

ATOS ORIGIN

A French corporation with limited liability with issued capital of Euros 68,904,589

Governed by a Supervisory Board and a Management Board

Headquarters: 18 avenue d'Alsace – Paris La Défense – 92400 Courbevoie (France)

Registered Siren number: 323.623.603 RCS NANTERRE

NOTICE OF SHAREHOLDERS' MEETING

Shareholders are convened to attend an ordinary and extraordinary meeting of shareholders

on Wednesday 23 May 2007 at 10.00 am.

at Pavillon Gabriel, 5 avenue Gabriel – 75008 PARIS (conference room Concorde)

to decide on the following agenda:

- *Management Report by the Management Board,*
- *Report of the Chairman of the Supervisory Board and observations by the Supervisory Board on the Management report and the 2006 financial statements,*
- *Report by the Statutory Auditors on the fiscal year 2006 financial statements,*
- *Approval of the fiscal year 2006 financial and consolidated statements,*
- *Appropriation of net income,*
- *Report by the Statutory Auditors and approval of related-party agreements,*
- *Renewal of the authorization to trade in the Company's shares,*
- *Management Board's report to the extraordinary general meeting,*
- *Statutory Auditors' report to the extraordinary general meeting;*
- *Authorization to issue shares with retention of shareholders' preferential subscription right,*
- *Authorization to issue shares, without retention of shareholders' preferential subscription rights, in payment of contributions in kind,*
- *Authorization given to the Management Board to grant options for the subscription or buying of shares*
- *Authorisation given to the Management Board to increase the capital in favour of employees pursuant to an employee savings plan ("PEE"),*
- *Modification of article 24-3 of the by-laws,*
- *Authorisation to complete formalities.*

DRAFT OF RESOLUTIONS

First resolution

Approval of the fiscal year 2006 financial statements

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, and after having reviewed:

- The Management Board's report ("Operational Review and Financial Review") on Group and Company activities and the financial statements for the fiscal year 2006,
- The report of the Chairman of the Supervisory Board and the Supervisory Board's observations,
- The parent Company and Group consolidated financial statements, and
- The Statutory Auditors' general report on the performance of their assignment during the year,

Hereby approve the parent Company and consolidated financial statements and, in particular, the balance sheet, income statement and notes thereto drawn up to 31 December 2006, as presented, together with the transactions reflected in these financial statements or described in these reports.

Consequently, shareholders discharge all members of the Management Board from any liabilities with respect to the performance of their duties during the year.

Second resolution

Appropriation of net income

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, and on the recommendation of the Management Board, hereby ratify the appropriation of net profit for the year of EUR 14,866,873 as follows:

- To legal reserve **651,518.09 euros**

Following this appropriation, the legal reserve will total: 6,888,096.50 euros

- To retained earnings **14,215,354.91 euros**

Following this appropriation, the retained earnings will total: 167,368,889.00 euros

As required by law, shareholders note that no dividend has been paid in the last three years.

Third resolution

Related-party agreements

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings and having reviewed the auditors' special report on agreements governed by Articles L 225-86 et seq. of the Commercial Code, hereby approve the continuation of the agreements referred to in the special report prepared by the auditors.

Fourth resolution

Related-party agreements

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, having reviewed the auditors' special report on agreements governed by Articles L 225-86 et seq. of the Commercial Code and being informed that Mr Linari served in DS Telematica which was acquired by the Sema Group since 1986, hereby approve each of the agreements governed by Article L 225-90-1 of the Commercial Code relative to the termination of all functions of Mr Linari referred to in the special report prepared by the auditors.

Fifth resolution

Related-party agreements

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, having reviewed the auditors' special report on agreements governed by Articles L 225-86 et seq. of the Commercial Code and being informed that Mr Flinois served in the Schlumberger Group since 1985, hereby approve each of the agreements governed by Article L 225-90-1 of the Commercial Code relative to the termination of all functions of Mr Flinois referred to in the special report prepared by the auditors.

Sixth resolution

Renewal of the authorisation to trade in the Company's shares

Shareholders, meeting under the rules of quorum and majority applicable to ordinary general meetings, and having reviewed the Management Board's report entitled "Management Discussion and Analysis", hereby authorise the Management Board to trade in the Company's shares, in accordance with the provisions of Articles L 225-209 et seq. of the Commercial Code.

The number of shares purchased may not exceed 10% of the Company's common stock as of the date of this Annual General Meeting, taking into consideration that - in compliance with the sixth paragraph of article L 225-209 of the Commercial Code - the number of shares acquired by the Company for the purpose of being kept and being remitted in payment or in exchange of other shares, in a merger, split or contribution, cannot be more than 5% of the share capital.

The purpose of this authorisation is to allow the Company to:

- a. Grant shares to employees or managers of the Company or of one of the Group's companies, under the conditions defined by law and regulations, notably in compliance with employee profit sharing schemes, share subscription option schemes, or for the grant of free shares or sale of shares to employees;
- b. Cancel acquired shares, as authorised by a shareholders' meeting;
- c. Keep and remit shares in exchange or in payment in connection with external growth transactions, as the case may be, and as authorised by laws and regulations;
- d. Remit shares upon the exercise of rights in connection to convertible securities;
- e. Stabilise the market or the liquidity of its shares through a liquidity agreement signed with an investment service provider in compliance with a deontology charter recognised by the Autorite des marches financiers;
- f. Allow the Company to trade in the Company's shares on the stock exchange market or otherwise, for any other implementation of a market practice authorised by law and regulations, either now or in the future.

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Shares may be purchased, sold, transferred or exchanged by any means, on the market or outside of the market, including, as the case may be, derivative instruments. The share of the buy-back program which can be made by blocks of shares can reach the full amount of the program.

The maximum aggregate amount of funds, which can be used for the implementation of this buy-back program, may not exceed EUR 6,890,450 (i.e. 10% of the share capital). The maximum purchase price per share is set at EUR 62.

Shareholders grant full powers to the Management Board to adjust the aforementioned in case of incorporation of premiums, reserves or profits, leading to either an increase in the nominal value of each share or the creation and free grant of new shares, as well as in case of division of the nominal value of each share or the amalgamation of shares in order to take into account the impact of such changes on the share value.

Shareholders also grant full powers to the Management Board, with authority to delegate to its Chairman, or with the agreement of the Chairman to one or several members of the Management Board, to place any order on the market or outside of the market, to allocate or reallocate the shares bought to the different objectives in accordance with applicable laws and regulations, to conclude all agreements, notably in view of keeping the share acquisition/sale ledger, to issue all documents, make any formality, statement and release with any authority, including the Autorite des marches financiers, with regard to any transaction made as per this resolution, to set the terms and conditions according to which the rights of holders of convertible securities or grantees of stock options may be preserved in accordance with regulations, and to do whatever is deemed necessary. Shareholders also grant full powers to the Management Board, if the law or the Autorite des Marches Financiers extend or complete the objectives authorised for buy-back programs, to communicate to the public any change to the objectives and program, as the case may be, as per applicable laws and regulations.

This authorisation supersedes the earlier authorisation granted by the 6th resolution to the Annual General Meeting of 23 May 2006. It is granted for a maximum period of 18 months as of this shareholders' meeting.

The Management Board will specifically report to shareholders at the next Annual General Meeting on any transactions performed pursuant to this authorisation, and in particular, for each of the above-defined purposes, the number and price of shares acquired, the number of shares used for such purposes, as well as any reallocation from one purpose to another.

Seventh resolution

Authorization to issue shares with retention of shareholders' preferential subscription right

Shareholders meeting under the rules of quorum applicable to extraordinary general meetings, having reviewed the Management Board's report and the special report by Statutory Auditors, hereby resolve, pursuant in particular to Articles L 255-129-2, L 228-92 and L 228-93 of the Commercial Code, as follows:

I - Confer to the Management Board, competency to issue shares in one or more instalments,

- a) via the issuance of new shares, with or without stock subscription warrants attached, to be subscribed in cash or by offsetting debts, with or without additional paid-in-capital,
- b) via the capitalization of profits, reserves or additional paid-in-capital or via the grant of shares issued gratuitously or by increasing the par value of the Company's shares,
- c) via the issue of securities other than ordinary shares, in accordance with applicable law, giving access, directly or indirectly, by conversion, exchange, redemption, exercise of warrant or any other manner, to existing or future shares of the common stock at any moment or at set dates, issued by the company or by a company in which it holds directly or indirectly more than half of the share capital,

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- d) via the issue of stock subscription or stock purchase warrants to be subscribed to in cash or distributed gratuitously, it being specified that such warrants may be issued either separately or simultaneously attached to securities described above in (c),
- e) or via the simultaneous combination of any of the aforementioned methods.

Resolve that the maximum amount of the said issuances will be:

- the nominal maximum amount of shares that may be issued is 20,664,000
- the nominal maximum amount of securities representing a receivable on the Company that may be issued is 930,000,000 euros,

While the nominal amount of any share capital increase without retention of shareholders' preferential subscription right authorized by the 11th resolution of 23 May 2006 will be deducted from this maximum amount.

These securities may be denominated in euro or any other foreign currency or any monetary unit determined by reference to more than one currency.

II - Resolve that the holders of existing shares of common stock, on issue of new shares of common stock, securities and stock subscription or purchase warrants as described above in paragraph I and to be subscribed in cash, will have, where subscriptions are as of right and in proportion to their rights, a preferential subscription right to subscribe to these securities.

The powers granted above in paragraph I entail in favor of the holders of securities that would be issued further to this delegation of authority, waiver by shareholders of their preferential subscription rights to securities to which such securities will give right, either immediately or in the future.

The Management Board will determine the terms and conditions of each issuance and the limits under which the shareholders will exercise their preferential subscription rights, where subscriptions are as of right, in accordance with applicable law. The Management Board may grant shareholders excess subscription rights to be exercised in proportion to their rights and up to the amounts requested by them.

Where subscriptions are as of right, and if applicable, excess subscription do not account for the entire issue, the Management Board may, as it sees fit:

- limit, in accordance with the law, the number of securities issued to the amount of subscriptions received;
- freely allot all or part of the shares, securities or warrants not subscribed; or
- offer all or part of them to the public for subscription.

III – Resolve that

- to the amount to EUR 20,664,000 shall be added additional common stock increase to take into consideration the subscription rights of holders of securities and warrants granting entitlement, irrespective of the manner, to be allotted shares of the Company,
- in the event of the capitalization of profits, reserves or additional paid-in-capital, the amount of EUR 20,664,000 will be increased accordingly in such a way so as to represent the same percentage of common stock after the capitalization is performed,

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- in the event of the gratuitous allotment of shares, fractional shares will not be negotiable and the shares will be sold. In respect thereto, all powers will be conferred to the Management Board to perform these sales under the conditions provided for by the applicable law and regulations.

IV – Confer all powers on the Management Board, subject to the prior approval of the Supervisory Board in accordance with Article 19.3 of the bylaws, with the option to delegate such powers to the Chairman or to one of its member, under the conditions provided for by law:

- a) in order to implement, in one or more installments, the delegation provided at paragraph I above particularly with regard to:
 - determine the dates and terms and conditions of the issues,
 - set the price and interests rates,
 - set the amounts to be issued and the type of the securities to be created, their dividend date, even retroactively, the conditions for their conversion, exchange, redemption, and/or buyback,
 - make any adjustments required in accordance with applicable legal and regulatory provisions,
 - amend the bylaws accordingly,
 - and more generally, take all necessary measures to enter into any agreements, in order to complete the contemplated transactions in accordance with applicable law and regulations;
- b) in the event of an issuance of securities granting entitlement to an allotment of shares on exercise of a warrant, to buy these warrants on the stock market, with a view to canceling them or otherwise, considering the applicable legal provisions;
- c) may deduct expenses arising from the issuance of new shares or securities from the paid-in-capital and transfer amounts from this account to the legal reserve to bring it to one-tenth of the new common stock amount.

V – Resolve that this delegation replaces and supersedes, up to the amount not yet used, any previous authorization of the same kind, and is valid for a period of 26 months from the date of this Meeting.

Eighth resolution

Authorization to issue shares in payment of a contribution in kind

Shareholders, meeting under the rules of quorum applicable to extraordinary general meetings, having reviewed the Management Board's report and the special report by Statutory Auditors, hereby resolve, pursuant to Article L225-147 6th paragraph of the Commercial Code, as follows:

I - Confer to the Management Board competency to issue shares in one or more installments, up to a maximum nominal amount of 10% of the issued share capital as of the date of the shareholders meeting, via the issuance of new shares, with or without stock subscription warrants attached, to be subscribed in payment of in-kind contributions granted to the Company and consisting of share capital or securities giving access to capital as per article L 225-147 6th paragraph of the Commercial Code.

These securities may be denominated in euro or any other foreign currency or any monetary unit determined by reference to more than one currency.

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II - Resolve to cancel shareholders' preferential subscription right to securities to be issued pursuant to the delegation granted in paragraph I above.

The delegation granted above in paragraph I entails, in favour of the holders of said securities, waiver by the shareholders of their preferential subscription rights to shares to which such securities will give right, either immediately or in the future.

III – Confer all powers on the Management Board, subject to the prior approval of the Supervisory Board in accordance with Article 19.3 of the bylaws, with the option to delegate such powers to the Chairman or to one of its members, under the conditions provided for by law:

a) in order to implement, in one or more installments, the delegation provided at paragraph I above particularly with regard to:

- approve the contribution agreements and the resulting contributions,
- determine the terms and conditions of the contributions,
- set the amounts to be issued and the type of the securities to be created, their dividend date, even retroactively, the conditions for their conversion,
- make any adjustments required in accordance with applicable legal and regulatory provisions,
- amend the bylaws accordingly,
- and more generally, take all necessary measures to enter into any agreements, in order to complete the contemplated transactions in accordance with applicable law and regulations;

b) in the event of an issuance of securities granting entitlement to an allotment of shares on exercise of a warrant, to buy these warrants on the stock market, with a view to canceling them or otherwise, considering the applicable legal provisions;

IV – Resolve that this delegation is valid for a period of 26 months from the date of this Meeting.

Ninth resolution

Authorization given to the Management Board to grant options for the subscription or buying of shares

Pursuant to Article L 225-177 and subsequent articles of the French Commercial Code, the Shareholders, deciding under the rules of quorum and majority applicable to extraordinary general meetings, after review of the Management Board's and Statutory Auditor's special reports, authorize the Management Board to grant, once or several times, for the benefit of salaried employees of the company that it shall designate, and for the benefit of directors and officers of the company or of its affiliates, subject to the conditions set out in article L 225-180 of the French Commercial Code, options for subscribing 3,440,000 new shares of the Company or to buy existing shares resulting from a buy back of shares carried out by the company in accordance with conditions defined by law. Such options may give right to buying or subscribing 3,440,000 shares.

Shareholders define the conditions under which the Management Board may grant stock option plans, namely:

- The price of subscription or buying of shares may not be below 100% of the average market price during the last twenty open days of the Paris stock exchange preceding the day on which the option

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is granted, except if the law in force at the time when the option is granted, entitles to a higher percentage.

- The total number of options granted and not yet exercised may entitle a subscription right or a right to buy a number of shares determined within the legal limits applicable to subscription option or buying option.
- The stock options will have a maximum duration of ten years, but can become void if the beneficiary leaves the company or any company of the group.

The stock option plan as defined by the Management Board shall be submitted to the Supervisory Board.

Shareholders grant to the Management Board all powers within the limits described above and within the legal limits in force at the time the options are granted, to determine all terms and conditions of the stock option plan of subscription and buying of shares, and notably to determine:

- The conditions under which the stock options will be granted. Such conditions may or may not include resolutions prohibiting an immediate resale of all or part of the securities.
- The criteria to be met to benefit from the plan.
- The time period for the exercise of options, and if necessary, the period when securities will not be available.
- The conditions under which the price and the number of shares to be bought or subscribed can be adjusted in order to account for company financial operations.
- Accomplish all formalities in order to effectuate capital increases in compliance with the execution of the present authorization, to modify accordingly the by-laws and more generally to do all that may be deemed necessary.

The Management Board will inform shareholders each year of all operations completed within the present authorization.

The present authorization includes, for the benefit of the option holders, that the shareholders waive their preferential subscription right to shares, which will be issued as the options are exercised.

The present authorization is valid for a period of thirty-eight months, starting on the day of this General Meeting.

The capital increase resulting from the exercise of options shall be completed by the sole report of the Management Board.

This resolution supersedes and replaces the 8th resolution of the shareholders' meeting of 4th June 2004.

Tenth resolution

Resolution presented in compliance with article L 225-129-6 first paragraph of the Commercial Code

Share capital increase dedicated to employees through an Employee Savings Plan ("Plan d'Épargne d'Entreprise")

Shareholders, meeting under the rules of quorum applicable to extraordinary general meetings, having reviewed the Management Board's report and the Statutory Auditors' special report, hereby resolve, to confer on the Management Board, pursuant to Articles L225-138-1 and L 225-129-6 of the Commercial Code and articles L 443-1 et seq. of the Labour Code, full powers to issue the share capital in one or more instalments and, according to its own decisions, up to a maximum nominal amount of 8% of the issued share capital as of the date of this meeting, via the issuance of new shares, to be subscribed in cash or

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other securities giving access to capital, under the terms and conditions set by law, exclusively to people adhering to an employee savings plan, whether a Group savings plan or otherwise.

The beneficiaries of the capital increases authorized by this resolution will be members of the Atos Origin Employee Savings Plan or of the Employee Savings Plans of related entities in the sense of article L 225-180 of the Commercial Code and article L 444-3 of the Labour Code. Beneficiaries will also meet the conditions that may be decided by the Management Board.

Decide that, in accordance with article L 443-5 of the Labour Code, the discount will be 20% below the average opening list prices of the Company's share on the Eurolist market of Euronext during the last 20 stock exchange days preceding the date of the decision setting the beginning of the subscription periods. However, shareholders expressly authorize the Management Board at its sole discretion, to reduce this discount within the above-defined limits, in order to take into account, as the case may be, the legal, accounting, tax and social regimes that apply locally.

Shareholders also authorize the Management Board to grant gratuitously, shares or other securities giving access to the share capital of the Company, being understood that the total advantage resulting from this grant, either through a benefit ("*abondement*") or as the case may be through a discount ("*décote*"), cannot exceed the limits defined in law and regulations.

Decide to waive the preferential subscription rights of shareholders in favour of those holding securities that would be issued as per this resolution.

The Management Board has all powers, with authority to delegate or sub-delegate under the legal rules applying, subject to the prior approval of the Supervisory Board, in order to implement this authorisation, or to abstain there from, within the limits and conditions defined above, and especially in order to:

- determine the terms and conditions of the securities giving access to capital, in accordance with existing rules and regulations,
- determine the companies whose employees and retirees may benefit from the offer to subscribe,
- decide whether subscriptions will be made through a mutual fund or directly,
- set the conditions of the issue(s),
- set the amounts to be issued, the subscription price, the date and conditions of each issue, their dividend date, even retroactively,
- decide and set the conditions for free grant of shares or other convertible securities,
- set the conditions that must be met by the beneficiaries of shares issued and the time period for subscribers to pay for the shares,
- as the case may be, ask for the quotation of new securities in any regulated market of its choice,
- decide that each capital increase is completed up to the amount of shares that have been duly subscribed, carry out all formalities in relation to such issues and amend the bylaws accordingly,
- up on its own decision, after each capital increase, deduct the costs of capital increase from the related premiums and deduct from the same amounts the amount necessary to bring the legal reserve up to one tenth of the new share capital,
- more generally, take all necessary measures to complete the capital increases in accordance with applicable law and regulations;

This authorisation is valid for a period of 26 months from the date of this Meeting. If this resolution is approved by shareholders, it will replace and supersede the earlier delegation granted by the 14th resolution to the Annual General Meeting of 23 May 2006.

Eleventh resolution

Change in article 24-3 of the bylaws in order to include the change in share blocking prior to a shareholders' meeting (decree 2006-1566 of 11 December 2006)

The shareholders, meeting under the rules of quorum and majority applicable to extraordinary general meetings, hereby modify article 24-3 of the by-laws as follows:

24-3

Irrespective of the number of shares held, every shareholder has the right to participate in shareholders' meetings.

Shareholders may be represented by their spouse or by another shareholder, or vote from a distance.

Shareholders may also use an electronic voting form, which must be signed electronically either:

- by a secured electronic signature in compliance with decree n° 2001-272 of 30 March 2001 in application to article 1316-4 of the French Civil Code and relating to electronic signature; or
- by another device which meets the conditions defined in the first sentence of the second paragraph of article 1316-4 of the French Civil Code.

Shareholders who attend meetings by videoconference or by telecommunications means in accordance with the terms and conditions of Article L225-107 of the Commercial Code shall be considered present when calculating quorum and majority requirements.

The Management Board decides freely, for each meeting, the appropriateness of video conferencing or the other telecommunications means referred to above.

To be entitled to participate in a shareholders' meeting, holders of shares –or their intermediary if holders of shares are residing outside of France- must be registered, at least three business days before the date of the meeting at zero hour, Paris time:

- either in the accounts of the Company for registered shares (“titres nominatifs”), or
- in the accounts for bearer shares (“titres au porteur”) of an approved intermediary, who will issue a certificate in the conditions defined by the laws and regulations.

Twelfth resolution

Powers to carry out formalities

Shareholders meeting under the rules of quorum and majority applicable to ordinary general meetings, grant full powers to the bearer of an original, extract or copy of the minutes of this shareholders' meeting to carry out the necessary formalities in relation to filing, declarations or publication.

To attend the meeting:

- registered shares must be recorded in the shareholder's name in the account maintained on behalf of the Company by the Company's registrar, at least 3 days prior to the meeting at 0.00 Paris time; no certificate of participation will be required. The shareholders will be entitled to participate upon justification of their identity ;

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- holders of bearer shares are required, under the same time limit, to justify of their identity and of their capacity of shareholder by depositing with Société Générale – Service Assemblées – 32 rue du Champ de Tir – 44312 Nantes Cedex 3 or with Atos Origin, Legal Department, 18 avenue d’Alsace – Paris La Défense – 92400 COURBEVOIE, a certificate justifying of their ownership on shares (“Attestation de participation”) delivered by their bank or broker.

Shareholders that do not wish to attend the meeting personally can:

- 1) either give proxy to another shareholder or to their spouses, by returning a written proxy;
- 2) or give proxy to the chairman of the meeting;
- 3) or vote by post in accordance with article L 225-107 of the Commercial Code and related decrees, by returning a postal voting form to be required from the company at the latest 6 days prior to the meeting. Such postal voting form will be accompanied by the documents required by law.

The above-mentioned form shall include the above-mentioned three options and must be sent back at the latest 3 days prior to the meeting. Only one option can be chosen out of the three. Any shareholder who has voted by post cannot attend the meeting (personally or by proxy).

Any shareholder who has chosen the option under which he/she will participate to the meeting may however decide later to sell all or part of shares held:

- if the sale occurs more than three business days prior to the meeting (at zero hour Paris time), the Company will have to invalidate or change 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 registrar 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.

Requests to include resolutions in the agenda of the meeting by shareholders meeting the conditions defined in article 128 of the decree of 23 March 1967 must be made to the registered office of the Company by registered letter return receipt requested before the twenty-fifth day prior to the meeting at the latest.

Unless such requests are made, this notice shall also serve as formal notice to attend.

In accordance with article 135-1 of the Decree of March 23, 1967 (modified by the Decree n°2006-1566 of December 11, 2006), any shareholder can send written questions to the Chairman of the Management Board as from the date this notice is published. Questions must be addressed to the registered office of the company, by letter registered with request for notice of receipt or by electronic communication to the following address: assemblee.generale@atosorigin.com, at the latest on the fourth business day preceding the date of the meeting. They must be accompanied by a certificate of inscription, either in the accounts of registered shares, or in the accounts of bearer shares.

The Management Board