



***ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING***

***1<sup>st</sup> JUNE 2011***

***NOTICE OF SHAREHOLDERS' MEETING***



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## **ATOS ORIGIN**

French public limited Company with issued capital of Euros 69,976,601  
Governed by a Board of Directors  
Headquarters: River Ouest – 80 Quai Voltaire – 95870 BEZONS (France)  
Registered number: 323.623.603 RCS PONTOISE

### **1. NOTICE OF SHAREHOLDERS' MEETING**

Shareholders are called to attend, on first notice, an Ordinary and Extraordinary Shareholders' Meeting which will be held on **Wednesday 1st June 2011 at 3.00 pm, at the Espace Cap 15, 1-13 Quai de Grenelle (access from 3 Quai de Grenelle) - 75015 Paris.**

The agenda shall be the following:

#### **Agenda**

##### **Ordinary items:**

- *Management report of the Board of Directors*
- *Report of the Board of Directors on the resolutions submitted to the Ordinary General Meeting*
- *Auditors' reports on the annual and consolidated financial statements for the financial year ending 31 December 2010*
- *Report by the chairman of the Board of Directors*
- *Auditors' reports on the report by the chairman of the Board of Directors*
- *Approval of the company accounts for the financial year ending 31 December 2010*
- *Approval of the consolidated accounts for the financial year ending 31 December 2010*
- *Assignment of the net income for the financial year*
- *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 Ms. Colette Neuville's office as a Censor*
- *Ratification of transfer of registered seat*
- *Powers*

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**Extraordinary items:**

- *Report of the Board of Directors on the resolutions submitted to the Extraordinary General Meeting*
- *Special auditors' reports*
- *Authorisation to the Board of Directors to reduce the share capital by cancelling self-owned shares*

The Board of Directors

## HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

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

- by participating personally;
- by voting by post;
- by being represented or by granting power of representation 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. It is specified that for any power of representation without the name of a proxy, 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.

### **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 27 May 2011, at 0.00 Paris time: there are no further registration formalities to fulfill and 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 27 May 2011, 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 Origin, Legal Department, River Ouest – 80 quai Voltaire, 95870 Bezons, a certificate justifying their ownership of the shares (“Attestation de participation”) delivered by their bank or broker.

### **The shareholders who personally wish to participate in the Meeting may ask for an admission card in the following conditions:**

1. for the owners of registered shares: send the attached form (tick the A box, date and sign the bottom of the form) or present themselves directly to the appropriate stand with their identity card;
2. for the owners of bearer shares: ask their bank or broker for an admission card to be issued to them.

Shareholders who have not received their admission cards within a period of three days prior to the shareholders' meeting, or for enquiries on the processing of their admission cards, should feel free to contact 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.

**The shareholders who will not be able to attend the Meeting will be able to:**

1. be represented by a proxy, by their spouse or partner with whom a civil solidarity pact was concluded, coming with a duly signed and filled proxy, or by the Chairman; or
2. address to the Company a blank proxy without a name; or
3. vote by post pursuant to Article L. 225-107 of the French Commercial Code and applicable implementation decrees.

By using the attached form, the shareholders may therefore choose one of the three following options:

- Give proxy to the Chairman: please **tick the B box**, date and sign the bottom form.
- Vote by post : please **tick the B box and the left hand box** according to the choice:
  - Vote “For” the resolutions proposed by the Board of Directors to the general meeting by simply ticking the B box and the left hand box.
  - Vote “Against” or “Abstention” on one or several resolutions, by shading the relevant box(es).
  - Vote on the draft resolutions which have not been approved by the Board of Directors, by shading the relevant box(es).

The shareholders are also able to express their wish in the case where amendments or new resolutions would be proposed during the meeting, by ticking the relevant box(es):

- Either by giving proxy to the Chairman to vote in your name;
- Or by abstaining (which will be equivalent to a vote against),
- Or by giving proxy to another shareholder to vote in their name.
- Give proxy to another person (whether a natural or a legal person) or to their spouse or partner with whom a civil solidarity pact was concluded: please **tick the B box**, and give the name and details of the person in the right hand box, **tick the right hand box**, date and sign the bottom of the form.

Pursuant to Article R. 225-79 of the French Commercial Code, the forms of designation or revocation of proxy may be sent by electronic mail according to the following rules:

- the owners of registered shares must send as an attachment to their email, with an electronic signature, obtained by them and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com), a scanned copy of the proxy form signed and indicating their 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 a shareholder’s statement) or 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.
- the owners of bearer shares must send as an attachment to their email, with an electronic signature, obtained by them and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com), a scanned copy of the proxy form signed and indicating



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their first and last name, address and bank or broker user name as well as the first and last name, address of the designated or revoked proxy, accompanied with a scanned copy of the "Attestation de participation" established by the bank or broker. They must also ask their bank or broker to send a written confirmation (by mail or by fax) to Société Générale, Services Assemblées (BP 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 03).

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 27 May 2011, at 0.00 Paris time. Besides, only notifications of designation or of revocation of proxy may be sent to the electronic address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com); any other request or notification relating to any other topic shall not be taken into account or processed.

With regard to votes by post or by proxy, the Company shall only take into account forms which are dully filled and signed (with the justification of share ownership), received at:

- Société Générale – Service Assemblées – 32 rue du Champ de Tir – 44312 Nantes Cedex 03; or at
- Electronic address : [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com)

at least three business days, prior to the meeting, i.e. on 27 May 2011, at 0.00 Paris time.

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

A shareholder who has selected his means of participation may nevertheless sell part or all his shares afterwards. In such case:

- if the sale occurs before the third business day prior to the meeting (at zero hour Paris time), the Company shall have to invalidate or change accordingly the vote expressed, the proxy given, the "carte d'admission" or the "attestation de participation" and, for such purpose, in the case of bearer shares, the shareholder's bank or broker must notify the sale to the Company or its proxy and provide relevant information;- if the sale occurs after zero hour Paris time, on the third business day prior to the meeting, the sale does not have to be notified by the shareholder's bank or broker or considered by the Company, notwithstanding any contradictory agreement.

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

The meeting of 1st June 2011 shall start at 3.00 pm sharp. Accordingly, shareholders 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 will be distributed upon signing of the attendance list.

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**Documents at the shareholders' disposal:**

Pursuant to applicable law, all documentation which is required to be at the disposal of the shareholders for the purpose of the general meeting shall be made available to the shareholders within the legal timeframe at the Company's registered offices: River Ouest, 80 Quai Voltaire – 95870 Bezons. In addition, the documents and information to be distributed at the general meeting referred to in Article R. 225-73-1 of the French Commercial Code, are available on the Company's website since May 11, 2011, at [www.atosorigin.com](http://www.atosorigin.com), in the "Investors" section, including a summary of the Company's operations during the financial 2010 exercise, in accordance with the applicable laws and regulations.

**Submission of written questions:**

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 26 May 2011, at 0.00 Paris time:

- to the registered offices, by registered letter with request for acknowledgement of receipt to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire – 95870 Bezons Cedex;
- Or to the following electronic address: [dl.ag.ext@atosorigin.com](mailto:dl.ag.ext@atosorigin.com).

In order to be taken into account and to lead, as the case may be, to an answer during the general 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.atosorigin.com](http://www.atosorigin.com), in the "Investors" section.

## **2. EXPLANATIONS ON RESOLUTIONS PRESENTED BY THE BOARD - REPORTS OF THE BOARD OF DIRECTORS TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

### **REPORT OF THE BOARD OF DIRECTORS TO THE MIXED GENERAL MEETING OF 1<sup>ST</sup> JUNE 2011 RULING ON ORDINARY ISSUES**

Dear Shareholders,

We have summoned you to a mixed general meeting (ordinary and extraordinary), so that you can rule on the following ordinary issues:

- *Approval of the company accounts for the financial year ending 31 December 2010,*
- *Approval of the consolidated accounts for the financial year ending 31 December 2010,*
- *Assignment of the net income for the financial year,*
- *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 Ms. Colette Neuville's office as a censor*
- *Ratification of transfer of registered seat*
- *Powers.*

The prescribed summons has been regularly addressed to you, and all the documents and items established by current regulation have been made available to you within the legal deadlines.

#### **1. Approval of the company accounts for the financial year ended 31 December 2010 – Approval of the consolidated accounts – Assignment of the net income (1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> resolutions)**

We invite you to review the report of the Board of Directors and the auditors' reports on the financial year ended 31 December 2010. We submit for your approval the first and second resolutions relating respectively to the company accounts and to the consolidated accounts.

With regard to the allocation of the net income, being the purpose of the third resolution, we propose that you:

- (i) decide on the net income of 69,674,371.40 Euros for the financial year, to assign an amount of 19,361.70 Euros to the legal reserve, which shall be increased to an amount of 6,991,407.70 Euros ;
- (ii) considering the previous item brought forward of 260,408,901.60 Euros, confirm that the distributable income for the financial year after allocation to the legal reserve amounts to 69,655,009.70 Euros; and

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(iii) to decide to allocate this amount as follows:

Dividend	34,988,300.50 Euros
Retained earnings	34,666,709.20 Euros

It is offered to distribute for each share of the Company having a right to dividends, a dividend per share of 0.50 Euro (before the withholding tax for social contribution, if applicable), for an aggregate sum of 34,988,300.50 Euros, being specified that this amount is established on the basis of the number of shares as of April 1, 2011, that is 69,976,601 shares.

It is specified that this amount may be increased to a maximum total of 6,338,874 euros in order to take into account the total maximum number of 6,338,874 additional shares which may be created through the exercise of stock subscription options, between 1<sup>st</sup> April 2011 and the date of dividend payment.

This dividend will be payable in cash 15 days after the general assembly at the earliest and 30 days after the general assembly at the latest. Pursuant to article L. 232-13 of the French Commercial Code, the Board of Directors will determine the date of detachment and the date of payment of this dividend and will inform its shareholders and the stock exchange through a press release.

You are reminded that, 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 Tax Code, shareholders can decide to opt, subject to conditions, for the 19% withholding tax (excluding social contributions), instead of the normal income tax. The dividend would then be excluded from the benefit of the 40% tax deduction.

As required by law, the General Meeting acknowledges that the following dividend has been paid during the last three financial years.

Financial year	Dividend per share (in Euros)
2007	0.40
2008	-
2009	-

We submit the first, second and third resolutions to your approval.

**2. Authorisation granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company (4<sup>th</sup> resolution)**

You are requested, in the fourth resolution, to authorise the Board of Directors, pursuant to the provisions of articles L. 225-209 and seq. of the French Commercial Code, with the right of sub delegation under the conditions established for 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 maintain or subsequently use for payment or to exchange within the context of possible external growth operations shall not exceed 5% of the share capital,
- to ensure liquidity and lead the secondary market of the Company's shares within the context of a liquidity contract concluded with an investment service provider in complete independence, in observance of the professional conduct charter accepted by the AMF,
- to attribute or assign these to the representatives or employees of the Company and/or related companies or will-be related companies 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 seq. 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 eighth resolution hereafter.

This authorisation could also permit 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 would 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

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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 may 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 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.

It is proposed that you limit the maximum purchase price to 62.07 Euros (net of fees) per share.

The Board of Directors shall nevertheless be able to 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 into account the effect of these operations on the value of the share.

The maximum amount of the funds assigned to the repurchase programme would thus be 434,344,762.40 Euros, as calculated on the basis of the share capital on 1<sup>st</sup> April 2011, with its maximum amount adjustable to take into account the share capital on the date of the General Meeting.

The General Meeting would also grant all powers to the Board of Directors, with the right of sub delegation 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 will be 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 would also grant 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 would be given for a duration of eighteen (18) months, starting from the day of the General Meeting, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the 7<sup>th</sup> resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

Should you decide to authorise the Board of Directors to purchase, conserve or transfer shares of the Company in the above-mentioned conditions, 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.

We submit this fourth resolution for your approval.

**3. Approval of an overall amount of director's fees (5<sup>th</sup> resolution)**

You are requested, in the fifth resolution to fix an overall amount of director's fees of 500,000 EUR remunerating the general activity of the Board of Directors for the year 2011. The General Meeting would 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 will present in its management report

We submit this fifth resolution for your approval.

**4. Renewal of Ms. Colette Neuville's office as a censor (6<sup>th</sup> resolution)**

You are requested in the sixth resolution to renew the office as a censor of Ms. Colette Neuville for a one-year period ending upon termination of the ordinary general assembly meeting ruling on the accounts for the past fiscal year and held the year during which the censor's mandate expires.

We submit the sixth resolution for your approval.

**5. Ratification of transfer of registered seat (7<sup>th</sup> resolution)**

You are requested in the seventh resolution to ratify the transfer of registered seat of the Company, decided, pursuant to article L. 225-36 of the French Commercial Code, by the Board of Directors on 27 July 2010.

We submit the seventh resolution for your approval.

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**6. Powers (9<sup>th</sup> resolution)**

The ninth resolution is a common resolution regarding the issuance of powers necessary for the carrying out of the publications and legal formalities linked to the holding of the meeting.

We submit the ninth resolution for your approval.

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We thank you for the trust that you would kindly demonstrate to the Board of Directors by approving all of the resolutions submitted to the vote of the meeting ruling on ordinary issues.

The Board of Directors



**REPORT OF THE BOARD OF DIRECTORS  
TO THE MIXED GENERAL MEETING OF 1st JUNE 2011  
RULING ON EXTRAORDINARY ISSUES**

Dear Shareholders,

We have summoned you to a mixed general meeting (ordinary and extraordinary), so that you can rule on the following extraordinary issue:

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

The prescribed summons has been regularly addressed to you, and all the documents and items established by current regulation have been made available to you within the legal deadlines.

**Authorisation to the Board of Directors to reduce the share capital by cancelling self-owned shares (8<sup>th</sup> resolution).**

In the eighth resolution, you are requested to authorise the Board of Directors, with a faculty of sub-delegation provided for by the applicable laws and regulations, pursuant to article L. 225-209 and seq. of the French Commercial Code, to cancel, in one or several times, pursuant to the terms, in proportions and at the time decided thereof, all or part of the shares which the Company would own 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 would apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to certify the fulfilment of the operation(s) of cancellation or reduction of the share capital pursuant to the present authorisation, by attributing the difference between the purchase value of the cancelled shares and the nominal value on all the premiums and available reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorisation would be given for a duration of eighteen (18) months, starting from the day of the General Meeting, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the ninth resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

We submit this eighth resolution for your approval.

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We thank you for the trust that you would kindly demonstrate in the Board of Directors by approving all of the resolutions submitted to the vote of the meeting ruling on extraordinary issues.

The Board of Directors

## **ANNEX TO THE EXPLANATIONS ON THE BOARD OF DIRECTORS' DECISIONS**

### **Information on the censor for whom the renewal is proposed**

#### **Renewal of Ms. Colette Neuville's office as a censor (6<sup>th</sup> resolution)**

##### **Colette Neuville**

Date of birth: 21 January 1937

Nationality: French

Appointed by the Board of Directors of 13 April 2010 – Ratified by the General Meeting of 27 May 2010

- Background:
  - Graduated from law school with honors
  - Master degree in Political Economy and Economics
  - Graduated from Institut d'Etudes Politiques of Paris (public service section)
- Main position held: President (founder) of the ADAM
- Other positions (as of 31 December 2010):
  - Director of Eurotunnel, then GET SA since December 2005
  - Member of the European Forum of Corporate Governance, with the European Commission, since January 2005
  - Member of the consultative commission "savers and minority shareholders" with the AMF since 2004
  - Member of the Governance Council of the Ecole de Droit & Management of Paris, since March 2009
- Positions held during the last five years:
  - Member of the Supervisory Board of Atos Origin from June 2008 to February 2009
  - Director of the weekly newspaper "La Vie Financière" from 2005 to 2007
  - Director of Euroshareholders (European federation of shareholders' associations), from 2005 to 2007

### **3. TEXT OF THE PROPOSED RESOLUTIONS**

#### **Ordinary items:**

#### **First resolution** (*Approval of the company accounts for the financial year ending 31 December 2010*)

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 2010, approves the financial statements for the financial year ending 31 December 2010, including the 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. It determines the net income for this financial year as 69,674,371.40 euros.

#### **Second resolution** (*Approval of the consolidated accounts for the financial year ending 31 December 2010*)

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 2010, 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.

#### **Third resolution** (*Assignment of the net income for the financial year*)

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 2010:

(i) hereby decides, on the net income for the financial year of 69,674,371.40 Euros, to assign an amount of 19,361.70 euros to the legal reserve, which is raised to an amount of 6,991,407.70 Euros;

(ii) considering the previous item brought forward of 260,408,901.60 euros, acknowledges that the distributable income for the financial year after allocation to the legal reserve is equal to 69,655,009.70 euros;

(iii) the General Meeting decides to distribute this amount as follows:

- |                        |                   |
|------------------------|-------------------|
| ▪ To dividend          | EUR 34,988,300.50 |
| ▪ To retained earnings | EUR 34,666,709.20 |

A dividend of 0.50 Euro per share (before withholding of social charges if applicable) will be paid for all shares of the Company having right to dividend, resulting in a total dividend of 34,988,300.50 Euros, on the basis of the number of shares as of 1<sup>st</sup> April 2011, i.e. 69,976,601 shares.

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However, this amount may be increased (and accordingly, the amount remaining on retained earnings decreased) by a total maximum number of 6,338,874 Euros, in order to take into account the total maximum number of 6,338,874 additional shares which may be created through the exercise of stock subscription options, between 1<sup>st</sup> April 2011 and the date of dividend payment.

The dividend will be paid in cash at the earliest 15 days and the latest 30 days after the shareholders' meeting. 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 Tax Code, shareholders can decide to opt, subject to conditions, for the 19% withholding tax (excluding social contributions), instead of the normal income tax. The dividend would then be excluded from the benefit of the 40% tax deduction.

As required by law, the General Meeting acknowledges that the following dividend has been paid during the last three financial years.

Financial year	Dividend per share (in euros)
2007	0.40
2008	-
2009	-

**Fourth resolution** (*Authorisation granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the report of the Board of Directors, approves, pursuant to the provisions of articles L. 225-209 and seq. of the French Commercial Code, with the right of subdelegation under the conditions established for 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.

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- 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 seq. of the Commercial Code, (iii) of the free share issuance regime established by articles L. 225-197-1 to L. 225-197-3 of the 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 eighth resolution hereafter.

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

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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 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 62.07 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 434,344,762.40 Euros, as calculated on the basis of the share capital on 1st April 2011, 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, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the seventh resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

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

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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.

**Fifth 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 acknowledged the report from the Board of Directors, approves, for the financial year 2011, 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.

**Sixth resolution** (*Renewal of Ms. Colette Neuville's office as a censor*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having acknowledged the report from the Board of Directors, decides to renew Ms. Colette Neuville's office as a censor for a duration of one (1) year ending 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.

**Seventh resolution** (*Ratification of transfer of registered seat*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having acknowledged the report from the Board of Directors, decides to ratify the transfer of registered seat of the Company which was decided, pursuant to article L.225-36 of the French Commercial Code by the Board of Directors meeting of 27 July 2010. The General Meeting also ratifies the modification of the first paragraph of article 4 of the articles of association which shall be drafted as such:

**"Article 4 – REGISTERED OFFICE**

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

The rest of the article remains unchanged.

**Extraordinary items:**

**Eighth resolution** (*Authorisation 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 right of sub delegation under the conditions established for the applicable legal and regulatory provisions, pursuant to article L. 225-209 and seq. of the French Commercial Code, to cancel, in one or more occurrences, in the terms, proportions and at the times that it will have decided, 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

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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 reduce the share capital by attributing, according to the present authorisation, the difference between the accounting purchase value of the cancelled shares and the nominal value on 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, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the ninth resolution of the Ordinary and Extraordinary General Meeting of 27 May 2010.

### Ordinary items:

#### **Ninth resolution (*Powers*)**

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, 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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#### **4. COMPOSITION OF THE BOARD OF DIRECTORS**

<b>Name</b>	<b>Nationality</b>	<b>Age</b>	<b>Date of appointment</b>	<b>Committee member</b>	<b>Terms of offices (*)</b>	<b>Number of shares held</b>
René Abate	French	62	2009		2011	1 000
Nicolas Bazire	French	53	2009	N&R	2011	1 000
Jean-Paul Béchat	French	68	2009	A	2011	1 000
Thierry Breton	French	55	2009		2011	5 000
Ms. Jean Fleming	British	41	2009		2011	640
Bertrand Meunier	French	54	2009	N&R	2011	1 000
Ms. Aminata Niane	Senegalese	54	2010		2012	1 000
Michel Paris	French	53	2009	A	2011	1 000
Pasquale Pistorio	Italian	74	2009	A	2011	1 000
Vernon Sankey	British	61	2009	A	2011	1 000
Lionel Zinsou-Derlin	French and Beninese	56	2010		2011	1 000
<b><u>Censor</u></b>						
Ms. Colette Neuville	French	73	2010		2010	500

A : Audit Committee

N&R : Nomination and Remuneration Committee

(\*) Annual General Meeting deciding on the accounts of the year

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## **5. COMPANY FINANCIAL SUMMARY FOR THE LAST FIVE YEARS**

(in EUR million)	31 December 2010	31 December 2009	31 December 2008	31 December 2007	31 December 2006
<b>I - COMMON STOCK AT PERIOD END</b>					
Common stock	69,9	69.7	69.7	69.7	68.9
Number of shares outstanding	69.914.077	69,720,462	69,717,453	69,710,154	68,880,965
Maximum number of shares that may be created by:					
* conversion of convertible bonds	0.0	0.0	0.0	0.0	0.0
* exercise of stock subscription options	9.477.800	10,310,776	7,153,540	5,982,272	6,445,741
<b>II - INCOME FOR THE PERIOD</b>					
Revenue.	42,1	42.4	44.8	44.8	43.9
Net income before tax. employee profit-sharing and incentive schemes. Depreciation. amortisation and provisions	9,3	91.1	89.1	-48.4	115.2
Corporate income tax	12,9	11.2	12.0	7.8	17.0
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	69,7	38.3	38.3	-58.9	14.9
Dividend distribution	35,0	0.0	0.0	27.9	0.0
<b>III - PER SHARE DATA (in EUR)</b>					
Net income after tax and employee profit-sharing but before depreciation. Amortization and provisions	0,32	1.47	1.45	-0.58	1.92
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	1,00	1.85	0.55	-0.84	0.21
Dividend per share	-0,50	0.0	0.0	-0.4	0.0
<b>IV - EMPLOYEES</b>					
Average number of employees during the period	0	0.0	0.0	0.0	0.0
Total payroll for the period	0	0.0	0.0	0.0	0.0
Employee social security and welfare payments	0	0.0	0.0	0.0	0.0

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**REQUEST FOR DOCUMENTS**

Ordinary and Extraordinary Shareholders Meeting of 1<sup>st</sup> June 2011

*(to be returned to the Société Générale – Service Assemblées – 32 rue du Champ de Tir –  
44312 Nantes Cedex 03)*

I, the undersigned:

NAME:

First name:

Address:

Owner of \_\_\_\_\_  
And/or of \_\_\_\_\_

registered shares  
bearer shares,

Of ATOS ORIGIN

acknowledge having received the documents and information concerning the Ordinary and Extraordinary Shareholders Meeting of 1<sup>st</sup> June, 2011 as provided for by article R. 225-81 of the French Commercial Code

request a copy of the documents and information concerning the Ordinary and Extraordinary Shareholders Meeting of 1<sup>st</sup> June, 2011 as provided for by article R. 225-83 of the French Commercial Code.

At \_\_\_\_\_,  
on \_\_\_\_\_ 2011

**Signature**

\* Pursuant to article R. 225-88 paragraph 3 of the French Commercial Code, the owners of Registered Shares may obtain copies of the documents and information covered by articles R. 225-81 and R. 225-83 of the French Commercial Code for each subsequent General Meeting by making a single request. In the event that the shareholder wants to benefit from this option, he or she should mention this fact on this form.