

ALTEN

**A limited liability company with a capital of 34,181,274.81 euros
Registered Office: 40 avenue André Morizet - 92100 Boulogne Billancourt, France
Nanterre Trade and Companies Register 348 607 417**

ARTICLES OF INCORPORATION

Certified true copy

Articles of Incorporation amended by the Board Meeting of September 21, 2015

ARTICLES OF INCORPORATION

SECTION I

LEGAL FORM - CORPORATE PURPOSE - NAME - REGISTERED OFFICE - DURATION - SHARE CAPITAL

ARTICLE 1 - FORM

The owners of the shares created below and of those which may be created in the future are forming a joint stock company administered by a board of directors, governed by the laws and regulations in force and by these Articles of Association.

ARTICLE 2: PURPOSE

The Company's corporate purpose is:

All services in France and abroad in the fields of technology, computers, or electronics particularly with regard to:

- consulting, research, and engineering,
- training, assistance, maintenance,
- operating systems and networks, outsourcing,
- development and distribution of products, hardware or software,

And also:

The Company's direct or indirect participation, by any means, in any transactions that may be related to its corporate purpose through the creation of new companies, contributions, subscription or purchase of securities or ownership interests, merger or otherwise, creation, acquisition, rental, management of all business assets or facilities; taking, acquiring, holding or disposing of any patents covering these processes and activities.

And generally, all industrial, commercial, financial, civil, personal or real estate transactions that may be either directly or indirectly connected to the company's purpose or to any similar or related purpose.

ARTICLE 3 – COMPANY NAME

The Company's name is: ALTEN.

ARTICLE 4 – REGISTERED OFFICE

The registered office is located at: 40, avenue André Morizet - 92100 Boulogne Billancourt, France.

It may be transferred to any location within the same French département or neighboring département by a simple resolution of the Board of Directors, subject to ratification of this decision at the next Ordinary General Meeting of Shareholders and anywhere else under the terms of a deliberation of the Extraordinary General Meeting of shareholders, subject to all legal provisions in force.

If the Board of Directors decides to change location in accordance with the law, it shall be authorized to amend these Articles of Incorporation accordingly.

ARTICLE 5 - DURATION

The duration of the Company is set to ninety-nine (99) years from the date of its registration in the Trade and Companies Register except in cases of dissolution and extension.

ARTICLE 6 – SHARE CAPITAL

The share capital is established at 34,181,274.81 euros.
It is divided into 33,629,775 ordinary shares, each fully paid-up.

SECTION II

SHARES/SECURITIES

ARTICLE 7 – TYPE

The Company may issue shares and other securities, either against payment in cash or in consideration for contributions, or by incorporation of reserves or any other manner provided for by the current regulations.

ARTICLE 8 - FORM

The shares issued by the Company are registered or bearer shares, depending on the shareholder's choice.

Registered Shares are registered in an account under the terms and conditions provided for by the legal provisions. A share registration certificate is issued by the Company at the request of the holder of registered shares.

The shares remain negotiable after the dissolution of the Company until the liquidation is finalized.

ARTICLE 9 – EXCEEDING THRESHOLDS

Any natural or legal person acting alone or in conjunction with someone who owns a number of shares or voting rights that exceeds the thresholds provided for by the regulations in force must comply with the disclosure requirements they stipulate. The same information is due when the shareholding or voting rights fall below the thresholds provided for by the regulations.

In addition, any natural or legal person acting alone or in conjunction with someone who owns a percentage exceeding a 3% share in the share capital or voting rights must inform the company of the total number of shares and voting rights it has via registered mail with acknowledgment of receipt within fifteen days from the date the 3% threshold was exceeded. The notification mentioned in this paragraph is also made within the same timeframe when the shareholding or voting rights fall below the 3% threshold.

In order to determine the shareholding threshold provided for above, the following are deemed to be shares owned by the person required to send notification as stipulated in the previous paragraph:

1. The shares held by other persons on behalf of that person.
2. The shares held by the companies he controls.
3. The shares held by a third party he acts in conjunction with.

4. The shares that one of the persons referred to in paragraphs 1, 2, and 3 above is entitled to acquire, on his own initiative, by virtue of an agreement.

In case of non-compliance with the obligation mentioned in the two paragraphs above, the shares exceeding the undeclared fraction shall be deprived of voting rights at the request of one or more shareholders holding at least 3% of the share capital which shall be recorded in the minutes of the General Shareholders' Meeting.

ARTICLE 10 – IDENTIFICATION OF THE SHAREHOLDERS

The Company may at any time request the information specified by law from the central depository regarding the identification of shareholders granting immediate or future rights to vote at shareholders' meetings.

The Company is also entitled to request the identity of shareholders, pursuant to the conditions established by the French Commercial Code, if it believes that certain shareholders whose identity has been revealed to its own shares on behalf of third parties.

The Company may require any legal person owning more than 2.5% of the share capital or voting rights to disclose the identity of the persons directly or indirectly holding more than one third of the share capital of that entity or voting rights at its general shareholders' meetings.

ARTICLE 11 - PAYING UP OF SHARES

Cash shares are paid up upon subscription, at least a quarter of their nominal value and the entire premium if the issuance is made with a premium. The rest may be paid in one or more installments by a decision of the Board of Directors within a period that shall not exceed five (5) years from the date on which the capital increase becomes final.

Any delay in the payment of the amounts due on the unpaid amount of shares shall result in the payment of interest, automatically and without the need for any formalities, at the legal rate in commercial matters plus THREE points prorated for each day's delay from the due date, without prejudice to the personal action that the Company may take against the defaulting shareholder and any enforcement measures provided for by law.

ARTICLE 12 - TRANSFER OF SHARES

The shares are freely negotiable unless otherwise stipulated by law or regulations. Assignments or transfers of shares are made with respect to the Company and third parties by an account to account transfer under the conditions provided for by the regulations.

ARTICLE 13 - INDIVISIBILITY OF SHARES - BARE OWNERSHIP - USUFRUCT

- 13.1. The shares are indivisible with regard to the Company.

The co-owners of undivided shares are represented at general shareholders' meetings by one of them or by a single representative. In case of disagreement, the representative shall be appointed by the court at the request of the first co-owner to take action.

- 13.2. The voting rights attached to the shares belong to the beneficial owner at Ordinary General Shareholders' Meetings and to the bare owner at Extraordinary General Shareholders' Meetings.

ARTICLE 14 – RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

- 14.1.** Each share gives a right to the profits, corporate assets, and liquidation surpluses in proportion to the percentage of the share capital it represents.
- 14.2** Whenever it is necessary to own a certain number of shares in order to exercise a right, the shareholders who do not have that number shall be responsible for acquiring the required number of shares.
- 14.3** Upon registration of their shares in registered form, the shareholders shall have a double voting right depending on the time frame in force on the date they are registered. Any change to this time frame is not enforceable against that shareholder.

Notwithstanding what is stated in section 14.1. above, a double voting right is attributed to all fully paid up shares for which proof is provided of registration in the name of the same shareholder for at least four (4) years.

In the event of a capital increase by the incorporation of reserves, profits, or share premiums, this double voting right applies to new shares issued and allocated free of charge to a shareholder on the basis of existing shares that already have this right.

The merger or spin-off of the Company has no effect on double voting rights, which may be exercised within the beneficiary company or companies if the Articles of Association of that company provide for such rights.

Any share converted to a bearer share or the ownership of which is transferred loses the aforementioned double voting right except in all cases provided for by law.

ARTICLE 15 - BONDS

The Company may issue bonds upon the decision or authorization of the Board of Directors in accordance with applicable laws. Those bonds may be in registered or bearer form, at the bondholder's discretion.

SECTION III ADMINISTRATION AND CONTROL OF THE COMPANY

ARTICLE 16 - BOARD OF DIRECTORS - COMPOSITION - DURATION OF BOARD MEMBERS' DUTIES - CONDITIONS - REMUNERATION

The Company is managed by a Board of Directors consisting of at least three (3) members and at most eighteen (18). However, in case of a merger, this number of eighteen (18) persons may be exceeded under the conditions and limits stipulated by the French Commercial Code.

The Board Members are appointed by the Ordinary General Shareholders' Meeting which may dismiss them at any time. In the event of a merger or demerger, they may be appointed by an Extraordinary General Shareholders' Meeting. Legal entities appointed as Board Members are required to designate a permanent representative who is subject to the same conditions and duties as if he were a Board Member.

No individual over the age of 70 may be appointed as a member of the Board of Directors if that person's appointment would bring the proportion of Board Members over the age of 70 to over one third of the board. This age limit shall apply to the permanent representatives of legal entities that serve as Board Members.

A Company employee may be appointed as a Board Member only if his or her employment contract corresponds to actual employment. The number of Board Members tied to the Company by an employment contract cannot exceed one third of the Members in office.

As compensation for their duties, the General Shareholders' Meeting may allocate a fixed annual amount in attendance fees to the members of the Board of Directors which is charged to operating expenses. The Board of Directors shall freely distribute the total amounts allocated among its members. The Chairman's remuneration is determined by the Board of Directors. Exceptional compensation may be allocated by the Board of Directors for missions or assignments entrusted to members of the Board.

Directors have a term of office of four (4) years. This period ends at the conclusion of the Ordinary General Meeting of Shareholders having ruled on the accounts for the past fiscal year which is held in the year during which their term of office expires. All outgoing Board Members may be re-elected.

Accepting and serving as a Board Member shall entail the commitment of each person to certify in writing at all times that they personally fulfill the conditions and obligations required by the current laws, particularly with regard to plurality of offices.

Pursuant to Article L. 225-27-1 of the French Commercial Code, the Board of Directors is also made up of a Board Member representing the group's employees.

If the number of Board Members appointed by the General Shareholders' Meeting is more than twelve, a second Board Member representing the employees shall be appointed pursuant to the provisions below, within a period of six months after the appointment of the new Board Member by the Board of Directors or by the General Shareholders' Meeting.

The number of Board Members to be taken into account in determining the number of Board Members representing the employees shall be assessed on the date the employee representatives are appointed to the Board.

The Board Member's term of office that represents the employees shall be 4 years.

If there is a vacancy in the seat of the Board Member representing the employees for any reason whatsoever, that vacancy shall be filled as stipulated by Article L. 225-34 of the French Commercial Code.

The Board Member representing the employees shall be appointed by the Company's works council.

ARTICLE 17 - CHAIRMAN OF THE BOARD OF DIRECTORS

The Board of Directors shall elect a Chairman from among its members, who must be a natural person, for a period that shall not exceed his term as a Board Member. The Board shall determine his remuneration. The Board of Directors may terminate his appointment at any time.

The Chairman of the Board of Directors organizes and directs the Board's work. He submits a report indicating the conditions under which the work of the Board of Directors is prepared and organized as well as the internal control procedures implemented by the Company. He ensures that the Company's bodies run smoothly and makes sure, in particular, that the Board Members are capable of fulfilling their responsibilities.

If it deems necessary, the Board of Directors may appoint a vice-chairman from among the Board Members whose duties consist of chairing the Board Meetings and Shareholders' Meetings in the Chairman's absence only. The Board of Directors sets his term of office which shall not exceed his term as a Board Member. In the absence of the Chairman and Vice Chairman, the Board of Directors shall designate one of the Board Members present to chair the meeting.

ARTICLE 18 - DELIBERATIONS OF THE BOARD OF DIRECTORS - MINUTES

The Board of Directors meets as often as the interests of the Company require. It is convened by the Chairman at his initiative and if he does not assume the General Management, at the CEO's request or, if the Board has not met for more than two (2) months, at the request at least one third of the Board Members. The agenda is set by the Chairman, excluding those cases where it is determined by the parties requesting a meeting. The meetings must be held at the registered office. They may be held at any other place indicated in the notice, but shall be subject to the consent of at least half of the Board Members in office.

The Board may only validly deliberate if at least half of its members are present. The internal regulations may provide for any Board Members participating in the meeting via videoconferencing or telecommunications to be deemed present for the quorum and majority, within the limits and under the conditions stipulated by the current laws and regulations.

All decisions are made by a majority vote of the Members present or represented. Each Member present or represented has one vote and may have only one proxy. In the event of a tie in the voting, the Chairman of the meeting's vote prevails. If the Board of Directors is made up of less than five (5) members and only two (2) directors attend the meeting, the decisions made must be unanimous.

The deliberations of the Board of Directors shall be recorded in minutes drawn up and signed in a special register or on loose leaf paper under the conditions established by the provisions in force.

At each meeting, the Board of Directors may appoint a secretary who is not a Board Member.

ARTICLE 19 - POWERS OF THE BOARD OF DIRECTORS

The Board of Directors determines the trends of the Company's activity and watches over their implementation. Subject to the powers expressly attributed to the Shareholders' Meetings and within the limits of the corporate purpose, the Board has jurisdiction over any issue involving the smooth running of the Company and by its deliberations rules on the affairs relating to it.

In its relations with third parties, the Company is bound even by the acts of the Board of Directors which are not part of the corporate purpose, unless it proves that the third party knew that the act was ultra vires, or that it could not ignore it due to the circumstances.

The Board of Directors shall carry out the controls and verifications that it deems appropriate. The Chairman or CEO of the Company is required to provide each Board Member with all of the documents and information necessary to carry out their duties.

The Board of Directors may decide upon the establishment of one or more committees entrusted with studying issues which it or its Chairman submits for an opinion upon their examination.

ARTICLE 20 - GENERAL MANAGEMENT

The role of Chief Executive Officer is filled either by the Chairman of the Board of Directors or by another individual selected from amongst the members of the Board or otherwise, and who is given the title of CEO (Chief Executive Officer).

The Board of Directors acting under the conditions defined in Article 18 selects between the two (2) methods of carrying out the general management. It may change its choice at any time. In each case, it shall inform the shareholders and third parties in accordance with the current regulations.

In case where the Chairman acts as the CEO, the provisions of these Articles of Incorporation relating to him shall apply.

When the general management is not conducted by the Chairman of the Board of Directors, the Board shall appoint a CEO.

The Board of Directors shall determine the CEO's remuneration and the term of office.

The CEO is vested with the broadest powers to act in any circumstance on behalf of the Company. He exercises these powers within the limits of the corporate purpose and subject to those expressly attributed by law to the Shareholders' Meetings and to the Board of Directors. The Company is bound even by the acts of the CEO which are not part of the corporate purpose, unless it proves that the third party knew that the act was ultra vires or that it could not ignore it due to the circumstances. He represents the Company in its relations with third parties, which shall not be bound by any decisions limiting his powers. He may be authorized by the Board of Directors to grant sureties, endorsements, and guarantees given by the Company under the conditions and within the limits set by the regulations in force and by the Board of Directors.

At the CEO's proposal, the Board of Directors may appoint one or more deputy Chief Executive Officers that are individuals. The deputy CEO(s) may be selected from amongst the members of the Board or otherwise. The Board of Directors shall determine the deputy CEO's remuneration and term of office. If the CEO ceases to hold his office or is unfit for office, unless the Board decides otherwise, the Deputy CEO(s) shall remain in office and shall retain his capacities until a new CEO has been appointed. By agreement with the Chief Executive Officer, the Board of Directors shall set the scope and term of the powers granted to the Deputy Chief Executive Officers. The Deputy Chief Executive Officers shall have the same powers as the Chief Executive Officer vis-à-vis third parties.

ARTICLE 21 – REGULATED AGREEMENTS

Any agreement directly or through an intermediary between the Company and a member of the Board of Directors, the Chief Executive Officer or a deputy Chief Executive Officer, a shareholder holding a fraction of the voting rights that is greater than 10% or, if it is a shareholding company, the company controlling it within the meaning of Article L.233-3 of the French Commercial Code, shall be subject to prior approval from the Board.

The same is true of agreements in which one of the persons mentioned in the paragraph above has an indirect interest, as well as any agreements between the Company and another company, if a director or the CEO or one of the deputy CEOs of the Company, is the owner, partner with unlimited liability, manager, director, member of the supervisory board or, in general, responsible for the management of that company.

The provisions of the two (2) paragraphs above shall not apply in the cases provided for by law.

ARTICLE 22 - STATUTORY AUDITORS

The Company is audited by one or more statutory auditors who are appointed and carry out their duties in accordance with the law.

One or more replacement Auditors, who are called upon to replace the incumbent auditors in the event of their refusal, unforeseen difficulty, resignation or death, are appointed at the same time as the incumbent auditors for the same term.

SECTION IV

GENERAL SHAREHOLDERS MEETINGS

ARTICLE 23 - CALLING MEETINGS - ATTENDANCE - QUORUM AND MAJORITY

General Meetings are convened and held in accordance with the conditions set by the law and regulations. General Meetings are held at the Company's registered office or any other location specified in the invitation to attend.

The shareholders' collective decisions shall be made at ordinary, extraordinary, or special general meetings depending on the nature of the decisions they are called upon to make.

Shareholders shall be entitled to attend general meetings by the book-entry of shares on behalf of the shareholder or the intermediary registered on his behalf (pursuant to paragraph seven of Article L.228-1 of the French Commercial Code), on the second business day preceding the meeting at midnight, Paris time, either in the registered securities accounts held by the Company or in the bearer share accounts kept by an authorized intermediary.

Persons present at the Meeting for the purposes of calculating the quorum and the majority shall be deemed to include shareholders who take part in the Meeting via videoconferencing or via telecommunications that allow them to be identified and that comply with the current regulations, if the Board of Directors decides that those means may be used for participating in the meeting before it is called.

ARTICLE 24 - MEETING OFFICE - ATTENDANCE SHEET - AGENDA - MINUTES

The Meetings shall be chaired by the Chairman of the Board or, in his absence, by the Vice Chairman or by a Board Member specifically appointed for this purpose by the Board of Directors. Otherwise, the Meeting shall elect its own Chairman. The duties of vote-teller shall be performed by the two (2) shareholders, present and accepting such duties, who hold the largest number of votes. The Meeting office appoints the secretary, who does not have to be a shareholder.

An attendance sheet shall be kept under the conditions provided for by law. The agenda of the Meeting is decided by the person calling the meeting; however, pursuant to the conditions stipulated by law, one or several shareholders may request to have items or draft resolutions put on the agenda.

The decisions made at the General Shareholders' Meeting shall be recorded in minutes drawn up as stipulated by law. The copies or excerpts of these minutes shall be certified in compliance with applicable laws and regulations.

SECTION V
FINANCIAL YEAR
INVENTORY - ANNUAL ACCOUNTS
ALLOCATION AND DISTRIBUTION OF PROFITS
DIVIDEND

ARTICLE 25 - FINANCIAL YEAR

Each financial year shall have a duration of one year and shall commence on January 1st and end on December 31st.

ARTICLE 26 - INVENTORY - ANNUAL ACCOUNTS

Regular accounting of corporate transactions shall be kept in accordance with the law.

At the close of each financial year, the Board of Directors shall draw up an inventory of the various assets and liabilities existing on that date.

They also draw up a balance sheet describing the assets and liabilities and separately showing shareholders' equity, an income statement summarizing the revenues and expenses for the financial year, and notes to the financial statements supplementing and commenting the information given in the balance sheet and the income statement.

All necessary depreciation, amortization, and provisions are recognized even if there is no or insufficient profit. The amount of any commitments made as securities, endorsements, or guarantees shall be disclosed on the balance sheet.

The Board of Directors shall draw up an annual report on the Company's position during the past year, its foreseeable development, significant events occurring between the year-end date and the date the report was drawn up on, and its research and development activities.

ARTICLE 27 - ALLOCATION AND DISTRIBUTION OF PROFITS

Distributable income is comprised of the profit for the financial year, less prior losses, and amounts appropriated to reserves in application of the law and the bylaws, plus profits brought forward.

The General Meeting may deduct from this profit all amounts that it deems appropriate for allocation to all optional, ordinary or extraordinary reserves, or to retained earnings.

The balance, if any, is divided among all of the shareholders in proportion to the number of shares that they hold.

Furthermore, the General Meeting can decide to distribute sums drawn from the reserves at its disposal, expressly indicating the reserve categories from which the drawing will be done. However, dividends are deducted first from the distributable profit for the year.

Except for the case of a capital reduction, no distribution will be made to shareholders in the case where, subsequent to this, the net equity is, or becomes less than the amount of share capital increased by reserves, the distribution of which is prevented by law or the by-laws. A revaluation reserve may not be distributed. It may be fully or partially incorporated into the share capital.

Following approval of the accounts by the General Meeting, any losses must be carried forward and offset against future profits until these losses are eliminated.

ARTICLE 28 - PAYMENT OF DIVIDENDS - INTERIM DIVIDENDS

When a balance sheet drawn up during or at the end of the year and certified by the auditors shows that the Company has, since the end of the previous year, after the constitution of the necessary amortization and provisions, after deduction if any of previous losses, and sums taken to reserves pursuant to the law or the Articles of Association and including retained earnings, produced a profit, an interim dividend or dividends can be paid before approval of the financial statements. The amount of the interim dividends cannot exceed the total profit as defined above.

If permitted by law, the Board of Directors may decide to distribute an interim dividend from the previous or current financial year before the year's annual financial statements have been approved, and set the dividend amount and payment date.

The Ordinary General Shareholders Meeting called to approve the accounts for the year may grant each shareholder, for all or part of the dividend or interim dividends, an option for payment of the dividend or interim dividends in either cash or shares.

Shareholders must exercise this option for the entire dividend attributable to the shares they hold.

SECTION VI

CHANGES IN THE SHARE CAPITAL

ARTICLE 29 - INCREASE AND REDUCTION OF SHARE CAPITAL

The share capital may be increased by a decision of the Extraordinary Shareholders' Meeting. This Meeting shall set the terms and conditions of the capital increase. It may delegate this jurisdiction to the Board of Directors or the powers necessary to carry out the capital increase in one (1) or more times, to establish the conditions for doing so, acknowledging that the increase was properly carried out, and amending the Articles of Incorporation accordingly.

In the event of a capital increase in cash, the existing capital must be fully paid up and the shareholders shall have a preferential subscription right granted to them by law.

Share capital increases are validly consummated notwithstanding the existence of fractional shares and the shareholders shall be responsible for any acquisitions or transfer of rights that may be necessary to obtain the issuance of a whole number of shares.

A capital reduction for any reason whatsoever shall be authorized or decided by the General Shareholders' Meeting. It shall take place either by way of a nominal value reduction of the shares or by reducing the number of shares.

SECTION VII
DISSOLUTION - LIQUIDATION /
DISPUTES

ARTICLE 30 - DISSOLUTION - LIQUIDATION

Subject to the cases of judicial dissolution provided for by law, the dissolution of the Company shall take place upon expiry of the term established by the Articles of Incorporation or by a decision of the General Shareholders' Meeting.

One or more liquidators shall be appointed by the General Shareholders' Meeting which shall determine their powers.

Net assets remaining after reimbursement of the share capital shall be distributed among shareholders pro rata in relation to their interest in the share capital.

If all of the shares are held by one person, the Company's dissolution by a court ruling at the request of a third party or by a declaration at the registry of the Commercial Court made by the sole corporate shareholder, shall entail a total transfer of the assets without any need for liquidation.

ARTICLE 31 - DISPUTES

Any disputes that may arise during the existence of the Company or during its liquidation, either between the shareholders, the directors of the Company, or among the shareholders themselves regarding company matters, will be judged in accordance with the law or submitted to the courts of competent jurisdiction at the Company's registered address.