

**ATOS ORIGIN**

**A French company with a Board of Directors**  
**Headquarters: 18 avenue d'Alsace - La Defense 3 - 92400 COURBEVOIE**  
**Registered in Nanterre, no. 323 623 603**  
**with a share capital of 69,730,712 euros**

**Description of the share buy-back program**  
**Authorized by the Shareholders' meeting held on 27 May 2010**  
**(7<sup>th</sup> resolution)**

This statement is made pursuant to the provisions of articles 241-1 and seq. of Règlement Général of the Autorité des Marchés Financiers.

**Date of Shareholders' meeting authorizing the share buy-back program**

Authorization granted by the Shareholders' meeting of 27 May 2010 for a duration of 18 months.

**Share of capital held by the Company and allocation by objectives**

As of 27 May 2010, the Company owns 257,349 shares, i.e. 0.37% of the share capital :

<b>Number of shares</b>	<b>Allocation</b>
0	Liquidity agreement
257,349	Grant to employees and officers of the Company

**Share buy-back program objectives**

Shares bought may be used in the following order of priority in order:

- to maintain them or subsequently use them for payment or exchange within the context of possible external growth operations, in observance of the market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company to maintain or subsequently use for payment or to exchange within the context of possible external growth operations shall not exceed 5% of the share capital.
- to ensure liquidity and lead the secondary market of the Company's shares within the context of a liquidity contract concluded with an investment service provider in complete independence, in observance of the professional conduct charter accepted by the AMF,
- to attribute these to the representatives or employees of the Company and/or companies within its group, under the conditions and according to the procedures established by the legal and regulatory provisions applicable within the context (i) of the participation in the benefits of expansion of the company, (ii) of the share option regime established by articles L. 225-179ff. of the Commercial Code, (iii) of the free share issuance regime established by articles L. 225-197-1 to L. 225-197-3 of the Commercial Code and (iv) of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the conditions established by market authorities and during periods when the Board of Directors or person acting as its representative so decides,

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- to tender these at the time of exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other form of attribution of the shares of the Company, as well as to carry out all hedging operations with regard to the issuance of such securities, under the conditions established by market authorities and during periods when the Board of Directors or person acting as its representative so decides, or
- to cancel them as a whole or in part through a reduction of the share capital by way of application of the seventh resolution of the mixed shareholders meeting of 27 May 2010.

### **Maximum share of capital, maximum numbers and characteristics of shares the issuer is proposing to buy – Maximum share price**

Share characteristics: ordinary shares listed in compartment A of the Eurolist market of Euronext Paris, ticker ATO, ISIN number FR0000051732.

Maximum number of shares which may be bought:

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 the General Meeting held on 27 May 2010, i.e. 6,973,071 shares. Considering the percentage owned (257,349 shares), the number of shares which can be bought is 6,715,722 actions, i.e. 9.63% of the share capital as of 27 May 2010.

Maximum share price: 56.65 EUR, i.e. a maximum amount of 395,024,483 EUR.

### **Duration of the program**

18 months from the Shareholders' meeting of 27 May 2010, i.e. up until 26 November 2011 inclusive.

### **Transactions made during the prior program (from 25 May 2009 to 26 May 2010)**

Percentage of capital owned directly or indirectly as of 27 May 2010	0.37%
Number of shares cancelled over the last 24 months	0
Number of shares held in a portfolio as of 27 May 2010	0.37 % - 257,349
Book value as of 31 May 2010	9,366,851 €
Market value based on the average share price of 31 May 2010	9,328,901.25 €

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From 25 May 2009 to 26 May 2010	Aggregate gross amounts		Positions opened as of 26 May 2010			
	Acquisitions	Sales / Transfers	Call options		Put options	
Number of shares	120,342	342,842 / 575,944	Call	Forward (buy)	Put	Forward (sale)
<i>Including liquidity agreement</i>	120,342	342,842	0	0	0	0
Average maximum maturity	NA	NA	0	0	0	0
Average price of the transaction	27.74	29.85	NA	NA	NA	NA
Average exercise price	NA	NA	0	0	0	0
Amounts (in €)	3,434,777.23	10,535,902.73 (only for sales)	NA	NA	NA	NA

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