

Information on related party agreements in accordance with article L.225-42-1 of the French Commercial Code

At its meeting held on 28 March 2019, the Company's Board of Directors gave its prior authorisation, on the recommendation of the Nomination and Compensation Committee, to the following related party agreements applicable to the Chairman and CEO Dominique Cerutti and to Senior Executive Vice President Europe and Delegate Director Cyril Roger.

1- 2018 and 2019 Variable Long-term Incentive Plans – Units of value awarded to the Chairman and CEO and the Senior Executive Vice President Europe and Delegate Director

Dominique Cerutti's mandate as director will be submitted to the shareholders' meeting of 15 May 2019 for renewal. The Board of Directors has decided to take this opportunity to clarify and restrict the unique cases in which the presence condition shall be deemed satisfied, when officer duties are revoked. Consequently,

- in the event of revocation (other than for gross misconduct) of the beneficiary during the vesting period of the units of value, the presence condition will be deemed satisfied and the units of value to be attributed to the beneficiary will be determined, based on the plan's predefined performance objectives, on a *pro rata temporis* basis.
- in the event of revocation (other than for gross misconduct) of the beneficiary during the vesting period of units of value following a change of control of the Company, the presence condition will be deemed satisfied and the units of value to be attributed to the beneficiary will be determined, based on the plan's predefined performance objectives.

The Board of Directors decided to align cases where the presence condition shall be deemed satisfied for the 2018 Variable Long-term Incentive Plans attributed by the Board of Directors held on 5 September 2018.

The performance conditions remain in effect; therefore variable long-term compensations will only be paid at the end of the vesting periods for the relevant units of value and after the Board of Directors has assessed fulfilment of performance targets.

In accordance with article L. 225-42-1 of the French Commercial Code, this commitment made by the Company to the Chairman and CEO and to the Senior Executive Vice President Europe and Delegate Director relating to cases where the presence condition shall be deemed satisfied, prior authorised by the Board of Directors, will be submitted for shareholder approval at the General Meeting of 15 May 2019.

2- Non-compete commitment of the Chairman and CEO

As renewal of Dominique Cerutti director mandate is submitted to the shareholders' meeting to be held on 15 May 2019, the Board of Directors decided at its meeting held on 28 March 2019, on the recommendation of the Nomination and Compensation Committee, to subject the Chairman and CEO to a 12-month non-compete agreement compliant with the law and the recommendations of the AFEP-MEDEF Code. In consideration of his observance of this non-compete agreement, Dominique Cerutti could receive (if he ceases to be Chairman and CEO or Chief Executive Officer of the Company after a voluntary or non-voluntary departure, for any reason whatsoever) a monthly compensation equal to one twelfth of his annual gross compensation (calculated based on the average fixed and variable annual compensation paid over the 36 months preceding the date on which the officer's duties end). The Board of Directors may unilaterally waive the right to rely on the clause.

In accordance with article L. 225-42-1 of the French Commercial Code, this non-compete commitment, has been prior authorised by the Board of Directors, and will be submitted for shareholder approval at the General Meeting of 15 May 2019.

All governance practices and compensation components awarded to the Company's corporate officers are described in detail in the Reference Document available on the Company website (<http://www.altran.com/fr>). The 2018 Reference Document will be available on 23 April 2019.

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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