

# convening notice

Combined General Meeting 2019

The image shows the Atos logo in large, blue, three-dimensional letters mounted on the roof of a modern building with a glass facade. The building is partially visible on the left and right sides of the frame.

## **The Shareholders of Atos SE**

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

### **On Tuesday April 30, 2019**

At 10:00 a.m.

At the registered offices of the Company

River Ouest - 80 quai Voltaire - 95870 Bezons

The Meeting will be held in the auditorium

### **Atos SE**

Registered offices : River Ouest - 80 Quai Voltaire - 95870 Bezons

Siren 323 623 603 RCS Pontoise - European Company with Board of Directors with a share capital of EUR 107,149,737

### **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 April 9, 2019, the documents and information listed in particular in section R. 225-73-1 of the French Commercial Code shall be available on the Company's Website: [www.atos.net](http://www.atos.net) as per applicable legal and regulatory provisions.



# Overview

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## Message from the Chairman and CEO

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is my pleasure to invite you to the Combined General Meeting of the Company which will be held on Tuesday April 30, 2019 at 10:00 am at the registered offices, in the auditorium, River Ouest, 80 quai Voltaire, 95870 Bezons.

The year 2018 was a particularly important one for Atos, especially because of the completion of two “transforming” acquisitions: Syntel in digital services and SIX Payment Services in payment solutions, significantly reinforcing and completing the capacities of the Group. In addition, during the Investor Day held on January 30, 2019, Atos launched ADVANCE 2021, its new three-year plan designed to build on Atos’ reinforced global profile in digital services and aimed at strengthening Atos customer centricity through a reinforced vertical go-to-market approach. As part of this new plan, Atos announced its project to distribute 23.5% of Worldline’s share capital to Atos’ shareholders leading to the creation of two listed companies leader in their field. While pursuing their industrial and commercial partnership, Atos would reinforce its focus on the secured data management, the digital transformation and the cybersecurity, and Worldline would benefit from a better equity profile and an enhanced ability to pursue its strategy of consolidation of the European market of payment solutions.

During this General Meeting, you will have the opportunity to vote on the Group’s new three-year strategic plan, as well as on the project to distribute in kind Worldline’s shares. Furthermore, you will be presented with the activity report of the Group for the financial year 2018, you will be asked to approve in particular the 2018 financial statements, the distribution of an ordinary dividend amounting to € 1.70 per share and the possibility for each shareholder to opt for a payment of the ordinary dividend in shares. Moreover, your Board of Directors suggests to broaden its skills by submitting for your approval the nomination on the Board of a new director and of a censeur, in addition to the renewal of the mandate of several directors whose terms are to expire. Finally, the Board of Directors of your Company proposes to become one of the first companies of the CAC 40 to anchor in its Articles of Association its “*raison d’être*” by completing the purpose of the Company (*objet social*) along Atos’ mission which is to help design the information technology space.

As is the case every year, this General Meeting will be a special moment in your Company’s life. Any shareholder may participate regardless of the number of shares he/she owns either by attending 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 2018

**“2018 has been a very important year for Atos as the Group significantly strengthened its global profile and capabilities, most notably through two transforming acquisitions: Syntel in digital services, and SIX Payment Services in electronic payments.**

**During an Investor Day held on January 30, Atos launched ADVANCE 2021, a new 3-year plan designed to build on its reinforced position as a global digital services company and aimed at strengthening its customer centricity through a reinforced vertical go-to-market approach. As part of this plan, Atos also announced its project to distribute 23.5% of Worldline’s share capital to Atos shareholders and to create two listed pure play global leaders with increased strategic and financial flexibility.**

**Thanks to this plan, I am confident that Atos will create substantial value for all of its stakeholders over the next three years with a revenue organic growth CAGR between +3% and +4%, a profitability at circa 13% in 2021 and a free cash flow reaching 1.2 to 1.3 billion of euros\*.”**

**Thierry Breton**

\* Including Worldline

## 2018 performance by Division

### Infrastructure & Data Management: Accelerating transition to hybrid cloud

Revenue was € 6,328 million, down -2.8%. Migration to Hybrid Cloud significantly accelerated during the year and Digital Workplace continued to grow. The Division continued the digital transformation of its main clients through automation and robotization. In 2018, revenue was impacted by two large contracts not renewed in North America, Marriott International and Standard & Poor’s, as well as a contractual issue with a Telco operator in Germany. In the fourth quarter, revenue decreased by -3.4% (Q3 at -4.6%).

Operating margin was € 604 million, representing 9.5% of revenue, decreasing by -170 basis points compared to the last year as a result of the items mentioned above for North America and Germany. These two geographies monitored throughout the year a cost take-out to mitigate the effects on the profitability. The Division benefited from improved results posted in the United Kingdom and other GBUs.

### Business & Platform Solutions: Further top line improvement thanks to digital and automation projects

Revenue reached € 3,361 million, +4.2% at constant scope and exchange rates, confirming a positive trend since the beginning of the year. The growth was led by all the large geographies: United Kingdom & Ireland, Germany, France, and North America. The Division benefited from the dynamic in digital projects and automation in most of the geographies.

Operating margin was € 300 million, representing 8.9% of revenue. Business & Platform Solutions continued to invest in innovation, new Codex and SAP HANA offerings.

### Big Data & Cybersecurity: Double digit revenue growth led by the demand for Cybersecurity solutions and High Performance Computing

Revenue in Big Data & Cybersecurity was € 895 million, up +12.0% organically, maintaining a strong performance all over the year and pulled by the extension of the Division's markets, both in terms of industries served and geographies. Cybersecurity strongly grew as customers' investments increased to prevent from more and more sophisticated cyberattacks. The performance was also driven by the strong sales dynamics in Big Data, sales of Bullions notably in North America, software and products, as well as increased projects in France. Finally, High Performance Computing benefitted from new wins achieved in several geographies.

Operating margin was € 138 million significantly improved by +240 bps compared to 2017 on a like for like basis and representing 15.4% of revenue. This solid performance resulted from strong growth contribution and improved cost base monitoring, while pursuing investments in innovative solutions and products, as well as the benefits from the successful integration of CVC activities.

### Worldline: Leveraging the full benefits from its undisputed European leadership in payment services

From a contributive perspective to Atos, Worldline revenue was € 1,674 million, improving by +6.3% at constant scope and exchange rates, representing 13.7% of the Group revenue. Growth was led in the three business segments by:

- ▶ Merchant Services growing by +4.2% organically and reaching € 621 million. The growth mainly came from increased transactions volumes, notably through a strong momentum in India and from positive business trends in Continental Europe;
- ▶ Financial Processing reached € 773 million, up +7.6% organically thanks to increased volumes, in Sepa payment transactions, strong growth in Acquiring Processing as well as in Issuing Processing in internet payments;
- ▶ Mobility & e-Transactional Services revenue was € 280 million, up +7.4% organically led by Trusted Digitization, E-Consumer and Mobility growth, combined with higher volumes in Contact and Consumer Cloud activities.

Operating margin was € 293 million or 17.5% of revenue, improving by +80 basis points led by the strong performance of Financial Processing, thanks to revenue and the successful implementation of equensWorldline costs synergies plan. Merchant Services benefitted from transactions volume growth, continued productivity improvement and first results of synergies with MRL Postnet. Finally, Mobility & e-Transactional Services operating margin was impacted by base effect of pensions recorded last year as well as commercial litigations during the first part of the year.

## Commercial activity

The commercial dynamism of the Group was particularly high in 2018 with order entry reaching € 13.7 billion, representing a book to bill ratio of 112% in 2018 compared to 109% in 2017 at constant rate. During the fourth quarter, the book to bill reached 124%. Full backlog increased to € 24.5 billion from € 22.7 billion at the end of 2017, representing almost 1.8 years of revenue. The full qualified pipeline reached € 8.1 billion compared to € 7.4 billion published at the end of 2017.

## Operating income and net income

Operating income reached € 836 million in 2018, -4.4% compared to 2017, resulting from the following items:

Costs for staff reorganization, rationalization, and integration amounted to €-201 million, including acquisition and integration costs related to the acquisitions of Syntel and SIX Payment Services as well as integration costs for equensWorldline for a total of € 52 million. Therefore, excluding those exceptional items, costs for staff reorganization, rationalization, and integration are at the level of 2017, excluding € 15 million of integration costs for equensWorldline.

Amortization of Purchase Price Allocation of acquired companies represented €-128 million compared to €-109 million in 2017. The increase mainly came from 2 months of amortization related to the acquisition of Syntel (€ 11 million) and 1 month of amortization related to the acquisition of SIX Payment Services (€ 4 million). The amortization of the equity based compensation plans amounted to €-52 million, compared to €-86 million in 2017, resulting from a lower performance in 2018 compared to 2018 objectives announced on February 23, 2018.

## The Atos Group in 2018

Other items amounted to €-43 million compared to €-59 million in 2017 where occurred exceptional expenses related to cyberattacks, the implementation of GDPR and settlement of litigations. The €-43 million expenses in 2018 corresponded mainly to semi-retirement schemes in Germany and France.

Net financial result was a charge of €-87 million, compared to €-62 million in 2017, including the cost of pensions, the interest on bonds issued in June 2015 and in October 2016 as well as the new financing structure due to Syntel acquisition (€1.8 billion triple tranche bond issued in November 2018 and \$1.9 billion 3 and 5 year term loan signed in October 2018 and drawn in US dollars and in Euros) and the change in the fair value of SIX Payment Services contingent consideration for €-18 million.

Total tax charge was €-47 million. Excluding the recognition of deferred tax asset in France for €90 million, tax charge was €-137 million representing an effective tax rate of 18.3%, stable compared to 2017.

As a result, net income was €703 million, +5.8% compared to 2017. Non-controlling interests amounted to €73 million and were related to the minority shareholders in Worldline. Therefore, the net income Group share reached €630 million, +5.0% compared to 2017.

Basic EPS Group share was €5.95, +4.0% compared to 2017 and Basic diluted EPS Group share was €5.95, +4.4% compared to 2017. Normalized EPS Group share was €8.56, as well as Normalized diluted EPS Group share also €8.56, increasing compared to 2017 by +4.3%.

### Free cash flow

Operating Margin before Depreciation and Amortization (OMDA) was €1,601 million representing 13.1% of revenue, compared to 13.4% of restated revenue in 2017.

Reorganization, rationalization and associated costs, and integration and acquisition costs reached €-189 million compared to €-157 million in 2017, significantly impacted by the two transformative acquisitions (Syntel and SIX Payment Services) occurred in 2018 as well as the costs of implementation to generate synergies on equensWorldline for a total amount of €-53 million. Excluding this amount, those costs reached circa 1% of revenue in line with the Group policy.

Capital expenditures amounted to €-476 million, representing as expected 3.9% of revenue compared to €-526 million in 2017 or 4.4% of revenue. The Group continued to invest, especially in its payment

platforms within Worldline, as well as in its infrastructure business, in particular in Cloud architectures.

Change in working capital was €-74 million, due to the evolution of the revenue mix and more particularly an increase in Business & Platform Solutions and in Financial Services where the DSO is higher than the average.

The effective DSO reached 43 days compared to 39 days at the end of December 2017 and has been positively impacted by the sale of receivables with no recourse on large customer contracts by 23 days, representing an increase by €36 million in 2018. During the second semester of 2018, the change in working capital amounted to €+66 million, with no increase of the sales of receivables compared to end of June, reflecting the strong decrease by more than 10% of the amount of contract assets over H2. As a reminder, the Company committed not to increase the sales of receivables without recourse as of 2019.

Cash out related to tax paid reached €-130 million, in line with previous year.

The cost of net debt increased to €-31 million compared to €-24 million in 2017 mainly due to the new financing structure related to the acquisition of Syntel in October 2018.

Finally, other items totaled €-43 million, compared to €-30 million in 2017.

As a result, free cash flow reached €658 million in 2018 and €720 million excluding €-62 million of acquisition costs on Syntel and SIX Payment Services and upfront financing fees on Syntel compared to €714 million in 2017, representing 57.1% of the operating margin.

### Net cash evolution

Net acquisitions / disposals in 2018 amounted to €-3,644 million, mainly related to the acquisitions of Syntel (net acquisition price of €-3,116 million) and SIX Payment Services (net acquisition price of €-386 million as well as a contingent consideration valuation of €-118 million).

Capital increase, mostly related to proceeds from the employee share plan totaled €+22 million in 2018.

In 2018 the Group performed a share buy-back program for €102 million to deliver performance shares to beneficiaries.

The cash-out (excluding option in shares) for the payment of dividend on 2017 results was €-79 million.

Finally, mainly due to the euro increase versus the US dollar, foreign exchange rate fluctuation effect on debt or cash in foreign currencies totaled €-34 million.

As a result, Group net debt position as of end of 2018 was € -2,872 million.

## **Human resources**

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The total headcount was 122,110 at the end of 2018 compared to 97,267 at the end of 2017.

Excluding scope effect from 2018 acquisitions (of which 23,480 from Syntel and 1,344 from SIX Payment Services), this represents a decrease by -2.1% compared to the end of 2017 and translates the Group hiring adaptation along with the implementation of automation and focus on digital transformation skills. The Group pursued the digital training and reskilling of its teams.

Following the integration of Syntel, staff located in offshore and nearshore countries at the end of 2018 represented 41% of Group total headcount.

# The Board of Directors

## Composition of the Board of Directors as of January 1<sup>st</sup>, 2019



**Thierry Breton**

Chairman and Chief Executive Officer of Atos SE



**Bertrand Meunier\***

Managing Partner of CVC Capital Partners Ltd (United Kingdom)



**Nicolas Bazire\***

General Manager of Groupe Arnault SE



**Colette Neuville\***

Chairman (founder) of the ADAM



**Valérie Bernis\***

Vice-President of Engie Foundation



**Aminata Niane\***

International Consultant



**Roland Busch**

Member of the Management Board of Siemens AG (Germany)



**Lynn Paine\***

John G. McLean Professor of Business Administration, Harvard Business School (United States), Associate Dean for International Development



**Jean Fleming\*\***

People Development Officer (United Kingdom)



**Vernon Sankey\***

Officer in companies, Former Chairman of Firmenich (Switzerland)



**Marie-Christine Lebert\*\*\***

Project leader, Worldline SA

\* Independent Director

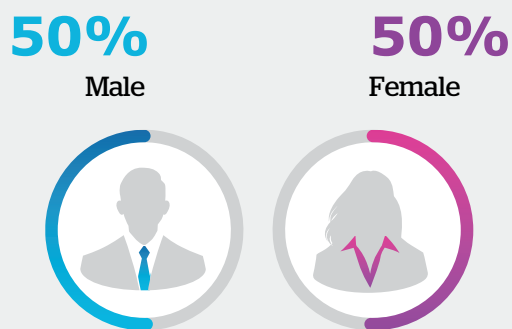
\*\* Director representing the employee shareholders

\*\*\* Director representing the employees

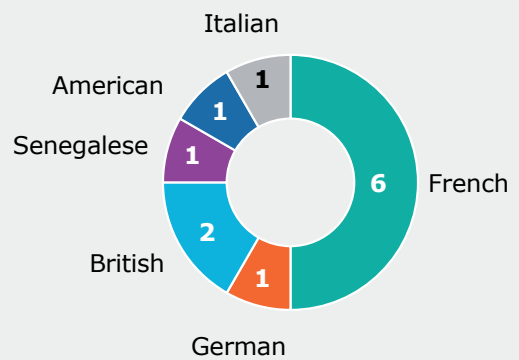


**A structured and balanced governance as of December 31, 2018\***

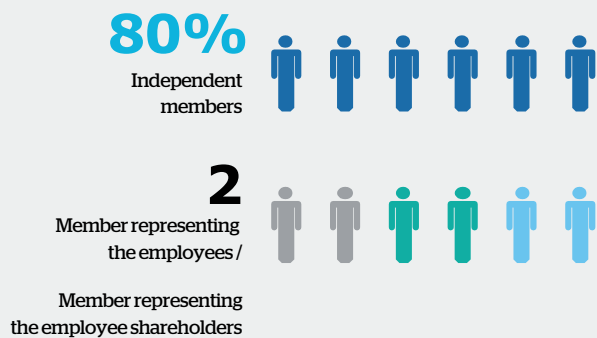
**Gender diversity**



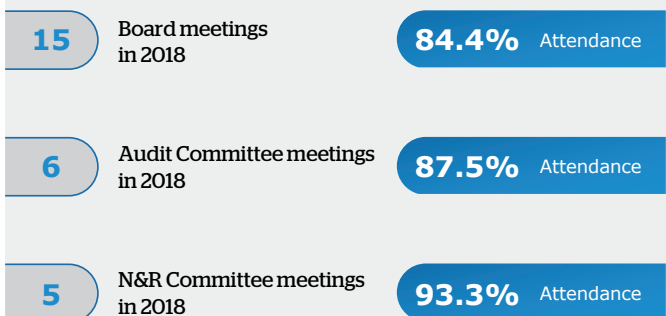
**Mix of nationalities**



**Independence**



**Attendance**



\* Pasquale PISTORIO resigned from his office as member of the Board of Directors with effect as of January 1, 2019.

# Agenda

## Ordinary items

- ▶ **Approval of the Company financial statements** for the financial year ending December 31, 2018
- ▶ **Approval of the consolidated financial statements** for the financial year ending December 31, 2018
- ▶ **Allocation of the distributable income** comprising the net income for the financial year ending December 31, 2018 and payment of the ordinary dividend
- ▶ **Option for the payment in shares of the ordinary dividend** as per proposal under the 3<sup>rd</sup> resolution
- ▶ **Exceptional distribution in kind** of shares of the company Worldline
- ▶ **Three-year strategic plan ADVANCE 2021**
- ▶ **Approval of an overall amount of annual Directors' fees**
- ▶ Renewal of Mr. **Thierry Breton** as member of the Board of Directors
- ▶ Renewal of Ms. **Aminata Niane** as member of the Board of Directors
- ▶ Renewal of Ms. **Lynn Paine** as member of the Board of Directors
- ▶ Renewal of Mr. **Vernon Sankey** as member of the Board of Directors
- ▶ Appointment of Mr. **Vivek Badrinath** as member of the Board of Directors
- ▶ Appointment of Mr. **Jean-Louis Georgelin** as censor
- ▶ **Approval of the continuance of a related party undertaking subject to articles L.225-42-1 of the French Commercial Code** for the benefit of Mr. Thierry Breton concerning a supplementary pension scheme, with defined benefits
- ▶ **Approval of the global alliance convention** between Worldline and Atos SE subject to article L.225-38 of the French Commercial Code
- ▶ **Approval of the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded** for the financial year ending December 31, 2018 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 to grant to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

## Extraordinary items

- ▶ **Authorization to grant to the Board of Directors** to reduce the share capital by cancelling self-owned shares;
- ▶ **Delegation to the Board of Directors of authority** to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies;
- ▶ **Authorization to grant to the Board of Directors** to grant free shares to the employees and executive officers of the Company and/or its affiliated companies;
- ▶ **Authorization to grant to the Board of Directors** to grant options to subscribe for or to purchase shares to the employees and/or executive officers of the Company and its affiliated companies
- ▶ **Amendment of article 2 of the Articles of Association** in order to provide for the *raison d'être* of the Company
- ▶ **Amendment of article 38 of the Articles of Association** to provide for the distribution conditions of an asset of the Company to its shareholders

## Ordinary items

- ▶ **Approval of a related party undertaking subject to articles L.225-42-1 of the French Commercial Code** for the benefit of Mr. Elie Girard, concerning a supplementary pension scheme, with defined benefits
- ▶ **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 Deputy Chief Executive Officer
- ▶ **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.

**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 April 26, 2019, 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 April 26, 2019, 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](http://www.sharinbox.societegenerale.com) using your login information previously received; or
- ▶ you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;

**If you are the owner of bearer shares, please :**

- ▶ request from your bank or broker that an admission card be addressed to you; or
- ▶ log onto your bank or financial broker's web portal using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose bank or broker has adhered to the system.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators from Monday to Friday, between 8:30 am and 6:00 pm Paris time from France and from the other countries at +33 (0) 825.315.315 (cost: 0.15€/min including VAT).

## How to participate to our General Meeting?

### If you cannot attend the General Meeting

#### ▶ You have the possibility to:

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

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

##### Vote online

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

##### ▶ Owners of registered shares :

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

##### ▶ Owners of bearer shares:

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

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*The Votaccess website will be open from **9:00 a.m. on April 12, 2019 until 3:00 p.m. on April 29, 2019 (Paris Time)**. To avoid overloading the dedicated site, we recommend that you do not wait until the last day to vote.*

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

In accordance with article R. 225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to

connect to the Votaccess site as described above, and this no later than April 29, 2019 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.

## How to participate to our General Meeting?

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

### ▶ Registered shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.

### ▶ Bearer shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "*attestation de participation*" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by fax) to Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS (32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 Or via fax at +33 (0)2 51 85 57 01).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest on April 27, 2019.

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 April 27, 2019.

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

# How to participate to our General Meeting?

## How to fill in your form?

### You will attend the General Meeting personally:

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

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

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

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

to vote in your name by specifying the name of the proxy holder.

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

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

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

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

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

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

**A** To attend the General Meeting personally: Tick here

**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

**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

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

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

**H** Date and sign here

**Atos SE**  
Société européenne au capital de 107 149 737 €  
Siège social : River Ouest - 80 Quai Voltaire  
95870 BEZONS - FRANCE  
323 623 603 RCS Pontoise

**ASSEMBLÉE GÉNÉRALE MIXTE DU 30 AVRIL 2019**  
A 10h00 au siège social de la société  
River Ouest - Auditorium  
80 quai Voltaire - 95870 Bezons

**COMBINED GENERAL MEETING OF APRIL 30th, 2019**  
At 10:00 am at the registered offices  
River Ouest - Auditorium  
80 quai Voltaire - 95870 Bezons

**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 (3)

**JE DONNE POUVOIR À : HEREBY APPOINT:** See reverse (4)

		Après que l'Organe de Direction. / Approved by the Board of the Directors.										Non agréés. / Not approved.	
		1	2	3	4	5	6	7	8	9	10	A	B
Oui / Yes		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	11	12	13	14	15	16	17	18	19	20	C	D	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Oui / Yes	21	22	23	24	25	26	27	28	29	30	E	F	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Oui / Yes	31	32	33	34	35	36	37	38	39	40	G	H	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Oui / Yes	41	42	43	44	45	46	47	48	49	50	I	K	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**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.

**CAUTION :** Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être admises à l'établissement concerné et ne peuvent être effectuées qu'à l'aide de ce formulaire). Cf. au verso (1)  
Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

à la banque / by the bank 27 avril 2019 / April 27, 2019  
à la société / by the company 27 avril 2019 / April 27, 2019

## 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 day prior to the date of the General Meeting, i.e. on April 24, 2019:**

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

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

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

### **D** How do you come to the General Meeting?

**The Combined General Meeting of April 30, 2019 shall start at 10:00 am sharp. Accordingly, you are requested:**

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

## How to participate to our General Meeting?



### By public transportation

Public transports schedules are subject to variations for instance in the event of a strike. We advise you to visit the dedicated websites of the SNCF and of the RATP

► **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 pm: 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 Gare de Rueil station (RER A) / Pont de Bezons via Nanterre Université



### 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

## Ordinary items

### Approval of the Company and consolidated financial statements for the financial year ending December 31, 2018

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

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2018. The management report on the 2018 financial year is included in the 2018 Registration Document of the Company.

### Allocation of the distributable income comprising the net income for the financial year ending December 31, 2018 and payment of the ordinary dividend and option for the payment in shares of the ordinary dividend

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

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

In the scope of the 3<sup>rd</sup> resolution, we propose you to set the 2018 dividend at EUR 1.70 per share, which corresponds to an aggregate amount of EUR 181,613,340.90 calculated on the basis of the number of 106,886,219 shares, making up the share capital as at December 31, 2018, including 26,594 shares held in treasury on that date and 263,518 shares issued on February 28, 2019 as a result of the employee stock plan and entitled to ordinary dividends paid as from January 1, 2020, 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 3, 2019 and the dividend shall become payable on May 28, 2019.

When paid to individuals with tax residence in France, the dividend is subject to a non-final withholding tax (Prélèvement Forfaitaire Non Libérateur "PFNL") at a rate of 12.8% assessed on the gross amount distributed (excluding social security contributions of 17.2%). This PFNL is credited against the 12.8% final withholding which is considered as a final taxation under article 200 A-1, A 1° of the French General Tax Code. Nevertheless, upon the exercise of an express, global and irrevocable option, the dividend may be subject to the progressive income tax scale (article 200 A-2 of the French General Tax Code). In such a case, the dividends shall be taken into account in the determination of the overall income subject to the progressive tax scale of the income tax,

after a 40% allowance on the gross amount received (article 158-3-2° of the French General Tax Code). This option is to be exercised upon the filing of the income tax return and at the latest before the declaration deadline. The non-final withholding tax is chargeable on the year as of which the dividend is paid. If it is above the tax actually due, it is refunded.

Pursuant to the 3<sup>rd</sup> paragraph of article 117 quarter of the French General Tax Code, natural persons belonging to a tax household whose reference fiscal income ("revenue fiscal de référence") for the penultimate tax year which is lower than EUR 50,000 for the taxpayers who are single, divorced or widowed and below EUR 75,000 for the taxpayers who are subjected to a joint taxation can request to be exempted from this withholding under the conditions provided by article 242 quarter of the French General Tax Code.

Besides, the dividend shall be subject to social contributions of 17.2% levied at source.

For the record, the following dividends were paid on the three financial years preceding the 2018 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividend per share (in €)	Total (in €)
2017	105,432,217	1.70 <sup>(2)</sup>	179,234,768.90
2016	104,728,064	1.60 <sup>(2)</sup>	167,564,902.40
2015	103,214,932	1.10 <sup>(2)</sup>	113,536,425.20

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 allowance.

#### Option for the payment in shares of the ordinary dividend<sup>(3)</sup>

We request you, in the scope of the 4<sup>th</sup> resolution, to grant to each shareholder the possibility to opt for the payment in cash or in shares of the ordinary dividend, which is subject to the 3<sup>rd</sup> resolution, it being specified that the option for payment of ordinary dividend in shares shall apply to the entire amount of ordinary dividend to which he is entitled.

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

## Report of the Board of Directors on the resolutions

The shareholders shall have the possibility to opt for the payment of the ordinary dividend in cash or in new shares between May 3, 2019 and May 22, 2019 inclusive, by sending their request to their financial intermediaries authorized to pay the said dividend or, for the shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale - département des titres et bourse - 32 rue du Champ-de-Tir - CS 30812 - 44308 Nantes Cedex 3). After May 22, 2019, the ordinary dividend shall only be paid in cash. For the shareholders who did not opt for the payment of the ordinary dividend in shares, the dividend shall be paid as from May 28, 2019. For the shareholders who opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

In case of exercise of the option, the new shares shall be issued at a price equal to 95% of the average opening share prices on the regulated market of Euronext Paris, over the twenty trading sessions preceding this General Meeting, (i) the amount of the ordinary dividend that is decided upon in the 3<sup>rd</sup> resolution here-before (ii) the amount of the exceptional distribution by shares resulting from the 5<sup>th</sup> resolution hereafter, calculated on the basis of the two-fifths of the closing market price of the Worldline share recorded on the regulated stock market of Euronext Paris on May 2, 2019, and rounded up to the next highest Euro cent. Said shares shall carry entitlement to dividends as from January 1, 2019, entitling to the ordinary dividend which shall be paid for 2019, and will not entitle to the exceptional distribution provided under the 5<sup>th</sup> resolution of this General Meeting.

### Exceptional distribution in kind of shares of the company Worldline

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

We request you, in the scope of the 5<sup>th</sup> resolution, to approve the exceptional distribution in kind of Worldline shares, offering 2 Worldline shares for 5 Atos shares held, subject to the approval of the 24<sup>th</sup> resolution of this General Meeting in relation to an amendment to the Articles of Association.

This proposal follows the announcement, on January 30, 2019, following a specific governance process, of the project to distribute in kind around 23.5% of Worldline's share capital, out of the 50.8% currently owned by the Company. Post distribution, the Company would retain approximately respectively 27.3% and 35% of Worldline's share capital and voting rights, Worldline's free float would be increased from 21.6% to approximately 48.9% of the share capital and Worldline would be deconsolidated from the Company's consolidated financial statements. The accounting impact of the distribution in kind on the Company's consolidated equity, net profit and net debt is described in a press release of the Company dated March 22, 2019 detailing the technical terms.

This project comes at a time when the Company has completed its global profile, capabilities and geographical footprint with the acquisition of Syntel. Consistent with the priorities highlighted in the 2019-2021 strategic plan, the proposed distribution of Worldline shares would reinforce the Company's focus as a leading listed digital player

and increase its strategic flexibility, thereby allowing the Company to further amplify growth and value creation as the digital landscape accelerates. As a shareholder, you would also directly benefit from the value creation potential of Worldline shares distributed as part of this project.

Similarly, Worldline has also scaled up significantly over the course of 2018. With the acquisition of SIX Payment Services, Worldline can now pursue an independent standalone strategy as the undisputed payment leader in Europe, delivering strong revenue growth, profitability and sustainable cash flow generation. In a backdrop of continued consolidation in the European payment market, the proposed transaction is expected to increase Worldline's strategic flexibility. Worldline would also benefit from a strengthened equity capital markets profile as a result of its increased free float and liquidity.

The relationship between the two groups would remain strong. Notably through the global alliance agreement which is submitted to your approval as part of the 15<sup>th</sup> resolution of this General Meeting.

You should be aware that the proposal of distribution in kind of Worldline shares has been submitted to the Societas Europaea Council and will be presented to the relevant employee representative bodies in accordance with applicable laws, as the case may be. As a result, the Board of Directors reserves the right to modify or withdraw this resolution.

The ex-date and the payment date of the distribution in kind will be respectively May 3, 2019 and May 7, 2019. The distribution in kind will benefit to all Company's shareholders whose shares have been recorded in accounts in their name at the end of the trading day preceding the payment date, i.e., May 6, 2019 (thus, taking into account orders executed during the day of May 2, 2019, which will be settled and delivered on May 6, 2019).

The amount corresponding to the distribution in kind (i) will be determined by multiplying the number of Worldline shares distributed (whether they are distributed to Atos shareholders or sold due to fractional shares) by the Worldline opening share price on the payment date, and (ii) will be deducted in the financial statements in order of priority from the Other Reserves account, and for any surplus, from the Merger Premium, Contribution Premium and Share Premium accounts and (iii) will not exceed the amount of the net income and the retained earnings increased by the amount of the reserves and premiums distributable in accordance with applicable laws and regulations, reduced by the amount of the ordinary dividend which will be deducted in priority from the net income and retained earnings. In the event that the distribution in kind exceeds this authorized ceiling, the Board of Directors will have all powers to adjust the aforementioned distribution ratio so that the amount distributed does not exceed the ceiling.

Rights to fractional shares shall neither be tradable nor transferrable. As a consequence, if the allocation to which a shareholder is entitled is not a whole number of Worldline shares due to the distribution ratio used (i.e., if a shareholder holds less than 5 Atos shares or a number of Atos shares which does not correspond to a multiple of 5), the shareholder shall receive the number of Worldline shares immediately

## Report of the Board of Directors on the resolutions

below this amount, together with a cash payment for the balance, the amount of which will be calculated based on price at which the Worldline shares corresponding to fractional shares will be sold. Shareholders with less than 5 Atos shares at the record date will therefore solely receive a balance payment in cash.

All the technical terms of the distribution in kind, including its tax consequences, are described in details in a press released published by the Company on March 22, 2019.

### Three-year strategic plan ADVANCE 2021

#### 6<sup>th</sup> resolution

During an "Investor Day", the Company presented on January 30, 2019 its main guidelines for 2021 in the context of the 2021 ADVANCE plan, as appended to this report.

These guidelines for 2021 were defined by the Chairman and Chief Executive Officer and received prior approval from the Board of Directors. Atos' new three-year plan aims at building on its new global profile in digital services.

In this context, the Group ambitions to deliver\*:

- ▶ Revenue organic growth: +3% to +4% CAGR over the 2019-2021 period
- ▶ Operating margin rate: c. 13% of revenue in 2021
- ▶ Free cash flow: between € 1.2 billion and 1.3 billion in 2021

To achieve its 2021 ADVANCE plan, the Group will focus on 8 levers:

- ▶ Complete the transition to Cloud/Hybrid Cloud of its main customers and accelerate the transformation of the IDM business towards the next growth drivers: Smart Data Management, IoT, Ecosystems of Infrastructures, Digital Workplace, Automation, Artificial Intelligence, and Machine Learning;
- ▶ Accelerate the Industry specific Digital business transformation of Atos' customers by successfully integrating Syntel and generate the synergies to reach a profitability level above 13% in Business & Platform Solutions;
- ▶ Provide the high-end computing for Big Data algorithms, Cybersecurity and Mission Critical technologies to help customers succeed in the gigantic data era and to sustain a solid double-digit growth over the next three years;
- ▶ Delivering the next wave of Digital transformation, increasing the focus on industry verticals and solutions, deepening customer expertise and intimacy pulling through all Atos services and capability;
- ▶ RACE: A powerful combination of digital productivity levers and agile collaboration to sustain our compelling value creation;
- ▶ Maintain excellence in People skills and CSR;
- ▶ Continue to participate in the IT industry consolidation to expand its customer base and to strengthen its technological capabilities;

- ▶ Support Worldline to remain the undisputed European leader in payments.

It is pointed out that these main guidelines reflect the Company's ambition for the years 2019 through 2021. However, the prospective indications being part of such guidelines (particularly with regard to financial projections, projects or operations) are subject to many risks and insecurity, which are difficult to forecast and that, for most of them, are out of the control of the Company. Consequently, the real results, trends and developments may significantly differ from the ones detailed in these prospective indications. These risks include those developed or identified in the 2018 Registration Document<sup>1)</sup>. The Group doesn't make any commitment to update these prospective indications nor to submit them to the shareholders.

In line with the practice of the Company on the occasion of the presentation of its previous strategic plans, you are invited to express a favorable opinion on the elements of the 2021 ADVANCE plan as appended to this report, and subject to the above mentioned reservations, it being specified that this opinion is given on a consultative basis only.

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

#### 7<sup>th</sup> resolution

We request you to approve for the financial year 2019 and the following financial years until a new decision of the General Meeting, an overall amount of annual Directors' fees of EUR 800,000 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. This amount will be tacitly renewed every year until a new decision from the General Meeting.

It is reminded that the envelope of directors' fees of EUR 500,000 remained unchanged since 2009. The increase is explained by the development of the activity of the board of directors (e.g.: more meetings, additional members, new CSR committee from January 2019); with this increase, the Company would remain below the average CAC 40 directors' fees according to a benchmark study. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, will prioritize an increase of the variable portion of the directors' fees subject to attendance to both Board and Committee meetings.

<sup>1)</sup> 2018 Registration Document filed with the French Autorité des Marchés Financiers (AMF) on February 22, 2019

\* Including Worldline

## Report of the Board of Directors on the resolutions

### Renewal of the mandates of Directors

#### 8<sup>th</sup> to 13<sup>th</sup> resolutions

#### Evolution of the composition of the Board of Directors and its Committees

In 2018, the composition of the Board of Directors was modified as a result of the following events:

	Departure	Appointment	Renewal	
Board of Directors	N/A <sup>(1)</sup>	N/A	Pasquale PISTORIO <sup>(2)</sup> Bertrand MEUNIER <sup>(3)</sup> (24/05/2018)	
Audit Committee	N/A	N/A	N/A	
Nomination and Remuneration Committee	N/A <sup>(1)</sup>	Jean FLEMING (17/12/2018)	N/A	1) Pasquale PISTORIO resigned from his office as member of the Board of Directors with effect as of January 1, 2019
CSR Committee	N/A	Valérie BERNIS, Marie-Christine LEBERT, Lynn PAINE, Vernon SANKEY (17/12/2018)	N/A	2) For 1 year 3) For 3 years

#### Composition of the Board of Directors

In 2018, the Board of Directors was composed of 12 members as listed below:

		Personal information			Experience		Position of the Board			Membership in Committees <sup>(3)</sup> (And other office)		
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies <sup>(1)</sup>	Independence	Date of first appointment <sup>(2)</sup>	End of term of office		Seniority on Board	
Président Directeur Général	<b>Thierry BRETON</b>	64	M	French	508085	2	NO	10/02/2009	AGM 2019	10	N/A	
	<b>Nicolas BAZIRE</b>	61	M	French	1040	4	YES	10/02/2009	AGM 2020	10	N&R ★	
	<b>Valérie BERNIS</b>	60	F	French	505	2	YES	15/04/2015	AGM 2020	3	CSR ★	
	<b>Roland BUSCH</b>	54	M	German	1000	2	NO	01/07/2011	AGM 2020	7	Audit	
	<b>Bertrand MEUNIER</b>	62	M	French	1000	N/A	YES	10/02/2009	AGM 2021	10	Audit, N&R	
	Directors (L225-17 Ccom)	<b>Colette NEUVILLE</b>	82	F	French	1012	1	YES	13/04/2010	AGM 2020	8	N/A
		<b>Aminata NIANE</b>	62	F	Senegalese	1012	N/A	YES	27/05/2010	AGM 2019	8	Lead independent Director
		<b>Lynn PAINE</b>	69	F	American	1000	N/A	YES	29/05/2013	AGM 2019	5	CSR
		<b>Pasquale PISTORIO<sup>(4)</sup></b>	83	M	Italian	1000	N/A	YES	10/02/2009	AGM 2019	10	N&R
	<b>Vernon SANKEY</b>	69	M	British	1000	N/A	YES	10/02/2009	AGM 2019	10	Audit ★, RSE	
Director representing the employee shareholders (L225-23 Ccom)	<b>Jean FLEMING</b>	49	F	British	1390	N/A	NO	26/05/2009	AGM 2020	9	N&R	
Director representing the employee (L225-27-1 Ccom)	<b>Marie-Christine LEBERT</b>	56	F	French	10	N/A	NO	18/12/2017	AGM 2020	1	CSR ☆	

1) Other mandate exercised in listed companies (outside the Atos Group). Mandates exercised in listed companies belonging to the same group account for one single mandate.

2) Date of first appointment on the Board of Directors of Atos.

3) N&R: Nomination and Remuneration Committee, Audit: Audit Committee, CSR: CSR Committee.

4) Pasquale PISTORIO resigned from his office as member of the Board of Directors with effect as of January 1, 2019.

★ Chairman of Committee

☆ Vice-Chairman of Committee

## Report of the Board of Directors on the resolutions

In this context, Pasquale PISTORIO's director seat is vacant, and the terms of office of Thierry BRETON, Aminata NIANE, Lynn PAINE and Vernon SANKEY expire at the end of this General Meeting.

### Proposed renewed mandates and appointments

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, examined the composition of the Board of Directors in accordance with its diversity policy notably in terms of skills and professional experience, and decided to propose to this General Meeting the following renewals of mandates and appointments:

Resolution	Person concerned*	Explanation by the Board of Directors	Duration**
8	<b>Thierry BRETON</b> (renewal)	In the context of the adoption of the new three-year plan ADVANCE 2021 examined by your meeting on a consultative basis, the Board of Directors requests the renewal of Thierry BRETON's mandate as a Director during the next three years. The term of office of the Chairman and CEO, head of Atos since November 2008, would be renewed following the General Meeting for a three-year term.	3 years
9	<b>Aminata NIANE</b> (renewal)	After being appointed Deputy Lead Independent Director during the Board meeting of May 24, 2018, Ms. Aminata NIANE was appointed Lead Independent Director during the Board meeting held on December 17, 2018, to replace Mr. PISTORIO. During this meeting, the Board of Directors confirmed her independence in light of the AFEP-MEDEF code, having considered the success of her mission performed at the request of the Board of Directors to the benefit of the Company, and having taken into account its short duration (end in 2017). Furthermore, Aminata NIANE brings to the Board her experience as woman leader of public and private organizations, and usefully complements the Board with her international and multicultural profile.	2 years
10	<b>Lynn PAINE</b> (renewal)	The Board of Directors wish to continue benefiting of the skills in management and corporate governance of Lynn PAINE, and of her academic expertise in these fields as Professor and Senior Associate Dean at Harvard University. Currently, Lynn PAINE is member of the Audit Committee and of the CSR Committee.	2 years
11	<b>Vernon SANKEY</b> (renewal)	Vernon SANKEY, Chairman of the Audit Committee has financial and accounting skills acquired over the years by virtue of his mandates as Chief Executive Officer, Chairman and Board member of several companies located in Switzerland and the United Kingdom. The Board considered that Vernon SANKEY's independence remains unaffected as of today due to the modification of the identity of the chief executive officer in 2008 (arrival of Mr. Thierry BRETON as Chief Executive Officer). Consequently, Vernon SANKEY is considered as having served 10 years so far under the current governance structure. Vernon SANKEY will perform his last mandate as Chairman of the Audit Committee.	3 years
12	<b>Vivek BADRINATH</b> (new member)	The Board of Directors wishes to benefit from the skills of a lead executive, highly-qualified professional of the information technology sector and expert in digital transformation, with a French-Indian double culture. The presence of Vivek BADRINATH within the Board of Directors will contribute to the reduction of the average age of the Board members.	2 years
13	<b>Jean-Louis GEORGELIN</b> (new mandate as <i>censeur</i> )	The Board of Directors wishes to benefit from the experience of an army general acknowledged for his leadership and his skills, in particular in the defense and security sectors. His profile will contribute to pursue the development of the activity Big Data & Cybersecurity (BDS) of the Company. The mandate as <i>censeur</i> would remain exceptional and could not be renewed more than twice in accordance with the Articles of Association.	1 year

\* Additional information on the candidates to the Board of Directors, including attendance rates, can be found in pages 50 to 56 of this brochure.

\*\* According to the Articles of Association, annual rotation of one third of the members of the Board of Directors may be achieved through terms of office of directors of one to three years.

## Report of the Board of Directors on the resolutions

### Approval of the continuance of a related party undertaking subject to articles L.225-42-1 of the French Commercial Code for the benefit of Mr. Thierry Breton concerning a supplementary pension scheme, with defined benefits

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

Under the second resolution, the Board of Directors proposes to approve the undertaking for the benefit of Thierry Breton, Chairman and Chief Executive Officer concerning a pension scheme with defined benefits, as described in this report on the basis of the auditors' special report on agreements covered by articles L.225-38, L.225-40 and L.225-42-1 of the French Commercial Code.

It is specified that the undertaking subscribed in favor of Thierry Breton regarding the defined benefit pension scheme was already approved by the General Meetings held on May 28, 2015 and December 30, 2016, and is submitted to this General Meeting's approval, under identical terms to those previously validated by the General Meeting, in accordance with the provisions of the "Macron" law of August 6, 2015, on the occasion of the proposal to renew Thierry Breton's mandate.

It is reminded that we hereby submit for the approval of your meeting the continuance of the conditional pension rights acquisition pursuant to article L.137-11 of the French Social Security Code, during the next term of office of the Company's Chairman and Chief Executive Officer which will be subjected to a vote of the Board of Directors following this General Meeting.

In connection with this resolution, it is recalled that:

1. The Chairman and Chief Executive Officer benefits from the supplementary pension scheme 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 officers.
2. The application of this pension scheme to the current Chairman and Chief Executive Officer was authorized by the Board of Directors on March 26, 2009 approved by the General Meeting held on May 26, 2009 under its resolution 4, and then confirmed by the Board of Directors on December 17, 2009.
3. On the basis of a proposal made by the Nomination and Remuneration Committee, the Board of Directors voluntarily decided, on March 26, 2015, to strengthen the condition for the acquisition of rights, by submitting these rights to the achievement of performance conditions in particular. These modifications were approved by the General Meeting held on May 28, 2015, under its resolution 10.
4. The Board of Directors, on November 24, 2016 and on April 30, 2019, acknowledged the compliance of the commitment with the Macron law provisions (cap on the rights granted, performance conditions).
5. The acquisition of rights under the supplementary pension scheme is 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. Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement. The periods prior to January 1<sup>st</sup>, 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.

6. The Board of Directors checks on a yearly basis, prior to the holding the Ordinary General Meeting convened to rule on the financial statements for the last financial year, that the conditions were indeed fulfilled and determines the increase of conditional rights in favor of Mr. Thierry Breton for the said financial year.
7. Furthermore for the award of the pension supplement it is expected that at least two-thirds of the years are validated under the performance conditions, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office.
8. Subject to the here-above mentioned conditions, the annual pension supplement amounts to 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty month compensation multiplied by twelve.

For the assessment of this reference compensation, only the followings are taken into account:

- ▶ The basic compensation of the Executive Director;
  - ▶ The annual on-target bonus actually paid to the Executive Director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation.
9. The amount of the annual supplementary pension paid under the present scheme to the Chairman and Chief Executive Officer cannot exceed the difference between:
    - ▶ 33% of the reference compensation above mentioned,
    - ▶ and the annual amount of the basic, additional and supplementary pensions.
  10. Finally, it is recalled that to benefit from this pension scheme, it is required to have been a member of the Executive Committee for at least 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 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 for liquidation of the pension supplement cannot in any case be less than the one foreseen in article L. 161-17-2 of the Social Security Code, it being specified that a survivor's pension is provided for in case of death occurring before or after the liquidation.



## Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments																		
		Budget achievements are as follows:																		
		<table border="1"> <thead> <tr> <th>Budget</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Group Operating Margin</td> <td>92,7%</td> </tr> <tr> <td>Group Free Cash Flow<sup>1)</sup></td> <td>94,4%</td> </tr> <tr> <td>Group Organic Revenue Growth</td> <td>52,8%</td> </tr> </tbody> </table>	Budget	2018	Group Operating Margin	92,7%	Group Free Cash Flow <sup>1)</sup>	94,4%	Group Organic Revenue Growth	52,8%										
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Group Operating Margin	92,7%																			
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Group Organic Revenue Growth	52,8%																			
		Objectives which are set every semester on the basis of the Company's budget are in line with the financial guidance announced to the market at the beginning of the year.																		
Benefits in kind	€ 18,500	Thierry Breton, Chairman and CEO, has a company car with driver.																		
Multiannual equity-based compensation	€ 0 No stock-option Grant - Grant of 51,350 Performance Shares Shares valuation € 0 Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.	<p>The Board of Directors decided, during its meeting held on July 22, 2018, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 51,350 performance shares to be issued in favor of the Chairman and Chief Executive Officer.</p> <p>This allocation was decided further to its approval by the Shareholders' Meeting of May 24, 2018 under the 11<sup>th</sup> resolution ("Say on Pay ex ante") and pursuant to the authorization granted for thirty-eight months by this same Shareholder's Meeting (21<sup>st</sup> resolution).</p> <p>The failure to reach the organic revenue growth rate target for the year 2018 has rendered the granting of 51,350 performance shares to the benefit of the Chairman and Chief Executive Officer null and void.</p>																		
Other compensation elements	N/A	As a reminder, the Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, the Chairman and CEO has declined to accept his director's fees.																		
Defined Benefit Supplementary Pension scheme	Does not apply	<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.</p> <p>This pension benefit that has been confirmed by the shareholders when they voted a specific resolution during the Shareholders' Meeting held on December 30, 2016, is described in the section G.3.2.1 of the Registration Document.</p> <p>On February 20, 2019, the Board of Directors verified the completion of the performance conditions for the year 2018, with at least two of three internal performance indicators achieved, thus validating pension rights for the four quarters of the year 2018.</p> <table border="1"> <thead> <tr> <th>Group Operating Margin</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Budget achievement (%)</td> <td>92,7%</td> </tr> <tr> <td>85% of budget or +10% vs previous year achieved</td> <td>YES</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Group Free Cash Flow</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Budget achievement (%)</td> <td>94,4%</td> </tr> <tr> <td>85% of budget or +10% vs previous year achieved</td> <td>YES</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Group Organic Revenue Growth</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Budget achievement (%)</td> <td>52,8%</td> </tr> <tr> <td>85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year</td> <td>NO</td> </tr> </tbody> </table>	Group Operating Margin	2018	Budget achievement (%)	92,7%	85% of budget or +10% vs previous year achieved	YES	Group Free Cash Flow	2018	Budget achievement (%)	94,4%	85% of budget or +10% vs previous year achieved	YES	Group Organic Revenue Growth	2018	Budget achievement (%)	52,8%	85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year	NO
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		<table border="1"> <thead> <tr> <th>Environmental and Social Responsibility<sup>2)</sup></th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>"Qualified "GRI standards comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)</td> <td>YES<sup>2)</sup></td> </tr> </tbody> </table>	Environmental and Social Responsibility <sup>2)</sup>	2018	"Qualified "GRI standards comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES <sup>2)</sup>														
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"Qualified "GRI standards comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES <sup>2)</sup>																			

1) Before acquisitions/disposal and variation of equity and dividends.

2) In 2018 Atos has been ranked n°1 as the most sustainable company in its industry group in the Dow Jones Sustainability Index World and Europe (Gold level).



## Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments
		Assuming the Chairman and CEO was entitled to the pension supplement as from the day after the closing of the financial year, the gross amount of the pension supplement would be estimated at € 711 thousand per annum. The pension supplement will be subject to the following social contributions payable exclusively by the beneficiary: CSG/CRDS (8.8%), Health Contribution (1%), CASA (0.3%) and a special contribution of up to 14%. In addition, the pension supplement will be subject to income tax. The employer will pay an annual contribution at the rate of 32% on the pension amount paid. Pensions are paid by an insurer and Atos funds its commitments when beneficiaries retire.

### 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 to the Chairman and Chief Executive Officer

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

In the context of the 17<sup>th</sup> resolution, you are requested, in accordance 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 2019 financial year and constituting the compensation policy applicable to him.

These principles and criteria, set by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, are presented in the Company's corporate governance report included in the 2018 Registration Document in Section G, as supplemented and amended in this report.

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 2019.

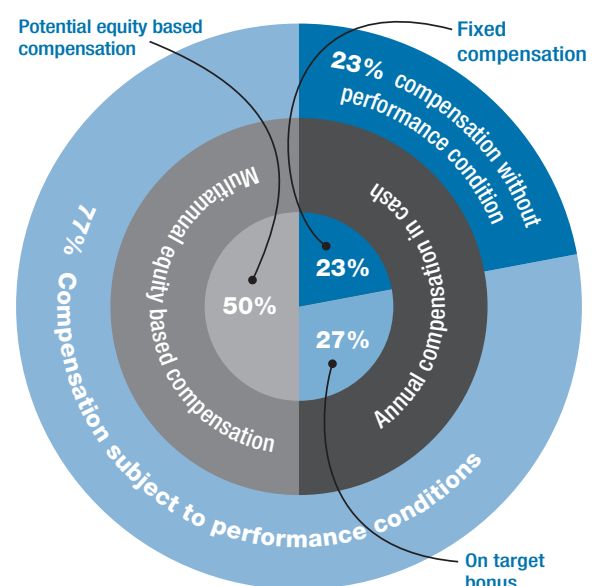
#### Features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer

The 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.

In accordance with these general principles of compensation, the Board of Directors, during its meeting on November 24, 2016, upon recommendation of the Nomination and Remuneration Committee, set the compensation of the Chairman and CEO applicable throughout the plan 2017-2019 based on comparisons with nation-wide, European, international and sectoral references and taking into account, in particular, the Chairman and CEO compensation history with regard to the performance of the Company under its various mandates. As a reminder, the Chairman and CEO's compensation remained unchanged from January 1, 2012 to December 31, 2016.



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 on the resolutions

These elements include as from January 1<sup>st</sup>, 2017:

### 1. Fixed compensation

The fixed annual compensation amounts to € 1.4 million.

### 2. Variable compensation

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.

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.

In order to monitor Company's 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. Thus, 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 objectives for the second-half of the year on the basis of the "Full Year Forecast 2" approved in July.

For both semesters of 2018 and 2019, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and CEO 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 the biannual objectives on which the variable compensation of the Chairman and CEO is based on in connection with the Group ambition to deliver in the context 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 2017 and 2018 Registration Document)

Thus, for each performance indicator, the Board of Directors sets:

- ▶ a predefined target, aligned with the strategic plan (budget), the attainment of which resulting in 100% achievement for getting the on-target variable compensation in respect of this indicator;
- ▶ a floor which defines the threshold below which no variable compensation for that component is due;
- ▶ a cap which defines the threshold above which the variable compensation for that indicator is capped of its on-target amount.

The elasticity curve accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

According to the articles L. 225-37-2 paragraph 2 and L. 225-100, II of the French Commercial Code, the payment of the variable compensation due for the first and the second semester is subject to the vote of the Shareholders' Meeting approving the financial statements of the previous year.

### 3. Multiannual equity-based compensation

Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly the first managerial and technology experts lines of Atos, including the Chairman and CEO.

The total equity-based compensation of the Chairman and CEO 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.

In the context of the grant decision, the Board of Directors sets the percentage of acquired equity instruments (at least 15%) that the Chairman and CEO must remain owner for the duration of his duties. The Board also set a general rule for the holding of Atos SE shares applicable to the Chairman and Chief Executive Officer of 15% of the shares awarded to him since the beginning of his mandate, aside from the specific rules usually set at the time of each award.

At the time of each award, the Chairman and CEO is asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award during the whole duration of his mandate, and to commit himself to comply with.

The vesting of equity instruments (shares and/or stock-options) is subject to the achievement of performance conditions, which must be fulfilled over a period of at least three years, based on operational and measurable criteria as well as corporate social responsibility indicators reflecting the key success factors of the Group's strategy.

Upon proposal of the Nomination and Remuneration Committee, the Board of Directors plans, for the 2019 grant of equity instruments to the Chairman and CEO and the Executive Committee members, to define a new structure of performance plans with a mix of performance shares and stock options with the aim to introduce a criteria tied to the stock market performance in order to reinforce the alignment with the long-term interests of shareholders.

Specifically, half of the 2019 total number of equity instruments granted would consist in stock options with the balance consisting in performance shares. The following main features and conditions (as specified in this report of the Board of Directors to the Shareholders' Meeting to be held on April 30, 2019) would apply to the performance plans:

#### Stock options:

- ▶ a strike price equals to the average of the opening Atos share prices during the twenty trading days before the grant date, increased by five percent;
- ▶ a vesting period of three years from the grant date;

## Report of the Board of Directors on the resolutions

- ▶ A vesting and an ability to exercise options in whole or in part tied to the achievement of a financial criterion of relative performance comparing the growth of the total return of the Atos SE share (Total Shareholder Return - "TSR") with the growth of the TSR of a basket including comparable companies in the same business sector and stock reference indexes, over a 3-year period;
- ▶ a mandatory preservation of corporate officer status by the beneficiary during the period of the vesting of the right to exercise options, except in the event of death, disability or retirement;
- ▶ a term of 10 years.

For the rules conditioning the exercise of the stock options upon the relative market performance of the Atos SE share vs. the performance of the selected basket over a 3-year period, refer to the presentation in this report of the 22<sup>nd</sup> resolution<sup>1)</sup>.

The performance of the Atos SE share and the shares or indexes of the basket would be calculated on the basis of the average of the opening share price (dividends reinvested) during the trading days of the quarter before the grant and vesting dates.

### Performance shares:

- ▶ a vesting period maintained at three years from the grant date;
- ▶ three Internal Financial Performance Indicators and one external performance condition related to the social and environmental responsibility of the Company, the achievement of which, measured over the 3-year period, conditions the vesting in whole or in part of the performance shares;
- ▶ a mandatory preservation of corporate officer status by the beneficiary during the vesting period, except in the event of death, disability or retirement.

The three Internal Financial Performance Indicators would be directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan "ADVANCE 2021": (i) Organic Revenue growth conditioning 30% of the grant, and (ii) Operating Margin conditioning 25% of the grant, and (iii) Free Cash Flow conditioning 25% of the grant.

These indicators would be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

Their target achievement levels would be set in line with the objectives of the plan "ADVANCE 2021". An elasticity curve would accelerate upwards and downwards the percentage of the grant related to each indicator according to its level of achievement over the 3-year period.

The external performance condition linked to the corporate social responsibility, referring to the Dow Jones Sustainability Index ("DJSI") (World or Europe) would condition 20% of the grant. The target achievement would be based on the average of the scores achieved

*1) Upon a proposal from the Nomination and Remuneration Committee, the Board of Directors decided on March 18, 2019 upon the composition of the reference basket for the performance indicator based on TSR and the vesting scale for the rights to exercise the options.*

by the Group during the vesting period compared to the average of the scores achieved by the other companies included in the DJSI over the same period.

The final number of vested performance shares shall in no circumstance be above the number granted.

### 4. 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.

### 5. Other compensation elements

As in the previous years, the Chairman and CEO has renounced to the director's fees he is entitled to for the year 2019.

The Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. There is no other multiannual compensation than the one stated in paragraph 3 and there is no need to pay compensation or benefit due or likely to be due for taking office.

### 6. Commitments regarding the pension scheme stated in 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 Shareholders' Meeting on May 26, 2009 under the 4<sup>th</sup> 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 Shareholders' Meeting on May 28, 2015 under the 10<sup>th</sup> resolution.

## Report of the Board of Directors on the resolutions

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 Shareholders' Meeting on December 30, 2016 under the 2<sup>nd</sup> resolution with 89.68% of the vote.

The continuance of the conditional pension rights acquisition pursuant to article L.137-11 of the French Social Security Code, during the next term of office of the Company's Chairman and Chief Executive Officer, is submitted for the approval of your meeting under the 14<sup>th</sup> resolution.

### **Performance conditions for pension rights acquisition in respect of the supplementary pension scheme**

According to new plan rules, the acquisition of rights under the supplementary pension scheme is now subject to performance conditions set annually by the 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.

Each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.

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

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

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

Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry BRETON's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry BRETON will

hence benefit to a pension supplement. Failing that, he will not be provided with any additional pension.

For the year 2018, the Board of Directors, during its meeting on February 20, 2018, decided 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 24, 2017.

For the year 2019, the Board of Directors decided on February 20, 2019, to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for this same performance share plan dated July 24, 2017.

### **Terms and conditions for determining the amount of the Executive Director's pension supplement**

The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation, multiplied by twelve.

For the assessment of this reference compensation, only the followings are taken into account:

- ▶ the 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.

### **Cap on the Executive Director's pension supplement**

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

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

### **Other rules**

The membership requirement at the Executive Committee level is extended to five years minimum. 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, it being specified that a survivor's pension is provided for in case of death occurring before or after the liquidation.

## Report of the Board of Directors on the resolutions

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

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

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

These purchases could be carried out in particular:

- ▶ 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 in payment or exchange or other in the context of external growth operations; and
- ▶ to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 19<sup>th</sup> resolution of this General Meeting.

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 EUR 120 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,282,634,520 on the basis of the share capital as of December 31, 2018.

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 24, 2018 pursuant to its 12<sup>th</sup> resolution.

## Extraordinary items

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

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

We request you to renew the authorization granted to the Board of Directors, for a duration of twenty-six (26) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 13<sup>th</sup> resolution of the Combined General Meeting of May 24, 2018.

### Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies

#### 20<sup>th</sup> 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 rise, 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 deducted from the amount of the global cap provided for in paragraph 2 of the 14<sup>th</sup> resolution of the Meeting of May 24, 2018, 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.

## Report of the Board of Directors on the resolutions

The delegation would end up the previous delegation approved by the Combined General Meeting on May 24, 2018 under the 20<sup>th</sup> 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 Labor Code, it being specified that the maximum discount cannot exceed 20% (or 30% assuming that the applicable legal and regulatory provisions would allow it as of the day of the decision which determines the subscription price of the securities issued) 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 Labor 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 countervalue, 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 2018, the Atos Group implemented a vast employee shareholding plan on the basis of the delegation granted by the Combined General Meeting held on May 24, 2018, involving employees in circa 40 countries and which has led to a share capital increase in February 2019. 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 up to three (3) shares awarded to any eligible employee for the same number of subscribed shares.

On the basis of this delegation, an employee shareholding plan similar to the 2018 plan could be considered.

### Authorization to grant to the Board of Directors to grant performance shares to the employees and executive officers of the Company and/or its affiliated companies

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

##### Context of the authorization request

It is proposed to you to authorize your Board of Directors to grant performance shares to employees or executive officers of the Company and/or of companies affiliated to it under the terms and conditions described hereunder, which are significantly redesigned compared to previous. Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly the first managerial lines, key employees and experts of Atos, including the Chairman and CEO.

##### Structure of the authorization

The main features of the 2019 plan would be as follows:

- ▶ a vesting period of three (3) years as from the grant date, without holding period;
- ▶ three internal financial performance indicators and one external performance condition related to the social and environmental responsibility of the Company, directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan "ADVANCE 2021", the achievement of which, measured over the 3-year period, conditions the vesting in whole or in part of the performance shares.

##### Specific conditions of the authorization

###### 1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of thirty-eight (38) months, to grant, on one or more occasions, performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that any authorization of the same kind, i.e. that granted during the General Meeting of May 24, 2018, in its 21<sup>st</sup> resolution, is canceled as from the General Meeting up to its unused portion.

###### 2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed delegation shall not exceed 0.9% of the share capital on the day of this General Meeting.

###### 3. Sub-cap for the grant to the executive officers

Within the maximum amount mentioned in item 2 hereabove, the total number of shares granted to the executive officers pursuant to the proposed authorization, shall not represent more than 0.08% of the share capital on the day of this General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the executive Director of a portion of the granted shares until expiration of his term of office.

###### 4. Vesting period

The grant of the shares to their beneficiaries will become final after a vesting period of three (3) years. No holding period will be applicable.

###### 5. Performance conditions

The vesting of whole or part of the performance shares over a three (3) years period shall be subject to the achievement of the three (3) internal financial performance indicators (the "**Internal Financial Performance Indicators**") directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan "ADVANCE 2021": (i) Organic Revenue growth conditioning 30% of the grant, and (ii) Operating Margin conditioning 25% of the grant, and (iii) Free Cash Flow conditioning 25% of the grant.

These indicators will be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

## Report of the Board of Directors on the resolutions

Their target achievement levels will be set in line with the objectives of the plan "ADVANCE 2021" (Atos excluding Worldline). The elasticity curve below will accelerate upwards and downwards the percentage of the grant related to each indicator according to its level of achievement over the 3-year period.

The external performance condition linked to the corporate social responsibility, referring to the Dow Jones Sustainability Index ("DJSI") (World or Europe) will condition 20% of the grant. The target achievement will be based on the average of the scores achieved by the Group during the vesting period compared to the average of the scores achieved by the other companies included in the DJSI over the same period.

Indicators	Weight	Elasticity curves	% vested
<b>Group performance: condition 1</b> <i>External Revenue Organic Growth</i>	30%	Average of the External Revenue Organic growth rates over 3 years (2019-2021)	Floor: +1.75% Target: +2.5% Cap: +3.0% 50% 100% 150%
<b>Group performance: condition 2</b> <i>Operating Margin rate</i>	25%	Average rate of Operating Margin over 3 years (2019-2021)	Floor: 10.3% Target: 10.8% Cap: 11.1% 80% 100% 130%
<b>Group performance: condition 3</b> <i>Cumulated Free Cash Flow (« FCF »)</i>	25%	Cumulated FCF at the end of the 3-year plan (in 2021)	Floor: 1.80Mds Target: 2.25Mds Cap: 2.40Mds 80% 100% 130%
<b>External performance condition linked to the corporate social responsibility</b> <i>Index DJSI (World or Europe)</i>	20%	Average of the yearly DJSI scores (World or Europe) of Atos compared to the average of other companies over the 3-year period	Floor: 70 <sup>th</sup> percentile Target: 80 <sup>th</sup> percentile Cap: 90 <sup>th</sup> percentile 50% 100% 150%

The final number of vested performance shares shall in no circumstance be above the number granted.

### 6. Continued employment condition

The vesting of the shares will be subject to a continued employment condition within the group during the three (3) years of the vesting period, except in case of retirement or death.

## Authorization to grant to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and executive officers of the Company and/or its affiliated companies

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

#### Context of the authorization request

It is proposed to you to authorize your Board of Directors to grant options to subscribe for or to purchase shares to employees or executive officers of the Company and/or of companies affiliated to it under the terms and conditions described hereunder. This resolution would be part of the long-term incentive reserved for the Chairman and CEO and Group Executive Committee members in 2019. This mix of performance shares and stock options is proposed to be implemented in 2019 simultaneously with the three-year plan "ADVANCE 2021" to retain and obtain full commitment of the Group Executive Committee.

The main features of the 2019 grant under this authorization would be as follows:

- ▶ a vesting period of three (3) years as from the grant date;
- ▶ a strike price equals to the average of the opening Atos share price during the twenty trading days before the grant date, increased by five percent;
- ▶ a vesting and an ability to exercise options in whole or in part tied to the achievement of a financial criterion of relative performance comparing the growth of the total return of the Atos SE share (Total Shareholder Return - "TSR") with the growth of the TSR of a basket including comparable companies in the same business sector and stock reference indexes, over a 3-year period.

#### Specific conditions of the authorization

##### 1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of twenty-six (26) months, to grant, on one or more occasions, options to subscribe for or to purchase shares in favor of employees or executive officers of the Company and/or of companies affiliated to it.

##### 2. Maximum amount of the authorization

The maximum amount of stock-options that may be granted pursuant to the proposed delegation shall not exceed 0.2% of the share capital on the day of this General Meeting.

##### 3. Sub-cap for the grant to the executive officers

Within the maximum amount mentioned in item 2 hereabove, the total number of stock-options granted to the executive officers pursuant to the proposed authorization, shall not represent more than 0.08% of the share capital on the day of this General Meeting. Moreover, in such

## Report of the Board of Directors on the resolutions

a situation, the Board of Directors would set a rule as to the holding by the executive officers of a portion of the shares acquired by the exercise of options until expiration of his term of office.

### 4. Vesting and Exercise period

The grant of the options to their beneficiaries will become final after a vesting period of three (3) years. The exercise period will end seven (7) years after the vesting date.

### 5. Performance conditions

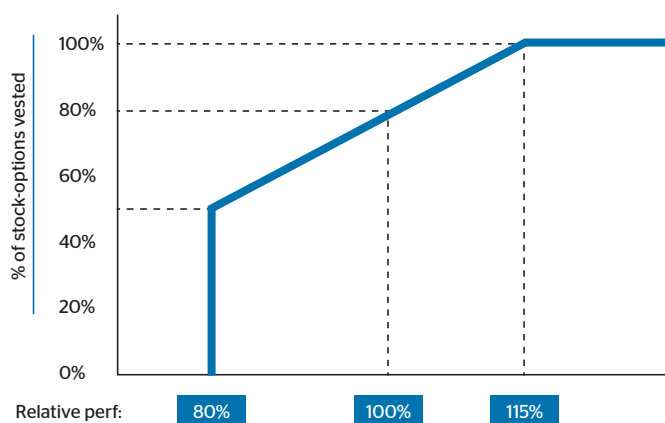
The exercise of the options to subscribe for or to purchase shares shall be subject to the achievement of a stock market performance indicator measured over the period 2019-2021. This indicator will be assessed based on the comparative performance of the Atos SE share against the average performance of a basket comprised of indexes (40%) and companies in the same industry (60%):

- ▶ CAC 40 index: 20%
- ▶ STOXX Europe 600 Technology index: 20%
- ▶ IBM (10%) - DXC (10%) - Capgemini (10%) - Accenture (10%) - Sopra Steria (10%) - CGI Group (10%)

The performance of the Atos SE share and the shares or indexes of the basket would be calculated on the basis of the average of the opening share price (dividends reinvested) during the trading days of the quarter before the grant and vesting dates.

- ▶ No stock-option will vest if the relative performance of the Atos SE share is less than 80% of the average performance of the basket over a three-year period;
- ▶ 50% of stock-options will vest if the relative performance of the Atos SE shares is equal to 80%;
- ▶ 80% of stock-options will vest if the relative performance of the Atos SE shares is equal to 100%;
- ▶ 100% of stock-options will vest if the relative performance of the Atos SE shares is equal to 115%.

For relative performance between these points: the percentage of vested stock-options will be determined based on linear interpolation.



### 6. Acquisition price

In the case of (i) a grant of options to subscribe for shares, such price may not be lower than the average of the first quoted prices, plus 5%, of the share on Euronext Paris during the twenty market trading sessions prior to the date of the decision to grant options to subscribe for shares, and (ii) in the case of a grant of options to purchase shares, such price may not be lower than either the value indicated in (i) above or 80% of the average purchase price of shares held by the Company under articles L.225-208 and L.225-209 of the French Commercial Code.

### 7. Continued employment condition

The vesting of the stock-options will be subject to a continued employment condition as Director or employee within the Group during the three (3) years of the vesting period, except in case of retirement or death.

## Amendment of article 2 of the Articles of Association in order to provide for the “raison d’être” of the Company

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

It is proposed to you to modify article 2 of the Articles of Association of the Company “Purpose” so as to provide for a “raison d’être” in addition to the purpose of the Company, in anticipation of the provisions of the so-called “Loi Pacte” currently under review by French Parliament. The other provisions of article 2 of the Articles of Association would remain unchanged.

After consultation of the Executive Committee and upon recommendations of its CSR Committee, your Board proposes the following “raison d’être” for the Company:

The “raison d’être” of the Company is as follows:

*“Atos’s mission is to help design the future of the information technology space. Its services and competences are underpinned by excellence in the advance of scientific and technological knowledge and research and in its commitment to learning and education. Across the world Atos enables its customers and all who live and work in the industry, to grow and prosper in a safe, secure and sustainable environment.”*

For Atos’ CSR objectives, initiatives and recognitions, refer to Atos 2018 Registration Document, which has the status of integrated report (Section D).

## Amendment of article 38 of the Articles of Association to provide for the distribution conditions of an asset of the Company to its shareholders

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

In the context of the proposal under the 5<sup>th</sup> resolution for a distribution of 23.5% of Worldline shares to Atos shareholders, you are asked to modify article 38 of the Articles of Association (“Appropriation and distribution of profits”) to provide for the terms and conditions of the distribution of Company’s assets to its shareholders. The other provisions of article 38 of the Articles of Association would remain unchanged.



## Ordinary items

### Approval of a related party undertaking subject to article L.225-42-1 of the French Commercial Code for the benefit of Mr. Elie Girard, concerning a supplementary pension scheme, with defined benefits

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

On March 18, 2019, the Board of Directors decided to nominate Mr. Elie Girard as Deputy Chief Executive Officer in order to assist the Chairman and Chief Executive Officer, with effect as of April 2, 2019. It is reminded that he was Group Chief Financial Officer since March 2015 after he was appointed Deputy Chief Financial Officer in April 2014.

Pursuant to the 25<sup>th</sup> resolution, the Board of Directors proposes to approve the undertaking for the benefit of Elie Girard, Deputy Chief Executive Officer, concerning a pension scheme with defined benefits, as described in this report on the basis of the auditors' special report on agreements covered by articles L.225-38, L.225-40 and L.225-42-1 of the French Commercial Code. It is specified that the undertaking to the benefit of Elie Girard is identical to the undertaking subjected to approval under the 14<sup>th</sup> resolution on the occasion of the proposal to renew Thierry Breton's mandate.

In connection with the 25<sup>th</sup> resolution regarding the undertaking to the benefit of Elie Girard, it is recalled that:

1. The Deputy Chief Executive Officer benefits from the supplementary pension scheme 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 officers.
2. The acquisition of rights under the supplementary pension scheme is 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. Entire calendar quarters for periods are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement. The periods between April 21, 2014 and January 1st, 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.

3. The Board of Directors checks on a yearly basis, prior to the holding the Ordinary General Meeting convened to rule on the financial statements for the last financial year, that the conditions were indeed fulfilled and determines the increase of conditional rights in favor of Elie Girard for the said financial year.
4. Furthermore for the award of the pension supplement it is expected that at least two-thirds of the years are validated under the performance conditions, during Elie Girard's membership in the Executive Committee while performing his various terms of office from April 2, 2019.
5. Subject to the here-above mentioned conditions, the annual pension supplement amounts to 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty month compensation multiplied by twelve.
 

For the assessment of this reference compensation, only the followings are taken into account:

  - ▶ The basic compensation of the Executive Director;
  - ▶ The annual on-target bonus actually paid to the Executive Director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation.
6. The amount of the annual supplementary pension paid under the present scheme to the Deputy Chief Executive Officer cannot exceed the difference between:
  - ▶ 33% of the reference compensation above mentioned,
  - ▶ and the annual amount of the basic, additional and supplementary pensions.
7. Finally, it is recalled that to benefit from this pension scheme, it is required to have been a member of the Executive Committee for at least 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 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 for liquidation of the pension supplement cannot in any case be less than the one foreseen in article L.161-17-2 of the Social Security Code.

## Report of the Board of Directors on the resolutions

### 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 to the Deputy Chief Executive Officer

#### 26<sup>th</sup> resolution

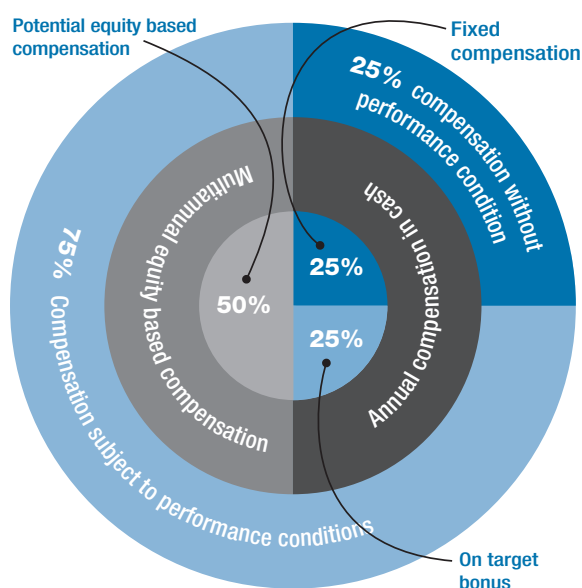
In the context of the 26<sup>th</sup> resolution, you are requested, in accordance with article L.225-37-2 of the French Commercial Code, to approve the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and fringe benefits of all kinds attributable to the Deputy Chief Executive Officer by reason of his office, for the 2019 financial year and constituting the compensation policy applicable to him.

These principles and criteria, set by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, are presented in the Company's corporate governance report and in this report.

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 2019.

#### 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 Deputy Chief Executive Officer

The principles governing the determination of the compensation of the Deputy CEO are identical to those applicable to the Chairman and CEO's compensation in the framework of the AFEP-MEDEF Code to which the Company is referring (see paragraphs aforementioned of this report regarding the 17<sup>th</sup> resolution). The compensation of the Deputy CEO is structured as follows:



#### 1. Fixed compensation

The fixed annual compensation amounts to € 600,000.

#### 2. Variable compensation

The on-target annual variable compensation amounts to € 600,000, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.

The variable compensation of the Deputy CEO is determined following the same terms and conditions applicable to the Chairman and CEO.

According to the article L. 225-37-2 of the French Commercial Code, the payment of the variable compensation due for the first and the second semester is subject to the vote of the Shareholders' Meeting approving the financial statements of the previous year.

#### 3. Multiannual equity-based compensation

The multiannual equity-based compensation of the Deputy CEO is granted following the same terms and conditions applicable to the Chairman and CEO.

The total equity-based compensation of the Deputy CEO 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 Deputy CEO.

In the context of the grant decision, the Board of Directors sets the percentage of acquired equity instruments (at least 15%) that the Deputy CEO must remain owner for the duration of his duties. The Board also set a general rule for the holding of Atos SE shares applicable to the Deputy CEO of 15% of the shares awarded to him since the beginning of his mandate, aside from the specific rules usually set at the time of each award. At the time of each award, the Deputy CEO is asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award during the whole duration of his mandate, and to commit himself to comply with.

Upon proposal of the Nomination and Remuneration Committee, the Board of Directors plans, for the 2019 grant of equity instruments to the Deputy CEO and the Executive Committee members, to define a new structure of performance plans with a mix of performance shares and stock options with the aim to introduce a criteria tied to the stock market performance in order to reinforce the alignment with the long-term interests of shareholders.

The grant of instruments to the Deputy CEO planned in July 2019, would consist, for half of the total number granted, in stock options with the balance consisting in performance shares and would have to comply with main features and conditions further specified in this report of the Board of Directors to the Shareholders' Meeting to be held on April 30, 2019.

#### 4. Benefits in kind

The benefits in kind granted to the Deputy CEO include a company car without driver.

### **5. Other compensation elements**

The Deputy CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. As of April 2, 2019, he will not have an employment contract anymore and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. There is no other multiannual compensation than the one stated in paragraph 3 and there is no need to pay compensation or benefit due or likely to be due for taking office.

### **6. Commitments stated in the first and sixth paragraph of article L. 225-42-1 of the French Commercial Code**

The Deputy 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 implementation of the Pension Plan of the Executive Committee members for the benefit of the Deputy CEO was authorized by the Board of Directors on March 18, 2019 and is submitted to this General meeting's approval under the 25<sup>th</sup> resolution, pursuant to article L. 225-42-1 of the French Commercial Code.

The terms and conditions applicable to this pension scheme are specified in the section related to the 25<sup>th</sup> resolution.

## **Powers**

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

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

# Annex to the report Regarding resolution n°6

## Three-year strategic plan ADVANCE 2021

During an "Investor Day", the Company presented on January 30, 2019 its main guidelines for 2021 in the context of the 2021 ADVANCE plan.

These guidelines for 2021 were defined by the Chairman and Chief Executive Officer and received prior approval from the Board of Directors. Atos' new three-year plan aims at building on its new global profile in digital services.

In that context, the Group ambitions to deliver\*:

- ▶ Revenue organic growth: +3% to +4% CAGR over the 2019-2021 period
- ▶ Operating margin rate: c. 13% of revenue in 2021
- ▶ Free cash flow: between € 1.2 billion and 1.3 billion in 2021

To achieve its 2021 ADVANCE plan, the Group will focus on 8 levers:

- ▶ Complete the transition to Cloud/Hybrid Cloud of its main customers and accelerate the transformation of the IDM business towards the next growth drivers: Smart Data Management, IoT, Ecosystems of Infrastructures, Digital Workplace, Automation, Artificial Intelligence, and Machine Learning;
- ▶ Accelerate the Industry specific Digital business transformation of Atos' customers by successfully integrating Syntel and generate the synergies to reach a profitability level above 13% in Business & Platform Solutions;
- ▶ Provide the high-end computing for Big Data algorithms, Cybersecurity and Mission Critical technologies to help customers succeed in the gigantic data era and to sustain a solid double-digit growth over the next three years;
- ▶ Delivering the next wave of Digital transformation, increasing the focus on industry verticals and solutions, deepening customer expertise and intimacy pulling through all Atos services and capability;
- ▶ RACE: A powerful combination of digital productivity levers and agile collaboration to sustain our compelling value creation;
- ▶ Maintain excellence in People skills and CSR;
- ▶ Continue to participate in the IT industry consolidation to expand its customer base and to strengthen its technological capabilities;
- ▶ Support Worldline to remain the undisputed European leader in payments.

### Complete the transition to Cloud/Hybrid Cloud of its main customers and accelerate the transformation of the Infrastructure & Data Management' business

While 68% of its TOP100 customers have already migrated to its Cloud and Hybrid Cloud offering, the Group considers that the transition of

its customers will be very largely advanced by end of 2021. During the period of the three-year plan, beyond the lever of extension of Cloud and Hybrid cloud implementation, a new lever of growth will contribute to revenue: IoT and Edge Computing will start being the new lever of growth for IDM, would represent 3% in 2021 and over 10% by 2025 with the expected explosion of connected smarter objects and edge computing. According to Gartner, by 2022, over 70% of enterprise-generated data will be created and processed outside the data center or cloud, up from 10% to 20% today. Beyond the accelerated growth of these new infrastructures that will need to be managed and operated, an exponential growth of data will have to be collected, processed, secured, integrated and possibly stored. These are services which are at the core of Atos IDM business.

In the context of the 2019-2021 plan, Infrastructure & Data Management is expected to improve its operating margin rate to double-digit as soon as 2019 with positive revenue organic growth over the next 3 years and c. +1% in 2021.

### Accelerate the Industry specific Digital business transformation of Atos' customers by successfully integrating Atos Syntel in Business & Platform Solutions

Further to the acquisition of Syntel, Business & Platform Solutions aims over the next 3 years to double its size in Digital (AI, Analytics, IOT, Automation, CX, Mobility, Cloud) to € 2.4 billion representing 50% of Business & Platform Solutions revenue. While the retention rate on Syntel's customers amounts to 100% since the announcement of its acquisition by Atos, the Group proceeds at a fast implementation of revenue synergies with first signatures already materialized and cross-sell initiatives valued at half billion euros in full pipeline. Business & Platform Solutions targets to increase its offshore and nearshore rate on total headcount from 48% in 2018 to 60% in 2021.

As a result, Business & Platform Solutions ambitions to accelerate its organic growth to c. +5% CAGR, while increasing its operating margin rate between 13% and 14% in 2021.

### Provide the high-end computing for Big Data algorithms, Cybersecurity and Mission Critical technologies to help customers succeed in the gigantic data era and to sustain a solid double digit growth over the next three years

This end-to-end approach will enable Big Data & Cybersecurity to lead the consolidation of trusted intelligent platforms with cybersecurity products and services for the new machine age and to be the "Infra of Infrass" security leader solutions.

\* Including Worldline

## Annex to the report Regarding resolution n°6

Three-year strategic plan ADVANCE 2021

To succeed in a fierce digital competition environment, customers will need to rapidly capitalize on the new technologies to generate business data, to leverage intelligence instantly so to turn data into automated actions, while protecting their end-user larger and more exposed digital information. In each of its business segments and by reinforcing its transversal and international expansion, Big Data & Cybersecurity provides this new balance between digital efficiency and trust, and is expected to continue growing double-digit CAGR over the 2019-2021 period while maintaining its current strong operating margin rate at circa 15%.

### Delivering the next wave of Digital transformation, increasing the focus on industry verticals and solutions, deepening customer expertise and intimacy pulling through all Atos' services and capability

Atos clients' needs are changing, they need to increasingly evolve their business models to deliver new experiences or engage with their customers in different ways. With the next wave of smart data, technology is playing an ever greater role in those new business models. Delivering digital solutions needs to be coupled with industry expertise and client knowledge to ensure the right outcome for end customers in a secure and compliant way. Atos is strengthening its customer centricity through a reinforced vertical go-to-market approach, pulling through all of Atos' capabilities from Infrastructure & Data Management, Business & Platform Solutions, Big Data & Cybersecurity and Atos' partners.

This new approach is built on a robust Industry engagement and a strong focus on top account management with:

- ▶ A stronger focus on 7 key vertical markets; Manufacturing, Financial Services, Health, Public Sector, Retail & Logistics, Energy & Utilities and Technology, Media & Telecoms;
- ▶ Centers of excellence built on vertical competencies, for example Life & Pensions in Edinburgh, or Manufacturing innovation in Austria;
- ▶ 200+ additional sales resources and Industry specific experts and consultants;
- ▶ More empowered senior client executives, assessed and developed to match industry top quartile;
- ▶ Dedicated client delivery executives representing all divisions;
- ▶ Dedicated cyber specialists;
- ▶ New global distribution agreements and industry specific partnerships for Atos' technologies and products.

In order to accelerate the deployment of this vertical approach, the Group is preparing its workforce on the next wave of disruption. It has introduced new training programs building on the best practices in the Group and enabling its people to help customers take advantage of the next wave.

### RACE: a powerful combination of digital productivity levers and agile collaboration to sustain our compelling value creation

With RACE, a new productivity & efficiency program launched to sustain the operating margin targeted trajectory, Atos benefits from tangible operational improvement by fully taking advantage of automation in all productivity levers, like the GOAL initiative where we combine RPA experts and libraries to amplify the impact of ongoing Lean waves.

Additionally, the Group is generating significant improvements with continuous integration of digital and automation into traditional levers like procurement, contract management, SG&A or workforce management.

Atos will continue transforming its workforce through agile collaboration and leveraging new Syntel talent and resource management to optimize its onshore/offshore headcount mix, enabling scaling of our digital services and offerings.

### Maintain excellence in People skills and CSR

In order to realize its three-year plan, the Group relies on strong values and best practices in Corporate and Social Responsibility. These values are fully integrated in its operations.

To power its ambition, Atos is aiming to drive customer experience through best-in-class employee digital experience.

In this respect, its People strategy 2021 will leverage on 5 major Human Resources programs:

- ▶ My future: to combine Atos' strengths around Campus Management, Performance Management 2.0 and expert and talent programs and create a unique end-to-end value proposition for our employees;
- ▶ Be digital: to equip all our employees with certified digital skills by 2021;
- ▶ MyExperience: through the "We are Atos" engagement program, to leverage on the successful Wellbeing@work initiative putting specific emphasis on social value, diversity and inclusion. As far as gender diversity is concerned, Atos' objective is to double the percentage of women in the top management over the next 3 years while decreasing the gender compensation gap by 3% / year;
- ▶ Value Sharing: to further engage -besides the already existing incentive plans for managers - all employees to the company's success;
- ▶ Entrepreneurship: To explore new ways of collaboration with Atos, further leveraging on our eco system of startups and contingent workers.

## **Annex to the report Regarding resolution n°6**

### **Three-year strategic plan ADVANCE 2021**

Atos set medium term extra-financial objectives including:

- ▶ A clear focus on customer satisfaction through sustainable and innovative solutions;
- ▶ As a sustainable player, Atos manages its operational efficiency in environmental footprint with the objective to further reduce by 7% to 20% CO2 Emissions per revenue unit (tCO2 per € million) by 2021.

### **Continue to participate to the IT industry consolidation to expand its customer base and to strengthen its technological capabilities**

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After a first phase of acquisitions in order to get scale, a second phase which ended last year was to get the right skills and resources. The M&A strategy for the next years is focused on specific verticals to acquire new clients and technological capabilities, and on cybersecurity where the Group intends to be a major player in the consolidation to come. The acquisitions will be performed with the same financial discipline as in the previous years.

### **Strongly support Worldline to remain the undisputed European leader in payments**

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Worldline today announces its ambition for 2021, reflecting the increase of its scope after the acquisitions of SIX Payment Services. Worldline's 2019-2021 targets are:

- ▶ A revenue organic growth between 7% and 8% CAGR over the three years period 2018-2021;
- ▶ An OMDA improvement of between +400 basis points to +500 basis points compared with 2018 pro forma of c. 21%;
- ▶ € 370 million to € 410 million free cash flow in 2021, representing between +75% to 95% increase compared with 2018.

For the next three years, Worldline intends to fully leverage its Pan-European competitive leadership, to keep a strong commercial focus on new large outsourcing deals and bank alliances and to ensure the fastest possible delivery of equensWorldline and SIX Payment Services synergy plans.

Based on its bank-friendly strategy, Worldline more than ever maintains a strong focus on the next wave of European payment consolidation.

### **2021 targets in Digital Services (Atos excluding Worldline)**

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In its digital services activities, Atos aims to deliver:

- ▶ Revenue organic growth: +2% to +3% CAGR over the 2019-2021 period
- ▶ Operating margin rate: 11% to 11.5% of revenue in 2021
- ▶ Free cash flow: between € 0.8 billion and € 0.9 billion in 2021

# Proposed resolutions

## Ordinary items

### First resolution

#### Approval of the Company financial statements for the financial year ending December 31, 2018

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 2018 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2018, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

### Second resolution

#### Approval of the consolidated financial statements for the financial year ending December 31, 2018

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 2018 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2018, 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 distributable income comprising the net income for the financial year ending December 31, 2018 and payment of the ordinary dividend

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, resolved to allocate the distributable income amounting to €939,537,859.12, namely the allocation of the balance of prior retained earnings to the Other reserves, taking into account the allocation to the legal reserve and to the ordinary dividends, as follows:

	<b>In euros</b>
Earning for the financial year 2018	161,090,618.93
Previous retained earnings	778,447,240.19
A total sum of distributable income of	939,537,859.12
<b>To allocate as follows<sup>(1)</sup></b>	
Ordinary dividends (€1.70 x 106,859,625 shares <sup>(2)</sup> )	181,661,362.50
Retained earnings	0.00
Other reserves	757,876,496.62

1) The General Meeting will not be asked to decide on the allocation of a part of the income to the legal reserve, as the amount reached the threshold of 10% following the capital increase realized on February 28, 2019.

2) The total dividend distribution is calculated on the basis of the number of 107,149,737 shares comprising the share capital on February 28, 2019, including 26,594 shares held in treasury on that date and 263,518 shares issued on February 28, 2019 as a result of the employee stock plan and entitled to ordinary dividends paid as from January 1, 2020, 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 € 1.70 per share for each of the shares entitled to dividends. Considering the allocation determined by this resolution and prior to the exceptional distribution set under the 5<sup>th</sup> resolution, these equity accounts would amount as follows:

	<b>In euros</b>
Legal reserve	10,714,973.70
Retained earnings	0.00
Other reserves <sup>(1)</sup>	783,387,762.16

1) On the basis of the number of 107,149,737 shares comprising the share capital on February 28, 2019, including 26,594 shares held in treasury on that date and 263,518 shares issued on February 28, 2019 as a result of the employee stock plan and entitled to ordinary dividends paid as from January 1, 2020.

When paid to individuals with tax residence in France, the dividend is subject to a non-final withholding tax (Prélèvement Forfaitaire Non Libérateur "PFNL") at a rate of 12.8% assessed on the gross amount distributed (excluding social security contributions of 17.2%). This PFNL is credited against the 12.8% final withholding which is considered as a final taxation under article 200 A-1, A 1° of the French General Tax Code. Nevertheless, upon the exercise of an express, global and irrevocable option, the dividend may be subject to the progressive income tax scale (article 200 A-2 of the French General Tax Code). In such a case, the dividends shall be taken into account in the determination of the overall income subject to the progressive tax scale of the income tax, after a 40% allowance on the gross amount received (article 158-3-2° of the French General Tax Code). This option is to be exercised upon the filing of the income tax return and at the latest before the declaration deadline. The non-final withholding tax is chargeable on the year as of which the dividend is paid. If it is above the tax actually due, it is refunded.

Pursuant to the 3<sup>rd</sup> paragraph of article 117 *quarter* of the French General Tax Code, natural persons belonging to a tax household whose reference fiscal income ("revenu fiscal de référence") for the penultimate tax year which is lower than EUR 50,000 for the taxpayers who are single, divorced or widowed and below EUR 75,000 for the taxpayers who are subjected to a joint taxation can request to be exempted from this withholding under the conditions provided by article 242 *quarter* of the French General Tax Code.

Besides, the dividend shall be subject to social contributions of 17.2% levied at source.

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2018 financial year:

<b>Financial year</b>	<b>Number of remunerated shares<sup>(1)</sup></b>	<b>Dividend per share (in €)</b>	<b>Total (in €)</b>
2017	105,432,217	1.70 <sup>(2)</sup>	179,234,768.90
2016	104,728,064	1.60 <sup>(2)</sup>	167,564,902.40
2015	103,214,932	1.10 <sup>(2)</sup>	113,536,425.20

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 allowance.

The ex-dividend date will be May 3, 2019 and the ordinary dividend will be paid on May 28, 2019. In the event that, upon payment of such dividend, the Company holds any of its own shares, the sums corresponding to unpaid dividends attributable to such treasury shares will be allocated to the Other reserves.

## Proposed resolutions

### Fourth resolution

#### Option for the payment in shares of the ordinary dividend as per proposal under the 3<sup>rd</sup> resolution

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and noting that the capital has been fully paid up, decides to offer each shareholder the option to receive the payment of newly-issued shares of the Company, of the ordinary dividend set forth in the 3<sup>rd</sup> resolution to which he is entitled. Each shareholder may opt for the payment of the ordinary dividend in cash or for the payment of the dividend in shares in accordance with this resolution, but the option for payment in shares shall apply to the entire amount of dividend to which he is entitled.

The new shares, if the option is exercised, will be issued at a price equal to 95% of the average opening prices on the regulated stock market of Euronext Paris, over the twenty trading sessions preceding the date of this General Meeting, less (i) the amount of the ordinary dividend that is decided upon in the 3<sup>rd</sup> resolution here-before and (ii) the amount of the exceptional distribution by shares resulting from the 5<sup>th</sup> resolution hereafter, calculated on the basis of the two-fifths of the closing market price of the Worldline share recorded on the regulated stock market of Euronext Paris on May 2, 2019, and rounded up to the next highest euro cent. The shares issued in this manner shall carry entitlement to dividends as from January 1, 2019, entitling to the ordinary dividend which shall be paid for 2019, and will not entitle to the exceptional distribution provided under the 5<sup>th</sup> resolution of this General Meeting.

Shareholders may opt for the payment of the ordinary dividend in cash or for the payment of the dividend in new shares from May 7, 2019 through and including May 22, 2019 by sending their request to the financial intermediaries that are authorized to pay said dividend or, for shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale, département des titres et bourse - 32, rue du Champ-de-Tir, CS 30812 - 44 308 Nantes Cedex 3). After May 22, 2019, the dividend shall only be paid in cash. For shareholders who will not have opted for payment of the ordinary dividend in shares, the dividend will be paid starting on May 28, 2019. For the shareholders who opted for the payment of the ordinary dividend in shares, the shares will be delivered as from the same date.

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

The General Meeting grants full powers to the Board of Directors, with the option of sub-delegation to the Chairman of the Board of Directors as provided by law, to ensure the payment of the ordinary dividend in new shares, to specify the terms of application and implementation thereof, to suspend the exercise of the right to pay the ordinary dividend in shares for a period not to exceed three (3) months in case of share capital increase, to charge the share capital costs on the amount of the related premiums and to deduct on such amount

the necessary sums to fund the legal reserve, to record the number of new shares issued pursuant to this resolution and to make all requisite amendments to the bylaws concerning the share capital and the number of shares that make up the share capital and, in general, to take all useful or necessary actions.

### Fifth resolution

#### Exceptional distribution in kind of shares of the company Worldline

The General Meeting, in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, and having considered:

- ▶ the report of the Board of Directors;
- ▶ the detailed press release relating to the contemplated exceptional distribution in kind of Worldline shares which has been published prior to the shareholders' meeting; and
- ▶ the opinion of the European works council (SEC) on this distribution project;

acknowledges the amount recognized in the Other Reserves account, as amended if applicable as a result of the 3<sup>rd</sup> resolution, and the amounts recognized in the Merger Premium, Contribution Premium and Share Premium accounts,

decides, subject to the approval of the 24<sup>th</sup> resolution submitted to this General Meeting:

- ▶ to proceed, according to the conditions and in the manner described below, with an exceptional distribution in the form of an allocation of Worldline shares, on the basis of two (2) Worldline shares for five (5) Company shares;
- ▶ that the exceptional distribution in kind will be the subject of a detachment on May 3, 2019 and a payment on May 7, 2019;
- ▶ that those entitled to the allocation of Worldline shares will be the shareholders of the Company whose shares have been recorded in the accounts in their name at the end of the trading day preceding the date of payment, i.e. on May 6, 2019 (i.e. after taking into account orders executed during the day of May 2, 2019 for which the settlement-delivery of the shares will take place on May 6, 2019);
- ▶ that the rights forming fractional shares will be neither tradable nor assignable. As a consequence, if the allocation to which a shareholder is entitled by application of the distribution ratio used is not a whole number of Worldline shares (i.e. a holding of Company shares lower than five (5) or which does not correspond to a multiple of five (5)), the shareholder will receive the number of Worldline shares immediately below this amount, together with a payment in cash for the balance and the amount of which will be calculated on the basis of the price at which the Worldline shares corresponding to the fractional shares have been sold;



## Proposed resolutions

- ▶ that the Worldline shares thus allocated will be valued at the opening trading price of Worldline shares on Euronext Paris the day of the payment of the exceptional distribution, i.e. May 7, 2019;
- ▶ that the amount corresponding to the exceptional distribution, i.e. the number Worldline shares distributed (whether there are delivered to the shareholders or sold, in particular, because of the fractional shares) multiplied by the opening trading price of Worldline shares on the day of the payment of the exceptional distribution, will be deducted in priority from the Other reserves account from an accounting point of view and, for any surplus, from the Merger Premium, Contribution Premium and Share Premium accounts, it being specified that the total amount of the exceptional distribution of Worldline shares shall not exceed the amount of the reserves and premiums distributable in accordance with current laws and regulations (the amount of the exceptional distribution would reach €2,113,325,355 assuming (i) that the 42,849,257 Worldline shares held by the Company will be allocated and (ii) a trading price of each Worldline share equal to €49.32, i.e. the closing share price on February 28, 2019);
- ▶ that assuming that, given the opening trading price of the Worldline shares of the day of payment, the exceptional distribution exceeds the authorized ceiling defined above, the board of directors shall have all powers in order to adjust the distribution ratio stated above, so that the amount to be distributed does not exceed such ceiling;
- ▶ that the rights of holders of stock options of the Company in effect on the date of detachment of the exceptional distribution will be preserved and that the board of directors shall have all powers in order to adjust the number and the price of the shares under option in accordance with the principles set out in Article R. 228-91 of the Commercial Code; and
- ▶ that the rights of beneficiaries of performance share plans the vesting period of which has not expired before the day of detachment of the exceptional distribution will be preserved and that the board of directors shall have all powers in order to adjust the number of the bonus shares granted and still in vesting period following the conditions provided by the administrative guidelines (BOI-RS A-ES-20-20-10-20-20170724 n°190) in accordance with the principles set out in Article R. 228-91 of the Commercial Code.

The General Meeting acknowledges:

- ▶ that the Atos SE shares held by the Company at the date of payment will not be entitled to the distribution that is the subject of this resolution, in accordance with Article L. 225-210 of the Commercial Code;
- ▶ that the exercise of the stock options granted by the Company has been suspended with effect from April 26, 2019 at 0:00 am (Paris time) until the date of payment of the exceptional distribution;
- ▶ that the performance of the liquidity contract entered into between the Company, Rothschild Martin Maurel on February 14, 2019 has been suspended with effect from April 26, 2019 at 0:00 am (Paris time) until the date of payment of the exceptional distribution;

- ▶ that, in the case of an adjustment, the distribution ratio set for the exceptional distribution will be communicated through a press release on the morning of the day of payment, as soon as the opening trading price of Worldline shares is known;
- ▶ that the Worldline shares not allocated because of, in particular, fractional shares or an adjustment of the exchange ratio will be sold;
- ▶ that, in the case of a division of ownership of the Company shares, and unless otherwise agreed, those entitled to the exceptional distribution will be the bare owners;
- ▶ that, in a press release to be published later on, will be specified the breakdown of the exceptional distribution in kind between the distribution treated as dividend income for French tax purposes on the one hand and a reimbursement of paid-in capital which will not be considered as dividend income for French tax purposes on the other hand and therefore will not be subject to a French tax levy held by the paying agent of the distribution in kind or to any other French withholding tax; that the portion of the exceptional distribution in kind which would be treated as dividend income for French tax purposes is taxable, for individual shareholders whose tax residence is in France, as per the conditions described under the 3<sup>rd</sup> resolution of this General Meeting;
- ▶ that the paying financial intermediary will be able to sell the necessary number of Worldline shares in order to pay any applicable withholding taxes. The Company's shareholders are invited to contact their financial intermediary to find out about the procedure that will be implemented by the latter.

The General Meeting grants all powers to the board of directors, with the ability to subdelegate such powers to the Chief Executive Officer (*Président Directeur Général*) in order to take all appropriate measures for the completion of the operations set out in this resolution, perform the necessary calculations and adjustments, in particular with respect to the distribution ratio, deduct the exact amount of the exceptional distribution from the Other reserves account and the premium accounts, sell, as the case may be, Worldline shares not allocated, and more generally undertake any action which will be useful or necessary.

### Sixth resolution

#### Three-year strategic plan ADVANCE 2021

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, delivers a favorable opinion on the elements of three-year strategic plan ADVANCE 2021 of the Company and its group as annexed to the Board of Directors' report to this Meeting.

## Proposed resolutions

### Seventh 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 800,000 the overall amount of annual Directors' fees remunerating the general activity of the Board of Directors. This amount will be tacitly renewed every year until a new decision from the General Meeting. 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.

### Eighth resolution

#### Renewal of Mr. Thierry Breton as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Thierry Breton will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three (3) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

### Ninth resolution

#### Renewal of Ms. Aminata Niane 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. Aminata Niane will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of two (2) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

### Tenth resolution

#### Renewal of Ms. Lynn Paine 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. Lynn Paine will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of two (2) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

### Eleventh resolution

#### Renewal of Mr. Vernon Sankey 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. Vernon Sankey will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three (3) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

### Twelfth resolution

#### Appointment of Mr. Vivek Badrinath 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, decides, upon proposal of the Board of Directors, to appoint Mr. Vivek Badrinath as member of the Board of Directors for a period of two (2) years, so his mandate will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

### Thirteenth resolution

#### Appointment of Mr. Jean-Louis Georgelin as censor

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, according to Article 26 of the Articles of Association, to appoint Mr. Jean-Louis Georgelin as censor for a period of one (1) year, period provided by the Articles of Association. Therefore his mandate will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

### Fourteenth resolution

#### Approval of the continuance of a related party undertaking subject to article L.225-42-1 of the French Commercial Code for the benefit of Mr. Thierry Breton concerning a supplementary pension scheme, with defined benefits

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and Statutory Auditors special report, which was submitted in accordance with the provisions of articles L.225-38, L.225-40 and L.225-42-1 of the French Commercial, on agreements referred to above, approves the continuance, during the term of office of the Chairman and Chief Executive Officer of the Company which will be subjected to a vote of the Board of Directors following this General Meeting, of the conditional pension rights acquisition pursuant to

article L. 137-11 of the French Social Security Code, presented in this report and subscribed for the benefit of Mr. Thierry Breton.

### **Fifteenth resolution**

#### **Approval of the global alliance convention between Worldline and Atos SE subject to article L.225-38 of the French Commercial Code**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and Statutory Auditors special report on agreements regulated under the provisions of article L.225-38 of the French Commercial Code, approves the conclusions presented in this report and the global alliance convention between Worldline and Atos SE, referred to in article L.225-38 of the French Commercial Code and mentioned therein.

### **Sixteenth resolution**

#### **Approval of the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded for the financial year ending December 31, 2018 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 article L.225-100-II of the French Commercial Code, approves the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds paid or awarded in respect of the financial year ending December 31, 2018 to Mr. Thierry Breton, by reason of his office as Chairman and Chief Executive Officer, as presented in the Company's report on corporate governance referred to in article L.225-37 of the French Commercial Code, and contained in the 2018 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the Shareholders' General Meeting.

### **Seventeenth 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 to the Chairman and Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to 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 presented in the Company's report on corporate governance referred to in article L.225-37 of the French Commercial Code, and contained in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

### **Eighteenth resolution**

#### **Authorization to grant 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 the Board of Directors, 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 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8, 2016 of the European Commission and the market practices admitted by AMF, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out to:

- ▶ 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 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, or ;

## Proposed resolutions

- ▶ to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- ▶ to cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to the 19<sup>th</sup> resolution of this General Meeting, 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 purpose in compliance with applicable regulation 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 120 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 or any other transaction on equity, 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 1,282,634,520, as calculated on the basis of the share capital as at December 31, 2018, 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 (including under previous share buyback program authorizations) 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 cancels, with immediate effect, any as yet unused part of any previous authorization granted for the same purpose.

## Extraordinary items

### Nineteenth resolution

#### **Authorization to grant 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 Statutory Auditors' special report, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to article L. 225-209 *and seq.* of the 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 twenty-six (26) months, starting from the day of this General Meeting, and cancels, with immediate effect, any as yet unused part of any previous authorization granted for the same purpose.

### Twentieth resolution

#### **Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as 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 Statutory 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 article L.3332-18 of the French Labour Code:

1. delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/or abroad of shares or other equity securities of the Company, or securities that immediately or in future give access through any means, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and executive officers of the Company or affiliated companies under the meaning of article L.225-180 of the French Commercial Code 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 date 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 14<sup>th</sup> resolution of the Combined General Meeting of May 24, 2018, 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% (or 30% assuming that the applicable legal and regulatory provisions would allow it as of the day of the decision which determines the subscription price of the securities issued) 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;

## Proposed resolutions

6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or assimilated plan) as provided for by article L.3332-24 of the French Labour Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution, shall be deducted, up to the nominal amount of the shares thus transferred, from the amount referred to in paragraph 2 above.
7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
8. 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 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.

9. 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.

## Twenty-first resolution

### Authorization to grant 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 Statutory 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 0.9% of the share capital as on the date of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the executive officers in accordance with this authorization shall not represent more than 0.08% of the share capital on the date of this General Meeting.

The beneficiaries of the grants authorized under this resolution must be employees or executive officers of the Company and/or of companies or economic interest groups linked with it under the meaning of article L.225-197-2 of the French Commercial Code, in France or outside of France, as 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.

As far as executive officers are concerned, the Board of Directors shall be able, under terms and conditions set 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.

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 vest, 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 decides that the Board shall not use this delegation from the date of the filing of a proposed public bid by a third-party to the end of the offer acceptance period, unless prior authorization has been obtained from the General Meeting.

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, if applicable, the holding period, and, as the case may be, 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 grant(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 premiums 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 set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), 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 acknowledge the capital increase(s) resulting from every

issuance 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 and 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; officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object.

## Twenty-second resolution

### Authorization to grant to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and executive officers of the Company and related companies

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and ruling pursuant to article L.225-177 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors to grant, on one or more occasions, to the beneficiaries that it shall determine from among employees and/or executive officers of the Company and/or companies or economic interest groups related to the Company on the terms specified in articles L.225-177 and L.225-180 of the French Commercial Code, options giving entitlement to subscribe for new shares of the Company or options giving entitlement to purchase existing shares of the Company;
2. resolves that the total amount of such granted options shall not give entitlement to a total number of shares exceeding 0.2% of the Company's share capital on the date of this General Meeting, it being specified that this total number of shares does not take into account any adjustments that may be made pursuant to the provisions of the French Commercial Code and any contractual stipulations in the event of a transaction affecting the Company's share capital. The options to subscribe for or to purchase shares granted to the executive officers pursuant to the present resolution shall not exceed a sub-cap of 0.08% of the Company's share capital on the date of this General Meeting;
3. sets the maximum period during which the options may be exercised as ten (10) years as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set a shorter period;

## Proposed resolutions

4. resolves that the price payable on the exercise of the options to subscribe for or to purchase shares will be set on the day on which the options are granted and that (i) in the case of a grant of options to subscribe for shares, such price may not be lower than the average of the first quoted prices, plus 5%, of the share on Euronext Paris during the twenty market trading sessions prior to the date of the decision to grant options to subscribe for shares, and (ii) in the case of a grant of options to purchase shares, such price may not be lower than either the value indicated in (i) above or 80% of the average purchase price of shares held by the Company under articles L.225-208 and L.225-209 of the French Commercial Code. If the Company carries out any of the transactions mentioned in articles L.225-181 or R.225-138 of the French Commercial Code, the Company will, on the terms stipulated by the regulations then in force, take the necessary measures to protect the interests of the beneficiaries, including as the case may be, by adjusting the number of shares that may be obtained by the beneficiaries on exercise of their options so as to take account of the impact of the transaction in question;
5. officially notes that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries if options to subscribe for shares, of their preferential subscription rights relating to the shares that may be issued as and when the options to subscribe for shares are exercised. The increase in the share capital resulting from the exercise of options to subscribe for shares will be definitively completed by mere declaration that the option is exercised accompanied by the subscription forms and full payment which may be made in cash or by offset of debts of the Company;
6. decides that the Board shall not use this delegation from the date of the filing of a proposed public bid by a third-party to the end of the offer acceptance period, unless prior authorization has been obtained from the General Meeting;
7. consequently, the General Meeting delegates all power to the Board of Directors to implement this authorization, in order notably to:
  - ▶ determine whether the options granted are options to subscribe for and/or options to purchase shares and, if applicable, to change its choice before the beginning of the exercise period of the options;
  - ▶ set the conditions under which the options shall be granted as well as the list of beneficiaries, the number of options granted and, if applicable, the granting criteria;
  - ▶ determine the subscription or purchasing price of the shares;
  - ▶ set the terms and conditions of the options, and in particular the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may (a) bring forward the exercise date(s) or period(s) of the options, (b) maintain the benefit of

the options, or (c) amend the dates or periods during which the shares obtained by exercise of options may not be transferred or converted into bearer shares;

- ▶ set, if necessary, the performance and other conditions governing the right to exercise the options;
- ▶ decide on the date, which may be retroactive, from which the new shares resulting from the exercise of options to subscribe for shares will rank for dividend.

The General Meeting decides that this authorization is granted to the Board of Directors for a duration of twenty-six (26) months with effect from the date of this Meeting.

### Twenty-third resolution

#### Amendment of article 2 of the Articles of Association in order to provide for the “raison d’être” of the Company

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors’ report, decides to add after the fifth paragraph of article 2 of the Articles of Association (“Purpose”) a new paragraph drafted as follows:

The “raison d’être” of the Company is as follows:

*“Atos’s mission is to help design the future of the information technology space. Its services and competences are underpinned by excellence in the advance of scientific and technological knowledge and research and in its commitment to learning and education. Across the world Atos enables its customers and all who live and work in the industry, to grow and prosper in a safe, secure and sustainable environment.”*

The other provisions of article 2 of the Articles of Association remain unchanged.

### Twenty-fourth resolution

#### Amendment of article 38 of the Articles of Association to provide for the distribution conditions of an asset of the Company to its shareholders

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors’ report, decides, in order to set the distribution conditions of the Company’s assets to the shareholders, to add a new paragraph in article 38 of the Article of Association (“Appropriation and Distribution of Profits”), which will be worded as follows:



*“The General Meeting can also decide to distribute part of the Company’s assets and notably decide on the distribution of parts of tradable securities recovered from the benefits, retained earnings, reserves or additional paid-in capital. The General Meeting can decide that the rights forming fractional shares will be neither negotiable nor assignable, notwithstanding the provisions of the fourth paragraph of article 11 of the Articles of Association. When the shareholders are entitled to benefit from a distribution and that their portion do not amount to an integer of the unit of measure selected for the distribution, the General Meeting can decide for instance that the shareholders will benefit from the integer of the unit of measure immediately below, plus a cash monetary compensation.”*

The other provisions of article 38 of the Articles of Association remain unchanged.

## Ordinary items

### Twenty-fifth resolution

#### **Approval of a related party undertaking subject to article L.225-42-1 of the French Commercial Code for the benefit of Mr. Elie Girard, concerning a supplementary pension scheme, with defined benefits**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors’ report and Statutory Auditors special report, which was submitted in accordance with the provisions of article L.225-38, L.225-40 and L.225-42-1 of the French Commercial Code, on agreements referred to above, approves the undertaking presented in this report and subscribed for the benefit of Mr. Elie Girard, concerning the acquisition of conditional rights under a pension scheme with defined benefits governed by article L.137-11 of the French Social Security Code.

### Twenty-sixth 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 to the Deputy Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to 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 Deputy Chief Executive Officer, as presented in the Company’s report on corporate governance referred to in article L.225-37 of the French Commercial Code, and contained in the Board of Directors’ report on the draft resolutions submitted to the approval of the Shareholders’ General Meeting.

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



### Proposal to renew Mr. Thierry BRETON as member of the Board of Directors

## Thierry BRETON

### Biography - Professional Experience

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

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

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

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

In November 2008, he became Chairman of the Management Board of Atos Origin. He is today Chairman and Chief Executive Officer of Atos SE. He is also Chairman of the ASEP (Alliance for Societas Europea Promotion), and he has also been Chairman of the French National Association for Research and Technology (ANRT) since March 2015 and member of the National Academy of Technologies (France) since 2015.

### Directorships and positions

#### Other directorships and positions as at December 31, 2018

##### Within the Atos Group

###### France :

- ▶ Chairman of the Board of Directors: Worldline\*\*

##### Outside the Atos Group

###### France :

- ▶ Director: Carrefour SA\*\*, BofA Securities Europe SA (as from February 4, 2019)

###### Abroad:

- ▶ Director: Sonatel\*\* (Senegal)

#### Other positions held during the last five years

##### Within the Atos Group

- ▶ Chief Executive Officer of Atos International
- ▶ Chairman of the Board of Directors: Bull

##### Outside the Atos Group

- ▶ Sats\*\*(Singapour)

#### Professional address:

River Ouest - 80 quai Voltaire  
95870 Bezons, France

**Number of shares:** 508,085

**Date of birth:** 01/15/1955

**Nationality:** French

#### Date of first appointment:

Chairman & CEO:  
February 10, 2009

Chairman of Management Board:  
November 16, 2008

**Date of last renewal:** December 30, 2016

#### Term expires on:

AGM ruling on the accounts of the 2018 financial year

**Individual attendance rate:** Board: 100%

\*\* Listed company (Worldline was controlled by Atos SE as at December 31, 2018).

## Additional information on candidates to the Board of Directors



### Lead Independent Director<sup>(1)</sup>

**Professional address:**

BP 29495 - DAKAR, Senegal

**Number of shares:** 1,012

**Date of birth:** 12/09/1956

**Nationality:** Senegalese

**Date of first appointment:** May 27, 2010

**Date of last renewal:** May 26, 2016

**Term expires on:** AGM ruling on the accounts of the 2018 financial year

**Individual attendance rate:** Board: 100%

## Proposal to renew Mrs Aminata NIANE as member of the Board of Directors

### Aminata NIANE\*

#### Biography - Professional Experience

##### International Consultant

Aminata Niane holds an Engineering Degree in Science and Technology of Food Industries (Montpellier, France) and a Master in Business Administration (Birmingham, UK).

Then she started her career in 1983 as an engineer in big Senegalese companies in the food-processing sector (SIPL and SONACOS).

This experience continued in 1987 in the Senegalese administration (Ministry of Commerce, Senegalese Institute for Standardization), then in 1991 in the first structures supporting the private sector, financed by the French Cooperation and the World Bank (Support Unit to the Business Environment and Private Sector Foundation).

Finally, after several years of entrepreneurial experience in strategy consulting, she was appointed in 2000 Managing Director of APIX, National Agency for Investment Promotion and Major Projects. She handled the creation and the management until May 2012. Then, she was Special Advisor of the President of the Republic of Senegal until May 2013.

Today she is International Consultant, after being with the African Development Bank, Lead Advisor-Office of the Vice-President Infrastructure, Private Sector and Regional Integration, and Manager for the return of the Bank to its registered offices in Abidjan.

#### Directorships and positions

##### Other directorships and positions as at December 31, 2018

###### Within the Atos Group

▶ None

###### Outside the Atos Group

###### Abroad:

▶ Director : Groupe Envol Immobilier Sénégal (Senegal)

##### Other positions held during the last five years

▶ None

<sup>1)</sup> As from December 17, 2018.

\* Independent Director.

## Additional information on candidates to the Board of Directors



### Proposal to renew Mrs Lynn PAINE as member of the Board of Directors

## Lynn PAINE\*

### Biography - Professional Experience

#### John G. McLean Professor of Business Administration, Harvard Business School, Senior Associate Dean for International Development

Lynn Paine is John G. McLean Professor of Business Administration and Senior Associate Dean for International Development at Harvard Business School. She previously served as Senior Associate Dean for Faculty Development. She is former chair of the School's General Management unit and a specialist in corporate governance. An American with worldwide recognition, she currently teaches corporate governance in both the MBA and executive programs.

She co-founded and chaired the "Leadership and Corporate Accountability" required course, which she has taught in the MBA program as well as the Advanced Management Program. Ms. Paine has also taught in numerous other executive programs including the Senior Executive Program for China and, currently, Leading Global Business, the Senior Executive Program for Africa, Women on Boards, and Making Corporate Boards more Effective.

In addition to providing executive education and consulting services to numerous firms, she has served on a variety of Advisory Boards and panels. In particular, she was a member of the Conference Board Commission on Public Trust and Private enterprise and the Conference Board's Task Force on Executive Compensation. She also served on the Academic Advisory Council of the Hills Program on Governance at the Center for Strategic and International Studies (CSIS), in Washington, D.C.; on the Governing Board of the Center for Audit Quality in Washington D.C.; and the Advisory Board of the Conference Board's Governance Center in New York. She was a Director of RiskMetrics Group (NYSE) prior to the company's merger with MSCI.

#### Member of the Audit Committee

#### Member of the CSR Committee

#### Professional address:

Harvard Business School,  
Soldiers Field Road,  
Boston, Massachusetts 02163

**Number of shares:** 1,000

**Date of birth:** 07/17/1949

**Nationality:** American

**Date of first appointment:** May 29, 2013

**Date of last renewal:** May 26, 2016

**Term expires on:** AGM ruling on the accounts of the 2018 financial year

#### Individual attendance rate:

- ▶ Board: 86,67%
- ▶ Audit Committee: 83,33%

### Directorships and positions

#### Other directorships and positions as at December 31, 2018

##### Within the Atos Group

- ▶ None

##### Outside the Atos Group

###### Abroad:

- ▶ Global Advisory Council, Odebrecht S.A., São Paulo (Brazil)
- ▶ Senior Advisor to Independent Monitor for Volkswagen AG\*\* (Germany)
- ▶ Selection Panel, Luce Scholars Program, Henry Luce Foundation, NYC (USA)

#### Other positions held during the last five years

##### Within the Atos Group

- ▶ None

##### Outside the Atos Group

- ▶ Senior Associate Dean, Harvard Business School, Boston, Massachusetts (USA) (2010-2016)
- ▶ Governing Board (Public Member), Center for Audit Quality, Washington D.C. (USA) (2007-2016)
- ▶ Academic Advisory Council, Hills Program on Governance - Center for Strategic and International Studies, Washington, D.C. (USA) (2001-2017)

\* Independent Director.

\*\* Listed company.

## Additional information on candidates to the Board of Directors



**Chairman of the Audit Committee**

**Member of the CSR Committee**

**Professional address:**

51 Walnut Court, St Mary's Gate,  
London W85UB, UK

**Number of shares:** 1,000

**Date of birth:** 05/09/1949

**Nationality:** British

**Date of first appointment:** February 10, 2009 (Director) - December 16, 2005 (Member of Supervisory Board) ratified by General Meeting of May 23, 2006

**Date of last renewal:** May 26, 2016

**Term expires on:** AGM ruling on the accounts of the 2018 financial year

**Individual attendance rate:**

▶ Board: 93,33%

▶ Audit Committee: 100%

## Proposal to renew Mr Vernon SANKEY as member of the Board of Directors

### Vernon SANKEY\*

#### Biography - Professional Experience

##### Officer in companies

Vernon Sankey graduated from Oriel College, Oxford University (United Kingdom).

He joined Reckitt and Colman plc in 1971, and became Chief Executive Officer in Denmark, France, the USA and in Great Britain. He was Group Chief Executive Officer in the period 1992-1999.

Since then, he has held several non-executive positions as Chairman or Board member (Pearson plc, Zurich AG, Taylor Woodrow plc, Thomson Travel plc, Gala plc, Photo-Me plc, Firmenich SA, etc.) and was a member of the Management Board of the FSA (Food Standards Agency) UK.

#### Directorships and positions

##### Other directorships and positions as at December 31, 2018

###### Within the Atos Group

▶ None

###### Outside the Atos Group

###### Abroad:

▶ Chairman, former Director: Harrow School Enterprises Ltd (United Kingdom)

▶ Member: Pi Capital (United Kingdom)

##### Other positions held during the last five years

###### Within the Atos Group

▶ None

###### Outside the Atos Group

▶ Chairman: Firmenich (Switzerland)

▶ Director: Zurich Insurance AG (Switzerland)

\* Independent Director.

## Additional information on candidates to the Board of Directors



### Proposal to nominate Mr Vivek BADRINATH as member of the Board of Directors

## Vivek BADRINATH\*

### Biography - Professional Experience

#### Chief Executive Officer of Africa, Middle East Asia and Pacific, Vodafone

Vivek Badrinath holds Engineering degrees from the *Ecole Polytechnique* and the *Ecole Nationale Supérieure des Télécommunications* (ENST) and also holds a post-graduate degree in stochastic modeling and statistics from Paris-Sud University.

He started his career in 1992 at the French Ministry of Industry.

Vivek Badrinath joined Vodafone's Executive Committee as CEO of Africa, Middle East, Asia and Pacific in October 2016. He oversees Vodafone's operations in the Vodacom Group, in India, Australia, Egypt, Ghana, Kenya and New Zealand. He is also Interim CEO of Vodafone Business.

In 1996, he joined Orange in the Group's Long Distance Networks Department before becoming CEO of Thomson India in 2000. He returned to Orange in 2004 as Chief Technical Officer of the mobile division and was appointed to the Group's Executive Committee in 2009 as Director of the networks and operators division. Between April 2010 and April 2012, Vivek Badrinath was CEO of Orange Business Services before being appointed Deputy CEO in charge of Innovation, Marketing and Technologies on May 1, 2013. He was Deputy Chief Executive Officer, Marketing, Digital Solutions, Distribution and Information Systems for AccorHotels between March 2014 and October 2016

Vivek Badrinath is a Chevalier in the French *Ordre national du mérite* (National Order of Merit).

#### Professional address:

Vodafone Group  
1 Kingdom Street  
London W2 6BY  
United Kingdom

**Number of shares:** 0

**Date of birth:** 06/27/1969

**Nationality:** French

**Date of appointment:** April 30, 2019

**Term expires on:** AGM ruling on the accounts of the 2020 financial year

### Directorships and positions

#### Other directorships and positions as at December 31, 2018

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France :

▶ None

###### Abroad:

(all mandates relating to his main function at Vodafone)

Director :

- ▶ Vodacom\*\* (South Africa)
- ▶ Vodafone Idea Limited\*\* (India)
- ▶ Vodafone Egypt\*\*
- ▶ Safaricom\*\* (Kenya)
- ▶ Vodafone Hutchison Australia (Joint Venture with Hutchison Whampoa)

#### Other positions held during the last five years

##### Within the Atos Group

▶ None

##### Outside the Atos Group

- ▶ Director and member of the Audit Committee: Nokia (2014-2016)
- ▶ Director: Accor (2016-2018)

\* Independent Director.

\*\* Listed company

## Additional information on candidates to the Board of Directors



**Professional address:**

River Ouest – 80 quai Voltaire  
95870 Bezons, France

**Number of shares:** 0

**Date of birth:** 06/30/1948

**Nationality:** French

**Date of appointment:** April 30, 2019

**Term expires on:** AGM ruling on the accounts of the 2019 financial year

### Proposal to nominate Mr Jean-Louis GEORGELIN as censor

## Jean-Louis GEORGELIN\*

### Biography - Professional Experience

#### French Army General

After nine years at the *Prytanée National Militaire*, Jean-Louis Georgelin joined Saint-Cyr military school in 1967.

In 1970, Lieutenant Georgelin was assigned to the 9<sup>th</sup> Parachute Chasseur Regiment as Chief of Section. He returned to Montpellier in 1973 as an instructor at the *Ecole d'application de l'Infanterie*. Three years later, he served as a Captain in the 153<sup>rd</sup> Infantry Regiment in Mutzig, where he took command of a company.

Promoted to Major, he went to study at the United States Army Command and General Staff College in Fort Leavenworth, and then joined the *Ecole supérieure de guerre* in Paris (Staff College).

Transferred in 1985 to the Saint-Cyr military school, Lieutenant-Colonel Georgelin commanded a battalion for three years before returning to the Staff of the Army, where he headed the 'Studies and forecasting' section of the 'Planning and Finance' Office from 1988 to 1991.

He then became deputy chief of the military cabinet of the Prime Minister from 1994 to 1997. Promoted to Brigadier General in 1997, he was appointed Assistant General to the 11<sup>th</sup> Airborne Division and joined the SFOR (Stabilization Force) as Head of the "Plans and Policy" Office in the former Yugoslavia.

Jean-Louis Georgelin became personal chief of staff of the President of the Republic in 2002. He was promoted to Army General on October 3, 2003, and then appointed Chief of the Defense Staff of the French Army on October 4, 2006. He became Great Chancellor of the French national order of the Legion of honor by the ministerial council of June 9, 2010.

He was awarded several honors included the Grand Cross of the *Légion d'Honneur*, Grand Cross of the *Ordre National du Mérite*, as Commander of the Order of the French Academic Palms and as Commander of the French Order of Arts and Letters.

### Directorships and positions

#### Other directorships and positions as at December 31, 2018

**Within the Atos Group**

▶ None

**Outside the Atos Group**

▶ None

#### Other positions held during the last five years

**Within the Atos Group**

▶ None

**Outside the Atos Group**

▶ None

\* Independent censor.



# Overview of current financial authorizations

Authorization	Authorization amount (value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM May 24, 2018 <b>12<sup>th</sup> resolution</b> Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	385,000	9,64%	24/11/2019 (18 months)
EGM May 24, 2018 <b>13<sup>th</sup> resolution</b> Share capital decrease	10% of the share capital adjusted as at the day of the decrease	0	10% of the share capital adjusted as at the day of the decrease	07/24/2020 (26 months)
EGM May 24, 2018 <b>14<sup>th</sup> resolution</b> Share capital increase with preferential subscription right	31,700,186	0	31,700,186	07/24/2020 (26 months)
EGM May 24, 2018 <b>15<sup>th</sup> resolution</b> Share capital increase without preferential subscription right by public offer <sup>(1) (2)</sup>	10,566,728	0	10,566,728	07/24/2020 (26 months)
EGM May 24, 2018 <b>16<sup>th</sup> resolution</b> Share capital increase without preferential subscription right by private placement <sup>(1) (2)</sup>	10,566,728	0	10,566,728	07/24/2020 (26 months)
EGM May 24, 2018 <b>17<sup>th</sup> resolution</b> Share capital increase without preferential subscription right to remunerate contribution in kind <sup>(1) (2)</sup>	10,566,728	0	10,566,728	07/24/2020 (26 months)
EGM May 24, 2018 <b>18<sup>th</sup> resolution</b> Increase in the number of securities in case of share capital increase with or without preferential subscription right <sup>(1) (2) (3)</sup>	Extension by 15% maximum of the initial issuance	0	Extension by 15% maximum of the initial issuance	07/24/2020 (26 months)
EGM May 24, 2018 <b>19<sup>th</sup> resolution</b> Share capital increase through incorporation of premiums, reserves, benefits or other	3 865 million	0	3 865 million	07/24/2020 (26 months)
EGM May 24, 2018 <b>20<sup>th</sup> resolution</b> Capital increase reserved to employees <sup>(1)</sup>	2,113,345	0	2,113,345	07/24/2020 (26 months)
EGM May 24, 2018 <b>21<sup>st</sup> resolution</b> Authorization to allot free shares to employees and executive officers	951,005	626 089 <sup>(4)</sup>	324,916	07/24/2021 (38 months)

1) Any share capital increase pursuant to the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 20<sup>th</sup> resolutions of the Combined General Meeting of May 24, 2018 shall be deducted from the cap set by the 14<sup>th</sup> resolution of the Combined General Meeting of May 24, 2018.

2) The share capital increases without preferential subscription right carried out pursuant to the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> resolutions of the Combined General Meeting of May 24, 2018 are subject to an aggregate sub-cap corresponding to 10% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. € 10,566,728). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate sub-cap.

3) The additional issuance shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 14<sup>th</sup> resolution of the Combined General Meeting of May 24, 2018, and (iii) in case of share capital increase without preferential subscription rights, the amount of the sub-cap mentioned at 2 here above.

4) Initial grant of 891,175 performance shares on July 22, 2018. This number includes 265,086 shares cancelled as of December 31, 2018.



# 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



## Combined General Meeting of Tuesday April 30, 2019

I, the undersigned,

Name, surname: .....

Residing at: .....

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

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

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

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

requests a copy of the documents and information concerning the Combined General Meeting of April 30, 2019 as provided for by article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2019

**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.

<sup>1)</sup> Insert the name of the broker or bank handling your account



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# About Atos

Atos is a global leader in digital transformation with 120,000 employees in 73 countries and annual revenue of € 13 billion. European number one in Cloud, Cybersecurity and High-Performance Computing, the Group provides end-to-end Orchestrated Hybrid Cloud, Big Data, Business Applications and Digital Workplace solutions through its Digital Transformation Factory, as well as transactional services through Worldline, the European leader in the payment industry. With its cutting-edge technologies and industry knowledge, Atos supports the digital transformation of its clients across all business sectors. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Syntel, Unify and Worldline. Atos is listed on the CAC40 Paris stock index.

## Atos SE Headquarters

River Ouest  
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](mailto:assemblee.generale@atos.net)

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