

**CONVENING NOTICE  
EXTRAORDINARY GENERAL MEETING  
JULY 24<sup>th</sup>, 2017**

*The shareholders of Atos SE  
Are summoned by the Board of Directors to the Extraordinary General Meeting to be held*

*On Monday July 24<sup>th</sup>, 2017  
At 9:30 am*

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

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**Atos SE**

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

**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 July 3, 2017, the documents and information listed in particular in section R. 225-73-1 of the French Commercial Code shall be available on the Company's Website: [www.atos.net](http://www.atos.net) as per applicable legal and regulatory provisions

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<b>CEO MESSAGE</b>
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Madam, Sir, Dear shareholders,

On behalf of the Board of Directors of Atos SE, it is with pleasure that I invite you to the Extraordinary General Meeting of the Company which will be held on Monday July 24<sup>th</sup>, 2017 at 9:30 am at the registered offices of the Company, River Ouest in the auditorium – 80 quai Voltaire – 95870 Bezons.

In accordance with the undertaking made during our Annual General Meeting held on May 24<sup>th</sup>, 2017, and following the discussions conducted by the Company with the shareholders but also with the proxy advisory firms, the Board of Directors entrusted the Nomination and Remuneration Committee with the mission of proposing a revised and simplified 2017 performance share plan compared to the one which had initially been presented to you. The Committee presented the Board of Directors with a new plan addressing your concerns and which is today submitted to your vote.

I am delighted to welcome you again this year, 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 two enclosed draft resolutions.

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

**THE ATOS GROUP IN 2016/2017**

**1. 2016 ANNUAL RESULTS**

*(Consolidated financial statements as of December 31, 2016)*

In € million	2016	2015	change
<b>Revenue</b>	<b>11,717</b>	<b>10,686</b>	<b>+9.7%</b>
<i>Organic growth</i>	<i>+1.8%</i>	<i>+0.4%</i>	
<b>Operating Margin</b>	<b>1,104</b>	<b>917</b>	<b>+20.4%</b>
% of statutory revenue	9.4%	8.6%	
<b>Net income group share</b>	<b>567</b>	<b>406</b>	<b>+39.6%</b>
<b>EPS Group share (in €)</b>	<b>5.47</b>	<b>4.01</b>	<b>+36.1%</b>
<b>Free cash Flow</b>	<b>579</b>	<b>393</b>	<b>+47.3%</b>
% of operating margin	52.5%	43%	
<b>Net cash</b>	<b>481</b>	<b>593</b>	

**In 2016**, Revenue was € 11,717 million, up +9.7% year-on-year, +12.8% at constant exchange rates, and +1.8% organically. Revenue grew by +1.9% organically in the fourth quarter, materializing the good sales momentum and the continued revenue trend improvement. This dynamism was particularly led by the Atos Digital Transformation Factory answering the strong demand of large organizations in their digital transformation.

Operating margin was € 1,104 million, representing 9.4% of revenue, compared to 8.3% in 2015 at constant scope and exchange rates. This improvement by +110 basis points was notably resulting from more cloud based business and the continuous execution of the Tier One efficiency program through industrialization, global delivery from offshore locations, and continuous optimization of SG&A. In addition, operating margin benefitted from ongoing cost synergies including the integration of Unify.

The commercial dynamism of the Group was particularly strong in 2016 with record order entry reaching € 13.0 billion, +16.2% compared to € 11.2 billion statutory in 2015. It represented a book to bill ratio of 111% in 2016, of which 119% during the fourth quarter of 2016. Full backlog increased by +11.9% year-on-year to € 21.4 billion at the end of 2016, representing 1.8 year of revenue. The full qualified pipeline represented 6.4 months of revenue at € 6.5 billion, compared to € 6.2 billion published at the end of 2015.

Net income was € 620 million, +41.9% year-on-year and net income Group share reached € 567 million, +39.6%. Basic EPS Group share was € 5.47, +36.1% compared to € 4.01 in 2015 and diluted EPS Group share was € 5.44, +36.5% compared to € 3.98 during 2015.

Free cash flow reached € 579 million in 2016, +47.3% compared to € 393 million in 2015, materializing a strong improvement of operating margin

conversion rate to free cash flow, reaching 52.5% in 2016 compared to 43% in 2015 and in line with the circa 65% 2019 objective. Net cash position was € 481 million at the end of 2016.

## 2. FIRST QUARTER 2017 RESULTS

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**Q1 2017 revenue** (including Unify S&P as of January 1st, 2017) was € 3,111 million, up +2.0% organically and +12% at constant exchange rates. Order entry was € 3,035 million leading to a book to bill ratio of 98%.

The decision was made to integrate Unify Software & Platforms into Atos (Infrastructure & Data Management division). This entity generated revenue of € 677 million in 2016, while services revenue delivered by Atos to Unify

Software & Platforms represented € 231 million in 2016 (neutralized in the Atos consolidation perimeter as of January 1st, 2017). For 2017, further to the restructuring completed in 2016 and cross-selling on Atos customer base supporting a revenue positive organic growth by year-end, the integration of Unify Software & Platforms is expected to contribute for circa € 100 million additional OMDA.

<b>THE BOARD OF DIRECTORS</b>
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<b>Nicolas Bazire*</b>	General Manager of Groupe Arnault SAS
<b>Valérie Bernis*</b>	Vice-President of Engie Foundation
<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>	Client Executive, Business Transformation Services, Atos IT Services UK Ltd (United Kingdom)
<b>Bertrand Meunier*</b>	Managing Partner of CVC Capital Partners Ltd (United Kingdom)
<b>Colette Neuville*</b>	Chairman (founder) of the ADAM
<b>Aminata Niane</b>	International Consultant, Former Chief Executive Officer of the <i>Agence Nationale Chargée de la promotion de l'Investissement et des Grands Travaux</i> (APIX) which became APIX SA (Senegal)
<b>Lynn Paine*</b>	John G. McLean Professor of Business Administration, Harvard Business School, Former Senior Associate Dean
<b>Pasquale Pistorio*</b>	Chairman of the Pistorio Foundation (Switzerland), Honorary Chairman of STMicroelectronics Corporation
<b>Vernon Sankey*</b>	Officer in companies, Former Chairman of Firmenich (Switzerland)

\* Independent director

\*\* Director representing employee shareholders

<b>AGENDA</b>
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**EXTRAORDINARY ITEMS**

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

## HOW TO PARTICIPATE TO OUR GENERAL MEETING

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

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

Conditions to participate to this meeting:

- the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the General Meeting, i.e. on July 20<sup>th</sup>, 2017, at 0.00 Paris time.
- the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the General Meeting, i.e. on July 20<sup>th</sup>, 2017, at 0.00 Paris time by sending to the Société Générale – Département Titres et Bourse - Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS 30812 - 44308 Nantes Cedex 3 or to the registered offices of the Company - Atos SE, Legal and Compliance Department, River Ouest – 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares (“*attestation de participation*”) delivered by their bank or broker.



<b>A. PROCEDURE TO PARTICIPATE IN THE GENERAL MEETING</b>
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**IF YOU WILL ATTEND THE GENERAL MEETING PERSONNALLY**


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

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>▪ If you are the owner of <b>registered shares</b>, please:           <ul style="list-style-type: none"> <li>- send the form attached to the notice of meeting in the “T envelope” enclosed (<b>tick the A box</b>, date and sign at the bottom of the form), or</li> <li>- you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>▪ If you are the owner of <b>bearer shares</b>, please :           <ul style="list-style-type: none"> <li>- request from your bank or broker that an admission card be addressed to you.</li> </ul> </li> </ul> |
|---|--|

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

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**IF YOU CANNOT ATTEND THE GENERAL MEETING**


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→ You have the possibility 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 holding a power of attorney dully filled and signed, or by the Chairman of the meeting; or
- address to the Company a proxy without the name of a beneficiary; or
- vote by mail pursuant to the provision of article L.225-107 of the French Commercial Code together with the implementing decrees

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

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>▪ 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</li> </ul> | <ul style="list-style-type: none"> <li>▪ The Company’s registered offices – Atos SE, Legal and Compliance Department, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex;</li> </ul> |
|--|--|

at the latest on July 21, 2017.

Pursuant to article R. 225-85 of the French Commercial Code, a shareholder who shall already have voted by mail or 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 FILL IN YOUR FORM?**

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

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

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

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

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

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

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

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

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

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

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<sup>1</sup> 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.

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

**IMPORTANT :** Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important :** Before selecting please refer to instructions on reverse side  
**Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire -** *Whichever option is used, shade box(es) like this , date and sign at the bottom of the form*  
**A.** Je désire assister à cette assemblée et demander une copie d'admission : dater et signer au bas du formulaire. *I wish to attend the shareholders' 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 proxy voting form, or the proxy form specified below.*



**ATOS SE**  
 Société européenne au capital de 105.311.566 €  
 Siège social : River Ouest - 80 Quai Voltaire  
 95870 BEZONS  
 323 623 603 RCS Pontoise

**ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE  
 DU 24 JUILLET 2017  
 A 09h30 au siège social de la société  
 River Ouest - Auditorium  
 80 quai Voltaire - 95870 Bezons**  
**EXTRAORDINARY GENERAL MEETING  
 OF JULY 24th, 2017  
 At 9.30 a.m. at the registered offices  
 River Ouest - Auditorium  
 80 quai Voltaire - 95870 Bezons**

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**  
 Identifiant - Account  
 Nombre d'actions / Number of shares  
 Nombre de voix / Number of voting rights  
 - Nominatif / Registered  
 - Porteur / Bearer  
 - Vote simple / Single vote  
 - Vote double / Double vote

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

J'opprime mon choix, en noircissant comme ceci  une case pour chaque résolution.  
**PROJETS DE RÉSOLUTIONS AGRÉÉS OU NON PAR L'ORGANE DE DIRECTION**  
**DRAFT RESOLUTIONS APPROVED OR NOT BY THE BOARD OF THE DIRECTORS**

	Approuvé par l'Organe de Direction / Approved by the Board of the Directors										Non approuvé / Not approved	
	1	2	3	4	5	6	7	8	9	10	A	B
Oui / Yes	<input checked="" 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. / Abst.	<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 checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" 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. / Abst.	<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 checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" 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. / Abst.	<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 checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" 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. / Abst.	<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 checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" 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. / Abst.	<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**  
 Cf. au verso (C)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (C)

**JE DONNE POUVOIR À :** Cf. au verso (H)  
**I HEREBY APPOINT:** See reverse (H)  
 M, Mlle ou MMe, Raison Sociale / Mr, Mrs or MMs, Corporate Name  
 Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION :** For bearer shares, these instructions must be returned to your bank.  
 Nom, prénom, adresse de l'actionnaire à compléter, des informations liées au titre aboussé (voir le verso) et le numéro de la carte d'identité de l'investisseur.  
 Surname, first name, address of the shareholder (to be filled out), information related to the bearer share (see reverse) and the investor's ID card number.

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

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

**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**

Date & Signature

**H. Date and sign here**

**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**

**B. YOU WISH TO BE REPRESENTED BY A PROXY HOLDER**

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 must send as an attachment to an email, with an electronic signature, obtained by themselves and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: *assemblee.generale@atos.net*, a scanned copy of the proxy form signed and indicating your first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.
- Bearer shareholders must send as an attachment to an email, with an electronic signature, obtained by themselves and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: *assemblee.generale@atos.net*, a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "attestation de participation" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by email) 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 email.

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest on July 21<sup>st</sup>, 2017.

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

<b>D. YOU WISH TO SEND A WRITTEN QUESTION</b>
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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 July 18, 2017:

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

## E. HOW TO COME TO THE GENERAL MEETING?

The Extraordinary General Meeting of July 24<sup>th</sup>, 2017 shall start at 9:30 a.m. sharp. Accordingly, you are requested:

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

### BY PUBLIC TRANSPORTATION

#### Tramway T2

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

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

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

#### RATP lines

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

### BY ATOS SHUTTLE

**For the onward journey to the Atos Campus, from Argenteuil station (Transilien)** - From the train station St-Lazare. The pick-up point is located on the sidewalk of the evangelical church situated in front of the station, at 29 Boulevard Karl Marx, Argenteuil (departure 7:45 am and then every 10 mn until 9:40 am)

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

### TAKING THE A86 BY CAR

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

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

The parking is open for your convenience

<b>BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS</b>
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## EXTRAORDINARY ITEMS

### Authorization given to the Board of Directors to allot free shares to the employees and executive officers of the Company and/or its affiliated companies (*1<sup>st</sup> resolution*)

#### *Context of the authorization request*

Following discussions conducted by the Company with shareholders and proxy advisory firms prior to the annual General Meeting held on May 24<sup>th</sup>, 2017, the Board of Directors decided not to submit to the shareholders' vote the resolution proposing a performance shares plan in 2017.

The Board of Directors entrusted the Nomination and Remuneration Committee with the mission of proposing a revised and simplified 2017 performance share plan compared to the one which had initially been presented to you. In that context, the Committee presented to the Board of Directors a new plan addressing your concerns:

- (i) The executive director shall not be a beneficiary of the 2017 plan;
- (ii) This new plan, to be assessed over a three (3) year period, comprises three (3) financial indicators to reach, set each year by the Company's Board of Directors. These "internal financial performance indicators" (revenue organic growth, operating margin and operating margin conversation rate in free cash flow, together "**Internal Financial Performance Indicators**") shall be in line with the annual financial objectives communicated by the Company at the beginning of each year. In addition, for the three (3) years, the plan comprises an external performance condition related to corporate social responsibility which shall be fulfilled each year by the Company.

In that context, it is proposed to you to authorize the Board of Directors to allot

performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it according to the new terms and conditions detailed below.

#### *Structure of the authorization and main evolutions*

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

- a 2017 plan for the benefit of the first managerial lines and the Group key employees, i.e. around 1000 beneficiaries representing 1% of the Atos Group total staff, and excluding the executive director.
- A vesting period maintained at three (3) years from the grant date, without holding period.
- three (3) Internal Financial Performance Indicators **and** one (1) external performance condition, the achievement of which each and every year conditions the vesting of all (**100%**) of the performance shares.

In the event that:

- (i) the first two (2) years are validated, and
- (ii) for the third year, only two (2) Internal Financial Performance Indicators are fulfilled, and
- (iii) the third Internal Financial Performance Indicator for this last year reaches at least 85% completion,

the grant of performance shares shall be reduced to **75%** of the initially granted aggregate number.

In the event that only two (2) years are validated, the grant of performance shares shall be reduced to **50%**.

- the fulfillment of a supplementary external performance condition related to corporate social responsibility for each of the three (3) years, which conditions the partial or total vesting as described above.

### ***Conditions of the authorization***

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

It is proposed to you to authorize your Board of Directors, for a duration of thirty-eight (38) months, to allot, on one or more occasions, performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that the authorization granted during the General Meetings of May 26<sup>th</sup>, 2016 in its 20<sup>th</sup> resolution is canceled as from the General Meeting up to its unused portion.

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

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

#### *3. Sub-cap for the grant to the executive director*

Inside the maximum amount mentioned in item 2 hereabove, the total number of shares granted to the Chairman and Chief Executive Officer pursuant to the proposed authorization, and in the context of a specific plan which will be subject to a subsequent vote of a general meeting, shall not represent more than 0.09% of the share capital on the day of this General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the executive director of a portion of the granted shares until expiration of his term of office.

The executive director shall not be a beneficiary of the plan in 2017.

#### *4. Vesting period*

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

#### *5. Performance conditions*

The vesting of the total amount of performance shares over a three (3) years period shall be subject to the achievement of the three (3) Internal Financial Performance Indicators set each year by the Board of Directors of the Company and which shall be in line with the annual financial objectives disclosed by the Company at the beginning of each year, i.e.:

- (i) Revenue organic growth, and
- (ii) Operating Margin, and
- (iii) Operating margin conversion rate in Free Cash Flow.

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

Additionally, for the three (3) years, the plan comprises an external performance condition related to corporate social responsibility which should be fulfilled each year by the Company. As such, the Company must be part of the Dow Jones Sustainability Index (World or Europe) or be granted Ecovadis Silver rating in 2017, 2018, and 2019.

#### *6. Continued employment condition*

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

### ***Powers (2<sup>nd</sup> resolution)***

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



## PROPOSED RESOLUTIONS

### EXTRAORDINARY ITEMS

**First resolution** - (*Authorization given to the Board of Directors to allot free shares to the employees and executive officers of the Company and/or its affiliated companies*)

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the auditors' special report, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L.225-197-1 *et seq.* of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 0.9% of the share capital on the day of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of free shares. Inside the aforementioned maximum amount, the total number of shares granted to the Chairman and Chief Executive Officer in accordance with this authorization shall not represent more than 0.09% of the share capital on the day of this General Meeting.

The beneficiaries of the grants authorized in this resolution must be employees or executive officers of the Company and/or of companies or economic interest groups associated with it under the meaning of article L.225-197-2 of the French Commercial Code, in France or outside of France, determined by the Board of Directors in accordance with articles L.225-197-1 *et seq.* of the French Commercial Code. The vesting of shares at the end of the vesting period shall be subject to performance conditions set by the Board of Directors on operational and quantifiable criteria.

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

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

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

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

The General Meeting notes that in case new free shares are granted, this authorization will entail progressively as these shares are vested, share capital increase through incorporation of reserves, benefits or premiums in favour of the beneficiaries of these shares and an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares to be issued by virtue of this authorization.

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

and conditions here above specified, in order notably to:

- determine the categorie(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries;
- determine the vesting period and the holding period, and if applicable, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification; determine the conditions and performance criteria for each grant;
- decide on the amount of the attribution(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights; adjust, as the case may be, during the vesting period, the number of shares in relation to potential operations on the share capital or equity of the Company in order to protect the rights of the beneficiaries; set off, as applicable, in case of issuance of new shares, on reserves, benefits, or premiums, the amounts required for the full payment of these shares; acknowledge the completion of each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the Articles of Association;
- on its own decision, after each increase, to attribute the costs of the capital increase to the relating premium and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;

- more generally, to take all measures to perform the capital increases within the conditions as set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to establish the capital increases resulting from every issuance carried out by using this authorization, correspondingly, to amend the Articles of Association of the Company, to request the listing on the regulated market of Euronext Paris of all securities issued by virtue of this authorization and to ensure the financial service for the shares in question and the exercise of the associated rights.

The General Meeting decides that this authorization shall be valid for a term of thirty-eight (38) months starting from this General Meeting; that the authorization granted by the Combined General Meeting of May 26<sup>th</sup>, 2016 in its 20<sup>th</sup> resolution is canceled as from today up to its unused portion.

#### **Second resolution - (*Powers*)**

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

**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

**EXTRAORDINARY GENERAL MEETING OF MONDAY JULY 24<sup>th</sup>, 2017**

I, the undersigned,

Name, surname.....

Residing at.....

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

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

- registered shares
- bearer shares entered in an account at<sup>2</sup> : .....

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

requests a copy of the documents and information concerning the Extraordinary General Meeting of July 24<sup>th</sup>, 2017 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2017

**Signature**

**NOTA:** Pursuant to Article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the 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>2</sup> Insert the name of the broker or bank handling your account

## ABOUT ATOS

Atos is a global leader in digital transformation with approximately 100,000 employees in 72 countries and annual revenue of around € 12 billion. The European number one in Big Data, Cybersecurity, High Performance Computing and Digital Workplace, The Group provides Cloud services, Infrastructure & Data Management, Business & Platform solutions, as well as transactional services through Worldline, the European leader in the payment industry. With its cutting-edge technologies, digital expertise and industry knowledge, Atos supports the digital transformation of its clients across various business sectors: Defense, Financial Services, Health, Manufacturing, Media, Energy & Utilities, Public sector, Retail, Telecommunications and Transportation. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Consulting, Atos Worldgrid, Bull, Canopy, Unify and Worldline. Atos SE (Societas Europaea) is listed on the CAC40 Paris stock index.

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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)

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**ATOS brochure ENG 24/07/2017**