

Acquisition of Aricent by Altran

Creating the undisputed global leader in Engineering and R&D services

November 30th, 2017

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Information relating to Aricent set out in this presentation have been prepared based on information provided to Altran by Aricent within the context of the acquisition process. These financial figures have not been audited or reviewed by Aricent's auditors. Combined financial data provided in this presentation regarding the potential combined group of Altran and Aricent has been neither audited nor reviewed by Altran's auditors. Moreover, readers should consult the registration document of Altran, registered with the AMF under no. D. 17-0223 on 24 March 2017 (the "Registration Document"), which is available free of charge from the AMF's website at www.amf-france.org and from Altran's website at www.altran.com/us/en/finance/regulated-information. The Registration Document includes a detailed description of Altran, its business, strategy, financial condition, results of operations and risk factors. Readers' attention is drawn to Chapter 4 "Risks" of the Registration Document. The materialization of all or any of these risks may have an adverse effect on Altran's operations, financial conditions, results or objectives, or the market price of Altran shares.

Today's presenters



Dominique Cerutti *Chairman and CEO*



Albin Jacquemont Executive Vice-President and CFO



Frank Kern CEO of Aricent

Announcing the creation of the undisputed global leader in Engineering and R&D services

Unmatched scale and scope

Leadership across industry verticals

Superior expertise in key technology domains

Premier ER&D global delivery

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01.

Executive summary: a landmark combination in the Engineering and R&D space

Transaction highlights

Aricent, a digital leader in design and engineering services	 Leading global ER&D services provider with deep engineering expertise in Telecom, Semiconductors and Software & Internet Superior horizontal capabilities in design, digital and software, enabling expansion across multiple industries Headquartered in Santa Clara, California, catering to global blue-chip clients Revenues of \$687m and EBITDA of \$192m (27.9% margin) over the LTM June 2017 period* 		
Compelling Valuation	 Enterprise Value of ca.€1.7bn**/\$2.0bn, implying multiples below Altran's current trading levels 10.6x LTM Jun-17 EBITDA pre-synergies, 8.0x LTM Jun-17 EBITDA post run-rate synergies*** 		
Creating shareholder value	 Enhanced financial profile; <i>Altran 2020. Ignition</i> financial objectives realized as early as 2018 EPS accretive in Year 1^{****} and double-digit EPS accretion based on run-rate synergies Synergies: EBITDA run-rate impact of > €50m achieved in Year 3 		
Full financing package	 Contemplated post-closing financing structure: €/\$ term loans and €750m rights issue, subject to usual conditions, including shareholders' approval, works council consultation and market conditions Standby commitment to underwrite the rights issue from a pool of banks Altran main shareholders, Apax Partners and founding shareholders, have confirmed their support of the transaction, their commitment to vote in favor of the rights issue at the EGM and their intention to participate pro-rata in the rights issue Rapid deleveraging and return below 2.5x leverage after 2 years***** 		
Expected closing of acquisition in Q1 2018	 Closing of Aricent's acquisition is subject to customary closing conditions and regulatory approvals Extraordinary Shareholders' Meeting to authorize the rights issue to be convened 		
	aptions aligned to Altran's definitions of financial aggregates when possible (including end to Altran's definitions of financial aggregates when possible (including end to Altran's definitions and pre-implementation costs depending on right issue conditions end or conditions and pre-implementation costs depending on right issue conditions.		

** Using FX EUR/USD of 1.18

*** Based on run-rate synergies of > €50m, using FX EUR/USD of 1.18

***** Proforma for the €750m capital increase to be realized in 2018, subject to usual conditions including shareholders' approval, works council consultation and market conditions

Strategic rationale

The ER&D services industry: fast-evolving structure and accelerating growth

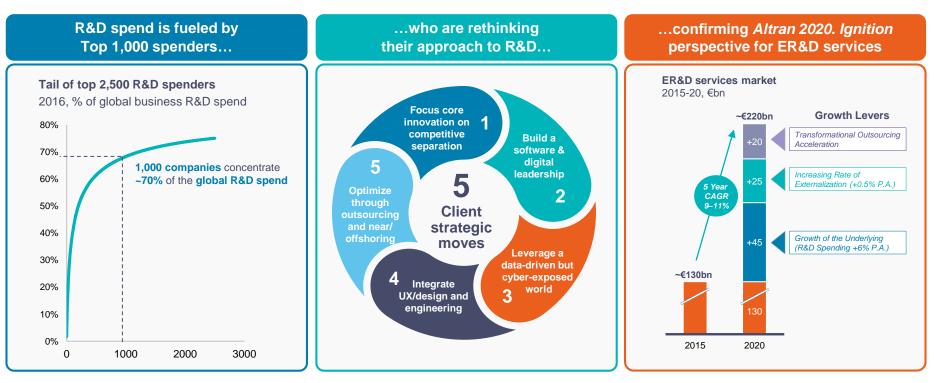
Creation of the undisputed global leader in ER&D services with scale and scope, multi-industry expertise, technology skills, global delivery

Best-in-class proforma financial profile with enhanced profitability and cash generation

Strong complementaries, shared vision and cultural fit enabling strategic development and compelling synergies

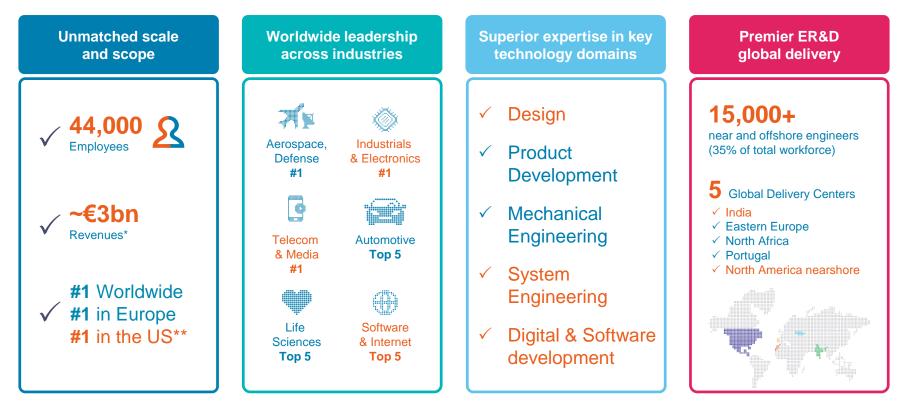
Altran 2020. Ignition goals achieved as early as 2018, competitive advantage to capture growth

ER&D industry: fast-evolving structure and accelerating growth



10 Source: European Commission - 2016 EU Industrial R&D Investment Scoreboard, McKinsey, Zinnov, Altran

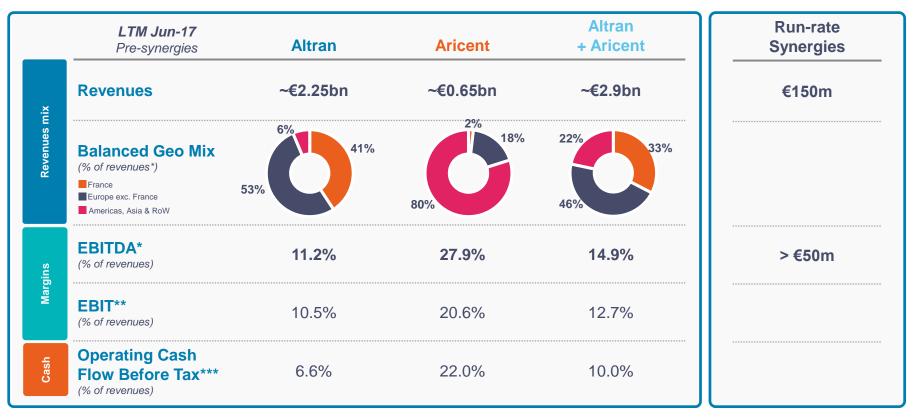
Creating the undisputed global leader in ER&D services



Orange font: Aricent impact

11 *Based on combined LTM Jun-17 revenue pro-forma of €2.9 billion: for Altran pro-forma for full-year impact of acquisitions and for Aricent pro-forma for full-year impact of software deals ** Excluding Financial Services

Best-in-class financial profile enhanced by compelling synergies



Financials for Altran based on LTM Jun-17, proforma for 2017 acquisitions and disposals. Financials for Aricent based on LTM Jun-17, proforma for run-rate impact of software deals, and converted into \in using effective historical average FX EUR/USD of 1.0901 * Defined as EBIT plus Depreciation and Amortization

** Based on Altran's EBIT definition (which does not include Goodwill Impairment, Amortization Related to Intangible Assets Recognized in the Context of Business Combinations and Non-Recurring Income and Expenses)

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*** Defined as EBITDA + Share Based Compensation Expense (non-cash) - Cash Non-Recurring Income and Expenses +/- Change in Net Working Capital - Capex. Impact of variations in exchange rates (+\$3m) has not been considered in the Aricent Operating Cash Flow Before Tax

Early achievement of *Altran 2020. Ignition* strategic plan in 2018, providing decisive competitive advantage to Altran

	Operating model	Financial objectives
Augmented value	 Reinforcing Altran World Class Center capabilities Iconic Design brand and positioning IP framework and monetization 	Revenues > €3bn
Industrialized GlobalShore	 Industrialized delivery supply chain Proven ability to engage and deliver large outsourcing deals 15,000 engineers across 5 Global Delivery Centers 	 EBIT* ~13% of revenues
Geographic Expansion	 #1 in the United States*** with preferred access to blue chips clients 	 FCF** 7% of revenues

Significant headstart vs. competitors in building the best operating model to capture growing demand

*** Excluding financial services

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^{*} EBIT defined as Operating Income on Ordinary Activities before non-recurring items, Goodwill and customer relationship amortization ** Former definition of Altran FCF, defined as EBITDA – other operating items – Change in Working Capital – Tax paid – Capex

02.

Aricent: an acquisition perfectly matching Altran's strategy

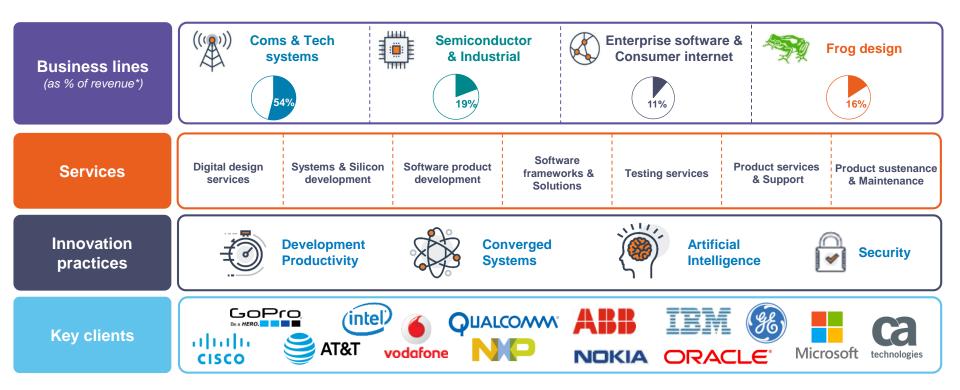
Aricent: a digital leader in design and engineering services

Aricent is a leading provider of ER&D services	 Global engineering services and design leader Key business differentiators: World class design and customer experience capabilities Deep expertise in key emerging technologies Scalable and industrialized delivery model Market leader in shaping transformational deals with clients Successful IP-based model Long-standing relationships with top technology market leaders Close to 70% of revenues in the North American market Strong leadership team with deep expertise and longstanding experience in large-scale organizations
Global delivery model	 24 engineering centers and design studios worldwide Premier capabilities in India (8,500 engineers) ~10,500 employees of which: ~9,200 engineers ~600 designers

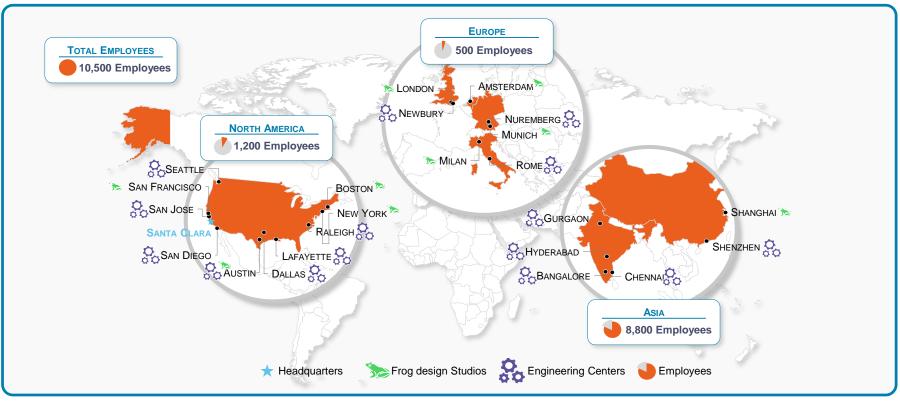
A platform repositioned for robust growth

In depth and successful transformation					
2013- 2014 2015-2016 2017 onwards					
Transformed their historical footprint	Added Semiconductor and Software industry expertise	Further industry diversification			
Rationalized footprint • Exited IT services • Compressed lower-value services • Closed regions • Reduced their exposure to Telco	 Diversified industries Acquired chip design company Penetration of Software industry, major IP / long term partnership with key clients 	 Capturing the Digital opportunity and accelerating position in software/high tech industry Leveraging design-integrated 			
Enhanced operations & sales • Drove operational metrics	Implemented new business model Focused on larger deals Implemented service lines 	 engineering model Benefiting from position in high growth industries 			
Upgraded sales talentRedefined culture for client centricity	Strengthened leadership team	 Focusing on large, value-based client partnerships 			

Integrated capabilities supporting market leadership



Global/North American footprint with global offshoring support



18 Source: Company information

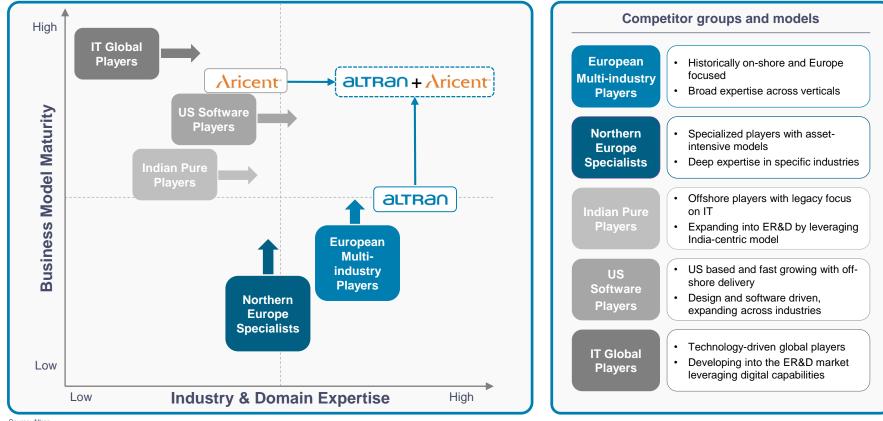
Aricent is positioned in key industries carrying solid growth drivers

Industries	(((()))) Communications & Technology systems	Semiconductor & Industrial	Enterprise software & Consumer internet	Rest of the addressable market
Market growth expectations (2017-20 CAGR)	5-10%	5-10%	>10%	5-10%
Solid underlying growth drivers	 Networking Equipment: 5G rollout, Software-Defined Networks, Edge computing, Legacy products transformation Computing and Storage: Big Data & Al, Security, Hyper converged structure Network operators and service providers: software enabled network, IoT & Smart everything, OTT penetration 	 Semiconductor: Multiplication of application specific chips Industrial: Shift to industrial automation and industrial IoT Clients committed to increase outsourcing to maximize ROI and improve time-to-market Semiconductors consolidation favoring large service providers 	 New technologies: AI, Machine/Deep-Learning, Cybersecurity Significant growth of client R&D budgets Large transformational deals for product R&D transformation (e.g. for shift to cloud) 	 Growth driven by transforming industries such as Automotive, Life Sciences Increasing penetration of ER&D services Increasing need for expertise in digital & emerging technologies (e.g. Al, IoT) Convergence of design and engineering

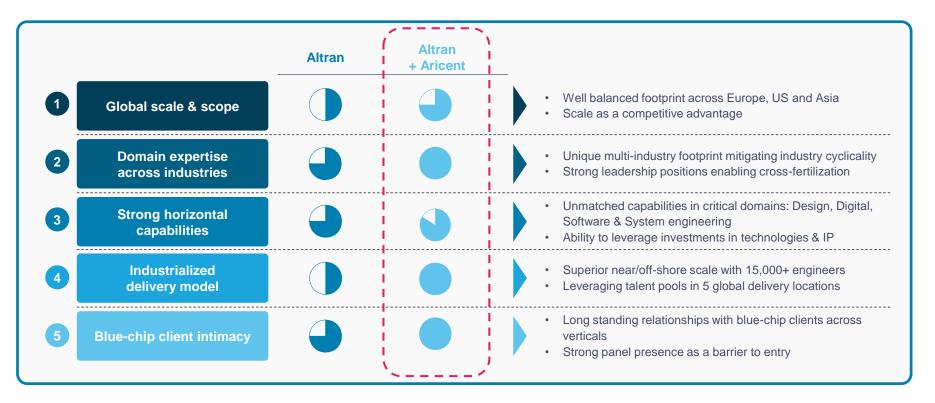
03.

Altran + Aricent: a unique leadership position, outpacing competition

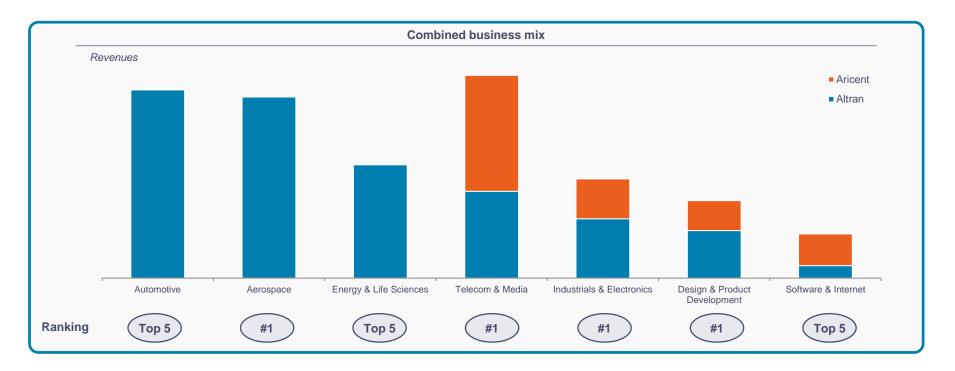
Strategic competitive playing fields; Altran in a unique position



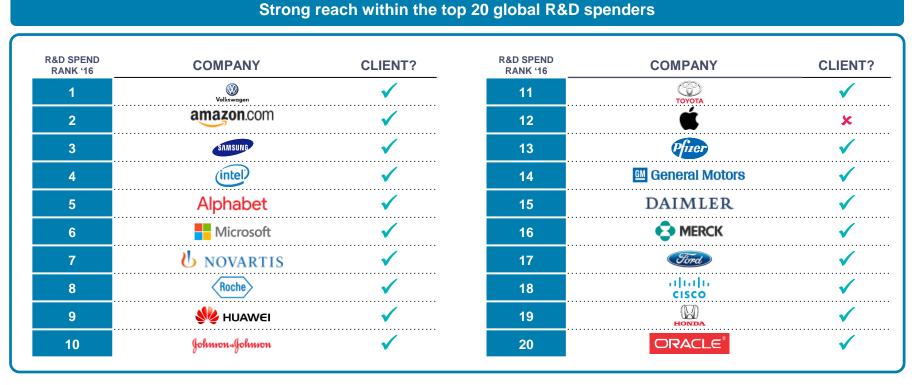
Top combined scores across the 5 market leadership criteria



Unique multi-industry expertise with global leadership positions

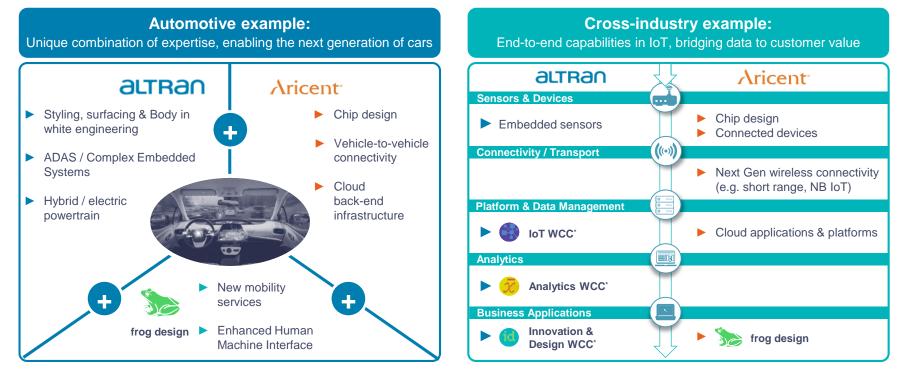


First class access to blue-chip clients

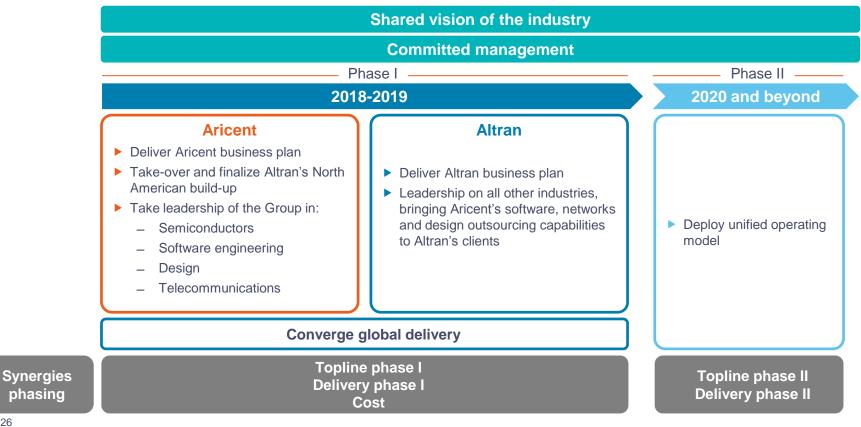


24 Source: European Commission - 2016 EU Industrial R&D Investment Scoreboard, Altran

Enhanced value proposition leveraging best of both expertise, paving the way for topline synergies



An integration model enabling an immediate capture of synergies

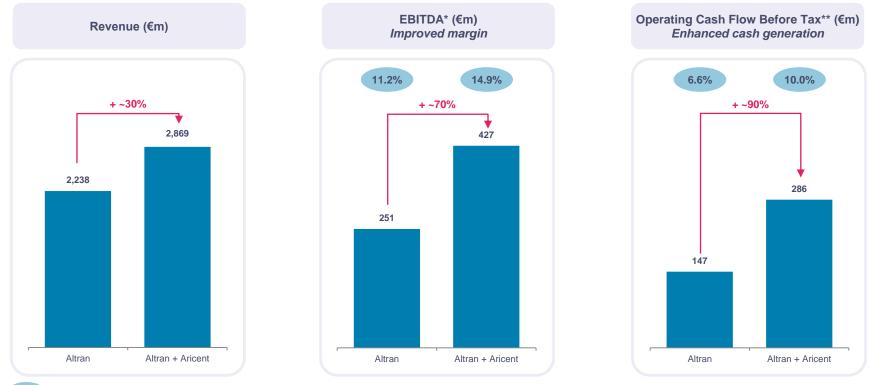


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04.

A value-enhancing transaction and a rapid deleveraging profile

Enhanced financial profile (Pro Forma LTM June 2017)



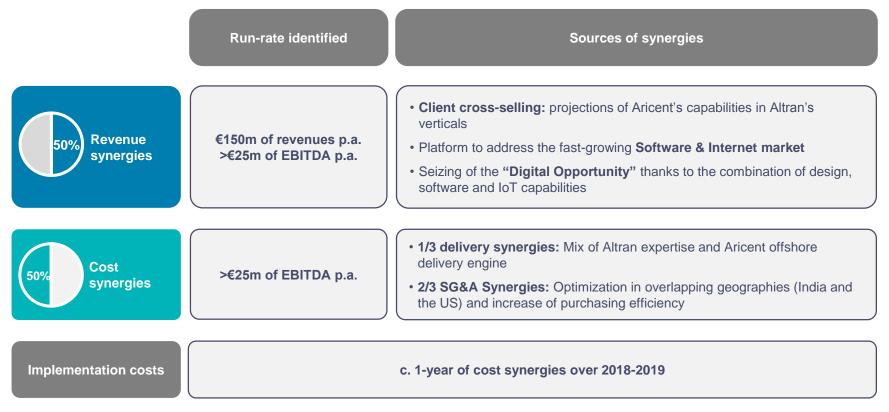
> % revenues

28

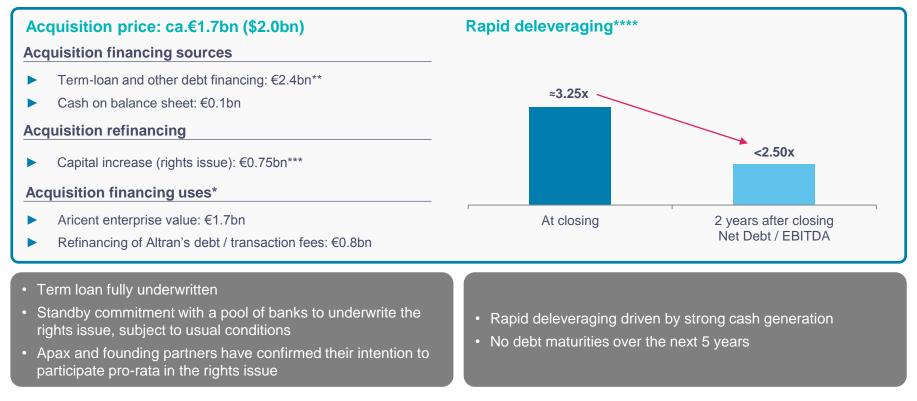
Financials for Altran based on LTM Jun-17, proforma for 2017 acquisitions and disposals. Financials for Aricent based on LTM Jun-17, proforma for run-rate impact of software deals, and converted into \in using effective historical average FX EUR/USD of 1.0901 over LTM Jun-17 * Defined as EBIT plus Depreciation and Amortization

** Defined as EBITDA + Share Based Compensation Expense (non-cash) – Cash Non-Recurring Income and Expenses +/- Change in Net Working Capital – Capex. Impact of variations in exchange rates (+\$3m) has not been considered in the Aricent Operating Cash Flow Before Tax.

>€50m EBITDA run-rate synergies to be delivered within 3 years



Strong cash generation with rapid deleveraging



^{*} Using FX EUR/USD of 1.18

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- ** Subject to corporate authorizations and works council consultation
 - *** Subject to usual conditions including shareholders approval, works council consultation and market conditions

**** Proforma for the €750m capital increase to be realized in 2018, subject to usual conditions including shareholders' approval, works co uncil consultation and market conditions

A value-enhancing transaction

Enhanced financial profile	 Strengthened topline and growth profile Improved profitability and cash generation
Synergies	 Compelling synergies > €50m EBITDA Run-rate synergies achieved over 3 years
EPS accretion	• EPS accretion in Year 1 and double-digit EPS accretion based on run-rate synergies
Rapid deleveraging	 Strong cash flow generation allowing for rapid deleveraging Return below 2.5x* leverage after 2 years and further deleveraging afterwards
Shareholder remuneration	Consistent with past practices, based on pre-PPA earnings

Contemplated next steps

Extraordinary General Meeting	
Regulatory approvals	Q1 2018
Transaction closing	
FY 2017 results announcement	28 Feb.
Rights issue launch*	March/June 2018
Investor day	Mid 2018

Investment proposition

The ER&D services industry: fast-evolving structure and accelerating growth

Creation of the undisputed global leader in ER&D services with scale and scope, multi-industry expertise, technology skills, global delivery

Best-in-class proforma financial profile with enhanced profitability and cash generation

Strong complementaries, shared vision and cultural fit enabling strategic development and compelling synergies

Altran 2020. Ignition goals achieved as early as 2018, competitive advantage to capture growth



Aricent financial overview

LTM Jun-2017 – Pre- synergies (in €m)	Aricent financials	Run-rate impact of software deals	Aricent proforma financials	
Revenues	583	48	631	
EBITDA* (% of revenues)	141 24.1%	35	176 27.9%	
D&A	(32)	(14)	(46)	
EBIT** (% of revenues)	108 18.6%	21	130 20.6%	Excluding futu ca\$250m over
Operating Cash Flow Before Tax*** (% of revenues)	104 17.8%	35	139 22.0%	the software d

Excluding future payment of ca\$250m over upcoming 4 years for the software deals acquired IP****

Assuming EUR/USD exchange rate of 1.0901 (effective Jun-17 LTM average)

* Defined as EBIT plus Depreciation and Amortization

** Based on Altran's EBIT definition (which does not include Goodwill Impairment, Amortization Related to Intangible Assets Recognized in the Context of Business Combinations and Non-Recurring Income and Expenses)

*** Defined as EBITDA + Share Based Compensation Expense – Cash Non-Recurring Income and Expenses +/- Change in Net Working Capital – Capex. Impact of variations in exchange rates (+\$3m) has not been considered in the Aricent Operating Cash Flow Before Tax.

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LTM Financials as of 30-June-2017

Table A: Revenue, EBITDA, and EBIT

In €m, LTM as of 30-Jun-17	Altran**	Aricent	Combined
Revenue reported	2,191.6	582.6	2,774.2
Pro-forma full-year impact of software deals	-	47.9	47.9
Pro-forma full-year impact of acquisitions	46.4	-	46.4
Revenue pro-forma	2,238.0	630.6	2,868.6
EBITDA	246.4	140.7	387.1
EBITDA margin	11.2 %	24.1 %	14.0 %
Pro-forma full-year impact of software deals	-	35.3	35.3
Pro-forma full-year impact of acquisitions	4.9	-	4.9
EBITDA pro-forma	251.3	176.0	427.2
EBITDA pro-forma margin	11.2 %	27.9 %	14.9 %
EBITDA	246.4	140.7	387.1
D&A***	(14.8)	(44.3)	(59.1)
D&A (related to business combinations)	-	12.0	12.0
Net retirement obligation accruals	0.2	-	0.2
EBIT****	231.8	108.3	340.1
EBIT margin	10.6 %	18.6 %	12.3 %
Pro-forma full-year impact of software deals	-	21.5	21.5
Pro-forma full-year impact of acquisitions	3.7	-	3.7
EBIT pro-forma	235.5	129.8	365.3
EBIT pro-forma margin	10.5 %	20.6 %	12.7 %

Note: all Aricent's financials adjusted to conform to Altran's definitions and converted from USD to EUR at the average EURUSD rate over the twelve months preceding 30-Jun-2017 of 1.0901

* "LTM" stands for Last Twelve Months, i.e. the twelve months preceding 30-Jun-2017

** US utilities business is considered as discontinued (IFRS5)

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*** Aricent's D&A relate only to fixed assets. Altran's D&A include depreciation of fixed assets, provisions for current assets and provisions for risks and charges

**** EBIT defined as Operating income on ordinary activities as per Altran filings (i.e. does not include goodwill impairment, amortization related to Intangible assets recognized in the context of business combinations and non-recurring income and expenses)

LTM* Financials as of 30-June-2017

Table B: Altran Operating Cash Flow Before Tax

In €m, LTM as of 30-Jun-17	Altran**
Operating income (IFRS5)	202.1
Goodwill depreciation & intangible rights amortization	7.0
Net operating depreciation and provisions	21.1
Other non-cash items	(10.1)
Cash operating income	220.1
Change in Net Working Capital	(31.0)
Capital expenditure	(46.4)
Proceeds from tangible & intangible asset disposals	(0.7)
Operating cash flow before tax	142.0
Operating cash generation as % of revenue	6.5 %
Pro-forma full-year impact of acquisitions	4.9
Operating cash flow pro-forma before tax	146.9
Operating cash generation pro-forma as % of revenue pro-forma	6.6 %

Table C: Aricent Operating Cash Flow Before Tax

In €m, LTM as of 30-Jun-17	Aricent
EBITDA	140.7
Non cash items	2.7
Non-recurring items	(11.6)
Change in Net Working Capital	(12.4)
Capital expenditure	(15.8)
Operating cash flow before tax	103.7
Operating cash generation as % of revenue	17.8 %
Pro-forma full-year impact of software deals	35.3
Operating cash flow pro-forma before tax	139.0***
Operating cash generation pro-forma as % of revenue pro-forma	22.0 %

Table D: Combined Operating Cash Flow Before Tax

In €m, LTM as of 30-Jun-17	Altran**	Aricent	Combined
Operating cash flow	142.0	103.7	245.7
Operating cash generation as % of revenue	6.5 %	17.8 %	8.9 %
Pro-forma full-year impact of software deals	-	35.3	35.3
Pro-forma full-year impact of acquisitions	4.9	-	4.9
Operating cash flow pro-forma	146.9	139.0***	285.9
Operating cash generation pro-forma as % of revenue pro-forma	6.6 %	22.0 %	10.0 %

Note: all Aricent's financials adjusted to conform to Altran's definitions and converted from USD to EUR at the average EURUSD rate over the twelve months preceding 30-Jun-2017 of 1.0901

* "LTM" stands for Last Twelve Months, i.e. the twelve months preceding 30-Jun-2017

** US utilities business is considered as discontinued (IFRS5)

*** Excluding future payment of ca.\$250m over upcoming 4 years for the software deals acquired IP; fully reflected in the offer price of Aricent

LTM* Financials as of 30-June-2017

Table E: Aricent Key Financials in \$m

In \$m, LTM as of 30-Jun-17	Aricent
Revenue pro-forma	687.4
EBITDA pro-forma	191.8
EBITDA pro-forma margin	27.9 %
EBIT pro-forma	141.5
EBIT pro-forma margin	20.6 %
Operating cash flow pro-forma	151.5
Operating cash generation pro-forma as % of revenue pro-forma	22.0 %

³⁸ Note: all Aricent's financials adjusted to conform to Altran's definitions

^{* &}quot;LTM" stands for Last Twelve Months, i.e. the twelve months preceding 30-Jun-2017