



SHAREHOLDERS' MEETING

27 MAY 2010

NOTICE OF SHAREHOLDERS' MEETING

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

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In case of contradiction, French version shall prevail

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ATOS ORIGIN

French public limited Company with issued capital of Euros 69,730,712

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, 12 May 2010

Shareholders are called to attend, **on first notice**, an Ordinary and Extraordinary Shareholders' Meeting which will be held **on Thursday 27 May 2010 at 3.00 pm, at the Espace Cap 15, 1-13 Quai de Grenelle (access from 3 Quai de Grenelle) - 75015 Paris.**

The agenda shall be the following:

Agenda

Ordinary items:

- *Management report of the Board of Directors*
- *Report of the Board of Directors on the resolutions submitted to the Ordinary General Meeting*
- *Auditors' reports on the annual and consolidated financial statements for the financial year ending 31 December 2009*
- *Report by the chairman of the Board of Directors*
- *Auditors' reports on the report by the chairman of the Board of Directors*
- *Approval of the company accounts for the financial year ending 31 December 2009*
- *Approval of the consolidated accounts for the financial year ending 31 December 2009*
- *Assignment of the net income for the financial year*
- *Approval of the related-party agreements mentioned in article L. 225-38 of the Commercial Code*
- *Ratification of the cooptation of Mr. Lionel Zinsou-Derlin as member of the Board of Directors in replacement of Mr. Dominique Mégret*
- *Appointment of Ms. Aminata Niane as member of the Board of Directors*
- *Authorisation given to the Board of Directors for the purpose of purchasing, conserving or transferring shares of the Company*
- *Approval of an overall amount of director's fees*

Extraordinary items:

- *Report of the Board of Directors on the resolutions submitted to the Extraordinary General Meeting*
- *Special auditors' reports*
- *Authorisation to reduce the share capital by cancelling shares*
- *Delegation of authority to the Board of Directors in order to carry out an issue – maintaining the preferential subscription rights of shareholders - 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, and/or an issue of securities giving entitlement to an allotment of debt instruments*
- *Delegation of authority to the Board of Directors in order to carry out an issue - with the removal of the preferential subscription rights of shareholders - of ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, and/or an issue of securities giving entitlement to an allotment of debt instruments*
- *Delegation of authority to the Board of Directors for the purpose, in the event of a capital increase with or without the removal of the preferential subscription 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, of securities granting access to the ordinary shares, and/or securities giving entitlement to an allotment of debt instruments, in the event of a public exchange offer initiated by the Company on the securities of a third party company*
- *Delegation of 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 with the removal of the preferential subscription rights to the benefit of the employees of the Company and its associated companies*

Ordinary item:

- *Powers.*

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 Monday 24 May 2010 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 this 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 27 May 2010 shall start at 3.00 pm 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 means of telecommunication have not been chosen for this meeting. Accordingly, no site as per article R. 225-61 of the Commercial 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 calendar days (at zero hour – Paris time) prior to the meeting, together

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with the justification document of the ownership of the shares. Only one option can be chosen out of the three. Any shareholder who has voted by post cannot attend the meeting (personally or by proxy).

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 registered letter 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. REPORTS OF THE BOARD OF DIRECTORS TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING - EXPLANATIONS ON RESOLUTIONS PRESENTED BY THE BOARD

REPORT OF THE BOARD OF DIRECTORS TO THE MIXED GENERAL MEETING OF 27 MAY 2010 RULING ON ORDINARY ISSUES

Dear Shareholders,

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

- *Approval of the company accounts for the financial year ending 31 December 2009,*
- *Approval of the consolidated accounts for the financial year ending 31 December 2009,*
- *Assignment of the net income for the financial year,*
- *Approval of the related-party agreements mentioned in article L. 225-38 of the Commercial Code,*
- *Ratification of the cooptation of Mr. Lionel Zinsou-Derlin as member of the Board of Directors in replacement of Mr. Dominique Mégret,*
- *Appointment of Ms. Aminata Niane as member of the Board of Directors ,*
- *Authorisation given to the Board of Directors for the purpose of purchasing, conserving or transferring shares of the Company,*
- *Approval of an overall amount of director's fees,*
- *Powers.*

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

1. Approval of the company accounts for the financial year ended 31 December 2009 – Approval of the consolidated accounts – Assignment of the net income (1st, 2nd and 3rd resolutions)

We invite you to review the report of the Board of Directors and the auditors' reports on the financial year ended 31 December 2009, in order to familiarise yourself with the company and consolidated accounts of the company Atos Origin (the “**Company**”) for the financial year ended on 31 December 2009. We submit for your approval the first and second resolutions relating respectively to the company accounts and to the consolidated accounts.

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

(i) decide on the net income of 128,712,027 Euros for the financial year, to assign an amount of 301 Euros to the legal reserve, which shall be increased to an amount of 6,972,046 Euros;

(ii) considering the previous item brought forward of 131,697,175 Euros, confirm that the distributable income for the financial year after allocation to the legal reserve is equal to 260,408,901 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 2006 and 2008.

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

2. Approval of the related-party agreements mentioned in article L. 225-38 of the Commercial Code (4th resolution)

During the financial year ending on 31 December 2009 and after the closure of the said financial year, the Company concluded one agreement which is likely to fall within the scope of article L. 225-38 of the Commercial Code. This agreement was subject to the prior authorisation by the Board of Directors.

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

3. Ratification of the cooptation of Mr. Lionel Zinsou-Derlin as member of the Board of Directors in replacement of Mr. Dominique M gret (5th resolution)

We remind you that, following the resignation on 17 December 2009 of Mr. Dominique M gret as member of the Board of Directors, the Board of Directors decided to coopt Mr. Lionel Zinsou-Derlin on 21 January 2010 for the remainder of his predecessor's office, until the end of the 2012 General Meeting deciding on the accounts for the year 2011 .

We therefore submit this cooptation for your approval.

4. Appointment of Ms. Aminata Niane as member of the Board of Directors (6th resolution)

You are requested, in the sixth resolution, to appoint Ms. Aminata Niane as member of the Board of Directors for a duration of three years until the end of the 2013 General Meeting deciding on the accounts for the year 2012.

We submit this sixth resolution for your approval.

5. Authorisation granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company (7th resolution)

You are requested, in the seventh resolution, to authorize the Board of Directors, pursuant to the provisions of articles L. 225-209 and seq. of the Commercial Code, with the right of sub delegation under the conditions established for the applicable legal and regulatory provisions, and in observance of the conditions defined in the General Regulations of the Financial Markets Authority, (“AMF”), of European Regulation No. 2273/2003 of 22 December 2003, taken by way of application of the directive 2003/6/CE of 28 January 2003 and the market practices accepted by the AMF, to purchase shares of the Company within the context of the implementation of a share repurchase programme.

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

- to maintain them or subsequently use them for payment or exchange within the context of possible external growth operations, in observance of the market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company to maintain or subsequently use for payment or to exchange within the context of possible external growth operations shall not exceed 5% of the share capital,
- to ensure liquidity and lead the secondary market of the Company’s shares within the context of a liquidity contract concluded with an investment service provider in complete independence, in observance of the professional conduct charter accepted by the AMF,
- to attribute 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. 225-179 and seq. of the Commercial Code, (iii) of the free share issuance regime established by articles L. 225-197-1 to L. 225-197-3 of the 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 ninth resolution hereafter.

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

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

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

Acquisitions, assignments, transfers or exchanges of shares could be carried out by any means, according to the regulations in effect, on one or several occasions, on a regulated market, a multilateral negotiation system, with a systematic internaliser or by private contract, notably by public bid or transactions of blocks of shares (which may amount to the whole of the programme), and as per the case, by the use of derivative financial instruments (traded on a regulated market, on a multilateral negotiation system, with a systematic internaliser, or by private contract) or of warrants or securities giving entitlement to shares of the Company, or by the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving the right by conversion, exchange, reimbursement, exercise of a warrant or in any other manner, to shares of the Company held by this latter party, and this at times when the Board of Directors or the person acting as the representative of the Board of Directors, as prescribed by law, sees fit, all of which in observance of the applicable legal and regulatory provisions.

The maximum purchase price could not exceed 56.65 Euros (net of fees) per share.

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

The maximum amount of the funds assigned to the repurchase programme would thus be 395,024,483 Euros, as calculated on the basis of the share capital on 31 March 2010, with its maximum amount adjustable to take account of the share capital on the date of the General Meeting.

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

This authorisation would be given for a duration of eighteen (18) months, starting from the day of the General Meeting, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the sixth resolution of the Ordinary and Extraordinary General Meeting of 26 May 2009.

The Board of Directors would indicate to the shareholders in its report established pursuant to 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.

We submit this seventh resolution for your approval.

6. Approval of an overall amount of director's fees (8th resolution)

You are requested, in the eighth resolution to fix an overall amount of director's fees of 500,000 Euros remunerating the general activity of the Board of Directors for the year 2010. The General Meeting would authorize the Board of Directors to distribute such director's fees among the members of the Board of Directors according to the terms which it shall present in its management report.

We submit this eighth resolution for your approval.

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7. Powers (17th resolution)

The seventeenth 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 seventeenth resolution for your approval.

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

The Board of Directors

**REPORT OF THE BOARD OF DIRECTORS
TO THE MIXED GENERAL MEETING OF 27 MAY 2010
RULING ON EXTRAORDINARY ISSUES**

Dear Shareholders,

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

- *Authorisation to reduce the share capital by cancelling shares,*
- *Delegation of authority to the Board of Directors in order to carry out an issue – maintaining the preferential subscription rights of shareholders - 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, and/or an issue of securities giving entitlement to an allotment of debt instruments,*
- *Delegation of authority to the Board of Directors in order to carry out an issue - with the removal of the preferential subscription rights of shareholders - of ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, and/or an issue of securities giving entitlement to an allotment of debt instruments,*
- *Delegation of authority to the Board of Directors for the purpose, in the event of a capital increase with or without the removal of the preferential subscription 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, of securities granting access to the ordinary shares, and/or securities giving entitlement to an allotment of debt instruments, in the event of a public exchange offer initiated by the Company on the securities of a third party company,*
- *Delegation of 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 with the removal of the preferential subscription rights to the benefit of the employees of the Company and its associated companies.*

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

1. Authorisation to the Board of Directors to reduce the share capital by cancelling shares (9th resolution).

In the ninth resolution, you are requested to authorize the Board of Directors, pursuant to article L. 225-209 and seq. of the Commercial Code, to cancel all or part of the shares which the Company owns or could own through purchases pursuant to article L. 225-209 of the Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to reduce the share capital accordingly by attributing the difference between the purchase value of the cancelled shares and the nominal value on the premiums and available reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorization would be given for a duration of eighteen (18) months, starting from the day of the General Meeting, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the twelfth resolution of the Ordinary and Extraordinary General Meeting of 3 June 2005.

We submit this ninth resolution for your approval.

2. Delegation of authority to the Board of Directors in order to carry out an issue – maintaining the preferential subscription rights of shareholders - 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, and/or an issue of securities giving entitlement to an allotment of debt instruments (10th resolution)

In the tenth resolution, you are requested to terminate the delegation of authority granted by the Ordinary and Extraordinary General Meeting of 26 May 2009 via its eleventh resolution, with immediate effect, for the unused part by the Board of Directors and to delegate to the Board of Directors, for a duration of twenty six (26) months from the date of this General Meeting, the authority to decide on the issue, 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 or, in the same terms, to decide the issue of securities giving entitlement to an allotment of debt instruments pursuant to articles L. 225-91 and seq. of the Commercial Code.

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 would be

set at 20,000,000 Euros, it being specified that the ceiling would be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued, to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of bearers of securities giving access to the ordinary shares of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

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

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

The nominal amount of the debt securities which would be issued pursuant to the present delegation would not exceed 600,000,000 Euros or its counter value on the date of deciding the issuance, it being specified (i) that this amount would not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount would be distinct and autonomous from all of the debt securities, the issuance of which is established by the eleventh, thirteenth and fourteenth resolutions below submitted to this General Meeting and would 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.

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

In proportion to the amount of their shares, the shareholders would 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 would use the following rights or some of them in the order of its choice: (i) in accordance with legal provisions, limiting the issue to the amount of subscriptions received, (ii) free allocation of all or part of the unsubscribed securities, or (iii) offering all or part of the unsubscribed securities to the public, on the French and/or international market and/or abroad.

The General Meeting would note that, pursuant to the provisions of article L. 225-132, paragraph 5 of the Commercial Code, this delegation would entail 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 would decide 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 would 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 would decide the characteristics, amounts and procedures for any issue, as well as of the securities issued. It would 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 would 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 would delegate powers granted to it by way of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

We submit this tenth resolution for your approval.

3. Delegation of authority to the Board of Directors in order to carry out an issue - with the removal of the preferential subscription rights of shareholders - of ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, and/or an issue of securities giving entitlement to an allotment of debt instruments (11th resolution)

In the eleventh resolution, you are requested to terminate the delegation of authority granted by the Mixed General Meeting of 26 May 2009 via its twelfth resolution to the Board of Directors, with immediate effect, for the unused part and to 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, or, in the same conditions, to decide on the issuance of securities giving entitlement to an

allotment of debt instruments governed by articles L. 228-91 and seq. of the Commercial Code.

The General Meeting would decide 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 would 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 would be set at 10,500,000 Euros, it being specified that the ceiling would be fixed without taking account of the amount of the nominal value of the ordinary shares of the Company which may be issued, to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

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

The nominal amount of the debt securities likely to be issued pursuant to this delegation may not exceed 370,000,000 Euros or their counter value on the date of deciding the issuance, it being specified (i) that this amount shall not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount would be autonomous and distinct from all of the debt securities, the issuance of which is established by the tenth resolution but common to all of the debt securities, the issuance of which is established by the thirteenth and fourteenth resolutions submitted to this General Meeting, (iii) and would 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, shall not absorb the entire issue, the Board of Directors could limit the amount of the operation under the conditions established by law.

The General Meeting would note that this delegation would 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 would decide the characteristics, amount and procedures for any issue as well as of the securities issued. It would 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 issued directly would be at least equal to the minimum amount prescribed by applicable regulatory provisions on the day of issuance (to this day, the weighted average price of the last three trading sessions prior to its setting, which may be reduced by a discount of at most 5%);

b) the issue price of the securities granting access to the ordinary shares of the Company would 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 would 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 would authorize 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 twelve (12) month period, to waive the conditions for price setting established above and to set the issue price of the ordinary shares and/or of the issued securities, according to the following procedures:

a) The issue price of the ordinary shares issued directly would be at least equal to the closing price of the Company’s share on the market of Euronext Paris for the last trading session prior to its setting, which may be reduced by a discount of at most 10 %;

b) The issue price of the securities granting access to the ordinary shares of the Company would 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 would have previously set, the Board of Directors will be able to delegate powers granted to it by way of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

We submit this eleventh resolution for your approval.

4. Delegation of authority to the Board of Directors for the purpose, in the event of a capital increase with or without the removal of the preferential subscription rights of shareholders, to increase the number of shares to be issued (12th 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, 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 tenth and eleventh 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.

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

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

We submit this twelfth resolution for your approval.

5. Delegation of authority to the Board of Directors in order to carry out an issue of ordinary shares of the Company, of securities granting access to the ordinary shares, and/or securities giving entitlement to an allotment of debt instruments, in the event of a public exchange offer initiated by the Company on the securities of a third party company (13th resolution)

In the thirteenth resolution, it is proposed that you delegate to the Board of Directors for a duration of twenty- six (26) months, the power to decide, on the basis and under the conditions of the eleventh resolution above, which is submitted to you, on the issuance of ordinary shares of the Company or securities giving immediate and/or deferred access by any means to ordinary shares in existence or to be issued by the Company and/or securities giving entitlement to an allotment of debt instruments, by way of remuneration of the securities contributed to a public exchange offer initiated in France or abroad, according to local rules, by the Company on the securities of another company admitted to trading on one of the regulated markets described in the aforementioned article L. 225-148, and decides, as far as is necessary, to remove, in favour of the holders of these securities, the preferential subscription right of the shareholders to these ordinary shares and securities.

You are also requested to acknowledge that the present delegation would 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 and the delegation of the eleventh resolution shall not exceed 10,500,000 Euros, it being specified that the ceiling would be fixed without taking account of the nominal amount of the ordinary shares of the Company which may be issued to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

The nominal amount of the debt securities likely to be issued pursuant to this delegation may not exceed 370,000,000 Euros or their counter value on the date of deciding the issuance, it being specified (i) that this amount would not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount would be autonomous and distinct from all of the debt securities, the issuance of which is established by the tenth resolution but common to all of the debt securities, the issuance of which is established by the preceding eleventh resolution and the following fourteenth resolution submitted to this General Meeting, (iii) and would 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.

You are requested to decide that the Board of Directors shall have all powers for the purpose of implementing the public offers considered by this delegation and to proceed with the issuance of shares or securities remunerating the contributed shares or securities, and notably:

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

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

We submit the thirteenth resolution for your approval.

6. 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 (14th 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, the powers to make the contributions on the grounds of and under the conditions established by the eleventh 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 would be set at 10% of the Company's share capital (in existence on the date of the General Meeting).

You are also requested to acknowledge that the present 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 would 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 1st and 2nd 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 would have previously set, the Board of Directors will be able to delegate powers granted to it by way of this resolution to the Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

We submit the fourteenth resolution for your approval.

7. Global limitation of authorisations (15th resolution)

In the fifteenth resolution, it is proposed that you set at 20,000,000 Euros the maximum nominal amount of immediate and/or deferred increases in the share capital, likely to be realised by virtue of the delegations granted in the tenth, eleventh, twelfth, thirteenth and fourteenth resolutions submitted to your approval, it being specified that to this nominal

amount may be added the nominal amount of the ordinary shares of the Company which may be issued to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of bearers of securities giving access to the ordinary shares.

We submit the fifteenth resolution for your approval.

8. 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 (16th resolution)

In the sixteenth resolution, it is proposed that you delegate to the Board of Directors, with the right of sub delegation under the conditions established by the applicable legal and regulatory provisions, the authority to decide, in the proportions and at the times which it sees fit, on the issuance within France or abroad of shares or other equity securities of the Company, or of securities giving immediate or deferred access by all means, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees and former employees of the Company or of companies associated with it pursuant to article L. 225-180 of the 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 2% of the share capital on a totally diluted basis 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 amount of the nominal value of the shares or other equity securities to be issued, to preserve, pursuant to the applicable legal and regulatory provisions and, as per the case, any applicable contractual stipulations which provide for other cases of adjustments, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

This delegation would entail 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.

You are requested to decide 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.

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

The characteristics of the other securities giving access to the share capital of the Company would be drawn up by the Board of Directors under the conditions set by the applicable legal and regulatory provisions.

All powers would be granted to the Board of Directors, with the rights of sub delegation to any person authorised by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and notably:

- to decide that the 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 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.

That delegation of powers granted to the Board of Directors would be given for a duration of twenty six (26) months from the date of the General Meeting and would terminate the delegation of authority granted by the ordinary and extraordinary General Meeting of 26 May 2009 via its eighteenth resolution, with immediate effect, for the unused part by the Board of Directors.

We submit the sixteenth resolution for your approval.

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

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

The Board of Directors

ATTACHMENT TO THE EXPLANATIONS OF THE BOARD OF DIRECTORS

- **Ratification of the cooptation of Mr. Lionel Zinsou-Derlin as member of the Board of Directors in replacement of Mr. Dominique Mégret (5th resolution)**

Lionel ZINSOU-DERLIN

Date of birth: 23 October 1954

Nationality: French and Beninese

Coopted by the Board of Directors of 21 January 2010 – To be ratified by the General Meeting of 27 May 2010

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

- Other positions (as of 31 December 2009):
 - Chairman of the Executive Committee of PAI Partners SAS

 - Director of PAI Europe III General Partner, PAI Europe IV General Partner, PAI Europe V General Partner Ltd (Guernesey), Sodima, Yoplait France, Yoplait Marques International and Yoplait SAS (France), CHR Hansen Holding A/S (Denmark) and Kaufman & Broad (France)

 - Manager of Capucine Investissements and Financière Capucine 3

 - Positions held during the last five years:
 - Member of the Executive Committee of PAI Partners SAS

 - Chairman of Rothschild Middle East Dubai

 - Associate manager of Rothschild & Cie corporate bank

▪ **Appointment of Ms. Aminata Niane as member of the Board of Directors**
(6th resolution)

Aminata NIANE

Date of birth: 9 December 1956

Nationality: Senegalese

- Background: Master of Business Administration (MBA) Birmingham Business School (University of Birmingham / United Kingdom) – Engineer in Science and Food Industry Technologies (Institute of Science and Engineering; Languedoc University of Science and Techniques) – Master in chemistry

- Other positions (as of 31 December 2009):
 - General Manager of the national Agency in charge of the Promotion of Investments and large Works (APIX), now APIS SA (Senegal)

 - Chairman of the Board of Directors of the International Airport Blaise Diagne (ABID SA – Senegal)

 - Member of the Board of Directors of the non-profit organisation « Partenariat pour le Retrait et la Réinsertion des Enfants de la Rue »

3. TEXT OF THE PROPOSED RESOLUTIONS

Ordinary items:

First resolution (*Approval of the company accounts for the financial year ending 31 December 2009*)

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 2009, approves the financial statements for the financial year ending 31 December 2009, 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 128,712,027 Euros.

Second resolution (*Approval of the consolidated accounts for the financial year ending 31 December 2009*)

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 2009, 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 2009:

(i) hereby decides, on the net income for the financial year of 128,712,027 Euros, to assign an amount of 301 Euros to the legal reserve, which is raised to an amount of 6,972,046 Euros ;

(ii) considering the previous item brought forward of 131,697,175 Euros, confirms that the distributable income for the financial year after allocation to the legal reserve is equal to 260,408,901 Euros;

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

The General Meeting records 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 quarter of the same code, and no dividend was distributed by way of the financial years 2006 and 2008.

Fourth resolution (*Approval of the related-party agreements mentioned in article L. 225-38 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 article L. 225-38 of the Commercial Code, approves this report, as well as the operations associated with it.

Fifth resolution (*Ratification of the cooptation of Mr. Lionel Zinsou-Derlin as member of the Board of Directors in replacement of Mr. Dominique Mégret*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having familiarised itself with the Board of Directors' report, ratifies the appointment by the Board of Directors, during its meeting of 21 January 2010, of Mr. Lionel Zinsou-Derlin on a temporary basis for the remainder of his predecessor's office, M. Dominique Mégret, that is until the end of the 2012 General Meeting deciding on the accounts for the year 2011.

Sixth resolution (*Appointment of Ms Aminata Niane as member of the Board of Directors*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, after having acknowledged the report from the Board of Directors, appoints Ms. Aminata Niane as member of the Board of Directors for a duration of three (3) years until the end of the 2013 General Meeting deciding on the accounts for the year 2012.

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

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

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

- to maintain them or subsequently use them for payment or exchange within the context of possible external growth operations, in observance of the market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company to maintain or subsequently use for payment or to exchange within the context of possible external growth operations shall not exceed 5% of the share capital.
- to ensure liquidity and lead the secondary market of the Company's shares within the context of a liquidity contract concluded with an investment service provider in

complete independence, in observance of the professional conduct charter accepted by the AMF,

- to attribute 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. 225-179 and seq. of the Commercial Code, (iii) of the free share issuance regime established by articles L. 225-197-1 to L. 225-197-3 of the 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 ninth resolution hereafter.

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

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

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

Acquisitions, assignments, transfers or exchanges of shares may be carried out by any means, according to the regulations in effect, on one or several occasions, on a regulated market, a multilateral negotiation system, with a systematic internaliser or by private contract, notably by public bid or transactions of blocks of shares (which may amount to the whole of the programme), and as per the case, by the use of derivative financial instruments (traded on a regulated market, on a multilateral negotiation system, with a systematic internaliser, or by

private contract) or of warrants or securities giving entitlement to shares of the Company, or by the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving the right by conversion, exchange, reimbursement, exercise of a warrant or in any other manner, to shares of the Company held by this latter party, and this at times when the Board of Directors or the person acting as the representative of the Board of Directors, as prescribed by law, sees fit, all of which in observance of the applicable legal and regulatory provisions.

The maximum purchase price may not exceed 56.65 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 395,024,483 Euros, as calculated on the basis of the share capital on 31 March 2010, 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 sub delegation as prescribed by law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of bearers of securities giving access to the share capital of the Company are guaranteed, if necessary, of subscription or purchase options of shares of the Company pursuant to the applicable legal and regulatory provisions and, where applicable, pursuant to the contractual provisions allowing for other types of adjustments, and in general, to take all necessary measures. The General Meeting also grants all powers to the Board of Directors, if the law or the AMF extends or completes the objectives authorised by the share repurchase programmes, for the purpose of publicising any changes in the programme regarding the modified objectives, under the applicable legal and regulatory conditions.

This authorisation is given for a duration of eighteen (18) months, starting from the day of the General Meeting, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the sixth resolution of the ordinary and extraordinary General Meeting of 26 May 2009.

The Board of Directors shall indicate to the shareholders in its report established pursuant to 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.

Eighth resolution (*Approval of an overall amount of director's fees*)

The General Meeting, ruling under the quorum and majority conditions required for ordinary General Meetings, approves, for the year 2010, an overall amount of director's fees of 500,000 Euros remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such director's fees among the members of the Board of Directors according to the terms which it shall present in its management report.

Extraordinary items:

Ninth resolution (*Authorisation to the Board of Directors to reduce the share capital by cancelling shares*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, authorizes the Board of Directors, pursuant to article L. 225-209 and seq. of the French Commercial Code, to cancel all or part of the shares which the Company owns or could own through purchases pursuant to article L. 225-209 of the French Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit shall apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to reduce the share capital accordingly by attributing the difference between the purchase value of the cancelled shares and the nominal value on the premiums and available reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorisation is given for a duration of eighteen (18) months, starting from the day of the General Meeting, and shall revoke, with immediate effect, for the unused part, the authorisation given to the Board of Directors by the twelfth resolution of the Ordinary and Extraordinary General Meeting of 3 June 2005.

Tenth resolution (*Delegation of authority to the Board of Directors in order to carry out an issue – maintaining the preferential subscription rights of shareholders - 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, and/or an issue of securities giving entitlement to an allotment of debt instruments*)

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

- terminates the delegation of authority granted by the ordinary and extraordinary General Meeting of 26 May 2009 via its eleventh resolution, with immediate effect, for the unused part by the Board of Directors;

- and delegates to the Board of Directors, for a duration of twenty six (26) months from the date of the General Meeting, 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 or, in the same terms, to decide the issuance of securities giving entitlement to an allotment of debt instruments pursuant to articles L. 225-91 and seq. of the Commercial Code.

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 20,000,000 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, to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of bearers of securities giving access to the ordinary shares of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

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

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

The nominal amount of the debt securities which may be issued pursuant to the present delegation may not exceed 600,000,000 Euros or its counter value on the date of deciding the issuance, it being specified (i) that this amount shall not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount is distinct and autonomous from all of the debt securities, the issuance of which is established by the eleventh, thirteenth and, fourteenth resolutions below submitted to this General Meeting and shall be autonomous and distinct from the amount of the debt securities, the issuance of which shall be decided or authorised by the Board of Directors, pursuant to article L. 228-40 of the Commercial Code.

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

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

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

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

The General Meeting notes that, pursuant to the provisions of article L. 225-132, paragraph 5 of the 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 Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

Eleventh resolution (*Delegation of authority to the Board of Directors in order to carry out an issue - with the removal of the preferential subscription rights of shareholders - of ordinary shares of the Company and securities granting access to the ordinary shares of the Company or of one of its Subsidiaries, and/or an issue of securities giving entitlement to an allotment of debt instruments*)

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

- terminates the delegation of authority granted by the mixed General Meeting of 26 May 2009 via its twelfth resolution to the Board of Directors, with immediate effect, for the unused part;

- and delegates to the Board of Directors, for a duration of twenty six (26) months from the date of the General Meeting, 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, or, in the same conditions, to decide on the issuance of securities giving entitlement to an allotment of debt instruments governed by articles L. 228-91 and seq. of the Commercial Code.

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

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

The 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 10,500,000 Euros, it being specified that the ceiling shall be fixed without taking account of the amount of the nominal value of the ordinary shares of the Company which may be issued, to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

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

The nominal amount of the debt securities likely to be issued pursuant to this delegation may not exceed 370,000,000 Euros or their counter value on the date of deciding the issuance, it being specified (i) that this amount shall not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount would be autonomous and distinct from all of the debt securities, the issuance of which is established by the tenth resolution but common to all of the debt securities, the issuance of which is established by the thirteenth and fourteenth resolutions submitted to this General Meeting, (iii) and shall be autonomous and distinct from the amount of the debt securities, the issuance of which shall be decided or 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, amount 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 issued directly shall be at least equal to the minimum amount prescribed by applicable regulatory provisions on the day of issuance (to this day, the weighted average price of the last three trading sessions prior to its setting, which may be reduced by a discount of at most 5%);

b) the issue price of the securities granting access to the ordinary shares of the Company shall be such that the amount immediately received by the Company, or in the event of issuance of securities giving access to ordinary shares of a Subsidiary, by the Subsidiary, increased, as per the case, by the amount likely to be received subsequently by the Company or the Subsidiary, as per the case, or, for each ordinary share issued as a consequence of the issuance of these securities, at least equal to the amount described in paragraph “a” above, after correction, if necessary, of this amount to take account of the difference in dividend date.

The Board of Directors shall have all of the powers to implement this delegation, notably by drawing up every agreement for this purpose, in particular with a view to the successful conclusion of any issue, in order to carry out the above 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 twelve (12) month period, to waive the conditions for price setting established above and to set the issue price of the ordinary shares and/or of the issued securities, according to the following procedures:

a) The issue price of the ordinary shares issued directly shall be at least equal to the closing price of the Company's share on the market of Euronext Paris for the last trading session prior to its setting, which may be reduced by a discount of at most 10 %;

b) The issue price of the securities granting access to the ordinary shares of the Company shall be such that the amount immediately received by the Company, or in the event of issuance of securities giving access to ordinary shares of a Subsidiary, by the Subsidiary, increased, as per the case, by the amount likely to be received subsequently by the Company or the Subsidiary, as per the case, or, for each ordinary share issued as a consequence of the issuance of these securities, is at least equal to the amount described in paragraph "a" above, after correction, if necessary, of this amount to take account of the difference in dividend date.

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

Twelfth resolution (*Delegation of authority to the Board of Directors for the purpose, in the event of a capital increase with or without the removal of the preferential subscription rights 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, delegates its authority to 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 tenth and eleventh 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.

The present delegation terminates the delegation of authority granted by the ordinary and extraordinary General Meeting of 26 May 2009 via its thirteenth resolution, with immediate effect, for the unused part by the Board of Directors

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

Thirteenth resolution (*Delegation of authority to the Board of Directors in order to carry out an issue of ordinary shares of the Company, of securities granting access to the ordinary shares, and/or securities giving entitlement to an allotment of debt instruments,, in the event of a public exchange offer initiated by the Company on the securities of a third party company*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors and ruling pursuant to applicable provisions of the Commercial Code, most notably 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 eleventh resolution above, which is submitted to you, on the issuance of ordinary shares of the Company or securities giving immediate and/or deferred access by any means to ordinary shares in existence or to be issued by the Company and/or securities giving entitlement to an allotment of debt instruments, by way of remuneration of the securities contributed to a public exchange offer initiated in France or abroad, according to local rules, by the Company on the securities of another company admitted to trading on one of the regulated markets described in the aforementioned article L. 225-148, and decides, as far as is necessary, to remove, in favour of the holders of these securities, the preferential subscription right of the shareholders to these ordinary shares and securities.

The present delegation terminates the delegation of authority granted by the ordinary and extraordinary General Meeting of 26 May 2009 via its fourteenth resolution, with immediate effect, for the unused part by the Board of Directors

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

The 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 and the delegation of the eleventh resolution shall be set at 10,500,000 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 to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.

The nominal amount of the debt securities likely to be issued pursuant to this delegation may not exceed 370,000,000 Euros or their counter value on the date of deciding the issuance, it being specified (i) that this amount shall not include the reimbursement of premium(s) below par, if this was established, (ii) that this amount would be autonomous and distinct from all of

the debt securities, the issuance of which is established by the tenth resolution but common to all of the debt securities, the issuance of which is established by the preceding eleventh resolution and the following fourteenth resolution submitted to this General Meeting, (iii) and shall be autonomous and distinct from the amount of the debt securities, the issuance of which shall be decided or authorised by the Board of Directors, pursuant to article L. 228-40 of the Commercial Code.

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 to proceed with the issuance of shares or securities remunerating the contributed shares or securities, and notably:

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

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

Fourteenth 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 paragraph 6 of the Commercial Code, hereby

- terminates the delegation granted by the ordinary and extraordinary General Meeting of 26 May 2009 via its fifteenth resolution, with immediate effect, for the unused part by the Board of Directors; and

- delegates to the Board of Directors, for a duration of twenty-six (26) months from the date of the General Meeting, the powers to make the contributions on the grounds of and under the conditions established by the eleventh 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 Board of Directors will decide on the auditors' report cited in the 1st and 2nd paragraphs of the article L. 225-147 of the Commercial Code.

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 1st and 2nd 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 Chief Executive Officer, or with the agreement of this latter party, to one or several executive directors.

Fifteenth resolution (*Global limitation of authorisations*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report of the Board of Directors and following the adoption of the tenth, eleventh, twelfth, thirteenth and fourteenth preceding resolutions, has decided to set at 20,000,000 Euros the maximum nominal amount of immediate and/or deferred increases in the share capital, likely to be realised by virtue of the delegations or authorizations granted by the aforementioned resolutions, it being specified that to this nominal amount may be added the nominal amount of the ordinary shares of the Company which may be issued to preserve, pursuant to applicable legislation and regulations and, where applicable, to contractual provisions allowing other adjustment cases, the rights of bearers of securities giving access to the ordinary shares.

Sixteenth 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 rights to the benefit of the employees of the Company and its associated companies*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary General Meetings, after having familiarised itself with the report of the Board of Directors and the special report of the auditors, pursuant to and under the conditions set by the provisions of articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the Commercial Code and articles L. 3332-18 and seq. of the Labour Code:

1. delegates to the Board of Directors, with the right of sub delegation under the conditions established by the applicable legal and regulatory provisions, the authority to decide, in the proportions and at the times which it sees fit, on the issuance within France or abroad of shares or other equity securities of the Company, or of securities giving immediate or deferred access by all means, to shares or other equity securities of the Company in existence or to be issued, reserved to the employees and former employees of the Company or of companies associated with it pursuant to article L. 225-180 of the Commercial Code, if these employees are members in this capacity of a company savings plan or any other qualifying plan, by way of application of the applicable legal and regulatory provisions.
2. hereby decides that the maximum nominal amount of the immediate or deferred capital increases of the Company likely to be realised by virtue of this delegation may not exceed 2% of the share capital on a totally diluted basis on the day of the General Meeting, with this ceiling being autonomous and distinct from the ceilings considered in the other resolutions submitted to the meeting and set without taking account of the amount of the nominal value of the shares or other equity securities to be issued, to preserve, pursuant to the applicable legal and regulatory provisions and, as per the case, any applicable contractual stipulations which provide for other cases of adjustments, the rights of the holders of the securities or of other rights giving access to the share capital of the Company, of subscription or purchase stock options of the Company or free grants of shares of the Company.
3. hereby decides that this delegation entails the removal of the preferential subscription right of shareholders to the shares and other equity and other securities giving access to the share capital, which may be issued within the context of this delegation, as well as to the securities and other equity and other securities to which the securities issued on the basis of this delegation may provide entitlement.
4. hereby decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and shall be determined under the conditions established in article L. 3332-19 of the 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 counter value, 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 sub delegation to any person authorised by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and notably:
 - to decide that the 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 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 duration of twenty six (26) months from the date of the General Meeting and terminates, the delegation of authority granted by the ordinary and extraordinary General Meeting of 26 May 2009 via its eighteenth resolution, with immediate effect, for the unused part by the Board of Directors.

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

Ordinary items:

Seventeenth 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

Name	Nationality	Age	Date of appointment	Committee member	Term of offices (*)	Number of shares held
René Abate	French	61	2009		2011	1 000
Behdad Alizadeh	American	48	2009	N&R	2011	1 000
Nicolas Bazire	French	52	2009	N&R	2011	1 000
Jean-Paul Béchat	French	67	2009	A	2011	1 000
Thierry Breton	French	54	2009		2011	5 000
Ms. Jean Fleming	British	40	2009		2011	438
Bertrand Meunier	French	53	2009	N&R	2011	1 000
Michel Paris	French	52	2009	A	2011	1 000
Pasquale Pistorio	Italian	73	2009	A	2011	1 000
Vernon Sankey	British	60	2009	A	2011	1 000
Jean-Philippe Thierry	French	61	2009	N&R	2011	1 500
Lionel Zinsou-Derlin	French and Beninese	55	2010		2011	1 000

A: Audit Committee

N&R: Nomination and Remuneration Committee

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

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In case of contradiction, French version shall prevail

5. COMPANY FINANCIAL SUMMARY FOR THE LAST FIVE YEARS

(in EUR million)	31 December 2009	31 December 2008	31 December 2007	31 December 2006	31 December 2005
I - COMMON STOCK AT PERIOD END					
Common stock	69.7	69.7	69.7	68.9	67.4
Number of shares outstanding	69,720,462	69,717,453	69,710,154	68,880,965	67,363,465
Maximum number of shares that may be created by:					
* conversion of convertible bonds	5,414,771	0.0	0.0	0.0	0.0
* exercise of stock subscription options	10,310,776	7,153,540	5,982,272	6,445,741	6,145,432
II - INCOME FOR THE PERIOD					
Revenue.	42.4	44.8	44.8	43.9	28.3
Net income before tax. employee profit-sharing and incentive schemes.					
Depreciation. amortisation and provisions	91.1	89.1	-48.4	115.2	27.3
Corporate income tax	11.2	12.0	7.8	17.0	16.6
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	128.7	38.3	-58.9	14.9	-0.9
Dividend distribution	0.0	0.0	27.9	0.0	0.0
III – PER SHARE DATA (in EUR)					
Net income after tax and employee profit-sharing but before depreciation. Amortization and provisions	1.47	1.45	-0.58	1.92	0.65
Net income after tax. employee profit-sharing. depreciation. amortisation and provisions	1.85	0.55	-0.84	0.21	0.0
Dividend per share	0.0	0.0	-0.4	0.0	0.0
IV – EMPLOYEES					
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

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

REQUEST FOR DOCUMENTS

Ordinary and Extraordinary Shareholders Meeting of 27 May 2010

*(to be returned to the Société Générale – Service Assemblées – 32 rue du Champ de Tir – 44312
Nantes Cedex 3)*

I, the undersigned:

NAME:

First name:

Address:

Owner of _____

registered shares

And/or of _____

bearer shares,

Of ATOS ORIGIN

acknowledge having received the documents and information concerning the Ordinary and Extraordinary Shareholders Meeting of 27 May, 2010 as provided for by article R. 225-81 of the Commercial Code

request a copy of the documents and information concerning the Ordinary and Extraordinary Shareholders Meeting of 27 May, 2010 as provided for by article R. 225-83 of the Commercial Code.

At _____
on _____ 2010

Signature

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

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