



convening notice

Combined General Meeting 2017

The Shareholders of Atos SE

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

On Wednesday May 24th, 2017

At 2:30 p.m.

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

Atos SE

Registered offices : River Ouest - 80 Quai Voltaire - 95870 Bezons
Siren 323 623 603 RCS Pontoise - European Company with Board of Directors with a share capital of EUR 105,311,566

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 3, 2017, 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 as per applicable legal and regulatory provisions.

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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 Wednesday May 24th, 2017 at 2:30 pm at the registered offices, River Ouest, in the auditorium, 80 quai Voltaire, 95870 Bezons.

In 2016, we achieved an excellent performance by overreaching all our financial commitments announced on the occasion of our previous three-year plan "Ambition 2016". With this performance rewarded by our entry into the CAC 40 on March 20th, 2017, Atos' teams have built unique technological foundations through our "Digital Transformation Factory" consolidating our leadership in IT services and allowing us to efficiently support our clients' digital transformation. Thus, we confidently move to our three-year plan "Ambition 2019" which you approved by a majority vote of 99.9% during the General Meeting held on December 30th, 2016. During this meeting, you also approved, by anticipation of the Sapin 2 law, with a majority vote of 81.73%, the features and criteria for setting, allocating, and granting, the fixed, variable and long-term elements making up the detailed compensation of the Chairman and Chief Executive Officer for each of the next three years.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2016, and asked to approve in particular the 2016 financial statements and a dividend for the amount of € 1.60 per share. Furthermore, in addition to the usual appointment of a Director representing the employee shareholders, you will be invited, under the so-called "Rebsamen" law, in order to strengthen your Company's governance, to provide for the terms and conditions of designation of a Director representing the employees, who will be appointed within six months following the Meeting of May 24th, 2017.

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

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

Thierry Breton

Chairman of the Board and Chief Executive Officer, Atos SE



The Atos Group in 2016

“In 2016, we achieved an excellent performance by overreaching all our financial commitments. Atos delivered revenue growth across all sectors, as well as record margin improvement and free cash flow conversion. Accelerating innovation in cybersecurity, automation, and analytics, mirroring the booming demand from our customers, combined with a rigorous execution of our strategy were the key factors of this success. Our very solid financial performance materialized the alignment of our comprehensive Digital Transformation Factory with rising client needs.

With this record performance, Atos’ teams have built a unique foundation to deliver our new 3-year plan “2019 Ambition”, matching new expectations of our clients, gaining new market shares, driving more profitable growth and cash generation, while continuing to enhance value creation for our shareholders.

Indeed, year after year, Atos Board of Directors has carefully designed a Group able to embrace the global digital transformation while offering stronger visibility and resilience in a less predictable environment. We can count on the now tier-one technological profile of Atos, on its very solid balance sheet, and on the quality and dedication of our 100,000 digital technologists to strengthen our leadership in digital transformation and to deliver stronger financials in 2017, the first year of the new 3-year plan.”

The Atos group in 2016

2016 performance by Division

Infrastructure & Data Management: positive revenue organic growth and increasing operating margin in a context of successful transition of Atos' customers to hybrid cloud infrastructures

Infrastructure & Data Management revenue was € 6,595 million, +0.9% at constant scope and exchange rates. The division continued the transformation of classic infrastructures to hybrid cloud environments. This resulted in positive organic growth, driven by significant revenue increase in transitional and transformation services. New services such as cloud orchestration, growing volumes, and new contracts globally compensated for the decrease in the unit prices, while increasing margin. This trend materialized in the US market which is particularly receptive to our Infrastructure & Data Management end-to-end offering, notably in manufacturing, health, and telco & media sectors. Germany grew in all markets with digital transformation projects for large customers, more particularly Industry 4.0. Asia Pacific also contributed to growth mostly thanks to higher volumes in Financial Services and in Telco, Media & Utilities.

During the fourth quarter of 2016, revenue in Infrastructure & Data Management grew by +1.1%.

Operating margin was € 682.9 million, representing 10.4% of revenue compared to 8.5% in 2015 at constant scope and exchange rates. This strong improvement by +190 basis points came from the top line and from the successful and faster than planned completion over 2016 of the integration and restructuring of the Unify service activities as well as from continued significant savings throughout all geographies. The successful migration to the Cloud of several customers' infrastructure also generated significant unit cost reductions.

Business & Platform Solutions: steady top line improvement quarter after quarter coupled with better project and workforce management

Revenue in Business & Platform Solutions was € 3,194 million, up +0.8% organically. Growth acceleration mainly came from Germany and France increasing in all markets. The division continued to accelerate its revenue trend during the fourth quarter with +1.2% organic growth.

Operating margin was € 206.1 million, representing 6.5% of revenue, an improvement of +20 basis points compared to last year at constant scope and exchange rates. The division is implementing a strong transformation plan to further increase its competitiveness and profitability as early as in 2017.

Big Data & Cybersecurity: high revenue growth led by a strong demand for state of the art solutions deriving in increasing operating margin

Revenue organic growth in Big Data & Cybersecurity reached +12.8% at constant scope and exchange rates, leading to € 666 million revenue in 2016. Initially based in France in the public sector and to a lesser extent in Germany, the business was successfully expanded to most of the Group geographies with an increasing contribution from the private sector. The demand for High Performance Computing remained very strong in order to support the growing Big Data processing needs of our clients, as well as for encryption, access

management solutions, and intrusion testing solutions. The demand also increased for security operating centers protecting customers on a worldwide basis and 24 hours a day.

Organic growth reached +9.3% in Q4 2016 in Big Data & Cybersecurity.

Operating margin was € 111.9 million, up by +9.7% compared to 2015 at constant scope and exchange rates and representing 16.8% of revenue. The division managed to keep this high level of operational profitability while focusing on top line in order to benefit from the strong existing demand.

Worldline: Strong organic momentum and a large acquisition reinforcing European leadership

From a contributive perspective to Atos, Worldline revenue was € 1,261 million, improving by +3.7% organically. On a standalone basis, revenue reached € 1,309 million, up +3.5% at constant scope and exchange rates. Merchant Services & Terminals grew by +7.4% thanks to double digit growth in Commercial Acquiring in Benelux, but also India and Central Europe, and to the dynamic of the payment terminal business. Financial Processing & Software Licensing grew by +4.8% driven by more transaction volumes and customer projects. Mobility & e-Transactional Services successfully sold several new offerings in e-Ticketing and Connectivity Solutions, while, due to the termination of two historical contracts, revenue declined by -2.3% organically.

During the fourth quarter, Worldline grew by +3.3% organically and integrated Equens, a leading European player in the payment industry. The first effects of the integration and synergy plan related to this acquisition enables Atos to start 2017 on very solid grounds.

Contributive operating margin was € 196.9 million, or 15.6% of revenue, +130 basis points compared to 2015 at constant scope and exchange rates. This strong improvement was led by Merchant Services & Terminals, thanks to volume transaction growth, favorable pricing mix, and a tight cost control. Standalone OMDA increased by +90 basis points, reaching € 258.7 million and representing 19.8% of revenue.

A detailed presentation of Worldline 2016 performance is available at worldline.com, in the investors section.

Commercial activity

The commercial dynamism of the Group was particularly strong in 2016 with a record order entry reaching € 13.0 billion, +16.2% compared to € 11.2 billion statutory in 2015. It represented a book to bill ratio of 111% in 2016 compared to 105% reached in 2015. Commercial activity was particularly strong during the fourth quarter of 2016 with a book to bill ratio of 119%.

Commercial dynamism translated into healthy 2016 book to bill ratios in all Divisions. Infrastructure & Data Management book to bill ratio reached 109%. Business & Platform Solutions order entry represented 114% of revenue thanks to several contract wins in UK & Ireland in particular as well as in Benelux & The Nordics and in France. The level of booking was also high in Big Data & Cybersecurity at 130%. Worldline book to bill ratio reached 106%.

In line with the dynamic commercial activity, the full backlog increased by +11.9% year-on-year to € 21.4 billion at the end of 2016, representing 1.8 year of revenue. The full qualified pipeline represented 6.4 months of revenue at € 6.5 billion, compared to € 6.2 billion published at the end of 2015.

The Atos group in 2016

Operating income and net income

Operating income reached € 813 million in 2016, +38.0% year-on-year, resulting from the following items:

Costs for staff reorganization, rationalization, and integration amounted to € 167 million compared to € 190 million in 2015, materializing the strong actions initiated in the second half of 2015 to significantly decrease the level of restructuring.

Amortization of Purchase Price Allocation of acquired companies represented €-96 million. The amortization of the equity based compensation plans amounted to €-50 million, compared to €-33 million in 2015.

Other items amounted to € 22 million compared to a charge of €-33 million in 2015. They included the gain on the sale of the share in Visa Europe to Visa Inc. for € 51 million, partially offset by a settlement in H1 of an old litigation in Germany.

Net financial result was a charge of €-49 million, including the costs of pensions and of the straight bond issued mid-2015. Total tax charge was €-145 million, representing a decreased effective tax rate of 19.0% due to Tax Losses Carried Forward inherited from Bull acquisition.

As a result, net income was € 620 million, +41.9% compared to € 437 million in 2015. Non-controlling interests amounted to € 53 million and were related to the minority shareholders in Worldline. Therefore, the net income Group share reached € 567 million, +39.6% compared to € 406 million in 2015.

Besides, net income of Unify Software & Platforms discontinued operations benefited from the faster than planned integration and restructuring and reached € 12 million, above the target set at the time of the acquisition and a strong improvement compared to 2015, supporting the € 100 million 2017 EBITDA target.

Basic EPS Group share was € 5.47, +36.1% compared to € 4.01 in 2015 and diluted EPS Group share was € 5.44, +36.6% compared to € 3.98 during 2015.

Free cash flow

Operating Margin before Depreciation and Amortization (OMDA) was € 1,375 million representing 11.7% of revenue, compared to € 1,200 million in 2015 (11.2% of revenue).

As planned, total cash-out for reorganization, rationalization, and integration was €-149 million compared to €-238 million in 2015, fully in line with the € 150 million targeted in 2016.

During 2016, capital expenditures totaled € 421 million, representing 3.6% of revenue, compared to € 441 million in 2015 (3.8% of revenue). Change in working capital negatively contributed by €-38 million, due to a growing activity in the public sector. It represented a positive €+49 million in 2015 mainly thanks to the optimization of Bull's working capital.

Cash-out for financial costs was €-18 million (€-17 million in 2015) and tax paid was €-129 million compared to €-106 million in 2015. Finally, other items totaled €-40 million, compared to €-54 million in 2015.

As a result, the Group free cash flow totaled € 579 million, an increase by +47.3% compared to € 393 million in 2015. The operating margin conversion rate to free cash flow, reaching 52.5% in 2016 strongly improved compared to 43% in 2015.

Net cash evolution

Net acquisitions / disposals in 2016 amounted to €-707 million, mainly related to the acquisitions of Unify, Anthelio, Paysquare and Komerçni Banka Smartpay.

Capital increase, mostly related to proceeds from stock-options totaled €+28 million in 2016 compared to €+58 million in 2015.

As part of the sale of Visa Europe, the Group received €+36 million from Visa Inc.

The cash-out resulting from the option for the payment in cash of dividend on 2015 results was €-47 million compared to €-31 million last year, roughly in line with the increase of the dividend per share from €0.80 to €1.10.

As a result, Group net cash position as of December 31, 2016 was € 481 million, compared to € 593 million on December 31, 2015.

Human resources

The total headcount was 100,096 at the end of 2016 (including the Unify Software & Platforms discontinued operations), compared to 91,322 at the end of 2015. During the year, 5,200 staff joined the Group from Unify, 1,700 from Anthelio, and 1,200 from Equens, Paysquare, and Komerçni Banka Smartpay.

The Board of Directors

Composition of the Board of Directors



Nicolas Bazire*

General Manager of Groupe Arnault SAS



Colette Neuville*

Chairman (founder) of the ADAM



Valérie Bernis*

Vice-President of Engie Foundation



Aminata Niane*

International Consultant, Former Chief Executive Officer of the *Agence Nationale Chargée de la promotion de l'Investissement et des Grands Travaux* (APIX) which became APIX SA (Senegal)



Thierry Breton

Chairman and Chief Executive Officer of Atos SE



Lynn Paine*

John G. McLean Professor of Business Administration, Harvard Business School, Former Senior Associate Dean



Roland Busch

Member of the Management Board of Siemens AG (Germany)



Pasquale Pistorio*

Chairman of the Pistorio Foundation (Switzerland), Honorary Chairman of STMicroelectronics Corporation



Jean Fleming**

Client Executive, Business Transformation Services, Atos IT Services UK Ltd (United Kingdom)



Vernon Sankey*

Officer in companies, Former Chairman of Firmenich (Switzerland)



Bertrand Meunier*

Managing Partner of CVC Capital Partners Ltd (United Kingdom)

* Independent Director

** Director representing employee shareholders

Agenda

Ordinary items

- ▶ **Approval of the Company accounts** for the financial year ending December 31st, 2016
- ▶ **Approval of the consolidated accounts** for the financial year ending December 31st, 2016
- ▶ **Allocation of the net result** for the financial year ending December 31st, 2016 and payment of the dividend
- ▶ **Approval of an overall amount of annual Directors' fees**
- ▶ **Renewal of Mr. Nicolas BAZIRE** as member of the Board of Directors
- ▶ **Renewal of Ms. Valérie BERNIS** as member of the Board of Directors
- ▶ **Renewal of Mr. Roland BUSCH** as member of the Board of Directors
- ▶ **Renewal of Ms. Colette NEUVILLE** as member of the Board of Directors
- ▶ Election of a Director representing the employee shareholders – **Designation of Ms. Jean FLEMING**
- ▶ Election of a Director representing the employee shareholders – **Designation of Ms. Alexandra DEMOULIN**
- ▶ **Approval of the special report of the auditors** regarding the agreements and commitments referred to in articles L.225-38 *et seq.* of the Commercial Code
- ▶ **Opinion vote on the elements of compensation** due or allocated for the financial year ending December 31st, 2016 to Mr. Thierry BRETON, Chairman and Chief Executive Officer
- ▶ **Approval of the features and criteria** for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the 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 self-owned shares
- ▶ **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
- ▶ **Amendment to Article 16 of the Articles of Association** in order to determine the terms and conditions of the appointment of Directors representing employees
- ▶ **Amendment to Article 16 of the Articles of Association** in order to reduce the duration of the term of office of the Director representing the employee shareholders
- ▶ **Amendment to Article 13 of the Articles of Association** – Board of Directors – Composition
- ▶ **Powers**

How to participate to our General Meeting?

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

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

How to participate to our General Meeting?

Conditions to participate to this Meeting

- ▶ the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the Meeting, i.e. on May 22, 2017, at 0.00 Paris time.
- ▶ the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the Meeting, i.e. on May 22, 2017, 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 to 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 form attached to the notice of meeting in the "T envelope" enclosed (**tick the A box**, date and sign at the bottom of the form), or
 - log onto the website www.sharinbox.societegenerale.com using your login information previously received; or
 - you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;
- ▶ If you are the owner of **bearer shares**, please :
 - request from your bank or broker that an admission card be addressed to you; or
 - log onto your bank or financial broker's web portal using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose bank or broker has adhered to the system.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators at 0.825.315.315 (cost: 0.15€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, only from France, and from the other countries at +33 (0)251.85.59.82 (local rate depending on the country from which the call is made).

IF YOU CANNOT ATTEND THE GENERAL MEETING

▶ You have the possibility to:

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

A. Vote or give proxy by internet

Vote online

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

▶ Owners of registered shares :

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

▶ Owners of bearer shares:

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

*The Votaccess website will be open from **9:00 a.m. on May 3, 2017 until 3:00 p.m. on May 23, 2017 (Paris Time)**. To avoid overloading the dedicated site, we recommend that you do not wait until the last day to vote.*

How to participate to our General Meeting?

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

In accordance with Article R. 225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the www.sharinbox.societegenerale.com website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to connect to the Votaccess site as described above, and this no later than May 23, 2017 at 3 p.m. (Paris time).

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

B. Vote or give proxy by postal mail

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

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

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

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

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

- Registered shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: assemblee.generale@atos.net, 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, 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 on May 19, 2017.

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

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

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

at the latest on May 19, 2017.

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

How to participate to our General Meeting?

How to fill in your form?

You will attend the General Meeting personally:

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

You will not attend the General Meeting personally:

You would like to vote by postal mail :

- ▶ Tick the **B box** and follow the instructions ; and
- ▶ Date and sign the **H box**.
- ▶ **C box:** This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- ▶ **D box:** This box must be filled in case amendments or new resolutions were to be presented during the meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting¹⁾, or give proxy to vote in your name by specifying the name of the proxy holder.

You would like to give proxy to the Chairman :

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

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

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

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

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

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

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

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

C - Resolutions not agreed by the Board: if applicable

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

How to participate to our General Meeting?

A - To attend the General Meeting personally:
tick here

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

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this state 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

ATOS SE
 Société européenne au capital de 105.311.566 €
 Siège social : River Ouest - 80 Quai Voltaire
 95670 BEZONS
 323 623 603 RCS Pontoise

ASSEMBLÉE GÉNÉRALE MIXTE DU 24 MAI 2017
A 14h30 au siège social de la société
 River Ouest - Auditorium
 80 quai Voltaire - 95670 Bezons

COMBINED GENERAL MEETING OF MAY 24th, 2017
At 2.30 p.m. at the registered offices
 River Ouest - Auditorium
 80 quai Voltaire - 95670 Bezons

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

Identifiant - Account
 Nombre d'actions / Number of shares
 Nombre de voix / Number of voting rights

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

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (2)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (2)

JE DONNE POUVOIR À : Cf. au verso (2)
I HEREBY APPOINT: See reverse (2)
 M. Mlle ou M/Ms, Monsieur/Madame / Mr, Mrs or M/Ms, 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.

Non, je ne suis pas d'accord / I do not agree / I do not consent
 Oui, j'approuve / I agree / I consent

		1	2	3	4	5	6	7	8	9	10				
OUI / Yes	11	12	13	14	15	16	17	18	19	20	A	B			
	NON / No	21	22	23	24	25	26	27	28	29			30	C	D
		ABST. / Abst.	31	32	33	34	35	36	37	38			39		
OUI / Yes			41	42	43	44	45	46	47	48	49	50	G		
	NON / No													J	K
		ABST. / Abst.													

Je soussigné(e) soumettrai ces résolutions à l'assemblée / I, the undersigned, will submit these resolutions to 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 donne procuration (2) au verso verso (2) 1/18. Mlle ou M/Ms, Monsieur/Madame pour voter en mon nom.
 I appoint (2) see reverse (2) 18. Mr, Mrs or M/Ms, Corporate Name to vote on my behalf.

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

à la banque / by the bank: 19 mai 2017 / May 19th, 2017
 à la société / by the company: 19 mai 2017 / May 19th, 2017

Date & Signature

H - Date and sign here

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

How to participate to our General Meeting?

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

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

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

C. You wish to send a written question

Pursuant to section 3 of article L.225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on May 18th, 2017:

- ▶ 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.

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, in the “Investors” section.

D. How do you come to the General Meeting?

The Combined General Meeting of May 24th, 2017 shall start at 2:30pm sharp. Accordingly, you are requested:

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

How to participate to our General Meeting?

By public transportation

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

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

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

► RATP lines

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

By Atos shuttle

► **For the onward journey to the Atos Campus, from Argenteuil station (Transilien)** - From the train station St-Lazare, 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 7:45 am and then every 10 mn until 9:40 am)

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

Taking the A86 by car

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

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

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

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

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

The parking is open for your convenience.

Report of the Board of Directors on the resolutions

Report of the Board of Directors on the resolutions

Ordinary items

Approval of the Company and consolidated financial statements for the financial year ending December 31st, 2016

1st and 2nd resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending on December 31st, 2016. The management report on the 2016 financial year is included in the Registration Document of the Company.

Allocation of the net result for the financial year ending December 31st, 2016 and payment of the dividend

3rd resolution

In the scope of the 3rd resolution, we propose you to set the 2016 dividend at EUR 1.60 per share, which corresponds to an aggregate amount of Euros 167,539,590.40 calculated on the basis of the number of 104,908,679 shares, making up the share capital as at December 31st, 2016, including 196,435 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 ex-dividend date shall be May 26th, 2017 and the dividend shall become payable on May 30th, 2017. It is recalled that for beneficiary physical persons who are tax residents in France, this dividend shall be taken into account as of right in the determination of their overall income subject to the progressive tax scale of the income tax, and shall be eligible to a 40% deduction of the gross amount received (article 158-3-2° of the French General Tax Code in its drafting in force as of January 1st, 2017).

For the record, the following dividends were paid in the three financial years preceding the 2016 financial year:

Financial year	Number of remunerated shares ⁽¹⁾	Dividend per share (in €)	Total (in €)
2015	103,214,932	1.10 ⁽²⁾	113,536,425
2014	100,442,508	0.80 ⁽²⁾	80,354,006.40
2013	98,780,831	0.70 ⁽²⁾	69,146,581.70

(1) Number of shares having carried entitlement to dividend, net of treasury shares, on the ex-dividend date.

(2) The dividend was eligible to the 40 per cent tax deduction.

Approval of an overall amount of annual Directors' fees

4th resolution

We request you to approve for the financial year 2017, an overall amount of annual Directors' fees of Euros 500,000 compensating the general activity of the Board of Directors, and to authorize the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

Renewal of the mandates of Directors

5th, 6th, 7th, 8th resolutions

The Board of Directors proposes to you, pursuant to the 5th, 6th, 7th, and 8th resolutions to renew the terms of office of the following Directors for a period of three (3) years:

- ▶ Mr. Nicolas BAZIRE,
- ▶ Ms. Valérie BERNIS,
- ▶ Mr. Roland BUSCH,
- ▶ Ms. Colette NEUVILLE.

Additional information on the candidates to the Board of Directors can be found in pages 40 to 46 of this brochure.

Election of a Director representing employee shareholders

9th, 10th resolutions

The Board of Directors reminds you that the term of office of Ms. Jean FLEMING, Director representing the employee shareholders expires at the end of this General Meeting. Ms. Jean FLEMING had been appointed for four (4) years by the Combined General Meeting held on May 29th, 2013.

As a consequence, we propose that during this General Meeting you proceed with the election of a Director representing the employee shareholders among the candidates mentioned in the 9th and 10th resolutions.

The information referred to in article R.225-83 5° of the French Commercial Code have been made available at the registered office.

In accordance with article 16 of the Articles of Association, the candidate mentioned in the 9th and 10th resolutions who collects the largest number of expressed votes will be considered as appointed Director for a period of four (4) years (or for a duration of three (3) years in case of approval by the General Meeting of the 19th resolution hereafter).

Report of the Board of Directors on the resolutions

We also propose that you note that:

- ▶ The Board of Directors of the Company has designated Ms. Jean FLEMING as candidate to the office of Director representing the employee shareholders (9th resolution);
- ▶ The Supervisory Board of the Atos Stock Plan mutual fund designated Ms. Alexandra DEMOULIN as candidate to the office of Director representing the employee shareholders (10th resolution).

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

11th resolution

The Board of Directors requests you, under the 11th resolution, to approve the statutory auditors' report on related-parties agreements as well as the agreements and commitments it mentions, which have been approved by the Board of Directors.

Agreements authorized since the end of the financial year

Special mission entrusted with Ms. Aminata NIANE, Director

Further to the acquisition of Bull and considering Bull's positions in West Africa, which constitute launching sites for Atos' activities, as Atos was not settled in this region, the Board of Directors, during its meeting held on May 26th 2015, decided to detail Ms. Aminata NIANE, in her capacity as Director, for the Company to benefit from her long-standing experience in the region, with a specific mission for the Board of Directors concerning Atos Group operations in West Africa and Morocco.

Therefore, Ms. NIANE's mission consists in proceeding to visits aimed at encouraging the coordination of initiatives of Atos and Bull's teams located in West Africa and Morocco, the integration of Bull's activities in this region into the Atos Group, in accordance with its governance and compliance rules, and the implementation of synergies and costs reductions. She also supports the commercial teams on clients' strategy and monitor the setting up, in Dakar (Senegal), of the IT Services Platform (Global Delivery Center) for West Africa.

On February 23rd, 2016, the Board of Director approved the start of her mission as from March 1st, 2016. The compensation due for year 2016 is EUR 41,666.60.

In compliance with the agreement of March 26th, 2015 entered into by decision of the Board of Directors, as approved by the Combined General Meeting of May 26th 2016, the duration of the mission detailed to Ms. Aminata NIANE shall be one year, extendable if required by decision of the Board of Directors, depending on the achievement of the mission within the proposed framework.

Considering the progress of the works initiated by Ms. NIANE, the

Board of Directors, by a decision of February 21st, 2017, decided to extend the special mission detailed to Ms. Aminata NIANE for twelve months depending on the progress of the mission as from March 1st, 2017.

The terms and conditions of the mission, including the reimbursement of the expenses as part of the extension of the mission, remain unchanged compared to those decided by the Board of Directors during its meeting held on March 26th, 2015 as approved by the Combined General Meeting held on May 26th, 2016.

Opinion vote on the elements of compensation due or awarded for the financial year ending December 31st, 2016 to Mr. Thierry BRETON, Chairman and Chief Executive Officer

12th resolution

Under the 12th resolution, you are requested, in accordance with the recommendation of paragraph 26.2 of the AFEP-MEDEF Corporate Governance Code for listed companies of November 2016 (the "AFEP-MEDEF Code"), which constitutes the Company's reference code pursuant to article L. 225-37 of the French Commercial Code, to deliver a favorable opinion on the elements of compensation due or allocated for the financial year ending December 31st, 2016 to Mr. Thierry BRETON, as described in the 2016 Registration Document, Section G, paragraph 5.2.

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

- ▶ the fixed part;
- ▶ the annual variable part together with the performance criteria that contribute to the determination of this amount;
- ▶ extraordinary compensation;
- ▶ stock options, performance shares, and multi-annual variable compensation plans, together with the performance criteria used to determine these compensation components;
- ▶ benefits linked to taking up or terminating office;
- ▶ supplementary pension scheme;
- ▶ any other benefits.

In this context, the following elements of the compensation due or awarded to Mr. Thierry BRETON, Chairman and Chief Executive Officer related to financial year 2016 by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, are submitted to the shareholders' opinion vote at the Annual General Meeting.

Report of the Board of Directors on the resolutions

Elements of the compensation due or awarded to Mr. Thierry BRETON, Atos SE Chairman and Chief Executive Officer, related the financial year 2016, submitted to the shareholders' vote

Compensation Components	Amounts	Comments
Fixed compensation	€ 1,350,000	<p>The total remuneration in cash, as from January 1, 2012, has been set by the Board of Directors on December 22, 2011, upon recommendation of the Nomination and Remuneration Committee.</p> <p>This decision has been confirmed following the General Meeting of Shareholders held on May 30, 2012, on the renewal of Thierry Breton's mandate, as well as during the Meeting held on November 18, 2013, following the adoption of Atos' strategic orientations to 2016.</p> <p>It is composed of a fixed part set at € 1.35 million, and of a variable part described below.</p>
Variable compensation	€ 1,656,991 due with respect to the 2016 year i.e. 122.7% of the annual target variable compensation	<p>The variable part is subject to performance conditions and can vary between 0% and 130% of the fixed compensation, according to the level of achievement of criteria exclusively quantitative, with a target bonus at 100% of the fixed compensation i.e. € 1.35 million.</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. The objectives are fully aligned with the Group Ambitions, as they are regularly presented to the shareholders.</p> <p>In 2016, 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"> ▶ Group Operating Margin (40%); ▶ Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%); ▶ Group Organic Revenue Growth (30%). <p>In order to monitor Company performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the Chairman and CEO are set and reviewed on a half-year basis by Atos Board of Directors upon recommendation of the Nomination and Remuneration Committee. Thus, the objectives for the first-half of the year are set on the basis of the Company's budget approved by the Board of Directors in December and the objectives for the second-half of the year on the basis of the "Full Year Forecast 2" approved in July by the Board of Directors.</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 26, 2016 and February 21, 2017: for the first semester of 2016, the variable bonus of Thierry Breton, Chairman and CEO, stood at € 857,588 (127.1% of the semester on-target bonus), and at € 799,403 (118.4% of the semester on-target bonus) for the second semester of 2016.</p>

Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments				
			First-half of 2016		Second-half of 2016	
		Indicators	Weight	Payout*	Weight	Payout*
		Group operating margin	40%	>100%	40%	>100%
		Group free cash flow ⁽¹⁾	30%	>100%	30%	>100%
		Group revenue organic growth	30%	>100%	30%	>100%
		Payout in % of the semester on-target bonus	127.1%		118.4%	
		<p>* on the basis of the elasticity curve capped at 130% (1) before acquisitions/disposal and variation of equity and dividends</p>				
Multiannual variable compensation	N/A	Thierry Breton, Chairman and CEO, receives no variable multiannual compensation.				
Director's fees	N/A	Thierry Breton, Chairman and CEO, has declined to accept his director's fees.				
Fringe benefits	€ 6,738	Thierry Breton, Chairman and CEO, has a company car with driver.				
Extraordinary Compensation	N/A	For the year 2016, there is no exceptional compensation due to Thierry Breton, Chairman and CEO.				
Severance Pay	N/A	There is no severance pay of any kind (golden parachutes, non-compete clauses etc.)				
Grant of Stock-options and/or Performance Shares	<p>No stock-option Grant</p> <p>~</p> <p>Grant of 54,700 Performance Shares</p> <p>Shares valuation € 2,456,445</p> <p>Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.</p>	<p>The total compensation in equities, as from January 1, 2013, has been set by the Board of Directors on May 30, 2012, upon the recommendation of the Nomination and Remuneration Committee.</p> <ul style="list-style-type: none"> ▶ During 2016, Thierry Breton, Chairman and CEO, was not granted any options (either to purchase or to buy shares of the Company); ▶ On July 26, 2016, the Board of Directors allocated a theoretical maximum number of 56,500 performance shares to the Chairman and Chief Executive Officer (theoretical maximum allocation - pls. see below). This number takes into consideration the recommendations of the AFEP-MEDEF Corporate Governance Code with respect to the Chairman and Chief Executive Officer, as well as his compensation over 3 years as set by the Board of Director's decision of May 30, 2012 as confirmed by the General Meeting of December the 27, 2013 and the Board of Directors of May 28, 2015. <p>As to its analysis, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, considered the following elements:</p> <ul style="list-style-type: none"> ▶ the theoretical maximum allocation to the Chairman and Chief Executive Officer represents around 6.0% of the total number of allocated shares; ▶ the principle and the supplemental requirement to modulate the definitive allocation of performance shares for the Chairman and Chief Executive Officer according to the effective performance of the Group in 2016⁽¹⁾ and, with respect to the cap providing the portion of compensation in shares awarded to the Chief Executive Officer shall not exceed 45% of his total annual compensation (even in the most favorable circumstances); ▶ subject to the presence and performance conditions of the plan being achieved, the definitive allocation of performance shares for the Chairman and Chief Executive Officer may vary from 41,800 shares minimum up to 56,500 shares maximum in case of, respectively, low or over performance of Atos Group in 2016 corresponding to an achievement of 70% or 130% of his variable compensation in 2016; 				

(1) Modulation applicable to the members of the Atos Group General management

Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments
		<ul style="list-style-type: none"> ▶ the conservation obligation, for the duration of his duties, of 15% of performance shares allocated to him will also apply to the Chairman and Chief Executive Officer; ▶ the prohibition to conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate of the Chief Executive Officer. <p>The final number of performance shares granted to the Chairman and Chief Executive Officer was adjusted and validated by the Board of Directors on February 21, 2017, pursuant to the established rules. Thus, the actual grant corresponds to a number of 54,700 performance shares on the basis of a 2016 variable compensation equals to 122.7% of the on-target variable compensation.</p> <p>The definitive acquisition of the Performance Shares granted under this plan is subject to the achievement of the following internal and external performance conditions, calculated for the three years 2016, 2017, and 2018:</p> <p>Internal performance conditions</p> <ul style="list-style-type: none"> ▶ Group Free Cash Flow before dividend and acquisition/sale results (above or equal to 85% of the amount as mentioned in the Company's budget, or, above or equal to the previous period results increased by 10%); ▶ Group Operating Margin (above or equal to 85% of the amount disclosed in the Company's budget, or, above or equal to the previous period results increased by 10%); ▶ Group Revenue Growth (above or equal to the revenue growth rate as mentioned in the Company's budget minus a percentage decided by the Board of Directors, or, above or equal to the yearly growth rate per reference to the Company's growth targets). <p>The abovementioned indicators will be calculated on a constant scope of consolidation and exchange rates basis, and in accordance with the "Full Year Forecast 2" for the year 2016.</p> <p>For each year, at least 2 of 3 internal performance criteria must be met. If one criterion is not met for the year in question, this criterion becomes compulsory for the following year.</p> <p>External performance conditions</p> <ul style="list-style-type: none"> ▶ Social and Environmental Responsibility criteria in 2016, 2017 and 2018 (fulfill the GRI G4 "Comprehensive" requirements (or equivalent) (former GRI A), or being part of the Dow Jones Sustainability Index (Europe or World)). <p>The condition is achieved as soon as this criterion is validated for the three years during the vesting period.</p> <p>The definitive acquisition of the Performance Shares will take place on July 26, 2019 subject to achievement of performance conditions and compliance with the presence condition.</p>
<p>Defined Benefit Supplementary Pension scheme</p>	<p>Does not apply</p>	<p>The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L. 137-11 of the French Social Security Code. The beneficiary group is thus wider than the inner circle of executive directors.</p> <p>The implementation of the Pension Plan of the Executive Committee members for the benefit of the present Chairman and CEO was authorized by the Board of Directors on March 26, 2009, was approved by the General Meeting of Shareholders on May 26, 2009 under the 4th resolution, and confirmed by the Board of Directors on December 17, 2009.</p> <p>Atos SE and Atos International SAS examined, end of 2014 and beginning of 2015, the opportunity of strengthening the conditions for the acquisition of pension rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria.</p> <p>In this context, on the basis of the report and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company authorized on March 26, 2015 the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International SAS, because it also applies to the Chairman and Chief Executive Officer. These modifications were approved by the General Meeting of Shareholders on May 28, 2015 under the 10th resolution.</p> <p>Within the framework of the renewal of the mandate as Chairman and Chief Executive Officer, pursuant to article L. 225-42-1 of the French Commercial Code, the Board of Directors, on November 24, 2016, acknowledged the compliance of the commitment with the Macron law provisions (cap on the rights granted, performance conditions) and authorized the continuance of the collective supplementary pension scheme with defined benefits to the benefit of the Chairman and Chief Executive Officer. The continuance of this commitment was approved by the General Meeting of Shareholders on December 30, 2016 under the 2nd resolution.</p>

Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments																						
		<p>Performance conditions for pension rights acquisition in respect of the supplementary pension scheme:</p> <p>According to new plan rules, the acquisition of rights under the supplementary pension scheme is now subject to performance conditions set annually by Atos SE Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider more relevant.</p> <p>Each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.</p> <p>Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement.</p> <p>The periods prior to January 1, 2015 are also subject to performance conditions and, likewise, will only be taken into account to determine the amount of the pension supplement if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of free performance shares plans, were met.</p> <p>Thus failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the pension supplement.</p> <p>Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry Breton will hence benefit to a pension supplement. Failing that, he will not be provided with any additional pension.</p> <p>For the year 2016, the Board of Directors decided on February 23, 2016 to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 28, 2015. On February 21, 2017, the Board of Directors verified the completion of these performance conditions and decided to condition the acquisition of rights under the supplementary pension scheme for the year 2017 to the same performance conditions than those retained for the performance share plan dated July 26, 2016 (please refer to G.4.3.1).</p> <table border="1" data-bbox="450 1413 1437 2040"> <thead> <tr> <th data-bbox="450 1413 1114 1473">Group operating margin</th> <th data-bbox="1114 1413 1437 1473">2016</th> </tr> </thead> <tbody> <tr> <td data-bbox="450 1473 1114 1534">Budget achievement (%)</td> <td data-bbox="1114 1473 1437 1534">>100%⁽¹⁾</td> </tr> <tr> <td data-bbox="450 1534 1114 1594">85% of budget or +10% vs previous year achieved</td> <td data-bbox="1114 1534 1437 1594">YES</td> </tr> <tr> <th data-bbox="450 1594 1114 1655">Group free cash-flow</th> <th data-bbox="1114 1594 1437 1655">2016</th> </tr> <tr> <td data-bbox="450 1655 1114 1715">Budget achievement (%)</td> <td data-bbox="1114 1655 1437 1715">>100%⁽¹⁾</td> </tr> <tr> <td data-bbox="450 1715 1114 1776">85% of budget or +10% vs previous year achieved</td> <td data-bbox="1114 1715 1437 1776">YES</td> </tr> <tr> <th data-bbox="450 1776 1114 1836">Group revenue organic growth</th> <th data-bbox="1114 1776 1437 1836">2016</th> </tr> <tr> <td data-bbox="450 1836 1114 1897">Budget achievement (%)</td> <td data-bbox="1114 1836 1437 1897">>100%⁽¹⁾</td> </tr> <tr> <td data-bbox="450 1897 1114 1957">Group revenue growth objective</td> <td data-bbox="1114 1897 1437 1957">YES</td> </tr> <tr> <th data-bbox="450 1957 1114 2018">Environmental and Social Responsibility⁽²⁾</th> <th data-bbox="1114 1957 1437 2018">2016</th> </tr> <tr> <td data-bbox="450 2018 1114 2040">Rating of GRI G4 "Comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)</td> <td data-bbox="1114 2018 1437 2040">YES</td> </tr> </tbody> </table>	Group operating margin	2016	Budget achievement (%)	>100% ⁽¹⁾	85% of budget or +10% vs previous year achieved	YES	Group free cash-flow	2016	Budget achievement (%)	>100% ⁽¹⁾	85% of budget or +10% vs previous year achieved	YES	Group revenue organic growth	2016	Budget achievement (%)	>100% ⁽¹⁾	Group revenue growth objective	YES	Environmental and Social Responsibility ⁽²⁾	2016	Rating of GRI G4 "Comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES
Group operating margin	2016																							
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Budget achievement (%)	>100% ⁽¹⁾																							
Group revenue growth objective	YES																							
Environmental and Social Responsibility ⁽²⁾	2016																							
Rating of GRI G4 "Comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES																							

(1) Targets adjusted to reflect actual 2015 exchange rates.

(2) In 2016, the Atos performance was recognized both in the Dow Jones Sustainability Index World and in the Dow Jones Sustainability Index Europe.

Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments
		<p>Terms and conditions for determining the amount of the executive director's pension supplement:</p> <p>The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of last sixty monthly compensation multiplied by twelve.</p> <p>For the assessment of this reference compensation, only the followings are taken into account:</p> <ul style="list-style-type: none"> ▶ the fixed compensation of the executive director; ▶ the annual on-target bonus actually paid to the executive director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation. <p>Cap on the executive director's pension supplement:</p> <p>The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer cannot be superior to the difference between:</p> <ul style="list-style-type: none"> ▶ 33% of the reference compensation above mentioned; ▶ And the annual amount of the basic, complementary and supplementary pensions. <p>Other rules:</p> <p>The membership requirement at the Executive Committee level is extended to five years. The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L. 161-17-2 of the Social Security Code (i.e. between 60 to 62 years depending on the year of birth according to the current legislation) and the age for liquidation of the pension supplement is aligned on the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L. 161-17-2 of the Social Security Code.</p>

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer

13th resolution

In the context of the 13th resolution, you are requested, in compliance with article L.225-37-2 of the French Commercial Code, to approve the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and fringe benefits of all kinds attributable to the Chairman and Chief Executive Officer by reason of his office, for the 2017 financial year and constituting the compensation policy applicable to him.

These principles and criteria, set by the Board of Directors upon recommendations of the Nomination and Remuneration Committee, are presented in the special report referred to in the above-mentioned article and included in the General Meeting convening notice and in Part G, paragraph 5.3 of the 2016 Registration Document.

As a reminder, on the occasion of the presentation of the new 2017-2019 strategic plan, Atos submitted to its shareholders' vote, during the General Meeting held on December 30th, 2016, a specific resolution on the detailed elements of the compensation of the Chairman and Chief Executive Officer. This vote offered the shareholders, by anticipation of the new legal framework defined by the "Sapin 2" law, the possibility to vote on all the various elements composing the compensation of the Chairman and Chief Executive Officer, which are consubstantial to the strategic plan, and as they have been adopted by the Board of Directors on November 24th, 2016. The shareholders approved this resolution with 81.73% of the votes.

In compliance with article L.225-100 of the French Commercial Code, the amounts resulting from the implementation of these principles and criteria will be submitted to the shareholders' approval during the General Meeting called to rule on the financial statements for the financial year ending in 2017.

We propose that you approve the principles and criteria as presented in the report drawn up in compliance with article L.225-37-2 of the French Commercial Code.

Report of the Board of Directors on the resolutions

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

14th 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 ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) the free share award regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- ▶ to keep them and subsequently use them for payment or exchange in the context of possible external growth operations;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the 15th resolution.

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

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

The maximum purchase price shall not exceed Euros 170 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be € 1,783,447,543.

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 26th, 2016 pursuant to its 11th resolution.

Extraordinary items

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

15th 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 the authorization given by the 12th resolution of the Combined General Meeting of May 26th, 2016, for the unused part by the Board of Directors.

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 and executive officers of the Company and its affiliated companies

16th resolution

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other equity securities of the Company in France and/or abroad, or securities giving access, immediately or in the future and by all means, to existing or to be issued shares or other equity securities of the Company, reserved to the employees and executive officers of the Company or affiliated companies adhering to a Company saving plan or any other qualifying plan pursuant to the legal and regulatory provisions.

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2% of the share capital on the day of the General Meeting, it being specified that the amount will be

Report of the Board of Directors on the resolutions

deducted on the amount of the global cap provided for in paragraph 2 of the 13th resolution of the Combined General Meeting held on May 26th, 2016, and is set without taking account of the nominal amount of the shares or other capital securities to potentially issue in order to maintain the rights of the holders to securities or of the holders of other rights giving access to the capital of the Company, Company stock options or free allotment of Company's shares.

The authorization will end up the previous delegation approved by the Combined General Meeting on May 26th, 2016 under the 19th resolution.

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

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

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

It is specified that by the end of 2016, Atos Group implemented a vast employee shareholding plan on the basis of the delegation granted by the Combined General Meeting held on May 26th, 2016, involving employees in 23 countries and which has led to a share capital increase in February 2017. This plan offered to employees to purchase Atos SE shares and benefit from a 20% discount on the reference share price. An incentive contribution from the employer applied: one (1) free share for one (1) subscribed share within the limit of a total of three (3) shares awarded to any eligible employee.

An employee shareholding plan comparable to the plan put in place in 2016 could be considered on the basis of this delegation.

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

17th 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 2017, it is proposed to approve a performance share plan with the following features:

- ▶ a vesting period of three years from the grant date;
- ▶ an acquisition of the shares subject to the fulfilling of performance conditions reflecting key success factors for the achievement of the Group's ambitions and based on operational and quantifiable criteria, as for the July 26, 2016 plan;
- ▶ the introduction of an additional requirement in respect of the achievement of financial objectives in connection with the 2017-2019 strategic plan;
- ▶ the introduction of an additional requirement with regard to the social and environmental performance of the company for maintaining a high level of recognition over the period.

Thus, performance conditions of the previous plans, to be fulfilled for each of the three years 2017, 2018, and 2019 would be maintained but they would now allow the beneficiary to acquire, assuming their achievement, a reduced number of shares corresponding to 70% of the number initially allocated.

70% of the number of shares initially allocated would therefore be subject to the achievement of the following internal and external performance conditions, appraised for each of the three years 2017, 2018, and 2019:

Report of the Board of Directors on the resolutions

(I) Internal Performance conditions:

- ▶ The Group free cash flow before dividend and acquisition/sales results for the relevant year must be at least equal to 85% of the Company's budget, or to the achievement of the previous year plus 10%;
- ▶ The Group operating margin for the relevant year must be at least equal to 85% of the amount of the Group operating margin of the Company's budget, or to the achievement the previous year plus 10%;
- ▶ The Group revenue growth for the relevant year must be at least equal to the revenue growth rate in the Company's budget minus a percentage decided by the Board of Directors, or to a positive yearly growth rate assigned by the Board of Directors for that year.

For each year of the plan, at least two out of these three internal performance conditions must be met, and if one condition is not met, it becomes compulsory for the following year.

(II) External Performance condition:

For at least two years over the 3-year period, Atos must fulfill the requirement of GRI as G4-Comprehensive (highest ranking of the Global Reporting Initiative), or be part of the Dow Jones Sustainability Index (World or Europe).

Assuming the achievement of the performance conditions stated above, the **additional 30%** would be subject to the effective performance of the Group over the 2017-2019 period as measured based on (i) the average of annual achievement rates (weighting 40% Operating Margin, 30% Free Cash Flow and 30% Organic Growth) underlying the variable compensation of Group Managers (the "Average Group Multiplier"), including that due to the Chairman and Chief Executive Officer, as well as (ii) the fulfilment, over the whole period, of the social responsibility condition, with an average of the scores obtained in the Dow Jones Sustainability Index (World or Europe) over the 2017-2019 period equal or above to 75 out of 100.

It is contemplated by Atos SE's Board of Directors to determine the vesting criteria applicable to 30% of the grant (i.e. from 70% up to 100%) as follows:

- ▶ Vesting for 15% of granted shares subject to overachievement of the external performance condition:
 - If external performance condition is met 3 years in a row and DJSI criterion average score > 75/100 ⇒ 15%
 - If external performance condition is missed 1 year or DJSI criterion average score < 75/100 ⇒ 0%
- ▶ Progressive vesting up to 15% of total number of granted shares in accordance with the achievement rate reflected by the Average Group Multiplier (AGM) over three years:
 - If Average Group Multiplier (AGM) < 85% ⇒ no complementary grant (0%)
 - If 85% < AGM < 100% ⇒ vesting = AGM - 85%, i.e. from 0 to 15%
 - If AGM > 100% (over performance vs. budget objectives) ⇒ vesting = 15% (ceiling)

The maximum number of shares to be allotted pursuant to the requested delegation cannot 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 0.09% 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 General Meetings of May 26th, 2016 in its 20th resolution is canceled as from the General Meeting up to its unused portion.

Amendment to article 16 of the Articles of Association in order to determine the terms and conditions of the appointment of Directors representing employees

18th resolution

In accordance with the provisions of the Law n° 2015-994 of August 17th, 2015 on social dialogue and employment, so called "Rebsamen Law", you are invited, after taking note that the opinion of Atos Group Works council was obtained on March 24th, 2017, to amend article 16 of the Articles of Association of the Company in order to provide for the conditions of appointment of Directors representing employees.

Report of the Board of Directors on the resolutions

Article 16 would be renamed "*Directors representing the employees and the employee shareholders*" and subdivided into two paragraphs. The current article would become paragraph 16.2 "*Director representing the employee shareholders*" and would be preceded by a paragraph 16.1 called "*Directors representing the employees*".

On the basis the options provided in article L.225-27-1 of the French Commercial Code, you are invited to provide for the designation of the first Director representing the employees pursuant to the terms and conditions set by paragraph III-3° of such article, i.e. an appointment by the trade union that obtained the most votes during the first round of the elections mentioned in the French Labour Code in the Company and its subsidiaries, whether direct or indirect, the registered offices of which is located in France.

When the Company has more than twelve (12) Directors, the number and designation mode of which are provided under articles L.225-17 and L.225-18 of the Commercial Code, the appointment of a second Director representing the employees shall be mandatory. This second Director would be appointed in accordance with the terms and conditions set by paragraph III-4° of article L.225-27-1 of the French Commercial Code, i.e. an appointment by the committee of the Company which has the status of European company, referred to as "Atos SE Company Council".

The term of office of the Directors representing the employees shall be three (3) years. This mandate would be renewable once. The Directors representing the employees will not receive any Directors' fees.

Amendment to article 16 of the Articles of Association in order to reduce the duration of the term of office of the Director representing the employee shareholders

19th resolution

Under the 19th resolution, you are invited to reduce the duration of the term of office of the Director representing the employee shareholders to three (3) years in order to align it with the duration of the terms of office of the ordinary Directors as provided in article 14 of the Articles of Association, and also with the duration of the terms of office of the Director representing employees if the 18th resolution here above is approved.

Amendment to article 13 of the Articles of Association – Board of Directors – Composition

20th resolution

Under the 20th resolution, and in order to take into consideration the growth of the Company over the recent years, you are invited to increase the minimum number of members of the Board of Directors in the Articles of Association, currently set at three (3) members, to seven (7) members, and the maximum number of members of the Board of Directors in the Articles of Association, currently set at twelve (12) members, to the statutory limit of eighteen (18) members.

Powers

21st resolution

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

Report of the Board of Directors pursuant to article L.225-37-2 of the Commercial Code

Pursuant to the provisions of the law n° 2016-1691 dated 9 December 2016, the so-called "Sapin 2" law, a resolution including the principles and criteria for setting, allocating, and granting the fixed, variable, long-term and exceptional elements making up the total compensation and all fringe benefits of the Chairman and Chief Executive Officer due to his mandate and underpinning the remuneration policy that is relevant to him, must be submitted to the shareholders' vote, during the Annual General Meeting which will be held on May 24, 2017 (13th resolution).

These principles and criteria approved by the Board of Directors upon recommendation of the Nomination and Remuneration Committee are presented to this Annual General Meeting in the special report as well as in section G.5.3 of the 2016 Registration Document.

As a reminder, on the occasion of the presentation of the new 2017-2019 strategic plan, Atos submitted to its shareholders' vote, during the General Meeting held on December 30, 2016, a specific resolution on the detailed elements of the compensation of the Chairman and CEO. This vote offered the shareholders, by anticipation of the new legal framework defined by the "Sapin 2" law, the possibility to vote on all the various elements composing the compensation of the Chairman and Chief Executive Officer, which are consubstantial to the strategic plan, and as they have been adopted by the Board of Directors. The shareholders approved this resolution with 81.73% of the vote.

1. Principles of the compensation of the Chairman and Chief Executive Officer

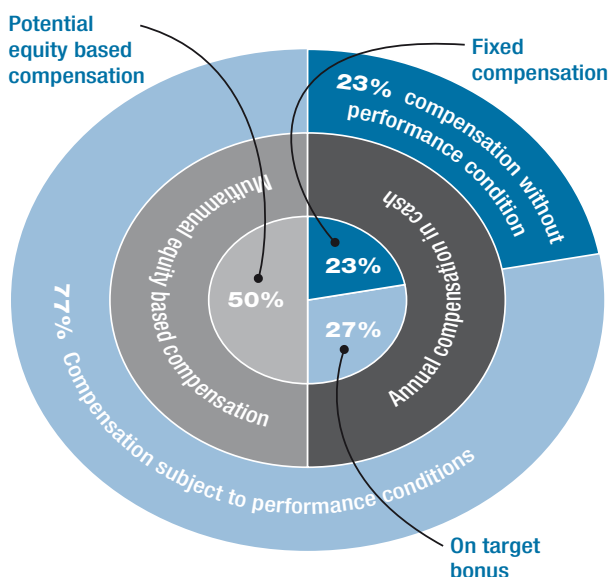
The principles of the compensation of the Chairman and CEO of Atos SE are proposed by the Nomination and Remuneration Committee and approved by the Board of Directors.

The principles governing the determination of the compensation of the Chairman and CEO are established in the framework of the AFEP-MEDEF Code to which the Company is referring:

- ▶ Principle of **balance**: the Nomination and Remuneration Committee ensures that no element represents a disproportionate share of the Chairman and CEO's compensation;
- ▶ Principle of **competitiveness**: The Nomination and Remuneration Committee also ensures the competitiveness of the remuneration of the Chairman and CEO, through regular compensation surveys;
- ▶ Related to **performance**: The Chairman and CEO's compensation is closely linked to **company performance**, notably through a

variable compensation plan determined on a half-year basis. The payment of the semester bonuses is subject to the achievement of precise, simple, and measurable objectives which are closely linked to Company's objectives, as regularly disclosed to the shareholders. In order to develop a **community of interest with the Group's shareholders** and to associate Atos managers and Chairman and CEO with the performance and financial results of the Company in a long-term perspective, a part of their compensation is equity based, including performance shares. Finally, the compensation policy of the Chairman and CEO supports Atos' commitment to corporate responsibility. In this context, performance criteria related to the **social and environmental responsibility** of the Company have been established in the performance share plans granted as from 2013.

The Board of Directors, during its meeting on November 24, 2016, implemented the principle of competitiveness by basing its decision of setting the compensation applicable throughout the plan 2017-2019, on comparisons with nation-wide, European, international and sectoral references; this benchmarking outlined the consistency between the Company's performance and the resulting financial recognition for the Chairman and CEO.



Therefore, this compensation results from a balance between the performance of the Chairman and CEO, Atos SE social interest and market practices.

Report of the Board of Directors pursuant to article L.225-37-2 of the Commercial Code

2. Compensation of the Chairman and Chief Executive Officer

A. Components of the compensation

Thierry Breton's components of compensation, which had remained unchanged since January 1, 2012, now include, following the amendments adopted by the Board of Directors, held on November 24, 2016 and voted during the Annual General Meeting of shareholders on December 30, 2016

► **A total compensation in cash**, as of January 1, 2017, which is maintained for the 2017-2019 strategic plan consisting in:

- Fixed annual compensation of € 1.4 million;
- Variable compensation, subject to performance conditions, annual target being equal to € 1.65 million, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment guaranteed.

In order to monitor Company's performance more closely, the performance objectives for the Chairman and Chief Executive Officer are set and reviewed on a half-year basis.

It is also important to specify that the variable compensation of the Chairman and Chief Executive Officer is a conditional compensation, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives (such as profitability, free cash flow and revenue growth). These objectives are closely aligned with the Group ambitions, as they are regularly presented to the shareholders. Thus, H1 targets are set on the basis of the budget as approved by the Board of Directors in December, and those of H2 on the basis of the « Full Year Forecast 2 », approved in July.

► **Equity based compensation:** for the period of the 2017-2019 strategic plan, the total equity based compensation of the Chairman and Chief Executive Officer, voted during the Annual General Meeting of shareholders on December 30, 2016 is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation of the Chairman and Chief Executive Officer. This 50% cap will be assessed over the duration of the 2017-2019 strategic plan and not on a yearly basis. Thus, every year, the Board of Directors will adapt the equity based compensation on the basis of equity granted for the past financial year, in order to comply with this cap.

Since 2011, Atos SE has exclusively granted performance shares to its executive Director, on the occasion of collective grants in favor of several hundreds of employees.

As was the case for the three-year plan "2016 Ambition", the Board of Directors, upon proposal of the Nomination and Remuneration Committee, could decide, in the context of the strategic plan 2017-2019, for the Atos Chairman and Chief Executive Officer and the first managerial and technology experts lines to be closely associated to performance and financial results of the Group through long-term incentive plans. In line with previous plans already implemented, the Board of Directors would define the final granting conditions by combining serious and challenging performance conditions, internal as external, regarding the achievement of performance criteria acknowledged over a minimum period of three years.

► **Benefits in kind** (see below)

B. Elements of the Compensation

Pursuant to the general principles of the compensation, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, adopted a specific structure of compensation for the Chairman and CEO, including the following elements:

1. Directors' fees

As in the previous years, the Chairman and CEO renounces to the Director's fees he is entitled to for the year 2017.

2. Fixed compensation

The fixed annual compensation paid to the Chairman and CEO as of January 1, 2017, will amount to € 1.4 million.

This compensation will be stable over several years and it may be reviewed for instance in the context of the renewal of the Chairman and CEO's mandate.

3. Variable compensation

This variable compensation relies on the achievement of the objectives stated below which come from the budget-setting exercise, as reflected in the annual objectives announced to the market.

The on-target annual variable compensation amounts to € 1.65 million, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.

In order to monitor Company's performance more closely, the performance objectives for the Chairman and Chief Executive Officer are set and reviewed on a half-year basis.

It is also important to specify that the variable compensation of the Chairman and Chief Executive Officer is a conditional compensation,

Report of the Board of Directors pursuant to article L.225-37-2 of the Commercial Code

based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives (such as profitability, free cash flow and revenue growth). These objectives are closely aligned with the Group ambitions, as they are regularly presented to the shareholders. Thus, H1 targets are set on the basis of the budget as approved by the Board of Directors in December, and those of H2 on the basis of the « Full Year Forecast 2 », approved in July.

For the two semesters 2017, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and Chief Executive Officer are as follows:

- ▶ Group Operating Margin (40%);
- ▶ Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%);
- ▶ Group Organic Revenue Growth (30%).

The Board of Directors sets out the biannual objectives on which the variable compensation of the Chairman and CEO is based on in connection with the Group ambition to deliver within the framework of its 3-year strategic plan, defined targets in terms of revenue organic growth, operating margin and its conversion into free cash flow. The underlying biannual objectives are determined by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market (refer to the section E.2. of the 2016 Registration document)

Due variable compensation for the first semester 2017, based on actual achievement of the performance conditions set by the Board of Directors, will be paid in August 2017. Pursuant to the provisions of the so-called "Sapin 2" law, the payment of the variable compensation due for the second semester 2017 will be subject to the approval of the Shareholders' General Meeting which will validate the 2017 consolidated financial statements.

4. Multiannual variable compensation

The Atos Chairman and Chief Executive Officer benefits from the annual grant of performance share plans for which the first managerial and technology experts lines are entitled to.

5. Grant of Stock-options

Since the stock options granted on December 31, 2010, Atos has not issued any stock option plans for its employees or executive officers. Atos Chairman and CEO, was not granted any options to purchase or buy shares of the Company.

Following this up, no stock-options will be granted in 2017.

In addition, the Atos Chairman and CEO did not hold any outstanding options as of January 1, 2016.

6. Grant of performance shares

For the period of the 2017-2019 strategic plan, the total equity based compensation of the Chairman and Chief Executive Officer is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation of the Chairman and CEO. For 2017, during the General Meeting held on May 24, 2017, the shareholders will be invited to approve a performance share plan with the following features:

- ▶ a vesting period of three years from the grant date;
- ▶ an acquisition of the shares subject to the fulfilling of performance conditions reflecting key success factors for the achievement of the Group's ambitions and based on operational and quantifiable criteria, as for the July 26, 2016 plan;
- ▶ the introduction of an additional requirement in respect of the achievement of financial objectives in connection with the 2017-2019 strategic plan;
- ▶ the introduction of an additional requirement with regard to the social and environmental performance of the company for maintaining a high level of recognition over the period.

Thus, performance conditions of the previous plans, to be fulfilled for each of the three years 2017, 2018, and 2019 would be maintained but they would now allow the beneficiary to acquire, assuming their achievement, a reduced number of shares corresponding to 70% of the number initially allocated.

70% of the number of shares initially allocated would therefore be subject to the achievement of the following internal and external performance conditions, appraised for each of the three years 2017, 2018, and 2019:

Internal Performance conditions:

- The Group free cash flow before dividend and acquisition/sales results for the relevant year must be at least equal to 85% of the Company's budget, or to the achievement of the previous year plus 10%;
- The Group operating margin for the relevant year must be at least equal to 85% of the amount of the Group operating margin of the Company's budget, or to the achievement the previous year plus 10%;
- The Group revenue growth for the relevant year must be at least equal to the revenue growth rate in the Company's budget minus a percentage decided by the Board of Directors, or to a positive yearly growth rate assigned by the Board of Directors for that year.

For each year of the plan, at least two out of these three internal performance conditions must be met, and if one condition is not met, it becomes compulsory for the following year.

Report of the Board of Directors pursuant to article L.225-37-2 of the Commercial Code

External Performance condition:

For at least two years over the 3-year period, Atos must fulfill the requirement of GRI as G4-Comprehensive (highest ranking of the Global Reporting Initiative), or be part of the Dow Jones Sustainability Index (World or Europe).

Assuming the achievement of the performance conditions stated above, **the additional 30%** would be subject to the effective performance of the Group over the 2017-2019 period as measured based on the average annual variable compensation due to the Chairman and CEO, expressed as a percentage of the on-target annual variable compensation, as well as the fulfilment, over the whole period, of the social responsibility condition, with an average of the scores obtained in the Dow Jones Sustainability Index (World or Europe) over the 2017-2019 period equal or above to 75 out of 100.

7. Exceptional compensation

The Atos Chairman and CEO does not receive exceptional compensation.

8. Compensation, indemnities or benefits for taking up the position

Not applicable.

9. Commitments stated in the first and sixth paragraph of the Article L.225-42-1 of the French Commercial Code

Supplementary Pension Plan: The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L. 137-11 of the French Social Security Code. The beneficiary group is thus wider than the inner circle of executive Directors.

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, 2009, was approved by the General Meeting of Shareholders on May 26, 2009 under the 4th resolution, and confirmed by the Board of Directors on December 17, 2009.

Atos SE and Atos International SAS examined, end of 2014 and beginning of 2015, the opportunity of strengthening the conditions for the acquisition of pension rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria.

In this context, on the basis of the report and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company authorized on March 26, 2015 the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International

SAS, because it also applies to the Chairman and Chief Executive Officer. These modifications were approved by the General Meeting of Shareholders on May 28, 2015 under the 10th resolution.

Within the framework of the renewal of the mandate as Chairman and Chief Executive Officer, pursuant to article L.225-42-1 of the French Commercial Code, the Board of Directors, on November 24, 2016, acknowledged the compliance of the commitment with the Macron law provisions (cap on the rights granted, performance conditions) and authorized the continuance of the collective supplementary pension scheme with defined benefits to the benefit of the Chairman and Chief Executive Officer. The continuance of this commitment was approved by the General Meeting of Shareholders on December 30, 2016 under the 2nd resolution.

The supplementary pension plan features applicable to Mr. Thierry Breton are detailed in the section G.4.2.5 "Fringe benefits of the Executive Director" of the 2016 Registration Document.

On February 21, 2017, the Board of Directors decided to condition the acquisition of rights under the supplementary pension scheme for the year 2017 to the same performance conditions than those retained for the performance share plan dated July 26, 2016 as detailed in the section G.4.3.1 "Terms and conditions of the Performance Share Plan decided on July 26, 2016 of which the Chairman and CEO is one of the beneficiaries" of the 2016 Registration Document.

10. Elements of the compensation and fringe benefits due or potentially due by other companies within the Group, with respect to the Chairman and CEO's mandate

The Atos Chairman and CEO does not receive compensation from other companies within the Group.

11. Other compensation element related to the mandate

The Atos Chairman and CEO does not receive other compensation element.

12. Benefits in kind

The benefits in kind granted to the Chairman and CEO since his appointment remained unchanged and include a company car with driver. The total amount of the benefits in kind was valued at 6,738 euros for the year 2016 and no significant change in this total amount is expected for the year 2017.

Proposed resolutions

Ordinary items

First resolution

Approval of the Company accounts for the financial year ending December 31st, 2016

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 2016 financial year, approved, as presented, the Company's financial statements for the year ending December 31st, 2016, 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 accounts for the financial year ending December 31st, 2016

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 for the 2016 financial year, approved, as presented, the consolidated financial statements for the year ending December 31st, 2016, 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

Allocation of the net result for the financial year ending December 31st, 2016 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:

	En euros
Earning for the financial year	29,461,846.03
Previous retained earnings	928,987,387.97
A total sum of	958,449,234
To allocate as follows	
Legal reserve	138,943.70
Dividends (€ 1.60 x 104,712,244 shares ⁽¹⁾)	167,539,590.40
Retained earnings	790,770,699.90

(1) The total dividend distribution is calculated on the basis of the number of 104,908,679 shares comprising the share capital on December 31st, 2016, including 196,435 shares held in treasury 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 € 1.60 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 its drafting in force as of January 1st, 2017).

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2016 financial year:

Financial year	Number of remunerated shares ⁽¹⁾	Dividends per share (in €)	Total (in €)
2015	103,214,932	1.10 ⁽²⁾	113,536,425
2014	100,442,508	0.80 ⁽²⁾	80,354,006.40
2013	98,780,831	0.70 ⁽²⁾	69,146,581.70

(1) Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

(2) The dividend was eligible to the 40 per cent tax deduction.

The ex-dividend date will be May 26, 2017 and the dividend will be paid on May 30, 2017. 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

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.

Fifth resolution

Renewal of Mr. 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

Proposed resolutions

Mr. Nicolas BAZIRE expires this day, decides, upon proposal from the Board of Directors, to renew his term of office for a period of three years, which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

Sixth resolution

Renewal of Ms. Valérie BERNIS 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 Ms. Valérie BERNIS expires this day, decides, upon proposal from the Board of Directors, to renew her term of office for a period of three years, which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

Seventh resolution

Renewal of Mr. 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 Mr. Roland BUSCH expires this day, decides, upon proposal from the Board of Directors, to renew his term of office for a period of three years, which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

Eighth resolution

Renewal of Ms. 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 Ms. Colette NEUVILLE expires this day, decides, upon proposal from the Board of Directors, to renew her term office for a period of three years, which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

Ninth resolution

Election of a Director representing the employee shareholders - Appointment of Ms. Jean FLEMING

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, in accordance with Article 16 of the Articles of Association, to proceed to the election of a Director representing the employee shareholders. The candidate mentioned in 9th and 10th resolutions who collects the largest number of expressed votes will be considered as appointed for a period of four years which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020 (or for a duration of three years, which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019, in case of approval by the General Meeting of the 19th resolution hereafter).

The General Meeting notes that the Company's Board of Directors designated Ms. Jean FLEMING as candidate to the office of Director representing the employee shareholders.

Tenth resolution

Election of a Director representing the employee shareholders - Appointment of Ms. Alexandra DEMOULIN

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, in accordance with Article 16 of the Articles of Association, to proceed to the election of a Director representing the employee shareholders. The candidate mentioned in 9th and 10th resolutions who collects the largest number of expressed votes will be considered as appointed for a period of four years which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020 (or for a duration of three years, which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019, in case of approval by the General Meeting of the 19th resolution hereafter).

The General Assembly notes that the Supervisory Board of the Atos Stock Plan mutual fund designated Ms. Alexandra DEMOULIN as candidate to the office of Director representing the employee shareholders.

Proposed resolutions

Eleventh resolution

Approval of the special report of the auditors regarding the agreements and commitments referred to in articles L.225-38 *et seq.* of the Commercial Code

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

Twelfth resolution

Opinion vote on elements of compensation due or allocated for the financial year ending December 31st, 2016 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 26.2 of the AFEP-MEDEF Corporate Governance Code for listed companies of November 2016 (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 31st, 2016 to Mr. Thierry BRETON, as described in the 2016 Registration Document, Section G, paragraph 5.2 as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

Thirteenth resolution

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report foreseen in Article L.225-37-2 of the French Commercial Code, approves the features and criteria for setting, allocation, and granting, the fixed, variable, long-term and exceptional

elements making up the total compensation and benefits of all kinds attributable, by reason of his office, to the Chairman and Chief Executive Officer, as described in the above mentioned report and in the Registration Document.

Fourteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes, in accordance with the provisions of article L.225-209 *et seq.* of the French Commercial Code, articles 241-1 *et seq.* of the General Regulation of the French Financial Market Authority ("AMF"), Regulation (EU) no 596/2014 of the European Parliament and Council of April 16th, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8th, 2016 of the European Commission and the market practices admitted by AMF, 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 buyback program.

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

- ▶ to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- ▶ to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L.225-177 *et seq.* of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L.225-197-1 *et seq.* of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set 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

Proposed resolutions

as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;

- ▶ to keep them and subsequently use them for payment or exchange in the context of possible external growth operations, it being specified that the maximum amount of shares acquired by the Company in this context shall not exceed 5% of the share capital, or;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the 15th resolution hereafter.

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

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

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share 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 occasions, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price shall not exceed EUR 170 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 1,783,447,543, as calculated on the basis of the share capital as at December 31st, 2016, this maximum amount may be adjusted to take into account the amount of the capital on the day of the General Meeting.

The General Meeting also confers full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or 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 by the 11th resolution of the Combined General Meeting of May 26th 2016.

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

Proposed resolutions

Extraordinary items

Fifteenth resolution

Authorization granted to the Board of Directors to reduce the share capital by cancelling self-owned shares

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to article L.225-209 *et seq.* of the 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 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 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 12th resolution of the Combined General Meeting of May 26th, 2016.

Sixteenth 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 and executive officers 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, L.225-138-1 and L.228-91 *et seq.* of the French Commercial Code and articles L.3332-18 *et seq.* 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 and article L.3344-1 of the French Labour 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 ;

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 in paragraph 2 of the 13th resolution of the Combined General Meeting of May 26th, 2016, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to;
4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L.3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20% of an average of Atos SE share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period ;
5. decides that pursuant to article L.3332-21 of the French Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;
6. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board

Proposed resolutions

of Directors, under the conditions set forth by the applicable legal and regulatory provisions;

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

Seventeenth resolution

Authorization given to the Board of Directors to grant 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 *et seq.* of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 1% of the share capital as on the date of this Board of Directors, 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 free shares. Inside the aforementioned maximum amount, the total number of shares granted to the Chairman and CEO in accordance with this authorization shall not represent more than 0.09% 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 *et seq.* of the French 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 vested free shares prior to the beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as three (3) years as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set, if applicable, a vesting period longer than three (3) years and/or set a holding period.

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 vesting of the shares shall occur immediately, the shares becoming immediately freely transferable.

Proposed resolutions

In case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable.

The General Meeting notes that in case new free shares are granted, this authorization will entail progressively as these shares are vested, share capital increase through incorporation of reserves, benefits or premiums in favour of the beneficiaries of these shares and 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 authorization.

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 grant(s) and determine the identity of the beneficiaries;
- ▶ determine the vesting period and the holding period, and if applicable, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification; determine the conditions and performance criteria for each grant;
- ▶ 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 vesting 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; set off, as applicable, in case of issuance of new shares, on reserves, benefits, or premiums, the amounts required for the full payment of these shares; 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 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; the authorization granted by the General Meeting of May 26th, 2016 in its 20th resolution is canceled as from today up to its unused portion.

Eighteenth resolution

Amendment to Article 16 of the Articles of Association in order to determine the terms and conditions of the appointment of Directors representing employees

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, and noted the opinion issued by Atos Group Works Council, decides to amend Article 16 of the Articles of Association "Director representing the employee shareholders" to provide, within the framework set by the law, the terms and conditions of appointment on the Board of Directors of Directors representing employees as follows.

Article 16 shall be renamed "Directors representing the employees and the employee shareholders" and subdivided into two paragraphs. The current article shall become paragraph 16.2 "Director representing the employee shareholders" and shall be preceded by a paragraph 16.1 called "Directors representing the employees" drafted as follows:

"16.1 - Directors representing the employees

The Board of Directors comprises up to two Directors representing the employees.

The first Director shall be appointed in accordance with article L.225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-3° of such article, i.e. an appointment by the trade union that obtained the most votes during the first round of the elections mentioned in the French Labour Code in the Company and its subsidiaries, whether direct or indirect, the registered offices of which is located in France.

When the Company has more than twelve Directors, the number and designation mode of which are provided under articles L.225-17 and L.225-18 of the Commercial Code, the appointment of a second Director representing the employees shall be mandatory, under the conditions hereunder.

This second Director is appointed in accordance with article L.225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-4° of such article, i.e. an appointment by the committee of the Company which has the status of European company, referred to as "Atos SE Company Council".

Proposed resolutions

The Board of Directors ensures the implementation of and the compliance with these provisions.

The term of office of the Directors representing the employees shall be three (3) years. The mandate of a Director representing the employees shall expire at the end of the ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of office of the aforesaid Director expires.

This mandate may be renewed once.

In the event of vacancy of one Director representing the employees for any reason whatsoever, the vacant seat shall be filled under the conditions provided by applicable regulations. The term of office of the Director so appointed shall end when the term of office of the other Director appointed in accordance with this paragraph 16.1 expires.

Article 15 of these Articles of Association does not apply to the Directors representing the employees.

The Board of Directors may grant powers to the Chief Executive Officer to perform any action in order to implement this paragraph 16.1.

Nineteenth resolution

Amendment to Article 16 of the Articles of Association in order to reduce the duration of the term of office of the Director representing the employee shareholders

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides to amend the 9th paragraph of Article 16.2 of the Articles of Association "Director representing the employee shareholders", subject to its renumbering in accordance with the 18th resolution here above (or if applicable of Article 16 of the Articles of Association "Director representing the employee shareholders" in case the renumbering of Article 16 in accordance with the 18th resolution here above is not approved), currently drafted as follows :

"The term of office of the Director representing the employee shareholders is four (4) years. The functions of the Director representing the employee shareholders will expire at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that had ended and that is held during the year in which the term of the aforesaid Director expires."

Which shall now be drafted as follows:

"The term of office of the Director representing the employee shareholders is three (3) years. The functions of the Director representing the employee shareholders will expire at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that had ended and that is held during the year in which the term of the aforesaid Director expires."

The other provisions of Article 16.2 of the Articles of Association, subject to its renumbering in accordance with the 18th resolution here above (or if applicable of Article 16 of the Articles of Association, in case the renumbering of Article 16 in accordance with the 18th resolution here above is not approved) remain unchanged.

Twentieth resolution

Amendment to Article 13 of the Articles of Association - Board of Directors - Composition

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides to amend the 1st paragraph of Article 13 of the Articles of Association "Board of Directors - Composition" currently drafted as follows:

"The Company shall be managed by a Board of Directors of three (3) members at least and twelve (12) members at most, appointed by the Ordinary General Meeting of shareholders."

Which shall now be drafted as follows :

"The Company shall be managed by a Board of Directors of seven (7) members at least and eighteen (18) members at most, appointed by the Ordinary General Meeting of shareholders."

The other provisions of Article 13 of the Articles of Association remain unchanged.

Twenty-first resolution

Powers

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

Additional information on candidates to the Board of Directors

Additional information on the candidates to the Board of Directors



Nicolas BAZIRE*

Chairman of the Nomination and Remuneration Committee

Number of shares: 1,024

Date of birth: July 13, 1957

Nationality: French

Date of renewal: May 27, 2014

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

Proposal to renew Mr. Nicolas BAZIRE as member of the Board of Directors

Biography – Professional Experience

General Manager of Groupe Arnault SAS

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 Edouard 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*.

Directorships and positions

Other directorships and positions as at December 31st, 2016

Within the Atos Group

None

Outside the Atos Group

France :

- ▶ Member of the Supervisory Board: Montaigne Finance SAS, Semyrhamis SAS
- ▶ 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 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.
 - Lifipar, Director of SBM (Monaco)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- ▶ 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)

* Independent Director.

** Listed company.

Additional information on the candidates to the Board of Directors



Valérie BERNIS*

Number of shares: 500

Date of birth: December 09, 1958

Nationality: French

Date of appointment: April 15, 2015, ratified by AGM held on May 28, 2015

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

Proposal to renew Ms. Valérie BERNIS as member of the Board of Directors

Biography - Professional Experience

Vice-President of Engie Foundation

Valérie Bernis is a graduate of the Institut Supérieur de Gestion and Université des Sciences Economiques in Limoges. In 1996, after 2 years spent as Communication and Press Advisor to the Prime Minister, she joined Compagnie de Suez as Executive Vice-President - Communications, and then in 1999, she became Executive Vice-President Financial and Corporate Communications and Sustainable Development. During the same period, she served for 5 years as Chairman and CEO of Paris Première, a French TV channel. Valérie Bernis is currently Vice-President of Engie Foundation. She currently is a Member of the Board of Directors of Suez and l'Occitane (since 2013).

Directorships and positions

Other directorships and positions as at December 31st, 2016

Within the Atos Group

None

Outside the Atos Group

- ▶ Member of the Board of Directors: Suez **, AROP, Palais de Tokyo
- ▶ Independent member of the Board of Directors: l'Occitane**
- ▶ Member of the Supervisory Board: Euro Disney SCA (until January 11, 2017)**

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- ▶ Member of the Board of Directors: Bull (until July 2013), CEGID (until July 2013), Société Monégasque d'Electricité et de Gaz (SMEG) (until June 2012).

* Independent Director.

** 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 22, 1964

Nationality: German

Date of renewal: May 27, 2014

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

Proposal to renew Mr. Roland BUSCH as member of the Board of Directors

Biography - Professional Experience

Member of the Management Board of Siemens AG (Germany)

Roland Busch is a graduate of the University of Friedrich Alexander (Germany) where he received a PHD in Physics and of the University of Grenoble.

He is a member of the Management Board of Siemens AG.

During the past five years, Roland Busch was appointed Chairman of Infrastructure & Cities and Chief of Strategy with Siemens AG in Germany.

Directorships and positions

Other directorships and positions as at December 31st, 2016

Within the Atos Group

None

Outside the Atos Group

Abroad:

- ▶ Executive Vice-President, Member of the Management Board of Siemens** (Germany)
- ▶ Chairman Asia Pacific, Siemens** (Germany)
- ▶ Head of Corporate Sustainability Office, Siemens** (Germany)
- ▶ Vice-Chairman of the Board of Directors and Member of the Audit Committee of OSRAM Licht AG** (Germany)
- ▶ Chief Technology Officer, Siemens** (Germany)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- ▶ Chairman of Infrastructures & Cities, Siemens AG**
- ▶ Chief of Strategy, Siemens AG** (Germany)

** Listed company.

Additional information on the candidates to the Board of Directors



Colette Neuville*

Number of shares: 1,012

Date of birth: January 21, 1937

Nationality: French

Date of renewal: May 27, 2014

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

Proposal to renew Ms. Colette NEUVILLE as member of the Board of Directors

Biography - Professional Experience

Chairman (founder) of the ADAM

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 administration (National Office for Irrigation), 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. She is a member of the Club of Presidents of Remuneration Committees of IFA (Institute of Formation for Directors) and also a member of the Ethic Committee of Canal+.

Directorships and positions

Other directorships and positions as at December 31st, 2016

Within the Atos Group

None

Outside the Atos Group

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 Commission "*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 Club of the Chairmen of Remuneration Committees of the *Institut Français des Administrateurs*, of the Ethic Committee of Canal +

Other positions held during the last five years

Within the Atos Group

France:

- ▶ Member of the Supervisory Board then censor: Atos SA**

Outside the Atos Group

- ▶ Member of the European Forum for Corporate Governance, with the European Commission
- ▶ Director (and also member of the Audit Committee) of Numericable-SFR** from November 27, 2014 to January 12, 2016

* Independent Director.

** Listed company.

Additional information on the candidates to the Board of Directors



Candidate to the position of Director representing the employee shareholders: Ms Jean FLEMING

Biography - Professional Experience

Client Executive, Business Transformation Services at Atos IT Services UK Ltd (United Kingdom)

Jean Fleming is a graduate of the London South Bank University where she obtained an MSc in Human Resources and from Brunel University where she obtained a BA in Business Administration.

Former Operations Director, Business Process Services, she is now Client Executive, Business Transformation Services at Atos in the United-Kingdom.

Jean Fleming was appointed Director representing the employee shareholders.

Jean FLEMING

Director representing the employee shareholders

Number of shares: 854

Date of birth: March 4, 1969

Nationality: British

Date of renewal: May 29, 2013

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

Directorships and positions

Other directorships and positions as at December 31st, 2016

Within the Atos Group

None

Other positions held during the last five years

Within the Atos Group

None

Additional information on the candidates to the Board of Directors



Candidate to the position of Director representing the employee shareholders: Ms Alexandra DEMOULIN

Head of Compensation & Benefits, Global Worldline

Alexandra Demoulin holds a Law Degree from the Université Libre de Bruxelles and a Special Degree in Tax Law from the Katholieke Universiteit Leuven. She began her career as attorney-at-law in tax and pensions departments of the law firms Linklaters and Loyens & Loeff. In 2006, she joined the Atos Group where she was in charge of various functions at Atos Group and Benelux levels, in the field of Compensation & Benefits and International Mobility. She has been the Global Worldline Head of Compensation & Benefits since 2014.

Directorships and positions

Alexandra DEMOULIN

Number of shares and/or units of Mutual fund:

- ▶ 7,175 units of the FCPE Atos Stock Plan, compartment Dynamic
- ▶ 1,217 units of the FCPE Atos Stock Plan, compartment Secure 2
- ▶ 1,226,78 units of the FCPE Worldline Stock Plan

Date of birth: October 24, 1976

Nationality: Belgian

Other directorships and positions as at December 31st, 2016

Within the Atos Group

- ▶ Member of the FCPE Atos Stock Plan Supervisory Board
- ▶ Member of the FCPE Worldline Stock Plan Supervisory Board

Outside the Atos Group

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

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 WEDNESDAY MAY 24th, 2017

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⁽¹⁾:

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

requests a copy of the documents and information concerning the Combined General Meeting of May 24, 2017 as provided for by Article R.225-83 of the French Commercial Code.

Signed in, on 2017

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 5th 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



About Atos

Atos is a global leader in digital transformation with approximately 100,000 employees in 72 countries and annual revenue of around € 12 billion. The European number one in Big Data, Cybersecurity, High Performance Computing and Digital Workplace, the Group provides Cloud services, Infrastructure & Data Management, Business & Platform solutions, as well as transactional services through Worldline, the European leader in the payment industry.

With its cutting-edge technologies, digital expertise and industry knowledge, Atos supports the digital transformation of its clients across various business sectors: Defense, Financial Services, Health, Manufacturing, Media, Energy & Utilities, Public sector, Retail, Telecommunications and Transportation. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Consulting, Atos Worldgrid, Bull, Canopy, Unify and Worldline. Atos SE (Societas Europaea) is listed on the CAC40 Paris stock index.

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80, quai Voltaire
95877 Bezons Cedex
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
Or visit our website atos.net