



# convening notice

## Ordinary General Meeting

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

Are summoned by the board of directors  
to the Ordinary General Meeting held:

### **On Friday December 27, 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 93,219,174

### **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 statutory deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, as from December 6, 2013, the documents and information listed in particular in section R. 225-731 of the French Commercial Code shall be available on the Company's Website: [www.atos.net](http://www.atos.net) as per applicable legal and regulatory provisions.

---

# Overview

3	CEO MESSAGE
4	THE ATOS GROUP IN 2012/2013
6	ATOS SE'S FINANCIAL SUMMARY FOR THE LAST FIVE YEARS
7	THE BOARD OF DIRECTORS
7	AGENDA
8	HOW TO PARTICIPATE TO OUR GENERAL MEETING?
14	BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS
17	ANNEX TO THE REPORT REGARDING RESOLUTION N°1
20	ANNEX TO THE REPORT REGARDING RESOLUTION N°2
22	PROPOSED RESOLUTIONS
23	REQUEST FOR DOCUMENTS AND INFORMATION

---

# CEO message

Madam, Sir, Dear Shareholders,

On behalf of the board of directors of Atos SE, it is with pleasure that I invite you to the Ordinary General Meeting of the Company which will be held on Friday December 27, 2013 at 10:00 am at the registered offices of the Company, River Ouest in the auditorium, 80 quai Voltaire, 95870 Bezons.

Upon the end of the three-year plan pursuant to the acquisition of Siemens SIS in 2011, the board of directors of your Company has wished to invite you to give an opinion on the new Group guidelines for 2016, as these were disclosed during our "Analyst Day" of November 15, 2013. These main guidelines aim at developing both the IT services and the Payment activities of your Company, and support AtoS' ambition to become the European reference for providing IT technologies.

Additionally, in connection with the conclusion of a settlement agreement with your Company's Dutch employee pension fund, allowing to consolidate the Group's commitments in connection with pension schemes, we invite you to decide on the enlargement of the share buyback program which you approved during the Combined General Meeting of May 29, 2013, to a new purpose, in order to allow the implementation of this agreement by a payment in Atos SE shares which will have previously been repurchased by the Company.

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



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

# The Atos group in 2012/2013

## 2012 annual results

(Consolidated financial statements as of December 31, 2012)

In EUR Million	FY 2012	FY 2011	% growth
Revenue at constant scope and exchange rates	8,844	8,778	+0.8%
Operating margin at constant scope and exchange rates	580	425	+36.5%
% of revenue	6.6%	4.8%	+172bp
Net income Group share	224	182	+23.3bp
% of revenue	2.5%	2.1%	+46bp
Adjusted net income Group share*	320	243	+31.6bp
% of revenue	3.6%	2.8%	+85bp
Free cash flow	259	194	+33.0%
Net Cash	232	-142	

\* Adjusted on restructuring, rationalization, disposals and PPA amortization, net of tax

---

## The Atos group in 2013

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.

---

### First half 2013 results

#### *(Consolidated financial statements as of June 30, 2013)*

In first half year 2013, revenue was EUR 4,290 million, representing a limited organic decline of -0.6 percent. The four largest Business Units were Germany and the UK with 19 percent of total revenue each, Benelux & The Nordics with 13 percent and France with 12 percent.

Operating margin was EUR 279.0 million, representing 6.5 percent of revenue compared to 5.6 percent in the first semester of 2012.

The Group generated EUR 158 million of free cash flow in the first semester of 2013. Net cash position was EUR 359 million at the end of June 2013.

Book to bill ratio reached 106 percent thanks to a strong commercial activity in the second quarter of year at 118 percent. Net income Group share stood at EUR 116 million compared to EUR 102 million in the first half of 2012.

---

### Third quarter 2013 performance

In third quarter 2013, revenue was EUR 2,086 million, representing an organic evolution of -1.8 percent compared to the third quarter of 2012. Order entry was EUR 1,780 million leading to a book to bill ratio of 85 percent.

Net cash stood at EUR 353 million at the end of September 2013. The four largest Business Units are Germany with 20 percent of total revenue, the United Kingdom & Ireland with 19 percent, Benelux & The Nordics with 13 percent and France with 11 percent.

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

<i>In EUR million</i>	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	0.50	0.50	-	-
<b>IV - Employees <sup>(1)</sup></b>					
Average number of employees during the period	-	-	-	-	-
Total payroll for the period	-	-	-	-	-
Employee social security and welfare payments	-	-	-	-	-

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

# The board of directors

## The board of directors as from May 29, 2013

<b>Nicolas Bazire</b>	General Manager of Groupe Arnault SAS
<b>Jean-Paul Béchat</b>	Manager of SARL ARSCO
<b>Thierry Breton</b>	Chairman and Chief Executive Officer of Atos SE
<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>	Lead Advisor-Office of the Vice-President Infrastructure, Private Sector and Regional Integration at African Development Bank
<b>Michel Paris</b>	Managing Director of PAI Partners SAS
<b>Lynda Sharp Paine</b>	John G. McLean Professor of Business Administration / Senior Associate Dean for Faculty Development at Harvard Business School
<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

\* Director representing employee shareholders

## Agenda

### 2016 Guidelines

**Authorization granted to the board of directors** for the purpose of purchasing, conserving or transferring shares in the Company

### Powers



---

# How to participate in our General Meeting?

---

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. December 20, 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 December 20, 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 December 24, 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?

---

### 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 December 24, 2013.

---

### 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.

---

### 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 December 20, 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 Ordinary General Meeting of December 27, 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 Pont de Bezons via La Défense Grand Arche (From 5:30 am to 1 am the next day)
  - From 7 to 10 am and from 4 to 8 pm: a train every 4' to 6'
  - From 10 am to 4 pm: a train every 9'
  - Before 7 am and after 8 pm: a train every 9' to 15'
  - After 10 pm : a train every 15'
  - After 11 am : a train every 20'

**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". Cross the street and wait for the shuttle at the 367 bus stop
- Take the shuttle with the Atos logo which will take you to River Ouest (duration: 15min).

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

#### 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.

---

# Board of directors' report on the resolutions

---

---

## 2016 Guidelines

### 1<sup>st</sup> resolution

During the course of the "Analyst Day" held on November 15th, 2013, the Company presented the main Guidelines for 2016, as annexed to the present report.

The 2016 Guidelines were defined by the company and received prior approval of the board of directors; they aim at developing both the IT services and the Payment activities of the Atos Group in order to allow it to become the European reference for providing IT services, in the context of a three-year guideline.

In this context, the Group has defined 6 levers to implement its main Guidelines over the 2014/2016 period:

- ▶ anchor Atos' global leadership in Managed Services;
- ▶ reinforce growth and profitability in Systems Integration;
- ▶ bring to market disruptive and innovative offerings and pursue strategic partnerships with technology leaders;
- ▶ enhance number one position in Cloud services in Europe;
- ▶ further expand its foothold in the US and accelerate growth in emerging markets;
- ▶ provide more flexibility to its Worldline subsidiary, and consolidate its leadership in Payments.

In connection with this three-year plan, the board of directors upheld over the 2014-2016 period, all the various elements composing the compensation of the Chairman and Chief Executive Officer of the Company Atos SE and Chairman of Atos Worldline, as they were approved further to the General Meeting held on 30 May 2012 for the renewal of his term of office, in compliance with the recommendations of the AFEP-MEDEF code of corporate governance, and in particular:

- (i) maintaining his aggregate compensation in cash for both the fixed and variable parts, the target variable part remaining subject to performance conditions based on operational and quantitative criteria (such as, in particular: operating margin, revenue and free cash flow), with a maximum payment capped at 130% of the fixed part,
- (ii) and proceeding to shares awards (share options or performance shares) representing in the aggregate per annum 45% of the total compensation (on the basis of their valuation pursuant to the method retained for the consolidated accounts in accordance with the AFEP-MEDEF Code), such awards being subject to reaching several performance conditions determined by the board of directors, whether internal or external, and based on financial criteria (such as: profitability, or free cash flow) and corporate social responsibility objectives.



## Board of Directors' report on the resolutions

It is emphasized that these main guidelines reflect the Company's ambition for the years 2014 to 2016. The prospective indications mentioned in these guidelines (in particular as far as financial projections, projects or operations are concerned) are subject to the risks described in the 2012 Reference Document and its update<sup>(1)</sup>. The group does not hereby commit to update these prospective indications, nor to submit them to the shareholders.

In particular, as recalled in the annexed presentation, the ambition to carry out Worldline's Initial Public Offering in 2014 may be modified depending on market circumstances.

**You are invited to express a favorable opinion on the various elements of the 2016 Guidelines as annexed to the present Report, and subject to the above mentioned reservations, it being specified that this opinion is given on a consultative basis only.**

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

#### 2<sup>nd</sup> resolution

We kindly remind you that the Combined General Meeting dated 29 May 2013, in its twelfth resolution, authorized the board of directors to purchase shares of the Company within the context of the implementation of a share buy-back program, the purposes of which were defined by said meeting as follows:

- ▶ to keep the shares and subsequently use them for payment or exchange in the context of possible external growth operations;
- ▶ to ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or sell these shares to the executive officers and directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans, (ii) of share purchase option regime, (iii) of the free share issuance regime or (iv) of a company savings plan;

<sup>1)</sup> 2012 Registration Document registered with the Autorité des Marchés Financiers (AMF) on April 3, 2013 under registration number: D13-0271 and its update registered with the Autorité des Marchés Financiers (AMF) on July 31, 2013 under registration number: D13-0271-A01.

- ▶ 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 the shares as a whole or in part through a reduction of the share capital.

You are being invited today to authorize the implementation of the following additional purpose, in the context of the implementation of this share buy-back program, it being specified that the other purposes of the share buy-back program shall remain unchanged (the main features of the program, taken from the 2012 registration document are attached as annex to the present report), and fully effective:

- ▶ to transfer the shares acquired to the Dutch employee pension fund called Stichting Pensioenfonds Atos, with registered address located in Utrecht, the Netherlands, in connection with the settlement agreement (Run-off and Settlement Agreement) entered into with the Company and its subsidiary Atos Nederland B.V., either via Atos Nederland B.V. or directly, it being specified that in this latter case, the payment will be made by the Company on behalf of its subsidiary Atos Nederland B.V. pursuant to a delegation of payment or any other mechanism.

The aim of this new purpose is to allow Atos Nederland B.V.'s debt towards the Dutch pension fund to be partially paid, pursuant to a settlement agreement, the terms and conditions of which were agreed between the Company, Atos Nederland B.V. and the Dutch pension fund. The main terms and conditions of this operation are described hereafter.

#### Operation background and description

Atos Nederland B.V., the Company and the Dutch employee pension fund set the main terms and conditions of a settlement agreement, in order to put an end to the previous agreement reached with said pension fund as well as to the dispute regarding their relationships (cf. page 241 and seq. of the 2012 registration document).

The signature of the agreement allows putting an end to the "defined benefits" part of Atos Nederland B.V.'s employees' pension regime, it being specified that a new defined contribution pension regime has to be put in place. The contemplated operation also allows the significant decrease of risk associated to past entitlements and to put an end to the disputes which arose from the 2008-2013 refinancing plan.

Under the contemplated agreement, the aggregate amount to be paid by Atos Nederland B.V. is 164 million euros (including interests), divided into yearly payments between 2014 and 2018, the first one of which (around 41 million euros including interest) shall be paid in cash in January 2014. The outstanding balance may be paid by



anticipation. In the contemplated agreement, Atos Nederland B.V. shall also convert the subordinated loan of 22.5 million euros (not recognized in its accounts), which was granted to the pension fund, into an unconditional payment obligation.

Furthermore, Atos SE would guarantee the amounts owed by Atos Nederland B.V. to the pension fund. In this respect, it is recalled that, on the basis of prior agreements, Atos SE had granted the pension fund in 2009 with a first demand guarantee for an amount of 120 million euros to cover Atos Nederland B.V.'s commitments towards the pension fund.

As far as IFRS consolidated accounts are concerned, the net pension commitments will reduce by an amount corresponding to the payments made in favour of the Dutch pension fund pursuant to the agreement.

The contemplated agreement authorizes a payment in Atos SE shares, within a defined limit. This limit should not be lower than approximately 113 million euros. These shares may be transferred either directly by Atos Nederland B.V., or by Atos SE, in such case the amount would be paid on behalf of Atos Nederland B.V. pursuant to a delegation or by any other means. In case of a payment in Atos SE shares, the pension fund shall undertake to keep the Atos SE shares gradually over a period up to approximately three years. In consideration for this temporary illiquidity, the pension fund would receive Atos SE shares for a price calculated by reference to the share price over a period preceding such share transfer, adjusted to take into account the duration of the lockup agreement, such adjustment being set on the basis of an average of estimates provided by three banks appointed by the parties.

A significant payment in shares with a lock-up obligation, allows in particular lining up the interests of the pension fund, the Dutch employees and the Company.

### Contemplated debt payment mechanism

It is contemplated to pay the outstanding balance of the debt (around 113 million euros) in advance before the end of the first semester 2014, in order to save the amount of interests amounting approximately to 10 million euros. In case of payment in shares in whole or in part, Atos Nederland B.V. will have a debt towards the Company corresponding to the share price thus transferred in payment, i.e., in such case, a maximum amount of approximately 113 million euros (increased, if applicable, by the adjustment related to the shares illiquidity) which will thereafter be reimbursed and/or capitalized under the Group usual conditions.

### Adding a new purpose to the currently in force share buy-back program

The shares thus transferred to the Dutch fund would first be acquired by the Company pursuant to its share buy-back program, which would add a new purpose to that effect, further to the proposed resolution.

The regulation allows adding purposes other than those enjoying a legitimacy presumption pursuant to the European Regulation 2273/2003 or to market practices authorized by the Autorité des Marchés Financiers.

To confirm the legitimacy of the share purchases in connection with this new purpose, which is the subject matter of this resolution, and in addition to complying with the provisions set by the resolution, the Company will ensure (i) that the operations will be carried out in full transparency towards the market, the Company will thus proceed to any disclosure contemplated by the regulation, (ii) that the share buy-back program will be implemented by an investment services provider (ISP), acting in the name and on behalf of the Company and independently, (i.e. without being influenced in any way by the Company to decide on the dates of the purchases) (iii) that the mandate signed with the investment services provider will provide for the fulfilment of volume and price constraints provided in the European regulation 2273/2003 and finally that (iv) the sales to the Dutch fund will take place through off market transfers.

On the basis of the elements which have been presented to you, **we invite you to authorize the additional purpose as above described for the implementation of the share buy-back program approved by the Combined General Meeting of shareholders dated 29 May 2013, in its twelfth resolution, the other purposes of which will remain unchanged, and fully effective.**

---

## Powers

### 3<sup>rd</sup> resolution

You are invited 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, statements and formalities which may be necessary.

---

# Annex to the report regarding resolution n°1 Atos - 2016 guidelines

---

Upon the end of the three-year plan pursuant to the acquisition of Siemens SIS in 2011, Atos, an international information technology services company, presented its main guidelines for 2016, on November 15<sup>th</sup>, 2013, on the occasion of an Analyst Day held in its Headquarters in Bezons (France).

---

## Economic environment

The Group showed a strong resilience in the past few years in a deteriorated economic environment, at least in Europe. The last economic outlooks, in particular the one of the International Monetary Fund (IMF), forecast in Europe a return to GDP growth with 1.3 percent compound annual growth rate (CAGR) over the period 2014-2016 as opposed to -0.4 percent over the period 2008-2013.

When comparing the forecasted CAGR 2014-2015 for Europe with CAGR over the period 2012-2013, the growth differential reaches +170 basis points (bp). This differential is considerably higher compared to +80bp in the US and +50bp in emerging countries.

This context is positive for Atos which generates more than 80% of its revenue in Europe where, in addition, growing pace is more and more contrasted between North Europe and South Europe. In these countries, IMF anticipates in 2014 a growth rate between 1.5 percent and 3 percent. On the opposite, South European countries are still facing particularly high level of public debt. IMF anticipates in these countries growth rates of 0 percent to 1 percent in 2014.

In this respect, the Group has implemented since 2009 a strategy to strengthen its position in Northern Europe where it generates 80% of its European revenue in 2013 compared to 60% in 2008.

---

## Group Guidelines for 2016

In this economic environment, the Group discloses its guidelines for 2016:

- ▶ Organic revenue growth over the 2014-2016 period
- ▶ Operating margin improvement in 2016 compared to 2013
- ▶ Free cash flow constantly increasing up until 2016

6 levers were defined to reach the 2016 guidelines:

- ▶ Anchor Atos global leadership in Managed Services
- ▶ Reinforce growth and profitability in Systems Integration

---

## **Annex to the report regarding resolution n°1 Atos - 2016 guidelines**

- ▶ Bring to market disruptive and innovative offerings and pursue strategic partnerships with technology leaders
- ▶ Enhance number one position in Cloud services in Europe
- ▶ Further expand its foothold in the US and accelerate growth in emerging markets
- ▶ Provide strategic flexibility to its Worldline subsidiary, to consolidate its leadership in Payments

---

### **Anchor Atos global leadership in Managed Services**

The plan takes into account in 2016 a higher level of value added services enabling increased win rate and profitability with customer satisfaction as priority. The Group envisages enhanced industrialization programs ("End-to-end" and "Lean") and automation.

---

### **Reinforce growth and profitability in Systems Integration**

2016 guidelines include the strengthening of a global organization more centralized in Systems Integration with a strong vertical market dimension and differentiated offerings. The Service Line plans a significant increase in offshore capability (33% today) for 2016. To improve its operating margin, Systems Integration implemented end-to-end processes optimization programs.

---

### **Bring to market disruptive and innovative offerings and pursue strategic partnerships with technology leaders**

Over the last few years, the Group has developed innovative offerings (Cloud, Big Data, Mobility, Digital Security, Application Maintenance,...) and will continue to invest in innovation to anticipate new trends. Atos already generates around 40 percent of its revenue on these offerings which higher growth rates enable to offset potential price pressure and volume declines in other segments.

The Group expects continued strategic partnerships with technology leaders, first and foremost Siemens, to enhance its skills and know-hows in areas related to innovative and disruptive offerings.

---

### **Enhance number one position in Cloud services in Europe**

Atos is already today the leading European platform in Cloud services based, leveraging the significant investments made over the past years.

Canopy, our joint venture with Global leaders EMC and VMware is already operational, generating around € 280 million of revenue and having access through its partners to annual \$ 3.5 billion in Research & Development. Canopy benefits from competitive advantages versus competition, either infrastructure providers or pure Cloud players. The Company provides services to its clients with a much higher quality than those provided in public Cloud. Its customers are large companies whose demands require particularly high service level agreements. Finally, in archiving and processing of data, Canopy offers the required security for large companies and organizations.

Through Canopy, the Group has the ambition to generate in Cloud a significant part of its revenue (excluding Worldline) in 2016 and then to maintain its leadership in Europe.

---

### **Further expand its foothold in the US and accelerate growth in emerging markets**

The Group is today generating around 7 percent of its revenue in the US and decided to increase this percentage by 2016 in the global largest IT Services market. The main guidelines for 2016 are to succeed in doubling revenue in this country through the development of the current customer base by intensifying commercial efforts, leveraging on existing contracts with US corporates, reinforcing partnerships and accelerating external growth while maintaining the Group strict financial discipline in acquisitions.

In the emerging markets, the guidelines for 2016 will give priority to the Asia-Pacific zone. In India, Middle East and Africa, taking into account the existing customer base and its industry expertise to address the strong demand, Atos ambitions a two-digit average annual growth rate.

---

### **Provide strategic flexibility to its Worldline subsidiary, to consolidate its leadership in Payments**

The carve-out of Worldline in July 2013 corresponds to the Group ambition to allow its subsidiary getting the financial flexibility to ensure its development. For this purpose, after consultation of employee representative bodies, an IPO may be considered in 2014.

---

## Annex to the report regarding resolution n°1 Atos - 2016 guidelines

The Guidelines for Worldline for the next three years are focused around the following priorities:

- ▶ Reinforce its technological leadership on new payment means (mobile, internet, NFC...)
- ▶ Contribute to the digital transformation of its clients particularly with the roll out of its technologies and innovative payment solutions, allowing the adoption of new usage
- ▶ Increase partnerships to enrich offerings and services delivery
- ▶ Develop and consolidate a global organization with its highly skilled staff
- ▶ Accelerate the industrialization of platforms and technical operations
- ▶ Succeed in strategic acquisitions in new geographies and/or bringing new offerings portfolio

▶ An aggregate compensation in cash as from January 1<sup>st</sup> 2012, upheld throughout the 2016 Guidelines:

- Annual fixed compensation: 1,350,000 euros;
  - Performance-based variable compensation: 1,350,000 euros, i.e. 675,000 euros per semester with a maximum payment capped at 130% of the target variable part. This variable compensation is subject to demanding performance conditions based on operational and quantitative criteria (such as, in particular: operating margin, revenue and free cash flow).
- ▶ Annual shares awards representing in the aggregate per annum, throughout the 2016 Guidelines, 45% of the total annual compensation, such awards being subject to reaching several demanding performance conditions determined by the board of directors, whether internal or external, and based on financial criteria (such as: profitability, free cash flow) and corporate social responsibility objectives.

---

### 2016 Guidelines relying on Atos' values

In order to implement its 2016 guidelines, the Group will rely on the values that allowed its transformation and its development during the past 5 years:

- ▶ Progress, fulfilling commitment, entrepreneurship, customer focus, innovation, and people development,
- ▶ A company deeply involved in corporate and social responsibility,
- ▶ A tier one company with sustainable benefits for its stakeholders and value creation for its shareholders.

---

### Elements of the Chairman and Chief Executive Officer's compensation pursuant to the 2016 Guidelines

In connection with the Company's 2014/2016 Guidelines, the board of directors confirmed all the various elements of the compensation of the Chairman and Chief Executive Officer of the Company Atos SE and Chairman of Atos Worldline, as they were approved by the board of directors further to the General Meeting held on 30 May 2012 for the renewal of his term of office, in compliance with the recommendations of the AFEP-MEDEF code of corporate governance, and in particular:

# Annex to the report regarding resolution n°2

## Twelfth resolution to the General Meeting of May 29, 2013, as amended by the Second resolution submitted to the General Meeting of December 27, 2013

### 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;
- ▶ **to transfer the shares acquired to the Dutch employee pension fund called *Stichting Pensioenfonds Atos*, with registered address located in Utrecht, the Netherlands, in connection with the settlement agreement (Run-off and Settlement Agreement) entered into between the Company and its subsidiary *Atos Nederland B.V.*, either via *Atos Nederland B.V.* or directly, it being**



## Annex to the report regarding resolution n°2

**specified that in this latter case, the payment will be made by the Company on behalf of its subsidiary Atos Nederland B.V. pursuant to a delegation of payment or any other mechanism.**

This authorization 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.

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

---

---

## 2016 Guidelines

### First resolution

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, delivers a favorable opinion on the elements of the 2016 Guidelines of the Company and its group as annexed to the board of directors' report to this Meeting.

---

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

### Second resolution

Pursuant to the twelfth resolution of the Combined General Meeting held on May 29, 2013, the General Meeting has authorized the board of directors to purchase Company shares in connection with the implementation of a share buy-back program, the purposes of which were defined by said Meeting.

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, having reviewed the board of directors' report, also authorizes, in accordance with the provisions of articles L225-209 and seq. of the commercial code, the board of directors, with the right of subdelegation under the conditions established by the applicable legal and regulatory provisions, to purchase Company shares in connection with the implementation of the above mentioned share buy-back program, with an additional purpose being :

- ▶ to transfer the shares acquired to the Dutch employee pension fund called Stichting Pensioenfonds Atos, with registered address located in Utrecht, the Netherlands, in connection with the settlement agreement (Run-off and Settlement Agreement) entered into between the Company and its subsidiary Atos Nederland B.V.,

either via Atos Nederland B.V. or directly, it being specified that in this latter case, the payment will be made by the Company on behalf of its subsidiary Atos Nederland B.V. pursuant to a delegation of payment or any other mechanism.

The other terms and conditions of the share buy-back program shall remain unchanged and fully effective.

---

## Powers

### Third resolution

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 statements and formalities which may be necessary.



## 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



### ORDINARY GENERAL MEETING OF FRIDAY DECEMBER 27, 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 Ordinary General Meeting of December 27, 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.

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



---

# About Atos

Atos SE (Societas Europaea) is an international information technology services company with 2012 annual revenue of EUR 8.8 billion and 77,100 employees in 52 countries. Serving a global client base, it delivers IT services in 3 domains, Consulting & Technology Services, Systems Integration and Managed Services & BPO, and transactional services through Worldline. With its deep technology expertise and industry knowledge, it works with clients across the following market sectors: Manufacturing, Retail & Services; Public sector, Healthcare & Transports; Financial Services; Telco, Media & 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 & Paralympic Games and is quoted on the NYSE Euronext Paris market. Atos operates under the brands Atos, Atos Consulting & Technology Services, Worldline and Atos Worldgrid.

---

## Atos Global Headquarters

River Ouest  
80, quai Voltaire  
95877 Bezons Cedex  
Tel.: +33 1 73 26 00 00

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

### For more information:

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