



# convening notice

## mixed general meeting 2012

### **The shareholders of Atos**

Are convened by the Board of Directors  
to the Mixed General Meeting which will be held:

### **On Wednesday 30 May 2012 - At 10:00 am**

At the registered seat of the Company  
River Ouest - at the auditorium - 80 quai Voltaire - 95870 Bezons

### **Atos**

Registered seat: River Ouest - 80 Quai Voltaire - 95870 Bezons  
Siren 323 623 603 RCS Pontoise - Société Anonyme with a Board of Directors and a capital of 83.747.500 Euros

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

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered office of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, since 9 May 2012, the documents and information listed in section R. 225-73-1 of the French commercial Code are available on the Company's Website: [www.atos.net](http://www.atos.net), "Investors" section, as per applicable legal and regulatory provisions.

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# Overview

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# CEO message

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Atos, it is with pleasure that I invite you to the Extraordinary and Ordinary General Meeting of Atos which will be held on Wednesday 30 May 2012 at 10:00 am at the registered seat of the Company, River Ouest, at the auditorium - 80 quai Voltaire, 95870 Bezons.

In 2011, the Atos Group has become a European leader in information technology, after having successfully integrated Siemens IT Solutions and Services (SIS), an operation which you had overwhelmingly approved during the Extraordinary General Meeting of 1<sup>st</sup> July 2011. The new Atos has a 2011 pro forma revenue of 8.5 billion Euros and 74,000 employees, most of which engineers, in almost 50 countries.

Your Group is now in an ideal position to become a leader both in classical IT services, with a unique managed services platform, and in critical activities where the Hi-Tech Transactional Services and specialized activities account for 20 % of the Group's revenue.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2011. You will be asked to approve the 2011 financial statements and the legal form of your Company in its new European context.

In addition, as your Company has dully fulfilled its objectives for the financial year 2011 with regard to revenue, operational margin and net cash flow, you will be requested to approve the payment of a dividend of 0.5 Euro 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 a proxy of his/her choice.

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



**Thierry Breton**  
Chairman of the Board and Chief Executive Officer



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# Atos in 2011

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2011 marked a turning point in Atos history, when, following the acquisition of Siemens IT Solutions and Services (SIS), Atos became a European IT champion. Revenue, which includes 6 months revenue from SIS acquired on July 1<sup>st</sup>, 2011, was EUR 6,812 million, representing +0.3 per cent organic growth compared to 2010 revenue and the book-to-bill ratio was 103 per cent.

Operating margin was EUR 422.4 million, representing 6.2 per cent of revenue compared to 4.3 per cent in 2010 (pro forma). The Group generated in 2011 EUR 194 million of free cash flow, leading to a net debt of EUR 142 million at the end of 2011. Net income Group share stood at EUR 182 million compared to EUR 116 million in 2010.

## Performance by Service Line

### Managed Services:

Revenue was **EUR 2,892 million**, up **+1.7 per cent** compared to 2010. The growth was led by Germany and the United Kingdom, with respectively +4.4 and +3.5 per cent organic growth. The GBUs Central & Eastern Europe and North America reported double digit growth as a result of new orders signed during the year. Further to the integration of SIS, half of the activity of the Service Line is based on Infrastructure Management and more than 25 per cent is Adaptive Workplace. The situation remained difficult in 2011 in France and in the Netherlands, where the activity declined. During the **fourth quarter of 2011**, revenue in Managed Services grew **+3.6 per cent**, an acceleration compared to +0.8 per cent for the first nine months of the year.

**Operating margin** was **EUR 221.2 million**, representing **7.6 per cent** of revenue compared to 5.3 per cent in 2010. Increase in profitability was achieved for two key reasons. Firstly the industrialization of the activity through Global Delivery Lines and secondly as a result of restructuring on the SIS scope.

### Systems Integration:

Revenue was **EUR 1,771 million**, down **-2.0 per cent** compared to last year. The Group reported an increase in Germany, Central & Eastern Europe, and in the Benelux. Application Management and Fixed Price Projects represented respectively one third and two thirds of the Service Line. During the **fourth quarter of 2011**, revenue in System Integration was **flat year on year**; while a -2.9 per cent decline was reported for the first nine months of the year.

**Operating margin** was **EUR 52.3 million**, representing **3.0 per cent** of revenue compared to 0.3 per cent in 2010. As planned, operating margin in Germany and Central & Eastern Europe returned positive compared to 2010, to represent respectively 64 and 54 per cent of revenue. Profitability increased in North America thanks to a tight monitoring of costs and remained strong in the United Kingdom & Ireland at 66 per cent.

### Hi-Tech Transactional Services (HTTS) & Specialized Businesses:

Revenue was **EUR 1,562 million**, up **+1.9 per cent** compared to 2010. Growth came mainly from Business Process Outsourcing, which reported revenue of EUR 253 million representing +10.6 per cent organic growth. HTTS posted +2.8 per cent organic growth led by Payment Services up +3.3 per cent and e-CS up +6.5 per cent.

In other Specialized Businesses, as a result of less hardware revenue compared to last year on the Linky pilot project for ERDF, Smart Energy reported revenue of EUR 136 million. During the **fourth quarter of 2011**, revenue in HTTS & Specialized Businesses was up **+3.0 per cent**. For the first nine months of the year, revenue grew +1.4 per cent.

**Operating margin** was **13.5 per cent** of revenue, stable compared to 2010. HTTS reported 15.5 per cent operating margin in 2011 and continued to invest in project development and in new countries both in Europe and in China. Profitability strongly increased in the United Kingdom, operating margin represented 10.2 per cent of revenue, benefiting from higher transaction volumes in BPO and in HTTS.

### Consulting & Technology Services:

Revenue was **EUR 588 million**, down **-3.3 per cent** compared to 2010. France reported double digit growth in revenue in Technology Services thanks to the strong activity in Manufacturing and in Public sector. Iberia was stable despite the tough market environment and in the United Kingdom revenue was also maintained at the level of 2010. The Netherlands had a strong focus on operational efficiency, new offerings and workforce management to increase the utilization rate. During the **fourth quarter of 2011**, revenue in Consulting & Technology Services was down **-1.2 per cent**, an improvement compared to the decline of -4.3 per cent for the first nine months of the year.

**Operating margin** increased to **EUR 27.6 million**, representing **4.7 per cent** of revenue compared to 4.4 per cent in 2010. Iberia returned positive at 30 per cent of revenue and France achieved 5.1 per cent of revenue.

## Performance by Group Business Unit (GBU)

In 2011, the Group's activity **returned to organic growth**. The revenue growth was led by Central & Eastern Europe and North America reported around +10 per cent organic growth, with a strong performance in Managed Services; the United-Kingdom & Ireland and Germany grew more than +4 per cent; Payment and e-CS activities reported growth of +3.5 per cent in Atos Worldline; Iberia was stable and France and Benelux declined respectively -2.9 and -6.3 per cent.

**Global structure costs** continued to decrease as a result of the TOP program and thanks to the synergies materializing from the integration of SIS. Costs were **EUR 102.3 million** compared to EUR 119.6 million in 2010.

## Atos in 2011

### Operating income and net income

**Operating income** was **EUR 348 million** as a result of the following items:

Expenses for **staff reorganization** were **EUR 57 million** and costs for **rationalization** were **EUR 30 million**, mainly on premises. One-time **expenses relating to the acquisition of SIS** totalled **EUR 14 million** in 2011. **Integration costs** totalled **EUR 32 million**, representing primarily the migration of internal IT platforms and the rebranding of the new Group.

**EUR 18.5 million** were recorded as **amortization** of the SIS intangible assets, represented by the SIS backlog and customer relationships (together 'the Customer Relationships') recognized as part of the Purchase Price Allocation (PPA) for the second half of the year.

Further to the change in future pensions indexation in the United Kingdom, a positive result of **EUR 77 million** was reported, of which **EUR 44 million** in the second semester.

**Financial result** was a charge of **EUR -35 million**, including expenses for the convertible bond issued in July 2011 and an exchange rate gain during the second half of the year.

Total **tax charge**, including current and deferred taxes, was **EUR -129 million**. Tax paid was EUR 59 million in 2011.

Therefore, **net income Group share** reached **EUR 182 million** compared to EUR 116 million reported in 2010.

### Net debt and free cash flow

**Group net debt** as of 31 December 2011 was **EUR 142 million**, compared to EUR 139 million at 31 December 2010. Dividends paid in the first semester were EUR 35 million.

**In 2011, the Group absorbed the SIS acquisition with no debt level increase.**

**OMDA** was **EUR 632 million** representing 9.3 per cent of revenue (EUR 533 million in 2010 statutory). The EUR +99 million increase in OMDA is consistent with the EUR +85 million increase in operating margin.

**Staff restructuring** was EUR 70 million cash out compared to EUR 100 million in 2010. Cash out for **rationalization** represented **EUR 49 million** (mainly relating to the closure of premises) compared to EUR 68 million in 2010 statutory.

As a result of the TOP transformation during the first semester and actions initiated through the TOP<sup>2</sup> Program during the second half, mainly on the SIS scope, **working capital** improved by **EUR 98 million**. Net **capital expenditure** was **EUR 249 million**, representing **3.7 per cent** of statutory revenue.

Finally, **tax paid** was **EUR 59 million** and financial costs paid were **EUR 28 million**.

The **free cash flow** reached **EUR 194 million** up **+36 per cent** compared to EUR 143 million in 2010.

Atos employees subscribed to the Group shareholding plan which resulted in a **capital increase** of **EUR 27 million**.

### Commercial activity

The Group **order entries** for 2011 totalled **EUR 7,040 million**, representing a **book to bill ratio** of **103 per cent**. Book to bill was 102 per cent for cyclical activities (Consulting & Technology Services and Systems Integration) and 104 per cent for recurring businesses (Managed Services and HTTS & Specialized Businesses).

During the **fourth quarter of 2011**, the Group achieved a **113 per cent book to bill ratio** with **EUR 2,528 million order entry**, compared to 99 per cent for the first nine months of the year.

This performance was led by a high level of order entry in Managed Services and more particularly major contracts signed in the last quarter of the year. The Public, Health & Transports, Telecoms, Media & Technology, and Energy & Utilities markets reported a book to bill ratio for the full year above 105 per cent.

Several new contracts and renewals were signed during the fourth quarter of 2011. In Manufacturing, Retail & Services, the most important deals signed were related to Managed Services, in Germany with Bayer and Siemens, in the United-States with a sport goods manufacturer, and in France with Darty.

In Public, Health & Transports, the most important signature came from Atos Worldline with the renewal of a large contract with the French government, and the United Kingdom was successful in signing contracts with the Ministry of Justice in Managed Services, and with DWP for Systems Integration projects.

In Financial Services, Atos Worldline renewed payment processing contracts with a large German bank and Axis Bank. Signatures were renewed in the United Kingdom with LV= (Liverpool Victoria Insurance) and in Benelux with a large institution. Finally, a new outsourcing contract was signed in North & South West Europe with a Swiss regional bank.

In Telecoms, Media & Technology, Managed Services contracts were signed in North America with the leader desktop software editor, in the United Kingdom with a large media corporation, and in Central & Eastern Europe with a large mobile phone operator in the UK and AVEA.

In Energy & Utilities, large outsourcing contracts have been renewed or extended in France. Technology Services renewed an ERP consolidation with Gasunie in Benelux, and Systems Integration won an IT enterprise contract with a large oil company in Germany.

The full **backlog** stood at **EUR 14.1 billion** at the end of December 2011 which represented **1.7 year of revenue**. The **full qualified pipeline** at 31 December 2011 was **EUR 5.3 billion**, almost double compared to EUR 2.7 billion at the end of 2010 before SIS contribution. It represented 7.4 months of revenue compared to 6.5 months in December 2010 for the former scope of Atos Origin.

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## **Human Resources**

The **total number of Group employees** was **73,969** at the end of December 2011 compared to 48,278 at the beginning of the year.

26,895 SIS staff joined Atos during the second half of the year: 26,571 on July 1<sup>st</sup>, 2011 and 324 during the last quarter for the deferred assets contribution.

# Atos financial summary for the last five years

<i>in EUR million</i>	2007	2008	2009	2010	2011
<b>1 Common stock at end of financial year</b>					
Common stock	69,7	69,7	69,7	69,9	<b>83,6</b>
Number of shares outstanding	69 710 154	69 717 453	69 720 462	69 914 077	<b>83 566 768</b>
Maximum number of shares that may be created by:					
- conversion of convertible bonds	-	-	-	5 414 771	<b>10 796 902</b>
- exercise of stock subscription options	5 982 272	7 153 540	10 310 776	9 477 800	<b>8 531 235</b>
<b>2 Income for the financial year</b>					
Revenue	44,8	44,8	42,4	42,1	<b>40,7</b>
Net income before tax, employee profit-sharing and incentive schemes, depreciation, amortization and provisions	- 48,4	89,1	91,1	9,3	<b>62,7</b>
Corporate income tax	7,8	12,0	11,2	12,9	<b>8,6</b>
Net income after tax, employee profit-sharing , depreciation, amortisation and provisions	- 58,9	38,3	128,7	69,7	<b>44,0</b>
Dividend distribution	27,9	-	-	35,0	<b>41,8</b>
<b>3 Per share data (in EUR)</b>					
Net income after tax and employee profit-sharing but before depreciation, amortisation and provisions	- 0,58	1,45	1,47	0,32	<b>0,85</b>
Net income after tax, employee profit-sharing , depreciation, amortisation and provisions	- 0,84	0,55	1,85	1,00	<b>0,53</b>
Dividend per share	- 0,40	-	-	0,50	<b>0,50<sup>1</sup></b>
<b>4 Employees<sup>2</sup></b>					
Average number of employees during the financial year	-	-	-	-	-
Total payroll for the financial year	-	-	-	-	-
Employee social security and welfare payments	-	-	-	-	-

1) Subject to the approval by the General Meeting of 30 May 2012

2) We remind you that the holding Atos SA does not have any employees



# The Board of Directors

## The Board of Directors during 2011

<b>René Abate*</b>	Senior advisor of The Boston Consulting Group
<b>Nicolas Bazire*</b>	General Manager of Groupe Arnault SAS
<b>Jean-Paul Béchat*</b>	Manager of SARL ARSCO
<b>Thierry Breton</b>	Chairman and Chief Executive Officer of Atos
<b>Jean Fleming**</b>	Human Resources Director at Atos (United Kingdom)
<b>Bertrand Meunier*</b>	Chairman of M&M Capital SAS
<b>Aminata Niane*</b>	Managing Director of APIX SA
<b>Michel Paris</b>	Managing Director of PAI Partners
<b>Pasquale Pistorio*</b>	Chairman of the Pistorio foundation
<b>Vernon Sankey*</b>	Chairman of Firmenich SA
<b>Lionel Zinsou-Derlin</b>	Chairman of PAI Partners

## New member appointed during the General Meeting of 1<sup>st</sup> July 2011

<b>Roland Busch</b>	Member of the Board of Directors of Siemens AG
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## Censor whose mandate has been renewed during the General Meeting of 1<sup>st</sup> June 2011

<b>Colette Neuville</b>	Chairman (founder) of ADAM
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\* Independent director

\*\* Director representing employee shareholders

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# Agenda

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## Extraordinary Items

- ▶ **Amendment of article 25 of the articles of association** - Related party agreements
- ▶ **Amendment of article 28 of the articles of association** - Common rules to all shareholders' meetings
- ▶ **Amendment of article 16 of the articles of association** - Directors representing the employee shareholders
- ▶ **Amendment of article 14 of the articles of association** - Term of office of the members of the Board of directors
- ▶ **Approval of the transformation of the Company's form** by opting for the European company form (Societas Europaea) and adopting the conditions of the transformation project
- ▶ **Approval of the Company's name** under its new European company form
- ▶ **Approval of the articles of association of the Company** under its new European company form
- ▶ **Transfer to the Board of Directors of the Company** under its new European company form of all current authorisations and delegations of authority or power which have been granted by the shareholders to the Board of Directors of the Company under its "société anonyme" form
- ▶ **Authorisation given to the Board of Directors** to reduce the share capital by cancelling self-owned shares
- ▶ **Delegation of authority to the Board of Directors** for the purpose of issuing - by maintaining the preferential subscription right of shareholders - shares or other equity securities of the Company, or securities granting access to the share capital of the Company or of one of its Subsidiaries, and/or issuing securities giving entitlement to an allotment of debt instruments
- ▶ **Delegation of authority to the Board of Directors** for the purpose of issuing - with the removal of the preferential subscription right of shareholders - ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, and/or issuing securities giving entitlement to an allotment of debt instruments
- ▶ **Delegation of authority to the Board of Directors** for the purpose, in the event of a capital increase with or without the removal of the preferential subscription right of shareholders, of increasing the number of shares to be issued

- ▶ **Delegation of authority to the Board of Directors** for the purpose of issuing ordinary shares of the Company, securities granting access to the ordinary shares, and/or securities giving entitlement to an allotment of debt instruments, in the event of a public exchange offer initiated by the Company on the securities of a third party company
- ▶ **Delegation of authority to the Board of Directors** for the purpose of issuing ordinary shares and securities giving access to ordinary shares, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital
- ▶ **Global limitation of authorisations**
- ▶ **Delegation of authority granted to the board of directors** for the purpose of increasing the share capital of the Company through the incorporation of reserves, profits or premiums
- ▶ **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 right to the benefit of the employees of the Company and its associated companies
- ▶ **Authorisation given to the Board of Directors** to allot free shares to the employees and legal representatives of the Company and/or companies which are affiliated to the Company
- ▶ **Authorisation given to the Board of Directors** for the purpose of purchasing, conserving or transferring shares of the Company
- ▶ **Approval of an overall amount of director's fees**
- ▶ **Renewal of Mr Thierry BRETON as member of the Board of Directors**
- ▶ **Renewal of Mr René ABATE as member of the Board of Directors**
- ▶ **Renewal of Mr Nicolas BAZIRE as member of the Board of Directors**
- ▶ **Renewal of Mr Jean-Paul BECHAT as member of the Board of Directors**
- ▶ **Renewal of Mr Bertrand MEUNIER as member of the Board of Directors**
- ▶ **Renewal of Mr Michel PARIS as member of the Board of Directors**
- ▶ **Renewal of Mr Pasquale PISTORIO as member of the Board of Directors**
- ▶ **Renewal of Mr Vernon SANKEY as member of the Board of Directors**
- ▶ **Renewal of Mr Lionel ZINSOU-DERLIN as member of the Board of Directors**
- ▶ **Appointment of Ms Colette NEUVILLE as member of the Board of Directors**
- ▶ **Confirmation of the continuance of the current mandates** of the **directors of the Company** under its new European company form
- ▶ **Renewal of the mandate** of one of the two **statutory auditors**
- ▶ **Renewal of the mandate** of one of the two **deputy auditors**
- ▶ **Confirmation of the continuance of the current mandates** of the **auditors of the Company** under its new European company form
- ▶ **Powers**

## Ordinary Items

- ▶ **Approval of the company accounts for the financial year ending** 31 December 2011
- ▶ **Approval of the consolidated accounts for the financial year ending** 31 December 2011
- ▶ **Assignment of the net income for the financial year** ending 31 December 2011 and payment of the dividend
- ▶ **Option to opt for the payment of the dividend in shares**

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# How to participate in our General Meeting?

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

- ▶ by participating personally ;
- ▶ by voting by proxy;
- ▶ by being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice, in 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 and approved by the Board of Directors, and a vote against adopting any other draft resolutions.

## How to participate in our General Meeting?

### In order to participate in the meeting:

- ▶ the **owners of registered shares** shall be registered in the shareholder's name at least on the third business day prior to the meeting, i.e. on 25 May 2012, at 0:00 Paris time; there are no further registration formalities to fulfil and the shareholders shall be admitted upon simple justification of their identity;
- ▶ the **owners of bearer shares** shall justify their identity and their capacity as shareholder on the third business day prior to the meeting, i.e. on 25 May 2012, at 0:00 Paris time by sending to the Société Générale - Service Assemblées - 32 rue du Champ de Tir - 44312 Nantes Cedex 03 or to Atos, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95870 Bezons, a certificate justifying their ownership of the shares ("Attestation de participation") delivered by their broker.

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

#### If you will attend the General Meeting personally

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

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

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

#### If you do not wish to/cannot attend the General Meeting

#### You have the possibility to:

- ▶ Be **represented by a proxy holder**, by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded, to present him/herself with a duly filled and signed proxy, or by the Chairman; or
- ▶ Address to the company a **blank proxy** without a beneficiary; or
- ▶ **Vote by mail** pursuant to article L. 225-107 of the French commercial Code and applicable implementation decrees.

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

- ▶ Société Générale - Service Assemblées - 32 rue du Champ de Tir - 44312 Nantes Cedex 03; or by
- ▶ electronic mail: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net);

at least three business days, prior to the meeting, i.e. on 25 May 2012, at 0:00 Paris time.

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

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

## How to participate in our General Meeting?

### How to complete your form?

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

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

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

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

- ▶ Tick the **D box** and follow the instructions ; and
- ▶ Date and sign the **G box**.
- ▶ **E 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.
- ▶ **F box**: This box must be filled in case amendments or new resolutions were to be presented during the meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting (which is the equivalent of voting "No"); 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 **C box** ; and
- ▶ Date and sign the **G 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 (real or legal person), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:

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

**C - 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**

**D - You would like to vote by proxy, tick here and follow the instructions**

**E - Resolutions not agreed on by the Board, if any**

**F - Resolutions proposed during the meeting: fill out this box**

# How to participate in our General Meeting?

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

**I - 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, selon l'une des 3 possibilités offertes / **I prefer to use the postal voting form or the proxy form as specified below.**



River Ouest - 80 Quai Voltaire  
 95870 BEZONS  
 au capital de 83 747 500 €  
 323 623 603 RCS Pontoise

ASSEMBLEE GENERALE MIXTE  
 DU 30 MAI 2012

COMBINED GENERAL MEETING  
 OF MAY 30<sup>th</sup>, 2012

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Registered / Number of shares

Porteur - Bearer

VS / Single vote  
 VD / Double vote

Nombre de voix - Number of voting rights

**JE VOTE PAR CORRESPONDANCE // I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
 I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration, je vote en noircissant comme ceci  la case correspondant à mon choix.  
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

1	2	3	4	5	6	7	8	9	Oui/ Yes	Non/No Abst/Abs	Oui/ Yes	Non/No Abst/Abs		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

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 (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO)  
 - 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)] Mr, Mrs or Miss, Corporate Name to vote on my behalf

**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 :** s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées 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)

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:**

sur 1<sup>ère</sup> convocation / on 1st notification      sur 2<sup>ème</sup> convocation / on 2nd notification

à la BANQUE / to the Bank      25 Mai 2012 / May 25<sup>th</sup>, 2012  
 à la SOCIÉTÉ / to the Company      25 Mai 2012 / May 25<sup>th</sup>, 2012

Date & Signature

**G - Date and sign here**

**H - Fill out this box: mention your name, surname, address or if already completed, check if this information is accurate**

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## How to participate in our General Meeting?

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

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

#### Registered shareholders

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

#### Bearer shareholders

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your *Attestation de participation* from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by fax) to Société Générale, Services des Assemblées (BP 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 03 / or by fax: +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 on the third business day prior to the meeting, i.e. on 25 May 2012, at 0:00 Paris time.

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

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

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

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

Pursuant to section 3 of article L. 225-108 of the French commercial Code, written questions may be sent, at least four business days prior to the meeting, i.e. on 24 May 2012, at 0:00 Paris time:

- ▶ to the registered office, by registered letter with acknowledgement of receipt to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire – 95870 Bezons Cedex, France; or
- ▶ to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net).

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

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



## How to participate in our General Meeting?

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

The meeting of 30 May 2012 shall start at 10:00 am sharp. Accordingly, you are requested:

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

#### By public transportation

- ▶ **From La Défense:** at the Jules Verne terminal, take the dedicated shuttle "service spécial RATP" at platform 14
- ▶ **From Nanterre Université** which is accessible by the RER A and by train from Saint-Lazare (frequency: every 5-10 min; duration: 10 to 15 min):
  - Take the exit "boulevard des Provinces Française". Take the overpass to cross the street and wait for the shuttle at the 267 bus stop.
  - Take the shuttle "River Ouest" which will take you to River Ouest (frequency: every 7 min, duration: 15min).

#### Taking the A6 by car

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

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

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## Report of the Board of Directors on the resolutions

### Extraordinary Items

#### **Modification of the articles of association on the reporting of the related party agreements on day-to-day operations concluded under normal conditions**

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

We remind you that paragraph 5 of article 25 of the articles of association of the Company restate the legal provisions previously governed by paragraph 2 of article L. 225-39 of the French commercial Code which created the obligation to report to the Chairman of the Board of Directors the related party agreements on day-to-day operations concluded under normal conditions which fall outside of the scope of article L. 225-38 of the French commercial Code.

As these legal provisions have been abrogated by the 17 May 2011 law n°2011-525, we request you to delete paragraph 5 of article 25 of the articles of association of the Company so that the applicable provisions on related party agreements be identical to the legal provisions of article L. 225-38 of the French commercial Code.

#### **Modification of the articles of association on the conditions to participate in the vote at the general meetings by any telecommunication means**

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

We remind you that article 28 of the articles of association allows for the possibility for the shareholders, upon decision by the Board of Directors of the Company, to participate in the general meetings by videoconference or by any telecommunication means, including the Internet.

We request you to modify paragraph 8 of article 28 of the articles of association of the Company and to add seven new paragraphs in order to allow for the conditions of such participation by the shareholders through videoconference, or by any other telecommunication means, including the Internet. In particular, the considered modifications would allow the shareholders to vote during the general meetings through a webform on the Company's website.

#### **Modification of the articles of association to maintain the presence of the director representing employee shareholders at the Board of Directors**

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

We remind you that article 16 of the articles of association provides that, should the Board of Directors' annual report presented to the general meeting find that the shares owned by the employees be less than 3% of the Company's capital, the mandate of the director representing employee shareholders comes to a term at the end of the ordinary general meeting during which the report of the Board of Directors acknowledges this fact.

On this day, the percentage of the shares held by the employees is less than 3% of the Company's capital. Nevertheless, it would be more favourable to keep this representation of employee shareholders. To this end, we request you to delete paragraph 12 of article 16 of the articles of association of the Company.

#### **Modification of the articles of association on the annual renewal by rotation of the directors of the Board of Directors**

##### **4<sup>th</sup> resolution**

We request you to modify article 14 of the articles of association of the Company in order to introduce a rotation in the renewal mechanism of the directors of the Company. The fourth resolution submitted for your approval provides that, in the future, one third of the directors will be renewed yearly.

#### **Approval of the transformation of the Company's form by opting for the European company form (Societas Europaea) and adopting the conditions of the transformation project**

##### **5<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup> and 8<sup>th</sup> resolutions**

##### **Financial aspects of the operation**

We remind you that the Company is an international information technology services company with annual revenues of 8.5 billion Euros (pro forma 2011) and 74,000 employees, supplying its clients worldwide with hi-tech transactional services, consulting, systems integration and managed services. The Company operates in 48 countries. With its technological expertise and its industry knowledge, the Company serves clients in the following sectors: Industry, Retail & Services, Public sector, Healthcare & Transport, Financial Services, Media-Telecommunications & Technology, Energy & Government.

The Company delivers technologies that accelerate the development of its clients and help them to adapt their growth model to their new economic environment. Atos is also the Olympics global IT partner.

## Report of the Board of Directors on the resolutions

Following the acquisition of SIS, a subsidiary of Siemens on 1<sup>st</sup> July 2011, Atos has become a leading information technology services provider in Europe. The new scope of the Company has expanded and has been strengthened by new European offices and especially in Germany, in Northern Europe, Eastern Europe and Central Europe, also with the presence of Siemens, which has become at the same time, the first industrial reference shareholder of Atos, its first business partner and its largest client. Atos carries out about 85% of its revenues, and concentrates about 75% of its workforce in Europe, with an equitable breakdown of both its turnover and its workforce, in the major European regions (Germany, France, United Kingdom, the Netherlands, Spain, Austria and Central Europe, Scandinavia,...). Also, 85% of its clients are large corporations or European governments.

That is why the Board of Directors of the Company has conducted a study to reflect this enhanced European dimension, both towards its employees and its customers in the legal form of the company. It is hence suggested to change the Company's form from a French société anonyme to a European company, as intended by the legislator to support precisely this kind of reality or evolution.

This legal form will benefit from a homogeneous and recognized framework within the European Union.

The company will benefit from a legal status recognized in most countries where it operates, consistent with its new economic reality, both relating to its employees and to its customers.

### Legal aspects of the operation

The conversion hereunder is governed by (i) the provisions of the Council Regulation n°2157/2001 of 8 October 2001 on the statute of European companies ("SE Regulation") (and in particular articles 2 § 4 and 37 on the establishment of a public company by way of conversion); (ii) articles L. 225-245-1 and R. 229-20 to R. 229-22 of the French commercial Code and (iii) the provisions of Directive n°2001/86/EC of 8 October 2001 supplementing the statute for a European company with regard to the involvement of employees ("SE Directive") and French national provisions transposing the SE Directive as provided for in Articles L. 2351-1 and following of the French labour Code.

Pursuant to the provisions of the SE Regulation, a limited company incorporated under the laws of a Member State and having its registered office and central administration in the European Union, can be transformed into an SE if it fulfills the two following conditions:

- ▶ if it has since at least two years a subsidiary company governed by the law of another member state; and
- ▶ if the subscribed share capital amounts to at least 120,000 Euros.

These conditions are fulfilled since the Company, a French société anonyme incorporated under French law and having its registered office and its headquarters in France, (i) has a capital of 83,747,500 Euros and (ii) has been holding for more than two years, several subsidiaries located within the European Union countries, including Atos Information Technology GmbH in Germany and Atos IT Services UK Limited in the United Kingdom.

In addition, it is specified that:

- ▶ the European company will keep the form of a société anonyme which will remain governed by the French legal provisions applicable to societies anonymes governed by a Board of Directors;
- ▶ the transformation shall not lead to the dissolution of the Company, nor to the creation of a new legal person;
- ▶ the duration of the Company, its purpose and its registered seat shall not change;
- ▶ the share capital of the Company shall remain the same amount and the same number of shares with a nominal value of 1 Euro; which shall remain listed on the NYSE Euronext Paris stock exchange;
- ▶ the duration of the Company, its purpose and its registered seat shall not change;
- ▶ the share capital of the Company shall remain the same amount and the same number of shares with a nominal value of 1 Euro; which shall remain listed on the NYSE Euronext Paris stock exchange;
- ▶ the duration of the current financial year is not modified by the adoption of the European company form and the financial accounts of this financial year shall be drawn up, presented and reviewed in the conditions as per the articles of association of the Company in its new legal form and as per the provisions of the French commercial Code on European companies.

The registration of the European company shall not occur, as applicable, prior to the completion of the process on employee involvement, as provided for in articles L. 2351-1 and sq. of the French labour Code, and subject to the approval of the transformation plan of the European company with a Board of Directors by the general meeting of the bondholders pursuant to the bonds convertible into and/or exchangeable for new or existing shares issued on 29 October 2009 and the bonds convertible into and/or exchangeable for new or existing shares issued on 1<sup>st</sup> July 2011.

### Implications for the shareholders

The transformation shall have no consequence on the shareholders; their responsibility shall be limited to the contributed amounts.

In addition, this operation shall not affect the Company's share capital, its division, the number of shares and voting rights, or the participation of the shareholders in the Company's results, which remain unchanged.

### Implications for the employees

The transformation shall have no consequence on the employees, whose employment contract and welfare benefits shall remain unchanged.

Should you approve the transformation of the Company in a European company with a Board of Directors, you will also be asked to approve the new company name under its new form as

## Report of the Board of Directors on the resolutions

a European company, i.e. "Atos SE" and to approve the new articles of association of the Company under its new form of European company.

We also request you to approve, as required, the automatic transfer to the Board of Directors of the Company under its new European company form of all authorisations and delegations of authority or power which have been granted or will be granted to the Board of Directors of the Company under its current société anonyme form by all general meetings of the Company.

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

#### 9<sup>th</sup> resolution

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

This new authorisation would cancel and replace for the unused part, the authorisation given to the Board of Directors by the eighth resolution of the Ordinary and Extraordinary General Meeting of 1<sup>st</sup> June 2011.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### Delegation of authority to the Board of Directors for the purpose of issuing - by maintaining the preferential subscription right of shareholders - shares or other equity securities of the Company, or securities granting access to the share capital of the Company or of one of its Subsidiaries, and/or an issue of securities giving entitlement to an allotment of debt instruments

#### 10<sup>th</sup> resolution

We request you to renew, for a duration of twenty six (26) months,

in favour of the Board of Directors, the delegation of authority to decide the issuance, maintaining the preferential subscription right, (i) of ordinary shares of the Company, (ii) of securities giving access by any means, immediate or deferred, to ordinary shares in existence or to be issued by the Company, and (iii) securities giving access by any means, immediate or deferred, to ordinary shares in existence or to be issued by a company of which the Company possesses more than half of the share capital either directly or indirectly (the "Subsidiary") or, in the same terms, (iv) to decide the issuance of securities giving entitlement to an allotment of debt instruments.

The payment of the subscription price of the ordinary shares or the securities giving access to the shares of the Company or of one of its Subsidiaries can be made either in cash or by the compensation of receivables.

The maximum amounts of this delegation shall be:

- ▶ 25,000,000 Euros for the nominal amount of the share capital increase of the Company;
- ▶ 870,000,000 Euros for the nominal amount of the debt securities, it being specified that the overall amount of debt securities the issuance of which is governed by the eleventh, thirteenth and fourteenth resolutions shall be deducted from this amount.

This new delegation would cancel and replace for the unused part, the delegation granted to the Board of Directors by the tenth resolution of the Ordinary and Extraordinary General Meeting of 27<sup>th</sup> May 2010.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### Delegation of authority to the Board of Directors for the purpose of issuing - with the removal of the preferential subscription right of shareholders - ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, and/or an issue of securities giving entitlement to an allotment of debt instruments, in the case of a public offer

#### 11<sup>th</sup> resolution

We request you to renew for a duration of twenty six (26) months,

## Report of the Board of Directors on the resolutions

the delegation of authority granted to the Board of Directors to decide on the issuance, through a public offer (i) of ordinary shares of the Company, (ii) of securities granting immediate or deferred access by any means to ordinary shares in existence or to be issued by the Company or one of its Subsidiaries, or to decide on the issuance (iii) of securities giving entitlement to an allotment of debt instruments.

The payment of the subscription price of the ordinary shares or the securities giving access to the shares of the Company or of one of its Subsidiaries can be made either in cash or by the compensation of receivables.

The maximum amounts of this delegation shall be:

- ▶ 12,500,000 Euros for the nominal amount of the share capital increase of the Company;
- ▶ 440,000,000 Euros for the nominal amount of the debt securities, it being specified that the overall amount of debt securities the issuance of which is governed by the tenth resolution (non-dilutive issuance with preferential subscription right) shall not be deducted on this maximum amount, but that the overall amount of debt securities the issuance of which is governed by the thirteenth resolution (issuance in the case of a public offer by the Company) and fourteenth resolution (issuance to remunerate contributions in kind granted to the Company) shall be deducted from this maximum amount.

This new delegation would cancel and replace for the unused part, the delegation granted to the Board of Directors by the eleventh resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### **Delegation of authority to the Board of Directors for the purpose, in the event of a capital increase with or without the removal of the preferential subscription right of shareholders, for increasing the number of shares to be issued**

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

Given the current volatility of the market, we deem favourable to renew for a duration of twenty six (26) months, the delegation of authority granted to the Board of Directors to increase, for each of the issuance made pursuant to the tenth resolution

(non-dilutive issuance with preferential subscription rights) and eleventh resolution (dilutive issuance without preferential subscription rights), the number of shares to be issued, up to the limit of 15% of the initial issuance and at the same price as that decided for the initial issuance. We specify that this delegation shall not lead to the increase of the maximum amounts of the above mentioned resolutions.

This new authorisation would cancel and replace for the unused part, the authorisation given to the Board of Directors by the twelfth resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### **Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares of the Company, securities granting access to the ordinary shares, and/or securities giving entitlement to an allotment of debt instruments, in the event of a public exchange offer initiated by the Company on the securities of a third party company**

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

We request you to renew, for a duration of twenty six (26) months, the delegation of authority granted to the Board of Directors to decide, within the eleventh resolution (dilutive issuance without preferential subscription right), on the issuance of ordinary shares of the Company or securities giving immediate or deferred access by any means to ordinary shares in existence or to be issued by the Company and/or securities giving entitlement to an allotment of debt instruments, by way of remuneration of the securities contributed to a public exchange offer initiated in France or abroad by the Company.

It is specified that the preferential subscription right of the shareholders to these ordinary shares and securities shall be removed in favour of the holders of these securities.

This new authorisation would cancel and replace for the unused part, the authorisation given to the Board of Directors by the thirteenth resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

## Report of the Board of Directors on the resolutions

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### **Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and securities giving access to ordinary shares, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital**

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

We request you to renew, for a duration of twenty six (26) months, the delegation of authority granted to the Board of Directors to decide, within the thirteenth resolution (issuance in the case of a public exchange offer), on the issuance of ordinary shares of the Company or securities giving immediate or deferred access by all means to ordinary shares in existence or to be issued by the Company, with a view to remunerating contributions in kind granted to the Company and consisting of equity or other securities giving access to the share capital.

It is specified that the preferential subscription right of the shareholders to these ordinary shares and securities shall be removed in favour of the holders of the titles or securities forming the object of the contributions in kind.

The maximum nominal amount of the capital increase, whether immediate or deferred, resulting from all the issuances carried out by virtue of this delegation shall be set at 10% of the Company's share capital.

This new authorisation would cancel and replace for the unused part, the authorisation given to the Board of Directors by the fourteenth resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### **Global limitation of authorisations of capital increases**

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

We request you to set at 25,000,000 Euros the maximum nominal amount of immediate and/or deferred increases in the share capital, with or without preferential subscription right, likely to be realised by virtue of the delegations or authorizations granted by the tenth, eleventh, twelfth, thirteenth and fourteenth resolutions.

We hereby specify that to this nominal amount may be added the nominal amount of the ordinary shares of the Company which may be issued to preserve the rights of bearers of securities giving access to ordinary shares of the Company, of subscription or purchase options of the shares of the Company or free shares of the Company.

### **Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital of the Company through the incorporation of reserves, profits or premiums**

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

We request you to grant to the Board of Directors a delegation of authority, for a duration of twenty six (26) months, to decide on the increase in share capital on one or more occasions, by incorporation into the share capital of reserves, profits or premiums, followed by the creation and issuance of free shares or an increase in the nominal value of existing ordinary shares.

The maximum nominal amount of the capital increases of the Company, whether immediate or deferred, resulting from all of the issuances carried out by virtue of this delegation shall not exceed the total amount which can be incorporated into the share capital, it being specified that this maximum amount shall be fixed autonomously and distinctively from the maximum amounts of the capital increases arising from the issuances of ordinary shares or of securities authorised by the tenth to fourteenth resolutions.

From this maximum amount shall be deducted the nominal amount of the ordinary shares of the Company which may be issued by way of the adjustments made in case of increase in capital through the incorporation of reserves, profits or premiums to protect the holders of rights attached to the securities giving access to the ordinary shares.

## Report of the Board of Directors on the resolutions

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### **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 right to the benefit of the employees of the Company and its associated companies**

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

We request you to grant to the Board of Directors a delegation of authority, for a duration of twenty six (26) months, to decide on the increase in share capital by issuing shares or other equity securities of the Company or securities giving immediate or deferred access by all means, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees and former employees of the Company or of companies associated with it pursuant to article L. 225-180 of the French commercial Code and article L. 3344-1 of the French labour Code.

The maximum nominal amount of the capital increases of the Company realised by virtue of this delegation may not exceed 2% of the share capital on a totally diluted basis on the day of the General Meeting, with this maximum amount being autonomous and distinct from the ceilings considered in the other resolutions submitted to this meeting.

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

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### **Authorisation given to the Board of Directors to allot free shares to the employees and legal representatives of the Company and/or companies which are affiliated to the Company**

#### **18<sup>th</sup> resolution**

We request you to authorise the Board of Directors, for a duration of thirty eight (38) months, to freely allot, on one or more occasions, existing shares or shares to be issued, in favour of employees or legal representatives of the Company and/or of companies or economic interest groups associated with it, pursuant to article L. 225-197-2 of the French commercial Code.

The beneficiaries of the grants authorised in this resolution shall have to fulfil performance conditions determined by the Board of directors on operational and quantifiable criteria to take into account the priority of the success of the two year plan (2011/2013) of the Siemens SIS integration. Such performance conditions shall also apply to annual financial objectives relating to profitability and to the free cash flow.

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

The maximum number of shares to be allotted in this manner shall not exceed 1% of the share capital as acknowledged on the date of their allotment.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.



## Report of the Board of Directors on the resolutions

### Ordinary Items

#### Approval of the company and consolidated accounts for the financial year ending 31 December 2011

##### 19<sup>th</sup> and 20<sup>th</sup> resolutions

We request you to approve the company and consolidated accounts for the financial year ending 31 December 2011. The management report on the 2011 financial year is included in the reference document of the Company.

#### Assignment of the net income for the financial year ending 31 December 2011 and payment of the dividend and option to opt for the payment of the dividend in shares

##### 21<sup>st</sup> and 22<sup>nd</sup> resolution

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

We request you to:

- ▶ acknowledge that the income for the 2011 financial year is equal to 44,034,328.42 Euros;
- ▶ assign an amount of 2,783.80 Euros to the legal reserve, which is raised to an amount of 8,356,676.80 Euros;
- ▶ acknowledge that the distributable income for the 2011 financial year after allocation to the legal reserve is equal to 339,231,873.42 Euros;
- ▶ decide to distribute this amount as follows:
  - to dividend for an amount of 41,873,750 Euros ;
  - to retained earnings for an amount of 297,358,123.42 Euros.

It is specified that the amount of 41,873,750 Euros for the payment of dividend, i.e. 0.50 Euro per share giving right to a dividend, may be increased to take into account the number of additional shares which may be created between 2<sup>nd</sup> April 2012 and the payment date of the dividend through the exercise of stock subscription options.

The dividend can benefit from a 40% tax deduction provided by article 158-3-2° of the French general tax Code

The dividend will be paid in cash at the earliest on 2<sup>nd</sup> July 2012 and the latest on 16 July 2012. The Board of Directors shall determine the detachment date and payment date of the dividend. It shall inform the shareholders and the market by way of a press release.

Financial year	Dividend per share (in Euros)
2008	-
2009	-
2010	0,50

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

We request you, pursuant to the twenty second resolution, to grant to each shareholder the possibility to opt for the payment of the dividend, perceived on the available income of the 2011 financial year, in new shares of the Company, it being specified that the option for payment of dividend in shares shall apply to the total amount of the dividend owed to each shareholder.

The shareholders shall have the possibility to opt for the payment of the dividend in cash or in new shares between 6 June and 20 June 2012 inclusive, by sending their request to their broker which shall pay the said dividend or, for the shareholders owner of registered shares registered with the Société Générale, to its representative (Société Générale, Département des titres et bourse, 32, rue du Champ du Tir, BP 81236 - 44312 Nantes Cedex 3). After 20 June 2012, 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 2<sup>nd</sup> July 2012, after the end of the option period. For the shareholders who have opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

The new shares, in case of exercise of this resolution shall be issued at a price equal to 90% of the average opening share price on the Paris Euronext stock exchange, during the last twenty trading days prior to the General Meeting, reduced by the amount of the dividend rounded up to the Euro cent.

*\*The option to opt for the payment of the dividend in shares described above shall not be available for shareholders natural persons residing in California, or any shareholders residing in Canada, in Australia, in Japan or in any other country in which such an option would require the registration or the authorisation from a local market authority. The shareholders must keep informed themselves of the conditions relating to this option which would be applicable by virtue of local law. Upon deciding whether or not to opt for the payment of the dividend in shares, the shareholders must take into consideration the risk inherent to an investment in shares.*

## Report of the Board of Directors on the resolutions

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

#### 23<sup>rd</sup> resolutions

We request that you renew, for a duration of eighteen (18) months, in favour of the Board of Directors the authorisation to purchase, conserve, or transfer shares of the Company within the context of a share repurchase program.

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

- ▶ to maintain them or subsequently use them for payment or exchange within the context of possible external growth operations;
- ▶ to ensure liquidity and lead the market of the Company's shares within the context of a liquidity contract;
- ▶ to attribute or sell these to the representatives or employees of the Company and/or companies which are affiliated to the Company within the context (i) of the participation in the benefits of expansion of the company, (ii) of the share option regime, (iii) of the free share issuance regime and (iv) of a company savings plan;
- ▶ to tender these at the time of exercise of the rights attached to securities giving the right to the attribution of the shares of the Company;
- ▶ to cancel them as a whole or in part through a reduction of the share capital by way of application of the above mentioned ninth resolution.

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

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

The maximum purchase price would not exceed 65.10 Euros per share, the maximum amount of the funds assigned to the repurchase programme shall thus be 545,196,225 Euros.

This authorisation would cancel and replace the authorisation granted by the Mixed General Meeting of 1st June 2011 pursuant to its fourth resolution, for the unused part.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realization of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realization of this transformation.

### Approval of an overall amount of director's fees

#### 24<sup>th</sup> resolution

We request you to approve for the financial year 2012, an overall amount of director's fees of 500,000 Euros remunerating the general activity of the Board of Directors, and to authorise the Board of Directors to distribute such director's fees among the members of the Board of Directors according to the terms which it shall present in its management report.

In case the fifth resolution on the transformation of the Company in a European company is approved, this authorisation shall automatically be transferred to the Board of Directors of the Company under its new European company form on the day of the definitive realisation of the transformation in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### Renewal of the mandates of director and appointment of a director

#### 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup>, 28<sup>th</sup>, 29<sup>th</sup>, 30<sup>th</sup>, 31<sup>st</sup>, 32<sup>nd</sup>, 33<sup>rd</sup> and 34<sup>th</sup> resolutions

We request you, pursuant to the resolutions twenty five to thirty three, to renew the following mandates of director for the following terms:

- ▶ Mr Thierry Breton, Mr Jean-Paul Bechat, Mr Bertrand Meunier and Mr Pasquale Pistorio, for a term of three (3) years ;
- ▶ Mr Nicolas Bazire, Mr Michel Paris and Mr Lionel Zinsou-Derlin for a term of two (2) years ;
- ▶ Mr René Abate and Mr Vernon Sankey for a term of one (1) year.

The exceptional terms of one (1) and two (2) years that we request you to approve for certain above mentioned mandates of directors aim to set up an annual renewal mechanism by rotation of one third of the directors, in the way this mechanism is proposed for your approval in the fourth resolution.

Pursuant to the thirty fourth resolution, we request you to appoint Ms Colette Neuville, who is currently censor of the Company, as a director of the Company, for a term of two (2) years.

It is specified that in case the fifth resolution on the transformation of the Company in a European company is approved, these mandates shall continue in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

## Report of the Board of Directors on the resolutions

### Renewal of the appointment of one of the two statutory auditors and deputy auditors

#### 36<sup>th</sup> and 37<sup>th</sup> resolutions

The mandate of one of the two statutory auditors of the Company, Deloitte & Associés, shall expire on the day of the General Meeting. You are therefore proposed, in the thirty sixth resolution to renew this mandate for a term of six years.

The mandate of one of the two deputy auditors of the Company, Cabinet Bureau d'Etudes Administratives Sociales et Comptables (B.E.A.S), shall expire on the day of the General Meeting. You are therefore proposed in the thirty seventh resolution to renew this mandate for a term of six years.

It is specified that in case the fifth resolution on the transformation of the Company in a European company is approved, these two mandates shall continue in the same conditions and for the same outstanding duration as prior to the definitive realisation of this transformation.

### Confirmation of the continuance of the current mandates of the directors and the auditors of the Company under its new European company form

#### 35<sup>th</sup> and 38<sup>th</sup> resolution

We request you, as required, in case the fifth resolution on the transformation of the Company in a European company is approved, to confirm that the current mandates of the directors, i.e. Ms Jean Fleming, Ms Aminata Niane and Mr Roland Busch, which have not been renewed during this General Meeting and the mandates of the statutory and deputy auditors of the Company, shall continue following the transformation of the Company as a European company, for the outstanding duration of their respective terms.

### Powers

#### 39<sup>th</sup> resolution

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



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# Proposed resolutions

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## Proposed resolutions

### Extraordinary Items

#### First resolution

##### Amendment of article 25 of the articles of association - Related party agreements

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report from the Board of Directors, decides to remove the following paragraph 5 of article 25 of the articles of association of the Company:

*"However, these agreements, except when, because of their purpose and their financial implications, are not significant to any of the parties, are reported by the party involved to the Chairman of the Board of Directors. The list and purposes of the aforesaid conventions are reported by the Chairman to the members of the Board of Directors and to the auditors."*

The rest of article 25 remains unchanged.

#### Second resolution

##### Amendment of article 28 of the articles of association - Common rules to all shareholders' meetings

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report from the Board of Directors, decides to remove and replace paragraph 8 of article 28 of the articles of association of the Company which shall be drafted as such:

*"The shareholders can, upon decision by the Board of Directors, participate to the General Meeting by video-conferencing or by means of telecommunication, including the Internet, allowing for their identification in the conditions set by the Board of Directors and according to the applicable legal provisions.*

*Such decision is announced in the convening notice which is published according to the legal and regulatory provisions.*

*In order to determine the quorum and the majority, shall be deemed as present at the General Meeting the shareholders participating by means of telecommunication allowing their identification as per applicable legal and regulatory provisions.*

*If the Board of Directors has authorized it, the shareholders shall use the voting webform available on the Website set up by the centraliser of the General Meeting.*

*Filling out and signing the webform may be done directly on the Website by any means according to the conditions defined by applicable law and which may consist in a login and password if approved by the Board of Directors.*

*The webforms for voting by mail as well as the instructions and proxies granted by electronic means must be validly received by*

*the company before 15:00, Paris time, the day before the General Meeting.*

*The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the third business day prior to the meeting at 0:00 (Paris time), the company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors.*

*In addition, if the Board of Directors so decides at the time of convening the General Meeting, the shareholders may be able to participate to the vote by electronic means in real time during the meeting as per applicable law and regulations."*

The rest of article 28 remains unchanged.

#### Third resolution

##### Amendment of article 16 of the articles of association - Directors representing the employee shareholders

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report from the Board of Directors, decides to remove the following paragraph 12 of article 16 of the articles of association:

*"If, during the term, the report presented each year by the Board of Directors at the General Meeting in application of article L. 225-102 of the French commercial Code establishes that the shares held within the framework of the aforesaid article represent a percentage of less than 3 % of the capital of the Company, the term of the director representing the employee shareholders will end at the end of the Ordinary General Meeting during which the report of the Board of Directors noting this situation is presented."*

The rest of article 16 remains unchanged.

#### Fourth resolution

##### Amendment of article 14 of the articles of association - Term of office of the members of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report from the Board of Directors, decides to replace the title of article 14 of the articles of association as follows: "Rotation in the renewal of the mandates and term of office of the

## Proposed resolutions

members of the Board of Directors”, and to remove and replace the first paragraph of article 14 of the articles of association as follows:

*“The Board of Directors will be renewed annually by rotation in order to ensure a rotation of one third of the members of the Board of Directors (number to be rounded off to the superior or inferior number, if the number of directors is not a multiple of 3).*

*The term of office of the directors will be three (3) years. The mandate of a director will end at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the financial year that has ended and which is held in the year during which the term of the aforesaid director expires.*

*By exception, the General Meeting may, to set up such rotation, appoint a director for a term of one or two years to ensure the rotation in the renewal of the functions of the directors. The functions of the directors so-appointed for a term of one or two years, will end at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the financial year that has ended and which is held in the year during which the term of the aforesaid director expires.*

*In the case of an appointment of a new director outside of the planned renewal dates as provided for in this paragraph, the above mentioned rules on the setting up and implementation of the rotation shall apply.”*

The rest of article 14 remains unchanged.

## Fifth resolution

### Approval of the transformation of the Company's form by opting for the European company form (Societas Europaea) and adopting the conditions of the transformation project

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with:

- ▶ the report of the Board of Directors;
- ▶ the draft transformation plan of the Company in a European company drafted by the Board of Directors on 16 April 2012 and filed with the Clerk of the Commercial Court of Pontoise on 25 April 2012, which explains and justifies the legal and economic aspects of the transformation of the Company and indicates the consequences of adopting the European company form for the shareholders and for the employees;
- ▶ the report of MM. Olivier Péronnet and Dominique Ledouble, transformation auditors, appointed by way of ordonnance by the President of the Commercial Court of Pontoise on 19 April 2012;

after having acknowledged that the Company fulfils the required conditions of the provisions of Council Regulation n°2157/2001

of 8 October 2001 on the statute of European companies and specifically the conditions of Articles 2§4 and 37 of the Regulations, as well as article L. 225-245-1 of the French commercial Code on the transformation of a “société anonyme” in a European company;

and having acknowledged that:

- ▶ the transformation of the Company in a European company does not lead to the dissolution of the Company, nor to the creation of a new legal person;
- ▶ the duration of the Company, its purpose and its registered seat shall not change;
- ▶ the share capital of the Company shall remain the same amount and the same number of shares with a nominal value of 1 Euro; which shall remain listed on the NYSE Euronext Paris stock exchange;
- ▶ the duration of the current financial year is not modified by the adoption of the European company form and the financial accounts of this financial year shall be drawn up, presented and reviewed in the conditions as per the articles of association of the Company in its new legal form and as per the provisions of the French commercial Code on European companies;

after having acknowledged that, in accordance with article 12§2 of the abovementioned Regulation, the European company may not be registered unless an agreement on arrangement for employee involvement pursuant to articles L.235-1 and sq. of the French labour Code has been concluded. These negotiations may lead (i) to an agreement determining the terms and conditions of employee involvement in the European company, or (ii) to the decision, voted by qualified majority, not to start or end the negotiations and to base such relations on the regulations applicable to the information and the consultation in the member States where the Company has employees, or (iii) to a disagreement, in which case the subsidiary provisions on the European company's committee, pursuant to articles L.2353-1 and sq. of the French labour Code shall apply;

decides, subject to the approval of the bondholder General Meeting pursuant to the bonds convertible into and/or exchangeable for new or existing shares issued on 29 October 2009 and the bonds convertible into and/or exchangeable for new or existing shares issued on 1<sup>st</sup> July 2011, (i) to approve the transformation of the Company's form into a European company (Societas Europaea) with a Board of Directors, and to approve the terms of the transformation plan as approved by the Board of Directors, and acknowledges that the transformation of the Company in a European company shall only take effect from the registration of the Company as a European company with the Commerce and Company Registry of Pontoise which shall occur after the negotiations on employee involvement, and (ii) to delegate all powers to the Board of Directors to perform all necessary formalities for the registration of the Company as a European company.

## Proposed resolutions

### Sixth resolution

#### Approval of the Company's name under its new European company form

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors, decides, subject to the approval of the fifth resolution, that as from the definitive realisation of the transformation of the Company in a European company, the current company name of the Company shall have its "SA" abbreviation replaced by the "SE" abbreviation pursuant to the provisions of article 11 of the Council Regulation n°2157/2001 of 8 October 2001 on the statute of European companies. The company name of the Company shall become Atos SE.

This modification shall be reflected in the articles of association of the Company under its new European company form.

### Seventh resolution

#### Approval of the articles of association of the Company under its new European company form

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors, as well as with the draft articles of association of Atos SE, adopts, subject to the approval of the fifth and sixth resolutions, article by article and as a whole, the text of the articles of association of the Company under its new European company form, it being specified that the articles of association include the amendments proposed in the first, second, third and fourth resolutions; and shall therefore be adapted in accordance with the potential rejection of one or more of these resolutions. These articles of association shall become effective as from the definitive realisation of the transformation of the Company in a European company, ratified by its registration.

A copy of the articles of association of Atos SE is attached to the minutes of this General Meeting.

### Eighth resolution

#### Transfer to the Board of Directors of the Company under its new European company form of all current authorisations and delegations of authority or power which have been granted by the shareholders to the Board of Directors of the Company under its "société anonyme" form

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors, decides, subject to the approval of the fifth resolution, that all current authorisations and delegations of authority or power which have been and shall be granted to the Board of Directors of the Company under its current "société anonyme" form by all general meetings of the Company, and which are applicable on the date of the definitive realisation of the transformation of the Company in a European company, shall be, on the day of the definitive realisation of the transformation, automatically transferred to the Board of Directors of the Company under its new European company form.

### Ninth resolution

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

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, authorises the Board of Directors with the power of subdelegation as provided by applicable laws and regulations, pursuant to article L. 225-209 and seq. of the French commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine all or part of the shares which the Company owns or could own through purchases pursuant to article L.225-209 of the French commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit shall apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to acknowledge the realisation of the cancelling operation(s) of the share capital pursuant to this authorisation, attributing the difference between the accounting value of the cancelled shares and the nominal value of the premiums and available reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorisation is given for a duration of eighteen (18) months, starting from the day of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the eighth resolution of the Ordinary and Extraordinary General Meeting of 1<sup>st</sup> June 2011.

## Proposed resolutions

### Tenth resolution

#### **Delegation of authority to the Board of Directors for the purpose of issuing - by maintaining the preferential subscription right of shareholders - shares or other equity securities of the Company, or securities granting access to the share capital of the Company or of one of its Subsidiaries, and/or issuing securities giving entitlement to an allotment of debt instruments**

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, ruling pursuant to applicable provisions of the French commercial Code, most notably articles L. 225-129-2, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93:

- ▶ terminates the delegation of authority granted by the Ordinary and Extraordinary General Meeting of 27 May 2010 in its tenth resolution, with immediate effect, for the unused part by the Board of Directors;
- ▶ and delegates to the Board of Directors, for a duration of twenty six (26) months from the date of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, the authority to decide on the issuance, against payment or free of charge, with the maintenance of the preferential subscription right of shareholders, (i) of ordinary shares of the Company, (ii) of securities giving access by any means, immediate or deferred, to ordinary shares in existence or to be issued by the Company, and (iii) securities giving access by any means, immediate or deferred, to ordinary shares in existence or to be issued by a company of which the Company possesses more than half of the share capital either directly or indirectly (the "Subsidiary"), for which subscription can be made either in cash or by the compensation of receivables or, in the same terms, to decide the issuance of securities giving entitlement to an allotment of debt instruments pursuant to articles L.225-91 and sq. of the French commercial Code.

The issuance of preferred shares and other securities giving immediate or deferred access to preferred shares are expressly excluded.

The maximum nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issuances carried out by virtue of this delegation shall be set at 25,000,000 Euros, it being specified that this maximum amount shall be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued, to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of bearers of securities giving access to ordinary

shares of the Company, of subscription or purchase of stock options of the Company or free shares of the Company.

The securities giving access to the ordinary shares of the Company or of a Subsidiary so issued may consist of debt securities or be associated with the issuance of such securities, or permit the issue of the same as intermediate securities.

They may notably take the form of subordinated or non-subordinated securities with a fixed or indefinite duration, and be issued in Euros or in a foreign currency, or in any monetary units established with reference to several currencies.

The nominal amount of the debt securities which may be issued pursuant to the present delegation may not exceed 870,000,000 Euros or its counter value on the date of deciding the issuance, it being specified (i) that this amount shall not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount is distinct and autonomous from all of the debt securities, the issuance of which is established by the eleventh, thirteenth and fourteenth resolutions below submitted to this General Meeting and shall be autonomous and distinct from the amount of the debt securities, the issuance of which shall be decided or authorised by the Board of Directors, pursuant to article L. 228-40 of the French commercial Code.

In the case of issuance of debt securities, the Board of Directors shall have all powers to decide, in particular, whether they should be subordinated or not (and, where applicable, their subordination rank, pursuant to article L. 228-97 of the French commercial Code), to determine their interest rate, their term, the fixed or variable reimbursement price, with or without premium, the issuance conditions, (including attaching guarantees or suretyships) and redemption according to the conditions of the market and the conditions in which such securities could grant rights to the Company's shares.

In proportion to the amount of their shares, the shareholders shall have a preferential subscription right to the ordinary shares and to the securities issued by virtue of this resolution.

The Board of Directors may introduce a subscription right for excess shares for ordinary shares or for issued securities, to the benefit of the shareholders, which shall be exercised in proportion to their subscription rights and within the limit of their demands.

If the subscriptions for excess shares and, as per the case, for precise numbers of shares, do not absorb the entire issue, the Board of Directors may use the following rights or some of them in the order of its choice: (i) in accordance with legal provisions, limiting the issue to the amount of subscriptions received, (ii) free allocation of all or part of the unsubscribed securities, or (iii) offering all or part of the unsubscribed securities to the public, on the French and/or international market and/or abroad.

The General Meeting notes that, pursuant to the provisions of article L. 225-132, paragraph 5 of the French commercial Code, this delegation entails the waiver by shareholders of their preferential subscription rights to the ordinary shares to which the securities to be issued on the basis of this delegation may provide entitlement.



## Proposed resolutions

The General Meeting hereby decides that issuances of warrants on the shares of the Company may be carried out by subscription offer but also by a bonus issue to holders of existing shares, and in the event of a bonus issue of equity warrants, the Board of Directors shall have the right to decide that the rights of allotment forming odd lots shall not be negotiable and that the corresponding securities shall be sold.

The Board of Directors shall decide the characteristics, amounts and procedures for any issue, as well as of the securities issued. It shall notably decide the category of the issued securities and set their subscription price, with or without a premium, taking account of the indications contained in its report, the procedures for their payment in full, their dividend date, which may be retroactive, the procedures by which the securities issued on the basis of this delegation shall provide entitlement to the ordinary shares of the Company or of a Subsidiary, and where these relate to debt securities, their rank of subordination.

The Board of Directors shall have all of the powers to implement this resolution, notably by drawing up every agreement for this purpose, in particular with a view to the successful conclusion of any issue, in order to carry out the above issuances, on one or more occasions, in the proportions and at the times when it sees fit, in France and/or abroad, as appropriate and/or on the international market, as well as, where necessary, in order to postpone the same, to establish the realisation and undertake the corresponding amendment of the articles of association, as well as to carry out all formalities and declarations and to request all authorisations which may prove necessary to the realisation and successful conclusion of these issuances.

Within the limits which it has previously set, the Board of Directors may delegate powers granted to it by way of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

### Eleventh resolution

#### **Delegation of authority to the Board of Directors for the purpose of issuing - with the removal of the preferential subscription right of shareholders - ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, and/or issuing securities giving entitlement to an allotment of debt instruments**

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, ruling pursuant to applicable provisions of the French commercial Code, most notably articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91, L. 228-92 and L. 228-93:

► terminates the delegation of authority granted by the Ordinary and Extraordinary General Meeting of 27 May 2010 in its eleventh resolution to the Board of Directors, with immediate effect, for the unused part;

► and delegates to the Board of Directors, for a duration of twenty six (26) months from the date of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, its power to decide on the issuance, through a public offer (i) of ordinary shares of the Company, (ii) of securities granting immediate or deferred access by any means to ordinary shares in existence or to be issued by the Company and (iii) securities granting immediate or deferred access, by all means, to ordinary shares in existence or to be issued by a company of which the Company holds over half of the share capital, whether directly or indirectly, (the "Subsidiary"), the subscription of which may be carried out either in cash or through offsetting of receivables, or, in the same conditions, to decide on the issuance of securities giving entitlement to an allotment of debt instruments governed by articles L. 228-91 and sq. of the French commercial Code.

The General Meeting has decided to remove the preferential subscription right of the shareholders to these ordinary shares and securities.

The issuance of preferred shares and other securities giving immediate and/or deferred access to preferred shares shall be expressly excluded.

The maximum nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issuances carried out by virtue of this delegation shall be set at 12,500,000 Euros, it being specified that the maximum amount shall be fixed without taking account of the amount of the nominal value of the ordinary shares of the Company which may be issued, to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

The securities giving access to the ordinary shares of the Company or of a Subsidiary so issued may consist of debt securities or be associated with the issuance of such securities, or permit the issue of the same as intermediate securities. The provisions concerning securities of the same nature which may be issued on the basis of the preceding resolution shall apply for their issuance, during their existence and for their access to ordinary shares, their reimbursement, rank of subordination or redemption.

The nominal amount of the debt securities likely to be issued pursuant to this delegation may not exceed 440,000,000 Euros or their counter value on the date of deciding the issuance, it being specified (i) that this amount shall not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount would be autonomous and distinct from all of the debt securities, the issuance of which is established by the tenth resolution but common to all of the debt securities, the issuance of which is established by the thirteenth and fourteenth resolutions submitted to this General Meeting, (iii) and shall be autonomous and distinct from the amount of the debt securities, the issuance of which shall be decided or

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authorised by the Board of Directors, pursuant to article L.228-40 of the French commercial Code.

The Board of Directors may introduce a preferential right to subscribe to an excess and/or exact number of the ordinary shares or to the issued securities, to the benefit of the shareholders, of which it shall set the procedures and conditions of exercise, under the legal conditions, without giving rise to the creation of negotiable rights. Securities which are not subscribed by virtue of this right shall form the object of a public placement in France and/or abroad, and/or on the international market.

If the subscriptions, including, as per the case, those of shareholders, did not absorb the entire issue, the Board of Directors may limit the amount of the operation under the conditions established by law.

The General Meeting notes that this delegation shall entail a waiver by the shareholders of their preferential subscription right to the ordinary shares of the Company, to which the securities issued on the basis of this delegation may provide an entitlement.

The Board of Directors shall decide the characteristics, amounts and procedures for any issue as well as of the securities issued. It shall notably decide the category of the issued securities and set their subscription price, with or without a premium, taking account of the indications contained in its report, the procedures for their payment in full, their dividend date, which may be retroactive, as well as, where appropriate, the duration, the procedures by which the securities issued on the basis of this delegation shall provide entitlement to the ordinary shares, and where these relate to debt securities, of their rank of subordination, it being specified that:

- a) the issuance price of the ordinary shares issued directly shall be at least equal to the minimum amount prescribed by applicable regulatory provisions on the day of issuance (to this day, the weighted average price of the last three trading sessions prior to its setting, which may be reduced by a discount of at most 5%);
- b) the issuance price of the securities granting access to the ordinary shares of the Company shall be such that the amount immediately received by the Company, or in the event of issuance of securities giving access to ordinary shares of a Subsidiary, by the Subsidiary, increased, as per the case, by the amount likely to be received subsequently by the Company or the Subsidiary, as per the case, or, for each ordinary share issued as a consequence of the issuance of these securities, at least equal to the amount described in paragraph "a)" above, after correction, if necessary, of this amount to take account of the difference in dividend date.

The Board of Directors shall have all of the powers to implement this delegation, notably by drawing up every agreement for this purpose, in particular with a view to the successful conclusion of any issue, in order to carry out the above issuances, on one or more occasions, in the proportions and at the times when it sees fit, in France and/or where necessary, abroad and/or on the international market, as well as, where necessary, in order to postpone the same, establish its realisation and undertake the corresponding amendments of the articles of association, as well as to carry out all formalities and declarations and to request all authorisations which may prove necessary to the realisation and successful conclusion of these issuances.

The General Meeting authorises the Board of Directors, for each of the issuances decided by way of application of this delegation, and up to a limit of 10% of the share capital of the Company (as it exists on the date of the General Meeting) per twelve (12) month period, to waive the conditions for price setting established above and to set the issue price of the ordinary shares and/or of the issued securities, according to the following procedures:

- a) the issuance price of the ordinary shares issued directly shall be at least equal to the closing price of the Company's share on the market of Euronext Paris for the last trading session prior to its setting, which may be reduced by a discount of at most 10%;
- b) the issuance price of the securities granting access to the ordinary shares of the Company shall be such that the amount immediately received by the Company, or in the event of issuance of securities giving access to ordinary shares of a Subsidiary, by the Subsidiary, increased, as per the case, by the amount likely to be received subsequently by the Company or the Subsidiary, as per the case, or, for each ordinary share issued as a consequence of the issuance of these securities, is at least equal to the amount described in paragraph "a" above, after correction, if necessary, of this amount to take account of the difference in dividend date.

Within the limits which it has previously set, the Board of Directors may delegate powers granted to it by virtue of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

## Twelfth resolution

### **Delegation of authority to the Board of Directors for the purpose, in the event of a capital increase with or without the removal of the preferential subscription right of shareholders, of increasing the number of shares to be issued**

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors and ruling pursuant to article L. 225-135-1 of the French commercial Code, delegates its authority to the Board of Directors for a duration of twenty six (26) months from the date of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, to decide, within 30 days of the closure of the subscription of the initial issue, for each of the issuances decided by way of application of the tenth and eleventh resolutions above, to increase the number of shares to be issued, up to the limit of 15% of the initial issuance and at the same price as that decided for the initial issuance, subject to the observance of the ceiling established in the delegation by way of application of which the issue shall be decided.

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The present delegation terminates the delegation of authority granted by the Ordinary and Extraordinary General Meeting of 27 May 2010 in its twelfth resolution, with immediate effect, for the unused part by the Board of Directors.

Within the limits which it has previously set, the Board of Directors may delegate powers granted to it by virtue of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

### Thirteenth resolution

#### Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares of the Company, securities granting access to the ordinary shares, and/or securities giving entitlement to an allotment of debt instruments, in the event of a public exchange offer initiated by the Company on the securities of a third party company

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors and ruling pursuant to applicable provisions of the French commercial Code, most notably articles L. 225-129-2, L. 225-148 and L. 228-92:

- ▶ delegates to the Board of Directors for a duration of twenty six (26) months from the date of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, its power to decide, on the basis and under the conditions of the eleventh resolution above, which is submitted to you, on the issuance of ordinary shares of the Company or securities giving immediate and/or deferred access by any means to ordinary shares in existence or to be issued by the Company and/or securities giving entitlement to an allotment of debt instruments, by way of remuneration of the securities contributed to a public exchange offer initiated in France or abroad, according to local rules, by the Company on the securities of another company admitted to trading on one of the regulated markets described in the aforementioned article L. 225-148, and
- ▶ decides, as far as is necessary, to remove, in favour of the holders of these securities, the preferential subscription right of the shareholders to these ordinary shares and securities.

The present delegation terminates the delegation of authority granted by the Ordinary and Extraordinary General Meeting of 27 May 2010 in its thirteenth resolution, with immediate effect, for the unused part by the Board of Directors.

The General Meeting notes that this delegation shall entail a waiver by the shareholders of their preferential subscription right to the ordinary shares of the Company, to which the securities issued on the basis of this delegation may provide an entitlement.

The maximum nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issuances carried out by virtue of this delegation and the delegation of the eleventh resolution shall be set at 12,500,000 Euros, it being specified that the maximum amount shall be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

The nominal amount of the debt securities likely to be issued pursuant to this delegation may not exceed 440,000,000 Euros or their counter value on the date of deciding the issuance, it being specified (i) that this amount shall not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount would be autonomous and distinct from all of the debt securities, the issuance of which is established by the tenth resolution but common to all of the debt securities, the issuance of which is established by the preceding eleventh resolution and the following fourteenth resolution submitted to this General Meeting, (iii) and shall be autonomous and distinct from the amount of the debt securities, the issuance of which shall be decided or authorised by the Board of Directors, pursuant to article L. 228-40 of the French commercial Code.

The General Meeting hereby decides that the Board of Directors shall have all powers within this resolution to proceed with the issuance of shares or securities remunerating the contributed shares or securities, and notably:

- ▶ to set the exchange parity, as well as, where necessary, the amount of the cash adjustment to be paid;
- ▶ to establish the number of securities contributed to the exchange;
- ▶ to determine the dates, conditions of issuance, notably the price and dividend date, of the new ordinary shares, or as per the case, securities giving immediate and/or deferred access to the ordinary shares of the Company;
- ▶ to record among the liabilities under the item "contributed goodwill", relating to the rights of the shareholders, the difference between the issue price of the new shares and their nominal value;
- ▶ to attribute all of the costs and duties generated by the authorised operation, if necessary, to the said "contributed goodwill";
- ▶ in general, to take all useful measures and draw up all agreements to ensure the successful conclusion of the authorised operation, to establish the capital increase(s) resulting from the same and correspondingly to modify the articles of association.

Within the limits which it has previously set, the Board of Directors may delegate powers granted to it by virtue of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

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## Proposed resolutions

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### Fourteenth resolution

#### **Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and securities giving access to ordinary shares, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital**


The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors and ruling pursuant to article L. 225-147 paragraph 6 of the French commercial Code, hereby:

- ▶ terminates the delegation granted by the Ordinary and Extraordinary General Meeting of 27 May 2010 in its fourteenth resolution, with immediate effect, for the unused part by the Board of Directors; and
- ▶ delegates to the Board of Directors, for a duration of twenty-six (26) months from the date of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, the powers to make the contributions on the grounds of and under the conditions established by the thirteenth resolution above, with the issuance of ordinary shares of the Company or securities giving immediate and/or deferred access by all means to ordinary shares in existence or to be issued by the Company, with a view to remunerating contributions in kind granted to the Company and consisting of equity or other securities giving access to the share capital, where the provisions of article L. 225-148 of the French commercial Code are not applicable, and to decide, as necessary, to remove the preferential subscription right of the shareholders to the ordinary shares and securities so issued to the benefit of the holders of the titles or securities forming the object of the contributions in kind.

The Board of Directors will decide on the auditors' report cited in the 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of the article L. 225-147 of the French commercial Code.

The maximum nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issuances carried out by virtue of this delegation shall be set at 10% of the Company's share capital (existing on the date this delegation is used).

The General Meeting notes that this delegation shall entail a waiver by the shareholders of their preferential subscription right to the ordinary shares of the Company, to which the securities issued on the basis of this delegation may provide an entitlement.



The Board of Directors shall have all powers to implement this delegation, notably to draw up the list of equity securities or securities contributed to the exchange, to set the exchange parity, and where necessary, the amount of the cash adjustment to be paid, to decide, on the basis of the auditors' report cited in the 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of the aforementioned article L. 225-147, and to approve the evaluation of the contributions and the granting of particular benefits, to establish the final execution of the capital increases carried out by way of this delegation, and to undertake the corresponding amendment of the articles of association, as well as to carry out all formalities and declarations and to request all authorisations which may prove necessary for the realisation of these contributions.

Within the limits which it has previously set, the Board of Directors may delegate powers granted to it by virtue of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

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### Fifteenth resolution

#### **Global limitation of authorisations**

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and following the adoption of the tenth, eleventh, twelfth, thirteenth and fourteenth preceding resolutions, has decided to set at 25,000,000 Euros the maximum nominal amount of immediate and/or deferred increases in the share capital, likely to be realised by virtue of the delegations or authorizations granted by the aforementioned resolutions, it being specified that to this nominal amount may be added the nominal amount of the ordinary shares of the Company which may be issued to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of bearers of securities giving access to the ordinary shares.

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### Sixteenth resolution

#### **Delegation of authority granted to the board of directors for the purpose of increasing the share capital of the Company through the incorporation of reserves, profits or premiums**

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report of the board of directors and the special report of the auditors and ruling pursuant to articles L. 225-129-2 and L. 225-130 of the French commercial Code, hereby:

- ▶ delegates to the Board of Directors, for a duration of twenty-six (26) months from the date of the general meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall

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continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, its power to decide on an increase of the share capital, on one or more occasions, at the times and according to the procedures which it determines, by incorporation into the share capital of reserves, profits or premiums, followed by the creation and issuance of free shares or an increase in the nominal value of existing ordinary shares, or a combination of these two procedures.

The General Meeting delegates to the Board of Directors the power to decide that rights forming odd lots shall be neither tradable nor assignable and that the corresponding securities shall be sold; the amounts deriving from the sale shall be allocated to the holders of the rights within the deadline established by the regulations.

The maximum nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issuances carried out by virtue of this delegation shall not exceed the total amount which can be incorporated into the share capital, it being specified that this maximum amount shall be fixed autonomously and distinctively from the maximum amounts on the capital increases arising from the issuances of ordinary shares or of securities authorised by the tenth to fourteenth resolutions above.

From this maximum amount shall be deducted the nominal amount of the ordinary shares of the Company which may be issued by way of the adjustments made in case of increase in capital through the incorporation of reserves, profits or premiums to protect the holders of rights attached to the securities giving access to the ordinary shares.

The Board of Directors shall have all powers for the purpose of implementing this delegation, and in general for taking all measures and carrying out all formalities required for the successful conclusion of each capital increase.

Within the limits which it has previously set, the Board of Directors may delegate powers granted to it by virtue of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

### Seventeenth 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 right to the benefit of the employees of the Company and its associated companies

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, pursuant to and under the conditions

set by the provisions of articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 et L. 225-138-1 of the French commercial Code and articles L. 3332-18 and sq. of the French labour Code:

1. delegates to the Board of Directors, with the right of sub delegation under the conditions established by the applicable legal and regulatory provisions, the authority to decide, in the proportions and at the times which it sees fit, on the issuance within France or abroad of shares or other equity securities of the Company, or of securities giving immediate or deferred access by all means, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees and former employees of the Company or of companies associated with it pursuant to article L. 225-180 of the French commercial Code, if these employees are members in this capacity of a company savings plan or any other qualifying plan, by way of application of the applicable legal and regulatory provisions;
2. hereby decides that the maximum nominal amount of the immediate or deferred capital increases of the Company likely to be realised by virtue of this delegation may not exceed 2% of the share capital on a totally diluted basis on the day of the General Meeting, with this maximum amount being autonomous and distinct from the maximum amounts considered in the other resolutions submitted to the meeting and set without taking account of the amount of the nominal value of the shares or other equity securities to be issued, to preserve, pursuant to the applicable legal and regulatory provisions and, as per the case, any applicable contractual stipulations which provide for other cases of adjustments, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company;
3. hereby decides that this delegation entails the removal of the preferential subscription right of shareholders to the shares and other equity and other securities giving access to the share capital, which may be issued within the context of this delegation, as well as to the securities and other equity and other securities to which the securities issued on the basis of this delegation may provide entitlement;
4. hereby decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and shall be determined under the conditions established in article L. 3332-19 of the French labour Code;
5. hereby decides that by way of application of article L. 3332-21 of the French labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company by way of subscription, or as per the case of the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have the effect of exceeding the limits established in article L. 3332-11 of the French labour Code;

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6. hereby decides that the characteristics of the other securities giving access to the share capital of the Company shall be drawn up by the Board of Directors under the conditions set by the applicable legal and regulatory provisions;
7. grants all powers to the Board of Directors, with the rights of sub delegation to any person authorised by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and notably:
- ▶ to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
  - ▶ to set, where necessary, a perimeter for 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 issue), request authorisations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to establish the capital increase(s) resulting from every issue carried out by using this delegation, correspondingly, to amend the articles of association of the Company, to request the listing on the Euronext Paris exchange of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question at the exercise of the associated rights.
8. hereby decides that delegation of powers granted to the Board of Directors shall be given for a duration of twenty six (26) months from the date of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, and terminates, the delegation of authority granted by the Ordinary and Extraordinary General Meeting of 27 May 2010 in its sixteenth resolution, with immediate effect, for the unused part by the Board of Directors.

## Eighteenth resolution

### Authorisation given to the Board of Directors to allot free shares to the employees and legal representatives of the Company and/or companies which are affiliated to the Company

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

The beneficiaries of the grants authorized in this resolution must (i) be employees or legal representatives of the Company and/or of companies or economic interest groups associated with it, pursuant to 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 sq. of the French commercial Code, and (ii) fulfil performance conditions determined by the Board of Directors on operational and quantifiable criteria to take into account the priority of the success of the two year plan (2011/2013) of the Siemens SIS integration. Such performance conditions shall also apply to annual financial objectives relating to profitability and to the available cash flow.

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

The General Meeting determines the minimum acquisition period pursuant to which the allotment of shares to their beneficiaries shall be definitive, to a term of two years as from the date of their allotment by the Board of Directors. The General Meeting also determines the minimum conservation period of the shares by the beneficiaries to a term of two years as from the definitive allotment of the shares, it being specified that for the allotted shares for which the minimum acquisition period is four years, the minimum conservation period may be cancelled so that the shares may be freely negotiated upon definitive allotment.

In case of disability of the beneficiary falling within the second or third categories of article L. 314-4 of the French social security Code, the definitive allotment of the shares shall occur immediately upon the death of the beneficiary, its heirs may request the definitive allotment of the shares within six months from the death, the shares becoming immediately negotiable.

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

The General Meeting delegates all powers to the Board of Directors with the possibility of sub delegation within the above mentioned limits and conditions, to:

- ▶ determine the categories of beneficiaries of the allotment(s);
- ▶ determine the duration of the acquisition period and the duration of the conservation period applicable to the allotment(s);
- ▶ determine the conditions of the performance criteria of the allotment(s);
- ▶ decide the amount of allotment(s), the dates and conditions of each allotment, the date, even retroactive, as from which the issued shares shall bear enjoyment rights;
- ▶ adjust, as the case may be, during the acquisition period, the number of shares in relation to potential operations on the share capital of the Company in order to protect the rights of the beneficiaries;
- ▶ acknowledge the realisation of each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the articles of association;
- ▶ on its own decision, after each increase, to attribute the costs of the capital increase to the relating premium and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;
- ▶ and, more generally, to take all measures to perform the capital increase within the conditions as set forth by legal and regulatory provisions.

This authorization shall have a term of thirty eight (38) months from the present General Meeting it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, and terminates the delegation granted by the Ordinary and Extraordinary general meeting of 1<sup>st</sup> July 2011 in its fourth resolution, with immediate effect, for the unused part

## Ordinary Items

### **Nineteenth resolution**

#### **Approval of the company accounts for the financial year ending 31 December 2011**

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report of the Board of Directors and the reports of the auditors on the financial statements for the 2011 financial year, approves the financial statements for the financial year ending 31 December 2011, as these were presented to it, including the balance sheet, income statement and annex, as well as the operations expressed in these accounts and summarised in these reports.

### **Twentieth resolution**

#### **Approval of the consolidated accounts for the financial year ending 31 December 2011**

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report of the Board of Directors and the reports of the auditors on the consolidated accounts, approves the consolidated accounts for the financial year ending 31 December 2011, including the consolidated balance sheet, income statement and annex, as these were presented to it, as well as the operations expressed in these accounts and summarised in these reports.

### **Twenty-first resolution**

#### **Assignment of the net income for the financial year ending 31 December 2011 and payment of the dividend**

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report of the Board of Directors and the reports of the auditors on the financial year ending 31 December 2011:

- ▶ hereby decides, on the net income for the financial year of 44,034,328.42 Euros, to assign an amount of 2,783.80 Euros to the legal reserve, which is raised to an amount of 8,356,676.80 Euros;

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► considering the previous item brought forward of 295,200,328.80 Euros, acknowledges that the distributable income for the financial year after allocation to the legal reserve is equal to 339,231,873.42 Euros;

► the General Meeting decides to distribute this amount as follows:

To dividend	41,873,750 Euros
To retained earnings	297,358,123.42 Euros

A dividend of 0.50 Euro per share (before withholding of any applicable social charges and any applicable discharging tax deduction) will be paid for all shares of the Company having right to dividend, resulting in a total dividend of 41,873,750 Euros, on the basis of the number of shares making up the share capital as of 2<sup>nd</sup> April 2012, i.e. 83,747,500 shares.

However, this amount may be increased (and accordingly, the amount remaining on retained earnings decreased) by a total maximum number of 3,875,913 Euros, in order to take into account the total maximum number of 7,751,826 additional shares which may be created through the exercise of stock subscription options, between 2<sup>nd</sup> April 2012 and the date of dividend payment.

The dividend will be paid in cash at the earliest on 2<sup>nd</sup> July 2012 and the latest on 16 July 2012. In application of article L. 232-13 of the French commercial Code, the Board of Directors shall determine the detachment date and payment date of the dividend. It shall inform the shareholders and the market by way of a press release.

If upon dividend payment, the Company owns some of its own shares, the amounts corresponding to unpaid dividend for these shares shall be allocated to retained earnings.

In application of article 243 bis of the French general tax Code, this dividend can benefit, when paid to physical persons who are tax residents in France from a 40% tax deduction provided by article 158-3-2° of the French general tax Code. In application of article 117 quarter of the French general tax Code, such shareholders can decide to opt, subject to conditions, for the 21% withholding tax (excluding social contributions), instead of the gradual scale of the income tax. The dividend would then be excluded from the benefit of the 40% tax deduction.

As required by legal provisions, the General Meeting acknowledges that the following dividend has been paid during the three financial years prior to the 2011 financial year:

Financial year	Dividend per share (in Euros)
2008	-
2009	-
2010	0,50

The General Meeting acknowledges that a dividend of 0.50 Euro per share has been paid for the 2010 financial year, benefiting wholly from a 40% tax deduction pursuant to paragraphs 2° and 3° of article 158 of the French general tax Code when paid to physical persons who are tax residents in France, and subject to the shareholders having opted for the withholding tax pursuant to article 117 quarter of the French general tax Code.

## Twenty-second resolution

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

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

The new shares, in case of exercise of this resolution shall be issued at a price equal to 90% of the average opening share price on the Paris Euronext stock exchange, during the last twenty trading days prior to the General Meeting, reduced by the amount of the dividend which is the object of the twenty-first resolution, rounded up to the Euro cent. Such issued shares shall bear rights as from 1<sup>st</sup> January 2012.

The shareholders shall have the possibility to opt for the payment of the dividend in cash or in new shares between 6 June and 20 June 2012 inclusive, by sending their request to their broker which shall pay the said dividend or, for the shareholders owner of registered shares registered with the Société Générale, to its representative (Société Générale, Département des titres et bourse, 32, rue du Champ du Tir, BP 81236 - 44312 Nantes Cedex 3). After 20 June 2012, 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 2<sup>nd</sup> July 2012, after the end of the option period. For the shareholders who have opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

If the amount of the dividend for which the option is exercised does not correspond to a whole number, the shareholder shall be able to receive the number of shares increased by one, by paying, on the day he/she exercises the option, the balance in cash, or receive the number of shares decreased by one with the balance in cash.

The General Meeting grants all powers to the Board of Directors, with the right of subdelegation to the Chairman of the Board of Directors, as prescribed by law, in order to ensure the implementation of the



## Proposed resolutions

payment of the dividend in new shares, to specify the terms and conditions of implementation and execution, to acknowledge the number of new shares issued pursuant to this resolution and to make any necessary modification in the articles of association with regard to the social capital and the number of shares making up the share capital, and more generally, to take all action which is useful or necessary.

### Twenty-third resolution

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

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report of the Board of Directors, approves, pursuant to the provisions of articles L. 225-209 and sq. of the French commercial Code, with the right of subdelegation under the conditions established by the applicable legal and regulatory provisions, and in observance of the conditions defined in the General Regulations of the Financial Markets Authority ("AMF"), of European Regulation No. 2273/2003 of 22 December 2003, taken by way of application of the directive 2003/6/CE of 28 January 2003 and the market practices accepted by the AMF, to purchase shares of the Company within the context of the implementation of a share repurchase programme.

These purchases could be carried out by virtue of any allocation permitted by law, with the aims of this share repurchase programme being:

- ▶ to maintain them or subsequently use them for payment or exchange within the context of possible external growth operations, in observance of the market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company to this end shall not exceed 5% of the share capital,
  - ▶ to ensure liquidity and lead the market of the Company's shares within the context of a liquidity contract concluded with an investment service provider in complete independence, in observance of the professional conduct charter accepted by the AMF,
  - ▶ to attribute or sell these to the representatives or employees of the Company and/or companies which are affiliated to the Company, under the conditions and according to the procedures established by the legal and regulatory provisions applicable notably within the context (i) of the participation in the benefits of expansion of the company, (ii) of the share option regime established by articles L. 225-179 and sq. of the French commercial Code, (iii) of the free share issuance regime established by articles L. 225-197-1 to L. 225-197-3 of the French commercial Code and (iv) of a company savings plan, as well as to carry out all hedging operations relating
- to these operations, under the conditions established by market authorities and during periods when the Board of Directors or person acting as its representative so decides,
  - ▶ to tender these at the time of exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other form of attribution of the shares of the Company, as well as to carry out all hedging operations with regard to the issuance of such securities, under the conditions established by market authorities and during periods when the Board of Directors or person acting as its representative so decides, or
  - ▶ to cancel them as a whole or in part through a reduction of the share capital by way of application of the above mentioned ninth resolution.

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

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

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

Acquisitions, assignments, transfers or exchanges of shares may be carried out by any means, according to the regulations in effect, on one or several occasions, on a regulated market, a multilateral negotiation system, with a systematic internaliser or by private contract, notably by public bid or transactions of blocks of shares (which may amount to the whole of the programme), and as per the case, by the use of derivative financial instruments (traded on a regulated market, on a multilateral negotiation system, with a systematic internaliser, or by private contract) or of warrants or securities giving entitlement to shares of the Company, or by the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving the right by conversion, exchange, reimbursement, exercise of a warrant

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## Proposed resolutions

or in any other manner, to shares of the Company held by this latter party, and this at times when the Board of Directors or the person acting as the representative of the Board of Directors, as prescribed by law, sees fit, all of which in observance of the applicable legal and regulatory provisions.

The maximum purchase price may not exceed 65.10 Euros (net of fees) per share.

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

The maximum amount of the funds assigned to the repurchase programme shall thus be 545,196,225 Euros, as calculated on the basis of the share capital on 2<sup>nd</sup> April 2012, with its maximum amount adjustable to take account of the share capital on the date of the General Meeting.

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

This authorisation is given for a duration of eighteen (18) months, starting from the day of the General Meeting, it being specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the fourth resolution of the Ordinary and Extraordinary General Meeting of 1<sup>st</sup> June 2011.

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

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### Twenty-fourth resolution

#### Approval of an overall amount of director's fees

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, approves, for the 2012 financial year, an overall amount of director's fees of 500,000 Euros remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such director's fees among the members of the Board of Directors according to the terms which it shall present in its management report. It is specified that in the case of approval of the fifth resolution, this authorisation shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Twenty-fifth resolution

#### Renewal of Mr Thierry BRETON as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Thierry BRETON's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Twenty-sixth resolution

#### Renewal of Mr René ABATE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having

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## Proposed resolutions

familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr René ABATE's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of one year which will end at the end of the General Meeting called to rule on the financial statements of the 2012 financial year (or for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, in case the previous fourth resolution on the rotation in the renewal of the mandates is rejected), it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Twenty-seventh resolution

#### Renewal of Mr Nicolas BAZIRE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Nicolas BAZIRE's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of two years which will end at the end of the General Meeting called to rule on the financial statements of the 2013 financial year (or for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, in case the previous fourth resolution on the rotation in the renewal of the mandates is rejected), it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Twenty-eighth resolution

#### Renewal of Mr Jean-Paul BECHAT as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Jean-Paul BECHAT's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Twenty-ninth resolution

#### Renewal of Mr Bertrand MEUNIER as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Bertrand MEUNIER's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirtieth resolution

#### Renewal of Mr Michel PARIS as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Michel PARIS's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of two years which will end at the end of the General Meeting called to rule on the financial statements of the 2013 financial year (or for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, in case the previous fourth resolution on the rotation in the renewal of the mandates is rejected), it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirty-first resolution

#### Renewal of Mr Pasquale PISTORIO as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Pasquale PISTORIO's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of three years which will end at the end of the General Meeting called to rule on the financial statements

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## Proposed resolutions

of the 2014 financial year, it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirty-second resolution

#### Renewal of Mr Vernon SANKEY as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Vernon SANKEY's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of one year which will end at the end of the General Meeting called to rule on the financial statements of the 2012 financial year (or for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, in case the previous fourth resolution on the rotation in the renewal of the mandates is rejected), it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirty-third resolution

#### Renewal of Mr Lionel ZINSOU-DERLIN as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the report from the Board of Directors, acknowledging that the term of Mr Lionel ZINSOU-DERLIN's mandate expires this day, decides, upon the Board of Directors' proposal, to renew his mandate for a term of two years which will end at the end of the General Meeting called to rule on the financial statements of the 2013 financial year (or for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, in case the previous fourth resolution on the rotation in the renewal of the mandates is rejected), it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirty-fourth resolution

#### Appointment of Ms Colette NEUVILLE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the report from the Board of Directors, decides to appoint Ms Colette NEUVILLE as member of the Board of Directors for a term of two years which will end at the end of the General Meeting called to rule on the financial statements of the 2013 financial year (or for a term of three years which will end at the end of the General Meeting called to rule on the financial statements of the 2014 financial year, in case the previous fourth resolution on the rotation in the renewal of the mandates is rejected), it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirty-fifth resolution

#### Confirmation of the continuance of the current mandates of the directors of the Company under its new European company form

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the report from the Board of Directors, after having recalled that the current mandates of the directors of the Company shall continue in the same conditions and for the same remaining outstanding duration as before the definitive realisation of the transformation of the Company as a European company, confirms, as required and subject to the approval of the fifth resolution, Ms Jean FLEMING, Ms Aminata NIANE and Mr Roland BUSCH in their mandate as director of the Company following the transformation of the Company as a European company, for the outstanding duration of their respective terms.

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### Thirty-sixth resolution

#### Renewal of the mandate of one of the two statutory auditors

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the report from the Board of Directors, and acknowledging that the mandate of statutory auditors of Deloitte & Associés is expiring this day, decides, upon the proposal of the Board of Directors, to renew its mandate for a duration of six years, that will

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## Proposed resolutions

terminate at the end of the General Meeting called to rule on the accounts closed on 31 December 2017, it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirty-seventh resolution

#### Renewal of the mandate of one of the two deputy auditors

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the report from the Board of Directors, and acknowledging that the mandate of statutory auditors of B.E.A.S (Bureau d'Etudes Administratives Sociales et Comptables) is expiring this day, decides, upon the proposal of the Board of Directors, to renew its mandate for a duration of six years, which will terminate at the end of the General Meeting called to rule on the accounts closed on 31 December 2017, it being specified that in the case of approval of the fifth resolution, this mandate shall continue after the transformation of the Company in a European company in the same conditions and for the same remaining outstanding duration as before the definitive realisation of this transformation.

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### Thirty-eighth resolution

#### Confirmation of the continuance of the current mandates of the auditors of the Company under its new European company form

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the report from the Board of Directors, after having recalled that the current mandates of the auditors of the Company shall continue in the same conditions and for the same remaining outstanding duration as before the definitive realisation of the transformation of the Company as a European company, confirms, as required and subject to the approval of the fifth resolution:

- ▶ Grant Thornton, in its mandate as statutory auditor of the Company following the transformation of the Company as a European company; and
- ▶ The IGEC institute of management and accounting expertise in its mandate as deputy auditors of the Company following the transformation of the Company as a European company;

for the outstanding duration of their respective terms.

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### Thirty-ninth resolution

#### Powers

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the report from the Board of Directors, grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications and formalities which may be necessary.

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## **Proposed resolutions**

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# **ANNEX to the seventh resolution: draft Atos SE articles of association**

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### **Atos**

A European company

With a share capital of 83,747,500 Euros

Registered office: River Ouest, 80 Quai Voltaire - 95870 Bezons

Pontoise Registry of Companies: 323 623 603

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### **ARTICLES OF ASSOCIATION**

Up-dated on [°]

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## Proposed resolutions

### Article 1

#### LEGAL FORM

The Company initially constituted as a corporation ("Société anonyme") has been transformed into a European corporation (Societas Europaea or "SE") by a decision of the Extraordinary General Meeting of 30 May 2012. It is governed by the European and local applicable provisions and by these Articles of Association.

### Article 2

#### PURPOSE

The Company's purpose in France and elsewhere is as follows:

- ▶ the processing of information, systems engineering, studies, advice and assistance notably in the finance and banking sectors,
- ▶ the research into, study, realisation and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, on-line and office automation systems,
- ▶ it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances,
- ▶ and more generally any commercial industrial, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above mentioned purposes.

### Article 3

#### COMPANY'S NAME

The Company's name is: "Atos SE". In all acts and other documents issued by the Company, the company's name will be preceded or followed by the words "European company" or the abbreviation "SE" and indication of the share capital.

### Article 4

#### REGISTERED OFFICE

The Company's Registered Office is located at River Ouest, 80 Quai Voltaire - 95870 Bezons.

It can be transferred in the conditions of article L. 225-36 of the Commercial Code

### Article 5

#### TERM

The term of the Company is set at 99 years as from the date of its registration with the Registry of Companies, except in the cases of winding up or extension provided for in these by-laws.

### Article 6

#### SHARE CAPITAL

The share capital is set at 83,747,500 Euros (eighty-three million seven hundred and forty-seven thousand and five hundred Euros) divided into eighty-three million seven hundred and forty-seven thousand and five hundred shares (83,747,500) of one (1) Euro par value, all fully paid up.

### Article 7

#### MODIFICATION OF THE SHARE CAPITAL

The Company capital may be reduced or increased by decisions of the Extraordinary General Meeting in the conditions set by law and by regulations. The Extraordinary General Meeting may however delegate to the board of directors, according to the procedures authorized by law and by regulations, the powers necessary for the purpose of deciding on or carrying out a capital increase or any other issuing of securities.

### Article 8

#### PAYMENT OF SHARES

In the event of a capital increase, the shares subscribed must be paid up at the time of subscription, by a decision of the Extraordinary General Meeting or the Board of Directors acting by delegation of the Extraordinary General Meeting, in the amount of at least one fourth of their par value and, in the event of issuing with a premium, of the total amount of the par value. The payment of the surplus must occur, in one or several instalments, by a decision of the board of directors, within a period of five years as of the day when the capital increase becomes final. The amount for the shares to be subscribed may be paid either at the Registered Office or at any other place indicated for this purpose.

Shareholders are informed of all capital calls fifteen days before the date set for payment by an announcement in a journal of legal notices in the place of the Registered Office or by registered letter with individual return receipt requested.

If the shareholder fails to pay up the shares within the time frames set by the board of directors, the sums due on the amounts of the shares

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## Proposed resolutions

subscribed by him will automatically generate interest in favour of the Company at the legal rate of interest at the end of a period of one month following the date when they fall due, with no need for any legal action, and without prejudice to the personal actions that the Company could take against the defaulting shareholder and the forced payment measures provided for by law.

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### Article 9

#### FORM OF THE SHARES

Entirely paid-up shares can be registered or bearer shares, depending on the shareholder's choice.

They bring with them the right to registration in individual accounts in the conditions and according to the procedures provided for by applicable laws and regulations.

The Company has the right to request, at all times and at its own expense, in the conditions and according to the procedures set forth by legal and regulatory procedures, from the central depository that manages the account for the issuing of its shares, the identity of the holders of shares that bring with them - immediately or in the future - the right to vote at its General Meetings of shareholders, as well as the number of shares held by each of them and, if applicable, the restrictions that may apply to the shares.

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### Article 10

#### STATUTORY STATEMENT OF THRESHOLDS EXCEEDING

In addition to the thresholds provided for by applicable legal and regulatory provisions, any individual or legal entity who, acting alone or concertedly, manages to hold, directly or indirectly, a number of shares representing a proportion of the capital or voting rights greater than or equal to two per cent, and then in all multiples of one per cent, must inform the Company of the total number of shares, voting rights or securities giving access to the capital or voting rights of the Company that it possesses, by registered letter with return receipt requested sent to the Registered Office, within a period of five market opening days as of the exceeding of the relevant threshold(s).

Upon request, indicated in the minutes of the General Meeting, of one or several shareholders holding at least 5 % of the capital or voting rights of the Company, the non-observance of this reporting obligation will be punished, for the shares exceeding the fraction that should have been declared, by the suspending of voting rights at all General Meetings held for a period of two years following the date of regularization of the declaration.

The same reporting obligation applies, within the same time frame and with the same procedures, each time the fraction of the company capital or voting rights possessed by a shareholder falls below the abovementioned thresholds.

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### Article 11

#### RIGHTS AND OBLIGATIONS LINKED TO SHARES

Each share brings with it an equal share in the profits and ownership of the company's assets.

The shareholders are not committed beyond the par value amount that they possess.

Ownership of a share automatically entails acceptance of the Articles and decisions of the General Meetings of the Company.

Whenever it is necessary to have several shares in order to exercise a given right, in the event of exchanges, grouping or allocation of shares, or in the event of capital increase or reduction, merges or other company operations, the owners of the isolated shares or shares in insufficient number may not exercise these rights unless they personally handle the grouping and possibly purchase or sale of the necessary shares or attribution rights.

As the shares are indivisible with respect to the Company, the Company will only recognize one owner for each share. Joint co-owners must be represented with the Company by a single person. The voting rights linked to the shares belong to the income beneficiary at Ordinary General Meetings and to the bare owner at Extraordinary General Meetings.

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### Article 12

#### TRANSFER OF SHARES

The transmission of shares is free and occurs by transfer from account to account in the conditions provided for by law and by the rules.

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### Article 13

#### BOARD OF DIRECTORS - COMPOSITION

The Company shall be managed by a Board of Directors of three (3) members at least and twelve (12) members at most, appointed by the Ordinary General Meeting of shareholders.

A legal entity may be appointed as a director but must, in the conditions provided for by law, appoint an individual who will be its permanent representative on the Board of Directors.



## Proposed resolutions

### Article 14

#### ROTATION IN THE RENEWAL OF THE MANDATES AND TERM OF OFFICE OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors will be renewed annually by rotation in order to ensure a rotation of one third of the members of the Board of Directors (number to be rounded off to the superior or inferior number, if the number of directors is not a multiple of 3).

The term of office of the directors will be three (3) years. The functions of a director will end at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of the aforesaid director expires.

By exception, the General Meeting may, to set up such rotation, appoint a director for a term of one or two years to ensure the rotation in the renewal of the functions of the directors. The functions of the directors so-appointed for a term of one or two years, will end at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of the aforesaid director expires.

In the case of an appointment of a new director outside of the planned renewal dates as provided for in this paragraph, the above mentioned rules on the setting up and implementation of the rotation shall apply.

The number of members of the Board of Directors over the age of 70 must not be greater than one third of the total serving members. When this number is exceeded, the oldest member is considered to have automatically resigned.

The directors can be reappointed indefinitely, as long as the above provisions regarding age limits are observed. They can be dismissed at any time by the General Meeting.

In the event of a vacancy due to the death or resignation of one or several directors, the Board of Directors can make temporary appointments subject to ratification at the next Ordinary General Meeting, within the limits and conditions provided for by law. Failing ratification, the deliberations and acts carried out earlier nonetheless remain valid.

In the event of a vacancy due to the death, resignation or dismissal of a director, the director appointed by the General Meeting of shareholders or by the Board of Directors to replace this director only remains in his position for the remaining period of his predecessor's term.

If the number of directors falls below three, the remaining members (or auditors or a representative appointed, at the request of any party involved, by the Presiding Judge of the Court of Commerce) must immediately call an Ordinary General Meeting of shareholders in order to appoint one or several new directors in order to bring the board up to the legal minimum.

### Article 15

#### SHARES OF THE DIRECTORS

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

If on the day of his appointment a director does not own the required number of shares or if during his term he ceases to own this number, he is considered to have automatically resigned if he does not acquire the necessary shares within a period of three months.

### Article 16

#### DIRECTOR REPRESENTING THE EMPLOYEE SHAREHOLDERS

Where the report, presented each year by the Board of Directors at the General Meeting in application of Article L. 225-102 of the Commercial Code, establishes that the employees of the Company and the companies linked to it in the meaning of Article L. 225-180 of the Commercial Code represent more than 3% of the share capital of the Company, a director representing the employee shareholders is appointed by the Ordinary General Meeting of shareholders according to the procedures set forth in these Articles.

The candidates for appointment to the position of director representing the employee shareholders are selected in the following conditions:

- a) When the voting rights attached to the shares held by the employees are exercised by the members of the Supervisory Board of a mutual fund, the aforesaid Supervisory Board can choose two candidates at most. The Board of Directors contacts the Supervisory Boards of the mutual funds for the appointment of one or several candidates.
- b) When the voting rights attached to the shares held by employees are directly exercised by them, the candidates are selected by a vote of the employee shareholders in the conditions defined below.

The Board of Directors determines the procedures of consultation for employee shareholders directly exercising their voting rights for the appointment of their candidate(s).

The consultation of the employees may be done by any technical means that can ensure a reliable vote, including electronic voting or voting by mail. Each employee shareholder has a number of votes equal to the number of shares that he holds, either directly or indirectly through shares in a mutual fund with individual exercising of voting rights.

Only candidates who have received 5 % of the votes cast during the consultation of the employee shareholders may be presented for voting by the General Meeting.

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## Proposed resolutions

The procedures for the choosing of candidates not defined by these Articles are determined by the board of directors, particularly with regard to the calendar for the selecting of candidates. The same is true for the procedures for the selection of people to represent the employee shareholders at the General Meeting.

For each of the procedures mentioned in a) and b) above, there will be minutes giving the number of votes cast for each of the candidates. A list of all of the candidates validly selected is drawn up. There must be at least two candidates.

The list of candidates is appended to the call to the General Meeting of shareholders which will appoint the director representing the employee shareholders.

The Ordinary General Meeting of shareholders appoints the candidate who, at this general assembly, obtained the largest number of votes held by the shareholders present or represented.

The director representing the employee shareholders is not taken into account for the determination of the minimum and maximum number of directors according to Article 13 of these Articles of Association.

Article 15 of these Articles of Association does not apply to the director who represents the employee shareholders.

The term of office of the director representing the employee shareholders is four (4) years. The functions of the director representing the employee shareholders will stop at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that had ended and that is held during the year in which the term of the aforesaid director expires.

However, if he ceases to be an employee of the Company or a company linked to it in the meaning of Article L. 225-180 of the Commercial Code, the director who represents the employee shareholders is considered to have automatically resigned and his term as director automatically ends. Until the date of replacement of the director representing the employee shareholders, the Board of Directors can validly meet and deliberate.

In the event of a vacancy, for whatever reason, of the director representing the employee shareholders, the choosing of a candidate to replace him is done in the conditions presented above. Until the date of replacement of the director representing the employee shareholders, the Board of Directors can validly meet and deliberate.

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### Article 17

#### POWERS OF THE BOARD OF DIRECTORS

The Board of Directors sets the orientations of the Company's business and monitors their implementation. With the exception of powers expressly assigned to General Meetings of shareholders

and within the limits of the company's purpose, it handles all matters involving the proper functioning of the Company and settles matters through its deliberations.

In its relationship with third parties, the Company is committed even by acts of the Board of Directors that are not within the company's purpose, unless it can prove that the third party knew that the act went beyond this purpose or could not have been unaware thereof given the circumstances, mere publication of the Articles not being sufficient to constitute such proof.

The Board of Directors carries out the checks and verifications that it considers useful.

Transfers of fixed assets, the total or partial transfer of holdings and the constitution of securities on company assets require the prior authorization of the Board of Directors.

The Board of Directors can, within the limit of an amount that it sets for each of them, authorize the managing director to carry out the operations mentioned in the section above. When an operation exceeds the fixed amount, the authorization of the Board of Directors is required in each case.

Every year, at the first meeting that follows the ordinary annual General Meeting, the Board of Directors determines either an overall amount within which the Board of Directors can make commitments on behalf of the company in the form of securities, backing or guarantees, or an amount beyond which each of the above commitments may not be made. Any exceeding of the overall ceiling or the maximum amount set for a commitment requires a special authorization of the Board of Directors.

Each director receives all of the information needed for carrying out his assignment and can receive from the chairman or the managing director all of the documents needed for carrying out his assignment.

The members of the Board of Directors may not disclose, even after the term of their mandate, the information which they have on the Company and which could cause a prejudice to the Company, excluding the cases where such disclosure is required or accepted by the applicable legal and regulatory provisions or is in the public's interest.

The Board of Directors may grant one or several of its members, or third parties, shareholders or not, all special authorizations for one or several determined purposes.

It can also decide to set up specialized committees within the board, whether permanent or not. The Board of Directors can, and without this list being exhaustive, decide to form an audit committee, a remuneration committee or a nomination committee. These committees, the composition and attributions of which are set by the board, carry out their activities under its responsibility.

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## Proposed resolutions

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### Article 18

#### CALLS AND DELIBERATIONS OF THE BOARD OF DIRECTORS

The Board of Directors meets as often as required in the interest of the Company and at least every three months, being called by its chairman and whenever he deems it suitable, at the place indicated in the call.

When the Board of Directors has not met for more than two months, at least one third of the members of the Board of Directors may request that the chairman call a meeting with a determined agenda. The managing director may also request that the chairman call the Board of Directors with a determined agenda. The chairman is then bound by these requests.

Calls can be made by all written means at least five days in advance. This period of five days can be reduced if one third of the directors agree on a shorter notice period.

The Board of Directors cannot make valid decisions unless at least half of its members are present.

Decisions are made by the majority of the members present or represented. In the vote of a split-vote, the vote of the chairman of the session is casting.

Within the limits of legal and regulatory provisions, the meetings of the Board of Directors may take place by means of video-conferencing or telecommunication in the conditions provided for in the by-laws adopted by the Board of Directors.

The deliberations of the Board of Directors are recorded in minutes drawn up in compliance with the law.

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### Article 19

#### EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors elects from among its members a chairman, who must be an individual and if it considers it useful, one or several vice-chairmen. It sets the duration of their functions which may not exceed that of their terms as directors, and it may dismiss them from their functions at any time.

The age limit for the exercising of the function of chairman of the Board of Directors is set at 70. When, in the course of his functions, this age limit is reached, the chairman of the Board of Directors will be considered to have automatically resigned.

In the event of temporary incapacity or death of the chairman, the oldest vice-chairman of the Board of Directors is delegated to the functions of the chairman. In the event of temporary incapacity, this

delegation is given for a limited duration; it is renewable. In the event of death, it is valid until the election of the new chairman.

The Board of Directors also appoints and determines the duration of the term of a secretary who can be chosen from among the directors or otherwise. In the absence of the chairman and the vice-chairman, the Board of Directors chooses one of the directors present to chair the meeting.

If, due to a simple omission, the board does not expressly extend the functions of the members of the executive committee whose terms as directors have not expired, this renewal is considered as having occurred automatically. A later board meeting will confirm this renewal if necessary.

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### Article 20

#### REMUNERATION OF THE DIRECTORS

The members of the Board of Directors may receive directors' fees, the total amount of which, determined by the General Meeting, is freely distributed by the Board of Directors.

The Board of Directors may for example allocate a larger share to the directors who are members of the committees mentioned in Article 17 above.

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### Article 21

#### CHAIRMAN OF THE BOARD OF DIRECTORS

The chairman of the Board of Directors organizes and directs the work of the board, and he reports on this work to the General Meeting.

He oversees the proper functioning of the Company's bodies and makes sure, in particular, that the directors are able to carry out their assignments.

The Board of Directors determines the amount and the procedures for calculation and payment of the remuneration of the chairman, if necessary. The chairman may be removed at any time by the Board of Directors of the Company.

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### Article 22

#### GENERAL MANAGEMENT

In compliance with legal and regulatory provisions, the general management of the Company is handled, under his responsibility, either by the Chairman of the board of directors, or by another individual appointed by the Board of Directors and bearing the title of managing director.

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## Proposed resolutions

The choice between these two methods for general management is made by the board of directors, which must inform shareholders and third parties in the conditions provided for by law.

Decisions of the Board of Directors concerning the choice of the procedures for exercising the general management are made by the majority of directors present or represented.

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### Article 23

#### MANAGING DIRECTOR

As a function of the choice made by the Board of Directors in compliance with the provisions of Article 22 above, the general management is handled either by the chairman, or by an individual appointed by the Board of Directors who has the title of managing director.

When the Board of Directors chooses to separate the functions of chairman and managing director, it appoints the managing director, sets his term of office, determines his remuneration and, if necessary, the limitations on his powers.

The age limit for being managing director is 70. If this age limit is reached during a term, the managing director is considered to have automatically resigned.

The managing director may be dismissed at any time by the Board of Directors.

The managing director has the broadest powers to act in all circumstances in the name of the Company. He exercises these powers within the limits of the company purpose and what the law and these Articles expressly assign to the General Meetings of shareholders or the Board of Directors.

The managing director represents the Company in its relationship with third parties. The Company is bound even by acts of the managing director that are not within the company's purpose, unless it can prove that the third party knew that the act went beyond this purpose or could not have been unaware thereof given the circumstances, mere publication of the Articles not being sufficient to constitute such proof.

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### Article 24

#### DEPUTY MANAGING DIRECTORS

Based on a proposal of the managing director, the Board of Directors can appoint one or several individuals who will have the title of deputy managing director to assist the managing director.

The maximum number of deputy managing directors is three.

In agreement with the managing director, the Board of Directors

determines the extent and the duration of the powers granted to the deputy managing directors.

With respect to third parties, the deputy managing director(s) has/have the same powers as the managing director.

The age limit for being deputy managing director is 70. If a deputy managing director reaches the age limit during his term, he will be considered to have automatically resigned.

Based on a proposal of the managing director, the deputy managing directors can be dismissed at any time by the Board of Directors.

Based on a proposal of the managing director, the Board of Directors sets the remuneration of the deputy managing directors.

In the event that the managing director ceases his functions or is prevented from fulfilling them, the deputy managing directors maintain their functions and their attributions until the appointment of a new managing director unless decided otherwise by the Board of Directors.

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### Article 25

#### REGULATED CONVENTIONS

All conventions covered by article L. 225-38 of the Commercial Code that occur directly or indirectly or through intermediaries between the Company and its managing director, one of its deputy managing directors, one of its directors, one of its shareholders holding a fraction of the voting rights greater than 10 % or, if it is a corporate shareholder, the company that controls it in the meaning of Article L. 233-3 of the Commercial Code, must receive the prior authorization of the Board of Directors.

The same is true for conventions in which one of the people covered by the preceding article is indirectly involved.

Conventions between the Company and another company, if the managing director, one of the deputy managing directors or one of the directors of the Company is an owner, indefinitely responsible partner, manager, director, member of the Supervisory Board or, in general, a director of this company, are also subject to prior authorization.

The above provisions do not apply to conventions covering standard operations that are concluded in normal conditions.

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### Article 26

#### CENSORS

The General Meeting can appoint one or two censors (individuals or legal entities).

## Proposed resolutions

The Board of Directors can also appoint censors subject to ratification by the next General Meeting.

The term of the censors is one (1) year. It ends at the end of the Ordinary General Meeting called to rule on the financial statements of the past fiscal year and which is held in the year during which the censor's term expires. The censors can be reappointed twice.

The censors act as observers at meetings of the Board of Directors and can be consulted by it. They can, based on proposals submitted to them, and if they consider it relevant, present observations to the General Meetings. They must be summoned to each meeting of the Board of Directors. The Board of Directors may give specific assignments to the censors. They can also serve on committees established by the Board of Directors.

The Board of Directors can decide to pay the censors a share of the directors' fees allocated to it by the General Meeting and authorize the reimbursement of expenditures made by the censors in the interests of the Company.

### Article 27

#### STATUTORY AUDITORS

The General Meeting appoints one or several main auditors and one or several substitute auditors who meet the conditions set by law and by regulations.

The auditors are appointed for six fiscal years; their functions expire after the General Meeting that rules on the financial statements of the sixth fiscal year. They can be reappointed. The auditors have the functions and powers assigned to them by the law.

### Article 28

#### COMMON RULES TO ALL SHAREHOLDERS' MEETINGS

The properly constituted general assembly represents the entire body of shareholders. Its decisions are binding for all, even those who are absent, dissenting or not legally capable.

All shareholders have the right to attend General Meetings and to take part in deliberations, personally or through a proxy, regardless of the number of shares they own, by simply proving their identity.

The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the recording of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the third working day preceding the meeting at 00:00 (Paris time).

The recording of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary.

All shareholders may be represented by their spouses, by another shareholder, or by a partner with whom a civil solidarity pact was concluded. They may be represented by any other physical or legal person of their choice. The proxy must present proof of this delegation.

Shareholders may also send a proxy form to the Company without indicating the name of a proxy. All proxies without indication of the name of the proxy will be considered as a vote in favour of the resolutions submitted or approved by the Board of Directors at the meeting.

All shareholders may vote by mail by means of a form filled in and sent to the Company in the conditions set by law and by regulations. This form must be received by the Company three (3) working days before the date of the meeting, failing which it will not be taken into account.

The shareholders can, upon decision by the Board of Directors, to participate to the General Meeting by video-conferencing or by means of telecommunication, including Internet, allowing for their identification in the conditions set by the Board of Directors and according to the applicable legal provisions.

Such decision is published in the convening notice which is published according to the legal and regulatory provisions.

In order to determine the quorum and the majority, shall be deemed as present at the General Meeting the shareholders participating by means of telecommunication allowing their identification as per applicable legal and regulatory provisions.

If the Board of Directors has authorized it, the shareholders shall use the voting webform available on the Website set up by the centralizer of the General Meeting.

Filling out and signing the webform may be done directly on the Website by any means according to the conditions defined by applicable law and which may consist in a login and password if approved by the Board of Directors.

The webforms for voting by mail as well as the instructions and proxies granted by electronic means must be validly received by the company before 15:00, Paris time, the day before the General Meeting.

The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the third business day prior to the meeting at 0 hour (Paris time), the company shall consequently invalidate or modify, as the case may be, the proxy

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## Proposed resolutions

or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors.

In addition, if the Board of Directors so decides at the time of convening the general meeting, the shareholders may be able to participate to the vote by electronic means in real time during the meeting as per applicable law and regulations.

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### Article 29

#### CALLS TO GENERAL MEETINGS

General Meetings of shareholders are called, in the conditions provided for by law, by the Board of Directors or, failing that, by the auditors or any other person authorized to do so by law.

One or several shareholders holding jointly at least 10% of the subscribed share capital may also request the Board of Directors to call and fix the agenda of the General Meeting.

The meetings take place at the Registered Office or any other place specified in the call.

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### Article 30

#### AGENDA OF THE GENERAL MEETINGS

The agenda is set by whoever calls the meeting.

However, one or several shareholders or the workers' council may request, in conditions determined by the legal and regulatory provisions in effect, the entry of the proposed resolution on the agenda.

The General Meeting cannot deliberate on an issue that does not appear on the agenda. However, it can, in all circumstances, dismiss one or several members of the Board of Directors and replace them.

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### Article 31

#### CHAIRMANSHIP AND EXECUTIVE COMMITTEE OF THE GENERAL MEETINGS

The General Meeting is chaired by the chairman of the Board of Directors or, in his absence, by the vice-chairman of the Board of Directors or by a member of the Board of Directors specially delegated for this purpose by the board. Failing that, the General Meeting appoints its chairman.

In the event of a call by the auditor(s) or by a court appointee, the General Meeting is chaired by the person(s) who called the meeting. General Meetings called by the auditors are chaired by the oldest of the auditors.

The chairman of the General Meeting is assisted by two tellers who constitute with him the executive committee. The functions of the tellers are exercised by the two shareholders present at the beginning of the session who agree to this and who represent, by themselves and based on the proxies given to them, the largest number of votes. The executive committee will also include a secretary, who need not be a member of the General Meeting.

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### Article 32

#### ATTENDANCE SHEET

At each General Meeting there will be an attendance sheet with the first and last names and addresses of the shareholders present, represented or voting by mail and their possible proxies and the number of shares that each of them holds. This sheet, drawn up in the conditions provided for by Article R. 225-95 of the Commercial Code, to which are appended the proxies of the shareholders represented and the mail voting ballots, is initialled by the shareholders present or their representatives and certified accurate by the executive committee of the General Meeting. It is submitted to the Registered Office and must be given to anyone who requests it in the conditions set by the regulations in effect.

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### Article 33

#### DELIBERATIONS OF THE GENERAL MEETINGS

Except in the case of the existence of shares with double voting rights, all shareholders have the same number of voting rights as they do shares.

The deliberations are noted in minutes entered in a special register. These minutes are signed by the members of the executive committee. Copies or excerpts from the minutes are signed by the chairman of the Board of Directors.

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### Article 34

#### ORDINARY GENERAL MEETINGS

The Ordinary General Meeting makes all decisions other than those reserved for Extraordinary General Meetings.

The Ordinary General Meeting is called every year by the board of directors, within six months of the end of the fiscal year.

Ordinary General Meetings may also be called extraordinarily.

The Ordinary General Meeting cannot validly conduct business based on the first call unless the shareholders present, represented or voting by mail have at least one fifth of the shares with voting rights.

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## Proposed resolutions

If these conditions are not met, the General Meeting is summoned again. At this second meeting, the deliberations are valid regardless of the number of shares represented.

The Ordinary General Meeting rules by the majority of the votes expressed by the shareholders present, represented or voting by mail, excluding blank and null votes.

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### Article 35

#### EXTRAORDINARY GENERAL MEETINGS

General Meetings are said to be extraordinary when their purpose is to modify the Articles of the Company or its nationality, or when the law expressly requires it.

Extraordinary General Meetings are held whenever the interests of the Company require them.

The Extraordinary General Meeting cannot validly conduct business unless the shareholders present, represented or voting by mail have at least, on first call, one quarter of the shares with voting rights.

If these conditions are not met, the General Meeting is summoned again. It cannot validly conduct business unless the shareholders present, represented or voting by mail have at least, on the second call, one fifth of the shares with voting rights. Failing this latter quorum, the second General Meeting can be deferred to a date two months after the one on which it had been scheduled.

The Extraordinary General Meeting rules by a two-thirds majority of the votes expressed by the shareholders present or represented, excluding blank and null votes. However, in the event of a capital increase through incorporation of reserves, profits or issuing premiums, the General Meeting rules in the quorum and majority conditions of the Ordinary General Meetings.

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### Article 36

#### COMPANY FISCAL YEAR

The Company's fiscal year begins on January 1 and ends on December 31.

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### Article 37

#### COMPANY ACCOUNTS

At the end of each fiscal year, the Board of Directors draws up the inventory and the annual financial statements including the balance sheet, profit and loss statement and the appendices. It also draws up a management report.

These documents are made available to the auditors in the legal and regulatory conditions in effect.

As of the time of the call to the ordinary annual General Meeting and for a period of at least fifteen (15) days preceding the meeting date, the documents which must be given based on the law and regulations in effect are made available to any shareholder at the Registered Office.

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### Article 38

#### APPROPRIATION AND DISTRIBUTION OF PROFITS

The profit and loss statement which recapitulates the income and expenses of the fiscal year indicates as a difference, after deduction of depreciation and provisions, the profit or loss for the fiscal year.

From the profit for the fiscal year less losses from earlier years, if any, 5 % is drawn to constitute a legal reserve fund. This drawing ceases to be obligatory when the reserve fund reaches one tenth of the company's capital but resumes if, for whatever reason, the legal reserve falls below one tenth.

The distributable income is composed of the profit for the fiscal year less losses from earlier years and sums to be added to the reserves in application of the law and the Articles, plus any retained earnings.

From the profits, the General Meeting can draw all sums it deems appropriate to allocate to other optional, ordinary or extraordinary reserve funds, or carry them forward. The balance, if any, is divided among all of the shareholders in proportion to the number of shares that they hold.

Furthermore, the General Meeting can decide to distribute sums drawn from the reserves at its disposal, expressly indicating the reserve categories from which the drawing will be done. However, dividends are drawn in priority from the distributable income of the fiscal year.

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### Article 39

#### PAYMENT OF DIVIDENDS

The procedures for the payment of the dividends voted by the General Meeting are set by it, or failing that, by the Board of Directors in compliance with Articles L. 232-12 to L. 232-18 of the Commercial Code.

The General Meeting can offer the shareholders, for all or part of the dividend distributed, an option of cash payment or payment in the form of new shares of the Company in the conditions set by law. The same option can be proposed in the case of payment of advances on dividends.

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## Proposed resolutions

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### Article 40 DISSOLUTION

Based on a proposal of the board of directors, the Extraordinary General Meeting can dissolve the Company at any time.

If the shareholders' equity of the Company falls below half of the company capital, the Board of Directors must, within four months of the approval of the accounts that revealed this loss, summon the Extraordinary General Meeting to decide whether or not to dissolve early the Company. If the dissolution is not pronounced, the Company must, by the latest at the end of the second fiscal year following that in which the losses occurred and with the exception of legal provisions regarding the minimum capital of corporations, reduce its capital by an amount at least equal to that of the losses that could not be allocated to the reserves if, within this period, the shareholders' equity was not restored to a value at least equal to one half of the company's capital. In any case, the resolution of the General Meeting will be made public.

The resolution adopted by the shareholders is submitted to the clerk of the court of commerce of the place of the Registered Office, registered with the commerce and corporate registry and published in a journal of legal notices.

Failing an Extraordinary General Meeting, if a meeting is unable to do business validly based on a second call for example, any party involved may file a lawsuit to dissolve the Company.

However, in all cases, the court can grant the Company a maximum period of six months to correct the situation. It may not dissolve the Company if, on the day when it rules on the substance of the case, this correction has taken place.


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### Article 41 LIQUIDATION

Upon the expiration of the Company, or in the event of an early dissolution decided by the Extraordinary General Meeting, the Ordinary General Meeting, based on a proposal of the board of directors, decides on the mode of liquidation and appoints one or several liquidators whose powers it determines.

The appointing of a liquidator ends the powers of the members of the Board of Directors.

The liquidators' assignment is to dispose of all of the Company's movable and immovable assets, possibly through amicable arrangements, and to extinguish the liabilities. Unless restrictions are imposed by the General Meeting, the liquidators have, by virtue of their role, the broadest powers according to law and standard business practices, including negotiation, compromise, and if necessary granting all withdrawals and cancellations, with or without payment.



Throughout the duration of the liquidation, the company's assets remain the property of the collective entity that survives the dissolution of the Company for the needs of its liquidation. The powers of the General Meeting continue as during the existence of the Company.

After the extinguishing of the liabilities and expenses of the Company, proceeds from the liquidation are used to completely redeem the capital of the shares, if this redemption was not already done.

The surplus is distributed among the shares.

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### Article 42 DISPUTES

Any disputes that may arise during the existence of the Company or during its liquidation, either between the shareholders and the Company, the management or control bodies, the auditors, or among the shareholders themselves regarding company matters, will be judged in accordance with the law or submitted to the courts of competent jurisdiction.





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# **Additional information on the applicants to the Board of Directors**

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## Additional information on the applicants to the Board of Directors



**Thierry BRETON**

### Proposal of renewal of Mr Thierry BRETON as member of the Board of Directors

Number of Atos shares held: **5 000**

Date of birth: **15/01/1955**

Nationality: **French**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

**Chairman and Chief Executive Officer of Atos**

#### Background

Graduate of the Ecole Supérieure d'Electricité "Supelec" of Paris and of the Institut des Hautes Etudes de Défense Nationale (IHEDN)

#### Other directorships and positions on 31 December 2011

*France:*

**General Manager:** Atos International SAS

**Director:** Carrefour

#### Positions held during the last five years

**Minister** of Economy, Finance and Industry (France)



**René ABATE**

### Proposal of renewal of Mr René ABATE as member of the Board of Directors

**Independent director**

Number of Atos shares held: **1 000**

Date of birth: **27/08/1948**

Nationality: **French**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

**Managing partner of Delphen SARL  
Senior advisor of The Boston Consulting Group**

#### Background

Graduate of the "Ecole Nationale des Ponts et Chaussées" and of the Harvard Business School

#### Other directorships and positions on 31 December 2011

*France:*

**Director:** Carrefour, Laboratoire Français du Fractionnement et des Biotechnologies (LFB), "L'ENVOL pour les enfants européens" (charity)

#### Positions held during the last five years

**Administrateur:** Ecole Nationale des Ponts et Chaussées

## Additional information on the applicants to the Board of Directors



**Nicolas BAZIRE**

**Independent director**

**Chairman of the Nomination and Remuneration Committee**

Number of Atos shares held: **1 000**

Date of birth: **13/07/1957**

Nationality: **French**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

### Proposal of renewal of Mr Nicolas BAZIRE as member of the Board of Directors

**General Manager of Groupe Arnault SAS**

#### Background

Degree from Ecole Navale and from the Institut d'Etudes Politiques de Paris (IEP)

Former student at the Ecole Nationale d'Administration (ENA)

#### Other directorships and positions on 31 December 2011

*France:*

**Member of the Supervisory Board:**

Montaigne Finance SAS, Semyrhamis SAS, Rothschild and Cie Bank

**Vice-President of the Supervisory Board:**

Les Echos SAS

**Deputy General Manager and Permanent Representative:**

Groupe Arnault SAS

**Director:**

Financière Agache SA, LVMH Moët Hennessy Louis Vuitton SA, Agache Développement SA, Europatweb SA, Financière Agache Private Equity SA, Groupe les Echos SA, LVMH Fashion Group SA, Suez Environnement Company, Carrefour, Fondation Louis Vuitton pour la Création (foundation)

#### Positions held during the last five years

**President:**

Invry SAS, La Tour du Pin SAS, Société Financière Saint-Nivard SAS

**President of the Supervisory Board:**

LVMH Fashion Group SA

**Member of the Supervisory Board:**

Lyparis SAS, Sifanor SAS

**Deputy General Manager:**

Montaigne Participations and Gestion SA

**Director:**

Artec, Ipsos SA, Marignan Investissements SA, Tajan SA and Go Invest SA (Belgium)

**Permanent Representative:**

▶ of Sifanor SA as director of Agache Développement SA

▶ of Eurofinweb as director of Europatweb France SA

▶ of Montaigne Participations et Gestion SA as President of Gasa Développement SAS

▶ of Montaigne Participations and Gestion SA as member of the Supervisory Board of Paul Doumer Automobiles SAS



**Jean-Paul BECHAT**

### Proposal of renewal of Mr Jean-Paul BECHAT as member of the Board of Directors

**Independent director**

**Chairman of the Audit Committee**

Number of Atos shares held: **1 000**

Date of birth: **02/09/1942**

Nationality: **French**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

**Manager of SARL ARSCO**

#### Background

Degree from Ecole Polytechnique - Master in Science from Stanford University (USA)

#### Other directorships and positions on 31 December 2011

*France:*

**Director:**

Alstom, Sogepa

**Honorary President and member of the Board:**

Groupement des Industries Françaises Aéronautiques et Spatiales (GIFAS)

#### Positions held during the last five years

**Chairman of the Management Board:** Safran

**Member of the Supervisory Board:** IMS

## Additional information on the applicants to the Board of Directors



**Bertrand MEUNIER**

### Proposal of renewal of Mr Bertrand MEUNIER as member of the Board of Directors

#### Independent director

#### Member of the Nomination and Remuneration Committee

Number of Atos shares held: **1 000**

Date of birth: **10/03/1956**

Nationality: **French**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

#### Chairman of M&M Capital SAS

#### Background

Graduate from Ecole Polytechnique  
Master degree in Mathematics

#### Other directorships and positions on 31 December 2011

*France:*

**Chairman:** Financière Le Play SAS

#### Positions held during the last five years

##### Director:

Chr. Hansen (Denmark), Gruppo Coin, Saeco (Italy), Kaufman & Broad, Spie and Yoplait (France), Monier, Xella (Germany), PAI Europe III General Partner, PAI Europe IV General Partner, PAI Europe V General Partner, PAI Syndication GP (Guernsey), PAI Partners (Spain), Perstorp (Sweden), PAI Europe IV UK, United Biscuits (United Kingdom)



**Michel PARIS**

### Proposal of renewal of Mr Michel PARIS as member of the Board of Directors

#### Member of the Audit Committee

Number of Atos shares held: **1 000**

Date of birth: **09/09/1957**

Nationality: **French**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

#### Chief Executive Officer of PAI Partners

#### Background

Graduate from Ecole Centrale of Lyon and from Ecole Supérieure de Commerce of Reims

#### Other directorships and positions on 31 December 2011

*France:*

##### Chief Investment Officer and Managing Director:

PAI Partners

##### Director:

Kiloutou

##### Abroad:

##### Director:

Xella (Germany), Cortefiel (Spain), Hunkemöller (the Netherlands), Speedy 1 Ltd (United Kingdom), Perstorp (Sweden), Swissport and The Nuance Group (Switzerland)

#### Positions held during the last five years

##### Director:

Monier (Germany) Saur, Vivarte, Elis, Kaufman & Broad (France), Gruppo Coin (Italy), Speedy 1 Ltd (United Kingdom)

## Additional information on the applicants to the Board of Directors



**Pasquale PISTORIO**

### Proposal of renewal of Mr Pasquale PISTORIO as member of the Board of Directors

**Independent director**

**Member of the Nomination and Remuneration Committee**

Number of Atos shares held: **1 000**

Date of birth: **06/01/1936**

Nationality: **Italian**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

**Chairman of the Pistorio foundation (Switzerland) (charity)**

#### **Background**

Graduate in Electrical Engineering from the Polytechnic School of Torino

#### **Other directorships and positions on 31 December 2011**

*Abroad:*

**Honorary Chairman:** STMicroelectronics Corporation (Switzerland), ST Foundation and of the Kyoto Club (Italy) (charities)

**Independent director:** Fiat S.p.A. et Brembo S.p.A. (Italy)

**Director:** Accent (Luxembourg)

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

**Director, then President:** Telecom Italia (Italy)

**President, then independent director:** Sagem Wireless (now Mobewire-up)

**Vice-president:** Confindustria pour l'Innovation et la Recherche (Italy)

**Director:** Chartered Semiconductor Manufacturing Ltd (Singapore)



**Vernon SANKEY**

### Proposal of renewal of Mr Vernon SANKEY as member of the Board of Directors

**Independent director**

**Member of the Audit Committee**

Number of Atos shares held: **1 000**

Date of birth: **09/05/1949**

Nationality: **British**

Date of appointment: **10 February 2009**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

**Chairman of Firmenich SA (Switzerland)**

#### **Background**

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

#### **Other directorships and positions on 31 December 2011**

*Abroad:*

**Chairman, former director:** Harrow School Enterprises Ltd (United Kingdom)

**Director:** Zurich Financial Services AG (Suisse)

**Advisory Board member:** GLP LLP (United Kingdom)

**Member:** Pi Capital (private equity investment group) (United Kingdom)

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

**Chairman:** Photo-Me International plc (United Kingdom)

**Director:** Firmenich (Switzerland), Zurich Financial Services AG (Switzerland), Cofra AG (Switzerland), Taylor Woodrow Plc (United Kingdom), Vivas Group Plc (United Kingdom)

**Advisory Board member:** Proudfoot UK (United Kingdom)

## Additional information on the applicants to the Board of Directors



**Lionel ZINSOU-DERLIN**

### Proposal of renewal of Mr Lionel ZINSOU-DERLIN as member of the Board of Directors

Number of Atos shares held: **1 000**

Date of birth: **23/10/1954**

Nationality: **French and Beninese**

Date of co-optation by the Board of Directors: **21 January 2010** - Ratified by the AGM of 27 May 2010

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

**Chairman of PAI Partners**

#### Background

Professor in Economy and Social Science – Ecole des Sciences Politiques de Paris graduate – Master in economy History, Bachelor's degree in Humanities and History – Ecole Normale Supérieure (Ulm) in Humanities

#### Other directorships and positions on 31 December 2011

**France:**

**Executive Committee member:**  
PAI Partners

**Chairman of the Supervisory Board:**  
Domaines Barons de Rothschild (DBR)

**Member of the Supervisory Board:**  
Financière Gaillon 12 SAS

**Manager:** Sofia-Société Financière Africaine

**Director:** Strategic Initiatives and of Kaufman & Broad

**Abroad:**

**Vice president of the Board of Directors:**  
CHR HANSEN Holding AS (Sweden )

**Director:** PAI Europe III General Partner Ltd, PAI Europe IV General Partner Ltd, PAI Europe V General Partner Ltd, PAI Syndication GP Ltd (Guernsey)

**Deputy director:** United Biscuits Topco Ltd (United Kingdom)

#### Positions held during the last five years

**Director:** Sodima SAS, Yoplait France SAS, Yoplait Marques Internationales SAS et Yoplait SAS, Financière Spie SAS and Spie SA (France), CHR Hansen Holding AS (Sweden)

**Manager:** Star Ladybird SARL (former Capucine Investissement) et de Cerberus Nightingale 1 SARL (former Financière Capucine 3)



**Colette NEUVILLE**<sup>1</sup>

### Proposal of appointment of Ms Colette NEUVILLE as member of the Board of Directors

Number of Atos shares held: **500**

Date of birth: **21/01/1937**

Nationality: **French**

Date of appointment: **1<sup>st</sup> June 2011**

Term expires on: **AGM ruling on the accounts of the 2011 financial year**

**President (founder) of ADAM**

#### Background

Graduate from law school with honours, Master degree in Political Economy and Economics

Graduate from Institut d'Etudes Politiques de Paris (public service section)

#### Other directorships and positions on 31 December 2011

**France:**

**Director:** Groupe Eurotunnel, ARCAF (association des fonctionnaires épargnants pour la retraite)

**Member:** European Forum for Corporate Governance, with the European Commission, of the consultative committee "Epargnants et actionnaires minoritaires" of the AMF, of the Conseil de Gouvernance de l'Ecole de Droit & Management de Paris

#### Positions held during the last five years

**Member of the Supervisory Board:**  
Atos SA

**Director:** Euroshareholders (European federation of shareholders' associations)

<sup>1</sup>) The Board of Directors, upon proposal by its Nomination and Remuneration Committee, has come to the conclusion that Ms. Colette Neuville satisfied the criteria of independent director. Consequently, in case of appointment during the 30 May 2012 General Meeting, Ms. Colette Neuville will join the Board of Directors as an independent director.

## Additional information on the applicants to the Board of Directors



**Roland BUSCH**

Confirmation of the continuance of the current mandate of Mr Roland BUSCH as Director of the Company under its new European company form

### Member of the Audit Committee

Number of Atos shares held: **1 000**

Date of birth: **22/11/1964**

Nationality: **German**

Date of appointment: **1<sup>st</sup> July 2011**

Term expires on: **AGM ruling on the accounts of the 2013 financial year**

### Member of the Board of Directors of Siemens AG (Germany)

#### Background

Studied physics at the Friedrich Alexander University in Erlangen-Nuremberg (Germany) and at the University of Grenoble (France), Doctorate from the Friedrich Alexander University (Germany)

### Other directorships and positions on 31 December 2011

*Abroad:*

#### Chief Executive Officer:

Sector Infrastructure & Cities and Cluster Asia-Pacific, Siemens (Germany)

### Positions held during the last five years

#### Chairman and Chief Executive Officer:

of Siemens VDO Automotive Asia Pacific Co. Ltd., Shanghai (China)

#### Director:

Mass Transit Division, Transportation Systems Group (TS), Erlangen (Germany) and Corporate Strategies, Corporate Development Department of Siemens (Germany)



**Jean FLEMING**

Confirmation of the continuance of the current mandate of Ms Jean FLEMING as Director of the Company under its new European company form

### Director representing the employee shareholders

Number of Atos shares held: **640**

Date of birth: **04/03/1969**

Nationality: **British**

Date of appointment: **26 May 2009**

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

### Human Resources manager at Atos (United Kingdom)

#### Formation

MSc Human resources (South Bank University, London)

BA (Hons) in Brunel University (United Kingdom)

### Other directorships and positions on 31 December 2011

None

### Positions held during the last five years

None



## Additional information on the applicants to the Board of Directors



**Aminata NIANE**

Confirmation of the continuance of the current mandate of Ms Aminata NIANE as Director of the Company under its new European company form

**Independent director**

**Member of the Audit Committee**

Number of Atos shares held: **1 000**

Date of birth: **09/12/1956**

Nationality: **Senegalese**

Date of appointment: **27 May 2010**

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

**Chief Executive Officer of the National Agency for the Promotion of Investment and Large-scale Infrastructure (APIX) renamed APIX SA (Senegal)**

**Background**

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

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

Master degree in Chemistry

**Other directorships and positions on 31 December 2011**

*Abroad:*

**Chairman of the Board of Directors:**

Société Aéroport International Blaise Diagne (ABID SA, Senegal)

**Director:**

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

**Positions held during the last five years**

**Chairman of the Board of Directors:**

Société Aéroport International Blaise Diagne (ABID SA - Sénégal)

**Director:**

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

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# **Request for documents and information**

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## Request for documents and information

Form to be returned to:

The Société Générale  
Service Assemblées  
32 rue du Champ de Tir  
44312 Nantes Cedex 03  
France



### MIXED GENERAL MEETING OF WEDNESDAY 30 MAY 2012

I, the undersigned,

Name, surname: .....

Residing at: .....

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

Owner of: ..... shares of Atos:

- ▶ registered shares
- ▶ bearer shares entered in an account at\*: .....

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

request a copy of the documents and information concerning the Mixed General Meeting of 30 May 2012 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2012

Signature

NOTA: Pursuant to Article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, beginning 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 registration evidence 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.

\* Insert the name of the broker or bank handling your account



# About Atos

Atos is an international information technology services company with annual 2011 pro forma revenue of EUR 8.5 billion and 74,000 employees in 48 countries. Serving a global client base, it delivers hi-tech transactional services, consulting and technology services, systems integration and managed services. With its deep technology expertise and industry knowledge, it works with clients across the following market sectors: Manufacturing, Retail, Services; Public sector, Healthcare & Transport; Financial Services; Telecoms, Media & Technology; Energy & Utilities.

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

## Atos Headquarters

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Tel.: +43 (0) 51707-0

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## Indonesia

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Jl. Jend. Sudirman Kav.3  
Jakarta 10220  
Tel.: +62 21 572.4373

## Italy

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20128 Milano  
Tel.: +39 02 2431

## Japan

Level 20, Shinjuku Park Tower  
3-7-1 Nishi-SwwwShinjuku-ku  
Tokyo 163-1020  
Tel.: +81 3 3344.6631

## Luxembourg

Rue Nicolas Bové 2a  
1253 Luxembourg  
Tel.: +352 31 36 37 1

## Malaysia

1<sup>st</sup> Floor, 2310 Century Square  
Jalan Usahawan  
63000 Cyberjaya - Selangor  
Tel.: +60 3 2084.5418

## Morocco

Casablanca Nearshore Park - Shore 7  
1100, boulevard El Qods - Quartier Sidi  
Maârouf  
Casablanca  
Tel.: +212 (0)5 29 04 45 29

## Mexico

Poniente 116 No.590  
D.F. 2300  
Tel.: + 52 55 5328 2000

## Portugal

Rua Irmãos Siemens, 1  
2720-093 Amadora  
Tel.: +351 21 417 8760

## Philippines

Address 23/F Cyber One Building  
11 Eastwood Ave.,  
Bagumbayan, Quezon City  
Philippines 1110  
Tel.: +63 2 982 9600

## For more information:

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