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## ***SHAREHOLDERS' MEETING***

***26 MAY 2009***

## ***NOTICE OF SHAREHOLDERS' MEETING***

Espace CAP 15 – 1-13 Quai de Grenelle (access from 3 Quai de Grenelle) –  
75015 PARIS

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## *Summary*

- Notice of shareholders' meeting - agenda
- Report of the Board of Directors to the ordinary and extraordinary Shareholders Meeting - Explanations on resolutions presented by the Board
- Text of the proposed resolutions
- Composition of the Board of Directors
- Company financial summary for the last five years

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## **ATOS ORIGIN**

French public limited Company with issued capital of Euros 69,717,453

Governed by a Board of Directors

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

Registered Siren number: 323.623.603 RCS NANTERRE

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

Paris, 11 May 2009

Shareholders are called to attend, **on first notice**, an ordinary and extraordinary meeting of shareholders which will be held **on Tuesday 26 May 2009 at 9.30 am, at the Espace Cap 15, 1-13 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 2008,*
- *Report by the chairman of the supervisory board,*
- *Auditors' reports on the report by the chairman of the supervisory board,*
- *Approval of the company accounts for the financial year ending 31 December 2008,*
- *Approval of the consolidated accounts for the financial year ending 31 December 2008,*
- *Assignment of the net income for the financial year,*
- *Approval of the related-party agreements mentioned in articles L. 225-38 and L. 225-86 of the Commercial Code,*
- *Approval of benefits due to the ceasing of functions of a member of the Management Board,,*
- *Authorisation given to the board of directors for the purpose of purchasing, conserving or transferring shares of the Company,*
- *Election of a director representing the shareholder employees pursuant to article L. 225-23 of the Commercial Code,*

#### **Extraordinary items:**

- *Report of the board of directors on the resolutions submitted to the extraordinary general meeting,*
- *Special auditors' reports,*

- *Delegation of authority to the board of directors in order to carry out an issue of 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, maintaining the preferential subscription rights of shareholders,*
- *Delegation of authority to the board of directors in order to carry out an issue of ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, with the removal of the preferential subscription rights of shareholders,*
- *Authorisation granted to the board of directors for the purpose, in the event of a capital increase with or without the removal of the preferential subscription rights of shareholders, to increase the number of shares to be issued,*
- *Delegation of authority to the board of directors in order to carry out an issue of ordinary shares of the Company and of securities granting access to the ordinary shares, in the event of a public exchange offer initiated by the Company on the securities of a third party company,*
- *Delegation of powers 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 granted to the board of directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription rights to the benefit of the employees of the Company and its associated companies ,*
- *Authorisation given to the board of directors to grant subscription or purchase options on the shares of the Company,*

**Ordinary item:**

- *Powers.*

Yours sincerely,

The Board of Directors

## HOW TO PARTICIPATE TO THE SHAREHOLDERS' MEETING

### Who can participate?

Pursuant to article R. 225-85 of the French Commercial Code, in order to attend the meeting, registered shares must be recorded in the shareholder's name or in its bank's or broker's name at least 3 business days prior to the meeting at 0.00 Paris time (i.e. if the meeting takes place on first notice, on Thursday 21 May 2009 at 0:00 Paris time) either in the account maintained on behalf of the Company by the Company's registrar, or in the accounts of holders of bearer shares maintained by bank or broker. The holders of bearer shares are required to send their certificate justifying of their ownership on shares ("Attestation de participation") delivered by their bank or broker to the Société Générale – Service Assemblées – 32 rue du Champ de Tir – 44312 Nantes Cedex 3 or to Atos Origin, Legal Department, 18 avenue d'Alsace – Paris La Défense – 92400 COURBEVOIE.

Any shareholder who has already voted by post, sent a proxy or applied for an admission card will no longer be able to choose another means of participation to the shareholders' meeting. He or she may nevertheless decide later to sell all or part of shares held, in which case:

- 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 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 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.

The meeting of 26 May 2009 shall start at 9.30 am sharp. Accordingly, you are requested:

- to come in early to the reception desk and signing desk, with your admission card for signing of the attendance list,
- not to enter the meeting room without the presentations and the voting material, this will be distributed upon signing of the attendance list.

### **If you plan to attend the meeting**

An admission card must be requested in order to be present and vote at the meeting. In order to receive this card, please return the attached form, **tick the A box**, date and sign the form.

Shareholders who have not received their admission cards, within a period of 3 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.

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

### **If you cannot attend the meeting**

By using the attached form, you can choose one of the three following options:

- Give proxy to the Chairman: please **tick the B box**, date and sign the form.
- Vote by post : please **tick the B box and the left hand box** according to your choice:
  - Vote "For" the resolutions approved by the Board of Directors 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).

You can also make a decision 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 your name.
- Give proxy to your spouse or to another shareholder (whether a natural or a legal person): please **tick the B box**, and give the name and details of the shareholder in the right hand box, **tick the right hand box**, date and sign the form.

The above-mentioned form shall include the above-mentioned three options and must be sent back at the latest 3 business days (at zero hour – Paris time) prior to the meeting. Only one



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option can be chosen out of the three. Any shareholder who has voted by post cannot attend the meeting (personally or by proxy).

Documents are to be sent back:

- for registered shares to Société Générale – Service Assemblées –  
32 rue du Champ de Tir – 44312 Nantes Cedex 3
- for bearer shares to the bank or broker which is handling your securities.

Written questions that shareholders may send must be addressed to the registered office of the company, by letter registered with request for notice of receipt, to the attention of the Chairman of the Board 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.

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## **2. REPORT OF THE BOARD OF DIRECTORS :** **EXPLANATIONS ON RESOLUTIONS PRESENTED**

Dear Shareholders,

We have called this Ordinary and Extraordinary General Meeting to ask you:

On an ordinary basis:

1. To approve the company accounts for the financial year ended 31 December 2008 – 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 study the report of the board of directors and the reports of the auditors on the financial year ended 31 December 2008, in order to familiarise yourself with the company and consolidated accounts of the company Atos Origin (the “**Company**”) for the financial year ending on 31 December 2008 and we submit to 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, the purpose of the third resolution, we propose that you:

- (i) decide on the net income of 38,301,210 euros for the financial year, to assign an amount of 730 euros to the legal reserve, which shall be raised to an amount of 6,971,745 euros ;
- (ii) considering the previous item brought forward of 93,053,522 euros, confirm that the distributable income for the financial year after allocation to the legal reserve would be equal to 131,354,002 euros;
- (iii) decide to allocate the distributable net income as retained earnings.

Pursuant to article 243 bis of the General Tax Code, we remind you that a dividend of 0.40 euro per share was distributed by way of the financial year 2007, which was fully eligible for the 40% discount by way of application of item 2 of point 3 of article 158 of the General Tax Code when it was paid to shareholders who were natural persons, domiciled for tax purposes in France excepting the option exercised by the shareholders for standard deduction established in article 117 *quater* of the same code, and no dividend was distributed by way of the financial years 2005 and 2006.

2. To approve the related-party agreements mentioned in articles L. 225-38 and L. 225-86 of the Commercial Code (*4<sup>th</sup> resolution*)

During the financial year ending on 31 December 2008 and after the closure of the said financial year, several agreements were concluded by the Company likely to fall within the respective fields of application of articles L. 225-86 and L. 225-38 of the Commercial Code. These agreements were the subject of the object of a prior authorisation by the supervisory board and by the Board of Directors, as per the case.

We invite you to inspect the terms of the special report of the auditors on the agreements mentioned in articles L. 225-86 and L. 225-38 of the Commercial Code and submit the fourth resolution to your approval.

3. To approve the benefits due to the ceasing of functions of a member of the Management Board (*5<sup>th</sup> resolution*)

On 31 July 2008, the supervisory board of the Company decided to allocate to Mr. Wilbert Kieboom benefits consisting, on the one hand, of the payment to this latter party of a bonus finally and globally set at the gross amount of 151,000 euros for the period from 1 January 2008 to 31 July 2008 for the part relating to the achievement of his qualitative individual performance objectives and, on the other hand, for the maintenance to his benefit of 3,013 free shares attributed by way of the LTI international plan of 17 May 2007.

These benefits were granted to the concerned party by virtue of the ceasing of his functions as member of the Management Board which occurred on 31 July 2008. They are subject to the inspection procedure for regulated agreements by way of application of article L. 225-90-1, paragraph 1, of the Commercial Code and were granted under the suspensive condition of their approval by this general meeting. We invite you to inspect the terms of the associated special auditors' report.

We submit the fifth resolution to your approval.

4. To grant authorisation to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company (*6<sup>th</sup> resolution*)

You are requested, in the sixth resolution, to authorise the Board of Directors, pursuant to the provisions of articles L. 225-209ff. of the 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,
- to promote liquidity of transactions and the regularity of prices of the company's shares or to avoid price discrepancies not justified by the market trend within the context of a liquidity contract concluded with an investment service provider in complete independence, in observance of the market practices accepted by the AMF and the AMAFI (formerly AFEI) business ethics charter dated 1 October 2008 regarding liquidity contracts,

- to attribute these to the representatives or employees of the Company and/or companies within its group, under the conditions and according to the procedures established by the legal and regulatory provisions applicable within the context (i) of the participation in the benefits of expansion of the company, (ii) of the share option regime established by articles L. 225-179ff. of the Commercial Code, (iii) of the free share issuance regime established by articles L. 225-197-1 to L. 225-197-3 of the Commercial Code and (iv) of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the conditions established by market authorities and during periods when the board of directors or person acting as its representative so decides,
- 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 twelfth resolution of the mixed general meeting of shareholders of 3 June 2005.

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.

These purchases may relate to at most 10% of the share capital calculated on the basis of the share capital in existence on the day of this general meeting.

The number of shares acquired by the Company in a view of their preservation or subsequent tendering by way of payment or exchange within the context of a merger, division or contribution operation may not exceed 5% of its share capital.

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 the market or by private contract, notably by 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 or by private contract) or of warrants or securities giving entitlement to shares of the Company, or by the implementation of optional strategies (in so far as these resources do not contribute to a significant increase in the volatility of the shares), 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 sees fit, all of which in observance of the applicable legal and regulatory provisions.

The maximum purchase price may not exceed 31.05 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 program shall thus be 216,472,691 euros, as calculated on the basis of the share capital on 31 December 2008, with its maximum amount adjustable to take account of the share capital on the date of the general meeting.

You are asked to grant all powers to the board of directors, with the right of delegation, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of options pursuant to the regulatory provisions, and in general, to take all necessary measures.

You are also requested to grant full 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 shall be given for a period of eighteen (18) months, starting from the present general meeting, and shall revoke, with immediate effect, for the unused part, all previous relevant authorisations given to the board of directors by the general meeting of the Company.

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

5. To appoint a Director representing the shareholder employees pursuant to the provisions of article L. 225-23 of the Commercial Code (*7<sup>th</sup>, 8<sup>th</sup>, 9<sup>th</sup> and 10<sup>th</sup> resolutions*)

We remind you that the 2007 annual report noted holdings by the employees of the Company and associated companies pursuant to article L. 225-180 of the Commercial Code exceeding 3 % of the Company's share capital.

Pursuant to the provisions of article L. 225-23 of the Commercial Code, the mixed general meeting of shareholders of 10 February 2009, in its seventh resolution, amended the articles of association of the Company and in article 16, establish the procedures for electing a director representing the shareholder employees.

At this general meeting, we propose that you elect a director representing the shareholder employees among the candidates mentioned in the seventh, eighth, ninth and tenth resolutions.

The information cited by article R. 225-83 point 5 of the Commercial Code has been made available to you at the Company's headquarters.

Pursuant to article 16 of the articles of association, those of the candidates mentioned in the seventh, eighth, ninth and tenth resolutions who have collected the largest number of votes held by the present or represented shareholders shall be considered to be elected.

We also propose that you note that:

1. The supervisory board of the company investment fund Atos Origin has nominated Mrs. Jean Fleming as candidate for the position of director representing the shareholder employees (7<sup>th</sup> resolution);
2. The supervisory board of the company investment fund Atos Origin has nominated Mr. Benoit Orfila as candidate for the position of director representing the shareholder employees (8<sup>th</sup> resolution);
3. The supervisory board of the company investment fund Sligos has nominated Mr. Daniel Coulon as candidate for the position of director representing the shareholder employees (9<sup>th</sup> resolution); and
4. The supervisory board of the company investment fund Sligos has nominated Mrs. Raymonde Tournois as candidate for the position of director representing the shareholder employees (10<sup>th</sup> resolution).

On an extraordinary basis:

6. To delegate authority to the Board of Directors in order to carry out an issue of 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, maintaining the pre-emptive subscription rights of shareholders (*11<sup>th</sup> resolution*)

In the eleventh resolution, it is proposed that you delegate to the board of directors for a duration of twenty- six (26) months from the date of the general meeting, the authority to decide on the issuance, against payment or free of charge, with the maintenance of the pre-emptive subscription rights of shareholders, (i) of ordinary shares of the company Atos Origin (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.

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

The ceiling of the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set

at 20,915,236 euros, it being specified that the ceiling shall be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

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 so issued may not exceed 460,000,000 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 from all of the debt securities, the issuance of which is established by the twelfth, fourteenth and fifteenth resolutions submitted to you 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 Commercial Code.

The duration of the loans (giving access to the ordinary shares of the Company or of a Subsidiary) other than those represented by securities of indefinite duration, may not exceed 50 years. The loans (giving access to ordinary shares of the Company or of a Subsidiary) may be accompanied by interest at a fixed and/or variable rate, or also with capitalisation, and form the object of the granting of guarantees or sureties, of a reimbursement, with or without premium, or of a redemption, with the securities furthermore able to form the object of repurchases in the market, or of a purchase or exchange offer by the Company.

In proportion to the amount of their shares, the shareholders shall have a pre-emptive subscription right to the ordinary shares and to the securities issued by virtue of the delegation.

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) limiting the issue to the amount of subscriptions received on condition that this reaches at least three quarters of the decided issue, (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.

We would ask you to note, pursuant to the provisions of article L. 225-132, paragraph 4 of the Commercial Code, that this delegation entails the waiver by shareholders of their pre-emptive subscription rights to the ordinary shares of the Company to which the securities to be issued on the basis of this delegation may provide entitlement.



Issues 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 allotment rights 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 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 access to the ordinary shares of the Company or of a Subsidiary, and where these relate to debt securities, of their rank of subordination.

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 issues, 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 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 issues.

Within the limits which it has previously set, the board of directors may delegate powers granted to it by way of the eleventh resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

We submit the eleventh resolution for your approval.

7. To delegate authority to the Board of Directors in order to carry out an issue of ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, with the removal of the pre-emptive subscription rights of shareholders (*12<sup>th</sup> resolution*)

In the twelfth resolution, it is proposed that you delegate to the board of directors for a duration of twenty- six (26) months from the date of the general meeting, its power to decide on the issuance (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.

You are requested to withdraw the pre-emptive 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 ceiling of the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set

at 10,000,000 euros, it being specified that the ceiling shall be fixed without taking account of the nominal value of the ordinary shares of the Company which may be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

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 eleventh resolution shall apply for their issuance, during their existence and for their access to ordinary shares, reimbursement, rank of subordination or redemption.

The nominal amount of the debt securities so issued may not exceed 250,000,000 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 distinct from all of the debt securities, the issuance of which is established by the eleventh resolution but common to all the debt securities, the issuance of which is established by the fourteenth and fifteenth resolutions submitted to you, (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 Commercial Code.

The board of directors may introduce a pre-emptive 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.

You are asked to note that this delegation shall entail a waiver by the shareholders of their pre-emptive 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 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 access to the ordinary shares, and where these relate to debt securities, of their rank of subordination, it being specified that:

a) the issue price of the ordinary shares shall be at least equal to 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 issue price of the securities 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 issues, on one or more occasions, in proportion 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 issues.

Pursuant to the provisions of article L. 225-136 of the Commercial Code, the board of directors shall be authorised, for each of the issues 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 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 issue price of the ordinary shares shall be at least equal to the closing price of the Atos Origin share on the Eurolist 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 issue price of the securities granting access to the ordinary shares 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.

The Company shall thus offer, within the conditions and limits mentioned above, greater flexibility in the setting of the issue price, so as to optimise the chances of success of the operation. In the event that this authorisation is used, the board of directors shall draw up a supplementary report, certified by the auditors, describing the final conditions of the operation and providing elements of assessment of the effective impact on the situation of the shareholder.

Within the limits which it has previously set, the board of directors may delegate powers granted to it by way of the twelfth resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

We submit the twelfth resolution for your approval.

8. To grant authorisation to the Board of Directors for the purpose, in the event of a capital increase with or without the removal of the pre-emptive subscription right of shareholders, to increase the number of shares to be issued (*13<sup>th</sup> resolution*)

In the thirteenth resolution, it is proposed that you authorise the board of directors for a duration of twenty- six (26) months from the date of the general meeting, to decide, within 30 days of the closure of the subscription of the initial issue, for each of the issues decided by way of application of the eleventh and twelfth resolutions submitted to you, to increase the number of shares to be issued, up to the limit of 15% of the initial issue and at the same price as that decided for the initial issue, subject to the observance of the ceiling established in the delegation by way of application of which the issue shall be decided.

This provision permits an increase in the size of the issues in the event of excess demand.

Within the limits which it has previously set, the board of directors may delegate powers granted to it by way of the thirteenth resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

We submit the thirteenth resolution for your approval.

9. To delegate authority to the Board of Directors in order to carry out an issue of ordinary shares of the Company and of securities granting access to the ordinary shares, in the event of a public exchange offer initiated by the Company on the securities of a third party company (*14<sup>th</sup> resolution*)

In the fourteenth resolution, it is proposed that you delegate to the board of directors for a duration of twenty-six (26) months from the date of the general meeting, its authority to decide, on the basis and under the conditions of the twelfth resolution, 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, 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 to decide, as far as necessary, to remove, in favour of the holders of these securities, the pre-emptive subscription right of the shareholders to these ordinary shares and securities.

You are also asked to note that this delegation shall entail a waiver by the shareholders of their pre-emptive 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 ceiling of the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 10,000,000 euros, with this amount attributed to the ceiling set by the twelfth resolution, it being specified that the ceiling shall be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

We propose that you decide that the board of directors shall have all powers for the purpose of implementing the public offers considered by this delegation, 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, 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 way of the fourteenth resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

We submit the fourteenth resolution for your approval.

- 10.** To delegate powers 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 (*15<sup>th</sup> resolution*)

In the fifteenth resolution, it is proposed that you delegate to the board of directors for a duration of twenty- six (26) months from the date of the general meeting, the powers to make the contributions cited in the 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of the aforementioned article L.225-147, on the basis of the auditors’ report, and on the grounds of and under the conditions established by the twelfth resolution submitted to you, 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 Commercial Code are not applicable, and to decide, as necessary, to remove the pre-emptive 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 ceiling of the nominal amount of the capital increase, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 10% of the Company’s share capital (as it exists at the date of the general meeting).

You are also asked to note that this delegation shall entail a waiver by the shareholders of their pre-emptive subscription right to the ordinary shares, 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, on 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 way of the fifteenth resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

We submit the fifteenth resolution for your approval.

**11. Global limitation of authorisations (*16<sup>th</sup> resolution*)**

In the sixteenth resolution, it is proposed that you set at 20,915,236 euros the maximum nominal amount of immediate and/or deferred increases in the share capital, likely to be realised by virtue of the delegations granted by the eleventh to fifteenth resolutions submitted to you, it being specified that to this nominal amount may be added the nominal amount of the ordinary shares of the Company, to be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

We submit the sixteenth resolution for your approval.

**12. To delegate 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 (*17<sup>th</sup> resolution*)**

In the seventeenth resolution, it is proposed that you delegate to the board of directors for a duration of twenty-six (26) months from the date of the general meeting, its authority 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.

We would ask you to delegate 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 ceiling of the nominal amount of the capital increase, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 1,573,698,000 euros, it being specified that this ceiling shall be fixed (i) without taking account of the nominal amount of the ordinary shares of the Company which may be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares and (ii) in autonomous fashion and distinct from the ceilings on the capital increases arising from the issues of ordinary shares or of securities authorised by the eleventh to fifteenth resolutions submitted to you.

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 way of the seventeenth resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

We submit the seventeenth resolution for your approval.

- 13.** To delegate authority granted to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the pre-emptive subscription right to the benefits of the employees of the Company and its associated companies (*18<sup>th</sup> resolution*)

Pursuant to the provisions of article L. 225-129-6 of the Commercial Code, in the eighteenth resolution, it is proposed that you delegate to the board of directors, with the right of subdelegation 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 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.

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 6% of the diluted share capital on the day of the general meeting, with this ceiling being autonomous and distinct from the ceilings considered in the other resolutions submitted to the meeting and set without taking account of the nominal value of the shares or other equity securities to be issued, as per the case, to preserve the rights of the holders of the securities or of other rights giving access to the share capital of the Company, pursuant to the applicable legal and regulatory provisions and any applicable contractual stipulations which provide for other cases of adjustments.

This delegation entails the removal of the pre-emptive 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.

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 Labour Code.

By way of application of article L. 3332-21 of the 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 countervalue, evaluated at the subscription price, does not have the effect of exceeding the limits established in articles L. 3332-11 of the Labour Code.

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.

All powers shall be granted to the board of directors, with the rights of subdelegation to any person authorised by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and notably:

- to decide that the issues 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 issues,
- to set the conditions and procedures for these issues, 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 issues 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 Eurolist market of Euronext Paris 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.

The delegation of authority granted to the board of directors shall be given for a period of twenty six (26) months from the date of the general meeting.

We submit the eighteenth resolution for your approval.



**14.** To give authorisation to the Board of Directors to grant subscription or purchase options on the shares of the Company (*19<sup>th</sup> resolution*)

Pursuant to articles L. 225-177ff. of the Commercial Code, it is proposed that you grant authorisation to the board of directors to grant, on one or more occasions, subscription or purchase options on the shares of the Company under the following conditions.

The beneficiaries must be employees or representatives of the Company or of French or foreign companies or groupings associated with it, pursuant to article L. 225-180 of the Commercial Code or certain categories among them.

The options may be granted by the board of directors to all or some of these persons.

This authorisation shall be granted for a duration of thirty-eight (38) months starting from the day of the general meeting.

The total number of options which may be granted may not give the right to subscribe or acquire a number of ordinary shares representing more than 3% of the share capital of the Company on the date of the general meeting.

Since the shares may be obtained by the exercise of granted call options on the shares, they must be purchased by the Company, either within the context of article L. 225-208 of the Commercial Code, or, as per the case, within the context of a programme for the repurchase of shares forming the object of the sixth resolution submitted to you by way of article L. 225-209 of the Commercial Code or of any repurchase programme shares applicable previously or subsequently.

The exercise price for the subscription or purchase options for ordinary shares may not be less than the average of the last market prices of the Atos Origin shares on the Euronext Paris market during the 20 trading sessions preceding the day on which the options are granted. Being a question of purchase options, it must furthermore satisfy the provisions of article L. 225-179, 2<sup>nd</sup> paragraph, of the Commercial Code.

The options have duration of at most ten (10) years, but may become null and void on the departure of the beneficiary from the Company or from any group company.

You are asked to note and to decide, in so far as is necessary, that this authorisation shall entail an express waiver by the shareholders of their pre-emptive subscription rights to the shares to be issued as these options are exercised, to the advantage of the beneficiaries of the subscription options.

You are also asked to grant all powers to the board of directors, so that it may, within the limits established above:

- set the dates on which the options shall be granted under the legal conditions within the legal limits;
- determine the list of beneficiaries of the options, the number of options allocated to each of them, and the procedures for the attribution and the exercise of the options ;
- set the conditions for the exercise of the options and notably limit, restrict or prohibit (a) the exercise of the options or (b) the assignment of the shares obtained by the execution of the options, during certain periods or starting from certain events, with

this decision possibly (i) relating to all or some of the options and (ii) concerning all or some of the beneficiaries;

- decide the conditions under which the price and/or the number of shares to be subscribed or acquired shall be adjusted in the cases established by law;
- more generally, with the right to subdelegate under the conditions established by law, conclude all agreements, establish all documents, establish the capital increases following the exercise of options, where necessary, modify the articles of association as a consequence, carry out all formalities and make all declarations to every organisation and do everything else that is necessary.

The board of directors shall inform the general meeting each year of the operations carried out within the context of this authorisation.

We submit the nineteenth resolution for your approval.

On an ordinary basis:

**15. Powers (*20<sup>th</sup> resolution*)**

The twentieth 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 twentieth resolution for your approval.

Yours sincerely,

The Board of Directors.

## **ATTACHMENT TO THE EXPLANATIONS OF THE BOARD OF DIRECTORS**

### **Curriculum-vitae of the candidates for the mandate of Director representing the employee's shareholders**

#### **Jean FLEMING**

Date and place of birth: 4 March 1969, Huntingdon (UK) – English nationality

▪ Educational background:

MSc Human Resources, South Bank University, London, UK

BA (Hons) Business Administration, Brunel University, UK

▪ Professional references and past positions held during the last five years

<b>Date</b>	<b>Position</b>	<b>Company</b>
2004-2006	HR Manager	Atos Origin, UK
2007	HR Director	Atos Origin, UK
2008	HR Project Lead	Atos Origin, France
2009 (maternity leave)	HR Director	Atos Origin, UK

▪ Current function

I completed my secondment to the 303 project at the end of 2008 and returned to the UK to the role of HR Director.

As HR Director, I work closely with a distinct area of the business as a member of their senior management team to ensure that business objectives are met. I am responsible for the performance of the HR function within that business area, and as a member of the UK HR Leadership team I work with other senior HR colleagues to ensure that HR at a country level performs against agreed KPIs. I develop HR strategies and lead in programs that are designed to improve overall business performance in areas of change management, workforce strategy and management and people management.

▪ Number of Atos Origin shares owned: 165 shares

#### **Benoît ORFILA**

Date and place of birth: 27 August 1965, Toulouse (France) - French nationality

▪ Educational background:

Graduated from French University in Computer Sciences and Management Information Systems

▪ Professional references and past positions held during the last five years:

Consultant within Atos Origin Belux for more than 10 years and prior to, having held diverse positions at customer side and Information Technology services.

Has participated in various consulting assignments, cross-border projects in industry sectors like Financial Services, Utilities, Public/Government, Transports, in France, Ivory Coast, UK, Belgium and Luxembourg, and also in European eastern countries during the last EU enlargement.

Beyond traditional Information Systems domains such as architecture and operational service management of ERP software packages, budget and decision management systems, is regularly involved in organizational and business oriented areas.

▪ Current function :

Since January 2008, Project Manager in charge for Atos Origin of the studies and specifications, design and implementation of an international project for the processing of Customs information exchanged between the European Union Customs and Taxation community network and the Russian Federation.

Member of the Atos Origin FCPE investment fund Supervisory Board, representative of the employee-shareholders since June 2007.

▪ Number of Atos Origin shares owned: 50

**Daniel COULON**

Date and place of birth: 15 June 1954 - Paris 6ème – French nationality

▪ Educational background:

1975: Chemistry Master

1976: Engineer ESCOM

1978: IAE Paris

2001: Quality System Auditor authorized by ICA/AFAQ

2007: Lead auditor ISO 27001 by CAP AFNOR

▪ Professional references and past positions held during the last five years

In Atos Origin Group since 1980

▪ Current function

Atos Origin Systems Integration: Responsible of internal audits (quality / security)

▪ Number of Atos Origin shares owned: 140 + 340 FCPE Sligos Actionnariat shares

English version provided for translation purposes only.  
In case of contradiction, French version shall prevail

## **Raymonde TOURNOIS**

Date and place of birth: January 27th 1947 – Creteil (94) -

- Educational background: a LEVELS
- Professional references and past positions held during the last five years:

Responsible for Relationships with Universities

- Current function:

Responsible for Relationships with Universities

- Number of Atos Origin shares owned: 1

English version provided for translation purposes only.  
In case of contradiction, French version shall prevail

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

<b>Ordinary items</b>
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**First resolution** (*Approval of the company accounts for the financial year ending 31 December 2008*)

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 2008, approves the financial statements for the financial year ending 31 December 2008, 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 38,301,210 euros.

**Second resolution** (*Approval of the consolidated accounts for the financial year ending 31 December 2008*)

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 financial statements for the financial year ending 31 December 2008, 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 2008:

(i) hereby decides, on the net income for the financial year of 38,301,210 euros, to assign an amount of 730 euros to the legal reserve, which is raised to an amount of 6,971,745 euros ;

(ii) considering the previous item brought forward of 93,053,522 euros, confirms that the distributable income for the financial year after allocation to the legal reserve is equal to 131,354,002 euros;

(iii) hereby decides to allocate the distributable net income as retained earnings.

The general meeting confirms that a dividend of 0.40 euro per share was distributed by way of the financial year 2007, which was fully eligible for the 40% discount by way of application of item 2 of point 3 of article 158 of the General Tax Code when it was paid to shareholders who were natural persons, domiciled for tax purposes in France excepting the option

exercised by the shareholders for standard deduction established in article 117 *quater* of the same code, and no dividend was distributed by way of the financial years 2005 and 2006.

**Fourth resolution** (*Approval of the related-party agreements mentioned in articles L. 225-38 and L. 225-86 of the Commercial Code*)

The general meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the special auditors' report on the agreements considered in articles L. 225-38 and L. 225-86 of the Commercial Code, approves this report, as well as the operations associated with it.

**Fifth resolution** (*Approval of benefits due to the ceasing of functions of a member of the Management Board*)

The general meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having familiarised itself with the special auditors' report on the agreements considered in articles L. 225-86ff. of the Commercial Code, approves the benefits granted to Mr. Wilbert Kieboom, under the suspensive condition of their approval by this meeting, due to the ceasing of his duties as a member of the Management Board on 31 July 2008, and consisting on the one hand of the payment to this latter party of a bonus finally and globally set at the gross amount of 151,000 euros for the period from 1 January 2008 to 31 July 2008 for the part relating to the achievement of his qualitative individual performance objectives and on the other hand for the maintenance to his benefit of 3,013 free shares attributed by way of the LTI international plan of 17 May 2007.

**Sixth 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 225-209ff. of the 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,
- to promote liquidity of transactions and the regularity of prices of the company's shares or to avoid price discrepancies not justified by the market trend within the context of a liquidity contract concluded with an investment service provider in complete independence, in observance of the market practices accepted by the AMF



and the AMAFI (formerly AFEI) business ethics charter dated 1 October 2008 regarding liquidity contracts,

- to attribute these to the representatives or employees of the Company and/or companies within its group, under the conditions and according to the procedures established by the legal and regulatory provisions applicable within the context (i) of the participation in the benefits of expansion of the company, (ii) of the share option regime established by articles L. 225-179ff. of the Commercial Code, (iii) of the free share issuance regime established by articles L. 225-197-1 to L. 225-197-3 of the Commercial Code and (iv) of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the conditions established by market authorities and during periods when the board of directors or person acting as its representative so decides,
- 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 twelfth resolution of the mixed general meeting of shareholders of 3 June 2005.

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.

These purchases may relate to at most 10% of the share capital calculated on the basis of the share capital in existence on the day of this general meeting.

The number of shares acquired by the Company in view of their preservation or subsequent tendering by way of payment or exchange within the context of a merger, division or contribution operation may not exceed 5% of its share capital.

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 the market or by private contract, notably by 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 or by private contract) or of warrants or securities giving entitlement to shares of the Company, or by the implementation of optional strategies (in so far as these resources do not contribute to a significant increase in the volatility of the shares), 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 sees fit, all of which in observance of the applicable legal and regulatory provisions.

The maximum purchase price may not exceed 31.05 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 216,472,691 euros, as calculated on the basis of the share capital on 31 December 2008, 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 delegation, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of options pursuant to the regulatory provisions, 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 period of eighteen (18) months, starting from the present general meeting, and shall revoke, with immediate effect, for the unused part, all previous relevant authorisations given to the board of directors by the general meeting of the Company.

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

**Seventh resolution** (*Election of a director representing the shareholder employees pursuant to the provisions of article L. 225-23 of the Commercial Code – Nomination of Mrs. Jean Fleming*)

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, hereby decides, by way of application of the provisions of L. 225-23 of the Commercial Code and pursuant to article 16 of the articles of association, to elect a director representing the shareholder employees. Of the candidates mentioned in the seventh, eighth, ninth and tenth

resolutions, the one who has received the highest number of votes held by the present or represented shareholders shall be considered as elected.

The general meeting notes that the supervisory board of the company investment fund Atos Origin has nominated Mrs. Jean Fleming as candidate to the position of director representing the shareholder employees.

**Eighth resolution** (*Election of a director representing the shareholder employees pursuant to the provisions of article L. 225-23 of the Commercial Code – Nomination of Mr. Benoit Orfila*)

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, hereby decides, by way of application of the provisions of L. 225-23 of the Commercial Code and pursuant to article 16 of the articles of association, to elect a director representing the shareholder employees. Of the candidates mentioned in the seventh, eighth, ninth and tenth resolutions, the one who has received the highest number of votes held by the present or represented shareholders shall be considered as elected.

The general meeting notes that the supervisory board of the company investment fund Atos Origin has nominated Mr. Benoit Orfila as candidate to the position of director representing the shareholder employees.

**Ninth resolution** (*Election of a director representing the shareholder employees pursuant to the provisions of article L. 225-23 of the Commercial Code – Nomination of Mr. Daniel Coulon*)

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, hereby decides, by way of application of the provisions of L. 225-23 of the Commercial Code and pursuant to article 16 of the articles of association, to elect a director representing the shareholder employees. Of the candidates mentioned in the seventh, eighth, ninth and tenth resolutions, the one who has received the highest number of votes held by the present or represented shareholders shall be considered as elected.

The general meeting notes that the supervisory board of the company investment fund Sligos has nominated Mr. Daniel Coulon as candidate to the position of director representing the shareholder employees.

**Tenth resolution** (*Election of a director representing the shareholder employees pursuant to the provisions of article L. 225-23 of the Commercial Code – Nomination of Mrs. Raymonde Tournois*)

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, hereby decides, by way of application of the provisions of L. 225-23 of the Commercial Code and pursuant to article 16 of the articles of association, to elect a director representing the

shareholder employees. Of the candidates mentioned in the seventh, eighth, ninth and tenth resolutions, the one who has received the highest number of votes held by the present or represented shareholders shall be considered as elected.

The general meeting notes that the supervisory board of the company investment fund Sligos has nominated Mrs. Raymonde Tournois as candidate to the position of director representing the shareholder employees.

### Extraordinary items

**Eleventh resolution** (*Delegation of authority to the board of directors in order to carry out an issue of 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, maintaining the preferential subscription rights of shareholders*)

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 having confirmed that the share capital has been paid up in full, ruling pursuant to articles L. 225-129-2, L. 228-92 and L. 228-93 of the Commercial Code:

- terminates the delegation granted by the mixed general meeting of 23 May 2007 via its seventh resolution, 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, the authority to decide on the issuance, against payment or free of charge, with the maintenance of the preferential subscription rights 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.

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

The ceiling of the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 20,915,236 euros, it being specified that the ceiling shall be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

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 so issued may not exceed 460,000,000 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 is established, (ii) that this amount is distinct from all of the debt securities, the issuance of which is established by the twelfth, fourteenth and fifteenth 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 Commercial Code.

The duration of the loans (giving access to the ordinary shares of the Company or of a Subsidiary) other than those represented by securities of indefinite duration, may not exceed 50 years. The loans (giving access to ordinary shares of the Company or of a Subsidiary) may be accompanied by interest at a fixed and/or variable rate, or also with capitalisation, and form the object of the granting of guarantees or sureties, of a reimbursement, with or without premium, or of a redemption, with the securities furthermore able to form the object of repurchases in the market, or of a purchase or exchange offer by the Company.

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) limiting the issue to the amount of subscriptions received on condition that this reaches at least three quarters of the decided issue, (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 4 of the 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.

The general meeting hereby decides that issues 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 issues, 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 issues.

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 general director, or with the agreement of this latter party, to one or several executive directors.

**Twelfth resolution** (*Delegation of authority to the board of directors in order to carry out an issue of ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, with the removal of the preferential subscription rights of shareholders*)

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 having confirmed that the share capital has been paid up in full, ruling pursuant to the articles L. 225-129-2, L. 225-135, L. 228-92 and L. 228-93 of the Commercial Code:

- terminates the delegation granted by the mixed general meeting of 12 June 2008 via its sixteenth resolution, 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, its power to decide on the issuance (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.

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 ceiling of the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 10,000,000 euros, it being specified that the ceiling shall be fixed without taking account of the nominal value of the ordinary shares of the Company which may be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

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 so issued may not exceed 250,000,000 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 so provided, (ii) that this amount would be distinct from all of the debt securities, the issuance of which is established by the preceding resolution but common to the debt securities, the issuance of which is established by the fourteenth and fifteenth 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 authorised by the board of directors, pursuant to article L.228-40 of the 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 issue price of the ordinary shares shall be at least equal to 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 issue price of the security 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 issues, 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 issues.

The general meeting authorises the board of directors, for each of the issues 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 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 issue price of the ordinary shares shall be at least equal to the closing price of the Atos Origin share on the Eurolist 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 issue price of the securities granting access to the ordinary shares 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 way of this resolution to the general director, or with the agreement of this latter party, to one or several executive directors.



**Thirteenth resolution** (*Authorisation granted 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, to increase 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 Commercial Code, authorises the board of directors for a duration of twenty six (26) months from the date of the general meeting, to decide, within 30 days of the closure of the subscription of the initial issue, for each of the issues decided by way of application of the eleventh and twelfth resolutions above, to increase the number of shares to be issued, up to the limit of 15% of the initial issue and at the same price as that decided for the initial issue, subject to the observance of the ceiling established in the delegation by way of application of which the issue shall be decided.

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 general director, or with the agreement of this latter party, to one or several executive directors.

**Fourteenth resolution** (*Delegation of authority to the board of directors in order to carry out an issue of ordinary shares of the Company and of securities granting access to the ordinary shares, 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 articles L. 225-129-2, L. 225-148 and L. 228-92 of the Commercial Code:

- delegates to the board of directors for a duration of twenty six (26) months from the date of the general meeting, its power to decide, on the basis and under the conditions of the twelfth 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, 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 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 ceiling on the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 10,000,000 euros, with this amount attributed to the ceiling set by the twelfth resolution, it being specified that the ceiling shall be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued by way of the

adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

The general meeting hereby decides that the board of directors shall have all powers for the purpose of implementing the public offers considered by this delegation, 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 way of this resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

**Fifteenth resolution** (*Delegation of powers 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 of the Commercial Code, hereby

- terminates the delegation granted by the ordinary and extraordinary general meeting of 23 May 2007 via its eighth resolution, with immediate effect, for the unused part; and
- delegates to the board of directors, for a duration of 26 months from the date of the general meeting, the powers to make the contributions cited in the 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of the aforementioned article L.225-147, on the basis of the auditors’ report, and on the grounds of and under the conditions established by the twelfth 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 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 ceiling on the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 10% of the Company's share capital (in existence on the date of the general meeting).

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, on 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 way of this resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

#### **Sixteenth 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, has decided to set at 20,915,236 euros the maximum nominal amount of immediate and/or deferred increases in the share capital, likely to be realised by virtue of the delegations granted by the eleventh to fifteenth resolutions above, it being specified that to this nominal amount may be added the nominal amount of the ordinary shares of the Company, to be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares.

#### **Seventeenth 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 Commercial Code, hereby:

- terminates the delegation granted by the ordinary and extraordinary general meeting of 23 May 2007 via its seventh resolution, 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, 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 ceiling on the nominal amount of the capital increase of the Company, whether immediate or deferred, resulting from all of the issues carried out by virtue of this delegation shall be set at 1,573,698,000 euros, it being specified that this ceiling shall be fixed (i) without taking account of the nominal amount of the ordinary shares of the Company which may be issued by way of the adjustments made to protect the holders of rights attached to the securities giving access to the ordinary shares and (ii) in autonomous fashion and distinct from the ceilings on the capital increases arising from the issues of ordinary shares or of securities authorised by the eleventh to fifteenth resolutions above.

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 way of this resolution to the general director, or with the agreement of this latter party, to one or several executive directors.

**Eighteenth resolution** (*Delegation of authority granted 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 benefits 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 Commercial Code and articles L. 3332-18ff. of the Labour Code:

1. delegates to the board of directors, with the right of subdelegation 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 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 6% of the diluted share capital on the day of the general meeting, with this ceiling being autonomous and distinct from the ceilings considered in the other resolutions submitted to the meeting and set without taking account of the nominal value of the shares or other equity securities to be issued, as per the case, to preserve the rights of the holders of the securities or of other rights giving access to the share capital of the Company, pursuant to the applicable legal and regulatory provisions and any applicable contractual stipulations which provide for other cases of adjustments.
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 Labour Code.
5. hereby decides that by way of application of article L. 3332-21 of the 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 countervalue, evaluated at the subscription price, does not have the effect of exceeding the limits established in article L. 3332-11 of the Labour Code.
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 subdelegation to any person authorised by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and notably:
  - to decide that the issues 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 issues,
  - to set the conditions and procedures for these issues, 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 issues 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 Eurolist market of Euronext Paris 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 period of twenty six (26) months from the date of the general meeting and terminates, with immediate effect, all previous delegations granted to the board of directors by the general meeting of the Company for the unused part.

**Nineteenth resolution** (*Authorisation given to the board of directors to grant subscription or purchase options on the shares of 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:

- terminates the delegation granted by the ordinary and extraordinary general meeting of 23 May 2007 via its ninth resolution, with immediate effect, for the unused part;
- and authorises the board of directors, pursuant to articles L. 225-177ff. of the Commercial Code, to grant, on one or more occasions, subscription or purchase options on the shares of the Company under the following conditions.

The beneficiaries must be employees or representatives of the Company or of French or foreign companies or groupings associated with it, pursuant to article L. 225-180 of the Commercial Code or certain categories among them.

The options may be granted by the board of directors to all or some of these persons.

This authorisation is granted for duration of thirty-eight (38) months starting from the day of the general meeting.

The total number of options which may be granted may not give the right to subscribe or acquire a number of ordinary shares representing more than 3% of the share capital of the Company on the date of the general meeting.

Since the shares may be obtained by the exercise of call options on the shares granted by way of this resolution, they must be purchased by the Company, either within the context of article L. 225-208 of the Commercial Code, or, as per the case, within the context of a programme for the repurchase of shares forming the object of the sixth resolution submitted to you by way of article L. 225-209 of the Commercial Code or of any repurchase programme shares applicable previously or subsequently.

The exercise price for the subscription or purchase options for ordinary shares may not be less than the average of the last market prices of the Atos Origin shares on the Euronext Paris market during the 20 trading sessions preceding the day on which the options are granted. Being a question of purchase options, it must furthermore satisfy the provisions of article L. 225-179, 2nd paragraph, of the Commercial Code.

The options have duration of at most ten (10) years, but may become null and void on the departure of the beneficiary from the Company or from any group company.

The general meeting notes and hereby decides, in so far as is necessary, that this authorisation shall entail an express waiver by the shareholders of their preferential subscription rights to the shares to be issued as these options are exercised, to the advantage of the beneficiaries of the subscription options.

The general meeting grants all powers to the board of directors, so that it may, within the limits established above:

- set the dates on which the options shall be granted under the legal conditions within the legal limits;
- determine the list of beneficiaries of the options, the number of options allocated to each of them, and the procedures for the attribution and the exercise of the options;
- set the conditions for the exercise of the options and notably limit, restrict or prohibit (a) the exercise of the options or (b) the assignment of the shares obtained by the execution of the options, during certain periods or starting from certain events, with this decision possibly (i) relating to all or some of the options and (ii) concerning all or some of the beneficiaries;
- decide the conditions under which the price and/or the number of shares to be subscribed or acquired shall be adjusted in the cases established by law;
- more generally, with the right to subdelegate under the conditions established by law, conclude all agreements, establish all documents, confirm the capital increases following the exercise of options, where necessary, modify the articles of association as a consequence, carry out all formalities with and make all declarations to every organisation and do everything else that is necessary.

The board of directors shall inform the general meeting each year of the operations carried out within the context of this authorisation.

<b>Ordinary item</b>
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**Twentieth 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.



#### **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>Term of offices (*)</b>
René Abate	French	60	2009		2011
Behdad Alizadeh	American	47	2009	N&R	2011
Nicolas Bazire	French	51	2009	N&R	2011
Jean-Paul Béchat	French	66	2009	A	2011
Thierry Breton	French	53	2009		2011
Dominique Mégret	French	61	2009		2011
Bertrand Meunier	French	52	2009	N&R	2011
Michel Paris	French	51	2009	A	2011
Pasquale Pistorio	Italian	72	2009	A	2011
Vernon Sankey	British	59	2009	A	2011
Jean-Philippe Thierry	French	60	2009	N&R	2011

A: Audit Committee; N&R: Nomination and Remuneration Committee

(\*) General meeting of shareholders deciding on the accounts of the year.

#### **Chairman and CEO**

##### **Thierry BRETON**

Appointed: Supervisory Board meeting of 10 February 2009

Term expires : Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Graduate of the Ecole Supérieure d'Electricité "Supelec" of Paris and of the Institut des Hautes Etudes de Défense Nationale (IHEDN)
- Other directorships (at 31 December 2008):

General Manager of the Simplified Joint Stock Company Atos Origin International (France)  
Director of Carrefour (France)

- Positions held during the last five years

Chairman and CEO of France Telecom (France)

Chairman of the Board of Orange S.A., TSA (previously Thomson SA)

Member of the Supervisory Board of Equant NV, Axa

Director of Thomson (previously Thomson Multimedia), Schneider Electric, TSA, DEXIA Banque (Belgium)

Minister of Economy, Finance and Industry

### **Member of the Board of Directors**

#### **Jean-Philippe THIERRY**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Master in Politics and Economy (I.E.P. Paris), Master of Business Administration in Economy (Paris)
- Other positions (as of 31 December 2008) :

Chairman of AGF SA (France), Tocqueville Finance SA (France)

Chairman of Allianz Holding France SAS and Tocqueville Finance Holding SAS

Chairman of the Supervisory Board of Euler Hermès (France) and Mondial Assistance AG (Switzerland)

Director of Société Financière Foncière et de Participations (FFP) and PPR (France)

Censor of Baron Philippe de Rothschild SA, Eurazeo and Paris Orleans (France)

- Positions held during the last five years:

Member of the Management Board of Allianz SE (Germany)

Chairman and CEO of AGF SA and AGF Holding (France)

Chairman of AGF Vie, AGF IART, AGF International, Tocqueville Finance SA (France), SC Holding SAS, Chateau Larose Trintaudon (France), AGF Belgium Insurance

Chairman of Allianz Holding France SAS and Tocqueville Finance Holding SAS

Chairman of the Supervisory Board of Euler Hermès (France), GIE AGF Informatique (France) and Mondial Assistance AG (Switzerland)

Director of AGF International, AGF RAS Holding (The Netherlands), Société Financière

Foncière et de Participations (FFP), PPR (France), Allianz Global Corporate & Specialty AG (Germany), Allianz Seguros y Reaseguros (Spain)

Member of the Supervisory Board of Compagnie Financière Saint-Honoré (France), Groupe Taittinger, Allianz Nederland Groep (The Netherlands),

Censor of Rue Impériale (France)

### **Member of the Board of Directors**

#### **René ABATE**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Graduate of the “Ecole nationale des Ponts et Chaussées” and of the Harvard Business School
- Other positions (as of 31 December 2008) :

Member of the Board of Directors of Carrefour (France) and of LFB (Laboratoire Français du Fractionnement et des Biotechnologies)

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In case of contradiction, French version shall prevail

Board member of L'Ecole Nationale des Ponts et Chaussées and of « L'ENVOL pour les enfants européens », non profit association

Managing partner of Delphen Sarl

Senior advisor of The Boston Consulting Group

- Positions held during the last five years:

Senior vice-president of Boston Consulting Group, in charge of the activity in France

Chairman of the Group for Europe

Member of the World Executive Committee

### **Member of the Board of Directors**

#### **Behdad ALIZADEH**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: MBA from Columbia University – Bachelor of Science from New York University
- Other positions (as of 31 December.2008) :

President of Pardus Europe SAS

Director of Valeo (France)

Member of the Board of the Governor's Committee on Scholastic Achievement.

- Positions held during the last five years:

Managing Director and Head of Merchant Banking at the Bank of New-York

Director of Caliber Collision Centers and of Mid West Wholesale Distribution

### **Member of the Board of Directors**

#### **Nicolas BAZIRE**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

Background: Degree from the Naval Academy and from the French Institute in Political Science in Paris

- Other positions (as of 31 December 2008) :

Member of the Supervisory Board of Montaigne Finance SAS, Semyrhamis SAS, Rothschild & Cie Bank

Vice President of the Supervisory Board of Les Echos SAS

Managing Director of Group Arnault SAS

Executive Vice President of Finance Agache SA and Permanent Representative of Group Arnault SAS, Director

Director of LVMH Moët Hennessy Louis Vuitton SA, Agache Developpement SA, Europatweb SA, Financiere Agache Private Equity SA, Groupe les Echos SA, LVMH Fashion Group SA, Louis Vuitton for Creation Foundation (Company Foundation), Suez Environnement, Carrefour Group, Tajan SA in France, and Go Invest SA (Belgium)

- Positions held during the last five years:

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

Chairman of the Supervisory Board of LVMH Fashion Group SA

Member of the Supervisory Board of Lyparis SAS, Sifanor SAS

Executive Vice President of Montaigne Participations et Gestion SA

Director of Amec, Ipsos SA, Marignan Investissements SA

Permanent Representative of :

- Sifanor SA, director of Agache Developpement SA
- Eurofinweb, director or Europatweb France SA
- Montaigne Participations et Gestion SA, Chairman of Gasa Developpement SAS
- Montaigne Participations et Gestion SA, member of the Supervisory Board of Paul Doumer Automobiles SAS

#### **Member of the Board of Directors**

##### **Jean-Paul BECHAT**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Graduated of the Ecole Polytechnique – Master in Science from Stanford University (USA)
- Other positions (as of 31 December 2008) :

Director of Arscop private company

Director of Alstom and of Sogepa

Member of GIFAS Council (Groupement des Industries Françaises Aéronautiques et Spatiales) and of UIMM Council (Union of Industries in Metallurgy)

- Positions held during the last five years:

Chairman and Chief Executive Officer of Snecma

Chief Executive Officer of Sagem

Director of Natexis Banques Populaires and of Aeroports de Paris (ADP)

**Member of the Board of Directors**

**Dominique MEGRET**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Graduated of the Ecole des Hautes Etudes Commerciales (HEC)
- Other positions (as of 31 December 2008) :

Chairman of PAI Partners, PAI Partners (Spain) and PAI Partners (Italy)  
General Partner of PAI Europe III, PAI Europe IV, PAI Europe V (Guernsey)  
Director of Monier (Germany), Chr, Hansen (Denmark), Yoplait, Spie, Kaufman & Broad (France), PAI Syndication GP (Guernsey), Coin, Saeco (Italy), Speedy Ltd (U.K.)

- Positions held during the last five years:

Director of Vivarte, Elis, Saur, Eiffage (France), Panzani (Italy), United Biscuits (U.K.) and Perstorp (Sweden)

**Member of the Board of Directors**

**Bertrand MEUNIER**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Graduated from the Ecole Polytechnique - Master degree in Mathematics
- Other positions (as of 31 December 2008) :

Director of 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 (UK)

- Positions held during the last five years:

Director of Evalidis, Elis, Panzani, Saur, Stoeffler (France)  
And Provimi (The Netherlands)

**Member of the Board of Directors**

**Michel PARIS**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Graduate from Ecole Centrale of Lyon and from Ecole Supérieure de Commerce de Reims
- Other positions (as of 31 December.2008) :

Director of Gruppo Coin (Italy), Monier, Xella (Germany), Cortefiel (Spain), Speedy 1 Ltd (UK)

- Positions held during the last five years:

Director of Saur, Vivarte (France)

**Member of the Board of Directors**

**Pasquale PISTORIO**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Graduated in Electrical Engineering from the Polytechnic School of Turin
- Other positions (as of 31 December.2008) :

Honorary Chairman of SGS-THOMSON Microelectronics (STMicroelectronics)

Honorary Chairman of ST Foundation (charity organisation)

Chairman of Sagem Wireless (France)

Independent Member of the Board of Directors of Fiat S.p.A.

Member of the Internal Advisory Council of the Government of Singapore ; of the International Business Council of the World Economic Forum ; and of the French Strategic Counsel for Information Technology

- Positions held during the last five years:

Director, then Chairman of Telecom Italia

Vice-president of Confindustria for innovation and research

Member of the Strategic Counsel for the Country's Attractivity for the French Prime Minister (M. Raffarin)

**Member of the Board of Directors**

**Vernon SANKEY**

Appointed: General Meeting of 10 February 2009

Term expires: Annual General Meeting called to approve the fiscal year 2011 financial statements

- Background: Master of Arts in Modern Languages, Oriel College, Oxford (UK)
- Other positions (as of 31 December 2008) :

Chairman, previously Director, of Firmenich SA (Switzerland)

Director of Zurich Financial Services AG (Switzerland),

Advisory Board member of GLP Llp (UK)

Member of Pi Capital (private equity investment group) (UK)

- Positions held during the last five years:

Chairman of Photo-Me International plc (UK), The Really Effective Development Company Ltd (UK)

Deputy Chairman of Beltpacker plc (UK)

Director of Pearson plc (UK), Firmenich (Switzerland), Zurich Financial Services AG

(Switzerland), Cofra AG (Switzerland), Taylor Woodrow Plc (UK), Vividas Group Plc (UK)

Board member of Food Standards Agency (FSA) (UK)

Member of Pi Capital (private equity investment group) (UK)

Advisory Board member of GLP Llp (UK), Proudfoot UK, Korn/Ferry International (US)

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

<b>(in EUR million)</b>	<b>31 December 2008</b>	<b>31 December 2007</b>	<b>31 December 2006</b>	<b>31 December 2005</b>	<b>31 December 2004</b>
<b>I - COMMON STOCK</b>					
<b>AT PERIOD END</b>					
Common stock	69.7	69.7	68.9	67.4	66.9
Number of shares outstanding	69,717,453	69,710,154	68,880,965	67,363,465	66,938,254
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	7,153,540	5,982,272	6,445,741	6,145,432	5,650,931
<b>II - INCOME FOR THE PERIOD</b>					
Revenue.	44.8	44.8	43.9	28.3	60.5
Net income before tax. employee profit-sharing and incentive schemes.					
Depreciation. amortisation and provisions	89.1	-48.4	115.2	27.3	1.1
Corporate income tax	12.0	7.8	17.0	16.6	10.7
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	38.3	-58.9	14.9	(0.9)	29.1
Dividend distribution	27.9	0.0	0.0	0.0	0.0
<b>III - PER SHARE DATA (in EUR)</b>					
Net income after tax and employee profit-sharing but before depreciation. Amortization and provisions	1.45	-0.58	1.92	0.65	0.18
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	0.55	-0.84	0.21	0.0	0.43
Dividend per share	-0.4	0,00	0.0	0.0	0.0
<b>IV - EMPLOYEES</b>					
Average number of employees during the period	0.0	0.0	0.0	0.0	0.0
Total payroll for the period	0.0	0.0	0.0	0.0	0.0
Employee social security and welfare payments	0.0	0.0	0.0	0.0	0.0



REQUEST FOR DOCUMENTS

Combined General Meeting of May 26<sup>th</sup>, 2009

**ATOS ORIGIN**

I, the undersigned:

NAME:

First name:

Address:

Owner of \_\_\_\_\_ shares

Of ATOS ORIGIN

Requests a copy of the documents and information concerning the combined General Meeting of May 26<sup>th</sup>, 2009 as provided for by article R.225-81 of the decree of March 25, 2007, on commercial companies

Done at \_\_\_\_\_,  
on \_\_\_\_\_ 2009

**Signature**

\*Pursuant to article R.225-88 paragraph 3 of the decree of March 25, 2007, on commercial companies, 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 decree of March 25, 2007 on commercial companies 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.

This form should be returned to Société Générale, Services des Assemblées – 32, rue du Champ de Tir, BP 81236, 44312 Nantes cedex 3 France or the intermediary responsible for managing your share account.

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