

## Regulated information press release

May 15, 2019

### Description of the share buy-back program authorized by the combined general shareholders' meeting held on May 15, 2019

Summary of the main features of the share buy-back program	
<b>Issuer</b>	Altran Technologies
<b>Listing of shares</b>	Euronext Paris - Compartment A
<b>Securities</b>	Altran Technologies' shares (ISIN code: FR0000034639)
<b>Approval of the program</b>	Combined general shareholders' meeting held on May 15, 2019
<b>Decision of implementation</b>	Board of Directors' decision dated May 15, 2019
<b>Maximum buy-back authorized</b>	<ul style="list-style-type: none"> <li>Maximum number of shares: 10,000,000</li> <li>Maximum total amount: €150,000,000 (excluding purchasing costs)</li> </ul>
<b>Maximum unit purchase price</b>	€15 (excluding purchasing costs)
<b>Objectives of the buy-back program</b>	<ul style="list-style-type: none"> <li>to stimulate the market for Altran Technologies shares pursuant to a liquidity contract concluded with an investment provider in accordance with the market practices approved by the French financial markets authority (AMF)</li> <li>to allocate stock purchase options granted within the Company's stock option programs pursuant to the provisions of articles L. 225-177 et seq. of the French Commercial Code, (ii) to grant free shares in the Company in pursuance of the provisions of articles L. 225-197-1 et seq. of the French Commercial Code, (iii) to grant or sell shares to employees in the context of profit-sharing or a Company or group employee share-ownership program (or any assimilated program) as provided by law and notably under articles L. 3332-1 et seq. of the French Labor Code (Code du travail), and (iv) more generally, to honor obligations under stock option programs or other allocations of shares to employees or Executive Directors of the issuer or of any associated entity</li> <li>to deliver shares, when subscription rights attached to securities are exercised</li> <li>to cancel shares;</li> <li>to retain and subsequently tender as a mean of exchange or payment in potential external growth, , merger, spin-off or contribution to a transaction, in pursuance of applicable regulations</li> <li>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 the general shareholders' meeting held on May 15, 2019</li> </ul>
<b>Duration of the program</b>	18 months from the date of the general shareholders' meeting held on May 15, 2019, i.e. until May 14 November, 2020 at the latest

Pursuant to article L. 451-3 of the French Monetary and Financial Code and articles 241-1 et seq. of the French Financial Markets Authority's (*Autorité des marchés financiers*) General Regulation, this description intends to present the objectives and the terms and conditions of Altran Technologies' (the "*Company*") share buy-back program as approved by the combined general shareholders' meeting held on May 15, 2019.

## **1. Allocation by objectives of the shares held by Altran Technologies**

As of April 30, 2019, 125 000 shares were owned by the Company as part of the Exane-BNP Paribas liquidity contract.

In addition, the Company holds 2,731,303 treasury shares, mainly acquired between November 2014 and December 2016 through Crédit Agricole Cheuvreux, with a view to subsequently use them for payment or in exchange within the context of possible external growth operations and for free shares allocations.

The Company's share capital being made up of 257,021,105 shares, the Company held 1,11% of the share capital as of April 30, 2019.

The Board of Directors held on May 15, 2019 has decided to allocate 1,200,00 shares previously allocated to the objective of external growth to the objective of free shares plans granting.

## **2. Objectives of the program**

The Company intends to implement the buy-back program of its shares covered by this description, which objectives are as follows:

- to support the market for the Altran Technologies shares pursuant to a liquidity contract concluded with an investment provider in accordance with the market practices approved by the French financial markets authority (AMF);
- (i) to allocate stock purchase options granted within the Company's stock option programs pursuant to the provisions of articles L. 225-177 et seq. of the French Commercial Code, (ii) to grant free shares in the Company in pursuance of the provisions of articles L. 225-197-1 et seq. of the French Commercial Code, (iii) to grant or sell shares to employees in the context of profit-sharing or a Company or group employee share-ownership program (or any assimilated program) as provided by law and notably under articles L. 3332-1 et seq. of the French Labor Code (Code du travail), and (iv) more generally, to honor obligations under stock option programs or other allocations of shares to employees or Executive Directors of the issuer or of any associated entity;
- to deliver shares, when subscription rights attached to securities issued by the Company or one of its subsidiaries are exercised, granting access to the Company's share capital, whether by redemption, conversion, exchange, presentation of a warrant or by any other manner, immediately or at a future date, as well as to carry out all hedging operations in relation to these transactions, under the conditions set forth by law;
- to cancel shares;
- to use all or some of the shares purchased to hold and subsequently tender them as a means of exchange or payment in any potential acquisition, merger, spin-off or contribution to a transaction, in pursuance of applicable regulations;
- more generally, to carry out any other transaction authorized by law or by regulations in force, now or in the future, or by the French financial markets authority subsequent to the General Shareholders' Meeting held on May 15, 2019.

### **3. Maximum number and features of the shares concerned by the buy-back program**

#### **3.1. Maximum number of shares concerned by the buy-back program**

The maximum number of shares is set at 10,000,000 in accordance with the authorization granted by the general shareholders' meeting held on May 15, 2019. In the event of a share capital transaction, – particularly involving the incorporation of reserves and grant of free shares, splitting or combining of shares, distribution of reserves or other assets, share capital redemption or any other transaction involving the share capital – the aforementioned number of shares shall be adjusted accordingly.

It being specified that when the shares are bought in order to favour liquidity, the number of shares taken into account for the calculation of this limit corresponds to the number of shares acquired, after deducting the number of shares resold over the duration of the authorization.

#### **3.2. Shares concerned by the buy-back program**

The securities that the Company is authorized to purchase are exclusively Altran Technologies' ordinary shares, that are all of the same category, registered or held as bearer shares, listed on Euronext Paris stock exchange, Compartment A (ISIN code: FR0000034639).

#### **3.3. Maximum authorized unit purchase price**

The maximum purchase price shall not exceed €15 per share (excluding purchasing costs), save any adjustment in case of any operation on the share capital of the Company.

#### **3.4. Maximum overall amount payable by the Company**

In accordance with the authorization granted by the general shareholders' meeting held on May 15, 2019, the maximum amount that the Company may allocate to the buy-back of its own shares shall not exceed €150,000,000 (excluding purchasing costs) save any adjustment in case of any operation on the share capital of the Company.

### **4. Buy-back terms and conditions**

These purchase, sale, transfer, tendering or exchange of shares may be carried out and paid by all means authorized or that may become authorized by law and/or regulations in force at the time of the transactions under consideration, in one or more transactions, in the market or by private contract, including the purchase or sale of blocks of shares, by way of public tender offer or a public exchange offer, through the use of option mechanisms (notably the purchase of call options) or any other financial instruments (including derivative instruments, warrants or securities conferring rights to shares of the Company), and in all events either directly or indirectly through an investment services provider.

These transactions may not be carried out in the event of and until expiry of a public takeover bid by a third party, unless previously authorized by the general shareholders' meeting.

### **5. Duration of the buy-back program**

This buy-back program has been authorized for an 18-months period from the date of the general shareholders' meeting held on May 15, 2019.

In accordance with the terms of article 241-2 II of the French Financial Markets Authority's General Regulation, during the implementation of the share buy-back program, any significant alteration of any of the information listed at article 241-2 I 3°, 4°, 5° of the French Financial Markets Authority's General Regulation appearing in the present description will be brought as soon as possible to the knowledge of the public in compliance with the terms set forth in article 221-3 of the French Financial Markets Authority's General Regulation.

**About Altran**

Altran ranks as the undisputed global leader in Engineering and R&D services (ER&D). The company offers clients an unmatched value proposition to address their transformation and innovation needs. Altran works alongside its clients, from initial concept through industrialization, to invent the products and services of tomorrow. For over 35 years, the company has provided expertise in Automotive, Aeronautics, Space, Defense & Naval, Rail, Infra & Transport, Energy, Industrial & Consumer, Life Sciences, Communications, Semiconductor & Electronics, Software & Internet, Finance & Public Sector. The Aricent acquisition extends this leadership to semiconductor, digital experience and design innovation. Altran generated revenues of €2.9 billion in 2018, with some 47,000 employees in more than 30 countries.

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