

# convening notice

## Combined General Meeting 2015

### **The shareholders of Atos SE**

Are summoned by the Board of Directors  
to the Combined General Meeting held:

### **On Thursday May 28<sup>th</sup>, 2015**

At 2:30 p.m

At the registered offices of the Company  
River Ouest - 80 quai Voltaire - 95870 Bezons  
The meeting will be held in the auditorium

### **Atos SE**

Registered offices : River Ouest - 80 Quai Voltaire - 95870 Bezons  
Siren 323 623 603 RCS Pontoise - European Company with Board of Directors with a share capital of EUR 102,094,935

### **Documents made available to the shareholders:**

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, as from May 7, 2015, the documents and information listed in particular in section R. 225-73-1 of the French Commercial Code shall be available on the Company's Website: [www.atos.net](http://www.atos.net) as per applicable legal and regulatory provisions.

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# Overview

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# CEO message

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is with pleasure that I invite you to the Combined General Meeting of the Company which will be held on Thursday May 28, 2015 at 2:30 pm at the registered offices, River Ouest, in the auditorium, 80 quai Voltaire, 95870 Bezons.

2014 has been very dynamic for Atos. During this first year of our 3-year plan, while we met our operational and financial targets, we also accelerated the transformation of the Group, notably through the completion of Worldline IPO, the integration of Bull operations and technologies, and the announcement of the project to acquire Xerox ITO to increase significantly our footprint in North America. As a result, we have reinforced our position as a global leader in digital services.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2014, and asked to approve in particular the 2014 financial statements. In addition, you will be requested to approve the payment of a dividend of EUR 0.80 per share, as well as the right for each shareholder to opt for a payment in shares of the dividend.

This General Meeting is a special moment in your Company's life. Any shareholder may participate regardless of the number of shares he/she owns either by participating physically, by voting by mail or by being represented by the Chairman of the General Meeting or by the proxy of his/her choice. The Company now also gives shareholders access to a dedicated online voting website ahead of the general meeting.

I look forward to welcoming you very soon, and I thank you for the trust you have shown to the Atos Group as well as for the attention you will give to the enclosed draft resolutions.

**Thierry Breton**

Chairman of the Board and Chief Executive Officer, Atos SE





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# The Atos Group in 2014

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2014 has been very dynamic for Atos. During this first year of our 3-year plan, while we met our operational and financial targets, we also accelerated the transformation of the Group, notably through the completion of Worldline IPO, the integration of Bull operations and technologies, and the announcement of the project to acquire Xerox ITO to increase significantly our footprint in North America. As a result, we have reinforced our position as a global leader in digital services and the Group revenue has doubled since 2010 and is now circa € 10 billion on a pro forma basis<sup>(1)</sup>, with 86,000 employees in 66 countries around the world.

We have also repositioned our offerings portfolio on higher value and faster growing IT segments, in particular on Cloud, Big Data, mobility, and security in order to help our customers transform their business globally through the use of digital technologies.

These achievements resulted as early as the beginning of 2015 in a Group that has a new structure, is more powerful, and is fully geared towards achieving our 2016 Ambition.

*1) Before Xerox ITO contribution*

## The Atos group in 2014

Revenue was € 9,051 million, +5.1% year-on-year and -1.1% at constant scope and exchange rates. In the fourth quarter, revenue organic evolution was +0.1%. Operating margin was € 701.9 million, representing 7.8% of revenue, compared to 7.5% in 2013. Order entry was € 9.1 billion. Book to bill ratio was 101% led by Manufacturing, Retail & Transportation and Financial Services. Full backlog increased by €+0.9 billion to € 16.2 billion, representing 1.7 year of revenue. Net cash position was € 989 million at the end of 2014. Free cash flow was € 367 million in 2014 compared to € 365 million in 2013. Net income was € 283 million, up +8.8% year-on-year and net income Group share was € 265 million, up +1.4% compared to 2013.

### 2014 performance by service line

#### Managed Services

Representing 51% of the Group in 2014, Managed Services revenue was € 4,577 million, +4.6% year-on-year and down -2.0% at constant scope and exchange rates. Growth materialized in the United Kingdom, mostly benefiting from the ramp-up of major BPO contracts in the Public sector. Revenue also grew in Other BUs thanks to an increase of activity on existing contracts with global customers in Asia Pacific, through additional volumes in Public & Health in the Middle-East, and in Financial Services in India. Globally, revenue significantly increased in Cloud although not fully compensating for the ramp-down of some contracts and anticipated price reduction in continental Europe.

During the fourth quarter, Managed Services revenue was down -1.4% organically, which was an improvement compared to the first nine months of the year thanks to the BPO activity in the UK and a better revenue evolution in France thanks to contracts signed in June.

Operating margin was € 364.4 million, representing 8.0% of revenue. Operating margin increased in the United Kingdom thanks to revenue growth and in North America with project margin improvement on large contracts and strong actions on direct and indirect costs. These positive effects were impacted by anticipated price reduction and the phase-out of some contracts in continental Europe.

#### Consulting & Systems Integration

Revenue was € 3,136 million in 2014, up +8.5% year-on-year and down -1.1% at constant scope and exchange rates. Revenue grew strongly in Public & Health, particularly in the UK in Application Management, in France thanks to several new projects, in Central & Eastern Europe both in Consulting and Systems Integration, and in Spain thanks to some hardware sales. This positive evolution was impacted by reduced programs or base effects in some large accounts in Telcos, Media & Utilities.

During the fourth quarter, revenue in Consulting & Systems Integration was almost stable, an improvement on the first nine months of the year when it was -1.5% thanks to a strong activity in the Public sector in France and in Central & Eastern Europe, which offset the lack of new projects in Germany.

Operating margin was € 233.3 million, representing 7.4% of revenue. The improvement of +90 basis points compared to 2013 came mainly from SG&A optimization in Continental Europe. In spite of a loss of circa €-20 million on the Transport for Greater Manchester (TfGM) project, gross margin remained stable thanks to the acceleration of global delivery and the industrialization of operations combined with strong workforce management including the closure of the Frankfurt location. As a consequence, utilization rate increased to 82% in 2014.

#### Big Data & Cyber-security

Created in September 2014 as part of the Bull integration, revenue for the Big Data & Cyber-security Service Line was € 240 million for the last four months of the year, representing organic growth of +14.0% compared to the same period in 2013. Revenue growth was driven by the Big Data practice based on strong activity in High Performance Computing (HPC), with sales in Germany to the Climate Computing Center (DKRZ) and in Benelux & The Nordics to Dutch Universities, and with sales of the newly launched bullion machine to French public organizations. Customer demand in the Security practice is strongly accelerating particularly for encryption and access management solutions.

Operating margin for the last four months of the year, which usually represents the largest part of the annual activity, was € 52.3 million, an improvement of profitability by +60 basis points compared to the same period in 2013.

#### Worldline

On a standalone basis, Worldline increased its revenue by +2.8%. From a contributive perspective to Atos, revenue was € 1,099 million, stable compared to 2013. Revenue growth materialized in Merchant Services & Terminals thanks to a strong performance in Commercial Acquiring, Private Label Cards & Loyalty services, and Online services. The strong activity of the terminal business during the fourth quarter partly compensated for the decline in the first nine months of the year due to the time required to obtain national certificates for the new range of terminals. Financial Processing & Software Licensing was stable thanks to the strong momentum in Online Banking Services and Payment Software Licensing activities, particularly in Asia with existing clients. It compensated for the effect of the re-insourcing of one banking processing contract in France. In Mobility & e-Transactional Services, e-Ticketing achieved double-digit growth while e-Government Collection was impacted by a price reduction on one contract in the UK.

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## The Atos group in 2014

During the fourth quarter, Worldline grew +4.0% organically on a standalone basis. From a contributive perspective to Atos, Worldline revenue was up +0.4%. The difference comes from the digital transformation services delivered to Atos customers, notably in the field of machine-to-machine connectivity.

Operating margin was € 170.4 million, representing 15.5% of revenue, an improvement of +60 basis points compared to 14.9% in 2013 at constant scope and exchange rates. This performance was achieved in Merchant Services & Terminals and in Financial Processing & Software Licensing thanks to an increase in transaction volumes and costs optimization as part of the TEAM program.

A detailed presentation of Worldline 2014 results can be found at [worldline.com](http://worldline.com), in the investors section.

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### Commercial activity

The Group order entries in 2014 totaled € 9.1 billion, representing a book to bill ratio of 101%.

During the fourth quarter, thanks to its innovative offerings, Atos signed several contracts which are going to fuel organic growth as early as the first half of 2015. In Germany, the Group signed with K+S (new logo) in Managed Services and extended its Systems Integration contract with Symrise. In France, new contracts were signed in Systems Integration with a large retailer and in Managed Services for the national railway and with the scope extension of the contract with PWC. Two Managed Services contracts were signed with two local Governments in the United Kingdom. Atos renewed its Managed Services contract with Microsoft and fertilized on the Siemens account in North America. In Benelux, contracts were renewed in Managed Services with a European institution and a large Dutch bank. A new Application Management contract was signed with Volkswagen in Brazil. The Big Data & Cyber-security Service Line signed new deals for HPC infrastructures and services in France and in Brazil.

Worldline renewed in 2014 all its major processing contracts, notably in Germany and in Belgium and strengthened its European leadership position in e-wallet processing with contracts signed with Paylib in France, BCCM and Sixdots in Belgium, and Sparda-Bank in Germany (Masterpass). Worldline also won deals contracts in the fourth quarter, including the contract with EDF in France for multi-channel solutions.

The full backlog was € 16.2 billion at the end of 2014, representing 1.7 year of revenue, compared to € 15.2 billion at the end of 2013. The increase came mostly from the integration of Bull, which contributed mainly to Manufacturing, Retail & Transportation and Public & Health.

Representing 6.8 months of revenue at the end of 2014, the full qualified pipeline was € 5.5 billion, compared to € 5.3 billion at the end of 2013.

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### Operating income and net income

Operating income in 2014 was € 440 million resulting from the following items:

Costs for staff reorganization, rationalization, and integration amounted to € 171 million compared to € 159 million in 2013. Apart from the Bull-related costs, the majority of these expenses were initiated at the beginning of the year in order to maximize the full year effect. Therefore, costs in the second half reduced to € 66 million compared to € 105 million during the first half of the year. Expenses for staff reorganization were € 130 million, as a consequence of the adaptation of the Group workforce in several countries such as Germany, Benelux & The Nordics, and Iberia, as well as the accelerated restructuring for Bull G&A initiated as part of the plan to generate the cost synergies. Costs for rationalization were € 26 million as a consequence of closing office premises linked to the reorganization plans, and consolidating datacenters, mainly in Germany and Benelux & The Nordics. € 15 million were recorded for integration & acquisition costs, more particularly for the migration and the standardization of internal IT platforms from acquired companies.

In 2014, € 51 million was recorded as amortization of the SIS and Bull customer relationships and patents recorded as part of the Purchase Price Allocation (PPA). Other items were a charge of € 40 million. Excluding the sale of a Data Center in Belgium in 2013, it represents a decrease by € 4 million.

Financial result incurred a charge of € 52 million a decline compared to 2013 which included the cost of two convertible bonds. Cost of debt was € 15 million compared to € 31 million in 2013. Other financial items were mainly related to pensions. Total tax charge was € 104 million, representing an effective tax rate of 26.8% compared to 27.1% in 2013.

As a result, net income was € 283 million, up by +8.8% compared to 2013.

Non-controlling interests amounted to € 17 million and were related to the minority shareholders in Worldline during the second half of the year. Therefore, the net income Group share reached € 265 million, compared to € 262 million in 2013. Basic EPS Group share was € 2.67 based on an average of 99 million shares compared to € 2.98 based on 88 million shares in 2013, the difference coming mainly from the creation of 11 million of shares resulting from conversion of the two convertible bonds during the fourth quarter of 2013. Diluted EPS Group share was € 2.64 compared to € 2.77 in 2013.

## The Atos group in 2014

### Net cash and free cash flow

Group net cash position as of December 31, 2014 was € 989 million, compared to €905 million on December 31, 2013, as a result of the following elements:

OMDA was € 919 million representing 10.1% of revenue, compared to € 865 million in 2013. Total cash out for reorganization, rationalization, and integration was € 192 million including the cash-out related to the acceleration of the Bull reorganization. In 2014, capital expenditures totaled € 354 million, representing 3.9% of revenue and were mainly related to Managed Services, in Germany and in the UK, and to Worldline. Working capital improved by € 105 million, € 31 million in the first half and € 74 million in the second half, mostly coming from the optimization actions conducted on Bull working capital. Cash paid for financial costs was € 15 million and tax paid was € 120 million. Other items summed to a positive € 25 million including the proceeds from the exercise of equity-based compensation for € 74 million (of which € 57 million was over the first semester) and the payment related to the final settlement with DWP for the exit of the WCA contract for € 25 million and other financial expenses for € 23 million.

As a result, the Group free cash flow totaled € 367 million in 2014 compared to € 365 million in 2013. The Group paid € 603 million to acquire 100% of Bull shares and received € 619 million for the IPO of Worldline. The cash-out resulting from the option for the payment in cash of dividend on 2013 results was € 38 million. In 2014, the Group repurchased Atos shares for € 235 million as part of the € 345 million buy-back program which was completed in December 2014. Finally, the Group issued new shares for € 35 million in connection with the employee shareholding plan.

### Human Resources

The total number of Group employees was 85,865 at the end of December 2014, compared to 76,320 at the end of December 2013. 9,197 staff joined the Group from Bull on September 1<sup>st</sup>, 2014.

The number of direct employees at the end of December 2014 was 79,044, up +12% compared to the beginning of the year and +1% excluding Bull scope effect. Direct headcount represented 92.1% of the total Group headcount at the end of 2014, at the same level as at end of 2013. Almost 6,000 direct employees were recruited in offshore countries, of which two third in India, as part of the strategy to accelerate offshore delivery.

Indirect staff was 6,821. The increase came mostly from the Bull integration. Excluding Bull effect, Indirect staff were reduced by -9% as a consequence of the continued SG&A cost reduction induced by the Tier One Program.

Attrition was 10.1% at Group level of which 17.9% was in offshore countries.

Number of staff in offshore countries increased by +17% year-on-year, reaching 18,101, and representing 21% of total staff with a majority located in India.

### Bull and Xerox ITO

Atos completed the squeeze-out of Bull's shares, therefore the company was delisted on December 16, 2014. The Group has accelerated the integration of Bull's operations, leveraging on its proven integration methodology. 14 work streams cover all aspects of the integration (solutions portfolio, human resources, facilities, purchasing,...) in order to optimize business opportunities, share technological knowledge, and accelerate the realization of the planned € 80 million costs synergies to complete them at the end of 2015.

The Group is preparing the closing of the acquisition of Xerox ITO which is expected in the second quarter 2015, in that regard US antitrust approval is completed. Several integration work streams have been implemented with the objective to be ready to operate day one post-closing with an efficient organization already in place. In compliance with competition rules, this process is shared with Xerox teams which are already involved and focused on the success of the operation.

# The Board of Directors

## The Board of Directors since April 15, 2015

<b>Nicolas Bazire*</b>	General Manager of Groupe Arnault SAS
<b>Valérie Bernis*</b>	Executive Vice-President of GDF-Suez, in charge of Communications, Marketing and Sustainable Development
<b>Thierry Breton</b>	Chairman and Chief Executive Officer of Atos SE
<b>Roland Busch</b>	Member of the Management Board of Siemens AG (Germany)
<b>Jean Fleming**</b>	Operations Director, Business Process Services, Atos IT Services UK Ltd (United Kingdom)
<b>Bertrand Meunier*</b>	Managing Partner of CVC Capital Partners Ltd (United Kingdom)
<b>Colette Neuville*</b>	Chairman (founder) of the ADAM
<b>Aminata Niane*</b>	Interim Manager for the Return of the African Development Bank to its registered offices in Abidjan
<b>Lynn Paine*</b>	Senior Associate Dean of Harvard Business School / John G. McLean Professor of Business Administration
<b>Pasquale Pistorio*</b>	Chairman of the Pistorio Foundation (Switzerland) (charity)
<b>Vernon Sankey*</b>	Officer in companies

\* Independent director

\*\* Director representing employee shareholders

## Agenda

### Ordinary items

- ▶ **Approval of the company accounts** for the financial year ending December 31<sup>st</sup>, 2014
- ▶ **Approval of the consolidated accounts** for the financial year ending December 31<sup>st</sup>, 2014
- ▶ **Allocation of the net income** for the financial year ending December 31<sup>st</sup>, 2014 and payment of the dividend
- ▶ **Option for the payment of the dividend in shares**
- ▶ **Approval of an overall amount of annual Directors' fees**
- ▶ **Renewal of Thierry BRETON** as member of the Board of Directors
- ▶ **Renewal of Bertrand MEUNIER** as member of the Board of Directors
- ▶ **Renewal of Pasquale PISTORIO** as member of the Board of Directors
- ▶ **Ratification of the appointment of a member of the Board of Directors** : Valérie BERNIS
- ▶ **Approval of the special report of the auditors** regarding the agreements and commitments referred to in articles L225-38 *et seq.* of the Commercial Code
- ▶ **Advisory opinion on the elements of compensation due or**

**allocated** for the financial year ending December 31<sup>st</sup>, 2014 to Mr. Thierry BRETON, Chairman and Chief Executive Officer

- ▶ **Authorization granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

### Extraordinary items

- ▶ **Authorization granted to the Board of Directors** to reduce the share capital by cancelling treasury shares
- ▶ **Delegation to the Board of Directors of authority** for the purpose of increasing the share capital of the Company with removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies
- ▶ **Modification of article 33 of the Articles of association** - Deliberations of the general meetings
- ▶ **Modification of art 25 of the Articles of association** - Regulated conventions
- ▶ **Modification of article 28 of the Articles of association** - Common rules to all shareholders' meetings
- ▶ **Powers**



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# How to participate to our General Meeting?

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Any shareholder, regardless of the number of shares owned, may participate in the Meeting either:

- ▶ by **participating personally**;
- ▶ by **voting by proxy**;
- ▶ by **voting online**;
- ▶ by **being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice**, under the conditions provided for in article L. 225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

## How to participate to our General Meeting?

### Conditions to participate in this Meeting

- ▶ the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the Meeting, i.e. on May 26, 2015, at 0.00 Paris time.
- ▶ the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the Meeting, i.e. on May 26, 2015, at 0.00 Paris time by sending to the Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 or to the registered offices of the Company - Atos SE, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares ("attestation de participation") delivered by their bank or broker.

### A. Procedure to participate in the general meeting

#### IF YOU WILL ATTEND THE GENERAL MEETING PERSONNALLY

#### ▶ You must ask for an admission card under the following conditions :

- ▶ If you are the owner of **registered shares**, please:
  - send the form attached to the notice of meeting in the "T envelope" enclosed (**tick the A box**, date and sign at the bottom of the form), or
  - log onto the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using your login information previously received; or
  - you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;
- ▶ If you are the owner of **bearer shares**, please :
  - request from your bank or broker that an admission card be addressed to you; or
  - log onto your bank or financial broker's web portal using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line

corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose bank or broker has adhered to the system.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators at 0.825.315.315 (cost: 0.125€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, only from France, and from the other countries at +33 (0)251.85.59.82 (local rate depending on the country from which the call is made)

#### IF YOU CANNOT ATTEND THE GENERAL MEETING

#### ▶ You have the possibility to:

- ▶ **Vote** or **give proxy** online;
- ▶ **Vote** or **give proxy** by postal mail.

#### A. Vote or give proxy by internet

##### Vote online

Atos SE gives shareholders access to a dedicated online voting website ahead of the General Meeting under the following conditions:

##### ▶ Owners of registered shares :

You should log onto the secure [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website using your usual previously communicated login information. You should then select the Atos SE Shareholders' Meeting in your list of transactions in progress on the home page. Follow the instructions and then click on "Vote" in the voting rights section. You will then be redirected automatically to the voting website. If you have lost or forgotten your login information, simply click on "Get your codes" on the login page.

##### ▶ Owners of bearer shares:

You should log onto the web portal of your bank or broker, with your usual login information, to connect to the Votaccess site and vote. You simply click on the icon displayed on the line corresponding to your Atos SE shares. You will only be able to vote in this way if your bank or broker is a member of the Votaccess system.

The Votaccess website will be open from 9:00 a.m. on May 7, 2015

## How to participate to our General Meeting?

until 3:00 p.m. on May 27, 2015 (Paris Time). To avoid overloading the dedicated site, we recommend that you do not wait until the last day to vote.

### To give proxy online to the Chairman of the Meeting or any other person of your choice:

In accordance with Article R. 225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to connect to the Votaccess site as described above, and this no later than May 27, 2015 at 3 p. m. (Paris time).

If your bank or broker is not a member of the Votaccess system, you can give or withdraw proxy by sending an e-mail under the conditions set out in item B) below.

### B. Vote or give proxy by postal mail

On the proxy form, enter your surname, first name and address (or if your name and address are already printed, check that they are correct), and date and sign the form.

► **If you would like to vote by postal mail:** Tick the Box "I vote by post" and follow the instructions set out in the "How to fill in your form" part hereafter.

► **If you would like to give proxy to the Chairman of the Meeting:** Tick the Box "I hereby give my proxy to the Chairman of the General Meeting" and follow the instructions set out in the "How to fill in your form" part hereafter.

► **If you would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:** Tick the Box "I hereby appoint" and follow the instructions set out in the "How to fill in your form" part hereafter.

Pursuant to the provisions of article R. 225-79 of the French Commercial Code, the form for designating or revoking the proxy holder may be addressed by electronic means according to the following process:

#### - Registered shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last

name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.

#### - Bearer shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "attestation de participation" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by fax) to Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS (32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 Or via fax at +33 (0)2.51.85.5701).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest three days before the date of the General Meeting, i.e. on 25 May 2015.

Votes by postal mail or by proxy shall only be taken into account if the forms are dully filled and signed (with the justification of share ownership enclosed), received at:

► Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS30812 - 44308 Nantes Cedex 3; or

► The Company's registered offices - Atos SE, Legal and Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex;

at the latest three days preceding the General Meeting, i.e. on May 25, 2015.

Pursuant to article R. 225-85 of the French Commercial Code, a shareholder who shall already have voted by mail, sent a proxy, or asked for his/her admission card for the Meeting, with or without the "attestation de participation", shall not be able to select another means of participation.

## How to participate to our General Meeting?

### How to fill in your form?

#### You will attend the General Meeting personally:

- ▶ Tick the **A box** ; and
- ▶ Date and sign the **H box**.

#### You will not attend the General Meeting personally:

##### **You would like to vote by postal mail :**

- ▶ Tick the **B box** and follow the instructions ; and
- ▶ Date and sign the **H box**.
- ▶ **C box:** This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- ▶ **D box:** This box must be filled in case amendments or new resolutions were to be presented during the meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting<sup>1)</sup>, or give proxy to vote in your name by specifying the name of the proxy holder.

##### **You would like to give proxy to the Chairman :**

- ▶ Tick the **E box** ; and
- ▶ Date and sign the **H box**.

It is specified that for any proxy granted by a shareholder without the name of the proxy holder, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

##### **You would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:**

- ▶ Tick the **F box** and fill in the information of your proxy ; and
- ▶ Date and sign the **H box**.

*1) The Company being subject to the legal regime of the "Societas Europaea" (European Company), the required majority for the adoption of the decisions in General Meetings is calculated on the basis of expressed votes. In this respect, the expressed votes shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or spoilt ballot paper.*

#### **E - You would like to give proxy to the Chairman of the General Meeting:**

tick here, date and sign at the bottom of the form without filling out anything else

#### **B - You would like to vote by mail: tick here and follow the instructions**

#### **C - Resolutions not agreed by the Board: if applicable**


#### **D - Resolutions proposed during the meeting: fill out this box**

# How to participate to our General Meeting?

**A - To attend the General Meeting personally: tick here**

**F - You wish to give proxy to an identified person: tick here and fill out this person's information**

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
 Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this , date and sign at the bottom of the form.*  
 A.  Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / *I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.*  
 B.  J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous / *I prefer to use the postal voting form or the proxy form as specified below*



**ATOS SE**  
 Société européenne au capital de 102.094.935 €  
 Siège social : River Ouest - 80 Quai Voltaire  
 95870 BEZONS  
 323 623 603 RCS Pontoise

**ASSEMBLÉE GÉNÉRALE MIXTE DU 28 MAI 2015**  
 A 14h30 au siège social - Auditorium

**COMBINED GENERAL MEETING OF MAY 28th, 2015**  
 At 2.30 p.m. at the registered offices - Auditorium

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

*J'exprime mon choix en noircissant comme ceci  une case pour chaque résolution.*  
**PROJETS DE RÉSOLUTIONS AGRÉES OU NON PAR L'ORGANE DE DIRECTION**  
**DRAFT RESOLUTIONS APPROVED OR NOT BY THE BOARD OF THE DIRECTORS**

Agréés par l'Organe de Direction. Approved by the Board of the Directors.											Non agréés. Not approved.	
	1	2	3	4	5	6	7	8	9	10	A	B
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	11	12	13	14	15	16	17	18	19	20	C	D
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	31	32	33	34	35	36	37	38	39	40	G	H
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	41	42	43	44	45	46	47	48	49	50	J	K
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**JE DONNE POUVOIR À : Cf. au verso (4)**  
**I HEREBY APPOINT : See reverse (4)**

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.**  
**CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.**

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)  
 Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting  
 - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf...   
 - Je m'abstiens. / I abstain from voting...   
 - Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom...   
 / I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf...

**Pour être prise en considération, toute formule doit parvenir au plus tard :**  
**In order to be considered, this completed form must be returned at the latest:**

à la banque / by the bank 25 mai 2015 / May 25th, 2015  
 à la société / by the company 25 mai 2015 / May 25th, 2015

Date & Signature

**H - Date and sign here**

**G - Fill out here: your name, surname and address or please check them if they are already filled out**

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## How to participate to our General Meeting?

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### B. You wish to transfer your shares prior to the general meeting, after having voted by mail, sent a proxy or requested an admission card or an “attestation de participation”

A shareholder who has selected his/her means of participation to the General Meeting may nevertheless sell part or all his/her shares afterwards. In such case:

- ▶ if the **sale occurs before the second business day prior to the meeting** (at 0:00 Paris time), the Company shall invalidate or change accordingly the vote expressed, the proxy given, the admission card or the “attestation de participation” and, for such purpose, in the case of bearer shares, your bank or broker must notify the sale to the Company or its proxy and provide relevant information;
- ▶ if the **sale occurs after 0:00 Paris time, on the second business day prior to the meeting**, the sale does not have to be notified by your bank or broker or considered by the Company, notwithstanding anything to the contrary, and you will be therefore able to participate in the General Meeting under the conditions of your choice.

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### C. You wish to send a written question

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on May 21, 2015:

- ▶ at the registered offices, **by registered letter with acknowledgement of receipt** to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France; or
- ▶ to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net).

In order to be taken into account and to lead, as the case may be, to an answer during the Meeting, a certificate of registration either in the registered shares records or in the records of the bearer shares held by a bank or broker must accompany the written question, pursuant to article R. 225-84 of the French commercial Code.

The written questions may be answered directly on the Company's website, at the following address: [www.atos.net](http://www.atos.net), in the “Investors” section.

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### D. How do you come to the general meeting?

The Combined General Meeting of May 28, 2015 shall start at 2:30 am sharp. Accordingly, you are requested:

- ▶ to come in early to the reception desk and signing desk, with the admission card for the signature of the attendance list.
- ▶ not to enter the meeting room without the presentations and the voting material, which you will be given upon signing of the attendance list.

## How to participate to our General Meeting?

### By public transportation

► **Tramway T2**: From Paris Porte de Versailles to Pont de Bezons via La Défense Grande Arche (From 5:30 am to 1 am the next day)

- From 7 to 10 am and from 4 to 8 pm: a train every 4' to 6'
- From 10 am to 4 pm: a train every 9'
- Before 7 am and after 8 pm: a train every 9' to 15'
- After 10 pm : a train every 15'
- After 11 am : a train every 20'

It is important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262.

#### ► RATP lines

- RATP Bus 262  
From Maisons-Laffitte (RER A) / Pont de Bezons
- RATP Bus 272 RATP Bus 367  
Argenteuil station /Sartrouville Rueil station (RER A) / Pont de Bezons  
via Nanterre Université

### By Atos shuttle

► **For the return journey to Argenteuil station (Transilien)** and then to the train station St-Lazare or elsewhere, take the shuttle with the Atos logo in front of the access road to the River Ouest Campus located at the corner of rue Jean Jaurès and Bus stop Jaurès Branchard (departure at 5:10 pm, 5:30pm, and then every 10 minutes up until 7pm).

### Taking the A86 by car

► **From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise.

► **From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot

Take the exit 2A or 2 Colombes, Petit-Colombes, La Garenne-Colombes, Bezons

At the crossing with Charles de Gaulle boulevard, take the Bezons bridge

After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest on the left or Jean Jaurès street on the right after McDonald's

The parking is open for your convenience.

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# **Report of the Board of Directors on the resolutions submitted to the General Meeting**

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## Report of the Board of Directors on the resolutions submitted to the General Meeting

### Ordinary items

#### Approval of the Company and consolidated accounts for the financial year ending December 31<sup>st</sup>, 2014

##### 1<sup>st</sup> and 2<sup>nd</sup> resolutions

We request you to approve the Company and consolidated accounts for the financial year ending December 31<sup>st</sup>, 2014. The management report on the 2014 financial year is included in the Registration Document of the Company.

#### Allocation of the net income for the financial year ending December 31<sup>st</sup>, 2014 and payment of the dividend and option to opt for the payment of the dividend in shares

##### 3<sup>rd</sup> and 4<sup>th</sup> resolutions

##### Allocation of the net income and payment of the dividend

In the scope of the third resolution, we propose you to set the 2014 dividend at EUR 0.80 per share, which corresponds to an aggregate amount of Euros 79,714,488 calculated on the basis of the number of 101,332,527 shares, making up the share capital as at December 31<sup>st</sup>, 2014, including 1,689,417 treasury shares at this date, whose amount may vary according to the evolution of the number of shares entitled to a dividend until its detachment date.

The dividend shall be detached from the share on June 4<sup>th</sup>, 2015 and shall become payable on June 26<sup>th</sup>, 2015. It is recalled that for beneficiary physical persons who are tax residents in France, this dividend shall be taken into account as of right in the determination of their overall income subject to the progressive tax scale of the income tax, and shall be eligible to a 40% deduction of the gross amount received (article 158-3-2° of the French General Tax Code).

For the record, the following dividends were paid in the three financial years preceding the 2014 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividends per share (in €)	Total (in €)
2013	98,780,831	0.70 <sup>(2)</sup>	69,146,581.70
2012	85,875,125	0.60 <sup>(2)</sup>	51,525,075.00
2011	83,538,306	0.50 <sup>(2)</sup>	41,769,153.00

(1) Number of shares carrying entitlement from January 1, net of treasury shares at dividend payment date.

(2) The dividend was eligible to the 40% tax deduction (or on option to a flat-rate withholding tax for the dividend allocated in 2012 for the 2011 financial year).

##### Option for the payment of the dividend in shares <sup>(1)</sup>

We request you, in the scope of the fourth resolution, to grant to each shareholder the possibility to opt for the payment of the dividend in cash or in shares in accordance with the resolution, it being specified that the option for payment of dividend in shares shall apply to the entire amount of dividend to which he is entitled.

The shareholders shall have the possibility to opt for the payment of the dividend in cash or in new shares between June 4<sup>th</sup>, 2015 and June 17<sup>th</sup>, 2015 inclusive, by sending their request to their financial intermediaries authorized to pay the said dividend or, for the shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale – Département Titres et Bourse - Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS 30812 - 44308 Nantes Cedex 3). After June 17<sup>th</sup>, 2015, the dividend shall only be paid in cash. For the shareholders who did not opt for the payment of the dividend in shares, the dividend shall be paid as from June 26<sup>th</sup>, 2015, after the end of the option period. For the shareholders who opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

In case of exercise of the option, the new shares shall be issued at a price equal to 90% of the average opening share prices on the regulated market of Euronext Paris, over the twenty trading sessions preceding the General Meeting, reduced by the amount of the dividend that is subject to the third resolution and rounded up to the next highest Euro cent. Said shares shall carry entitlement to dividends as from January 1<sup>st</sup>, 2015.

#### Approval of an overall amount of annual Directors' fees

##### 5<sup>th</sup> resolution

We request you to approve for the financial year 2014, an overall amount of annual Directors' fees of Euros 500,000 compensating the general activity of the Board of Directors, and to authorize the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

1) The option to receive the dividend payment, as described here above, is not available to shareholders residing in a country where such option would require registration or authorization by local market authorities. Shareholders residing outside France are required to inform them of any restrictions which may apply under their local law and comply therewith. In any event, this option is open to shareholders residing in a Member State of the European Union. In making their decision to receive or not the dividend in shares, shareholders must consider the risks associated with an investment in shares.

## Report of the Board of Directors on the resolutions submitted to the General Meeting

### Renewal of the mandates of Directors

#### 6<sup>th</sup>, 7<sup>th</sup>, 8<sup>th</sup> resolutions

The Board of Directors proposes to you, pursuant to the resolutions six, seven and eight to renew the terms of office of the following directors for a period of three (3) years:

- ▶ **Mr. Thierry Breton;**
- ▶ **Mr. Bertrand Meunier;**
- ▶ **Mr. Pasquale Pistorio.**

Additional information on the candidates to the Board of Directors can be found in pages 36 to 37 of this brochure.

### Ratification of the appointment of a member of the Board of Directors: Valérie BERNIS

#### 9<sup>th</sup> resolution

The Board of Directors requests from you, under the ninth resolution, to ratify the temporary appointment, made by the Board of Directors during its meeting held on April 15, 2015, of Ms. Valérie Bernis, as Director of the Company, to replace Mr. Michel Paris, having resigned, for the remaining period of her predecessor's term, i.e. a two-years period.

Additional information on Ms. Valérie Bernis can be found in page 38 of this brochure.

### Approval of the statutory auditors' special report on related-parties agreements

#### 10<sup>th</sup> resolution

The Board of Directors requests you, under the tenth resolution, to approve the statutory auditors' report on related-parties agreements, which describes the on-going agreements, new agreements entered into during the financial year, and a commitment decided by the Board since the beginning of the financial year (amendment of the supplementary pension scheme with defined benefits).

### Agreements entered into with Worldline SA (common director to both companies: Mr. Thierry Breton, who has been holding the office of Chairman of the Board of Directors of Worldline SA since April 30<sup>th</sup>, 2014)

### Intragroup Loan agreement between Atos SE and Atos Worldline SA concerning a renewable credit facility of EUR 300 million.

The purpose of this agreement between Atos SE and its subsidiary Worldline SA is to allow the subsidiary, as from the listing of Worldline's shares on Euronext Paris, to enjoy a renewable credit facility of EUR 300 million made available by Atos SE to cover its liquidity requirements. No drawing has taken place as of today. This agreement was authorized and executed on June 26, 2014.

The main terms and conditions of this renewable credit facility are as follows :

- ▶ Maximum principal amount: EUR 300 million
- ▶ Duration : 2 years.
- ▶ Drawings deadline : 1, 3 or 6 months.
- ▶ Rate applied to each drawing : Euribor corresponding to the interest period, i.e. 1, 3 or 6 months + margin of 0.7%. Unuse fees: 35 % of the margin

### Underwriting agreement between Atos SE, Worldline SA and the financial intermediaries in connection with Worldline SA's IPO.

The purpose of this underwriting agreement between Atos SE, Worldline SA and financial intermediaries (Deutsche Bank AG, London Branch, Goldman Sachs International, Barclays Bank Plc, BNP Paribas, Merrill Lynch International, Société Générale) is to entrust the placing of Worldline's shares in the context of their admission to the negotiations on the Euronext Paris market.

In accordance with the terms of the contract, the financial intermediaries, acting independently, individually commit, up to a maximum amount of Worldline's shares which are subject to a public offer, to procure the acquisition and payment of the offered shares on the settlement date (either Worldline's shares sold by Atos SE or shares subscribed in the context of a share capital increase of Worldline SA).

Moreover, the underwriting agreement provided that Atos SE would grant the financial intermediaries, under an over-allotment option, the option to acquire an additional maximum number of Worldline's shares during a period of 30 days starting from June 26, 2014, which is the day the offer price was set.

The Board of Directors authorized this agreement during its meeting held on June 26, 2014. Settlement of the placing took place on July 1<sup>st</sup>, 2014 and the deadline to exercise the over-allotment option was July 26, 2014.

### Vendôme Data Center sale agreement between Atos SE and Worldline SA

In connection with Worldline SA's IPO and the transfer of the assets necessary for its activities, Worldline SA has expressed its interest to acquire from Atos SE, a Data Center located at Vendôme which to date was being leased for its transactional and payment activities.

## Report of the Board of Directors on the resolutions submitted to the General Meeting

This agreement was authorized by the Board of Directors of the Company on July 28<sup>th</sup>, 2014. The sale was completed through a notarial deed on January 7<sup>th</sup>, 2015, with usual guarantees for a price of EUR 900,000 excluding taxes and duties as authorized by the Board of Directors, in accordance with a valuation made by an independent real estate expert.

### Agreements entered into with Bull SA (common director of the two companies : Mr. Thierry Breton, who has been the Chairman of the Board of Directors of Bull SA since August 19<sup>th</sup>, 2014):

#### Intragroup Revolving Credit Facility between Atos SE and Bull SA for an amount of EUR 300 million.

The purpose of this agreement between Atos SE and its subsidiary Bull SA is to allow Bull SA, as from that company's takeover in the context of a public tender offer, to enjoy a renewable credit facility for a maximum amount of EUR 300 million, made available by Atos SE, to cover liquidity requirements.

This agreement was authorized by the Board of Directors of the Company on July 28<sup>th</sup>, 2014, and executed on August 19<sup>th</sup>, 2014.

The main terms and conditions of this renewable credit facility are as follows:

- ▶ Maximum principal amount: euros 300 million
- ▶ Duration: 2 years.
- ▶ Drawing's deadline : 1, 3 or 6 months.
- ▶ Rate applied to each drawing : Euribor corresponding to the interest period, that is to say 1, 3 or 6 months + margin of 1.5%
- ▶ Unuse fees: 35 % of the margin

This agreement ended on December 8<sup>th</sup>, 2014.

#### Commitments authorized since the end of the previous financial year.

The amendment of the following commitment, which took place since the end of the 2014 financial year, is submitted to your approval under the tenth resolution.

Under the report and recommendations of the Nomination and Remuneration Committee, your Board of Directors authorized on March 26, 2015, subject to your approval, the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International SAS, in what applies to the Chairman and Chief Executive Officer:

- ▶ Your Board of Directors has decided to condition the acquisition of rights under the supplementary pension scheme to performance conditions under the following conditions:

- These performance conditions will be set annually by Atos SE Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider more relevant<sup>(1)</sup>.

- At the end of each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.

- Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement.

- The periods prior to January 1, 2015 are also subject to performance conditions and, likewise, will only be taken into account to determine the amount of the pension supplement if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of free performance shares plans, were met.

- Thus failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the pension supplement.

Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry Breton will hence enjoy a pension supplement. Failing that, he will not be provided with any additional pension.

- ▶ Other modifications of the scheme on the following items:

- The membership requirement at the executive committee level is extended to five years.

- The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L.161-17-2 of the Social Security Code (i.e. between 60 to 62 years depending on the year of birth according to the current legislation).

- The age for liquidation of the pension supplement is the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L 161-17-2 of the Social Security Code.

<sup>(1)</sup> For the year 2015, the Board of Directors decided on March 26, 2015, under this new scheme, to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 28, 2014.

## Report of the Board of Directors on the resolutions submitted to the General Meeting

► Change of the terms and conditions for determining the amount of the executive director's pension supplement

- The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve.
- For the assessment of this reference compensation, only the followings are taken into account:
  - > the basic compensation of the executive director
  - > the annual on-target bonus actually paid to the executive director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation.

► Cap on the executive director's pension supplement

The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer cannot be superior to the difference between:

- 33% of the reference compensation above mentioned,
- And the annual amount of the basic, complementary and supplementary pensions.

► The Board of Directors noticed that the modification of the pension scheme with defined benefits was of real interest for Atos SE as it allows linking the conditions in which the officer benefits from the scheme to the company's results. Moreover, these developments are likely to reduce the Group's commitments considering that the validation of the rights is subject to the performance conditions, which are uncertain by nature. Finally, the change from a differential calculus mode (pension calculated by deduction of the legal schemes and AGIRC/ARRCO pensions) to an additive mode allows ATOS not to face the consequences of the degradations of the AGIRC/ARRCO schemes' returns.

While waiting for the approval by the General Meeting or failing that, Mr. Thierry Breton will keep on benefiting from the complementary pension scheme with defined benefits currently applicable to executive directors and employees members of the executive committee, ending their career at Atos SE or Atos International SAS and resulting from an authorization of the Board of Directors on March 26, 2009, approved by the general meeting on May 26, 2009 under the 4<sup>th</sup> resolution, then confirmed by the Board of Directors on December 17, 2009. This scheme, which Mr. Thierry Breton benefits from, was ongoing during the 2014 financial year without giving rise to performance.

### Advisory opinion on the elements of compensation due or awarded for the financial year ending December 31<sup>st</sup>, 2014 to Mr. Thierry Breton, Chairman and Chief Executive Officer

#### 11<sup>th</sup> resolution

Under the eleventh resolution, you are requested, in accordance with the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies of June 2013 (the "AFEP-MEDEF Code"), which constitutes the Company's reference code pursuant to Article L. 225-37 of the French Commercial Code, to deliver a favorable opinion on the elements of compensation due or allocated for the financial year ending December 31<sup>st</sup>, 2014 to Mr. Thierry Breton, as described in the 2014 Registration Document, Section G, paragraph 5.

Indeed, the AFEP-MEDEF Code provides that the following elements of the compensation due or awarded to the executive director related to the ended financial year must be submitted to the shareholders' advisory vote:

- the fixed part;
- the annual variable part and where necessary the multi-annual variable part with the objectives that contribute to the determination of this variable part;
- extraordinary compensation;
- stock options, performance shares, and any other element of long-term compensation;
- benefits linked to taking up or terminating office;
- supplementary pension scheme;
- any other benefits.

In this context, the following elements of the compensation due or awarded to Mr. Thierry Breton, Chairman and Chief Executive Officer related to financial year 2014 by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, are submitted to the shareholders' advisory vote at the annual General Meeting.

In this respect, it is reminded that the General Meeting approved on December 27<sup>th</sup>, 2013, with 99.63% of the vote, a resolution related to Group's strategic plan over the 2014-2016 period. This resolution included all the components of the compensation of the Chairman and CEO for the 2014-2016 period, as decided by the Board of Directors, on May 30<sup>th</sup>, 2012, following the General Meeting, when Mr. Thierry Breton's mandate has been renewed.

## Report of the Board of Directors on the resolutions submitted to the General Meeting

### Elements of the compensation due or awarded to Mr. Thierry Breton, Atos SE Chairman and Chief Executive Officer, related the financial year 2014, submitted to the shareholders' vote

Compensation Components	Amounts	Comments
<b>Fixed compensation</b>	€ 1,350,000	<p>The total remuneration in cash, as from January 1, 2012, has been set by the Board of Directors on December 22, 2011, upon recommendation of the Nomination and Remuneration Committee.</p> <p>This decision has been confirmed following the General Meeting of Shareholders held on May 30, 2012, on the renewal of Thierry Breton's mandate, as well as during the Meeting held on November 18, 2013, following the adoption of Atos' strategic orientations to 2016.</p> <p>It is composed of a fixed part set at € 1.35 million, and of a variable part described below.</p>
<b>Variable compensation</b>	<p>€ 1,121,783</p> <p>due with respect to the 2014 year</p> <p>i.e. 83% of the annual target variable compensation</p>	<p>The variable on-target Bonus subject to performance conditions of Thierry Breton, Chairman and CEO is set at 100% of the fixed part of his compensation, with a maximum payment capped at 130% of the target in case of over performance, in accordance with the rules applicable to the Executives' Committee Members of Atos.</p> <p>The variable compensation of the Chairman and CEO is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. In 2014, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and CEO are the following :</p> <ul style="list-style-type: none"> <li>▶ Group Operating Margin (40%),</li> <li>▶ Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%),</li> <li>▶ Group External Revenue (30%).</li> </ul> <p>In order to monitor Company performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the Chairman and CEO are set and reviewed on a half-year basis by Atos Board of Directors upon recommendation of the Nomination and Remuneration Committee.</p> <p>Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on July 25, 2014 and February 12, 2015: for the first semester of 2014, the variable bonus of Thierry Breton, Chairman and CEO, stood at <b>€ 447,930 (66.4%</b> of the semester on-target bonus), and at <b>€ 673,852.50 (99.83%</b> of the semester on-target bonus) for the second semester of 2014.</p>
<b>Multiannual variable compensation</b>	N/A	Thierry Breton, Chairman and CEO, receives no variable multiannual compensation.
<b>Director's fees</b>	N/A	Thierry Breton, Chairman and CEO, has declined to accept his director's fees.
<b>Fringe benefits</b>	€ 8,800	Thierry Breton, Chairman and CEO, has a company car with driver.
<b>Extraordinary Compensation</b>	N/A	For the year 2014, there is no exceptional compensation due to Thierry Breton, Chairman and CEO.

## Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
<b>Severance Pay</b>	N/A	There is no severance pay of any kind (golden parachutes, non-compete clauses etc.)
<b>Grant of Stock-options and / or Performance Shares</b>	<p>No stock-option Grant</p> <p>-</p> <p>Grant of 46,000 Performance Shares</p> <p>Shares valuation</p> <p>€ 1,543,057</p> <p>Share valuation method is the fair value determined according to IFRS 2 method recognized by the consolidated accounts.</p>	<p>The total compensation in equities, as from January 1, 2013, has been set by the Board of Directors on May 30, 2012, upon the recommendation of the Nomination and Remuneration Committee.</p> <ul style="list-style-type: none"> <li>▶ During 2014, Thierry Breton, Chairman and CEO, was not granted any options (either to purchase or to buy shares of the company).</li> <li>▶ On July 28, 2014, the Board of Directors granted 46,000 Performance Shares to the Chairman and CEO, valued at € 1,543,057 according to the IFRS 2 method recognized by the consolidated accounts of the company. This amount takes into account the recommendations of the AFEP-MEDEF corporate governance code regarding the executive officer, as well as elements of the Chairman and CEO's remuneration to three years as approved by the decision of the Board of Directors on May 30, 2012, as well as during the Meeting held on November 18, 2013, following the adoption of Atos' strategic orientations to 2016.</li> </ul> <p>In its analysis, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, considered the following elements:</p> <ul style="list-style-type: none"> <li>▶ The grant of 46,000 Performance Shares to Atos Chairman and CEO represents 6.7% of the total number of shares allocated, and 0.05% of the share capital of the company on July 1, 2014.</li> <li>▶ Performance shares granted to the Chairman and Chief Executive Officer pursuant to the July 28, 2014 plan represented remuneration in shares of 38% of his 2014 total compensation.</li> </ul> <p>The definitive acquisition of the Performance Shares granted under this plan is subject to the achievement of the following cumulative performance conditions:</p> <ul style="list-style-type: none"> <li>▶ Group Free Cash Flow before acquisition/disposal and variation of equity and dividends for 2014 and for 2015 (above or equal to 85% of the amount disclosed in the Group Budget for the concerned year, or, above or equal to the previous year's results + 10%),</li> <li>▶ Group Operating Margin for 2014 and for 2015 (above or equal to 85% of the amount disclosed in the Group Budget for the concerned year, or, above or equal to the previous year's results + 10%),</li> <li>▶ Group Revenue Growth for 2014 and 2015 (Revenue Growth Rate as mentioned in the Company's Budget for the year in question minus 1.2%, or, 0% for 2014 and 1% for 2015;</li> <li>▶ Social and Environmental Responsibility criteria in 2014 and in 2015 (fulfill the requirement of GRI A application level, validated by the GRI, or being part of the European or Worldwide Dow Jones Sustainability Index)</li> </ul> <p>It is stated that, for each of the concerned year, at least 2 of 3 internal performance conditions must be achieved. If one criterion is not met in the first year, the same will become compulsory for the following year. And for each of the concerned year, the Performance Condition n°4 related to the Social and Environmental and Social Responsibility of the Company must be achieved.</p>

## Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
		<p>The definitive acquisition of the Performance Shares will take place on the second anniversary of the grant date (subject to compliance with the presence condition); beneficiaries will also be required to hold their acquired shares for a period of two years after that date.</p> <p>It has also been decided by the Board of Directors that the Chairman and CEO is subject to a conservation obligation of 15% of the Performance Shares granted for the duration of his mandate.</p>
<p><b>Defined Benefit Supplementary Pension scheme</b></p>	<p>Does not apply</p>	<p>The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's executive committee ending their career at Atos SE and Atos International SAS. The beneficiary group is thus wider than the inner circle of executive directors.</p> <p>The implementation of the Pension Plan of the Executive Committee members for the benefit of the present Chairman and CEO was authorized by the Board of Directors on March 26th 2009, was approved by the General Assembly on May 26, 2009 under the 4<sup>th</sup> resolution, and confirmed by the Board of Directors on December 17, 2009.</p> <p>The benefit of this scheme is subject to a presence condition within the companies Atos SE and Atos International SAS upon the liquidation of pension's rights in accordance with the Article L.137-11 of the French Social Security Code.</p> <p>The amount of the additional pension benefit corresponds to the difference between 1% of the reference remuneration per full calendar quarter of seniority recognized by the plan (with a maximum of 60 quarters) and the annual amount of pension benefits paid by the legal, complementary and supplementary pension's plans. It is stated that a newcomer to the plan who is over 50 years old (e.g. aged 50 + n-years) receives a benefit based on n-years of contributions, up to a maximum of 5 years. Practically, a minimum of 10 years of cumulated seniority recognized by the plan is required to receive benefits under this plan, with a maximum of 15 years.</p> <p>The reference remuneration used to determine the supplementary pension is the fixed remuneration (disregarding variable remuneration or any other additional compensation).</p> <p>Each year of seniority under this plan allows the acquisition of a percentage of rights equal to 4% of the sole fixed remuneration which is, in fact, 2% of the fixed remuneration plus the variable on-target remuneration for the Chairman and CEO.</p> <p>The reference to the fixed remuneration was preferred to the total compensation (fixed + variable) in order to prevent windfall effects and to allow a greater predictability of accrual amounts.</p> <p>In any event, the rules for calculating the rights acquired under this scheme will prevent the Chairman and CEO from receiving an annual pension of an amount exceeding 45% of his average annual compensation during the period of membership in this plan (real fixed and variable remunerations) and will prevent the potentially acquired rights in respect of each year of membership in this scheme from exceeding 5% of his remuneration for the relevant year (real fixed and variable remunerations).</p> <p>Furthermore, the Board of Directors examined the opportunity of <b>strengthening the acquisition of future rights under the plan by providing for an acquisition of these rights conditioned upon the achievement of performance criteria.</b></p>

## Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
		<p>In this context, on the basis of the report and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company authorized on March 26, 2015 the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International SAS, in what applies to the Chairman and Chief Executive Officer:</p> <ul style="list-style-type: none"> <li>▶ The Board of Directors has decided to condition the acquisition of rights under the supplementary pension scheme to performance conditions under the following conditions: <ul style="list-style-type: none"> <li>- These performance conditions will be set annually by Atos SE Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider more relevant<sup>(1)</sup>.</li> <li>- At the end of each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.</li> <li>- Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement.</li> <li>- The periods prior to January 1, 2015 are also subject to performance conditions and, likewise, will only be taken into account to determine the amount of the pension supplement if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of free performance shares plans, were met.</li> <li>- Thus failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the pension supplement.</li> </ul> </li> </ul> <p>Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry Breton will hence enjoy a pension supplement. Failing that, he will not be provided with any additional pension.</p>

(1) For the year 2015, the Board of Directors decided on March 26, 2015, under this new scheme, to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 28, 2014.



## Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
		<p>▶ Other modifications of the scheme on the following items:</p> <ul style="list-style-type: none"> <li>- The membership requirement at the executive committee level is extended to five years.</li> <li>- The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L.161-17-2 of the Social Security Code (i.e. between 60 to 62 years depending on the year of birth according to the current legislation).</li> <li>- The age for liquidation of the pension supplement is the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L.161-17-2 of the Social Security Code.</li> </ul> <p>▶ Change of the terms and conditions for determining the amount of the executive director's pension supplement</p> <ul style="list-style-type: none"> <li>- The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve.</li> <li>- For the assessment of this reference compensation, only the followings are taken into account: <ul style="list-style-type: none"> <li>&gt; the basic compensation of the executive director</li> <li>&gt; the annual on-target bonus actually paid to the executive director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation.</li> </ul> </li> </ul> <p>▶ Cap on the executive director's pension supplement</p> <p>The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer cannot be superior to the difference between:</p> <ul style="list-style-type: none"> <li>- 33% of the reference compensation above mentioned,</li> <li>- And the annual amount of the basic, complementary and supplementary pensions.</li> </ul> <p>▶ The Board of Directors noticed that the modification of the pension scheme with defined benefits was of real interest for Atos SE as it allows linking the conditions in which the officer benefits from the scheme to the company's results. Moreover, these developments are likely to reduce the Group's commitments considering that the validation of the rights is subject to the performance conditions, which are uncertain by nature. Finally, the change from a differential calculus mode (pension calculated by deduction of the legal schemes and AGIRC/ARRCO pensions) to an additive mode allows ATOS not to face the consequences of the degradations of the AGIRC/ARRCO schemes' returns.</p> <p>▶ These modifications will be submitted to the vote of the Company's next General Meeting to be held on May 28, 2015, in accordance with the procedure of related-parties agreements.</p> <p>While waiting for the approval by the General Meeting or failing that, Mr. Thierry Breton will keep on benefiting from the complementary pension scheme with defined benefits currently applicable to executive directors and employees members of the executive committee, ending their career at Atos SE or Atos International SAS and resulting from an authorization of the Board of Directors on March 26, 2009, approved by the general meeting on May 26, 2009 under the 4th resolution, then confirmed by the Board of Directors on December 17, 2009. This scheme, which Mr. Thierry Breton benefits from, was ongoing during the 2014 financial year without giving rise to performance.</p>

## Report of the Board of Directors on the resolutions submitted to the General Meeting

### Extraordinary items

#### **Authorization granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company**

##### **12<sup>th</sup> resolution**

We request that you renew, for a duration of eighteen (18) months, in favor of the Board of Directors, the authorization to purchase shares of the Company within the context of the implementation of a share buy-back program.

These purchases could be carried out to perform any allocation permitted by law, including:

- ▶ to keep them and subsequently use them for payment or exchange in the context of possible external growth operations;
- ▶ to ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) the free share issuance regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the thirteenth resolution.

This authorization shall not be used during public offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company.

The maximum purchase price shall not exceed Euros 100 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,013,325,270.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the Combined General Meeting of May 27<sup>th</sup>, 2014 pursuant to its thirteenth resolution.

#### **Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares**

##### **13<sup>th</sup> resolution**

We request you to renew the authorization granted to the Board of Directors, for a duration of eighteen (18) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the fourteenth resolution of the Combined General Meeting of May 27<sup>th</sup>, 2014.

#### **Delegation of authority to the Board of Directors for the purpose of increasing the share capital of the company with the removal of preferential subscription rights to the benefit of the employees of the Company and its affiliated companies**

##### **14<sup>th</sup> resolution**

It is planned to set up an employee shareholding plan comparable to that of the preceding years.

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other capital securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued shares or other capital securities of the Company, reserved to the employees and officers of the Company or to its affiliated companies adhering to a Company saving plan or any other plan under article L. 225-180 of the Commercial Code and L. 3332-18 *et seq.* of the Labor Code, it being specified that the resolution can be used in order to implement leveraged formulas.

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2% of the share capital on the day of the General Meeting, it being specified that the amount will be deducted on the amount of the global cap provided for in paragraph 2 of the 15th resolution of the combined general meeting of May 27<sup>th</sup>,

## Report of the Board of Directors on the resolutions submitted to the General Meeting

2014 and is determined taking into account the nominal amount of the shares or other capital securities to be potentially issued in order to maintain the rights of the holders to securities or of the holders of other rights giving access to the capital of the Company, stock options or purchase options of shares of the Company or rights of free allotment of Company's shares.

The authorization would end the previous delegation approved by the General Meeting on May 27<sup>th</sup>, 2014 under the 21<sup>st</sup> resolution for the unused portion.

This delegation entails cancellation of the shareholders' preferential right to shares or other capital securities or securities giving access to the capital which could be issued under the present resolution as well as the shares and securities whose securities issued under the present delegation could give right.

It is specified that the Board of Directors could set the subscription price of the securities issued by virtue of this delegation and that it will be determined under the conditions set out in article L.3332-19 of the Labor Code, it being specified that the maximum discount cannot exceed 20% of the average of the quoted share price of Atos on the regulated market Euronext Paris in the twenty trading sessions of the stock market preceding the day of the decision of the Board of Directors, setting the opening date for the subscription period.

It is also specified that the Board of Directors, pursuant to article L.3332-21 of the Labor Code, may provide for the attribution of free shares or other securities giving access to the share capital by way of contribution, or as applicable the discount, subject to the consideration of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the limits established by law or regulations.

In the spring of 2014, Atos renewed a large employee shareholding plan including employees from 27 countries, which gave rise to a capital increase in July 2014. This plan, named Sprint 2014, offered employees to acquire Atos shares through two vehicles:

- ▶ Sprint Dynamic, which allows a 20% discount on the reference share price of Atos SE;
- ▶ Sprint secure, which thanks to a leverage effect allowed benefiting from the growing share price as compared to a reference share price while securing the capital, with minimal interest rate on the investment period.

This program followed the implementation of the 2012 Sprint program concerning 25 countries and approximately 65 000 employees. Globally, the employee shareholding plan (collective investments and Company's saving plans) rose from 0.5% of the Company's capital in 2005 to 2.75% ending 2014.

### Modification of article 33 of the Articles of association - Deliberations of the general meetings

#### 15<sup>th</sup> resolution

Under the fifteenth resolution, it is suggested, after deliberation by the Board of Directors, to modify article 33 of the Articles of association to exclude the application of the Act of March 29<sup>th</sup>, 2014 related to the double voting rights and thus to maintain single voting rights at general meetings of the Company.

Hence, it is suggested to:

- (i) Decide to use the possibility granted by Article L.225-123 paragraph 3 of the Commercial Code and to exclude the statutory double voting rights foreseen in this article,
- (ii) decide to modify Article 33 of the Articles of association – DELIBERATIONS OF THE GENERAL MEETINGS as follows:

Replacement of the 1st paragraph drafted as follows:

*"Except in the case of the existence of shares with double voting rights, all shareholders have the same number of voting rights as they do shares"*

By the following subparagraph:

*"All shareholders have the same number of voting rights as they do shares. In accordance with the provisions of Article L.225-123 paragraph 3 of the Commercial Code, the General Meeting held on May 28, 2015 confirmed that each share entitles to one vote at the general meetings of shareholders"*

The other provisions of article 33 would remain unchanged.

### Modification of article 25 of the Articles of association - Regulated conventions

#### 16<sup>th</sup> resolution

Under the sixteenth resolution, it is suggested to modify article 25 of the Articles of association in order to conform the Articles of association of the Company with articles L.225-38 and L.225-39 of the Commercial Code, as modified by Ordinance of July 31<sup>st</sup>, 2014.

Hence, it is suggested to delete the fourth paragraph of Article 25 of the Articles of association, currently drafted as follows:

*"The above provisions do not apply to conventions covering standard operations that are concluded in normal conditions."*

## Report of the Board of Directors on the resolutions submitted to the General Meeting

And to replace it by the two following paragraphs:

*“Prior authorization from the Board of Directors is grounded by justifying the interest of the agreement for the company, particularly by specifying the related financial conditions.*

*The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 225-1 et L. 226-1 of the Commercial Code.”*

The other provisions of article 25 would remain unchanged.

### Modification of article 28 of the Articles of association - Common rules to all shareholders' meetings

#### 17<sup>th</sup> resolution

Under the seventeenth resolution, it is suggested to modify article 28 of the Articles of association to conform the Articles of association of the Company with article R.225-85 of the Commercial Code, as modified by the Decree of December 8<sup>th</sup>, 2014.

Hence, it is suggested:

(i) to modify the third and fourth paragraph of Article 28 of the Articles of association, currently drafted as follows:

*“The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the recording of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the third working day preceding the meeting at 00:00 hour (Paris time).*

*The recording of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary.”*

Which will now be drafted as follows:

*“The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the **registration***

*(“**inscription en compte**”) of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the **second** working day preceding the meeting at 00:00 hour (Paris time).*

*The **registration** (“**inscription en compte**”) of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary.”*

(ii) to modify the fourteenth paragraph of Article 28 of the Articles of association, currently drafted as follows:

*“The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the third business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors.”*

Which will now be drafted as follows:

*“The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the **second** business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors.”*

The other provisions of article 28 would remain unchanged.

### Powers

#### 18<sup>th</sup> resolution

It is proposed to grant all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.

# Proposed resolutions

## Ordinary items

### First resolution

#### Approval of the Company accounts for the financial year ending December 31<sup>st</sup>, 2014

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the Company's accounts for the 2014 financial year, approves, as presented, the Company's financial statements for the financial year ending December 31<sup>st</sup>, 2014, including the balance sheet, income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

### Second resolution

#### Approval of the consolidated accounts for the financial year ending December 31<sup>st</sup>, 2014

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated accounts, approves, as presented, the consolidated accounts for the financial year ending December 31<sup>st</sup>, 2014, including the balance sheet, income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

### Third resolution

#### Allocation of the net income for the financial year ending December 31<sup>st</sup>, 2014 and payment of the dividend

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, decides to allocate the available earnings as follows:

	in euros
Earning for the financial year	336,392,770.27
Previous retained earnings	745,864,447.28
A total sum of	1,082,257,217.55
<b>To allocate as follows</b>	
To the legal reserve	37,175.70
To the dividends (€0,80 x 99,643,110 shares <sup>(1)</sup> )	79,714,488
To the retained earnings	1,002,505,553.85

(1) The total amount of the distribution is calculated on the basis of 101,332,527 shares comprising the share capital on December 31<sup>st</sup>, 2014, including 1689,417 treasury shares on that date, and may be modified depending on changes in the number of shares conferring a right to dividend until the ex-dividend date.

The dividend is set at € 0.80 per share for each of the shares entitled to dividends. For individual beneficiaries who are French tax residents, this dividend shall be automatically taken into account when determining their total income subject to the progressive income tax scale and shall be eligible for a tax deduction of 40% of the gross amount received (Article 158-3-2° of the French General Tax Code).

In accordance with applicable legal provisions, the General Meeting notes that the following dividends were paid in the three financial years preceding the 2014 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividends per share (in €)	Total (in €)
2013	98,780,831	0,70 <sup>(2)</sup>	69,146,581.70
2012	85,875,125	0,60 <sup>(2)</sup>	51,525,075.00
2011	83,538,306	0,50 <sup>(2)</sup>	41,769,153.00

(1) Number of shares carrying entitlement from 1 January, net of treasury shares at the time of payment of the dividend.

(2) The dividend was eligible to the 40% tax deduction (or on option to a flat-rate withholding tax for the dividend allocated in 2012 for the 2011 financial year).

The ex-dividend date will be June 4<sup>th</sup>, 2015 and the dividend will be paid starting on June 26<sup>th</sup>, 2015. In the event that, upon payment of such dividends, the Company holds any of its own shares, the sums corresponding to unpaid dividends attributable to such treasury shares will be allocated to retained earnings.

### Fourth resolution

#### Option for the payment of the dividend in shares

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and noting that the capital has been fully paid up, decides to offer each shareholder the option to receive the payment of newly-issued shares of the Company, of the dividend set forth in the third resolution to which he is entitled. Each shareholder may opt for the payment of the dividend in cash or for the payment of the dividend in shares in accordance with this resolution, but the option for payment in shares shall apply to the entire amount of dividend to which he is entitled.

The new shares, if the option is exercised, will be issued at a price equal to 90% of the average opening share prices on the regulated market of Euronext Paris, over the twenty trading sessions preceding the date of the General Meeting, less the amount of the dividend that is decided upon in the third resolution and rounded up to the next highest euro cent. The shares issued in this manner shall carry entitlement to dividends as from January 1<sup>st</sup>, 2015.

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## Proposed resolutions

Shareholders may opt for the payment of the dividend in cash or for the payment of the dividend in new shares from June 4<sup>th</sup>, 2015 through and including June 17<sup>th</sup>, 2015 by sending their request to the financial intermediaries that are authorized to pay said dividend or, for shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale, Département des titres et bourse - Services des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32, rue du Champ de Tir, CS 30812 - 44 308 Nantes Cedex 3). After June 17<sup>th</sup>, 2015, the dividend shall only be paid in cash. For shareholders who will not have opted for payment of the dividend in shares, the dividend will be paid starting on June 26<sup>th</sup>, 2015, after the end of the option period. For the shareholders who opted for the payment of the dividend in shares, the new shares will be delivered as from the same date.

If the amount of the dividends for which the option is exercised does not correspond to a whole number of shares, shareholders may receive the immediately lower number of shares, plus the balance in cash.

The General Meeting grants full powers to the Board of Directors, with the option of sub-delegation to the Chairman of the Board of Directors as provided by law, to ensure the payment of the dividend in new shares, to specify the terms of application and implementation thereof, to suspend the exercise of the right to pay the dividend in shares for a period not to exceed three months in case of share capital increase, charge the share capital costs on the amount of the related premiums and deduct on such amount the necessary sums to fund the legal reserve, to record the number of new shares issued pursuant to this resolution and to make all requisite amendments to the bylaws concerning the share capital and the number of shares that make up the share capital and, in general, to take all useful or necessary actions.

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### Fifth resolution

#### Approval of an overall amount of annual Directors' fees

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to set at EUR 500,000 the overall amount of annual Directors' fees remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

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### Sixth resolution

#### Renewal of Thierry BRETON as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Thierry BRETON will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

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### Seventh resolution

#### Renewal of Bertrand MEUNIER as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Bertrand MEUNIER will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

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### Eighth resolution

#### Renewal of Pasquale PISTORIO as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Pasquale PISTORIO will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

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### Ninth resolution

#### Ratification of the appointment of a member of the Board of Directors : Valérie BERNIS

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to ratify the temporary appointment made by the Board of Directors during its meeting held on April 15, 2015 of Ms. Valérie BERNIS, as Director of the Company, to replace Mr. Michel PARIS, having resigned, for the remaining period of her predecessor's term, i.e. until the end of the General Meeting convened to approve the financial statements for the financial year ending in 2016.

## Proposed resolutions

### Tenth resolution

#### Approval of the special report of the auditors regarding the agreements and commitments referred to in articles L225-38 *et seq.* of the Commercial Code

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the special report of the auditors regarding the agreements and commitments referred to in articles L.225-38 *et seq.* of the Commercial Code, approves this report in all its provisions as well as the agreements and commitments it mentions, which have been approved by the Board of Directors.

### Eleventh resolution

#### Advisory opinion on the elements of compensation due or allocated for the financial year ending December 31<sup>st</sup>, 2014 to Mr. Thierry BRETON, Chairman and Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies of June 2013 (the "AFEP-MEDEF Code"), which constitutes the Company's reference code pursuant to Article L. 225-37 of the French Commercial Code, delivers a favorable opinion on the elements of compensation due or allocated for the financial year ending December 31<sup>st</sup>, 2014 to Mr. Thierry BRETON, as described in the 2014 Registration Document, Section G, paragraph 5 as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

### Twelfth resolution

#### Authorization granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes, in accordance with the provisions of article L.225-209 *et seq.* of the French Commercial Code, the Board of Directors, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase the Company's shares in the context of the implementation of a share buy-back program.

These purchases could be carried out to perform any allocation permitted by law, the purposes of this share buyback program being:

- ▶ to keep them and subsequently use them for payment or exchange in the context of possible external growth operations, in compliance with market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company in this context shall not exceed 5% of the share capital ;
- ▶ to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF ;
- ▶ to attribute or sell these shares to the executive officers and directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under Articles L. 225-179 to L.225-197-3. of the Commercial Code, and (iii) free awards of shares in particular under the framework set by Articles L. 225-197-1 to L. 225-197-3 of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions laid down by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides,
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations with regard to the issuance of such securities, under the conditions set by market authorities and during periods when the Board of Directors or person acting as its representative so decides, or;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the thirteenth resolution hereafter.

This authorization shall be used at any time except during public offers on the shares of the Company.

This authorization is also intended to allow the Company to trade in own shares for any other authorized purpose or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share

## Proposed resolutions

capital figure adjusted to reflect transactions affecting the share capital subsequently to this General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

Acquisitions, sales and transfers or exchange of shares may be made by any means, in accordance with the laws and regulations in force, on one or several occasions, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price shall not exceed EUR 100 per share (excluding fees).

The Board of Directors shall however adjust the aforementioned purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation, so as to take account of the impact of such transactions on the value of the shares.

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,013,325,270 as calculated on the basis of the share capital as at December 31st, 2014, this maximum amount may be adjusted to take into account the amount of the capital on the day of the General Meeting.

The General Meeting also confers full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary,

and those of the beneficiaries of subscription or purchase options or of Company, free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or supplement the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provisions, any changes of the program related to the amended objectives.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the thirteenth resolution of the Combined General Meeting of May 27th, 2014.

The Board of Directors shall indicate to the shareholders in its report established by article L. 225-100 of the French Commercial Code, the number of shares purchased and sold during the financial year, the average purchase and sale prices, the amounts of the transaction fees, the number of shares registered in the name of the Company at the close of the financial year and their value evaluated at the purchase price, as well as their nominal value for each of the purposes, the number of shares used, any reallocations which they may have been subject to, and the share of capital which they represent.



## Proposed resolutions

### Extraordinary items

#### Thirteenth resolution

##### Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to article L. 225-209 *et seq.* of the French Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L. 225-209 of the French Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital of the Company which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to proceed to the corresponding amendments of the Articles of Association, and necessary formalities.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the fourteenth resolution of the Combined General Meeting of May 27<sup>th</sup>, 2014.

#### Fourteenth resolution

##### Delegation of authority to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the auditors' special report and ruling pursuant to articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code and article L. 3332-18 of the French Labour code:

1. delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/or abroad of shares or other equity securities of the Company, or securities that immediately or in future give access through any means, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and executive officers of the Company or affiliated companies under the meaning of article L. 225-180 of the French Commercial code, as long as these employees or executive officers adhere to a company savings plan or any other qualifying plan pursuant to the legal and regulatory provisions, it being specified that this resolution may be used in order to implement leverage formulae.
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2% of the share capital on the day of this General Meeting, it being specified that this amount shall be deducted from the amount of the aggregate cap provided for under paragraph 2 of the fifteenth resolution of the Combined General Meeting of May 27<sup>th</sup>, 2014, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to;
4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L. 3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20 % of an average of Atos SE share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period ;
5. decides that pursuant to article L. 3332-21 of the French Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;

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## Proposed resolutions

6. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
7. grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
- ▶ to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
  - ▶ to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
  - ▶ to set the procedures for participation (notably in terms of seniority) in these issuances,
  - ▶ to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
  - ▶ to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,
  - ▶ at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase, and;
  - ▶ in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the Articles of association of the Company, to request the listing on the regulated market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights.
8. decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months

starting from the date of this General Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object.

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### Fifteenth resolution

#### Modification of article 33 of the Articles of association - Deliberations of the general meetings

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and Act n°2014-384 of March 29<sup>th</sup>, 2014 "visant à reconquérir l'économie réelle", ruling after the enactment of such law;

- (i) Decides to use the possibility granted by Article L.225-123 paragraph 3 of the Commercial Code and to exclude the statutory double voting rights foreseen in this article,
- (ii) Decides to modify Article 33 of the Articles of association - DELIBERATIONS OF THE GENERAL MEETINGS as follows:

Replacement of the 1<sup>st</sup> paragraph drafted as follows:

*"Except in the case of the existence of shares with double voting rights, all shareholders have the same number of voting rights as they do shares."*

By the following subparagraph:

*"All shareholders have the same number of voting rights as they do shares. In accordance with the provisions of Article L.225-123 paragraph 3 of the Commercial Code, the General Meeting held on May 28, 2015 confirmed that each share entitles to one vote at the general meetings of shareholders."*

The other provisions of article 33 remain unchanged.

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### Sixteenth resolution

#### Modification of article 25 of the Articles of association - Regulated conventions

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, decides to delete the fourth paragraph of Article 25 of the Articles of association, currently drafted as follows:

*"The above provisions do not apply to conventions covering standard operations that are concluded in normal conditions."*

## Proposed resolutions

And to replace it by the two following paragraphs:

*"Prior authorization from the Board of Directors is grounded by justifying the interest of the agreement for the company, particularly by specifying the related financial conditions.*

*The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 225-1 and L. 226-1 of the Commercial Code."*

The other provisions of article 25 remain unchanged.

### Seventeenth resolution

#### Modification of article 28 of the Articles of association - Common rules to all shareholders' meetings

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, decides :

(i) to modify the third and fourth paragraph of Article 28 of the Articles of association, currently drafted as follows:

*"The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the recording of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the third working day preceding the meeting at 00:00 hour (Paris time).*

*The recording of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary."*

Which will now be drafted as follows:

*"The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the **registration** ("inscription en compte") of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the **second** working*

*day preceding the meeting at 00:00 hour (Paris time).*

*The **registration** ("inscription en compte") of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary."*

(ii) to modify the fourteenth paragraph of Article 28 of the Articles of association, currently drafted as follows:

*"The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the third business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors."*

Which will now be drafted as follows:

*"The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the **second** business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors."*

The other provisions of article 28 remain unchanged.

### Eighteenth resolution

#### Powers

The General Meeting grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.

# Additional information on candidates to the Board of Directors



## Thierry BRETON

Number of shares: **406,914**

Date of birth: **January 15, 1955**

Nationality: **French**

Date of renewal: **May 30, 2012**

Term expires on: **AGM ruling on the accounts of the 2014 fiscal year.**

\*\* Listed company

Proposal to renew Thierry Breton as member  
of the Board of Directors

**Chairman and Chief Executive Officer of Atos SE**

### Other directorships and positions as at December 31, 2014

France :

**Chairman of Board of Directors :** Worldline\*\*, Bull

**Director:** Carrefour SA\*\*, Sonatel\*\*

### Previous positions held

**Minister of Economy, Finance and Industry** (France)

**Chief Executive Officer of Atos International**

**Thierry BRETON** graduated from the Paris *École Supérieure d'Électricité (Supelec)*, and the *Institut des Hautes Études de Défense Nationale (IHEDN)*, 46th class. In 1986, he became Project Manager of the Poitiers Futuroscope theme park, and then headed its teleport operations. He later served as an advisor to Education Minister René Monory in the area of new information technologies. He also served in the Poitou-Charentes Regional Council from 1986 to 1992 (as Vice-Chairman from 1988 on).

He then joined Bull as Director of Strategy and Development before becoming Deputy Managing Director. Member of the Board of Directors in February 1996, he was successively named Vice-Chairman of the Board then group delegated Director.

After being appointed Chairman and Chief Executive Officer of Thomson (1997-2002) then Chairman and Chief Executive Officer of France Telecom (2002-2005), he was France's Minister for the Economy, Finance and Industry between February 25, 2005 and May 16, 2007, before becoming a professor at Harvard University (USA) for "Leadership, Corporate Accountability".

In November 2008, he became Chairman of the Management Board of Atos Origin. He is today Chairman and Chief Executive Officer of Atos SE.



## Bertrand MEUNIER\*

**Member of the Nomination and Remuneration Committee**

Number of shares: **1,000**

Date of birth: **March 10, 1956**

Nationality: **French**

Date of renewal: **May 30, 2012**

Term expires on: **AGM ruling on the accounts of the 2014 financial year**

\* *Independent Director*



## Pasquale PISTORIO\*

**Lead Director**

**Member of the Nomination and Remuneration Committee**

Number of shares: **1,000**

Date of birth: **January 6, 1936**

Nationality: **Italian**

Date of renewal: **May 30, 2012**

Term expires on: **AGM ruling on the accounts of the 2014 financial year**

\* *Independent Director*

\*\* *Listed company*

## Proposal to renew Bertrand MEUNIER as member of the Board of Directors

### Managing Partner of CVC Capital Partners Ltd (United Kingdom)

#### Other directorships and positions as at December 31, 2014

CVC Group Ltd (Luxembourg)  
Continental Food (Belgium)  
Parex (France), Vedici (France)

#### Positions held during the last five years

**Chairman:** M&M Capital SAS, Financière Le Play SAS

**Director:** CVC Capital Partners (Luxembourg)

**Bertrand MEUNIER** is a graduate of the Ecole Polytechnique and of Paris VI University. He joined PAI Partners in 1982 up until 2009. Bertrand Meunier joined CVC Capital Partners as a Managing Partner in 2012.

## Proposal to renew Pasquale PISTORIO as member of the Board of Directors

### Chairman of the Pistorio Foundation (Switzerland) (charity)

#### Other directorships and positions as at December 31, 2014

*Abroad:*

**Honorary Chairman:** STMicroelectronics Corporation (Switzerland), ST Foundation (Switzerland) and of the Kyoto Club (Italy) (charities)

**Independent director:** Brembo S.p.A.\*\* (Italy), Stats ChipPac\*\* (Singapore), XiD (Singapore)

#### Positions held during the last five years

**Director:** Accent (Luxembourg)

**Chairman, then independent director:** Sagem Wireless\*\* (now Mobiwire-up\*\*)

**Independent Director:** Fiat S.p.A.\*\*

**Vice-president:** Confindustria in charge of innovation and research (Italy)

**Director:** Chartered Semiconductor Manufacturing Ltd (Singapore)

**Pasquale PISTORIO** graduated in Electrical Engineering from the Polytechnic school of Turin. He began his career as a salesman for Motorola products and in 1967 he joined Motorola in Italy, rising through the ranks to become Director of International Marketing and Vice Chairman of Motorola Corporation in 1977.

In 1978 he was promoted to General Manager of Motorola's International Semiconductor Division. In 1980 he was appointed Chairman and Chief Executive Officer of the SGS Group and oversaw, with success, in 1987, the integration of SGS with Thomson Semiconducteurs. The new company will be renamed STMicroelectronics in 1998.

In 2005, Pasquale Pistorio is appointed Honorary Chairman of the Board of Directors and ambassador of ST Microelectronics.

## Additional information on the candidates to the Board of Directors



### Valérie BERNIS\*

Number of shares : 0

Date of birth : December 9, 1958

Nationality : French

Date of appointment : April 15, 2015

Term expires on: AGM ruling on the accounts of the 2016 financial year

\*independent Director

\*\*listed company

Proposal to ratify the appointment of Ms. Valérie BERNIS as Director

**Executive Vice-President of GDF-Suez, in charge of Communications, Marketing and Sustainable Development**

#### Other directorships and positions as at December 31<sup>st</sup>, 2014

**Member of the Board of Directors :** Suez Environnement Company\*\*, AROP, Palais de Tokyo

**Independent member of the Board of Directors :** l'Occitane\*\*

**Member of the Supervisory Board :** Euro Disney SCA\*\*

#### Positions held during the last five years

**Member of the Board of Directors :** Bull (until July 2013), CEGID (until July 2013), Société Monégasque d'Electricité et de Gaz (SMEG) (until June 2012), Serna North America (until September 2011), Suez Tractebel (until April 2010)

**Valérie BERNIS** is a graduate of the *Institut Supérieur de Gestion* and *Université des Sciences Economiques* in Limoges. In 1996 she joined Compagnie de Suez as Executive Vice President - Communications, then in 1999, she became Executive Vice President Financial and Corporate Communications and Sustainable Development. During the same period, she served for 5 years as Chairman and CEO of Paris Première, a French TV channel. Valérie Bernis is currently Executive Vice-President of GDF SUEZ, in charge of Communications, Marketing and Sustainable Development. She is a Member of the Board of Directors of Euro Disney, Suez Environnement Company, and l'Occitane.

## Request for documents and information

Form to be returned to:

Société Générale  
Département Titres et Bourse  
Service des Assemblées  
SGSS/SBO/CIS/ISS/GMS  
32 rue du Champ de Tir  
CS 30812  
44308 Nantes Cedex 3 - France



### COMBINED GENERAL MEETING OF THURSDAY MAY 28<sup>th</sup>, 2015

I, the undersigned,

Name, surname: .....

Residing at: .....

Postcode: ..... City: ..... Country: .....

Owner of: ..... shares of ATOS SE:

- ▶ registered shares
- ▶ bearer shares entered in an account at<sup>(1)</sup>: .....

acknowledges having received the documents and information concerning the General Meeting as provided for by article R. 225-81 of the French Commercial Code,

requests a copy of the documents and information concerning the Combined General Meeting of May 28, 2015 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2015

**Signature**

NOTA : Pursuant to Article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the fifth day before the General Meeting, may request the Company to send the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

The same right applies to the shareholders holder of bearer shares who prove their quality by providing their "Attestation de participation" from their bank or broker.

It is specified that the owners of registered shares may obtain from the Company, by making a single request, all such documents and information for each subsequent General Meeting.

1) Insert the name of the broker or bank handling your account



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# About Atos

Atos SE (Societas Europaea) is a Global digital services leader with 2014 pro forma annual revenue of circa € 10 billion and 86,000 employees in 66 countries. Serving a global client base, the Group provides Consulting & Systems Integration services, Managed Services & BPO, Cloud operations, Big Data & Cyber-security solutions, as well as transactional services through Worldline, the European leader in the payments and transactional services industry.

With its deep technology expertise and industry knowledge, the Group works with clients across different business sectors: Defense, Financial Services, Health, Manufacturing, Media, Utilities, Public sector, Retail, Telecommunications, and Transportation. Atos is focused on business technology that powers progress and helps organizations to create their firm of the future. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and is listed on the Euronext Paris market.

Atos operates under the brands Atos, Atos Consulting, Atos Worldgrid, Bull, Canopy, and Worldline.

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## Atos Global Headquarters

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The full list of the Atos group offices is available on its website.

### For more information:

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Or visit our website [atos.net](http://atos.net)