

*This translation is for information purposes only.*



# convening notice

## Combined General Meeting 2014

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

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

### **On Tuesday May 27<sup>th</sup>, 2014**

At 10:00 a.m

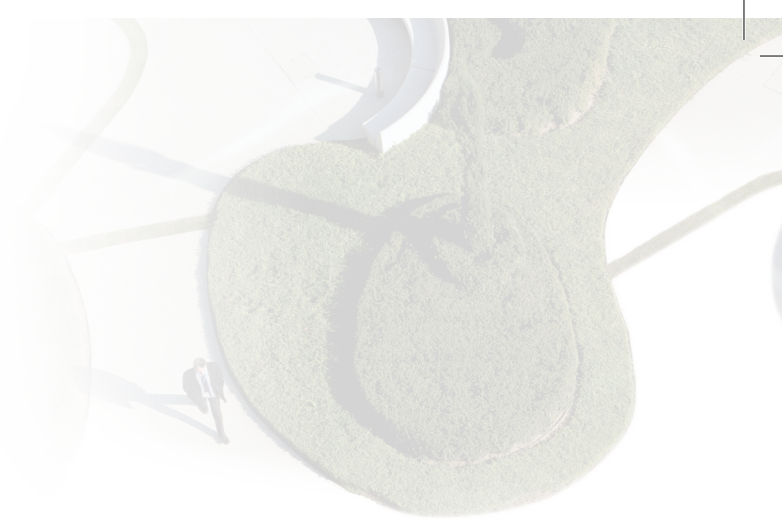
At the registered offices of the Company  
River Ouest - 80 quai Voltaire - 95870 Bezons  
The meeting will be held in the auditorium

### **Atos SE**

Registered offices : River Ouest - 80 Quai Voltaire - 95870 Bezons  
Siren 323 623 603 RCS Pontoise - European Company with a share capital of EUR 99,526,740

### **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 6, 2014, 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 Tuesday May 27, 2014 at 10:00 am at the registered offices, River Ouest, in the auditorium, 80 quai Voltaire, 95870 Bezons.

In 2013, we completed the three-year plan announced in December 2010. The Group profitability improved significantly as well as the cash generation which led to a net cash position above €900 million at the end of 2013. On the occasion of our last General Meeting held in December 2013, you approved at 99.6% our 2016 Ambition Plan, including the Group strategic orientations and financial objectives for the next three years and all the elements of compensation of the Chairman and Chief Executive Officer, we had submitted to your vote. This widespread support to all components of our 2016 Ambition Plan was immediately shared with the Management team and all Group employees in charge of implementing it.

During the General Meeting of May 27, 2014, you will be presented with the activity report of the Group for the financial year 2013, and asked to approve in particular the 2013 financial statements.

In addition, you will be requested to approve the payment of a dividend of EUR 0.70 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.

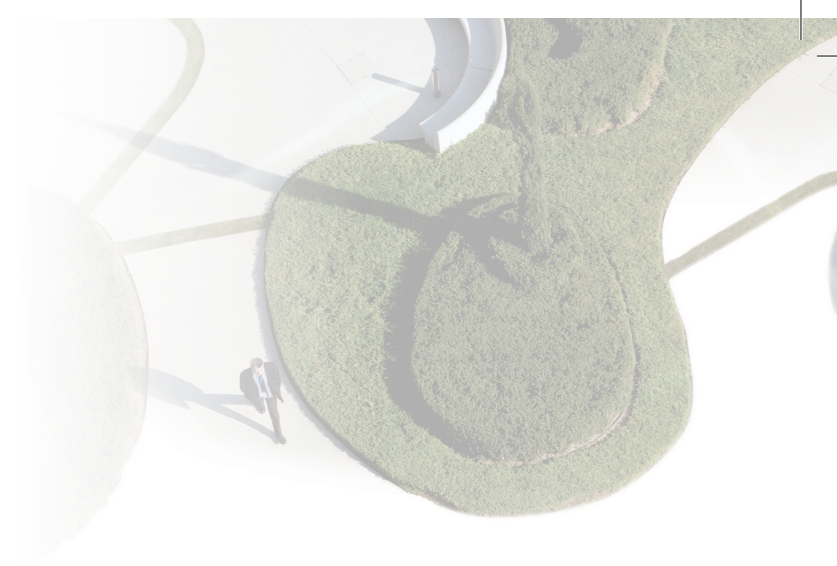
I look forward to welcoming you very soon, and I thank you for the trust you have shown to the Atos Group as well as for the attention you will give to the enclosed draft resolutions.

**Thierry Breton**

Chairman of the Board and Chief Executive Officer, Atos SE







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# THE ATOS GROUP IN 2013

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In 2013, the Group completed the three-year plan announced in December 2010. As expected, profitability improved significantly with operating margin increasing to 7.5% of revenue, free cash flow totaled more than €350 million, and earning per share was up +50% compared to 2011. During this period the Group focused on cash generation leading to a net cash position above €900 million at the end of 2013.

These results demonstrate that the Group has the track record and now the means to deliver its 2016 strategic plan, approved by 99.6% of shareholders in December 2013. Leveraging both our IT services and payments businesses, the priority of the new three-year plan is to deliver profitable growth and to increase operating margin by +100bps to +200bps by 2016.

Moreover, the Group confirms its ambition to complete the IPO of Worldline<sup>(1)</sup> in 2014, to accelerate its development and to play a leading role in the consolidation of the European payments market.

## The Atos group in 2013

With revenue at €8,615 million, nearly stable compared to 2012 at constant scope and exchange rates, the Group strongly improved its operating margin to €645.2 million, an increase of €78.3 million to reach 7.5% of revenue, completely in line with the 7% to 8% target announced in December 2010 as part of the three-year plan.

Net cash position was €905 million at the end of 2013. In 2013, the Group generated €365 million of free cash flow also in line with the €350 to €400 million target of the three-year plan 2011-2013.

Net income Group share stood at €262 million, up +17% compared to 2012 statutory figure. Earning per share<sup>(2)</sup> was €4.80 in 2013, up +50% compared to 2011 statutory.

Order entry was €8.8 billion. Book to bill ratio was 105%<sup>(3)</sup>, led by Financial Services which compensated for lower activity in the Public Sector.

### 2013 performance by Service Line

Revenue was overall nearly stable and the Group concentrated on increasing operating margin which materialized mainly in Managed Services (+110bps) and in Systems Integration (+180bps).

#### Managed Services:

Representing 47% of the Group, Managed Services revenue was €4,017 million, down -0.9% compared to 2012. Growth materialized in North America (+11.2%) benefiting from the successful ramp-up of the McGraw-Hill contract. The UK expanded by +4.4% thanks to the contribution from 2012 new contracts, and Asia-Pacific grew by +15.8% particularly in Financial Services. Top line contracted in Germany (with Siemens transformation base effect and Neckermann bankruptcy impact), and in France due to a lack of business volumes.

Operating margin was €360.0 million, up +110bps at 9.0% of revenue. Margin increased thanks to the new large projects (in the US, Benelux & The Nordics, the UK and Asia-Pacific) and the optimization of overhead structures (in Benelux & The Nordics, France, Germany, and Central & Eastern Europe). Further industrialization through Global Delivery centers, increased utilization of offshoring, and the renegotiation at Group level of several large supplier contracts benefited all Business Units. France reached a positive margin. Finally, as part of the actions to optimize the cost base, the Netherlands and the UK were positively impacted by pension plan amendments signed in 2013.

1) Depending on market conditions and after consultation of the appropriate employee representative organizations

2) EPS adjusted, non-diluted and based on December 2011 number of shares

3) Excluding Siemens

#### Systems Integration:

Revenue reached €2,278 million, essentially unchanged compared to 2012 and represented 26% of the Group. The Service Line benefited from the significant ramp-up of the NSN Application Management contract in Germany and from the Asian Martial Art Games project in Central & Eastern Europe. Consequently, revenue grew in Q4 despite revenue in the US being impacted by the base effect of the AIG datacenter migration completed in H2 2012.

Utilization rate increased to 80% in 2013 compared to 78% in 2012.

Operating margin was €146.1 million, representing 6.4% of revenue, an increase of +180bps, representing a significant first step that will be pursued as part of the new three-year plan. In 2013, the Service Line benefited from the first impact of the offshore delivery transformation on new contracts such as NSN, McGraw-Hill, and E-Plus. France recovered with profitability at 5.2% of revenue compared to -1.5% in 2012, thanks to strong actions to optimize both direct and G&A costs. UK & Ireland contributed to the margin expansion through the cost base reduction on flat revenue. Thanks to strong cost monitoring, margin increased in Benelux & The Nordics and remained stable in Iberia, in a context of revenue decline. In Austria, the operating margin was lower due to the end of the AMS contract.

#### Hi-Tech Transactional Services (HTTS) & Specialized Businesses:

HTTS & SB revenue represented 20% of the Group at €1,706 million, up +0.5% compared to 2012.

HTTS business grew by +3.8% to €1,194 million. This unit regroups payment and transactional activities of Atos which were carved-out in July 2013 to create Worldline. 2013 performance of these activities are reported in the "Worldline performance" section below.

Business Process Outsourcing (BPO) revenue at €357 million was down -3.2%. The business continued to grow in Financial BPO (+6.9%) thanks to the NS&I on-going phase. Revenue declined in Medical BPO (-11.2%) due to the Work Capability Assessments contract for DWP.

Operating margin was €221.0 million, representing 13.0% of revenue, essentially unchanged compared to 2012. Higher operating margin in HTTS was offset by Medical BPO while Specialized Businesses remained flat.

HTTS operating margin reached €193.4 million at 16.2% of revenue compared to €185.7 million in 2012. Profitability of the payment and transactional activities of Atos are reported in the "Worldline performance" section below.

BPO was down by €-8.2 million compared to last year. Operating margin improved in Financial BPO through higher volumes and cost optimization on the NS&I contract. In Medical BPO, operating margin on the Working Capabilities Assessments contract for DWP declined

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## The Atos group in 2013

by €-13 million and became negative to -8%. Set-up costs related to the new DWP PIP contract were expensed, particularly in the first semester, while revenue will start in 2014.

### Consulting & Technology Services:

Consulting & Technology Services represented 7% of the Group with revenue at €613 million, down -5.6% compared to 2012. The trend improved in the second half to -2.5% compared to -8.5% in the first half of the year. Consulting grew by +1.1% thanks to the UK with new contracts in the Public Sector. Technology Services was down -8.1% year-on-year and -6.0% during the second half.

In Consulting and in Technology Services, utilization rate remained almost stable in 2013, respectively at 71% and 82%.

Operating margin reached €34.9 million, representing 5.7% of revenue, an improvement of +160bps compared to 2012. All the GBUs reported positive margin in 2013 led by strong projects monitoring and tight workforce management. The Service Line invested in consulting cloud-based business and continued to support Managed Services and Systems Integration on pre-sales activities and internal projects. Finally, margin also benefited from the Dutch pension plan amendment.

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## Worldline performance

In 2013, Worldline revenue was €1,115 million, up +4.8% year-on-year and operating margin was €166.9 million, an improvement of +15bps to 15.0% of revenue. OMDA (Operating Margin before Depreciation and Amortization) reached €204.8 million, representing 18.4% of revenue, +110bps compared to in 2012. Free cash flow was €113 million.

### Merchant Services & Terminals

Revenue was €360 million, up +2.1%. Revenue growth primarily came from the commercial acquiring business in Belgium with transaction volumes increasing together with new projects. Revenue also increased in internet payment in France and for loyalty and fuel cards in Iberia and in the UK. Total growth was impacted by lower terminal sales in historical domestic markets. Excluding terminals, the Global Business Line revenue was up +6.5% in 2013.

OMDA increased by +60bps at 22.6% of revenue, reaching €81.2 million. Margin increased in commercial acquiring and online services, on the back of higher revenue.

### Mobility & e-Transactional Services

Revenue grew by +7.4% compared to 2012, to €364 million. Growth mainly came from e-Ticketing, fare collection, and in the connected cars solutions business.

OMDA was €48.2 million, representing 13.3% of revenue. Decline in profitability mainly came from a higher business mix with larger build activity throughout the year while revenue will be generated in the next few years.

### Financial Processing & Software Licensing

Revenue grew +4.9% to €391 million. Growth accelerated in the second half of the year, particularly in the Issuing business thanks to higher volumes of transactions and increased fraud services in Belgium, and to a new contract with a retail bank in Germany. Project revenue was strongly up thanks to various new contracts.

OMDA reached €90.1 million, representing 23.0% of revenue. The strong improvement compared to 2012 came from revenue growth combined with actions to optimize the cost base.

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## Commercial activity

The Group order entries in 2013 totaled €8.8 billion, representing a book to bill ratio of 102%, 105% excluding the Siemens account for which a significant portion of the global IT contract was recorded in the backlog in 2011.

Book to bill increased to 113% in cyclical activities (Systems Integration and Consulting & Technology Services), mainly led by Germany, Benelux & The Nordics and Central & Eastern Europe. Book to bill was 96% for recurring businesses, impacted by slow decision making processes at some customer organizations where signings were postponed to 2014.

Several highly innovative contracts were signed, in Cloud for example with Telegraaf Media and with Philips in the Netherlands, in Big Data with the German Federal Employment Agency and with Caixa Seguros. In Mobility, Worldline accompanies McDonald's in France in its new digital strategy, and has developed a mobile and web-based application incorporating its electronic payment solution and enabling online ordering. Finally, Swiss Re and the Dutch Ministry of Defense selected Atos in Cyber Security. All these signatures materialized the positive impact of the Group market positioning in disruptive offerings.

Full backlog was €15.2 billion at the end of 2013, representing 1.8 year of revenue, equivalent to the level of end 2012.

At €5.3 billion on December 31st, 2013, the full qualified pipeline remained stable at constant exchange rates, representing 7.3 months of revenue. It is well balanced between recurring businesses and cyclical activities.

## The Atos group in 2013

### Operating income and net income

Operating income in 2013 was €417 million as a result of the following items:

Expenses for staff reorganization were €102 million, mainly in the Netherlands and in Germany. Costs for rationalization were €37 million, mainly on German and Brazilian offices and datacenters.

Final integration costs resulting from the acquisition of SIS amounted to €20 million and represented primarily the migration of internal IT platforms.

In 2013, €44 million was recorded as amortization of the SIS intangible assets recognized as part of the Purchase Price Allocation (PPA).

Financial result incurred a charge of €63 million and was composed of a net cost of financial debt of €31 million (of which €21 million for convertible bonds) and non-operational financial costs of €32 million primarily represented by pensions and Foreign Exchanges.

Total tax charge, including current and deferred taxes, was €96 million, representing an effective tax rate of 27.1% compared to 31.2% in 2012.

Therefore, the net income Group share reached €262 million, an increase of +17% compared to 2012. Basic Earning per share was €2.98, +12% compared to 2012.

### Net cash and free cash flow

Group net cash position as of December 31st, 2013 was €905 million, compared to €232 million on December 31st, 2012.

In 2013, the two convertible bonds (OCEANE 2009 and OCEANE 2011) were converted, generating a net cash increase of €469 million. The share buy-back program relating to the OCEANE 2009 was completed for €116 million.

OMDA was €865 million representing 10% of revenue, compared to €793 million in 2012.

As expected, OMDA included losses for €64 million, primarily from former SIS projects.

Cash out for reorganization was €114 million, of which €54 million in the second half of the year. Rationalization was €53 million (vs. €54 million in 2012) as part of the real estate reduction plan of offices and datacenters.

Cash out for IT integration costs amounted to €20 million in 2013, compared to €53 million in 2012.

In 2013, net capital expenditures totaled €340 million, representing 3.9% of revenue. Main investments were related to Managed Services, BPO, Worldline, and Canopy, mainly in Germany and in the UK.

Working capital improved by €111 million. This was the third year of improvement following the acquisition of SIS and was fuelled by the renegotiation of financial arrangements with both large customers and suppliers. The Group considers that the working capital was largely optimized at the end of 2013.

Cash paid for financial costs was €31 million, primarily on convertible bonds and tax paid was €97 million.

Other items summed to a positive €50 million including the proceeds from the exercise of equity-based compensation and the payment related to the final settlement with the Dutch Pension Fund signed in December 2013.

The Group free cash flow totaled €365 million in 2013.

### Share buy-back and capital evolution

In 2013, Atos completed a share buyback program of €116 million corresponding to half of the Group net cash position increase resulting from the early redemption of the 2009 OCEANE in September 2013.

In addition, the Group plans to proceed in 2014 with an additional share buy-back program totaling €230 million to be implemented as follows:

- ▶ €115 million tranche in order to enable Atos SE to transfer shares to the Dutch Employee Pension Fund of Atos and thereby significantly decrease Atos commitments pursuant to its Defined Benefits Obligations, as approved in Atos' Ordinary Shareholders Meeting held in December 2013.
- ▶ €115 million tranche, representing circa half of net cash increase resulting from the early redemption of the 2011 OCEANE, the shares purchased are expected to be either deleted or delivered against other dilutive instruments.

Overall, in 2013, the Group announced its intention to implement a share buy-back program for a total amount of €345 million.

Following these operations, the number of Atos SE shares was 98.2 million on December 31st, 2013 before the completion of the next €230 million planned share buy-back program.



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## **The Atos group in 2013**

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### **Human Resources**

The total number of Group employees was 76,320 at the end of December 2013.

The number of direct employees at the end of December 2013 was 70,531, up +1% compared to the beginning of the year. Indirect staff was 5,789, down -11% year-on-year, reflecting the restructuring program on indirect staff operated since the acquisition of SIS in July 2011 when the number of indirect staff was 8,552.

In 2013, 10,806 new employees were recruited of which 62% were in emerging countries. Recruitment mainly occurred in India, in Central & Eastern Europe (Poland and Romania), and in Latin America, in line with the offshoring strategy of the Group and the ambition to grow in emerging countries. The Group hired engineers with a particular focus on new areas of the IT services industry such as Cloud computing and Big Data.

Attrition declined to 9.5% at Group level and to 17.2% in emerging countries.

Staff in the emerging countries represented 28% of total staff compared to 25% at the end of 2012. The Group offshore capability represented 11,591 people at the end of 2013, with a majority located in India, +27% year-on-year.

The Group continued actions to reduce the number of external subcontractors, which were 5,399 at the end of 2013 compared to 7,170 one year before and 8,176 in July 2011. The Group will continue to carefully monitor the level of non-critical subcontractors.



# Atos SE's financial summary for the last five years

In EUR million	31 December 2013	31 December 2012	31 December 2011	31 December 2010	31 December 2009
<b>I - Common stock at period end</b>					
Common stock	98.2	85.7	83.6	69.9	69.7
Number of shares outstanding	98,165,446	85,703,430	83,566,768	69,914,077	69,720,462
Maximum number of shares that may be created by:					
- conversion of convertible bonds	-	10,980,950	10,796,902	5,414,771	-
- exercise of stock subscription options	5,015,053	7,542,180	8,531,235	9,477,800	10,310,776
<b>II - Income for the period</b>					
Revenue	122.5	63.6	40.7	42.1	42.4
Net income before tax, employee profit-sharing and incentive schemes, Depreciation, amortisation and provisions	94.7	694.8	62.7	9.3	91.1
Corporate income tax	6.3	7.6	8.6	12.9	11.2
Net income after tax, employee profit-sharing, depreciation, amortisation and provisions	71.0	499.2	44.0	69.7	128.7
Dividend distribution	68.7	51.3	41.8	35	-
<b>III - Per share data (in EUR)</b>					
Net income after tax and employee profit-sharing but before depreciation, amortization and provisions	1.02	8.20	0.85	0.32	1.47
Net income after tax, employee profit-sharing, Depreciation, amortisation and provisions	0.72	5.82	0.53	1.00	1.85
Dividend per share	0.70 <sup>1)</sup>	0.60	0.50	0.5	-
<b>IV - Employees <sup>(2)</sup></b>					
Average number of employees during the period	-	-	-	-	-
Total payroll for the period	-	-	-	-	-
Employee social security and welfare payments	-	-	-	-	-

1) Subject to the approval of the Combined General Meeting of May 27 2014.

2) We remind you that the holding Atos SE does not have any employee.

# The Board of Directors

## The Board of Directors during 2013

<b>Nicolas Bazire*</b>	General Manager of Groupe Arnault SAS
<b>Jean-Paul Béchat*</b>	Manager of SARL ARSCO
<b>Thierry Breton</b>	Chairman and Chief Executive Officer of Atos SE and Chairman of the Supervisory Board of Atos Worldline
<b>Roland Busch</b>	Member of the Management Board of Siemens AG (Germany)
<b>Jean Fleming**</b>	Human Resources Director at 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 Sharp Paine*</b>	Senior Associate Dean of Harvard Business School / John G. McLean Professor of Business Administration
<b>Michel Paris</b>	Managing Director of PAI Partners SAS
<b>Pasquale Pistorio*</b>	Chairman of the Pistorio Foundation (Switzerland) (charity)
<b>Vernon Sankey*</b>	Officer in companies
<b>Lionel Zinsou-Derlin</b>	Chairman of PAI Partners SAS

\* Independent director

\*\* Director representing employee shareholders

# agenda

## Ordinary items

- ▶ **Approval of the Company financial statements** for the financial year ending December 31<sup>st</sup>, 2013
- ▶ **Approval of the consolidated financial statements** for the financial year ending December 31<sup>st</sup>, 2013
- ▶ **Assignment of the net income** for the financial year ending December 31<sup>st</sup>, 2013 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 Nicolas BAZIRE as member of the Board of Directors**
- ▶ **Renewal of Roland BUSCH as member of the Board of Directors**
- ▶ **Renewal of Colette NEUVILLE as member of the Board of Directors**
- ▶ **Renewal of Michel PARIS as member of the Board of Directors**
- ▶ **Renewal of the term of office of one of the two principals Statutory Auditors**
- ▶ **Renewal of the term of office of one of the two deputies Statutory Auditors**
- ▶ **Advisory opinion on the elements of compensation due or awarded** for the financial year ending December 31<sup>st</sup>, 2013 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 to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities, with preferential subscription rights
- ▶ **Delegation to the Board of Directors** of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights
- ▶ **Delegation to the Board of Directors** of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights
- ▶ **Authorization to issue shares or securities** giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital
- ▶ **Delegation to the Board of Directors** of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights
- ▶ **Delegation to the Board of Directors** of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items
- ▶ **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
- ▶ **Authorization given to the Board of Directors** to allot free shares to the employees and executive officers of the Company and/or its affiliated companies
- ▶ **Modification of article 17 of the Articles of Association** - Powers of the Board of Directors
- ▶ **Modification of article 7 of the Articles of Association** - Modification of the share capital
- ▶ **Powers**



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# How to participate in 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 **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 in our General Meeting?

### Conditions to participate in this Meeting:

- ▶ the owners of registered shares shall be registered in the shareholder's name at least on the third business day prior to the Meeting, i.e. on May 22, 2014, at 0.00 Paris time.
- ▶ the owners of bearer shares shall justify their identity and their capacity as shareholder on the third business day prior to the Meeting, i.e. on May 22, 2014, 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 PERSONALLY

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

- ▶ If you are the owner of **registered shares**, please send the attached form (**tick the A box**, date and sign at the bottom of the form), 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.

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.

#### IF YOU CANNOT ATTEND THE GENERAL MEETING

#### You have the possibility to:

- ▶ Be **represented by a proxy holder**, by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded, or any person (individual or legal entity) of your choice, holding a duly filled and signed proxy, or by the Chairman; or
- ▶ Address to the Company a **blank proxy** without a beneficiary; or
- ▶ **Vote by mail** pursuant to article L.225-107 of the French Commercial Code and applicable implementation decrees.

Votes by 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 & Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex;

at the latest three days preceding the General Meeting, i.e. on May 23, 2014.

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.

Participation and vote by videoconference or by any other electronic means of telecommunication have not been chosen for this Meeting. Accordingly, no website as per article R. 225-61 of the French commercial Code has been made available.

## How to participate in our General Meeting?

### How to complete 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 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**.

<sup>1)</sup> 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 in 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 99 526 740 €  
Siège social : River Ouest - 80 Quai Voltaire  
95870 BEZONS  
323 623 603 RCS Pontoise

**ASSEMBLEE GENERALE MIXTE DU 27 MAI 2014**  
A 10 heures au siège social - Auditorium

**COMBINED GENERAL MEETING OF MAY 27<sup>th</sup>, 2014**  
At 10 a.m. at the registered offices - Auditorium

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

Identifiant - Account	Nominatif / Registered	Vote simple / Single vote
Nombre d'actions / Number of shares		
Porteur / Bearer	Vote double / Double vote	Nombre de voix - Number of voting rights

**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**

Approuvés par l'Organe de Direction / Approved by the Board of the Directors.										Non approuvés / 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"/>
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"/>
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"/>
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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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"/>
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"/>
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"/>

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.....

**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)

**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 in our General Meeting?

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### B. You wish to be represented by a proxy

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 57 01).

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 23 May 2014.

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### C. 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 third 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 third 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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### D. 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 on May 21, 2014:

- ▶ 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.



## How to participate in our General Meeting?

### E. How do you come to the General Meeting?

The Ordinary General Meeting of May 27, 2014 shall start at 10:00 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.

#### By public transportation

- ▶ **Tramway T2** - From Paris Porte de Versailles to Pont de Bezons via La Défense Grand 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

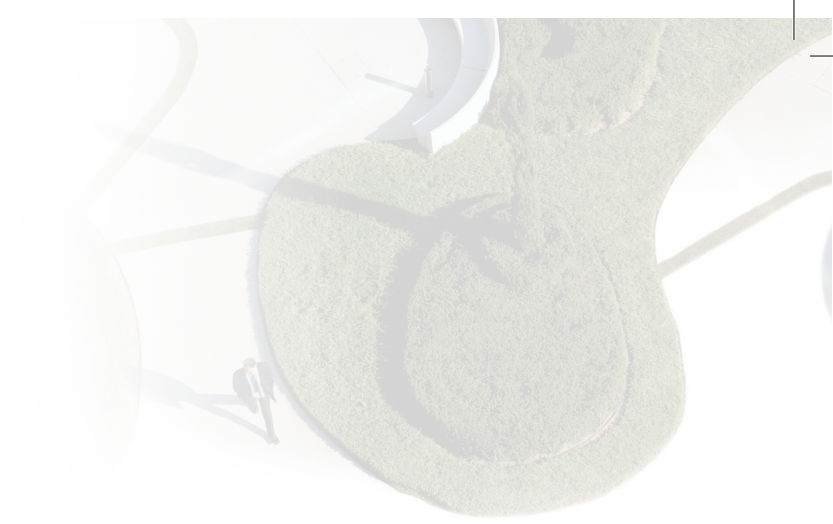
- RATP 262  
From Maisons-Laffitte (RER A) / Pont de Bezons
- RATP 272 RATP 367  
Argenteuil station /Sartrouville Rueil station (RER A) / Pont de Bezons via Nanterre Université

#### By Atos shuttle

- ▶ **From Argenteuil station (Transilien)** - From the train station St-Lazare or elsewhere, take the shuttle with the Atos logo on the sidewalk of the Evangelical church located in front of the station, at 29 Boulevard Karl Marx, Argenteuil (departure at 8:25 am - 8:45 am - 8:50 am - 9:00 am. For the return journey, please use the Tramway T2 as the first shuttle is at 5:10 pm).

#### 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 financial statements for the financial year ending December 31<sup>st</sup>, 2013

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

We request you to approve the Company and consolidated financial statements for the financial year ending December 31<sup>st</sup>, 2013. The management report on the 2013 financial year is included in the Registration Document of the Company.

#### Assignment of the net income for the financial year ending December 31<sup>st</sup>, 2013 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

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

In the scope of the third resolution, we propose you to set the 2013 dividend at EUR 0.70 per share, which corresponds to an aggregate amount of Euros 68,690,503.70 calculated on the basis of the number of 98,165,446 shares, composing the share capital as at December 31<sup>st</sup>, 2013, including 36,155 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 2<sup>nd</sup>, 2014 and shall become payable on June 24, 2014. 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 gradual tax scale of the income tax, and shall be eligible to a 40% deduction on the gross amount (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 2013 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividends per share (in €)	Total (in €)
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
2010	69,727,165	0.50 <sup>(2)</sup>	34,863,582.50

1) Number of entitled shares at January 1, after deduction of treasury shares at dividend payment date.

2) All the amounts stipulated in the "Dividend per share" column of this table were 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 and in 2011 for the 2010 financial year).

##### Option to opt 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 that is subject to the fourth resolution in cash or in shares of the Company, 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 2<sup>nd</sup>, 2014 and June 13<sup>th</sup>, 2014 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 13<sup>th</sup>, 2014, 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 24<sup>th</sup>, 2014, 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 NYSE 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>, 2014.

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

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

We request you to approve for the financial year 2013, an overall amount of annual Directors' fees of Euros 500,000 remunerating 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 themselves 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>, 9<sup>th</sup> resolutions

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

- ▶ **Mr. Nicolas BAZIRE;**
- ▶ **Mr. Roland BUSCH;**
- ▶ **Mrs. Colette NEUVILLE;**
- ▶ **Mr. Michel PARIS.**

Additional information on the candidates to the Board of Directors can be found in pages 50 to 53 of this brochure.

### Renewal of the term of office of one of the two principals and deputies Statutory Auditors

#### 10<sup>th</sup> and 11<sup>th</sup> resolutions

The Board of Directors proposes to you, pursuant to the tenth resolution to renew the terms of office of the principal Statutory Auditor, Grant Thornton, which is due to expire at the end of this Meeting, for a period of (6) financial years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

The Board of Directors proposes to you, pursuant to the eleventh resolution to renew the terms of office of the deputy Statutory Auditor, IGEC, which is due to expire at the end of this Meeting, for a period of (6) financial years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

### Advisory opinion on the elements of compensation due or awarded for the financial year ending December 31<sup>st</sup>, 2013 to Mr. Thierry BRETON, Chairman and Chief Executive Officer

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

In the scope of the twelfth resolution, it is requested that you, according 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, to deliver a favorable opinion on the elements of compensation due or awarded for the financial year ending December 31<sup>st</sup>, 2013 to Mr. Thierry BRETON, as described in the 2013 Registration Document, Section G, paragraph 2.

Indeed, the AFEP-MEDEF Code provides that the following elements of the compensation due or awarded to the executive director related to financial year ending in 2013 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 ("CEO") related to financial year 2013 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 at the end of the closed financial year 2013 to Mr. Thierry Breton, Atos SE Chairman and CEO, 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 1st, 2012, has been set by the Board of Directors on December 22<sup>nd</sup>, 2011, upon recommendation of the Nomination and Remuneration Committee.</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>€ 1,332,045 due with respect to the 2013 year i.e. 98.67% of the annual target variable compensation</p>	<p>The variable on-target Bonus subject to performance conditions of Mr. 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 2013, 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 Nominations and Remunerations 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 24<sup>th</sup>, 2013 and February 19<sup>th</sup>, 2014: for the first semester of 2013, the variable bonus of Mr. Thierry Breton, Chairman and CEO, stood at <b>€ 697,275 (103.3%</b> of the semester on-target Bonus), and at <b>€ 644,220 (95.4%</b> of the semester on-target Bonus) for the second semester of 2013.</p>
<b>Multiannual variable compensation</b>	N/A	Mr. Thierry Breton, Chairman and CEO, receives no variable multiannual compensation.
<b>Director's fees</b>	N/A	Mr. Thierry Breton, Chairman and CEO, has declined to accept his director's fees.
<b>Fringe benefits</b>	€ 8,215.51	Mr. Thierry Breton, Chairman and CEO, has a company car with driver.
<b>Extraordinary Compensation</b>	N/A	For the year 2013, there is no exceptional compensation due to Mr. 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 45,000 Performance Shares</p> <p>Shares valuation</p> <p>€ 2,250,773</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<sup>st</sup>, 2013, has been set by the Board of Directors on May 30<sup>th</sup>, 2012, upon the recommendation of the Nominations and Remunerations Committee.</p> <p>During 2013, Mr. Thierry Breton, Chairman and CEO, was not granted any options (either to purchase or to buy shares of the company).</p> <p>On July 24<sup>th</sup>, 2013, the Board of Directors granted 45,000 Performance Shares to the Chairman and CEO, valued at € 2,250,773 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<sup>th</sup>, 2012.</p> <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 45,000 Performance Shares to Atos Chairman and CEO represents approximately 6% of the total number of shares allocated, and 0.05% of the share capital of the company on July 1<sup>st</sup>, 2013.</li> <li>▶ The number of shares granted to the CEO in July 2013 is an equity compensation of approximately 45% of the total target 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 2013 and for 2014 (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 2013 and for 2014 (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>▶ Social and Environmental Responsibility criteria in 2013 and in 2014 (Obtaining the GRI Rating A, or being part of the European or Worldwide Dow Jones Sustainability Index)</li> </ul> <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>

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

Compensation Components	Amounts	Comments
<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. The beneficiary group is thus wider than the inner circle of executive directors.</p> <p>The benefit of this scheme is subject to a presence condition within the Atos Group 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.</p> <p>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 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>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 26<sup>th</sup> 2009, was approved by the General Assembly on May 26<sup>th</sup>, 2009 under the 4<sup>th</sup> resolution, and confirmed by the Board of Directors on December 17<sup>th</sup>, 2009.</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

##### 13<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 sell 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) 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 fourteenth resolution;
- ▶ to transfer them to the Dutch Employee pension fund (Stichting Pensioenfonds Atos), in the context of the settlement agreement (Run-off and Settlement Agreement) concluded with the Company and its subsidiary Atos Nederland B.V.

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 97 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be Euros 952,204,826.20.

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 29<sup>th</sup>, 2013 pursuant to its twelfth resolution as amended by the second resolution of the General Meeting of December 27<sup>th</sup>, 2013.

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

##### 14<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 thirteenth resolution of the Combined General Meeting of May 29<sup>th</sup>, 2013.

#### Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities, with preferential subscription rights

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

It is proposed that, as previously authorized by the Combined General Meeting of May 30<sup>th</sup>, 2012, the Board of Directors should have the ability to increase the authorized share capital with preferential subscription rights ("PSR") in order to finance the Company's development, either by issuing shares (excluding preferred shares) or by issuing securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or granting the rights to receive debt securities.

For all capital increases paid up in cash, a PSR is granted to the shareholders, which is detachable and can be traded throughout the subscription period: for a minimum of five trading days as from the start of the subscription period, each shareholder has the right to subscribe for a number of new shares that is proportional to his/her stake in the capital.

The maximum nominal amount of share capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the case of an issuance of securities giving access to the Company's share capital), pursuant to this resolution would be fixed at 30% of the Company's share capital on the date of the General Meeting.

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

This limit will also counts towards the total limit (see Article L. 225-129-2 of the French Commercial Code) of the nominal amount of the capital increases capable of being carried out in accordance with the fifteenth resolution, as well as the sixteenth, seventeenth, eighteenth, nineteenth, twentieth and twenty-first resolutions of this General Meeting, which correspond to 30% of the share capital or any other global limit which could be decided by the General Meeting during the period of validity of the present delegation.

To these limits will also be added, if necessary, in the event of further financial transactions, the nominal amount of the shares to be issued in addition to preserve, the rights of the holders of securities or other rights giving access to the share capital.

It is specified that, within this global limit, the nominal amount of the capital increases capable of being carried out, without PSR, in accordance with the sixteenth, seventeenth, eighteenth and nineteenth resolutions of this General Meeting should not exceed 10% of the share capital as stated at the date of this General Meeting.

This authorization and the sixteenth and seventeenth resolutions of this General Meeting as well, provide for the possibility of using all financial instruments giving access to share capital in order to maintain flexibility in carrying out growth or financing transactions and to perform transactions to optimize the Company's capital structure as well.

This resolution and certain resolutions submitted to this Meeting would permit your Board of Directors to decide to issue securities giving access to the Company's share capital. The characteristics and details related to such securities are described below under sixteenth resolution of this general meeting.

The period of validity of this authorization would be set at twenty-six months. For information, this delegation, as already granted by the Combined General Meeting of May 30, 2012, has not been used.

### **Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights**

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

This authorization would enable the Board of Directors to carry out growth and financing transactions by issuing, with the cancellation of preferential subscription right ("PSR"), in France and/or abroad, by means of a public offering, shares and/or securities giving access to the share capital of the Company or of any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary").

This resolution would also enable the issue of securities giving access to the Company's or a Subsidiary's existing share capital or of securities carrying a right to the allocation of debt securities.

In the context of this resolution, you are asked to cancel the PSR. In fact, depending on market conditions, the types of investor concerned by the issue and the category of securities issued, it may be preferable, or even necessary, to cancel the PSR, in order to place the securities under the best possible conditions, in particular when the speed of the transactions is a vital condition for their success, or when the securities are issued on foreign financial markets. This type of cancellation can make it possible to obtain a greater pool of capital as a result of more favorable issue conditions.

In exchange for the cancellation of PSR, your Board of Directors could implement a priority right, on a reducible basis where applicable.

The nominal maximum amount of the capital increases with the cancellation of PSR that may be carried out immediately or in the future, pursuant to this authorization, would be set at 10% of the Company's share capital at the date of the General Meeting. The nominal amount of the issuances that may be carried out pursuant to the following delegation, will count towards the limit stipulated by paragraph 2 of the fifteen resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without preferential subscription rights carried out pursuant to the seventeenth, eighteenth and nineteenth resolutions of this Meeting shall be deducted from the nominal maximum amount of the present delegation.

To these limits will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities or other rights giving access to the share capital.

The issue price of the shares issued directly would be at least equal to the minimum stipulated by the regulatory provisions that are applicable on the issue date (currently, the weighted average prices of the last three trading sessions on the regulated market of NYSE Euronext Paris preceding the determination of the subscription price minus a maximum discount of 5%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates).

This delegation of power shall permit the issuance of shares or securities giving access to the Company's share capital or securities granting the rights to receive debt securities as described below. Certain resolutions presented in this Meeting shall enable your Board to decide on the issuance of securities giving access to share capital either by issuance of new shares such as bonds convertible or redeemable into shares or bonds with warrants attached or through or through the delivery of existing shares such as "OCEANES" (bonds which are convertible into new shares or exchangeable for existing shares). ; such securities could either be in the form of debt securities as in the example above or equity securities such as shares with warrants attached. However, it is prohibited by law, to issue equity securities that are convertible into or exchangeable for debt securities.



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

Securities giving access to share capital that are in the form of debt securities (e.g. bonds convertible into or redeemable for shares or bonds with warrants attached) could create an entitlement to allocation of shares, at any time or during certain periods or at certain set dates. Such allocation could be made through conversion (e.g. bonds convertible into shares), redemption (e.g. bonds redeemable for shares), exchange (e.g. bond exchangeable for shares), or presentation of a warrant (e.g. bonds with warrants attached) or any other method, for the duration of the instrument, with or without preferential subscription right for shareholders with respect to the securities thus issued.

In accordance with the law, the authorizations granted by this Meeting, for the purpose of issuing securities giving access to share capital entail a waiver by the shareholders of their PSR for equity shares to which such shares grant an entitlement. If the resolutions were adopted, by operation of law, you would waive your PSR to any shares that the Company would issue in order to redeem a bond redeemable in shares.

The issue price of the securities that give access to the capital would be set in such a way that, for all shares issued as a result of securities that give access to the capital, the total that the Company receives in respect of said securities that give access to the capital is at least equal to the minimum regulatory price per share (as said price stood on the date of issue of the securities that give access to the capital).

This resolution, as well as the fifteenth and seventeenth resolutions presented to this Meeting, would allow your Board of Directors to issue securities carrying a right to allocation of debt securities, such as bonds with warrants attached and bonds convertible or redeemable by any other debt security or shares with warrants attached. Where applicable, these securities may have warrants attached that carry a right to the allotment, acquisition or subscription for bonds or other debt securities. If these resolutions are adopted, your Board of Directors may determine the nature and characteristics of the securities to be created that will carry a right to the allotment of debt securities. Where necessary, the Board of Directors may, in particular, decide at the time of issue or during the existence of the securities concerned:

- ▶ that these securities will have warrants attached that carry a right, either during specified periods or on set dates, to the allotment, acquisition or subscription for bonds or other debt securities; or
- ▶ that the Company shall have the option of issuing debt securities in order to settle interest, the payment of which was suspended by the Company; or
- ▶ that said securities shall take the form of complex bonds, within the meaning defined by the stock market authorities (for example, as a result of their redemption or remuneration rules or other rights such as indexing or possible options); or
- ▶ that the securities will be redeemed early, including via delivery of Company assets or amortization; or

- ▶ that the securities will be bought back on the stock market or that the Company will offer to purchase or exchange them.

Lastly, this resolution would enable the issuance of shares or securities giving access to the Company's share capital to pay for securities of a company that meets the requirements of Article L. 225-148 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France or abroad according to local rules, in which case the Board of Directors would be free to set the conversion rate and the above-described pricing rules would not apply. It should be noted that no priority subscription rights will be granted to shareholders within the framework of such issuances.

The period of validity of this authorization could be set at twenty-six months. For information, the delegation having the same object granted by the Combined General Meeting of May 30<sup>th</sup>, 2012, has not been used.

### **Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights**

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

You are being asked within the framework of this resolution to authorize the Board of Directors to allow the Company to issue shares by "private placement" with an increase in share capital or offers in combined securities without a preferential right to subscription ("PSR") only for (i) persons who provide investment services of portfolio management of third party accounts or (ii) qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

The purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offering. You are asked to cancel the PSR in order to allow the Board of Directors to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or securities that grant entitlement to allocations of debt securities.

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

The nominal amount of increases in capital without PSR that could be carried out immediately or in the future, pursuant to this authorization is set to 10% of the Company's share capital on the date of the General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the fifteenth resolution, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases with preferential subscription right that may be carried out pursuant to the sixteenth, eighteenth, and nineteenth resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation shall not exceed the limits set forth by the applicable law as of the date of the issue. Otherwise, to this limit will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities giving access to the Company's share capital.

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the sixteenth resolution). The issue price of the shares and securities issued directly would be set in the same way as in the sixteenth resolution.

The period of validity of this authorization would be set at 26 months.

### **Authorization to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital**

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

You are being asked to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 30<sup>th</sup>, 2012 to proceed, within the limits of private exchange offering(s) to ways of external growth financed by shares or by securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital (cf. description of these financial titles during the presentation of the sixteenth resolution). In the context of this resolution, you are asked to cancel the preferential subscription rights ("PSR") in order to grant the Board of Directors with the flexibility required to grasp external growth opportunities that could arise.

The nominal amount of issues made immediately or in the future by virtue of the present resolution is set to 10% of the share capital at the date of the General Meeting, this percentage applying to the capital adjusted to the operations linked after the present General Meeting, as in indication at the present Meeting. This issuances will be taken into account on the total maximum nominal amount of capital increase without PSR as detailed in the sixteenth resolution of this General Meeting also set to 10% of the share capital, as well as by the total cap specified in the fifteenth resolution.

This authorization would enable the Board, in particular, to set the terms of the issue, the conversion ratio and, if necessary, the amount of any equalization payment to be made in cash. The Board shall vote on the report of the *commissaires aux apports*, which covers, inter alia, the value of the contributions.

The period of validity of this authorization would be set at 26 months. The delegation having the same object granted by the Combined General Meeting of May 30<sup>th</sup>, 2012, has not been used.

### **Delegation to the Board of Directors of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights**

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

In the event of any capital increase with or without preferential subscription rights which would be decided pursuant to a delegation of authority granted by your General Meeting, and in the event of an oversubscription to the share capital increases, we propose you to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 30<sup>th</sup>, 2012, to increase the number of securities to be issued at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable (currently, within thirty days of the closing of the subscription period). This over-allotment option should be exercised subject to a maximum of 15% of the initial issue.

The nominal amount of the increase in share capital that could be made under the present resolution will counts towards the global cap provided in the resolution by which the initial issuance was decided and on the amount of the global cap decided in the paragraph 2 of the fifteenth resolution of this General Meeting, and in case of an increase in share capital without preferential subscription right, on the amount of the cap decided in the paragraph 3 of the sixteenth resolution, or, as the case may be, towards any overall ceiling stipulated by any similar resolution that may supersede said resolution during the period of validity of the present delegation.

This authorization would be granted for a period of 26 months.

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

### Delegation to the Board of Directors of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items

#### 20<sup>th</sup> resolution

We propose that you renew the authorization granted to the Board of Directors during the Combined General Meeting of May 30<sup>th</sup> 2012, to capitalize reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of Euros 3,234 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares. Such issues would count towards the total maximum amount indicated in the paragraph 2 of the fifteenth resolution.

This authorization would be granted for a period of 26 months. The previous delegation having the same object granted by the Combined General Meeting of May 30<sup>th</sup>, 2012, has not been used.

### 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

#### 21<sup>st</sup> resolution

It is contemplated to carry out an employee shareholder plan similar to that of the previous years.

We request you to grant to the Board of Directors a delegation of authority, for a duration of twenty-six (26) months, to decide on the increase in share capital by issuing, either in France and/or abroad, shares or other equity securities of the Company or securities giving immediate or deferred access, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees and executive officers of the Company or of affiliated companies members of a Company's saving plan or any other qualifying plan pursuant to article L. 225-180 of the French Commercial Code and article L. 3332-18 and seq. of the French Labour Code it being specified that this resolution may be used in order to implement leverage formulae.

The maximum nominal amount of immediate or deferred capital increases of the Company resulting from the aggregate issuances of shares realized by virtue of this delegation may not exceed 2% of the share capital at the date of this General Meeting, it being specified that this amount will counts towards the global nominal amount provided in the paragraph 2 of the fifteenth resolution which is submitted to you and this amount is set without taking account

of the nominal amount of the shares or other equity securities to potentially issue, where applicable, in order to preserve the rights of holders of securities or other rights giving access to the share capital of the Company, Company's stock options or free shares attribution rights.

The issuing authorization would end the previous delegation granted by the Combined General Meeting of May 29<sup>th</sup>, 2013 in its fourteenth resolution for the unused fraction.

This delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities giving access the share capital, which may be issued in connection with this delegation, as well as to the shares and other equity securities which the securities issued on the basis of this delegation, may provide entitlement.

It is specified 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 share prices quoted on the regulated market of NYSE Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, setting the opening date of the subscription period.

It is hereby specified that the Board of Directors may, by way of application of article L. 3332-21 of the French Labour Code, provide for the attribution of free shares or other securities giving access to the share capital of the Company to replace the 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 the effect of exceeding the applicable legal and regulatory limits.

In the spring of 2014, Atos renewed an important employee shareholder plan, involving employees within 27 countries, which will result in a share capital increase in July 2014. Under this plan, called Sprint 2014, the employees will have the opportunity to buy Atos' shares towards two vehicles:

- ▶ Sprint Dynamic, that offers a discount of 20% in the reference share price of Atos;
- ▶ Sprint Secure, that, thanks to a leverage effect, allows the employees to benefit from the gross in the share price with respect to a market reference price, while securing the capital, with a minimal interest rate on the investment period.

This program follows the implementation of the Sprint 2012 program involving 25 countries and almost 65,000 employees. The overall employee shareholding (collective investment and employee savings plan) increased to 1,7% at the end of year 2013, from almost 0,5% of the Company's share capital in 2005.

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

### Authorization given to the Board of Directors to allot free shares to the employees and executive officers of the Company and/or its affiliated companies

#### 22<sup>nd</sup> resolution

It is proposed to you to authorize your Board of Directors, for a duration of thirty eight (38) months, to freely allot, on one or more occasions, performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it.

This resolution is part of long-term incentive plans set up on an annual basis in favor of several hundreds of managers or key employees of the Group, as well as of the Chairman and Chief Executive Officer; for this latter, the principle of an attribution on an annual basis of a long-term incentive in shares, under terms and conditions compliant with the recommendations of the AFEP-MEDEF code of corporate governance, corresponds to elements of his compensation, as such were decided by the Board of Directors of the Company further to the renewal of his mandate for three additional years by the Combined General Meeting of May 30<sup>th</sup>, 2012.

The final attribution of shares shall be subject to the fulfilling of several performance conditions that shall be set by the Board of Directors, based on operational and quantifiable criteria, over a multi-year period covering. Such performance conditions shall refer to the achievement of the Company's annual financial objectives relating for example to profitability and the free cash flow.

The maximum number of shares to be allotted pursuant to the requested delegation shall not exceed 1% of the share capital at the date of this General Meeting. Within this envelop, the total number of shares granted to the Chairman and Chief Executive Officer pursuant to the proposed authorization shall not exceed 0,1% of the share capital at the date of this General Meeting. The resolution submitted to your General Meeting also specifies that the authorization granted during the Combined General Meeting of May 29<sup>th</sup>, 2013, in the fifteenth resolution shall continue to have effect for the initial term of thirty-eight months, within the limit of 1% of the capital on the day of the decision of attribution by the Board of Directors, it being specified that the Board of Directors of your Company has not implemented it yet.

Within the framework of the authorization granted by the Combined General Meeting of May 30<sup>th</sup>, 2012 (eighteenth resolution) for a duration of thirty-eight (38) months, the Board of Directors, during its meeting of July 24<sup>th</sup>, 2013, decided, upon the recommendation of the Nomination and Remuneration Committee, to allot 723,335 performance-related ordinary shares of the Company, in favour of the first management lines of Atos, i.e. 705 beneficiaries, including the executive director representing 6,2% of this allotment. Performance conditions of this plan shall refer to the achievement of

annual financial internal criteria relating to profitability and free cash flows that have been strengthened compared to the performance conditions of the previous plan of December 22, 2011. It is indeed required to comply with all the performance conditions on the two considered years (2013 and 2014) in order to acquire the right to the acquisition of 100% of the allotted shares. In addition, the plan requirement has been strengthened with the addition of an external condition, relating to the social and environmental performance of the Company. Terms and conditions of this plan are described in paragraph G.4.3.2 of the 2013 Registration Document of the Company. The twenty-second resolution which is submitted to your vote would cancel the authorization granted by the eighteenth resolution of the Combined General Meeting of May 30<sup>th</sup>, 2012, for its unused fraction (representing 271,932 shares, i.e. almost 0,27% of the share capital, at the end of March 2014).

### Modification of Article 17 of the Articles of Association - Powers of the Board of Directors

#### 23<sup>rd</sup> resolution

In the scope of the twenty-third resolution, it is proposed to your Meeting to harmonize Article 17 of Articles of associations of the Company with the provisions of the French Commercial Code relating to public limited company with Board of Directors, with respect to the determination by the Board of Directors of the limitation of powers of the Chief Executive Officer.

The 2013 Registration Document of the Company (paragraph G.3.1.2) mentions the current limitation of powers determined by the Board of Directors in its internal regulation, indicating the operations for which the prior authorization of the Board of Directors is required:

- ▶ Acquisition or sell of participations exceeding Euros 100 million;
- ▶ Acquisition or sell of assets exceeding Euros 100 million;
- ▶ Acquisition of assets or participations beyond the usual activity of the Group;
- ▶ Acquisition or sell of real estate assets exceeding Euros 100 million;
- ▶ Strategic alliance or partnership that could have a structuring impact for the Group;
- ▶ Parent company guarantees exceeding the delegation granted to the Chief Executive Officer.

In this context, Article 17 of Articles of associations should be modified for consistency with the French Commercial Code provisions relating to public limited company with Board of Directors and with the above mentioned provisions of the internal regulation of the Board.



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

It is recalled that paragraphs 4 and 5 of Article 17 of Articles of Association are currently drafted as follows :

*"Transfers of fixed assets, the total or partial transfer of holdings and the constitution of securities on company assets require the prior authorization of the Board of Directors.*

*The Board of Directors can, within the limit of an amount that it sets for each of them, authorize the chief executive officer to carry out the operations mentioned in the section above. When an operation exceeds the fixed amount, the authorization of the Board of Directors is required in each case. [...]".*

We request you to replace paragraphs 4 and 5 of Article 17 of Articles of Association as follows:

*"The Board of Directors sets the limitation of the Chief Executive Officer's powers, where required, in its internal rules, by indicating the decisions which require a prior authorization of the Board of Directors. [...]".*

The other provisions of article 17 would remain unchanged.

### Modification of article 7 of the Articles of Association - Modification of the share capital

#### 24<sup>th</sup> resolution

The purpose of the twenty-fourth resolution submitted to your General Meeting is to harmonize the Article of Associations of the Company with the provisions of the French Commercial Code (articles L.228-91 and seq.) set forth by the Ordonnance 2004-64 of June 24th, 2004, with respect to the ability to delegate the issuance of securities to the Board of Directors.

The modification of Article 7 of Articles of Association would clarify that:

- ▶ The issuance of debt securities falls within the scope of the Board of Directors in accordance with the provisions of the alinea 1 of article L.228-40 of the French Commercial Code (without any required delegation from the extraordinary general meeting of the shareholders);
- ▶ The issuance of securities giving access to the share capital or securities that grant entitlement to allocations of debt securities, immediately or in the future, fall within the scope of the extraordinary general meeting of the shareholders, with possible delegation to the Board of Directors.

It is recalled that Article 7 of Articles of Association is currently drafting as follows:

*"The Company capital may be reduced or increased by decisions of the Extraordinary General Meeting in the conditions set by law and by regulations. The Extraordinary General Meeting may however delegate to the Board of Directors, according to the procedures authorized by law and by regulations, the powers necessary for the purpose of deciding on or carrying out a capital increase or any other issuing of securities".*

We request you to add the words "within the scope of the Extraordinary General Meeting" at the end of Article 7, that would be drafted as follows:

*"The Company capital may be reduced or increased by decisions of the Extraordinary General Meeting in the conditions set by law and by regulations. The Extraordinary General Meeting may however delegate to the Board of Directors, according to the procedures authorized by law and by regulations, the powers necessary for the purpose of deciding on or carrying out a capital increase or any other issuing of securities which falls within the scope of the Extraordinary General Meeting".*

The other provisions of Article 7 would remain unchanged.

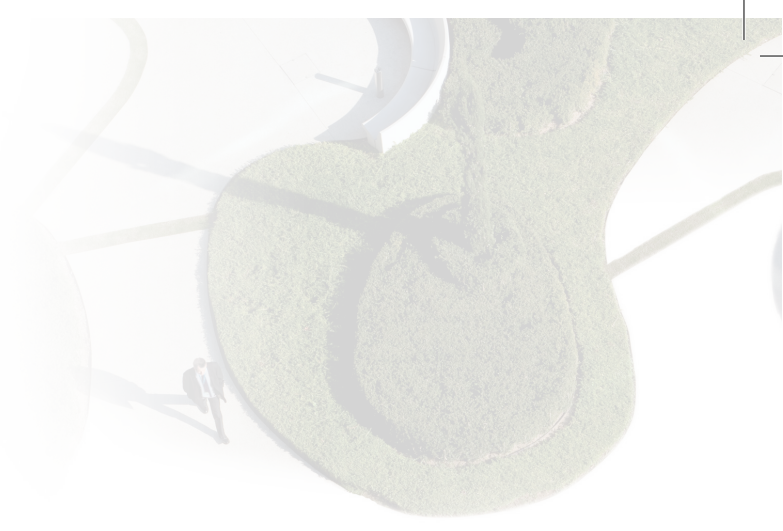
### Powers

#### 25<sup>th</sup> resolution

We request you to grant all powers to the holder of an original, excerpt or copy from the minutes of the General Meeting to make any submissions, publications and statements and formalities which may be necessary.







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# Draft resolutions

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## Draft resolutions

### Ordinary items

#### First resolution

##### Approval of the Company financial statements for the financial year ending December 31<sup>st</sup>, 2013

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 financial statements for the 2013 financial year, approved, as presented, the Company's financial statements for the year ending December 31<sup>st</sup>, 2013, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

#### Second resolution

##### Approval of the consolidated financial statements for the financial year ending December 31<sup>st</sup>, 2013

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 financial statements, approved, as presented, the consolidated financial statements for the year ending December 31<sup>st</sup>, 2013, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

#### Third resolution

##### Assignment of the net income for the financial year ending December 31<sup>st</sup>, 2013 and payment of the dividend

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

	In euros
Earning for the financial year	71,022,471.82
Previous retained earnings	745,234,758.76
A total sum of	816,257,230.58
<b>To allocate as follows</b>	
Legal reserve	1,246,201.60
Dividends (€0.70 x 98,129,291 shares <sup>(1)</sup> )	68,690,503.70
Retained earnings	746,320,525.28

*1) The total dividend distribution is calculated on the basis of the number of 98,165,446 shares comprising the share capital on December 31<sup>st</sup>, 2013, including 36,155 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 € 0.70 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 noted that the following dividends were paid in the three financial years preceding the 2013 financial year:

Financial year	Number of remunerated share <sup>s(1)</sup>	Dividends per share (in €)	Total (in €)
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
2010	69,727,165	0,50 <sup>(2)</sup>	34,863,582,50

*1) Number of shares rights 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 and in 2011 for the 2010 financial year).*

The ex-dividend date will be June 2nd, 2014 and the dividend will be paid starting on June 24th, 2014. 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 NYSE 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>, 2014.

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Shareholders may opt for the payment of the dividend in cash or for the payment of the dividend in new shares from June 2<sup>nd</sup>, 2014 through and including June 13<sup>rd</sup>, 2014 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 13<sup>rd</sup>, 2014, 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 24<sup>th</sup>, 2014, 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 Nicolas BAZIRE 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 Nicolas BAZIRE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandates 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 2016.

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### Seventh resolution

#### Renewal of Roland BUSCH 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 Roland BUSCH will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandates 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 2016.

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### Eighth resolution

#### Renewal of Colette NEUVILLE 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 Colette NEUVILLE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandates 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 2016.

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### Ninth resolution

#### Renewal of Michel PARIS 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

## Draft resolutions

of Michel PARIS will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandates 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 2016.

### Tenth resolution

#### Renewal of the term of office of one of the two principals Statutory Auditors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the principal Statutory Auditor's term of office of Grant Thornton will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew its mandate for a period of six financial years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

### Eleventh resolution

#### Renewal of the term of office of one of the two deputies Statutory Auditors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the deputy Statutory Auditor's term of office of IGEC will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew its mandate for a period of six financial years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

### Twelfth resolution

#### Advisory opinion on the elements of compensation due or awarded for the financial year ending December 31<sup>st</sup>, 2013 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>, 2013 to Mr. Thierry BRETON, as described in the 2013 Registration Document,

Section G, paragraph 2 as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

### Thirteenth 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 and 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 concluded with an investment service provider in complete independence, 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 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. 225-177 and seq. of the French Commercial Code, (iii) the free share issuance regime established by articles L. 225-197-1 and seq. of the French Commercial Code and (iv) 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



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of such securities, under the conditions established by market authorities and during periods when the Board of Directors or person acting as its representative so decides ;

- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the fourteenth resolution hereafter, or
- ▶ to transfer them to the Dutch Employee pension fund, called Stichting Pensioenfonds Atos, which the registered office is located to Utrecht, Nederland, in the context of the settlement agreement (Run-off and Settlement Agreement) concluded with the Company and its subsidiary Atos Nederland B.V., either via Atos Nederland B.V. or directly, it being specified that in this latter case, the payment shall be made by the Company on behalf of its subsidiary Atos Nederland B.V. pursuant to a delegation of payment or any other mechanism.

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 this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present 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, subject to the limits authorized by the laws and regulations in force, on one or several occasion, 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 97 per share (excluding fees).

The Board of Directors shall adjust the aforementioned maximum 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 952,204,826.20, as calculated on the basis of the share capital as at December 31<sup>st</sup>, 2013, this maximum amount may be adjusted to take in 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 complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, 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

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by the twelfth resolution of the Combined General Meeting of May 29<sup>th</sup>, 2013, as amended by the second resolution of the General Meeting of December 27<sup>th</sup>, 2013.

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.

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# Extraordinary items

## Fourteenth 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 and 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 undertake the corresponding amendment 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 thirteenth resolution of the Combined General Meeting of May 29<sup>th</sup>, 2013.

## Fifteenth resolution

### Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities - with preferential subscription rights

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, and pursuant to the provisions of Articles L. 225-129 et seq., and, in particular, Article L. 225-129-2 of the French Commercial Code, and the provisions of Article L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in

euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "Subsidiary") (whether new or existing), for consideration or for free, in accordance with Articles L. 228-91 et seq. of the French Commercial Code, provided that such shares and securities may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities in accordance with Articles L. 228-91 et seq. of the French Commercial Code;

2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:

► the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 30% of the share capital on the day of this General Meeting, it being specified that the nominal amount of share capital increases carried out under the sixteenth, seventeenth, eighteenth, nineteenth, twentieth and twenty-first resolutions of this Meeting shall be deducted from this amount ;

► said cap shall, if necessary, be increased by the nominal amount of shares that may to be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of securities giving access to the share capital;

► it is specified that the upper limits provided for in the twenty-second resolution of this General Meeting is separate and that the amount of the capital increases carried out pursuant to this resolution will not count towards the total upper limit referred to above;

3. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six months from the date of this Meeting;

4. in the event that the Board of Directors uses this delegation of authority:

► resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;

► officially notes that the Board of Directors has the power to introduce a reducible subscription right;

► officially notes that this delegation of authority automatically

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involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future ;

► officially notes that in accordance with Article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:

- to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the increase decided upon,

- in its discretion, to distribute all or part of the shares, or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, such securities, the issue of which has been decided upon but that have not been subscribed,

- to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, securities which have not been subscribed for, to the public in France or abroad,

► resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold;

5. resolves that the Board of Directors, with the power to sub-delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:

► decide to increase the capital and determine the securities to be issued;

► decide on the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;

► determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions

of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

► determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;

► if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;

► set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;

► provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;

► at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;

► determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free



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allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;

- ▶ formally records completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
6. officially notes that, with effect from the date hereof, this delegation of authority cancels any as yet unused part of any previous delegation of authority granted for the same purpose, i.e. any delegation of authority relating to capital increases with preferential subscription rights, covering the securities referred to in this resolution.

## Sixteenth resolution

### Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

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, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular those of Articles L. 225-129-2, L. 225-135, L. 225-136 and L. 225-148 of said Code and those of Articles L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority (i) to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by making public offerings of shares, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities giving access to the Company's share capital

or to any other company in which it holds, whether directly or indirectly, more than one-half of the share capital (a "**Subsidiary**") (whether new or existing shares), issued for consideration or for free, in accordance with Articles L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to the existing share capital of the Company or a Subsidiary or conferring a right to the allocation of debt securities in accordance with Articles L. 228-91 et seq. of the French Commercial Code. These securities may, in particular, be issued for the purpose of paying for securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in Article L. 225-148 of the French Commercial Code;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
  - ▶ the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be 10% of the share capital on the date of this General Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the fifteen resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the seventeenth, eighteenth and nineteenth resolutions of this Meeting shall be deducted from this amount ;
  - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;



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4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six months from the date of this resolution;
5. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to Article L. 225-135, sub-paragraph 2, of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering in France and/or abroad;
6. officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon;
7. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
8. officially notes the fact that, in accordance with Article L. 225-136 1°, sub-paragraph 1 of the French Commercial Code:
  - ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of NYSE Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
  - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. acknowledges that these provisions shall not apply to the cases referred to in article L. 225-148 of the French Commercial Code.
10. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
  - ▶ decide to increase the capital and determine the securities to be issued;
  - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
  - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
  - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;

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- ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- ▶ in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (offre publique d'échange (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (soulte), if any, the terms for setting the price provided for in paragraph 8 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (offre publique d'achat (OPA)) or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;
- ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
- ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
- ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
- ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

11. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any general delegation of authority relating to capital increases without preferential rights to subscribe for shares and/or securities giving access to the share capital of the Company and/or the issuance of securities granting entitlement to the allocation of debt securities by means of a public offering.

## Seventeenth resolution

### **Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights**

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, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135, and L. 225-136 of said Code, and with Article L. 228-91 and seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through an offer covered by Article L. 411-2, II of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities giving access to the Company's share capital or to any other company in which it holds, whether directly or indirectly, more than one-half of the share capital ("**Subsidiary**") (whether in the form of new or existing shares) issued for consideration or for free, governed by Article L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities giving access to the existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities governed by Article L. 228-91 et seq. of the French Commercial Code;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share

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capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;

3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
  - ▶ the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the fifteenth resolution, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases with preferential subscription right that may be carried out pursuant to the sixteenth, eighteenth, and nineteenth resolutions of this Meeting shall be deducted from this amount ;
  - ▶ in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue ; and
  - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six months from the date of this resolution;
5. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
6. officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
7. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
8. officially notes the fact that, in accordance with Article L. 225-136 1°, sub-paragraph 1 of the French Commercial Code:
  - ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of NYSE Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
  - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
  - ▶ decide to increase the share capital and determine the securities to be issued;
  - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex

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bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

- ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
- ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
- ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
- ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures

and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

10. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases without preferential subscription rights by means of an offer covered by L. 411-2, II of the French Monetary and Financial Code.

## **Eighteenth resolution**

### **Authorization to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital**

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, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular those of Article L. 225-147, sub-paragraph 6 of said Code:

1. authorizes the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares),
2. decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the fifteenth resolution of this Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could replace said resolution during the validity period of this delegation, and (ii) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the sixteenth, seventeenth and nineteenth resolutions of this meeting will be deducted from such amount;



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3. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
- ▶ decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
  - ▶ determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (soulte) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
  - ▶ determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
  - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
  - ▶ formally note completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;
4. officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital. The authorization is given for a period of twenty-six months with effect from the date of this resolution.

### Nineteenth resolution

#### Delegation to the Board of Directors of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights

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, in accordance with Article L. 225-135-1 of the French Commercial Code :

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of a share capital increase of the Company with or without preferential subscription rights, at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and subject to a maximum of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;
2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the amount of the upper limit provided for in the resolution under which the initial issue is decided and towards the amount of the total upper limit stipulated by paragraph 2 of the fifteenth resolution of this Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the sixteenth resolution, or, where applicable, towards the upper limits stipulated by resolutions of the same nature that might succeed said resolutions during the period of validity of this delegation of authority.

This delegation of authority is given for a period of twenty-six months with effect from the date of this General Meeting.

### Twentieth resolution

#### Delegation to the Board of Directors of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having considered the report of the Board of Directors and in accordance with Article L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed € 3,234 million, provided that said amount will be deducted from the amount of the aggregate cap under paragraph 2 of the fifteenth resolution of this Meeting and on the amount of the aggregate cap that may be provided under a resolution of same nature that may replace said resolution during the period of validity of this delegation of authority;



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2. in the event that the Board of Directors uses this delegation of authority, grants the Board, with the power to sub-delegate under the conditions prescribed by law, all necessary powers to implement this delegation of authority, in particular in order to:
  - ▶ determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect;
  - ▶ decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable and that the relevant capital securities will be sold; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation;
  - ▶ make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments);
  - ▶ formally note the completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto;
3. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused portion of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases by the capitalization of premiums, reserves, profits or otherwise. This delegation of authority is given for a period of twenty-six months with effect from the date of this resolution.

## Twenty-first 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 this Meeting which is submitted to you, 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 within the frame of 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;

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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 share prices quoted on the regulated market of NYSE 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 by way of application of 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 to replace the 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;
6. decides that the characteristics of the other securities that give access to the Company's share capital shall be established 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 notably:
  - ▶ 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 NYSE 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 delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months 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.

## Twenty-second resolution

### Authorization given to the Board of Directors to allot free shares to the employees and executive officers of the Company and/or 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, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L. 225-197-1 and seq. of the French Commercial Code, to freely allot, on one or more occasions and according to its own decisions, existing shares or shares to be issued, for a maximum proportion which shall in no event exceed 1% of the share capital as on the date of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of allotment of free shares. Inside the aforementioned maximum amount, the total number of shares allocated to the Chairman and Chief Executive Officer in accordance with this authorization shall not represent more than 0,1% of the share capital on the date of this General Meeting.

The beneficiaries of the grants authorized in this resolution must be employees or executive officers of the Company and/or of companies or economic interest groups associated with it under the meaning of article L. 225-197-2 of the French Commercial Code, in France or outside of France, determined by the Board of Directors in accordance with articles L. 225-197-1 and seq. of the French.

## Draft resolutions

Commercial Code. The vesting of shares at the end of the vesting period shall be subject to performance conditions set by the Board of Directors on operational and quantifiable criteria.

With regard to executive officers, the Board of Directors shall be able, within the limitations provided for by law, either to impose inalienability clauses on allotted free shares prior to the beneficiary leaving its mandate, or determine a minimum number of allotted free shares to keep under the registered form until the term of their mandate.

The General Meeting determines the minimum acquisition period pursuant to which the allotment of shares to their beneficiaries shall be definite, to a term of 2 years as from the date of their allotment by the Board of Directors, and gives all powers to the Board of Directors to set, if applicable, a higher duration. The General Meeting also determines the minimum conservation period of the shares by the beneficiaries to a term of 2 years as from the definite allotment of the shares, it being specified that for the allocated shares for which the minimum acquisition period set by the Board of Directors is 4 years, the minimum conservation period may be cancelled so that the shares may be freely negotiated upon definite allotment.

In case of disability of the beneficiary falling within the second or third categories of article L. 341-4 of the French Social Security Code, the definite allotment of the shares shall occur immediately, the shares becoming immediately negotiable.

In case of death of the beneficiary, his heirs may request the definite allotment of shares within six months from the death, the shares becoming immediately negotiable.

This authorization entails an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares to be issued by virtue of this resolution.

The General Meeting delegates all powers to the Board of Directors with the possibility of sub delegation within the conditions prescribed by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions here above specified, in order notably to:

- ▶ determine the categorie(s) of beneficiaries of the allotment(s);
- ▶ determine the duration of the acquisition period and the duration of the conservation obligation applicable to the allotment(s), and if applicable, modify these durations for any circumstance for which this resolution or the applicable regulation would allow such modification; determine the conditions and performance criteria of the allotment(s);
- ▶ decide on the amount of the attribution(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights; adjust, as the case may be, during the acquisition period, the number of shares in relation to potential operations on the share capital or equity of the Company in order to protect the

rights of the beneficiaries; acknowledge the completion of each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the Articles of Association;

- ▶ on its own decision, after each increase, to attribute the costs of the capital increase to the relating premium and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;
- ▶ more generally, to take all measures to perform the capital increase within the conditions as set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issues or to postpone the same, and notably to establish the capital increases resulting from every issue carried out by using this authorization, correspondingly, to amend the Articles of Association of the Company, to request the listing on the regulated market of NYSE Euronext Paris of all securities issued by virtue of this authorization and to ensure the financial service for the shares in question at the exercise of the associated rights.

The General Meeting decides that this authorization shall be valid for a term of thirty-eight (38) months starting from this General Meeting; that the authorization granted by the Combined General Meeting of May 30<sup>th</sup>, 2012 in its eighteenth resolution is cancelled as from this day for its unused part; and that the delegation granted during the General Meeting of May 29<sup>th</sup>, 2013, in the fifteenth resolution shall continue to have effect for the initial term of thirty-eight months as from May 29<sup>th</sup>, 2013.

## Twenty-third resolution

### Modification of article 17 of the Articles of Association - Powers of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides to modify paragraphs 4 and 5 of article 17 of the Articles of Association of the Company, currently drafted as follows:

*"Transfers of fixed assets, the total or partial transfer of holdings and the constitution of securities on company assets require the prior authorization of the Board of Directors.*

*The Board of Directors can, within the limit of an amount that it sets for each of them, authorize the chief executive officer to carry out the operations mentioned in the section above. When an operation exceeds the fixed amount, the authorization of the Board of Directors is required in each case. [...]."*

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## Draft resolutions

Which shall now be replaced by a paragraph 4 drafted as follows:

*"The Board of Directors sets the limitation of the Chief Executive Officer's powers, where required, in its internal rules, by indicating the decisions which require a prior authorization of the Board of Directors. [...]".*

The other provisions of article 17 remain unchanged.

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### Twenty-fourth resolution

#### Modification of article 7 of the Articles of Association - Modification of the share capital

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides to modify article 7 of the Articles of Association of the Company, currently drafting as follows:

*"The Company capital may be reduced or increased by decisions of the Extraordinary General Meeting in the conditions set by law and by regulations. The Extraordinary General Meeting may however delegate to the Board of Directors, according to the procedures authorized by law and by regulations, the powers necessary for the purpose of deciding on or carrying out a capital increase or any other issuing of securities".*

Which shall now be drafted as follows:

*"The Company capital may be reduced or increased by decisions of the Extraordinary General Meeting in the conditions set by law and by regulations. The Extraordinary General Meeting may however delegate to the Board of Directors, according to the procedures authorized by law and by regulations, the powers necessary for the purpose of deciding on or carrying out a capital increase or any other issuing of securities which falls within the scope of the Extraordinary General Meeting".*

The other provisions of article 7 are to remain unchanged.

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### Twenty-fifth 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 the candidates to the Board of Directors



## Nicolas BAZIRE

### Independent director

#### Chairman of the Nomination and Remuneration Committee

Number of shares: **1,000**

Date of birth: **July 13<sup>th</sup>, 1957**

Nationality: **French**

Date of renewal: **May 30<sup>th</sup>, 2012**

Term expires on: **AGM ruling on the accounts  
of the 2013 financial year**

## Proposal to renew Nicolas BAZIRE as member of the Board of Directors

### General Manager of Groupe Arnault SAS

#### Background

Degree from Ecole Navale and from the Institut d'Etudes Politiques de Paris (IEP)

Former student at the Ecole Nationale d'Administration (ENA)

#### Other directorships and positions as at December 31<sup>st</sup>, 2013

##### France:

**Member of the Supervisory Board:** Montaigne Finance SAS, Semyrhamis SAS, Rothschild and Cie Bank

**Vice-President of the Supervisory Board:** Les Echos SAS

**Deputy CEO:** Groupe Arnault SAS

**Director:** LVMH Moët Hennessy Louis Vuitton SA\*\*, Agache Développement SA, Europatweb SA, Financière Agache Private Equity SA, Groupe les Echos SA, LV Group SA, Suez Environnement Company SA\*\*, Carrefour SA\*\*, Fondation Louis Vuitton pour la Création (foundation)

##### Permanent Representative:

▶ Groupe Arnault SAS, director of Financière Agache SA

▶ Ufipar SAS, director of Louis Vuitton Malletier SA

▶ Montaigne Finance SAS, director of GA Placements SA.

#### Positions held during the last five years

**President:** Société Financière Saint-Nivard SAS

**Member of the Supervisory Board:** Lyparis SAS

**Director:** Ipsos SA\*\*, Marignan Investissements SA, Tajan SA and Go Invest SA (Belgium)

**Nicolas BAZIRE** is a graduate of the Ecole Navale (1978), the Paris Institut d'Etudes Politiques (1984), former student of the Ecole Nationale d'Administration, Magistrate on the French Cour des Comptes (Court of Audit). Nicolas Bazire was an auditor then Conseiller Référendaire with the Cour des Comptes. In 1993 he became Cabinet Director for French Prime Minister Édouard Balladur. He served as a Managing Partner at Rothschild & Cie Banque from 1995 to 1999, when he was named Chairman of the Conseil des Commanditaires. He was appointed General Manager at Groupe Arnault in 1999, and became a member of the LVMH Board of Directors; he is also a member of the Executive Committee. Nicolas Bazire is a Reserve Officer in the French Naval Reserve. He is an Officer in the French Ordre National du Mérite (National Order of Merit) and a Chevalier in the French Légion d'honneur.

\*\* Listed company



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



### Roland BUSCH

#### Member of the Audit Committee

Number of shares: **1,000**

Date of birth: **November 22nd, 1964**

Nationality: **German**

Date of appointment: **July 1<sup>st</sup>, 2011**

Term expires on: **AGM ruling on the accounts of the 2013 financial year**

### Proposal to renew Roland BUSCH as member of the Board of Directors

#### Member of the Management Board of Siemens AG (Germany)

#### Background

Studied physics at the Friedrich Alexander University in Erlangen-Nuremberg (Germany) and at the University of Grenoble (France), Doctorate in Physics from the Friedrich Alexander University (Germany)

#### Other directorships and positions as at December 31<sup>st</sup>, 2013

##### Abroad:

**Chairman** of Infrastructure & Cities Sector, Siemens (Germany)

**Chairman** Asia-Pacific, Siemens (Germany)

**Head of Corporate Sustainability Office** (Germany)

#### Positions held during the last five years

**Chairman** of Siemens VDO Automotive Asia Pacific Co. Ltd., Shanghai (China)

**Chief of Mass Transit Division** of Transportation Systems Group (TS), Siemens (Germany)

**Chief of Strategy**, Siemens (Germany)

**Roland Busch** is a graduate of the University of Friedrich Alexander (Germany) and the University of Grenoble where he received a PHD in Physics. He is a member of the Management Board of Siemens AG. During the past five years, Roland Busch was appointed Chairman of Siemens VDO Automotive Asia Pacific Co Ltd., and Chief of the Mass Transit Division of the Transportation Systems Group (TS). He also held the position of Chief of Strategy with Siemens in Germany.

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



### Colette Neuville

#### Independent director

Number of shares: **1,000**

Date of birth: **January 21<sup>st</sup>, 1937**

Nationality: **French**

Date of appointment: **May 30<sup>th</sup>, 2012**

Term expires on: **AGM ruling on the accounts of the 2013 financial year**

### Proposal to renew Colette NEUVILLE as member of the Board of Directors

#### Chairman (founder) of the ADAM

#### Background

Graduate from law school with honors, Masters degree in Political Economy and Economics. Graduate of the Institut d'Etudes Politiques de Paris (public service section)

#### Other directorships and positions as at December 31<sup>st</sup>, 2013

##### France:

**Director:** Groupe Eurotunnel SA\*\* (also member of the Audit Committee and Chairman of the Remuneration Committee and lead director since February 2014), ARCAF (association des fonctionnaires épargnants pour la retraite), FAIDER (fédération des associations indépendantes de défense des épargnants pour la retraite)

**Member:** of the consultative committee "Epargnants et actionnaires minoritaires" ("Retail Investors and Minority shareholders") of the Autorité des Marchés Financiers (French Financial Markets Authority), of the Conseil de Gouvernance de l'Ecole de Droit & Management de Paris, of the Commission "Rémunération des dirigeants" of the Institut Français des Administrateurs

#### Positions held during the last five years

**Member of the Supervisory Board then censor:** Atos SA\*\*

**Member:** European Forum for Corporate Governance, with the European Commission

**Colette Neuville** is a law graduate, and a graduate of the Paris Institut d'Etudes Politiques and holds a post-graduate degree in economics and political science. She served as an Economist for NATO, the Moroccan government, and the Loire-Bretagne agency. Ms. Neuville is the founding Chairman of ADAM (Association de Défense des Actionnaires Minoritaires) and member of the commission "Epargnants et Actionnaires Minoritaires" (Retail Investors and Minority Shareholders) of the Autorité des Marchés Financiers (French Financial Markets Authority). She is the Lead Director of the Board of Directors, member of the Audit Committee and Chairman of the Appointments and Remuneration Committee of Groupe Eurotunnel SA. She is member of the Governance Committee of the Paris "Ecole de Droit et de Management". She is member of the Board of Directors of the FAIDER and the ARCAF.

\*\* Listed company

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



### Michel Paris

#### Member of the Audit Committee

Number of shares: **1,000**

Date of birth: **September 9<sup>th</sup>, 1957**

Nationality: **French**

Date of renewal: **May 30<sup>th</sup>, 2012**

Term expires on: **AGM ruling on the accounts of the 2013 financial year**

### Proposal to renew Michel PARIS as member of the Board of Directors

#### Managing Director of PAI Partners SAS

#### Background

Graduate of Ecole Centrale of Lyon and of Ecole Supérieure de Commerce of Reims

#### Other directorships and positions as at December 31<sup>st</sup>, 2013

##### France

**Chief Investment Officer and Managing Director:** PAI Partners SAS

**Director:** Kiloutou SA, IPH

##### Abroad

**Director:** Xella (Germany), Cortefiel (Spain), Hunkemöller (the Netherlands), Perstorp (Sweden), Swissport and The Nuance Group (Switzerland)

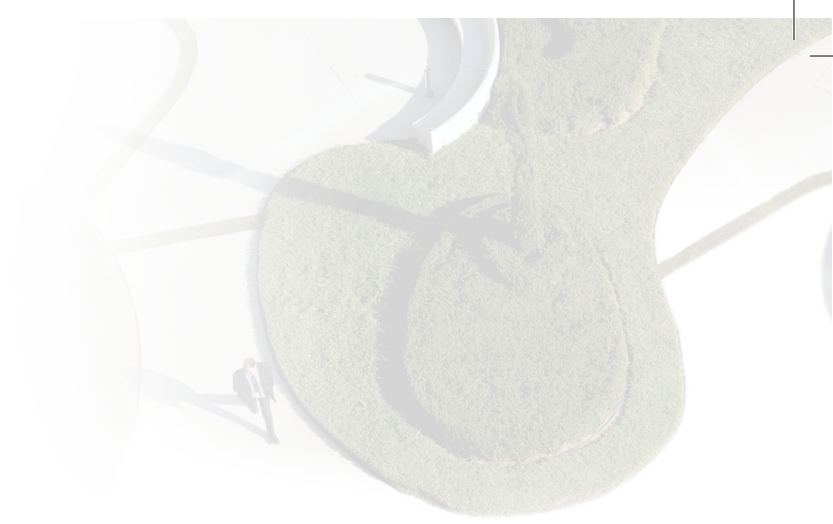
#### Positions held during the last five years

**Director:** Monier (Germany), Spie SA, Kaufman & Broad SA\*\* (France), Gruppo Coin (United Kingdom), Speedy 1 Ltd (United Kingdom), GCS

**Michel PARIS** graduated from the Lyon Ecole Centrale and the Reims Ecole Supérieure de Commerce. Michel Paris joined PAI Partners SAS in 1984. He is Chairman of the Investment Committee and Chief Executive Officer. He is also responsible for the Business Services, General Industrials and Retail & Distribution sector teams. Michel has almost 30 years of investment experience with this company. He had previously worked two years at Valeo.

\*\* Listed company

*This translation is for information purposes only.*



## 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 TUESDAY MAY 27<sup>th</sup>, 2014

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,

request a copy of the documents and information concerning the Combined General Meeting of May 27, 2014 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2014

**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 is an international information technology services group with 2013 annual revenue of €8.6 billion and 76,300 employees in 52 countries. Serving a global client base, Atos SE (Societas Europaea) delivers IT services through Consulting & Systems Integration and Managed Services. It delivers transactional services through Worldline, the European leader and a global player in the payments services industry. With its deep technology expertise and industry knowledge, Atos works with clients across Manufacturing, Retail & Transportation, Public Sector & Health, Financial Services, Telcos, Media & Utilities business sectors.

Atos is focused on business technology that powers progress and helps organizations to create their firm of the future. It is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and is listed on the NYSE Euronext Paris market. Atos operates under the brands Atos, Worldline, Atos Consulting and Atos Worldgrid.

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## Atos Global Headquarters

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Tel.: +33 1 73 26 00 00

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

### For more information:

Please contact: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net)  
Or visit our website [atos.net](http://atos.net)