



WAVESTONE

**Combined Ordinary and Extraordinary
Shareholders' General Meeting**

July 26, 2018

Speakers



Michel Dancoisne

Chairman of the Supervisory Board



Pascal Imbert

CEO



Patrick Hirigoyen

Director General



Tiphane Bordier

Finance Director



Olivia Gueguen

Meeting Secretary

Ordre du jour

- / A Management Board Report (activity)
- / B Q1 revenue and recent news
- / C Management Board Report (other information)
- / D Corporate governance report
- / E Statutory Auditors' Reports
- / F Question and answer session
- / G Vote on the resolutions



/ A

Management Board Report (activity)



In a world where permanent evolution is the key to success, Wavestone's mission is to enlighten and partner business leaders in their most critical decisions.



Tier one clients
leaders in their industry



2,800 professionals
across 8 countries



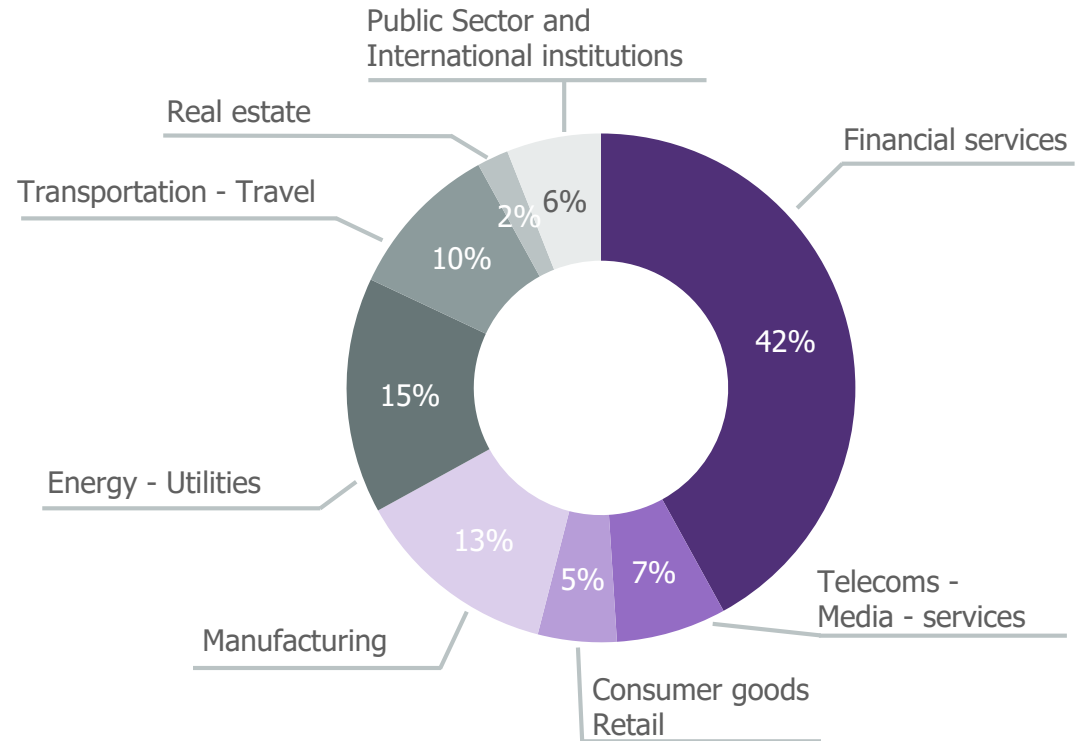
Among the leading independent
consultancies in Europe,
n°1 in France

Paris | London | New York | Hong Kong | Singapore* | Dubai* | São Paulo*
Luxembourg | Madrid* | Milano* | Brussels | Geneva | Casablanca | Istanbul* | Edinburgh
Lyon | Marseille | Nantes

Top 20 clients – 2017/18

BNP PARIBAS	10%
Societe Generale	9%
EDF	7%
SNCF	5%
La Poste	5%
Credit Agricole	5%
Total	3%
BPCE	3%
Alstom	3%
UGAP	2%
Engie	2%
Sanofi Aventis	2%
Orange	2%
Saint Gobain	2%
SUEZ	2%
AXA	1%
Allianz	1%
AMF	1%
L'Oréal	1%
PSA	1%

Breakdown of revenue by sector 2017/18



Revenue 2017/18

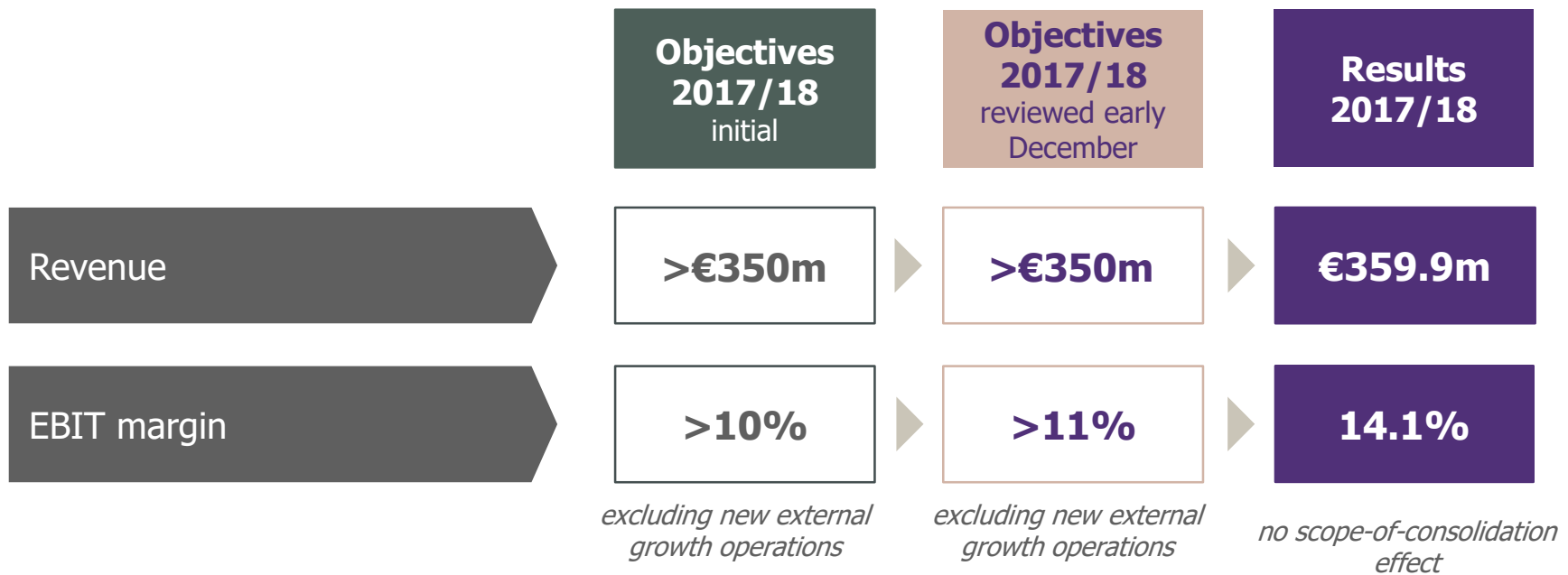
France	89%
International	11%



/ **01**

Highlights of the 2017/18 fiscal year

Outperforming our 2017/18 objectives



6% growth in the firm's workforce



Workforce comprising **2,793 employees** at March 31, 2018

- > compared with 2,628 at March 31, 2017



A **solid recruitment picture**, outperforming the annual hiring plan, despite an extremely competitive labor market

- > nearly 700 hires, compared with a target of 600



A **staff turnover of 16% in 2017/18**



Great
Place
To
Work[®]

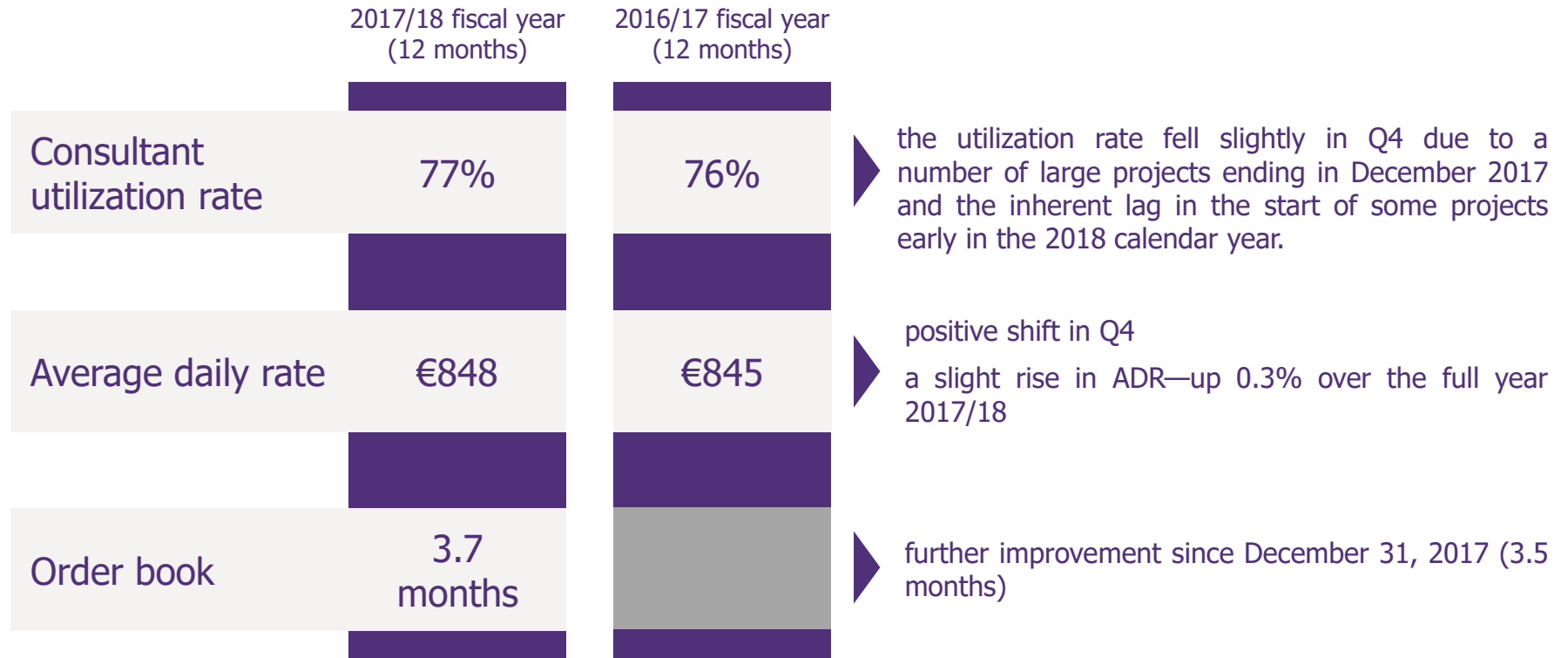
Best Workplaces[™]

500 à 5000 salariés

FRANCE

2018

Improving operating indicators





/ 02

Annual results 2017/18

EBIT margin 14.1%

Consolidated data ¹ at 03/31 (€m)	2017/18	2016/17	Change
Revenue	359.9	338.7	+6%
EBIT	50.6	38.7	+31%
<i>EBIT margin</i>	<i>14.1%</i>	<i>11.4%</i>	
Amortization of client relationships	(2.5)	(2.5)	
Other operating income and expenses	(1.3)	(0.6)	
Operating income	46.8	35.6	+31%
Cost of net financial debt	(1.9)	(2.1)	
Other income and expenses	(1.0)	(0.4)	
Income tax expenses	(17.3)	(13.1)	
Group share of net income	26.6	20.1	+33%
<i>Net margin</i>	<i>7.4%</i>	<i>5.9%</i>	

¹ There are no changes to report in the scope of consolidation between the two periods

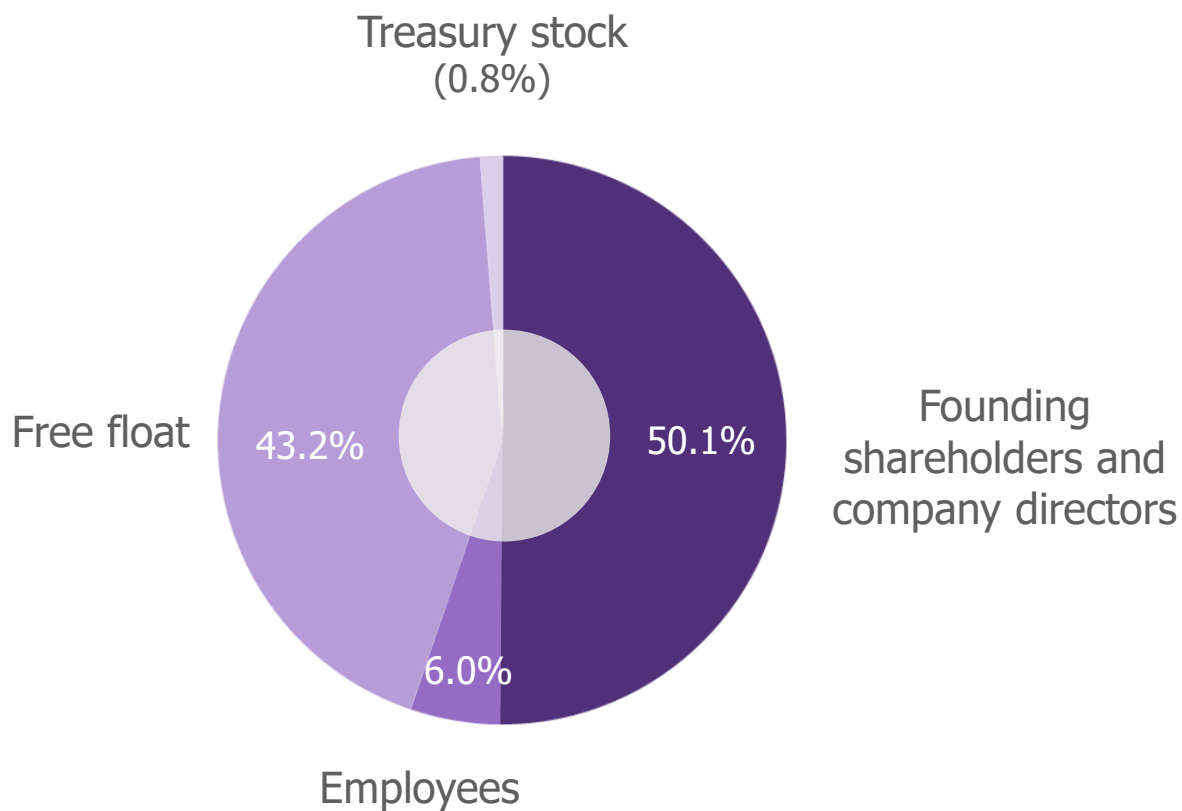
A reduction of more than €20m in net debt

Consolidated data (€m)	2017/18 (03/31/2018)	2016/17 (03/31/2017)	Consolidated data (€m)	2017/18 (03/31/2018)	2016/17 (03/31/2017)
Non-current assets	157.1	164.0	Shareholders' equity	130.2	104.1
of which goodwill	118.9	119.8	of which minority interests	0	0
Current assets	152.2	130.8	Non-financial liabilities	144.4	134.2
of which trade receivables	123.9	111.2	Financial liabilities	86.7	95.2
Cash and cash equivalents	52.1	38.7	of which less than one year	16.7	9.4
TOTAL ASSETS	361.3	333.5	TOTAL LIABILITIES	361.3	333.5

Net debt: €34.6m

compared with €56.5m net debt at March 31, 2017

Breakdown of share capital at March 31, 2018



Number of shares **4,966,882¹**

Potential net dilution of treasury stock
2.02%¹

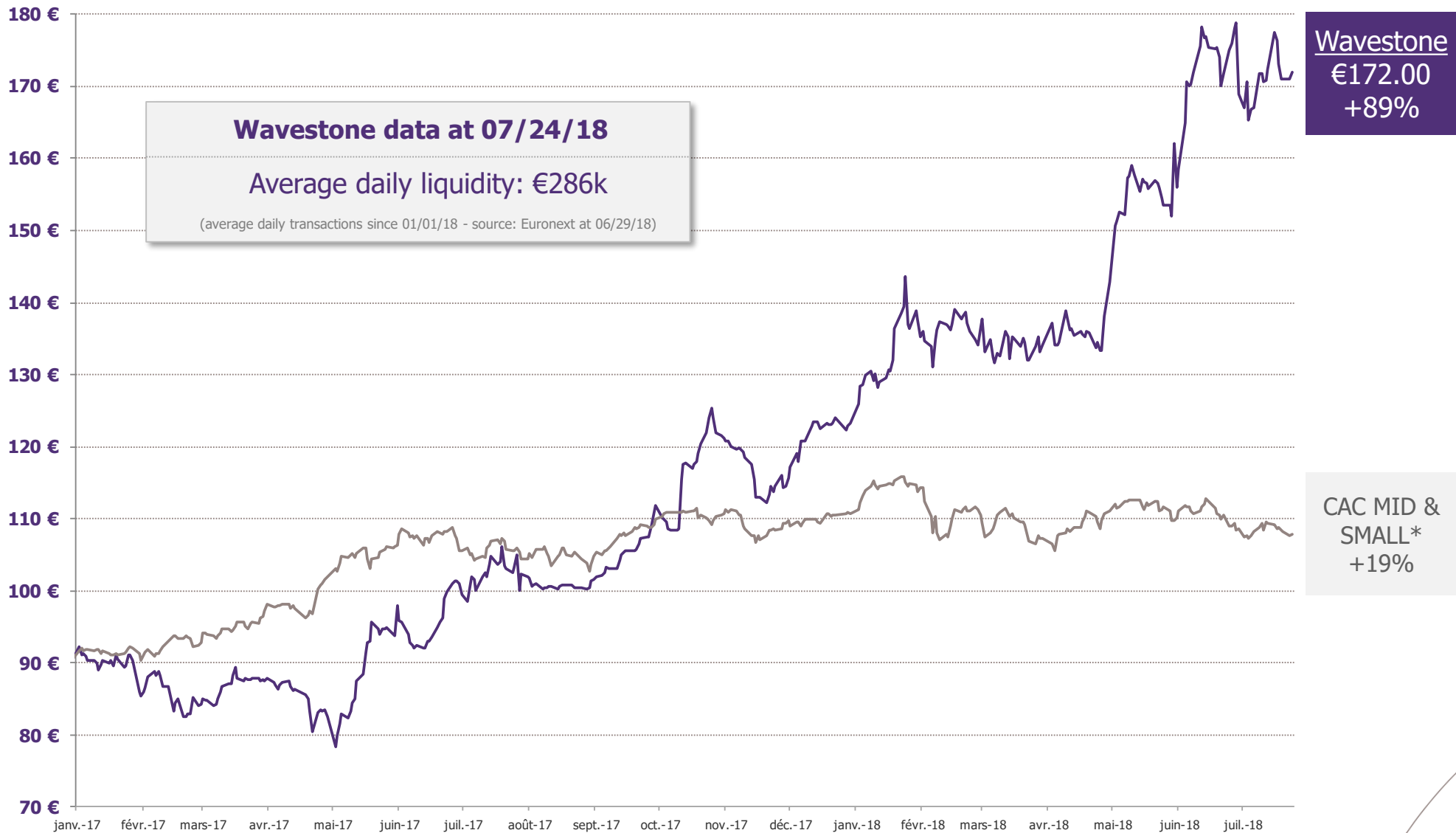
Proposals to the shareholders' annual general meeting of 07/26/2018
**dividend of €0.81 per share (+33%)
par/nominal value of shares to be
divided by four**



CAC MID & SMALL - CAC SMALL
CAC SOFT. & C.S. - CAC TECHNOLOGY
ENTERNEXT PEA-SME 150
ENTERNEXT TECH 40 - GAÏA INDEX

¹ Following the capital increases that took place on June 29 and July 20 (as a result of free share allocation), the number of Wavestone shares is now 5,049,123. The potential net dilution of treasury stock now stands at 0.49%.

Wavestone's share value has increased by +89% since early 2017



* CAC Mid & Small rebased on Wavestone's opening price at December 31, 2016



/ 03

Outlook

The acquisition of Xceed Group in April 2018



A consulting firm that specializes in leading **IT transformations** for **major banks and financial institutions**



Accelerating **international expansion**, in line with Wavestone's 2021 strategic plan

- › strengthening of the London and New York offices



Details of the operation

- › acquisition of a **100% stake** in Xceed Group
- › buying price: **~£11.5m — the value of the business** (+up to an additional £5m, depending on the company's performance in the coming year)
- › financed in cash through bank loans
- › consolidated on April 1, 2018

XCEED

A WAVESTONE COMPANY

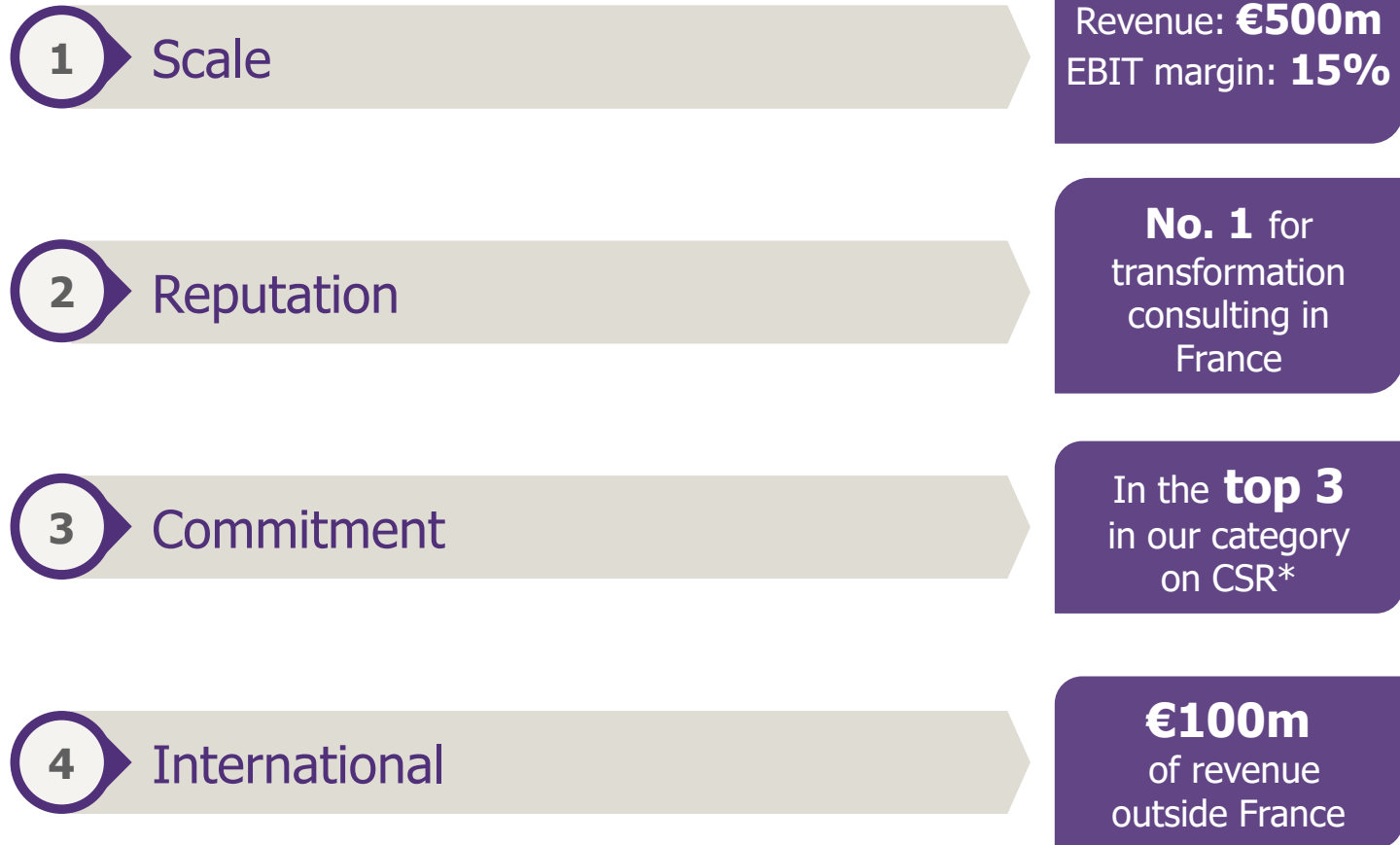
~60 employees
(London and New York)

**2017 consolidated revenue of
£13.3m***
(about €15.3m)

**Adjusted 2017 EBITDA
greater than 20%**

** at 11/30/2017*

Direction—Wavestone 2021



2021
WAVESTONE



* Gaïa-Index ranking

A business environment marked by growing confidence



Growth firmly driven by digital and innovation

- > the customer journey, new ways of working, modernization of the public sector, new business models
- > the internet of things, cybersecurity, artificial intelligence



Especially promising sectors

- > financial services, manufacturing, energy, public



Increasingly large projects

- > scale-up, increasing number of M&A operations



...but recruitment and talent retention is becoming a major theme

Our priorities for the 2018/19 fiscal year

1

Human resources and operational performance

2

The strengthening of Wavestone's brand in the market

3

Key market transformations

The bank of the future

Energy transition

Autonomous vehicles and new forms of mobility

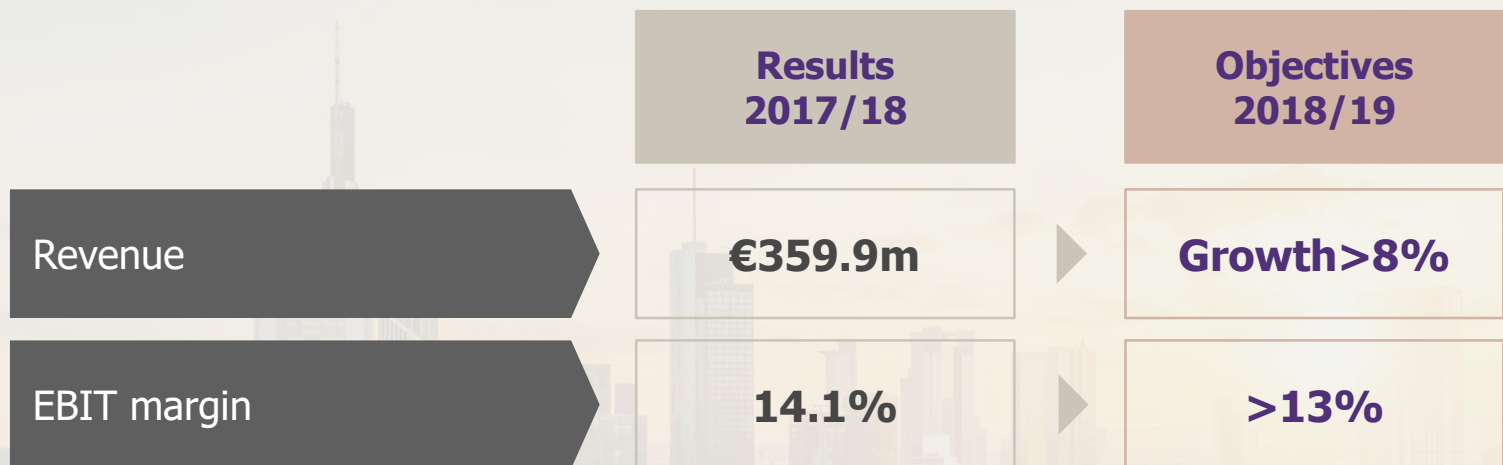
Modernization of the public sector

4

International



2018/19 objectives



including Xceed and excluding new acquisitions



/ B

Q1 revenue and recent news

Solid growth in Q1 2018/19: +12%

Revenue	2018/19	2017/18	Change	Change on a constant forex basis	Change at constant scope ¹ and on a constant forex basis
<i>In €m - unaudited consolidated data</i>					
Q1	95.9	85.4	+12%	+13%	+9%

¹UK firm, Xceed, has been consolidated since April 1, 2018

- / An increase of +12% compared with Q1 2017/18; 13% on a constant forex basis
- / Organic growth (at constant scope and on a constant forex basis) of +9%

Positive operating indicators

	Q1 2018/19 (3 months)	2017/18 fiscal year (12 months)	
Consultant utilization rate	78%	77%	► Utilization rates rose in Q1 2018/19
Average daily rate (ADR)	€869	€848	► Sales prices up 2.5%, following the positive signs of previous months
Order book	3.6 months	3.7 months	

Continued expansion of the workforce, but increasing concerns over staff turnover

/ A solid recruitment picture

- › in line with the firm's roadmap (of more than 600 hires)
- › despite an increasingly competitive labor market

/ An upturn in staff turnover rate

- › 21% on a full-year equivalent basis
- › a clear area of focus in the coming months

/ 2,825 employees at June 30, 2018 (including Xceed)

- › compared with 2,793 at March 31, 2018

Xceed: being progressively integrated into Wavestone

- / Integration is on track
 - > despite a slowdown in Xceed's activity over the period
 - > contracts for the first joint projects are now signed
- / The relocation of Xceed's teams to Wavestone's London office during the summer
 - > relocation is already complete in New York
- / Switchover to the Wavestone brand immediately after the summer

XCEED
A WAVESTONE COMPANY



Confirmation of 2018/19 objectives

- / A solid and better than expected start to 2018/19
 - > strong levels of activity and sustained growth in prices
- / Q2 may prove more challenging
 - > staff turnover must be brought back under control
 - > a risk of a decline in activity levels during the summer and immediately after
- / Annual financial targets are fully confirmed

	Results 2017/18	Objectives 2018/19
Revenue	€359.9m	Growth >8%
EBIT margin	14.1%	>13%

including Xceed and excluding new acquisitions



/ C

Management Board Report (other information)

Other key information from the Management Board Report

- Merger of Moroccan subsidiaries
- Free share allocation (executive and employee plans)
- Share buy-back program
- Internal control and risk management
- Corporate responsibility report and certification

p.75

p.81

p.84

p.95

p.104



/ D Corporate governance report



p.144

Management board and company governance

- Biographies of members of the Supervisory Board

p.149

- The functioning and work of the Board

p.152

- Code of corporate governance

p.154

Remuneration of company directors (internal and external directors)

- Summary of the remuneration of company directors

p.155

- Shareholder consultation on the remuneration of company directors (ex post say-on-pay vote)

p.160

- Shareholders consultation on the remuneration of company directors (ex ante say-on-pay vote)

p.162

Other information in the corporate governance report

- Table of delegations of powers relating to capital operations

p.166

- Supervisory Board observations on the Management Board report and accounts

p.170



/ E Statutory Auditors' Reports

Statutory Auditors' Reports

- Report on the consolidated financial statements at 03/31/18
- Report on the annual accounts as at 03/31/18
- Special report on agreements and regulatory commitments

p.202

p.225

p.229



/ F

Question and answer session



/ G Vote on the resolutions

Explanation: use of the handheld voting device

Test of the handheld voting device

Is it July 26?

/ Vote on the resolutions

01 Ordinary part

02 Extraordinary part



Ordinary part (1/2): draft resolutions submitted for approval

Resolution 1

Approval of the company's annual reports and financial statements for the fiscal year ended 03/31/2018

Resolution 2

Approval of the company's consolidated reports and financial statements for the fiscal year ended 03/31/18

Resolution 3

Allocation of net income booked in the company's annual financial statements at 03/31/2018, and the setting of the dividend and its payment date

Resolution 4

Approval of a new regulated agreement

Resolution 5

Approval of the auditors' special report on previously approved regulated agreements and commitments

Resolution 6

Renewal of Mr. Michel Dancoisne's mandate as a member of the Supervisory Board

Resolution 7

Renewal of Mr. Jean-François Perret's mandate as a member of the Supervisory Board

Resolution 8

Vote on all forms of remuneration and benefits due or allocated to the CEO for the fiscal year ended 03/31/18

Ordinary part (2/2): draft resolutions submitted for approval

Resolution 9

Vote on all forms of remuneration and benefits due or allocated to the Director General, a member of the Management Board, for the fiscal year ended 03/31/18

Resolution 10

Vote on all forms of remuneration and benefits due or allocated to the Chairman of the Supervisory Board for the fiscal year ended 03/31/18

Resolution 11

Vote on the policy for remuneration of the CEO in the fiscal year beginning 04/01/18

Resolution 12

Vote on the policy for remuneration of the the Director General, a member of the Management Board, for the fiscal year beginning 04/01/18

Resolution 13

Vote on the policy for remuneration of members of the Supervisory Board and its Chairman for the fiscal year beginning 04/01/18

Resolution 14

Setting of directors' fees to be allocated to members of the Supervisory Board

Resolution 15

The authorization of the Management Board to make an intervention with respect to the company's shares

Resolution 1

> Approval of the company's annual reports and financial statements for the 2017/18 fiscal year



p.250

The purpose of this resolution is to approve the company's **reports and financial statements** for the fiscal year ended March 31, 2018, which show a net income of **€30,557,857**.

Resolution 2

> Approval of the company's consolidated reports and financial statements for the 2017/18 fiscal year



p.250

The purpose of this resolution is to approve the **consolidated reports and financial statements** for the 2017/18 fiscal year.

- Consolidated net income of €26,628,000

Resolution 3

> Allocation of net income related to the 2017/18 fiscal year, and the setting of the dividend and its payment date



The purpose of this resolution is to approve the result for net income of **€30,557,857** and to distribute a dividend of **€0.81 per share**. The dividend will be paid on **08/03/2018**.

- Net income for the fiscal year €30,557,857
- Amount distributed €3,992,758
- Dividend per share €0.81
- Payment of the dividend on 08/03/2018

Resolution 4

> Approval of a new regulated agreement



p.251

The purpose of this resolution is to approve the **agreement entered into** and authorized during the 2017/18 fiscal year, which resulted in the preparation of the statutory auditors' special report.

- Taking into account the duration of the suspension of Mr. Patrick Hirigoyen's employment contract for the calculation of the length of service acquired under his employment contract
- Refer to the statutory auditors' report on regulated agreements and commitments

Resolution 5

> Auditors' special report on previously approved regulated agreements and commitments



p.251

The purpose of this resolution is to approve the statutory auditors' special report on the previously approved agreement, which continued to have effect during the 2017/18 fiscal year, and to note the information relating to this agreement.

- Mr. Michel Dancoisne's employment contract
- Refer to the statutory auditors' report on regulated agreements and commitments

Resolution 6

> Renewal of Mr. Michel Dancoisne's mandate as a member of the Supervisory Board



p.252

The purpose of this resolution is to renew **Mr. Michel Dancoisne's** mandate as a member of the Supervisory Board.

- Duration of the mandate: four years (*i.e. until the Ordinary General Meeting called to approve the financial statements for the 2021/22 fiscal year*).

Resolution 7

> Renewal of Mr. Jean-François Perret's mandate as a member of the Supervisory Board



p.252

The purpose of this resolution is to renew **Mr. Jean-François Perret's** mandate as a member of the Supervisory Board .

- Duration of the mandate: four years (*i.e. until the Ordinary General Meeting called to approve the financial statements for the 2021/22 fiscal year*).

Resolution 8

> Vote on all forms of remuneration and benefits due or allocated to the CEO



The purpose of this resolution is to **approve the fixed and variable components of the total remuneration** and other benefits paid or awarded for the 2017/18 fiscal year to **Mr. Pascal Imbert**, as a result of his mandate as CEO.

- Refer to the corporate governance report

Resolution 9

> Vote on all forms of remuneration and benefits due or allocated to the Director General—a member of the Management Board



The purpose of this resolution is to **approve the fixed and variable components of the total remuneration** and other benefits paid or awarded for the 2017/18 fiscal year to **Mr. Patrick Hirigoyen** as Director General—a member of the Management Board.

- Refer to the corporate governance report

Resolution 10

> Vote on all forms of remuneration and benefits due or allocated to the Chairman of the Supervisory Board



The purpose of this resolution is to **approve the fixed and variable components of the total remuneration** and other benefits paid or awarded for the 2017/18 fiscal year to **Mr. Michel Dancoisne**, as a result of his mandate as Chairman of the Supervisory Board.

- Refer to the corporate governance report

Resolution 11

> Vote on the policy for remuneration of the CEO in the fiscal year beginning April 1, 2018



The purpose of this resolution is to **approve the principles and criteria** for determining and allocating the fixed, variable, and exceptional components of the **total remuneration and benefits** of any kind attributable to **Mr. Pascal Imbert**, as a result of his mandate as CEO for the fiscal year beginning April 1, 2018.

- Refer to the corporate governance report

Resolution 12

> Vote on the policy for remuneration of the Director General, a member of the Management Board, for the fiscal year beginning April 1, 2018



The purpose **of** this resolution is to **approve the principles and criteria** for determining and allocating the fixed, variable, and exceptional **components of the total remuneration and benefits** of any kind attributable to **Mr. Patrick Hirigoyen** as a result of his position as Director General, a member of the Management Board, for the fiscal year beginning April 1, 2018.

- Refer to the corporate governance report

Resolution 13

> Vote on the policy for remuneration of members of the Supervisory Board and its Chairman for the fiscal year beginning April 1, 2018



The purpose of this resolution is to **approve the principles and criteria** for determining and allocating the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable, as a result of their mandate, to the **members of the Supervisory Board and its Chairman** for the fiscal year beginning April 1, 2018.

- Refer to the corporate governance report

Resolution 14

> The determination of the total annual level of directors' fees



The purpose of this resolution is to set **the total annual amount of directors' fees** awarded to the members of the Supervisory Board for the 2018/19 fiscal year.

- The total annual amount of directors' fees for the 2018/19 fiscal year will be €136,000.

Resolution 15

> The authorization of the Management Board to make an intervention with respect to the company's shares



p.254

The purpose of this resolution is to authorize the Management Board to implement a **new share buy-back program** allowing the company to repurchase its own shares.

Objectives

- Cancellations through capital reduction
- Employee shareholding
- Liquidity contract
- Any other appropriate means

Features

- Limited to 10% of the share capital
- Maximum purchase price per share:
 - > €264 for a liquidity contract
 - > €198 in other cases
- Abstinance during a period of public offering except where an intervention is required to meeting a commitment for the delivery of shares
- Duration of 18 months

/ Vote on the resolutions

01 Ordinary part

02 **Extraordinary part**



Extraordinary part: draft resolutions submitted for approval

Resolution 16

Authorization to be given to the Management Board to take action to reduce share capital by canceling shares

Resolution 17

Division by four of the par value of the company's shares and the exchange of each existing share for four new shares in the company; delegation of the relevant powers to the Management Board

Resolution 18

Powers for completion of the necessary formalities

Resolution 16

> Authorization to be given to the Management Board to implement measures to reduce share capital by canceling shares



p.256

The purpose of this resolution is to authorize the Management Board **to cancel shares acquired by the company** up to a limit of 10% of the company's share capital over a 24-month period, and therefore to **reduce the company's share capital accordingly.**

Examples of objectives

- The active management of capital
- Balance sheet optimization
- Compensation of the dilution resulting from a capital increase

Features

- Duration: 18 months

Resolution 17

> Division by four of the par value of the company's shares and the exchange of each existing share for four new shares in the company; delegation of relevant powers to the Management Board



p.257

The Company wants to expand its shareholding by making its shares more accessible and increasing their liquidity. The purpose of this resolution is to **approve the division of the par value of the company's shares by four** and to **exchange each existing share for four new shares** in the company, as well as to approve the relevant powers for the Management Board to implement the division of the par value of the company's shares.

Resolution 18 > Powers for the completion of necessary formalities



The purpose of this resolution is to provide the necessary powers for the accomplishment of the formalities following the Shareholders' General Meeting.

Financial calendar: next events

Oct 11, 2018

Shareholders
Club Meeting

Nov 6, 2018
(after stock market closing)

H1 2018/19
revenue

Nov 22-23, 2018

Salon Actionaria

Dec 4, 2018

H1 2018/19
annual results

PARIS

LONDON

NEW YORK

HONG KONG

SINGAPORE *

DUBAI *

SAO PAULO *

LUXEMBOURG

MADRID *

MILANO *

BRUSSELS

GENEVA

CASABLANCA

ISTANBUL *

EDIMBOURG

LYON

MARSEILLE

NANTES

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