

*This is a joint press release by Ordina N.V. ("**Ordina**") and Sopra Steria Group SA ("**Sopra Steria**" or the "**Offeror**") pursuant to the provisions of Article 16, paragraphs 1 and 2, and Article 17, paragraph 1 of the Dutch Decree on public takeover bids (Besluit openbare biedingen Wft) (the "**Decree**") in connection with the recommended public offer by the Offeror for all the issued and outstanding ordinary shares in the capital of Ordina (the "**Offer**"). The information in this announcement is not intended to be complete. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Ordina. The Offer is made solely by means of an offer memorandum (the "**Offer Memorandum**") approved by the Dutch Authority for the Financial Markets (Stichting Autoriteit Financiële Markten, the "**AFM**") which was published on 17 July 2023, and subject to the restrictions set forth therein. Capitalised terms used herein but not defined in this press release will have the meaning as ascribed thereto in the Offer Memorandum. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful.*

Sopra Steria declares Offer for Ordina unconditional

Paris, France and Nieuwegein, the Netherlands, 29 September 2023 – Sopra Steria and Ordina are pleased to announce that, considering all Offer Conditions have been satisfied, the Offeror declares the Offer unconditional (*doet gestand*). Settlement of the Offer will take place on 4 October 2023, on which date the Offer Price of EUR 5.75 (cum dividend) per Tendered Share will be paid. Shareholders who have not yet tendered their Shares may tender their Shares during the Post-Acceptance Period ending on 13 October 2023 at 17:40 hours CET. Ordina will be fully consolidated into Sopra Steria accounts from October 2023.

Tender results and Offer declared unconditional

During the Offer Period, which ended on 26 September 2023 at 17:40 hours CET, 83,471,252 Shares have been tendered under the Offer, representing approximately 92.73% of the Outstanding Capital and an aggregate value of EUR 479,959,699 million.

As a result of the adoption of the Asset Sale and Liquidation Resolutions at the extraordinary general meeting of Ordina on 6 September 2023, under the terms and subject to the conditions of the Offer, the Acceptance Threshold was lowered from 95% to 80% of the Outstanding Capital. Accordingly, considering that all Offer Conditions have now been satisfied, Sopra Steria declares the Offer unconditional (*doet gestand*). The Offeror accepts all Shares that have been validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) and not validly withdrawn pursuant to the terms of the Offer in accordance with section 5.3 of the Offer Memorandum. The Offeror has the right (but not the obligation) to accept any tender of Shares pursuant to the Offer, even if such tender has not been made in compliance with the terms and conditions of the Offer.

Settlement

Settlement of the Shares and payment of the Offer Price will take place on 4 October 2023 (the "**Settlement Date**"). The Offeror cannot guarantee that Shareholders holding Shares through an Admitted Institution will actually receive payment on the Settlement Date from the Admitted Institution with whom they hold their Shares.

To date, no Shares were acquired by the Offeror outside the Offer. Accordingly, as a result of Settlement, the Offeror will (directly or indirectly) obtain 83,471,252 Shares, representing approximately 92.73% of the Outstanding Capital.

Upon Settlement, the changes to Ordina's Articles of Association and the composition of the One-Tier Board, as approved by the extraordinary general meeting of Ordina on 6 September 2023, will become effective.

Post-Acceptance Period

The Offeror hereby announces, in accordance with Article 17 of the Decree, that Shareholders who did not tender their Shares during the Offer Period will have the opportunity to tender their Shares, under the same terms and conditions applicable to the Offer, during the Post-Acceptance Period which will start on 2 October 2023, at 9:00 hours CET, and end on 13 October 2023, at 17:40 hours CET. Please see section 5.8 of the Offer Memorandum for additional information.

The Offeror will publicly announce the results of the Post-Acceptance Period and the total number and total percentage of Shares held by it, in accordance with Article 17, paragraph 4 of the Decree, within three Business Days following the last day of the Post-Acceptance Period. The Offeror will accept all Shares validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) during the Post-Acceptance Period.

During the Post-Acceptance Period, Shareholders have no right to withdraw Shares from the Offer, regardless of whether their Shares have been validly tendered (or defectively tendered, provided that such defect has been waived by the Offeror) during the Offer Period or during the Post-Acceptance Period. Shareholders who have validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and transferred (*geleverd*) their Shares for acceptance pursuant to the Offer during the Post-Acceptance Period will receive the Offer Price in respect of each Tendered Share within five (5) Business Days after the expiration of the Post-Acceptance Period. The Offeror cannot guarantee that Shareholders holding Shares through an Admitted Institution will actually receive payment within such five (5) Business Days period from the Admitted Institution with whom they hold their Shares.

Delisting

As a result of the Offeror now holding more than 80% of the Outstanding Capital, Sopra Steria and Ordina will procure the termination of the listing and trading of the Shares on Euronext Amsterdam as soon as possible under the Applicable Rules. Reference is made to section 6.15 (*Consequences of the Offer for non-tendering Shareholders*) of the Offer Memorandum.

Post-closing measures

In the event that, following the Post-Acceptance Period, the Offeror meets the threshold to initiate a compulsory acquisition procedure (*uitkoopprocedure*) in accordance with Article 2:92a, 2:201a or 2:359c of the Dutch Civil Code (meaning that at least 95% of the Outstanding Capital has been tendered) (the "**Squeeze-Out Proceedings Threshold**"), the Offeror and Ordina will, following expiry of the Post-Acceptance Period, implement the Pre-Squeeze-Out Asset Sale and, as soon as reasonably possible after completion thereof, the Offeror will initiate Squeeze-Out Proceedings in accordance with section 6.16.3 (*Asset Sale and Squeeze-Out Proceedings*) of the Offer Memorandum, whereby an amount equal to the value attributable to the Offeror's shareholding in Ordina will be paid through a loan note (the "**Offeror Note**"). The Articles of Association of the Company will be amended to, among other things, provide for a new class of shares (the "**B Shares**") and, following Completion Asset Sale, the Company will issue a number of B Shares to the Offeror equal to the number of Shares held by the Offeror, against the transfer of the Shares held by the Offeror to the Company. The Company will thereafter make a distribution equal to the Offeror Note on the B Shares to the Offeror.

In the event that, following the Post-Acceptance Period, the Offeror does not meet the Squeeze-Out Proceedings Threshold, then the Offeror and Ordina may implement the Asset Sale and Liquidation in accordance with section 6.16.4 (*Asset Sale and Liquidation*) of the Offer Memorandum. After commencement of the Liquidation, an advance liquidation distribution will be made to the Shareholders who have not tendered their Shares by the end of the Post-Acceptance Period consisting of a payment per Share equal to the Offer Price, without any interest and subject to withholding taxes and other taxes.

Further implications of declaring the Offer unconditional

Remaining Shareholders who do not wish to tender their Shares in the Post-Acceptance Period should carefully review the sections of the Offer Memorandum that further explain the intentions of the Offeror, such as (but not limited to) section 6.15 (*Consequences of the Offer for non-tendering Shareholders*) and section 10 (*Tax aspects of the Offer and Asset Sale and Liquidation*), which describe certain (tax and other) implications to which such Shareholders may become subject with their continued shareholding in Ordina.

Further information

The Offeror is making the Offer on the terms and subject to the conditions and restrictions contained in the Offer Memorandum. In addition, Ordina has made available the Position Statement, containing the information required by Article 18, paragraph 2 and Annex G of the Decree in connection with the Offer.

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and the Position Statement. Shareholders are advised to review the Offer Memorandum and the Position Statement in detail and to

seek independent advice where appropriate in order to reach a reasoned judgment in respect of the Offer and the content of the Offer Memorandum and the Position Statement. In addition, Shareholders may wish to consult with their tax advisors regarding the tax consequences of tendering their Shares under the Offer.

Digital copies of the Offer Memorandum and Position Statement are available on the website of Ordina (www.ordina.com) and a digital copy of the Offer Memorandum is available on the website of Sopra Steria (www.soprasteria.com). Such websites do not constitute a part of, and are not incorporated by reference into, the Offer Memorandum. Copies of the Offer Memorandum and the Position Statement are also available free of charge at the offices of Ordina and the Settlement Agent, at the addresses mentioned below.

Ordina:

Ordina N.V.
Ringwade 1
3439 LM Nieuwegein
The Netherlands

The Settlement Agent:

ING Bank N.V.
Bijlmerdreef 106
1102 CT Amsterdam
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See also: www.shareholderofferordina.com

About Ordina

Ordina is the digital business partner that harnesses technology and market know-how to give its clients an edge. We do this by using smart solutions to connect technology, business challenges and people. We help our clients to accelerate, to develop smart applications, to launch new digital services and ensure that people embrace those services. Ordina was founded in 1973. Its shares are listed on Euronext Amsterdam and are included in the Smallcap Index (AScX). In 2022, Ordina recorded revenue of EUR 429 million.

You will find more information at www.ordina.com.

About Sopra Steria

Sopra Steria, a European Tech leader recognised for its consulting, digital services and software development, helps its clients drive their digital transformation to obtain tangible and sustainable benefits. It provides end-to-end solutions to make large companies and organisations more competitive by combining in-depth knowledge of a wide range of business sectors and innovative technologies with a fully collaborative approach. Sopra Steria places people at the heart of everything it does and is committed to putting digital to work for its clients in order to build a positive future for all. With 50,000 employees in nearly 30 countries, the Group generated revenue of €5.1 billion in 2022.

The world is how we shape it

Sopra Steria (SOP) is listed on Euronext Paris (Compartment A) – ISIN: FR0000050809

For more information, visit us at www.soprasteria.com.

Information for US Shareholders

Shareholders in the United States are advised that the Shares are not listed on a US securities exchange and that the Company is not subject to the periodic reporting requirements of the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**"), and is not required to, and does not, file any reports with the US Securities and Exchange Commission (the "**SEC**") thereunder.

The Offer is made for the issued and outstanding shares of the Company, which is domiciled in the Netherlands, and is subject to Dutch disclosure and procedural requirements. The Offer is made in the United States pursuant to Section 14(e) and Regulation 14E under the US Exchange Act, subject to the exemption provided under Rule 14d-1(d) under the Exchange Act for a Tier I tender offer (the "**Tier I Exemption**"), and otherwise in accordance with the disclosure and procedural requirements of Dutch law, including with respect to the Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those of the United States. In particular, the financial statements included in section 13 (*Financial Information Ordina*) of the Offer Memorandum have been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, as adopted by the European Union ("**IFRS**"), and/or Part 9 of Book 2 of the Dutch Civil Code, and may not be comparable to the financial statements or financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. The Offer is made to the Shareholders resident in the United States on the same terms and conditions as those made to all other Shareholders to whom an offer is made. Any informational documents, including the Offer Memorandum, are being disseminated to US shareholders on a basis comparable to the method that such documents are provided to the other Shareholders.

As permitted under the Tier I Exemption, the Settlement is based on the applicable Dutch law provisions, which differ from the settlement procedures customary in the United States, particularly as regards to the time when payment of the consideration is rendered. The Offer, which is subject to Dutch law, is being made to the US shareholders in accordance with the applicable US securities laws, and applicable exemptions thereunder, in particular the Tier I Exemption. To the extent the Offer is subject to US securities laws, those laws only apply to US shareholders and will not give rise to claims on the part of any other person. US shareholders should consider that the price for the Offer is being paid in EUR and that no adjustment will be made based on any changes in the exchange rate.

The receipt of cash pursuant to the Offer by a US Shareholder will generally be a taxable transaction for US federal income tax purposes and may be a taxable transaction under applicable state and local, as well as foreign and other tax Laws. Each Shareholder is urged to consult its independent professional advisors immediately regarding the tax consequences of acceptance or non-acceptance of the Offer.

It may be difficult for US Shareholders to enforce their rights and claims arising out of the US federal securities laws, since the Offeror and the Company are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. US Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US federal securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.

Neither the SEC nor any US state securities commission or other regulatory authority has approved or disapproved the Offer, passed upon the fairness or merits of the Offer or provided an opinion as to the accuracy or completeness of the Offer Memorandum or any other documents regarding the Offer. Any representation to the contrary constitutes a criminal offence in the United States.

General restrictions

This press release contains inside information within the meaning of the EU Market Abuse Regulation (596/2014). The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of Ordina in any jurisdiction.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Offeror and Ordina

disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Ordina, nor the Offeror, nor any of their advisors assume any responsibility for any violation by any person of any of these restrictions. Shareholders in any doubt as to their position should consult an appropriate professional advisor without delay.

Forward-looking statements

This press release may include "forward-looking statements" such as statements relating to the impact of the Transaction on the Offeror and Ordina and the expected timing and completion of the Offer and the Transaction. Forward-looking statements involve known or unknown risks and uncertainties because they relate to events and depend on circumstances that all occur in the future. Generally, words such as may, should, aim, will, expect, intend, estimate, anticipate, believe, plan, seek, continue or similar expressions identify forward-looking statements. These forward-looking statements speak only as of the date of the Offer Memorandum. Although the Offeror and Ordina, each with respect to the statements it has provided, believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, no assurance can be given that such statements will be fulfilled or prove to be correct, and no representations are made as to the future accuracy and completeness of such statements.

Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. These forward-looking statements are not guarantees of future performance. Potential risks and uncertainties include, but are not limited to, (i) the risk that required regulatory approvals may delay the Offer or result in the imposition of conditions that could have a material adverse effect on the integration of Ordina into the Offeror's Group or cause the Offeror to abandon the Offer, (ii) the risk that the Offer Conditions may not be satisfied, (iii) risks relating to the Offeror's ability to successfully operate Ordina without disruption to its other business activities, which may result in Ordina not operating as effectively and efficiently as expected, (iv) the possibility that Ordina may involve unexpected costs, unexpected liabilities or unexpected delays, (v) the risk that the businesses of the Offeror or its Affiliates may suffer as a result of uncertainty surrounding the Offer, (vi) the effects of competition (in particular the response to the Offer in the marketplace) and competitive developments or risks inherent to the Offeror's or Ordina's business plans, (vii) the risk that disruptions from the Offer will harm relationships with customers, employees and suppliers, (viii) political, economic or legal changes in the markets and environments in which the Offeror and its Affiliates, shareholders, officers, directors, employees, advisors, agents, representatives and members do business, (ix) economic conditions in the global markets in which the Offeror and Ordina and, where applicable, their respective Affiliates operate, in particular the current macro-economic developments, (x) uncertainties, risks and volatility in financial markets affecting the Offeror and Ordina and, where applicable, their respective Affiliates, shareholders, officers, directors, employees, advisors, agents, representatives and members, and (xi) other factors that can be found in the Offeror and Ordina's press releases and public filings.

Each of the Offeror and Ordina expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, except as required by Applicable Rules or by any Competent Regulatory Authority.
