

## CONVENING NOTICE

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### GENERAL MEETING OF BONDHOLDERS

#### ATOS

French *Société Anonyme* with a Board of Directors with a share capital of 83,747,500 Euros  
Registered office: River Ouest, 80, Quai Voltaire, 95870 Bezons  
323 623 603 R.C.S. Pontoise

### CONVENING NOTICE OF THE BONDHOLDERS OF THE HOLDERS OF BONDS CONVERTIBLE INTO AND OR EXCHANGEABLE FOR NEW OR EXISTING SHARES ISSUED BY ATOS ON 29 OCTOBER 2009

(ISIN Code: FR0010816280)

Dear Madam, Sir, holders of bonds convertible into and or exchangeable for new or existing shares issued by Atos (“**Atos**” or “**the Company**”) on 29 October 2009 as part of the loan of a principal amount of EUR 220,000,003.83 (prospectus published for the issuance and listing of the bonds convertible into and or exchangeable for new or existing shares on the Euronext Paris market having received the visa number 09-305 of the Autorité des Marchés Financiers on 21 October 2009 with ISIN code: FR0010816280, “**the Obligations**”) are informed that, pursuant to the provisions of article L. 228-65 I 1° of the French commercial Code, you are convened to the General Meeting of bondholders (“**the Meeting**”) on **Friday 25 May 2012 at 10:00 am at the registered office of the Company, River Ouest, 80 quai Voltaire, 95870 Bezons**, in order to decide on the agenda and the draft resolutions hereafter.

#### *Agenda*

- Approval of the conversion of the Company’s form into a European Company (*Societas Europaea*) and the conversion project;
- Acknowledgement of the resignation of Sabrina Noiran as statutory representative of the bondholders and ratification of the appointment of the deputy representative Franck Baffert, as new representative of the bondholders;
- Appointment of Sylvain Thomazo as first deputy representative of the bondholders;
- Appointment of Sandrine D’Haussy as second deputy representative of the bondholders;
- Determination of the place of registration of the Meeting’s documents
- Powers

#### *Draft resolutions*

**First resolution** (*Approval of the conversion of the Company’s form into a European Company (Societas Europaea) and the conversion project*)

The General Meeting, ruling under the quorum and majority conditions in accordance with article L. 225-96 of the French commercial Code, referred to in article L. 228-103 of the same Code, having acknowledged:

- the conversion project of the Company in a European company drafted by the Board of Directors on 16 April 2012 and registered with the registry of the Pontoise Court on 25 April 2012;

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- the report of the Board of Directors explaining and justifying the legal and economic aspects of the conversion of the Company and indicating the implications of the adoption of the European company form for the shareholders and for the employees;
- the report of MM. Olivier Péronnet and Dominique Ledouble, conversion auditors, appointed by *ordonnance* by the President of the Commerce Court of Pontoise of 19 April 2012;

after having acknowledged that the Company fulfills the requirements set by the provisions of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company, especially the provisions of articles 2§4 and 37 of the Regulation, as well as of article L. 225-245-1 of the French commercial Code on the conversion of *sociétés anonymes* in a European company:

and after having acknowledged that:

- the conversion of the Company in a European company shall not lead to a dissolution of the Company or the creation of a new legal entity;
- the duration of the Company, its purpose and its registered office shall not be modified;
- the capital of the Company remains the same amount and the same number with a par value of 1 Euro each;
- the duration of the current financial year is not modified by the adoption of the European company form and the financial statements of this year shall be set up, presented and controlled in the conditions fixed by the articles of association of the Company under its new form and the provisions of the French commercial Code on European companies.

After having acknowledged that, pursuant to article 12§2 of the above mentioned Regulation, the registration of the European company shall only occur once the procedure on employee implication, as provided for in article L.2351-1 and sq. of the French labour Code, shall have been carried out, such negotiations may lead to (i) an agreement determining the conditions of the employee implication in the European company, or (ii) the decision, adopted by an reinforced majority, not to open or to terminate negotiations already opened and to rely on the rules on information and consultation in force in the Member States where the European Company has employees, or (iii) a disagreement in which case the subsidiary provisions on the European company's Works Council provided for in articles L. 2352-1 and sq. of the French labour Code shall apply;

Decides to approve the conversion of the form of the Company in a European company (*Societas Europaea*) with a Board of Directors and to approve the terms of the conversion project approved by the Board of Directors, and acknowledges that the conversion of the Company in a European company shall be effective after the registration of the Company under its European form with the Pontoise Registry of Commerce and Companies; which shall occur, subject to the approval by the extraordinary general meeting of shareholders of the Company and by the holder of bonds convertible into and or exchangeable for new or existing shares issued on 1<sup>st</sup> July 2011, after the negotiations on employee involvement.

***Second resolution*** (*Acknowledgement of the resignation of Sabrina Noiran as statutory representative of the bondholders and ratification of the appointment of the deputy representative Franck Baffert, as new representative of the bondholders*)

The General Meeting, ruling under the quorum and majority conditions in accordance with article L. 225-96 of the French commercial Code, referred to in article L. 228-103 of the same Code, after having acknowledged the resignation of Sabrina Noiran as statutory representative of the bondholders, ratifies, as necessary, the appointment of the deputy representative, Franck Baffert, as statutory representative of the bondholders.

***Third resolution*** (*Appointment of Sylvain Thomazo as first deputy representative of the bondholders*)

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The General Meeting, ruling under the quorum and majority conditions in accordance with article L. 225-96 of the French commercial Code, referred to in article L. 228-103 of the same Code, decides, pursuant to article L. 228-47 of the French commercial Code to appoint Sylvain Thomaso, of French nationality, residing at 20 rue Victor Bart, 78000 Versailles, as first deputy representative of the bondholders, who shall therefore be called to exercise her mandate as statutory representative of the bondholders in case of impediment of the statutory representative.

***Fourth resolution (Appointment of Sandrine D’Haussy as second deputy representative of the bondholders)***

The General Meeting, ruling under the quorum and majority conditions in accordance with article L. 225-96 of the French commercial Code, referred to in article L. 228-103 of the same Code, decides, pursuant to article L. 228-47 of the French commercial Code to appoint Sandrine D’Haussy, of French nationality, residing at 69 avenue Gambetta, 94100 Saint Maur des Fossés, as second deputy representative of the bondholders, who shall therefore be called to exercise her mandate as statutory representative of the bondholders in case of impediment of the statutory representative and the first deputy representative of the bondholders.

***Fifth resolution (Determination of the place of registration of the Meeting’s documents)***

The General Meeting, ruling under the quorum and majority conditions in accordance with article L. 225-96 of the French commercial Code, referred to in article L. 228-103 of the same Code, decides that the attendance sheet, the powers of the represented bondholders, the minutes of this Meeting and more generally, all documents and items which have been used or presented during this Meeting shall be registered at the registered office of the Company to allow any bondholder to exercise his/her right of communication granted to him/her by law.

***Sixth resolution (Powers)***

The General Meeting, ruling under the quorum and majority conditions in accordance with article L. 225-96 of the French commercial Code, referred to in article L. 228-103 of the same Code, authorizes and grants all powers to the representative of the Company to take all measure and to conclude any agreement, as the case may be, to implement these resolutions, and to the holder of an original, copy or excerpt from the minutes of this Meeting to make any submissions, publications and formalities which may be necessary.

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## **CONDITIONS TO PARTICIPATE IN THE GENERAL MEETING**

### **Formalities to be made prior to the Meeting**

Any bondholder, no matter regardless of the number of bonds held, may participate in the General Meeting within the applicable law and regulations.

Pursuant to article R. 228-71 of the French commercial Code, the bondholders are informed that the participation to this General Meeting is subject to the registration in the books of the bonds in the name of the bondholder or the intermediary acting on his/her behalf on the day of the General Meeting, either in the registry of nominee bonds (for nominee bonds), either in the registry of bearer bonds (for bearer bonds).

The holders of nominee bonds shall be admitted without any formality.

The holders of bearer bonds shall have to justify the registration of their bonds on the day of the Meeting by producing a certificate from their bank or broker certifying their unavailability until the date of the Meeting.

### **Means of participation to the Meeting**

Should they not attend personally the Meeting, the bondholders may choose one of the following options:

- to give a proxy to any real or legal person of their choice;
- to give a proxy to the Chairman of the General Meeting;
- to give a proxy without an indication of a proxyholder, it being specified that the absence of a proxy shall lead to a vote in favour of the resolutions proposed or agreed by the Board of Directors of the Company and a vote against any other draft resolution;
- vote by mail pursuant to article R. 228-68 of the French commercial Code.

A proxy form or voting form shall be sent to all bondholder who will request one with the Société Générale, Service des Assemblées Générales, BP 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 3.

The vote by proxy or by mail shall only be taken into account if the forms are dully filled, signed and attached with the justification of ownership of the bonds, received by the Société Générale at the above mentioned address at the latest the day before the General Meeting, that is to say 24 May 2012.

It is reminded that the vote by mail is exclusive of a vote by proxy, and vice versa. The bondholder who has already voted by mail shall not have the possibility to participate personally to the General Meeting or to be represented by a proxy.

### **Communication right of the bondholders**

Pursuant to applicable law and regulations, any document which must be communicated as part of this General Meeting shall be made available to the bondholders at the registered office of the Company within the legal deadlines.

*The Board of Directors*