



convening notice

Combined General Meeting 2016

The shareholders of Atos SE

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

On Thursday May 26th, 2016

At 2:30 p.m

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

Atos SE

Registered offices : River Ouest - 80 Quai Voltaire - 95870 Bezons
Siren 323 623 603 RCS Pontoise - European Company with Board of Directors with a share capital of EUR 103,759,543

Documents made available to the shareholders:

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, as from May 4, 2016, 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 as per applicable legal and regulatory provisions.

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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 Combined General Meeting of the Company which will be held on Thursday May 26, 2016 at 2:30 pm at the registered offices, River Ouest, in the auditorium, 80 quai Voltaire, 95870 Bezons.

In 2015, the Atos Group made digital transformation, innovation and value creation for its clients a priority. Thanks to the acquisitions of Xerox and Unify and the strengthening of our partnership with Siemens, the Group reinforced its position as an international leader in digital services and as trusted partner for the digital transformation of its clients.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2015, and asked to approve in particular the 2015 financial statements. In addition, it will be also proposed to you to approve the payment of a dividend of EUR 1.10 per share, as well as the right for each shareholder to opt for a payment in shares of the dividend.

This General Meeting is a special moment in your Company's life. Any shareholder may participate regardless of the number of shares he/she owns either by participating physically, by voting by mail or by being represented by the Chairman of the General Meeting or by the proxy of his/her choice. The Company also gives shareholders access to a dedicated online voting website ahead of the general meeting.

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



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



The Atos Group in 2015

In 2015 the Group achieved all its financial commitments. It also reinforced its position as an international leader in digital services with all the required technologies and skills to be the trusted partner for the digital transformation of large organizations.

In 2015, we reported a record order entry exceeding € 11 billion. With a strong commercial momentum in Q4 and the visibility provided by 75% of our revenue generated through multi-year contracts, we are well positioned in 2016 to continue improving our positive revenue growth and to substantially increase our profitability and our cash generation - notably through a significant reduction in restructuring charges.

2015 has been a very good year for Atos and we expect 2016 to be even better in all our measurement criteria. We anticipate an increase of our net income by at least +30% in 2016. Therefore, the Board of Directors has decided to propose a dividend on 2015 results of € 1.10 per share, up +38%.

The Atos group in 2015

2015 performance by service line

Managed Services

Managed Services revenue was € 5,658 million, +23.6% year-on-year. At constant scope and exchange rates, revenue grew by +0.4%. The Service Line continued to successfully drive the transition of its customers to hybrid cloud infrastructures resulting in positive organic growth, thanks to an increase in volumes and gains in market share globally compensating for the decrease in the unit price. Growth primarily materialized in the UK in Public & Health, in Asia Pacific particularly thanks to higher volumes in Financial Services, and to a lesser extent with new contracts in Central & Eastern Europe, in India, and in Iberia. Finally, revenue in North America returned to growth during the second half of the year.

Operating margin was € 501.8 million, representing 8.9% of revenue compared to 7.6% in 2014 at constant scope and exchange rates. Operating margin increased in the United Kingdom thanks to revenue growth and strong operational savings. In North America profitability was up with project margin improvement on large contracts, strong actions on direct and indirect costs including the first results from the integration of Xerox ITO. Profitability also improved in Germany thanks to strong improvement in delivery costs and in France due to the materialization of the cost synergies following the acquisition of Bull.

Consulting & Systems Integration

Revenue in Consulting & Systems Integration was € 3,255 million, up +3.8% year-on-year and down -2.2% at constant scope and exchange rates. The dynamic fostered by the new management is driving the return to organic growth. In Germany the situation improved during the second half of the year. Revenue grew in France thanks to several new projects with public administrations and in Central & Eastern Europe. In the UK, a strong consulting activity in the Defense sector partly compensated for the ending of some Systems Integration contracts in the public sector. In Benelux & The Nordics, revenue was almost stable, except in the telco sector where the market has not yet picked-up.

Operating margin was € 207.2 million, representing 6.4% of revenue. The improvement of +40 basis points compared to 2014 at constant scope and exchange rates resulted from a better management of projects, stronger workforce management as well as cost synergies resulting from the Bull integration.

Big Data & Cybersecurity

Revenue in Big Data & Cybersecurity was € 597 million in 2015, up +6.2% organically compared to 2014. Demand was very strong in the Security practice, most particularly for encryption and access management solutions as well as for high speed computing supporting the growing Big Data processing and real time demand of our clients.

Operating margin was € 102.5 million, representing 17.2% of revenue. This improvement of +340 basis points compared to 2014 at constant scope and exchange rates came from the significant revenue growth, as well as cost synergies resulting from the Bull integration.

Worldline

From a contributive perspective to Atos, Worldline revenue was € 1,176 million, improving by +4.7% organically. On a standalone basis, revenue reached € 1,227 million in 2015, up +4.4% at constant scope and exchange rates. Revenue growth mainly came from a strong increase in the volume of online transactions in Commercial Acquiring, from the dynamism of Online Banking Services with new contracts signed combined with volumes continuing to increase, and from double-digit growth rate in Mobility & e-Transactional Services.

OMDA increased by +50 basis points on a standalone basis as planned, reaching € 235.3 million and 19.2% of revenue, operating margin was € 174.9 million, or 14.9% of revenue. In 2015, Worldline benefitted from the successful launch of its new product offerings and pursued actions to increase its competitiveness and operational efficiency through the "TEAM" program.

A detailed presentation of Worldline 2015 performance is available at worldline.com, in the investors section.

Commercial activity

In 2015, the Group order entry totaled € 11,214 million, up +23% year-on-year, representing a book to bill ratio of 105% and a record fourth quarter at 118%.

The main contracts signed in Q4 2015 were in Managed Services, with for example the Royal Mail in the UK, DCNS in France, and the renewals of contracts with a leading automotive company in Germany and with Electrocomponents in the UK. Several contracts were also renewed in the US, such as with a global investment firm, a medical research company, and a health insurer. Main new contracts in Consulting & Systems Integration were in Germany with Nokia and Justice Authorities, while Big Data & Cyber-security signed new contracts with the CEA (Commission for Atomic Energy and Alternative Energies) in France, and in the public sector in Switzerland and in Belgium. Worldline sales dynamic was also strong in particular with the renewal of all issuing processing contracts that had reached their term.

In line with the dynamic commercial activity, the full backlog at the end of December 2015 increased by €+2.9 billion year-on-year, including the integration of Xerox ITO, and amounted to € 19.1 billion, representing 1.7 year of revenue. The full qualified pipeline was € 6.2 billion at the end of 2015, +12.5% compared to the end of December 2014, attributable to the integration of Xerox ITO. It represented 6.6 months of revenue.

The Atos group in 2015

Operating income and net income

Operating income in 2015 was € 589 million resulting from the following items:

Costs for staff reorganization, rationalization, and integration amounted to € 190 million compared to € 171 million in 2014. The majority of these expenses, including the remaining Bull-related costs, were initiated during the first half of the year in order to maximize cost savings effect. Therefore, costs in the second half reduced to € 74 million compared to € 116 million during the first part of the year.

€ 72 million were recorded as amortization of the SIS, Bull and Xerox ITO customer relationships recorded as part of the Purchase Price Allocation (PPA). Other items charge was €-33 million, a reduction of € 7 million compared to prior year which mainly included for €-5 million the last part of the indemnity related to the early termination of the WCA contract for DWP.

Net financial result was improved by € 7 million at €-45 million, including the cost of the straight bond issued in June 2015. Total tax charge was € 110 million, representing an effective tax rate of 20.2%, -660 basis points compared to 2014 mainly thanks the Tax Losses Carried Forward acquired from Bull.

Non-controlling interests amounted to € 31 million and were related to the minority shareholders in Worldline. Therefore, the net income Group share reached € 406 million, +53% compared to € 265 million in 2014.

Basic EPS Group share was € 4.01, +50% compared to € 2.67 in 2014 and diluted EPS Group share was € 3.98, +51% compared to € 2.64 in 2014.

Net cash and free cash flow

OMDA was € 1,200 million representing 11.2% of revenue, compared to € 919 million in 2014.

As planned, total cash out for reorganization, rationalization, and integration was € 238 million, as a consequence of the synergy plan on Bull and the adaptation of the Group workforce in continental Europe. In 2015, capital expenditures totaled € 441 million, representing 4.1% of revenue.

Working capital improved by € 49 million, entirely during the first half of the year and mostly related to Bull working capital optimization. Cash-out for financial costs was € 17 million (€ 15 million in 2014) and tax paid was € 106 million compared to € 120 million in 2014.

Other items totaled € 3 million, a decrease by €-21 million of which €-17 million less proceeds from equity based compensation (€ 57 million vs. 74 million prior year).

As a result, the Group free cash flow totaled € 450 million in 2015 compared to € 367 million in 2014.

Excluding the proceeds from the exercise of equity-based compensation, Group free cash flow increased by € 100 million at € 393 million.

The Group paid € 812 million to acquire Xerox ITO and consolidated € 48 million of Xerox ITO debt net at closing.

The cash-out resulting from the option for the payment in cash of dividend on 2014 results was € 31 million.

As a result, Group net cash position as of December 31, 2015 was € 593 million, compared to € 989 million on December 31, 2014.

Human resources

The total headcount was 91,322 at the end of December 2015, compared to 85,865 at the end of December 2014. The increase of +6.4% of the Group workforce was mainly due to the circa 9,500 staff from Xerox ITO who joined the Group on July 1st, 2015 and from the ones who exited following the outsourcing of on-site services activities in France and the early termination of the WCA contract with the DWP in the United Kingdom.

Attrition was 12.1% at Group level of which 21.2% in offshore countries.

The number of direct employees at the end of December 2015 was 85,558, representing 93.7% of the total Group headcount at the end of 2015, compared to 92.1% at the end of 2014. Indirect staff decreased by -15% year-on-year, in line with the continuous optimization of the indirect workforce.

Number of staff in offshore countries increased by +37% year-on-year, reaching 24,744 people by the end of December 2015 (including circa 4,200 staff from Xerox ITO). The majority of the offshore workforce is located in India, the rest being mainly in Eastern Europe. Offshore for Systems Integration represented 43% of direct staff in line with the objective to reach 50% by the end of 2016.

The Board of Directors

Composition of the Board of Directors



Nicolas Bazire*

General Manager of Groupe Arnault SAS



Colette Neuville*

Chairman (founder) of the ADAM



Valérie Bernis*

Executive Vice-President of Engie, in charge of Communications, Marketing and Environmental & Societal Responsibility



Aminata Niane*

Interim Manager for the Return of the African Development Bank to its registered offices in Abidjan



Thierry Breton

Chairman and Chief Executive Officer of Atos SE



Lynn Paine*

Senior Associate Dean of Harvard Business School / John G. McLean Professor of Business Administration



Roland Busch

Member of the Management Board of Siemens AG (Germany)



Pasquale Pistorio*

Chairman of the Pistorio Foundation (Switzerland) (charity)



Jean Fleming**

Operations Director, Business Process Services, Atos IT Services UK Ltd (United Kingdom)



Vernon Sankey*

Officer in companies



Bertrand Meunier*

Managing Partner of CVC Capital Partners Ltd (United Kingdom)

* Independent director

** Director representing employee shareholders

Agenda

Ordinary items

- ▶ **Approval of the Company accounts** for the financial year ending December 31st, 2015
- ▶ **Approval of the consolidated accounts** for the financial year ending December 31st, 2015
- ▶ **Allocation of the net income** for the financial year ending December 31st, 2015 and payment of the dividend
- ▶ **Option for the payment of the dividend in shares**
- ▶ **Approval of an overall amount of annual Directors' fees**
- ▶ **Renewal of Aminata NIANE** as member of the Board of Directors
- ▶ **Renewal of Lynn PAINE** as member of the Board of Directors
- ▶ **Renewal of Vernon SANKEY** as member of the Board of Directors
- ▶ **Approval of the special report of the auditors** regarding the agreements and commitments referred to in articles L.225-38 et seq of the Commercial Code
- ▶ **Advisory opinion on the elements of compensation** due or allocated for the financial year ending December 31st, 2015 to Mr. Thierry BRETON, Chairman and Chief Executive Officer
- ▶ **Authorization granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

Extraordinary items

- ▶ **Authorization granted to the Board of Directors** to reduce the share capital by cancelling self-owned shares
- ▶ **Delegation to the Board of Directors of authority** to issue shares and/or securities giving access to share capital and/or negotiable securities carrying a right to the allocation of debt securities, with preferential subscription rights
- ▶ **Delegation to the Board of Directors of authority** to issue shares and/or securities giving access to share capital and/or negotiable securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights
- ▶ **Delegation to the Board of Directors of authority** to issue shares and/or securities giving access to share capital and/or negotiable securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights
- ▶ **Authorization to issue shares** or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital
- ▶ **Delegation to the Board of Directors** of authority to increase the number of shares to be issued in connection with a share capital increase with or without preferential subscription rights
- ▶ **Delegation to the Board of Directors** of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items
- ▶ **Delegation of authority to the Board of Directors** for the purpose of increasing the share capital of the Company with the removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies
- ▶ **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 proxy**;
- ▶ by **voting online**;
- ▶ by **being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice**, under the conditions provided for in article L. 225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

How to participate to our General Meeting?

Conditions to participate in this Meeting

- ▶ the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the Meeting, i.e. on May 24, 2016, at 0.00 Paris time.
- ▶ the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the Meeting, i.e. on May 24, 2016, at 0.00 Paris time by sending to the Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 or to the registered offices of the Company - Atos SE, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares ("*attestation de participation*") delivered by their bank or broker.

A. Procedure to participate in the general meeting

IF YOU WILL ATTEND THE GENERAL MEETING PERSONALLY

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

- ▶ If you are the owner of **registered shares**, please:
 - send the form attached to the notice of meeting in the "T envelope" enclosed (**tick the A box**, date and sign at the bottom of the form), or
 - log onto the website www.sharinbox.societegenerale.com using your login information previously received; or
 - you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;
- ▶ If you are the owner of **bearer shares**, please :
 - request from your bank or broker that an admission card be addressed to you; or
 - log onto your bank or financial broker's web portal using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose bank or broker has adhered to the system.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators 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).

IF YOU CANNOT ATTEND THE GENERAL MEETING

▶ You have the possibility to:

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

A. Vote or give proxy by internet

Vote online

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

▶ Owners of registered shares :

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

▶ Owners of bearer shares:

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

The Votaccess website will be open from **9:00 a.m. on May 4, 2016 until 3:00 p.m. on May 25, 2016 (Paris Time)**. To avoid overloading the dedicated site, we recommend that you do not wait until the last day to vote.

How to participate to our General Meeting?

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

In accordance with Article R. 225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the www.sharinbox.societegenerale.com website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to connect to the Votaccess site as described above, and this no later than May 25, 2016 at 3 p.m. (Paris time).

If your bank or broker is not a member of the Votaccess system, you can give or withdraw proxy by sending an e-mail under the conditions set out in item B) below.

B. Vote or give proxy by postal mail

On the proxy form, enter your surname, first name and address (or if your name and address are already printed, check that they are correct), and date and sign the form.

► **If you would like to vote by postal mail:** Tick the Box "*I vote by post*" and follow the instructions set out in the "How to fill in your form" part hereafter.

► **If you would like to give proxy to the Chairman of the Meeting:** Tick the Box "*I hereby give my proxy to the Chairman of the General Meeting*" and follow the instructions set out in the "How to fill in your form" part hereafter.

► **If you would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:** Tick the Box "*I hereby appoint*" and follow the instructions set out in the "How to fill in your form" part hereafter.

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, 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, a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "*attestation de participation*" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by fax) to Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS (32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 Or via fax at +33 (0)2.51.85.57.01).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest three days before the date of the General Meeting, i.e. on 23 May 2016.

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

► Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS30812 - 44308 Nantes Cedex 3; or

► The Company's registered offices - Atos SE, Legal and Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex;

at the latest three days preceding the General Meeting, i.e. on May 23, 2016.

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

How to participate to our General Meeting?

How to fill in your form?

You will attend the General Meeting personally:

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

You will not attend the General Meeting personally:

You would like to vote by postal mail :

- ▶ Tick the **B box** and follow the instructions ; and
- ▶ Date and sign the **H box**.
- ▶ **C box:** This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- ▶ **D box:** This box must be filled in case amendments or new resolutions were to be presented during the meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting¹⁾, 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 Europaea" (European Company), the required majority for the adoption of the decisions in General Meetings is calculated on the basis of expressed votes. In this respect, the expressed votes shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or 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 to our General Meeting?

A - To attend the General Meeting personally:
tick here

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

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, 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 demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous / I prefer to use the postal voting form or the proxy form as specified below.



ATOS SE
Société européenne au capital de 103.759.543 €
Siège social : River Ouest - 80 Quai Voltaire
95870 BEZONS
323 623 603 RCS Pontoise

ASSEMBLÉE GÉNÉRALE MIXTE DU 26 MAI 2016
A 14h30 au siège social - Auditorium

COMBINED GENERAL MEETING OF MAY 26th, 2016
At 2.30 p.m. at the registered offices - Auditorium

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 (2) - See reverse (2)

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

Agréés par l'Organe de Direction. Approved by the Board of the Directors.										Non agréés. Not approved.		
	1	2	3	4	5	6	7	8	9	10	A	B
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	11	12	13	14	15	16	17	18	19	20	C	D
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	21	22	23	24	25	26	27	28	29	30	E	F
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
 Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting

- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf...

- Je m'abstiens. / I abstain from voting...

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint [see reverse (4)] M.; Mrs or Miss, Corporate Name to vote on my behalf...

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest:

à la banque / by the bank 23 mai 2016 / May 23rd, 2016
 à la société / by the company 23 mai 2016 / May 23rd, 2016

Date & Signature

H - Date and sign here

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

How to participate to our General Meeting?

B. You wish to transfer your shares prior to the general meeting, after having voted by mail, sent a proxy or requested an admission card or an “attestation de participation”

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

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

C. You wish to send a written question

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on May 20, 2016:

- ▶ 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.

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, in the “Investors” section.

D. How do you come to the general meeting?

The Combined General Meeting of May 26, 2016 shall start at 2:30 pm sharp. Accordingly, you are requested:

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

How to participate to our General Meeting?

By public transportation

► **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 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.

Report of the Board of Directors on the resolutions submitted to the General Meeting

Report of the Board of Directors on the resolutions submitted to the General Meeting

Ordinary items

Approval of the Company and consolidated financial statements for the financial year ending December 31st, 2015

1st and 2nd resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending December 31st, 2015. The management report on the 2015 financial year is included in the Registration Document of the Company.

Allocation of the net income for the financial year ending December 31st, 2015 and payment of the dividend and option to opt for the payment of the dividend in shares

3rd and 4th resolutions

Allocation of the net income and payment of the dividend

In the scope of the 3rd resolution, we propose you to set the 2015 dividend at EUR 1.1 per share, which corresponds to an aggregate amount of Euros 113,107,123.80 calculated on the basis of the number of 103,519,242 shares, making up the share capital as at December 31st, 2015, including 694,584 treasury shares at this date, whose amount may vary according to the evolution of the number of shares entitled to a dividend until its detachment date.

The ex-dividend date shall be June 2nd, 2016 and the dividend shall become payable on June 24th, 2016. It is recalled that for beneficiary physical persons who are tax residents in France, this dividend shall be taken into account as of right in the determination of their overall income subject to the progressive tax scale of the income tax, and shall be eligible to a 40% deduction of the gross amount received (article 158-3-2° of the French General Tax Code).

For the record, the following dividends were paid in the three financial years preceding the 2015 financial year:

Financial year	Number of remunerated shares ⁽¹⁾	Dividend per share (in €)	Total (in €)
2014	100,442,508	0.80 ⁽²⁾	80,354,006.40
2013	98,780,831	0.70 ⁽²⁾	69,146,581.70
2012	85,875,125	0.60 ⁽²⁾	51,525,075.00

(1) Number of shares having carried entitlement to dividend, net of treasury shares, on the ex-dividend date.

(2) The dividend was eligible to the 40 per cent tax deduction.

Option for the payment of the dividend in shares⁽¹⁾

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

The shareholders shall have the possibility to opt for the payment of the dividend in cash or in new shares between June 2nd, 2016 and June 15th, 2016 inclusive, by sending their request to their financial intermediaries authorized to pay the said dividend or, for the shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale – Département Titres et Bourse - Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS 30812 - 44308 Nantes Cedex 3). After June 15th, 2016, the dividend shall only be paid in cash. For the shareholders who did not opt for the payment of the dividend in shares, the dividend shall be paid as from June 24th, 2016, after the end of the option period. For the shareholders who opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

In case of exercise of the option, the new shares shall be issued at a price equal to 95% of the average opening share prices on the regulated market of Euronext Paris, over the twenty trading sessions preceding the General Meeting, reduced by the amount of the dividend that is subject to the 3rd resolution and rounded up to the next highest Euro cent. Said shares shall carry entitlement to dividends as from January 1st, 2016.

Approval of an overall amount of annual Directors' fees

5th resolution

We request you to approve for the financial year 2016, an overall amount of annual Directors' fees of Euros 500,000 compensating the general activity of the Board of Directors, and to authorize the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

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

Report of the Board of Directors on the resolutions submitted to the General Meeting

Renewal of the mandates of Directors

6th, 7th, 8th resolutions

The Board of Directors proposes to you, pursuant to the 6th, 7th, and 8th resolutions to renew the terms of office of the following directors for a period of three (3) years:

- ▶ **Ms. Aminata Niane;**
- ▶ **Ms. Lynn Paine;**
- ▶ **Mr. Vernon Sankey.**

Additional information on the candidates to the Board of Directors can be found in pages 48 to 50 of this brochure.

Approval of the statutory auditors' special report on related-parties agreements

9th resolution

The Board of Directors requests you, under the 9th resolution, to approve the statutory auditors' report on related-parties agreements as well as the agreements and commitments it mentions, which have been approved by the Board of Directors.

Agreements authorized by the Board of directors during the 2015 financial year and that are submitted to your approval are the followings:

Agreement entered into with Worldline SA (*Common director to both companies: Mr. Thierry BRETON, who is Chairman and Chief Executive Officer of Atos SE and Chairman of the Board of directors of Worldline SA*)

Extension of the maturity date of an intragroup loan agreement between Atos SE and Worldline SA concerning a renewable credit facility for an amount of € 300 million

Atos SE and Worldline SA entered into an agreement on June 26, 2014 in order to allow its subsidiary Worldline SA, as from the listing of Worldline's shares on Euronext Paris, to enjoy a renewable credit facility for a maximum amount of € 300 million made available by Atos SE to cover its liquidity requirements. Credits are granted at market conditions depending on their maturity date. This agreement was authorized by the Board of directors on June 26, 2014 and approved by the General Meeting on May 28, 2015.

On November 3, 2015, Atos SE and Worldline SA executed an amendment to the agreement which provides for (i) the extension of the credit facility for an additional 3 years, i.e. a maturity date extended to June 26, 2019, and (ii) the possibility for the agreement to later on be tacitly renewed by 12 months period. The other terms and conditions of the credit facility remain unchanged.

The Board of directors gave prior authorization to this amendment to the agreement during its meeting held on November 3, 2015, as

it considered it was in the interest of Atos SE to guarantee its listed subsidiary Worldline SA's financial position towards its stakeholders by extending the financial support granted to it.

Agreements entered into with Siemens AG, shareholder holding more than 10% of the voting rights (*Interested director: Roland Busch, director of Atos SE and member of Siemens AG Management Board*)

Amendment to the Customer Relationship Agreement entered into with Siemens

On May 20, 2011 the Company and Siemens AG entered into a commercial agreement (the "Customer Relationship Agreement") regarding their future provider-customer relationship. The initial term was 7 years and Siemens committed to a certain volume of services (€ 5.5 billion).

On October 28, 2015, Siemens and the Company entered into an agreement called "Third Amendment Agreement to the Customer Relationship Agreement", subject to the condition precedent of the approval of the Board of Directors of the Company, for the purpose of amending the Customer Relationship Agreement essentially as follows:

- ▶ Extend the term of the Customer Relationship Agreement for an additional 3.5 years and in this context increase the minimum volume of services to which Siemens remains committed towards Atos by an additional € 3.23 billion (i.e. a term until December 31, 2021 and a total amount of services of € 8.73 billion to which Siemens committed).
- ▶ In addition to Managed Services, Application Management and Systems Integration projects initially contracted, include in the scope of the Customer Relationship Agreement Cloud services, Industrial Data Analytics, and Cyber-security.

The Board of directors authorized this amendment during its meeting held on November 3, 2015 and thus fulfilled the condition precedent. It considered it was in the interest of Atos SE to extend the commercial agreement with Siemens and its scope.

Amendment to the Lock-up Agreement entered into with Siemens AG

On May 20, 2011 Siemens AG, Siemens Beteiligungen Inland GmbH ("Siemens Inland") and Atos SE entered into a Lock-Up Agreement (the "Lock-Up Agreement"), which provided, inter alia for a lock-up undertaking of Siemens and Siemens Inland on a shareholding held by Siemens Inland in the share capital of the Company (12,483,153 shares) until June 30, 2016 (the "Lock-Up period"). Siemens Inland transferred this shareholding in the share capital of the Company to Siemens AG in December 2013.

In the context of the strengthening of the partnership between the Company and Siemens, as announced by the parties in July 2015, Siemens AG, Siemens Inland and the Company entered, on

Report of the Board of Directors on the resolutions submitted to the General Meeting

October 30, 2015, into an agreement called "Amendment to the Lock-Up Agreement", subject to the condition precedent of the approval of the Board of directors of the Company, for the purpose of amending the Lock-Up Agreement as follows:

- ▶ extend the maturity date of the Lock-up Period until September 30, 2020 (i.e. an additional 4 years and 3 months);
- ▶ provide for the possibility for Siemens or Siemens Inland, as from July 1st, 2016, to transfer the shares to two Siemens employees pension funds named Siemens Pension Trust e.V. or BSAV-Trust e.V. (or to any investment fund or investment vehicle in which - directly or indirectly - either or both of these pension trusts invest their assets as long as these pension trusts are the only investors), subject to such transferee agreeing to abide by the Lock-Up Agreement.

The Board of directors authorized this amendment during its meeting held on November 3, 2015 and thus fulfilled the condition precedent. It considered it was in the interest of the Company to strengthen and extend the partnership entered into with Siemens.

Agreement entered into with Aminata Niane, director of Atos SE

The Board of directors, during its meeting held on March 26, 2015, decided to entrust Ms. Aminata Niane, in her capacity as director, with a specific mission concerning the Atos group's operations in West Africa and Morocco. It considered that further to the acquisition of Bull and considering Bull's positions in West Africa, which constitute launching sites for Atos' activities, as Atos was not settled in this region, it was in the interest of the Company to take advantage of Ms. Aminata Niane's long-standing experience in the region.

Ms. Niane's mission will consist in proceeding to visits aimed at encouraging the coordination of initiatives of Atos and Bull's teams located in West Africa and Morocco, the integration of Bull's activities in this region into the Atos Group, in accordance with its governance and compliance rules, and the implementation of synergies and costs reductions. She will also support the commercial teams on clients' strategy and monitor the setting up, in Dakar (Senegal), of the IT Services Platform (Global Delivery Center) for West Africa.

For this mission, Ms. Niane shall receive an annual flat-rate compensation of € 50,000. If need be, a *prorata temporis* adjustment will be applied considering the starting and ending dates of the assignment. The costs, in particular travel expenses, required by the mission, will be borne by the Company.

The duration of the mission shall be one year, extendable if required by decision of the Board of directors, depending on the achievement of the mission within the proposed framework.

The Board of directors, during its meeting held on February 23, 2016, decided that the exceptional mission entrusted to Aminata Niane, which received prior approval during the meeting held on March 26, 2015, shall start as from March 1st, 2016.

Advisory opinion on the elements of compensation due or awarded for the financial year ending December 31st, 2015 to Mr. Thierry Breton, Chairman and Chief Executive Officer

10th resolution

Under the 10th resolution, you are requested, in accordance with the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies of November 2015 (the "AFEP-MEDEF Code"), which constitutes the Company's reference code pursuant to Article L. 225-37 of the French Commercial Code, to deliver a favorable opinion on the elements of compensation due or allocated for the financial year ending December 31st, 2015 to Mr. Thierry Breton, as described in the 2015 Registration Document, Section G, paragraph 5.2.

Indeed, the AFEP-MEDEF Code provides that the following elements of the compensation due or awarded to the executive director related to the ended financial year must be submitted to the shareholders' advisory vote:

- ▶ the fixed part;
- ▶ the annual variable part and where necessary the multi-annual variable part with the objectives that contribute to the determination of this variable part;
- ▶ extraordinary compensation;
- ▶ stock options, performance shares, and any other element of long-term compensation;
- ▶ benefits linked to taking up or terminating office;
- ▶ supplementary pension scheme;
- ▶ any other benefits.

In this context, the following elements of the compensation due or awarded to Mr. Thierry Breton, Chairman and Chief Executive Officer related to financial year 2015 by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, are submitted to the shareholders' advisory vote at the annual General Meeting.

In this respect, it is reminded that the General Meeting approved on December 27th, 2013, with 99.63% of the vote, a resolution related to Group's strategic plan over the 2014-2016 period. This resolution included all the components of the compensation of the Chairman and CEO for the 2014-2016 period, as decided by the Board of Directors, on May 30th, 2012, following the General Meeting, when Mr. Thierry Breton's mandate has been renewed.

Report of the Board of Directors on the resolutions submitted to the General Meeting

Elements of the compensation due or awarded to Mr. Thierry Breton, Atos SE Chairman and Chief Executive Officer, related the financial year 2015, submitted to the shareholders' vote.

Compensation Components	Amounts	Comments																													
Fixed compensation	€ 1,350,000	<p>The total remuneration in cash, as from January 1, 2012, has been set by the Board of Directors on December 22, 2011, upon recommendation of the Nomination and Remuneration Committee.</p> <p>This decision has been confirmed following the General Meeting of Shareholders held on May 30, 2012, on the renewal of Thierry Breton's mandate, as well as during the Meeting held on November 18, 2013, following the adoption of Atos' strategic orientations to 2016.</p> <p>It is composed of a fixed part set at € 1.35 million, and of a variable part described below.</p>																													
Variable compensation	<p>€ 1,442,813</p> <p>due with respect to the 2015 year</p> <p>i.e. 106.9% of the annual target variable compensation</p>	<p>The variable part is subject to performance conditions and can vary between 0% and 130% of the fixed compensation, according to the level of achievement of criteria exclusively quantitative, with a target bonus at 100% of the fixed compensation i.e. € 1.35 million.</p> <p>The variable compensation of the Chairman and CEO is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. The objectives are fully aligned with the Group Ambitions, as they are regularly presented to the shareholders.</p> <p>In 2015, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and CEO are the following :</p> <ul style="list-style-type: none"> ▶ Group Operating Margin (40%), ▶ Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%), ▶ Group Organic Revenue Growth (30%). <p>In order to monitor Company performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the Chairman and CEO are set and reviewed on a half-year basis by Atos Board of Directors upon recommendation of the Nomination and Remuneration Committee. Thus, the objectives for the first-half of the year are set on the basis of the Company's budget approved by the Board of Directors in December and the objectives for the second-half of the year on the basis of the "Full Year Forecast 2" approved in July by the Board of Directors.</p> <p>Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on July 28, 2015 and February 23, 2016: for the first semester of 2015, the variable bonus of Thierry Breton, Chairman and CEO, stood at € 697,410 (103.3% of the semester on-target bonus), and at € 745,403 (110.4% of the semester on-target bonus) for the second semester of 2015.</p> <table border="1"> <thead> <tr> <th rowspan="2">Indicators</th> <th colspan="2">First-half of 2015</th> <th colspan="2">Second-half of 2015</th> </tr> <tr> <th>Weight</th> <th>Payout *</th> <th>Weight</th> <th>Payout *</th> </tr> </thead> <tbody> <tr> <td>Group operating margin</td> <td>40%</td> <td>>100%</td> <td>40%</td> <td>>100%</td> </tr> <tr> <td>Group free cash-flow⁽¹⁾</td> <td>30%</td> <td>>100%</td> <td>30%</td> <td>>100%</td> </tr> <tr> <td>Group revenue organic growth</td> <td>30%</td> <td><100%</td> <td>30%</td> <td>100%</td> </tr> <tr> <td>Payout in % of the semester on-target bonus</td> <td colspan="2">103.3%</td> <td colspan="2">110.4%</td> </tr> </tbody> </table> <p><i>* on the basis of the elasticity curve capped at 130%</i> <i>1) before acquisition/disposal and variation of equity and dividends</i></p>	Indicators	First-half of 2015		Second-half of 2015		Weight	Payout *	Weight	Payout *	Group operating margin	40%	>100%	40%	>100%	Group free cash-flow ⁽¹⁾	30%	>100%	30%	>100%	Group revenue organic growth	30%	<100%	30%	100%	Payout in % of the semester on-target bonus	103.3%		110.4%	
Indicators	First-half of 2015			Second-half of 2015																											
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Group revenue organic growth	30%	<100%	30%	100%																											
Payout in % of the semester on-target bonus	103.3%		110.4%																												

Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
Multiannual variable compensation	N/A	Thierry Breton, Chairman and CEO, receives no variable multiannual compensation.
Director's fees	N/A	Thierry Breton, Chairman and CEO, has declined to accept his director's fees.
Fringe benefits	€ 6,720	Thierry Breton, Chairman and CEO, has a company car with driver.
Extraordinary Compensation	N/A	For the year 2015, there is no exceptional compensation due to Thierry Breton, Chairman and CEO.
Severance Pay	N/A	There is no severance pay of any kind (golden parachutes, non-compete clauses etc.)
Grant of Stock-options and / or Performance Shares	<p>No stock-option Grant</p> <p>~</p> <p>Grant of 55,000 Performance Shares</p> <p>Shares valuation</p> <p>€ 2,142,282</p> <p>Based on the fair value as determined according to IFRS2 standard retained for the consolidated financial statements.</p>	<p>The total compensation in equities, as from January 1, 2013, has been set by the Board of Directors on May 30, 2012, upon the recommendation of the Nomination and Remuneration Committee.</p> <ul style="list-style-type: none"> ▶ During 2015, Thierry Breton, Chairman and CEO, was not granted any options (either to purchase or to buy shares of the Company). ▶ On July 28, 2015, the Board of Directors granted 55,000 Performance Shares to the Chairman and CEO, valued at € 2,142,282 pursuant to the application of IFRS2 standard used for the consolidated accounts of the Company. This amount takes into account the recommendations of the AFEP-MEDEF Corporate Governance Code regarding the executive officer, as well as components of the Chairman and CEO's compensation as approved by the decision of the Board of Directors on May 30, 2012, and confirmed during the Board Meeting held on November 18, 2013, following the adoption of Atos' strategic orientations to 2016. <p>In its analysis, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, considered the following elements:</p> <ul style="list-style-type: none"> ▶ The grant of 55,000 Performance Shares to the Chairman and CEO represents 6.3% of the total number of shares allocated, and 0.05% of the share capital of the Company on July 1, 2015. ▶ Performance shares granted to the Chairman and CEO pursuant to the July 28, 2015 plan represented remuneration in shares of 43% of his 2015 total compensation. <p>The definitive acquisition of the Performance Shares granted under this plan is subject to the achievement of the following internal and external performance conditions, calculated for the three years 2015, 2016, and 2017:</p> <p>Internal performance conditions</p> <ul style="list-style-type: none"> ▶ Group Free Cash Flow before dividend and acquisition/sale results (above or equal to 85% of the amount as mentioned in the Company's budget, or, above or equal to the previous period results increased by 10%), ▶ Group Operating Margin (above or equal to 85% of the amount disclosed in the Company's budget, or, above or equal to the previous period results increased by 10%), ▶ Group Revenue Growth (above or equal to the revenue growth rate as mentioned in the Company's budget minus a percentage decided by the Board of Directors, or, above or equal to the yearly growth rate per reference to the Company's growth targets communicated in the framework of the 3 year plan 2014-2016 (updated in June 2015) and for the first semester 2017),

Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
<p>Grant of Stock-options and / or Performance Shares</p>	<p>No stock-option Grant ~ Grant of 55,000 Performance Shares Shares valuation € 2,142,282 Based on the fair value as determined according to IFRS2 standard retained for the consolidated financial statements.</p>	<p>The abovementioned indicators will be calculated on a constant scope of consolidation and exchange rates basis, and in accordance with the "Full Year Forecast 2" for the year 2015.</p> <p>Internal performance conditions will be assessed on an annual basis for each year 2015 and 2016 and on the first semester basis for the year 2017. The previous period is defined as the previous year for each year 2015 and 2016 and the first semester 2016 for the first semester 2017.</p> <p>For each of the years 2015 and 2016, at least 2 of 3 criteria must be met. If one criterion is not met for the year 2015, it becomes compulsory for the following year. For the first semester 2017, at least 2 of 3 criteria must be met.</p> <p>External performance conditions</p> <p>► Social and Environmental Responsibility criteria in 2015, 2016 and 2017 (fulfill the GRI G4 "Comprehensive" requirements (or equivalent) (former GRI A), or being part of the Dow Jones Sustainability Index (Europe or World))</p> <p>The condition is achieved as soon as this criterion is validated at least two years over the 3-years period.</p> <p>The definitive acquisition of the Performance Shares will take place in 2018, as early as one of the two following dates: on January 2, 2018 or at the date of validation of the 2017 external performance criterion, if necessary (subject to compliance with the presence condition). The beneficiaries will also be required to hold their acquired shares for a period of two years after the acquisition date.</p> <p>It has also been decided by the Board of Directors that the Chairman and CEO is subject to a conservation obligation of 15% of the Performance Shares granted for the duration of his mandate.</p>
<p>Defined Benefit Supplementary Pension scheme</p>	<p>Does not apply</p>	<p>The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by Article L.137-11 of the French Social Security Code. The beneficiary group is thus wider than the inner circle of executive directors.</p> <p>The implementation of the Pension Plan of the Executive Committee members for the benefit of the present Chairman and CEO was authorized by the Board of Directors on March 26, 2009, was approved by the General Meeting of Shareholders on May 26, 2009 under the 4th resolution, and confirmed by the Board of Directors on December 17, 2009.</p> <p>The benefit of this scheme is subject to a presence condition within the companies Atos SE or Atos International SAS upon the liquidation of pension's rights in accordance with the Article L.137-11 of the French Social Security Code.</p> <p>Atos SE and Atos International SAS examined, end of 2014 and beginning of 2015, the opportunity of strengthening the conditions for the acquisition of pension rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria.</p> <p>In this context, on the basis of the report and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company authorized on March 26, 2015 the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International SAS, because it also applies to the Chairman and Chief Executive Officer. These modifications were approved by the General Meeting of Shareholders on May 28, 2015 under the 10th resolution.</p>

Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
<p>Defined Benefit Supplementary Pension scheme</p>		<p>By doing so, the Company voluntarily implemented performance requirements for the acquisition of pension rights, and anticipated the Macron law enacted on 6 August 2015. This law submits to performance requirements any new supplementary pension commitment governed by Article L.137-11 of the French Social Security Code, or in case of an appointment of an executive director who benefits of such scheme, or upon the renewal of the term of office of such an executive director.</p> <p>Supplementary pension plan features applicable to Mr. Thierry Breton (performance conditions, rights acquisition...) therefore comply with the Macron law requirements.</p> <p>Performance conditions for pension rights acquisition in respect of the supplementary pension scheme:</p> <p>According to new plan rules, the acquisition of rights under the supplementary pension scheme is now subject to performance conditions set annually by Atos SE Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider more relevant.</p> <p>Each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.</p> <p>Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement.</p> <p>The periods prior to January 1, 2015 are also subject to performance conditions and, likewise, will only be taken into account to determine the amount of the pension supplement if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of free performance shares plans, were met.</p> <p>Thus failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the pension supplement.</p> <p>Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry Breton will hence benefit to a pension supplement. Failing that, he will not be provided with any additional pension.</p> <p>For the year 2015, the Board of directors decided on March 26, 2015 to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 28, 2014, as follows:</p> <p>Internal Performance conditions</p> <p>► the Group free cash flow before dividend and acquisition/sales results for the year 2015 is at least equal to one of the two following amounts:</p> <p>(i) 85% of the amount from the Group free cash flow before dividend and acquisition/sales results, as provided in the Company's budget for the relevant year, or</p> <p>(ii) the amount of the Group free cash flow before dividend and acquisition/sales results for the previous year with a 10% increase;</p>

Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments																																	
<p>Defined Benefit Supplementary Pension scheme</p>		<p>And</p> <p>▶ the Group operating margin for the year 2015 is at least equal to one of the two following amounts:</p> <p>(i) 85% of the amount of the Group operating margin as provided in the Company's budget for the relevant year, or</p> <p>(ii) the amount of the Group operating margin from the previous year with a 10% increase;</p> <p>And</p> <p>▶ the Group revenue growth for the year 2015, is at least equal to one of the following two amounts:</p> <p>(i) Revenue growth rate as mentioned in the Company's Budget for the year in question minus a percentage decided by the Board of Directors; or</p> <p>(ii) Yearly growth rate per reference to the Group growth targets communicated in the framework of the 3 year Plan (2014-2016);</p> <p>It being specified that the performance conditions criteria described above will be calculated at constant exchange rates and perimeter and that at least 2 of 3 criteria must be met.</p> <p>And</p> <p>External Performance condition</p> <p>▶ For the year 2015, Atos must at least achieve the rating of GRI G4 "Comprehensive" (former GRI A) or, be part of the Dow Jones Sustainability Index (World or Europe).</p> <p>It being specified that this external Performance Condition related to the Environmental and Social Responsibility of the Company must be achieved.</p> <p>For the year 2016, the Board of directors decided on February 23, 2016 to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 28, 2015. In addition, the Board of directors verified the completion of the performance conditions for the year 2015:</p> <table border="1" data-bbox="584 1424 1439 1989"> <thead> <tr> <th colspan="2">Group Operating Margin</th> <th>2015</th> </tr> </thead> <tbody> <tr> <td>Budget Achievement (%)</td> <td></td> <td>>100%⁽¹⁾</td> </tr> <tr> <td>85% of Budget or + 10% vs previous year achieved</td> <td></td> <td>YES</td> </tr> <tr> <th colspan="2">Group Free Cash-Flow</th> <th>2015</th> </tr> <tr> <td>Budget Achievement (%)</td> <td></td> <td>>100%⁽¹⁾</td> </tr> <tr> <td>85% of Budget or + 10% vs previous year achieved</td> <td></td> <td>YES</td> </tr> <tr> <th colspan="2">Group Revenue Organic Growth</th> <th>2015</th> </tr> <tr> <td>Budget Achievement (%)</td> <td></td> <td>100.0%⁽¹⁾</td> </tr> <tr> <td>Group revenue growth objective</td> <td></td> <td>YES</td> </tr> <tr> <th colspan="2">Environmental and Social Responsibility⁽²⁾</th> <th>2015</th> </tr> <tr> <td>Rating of GRI G4 "Comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)</td> <td></td> <td>YES</td> </tr> </tbody> </table> <p><i>1) Targets adjusted to reflect actual 2015 exchange rates</i></p> <p><i>2) In 2015, the Atos performance was recognized both in the Dow Jones Sustainability Index World and in the Dow Jones Sustainability Index Europe.</i></p>	Group Operating Margin		2015	Budget Achievement (%)		>100%⁽¹⁾	85% of Budget or + 10% vs previous year achieved		YES	Group Free Cash-Flow		2015	Budget Achievement (%)		>100%⁽¹⁾	85% of Budget or + 10% vs previous year achieved		YES	Group Revenue Organic Growth		2015	Budget Achievement (%)		100.0%⁽¹⁾	Group revenue growth objective		YES	Environmental and Social Responsibility⁽²⁾		2015	Rating of GRI G4 "Comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)		YES
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Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
<p>Defined Benefit Supplementary Pension scheme</p>		<p>Terms and conditions for determining the amount of the executive director's pension supplement:</p> <p>The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve.</p> <p>For the assessment of this reference compensation, only the followings are taken into account:</p> <ul style="list-style-type: none"> ▶ the fixed compensation of the executive director ▶ the annual on-target bonus actually paid to the executive director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation. <p>Cap on the executive director's pension supplement:</p> <p>The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer cannot be superior to the difference between:</p> <ul style="list-style-type: none"> ▶ 33% of the reference compensation above mentioned, ▶ And the annual amount of the basic, complementary and supplementary pensions. <p>Other rules:</p> <p>The minimum membership requirement at the Executive Committee level is extended to five years. The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L.161-17-2 of the Social Security (i.e. between 60 to 62 years depending on the year of birth according to the current legislation) and the age for liquidation of the pension supplement is aligned on the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L 161-17-2 of the Social Security Code.</p> <p>The Board of Directors noticed that the modification of the pension scheme with defined benefits was of real interest for Atos SE as it allows linking the conditions in which the officer benefits from the scheme to the Company's results. Moreover, these developments are likely to reduce the Group's commitments considering that the validation of the rights is subject to the performance conditions, which are uncertain by nature. Finally, the change from a differential calculus mode (pension calculated by deduction of the legal schemes and AGIRC/ARRCO pensions) to an additive mode allows Atos not to face the consequences of the degradations of the AGIRC/ARRCO schemes' returns.</p>

Report of the Board of Directors on the resolutions submitted to the General Meeting

Extraordinary items

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

11th resolution

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

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

- ▶ to keep them and subsequently use them for payment or exchange in the context of possible external growth operations;
- ▶ to ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) the free share award regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the 12th resolution.

This authorization shall not be used during public offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company.

The maximum purchase price shall not exceed Euros 105 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be € 1,086,952,041.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the Combined General Meeting of May 28th, 2015 pursuant to its 12th resolution.

Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

12th resolution

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

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 13th resolution of the Combined General Meeting of May 28th, 2015.

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities, while maintaining preferential subscription rights

13th resolution

It is proposed that, as previously authorized by the Combined General Meeting of May 27th, 2014, the Board of Directors should have the ability to increase the authorized share capital with preferential subscription rights ("PSR") in order to finance the Company's development, either by issuing shares (excluding preferred shares) or by issuing securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or granting the rights to receive debt securities.

For all capital increases paid up in cash, a PSR is granted to the shareholders, which is detachable and can be traded throughout the subscription period: for a minimum of five trading days as from the start of the subscription period, each shareholder has the right to subscribe for a number of new shares that is proportional to his/her stake in the capital.

The maximum nominal amount of share capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the case of an issuance of securities giving access to the Company's share capital), pursuant to this resolution would be fixed at 30% of the Company's share capital on the date of the General Meeting.

Report of the Board of Directors on the resolutions submitted to the General Meeting

This limit will also count towards the total limit (see Article L. 225-129-2 of the French Commercial Code) of the nominal amount of the capital increases capable of being carried out in accordance with the 14th, 15th, 16th, 17th and 19th resolutions of this General Meeting.

To these limits will also be added, if necessary, in the event of further financial transactions, the nominal amount of the shares to be issued in addition to preserve, the rights of the holders of securities or other rights giving access to the share capital.

It is specified that, within this global limit, the nominal amount of the capital increases capable of being carried out, without PSR, in accordance with the 14th, 15th, 16th, and 17th resolutions of this General Meeting should not exceed 10% of the share capital as stated at the date of this General Meeting.

This authorization and the 14th and 15th resolutions of this General Meeting as well, provide for the possibility of using all financial instruments giving access to share capital in order to maintain flexibility in carrying out growth or financing transactions and to perform transactions to optimize the Company's capital structure as well.

This resolution and certain resolutions submitted to this Meeting would permit your Board of Directors to decide to issue securities giving access to the Company's share capital. The characteristics and details related to such securities are described below under 14th resolution of this general meeting.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, this delegation, as already granted by the Combined General Meeting of May 27, 2014, has not been used.

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

14th resolution

This authorization would enable the Board of Directors to carry out growth and financing transactions by issuing, with the cancellation of preferential subscription right ("**PSR**"), in France and/or abroad, by means of a public offering, shares and/or securities giving access

to the share capital of the Company or of any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "**Subsidiary**").

This resolution would also enable the issue of securities giving access to the Company's or a Subsidiary's existing share capital or of securities carrying a right to the allocation of debt securities.

In the context of this resolution, you are asked to cancel the PSR. In fact, depending on market conditions, the types of investor concerned by the issue and the category of securities issued, it may be preferable, or even necessary, to cancel the PSR, in order to place the securities under the best possible conditions, in particular when the speed of the transactions is a vital condition for their success, or when the securities are issued on foreign financial markets. This type of cancellation can make it possible to obtain a greater pool of capital as a result of more favorable issue conditions.

In exchange for the cancellation of PSR, your Board of Directors could implement a priority right, on a reducible basis where applicable.

The nominal maximum amount of the capital increases with the cancellation of PSR that may be carried out immediately or in the future, pursuant to this authorization, would be set at 10% of the Company's share capital at the date of the General Meeting. The nominal amount of the issuances that may be carried out pursuant to the delegation, will count towards the limit stipulated by paragraph 2 of the 13th resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR carried out pursuant to the 15th, 16th and 17th resolutions of this Meeting shall be deducted from the nominal maximum amount of this delegation.

To these limits will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities or other rights giving access to the share capital.

The issue price of the shares issued directly would be at least equal to the minimum stipulated by the regulatory provisions that are applicable on the issue date (currently, the weighted average prices of the last three trading sessions on the regulated market of Euronext Paris preceding the determination of the subscription price minus a maximum discount of 5%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates).

This delegation of power shall permit the issuance of shares or securities giving access to the Company's share capital or securities granting the rights to receive debt securities as described below.

Report of the Board of Directors on the resolutions submitted to the General Meeting

Certain resolutions presented in this Meeting shall enable your Board to decide on the issuance of securities giving access to share capital either by issuance of new shares such as bonds convertible or redeemable into shares or bonds with warrants attached or through the delivery of existing shares such as "OCEANES" (bonds which are convertible into new shares or exchangeable for existing shares) ; such securities could either be in the form of debt securities as in the example above or equity securities such as shares with warrants attached. However, it is prohibited by law, to issue equity securities that are convertible into or exchangeable for debt securities.

Securities giving access to share capital that are in the form of debt securities (e.g. bonds convertible into or redeemable for shares or bonds with warrants attached) could create an entitlement to allocation of shares, at any time or during certain periods or at certain set dates. Such allocation could be made through conversion (e.g. bonds convertible into shares), redemption (e.g. bonds redeemable for shares), exchange (e.g. bond exchangeable for shares), or presentation of a warrant (e.g. bonds with warrants attached) or any other method, for the duration of the instrument, with or without preferential subscription right for shareholders with respect to the securities thus issued.

In accordance with the law, the authorizations granted by this Meeting, for the purpose of issuing securities giving access to share capital entail a waiver by the shareholders of their PSR for equity shares to which such securities grant an entitlement. If the resolutions were adopted, by operation of law, you would waive your PSR to any shares that the Company would issue in order to redeem a bond redeemable in shares.

The issue price of the securities that give access to the capital would be set in such a way that, for all shares issued as a result of securities that give access to the capital, the total that the Company receives in respect of said securities that give access to the capital is at least equal to the minimum regulatory price per share (as said price stood on the date of issue of the securities that give access to the capital).

This resolution, as well as the 13th and 15th resolutions presented to this Meeting, would allow your Board of Directors to issue securities carrying a right to allocation of debt securities, such as bonds with warrants attached and bonds convertible or redeemable by any other debt security or shares with warrants attached. Where applicable, these securities may have warrants attached that carry a right to the allotment, acquisition or subscription for bonds or other debt securities. If these resolutions are adopted, your Board of Directors may determine the nature and characteristics of the securities to be created that will carry a right to the allotment of debt securities. Where necessary, the Board of Directors may, in particular, decide at the time of issue or during the existence of the securities concerned:

- ▶ that these securities will have warrants attached that carry a right, either during specified periods or on set dates, to the allotment, acquisition or subscription for bonds or other debt securities; or
- ▶ that the Company shall have the option of issuing debt securities in order to settle interest, the payment of which was suspended by the Company; or
- ▶ that said securities shall take the form of complex bonds, within the meaning defined by the stock market authorities (for example, as a result of their redemption or remuneration rules or other rights such as indexing or possible options); or
- ▶ that the securities will be redeemed early, including via delivery of Company assets or amortization; or
- ▶ that the securities will be bought back on the stock market or that the Company will offer to purchase or exchange them.

Lastly, this resolution would enable the issuance of shares or securities giving access to the Company's share capital to pay for securities of a company that meets the requirements of Article L. 225-148 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France or abroad according to local rules, in which case the Board of Directors would be free to set the conversion rate and the above-described pricing rules would not apply. It should be noted that no priority subscription rights will be granted to shareholders within the framework of such issuances.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization could be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 27th, 2014, has not been used.

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights

15th resolution

Report of the Board of Directors on the resolutions submitted to the General Meeting

You are being asked within the framework of this resolution to renew in favor of the Board of Directors an authorization to allow the Company to issue shares by "private placement" with an increase in share capital or offers in combined securities without a preferential right to subscription ("PSR") only for (i) persons who provide investment services of portfolio management of third party accounts or (ii) qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

The purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offering. You are asked to cancel the PSR in order to allow the Board of Directors to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or securities that grant entitlement to allocations of debt securities.

The nominal amount of increases in capital without PSR that could be carried out immediately or in the future, pursuant to this delegation of authority is set to 10% of the Company's share capital on the date of the General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 13th resolution, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 14th, 16th, and 17th resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation shall not exceed the limits set forth by the applicable law as of the date of the issue. Otherwise, to this limit will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities giving access to the Company's share capital.

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 14th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 14th resolution.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting;

this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. The delegation having the same object granted by the Combined General Meeting of May 27th, 2014, has not been used.

Authorization to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital

16th resolution

You are being asked to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 27th, 2014 to proceed, within the limits of private exchange offering(s), to operations of external growth financed by shares or by securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital (cf. description of these financial titles during the presentation of the 14th resolution). In the context of this resolution, you are asked to cancel the preferential subscription rights ("PSR") in order to grant the Board of Directors with the flexibility required to grasp external growth opportunities that could arise.

The nominal amount of issues made immediately or in the future by virtue of the present resolution is set to 10% of the share capital at the date of the General Meeting. These issuances will be taken into account on the total maximum nominal amount of capital increase without PSR as detailed in the 14th resolution of this General Meeting also set to 10% of the share capital, as well as by the total cap specified in the 13th resolution.

This authorization would enable the Board, in particular, to set the terms of the issue, the conversion ratio and, if necessary, the amount of any equalization payment to be made in cash. The Board shall vote on the report of the *commissaires aux apports*, which covers, inter alia, the value of the contributions.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' Meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. The delegation having the same object granted by the Combined General Meeting of May 27th, 2014, has not been used.

Report of the Board of Directors on the resolutions submitted to the General Meeting

Delegation to the Board of Directors of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights

17th resolution

In the event of any capital increase with or without preferential subscription rights which would be decided pursuant to a delegation of authority granted by your General Meeting, and in the event of an oversubscription to the share capital increases, we propose you to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 27th, 2014, to increase the number of securities to be issued at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable (currently, within thirty days of the closing of the subscription period). This over-allotment option should be exercised subject to a maximum of 15% of the initial issue.

The nominal amount of the increase in share capital that could be made under the present resolution will counts towards the global cap provided in the resolution by which the initial issuance was decided and on the amount of the global cap decided in the paragraph 2 of the 13th resolution of this General Meeting, and in case of an increase in share capital without preferential subscription right, on the amount of the cap decided in the paragraph 3 of the 14th resolution, or, as the case may be, towards the upper limit stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of the present delegation.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

This authorization would be granted for a period of twenty-six (26) months. The delegation having the same object granted by the Combined General Meeting of May 27th, 2014, has not been used.

Delegation to the Board of Directors of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items

18th resolution

We propose that you renew the authorization granted to the Board of Directors during the Combined General Meeting of May 27th, 2014, to capitalize reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of

€ 3 234 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

This authorization would be granted for a period of twenty-six (26) months. The previous delegation having the same object granted by the Combined General Meeting of May 27th, 2014, has not been used.

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

19th resolution

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other equity securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued shares or other equity securities of the Company, reserved to the employees and executive officers of the Company or affiliated companies adhering to a Company saving plan or any other qualifying plan pursuant to the legal and regulatory provisions.

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2% of the share capital on the day of the General Meeting, it being specified that the amount will be deducted on the amount of the global cap provided for in paragraph 2 of the 13th resolution of this meeting and is set without taking account of the nominal amount of the shares or other capital securities to potentially issue in order to maintain the rights of the holders to securities or of the holders of other rights giving access to the capital of the Company, Company stock options or free allotment of Company's shares.

The authorization will end up the previous delegation approved by the General Meeting on May 28th, 2015 under the 14th resolution which has not been used.

This delegation entails cancellation of the shareholders' preferential subscription right to shares and other equity securities and securities giving access the share capital, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to.

Report of the Board of Directors on the resolutions submitted to the General Meeting

It is specified that the Board of Directors could set the subscription price of the securities issued by virtue of this delegation and that it will be determined under the conditions set out in article L.3332-19 of the Labor Code, it being specified that the maximum discount cannot exceed 20% of the average of the quoted share price of Atos on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of the decision of the Board of Directors, setting the opening date for the subscription period.

It is also specified that the Board of Directors, pursuant to article L.3332-21 of the Labor Code, may provide for the attribution of free shares or other securities giving access to the share capital by way of contribution of the Company, or as applicable of the discount, subject to the consideration that their pecuniary countervalue, evaluated at the subscription price, does not have for effect to exceed the limits established by law or regulations.

It is planned to set up an employee shareholding plan comparable to that of the preceding years, allowing a 20% discount on the reference share price of Atos SE. The plan would cover approximately 40 countries and aim at being largely subscribed by new group employees from the recent acquisitions. An incentive contribution from the employer would apply: one free share for one subscribed share within the limit of a total of 3 shares awarded to any eligible employee.

The previous delegation having the same object granted by the Combined General Meeting of May 28th, 2015, has not been used.

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

20th resolution

It is proposed to you to authorize your Board of Directors, for a duration of thirty eight (38) months, to freely 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.

This resolution is part of long-term incentive plans set up on an annual basis in favor of several hundreds of managers or key employees of the Group, as well as of the Chairman and Chief Executive Officer; for this latter, the Board of Directors decided to maintain awards of Atos shares in relation to the three-year plan Ambition 2016, in compliance with the AFEP-MEDEF Code of Corporate Governance.

The final attribution of shares, after a minimum vesting period of three years from the grant date, shall be subject to the fulfilling of several performance conditions that shall be set by the Board of Directors, based on operational and quantifiable criteria, over a three-year period covering. The shares awarded pursuant to this resolution would definitively vest only if the following internal and external conditions are achieved:

Internal Performance conditions:

- ▶ The Group free cash flow before dividend and acquisition/sales results for the relevant year must be at least equal to 85% of the Company's budget, or to the achievement of the previous year plus 10%;
- ▶ The Group operating margin for the relevant year must be at least equal to 85% of the amount of the Group operating margin of the Company's budget, or to the achievement the previous year plus 10%;
- ▶ The Group revenue growth for the relevant year must be at least equal to the revenue growth rate in the Company's budget minus a percentage decided by the Board of Directors, or to a positive yearly growth rate assigned by the Board of Directors for that year.

For each year of the plan, at least two out of these three internal performance conditions must be met, and if one condition is not met, it becomes compulsory for the following year.

External Performance condition:

For each year, Atos must fulfill the requirement of GRI as G4-Comprehensive, or be part of the Dow Jones Sustainability Index (World or Europe).

The maximum number of shares to be allotted pursuant to the requested delegation cannot exceed 1.1% of the share capital at the date of this General Meeting. Within this envelop, the total number of shares granted to the Chairman and Chief Executive Officer pursuant to the proposed authorization shall not exceed 0.09% of the share capital at the date of this General Meeting. The resolution submitted to your General Meeting also specifies that the authorizations granted during the General Meetings of May 29th, 2013 in its 15th resolution and May 27th, 2014 in its 22nd resolution would be canceled as from the General Meeting up to their unused portion.

Powers

21st resolution

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

Proposed resolutions

Ordinary items

First resolution

Approval of the Company accounts for the financial year ending December 31st, 2015

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the Company's financial statements for the 2015 financial year, approved, as presented, the Company's financial statements for the year ending December 31st, 2015, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Second resolution

Approval of the consolidated accounts for the financial year ending December 31st, 2015

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements for the 2015 financial year, approved, as presented, the consolidated financial statements for the year ending December 31st, 2015, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Third resolution

Allocation of the net income for the financial year ending December 31st, 2015 and payment of the dividend

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, resolved to allocate the available earnings as follows:

	in euros
Earning for the financial year	40,876,449.22
Previous retained earnings	1,001,866,035.45
A total sum of	1,042,742,484.67
To allocate as follows	
Legal reserve	218,671.50
Dividends (€ 1.1 x 102,824,658 shares ⁽¹⁾)	113,107,123.80
Retained earnings	929,416,689.37

⁽¹⁾ The total dividend distribution is calculated on the basis of the number of 103,519,242 shares comprising the share capital on December 31st, 2015, including 694,584 shares held in treasury on that date, and may be modified depending on changes in the number of shares conferring a right to dividend until the ex-dividend date.

The dividend is set at € 1.1 per share for each of the shares entitled to dividends. For individual beneficiaries who are French tax residents, this dividend shall be automatically taken into account when determining their total income subject to the progressive income tax scale and shall be eligible for a tax deduction of 40% of the gross amount received (Article 158-3-2° of the French General Tax Code).

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2015 financial year:

Financial year	Number of remunerated shares ⁽¹⁾	Dividend per share (in €)	Total (in €)
2014	100,442,508	0,80 ⁽²⁾	80,354,006.40
2013	98,780,831	0,70 ⁽²⁾	69,146,581.70
2012	85,875,125	0,60 ⁽²⁾	51,525,075.00

⁽¹⁾ Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

⁽²⁾ The dividend was eligible to the 40 per cent tax deduction.

The ex-dividend date will be June 2, 2016 and the dividend will be paid on June 24, 2016. In the event that, upon payment of such dividends, the Company holds any of its own shares, the sums corresponding to unpaid dividends attributable to such treasury shares will be allocated to retained earnings.

Fourth resolution

Option for the payment of the dividend in shares

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

The new shares, if the option is exercised, will be issued at a price equal to 95% of the average opening prices on the regulated stock market of Euronext Paris, over the twenty trading sessions preceding the date of the General Meeting, less the amount of the dividend that is decided upon in the 3rd resolution and rounded up to the next highest euro cent. The shares issued in this manner shall carry entitlement to dividends as from January 1st, 2016.

Proposed resolutions

Shareholders may opt for the payment of the dividend in cash or for the payment of the dividend in new shares from June 2, 2016 through and including June 15, 2016 by sending their request to the financial intermediaries that are authorized to pay said dividend or, for shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale, Département des titres et bourse - Services des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32, rue du Champ de Tir, CS 30812 - 44 308 Nantes Cedex 3). After June 15, 2016, the dividend shall only be paid in cash. For shareholders who will not have opted for payment of the dividend in shares, the dividend will be paid starting on June 24, 2016, after the end of the option period. For the shareholders who opted for the payment of the dividend in shares, the shares will be delivered as from the same date.

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

The General Meeting grants full powers to the Board of Directors, with the option of sub-delegation to the Chairman of the Board of Directors as provided by law, to ensure the payment of the dividend in new shares, to specify the terms of application and implementation thereof, to suspend the exercise of the right to pay the dividend in shares for a period not to exceed three months in case of share capital increase, charge the share capital costs on the amount of the related premiums and deduct on such amount the necessary sums to fund the legal reserve, to record the number of new shares issued pursuant to this resolution and to make all requisite amendments to the bylaws concerning the share capital and the number of shares that make up the share capital and, in general, to take all useful or necessary actions.

Fifth resolution

Approval of an overall amount of annual Directors' fees

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to set at EUR 500,000 the overall amount of annual Directors' fees remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

Sixth resolution

Renewal of Aminata NIANE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Aminata NIANE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

Seventh resolution

Renewal of Lynn PAINE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Lynda SHARP PAINE (also known as Lynn PAINE) will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

Eighth resolution

Renewal of Vernon SANKEY as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Vernon SANKEY will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

Ninth resolution

Approval of the special report of the auditors regarding the agreements and commitments referred to in articles L.225-38 et seq of the Commercial Code

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the special report of the auditors regarding the agreements and commitments referred to in articles L.225-38 et seq. of the Commercial Code, approves this report in all its provisions as well as the agreements and commitments it mentions, which have been approved by the Board of Directors.

Proposed resolutions

Tenth resolution

Advisory opinion on elements of compensation due or allocated for the financial year ending December 31st, 2015 to Mr. Thierry BRETON, Chairman and Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies of November 2015 (the "AFEP-MEDEF Code"), which constitutes the Company's reference code pursuant to Article L. 225-37 of the French Commercial Code, delivers a favorable opinion on the elements of compensation due or allocated for the financial year ending December 31st, 2015 to Mr. Thierry BRETON, as described in the 2015 Registration Document, Section G, paragraph 5.2 as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

Eleventh resolution

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes, in accordance with the provisions of article L.225-209 and seq. of the French Commercial Code, the Board of Directors, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase the Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out to perform any allocation permitted by law, the purposes of this share buyback program being:

- ▶ to keep them and subsequently use them for payment or exchange in the context of possible external growth operations, in compliance with market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company in this context shall not exceed 5% of the share capital;
- ▶ to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- ▶ to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions

in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 et seq. of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 et seq. of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the board of directors or the person acting upon its delegation so decides;

- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides, or;
- ▶ to cancel them as a whole or in part through a reduction of the share capital pursuant to the 12th resolution hereafter.

This authorization shall be used at any time except during public offers on the shares of the Company.

This authorization is also intended to allow the Company to trade in own shares for any other authorized purpose or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

Acquisitions, sales and transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise

Proposed resolutions

of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price shall not exceed EUR 105 per share (excluding fees).

The Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation, so as to take account of the impact of such transactions on the value of the shares.

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,086,952,041, as calculated on the basis of the share capital as at December 31st, 2015, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

The General Meeting also confers full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 12th resolution of the Combined General Meeting of May 28th, 2015.

The Board of Directors shall indicate to the shareholders in its report established by article L. 225-100 of the 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 which they may have been subject to, and the share of capital which they represent.

Extraordinary items

Twelfth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to article L. 225-209 and seq. of the Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L. 225-209 of the Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 13th resolution of the Combined General Meeting of May 28th, 2015.

Thirteenth resolution

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities - while maintaining preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, and the special report of the Statutory

Proposed resolutions

Auditors, and pursuant to the provisions of Articles L. 225-129 et seq., and, in particular, Article L. 225-129-2 of the French Commercial Code, and the provisions of Article L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a **"Subsidiary"**) (whether new or existing), for consideration or for free, in accordance with Articles L. 228-91 et seq. of the French Commercial Code, provided that such shares and securities may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities in accordance with Articles L. 228-91 et seq. of the French Commercial Code;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:
 - ▶ the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 30% of the share capital on the day of this General Meeting, it being specified that the nominal amount of share capital increases carried out under the 14th, 15th, 16th, 17th, and 19th resolutions of this Meeting shall be deducted from this amount ;
 - ▶ said cap shall, if necessary, be increased by the nominal amount of shares that may be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital;
 - ▶ it is specified that the upper limits provided for in the 18th and 20th resolutions of this General Meeting are separate and that the amount of the capital increases carried out pursuant to these resolutions will not count towards the total upper limit referred to above;
3. the Board of Directors may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;

5. in the event that the Board of Directors uses this delegation of authority:
 - ▶ resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;
 - ▶ officially notes that the Board of Directors has the power to introduce a reducible subscription right;
 - ▶ officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future ;
 - ▶ officially notes that in accordance with Article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the increase decided upon,
 - in its discretion, to distribute all or part of the shares, or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, such securities, the issue of which has been decided upon but that have not been subscribed,
 - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, securities which have not been subscribed for, to the public in France or abroad,
 - ▶ resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold;
6. resolves that the Board of Directors, with the power to sub-delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - ▶ decide to increase the capital and determine the securities to be issued;
 - ▶ decide on the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;

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- ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - ▶ provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
 - ▶ at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
 - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
 - ▶ formally records completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
7. officially notes that, with effect from the date hereof, this delegation of authority cancels any as yet unused part of any previous delegation of authority granted for the same purpose, i.e. any delegation of authority relating to capital increases with preferential subscription rights, covering the securities referred to in this resolution.

Fourteenth resolution

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular those of Articles L. 225-129-2, L. 225-135, L. 225-136 and L. 225-148 of said Code and those of Articles L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority (i) to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by making public offerings of shares, whether in euros or in any other

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currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a **'Subsidiary'**) (whether new or existing shares), issued for consideration or for free, in accordance with Articles L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to the existing share capital of the Company or a Subsidiary or conferring a right to the allocation of debt securities in accordance with Articles L. 228-91 et seq. of the French Commercial Code. These securities may, in particular, be issued for the purpose of paying for securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in Article L. 225-148 of the French Commercial Code;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - ▶ the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be 10% of the share capital on the date of this General Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the 13th resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the 15th, 16th and 17th resolutions of this Meeting shall be deducted from this amount ;
 - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;

4. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.
5. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;
6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to Article L. 225-135, sub-paragraph 5, of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering in France and/or abroad;
7. officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon;
8. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
9. officially notes the fact that, in accordance with Article L. 225-136 1°, sub-paragraph 1 of the French Commercial Code:
 - ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
 - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;

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- 10.** acknowledges that these provisions shall not apply to the cases referred to in article L. 225-148 of the Commercial Code.
- 11.** resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
- ▶ decide to increase the capital and determine the securities to be issued;
 - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - ▶ in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (*offre publique d'échange* (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, the terms for setting the price provided for in paragraph 9 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (*offre publique d'achat* (OPA)) or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;
 - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
 - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

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12. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any general delegation of authority relating to capital increases without preferential rights to subscribe for shares and/or securities giving access to the share capital of the Company and/or the issuance of securities giving right to the allocation of debt securities by means of a public offering.

Fifteenth resolution

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135, and L. 225-136 of said Code, and with Article L. 228-91 and seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through an offer covered by Article L. 411-2, II of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly ("**Subsidiary**") (whether in the form of new or existing shares) issued for consideration or for free, governed by Article L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities giving access to the existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities governed by Article L. 228-91 et seq. of the French Commercial Code;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company

directly or indirectly owns more than half of the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;

3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - ▶ the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 13th resolution, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases with preferential subscription right that may be carried out pursuant to the 14th, 16th and 17th resolutions of this Meeting shall be deducted from this amount ;
 - ▶ in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue ; and
 - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
4. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.
5. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;
6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
7. officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;

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- 8.** officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
- 9.** officially notes the fact that, in accordance with Article L. 225-136 1°, sub-paragraph 1 of the French Commercial Code:
- ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
 - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
- 10.** resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
- ▶ decide to increase the share capital and determine the securities to be issued;
 - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
 - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;

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- ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

11. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases without preferential subscription rights by means of an offer covered by L. 411-2, II of the French Monetary and Financial Code.

Sixteenth resolution

Authorization to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular those of Article L. 225-147, sub-paragraph 6 of said Code:

1. authorizes the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares),

2. decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the 13th resolution of this Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could replace said resolution during the validity period of this delegation, and (ii) the nominal amount of the share capital increases without

preferential subscription rights that may be carried out under the 14th, 15th and 17th resolutions of this meeting, will be deducted from such amount;

3. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:

- ▶ decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
- ▶ determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (soulte) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
- ▶ determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
- ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
- ▶ formally note completion of each capital increase and amend the Articles of Association accordingly;
- ▶ in general, take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;

4. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' Meeting; this restriction shall remain in effect until the end of the offer period.

5. officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital. The authorization is given for a period of twenty-six (26) months with effect from the date of this resolution.

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Seventeenth resolution

Delegation to the Board of Directors of authority to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, in accordance with Article L. 225-135-1 of the French Commercial Code :

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights, at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and subject to a maximum of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;
2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the amount of the upper limit provided for in the resolution under which the initial issue is decided and towards the amount of the total upper limit stipulated by paragraph 2 of the 13th resolution of this Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the 14th resolution, or, where applicable, towards the upper limits stipulated by resolutions of the same nature that might supersede said resolutions during the period of validity of this delegation of authority.
3. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.
4. officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights.

This authorization is given for a period of twenty-six months (26) with effect from the date of this Meeting.

Eighteenth resolution

Delegation to the Board of Directors of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the report of the Board of Directors and in accordance with Article L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed € 3 234 million;
2. in the event that the Board of Directors uses this delegation of authority, grants the Board, with the power to sub-delegate under the conditions prescribed by law, all necessary powers to implement this delegation of authority, in particular in order to:
 - ▶ determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect;
 - ▶ decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable and that the relevant capital securities will be sold under the conditions prescribed by the applicable law and regulation; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation;
 - ▶ make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments);

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- ▶ formally note the completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto;
3. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.
 4. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused portion of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases by the capitalization of premiums, reserves, profits or otherwise. This delegation of authority is given for a period of twenty-six (26) months with effect from the date of this resolution.

Nineteenth resolution

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

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

1. delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/or abroad of shares or other equity securities of the Company, or securities that immediately or in future give access through any means, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and executive officers of the Company or affiliated companies under the meaning of article L. 225-180 of the French Commercial code and article L. 3344-1 of the French Labour code, as long as these employees or executive officers adhere to a company savings plan or any other qualifying plan pursuant to the legal and regulatory provisions ;
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2% of the share capital on the day of this General Meeting, it being specified that this amount shall be deducted from the amount of the aggregate cap provided for in paragraph 2 of the 13th resolution of this Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to;
4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L. 3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20 % of an average of Atos SE share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period ;
5. decides that pursuant to article L. 3332-21 of the French Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;
6. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;

Proposed resolutions

7. grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:

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

8. decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months starting from the date of this General Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object.

Twentieth Resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the 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 and 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 1.1% of the share capital as on the date of this Board of Directors, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of free shares. Inside the aforementioned maximum amount, the total number of shares granted to the Chairman and CEO in accordance with this authorization shall not represent more than 0.09% of the share capital on the date 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 and 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 beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as 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 longer vesting period and/or set a holding period.

Proposed resolutions

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 months from the death, the shares becoming immediately freely transferable.

This authorization entails an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares to be issued by virtue of this 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);
- ▶ 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; 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 increase 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 issues or to postpone the same, and notably to establish the capital increases resulting from every issue 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 at 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; the delegations granted during the General Meetings of May 29th, 2013 in its 15th resolution and May 27th, 2014 in its 22nd resolution are canceled as from today up to their unused portion.

Twenty-first resolution

Powers

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



Additional information on candidates to the Board of Directors



Aminata NIANE*

Member of the Audit Committee

Number of shares: **1,012**

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

Nationality: **Senegalese**

Date of renewal: **May 29, 2013**

Term expires on: **AGM ruling on the accounts of the 2015 financial year**

* *Independent Director*

Interim Manager for the Return of the African Development Bank to its registered offices in Abidjan

Other directorships and positions as at December 31st, 2015

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- ▶ Chief Executive Officer of the *Agence Nationale Chargée de la promotion de l'Investissement et des Grands Travaux* (APIX) which became APIX SA (Senegal)
- ▶ Chairman of the Board of Directors: *Société Aéroport International Blaise Diagne* (ABID SA, Senegal)

Biography:

After getting a Bachelor in high school John F. C Kennedy in Dakar, Aminata Niane left to continue her studies in Toulouse, Rennes and Montpellier in France. These studies have been finalized by a Master in Chemistry and an Engineering Degree in Science and Technology of Food Industries.

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

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

Finally, after several years of entrepreneurial experience in strategy consulting, she was appointed in 2000 Managing Director of APIX, National Agency for Investment Promotion and Major Projects. She handled the creation and the management until May 2012. Then, she was Special Advisor of the President of the Republic of Senegal until May 2013. Today she is Interim Manager for the Return of the African Development Bank to its registered offices in Abidjan, after being Lead Advisor-Office of the Vice-President Infrastructure, Private Sector and Regional Integration at that Bank.

Additional information on the candidates to the Board of Directors



Lynn PAINE*

Number of shares: **1,000**

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

Nationality: **American**

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

Term expires on: **AGM ruling on**

the accounts of the 2015 financial year

* *Independent Director*

Senior Associate Dean of Harvard Business School / John G. McLean Professor of Business Administration

Other directorships and positions as at December 31st, 2015

Within the Atos Group

None

Outside the Atos Group

Abroad:

- ▶ Governing Board (Public Member), Center for Audit Quality, Washington, D.C.
- ▶ Academic Advisory Council, Hills Program on Governance - Center for Strategic and International Studies, Washington, D.C.
- ▶ Selection Panel, Luce Scholars Program, Henry Luce Foundation, NYC

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- ▶ Advisory Board, Conference Board Governance Center, NYC (2009-2011)
- ▶ Director, RiskMetrics Group (merged with MSCI June 2010) (2008-2010) and member of the Compensation and Human Resources Committee

Biography:

Lynn Paine is Senior Associate Dean of Harvard Business School where she is former chair of the General Management unit and a specialist in corporate governance. An American specialist with worldwide recognition, she currently teaches corporate governance in both the MBA and executive programs.

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

In addition to providing executive education and consulting services to numerous firms, she has served on a variety of advisory boards and panels. In particular, she was a member of the Conference Board Commission on Public Trust and Private enterprise and the Conference Board's Task Force on Executive Compensation.

Additional information on the candidates to the Board of Directors



Vernon SANKEY*

Chairman of the Audit Committee

Number of shares: **1,000**

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

Nationality: **British**

Date of renewal: **May 29, 2013**

Term expires on: **AGM ruling on**

the accounts of the 2015 financial year

* *Independent Director*

Officer in companies

Other directorships and positions as at December 31st, 2015

Within the Atos Group

None

Outside the Atos Group

Abroad:

- ▶ Chairman, former director: Harrow School Enterprises Ltd (United Kingdom)
- ▶ Advisory Board member: GLP LLP (United Kingdom)
- ▶ Member: Pi Capital (private equity investment group) (United Kingdom)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- ▶ Chairman: Firmenich (Switzerland)
- ▶ Director: Zurich Insurance AG (Switzerland)

Biography:

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

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

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

Request for documents and information

Form to be returned to:

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



COMBINED GENERAL MEETING OF THURSDAY MAY 26th, 2016

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⁽¹⁾:

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

requests a copy of the documents and information concerning the Combined General Meeting of May 26, 2016 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in, on 2016

Signature

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

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

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

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



About Atos

Atos SE (Societas Europaea) is a leader in digital services with pro forma annual revenue of circa € 12 billion and circa 100,000 employees in 72 countries. Serving a global client base, the Group provides Consulting & Systems Integration services, Managed Services & BPO, Cloud operations, Big Data & Cyber-security solutions, as well as transactional services through Worldline, the European leader in the payments and transactional services industry. With its deep technology expertise and industry knowledge, the Group works with clients across different business sectors: Defense, Financial Services, Health, Manufacturing, Media, Utilities, Public sector, Retail, Telecommunications, and Transportation.

Atos is focused on business technology that powers progress and helps organizations to create their firm of the future. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and is listed on the Euronext Paris market.

Atos operates under the brands Atos, Atos Consulting, Atos Worldgrid, Bull, Canopy, Unify and Worldline.

Atos SE Headquarters

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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
Or visit our website atos.net