

ATOS ORIGIN

A French corporation with limited liability with issued capital of Euros 69,711,862

Governed by a Supervisory Board and a Management Board

Headquarters: 18 avenue d'Alsace – Paris La Défense – 92400 Courbevoie (France)

Registered Siren number: 323.623.603 RCS NANTERRE

NOTICE OF ADJOURNMENT AND NOTICE OF SHAREHOLDERS' MEETING

Shareholders are informed that the ordinary and extraordinary meeting of shareholders, which was to be held on Thursday 22 May 2008 was adjourned.

The adjournment was decided during the shareholders meeting of 22 May 2008, when the Chairman of the Supervisory Board of the "Atos Origin Stock Plan" Employee Shareholding Fund (FCPE) ("Fund"), which holds 2,015,150 shares, (i.e. 3% of the capita), owned by the Group employees, announced to all shareholders present that he would exercise the Fund's voting rights in opposition to the voting instructions received from the Fund's Supervisory Board. This reversal was noted by all the official members of the shareholders meeting, including the two largest shareholders of Atos Origin, Centaurus Capital and Pardus Capital Management, based, inter alia, on a signed extract of the minutes of the meeting of the Supervisory Board of the Fund, in which the voting instructions were indicated.

This situation was likely to deprive the employee shareholders of their rightful vote at the shareholders' meeting. In addition, it would have resulted in legal challenges regarding the valid outcome of the votes cast at the shareholders' meeting, thus creating irrevocable harm to the interests of the shareholders, the company, its clients and its employees.

As a result, the Management Board unanimously decided, with the agreement of the ruling Chairman of the shareholders' meeting, to adjourn the meeting so that the Fund's shares could be voted in a legally valid manner and fully respect shareholder democracy.

Shareholders are thus called to attend the ordinary and extraordinary meeting of shareholders which will be held on 12 June 2008 at 3 p.m. at the Hotel Hilton, 18 Avenue de Suffren, 75015 Paris, (room Orsay, visiting address 22 rue Jean Rey) in order to discuss the same agenda and the same draft resolutions.

The agenda as well as the draft resolutions which appeared in the notice of shareholders meeting published in the *Bulletin des Annonces Légales Obligatoires* on 18 April 2008 (notice n°0804136, bulletin 47) are duplicated hereinafter:

Agenda

Ordinary items

- Management Report by the Management Board,
- Report by the Supervisory Board,
- Report by the Statutory Auditors on the fiscal year 2007 consolidated and statutory financial statements,

Translation for information purposes

- Approval of the fiscal year 2007 financial and consolidated statements, approval of the operations of the fiscal year 2007 and discharge to the members of the Management Board
- Appropriation of net income,
- Report by the Statutory Auditors and approval of related-party agreements,
- Renewal of the authorization to trade in the Company's shares,
- Renewal of the mandate of one statutory Auditor,
- Renewal of the mandate of one deputy statutory Auditor,
- Renewal of mandate of Mr. Jan Oosterveld as Supervisory Board member,
- Renewal of mandate of Mr. Vernon Sankey as Supervisory Board member,
- Renewal of mandate of Mr. Michel Soublin as Supervisory Board member,
- Appointment of Mr. Jean-François Cirelli as member of the Supervisory Board,
- Appointment of Mr. René Abate as member of the Supervisory Board,

Resolutions submitted by shareholders

- Adaptation to the by-laws of the number of Supervisory Board members,
- Appointment of Mr. Benoît d'Angelin as member of the Supervisory Board,
- Appointment of Mr. Behdad Alizadeh as member of the Supervisory Board,
- Appointment of Mrs. Colette Neuville as member of the Supervisory Board,
- Appointment of Mr. Bernard Bourigeaud as member of the Supervisory Board,
- Appointment of Mr. Michel Combes as member of the Supervisory Board,
- Removal of Mr. Didier Cherpitel as member of the Supervisory Board,

Extraordinary items

- Management Board's report and Statutory Auditor's report to the extraordinary general meeting,
- Authorization to issue shares without retention of shareholders' preferential subscription right,
- Authorization given to the Management Board to issue shares in favour of employees pursuant to an employee savings plan ("PEE"),
- Authorisation to complete formalities.

DRAFT OF RESOLUTIONS

Ordinary items

First resolution

(Approval of the fiscal year 2007 consolidated and statutory financial statements; approval of the operations of the fiscal year 2007 and discharge to the members of the Management Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, and after having reviewed:

- The Management Board's report ("Operational Review and Financial Review") on Group and Company activities and the financial statements for the fiscal year 2007,
- The report of the Chairman of the Supervisory Board and the Supervisory Board's observations,
- The parent Company and Group consolidated financial statements, and
- The Statutory Auditors' general report on the performance of their assignment during the year,

Hereby approve the parent Company and consolidated financial statements and, in particular, the balance sheet, income statement and notes thereto drawn up to 31 December 2007, as presented, together with the transactions reflected in these financial statements or described in these reports.

Consequently, shareholders discharge all members of the Management Board from any liabilities with respect to the performance of their duties during the year.

Second resolution

(Appropriation of net income)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, and on the recommendation of the Management Board, hereby ratify that the net loss for the year is EUR 58,857,440.66 and that it is appropriated to retained earnings which will accordingly total EUR 108,511,449.32.

Considering the new balance of retained earnings which amount to EUR 108,511,449.32 the amount available for appropriation is EUR 108,511,449.32.

Shareholder hereby ratify the appropriation of this amount as follows:

- | | |
|---|-------------------|
| ▪ To legal reserve | EUR 82,918.50 |
| Following this appropriation, the legal reserve will total: | EUR 6,971,015.00 |
| ▪ To dividend | EUR 27,884,606.80 |
| ▪ To retained earnings | EUR 80,543,924.02 |

Dividend will be 0.40 euros per share (before withholding of social charges if applicable and before deduction of any advance on dividend paid in respect of 2007) for all shares having right to dividend, resulting in a total dividend of 27,884,606.80 euros, on the basis of the number of shares as of 29 February 2008, paid in cash after the shareholder's meeting.

However, this amount may be increased (and accordingly, the amount remaining on retained earnings decreased) by a total maximum number of 1,807,809.60 euros, in order to take into account the total maximum number of 4,519,524 additional shares which may be created through the exercise of stock subscription options, between 1 March 2008 and the date of dividend payment.

Translation for information purposes

In application to article 243 bis of the French Tax Code, this dividend can benefit, when paid to physical persons who are tax resident in France to a 40% tax deduction. In application to article 117 quater of the French Tax Code, shareholders can decide to opt, subject to conditions, for the 18% withholding tax, instead of the normal income tax. Dividend would then be excluded from the benefit of the 40% tax deduction.

If upon dividend payment, the Company owns some of its own shares, the amounts corresponding to unpaid dividend for these shares shall be allocated to retained earnings.

Accordingly, shareholders authorise the Management Board to revise the final amount of effective distribution, as the case may be.

As required by law, shareholders note that no dividend has been paid in the last three years.

Third resolution

(Related-party agreements)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, having reviewed the auditors' special report on agreements governed by Articles L 225-86 et seq. of the Commercial Code, hereby approve, without prejudice of rights already existing, the agreement governed by Article L 225-90-1 of the Commercial Code relative to the terms and conditions of implementation of a collective defined benefit pension scheme, with a defined contribution aspect, whose principle has been approved by the shareholders in the previous years.

Fourth resolution

(Related-party agreements)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings and having reviewed the auditors' special report on agreements governed by Articles L 225-86 et seq. of the Commercial Code, hereby take note of the implementation during the year 2007 of the agreement related to a defined benefit pension, as set in the standard terms of the Management Board members, whose principle has been approved by the shareholders in the previous years.

Fifth resolution

(Related-party agreements)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, having reviewed the auditors' special report on agreements governed by Articles L 225-86 et seq. of the Commercial Code and being informed that Mr Bernard Bourigeaud served in the company since 1991, hereby approve each of the agreements governed by Article L 225-90-1 of the Commercial Code relative to the termination of all functions of Mr Bernard Bourigeaud and referred to in the special report prepared by the auditors, regarding only the keeping of certain stock options and free shares whose vesting period was not expired on 31 December 2007.

Sixth resolution

(Related-party agreements)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, having reviewed the auditors' special report on agreements governed by Articles L 225-86 et seq. of the Commercial Code and being informed that Mr Dominique Illien served in the company since 1995, hereby approve each of the agreements governed by Article L 225-90-1 of the Commercial Code relative to the termination of all functions of Mr Dominique Illien referred to in the special report prepared by the auditors, regarding only the keeping of certain stock options whose vesting period was not expired on 31 May 2007 and the payment of a 200,000 € indemnity in exchange for non-solicitation and non-poaching commitments until 31 December 2008.

Seventh resolution

(Renewal of the authorisation to trade in the Company's shares)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, and having reviewed the Management Board's report entitled "Management Discussion and Analysis", hereby authorise the Management Board to trade in the Company's shares, in accordance with the provisions of Articles L 225-209 et seq. of the Commercial Code and in compliance with the conditions determined in the Regulations of the Autorité des marchés financiers and in the European Regulation n° 2273/2003 of 22 December 2003 in application to the Directive 2003/6/CE of 28 January 2003, in order to:

- a. Grant or sell shares to employees or managers of the Company or of one of the Group's companies, under the conditions defined by law and regulations, notably in compliance with employee profit sharing schemes, share subscription option schemes, or for the grant of free shares or sale of shares to employees;
- b. Cancel acquired shares, in accordance with the terms of the authorisation requested from the shareholders on 26 May 2005 and approved in the 12th resolution of the minutes of the said meeting;
- c. Keep and remit shares in exchange or in payment in connection with external growth transactions, as the case may be, and as authorised by laws and regulations;
- d. Remit shares upon the exercise of rights in connection to convertible securities;
- e. Stabilise the market or the liquidity of its shares through a liquidity agreement signed with an investment service provider in compliance with a deontology charter recognised by the Autorite des marches financiers;
- f. Allow the Company to trade in the Company's shares on the stock exchange market or otherwise, for any other implementation of a market practice authorised by law and regulations, either now or in the future.

Shares may be purchased up to a maximum of 10% of the share capital calculated on the basis of the share capital existing at the moment of such purchases (this percentage being considered on the date of purchase), this percentage being applied to the share capital adjusted, as the case may be, according to operations done after this shareholder's meeting, being understood that, in accordance with the sixth paragraph of article L 225-209 of the Commercial Code, the number of shares acquired by the Company in view of being kept and remitted in exchange or in payment in connection with a merger, a demerger or a contribution cannot exceed 5% of the share capital.

Shares may be purchased, sold, transferred or exchanged by any means, on the market or outside of the market, including, as the case may be, derivative instruments. The share of the buy-back program which can be made by blocks of shares can reach the full amount of the program.

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The maximum aggregate amount of funds which can be used for the implementation of this buy-back program may not exceed 10% of the share capital multiplied by the maximum price per share.

The maximum purchase price per share is set at EUR 50 (costs excluded).

Shareholders grant full powers to the Management Board to adjust the aforementioned in case of incorporation of premiums, reserves or profits, leading to either an increase in the nominal value of each share or the creation and free grant of new shares, as well as in case of division of the nominal value of each share or the amalgamation of shares in order to take into account the impact of such changes on the share value.

Shareholders also grant full powers to the Management Board, with authority to delegate to its Chairman, or with the agreement of the Chairman to one or several members of the Management Board, to place any order on the market or outside of the market, to allocate or reallocate the shares bought to the different objectives in accordance with applicable laws and regulations, to conclude all agreements, notably in view of keeping the share acquisition/sale ledger, to issue all documents, make any formality, statement and releases with any authority, including the Autorite des marches financiers, with regard to any transaction made as per this resolution, to set the terms and conditions according to which the rights of holders of convertible securities or grantees of stock options may be preserved in accordance with regulations, and to do whatever is deemed necessary. Shareholders also grant full powers to the Management Board, if the law or the Autorite des Marches Financiers extend or complete the objectives authorised for buy-back programs, to communicate to the public any change to the objectives and program, as the case may be, as per applicable laws and regulations.

This authorisation supersedes the earlier authorisation granted by the 6th resolution to the Annual General Meeting of 23 May 2007. It is granted for a maximum period of 18 months as of this shareholders' meeting.

The Management Board will specifically report to shareholders at the next Annual General Meeting on any transactions performed pursuant to this authorisation, and in particular, for each of the above-defined purposes, the number and price of shares acquired, the number of shares used for such purposes, as well as any reallocation from one purpose to another.

Eighth resolution

(Renewal of the mandate of statutory auditor of Grant Thornton)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, renew the mandate of statutory auditors of Grant Thornton, for a duration of six years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2013.

Ninth resolution

(Renewal of the mandate of deputy statutory auditor of IGEC)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, renew the mandate of deputy statutory auditors of IGEC, for a duration of six years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2013.

Tenth resolution

(Renewal of the appointment of Mr Jan Oosterveld as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, renew the mandate of member of the Supervisory Board of Mr Jan Oosterveld, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Eleventh resolution

(Renewal of the appointment of Mr Vernon Sankey as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, renew the mandate of member of the Supervisory Board of Mr Vernon Sankey, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Twelfth resolution

(Renewal of the appointment of Mr Michel Soublin as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, renew the mandate of member of the Supervisory Board of Mr Michel Soublin, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Thirteenth resolution

(Appointment of Mr Jean-François Cirelli as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, appoint Mr Jean-François Cirelli as member of the Supervisory Board, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Fourteenth resolution

(Appointment of Mr René Abate as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, appoint Mr René Abate as member of the Supervisory Board, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Fifteenth resolution

(Adaptation to the by-laws of the number of Supervisory Board members)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, decide, to the extent that, following the vote of the resolutions presented to them today, the candidates

having obtained enough votes to be appointed to the Supervisory board lead to a number of Supervisory Board members beyond the maximum of 12 provided by the by-laws; to actually appoint only those candidates having obtained the largest number of votes, within the limit of the maximum number of seats available on the Supervisory Board, as provided by the by-laws

Resolution A

(Appointment of Mr. Benoît d'Angelin as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, appoint Mr. Benoît d'Angelin as member of the Supervisory board, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Resolution B

(Appointment of Mr. Behdad Alizadeh as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, appoint Mr. Behdad Alizadeh as member of the Supervisory board, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Resolution C

(Appointment of Mrs. Colette Neuville as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, appoint Mrs. Colette Neuville as member of the Supervisory board, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Resolution D

(Appointment of Mr. Bernard Bourigeaud as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, appoint Mr. Bernard Bourigeaud as member of the Supervisory board, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Resolution E

(Appointment of Mr. Michel Combes as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, appoint Mr. Michel Combes as member of the Supervisory board, for a duration of five years, that will terminate at the end of the shareholders' meeting deciding on the accounts closed on 31 December 2012.

Resolution F

(Removal of Mr. Didier Cherpitel as member of the Supervisory Board)

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, remove Mr. Didier Cherpitel as member of the Supervisory Board, with immediate effect.

Extraordinary items

Sixteenth resolution

(Authorisation to issue shares without retention of shareholders' preferential subscription right)

Shareholders meeting under the rules of quorum applicable to extraordinary general meetings, having reviewed the Management Board's report and the special report by Statutory Auditors, hereby resolve, in accordance with articles L 225-129 et seq. of the Commercial Code and notably Articles L 225-135, L 228-92 and L 228-93 of the Commercial Code, as follows :

I - Confer to the Management Board, competency to issue shares in one or more instalments,

- a. via the issuance of new shares, with or without stock subscription warrants attached, to be subscribed in cash or by offsetting debts, with or without additional paid-in-capital,
- b. via the issue of securities other than ordinary shares, giving access, directly or indirectly, by conversion, exchange, redemption, exercise of warrant or any other manner, to existing or future shares of the common stock at any moment or at set dates, issued by the company or by a company in which it holds directly or indirectly more than half of the share capital,
- c. via the issue of stock subscription or stock purchase warrants to be subscribed to in cash or distributed gratuitously, it being specified that such warrants may be issued either separately or simultaneously attached to securities described above in the paragraph immediately above,
- d. or via the simultaneous combination of any of the aforementioned methods.

Resolve that the limits of the amounts of the capital increase are as follows:

- the nominal maximum amount of shares that may be issued either immediately or in the future is EUR 10,456,728 this amount being included in the amounts defined by the shareholders in the 7th resolution of 23 May 2007
- to this maximum amount, shall be added the nominal amount of the additional capital increases in common stock made necessary for the preservation of the rights of holders of securities or warrants giving right, irrespective of the manner, to an allocation of common stock of the Company.

Resolve to set the nominal maximum amount of securities representing a receivable on the Company that may be issued to EUR 100 million.

These securities may be denominated in euro or any other foreign currency or any monetary unit determined by reference to more than one currency.

II – Resolve that capital increases may be in remuneration of securities that would be contributed to the company as a result of a public offer with exchange of shares in compliance with the conditions defined by article L 225-148 of the Commercial Code.

III - Resolve to cancel shareholders' preferential subscription right to securities to be issued pursuant to the delegation granted in paragraph I above.

It is specified that the issues referred to at paragraph I above, may, if the need arises, be performed, totally or partially on the international market.

For issues performed on the French market, the Management Board, subject to the prior approval by the Supervisory Board, may grant shareholders, in accordance to the terms and conditions which it shall set, a time period (which cannot be less than the duration set by decree) during which they shall have priority for subscribing to the shares, securities and subscription warrants issued without giving rise to the creation of negotiable and transferable rights. The shares, securities and warrants not subscribed to at the end of the priority shall be sold to public investors.

The issuance of securities and warrants as per the delegation granted above in paragraph I entails waiver by the shareholders of their preferential subscription rights to shares to which such securities and warrants will give right, either immediately or in the future.

IV – As per article L 225-136 of the Commercial Code, resolve that the sum due immediately or in the future to the Company for each share, security and warrant issued pursuant to the delegation provided in paragraph I above, must at least be equal to the weighted average of the listed prices of former Company shares during the last three stock market trading days preceding the date of the beginning of the issue of shares, securities or warrants, as the case may be reduced by a maximum discount of 5% : this average may be adjusted to take into account of the difference in dividend date.

Within a limit of 10% of the share capital per year, the issuance price must be at least equal to, up to the decision of the Management Board, a) the average price weighted by the volumes of the share during the stock exchange trading day preceding the definition of the issue price or b) the average price weighted by the volumes of the shares set during the stock exchange trading day during which the issue price is defined, with a maximum discount of 5%, as the case may be.

V – Confer all powers on the Management Board, subject to the prior approval of the Supervisory Board in accordance with Article 19.3 of the bylaws, with the option to delegate such powers to the Chairman or to one of its members, under the conditions provided for by law, to :

- a. In order to implement, in one or more instalments, the delegation provided at paragraph I above particularly with regard to :

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- decide on the capital increase,
 - decide on the amount of the capital increase, the price of the capital increase, as well as the premium which may, as the case may be, be requested upon issuance,
 - determine the dates and terms and conditions of the issues,
 - set the type of the securities to be created, their dividend date, even retroactively, the conditions for their conversion, exchange, redemption, and/or buyback,
 - determine the way payment for shares or securities giving access to capital, either immediately or in the future, will be made,
 - make any adjustments required in accordance with applicable legal and regulatory provisions,
 - acknowledge the finalisation of any capital increase and amend the by-laws accordingly,
 - and more generally, take all necessary measures to enter into any agreements, in order to complete the contemplated transactions in accordance with applicable law and regulations;
- b. In the event of an issuance of securities granting entitlement to an allotment of shares on exercise of a warrant, to buy these warrants on the stock market, with a view to cancelling them or otherwise, considering the applicable legal provisions;
- c. May deduct expenses arising from the issuance of new shares or securities from the paid-in-capital and transfer amounts from this account to the legal reserve to bring it to one-tenth of the new common stock amount.

VI – Authorise the Management Board, as part of the delegation which is the subject of paragraph I above :

- a. In the event where a company or companies, in which the Company has an interest, directly or indirectly, of more than 50% of the company's common stock to issue;
- Bonds with stock subscription warrants attached enabling the holder to acquire shares in the common stock of the Company, or
 - Other securities whose form is compatible with the law in force, giving the right by conversion, exchange, redemption, or exercise of a warrant or by any other means, to an allotment at any moment or at set dates, of common stock of the Company.
- b. To perform, in agreement with the issuing company or companies, issues of bond and other securities as well as the issue of warrants and corresponding common stock of the Company.

Shareholders resolve that paragraph III, sections 1 and 3 and paragraphs IV and V of this resolution are applicable to the authorisation given in this paragraph.

VII – Resolve that this delegation replaces and supersedes, up to the amount not yet used, any previous authorisation of the same kind, and is valid for a period of 26 months from the date of this Meeting.

VIII – Acknowledge that, if the Management Board decide to use the delegation of authority which is authorised by this resolution, the Management Board shall report to the next ordinary shareholder's meeting on the use of authority granted by this resolution.

Seventeenth resolution

(Resolution presented in compliance with article L 225-129-6 first paragraph of the Commercial Code - Share capital increase dedicated to employees through an Employee Savings Plan ("Plan d'Epargne d'Entreprise"))

Shareholders, meeting under the rules of quorum applicable to extraordinary general meetings, having reviewed the Management Board's report and the Statutory Auditors' special report, hereby resolve, to confer on the Management Board, pursuant to Articles L225-138-1 and L 225-129-6 of the Commercial Code and articles L 443-1 et seq. of the Labour Code, full powers to issue the share capital in one or more instalments and, according to its own decisions, up to a maximum nominal amount of 6% of the issued share capital as of the date of this meeting, via the issuance of new shares, to be subscribed in cash or other securities giving access to capital, under the terms and conditions set by law, exclusively to people adhering to a savings plan, whether a Group savings plan or otherwise.

The beneficiaries of the capital increases authorized by this resolution will be members of the Atos Origin Employee Savings Plan or of the Employee Savings Plans of related entities in the sense of article L 225-180 of the Commercial Code and article L 444-3 of the Labour Code. Beneficiaries will also meet the conditions that may be decided by the Management Board.

Decide that, in accordance with article L 443-5 of the Labour Code, the discount will be 20% below the average opening list prices of the Company's share on the Eurolist market of Euronext during the last 20 stock exchange days preceding the date of the decision setting the beginning of the subscription periods. However, shareholders expressly authorize the Management Board at its sole discretion, to reduce this discount within the above-defined limits, in order to take into account, as the case may be, the legal, accounting, tax and social regimes that apply locally.

Shareholders also authorize the Management Board to grant gratuitously, shares or other securities giving access to the share capital of the Company, being understood that the total advantage resulting from this grant, either through a benefit ("*abondement*") or as the case may be through a discount ("*décote*"), cannot exceed the limits defined in law and regulations.

Decide to waive the preferential subscription rights of shareholders in favour of those holding securities that would be issued as per this resolution.

The Management Board has all powers, with authority to delegate or sub-delegate under the legal rules applying, subject to the prior approval of the Supervisory Board, in order to implement this authorisation, or to abstain there from, within the limits and conditions defined above, and especially in order to:

- determine the terms and conditions of the securities giving access to capital, in accordance with existing rules and regulations,
- determine the companies whose employees and retirees may benefit from the offer to subscribe,
- decide whether subscriptions will be made through a mutual fund or directly,
- set the conditions of the issue(s),
- set the amounts to be issued, the subscription price, the date and conditions of each issue, their dividend date, even retroactively,
- decide and set the conditions for free grant of shares or other convertible securities,
- set the conditions that must be met by the beneficiaries of shares issued and the time period for subscribers to pay for the shares,
- as the case may be, ask for the quotation of new securities in any regulated market of its choice,

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- decide that each capital increase is completed up to the amount of shares that have been duly subscribed, carry out all formalities in relation to such issues and amend the bylaws accordingly,
- up on its own decision, after each capital increase, deduct the costs of capital increase from the related premiums and deduct from the same amounts the amount necessary to bring the legal reserve up to one tenth of the new share capital,
- more generally, take all necessary measures to complete the capital increases in accordance with applicable law and regulations;

This authorisation is valid for a period of 26 months from the date of this Meeting. If this resolution is approved by shareholders, it will replace and supersede the earlier delegation granted by the 10th resolution to the Annual General Meeting of 23 May 2007.

**Eighteenth resolution
(Powers to carry out formalities)**

Shareholders meeting under the rules of quorum and majority applicable to ordinary general meetings, grant full powers to the bearer of an original, extract or copy of the minutes of this shareholders' meeting to carry out the necessary formalities in relation to filing, declarations or publication.

The shareholder's attention is brought to the following facts:

- Mr Bernard Bourigeaud has announced on May 23, 2008 that he withdraws his candidacy to become member of the Supervisory Board. As a result, Resolution D has become void and will not be submitted to the vote of the shareholders.
- Atos Origin and its shareholders Centaurus Capital and Pardus Capital Management signed an agreement on May 26, 2008. As a result of this agreement:
 - Centaurus Capital and Pardus Capital Management will vote for the resolutions presented or approved by the Management Board that are being submitted to the vote of the shareholders.
 - Centaurus Capital and Pardus Capital Management have decided to no longer demand the dismissal of the Chairman of the Supervisory Board from his functions as a member of the Supervisory Board, the Chairman having given his resignation which will take effect at the opening of the first meeting of the Supervisory Board, scheduled to take place after the shareholders meeting, under the condition that Centaurus Capital and Pardus Capital Management will cast their votes at the shareholders' meeting on June 12, 2008 in compliance with their undertakings under the May 26, 2008 agreement. As a consequence, Resolution F has become void and will not be submitted to the vote of the shareholders.
 - The Management Board has approved the draft resolutions presented by Centaurus Capital and Pardus Capital Management (with the exception of resolutions D and F which are void as previously described). Conforming to regulations, for proxies to the Chairman, a favorable vote will be issued in the name of the shareholder for the adoption of such draft resolutions.

- The Management Board will be able to implement the delegation resulting from Resolution 16 only if it obtains the preliminary authorization of the Supervisory Board voting by a three quarters majority.
- By letter dated May 25, 2008, Mr. Jan P. Oosterveld informed the company that, in light of the previously mentioned agreement, he would not seek its renewal as a member of the Supervisory Board. As a result, Resolution 10 is void and will not be submitted to the vote of the shareholders.

Pursuant to article R. 225-85 of the French Commercial Code, in order to attend the meeting, registered shares must be recorded in the shareholder's name or in its bank's or broker's name at least 3 days prior to the meeting at 0.00 Paris time (i.e. if the meeting takes place on first notice, on Monday 9 June at 0:00 Paris time) either in the account maintained on behalf of the Company by the Company's registrar, or in the accounts of holders of bearer shares maintained by bank or broker. The holders of bearer shares are required to send their certificate justifying of their ownership on shares ("Attestation de participation") delivered by their bank or broker to the Société Générale – Service Assemblées – 32 rue du Champ de Tir – 44312 Nantes Cedex 3 or to Atos Origin, Legal Department, 18 avenue d'Alsace – Paris La Défense – 92400 COURBEVOIE.

Shareholders who have not received their admission cards, within a period of 3 days prior to the shareholders' meeting, or for enquiries on the processing of their admission cards, should feel free to contact the Société Générale's dedicated operators at 0.825.315.315 (cost:: 0.125€/min excluding VAT) from Monday to Friday, between 8:30 a.m and 6:00 p.m Paris time, only from France.

Shareholders that do not wish to attend the meeting personally can:

- 1) either give proxy to another shareholder or to their spouses, by returning a written proxy;
- 2) or give proxy to the chairman of the meeting. In such case, a favorable vote will be issued in the name of the shareholder for the adoption of the draft resolutions presented or supported by the Management Board, and a vote against the adoption of any other draft resolution
- 3) or vote by post in accordance with law, by returning a postal voting form to be required from the Société Générale at the latest 6 days prior to the meeting.

The above-mentioned form must be received by the company or by the Société Générale at the latest 3 days prior to the meeting.

Any shareholder who has already voted by post, sent a proxy or applied for an admission card will no longer be able to choose another means of participation to the shareholders' meeting. He or she may nevertheless decide later to sell all or part of shares held, in which case:

- if the sale occurs more than three business days prior to the meeting (at zero hour Paris time), the Company will have to invalidate or change accordingly the vote expressed, the proxy given, the "carte d'admission" or the "attestation de participation" and, for such purpose, in the case of bearer shares, the shareholder's bank or broker must notify the sale to the Company or its registrar and provide relevant information;

- if the sale occurs after zero hour Paris time, on the third business day prior to the meeting, the sale does not have to be notified by the shareholder's bank or broker or considered by the Company.

Subject to the above-mentioned provisions and pursuant to articles R.225-77 last subsection and R.225-79 last subsection of the Commercial Code, the forms for the vote by post which have been returned to the company or to Société Générale, service assemblées, 32 rue du Champ de Tir, 44312 Nantes Cedex 3, for

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the shareholders meeting of 22 May 2008, as well as the proxies given for this meeting will still be valid for the shareholders meeting of 12 June 2008.

Participation and vote by videoconference or by any other electronic mean of telecommunication have not been chosen for this meeting. Accordingly, no site as per article R 225-61 of the Commerce Code has been made available.

In accordance with articles L. 225-108 al 3 and R 225-84 of the Commercial Code, any shareholder can send written questions to the Management Board as from the date this notice is published. Questions must be addressed to the registered office of the company, by letter registered with request for notice of receipt, at the latest on the fourth business day preceding the date of the meeting. They must be accompanied by a certificate of inscription, either in the accounts of registered shares, or in the accounts of bearer shares.

The Management Board