



# convening notice

## Combined General Meeting 2013

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

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

### **On Wednesday May 29, 2013**

At 10:00 am

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 - Societas Europaea (European company) with a Board of Directors and a share capital of EUR 86,053,656

### **Documents made available to the shareholders:**

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, as from May 7, 2013, the documents and information listed in particular in section R. 225-73-1 of the French Commercial Code shall be available on the Company's Website: [www.atos.net](http://www.atos.net) as per applicable legal and regulatory provisions.

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# CEO message

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors, it is with pleasure that I invite you to the Combined General Meeting of Atos SE which will be held on Wednesday May 29, 2013 at 10:00 am at the registered offices of the Company, River Ouest in the auditorium, 80 quai Voltaire, 95870 Bezons.

In 2012, your Group has kept growing up, increasing its competitiveness and reinforcing its status of European company with global reach. Atos invested to deliver innovation and enhance our partnerships in key areas such as cloud services, enterprise social networks, e-payments.

Despite the continued volatility in the global economic environment, your group, for the first entire calendar year as new Atos SE, reached all its financial objectives thanks to a strong discipline in the execution of its transformation programs. Looking ahead, your Group remains well-positioned to continue delivering significantly value for our customers and you, dear shareholders.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2012, you will be asked to approve in particular the 2012 financial statements.

In addition, as your Company has dully fulfilled its objectives for the financial year 2012 in terms of revenue, operating margin and net free cash flow, you will be requested to approve the payment of a dividend of EUR 0.60 per share, as well as the right for each shareholder to opt for a payment in shares of the dividend.

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

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



**Thierry Breton**  
Chairman of the Board and Chief Executive Officer, Atos SE

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# The Atos group in 2012

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In 2012, we continued to create a European competitive company with global reach.

We invested to deliver innovation and enhance our partnerships in key areas such as cloud services, enterprise social networks, e-payments,...

The Board of Directors expressed its great satisfaction on our overall performance in 2012, which was the first full year of the new Atos SE.

Despite the continued volatility in the global economic environment, we reached all our financial objectives thanks to our strong discipline in execution.

Looking ahead, the company remains well-positioned to continue delivering significantly value for our customers and shareholders and in this context Atos has decided to carve-out payment and merchant transactional activities by mid-2013.

## The Atos group in 2012

Strong commercial activity throughout the year, led to a record order entry at EUR 10 billion. This represents a **book to bill ratio at 113 percent** thanks to major bookings in Managed Services and in BPO, and at the end of the year in Systems Integration. The book to bill ratio for the Group was **118 percent** excluding the Siemens account, for which the backlog already includes the majority of the Global IT contract.

**Revenue** was **EUR 8,844 million, up +29.8 percent** compared to 2011 on published revenues, representing an **organic growth of +0.8 percent**. The four largest Business Units are Germany and the UK with 19 percent of total revenue each, and Benelux and France with 11 percent each.

**Operating margin** was **EUR 580.0 million**, representing **6.6 percent of revenue** compared to 4.8 percent in pro forma figures of 2011. The Group generated in 2012 **EUR 259 million of free cash flow**. Net cash position was EUR 232 million at the end of 2012. Net income Group share stood at **EUR 224 million** compared to EUR 182 million in 2011 statutory.

### A new strategic step for Atos: carve-out of payment and merchant transactional activities

The Group announced the decision to carve-out Atos payment and merchant transactional activities around Atos Worldline and specific transactional businesses, which is expected to be finalized by mid-2013. The defined scope is estimated to have generated revenue of EUR 1.1 billion in 2012, up +5 percent with an operating margin rate of 15 percent.

The carve-out will reveal this new entity as worldwide player and European leader in the payment space with a more integrated and efficient management of operations. It will provide the strategic and financial flexibility to expand its product offerings across the entire transaction value chain including alliances and partnerships. This will result in reaffirming this new entity's leading position in the payment sector, which is also enhanced by the ability to leverage on the large and strong Atos customer base and geographical presence.

Grouping all payment activities within a single defined perimeter with specific reporting will also enable increased internal and external transparency on this business performance while strengthening the operational performance of the new entity.

Atos payment and merchant transactional activities will be ideally positioned to act as a leader in the fast growing and constantly evolving European payment market landscape.

The Group has already initiated the information and consultation process with the employee representatives, both at European and local levels, according to the current regulations.

"After having successfully completed the integration of SIS, the carve-out of Atos payment and merchant transactional activities appears as a logical and exciting step forward for Atos. This will provide the new entity with a more strategic flexibility and attractive "currency" to move forward, leveraging on its leadership position in Europe." **commented Thierry Breton.**

### FY 2012 operational performance

Revenue was EUR 8,844 million, a growth of +0.8 percent which materialized in Managed Services (+2.4 percent) and in HTTS & Specialized Businesses (+2.7 percent). Cyclical activities declined, particularly during the second half of the year with Systems Integration (-2.3 percent) and Consulting & Technology Services (-5.0 percent).

The revenue performance was driven mostly by North America (+8.9 percent) and the United-Kingdom (+7.5 percent), by a continued growth increase of Atos Worldline (+2.2) leading to +4.8 percent in the fourth quarter and to a lesser extent by Germany (+0.6 percent). Benelux, France and Iberia continued to be impacted by a difficult economic situation, more particularly in the cyclical activities.

Operating margin significantly increased compared to 2011 at EUR 580.0 million, from 4.8 to 6.6 percent of revenue. The improvement came mainly from Germany, North America, Central & Eastern Europe, and North & South West Europe, where the performance was notably due to the delivery of the TOP<sup>2</sup> Program and the restructuring plan on the former SIS scope.

### Commercial activity

The Group **order entries** in 2012 totaled **EUR 10.0 billion**, representing a book to bill ratio of **113 percent**, 118 percent excluding the Siemens account.

Book to bill was 115 percent for recurring businesses (Managed Services and HTTS & Specialized Businesses) and 109 percent in the cyclical activities (Systems Integration and Consulting & Technology Services).

After the significant signatures in the first nine months, the Group won a large contract in Application Management (Systems Integration) with a large European telecom infrastructures company.

Book to bill by market was strong in all verticals, reaching 124 percent in Public sector, Healthcare & Transport, 110 percent in Financial Services, 135 percent in Telco & Media, 122 percent in Energy & Utilities, and 95 percent in Manufacturing, Retail & Services (104 percent excluding the Siemens account).



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## The Atos group in 2012

Thanks to the high level of order entry in 2012, the **full backlog** was **EUR 15.6 billion** at the end of 2012, representing 1.8 year of revenue, compared to EUR 14.1 billion reported one year before.

The **full qualified pipeline** on December 31<sup>st</sup>, 2012 was **EUR 5.4 billion**, compared to EUR 5.3 billion reported on December 31<sup>st</sup>, 2011. It represents 7.3 months of revenue, well balanced between recurring businesses such as Managed Services and HTTS & SB at 7 months, and cyclical activities such as Systems Integration at 9 months of revenue.

The implementation in 2012 of the eXpand Program to accelerate revenue growth enabled an improvement of the win rate ratio to 45 percent. More than 1,500 pre-sales staff are now experts trained in the new offerings of the Group, which contributed to the increase of new logos in contracts signed and in the pipeline.

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### Operating income and net income

**Operating income** in 2012 was **EUR 381 million** as a result of the following items:

Expenses for **staff reorganization** were **EUR 62 million** and costs for **rationalization** were **EUR 28 million**, mainly on premises.

**Integration costs** resulting from the acquisition of SIS and representing primarily the migration of internal IT platforms totaled **EUR 53 million** as anticipated in July 2012.

In 2012, **EUR 43 million** was recorded as **amortization** of the SIS intangible assets, represented mainly by the SIS backlog and customer relationships (together 'the Customer Relationships') recognized as part of the Purchase Price Allocation (PPA).

**Financial result** was a charge of **EUR 52 million** and was composed of a net cost of financial debt of EUR 34 million (of which EUR 24 million for convertible bonds) and non-operational financial costs of EUR 18 million.

**Total tax charge**, including current and deferred taxes, was **EUR 103 million**, representing an **effective tax rate** of **31.2 percent**.

Therefore, **net income Group share** reached **EUR 224 million**, an increase of +23 percent compared to 2011 statutory. **Adjusted Earning per share** was **EUR 3.83** compared to EUR 3.20 in 2011 statutory.

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### Net cash and free cash flow

Group **net cash position** as of 31 December 2012 was **EUR 232 million**, compared to a net debt of EUR -142 million at 31 December 2011.

**OMDA** was **EUR 793 million** representing 9 percent of revenue, compared to EUR 632 million in 2011.

OMDA included EUR 115 million representing losses anticipated on former SIS projects which were funded by Siemens as part of the acquisition price but impacted the OMDA of the period. The Group reached settlements with customers on former SIS loss-making contracts which should reduce the estimated amount to circa EUR 70 million in 2013.

**Reorganization and rationalization** cash out was **EUR 126 million** (vs. EUR 119 million in 2011 statutory accounts), of which **EUR 54 million** for **rationalization** of premises as part of the real estate reduction plan.

Cash out for **IT integration costs** in 2012 amounted to **EUR 53 million**.

In 2012, **capital expenditure** totaled to **EUR 325 million**, representing **3.7 percent** of revenue as in 2011, of which 55 percent was in the second half.

**Working capital** improved by **EUR 82 million**, benefiting from the TOP<sup>2</sup> transformation Program actions on the former SIS scope with a strong focus to quickly collect receivables.

Finally, **tax paid** was **EUR 74 million** and **financial costs paid** were **EUR 34 million**.

The **free cash flow** was **EUR 259 million**.

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### Acquisitions and disposals of the year

In 2012, the Group proceeded to the transfer of deferred assets from SIS and the acquisition of several companies positioned in niche markets:

- ▶ The Russian operations transferred from Siemens
- ▶ E-Utile, an Italian leader in smart energy solutions, 51 percent transferred from Siemens and acquisition of the remaining 49 percent
- ▶ blueKiwi, a social workplace software company located in France
- ▶ MSL, a specialist in major events located in Spain
- ▶ Quality Equipment, a Dutch player in electronic payments
- ▶ Daesa, a small IT captive from Banco Popular in Spain

Atos sold its 49 percent stake in the Belgian joint venture SiNSYS in June and its small operations in Greece in December.

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### Human Resources

The **total number of Group employees** was **76,417** at the end of December 2012.

The number of direct employees at the end of December 2012 was 69,941, representing 91.5 percent of the total headcount, compared to 89.5 percent at the end of 2011, reflecting the restructuring program on indirect staff.

In 2012, 12,384 new employees were recruited while attrition slightly declined to below 11 percent.

Staff in the emerging countries represented more than 25 percent of total staff. The Group offshore capability represented 9,158 people at the end of 2012 compared to 7,819 at the end of 2011, with a majority located in India.

The Group continued actions to reduce the number of external subcontractors, which were 7,170 at the end of 2012 compared to 8,500 one year before. The objective remains to carefully monitor the level of non-critical subcontractors.

*The Atos proforma financial information for the 18 months to 30 June 2011 comprises the results of the former Atos Origin perimeter and the acquired scope of the ex Siemens IT Services (SIS), as if Atos had been in existence since 1 January 2010. The information is provided as guidance only and is unaudited. The key assumptions used in the preparation of the information are as follows:*

- ▶ *The proforma information has been prepared using accounting policies consistent with those used in the historic Atos Origin interim and year-end financial statements;*
- ▶ *Proforma tax is based on the estimated effective rate of tax for AtoS for the relevant periods applied to proforma profit before taxation.*
- ▶ *The proforma Profit and Loss account excludes significant exceptional items as being non-recurring, notably provisions on contract risks recorded in the first semester 2011.*

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

In EUR million	31 December 2012	31 December 2011	31 December 2010	31 December 2009	31 December 2008
<b>I - Common stock at period end</b>					
Common stock	85.7	83.6	69.9	69.7	69.7
Number of shares outstanding	85,703,430	83,566,768	69,914,077	69,720,462	69,717,453
Maximum number of shares that may be created by:					
- conversion of convertible bonds	10,796,902	10,796,902	5,414,771	-	-
- exercise of stock subscription options	7,542,180	8,531,235	9,477,800	10,310,776	7,153,540
<b>II - Income for the period</b>					
Revenue	63.6	40.7	42.1	42.4	44.8
Net income before tax, employee profit-sharing and incentive schemes, Depreciation, amortisation and provisions	694.8	62.7	9.3	91.1	89.1
Corporate income tax	7.6	8.6	12.9	11.2	12.0
Net income after tax, employee profit-sharing, depreciation, amortisation and provisions	499.2	44.0	69.7	128.7	38.3
Dividend distribution	51.3	41.8	35.0	-	-
<b>III - Per share data (in EUR)</b>					
Net income after tax and employee profit-sharing but before depreciation, amortization and provisions	8.20	0.85	0.32	1.47	1.45
Net income after tax, employee profit-sharing, Depreciation, amortisation and provisions	5.82	0.53	1.00	1.85	0.55
Dividend per share	0.60 <sup>(1)</sup>	0.50	0.50	-	-
<b>IV - Employees <sup>(2)</sup></b>					
Average number of employees during the period	-	-	-	-	-
Total payroll for the period	-	-	-	-	-
Employee social security and welfare payments	-	-	-	-	-

1) Subject to the approval by the General Meeting of May 29, 2013

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



# The Board of Directors

## The Board of Directors during 2012

<b>René Abate*</b>	Senior advisor of The Boston Consulting Group
<b>Nicolas Bazire*</b>	General Manager of Groupe Arnault SAS
<b>Jean-Paul Béchat*</b>	Manager of SARL ARSCO
<b>Thierry Breton</b>	Chairman and Chief Executive Officer of Atos SE
<b>Roland Busch</b>	Member of the Management Board of Siemens AG (Germany)
<b>Jean Fleming**</b>	Human Resources Director at Atos IT Services UK Ltd. (United Kingdom)
<b>Bertrand Meunier*</b>	Managing Partner of CVC Capital Partners Ltd (United Kingdom)
<b>Colette Neuville*</b>	Chairman (founder) of ADAM
<b>Aminata Niane*</b>	Special Advisor of the President of the Republic of Senegal
<b>Michel Paris</b>	Managing Director of PAI Partners SAS
<b>Pasquale Pistorio*</b>	Chairman of the Pistorio Foundation (Switzerland)
<b>Vernon Sankey*</b>	Chairman of Firmenich SA (Switzerland)
<b>Lionel Zinsou-Derlin</b>	Chairman of PAI Partners SAS

\* Independent director

\*\* Director representing employee shareholders

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# Agenda

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## Ordinary items

- ▶ **Approval of the Company accounts** for the financial year ending December 31, 2012
- ▶ **Approval of the consolidated accounts** for the financial year ending December 31, 2012
- ▶ **Assignment of the net income** for the financial year ending December 31, 2012 and payment of the dividend
- ▶ **Option to opt for the payment of the dividend in shares**
- ▶ **Approval of an overall amount of annual Directors' fees**
- ▶ **Renewal** of Ms. **Aminata Niane as member of the Board of Directors**
- ▶ **Renewal** of Mr. **Vernon Sankey as member of the Board of Directors**
- ▶ **Appointment** of Ms. **Lynn Sharp Paine as member of the Board of Directors**
- ▶ **Election of a Director representing the employee shareholders** - Designation of Ms. **Jean Fleming**
- ▶ **Election of a Director representing the employee shareholders** - Designation of Mr. **Daniel Gargot**
- ▶ **Election of a Director representing the employee shareholders** - Designation of Mr. **Denis Lesieur**
- ▶ **Authorization granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

## Extraordinary Items

- ▶ **Authorization granted to the Board of Directors** to reduce the share capital by cancelling self-owned shares.
- ▶ **Delegation of authority to the Board of Directors** for the purpose of increasing the share capital of the Company with the removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies
- ▶ **Authorisation given to the Board of Directors** to allot free shares to the employees and executive officers of the Company and/or its affiliated companies
- ▶ **Modification of article 15 of the Articles of association** - Directors' shares
- ▶ **Powers**

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# How to participate in our General Meeting?

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

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

## How to participate in our General Meeting?

### Conditions to participate in this Meeting:

- ▶ the **owners of registered shares** shall be registered in the shareholder's name at least on the third business day prior to the Meeting, i.e. on May 24, 2013, at 0.00 Paris time.
- ▶ the **owners of bearer shares** shall justify their identity and their capacity as shareholder on the third business day prior to the Meeting, i.e. on May 24, 2013, 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 Atos SE, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares ("attestation de participation") delivered by their bank or broker.

### A. Procedure to participate in the General Meeting

#### IF YOU WILL ATTEND THE GENERAL MEETING PERSONNALLY

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

- ▶ If you are the owner of **registered shares**, please send the attached form (**tick the A box**, date and sign at the bottom of the form), or you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;
- ▶ If you are the owner of **bearer shares**, please request from your bank or broker that an admission card be addressed to you.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators at 0.825.315.315 (cost: 0.125€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, **only from France**.

#### IF YOU CANNOT ATTEND THE GENERAL MEETING

#### You have the possibility to:

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

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

- ▶ Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS30812 - 44308 Nantes Cedex 3; or
- ▶ The Company's registered offices - Atos SE, Legal & Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex;

at the latest three days preceding the General Meeting, i.e. on May 25, 2013.

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

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

## How to participate in our General Meeting?

### How to complete your form?

#### You will attend the General Meeting personally:

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

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

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

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

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

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

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

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

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

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

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

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

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

#### C - Resolutions not agreed by the Board: if applicable

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



## How to participate in our General Meeting?

**A - To attend the General Meeting personally: tick here**

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

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
**Quelle que soit l'option choisie, noter comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade boxed like this the date and sign at the bottom of the form**  
**A. Je désire assister à cette assemblée et demander une carte d'admission - dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card - date and sign at the bottom of the form.**  
**B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous. / I prefer to use the postal voting form or the proxy form as specified below.**

**Atos**  
 ATOS SE  
 Société européenne au capital de 86 053 856 €  
 Siège social - River Quay - 10 Quai Voltaire  
 95870 BEZONS  
 323 623 900 RCS Pantose

**ASSEMBLEE GENERALE MIXTE DU 29 MAI 2013**  
 A 10 heures au siège social - Auditorium  
**COMBINED GENERAL MEETING OF MAY 29<sup>th</sup> 2013**  
 At 10 a.m. at the registered offices - Auditorium

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**  
 Nom/Prénoms / Name / Surname:  /   
 Adresse / Address:   
 Nombre de titres / Number of shares:   
 Nombre de voix / Number of voting rights:   
 Statut / Status:  Non qualifié / Non qualified  Qualifié / Qualified  
 Type de vote / Type of vote:  Simple / Simple  Double / Double

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 (1) ou non (2) - See reverse (3)  
 J'opprime mon choix en indiquant comme suit  une vote pour chaque résolution.  
**PROJET DE RÉSOLUTIONS AGRÉES OU NON PAR L'ORGANE DE DIRECTION**  
**DRAFT RESOLUTIONS APPROVED OR NOT BY THE BOARD OF THE DIRECTORS**  
 Approuvé par le Collège des Directeurs / Approved by the Board of the Directors

	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"/>
Abst. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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"/>
Abst. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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"/>
Abst. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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"/>
Abst. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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"/>
Abst. / 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"/>

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 (1) ou non (2)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**JE DONNE POUVOIR À :** (1) ou non (2)  
**I HEREBY APPOINT :** See reverse (3)  
 M. Mlle ou Mlle, Nom/Prénoms / Mr, Mrs or Miss, Name / Surname  
 Adresse / Address

**ATTENTION !** Pour les titres au porteur, les présentes instructions doivent être complétées à votre banque.  
**CAUTION !** If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.  
 Nom, prénom, adresse de l'abonné(e) ou les informations figurant sur les titres ou les autres documents (1) ou non (2).  
 Nom(s), first name, address of the shareholder if this information is already supplied please verify and correct if necessary. See reverse (3)

**Je soussigné / I the Board**      29 Mai 2013 / May 29<sup>th</sup> 2013  
**Je soussigné / By the company**      29 Mai 2013 / May 29<sup>th</sup> 2013

**H - Date and sign here**

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

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## How to participate in our General Meeting?

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

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

#### Registered shareholders

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

#### Bearer shareholders

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

The Company shall only take into account the notifications of designation or revocation of proxy which shall be duly signed, filled and received at the latest three days before the date of the General Meeting, i.e. on 25 May 2013.

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### C. You wish to transfer your shares prior to the General Meeting, after having

### voted by mail, sent a proxy or requested an admission card or an "attestation de participation"

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

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

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### D. You wish to send a written question

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on May 23, 2013:

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

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

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

## How to participate in our General Meeting?

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

The Combined General Meeting of May 29, 2013 shall start at 10:00 am sharp. Accordingly, you are requested:

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

#### By public transportation

##### From La Défense:

- ▶ **Tramway T2** - From Paris Porte de Versailles to Bezons via La Défense Grand Arche (From 5:30 am to 1 am the next day)
  - From 7 to 10 am and from 4 to 8 pm: a train every 4' to 6'
  - From 10 am to 4 pm: a train every 9'
  - Before 7 am and after 8 pm: a train every 9' to 15'
  - After 10 pm : a train every 15'
  - After 11 am : a train every 20'

**From Nanterre Université** which is accessible by the RER A and by train from Saint-Lazare (duration: 10 to 15 min):

- Take the exit "boulevard des Provinces Française". Take the overpass to cross the street and wait for the shuttle at the 367 bus stop
- Take the shuttle which will take you to River Ouest (duration: 15min)

**From Argenteuil station (Transilien)** - From the train station St-Lazare or elsewhere, take the shuttle on the sidewalk of the Evangelical church located in front of the station, at 29 Bld Karl Marx, Argenteuil.

#### Taking the A86 by car

- ▶ **From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise
- ▶ **From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot  
Take the exit 2A or 2 Colombes, Petit-Colombes, La Garenne-Colombes, Bezons  
At the crossing with Charles de Gaulle boulevard, take the Bezons bridge  
After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest on the left or Jean Jaurès street on the right after McDonald's  
The parking is open for your convenience.

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# **Report of the Board of Directors on the resolutions**

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## Report of the Board of Directors on the resolutions

### Ordinary items

#### Approval of the Company and consolidated accounts for the financial year ending 31 December 2012

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

We request you to approve the Company and consolidated accounts for the financial year ending December 31, 2012. The management report on the 2012 financial year is included in the registration document of the Company.

#### Assignment of the net income for the financial year ending December 31, 2012 and payment of the dividend and option to opt for the payment of the dividend in shares

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

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

In the scope of the third resolution, we propose you to set the 2012 dividend at EUR 0.60 per share, which corresponds to an aggregate amount of EUR 51,399,742.20 calculated on the basis of the number of 85,703,430 shares, composing the share capital as at December 31, 2012, including 137,193 treasury shares at this date, whose amount may vary according to the evolution of the number of shares entitled to a dividend until its detachment date.

The dividend shall be detached from the share on June 4, 2013 and shall become payable on June 26, 2013. It is recalled that for beneficiary physical persons who are tax residents in France, this dividend shall be taken into account as of right in the determination of their overall income subject to the gradual tax scale of the income tax, and shall be eligible to a 40% deduction on the gross amount (article 158-3-2° of the French general tax code).

Financial year	Number of remunerated shares	Dividends per share (in €)	Total (in €)
2011	83,747,500	0.50 <sup>(1)</sup>	41,873,750.00
2010	69,976,601	0.50 <sup>(1)</sup>	34,988,300.50
2009	-	-	-

All the figures mentioned in the "Dividends per share" column of this chart were eligible to said 40% deduction (or on option, to a withholding tax for the dividend distributed in 2012 for the 2011 financial year and the dividend distributed in 2011 for the 2010 financial year).

##### Option to opt for the payment of the dividend in shares<sup>(1)</sup>

We request you, in the scope of the fourth resolution, to grant to each shareholder the possibility to opt for the payment of the dividend, perceived on the available income of the 2012 financial year, in new shares of the Company, it being specified that the option for payment of dividend in shares shall apply to the total amount of the dividend owed to each shareholder.

The shareholders shall have the possibility to opt for the payment of the dividend in cash or in new shares between June 4, 2013 and June 17, 2013 inclusive, by sending their request to their broker which shall pay the said dividend or, for the shareholders registered in the issuer-registered accounts held by the Company, to its representative (Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3). After June 17, 2013, the dividend shall only be paid in cash. For the shareholders who did not opt for the payment of the dividend in shares, the dividend shall be paid as from June 26, 2013, after the end of the option period. For the shareholders who have opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

In case of exercise of the option, the new shares shall be issued at a price equal to 90% of the average opening share price on the Paris Euronext exchange, during the twenty trading days preceding the General Meeting, reduced by the amount of the dividend rounded up to the next Euro cent. Said shares will bear rights as from January 1<sup>st</sup>, 2013.

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

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

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

We request you to approve for the financial year 2012, an overall amount of annual Directors' fees of EUR 500,000 remunerating the general activity of the Board of Directors, and to authorise 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.



## Report of the Board of Directors on the resolutions

### Renewal of the mandates of Directors and appointment of a new Director

#### 6<sup>th</sup>, 7<sup>th</sup>, 8<sup>th</sup> resolutions

Further to a proposal made by the Nomination and Remuneration Committee, the Board of Directors proposes to you, pursuant to the resolutions six and seven, to renew the terms of office of the following directors:

- ▶ Ms. Aminata Niane, for a term of three (3) years;
- ▶ Mr. Vernon Sankey, for a term of three (3) years.

Additionally, further to a proposal made by the Nomination and Remuneration Committee, the Board of Directors proposes to you, pursuant to the eighth resolution, to appoint Ms. Lynn Sharp Paine, as a director of the Company for a term of three (3) years.

Additional information on the candidates to the Board of Directors can be found in pages 32 to 37 of this brochure.

### Election of a Director representing the employee shareholders

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

We remind you that the term of office of Ms. Jean Fleming as director representing the employee shareholders will expire at the end of this Combined General Meeting. Ms Jean Fleming was designated by the supervisory board of the Company mutual fund Atos Stock Plan, and appointed for a period of four years by the General Meeting of May 26, 2009.

Therefore, we propose that during this General Meeting you proceed with the election of a Director representing the employee shareholders among the candidates mentioned in the ninth, tenth and eleventh resolutions.

The information mentioned in article R. 225-83 5° of the Commercial Code has been made available at the registered offices.

Pursuant to article 16 of the articles of association, the one of the candidates mentioned in the ninth, tenth and eleventh resolutions who will have collected the greatest number of expressed votes shall be appointed director for a period of four years.

We also propose that you note that:

- ▶ The Board of Directors of the Company has designated Ms. Jean Fleming as candidate for the position of Director representing the employee shareholders (9<sup>th</sup> resolution);
- ▶ The supervisory board of the Atos Stock Plan mutual fund has designated Mr. Daniel Gargot as candidate for the position of Director representing the employee shareholder (10<sup>th</sup> resolution); and

- ▶ The supervisory board of the Atos Diversifié mutual fund has designated Mr. Denis Lesieur as candidate for the position of Director representing the employee shareholder (11<sup>th</sup> resolution).

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

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

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

These purchases could be carried out to perform any allocation permitted by law, including:

- ▶ to keep them and subsequently use them for payment or exchange in the context of possible external growth operations;
- ▶ to ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or sell these 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) of share purchase option regime, (iii) of the free share issuance regime and (iv) 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 the shares of the Company;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the thirteenth resolution.

This authorisation 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 81.99 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be EUR 702,682,422.

This authorisation would cancel and replace, for the unused part, the authorisation granted by the Combined General Meeting of May 30, 2012 pursuant to its twenty-third resolution.



## Report of the Board of Directors on the resolutions

### Extraordinary items

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

##### 13<sup>th</sup> resolution

We request you to renew the authorisation granted to the Board of Directors for a duration of eighteen (18) months to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorised by the general meeting of shareholders.

This new authorisation would cancel and replace for the unused part, the authorisation given to the Board of Directors by the ninth resolution of the Combined General Meeting of May 30, 2012.

#### Delegation of authority to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies

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

It is contemplated to carry out in 2013 or beginning of 2014, an employee shareholder plan similar to that of the previous years.

We request you to grant to the Board of Directors a delegation of authority, for a duration of twenty-six (26) months, to decide on the increase in share capital by issuing shares or other equity securities

of the Company or securities giving immediate or deferred access by all means, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees of the Company or of affiliated companies pursuant to article L. 225-180 of the French commercial Code and article 3344-1 et seq. of the French Labour Code it being specified that this resolution may be used in order to implement leverage formulae.

The maximum nominal amount of capital increase of the Company resulting from the aggregate issuances of shares realised by virtue of this delegation may not exceed 2% of the share capital on a totally diluted basis, it being specified that this maximum amount is autonomous and distinct from the cap considered in the fifteenth resolution which is submitted to you as well as the one approved by the General Meeting of May 30, 2012 under the fifteenth resolution. The issuing authorisation would be valid for eighteen months and would end the previous authorisation granted by the General Meeting of May 30, 2012 in its seventeenth resolution for the unused fraction.

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

It is hereby specified that the Board of Directors may also, by way of application of article L. 3332-21 of the French Labour Code, provide for the attribution of free shares or other securities giving access to the share capital of the Company to replace the Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have the effect of exceeding the limits established in article L. 3332-11 of the French labour Code.

In 2011, Atos implemented a vast employee shareholder plan that involved more than 60,000 employees in 14 countries. This plan, named Sprint 2011, offered the employees the possibility to purchase Atos shares through two vehicles:

- ▶ **Sprint Dynamic**, which offers a 20% discount on the Atos reference share price;
- ▶ **Sprint Secure** which, thanks to a leverage effect, allows to benefit from the growth of the share price compared to a reference share price while securing the capital, with a minimal interest rate throughout the investment period.

This programme was renewed in 2012 and extended to 25 countries to cover approximately 65,000 employees. Globally, the employees' shareholding (collective investment funds and Company savings plan) went from 0.5% of the capital in shares of the Group in 2005 to 2.1% at the end of 2012.

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## Report of the Board of Directors on the resolutions

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

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

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

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

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

The maximum number of shares to be allotted pursuant to the requested delegation shall not exceed 1% of the share capital as acknowledged on the date of their allotment by the Board of Directors. The resolution submitted to your General Meeting also specifies that the delegation granted during the General Meeting of May 30, 2012, in the eighteenth resolution shall continue to have effect for the initial term of thirty-eight months, within the limit of 1% of the capital on the day of the decision of attribution by the Board of Directors, it being specified that the Board of Directors of your Company has not implemented it yet.

### Modification of article 15 of the Articles of association - Directors' shares

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

It is recalled that paragraph 1 of article 15 of the articles of association of the Company provides that each director shall own at least one thousand (1, 000) shares for the duration of his or her term. It is proposed to you to modify paragraph 1 of article 15 of the articles of association of the Company in order to lower this threshold to 500 shares, in the absence of any legal provisions on that issue.

### Powers

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

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

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## **Report of the Board of Directors on the resolutions**

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# Proposed resolutions

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## Proposed resolutions

### Ordinary items

#### First resolution

##### Approval of the Company accounts for the financial year ending December 31, 2012

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the Company accounts for the 2012 financial year, approves the financial statements for the financial year ending December 31, 2012, as these were presented to it, including the balance sheet, income statement and annex, as well as the operations expressed in these accounts and summarized in these reports.

#### Second resolution

##### Approval of the consolidated accounts for the financial year ending December 31, 2012

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the consolidated accounts, approves the consolidated accounts for the financial year ending December 31, 2012, including the consolidated balance sheet, income statement and annex, as these were presented to it, as well as the operations expressed in these accounts and summarised in these reports.

#### Third resolution

##### Assignment of the net income for the financial year ending December 31, 2012 and payment of the dividend

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, decides to assign the available earnings as follows:

	EUR
Earning for the financial year	499,235,668.14
Previous retained earnings	297,358,123.42
A total sum of	796,593,791.56
<b>To allocate as follows</b>	
To the legal reserve	19,290.60
To the dividends (0.60 € x 85,566,237 shares <sup>(1)</sup> )	51,339,742.20
To the retained earnings	745,234,758.76

*(1) The total amount of the distribution is calculated on the basis of 85,703,430 shares composing the share capital as at December 31, 2012, including 137,193 treasury shares at this date, and may change depending on the evolution of the number of shares giving right to dividend until the date of detachment of said dividend.*

The dividend is fixed at EUR 0.60 per share giving a right to dividend. For the physical persons who are tax residents in France, this dividend shall, as of right, be taken into account in the determination of their overall income subject to the gradual scale of the income tax and that shall be eligible to a 40% deduction on the gross amount received (article 158-3-2° of the French General Tax Code).

The General Meeting acknowledges, according to legal provisions, that the following dividends have been paid during the three financial years prior to the 2012 financial year.

Financial year	Number of remunerated shares	Dividends per share (in €)	Total (in €)
2011	83,747,500	0.50 <sup>(1)</sup>	41,873,750.00
2010	69,976,601	0.50 <sup>(1)</sup>	34,988,300.50
2009	-	-	-

*(1) The dividend was eligible to a 40% deduction (or on option, to a withholding tax for the dividend distributed in 2012 for the 2011 financial year and the dividend distributed in 2011 for the 2010 financial year).*

The dividend shall be detached from the share on June 4, 2013 and shall become payable on June 26, 2013. It is specified that in the event the Company holds any treasury shares at the time of payment of these dividends, the corresponding amount of unpaid dividends shall be allocated to retained earnings.

#### Fourth resolution

##### Option to opt for the payment of the dividend in shares

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report and acknowledging that the share capital is fully paid up, decides to grant to each shareholder the possibility to opt for the payment of the dividend, which is the object of the third resolution and which is due to him/her, in new shares of the Company. Each shareholder shall have the possibility to opt for the payment of the dividend in cash or in shares pursuant to the present resolution, but this option shall apply to the total amount of the dividend which is due to him/her.

The new shares, in case of exercise of this resolution shall be issued at a price equal to 90% of the average opening share price on the Paris Euronext exchange, during the twenty trading days preceding the General Meeting, reduced by the amount of the dividend which is the object of the third resolution, rounded up to the next Euro cent. Such issued shares shall bear rights as from January 1<sup>st</sup>, 2013.

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## Proposed resolutions

The shareholders shall have the possibility to opt for the payment of the dividend in cash or in new shares between June 4, 2013 and June 17, 2013 inclusive, by sending their request to their broker entitled to pay the said dividend or, for the shareholders registered in the issuer-registered accounts held by the Company, to its representative (Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3). After June 17, 2013, the dividend shall only be paid in cash. For the shareholders who did not opt for the payment of the dividend in shares, the dividend shall be paid as from June 26, 2013, after the end of the option period. For the shareholders who have opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

If the amount of the dividend for which the option is exercised does not correspond to an integer number, the shareholder shall receive the immediately lower number of shares with the balance in cash.

The General Meeting grants all powers to the Board of Directors, with the right of subdelegation to the Chairman of the Board of Directors, as prescribed by law, in order to ensure the implementation of the payment of the dividend in new shares, to specify the terms and conditions of implementation and execution, to acknowledge the number of new shares issued pursuant to this resolution and to make any necessary modification in the articles of association with regard to the share capital and the number of shares making up the share capital, and more generally, to take all necessary action which is useful or necessary.

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### Fifth resolution

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

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, approves, for the financial year 2013, an overall amount of annual Directors' fees of EUR 500,000 remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

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### Sixth resolution

#### Renewal of Ms. Aminata Niane as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, and acknowledging that the term of office of Ms. Aminata Niane as Director expires this day, decides,

upon the Board of Directors' proposal, to renew her mandate for a term of three years which shall terminate at the end of the General Meeting called to rule on the financial statements of the financial year 2015.

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### Seventh resolution

#### Renewal of Mr. Vernon Sankey as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, and acknowledging that the term of office of Mr. Vernon Sankey as Director expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of three years which shall terminate at the end of the General Meeting called to rule on the financial statements of the financial year 2015.

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### Eighth resolution

#### Appointment of Lynn Sharp Paine as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, decides, upon the Board of Directors' proposal, to appoint Ms. Lynda Sharp Paine (also known as Lynn Sharp Paine) as member of the Board of Directors, in replacement of Mr. René Abate, for a term of three years which shall terminate at the end of the General Meeting called to rule on the financial statements of the financial year 2015.

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### Ninth resolution

#### Election of a Director representing the employee shareholders - Designation of Ms. Jean Fleming

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, decides, pursuant to the provisions of article L.225-23 of the French Commercial Code and in accordance with article 16 of the Articles of Association, to proceed to the election of a Director representing the employee shareholders. The candidate mentioned in the ninth, tenth and eleventh resolutions who collects the greatest number of expressed votes shall be considered as elected for a period of four years which shall terminate at the end of the General Meeting called to rule on the financial statements of the financial year 2016.

The General Meeting acknowledges that the Board of Directors designated Ms. Jean Fleming as candidate to the office of Director representing the employee shareholders.



## Proposed resolutions

### Tenth resolution

#### Election of a Director representing the employee shareholders - Designation of Mr. Daniel Gargot

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, decides, pursuant to the provisions of article L.225-23 of the French Commercial Code and in accordance with article 16 of the Articles of Association, to proceed to the election of a Director representing the employee shareholders. The candidate mentioned in the ninth, tenth and eleventh resolutions who collects the greatest number of expressed votes shall be considered as elected for a period of four years which shall terminate at the end of the General Meeting called to rule on the financial statements of the financial year 2016.

The General Meeting acknowledges that the supervisory board of the Atos Stock Plan mutual fund designated Mr. Daniel Gargot as candidate to the office of Director representing the employee shareholders.

### Eleventh resolution

#### Election of a Director representing the employee shareholders - Designation of Mr. Denis Lesieur

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the Board of Directors' report, decides, pursuant to the provisions of article L.225-23 of the French Commercial Code and in accordance with article 16 of the Articles of Association, to proceed to the election of a Director representing the employee shareholders. The candidate mentioned in the ninth, tenth and eleventh resolutions who collects the greatest number of expressed votes shall be considered as elected for a period of four years which shall terminate at the end of the General Meeting called to rule on the financial statements of the financial year 2016.

The General Meeting acknowledges that the supervisory board of the Atos Diversifié mutual fund designated Mr. Denis Lesieur as candidate to the office of Director representing the employee shareholders.

### Twelfth resolution

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

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, having reviewed

the Board of Directors' report, approves, pursuant to the provisions of articles L. 225-209 and seq. of the French Commercial Code, with the right of subdelegation under the conditions established by the applicable legal and regulatory provisions, and in compliance with the conditions defined in the General Regulations of the Financial Markets Authority ("AMF"), of European Regulation No. 2273/2003 of December 22, 2003, taken by way of application of the directive 2003/6/CE of January 28, 2003 and the market practices accepted by the AMF, to purchase shares of the Company in connection with the implementation of a share buy-back program.

These purchases could be carried out by virtue of any allocation permitted by law, with the aims of this share buy-back program being:

- ▶ to keep them and subsequently use them for payment or exchange in relation to possible external growth operations, in accordance with market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company to this end shall not exceed 5 % of the share capital;
- ▶ to ensure liquidity and an active market of the Company's shares through an investment service provider acting independently pursuant to 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 by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 and seq. of the Commercial Code, and (iii) the free share issuance regime established by articles L. 225-197-1 and seq. of the Commercial Code and (iv) a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions laid down by market authorities and at such times as the board of directors or the person acting upon its delegation so decides;
- ▶ to remit the shares acquired upon the exercise of 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 in relation to the issuance of such securities, under the terms and conditions laid down by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides, or;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the thirteenth resolution hereafter.

This authorization will also allow the Company to operate on its own shares for any other purpose authorized or which could be authorized by the applicable legal and regulatory provisions or which could be recognized as a market practice by the AMF. In such an event, the Company will inform its shareholders through a notice.

## Proposed resolutions

This authorization shall however not be used by the Board of Directors during a public bid, except where the purpose of the purchase of shares is to comply with a commitment to deliver shares (exercise of stock options, conversion and/or exchange of bonds for new or existing shares (OCEANE)), or where it allows to remunerate the acquisition of an asset by exchange of shares within a strategic operation announced to the market prior to the launch of the public bid, and in the conditions set out in the applicable regulations.

The purchase of shares shall concern a maximum number of shares representing 10% of the share capital of the Company, at any moment in time, such percentage applying to a capital adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting. In the particular case of shares purchased within a liquidity contract, the number of shares taken into account to determine the 10% limit shall correspond to the number of shares purchased from which shall be deducted the number of shares resold during the length of the duration of the authorization.

Acquisitions, assignments, transfers or exchanges of shares may be carried out by any means, according to the regulations in effect, on one or several occasions, on a regulated market, a multilateral negotiation system, with a systematic internaliser or by private contract, notably by public bid or transactions of blocks of shares (which may amount to the whole of the program), and as per the case, by the use of derivative financial instruments (traded on a regulated market, on a multilateral negotiation system, with a systematic internaliser, or by private contract) or of warrants or securities giving entitlement to shares of the Company, or by the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving the right by conversion, exchange, reimbursement, exercise of a warrant or in any other manner, to shares of the Company held by this latter party, and this at times when the Board of Directors or the person acting as the representative of the Board of Directors, as prescribed by law, sees fit, all of which in compliance the applicable legal and regulatory provisions.

The maximum purchase price shall not exceed EUR 81.99 (excluding fees) per share.

The Board of Directors may nevertheless adjust the aforementioned purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase in the nominal value of the shares or to the creation and attribution of free shares, as well as in the event of division of the nominal value of the share or regrouping of the shares to take account of the effect of these operations on the value of the share.

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 702,682,442.57, as calculated on the basis of the share capital on December 31, 2012, with its maximum amount adjustable to take account of the share capital on the date of the General Meeting.

The General Meeting also grants all powers to the Board of Directors, with the right of subdelegation as prescribed by law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of bearers of securities giving access to the share capital of the Company are guaranteed, if necessary, of subscription or purchase options of shares of the Company pursuant to the applicable legal and regulatory provisions and, where applicable, pursuant to the contractual provisions allowing for other types of adjustments, and in general, to take all necessary measures. The General Meeting also grants all powers to the Board of Directors, if the law or the AMF extends or completes the objectives authorized by the share buy-back programs, for the purpose of publicizing any changes in the program regarding the modified objectives, under the applicable legal and regulatory conditions.

This authorization is given for duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given to the Board of Directors by the twenty-third resolution of the Combined General Meeting of May 30, 2012.

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

## Proposed resolutions

### Extraordinary items

#### Thirteenth resolution

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

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the auditors' special report, authorizes the Board of Directors with the power of subdelegation as provided by applicable laws and regulations, pursuant to article L. 225-209 and seq. of the French Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine all or part of the shares which the Company owns or could own through purchases pursuant to article L.225-209 of the French Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit shall 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) months periods, and to acknowledge the realisation of the cancelling operation(s) of the share capital pursuant to this authorisation, attributing the difference between the accounting value of the cancelled shares and their 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 authorisation is given for duration of eighteen (18) months, starting from the day of this General Meeting, and immediately puts an end, for the unused fraction by the Board of Directors, to the authorisation given by the Combined General Meeting of May 30, 2012 in its ninth resolution.

#### Fourteenth resolution

##### Delegation of authority to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the auditors' special report and ruling pursuant to articles L. 225-129, L. 225-129-2, L. 225-125-6, L. 225-138 and L. 225-138-1 of the French Commercial Code and article L. 3332-18 of the French Labour code:

1. delegates to the Board of Directors, with the possibility of subdelegation 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 or abroad of shares or other securities of the Company, or financial instruments that immediately or in future give access through any means, to shares or other securities of the Company, existing or to be issued, reserved to employees and executive officers of the Company or affiliated companies under the meaning of article L. 225-180 of the French Commercial code, as long as these employees or executive officers adhere to a company savings plan or any other qualifying plan pursuant to the legal and regulatory provisions, it being specified that this resolution may be used in order to implement leverage formulae.

2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2% of the share capital on a fully diluted basis on the day of this General Meeting, it being specified that this cap is independent from the cap provided for under the fifteenth resolution which is submitted to you, and the cap approved by the General Meeting of May 30 2012 in its fifteenth resolution, and set without taking account of the nominal amount of the shares or other 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 financial instruments 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 securities and financial instruments, which may be issued within the frame of this resolution, as well as to the shares and other securities which the financial instruments issued on the basis of this delegation may provide entitlement;
4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L. 3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20 % of an average of Atos share prices quoted on NYSE Euronext Paris stock market over the twenty trading days preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period ;
5. decides that by way of application of article L. 3332-21 of the French Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company to replace the Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the limits set forth in article L. 3332-11 of the French Labour Code;
6. decides that the characteristics of the other securities that give access to the Company's share capital shall be established by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;

## Proposed resolutions

7. grants all powers to the Board of Directors, with the right of subdelegation to any person authorised by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and notably:

- ▶ to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
- ▶ to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
- ▶ to set the procedures for participation (notably in terms of seniority) in these issuances,
- ▶ to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
- ▶ to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,
- ▶ at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase, and
- ▶ in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorisations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the articles of association of the Company, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights.

8. decides that delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months from the date of this General Meeting, and terminates with immediate effect, for the unused part by the Board of Directors, the delegation of authority granted by the Combined General Meeting of May 30, 2012 in its seventeenth resolution.

## Fifteenth resolution

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

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report and the auditors' special report, authorises the Board of Directors, with the power of subdelegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L. 225-197-1 and seq. of the French Commercial Code, to freely allot, on one or more occasions and according to its own decisions, existing shares or shares to be issued, for a maximum proportion which shall in no event exceed 1% of the share capital as acknowledged on the date of their allotment by the Board of Directors, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of allotment of free shares.

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

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

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

In case of disability of the beneficiary falling within the second or third categories of article L. 341-4 of the French Social Security Code,

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## Proposed resolutions

the definite allotment of the shares shall occur immediately, the shares becoming immediately negotiable.

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

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

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

- ▶ determine the categorie(s) of beneficiaries of the allotment(s);
- ▶ determine the duration of the acquisition period and the duration of the conservation obligation applicable to the allotment(s), and if applicable, modify these durations for any circumstance for which this resolution or the applicable regulation would allow such modification; determine the conditions and performance criteria of the allotment(s);
- ▶ decide on the amount of the attribution(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights; adjust, as the case may be, during the acquisition period, the number of shares in relation to potential operations on the share capital or equity of the Company in order to protect the rights of the beneficiaries; acknowledge the completion of each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the articles of association;
- ▶ on its own decision, after each increase, to attribute the costs of the capital increase to the relating premium and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;
- ▶ and, more generally, to take all measures to perform the capital increase within the conditions as set forth by legal and regulatory provisions.

This authorisation shall be valid for a term of thirty-eight (38) months starting from this General Meeting; the authorisation granted by the Combined General Meeting of May 30, 2012 in its eighteenth resolution shall survive and continue to be in effect for the initial term of thirty-eight months starting from May 30, 2012.

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### Sixteenth resolution

#### Modification of article 15 of the articles of association - Directors' shares

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report, decides to modify paragraph 1 of article 15 of the articles of association of the Company that is currently drafted as follows:

*"Each director must own at least one thousand (1,000) shares throughout his entire term."*

Which shall now be drafted as follows:

*"Each director must own at least five hundred (500) shares throughout his entire term."*

The other provisions of article 15 are to remain unchanged.

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### Seventeenth 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 and formalities which may be necessary.

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# **Additional information on the candidates to the board of directors**

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## Additional information on the candidates to the board of directors



**Aminata NIANE**

### Proposition to renew the term of office of Ms. Aminata Niane as director

#### Independent director

**Special Advisor of the President of the Republic of Senegal**

#### Member of the Audit Committee

Number of shares: **1,012**

Date of birth: **December 9, 1956**

Nationality: **Senegalese**

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

Term expires on: **AGM ruling on the accounts of the 2012 financial year**

#### Background

MBA from Birmingham Business School (University of Birmingham, United Kingdom)

Engineer in Sciences and Technologies for the Food Industry (*Institut des Sciences de l'Ingénieur ; Université des Sciences et Techniques du Languedoc, Montpellier France*)

Master degree in Chemistry

#### Other directorships and positions as at December 31, 2012

##### Abroad

##### Chairman of the Board of Directors :

Société Aéroport International Blaise Diagne (ABID SA, Senegal)

##### Director:

Association "Partenariat pour le Retrait et la Réinsertion des Enfants de la Rue"

#### Positions held during the last five years

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

**Aminata Niane** is a graduate of the Birmingham Business School and of the University of Sciences and Techniques of the Languedoc.

She started her career in 1983 as an engineer in large Senegalese companies in food-processing sector (Société Industrielle des Produits Laitiers / SIPL and SONACOS). In 1987, she joined the Senegalese administration (Ministry of Commerce, Senegalese Institute for Standardization), then in 1991 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). 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, which she handled the creation and the management of until May 2012. She has more than 20 years of experience in the development of the private sector, the improvement of business environment, and more than 12 years of experience in the conceptualization and the implementation of great infrastructure projects in PPP (public-private partnership). She is today Special Advisor of the President of the Republic of Senegal and chairs the Board of Directors of the Blaise Diagne International Airport.

## Additional information on the candidates to the board of directors



**Vernon SANKEY**

### Proposition to renew the term of office of Mr. Vernon Sankey as director

#### Independent Director

**Chairman of Firmenich SA (Switzerland)**

#### Member of the Audit Committee

Number of shares: **1,000**

Date of birth: **May 9, 1949**

Nationality: **British**

Date of reappointment: **May 30, 2012**

Term expires on: **AGM ruling on the accounts of the 2012 financial year**

#### Background

Master of Arts in Modern Languages, Oriel College, Oxford university (United Kingdom)

#### Other directorships and positions as at December 31, 2012

##### Abroad

##### Chairman, former director:

Harrow School Enterprises Ltd (United Kingdom)

##### Advisory Board member:

GLP LLP (United Kingdom)

##### Member:

Pi Capital (private equity investment group) (United Kingdom)

#### Positions held during the last five years

##### Director:

Firmenich (Switzerland), Zurich Financial Services AG (Switzerland), Vividas Group PLC (United Kingdom)

**Vernon Sankey** graduated from Oriel College, Oxford University (United Kingdom). He joined Reckitt and Colman 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 (Pearson plc, Zurich AG, Taylor Woodrow plc, Thomson Travel plc, Gala plc, Photo-Me plc, etc.) and was a member of the Management Board of the FSA (Food Standards Agency) UK. He is now Chairman of Firmenich SA (Switzerland).

## Additional information on the candidates to the board of directors



**Lynn SHARP PAINE**

### Proposal to appoint Ms. Lynn Sharp Paine as director

**John G. McLean Professor of Business Administration /Senior Associate Dean for Faculty Development at Harvard Business School**

Number of shares: **0**

Date of birth: **July 17, 1949**

Nationality: **American**

#### Background

J.D., *cum laude*, Harvard Law School, 1979

D.Phil., Oxford University, 1976

B.A., *summa cum laude*, Smith College, 1971

#### Other directorships and positions as at December 31, 2012

##### Abroad

**Governing Board (Public Member)**, Center for Audit Quality, Washington, D.C.

**Academic Advisory Council**, Hills Program on Governance – Center for Strategic and International Studies, Washington, D.C.

**Selection Panel**, Luce Scholars Program, Henry Luce Foundation, NYC

#### Positions held during the last five years

**Advisory Board**, Conference Board Governance Center, NYC (2009-2011)

**Director**, RiskMetrics Group (merged with MSCI June 2010) (2008-2010) and member of the Compensation and Human Resources Committee

**Member**, Conference Board Task Force on Executive Compensation NYC (2009)

**Lynn Sharp Paine** is John G. McLean Professor and Senior Associate Dean for Faculty Development at Harvard Business School. A former chair and member of the General Management unit of this university, she currently co-chairs the Senior Executive Program for China. She co-founded and then served for five years as course head for the required course on Leadership and Corporate Accountability, which she has taught in the MBA program as well as the Advanced Management Program. Other main teaching assignments have included the required General Management course for MBAs, elective courses on ethics in the MBA and Executive Programs, and the MBA elective on Managing Across Cultures.

In addition to providing executive education and consulting services to numerous firms and industry groups, she has served on a variety of advisory boards and panels.

Before joining the Harvard faculty in 1990, Ms. Paine taught at Georgetown University Business School and the University of Virginia's Darden School of Business as well as National Cheng Chi University in Taiwan, where she was a Luce Scholar in 1976-77. Since 1987 she has been a permanent member of the Henry Luce Foundation's Luce Scholar Selection Panel.

## Additional information on the candidates to the board of directors



**Jean FLEMING**

### Proposal to appoint of Ms. Jean Fleming as member of the Board of Directors representing the employee shareholders

**Director representing the employee shareholders**

**Human Resources Director at Atos IT Services UK Ltd (United Kingdom)**

Number of shares:  
- **530 shares**  
- **62.2 shares of FCPE Atos Stock Plan in the Dynamic compartment**

Date of birth: **March 4, 1969**

Nationality: **British**

Date of appointment: **May 26, 2009**

Term expires on: **AGM ruling on the accounts of the 2012 financial year**

### **Other directorships and positions as at December 31, 2012**

None

### **Positions held during the last five years**

**Member of the Supervisory Board** of the FCPE Atos Stock Plan

### **Background**

MSc Human resources (South Bank University, London) – BA (Hons) in Brunel University (United Kingdom)

**Jean Fleming** is a graduate of the London South Bank University where she obtained an MSc in Human Resources and of the Brunel University where she obtained a diploma in Business Administration. She is the Human Resources Director of Atos in the United Kingdom. Jean Fleming has been Director representing the employee shareholders since 2009.



**Daniel GARGOT**

### Proposal to appoint Mr. Daniel Gargot as member of the Board of Directors representing the employee shareholders

**Division Director, Managed Services, Atos Group**

Number of shares:  
**Shares of FCPE Atos Stock Plan:**  
- **97.3 in "Secure 1" compartment**  
- **445.9 in "Dynamic" compartment**

Date of birth: **May 29, 1959**

Nationality: **French**

### **Other directorships and positions as at December 31, 2012**

*France*

**Member of the Supervisory Board** of the FCPE Atos Stock Plan

### **Positions held during the last five years**

None

### **Background**

Atos GOLD Program Postgraduate Certificate

Graduate in *Génie Industriel* – DESS in Industrial Processing. Master's degree in Electronics & Automatics – Degree in Applied Information Technology

**Daniel Gargot** began his career in aeronautical area, then joined IBM's services project "Axone", which became later IBM Global Services. For 10 years, he participated in the development of Outsourcing and Business Recovery Services as BRS EMEA West Region Deputy Director. Then he set up the French subsidiary of Guardian iT plc, a UK based group listed on LSE, where he was a member of the management board. In 2000, he joined Atos where he has contributed to the development of Outsourcing Services.

## Additional information on the candidates to the board of directors



**Denis LESIEUR**

### Proposal to appoint Mr Denis Lesieur as member of the Board of Directors representing the employee shareholders

#### Acceptance & Acquiring Architect in the BFI/PMAA branch of Atos Worldline France

Number of Shares:  
- 100.3 shares of FCPE Atos Diversifié  
- 153.2 shares of FCPE Sprint Dynamic

Date of Birth: **July 1, 1964**

Nationality: **French**

#### Background

DEA *Imagerie Médicale* of the Nantes, Tours and Rennes universities

MIAGE of the University of Rennes

#### Other directorships and positions as at December 31, 2012

France

**Member of the Supervisory Board** of the FCPE Atos Diversifié (formerly known as Sligos Actionnariat)

#### Positions held during the last five years

None

**Denis Lesieur** joined Sligos in Blois (France) in 1988 where he exercised different functions (developer, designer, project leader, head of department) in various departments and for various clients. For the past three years, Mr. Lesieur has been in charge of creating an architecture of IT solutions proposed to the Group's clients.

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# **Request for documents and information**

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## Request for documents and information

Form to be returned to:

Société Générale  
Département Titres et Bourse  
Service des Assemblées  
SGSS/SBO/CIS/ISS/GMS  
32 rue du Champ de Tir  
CS 30812  
44308 Nantes Cedex 3 - France



### COMBINED MEETING OF WEDNESDAY 29 MAY 2013

I, the undersigned,

Name, surname: .....

Residing at: .....

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

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

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

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

request a copy of the documents and information concerning the Combined General Meeting of May 29, 2013 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2013

Signature

NOTA: Pursuant to Article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the fifth day before the General Meeting, may request the Company to send the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

The same right applies to the shareholders holder of bearer shares who prove their quality by providing their "attestation de participation" from their bank or broker.

It is specified that the owners of registered shares may obtain from the Company, by making a single request, all such documents and information for each subsequent General Meeting.

1) Insert the name of the broker or bank handling your account





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# About Atos

Atos SE (Societas Europaea) is an international information technology services company with annual 2012 revenue of EUR 8.8 billion and 76,400 employees in 47 countries. Serving a global client base, it delivers hi-tech transactional services, consulting and technology services, systems integration and managed services. With its deep technology expertise and industry knowledge, it works with clients across the following market sectors: Manufacturing, Retail, Services; Public, Health & Transports; Financial Services; Telecoms, Media & Technology; Energy & Utilities.

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

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

### For more information:

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