareholders, from SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3,
- for holders of bearer shares, from the financial intermediary managing their equity account.

However, holders of bearer shares who wish to attend the meeting in person but have not received the admittance card they requested by the second working day preceding the general shareholders' meeting, must ask their financial intermediary to issue them a certificate of participation establishing their capacity as shareholders as of Wednesday, April 25, 2018 at 0.00 a.m. Paris time, in order to be admitted to the meeting.

In addition, if registered shareholders have not received the requested admittance card within two working days prior to the general shareholders' meeting, they should, for all information relating to their status, contact the admittance card call center operated by Société Générale, from Monday to Friday, from 8.30 a.m. to 6 p.m. at 0 825 315 315 (cost of call: 0.15€ excluding tax per minute from France).

3.3. Procedure for voting by correspondence or via a proxy — If they cannot attend the general meeting in person, shareholders who wish to vote by correspondence or be represented either by granting a proxy vote to the Chairman of the general meeting, or by their spouse or partner in a civil union or by another shareholder, natural person or legal entity of their choice in pursuance of legal and regulatory requirements, and notably those of Article L. 225-106 of the French Commercial Code, may:

– in the case of registered shareholders: return the correspondence or proxy voting form (same form in both instances) they received with the notice of meeting to the following address: SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3, in sufficient time for Société Générale to receive it **no later than Tuesday, April 24, 2018**;

– in the case of holders of bearer shares: request this form from the intermediary managing their equity account, and return it duly completed to the latter from the date of notice of the shareholders' meeting, in sufficient time for SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3 to receive it **no later than Tuesday, April 24, 2018**.

3.4. Proxy voting — Proxies must be written, signed and sent to SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3, and must state the name, surname and address of both shareholder and proxy agent. Cancellation of powers of proxy is subject to the same formal requirements as those used to constitute such powers.

To appoint a new proxy subsequent to a cancellation, shareholders must ask SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3 (if they are registered shareholders) or their financial intermediary (if they hold bearer shares) to send them another proxy voting form bearing the mention “Change of Proxy”. The duly completed form should then be returned to the sender in sufficient time for Société Générale to receive it **no later than Tuesday, April 24, 2018**, midnight Paris time.

In pursuance of Article R. 225-79 of the French Commercial Code, notification of the appointment and cancellation of a proxy may also be carried out by electronic means, according to the following procedure:

– for registered shareholders: by e-mail using an electronic signature obtained from a third-party certifier in accordance with legal and regulatory requirements, to be sent to AG.altran@altran.com specifying their name, surname, address and their Société Générale identifier in the case of registered shareholders (identifier located at the top left of the statement of account) or, in the case of holders of bearer shares, the identifier they use with their financial intermediary as well as the name and surname of the proxy appointed or revoked;

– for holders of bearer shares: by e-mail using an electronic signature obtained from a third-party certifier in accordance with legal and regulatory requirements, to be sent to AG.altran@altran.com specifying their name, surname, address and all bank account details along with the name and surname of the proxy appointed or revoked, and then by insisting that the financial intermediary managing their equity account send written confirmation (by mail or fax) to SOCIETE GENERALE Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3.

In the case of appointment or removal of a proxy, only notifications that are duly signed, completed and received no later than Tuesday, April 24, 2018, by midnight Paris time, will be taken into account. Furthermore, only notifications of appointment or removal of a proxy may be sent to the AG.altran@altran.com e-mail address, all other requests or notifications concerning other matters sent to this address will not be taken into account or processed. Only electronic notifications received by the Company no later than Thursday, April 26, 2018 at 3 p.m. will be taken into consideration.

4. Shareholders' right to information — All documents which must be kept at the disposal of shareholders in the context of general shareholders' meetings shall be available at the Company's headquarters located at 96 Avenue Charles de Gaulle, Neuilly-sur-Seine (92200), at least 15 days prior to the meeting date, **i.e. by Thursday, April 12, 2018** in pursuance of applicable legal and regulatory provisions.

Moreover, in accordance with legal and regulatory provisions in force, all documents due to be presented at the general shareholders' meeting shall be available at least 21 days prior to the date of the meeting, **i.e. by Friday, April 6, 2018** on the Company's website at <http://www.altran.com> in a section dedicated to the shareholders' meeting.

The Board of Directors

AGENDA

Ordinary general shareholders' meeting

- Reports from the Board of Directors and the Statutory Auditors;
- Approval of the corporate financial statements for the financial year ended December 31, 2017 (1st resolution);
- Approval of the consolidated financial statements for the financial year ended December 31, 2017 (2nd resolution);
- Allocation of net income for the financial year ended December 31, 2017 and declaration of dividend (3rd resolution);
- Reappointment of Christian Bret to the Board of Directors (4th resolution);
- Ratification of the appointment of Jaya Vaidhyanathan to the Board of Directors (5th resolution);
- Authorization to be granted to the Board of Directors to trade in the Company's own shares (6th resolution);
- Approval of the principles and criteria governing the setting, apportionment and attribution of the elements constituting the total compensation and various benefits attributable to the Chairman and Chief Executive Officer for 2018 financial year (7th resolution);
- Approval of the principles and criteria governing the setting, apportionment and attribution of the elements constituting the total compensation and various benefits attributable to the Deputy Chief Executive Officer for 2018 financial year (8th resolution);
- Approval of the elements constituting the total compensation and various benefits due or paid to Dominique Cerutti, Chairman and Chief Executive Officer, in respect of the financial year ended December 31, 2017 (9th resolution);
- Approval of the elements constituting the total compensation and various benefits due or paid to Cyril Roger, Deputy Chief Executive Officer, in respect of the financial year ended December 31, 2017 (10th resolution);

Extraordinary general shareholders' meeting

- Reports from the Board of Directors and the Statutory Auditors;
- Authorization to be granted to the Board of Directors to decide to reduce the share capital by cancelling treasury shares (11th resolution);
- Delegation of authority to be granted to the Board of Directors to decide to issue shares in the Company, and/or securities granting entitlement to shares in the Company, with preemptive subscription rights maintained (12th resolution);
- Delegation of authority to be granted to the Board of Directors to decide capital increases reserved for employees of the Company or of the companies in the Altran group, who are members of a corporate savings plan (13th resolution);
- Authorization to be granted to the Board of Directors to decide to allot new or existing shares, free of charge, to employees of the Company and of related entities (14th resolution);
- Total maximum limit of share issuance authorized, with or without preemptive subscription rights (15th resolution);

Ordinary general shareholders' meeting

- Powers to carry out formalities (16th resolution).

OVERVIEW OF THE YEAR

As a global leader in Engineering and R&D services (ER&D), Altran offers its clients a new way to innovate by developing the products and services for tomorrow. Altran works alongside its clients throughout the value chain of their project, from conception to industrialization. For more than thirty years, the Group has provided its expertise to key players in a variety of industries: automotive, infrastructure, transport, aeronautics, space, defense, naval, rail, energy, industrials, electronics, life sciences, telecom, media, software, finance and public sector.

As announced in 2015 in the *Altran 2020. Ignition* strategic plan, 2017 was a new year of change for the Group, characterized by numerous events in each strategic pillar:

- augmented value:
 - stronger Group presence in cutting-edge technological fields with the acquisition of Information Risk Management, a cybersecurity consultancy firm based in the UK;
 - launch of the World Class Centers Innovation & Design, Advanced Manufacturing and Advanced Networks;
 - partnerships created in priority areas with start-ups and R&D players, including Divergent 3D, Engie, H2scan or Comau;
 - Altran has received recognition from several market analysts, and was, inter alia, included in the “Leadership Zone” in several industries in the Zinnov Zones Product Engineering Services 2017;
- Industrialized GlobalShore®:
 - near and offshore teams increased from 4,500 to 6,500 engineers at the end of 2017 in four Global Delivery Centers (India, Portugal, Eastern Europe and North Africa), in particular following the acquisition of Pricol Technologies (India) and Global Edge Software (India) and the extension of the joint venture with Telnet (Tunisia);
 - a very good momentum has been noted in terms of development of transformational commercial commitments with several successes;
- geographical expansion:
 - Altran continued to set up its platform in the United States, which is structured around three major regions: the West Coast for high-tech sectors (including software, semi-conductors, the Internet of Things (IoT)) and innovative products development, the Midwest (automotive) and the East Coast (life sciences);
 - at the end of 2017, Altran sold its US “Utilities Services” division in order to focus its portfolio in the United States on high added-value activities;
 - as announced, the German operations were restructured and are now experiencing dynamic growth supported in particular by the acquisition of Benteler Engineering Services, a company specialized in automotive engineering;

- operational excellence:
 - the deployment of operational improvement strategies defined in 2016 continued throughout the year, including by establishing new operations principles to catalyze growth in the Group's various models and high added-value partnerships with the Group's key accounts;
 - the search for excellence when steering business activities and monitoring key operational and financial performance indicators remains a priority for the Group.

The Acquisition of Aricent announced on November 30, 2017, fully meets the strategic plan's objectives as it gives the Group a leadership position allowing it to offer its clients an unrivalled value proposition and to stand out from competitors. The Acquisition will enable the Group to benefit from outstanding economies of scale and will endow it with the four criteria required to become the sector leader: global presence and scope, leadership in most industries, solid expertise in key technological areas and an industrial model of services. The Acquisition was completed on March 20, 2018.

ACTIVITY AND RESULTS

▪ **Activity and results of the Altran group**

Over the year 2017, Altran delivered consolidated revenues of €2,282.2m, up +10.0% year on year¹, with an organic² growth of +4.8% and an economic³ growth of +5.6%.

The Group's EBIT came in at €246.3m, representing a solid 10.8% margin, or a 13.6% increase compared to 2016. Noticeably this margin expansion was achieved in a year characterized by strong headwinds (among which the lower number of working days and forex impact), demonstrating the strength of Altran's business model.

The Group's non-recurring expenses included restructuring cost (€17.2m this year, down from €18.2m in 2016), litigation costs (€8.6m, compared to a positive €2.0m in 2016, related to a legacy overtime litigation which the Group has appealed), and M&A costs (€13.2m mainly due to the Aricent acquisition, vs. €5.5m last year). As a result, the Group's net income from continued operations increased by 15.3%, to €139.7m up from €121.2m in 2016.

EPS⁴ on continued operations increased by 15.7%, from €0.70 to €0.81.

¹ All reported figures exclude discontinued US utilities business that has been treated as discontinued operations, as per IFRS 5 rule. 2016 financial statements have been restated for this divestment for comparison purposes.

² Growth at constant forex and perimeter

³ Organic growth adjusted for working days effect

⁴ From continued operations

Geographic breakdown of 2017 performance:

Geographic breakdown of 2017 performance is broken down as follows:

- **France:** +7.6% economic growth, driven by positive dynamics across all industries.
- **Northern Europe:** +3.0% economic growth. The momentum in Germany continues (+24.7% reported growth and +7.2% economic growth in the Germany – Austria area) in a market environment still proving to be challenging. Scandinavia showed a good performance with 7.2% economic growth while the UK achieved +2.3% economic growth in spite of uncertainties arising from the Brexit. The improvement expected in Benelux is still due to materialize while Switzerland posted a positive economic growth in Q4.
- **Southern Europe:** +5.4% economic growth, with strong performance in Spain and Portugal, while Italy returned to growth starting March 2017, as expected.
- **Rest of the world:** +5.8% economic growth and +36.4% reported growth. India and USA combined showed a +5.2% economic growth, with an acceleration in the fourth quarter, in line with expectations, with a 8.3% reported growth combined.

Invoicing rate

The invoicing rate was broadly flat at 87.1%, despite the rapid development of the Industrialized Globalshore™ model. This indicator will no longer be published starting 2018 as its relevance reduces in the context of the expansion of the Ignition model (Industrialized GlobalShore™, Augmented Value), and of the acquisition of Aricent.

Cash and debt

At the end of 2017, the Group's reported free cash flow⁵ has improved to €118.1m, vs. €83.6m in 2016. The Group's net debt came out at €351.1m in 2017, compared to €209.6m at end-December 2016, in line with the recent acquisitions. At the end of 2017, the Group had cash and cash equivalent of €372.9m, vs. €478.3m at end 2016, after the €41.5m shareholder distribution.

At the end of 2017, the Group has significantly reduced its off balance sheet factoring, which had a negative impact of €78.5m on the net debt. The Group expects to continue to use off balance sheet factoring in the future.

▪ Activity and results of Altran Technologies

Altran Technologies carries out operating activities but also provides services in its capacity as a parent company, in exchange for which it invoices management fees and brand royalties.

Altran Technologies' revenues increased from €874.5m for financial year ended December 31, 2016 to €949.6m for financial year ended December 31, 2017, up by €75.1m (up 8.6%).

⁵ $FCF = (EBIT + D\&A + non-cash\ P\&L) + non-recurring\ items +/-\ change\ in\ WCR - Tax\ paid - Capex$

Altran Technologies' operating income increased from €42.5m for financial year ended December 31, 2016 to €67.6m for financial year ended December 31, 2017, up by €25.1m (up 59.0%). It represents 7.1% of the revenue for financial year ended December 31, 2017, compared to 4.9% for financial year ended December 31, 2016.

Financial income amounts to €15.6m for financial year ended December 31, 2017, down by €1.6m compared to €17.2m for financial year ended December 31, 2016.

Exceptional income increased from - €70.3m for financial year ended December 31, 2016 to - €13.1m for financial year ended December 31, 2017, up by €57.2m.

Factoring in net tax income of €32.8m (stemming from tax consolidation and the recognition of tax credits), a net accounting profit of €102.9m was recorded for financial year ended December 31, 2017 (compared to €30.8m for financial year ended December 31, 2016).

More detailed information concerning the business activities of the Company and its subsidiaries during 2017 financial year can be found in the 2017 Registration Document.

TRENDS AND PERSPECTIVES

The Group's consolidated financial results for the financial year ended December 31, 2017 demonstrate that the transformation process initiated in 2015 is successful. In light of the Acquisition of Aricent, the financial objectives previously set for 2020 in the context of *Altran 2020. Ignition* strategic business plan (especially in terms of revenue, operating income on ordinary activities (or EBIT) and Free Cash-Flow) became void. Thus, Altran will release a new strategic plan during an Investor Day that will take place on June 28, 2018.

Following the Acquisition, the Company intends to focus primarily on the operational integration of Aricent and its subsidiaries and on its organic growth. The cash of the combined Group (including Aricent) will be mainly used to reduce its leverage ratio with the objective that it will reach 2.5x within two years following the closing date of the Acquisition. However, the Group may carry out targeted acquisitions during this period in particular in order to acquire certain specific valued skills.

MAIN INVESTMENTS, ACQUISITIONS, JOINT ARRANGEMENTS AND DISPOSALS

Altran's dynamic external growth policy led to four acquisitions and a new joint venture in 2017, as well as the announcement of the Acquisition of Aricent, a global leader in design and engineering services, in November of the same year.

Among these acquisitions that were completed in 2017, the acquisition of Benteler Engineering Services was finalized, allowing the Group to strengthen its presence in Germany, particularly in the automotive industry.

The acquisition of two India-based engineering solutions providers – Pricol Technologies for the automotive industry and Global Edge Software for embedded systems and the Internet of Things – has allowed the Group to strengthen its position in the United States – in the Detroit region, where most automotive key accounts are located, and in Silicon Valley, respectively.

The creation of a joint venture with Telnet has strengthened the Group's ability to develop embedded systems for the defense and automotive industries in nearshore locations (North Africa).

The acquisition of Information Risk Management, a UK-based consultancy firm, has enabled the Group to position itself in the high-potential cybersecurity market. Moreover, in December 2017, the Group sold its Utilities business in the United States to allow Altran US to focus on its core business.

The Acquisition of Aricent, announced on November 30, 2017, subject to the approval of the competent competition authorities in the United States, Germany and India, and the fulfilment of the usual conditions precedent, was made on March 20, 2018, after all these conditions precedents were met. Founded in 1991 and headquartered in Santa Clara (California), Aricent is a global leader in design and engineering services. In particular, the company has recognised expertise in digital technologies, the telecom and semiconductors industries, and in software development. Aricent provides services to its clients to reduce the time to market of their products, adapt their core products to the digital transition and create new revenue streams.

In order to support its positioning, the Group also makes investments in new technologies, either by taking minority equity stakes in start-ups or by co-investing with industrial partners. These investments enable the Group to be the preferred supplier of engineering services for these entities and to acquire skills that enable it to master and integrate the technologies developed by those entities, which it can then offer to its customers.

In 2017, the Group invested in the H2scan start-up. The Group also continues to invest alongside Jaguar Land Rover in the CoherenSE project, an open and innovative software platform for the next generation of intelligent vehicles and machines.

VARIATIONS IN SHARE CAPITAL

On December 31, 2017, the Company's share capital stood at €87,900,132.50, composed of 175,800,265 fully paid up shares with a nominal value of €0.50, all of the same category. The Company's share capital has not changed since December 30, 2015.

Share buybacks

The combined ordinary and extraordinary shareholders meeting of April 28, 2017, acting in accordance with the quorum and majority requirements for ordinary shareholders' meetings, cancelled the unused portion of the authorization given to the Company to buy back its own shares by the combined general shareholders' meeting of April 29, 2016.

By way of its 8th resolution, it authorized the Company to trade in its own shares, for a period of 18 months, up to a maximum of 10,000,000 shares, i.e. close to 6% of the shares comprising the share capital at December 31, 2016, at a maximum unit price of 20 euros per share.

The general shareholders' meeting indicated that the objectives were:

- to stimulate the market for Altran Technologies shares through an investment services provider, by means of a liquidity contract that is consistent with the code of conduct approved by the French financial markets authority (AMF),
- to honor stock options granted to employees of the group within stock option programs in accordance with the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code,
- to attribute free shares within the framework of Articles L. 225-197-1 *et seq.* of the French Commercial Code,
- to deliver shares, when subscription rights attached to securities issued by the Company or one of its subsidiaries are exercised, whether by redemption, conversion, exchange, presentation of a warrant or by any other manner,

- to cancel shares, subject to approval of the 13th resolution under the terms and conditions stipulated therein or in accordance with an authorization of similar nature,
- more generally, to carry out any transaction authorized by law or by regulations in force, now or in the future, including any practice authorized by the French financial markets authority subsequent to this general shareholders' meeting.

In July 2011, the Company entrusted Exane-BNP Paribas with a liquidity contract that was in keeping with the Code of Ethics drawn up by the French financial markets association (*Association française des marchés financiers*) on March 8, 2011 and approved by the AMF on March 21, 2011. The purpose of the contract, which is still in force, is to ensure the liquidity of trading and accuracy of pricing while avoiding price swings inconsistent with market trends. Two million euros was earmarked for this liquidity contract and transferred to the liquidity account. During 2017 financial year, a total of 1,373,341 Altran Technologies shares were purchased at an average unit price of €15.00 and 1,248,672 sold at an average unit price of €15.07. At December 31, 2017, the liquidity account held 182,768 Altran Technologies shares and had 1,128,909 euros in cash.

The Company did not buy back any shares outside of this liquidity contract.

Stock options and free shares

The Company did not decide a stock option plan in 2017.

At its meeting of April 28, 2017, the Board of Directors carried out the maximum attribution of 437,366 free shares to group employees. Final acquisition is subject to performance criteria and uninterrupted presence in the Altran group during the three-year vesting period for these performance-based shares.

This decision was taken under the authorization given to the Board by the combined shareholders' meeting of April 29, 2016 (24th resolution) with a view to attributing free shares, whether existing shares or shares to be issued, within 38 months, to salaried employees (or certain categories of salaried employees) of parent company Altran Technologies or companies related to the parent company, provided the number of shares attributed does not give rise to a capital increase of more than 3% of the share capital of Altran Technologies at the date of attribution of free shares by the Board of Directors.

This free share attribution plan has the following characteristics:

- Free share plan subject to performance criteria for the attribution of 437,366 shares (i.e. 0.25% of the share capital),
- Condition relating to presence within the company: 3 years from April 28, 2017 (date of attribution) until April 28, 2020 included,
- Conditions relating to the exercising of rights: the dismissal or resignation of a beneficiary shall render unvested shares null and void from the date the beneficiary leaves the employment of the group, unless otherwise decided by the Chairman and Chief Executive Officer or by the Chief Executive Officer under the authority of the Board of Directors,
- Performance criteria:
 - 50% of the total free share attribution will be based on the achievement of group EBIT objectives for 2017, 2018 and 2019 financial year,
 - 50% of said total will be related to free cash flow objectives in respect of 2017, 2018 and 2019 financial year.

The number of shares finally acquired by employees upon expiry of the performance appraisal period will be decided as follows:

- If the rate of achievement of objectives is below 90%, no performance shares will be acquired,
- If the rate of achievement of objectives is equal to 95%: the number of shares acquired will be equal to 50% of the number of shares in the share attribution plan,
- If the objectives are fully achieved (i.e. 100%), all shares attributed under the plan will be acquired,
- If the rate of achievement is equal to 110%, the number of shares acquired will be equal to 120% of the number of shares attributed, this threshold of 120% constituting the maximum that may not be exceeded.

A linear progression will be applied between the minimum (90%), target (100%) and maximum (110%) thresholds.

No free shares were attributed to corporate officers.

Employee's and corporate officers' participation in the share capital

At December 31, 2017, employees held 587,182 shares in the Company, i.e. 0.334% of shares in circulation and 0.317% of voting rights in the Company, via a corporate mutual fund (*fonds commun de placement d'entreprise* or FCPE). Furthermore, on December 31, 2017, the Chief Executive Officer and the Directors owned 446.313 shares, representing approximately 0.25% of the outstanding shares.

PRESENTATION OF THE RESOLUTIONS

The general shareholders' meeting will be asked to vote on ordinary resolutions requiring a simple majority (more than half the votes) for them to be carried, as well as extraordinary resolutions requiring an enhanced majority (over two-thirds of votes) for them to be approved.

Resolutions under the authority of the Ordinary general shareholders' meeting

1st resolution: Approval of the corporate financial statements

The purpose of this resolution is to submit to your approval the corporate financial statements for the financial year ended December 31, 2017, as well as the transactions reflected in the statements or summarized in the Board of Directors' management report for 2017 and in the Statutory Auditors' report on the financial statements for the financial year ended December 31, 2017 which show net income of 102,893,499.26 euros for the period.

In pursuance of article 223 quater of the French Tax Code (*Code general des impôts*), the general shareholders' meeting is informed that the amount of costs and expenses referred to in article 39-4 of the French Tax Code is €969,423 and that the attendant tax incurred is €166,957 for the financial year ended December 31, 2017.

2nd resolution: Approval of the consolidated financial statements

The purpose of this resolution is to submit to your approval the consolidated financial statements for the financial year ended December 31, 2017, as well as the transactions reflected in the statements or summarized in the Board of Directors' management report for 2017 and in the Statutory Auditors' report on the consolidated financial statements for the financial year ended December 31, 2017.

3rd resolution: Allocation of net income and declaration of dividend

This resolution asks you to approve the proposed appropriation of earnings for 2017 financial year and the proposed dividend.

You are asked to allocate Net income for 2017 financial year as follows:

Net income for the period	102,893,499.26 €
Prior retained earnings	137,075,685.51 €

Amounting to a total of	239,969,184.77 €
Allocation:	
Funding of the statutory reserve	0.00 €
Dividend ⁽¹⁾	61,685,065.20 €
Remainder allocated to retained earnings	178,284,119.57 €

Total	239,969,184.77 €

(1) Based on the number of shares comprising the share capital at December 31, 2017, i.e. 175,800,265 shares, added to the 81,220,840 new shares issued under the Capital Increase (i.e. the total number of 257,021,105 shares at the date of settlement-delivery of the new shares).

The proposed dividend is 0.24 euro per share.

It shall be recalled that the 81,220,840 new shares, issued within the context of the Company’s capital increase, gave rise to the issuance of a brochure approved by the French market authority (AMF) on March 21, 2018 (the “**Capital Increase**”), shall carry the same rights as existing shares and shall bear dividend rights from the date of issue, i.e. they shall confer entitlement to any dividend payable from the date of their issuance.

Thus, based on the number of shares comprising the share capital at December 31, 2017, added to the 81,220,840 new shares issued under the Capital Increase (i.e. a total of 257,021,105 shares at the date of settlement-delivery of the new shares), the total amount of the dividend paid out in respect of 2017 financial year is 61,685,065.20 euros.

You are also asked to set the date of payment of the dividend at May 15, 2018.

In compliance with Article 243 bis of the French Tax Code (*Code général des impôts*), the general shareholders’ meeting acknowledges that no dividend, in the strict sense of the term (i.e. taken from reserves or profits), was paid during the financial years ended December 31, 2015, 2016 and 2017.

We remind you that share premium distributed in respect of the three previous financial years and the income eligible for tax deduction under Article 158.3-2° of the French Tax Code were as follows (per share basis):

Financial year	Share premium distributed	Income eligible for tax deduction under Article 158.3-2 ° of the French Tax Code
Paid out during the period ended Dec. 31, 2017	0.24 €	0.24 €
Paid out during the period ended Dec. 31, 2016	0.19 €	0.19 €
Paid out during the period ended Dec. 31, 2015	0.15 €	0.15 €

4th and 5th resolutions: reappointment of Christian Bret and ratification of the appointment of Jaya Vaidhyanathan to the Board of Directors

The 4th resolution proposes that you reappoint Christian Bret to the Board of Directors for a four-year term of office to expire on adjournment of the ordinary general shareholders’ meeting to be convened in 2022 to vote on the financial statements for the financial year ending December 31, 2021.

Christian Bret has been a member of the Company’s Board of Directors since June 2012.

The purpose of the 5th resolution is to ask you to ratify the decision by the Board of Directors, at its meeting of December 20, 2017, to appoint Jaya Vaidhyanathan as a Director, replacing Florence Parly, who resigned, for the remaining period of the latter’s term of office, i.e. until the ordinary general shareholders’ meeting to be convened in 2021 to vote on the financial statements for the financial year ending December 31, 2020.

The appointment of Jaya Vaidhyathan would enable the Company to increase the number of independent Directors on the its Board while improving gender parity pursuant to Article L. 225-18-1 of the French Commercial Code and the diversity of nationalities in keeping with the group’s increasingly international profile.

The biographies of Christian Bret and Jaya Vaidhyathan can be found in this Notice under the section entitled “*Information on candidatures seeking reappointment or confirmation of appointment to the Board of Directors*”.

6th resolution: Authorization to the Board of Directors to trade in the Company’s shares

The purpose of this resolution is to authorize the Board of Directors to trade in the Company’s shares, for a period of eighteen (18) months from the date of this general shareholders’ meeting, up to a maximum of 10,000,000 shares that may be acquired (i.e. close to 6% of the shares constituting the share capital at December 31, 2017).

This authorization may not be availed of in the event of and until expiry of a public takeover bid.

You are asked to set the maximum unit purchase price at 20 euros (excluding purchasing costs) per share in the Company (subject to adjustment in the event of financial transactions) corresponding to a maximum total amount that the Company may allocate to this program of 200,000,000 euros (excluding purchasing costs).

The purposes of the proposed share buyback program are explained in detail in the resolution put before the general shareholders’ meeting for approval.

The Board of Directors would inform the ordinary general shareholders’ meeting of all and any transactions carried out every year in pursuance of this resolution.

This resolution would cancel the unused portion of any previous authorization having the same purpose.

In pursuance of Article L. 225-37-2 and R. 225-29-1 of the French Commercial Code, the Board of Directors is asking the shareholders to approve:

- in the **7th resolution**, the compensation policy applicable to the Chairman and Chief Executive Officer for 2018 financial year (*ex ante* vote);

Principles and criteria use to determine, allocate and award the components of the remuneration of the Chairman and Chief Executive Officer for 2018 financial year (<i>ex ante</i> vote)	
Fixed remuneration	The fixed remuneration of the Chairman and Chief Executive Officer is determined, notably, according to market practice for a company of similar size. The fixed remuneration of the Chairman and Chief Executive Officer is only reassessed at relatively long intervals, in accordance with the recommendations of the AFEP-MEDEF Code, and when a reassessment is justified, for example by a change in the scope of the Chairman and Chief Executive Officer’s responsibilities, or by the market position of his remuneration.
Annual variable remuneration	The Board of Directors decided to set the maximum amount of the variable remuneration that may be paid to the Chairman and Chief Executive Officer for the 2018 financial year at 160% of the fixed remuneration.

	<p>As for the 2017 financial year, the variable remuneration of the Chairman and Chief Executive Officer for the 2018 financial year is subject to the achievement of quantitative and qualitative objectives set by the Board of Directors, which will assess their achievement in 2019. For the 2018 financial year, this remuneration will be based:</p> <ul style="list-style-type: none"> ○ for 70% of it, on quantitative objectives aligned with the Company’s strategy and long-term value creation, namely: <ul style="list-style-type: none"> - the Group EBIT for 46%; - the free cash flow for 12%; and - the revenue growth at constant scope and exchange rates for 12%. ○ for 30% of it, on individual qualitative objectives, namely: <ul style="list-style-type: none"> - the convergence Altran/Aricent for 20%; and - the implementation of the “Engaged People” program (employees’ involvement) for 10%. The achievement of this target will be assessed by the Director representing employees on the Board of Directors. <p>The total variable remuneration that may be awarded pursuant to the qualitative targets cannot exceed 120% of the target.</p> <p>Pursuant to Article L. 225-100 of the French Commercial Code, the payment of the annual variable remuneration for the 2018 financial year will be subject to the approval of the Ordinary General Meeting to be held in 2019.</p>
Multi-year variable remuneration	<p>The Board of Directors may award multi-year variable remuneration in cash to the Chairman and Chief Executive Officer in the form of an allocation of performance units, the final vesting of which will be subject to performance and presence conditions, which are:</p> <ul style="list-style-type: none"> ○ Absolute: annual growth of earnings per share; and ○ Relative: total share return with the remuneration being awarded if the performance is above the median performance of the companies listed on the SBF 120. <p>The Board of directors will decide the respective weight of each objective. The weight of the relative performance objective representing between 25% and 50%.</p> <p>All unvested performance units awarded that have not been acquired will expire in the event of the resignation or dismissal of the Chairman and Chief Executive Officer unless otherwise decided by the Board of Directors duly motivated by exceptional circumstances.</p>
Exceptional remuneration	<p>The Board of directors did not set aside exceptional remuneration for the Chairman and Chief Executive Officer for the 2018 financial year.</p>
Performance shares and any other item of long-term remuneration	<p>The Board of directors did not set aside performance shares for the Chairman and Chief Executive Officer for the 2018 financial year, or any other item of long-term remuneration, with the exception of the multi-year variable remuneration that could be awarded to the Chairman and Chief Executive Officer in the form of an allocation of performance units under the conditions described above.</p>
Attendance fees	<p>The Chairman and Chief Executive Officer does not receive attendance fees in respect of his duties as Director and Chairman of the Board of Directors.</p>
Benefits in kind	<p>The benefits in kind awarded to the Chairman and Chief Executive Officer correspond to a company car and to the contributions paid as part of the social security insurance for company managers taken out by the Company for the benefit of the Chairman and Chief Executive Officer.</p>

Severance or non-compete compensation	Mr. Dominique Cerutti does not benefit from any compensation or benefit due or that could be due as a result of the termination of, or change in, his duties, nor from any undertaking corresponding to compensation in consideration for a non-compete clause.
Supplementary pension plan	The Chairman and Chief Executive Officer does not benefit from a supplementary pension plan.
Life and health insurance plan	The Chairman and Chief Executive Officer is a beneficiary of the life and health insurance plan applicable to the Group's executive managers.
Other components	The Board of Directors may decide to compensate the Chairman or the Chief Executive Officer in consideration for a non-compete clause, in accordance with Article L. 225-42-1 of the French Commercial Code and the provisions of the AFEP-MEDEF Code.

- in the **8th resolution**, the compensation policy applicable to the Deputy Chief Executive Officer for 2018 financial year (*ex ante* vote);

Principles and criteria used to determine, allocate and award the components of remuneration of the Deputy Chief Executive Officer for 2018 financial year (<i>ex ante</i> vote)	
Fixed remuneration	The fixed remuneration of the Deputy Chief Executive Officer is determined according to market practice for a company of similar size. The fixed remuneration of the Deputy Chief Executive Officer is only reassessed at relatively long intervals, in accordance with the recommendations of the AFEP-MEDEF Code, and when a reassessment is justified, for example by a change in the scope of the Deputy Chief Executive Officer's responsibilities, or the market positioning of his remuneration.
Annual variable remuneration	<p>The Board of Directors decided to set the maximum amount of variable remuneration that may be paid to the Deputy Chief Executive Officer for the 2018 financial year at 120% of the fixed remuneration.</p> <p>As for the 2017 financial year, the variable remuneration of the Deputy Chief Executive Officer for the 2018 financial year is subject to the achievement of quantitative and qualitative objectives set by the Board of Directors, which will assess their achievement in 2019. For the 2018 financial year, this remuneration will be based:</p> <ul style="list-style-type: none"> ○ for 80% on quantitative objectives aligned with the Company's strategy and long-term value creation, namely: <ul style="list-style-type: none"> - the Group EBIT for 20%; - the EBIT of the Europe zone for 40%; - the DSO of the Europe zone for 10%; - the revenue growth of the Europe zone at constant budgetary scope for 10%. ○ for 20% on individual qualitative objectives, namely: <ul style="list-style-type: none"> - the development of the Group's offshore activities for 10%; and - the evolution of the organization (SWAT/Industries) in the context of the convergence plan with Aricent for 10%. <p>The total variable compensation that may be awarded pursuant to the qualitative objectives cannot exceed 120% of the objective.</p> <p>Pursuant to Article L. 225-100 of the French Commercial Code, the payment of the annual variable remuneration for the 2018 financial year will be subject to the approval of the Ordinary General Meeting to be held in 2019.</p>

Multi-year variable remuneration	<p>The Board of Directors may award multi-year variable remuneration in cash to the Deputy Chief Executive Officer in the form of an allocation of performance units, the final vesting of which will be subject to performance and presence conditions, which are:</p> <ul style="list-style-type: none"> ○ Absolute: annual growth of earnings per share; and ○ Relative: total share return with the remuneration being awarded if the performance is above the median performance of the companies listed on the SBF 120. <p>The Board of Directors will decide the respective weight of each objective. The weight of the relative performance objective representing between 25% and 50%.</p> <p>All unvested performance units awarded that have not been acquired will expire in the event of the resignation or dismissal of the Deputy Chief Executive Officer unless otherwise decided by the Board of Directors, duly motivated by exceptional circumstances.</p>
Exceptional remuneration	<p>The Board of Directors did not set aside exceptional remuneration for the Deputy Chief Executive Officer for the 2018 financial year.</p>
Performance shares and any other item of long-term remuneration	<p>The Board of Directors did not set aside performance shares for the Deputy Chief Executive Officer for the 2018 financial year, or any other item of long-term remuneration, with the exception of the multi-year variable remuneration that could be awarded to the Deputy Chief Executive Officer in the form of an allocation of performance units under the conditions described above.</p>
Attendance fees	<p>The Deputy Chief Executive Officer does not receive attendance fees if he/she is appointed as a Director by the Board of Directors.</p>
Benefits in kind	<p>The Deputy Chief Executive Officer has a company car.</p>
Severance or non-compete compensation	<p>Mr. Cyril Roger does not benefit from any compensation or benefit due or that could be due as a result of the termination of, or a change in, his duties, nor from any undertaking corresponding to compensation in consideration for a non-compete clause pursuant to his corporate mandate.</p>
Supplementary pension plan	<p>The Deputy Chief Executive Officer does not benefit from a supplementary pension plan.</p>
Life and health insurance plan	<p>The Deputy Chief Executive Officer is a beneficiary of the life and health insurance plan applicable to the Group's Executive Managers.</p>
Other components	<p>If a Deputy Chief Executive Officer were to be recruited from outside the Group, the Board of Directors may decide to compensate him in consideration of a non-compete clause, in accordance with Article L. 225-42-1 of the French Commercial Code and the provisions of the AFEP-MEDEF Code.</p>

The principles and criteria applicable to the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable, by virtue of their position, to the Chairman and Chief Executive Officer of the Company and to the Deputy Chief Executive Officer of the Company, and constituting the Company's compensation policy as determined by the Company's Board of Directors at its meeting of February 26, 2018, on the recommendations of the Appointments and Remuneration Committee, are presented in the corporate governance report in pursuance of Article L. 225-37 of the French Commercial Code, and reported in Chapter 3 (*Corporate governance and remuneration*) of the Company's 2017 Registration Document, in tables entitled "*Remuneration policy applicable to the Chairman and Chief Executive Officer submitted to the approval of the Annual Ordinary General Meeting of April 27, 2018*" under sub-section 3.1.2.2 - "*Remuneration of the executive corporate officers*" and "*Remuneration policy applicable to the Deputy Chief Executive Officer submitted to the approval of the Annual Ordinary General Meeting of April 27, 2018*" under sub-section 3.1.2.2 - "*Remuneration of the executive corporate officers*".

It is further stipulated that:

- if these principles and criteria are rejected by the general shareholders' meeting, the compensation of the Chairman and Chief Executive Officer and of the Deputy Chief Executive Officer will be respectively determined in compliance with the compensation attributed in respect of the financial year ended December 31, 2017, in pursuance of the provisions of Article L. 225-37-2 paragraph 4 of the French Commercial Code; and
- the payment of variable compensation to the Chairman and Chief Executive Officer and to the Deputy Chief Executive Officer in respect of 2018 financial year is, in pursuance of Article L. 225-100 of the French Commercial Code, conditional upon subsequent approval by an ordinary general shareholders' meeting.

We propose that you approve the principles and criteria as presented in this report.

In pursuance of Article L. 225-100 of the French Commercial Code, the shareholders are asked to approve:

- in the **9th resolution**, the fixed, variable and exceptional components comprising the total remuneration and benefits of any kind paid or awarded to Dominique Cerutti, Chairman and Chief Executive Officer, for the 2017 financial year (*ex post vote*).

Components of the remuneration and benefits of any kind paid or awarded for the 2017 financial year	Amount or accounting valuation subject to the vote of the shareholders (in euros)	Overview
Fixed remuneration	€700,000 (amount paid in 2017)	<p>The fixed remuneration of Mr. Dominique Cerutti, as Chairman and Chief Executive Officer, was €700,000 in 2017, i.e. an increase of more than 16% compared to his fixed compensation for the 2016 financial year.</p> <p>The Appointments and Remuneration Committee noted that the remuneration of the Chairman and Chief Executive Officer had been unchanged for 3 consecutive financial years (2014-2015-2016) since January 1, 2014, while the size of the Altran group has increased significantly during this period, with a 30% growth in revenues published between 2013 and 2016, a headcount growth of 43% and an EBIT growth of 54%.</p> <p>Considering the historical performance (in terms of revenues and EBIT) achieved in 2016 by the Group, the Appointments and Remuneration Committee asked the firm Mercer in March 2017 to conduct a survey on the SBF 120 executive officers' remuneration. This survey was based on a sample of 40 companies among the SBF 120 with size and revenues similar to Altran.</p> <p>As a result of this survey, the Appointments and Remuneration Committee set the annual fixed remuneration of the Chairman and Chief Executive Officer at the median of the sample, i.e. a gross annual base of €700,000.</p>
Variable remuneration	€641,293 (amount awarded for the 2017 financial year)	<p>The variable remuneration of Mr. Dominique Cerutti in respect of his position as Chairman and Chief Executive Officer for the 2017 financial year was €641,293, corresponding to 91.61% (out of a maximum of 160% if the performance objectives are exceeded) of his annual fixed remuneration. This variable remuneration was set by the Board of Directors, at its meeting of February 26, 2018, on the recommendation of the Appointments and Remuneration Committee, considering the achievement of the objectives described below:</p> <ul style="list-style-type: none"> ○ the amount of the variable portion due in respect of the quantitative objectives (Group EBIT, free cash flow, revenue growth at constant perimeter and exchange rates) amounted to €389,293 corresponding to a percentage of achievement of the quantitative objectives of 79.45%. The achievement rates for the different quantitative objectives are as follows: <ul style="list-style-type: none"> - 99.42% for the objective relating to the Group EBIT (weighting for 46%); - 72.45% for the objective relating to the free cash flow (weighting for 12%); and - 98.25% for the objective relating to the revenue growth at constant perimeter and exchange rates (weighting for 12%).

		<ul style="list-style-type: none"> ○ the amount of the variable portion due in respect of the qualitative objectives (objectives in relation to the implementation of the Altran 2020. Ignition strategic plan and the implementation of the “Engaged People” program) amounted to €252,000 corresponding to a percentage of achievement of the qualitative objectives of 120%. The achievement rates for the different qualitative objectives are as follows: <ul style="list-style-type: none"> - 150% for the objective relating to the implementation of the Altran 2020. Ignition strategic plan, notably the expansion in the United States (weighting for 20%); and - 60% for the implementation of the “Engaged People” program (weighting for 10%). <p>The payment of this variable remuneration is subject to the approval of the General Meeting of Shareholders of April 27, 2018.</p>
<p>Multi-year variable remuneration</p>	<p>€980,000 (accounting valuation of the units at the date of the award)</p>	<p>On the recommendation of the Appointments and Remuneration Committee, the Board of Directors, at its meeting of March 21, 2017, decided to create a long-term incentive plan in the form of an allocation of performance units providing for the award of multi-year variable remuneration, in cash, to Mr. Dominique Cerutti.</p> <p>The final vesting of the performance units is subject to an objective based on the average annual growth of Earnings Per Share (EPS), which the Board of Directors assesses over a three-year period (between 2016 and 2019), as well as on the uninterrupted presence of Mr. Dominique Cerutti in the Group, in his capacity as executive corporate officer, until the final vesting of the performance units. It should be noted that this presence condition is subject to a limited number of exceptions including the death or disability of the beneficiary, a significant disposal of the Company’s assets (more than 30% of the Group’s assets), or the dismissal of the beneficiary in the event of a change of control of the Company.</p> <p>All unvested performance units awarded expire in the event of the resignation or dismissal of Mr. Cerutti unless otherwise decided by the Board of Directors, duly motivated by exceptional circumstances.</p> <p>On the recommendation of the Appointments and Remuneration Committee, the Board of Directors, at its meeting of March 21, 2017, set at 65,464 the initial number of performance units to be used as a basis for the calculation of the multi-year variable remuneration of the Chairman and Chief Executive Officer in the event he achieves 100% of his performance objective. The performance units will be acquired in accordance with the percentage of achievement of the performance objective, the achievement of which will be assessed by the Board of Directors at the end of the vesting period.</p> <p>This performance objective as well as the criteria for awarding performance units have been specifically set by the Board of Directors, on the recommendation of the Appointments and Remuneration Committee, but cannot be disclosed for reasons of confidentiality and business secrecy.</p>

		<p>The corresponding multi-year variable remuneration will be paid, at the end of the vesting period, for an amount corresponding to the average price of the Company share during the month of December 2019, applied to the final number of performance units acquired by Mr. Dominique Cerutti.</p> <p>The accounting valuation of this multi-year variable remuneration on the date of its award to Mr. Dominique Cerutti was estimated at €980,000. It is recalculated at the end of every reporting period.</p> <p>In the event of payment of multi-year variable remuneration, Mr. Dominique Cerutti will have to reinvest a share representing 25% of the amount of said remuneration in the acquisition of Company shares until the value of the shares thus acquired represents the equivalent of one year of the Chairman and Chief Executive Officer's net fixed remuneration.</p>
Benefits of any kind	€24,945	<p>The benefits in kind awarded to the Chairman and Chief Executive Officer correspond to a company car and to the contributions paid as part of the social security insurance for corporate officers taken out by the Company for the Chairman and Chief Executive Officer.</p>
Other components of the remuneration	None.	<p>The Chairman and Chief Executive Officer does not benefit from any other components of the compensation. In particular:</p> <ul style="list-style-type: none"> - the Chairman and Chief Executive Officer did not receive any exceptional remuneration or attendance fees for the 2017 financial year; - the Board of Directors did not award stock options or performance shares to the Chairman and Chief Executive Officer in 2017; - moreover, the Chairman and Chief Executive Officer does not benefit from severance pay or non-compete compensation; and - the Chairman and Chief Executive Officer does not benefit from a supplementary pension plan.

- in the **10th resolution**, the fixed, variable and exceptional components comprising the total the remuneration and benefits of any kind paid or awarded to Cyril Roger, Deputy Chief Executive Officer for the 2017 financial year (*ex post* vote).

Components of the remuneration and benefits of any kind paid or awarded for the 2017 financial year	Amount or accounting valuation subject to the vote of the shareholders <i>(in euros)</i>	Overview
Fixed remuneration	€428,000 (amount paid in 2017)	The fixed remuneration of Mr. Cyril Roger due in respect of his position as Deputy Chief Executive Officer amounted to €428,000 in 2017, and was unchanged from the previous year.
Variable remuneration	€281,535 (amount awarded for the 2017 financial year)	<p>The variable remuneration of Mr. Cyril Roger in respect of his position as Deputy Chief Executive Officer for the 2017 financial year was €281,535, corresponding to 65.78% (out of a maximum of 120% if the performance objectives are exceeded) of his annual fixed remuneration. This variable remuneration has been set by the Board of Directors, on the recommendation of the Appointments and Remuneration Committee, considering the achievements of the objectives mentioned below:</p> <ul style="list-style-type: none"> ○ the amount of the variable portion due in respect of the quantitative objectives (Group EBIT, 2017 EBIT of the Europe zone, DSO of the Europe zone, revenue growth of the Europe region at constant budgetary scope) amounted to €233,385 corresponding to a percentage of achievement of the quantitative objectives of 90.88%. The achievement rates for the different quantitative objectives are as follows: <ul style="list-style-type: none"> - 94.70% for the objective relating to the Group EBIT (weighting for 20%); - 99.88% for the objective relating to the 2017 EBIT of the Europe zone (weighting for 40%); - 101.66% for the objective relating to the DSO of the Europe zone (weighting for 10%); and - 99.80% for the objective relating to the 2017 revenue growth (weighting for 10%). ○ the amount of the variable portion due in respect of the qualitative objective (in relation to the development of the Group's offshore activities and the economic growth of countries in the Europe region) amounted to €48,150 corresponding to a percentage of achievement of the qualitative objectives of 75%. The achievement rates for the different objectives are as follows: <ul style="list-style-type: none"> - 100% for the objective relating to the development of the Group's offshore activities (weighting for 10%); and - 50% for the objective relating of the economic growth in the Europe zone, with not more than one country with economic growth below 0% (weighting for 10%).

		The payment of this variable remuneration is subject to the approval of General Meeting of Shareholders of April 27, 2018
Multi-year variable remuneration	€321,000 (accounting valuation of the units at the date of the award)	<p>On the recommendation of the Appointments and Remuneration Committee, the Board of Directors, at its meeting of March 21, 2017, decided to create a long-term incentive plan in the form of an allocation of performance units providing for the award of multi-year variable remuneration, in cash, to Mr. Cyril Roger.</p> <p>The final vesting of the performance units is subject to a target based on the average annual growth of Earnings Per Share (EPS), which the Board of Directors assesses over a three-year period (between 2016 and 2019), as well as on the uninterrupted presence of Mr. Cyril Roger in the Group, in his capacity as executive corporate officer, until the final vesting of the performance units. It should be noted that this presence condition is subject to a limited number of exceptions including the death or disability of the beneficiary, a significant disposal of the Company's assets (more than 30% of the Group's assets), or the dismissal of the beneficiary in the event of a change of control of the Company.</p> <p>All unvested performance units awarded expire in the event of the resignation or dismissal of Mr. Cyril Roger unless otherwise decided by the Board of Directors, duly motivated by exceptional circumstances.</p> <p>On the recommendation of the Appointments and Remuneration Committee, the Board of Directors, at its meeting of March 21, 2017, set at 21,442 the initial number of performance units to be used as a basis for the calculation of the multi-year variable remuneration of the Deputy Chief Executive Officer in the event he achieves 100% of his performance objective. The performance units will be acquired according to the percentage of achievement of the performance objective, the achievement of which will be assessed by the Board of Directors at the end of the vesting period.</p> <p>This performance target as well as the criteria for awarding performance units have been specifically set by the Board of Directors, on the recommendation of the Appointments and Remuneration Committee, but cannot be disclosed for reasons of confidentiality and business secrecy.</p> <p>The corresponding multi-year variable remuneration will be paid, at the end of the vesting period, for an amount corresponding to the average price of the Company share during the month of December 2019, applied to the final number of performance units acquired by Mr. Cyril Roger.</p> <p>The accounting valuation of this multi-year variable remuneration on the date of its award to Mr. Cyril Roger was estimated at €321,000. It is recalculated at the end of every reporting period.</p> <p>In the event of payment of multi-year variable remuneration, Mr. Cyril Roger will have to reinvest a portion representing 25% of the amount of said remuneration in the acquisition of Company shares until the value of the shares thus acquired represents the equivalent of six months of the Deputy Chief Executive Officer's net fixed remuneration.</p>

Benefits of any kind	€16,424	The Deputy Chief Executive Officer has a company car.
Severance or non-compete compensation	No payment was made in respect of 2017.	Mr. Cyril Roger does not benefit from any compensation or benefit due or that could be due as a result of the termination of, or a change in, his duties of Deputy Chief Executive Officer, nor from any undertaking corresponding to compensation in consideration for a non-compete clause pursuant to his corporate mandate.
Other components of the remuneration	None	The Deputy Chief Executive Officer does not benefit from any other components of the remuneration. In particular: <ul style="list-style-type: none"> - the Deputy Chief Executive Officer did not receive any exceptional remuneration for the 2017 financial year; - the Board of Directors did not award stock options or performance shares to the Deputy Chief Executive Officer in 2017; and - the Deputy Chief Executive Officer does not benefit from a supplementary pension plan.

It should be noted that, under Article L. 225-100 of the French Commercial Code, the variable components of the Chairman and Chief Executive Officer's and Deputy Chief Executive Officer's compensation, as described above, will only be paid to them if approved by the shareholders in the 9th and 10th resolutions of the general shareholders' meeting of April 27, 2018.

Resolutions under the authority of the extraordinary general shareholders' meeting

11th resolution: Authorization to the Board of Directors to reduce the Company's share capital by cancelling treasury shares

In the 11th resolution, the Board of Directors is asking you to authorize it, for a period of eighteen (18) months from the date of this general shareholders' meeting, (i) to reduce the Company's share capital by cancelling, on one or more occasions, in the proportions and at the times of its choosing, all or part of its shares in the Company purchased under the authorization granted by the ordinary general shareholders' meeting in pursuance of Article L. 225-209 of the French Commercial Code, notably under the provisions of the 6th resolution hereinabove, or, more generally, treasury shares held by the Company, up to a maximum of 10% of the Company's share capital by period of twenty-four (24) months, bearing in mind that said maximum shall, if appropriate, be adjusted to reflect transactions affecting the share capital subsequent to this shareholders' meeting, and (ii) to charge the surplus of the purchase price of said cancelled shares over their par value to any additional paid-in capital account or available reserves of its choosing.

The Board of Directors would have full powers, with the right to sub-delegate, in accordance with legal provisions in force, to implement this authorization.

The Board of Directors points out that this delegation of authority would cancel the unused portion of any previous authorization of similar purpose.

12th resolution: Delegation of authority to the Board of Directors to issue shares and/or securities granting entitlement to shares in the Company, with preemptive subscription rights maintained

In the 12th resolution, the Board of Directors is asking you to grant it the authority, with the right to sub-delegate that authority, in accordance with legal provisions in force and the Company's Articles of Incorporation and for a period of twenty-six (26) months from the date of this general shareholders' meeting, to decide - at its own discretion, on one or more occasions, in France or abroad, in euro or in any other currency (including units of account set in reference to several currencies), in the proportions and at the times of its choosing - to issue the following with preemptive subscription rights maintained for shareholders:

- ordinary shares in the Company; or
- securities conferring access to the Company's share capital or to shares, whether shares existing or shares to be issued, in a company in which the Company directly or indirectly controls over half the share capital.

The subscription of these shares and other securities may be paid in cash or by offsetting in certain, liquid and payable debts on the Company. The issuance of securities granting access to preference shares is excluded.

You are also asked to approve the setting of the following maximum amounts on issues authorized under this delegation of authority:

- the maximum amount of capital increases that may result, immediately or in the future, from this delegation of authority shall be limited to 20 million euros (20 000 000 €) or the equivalent thereof on the date of the issuance decision in the event of an issue in any other currency or unit of account set in reference to several currencies;
- the maximum amount of securities representing debt securities or assimilated securities granting access to the Company's share capital, that may result from this delegation of authority would be limited to a nominal amount of 112.5 million euros, or to the equivalent of this amount in the event of issuance in another currency or unit of account set in reference to several currencies, on the understanding that any issue carried out under this delegation of authority shall be set against the total maximum determined by the 15th resolution of this general shareholders' meeting, subject to approval thereof, or, as the case may be, against the maximum that might be decided in a similar resolution that would succeed this resolution whilst this delegation of authority remains in force.

The subscription of new shares or securities would, under this delegation of authority, be preferentially reserved to shareholders with irreducible statutory entitlement, and, if the Board of Directors so decides, with reducible entitlement on a pro rata basis.

This delegation of authority shall automatically entail, in favor of the holders of securities that may be issued, a waiver by the shareholders of their preemptive right to subscribe the shares to which such securities might have conferred rights.

The Board of Directors shall have all necessary powers, with the right to sub-delegate these powers as provided by law, to implement this delegation of authority, and notably to decide the characteristics, terms and conditions, and procedure for the issues, as well as to decide the amount and price of securities issued in accordance with criteria complying with applicable legal and regulatory requirements in force.

You are asked to decide that the Board of Directors may not, unless previously authorized by the general shareholders' meeting, use this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

This authorization would cancel the 1st resolution put before the extraordinary general shareholders' meeting of January 26, 2018, from the date of completion of the capital increase decided by the Board of Directors at its meeting of March 20, 2018, in pursuance of said resolution.

13th resolution: Delegation of authority to the Board of Directors to decide capital increases reserved for employees of the Company, and of the companies in the Altran group, who are members of a corporate savings plan

The Board of Directors is asking you, in the 13th resolution, to grant it the authority, with the right to sub-delegate that authority, for a period of twenty-six (26) months from the date of this general shareholders' meeting, to decide to issue - on one or more occasions, against payment or free of charge, up to a maximum nominal amount of 3 million euros or the equivalent thereof in the event of an issue in another currency of in a unit of account set in reference to several currencies at the date of the issuance decision - new ordinary shares or securities conferring access to share capital, immediately or at a future date, reserved for the members of a corporate savings plan in the Company or in the companies and economic interest groupings related to the Company, in accordance with the terms and conditions set forth in Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code (*Code du travail*), on the understanding that the securities may be issued against payment, or by capitalization of reserves, earnings or premiums in the case of a scrip issue of shares or other securities conferring access to share capital by way of a discount or an employer's top-up contribution.

This amount would be set against the total maximum amount determined in the 15th resolution put before this general shareholders' meeting or, depending on the case, any maximum amounts set by a similar resolution that would succeed this resolution whilst this delegation of authority remains in force.

The general shareholders' meeting would cancel, in favor of said members, the preemptive subscription rights of shareholders to subscribe the new ordinary shares or new securities conferring access to Company share capital issued under this resolution.

In determining the issue price, the discount proposed would not exceed 20% of the average listed price of the Company's shares during the twenty trading days' preceding the date of the decision setting the starting date of the subscription period, and would not exceed 30% of said average price when the lock-up period stipulated in the plan is equal to or greater than ten years.

It is proposed that you authorize the Board of Directors to cancel or reduce the above-mentioned discount if it deems appropriate to do so, in order to take into account, *inter alia*, legal, accounting, tax and social security laws applicable locally. The Board of Directors could also replace all or part of said discount by the attribution of shares or other securities.

The Board of Directors may, in addition to shares or securities conferring access to share capital to be subscribed against payment, arrange to attribute shares or securities conferring access to Company share capital free of charge, on the understanding that the total benefit arising from this attribution, whether by way of Company top-up contribution ("*abondement*") or by way of the discount to the subscription price, would not exceed the legal or regulatory limits and that the maximum nominal amount of the capital increases that may be carried out by scrip issue of shares or securities conferring access to share capital shall be set against the total maximum amount of 3 million euros quoted above.

The shareholders would waive all and any entitlement to the shares or securities conferring access to share capital issued by virtue of this resolution.

The Board of Directors would have all necessary powers (with the right to sub-delegate them in accordance with applicable legal provisions) to implement this delegation of authority.

The Board of Directors wishes to point out that this delegation of authority would cancel, from the date of this general shareholders' meeting, the unused portion of any previous delegation of authority having the same purpose.

14th resolution: Authorization to the Board of Directors to allot new or existing shares, free of charge, to employees of the Company and of related entities

In the 14th resolution, the Board of Directors is asking you to authorize it, with the right to sub-delegate this authorization, for a period of 38 months from the date of this general shareholders' meeting, to allot new or existing ordinary shares in the Company, in one or more transactions, to salaried employees (or certain categories thereof) of the Company and of companies and economic interest groupings related directly or indirectly to the Company, in accordance with the provisions of Article L. 225-197-2 of the French Commercial Code.

The total number of shares that may be attributed free of charge by virtue of this authorization shall not exceed 3% of the Company's share capital on the day the free shares are attributed by the Board of Directors, it being specified that the amount thus defined does not include adjustments that might need to be made in pursuance of legal and regulatory requirements or, where applicable, of contractual obligations, in order to protect the rights of beneficiaries in the event of financial transactions, transaction involving the share capital or the Company's shareholders' equity.

The attribution of said shares to their beneficiaries would become final upon expiry of a minimum vesting period of three (3) years.

All free attributions of shares would be subject to the satisfaction of several performance conditions set by the Board of Directors at the time of its decision to make such attributions and based on several criteria including the Groupe's consolidated operating income from recurring operations and its free cash flow. Satisfaction of these conditions would be appraised over a minimum period of three (3) consecutive financial periods.

The Board of Directors would have all necessary powers (with the right to sub-delegate them under the conditions set forth in law) to implement this authorization within the limits of the legal and regulatory provisions in force.

This authorization would cancel, from the date of this general shareholders' meeting, any previous delegation of authority of similar purpose.

15th resolution: Total maximum limit of share issuance authorized, with or without preemptive subscription rights

In the 15th resolution, the Board of Directors is proposing that you set as follows - in addition to the individual maximum amounts stipulated in the 12th and 13th resolutions put before this general shareholders' meeting, and in the 15th, 16th, 17th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017 - the total maximum amounts of issues authorized in the event of the Board of Directors applying these resolutions:

- 20 million euros for the total maximum nominal amount of share issues that may be carried out under the delegations of authority conferred upon the Board of Directors by the 12th and 13th resolutions put before this general shareholders' meeting, and by the 15th, 16th, 17th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017, it being further stipulated that within this maximum amount:
 - the total nominal amount that may be issued with preemptive subscription rights, under the delegation of authority granted to the Board of Directors by the 12th resolution put before this general shareholders' meeting is set at 20 million euros;
 - the total maximum nominal amount that may be issued in an issue reserved for employees who are members of a corporate savings plan within the Company or its group, by virtue of the delegation of authority granted to the Board of Directors in the 13th resolution put before this general shareholders' meeting, is set at 3 million euros; and
 - the total maximum nominal amount of issuances without preemptive subscription rights that may be carried out under the delegation of authority granted to the Board of Directors by the 15th, 16th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017, is set at 7.5 million euros.
- 112.5 million euros for the total maximum nominal amount of debt securities that may be issued, immediately or in the future, by virtue of the delegations of authority granted in the 12th resolution put before this general shareholders' meeting and in the 15th, 16th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017.

The amount of the capital increase decided by the Board of Directors at its meeting of March 20, 2018, in accordance with the 1st resolution put before the extraordinary general shareholders' meeting of January 26, 2018, shall not be set against the total maximum nominal amount of shares issued under this resolution.

To these maximum amounts would be added, as applicable, the nominal amount of additional shares to be issued in order to protect – in the event of new financial transactions and in compliance with laws in force and any contractual obligations that may apply – the rights of holders of securities conferring access to the share capital, stock options or rights to the attribution of free shares.

This resolution would cancel any similar previous resolution.

The **16th resolution** is a customary resolution for the purposes of carrying out legal notifications and formalities.

INFORMATION ON CANDIDATES SEEKING REAPPOINTMENT OR CONFIRMATION OF APPOINTMENT TO THE BOARD OF DIRECTORS

MR. CHRISTIAN BRET, DIRECTOR SINCE JUNE, 2012

Date of birth: 09/08/1940
 Gender: Male
 Nationality: French

Throughout his career, Mr. Christian Bret has worked in the information technology and communication industries.

A graduate of ESCPE-Lyon (1963), Mr. Christian Bret began his career as an engineer at IBM France and then, in 1969, turned his focus to information services. After three years at the head of the computer subsidiary of Banque Rothschild, he spent 18 years with the Sligos group of which he became the Chief Executive Officer, before becoming, in 1989, Chief Executive Officer of the CISI group, a subsidiary of CEA. In 1996, he joined France Telecom, as Executive Vice-President of the corporate branch.

In addition, Mr. Christian Bret has held many positions within professional organisations: Vice-Chairman of Syntec and Syntec-Informatique, Chairman of Convention Informatique, Chairman of the Strategic Orientation Committee for Informatics of Afnor, member of telematics and telecommunications Advisory Boards, Chairman of Institut des sciences et techniques des Yvelines.

In 2003, Mr. Christian Bret created Eulis, a strategy advising company, then, in 2004, he founded the Cercle 01 Innovation – Technologies group that includes 40 Chairmen or Chief Executive Officers of French companies on the theme of improving performance using Information and Communication Technologies (ICT).

He owned 4,000 shares of Altran Technologies as at December 31, 2017.

Offices and positions held at December 31, 2017

In France

Within the Altran group

- Director and member of the Investments and Acquisitions Committee of Altran Technologies

Outside the Altran group

- Director and member of the Remuneration, Ethics and Governance Committees of Sopra Steria group

Offices and positions held in the last five years and no longer occupied

In France

Outside the Altran group

End of term	
2016	Director of Digital Dimension
2016	Director, Chairman of the Remuneration Committee, and member of the Audit Committee of Econocom group

MS. JAYA VAIDHYANATHAN, INDEPENDENT DIRECTOR CO-OPTED BY THE BOARD OF DIRECTORS, AT ITS MEETING OF DECEMBER 20, 2017

Date of birth: 02/01/1970
 Gender: Female
 Nationality: American

Jaya Vaidhyathan is currently Chairman of Bahwan Cybertek and Director of Mahindra Sanyo Steel. She has prior experience as Managing Partner at Accenture and as Global Technology and Strategy Leader for Standard Chartered Bank.

She holds a degree in management from Cornell University and is a graduate in Computer Engineering. She is also a chartered Certified Financial Analyst (CFA) and a member of the New York Security Analysts Society.

A recipient of several world prizes, Jaya is involved in promoting women's independence and their inclusion in organisations, and is passionate about CSR activities.

She has more than two decades of international experience, in particular in the United States, the United Kingdom and India, where she has held several positions: corporate finance, mergers and acquisitions, risk management, outsourcing, and innovation and technology consulting. She also has in-depth experience in the area of digital transformation with strategic experience in the financial, distribution and telecommunication sectors.

Co-opted on December 20, 2017, she did not yet own any shares of Altran Technologies as at December 31, 2017.

Offices and positions held at December 31, 2017

In France

Within the Altran group

- Director and member of the Investments and Acquisitions Committee of Altran Technologies ⁽¹⁾

Abroad

Outside the Altran group

- Chairman of Bahwan Cybertek (India)
- Director of Mahindra Sanyo Steel (India)

Offices and positions held in the last five years and no longer occupied

End of term	Abroad
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Outside the Altran Group

2013	Executive Vice-Chairman of Standard Chartered Bank (SCOPE) (India)
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(1) Ms. Jaya Vaidhyathan was appointed member of the Investments and Acquisitions Committee on January 20, 2018.

The texts of the agenda and proposed resolutions are free translations from the French language and are supplied solely for information purposes. Only the original version in the French language has legal force.

DRAFT RESOLUTIONS

Ordinary general shareholders' meeting

First resolution (Approval of the corporate financial statements for the financial year ended December 31, 2017)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, and after having reviewed the corporate financial statements for the financial year ended December 31, 2017, and the reports from the Board of Directors and the Statutory Auditors, the general shareholders' meeting approves the aforesaid corporate financial statements which include the balance sheet, income statement and notes, as presented to it, as well as the transactions recorded in these statements or summarized in these reports.

The general shareholders' meeting notes that the corporate financial statements for the financial year ended December 31, 2017 show net income of €102,893,499.26 for the period.

In pursuance of article 223 quarter of the French Tax Code (*Code general des impôts*), the general shareholders' meeting acknowledges that the amount of costs and expenses referred to in article 39-4 of the French Tax Code is €969,423 and that the attendant tax incurred is €166,957 for the financial year ended December 31, 2017, and approves these amounts.

Second resolution (Approval of consolidated financial statements for the financial year ended December 31, 2017)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, and after having reviewed the consolidated financial statements for the financial year ended December 31, 2017, and the reports from the Board of Directors and the Statutory Auditors, the general shareholders' meeting approves the aforesaid consolidated financial statements which include the balance sheet, income statement and notes, as presented to it, as well as the transactions recorded in these statements or summarized in these reports.

Third resolution (Allocation of net income for the financial year ended December 31, 2017 and declaration of dividend)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, after having reviewed the reports from the Board of Directors and the Statutory Auditors, acknowledging approval of the previous resolutions and approving the Board of Directors' proposition, the general shareholders' meeting resolves to appropriate and allocate net income for 2017 financial year as follows:

Net income for the period	102,893,499.26 €
Prior retained earnings	137,075,685.51 €

Amounting to a total of	239,969,184.77 €
Allocation:	
Funding of the statutory reserve	0.00 €
Dividend ⁽¹⁾	61,685,065.20 €
Remainder allocated to retained earnings	178,284,119.57 €

Total	239,969,184.77 €

(1) Based on the number of shares comprising the share capital at December 31, 2017, i.e. 175,800,265 shares, added to the 81,220,840 new shares issued under the Capital Increase (i.e. the total number of 257,021,105 shares at the date of settlement-delivery of the new shares).

The general shareholders' meeting resolves to declare a dividend of 0.24 euro per share in respect of the financial period ended December 31, 2017.

It shall be recalled that the 81,220,840 new shares, issued within the context of the Company's capital increase, gave rise to the issuance of a brochure approved by the French market authority (AMF) on March 21, 2018 (the "**Capital Increase**"), shall carry the same rights as existing shares and shall bear dividend rights from the date of issue, i.e. they shall confer entitlement to any dividend payable from the date of their issuance.

Thus, based on the number of shares comprising the share capital at December 31, 2017, added to the 81,220,840 new shares issued under the Capital Increase (i.e. a total of 257,021,105 shares at the date of settlement-delivery of the new shares), the total amount of the dividend paid out in respect of 2017 financial year is 61,685,065.20 euros. The general shareholders' meeting resolves to set the date of payment of the dividend at May 15, 2018.

Treasury shares at the date of payment of the dividend shall not be entitled to a dividend, and the distributable earnings corresponding to the remaining amount of the dividend that shall not be paid in respect of such treasury shares shall be allocated to Retained earnings. Furthermore, the total amount of the dividend, and therefore the amount allocated to Retained earnings, shall be adjusted to allow for the vesting of shares attributed free of charge.

It should be borne in mind that, as the law currently stands:

- In the case of natural persons domiciled for tax purposes in France, the dividend is paid after the withholding at source of social taxes at a rate of 17.2% on the gross amount of the dividend, and, in most cases, after the levying of an advance payment on personal income tax at a rate of 12.8%. As the latter levy does not grant discharge from personal income tax, a single all-inclusive levy (PFU or *prélèvement forfaitaire unique*) is then applied at a rate of 12.8% or, optionally, when applied to all revenue falling within the scope of this single all-inclusive levy, in accordance with the progressive scale of tax on income in France.

The dividend is eligible for the 40% tax deduction pursuant to Article 158.3-2° of the French Tax Code, though this deduction is now only available when the taxpayer opts for the progressive scale on income tax. It is further stipulated that the 12.8% levy withheld as an advance payment on personal income tax is charged against income tax (whether calculated on the basis of the PFU single all-inclusive levy or on the basis of the progressive scale) due in respect of the year in which it was carried out. Should this amount exceed income tax due, the surplus is returned to the taxpayer.

- In the case of natural persons domiciled for tax purposes outside of France, irrespective of whether or not the tax domicile is in the European Union, the dividend is paid after a withholding at source at a rate of 12.8% of the gross amount of the dividend, pursuant to Articles 119 bis and 187, 1-2° of the French Tax Code (*Code général des impôts*), subject to the application of international tax treaties and provisions relating to Non-Cooperative Countries and Territories (NCCT).

In compliance with Article 243 bis of the French Tax Code (*Code général des impôts*), the general shareholders' meeting acknowledges that no dividend, in the strict sense of the term (i.e. taken from reserves or profits), was paid during the financial years ended December 31, 2015, 2016 and 2017.

The general shareholders' meeting acknowledges that the Board of Directors had pointed out that the share premium distributed in respect of the three previous financial years and the income eligible for the tax deduction under Article 158.3-2° of the French Tax Code (*Code général des impôts* or *C.G.I.*) were as follows (per share):

Financial year	Share premium distributed	Income eligible for tax deduction under Article 158.3-2 ° of the French Tax Code
Paid out during the period ended Dec. 31, 2017	0.24 €	0.24 €
Paid out during the period ended Dec. 31, 2016	0.19 €	0.19 €
Paid out during the period ended Dec. 31, 2015	0.15 €	0.15 €

Fourth resolution (Reappointment of Christian Bret to the Board of Directors)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, after having reviewed the Board of Directors' report and noted that Christian Bret's term of office as a Director expires after this meeting, the general shareholders' meeting decides to reappoint Christian Bret for a four-year (4) term of office expiring on adjournment of the ordinary general shareholders' meeting convened in 2022 to vote on the financial statements for the financial year ending December 31, 2021.

Fifth resolution (Ratification of the appointment of Jaya Vaidhyanathan to the Board of Directors)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, after having reviewed the Board of Directors' report and in compliance with the provisions of Article L. 225-24 of the French Commercial Code (*Code de commerce*), the general shareholders' meeting resolves to ratify the appointment, by the Board of Directors at its meeting of December 20, 2017, of Jaya Vaidhyanathan as a Director, replacing Florence Parly, for the remaining period of the latter's term of office, i.e. until the ordinary general shareholders' meeting convened in 2021 to vote on the financial statements for the financial year ending December 31, 2020.

Sixth resolution (Authorization to be granted to the Board of Directors to trade in the Company's own shares)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, after having reviewed the Board of Directors' report, and in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the general regulations of the French financial markets authority (AMF), EU Regulation No. 596/2014 dated April 16, 2014 relating to market abuse and the attendant European Commission regulations, the general shareholders' meeting authorizes the Board of Directors, with the right to sub-delegate its authority, to purchase shares in the Company, at its sole discretion, under the conditions and within the limits established by law and in keeping with market practices accepted by the French financial markets authority (AMF).

For the purposes of implementing this authorization, the general shareholders' meeting resolves that:

- the maximum unit purchase price shall be 20 euros per share (excluding purchasing costs);
- the maximum number of shares that may be acquired shall be 10,000,000 (i.e. close to 6% of the shares constituting the share capital at December 31, 2017); and
- the maximum total amount that the Company may spend to buy back its own shares shall be €200,000,000 (excluding buyback costs).

In the event of a capital transaction, particularly through the capitalization of reserves and the attribution of free shares, splitting or combining of shares, the above-mentioned maximum number of shares and maximum unit purchase price per share shall be adjusted accordingly.

In pursuance of the above-mentioned laws and regulations and of the market practices authorized by the French financial markets authority (AMF), the purpose of this authorization is to enable the Company to trade in its own shares with a view to the following:

- to stimulate the market for Altran Technologies shares through an investment services provider, by means of a liquidity contract that is consistent with the code of conduct approved by the French financial markets authority (AMF) and any other applicable provision;
- to honor stock options granted to employees of the Altran group within stock option programs in accordance with the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code, to allocate free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code or within the framework of any other of attribution, allocation, sale or transfer of shares to employees of the Altran group;
- to deliver shares, when subscription rights attached to securities issued by the Company or one of its subsidiaries are exercised, whether by redemption, conversion, exchange, presentation of a warrant or by any other manner, whether immediately or at a future date, as well as to carry out all hedging transactions relating to the aforesaid transactions, under the conditions set forth by law;
- to cancel shares, subject to approval of the 11th resolution by the general shareholders' meeting, under the terms and conditions stipulated therein or in accordance with an authorization of similar nature;
- to use all or some of the shares purchased to retain and subsequently tender them as a mean of exchange or payment in potential external growth transactions in accordance with applicable regulations; or
- more generally, to carry out any transaction authorized by law or by regulations in force, now or in the future, or authorized by the French financial markets authority subsequent to this general shareholders' meeting.

The general shareholders' meeting resolves that the purchase, sale or transfer of shares may be carried out and paid by all means, in one or more transactions, in the market or by private contract, including the purchase and sale of blocks of shares, through the use of options, notably the purchase of call options, or derivative instruments or warrants or securities conferring entitlement to shares in the Company, in compliance with regulations in force.

The general shareholders' meeting resolves that the Company may not avail of this authorization or pursue its share buyback plan in the event of and until expiry of a public takeover bid by a third party, unless previously authorized by the general shareholders' meeting. The general shareholders' meeting confers all powers on the Board of Directors, including the right to sub-delegate, as permitted by law and in accordance with the Company's Articles of Incorporation, to decide to implement this authorization, to specify, if necessary, the terms and conditions and determine the relevant procedures, particularly to place any orders on or off the stock market, to enter into all agreements notably with a view to keeping the registers of all share purchases and sales, draw up all documents, carry out all formalities, file declarations with all relevant organizations and, in particular, as required by regulations in force, with the French financial markets authority (AMF), to allocate or reallocate the shares purchased for the various objectives pursued in pursuance of applicable legal and regulatory requirements, and more generally, to do everything necessary to implement this resolution.

The Board of Directors shall inform the ordinary general shareholders' meeting of all transactions carried out in pursuance of this authorization, as required by law.

This authorization is granted for a period of eighteen (18) months from the date of this general shareholders' meeting and cancels, with immediate effect, the unused portion of any previous authorization having the same purpose.

Seventh resolution *(Approval of the principles and criteria governing the setting, apportionment and attribution of the elements constituting the total compensation and various benefits attributable to the Chairman and Chief Executive Officer for 2018 financial year)*

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the Boards of Directors' reports and in compliance with the provisions of Articles L. 225-37-2 and R. 225-29-1 of the French Commercial Code, the general shareholders' meeting decides to approve the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable, by virtue of his position, to the Chairman and Chief Executive Officer of the Company in respect of 2018 financial year, as determined by the Company's Board of Directors and presented in the corporate governance report under Article L. 225-37 of the French Commercial Code and as reported in Chapter 3 (*Corporate governance and remuneration*) of the Company's 2017 Registration Document, in a table entitled "*Remuneration policy applicable to the Chairman and Chief Executive Officer submitted to the approval of the Annual Ordinary General Meeting of April 27, 2018*" under sub-section 3.1.2.2 – "*Remuneration of the executive corporate officers*".

Eighth resolution *(Approval of the principles and criteria governing the setting, apportionment and attribution of the elements constituting the total compensation and various benefits attributable to the Deputy Chief Executive Officer for 2018 financial year)*

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the Boards of Directors' reports and in compliance with the provisions of Articles L. 225-37-2 and R. 225-29-1 of the French Commercial Code, the general shareholders' meeting decides to approve the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable, by virtue of his position, to the Deputy Chief Executive Officer of the Company in respect of 2018 financial year, as determined by the Company's Board of Directors and presented in the corporate governance report under Article L. 225-37 of the French Commercial Code and as reported in Chapter 3 (*Corporate governance and remuneration*) of the Company's 2017 Registration Document, in a table entitled "*Remuneration policy applicable to the Deputy Chief Executive Officer submitted to the approval of the Annual Ordinary General Meeting of April 27, 2018*" under sub-section 3.1.2.2 - "*Remuneration of the executive corporate officers*".

Ninth resolution *(Approval of the elements constituting the total compensation and various benefits due or paid to Dominique Cerutti, Chairman and Chief Executive Officer, in respect of the financial year ended December 31, 2017)*

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the Boards of Directors' reports and in compliance with the provisions of Article L. 225-100 of the French Commercial Code, the general shareholders' meeting decides to approve the fixed, variable and exceptional components comprising the total compensation and various benefits due or paid to Dominique Cerutti, Chairman and Chief Executive Officer, in respect of the financial year ended December 31, 2017, as presented in the corporate governance report under Article L. 225-37 of the French Commercial Code and as reported in Chapter 3 (*Corporate governance and remuneration*) of the Company's 2017 Registration Document, in a table entitled "*Components of the remuneration paid or awarded to Mr. Dominique Cerutti*" under sub-section 3.1.2.2 - "*Remuneration of the executive corporate officers*".

Tenth resolution (*Approval of the elements constituting the total compensation and various benefits due or paid to Cyril Roger, Deputy Chief Executive Officer, in respect of the financial year ended December 31, 2017*)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the Boards of Directors' reports and in compliance with the provisions of Article L. 225-100 of the French Commercial Code, the general shareholders' meeting decides to approve the fixed, variable and exceptional components comprising the total compensation and various benefits due or paid to Cyril Roger, Deputy Chief Executive Officer, in respect of the financial year ended December 31, 2017, as presented in the corporate governance report under Article L. 225-37 of the French Commercial Code and as reported in Chapter 3 (*Corporate governance and remuneration*) of the Company's 2017 Registration Document, in a table entitled "*Components of the remuneration paid or awarded to Mr. Cyril Roger*" under sub-section 3.1.2.2 - "*Remuneration of the executive corporate officers*".

Extraordinary general shareholders' meeting

Eleventh resolution (*Authorization to be granted to the Board of Directors to decide to reduce the share capital by cancelling treasury shares*)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, the general shareholders' meeting authorizes the Board of Directors to carry out the following in pursuance of Articles L. 225-209 *et seq.* of the French Commercial Code:

- to reduce the Company's share capital by cancelling – on one or more occasions, at its own discretion, in the proportions and at the times of its choosing – all or part of its shares in the Company purchased under the authorization granted by the ordinary general shareholders' meeting in pursuance of Article L. 225-209 of the French Commercial Code, notably under the provisions of the 6th resolution hereinabove, or, more generally, treasury shares held by the Company, up to a maximum of 10% of the Company's share capital by period of twenty-four (24) months, bearing in mind that said maximum shall, if appropriate, be adjusted to reflect transactions affecting the share capital subsequent to this shareholders' meeting; and
- to charge the surplus of the purchase price of said cancelled shares over their par value to any additional paid-in capital account or available reserves of its choosing.

The general shareholders' meeting confers full powers on the Board of Directors, with the right to sub-delegate, in accordance with legal provisions in force, to carry out these share cancellations by virtue of this authorization and notably to set the terms and conditions of such capital reduction(s), note the execution thereof, charge the surplus of the purchase price of said cancelled shares over their par value to any additional paid-in capital account or available reserves of its choosing, amend the Articles of Incorporation accordingly and carry out all necessary formalities.

This authorization is granted for a period of eighteen (18) months from the date of this general shareholders' meeting and cancels, with immediate effect, the unused portion of any other similar authorization previously granted.

Twelfth resolution (Delegation of authority to be granted to the Board of Directors to decide to issue shares in the Company, and/or securities granting entitlement to shares in the Company, with preemptive subscription rights maintained)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and having acknowledged that the share capital is fully paid up, further acting in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, notably Articles L. 225-129-2, L. 225-132 and L. 225-133, as well as Articles L. 228-91 *et seq.* of said Code, the general shareholders' meeting resolves:

- to delegate to the Board of Directors, with the right to sub-delegate, in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to decide - at its own discretion, on one or more occasions, in France or abroad, in euro or in any other currency (including units of account set in reference to several currencies), in the proportions and at the times of its choosing, subject to the penultimate paragraph of this resolution – to issue the following with preemptive subscription rights maintained for shareholders:
 - ordinary shares in the Company;
 - securities of any kind, issued against payment or free of charge, conferring access by any means, immediately or at a future date, to shares in the Company, whether existing shares or shares to be issued; such securities may notably take the form of convertible bonds, mandatory convertible securities (equity notes) or separately issued equity warrants; or
 - securities of any kind, issued against payment or free of charge, conferring access by any means, immediately or at a future date, to shares, whether shares existing or shares to be issued, in a company in which the Company directly or indirectly controls over half the share capital.

It is stipulated that the subscription of these shares and other securities may be paid in cash or by offsetting in certain, liquid and payable debts on the Company and that the issuance of securities granting access to preference shares is excluded.

- to decide that the maximum amount of capital increases that may result, immediately or in the future, from this delegation of authority shall be limited to a maximum nominal amount of 20 million euros or the equivalent thereof on the date of the issuance decision in the event of an issue in any other currency or unit of account set in reference to several currencies, it being further specified that:
 - to this amount shall be added, as applicable, the nominal amount of additional shares to be issued to preserve – for the purposes of compliance with legal provisions and any applicable contractual obligations – the rights of holders of securities conferring access to share capital, stock options or free share attribution rights; and
 - this amount shall be set against the total maximum determined by the 15th resolution of this general shareholders' meeting, subject to approval thereof, or, as the case may be, against the maximum that might be decided in a similar resolution that would succeed this resolution whilst this delegation of authority remains in force.
- to decide that the maximum amount of securities representing debt securities or assimilated securities granting access to the Company's share capital, that may result from this delegation of authority shall be limited to a nominal amount of 112.5 million euros, or to the equivalent of this amount in the event of issuance in another currency or unit of account set in reference to several currencies, it being understood that all and any issuance carried out in pursuance of this delegation of authority shall be set against the total maximum determined by the 15th resolution of this general shareholders' meeting, subject to approval thereof, or, as the case may be, against the maximum that might be decided in a similar resolution that would succeed this resolution whilst this delegation of authority remains in force.

The subscription of new shares or securities shall, under this delegation of authority, be preferentially reserved to shareholders with irreducible statutory entitlement, and, if the Board of Directors so decides, with reducible entitlement on a pro rata basis.

If subscriptions with irreducible entitlement, and with reducible entitlement if applicable, fail to account for the full amount of the issue of shares or securities conferring access to share capital, the Board of Directors may avail of all or any of the provisions of Article L. 225-134 of the French Commercial Code.

This delegation of authority shall automatically entail, in favor of the holders of securities that may be issued, a waiver by the shareholders of their preemptive right to subscribe the shares to which such securities might have conferred rights.

In the event of a securities issue consisting of debt instruments, the Board of Directors shall determine whether or not they will be subordinated, the rate of interest they bear, their duration, the redemption price, whether fixed or variable, at a premium or otherwise, as well as the amortization arrangements.

Issuance may be by subscription, but also by free attribution to the holders of existing shares, notably by equity warrants, and in the event of a scrip issue, the Board of Directors shall have the authority to decide that fractional allotment rights shall not be tradable and that the corresponding securities shall be sold.

The Board of Directors may suspend the exercising of rights attached to securities issued, for a maximum period of time established by legal and regulatory provisions and currently standing at three months, and take all and any necessary measures in terms of adjustments to be carried out in pursuance of legal and regulatory provisions in force, and if applicable, to contractual clauses to protect the holders of rights attached to securities conferring access to the Company's share capital.

The general shareholders' meeting resolves that the Board of Directors shall have full powers, with the right to sub-delegate as provided by law, to implement this delegation of authority, and notably, though not limited thereto:

- to decide the terms and conditions, dates and procedure for capital increases and/or issuances, as well as the characteristics of and arrangements concerning shares and securities issued, and notably to set the starting and closing dates of subscription periods, price and date from which shares shall bear dividend rights, procedures for their payment in full, the terms under which securities issued in pursuance of this resolution shall grant access to the Company's share capital, as well as all terms, conditions and procedures relating to the issue(s) and, in the case of debt securities, their level of subordination or, in the case of equity warrants, the possibility of redeeming the latter with a view to cancellation;
- to acknowledge the completion of capital increases, when applicable;
- to charge all expenses arising in connection with issues against the amount of the relevant share premium, and, where applicable, to deduct from this amount the amounts required to bring the statutory reserve to one-tenth of the new share capital following the capital increase(s); and
- more generally, to enter into all agreements required to carry out such issue(s), to determine the allocation or purpose for which issue premium may be used, to amend the Articles of Incorporation in accordance with the implementation, even partial, of this delegation of authority, and to carry out all formalities required for the admission of the securities issued to trading.

Unless previously authorized by the general shareholders' meeting, the Board of Directors may not use this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

This authorization is granted for a period of twenty-six (26) months from the date of this general shareholders' meeting. It will cancel the 1st resolution put before the extraordinary general shareholders' meeting of January 26, 2018, from the date of completion of the capital increase decided by the Board of Directors at its meeting of March 20, 2018, in pursuance of said resolution.

Thirteenth resolution (*Delegation of authority to be granted to the Board of Directors to decide capital increases reserved for employees of the Company, and of the companies in the Altran group, who are members of a corporate savings plan*)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Board of Directors' report and Statutory Auditors' special report, in order to be able to carry out capital increases reserved for employees who are members of a corporate savings plan, and pursuant to 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 said Code and Article L. 3332-18 *et seq.* of the French Labor Code (*Code du travail*), the general shareholders' meeting resolves to delegate to the Board of Directors, with the right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, its authority to decide, to increase the share capital, at its own initiative, on one or more occasions, in the proportions and at the times of its choosing, against payment or free of charge, up to a maximum nominal amount of 3 million euros or the equivalent thereof in the event of an issue in another currency or in a unit of account set in reference to several currencies at the date of the issuance decision, by issuing new ordinary shares or securities conferring access to share capital, immediately or at a future date, reserved for the members of a corporate savings plan in the Company or in the companies and economic interest grouping related to the Company, in accordance with the terms and conditions set forth in Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code (*Code du travail*), on the understanding that the securities may be issued against payment, or by capitalization of reserves, earnings or premiums in the case of a scrip issue of shares or other securities conferring access to share capital by way of a discount or an employer's top-up contribution.

This amount shall be set against the total maximum amount determined in the 15th resolution put before this general shareholders' meeting or, depending on the case, against any maximum amounts set by a similar resolution that would succeed this resolution whilst this delegation of authority remains in force.

The general shareholders' meeting resolves to cancel, in favor of said members, the preemptive subscription rights of shareholders to subscribe the new ordinary shares or new securities conferring access to Company share capital issued under this resolution, and decides that the issue price of the new ordinary shares or securities conferring access to the Company's share capital shall be determined in accordance with Articles L. 3332-18 *et seq.* of the French Labor Code and that, in pursuance of the requirements of Article L. 3332-19 of the French Labor Code, the discount proposed shall not exceed 20% of the average listed price of the Company's shares during the twenty trading days' preceding the date of the decision setting the starting date of the subscription period, and shall not exceed 30% of said average price when the lock-up period stipulated in the plan is equal to or greater than ten years. However, the general shareholders' meeting expressly authorizes the Board of Directors to cancel or reduce the above-mentioned discount if it deems appropriate to do so, in order to take into account, *inter alia*, legal, accounting, tax and social security laws applicable locally. The Board of Directors may also replace all or part of said discount by the attribution of shares or other securities by virtue of the provisions hereinunder.

The Board of Directors may, in addition to shares or securities conferring access to share capital to be subscribed against payment, arrange to attribute shares or securities conferring access to Company share capital free of charge, on the understanding that the total benefit arising from this attribution, whether by way of Company top-up contribution (“*abondement*”) or by way of the discount to the subscription price, shall not exceed the legal or regulatory limits and that the maximum nominal amount of the capital increases that may be carried out by scrip issue of shares or securities conferring access to share capital shall be set against the total maximum amount of 3 million euros quoted above. The shareholders waive all and any entitlement to the shares or securities conferring access to share capital issued by virtue of this resolution.

The general shareholders’ meeting resolves to confer all powers on the Board of Directors, including the right to sub-delegate, in accordance with legal provisions and the Company’s Articles of Incorporation, to implement this delegation of authority, and notably for the following purposes:

- to determine, within the above-mentioned limits, the features, amounts and terms and conditions of all issues;
- to decide whether issues or attributions may be directly in favor of beneficiaries or via Undertakings for Collective Investment in Transferable Securities (UCITS);
- to carry out capital increases under this delegation of authority, within the above-mentioned total maximum limit;
- to suspend, if applicable, the exercising of rights attached to the securities to be issued in the cases and within the limits set forth in regulations and contractual arrangements;
- to set the amount of securities to be issued, the terms and conditions, issuance dates, date of entitlement to dividends (which may be retroactive) and the terms and conditions of each issue as well as the form and features of the securities to be issued;
- to establish the subscription price for shares issued for cash in accordance with legal provisions and to set the starting and closing dates of the subscription period;
- to arrange, where required, for the setting up of a corporate or group savings plan or to modify existing plans, draw up the list of companies whose employees may be beneficiaries of issues carried out by virtue of this delegation of authority;
- to determine the period of time allowed for subscribers to fully pay up their shares, as well as the seniority required for employees to be able to participate, all in compliance with the limits set down by law;
- when new shares are issued, to charge against reserves, profits or issue premium, as applicable, all amounts required to fully pay up these new shares;
- to record the successful completion of capital increases and the number of shares effectively subscribed;
- to charge capital increase costs, if applicable, against the premium raised by these increases and to deduct from said premium the amounts required to bring the statutory reserve to one-tenth of the new share capital arising from such capital increases;
- to carry out, or appoint an agent to carry out all acts and formalities required with a view to completing all capital increases carried out under the delegation of authority granted in this resolution;
- to amend the Articles of Incorporation accordingly even if this delegation of authority is only partly applied, and, as applicable, to carry out all formalities required for the admission of the securities issued to listed trading; and
- more generally, to take all necessary measures, enter into all agreements, request all authorizations, carry out all formalities and do everything required to successfully complete all issues.

This delegation of authority is granted for a period of twenty-six (26) months from the date of this general shareholders' meeting. It cancels, from the date of this general shareholders' meeting, the unused portion of any similar authority previously delegated.

Fourteenth resolution (Authorization to be granted to the Board of Directors to decide to allot new or existing shares, free of charge, to employees of the Company and of related entities)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Board of Directors' report and Statutory Auditors special report pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code, the general shareholders' meeting resolves:

- to authorize the Board of Directors, with the right to sub-delegate, to allot new or existing ordinary shares in the Company, in one or more transactions, to salaried employees (or certain categories thereof) of the Company and of companies and economic interest groupings related directly or indirectly to the Company, in accordance with the provisions of Article L. 225-197-2 of the French Commercial Code; and
- that the total number of shares that can be attributed free of charge by virtue of this authorization may not represent more than 3% of the Company's share capital on the day the free shares are attributed by the Board of Directors, it being specified that the amount thus defined does not include adjustments that might need to be made in pursuance of legal and regulatory requirements or, where applicable, of contractual obligations, in order to protect the rights of beneficiaries in the event of financial transactions, transaction involving the share capital or the Company's shareholders' equity.

The attribution of said shares to their beneficiaries will become final upon expiry of a minimum vesting period of three (3) years.

In the event of disability of a beneficiary corresponding to the classification in the applicable legal provisions, shares may be finally attributed before the end of the vesting period. In this case, the shares shall also become immediately transferable from the moment they are delivered.

All free attributions of shares shall be subject to the satisfaction of performance conditions set by the Board of Directors at the time of its decision to make such attributions and based on several criteria comprising the Groupe's consolidated operating income from recurring operations and its free cash flow. Satisfaction of these conditions shall be appraised over a minimum period of three (3) consecutive financial periods.

The general shareholders' meeting acknowledges that this authorization shall automatically entail, in accordance with the legal provisions in force and in favor of the beneficiaries of free share attributions, a waiver by the shareholders of (i) their preemptive right to subscribe the shares liable to be issued and attributed free of charge in pursuance of this resolution, and (ii) the share of reserves, profits and premium that might be incorporated into the share capital for the issuance of new shares.

Existing shares that can be attributed under this resolution shall be bought back by the Company, either within the context of Article L. 225-208 of the French Commercial Code, or, if applicable, within the share buyback program authorized by the 6th resolution of this general shareholders' meeting in pursuance of Article L. 225-209 of the French Commercial Code or within any other share buyback program applicable beforehand or thereafter.

The general shareholders' meeting delegates all powers to the Board of Directors, with the right to sub-delegate, under the conditions set forth in law, to implement this authorization within the limits of the legal and regulatory provisions in force, and notably for the following purposes:

- to determine the conditions and, if applicable, the criteria for the attribution of shares;
- to set, in accordance with legal conditions and limits, the dates at which shares shall be attributed free of charge;
- to decide the date from which shares shall be entitled to dividends, even retroactively in the case of newly issued shares;
- to determine the identity of the beneficiaries and the number of free shares attributed to each beneficiary;
- to decide whether the shares attributed free of charge shall be new shares or existing shares;
- to carry out or appoint an agent to carry out all acts and formalities to buy back existing shares. If new shares are issued, to carry out the relevant capital increases by capitalizing reserves, profits or premium arising from this authorization, to determine the nature and amounts required to fully pay up said shares, certify the completion of the Company's capital increase resulting from the free attribution of shares to be issued by the Company, and amend the Articles of Association accordingly;
- to determine, as applicable, the conditions in which the number of ordinary shares attributed shall be adjusted to preserve the rights of the beneficiaries, on the basis of potential transactions affecting the Company's share capital, with the specification that shares attributed in applying these adjustments shall be deemed to have been granted on the same day as the shares initially attributed; and
- more generally, to enter into all agreements, draw up all documents, carry out all formalities required for the issuance, admission to trading and financial servicing of securities issued under this resolution, and make all declarations to all relevant bodies and organizations, as well as everything else needed.

The Board of Directors shall inform the general shareholders' meeting every year of attributions made under this resolution, in pursuance of Article L. 225-197-4 of the French Commercial Code.

This authorization is granted for a period of thirty-eight (38) months from the date of this general shareholders meeting and immediately cancels and replaces all and any similar delegations of authority previously granted.

Fifteenth resolution (Total maximum limit of share issuance authorized, with or without preemptive subscription rights)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Board of Directors' report and the Statutory Auditors' special report, resolves to set – in addition to the individual maximum amounts stipulated in the 12th and 13th resolutions put before this general shareholders' meeting, and in the 15th, 16th, 17th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017 – as follows the total maximum amounts of issues authorized in the event of the Board of Directors applying these resolutions:

- 20 million euros for the total maximum nominal amount of share issues that may be carried out under the delegations of authority conferred upon the Board of Directors by the 12th and 13th resolutions put before this general shareholders' meeting, and the 15th, 16th, 17th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017, it being further stipulated that within this maximum amount:
 - the total nominal amount that may be issued with preemptive subscription rights, under the delegation of authority granted to the Board of Directors under the 12th resolution put before this general shareholders' meeting is set at 20 million euros;

- the total maximum nominal amount that may be issued in an issue reserved for employees who are members of a corporate savings plan within the Company or its group, by virtue of the delegation of authority granted to the Board of Directors in the 13th resolution put before this general shareholders' meeting, is set at 3 million euros; and
 - the total maximum nominal amount of issuances without preemptive subscription rights that may be carried out under the delegation of authority granted to the Board of Directors by the 15th, 16th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017, is set at 7.5 million euros.
- 112.5 million euros for the total maximum nominal amount of debt instruments that may be issued, immediately or in the future, by virtue of the delegations of authority granted in the 12th resolution put before this general shareholders' meeting and in the 15th, 16th, 18th and 19th resolutions approved by the general shareholders' meeting of April 28, 2017.

The amount of the capital increase decided by the Board of Directors at its meeting of March 20, 2018, in accordance with the 1st resolution put before the extraordinary general shareholders' meeting of January 26, 2018, shall not be set against the total maximum nominal amount of shares issues under this resolution.

To these total maximum amounts shall be added, as applicable, the nominal amount of additional shares to be issued in order to protect – in the event of new financial transactions and in compliance with laws in force and any contractual obligations that may apply – the rights of holders of securities conferring access to the share capital, stock options or attribution rights to free shares.

This resolution immediately cancels any similar previous resolution.

Ordinary general shareholders' meeting

Sixteenth resolution (Powers to carry out formalities)

Acting in accordance with the quorum and majority requirements in force, the general shareholders' meeting grants all powers to the bearer of a copy or excerpts of the minutes of this shareholders' meeting for the purposes of filing all copies and carrying out all legal or administrative formalities, all filings and all legal publications that may be required by law.

* * *

REQUEST TO RECEIVE DOCUMENTS AND INFORMATION

This request should be returned to **SOCIETE GENERALE Service des Assemblées - CS 30812 - 44308 Nantes Cedex 3** no later than the fifth day (inclusive) before the general shareholders' meeting, i.e. no later than April 22, 2018.

I, the undersigned,

SURNAME:

First name:.....

Address:.....

.....

.....

Holder of registered shares *

and bearer shares

in **ALTRAN TECHNOLOGIES**

acknowledge receipt of the documents relating to the above-mentioned general shareholders' meeting and mentioned in Article R. 225-81 of the French Commercial Code,

wish to receive, at the above-mentioned address the documents and information concerning the combined general shareholders' meeting convened on Friday, April 27, 2018 at 3 p.m.

Given in

On 2018

Signature

* Under Article R 225-88 paragraph 3 of the French Commercial Code, upon simple request, holders of registered shares may obtain documents and information from the Company at each subsequent general meeting. Shareholders wishing to avail of this possibility should mention their wish on this request.

ALTRAN

ALTRAN TECHNOLOGIES
Public limited liability company
with a share capital of
87,900,132.50 euros

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96 avenue Charles de Gaulle
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