

# convening notice

Combined General Meeting 2018

The image shows the Atos logo in large, blue, three-dimensional letters mounted on the roof of a modern building with a glass facade. The building is partially visible on the left and right sides of the frame. The sky is clear and blue.

## **The Shareholders of Atos SE**

Are summoned by the Board of Directors to the Combined General Meeting held :

### **On Thursday May 24, 2018**

At 2:30 p.m.

At the registered offices of the Company

River Ouest - 80 quai Voltaire - 95870 Bezons

The Meeting will be held in the auditorium

### **Atos SE**

Registered offices : River Ouest - 80 Quai Voltaire - 95870 Bezons

Siren 323 623 603 RCS Pontoise - European Company with Board of Directors with a share capital of EUR 105,598,479

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

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, on May 3, 2018, the documents and information listed in particular in section R. 225-731 of the French Commercial Code are made available on the Company's Website: [www.atos.net](http://www.atos.net) as per applicable legal and regulatory provisions.



# Overview

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## Message from the Chairman and CEO

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is with pleasure that I invite you to the Combined General Meeting of the Company which will be held on Thursday May 24, 2018 at 2:30 pm at the registered offices of the Company, River Ouest, in the auditorium, 80 quai Voltaire, 95870 Bezons.

Atos achieved an excellent performance in 2017 which allowed us to reach once again all the financial commitments we had set. Atos indeed perfectly executed the first year of its three-year plan "2019 Ambition" as we continued to deeply transform the Group with the objective to further develop the Group's digital capacities and to reinforce Atos' international footprint. Spurred by the success of our Digital Transformation Factory and also thanks to our highly skilled personnel, we have once again consolidated our global leadership in digital transformation. End of 2017, our corporate governance has been strengthened by the designation of a Director representing the employees within the Board of Directors. This designation took place in accordance with the procedure you approved during the General Meeting held on May 24, 2017.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2017, and asked to approve in particular the 2017 financial statements and a dividend for the amount of € 1.70 per share. Furthermore, you will be requested to approve the right for each shareholder to opt for a payment of the dividend in shares.

This General Meeting is a special moment in your Company's life. Any shareholder may participate regardless of the number of shares he/she owns either by participating physically, by voting by mail or by being represented, or by voting online.

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

**Thierry Breton**

Chairman of the Board and Chief Executive Officer, Atos SE

# The Atos Group in 2017

## Financial performance

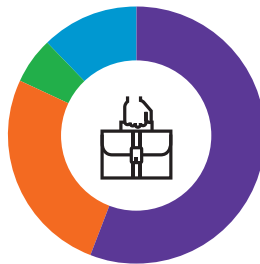
### Breakdown of revenue in 2017

2017 statutory figures



#### By Geographic Business Unit

- 18% Germany
- 18% North America
- 14% France
- 13% United Kingdom & Ireland
- 8% Benelux & The Nordics
- 17% Other Business Units
- 12% Worldline



#### By Division

- 56% Infrastructure & Data Management
- 26% Business & Platform Solutions
- 6% Big Data & Cybersecurity
- 12% Worldline



#### By Market

- 37% Manufacturing, Retail & Transportation
- 29% Public & Health
- 18% Financial Services
- 16% Telcos, Media & Utilities

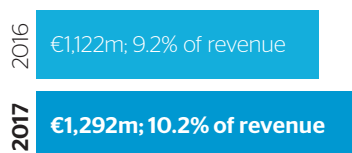
### Key figures

2017 statutory figures

#### Revenue



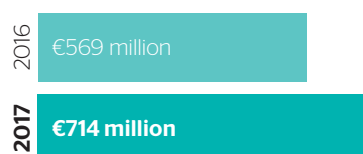
#### Operating margin



#### Order entry



#### Free Cash Flow



**“In 2017 we successfully executed the first year of our three-year plan as we continued to deeply transform the Group. Our significant investments to create our technology leap generated a strong momentum in all digital transformation businesses. Thanks to our technological strengths, our highly skilled engineers and the success of our Digital Transformation Factory, we accompany our customers in their digital journey and we provide security for their cyberspace. In this context, we delivered all our 2017 financial objectives and we made several acquisitions which reinforced the Atos’ footprint and digital capacities.**

**The company starts 2018 with a stronger balance sheet and no debt, a stronger visibility with more than 75% of its revenue based on multi-year contracts, a stronger-than-ever technological profile and portfolio of offerings, and finally a stronger top management team and enhanced operational governance. All this makes us very confident to deliver value for our clients and shareholders and stronger financial objectives in 2018 towards our 2019 Ambition.”**

Thierry Breton

## 2017 performance by Division

### Infrastructure & Data Management: Accelerating the transition to hybrid cloud and integrating Unify leading to profitability improvement.

Infrastructure & Data Management revenue was € 7,144 million, +0.9% at constant scope and exchange rates, with a significant growth in strategic areas such as Cloud Services and Technology Transformation Services. Indeed, growth accelerated with new Digital Transformation Factory contracts won in several geographies as the Division continued to successfully transform the IT landscape of its main clients and to roll out automation and robotization. In particular, *Canopy Orchestrated Hybrid Cloud* showed a strong traction while *Digital Workplace* and *SAP HANA* were also boosted by contracts in Asia Pacific and Central & Eastern Europe, respectively.

Growth materialized primarily in the Public & Health sector, notably in North America and in France. Financial Services benefited from the ramp-up of new large contracts in the United Kingdom, the Netherlands, France, and in Asia Pacific. Manufacturing, Retail & Transportation was stable as increased volumes with Royal Mail Group in United Kingdom and ramp-up of the new contracts in Germany, North America, France, and Benelux & The Nordics compensated for lower volumes on Unified Communication & Collaboration (formerly Unify S&P) which mostly impacted Germany and North America. Telcos, Media & Utilities was impacted by the re-insourcing of parts of the BBC contract further to its renewal in Q2 and scope reduction with some customers in North America.

During the fourth quarter of 2017, revenue in Infrastructure & Data Management grew by +0.8%.

Operating margin was € 752 million, representing 10.5% of revenue compared to 9.6% in 2016 at constant scope and exchange rates.

This improvement by +90 basis points (+100 basis points excluding pension one-offs) came from the migration to cloud based infrastructures and highly automated/robotized delivery in a further industrialized setup. Operating margin improvement materialized across most of the geographies and was also led by increased revenue, combined with continued tight cost monitoring and strong project management leading to higher delivery efficiency. Additionally, the Division benefitted from cost synergies with Unified Communication & Collaboration.

### Business & Platform Solutions: Continuous top line improvement and strong margin increase.

Revenue in Business & Platform Solutions was € 3,243 million, up +2.5% organically. Growth acceleration mainly came from the success of the Atos Digital Transformation Factory and in particular *Codex* in France and Iberia; *SAP HANA* in Germany, Asia Pacific, and several customers Benelux & the Nordics; and *Digital Workplace* to a lesser extent with several projects in France and Germany.

Public & Health was the main growth contributor with the Olympic Games and Asian Martial Games projects contributing to the double digit growth in Other Business Units and increased volumes in North America. Manufacturing, Retail & Transportation also strongly grew thanks to ramp-ups and larger volumes in Germany and Central & Eastern Europe. In Telecom, Media & Utilities, the base effect of large transition projects delivered last year in Germany was only partly compensated by the ramp-up of contracts in Central & Eastern Europe and new business in Iberia and South America. The Financial Services sector was impacted by fewer projects mainly in France and in Iberia which were not fully compensated by the increased activity with NS&I in the UK.

The division grew by +2.7% organically during the fourth quarter on 2017.

Operating margin was € 245 million, representing 7.6% of revenue, an improvement of +110 basis points compared to 2016 at constant scope and exchange rates (+150 basis points excluding pension one-offs). Profitability benefited from revenue growth, implementation of the Application service transformation program, and the successful workforce management materializing in an average daily rate improvement. The Division continued to invest in innovation, mostly for *Codex* and *SAP HANA* offerings.

### Big Data & Cybersecurity: Double digit revenue growth led by the demand for Cybersecurity solutions and High Performance Computing.

Revenue organic growth in Big Data & Cybersecurity reached +10.9% at constant scope and exchange rates, leading to € 754 million revenue in 2017, pulled by the extension of the Division’s markets both in terms of industries served and geographies. The demand in Cybersecurity services is increasing to face more and more sophisticated cyberattacks. The activity was particularly strong with the signature of new projects with IDM & B&PS existing customers such as Xerox in North America, Department of Energy & Climate

## The Atos Group in 2017

Change and BBC in United Kingdom, as well as Nokia in Germany. The activity in High Performance Computing remained strong in order to support the growing Big Data processing needs of our clients.

Organic growth reached +5.2% in Q4 2017 in Big Data & Cybersecurity. The Division faced postponements of orders and deliveries in Big Data in the French public sector.

Operating margin was € 114 million, broadly stable compared to 2016 at constant scope and exchange rates and representing 15.2% of revenue. The Division continued to record significant growth while investing in innovative solutions and products as well as extending its international footprint in geographies such as North America, Middle East & Africa, and Germany.

### Worldline: Fast integration of acquisitions leading to a high level of margin.

From a contributive perspective to Atos, Worldline revenue was € 1,550 million, improving by +4.3% organically:

- ▶ Revenue for *Financial Processing*, was up +6.6% organically to € 705 million, pulled by increasing volumes and high project activity in all its businesses: Issuing processing, Acquiring processing, Digital banking, and Accounts Payments.
- ▶ *Merchant Services* revenue grew organically by +5.4% to € 531 million, driven by positive business trends further to the demonetization in India, higher volumes in Commercial Acquiring, and thanks to Private Label Cards & Loyalty services in Spain.
- ▶ Revenue in *Mobility & e-Transactional Services* was done by -2.0% to € 314 million. On-line activities such as Trusted Digitization, e-Ticketing, and e-Consumer & Mobility, mitigated the effect of the termination of the Radar contract in France which affected Worldline growth in H1. Excluding that effect, growth in *Mobility & e-Transactional Services* would have exceeded +9% in 2017.

During the fourth quarter of 2017, Worldline grew by +6.2% organically.

Contributive operating margin was € 253 million, or 16.3% of revenue, +310 basis points compared to 2016 at constant scope and exchange rates. This strong improvement was mainly achieved thanks to transaction volume growth, synergies on acquired perimeter, and a tight cost control. The Division recorded a € 7 million pension one-off during the first half of the year; excluding this effect, the Division's operating margin improved by +270 basis points.

A detailed presentation of Worldline 2017 performance is available at [worldline.com](http://worldline.com), in the "Investors" section.

## Commercial activity

The commercial dynamism of the Group was particularly high in 2017 with order entry reaching € 13.9 billion, up by +6.8% compared to € 13.0 billion statutory in 2016. It represented a book to bill ratio of 110% in 2017. It translated into all Divisions as Infrastructure & Data

Management book to bill ratio reached 107%. Business & Platform Solutions order entry represented 115% of revenue. The level of booking was also high in Big Data & Cybersecurity at 125%. Worldline book to bill ratio reached 104%.

Book to bill ratio reached 123% during the fourth quarter of 2017. Several contracts were won with new customers such as Aviva in the United Kingdom in Infrastructure & Data Management and a large car manufacturer in France in Business & Platform Solutions as well as with Henkel in Germany in Infrastructure & Data Management. The group also renewed some significant contracts such as Disney in North America, Bundesagentur für Arbeit in Germany, and Euronext in France.

In line with the dynamic commercial activity, the full backlog increased by +6.0% year-on-year to € 22.7 billion at the end of 2017, representing 1.8 year of revenue. The full qualified pipeline reached € 7.4 billion, a strong increase by +14.7% compared to € 6.5 billion published at the end of 2016, representing 7 months of revenue.

## Operating income and net income

Operating income reached € 875 million in 2017, +5.8% compared to 2016, resulting from the following items:

Costs for staff reorganization, rationalization, and integration amounted to €-163 million and represented 1.3% of revenue, at the same level of 2016, in line the target of 1% of Group revenue plus the cost planned to generate the synergies with Equens.

Amortization of Purchase Price Allocation of acquired companies represented €-109 million compared to €-106 million in 2016. The amortization of the equity based compensation plans amounted to €-86 million, compared to €-50 million in 2016.

Other items amounted to €-59 million compared to €- 27 million in 2016 excluding Visa share. In H2 2017, following the acceleration of significant cyberattacks such as WannaCry and NotPetya as well as to prepare a faster implementation of the GDPR, the Group ran specific programs to reinforce its skills and offering. The Group also decided to settle several longstanding litigations.

Net financial result was a charge of €-62 million, compared to €-55 million in 2016, including the costs of pension, the two bonds issued mid-2015 and in October 2016. Total tax charge was €-149 million, representing an effective tax rate of 18.3%, stable compared to 2016.

As a result, net income was € 665 million, +14.5% compared to 2016 excluding the one-off sale of Visa share. Non-controlling interests amounted to € 64 million and were related to the minority shareholders in Worldline. Therefore, the net income Group share reached € 601 million, +10.7% compared to 2016 excluding Visa share.

Basic EPS Group share was € 5.72, +9.3% compared to 2016 excluding Visa share and diluted EPS Group share was € 5.70, +9.4% compared to 2016 excluding Visa share. Normalized EPS Group share was € 8.24, +9.3% compared to 2016.

## Free cash flow

Operating Margin before Depreciation and Amortization (OMDA) was € 1,608 million representing 12.7% of revenue, compared to 11.1% in 2016.

As planned, total cash-out for reorganization, rationalization, and integration was €-157 million compared to €-150 million in 2016, in line with the target of 1% of Group revenue plus the cost planned to generate the synergies with Equens.

In 2017, capital expenditures totaled € 526 million, representing 4.1% of revenue, compared to € 456 million in 2016 (3.7% of revenue) materializing the investment made in Cloud architectures and in payment platforms within Worldline extended scope. Change in working capital was €-25 million, in line with growing activity in particular in the public sector.

Tax paid was €-133 million compared to €-131 million in 2016 and cash-out for financial costs was €-24 million (€-20 million in 2016). Finally, other items totaled €-30 million, compared to €-40 million in 2016.

As a result, free cash flow reached € 714 million in 2017, +25.4% compared to € 569 million in 2016, materializing the continuous improvement of operating margin conversion rate to free cash flow, reaching 55.3% in 2017 compared to 50.8% in 2016, 56.5% excluding pension one-offs.

## Net cash evolution

Net acquisitions / disposals in 2017 amounted to €-403 million, mainly related to the acquisitions made by Worldline i.e. First Data Baltics, MRL Postnet, DRWP, and the three consulting companies acquired in healthcare in the US.

Capital increase, mostly related to proceeds from the employee share plan totaled €+38 million in 2017 compared to €+28 million in 2016. In 2017 the Group performed a share buy-back program for € 59 million.

The cash-out for the payment of dividend on 2016 results was €-168 million compared to €-47 million previous year, in line with the increase of the dividend per share and the full payment in cash.

Finally, mainly due to the euro increase versus the US dollar, foreign exchange rate fluctuation effect on debt or cash in foreign currencies totaled €-144 million compared to €+6 million in 2016.

As a result, Group net cash position as of end of 2017 was € 307 million, broadly stable compared to € 329 million at the end of 2016.

## Human resources

The total headcount was 97,267 at the end of 2017 compared to 100,096 at the end of 2016. Excluding scope effect from 2017 acquisitions (circa 1,100 staff), this represents a decrease by -3.9% compared to the end of 2016 and translates the Group hiring adaptation in anticipation of the implementation of automation and focus on digital transformation skills. The Group pursued the digital training and reskilling of its teams.

Attrition remained stable at 11.7% at Group level and 17.8% in offshore countries.

# The Board of Directors

## Composition of the Board of Directors



**Thierry Breton**

Chairman and Chief Executive Officer of Atos SE



**Bertrand Meunier\***

Managing Partner of CVC Capital Partners Ltd (United Kingdom)



**Nicolas Bazire\***

General Manager of Groupe Arnault SE



**Colette Neuville\***

Chairman (founder) of the ADAM



**Valérie Bernis\***

Vice-President of Engie Foundation



**Aminata Niane**

Former Manager with the African Development Bank, International Consultant, Former Chief Executive Officer of the APIX (Senegal)



**Roland Busch**

Member of the Management Board of Siemens AG (Germany)



**Lynn Paine\***

Senior Associate Dean of Harvard Business School

John G. McLean Professor of Business Administration, Harvard Business School, Senior Associate Dean for International Development



**Jean Fleming\*\***

Client Executive, Business Transformation Services, Atos IT Services UK Ltd (United Kingdom) and Chief Diversity Officer



**Pasquale Pistorio\***

Chairman of the Pistorio Foundation (Switzerland), Honorary Chairman of STMicroelectronics Corporation



**Marie-Christine Lebert\*\*\***

Project leader, Worldline SA



**Vernon Sankey\***

Officer in companies, Former Chairman of Firmenich (Switzerland)

\* Independent Director

\*\* Director representing the employee shareholders

\*\*\* Director representing the employees



## Governance structure

### Audit Committee

4 members  
75% independent  
7 meetings in 2017  
Average attendance rate: **86%**  
**Independent Chairman**

### Board of Directors

12 directors  
70% independent  
20 meetings in 2017  
Parity (50% men and women)  
Average age of **63** years old  
Lead Independent Director  
Average attendance rate: **91%**  
50% directors of non-French nationality

### Nomination and Remuneration Committee

3 members  
100% independent  
5 meetings in 2017  
Attendance rate: **100%**

Report to

Appoint

Shareholders gathered in General Meeting

## Summary table

Name	Independent	Nationality	Age	Committee member*	Date of appointment/renewal	End of office term**
Thierry Breton	No	French	63		December 30, 2016	2019
Nicolas Bazire	Yes	French	60	N&R (Chairman)	May 24, 2017	2020
Valérie Bernis	Yes	French	59		May 24, 2017	2020
Roland Busch	No	German	53	A	May 24, 2017	2020
Jean Fleming	No: Director representing the employee shareholders	British	49		May 24, 2017	2020
Marie-Christine Lebert	No: Director representing the employees	French	55		December 18, 2017	2020
Bertrand Meunier	Yes	French	62	N&R/A	May 28, 2015	2018
Colette Neuville	Yes	French	81		May 24, 2017	2020
Aminata Niane	No	Senegalese	61		May 26, 2016	2019
Lynn Paine	Yes	American	68	A	May 26, 2016	2019
Pasquale Pistorio***	Yes	Italian	82	N&R	May 28, 2015	2018
Vernon Sankey	Yes	British	68	A (Chairman)	May 26, 2016	2019

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

\*\* The term of office will expire during the annual General Meeting held during the stated year

\*\*\* Lead Independent Director

# Agenda

## Ordinary items

- ▶ **Approval of the Company financial statements** for the financial year ending December 31, 2017
- ▶ **Approval of the consolidated financial statements** for the financial year ending December 31, 2017
- ▶ **Allocation of the net income** for the financial year ending December 31, 2017 and payment of the dividend
- ▶ **Option for the payment of the dividend in shares**
- ▶ **Approval of an overall amount of annual Directors' fees**
- ▶ Renewal of Mr **Bertrand Meunier** as member of the Board of Directors
- ▶ Renewal of Mr **Pasquale Pistorio** as member of the Board of Directors
- ▶ **Renewal of Deloitte & Associés' term of office** as statutory auditors
- ▶ **Acknowledgment of the termination of B.E.A.S.' term of office** as substitute statutory auditors
- ▶ **Approval of the elements of compensation and benefits** paid or awarded for the financial year ending December 31, 2017 to Mr. Thierry Breton, Chairman and Chief Executive Officer
- ▶ **Approval of the features and criteria for setting, allocating, and granting**, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer
- ▶ **Authorization granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

## Extraordinary items

- ▶ **Authorization granted to the Board of Directors** to reduce the share capital by cancelling self-owned shares
- ▶ **Delegation to the Board of Directors of authority** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities - while maintaining preferential subscription rights
- ▶ **Delegation to the Board of Directors of authority** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights
- ▶ **Delegation to the Board of Directors of authority** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in article L.411-2, II of the French Monetary and Financial Code, without preferential subscription rights
- ▶ **Delegation of powers to the Board of Directors** to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital
- ▶ **Delegation to the Board of Directors of authority** to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights
- ▶ **Delegation to the Board of Directors of authority** to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items
- ▶ **Delegation to the Board of Directors of authority** to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies
- ▶ **Authorization given to the Board of Directors** to grant free shares to the employees and executive officers of the Company and/or its affiliated companies
- ▶ **Amendment of article 27 of the Articles of Association** - Statutory auditors
- ▶ **Powers**

# How to participate to our General Meeting?

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

- ▶ by **participating personally**;
- ▶ by **voting by mail**;
- ▶ by **voting online**;
- ▶ by **being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice**, under the conditions provided for in article L. 225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

**Conditions to participate to this Meeting:**

- ▶ the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the Meeting, i.e. on May 22, 2018, at 0.00 Paris time.
- ▶ the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the Meeting, i.e. on May 22, 2018, at 0.00 Paris time by sending to the Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 or to the registered offices of the Company - Atos SE, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares ("*attestation de participation*") delivered by their bank or broker.

## A

### Procedure to participate to the General Meeting

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

▶ **You must ask for an admission card under the following conditions :**

**If you are the owner of registered shares, please:**

- ▶ send the form attached to the notice of meeting in the "T envelope" enclosed (**tick the A box**, date and sign at the bottom of the form), or
- ▶ log onto the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using your login information previously received; or
- ▶ you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;

**If you are the owner of bearer shares, please :**

- ▶ request from your bank or broker that an admission card be addressed to you; or
- ▶ log onto your bank or financial broker's web portal using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose bank or broker has adhered to the system.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators from Monday to Friday, between 8:30 am and 6:00 pm Paris time from France at 0.825.315.315, and from the other countries at +33 (0) 825.315.315 (cost: 0.15€/min including VAT).

## How to participate to our General Meeting?

### If you cannot attend the General Meeting

#### ▶ You have the possibility to:

- ▶ **Vote** or **give proxy** online;
- ▶ **Vote** or **give proxy** by postal mail.

#### A. Vote or give proxy by internet

##### Vote online

Atos SE gives shareholders access to a dedicated online voting website ahead of the General Meeting under the following conditions:

##### ▶ Owners of registered shares :

You should log onto the secure [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website using your usual previously communicated login information. You should then select the Atos SE Shareholders' Meeting in your list of transactions in progress on the home page. Follow the instructions and then click on "Vote" in the voting rights section. You will then be redirected automatically to the voting website. If you have lost or forgotten your login information, simply click on "Get your codes" on the login page.

##### ▶ Owners of bearer shares:

You should log onto the web portal of your bank or broker, with your usual login information, to connect to the Votaccess site and vote. You simply click on the icon displayed on the line corresponding to your Atos SE shares. You will only be able to vote in this way if your bank or broker is a member of the Votaccess system.

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*The Votaccess website will be open from **9:00 a.m. on May 3, 2018 until 3:00 p.m. on May 23, 2018 (Paris Time)**. To avoid overloading the dedicated site, we recommend that you do not wait until the last day to vote.*

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#### To give proxy online to the Chairman of the Meeting or any other person of your choice:

In accordance with article R. 225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to

connect to the Votaccess site as described above, and this no later than May 23, 2018 at 3 p.m. (Paris time).

If your bank or broker is not a member of the Votaccess system, you can give or withdraw proxy by sending an e-mail under the conditions set out in item B) below.

#### B. Vote or give proxy by postal mail

On the proxy form, enter your surname, first name and address (or if your name and address are already printed, check that they are correct), and date and sign the form.

- ▶ **If you would like to vote by postal mail:** Tick the Box "*I vote by post*" and follow the instructions set out in the "How to fill in your form" part hereafter.
- ▶ **If you would like to give proxy to the Chairman of the Meeting:** Tick the Box "*I hereby give my proxy to the Chairman of the General Meeting*" and follow the instructions set out in the "How to fill in your form" part hereafter.
- ▶ **If you would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:** Tick the Box "*I hereby appoint*" and follow the instructions set out in the "How to fill in your form" part hereafter.

## How to participate to our General Meeting?

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

### ▶ Registered shareholders:

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

### ▶ Bearer shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "*attestation de participation*" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by fax) to Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS (32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 Or via fax at +33 (0)2 51 85 57 01).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest on May 20, 2018.

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

▶ Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS30812 - 44308 Nantes Cedex 3; or

▶ The Company's registered offices - Atos SE, Legal and Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex;

at the latest on May 20, 2018.

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

# How to participate to our General Meeting?

## How to fill in your form?

### You will attend the General Meeting personally:

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

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

#### You would like to vote by postal mail :

- ▶ Tick the **B box** and follow the instructions ; and
- ▶ Date and sign the **H box**.
- ▶ **C box**: This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- ▶ **D box**: This box must be filled in case amendments or new resolutions were to be presented during the Meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting<sup>(1)</sup>, or give proxy to vote in your name by specifying the name of the proxy holder.

#### You would like to give proxy to the Chairman :

- ▶ Tick the **E box**; and
- ▶ Date and sign the **H box**.

It is specified that for any proxy granted by a shareholder without the name of the proxy holder, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

#### You would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:

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

*1) The Company being subject to the legal regime of the "Societas Europaea" (European Company), the required majority for the adoption of the decisions in general meetings is calculated on the basis of expressed votes. In this respect, the expressed votes shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or spoil ballot paper.*

**A** To attend the General Meeting personally: Tick here

**B** You would like to vote by mail: Tick here and follow the instructions

**C** Resolutions not agreed by the Board: if applicable

**D** Resolutions proposed during the meeting: Fill out this box

**E** You would like to give proxy to the Chairman of the General Meeting: tick here, date and sign at the bottom of the form without filling out anything else

**F** You wish to give proxy to an identified person: tick here and fill out this person's information

**G** Fill out here: your name, surname and address or please check them if they are already filled out

## How to participate to our General Meeting?

### **B** You wish to transfer your shares prior to the General Meeting, after having voted by mail, sent a proxy or requested an admission card or an « *attestation de participation* »

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

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

### **C** You wish to send a written question

**Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business day prior to the date of the General Meeting, i.e. on May 17, 2018:**

- ▶ at the registered offices, **by registered letter with acknowledgement of receipt** to the Chairman of the Board of Directors, Atos SE, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France; or
- ▶ to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net).

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

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

### **D** How do you come to the General Meeting?

**The Combined General Meeting of May 24, 2018 shall start at 2:30 pm sharp. Accordingly, you are requested:**

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

## How to participate to our General Meeting?



### By public transportation

Public transports schedules are subject to variations for instance in the event of a strike. We advise you to visit the dedicated websites of the SNCF and of the RATP

► **Tramway T2** - From Paris Porte de Versailles to Pont de Bezons via La Défense Grande Arche (From 5:30 am to 1 am the next day)

- From 7 to 10 am and from 4 to 8 pm: a train every 4' to 6'
- From 10 am to 4 pm: a train every 9'
- Before 7 am and after 8 pm: a train every 9' to 15'
- After 10 pm: a train every 15'
- After 11 am: a train every 20'

It is important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262.

#### ► RATP lines

- RATP Bus 262  
From Maisons-Laffitte (RER A) / Pont de Bezons
- RATP Bus 272 RATP Bus 367  
Argenteuil station /Sartrouville Rueil station (RER A) / Pont de Bezons  
via Nanterre Université



### By Atos shuttle

► **For the onward journey to the Atos Campus, from Argenteuil station (Transilien)** - From the train station St-Lazare, take the shuttle with the Atos logo on the sidewalk of the evangelical church located in front of the station, at 29 Boulevard Karl Marx, Argenteuil (departure from 7:45 am and then every 10 mn until 9:40 am)

► **For the return journey to Argenteuil station (Transilien)** and then to the train station St-Lazare or elsewhere, take the shuttle with the Atos logo in front of the access road to the River Ouest Campus located at the corner of rue Jean Jaurès and Bus stop Jaurès Branchard (departure at 5:10 pm, 5:30pm, and then every 10 minutes up until 7:00 pm).



### Taking the A86 by car

► **From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise.

► **From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot

Take the exit 2A or 2 Colombes, Petit-Colombes, La Garenne-Colombes, Bezons

At the crossing with Charles de Gaulle boulevard, take the Bezons bridge

After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest on the left or Jean Jaurès street on the right after McDonald's

The parking is open for your convenience.



# Report of the Board of Directors on the resolutions

## Ordinary items

### Approval of the Company and consolidated financial statements for the financial year ending December 31, 2017

#### 1<sup>st</sup> and 2<sup>nd</sup> resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2017. The management report on the 2017 financial year is included in the 2017 Registration Document of the Company.

### Allocation of the net income for the financial year ending December 31, 2017 and payment of the dividend and option for the payment of the dividend in shares

#### 3<sup>rd</sup> and 4<sup>th</sup> resolutions

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

In the scope of the 3<sup>rd</sup> resolution, we propose you to set the 2017 dividend at EUR 1.70 per share, which corresponds to an aggregate amount of Euros 178,691,880.70 calculated on the basis of the number of 105,445,349 shares, making up the share capital as at December 31, 2017, including 332,478 treasury shares at this date, whose amount may vary according to the evolution of the number of shares entitled to a dividend until its detachment date.

The ex-dividend date shall be May 31, 2018 and the dividend shall become payable on June 22, 2018.

When paid to individuals with tax residence in France, this dividend shall, as of right, be subject to a withholding tax of 12.8% (article 200 A,1 of the French General Tax Code). Nevertheless, upon the exercise of a global and irrevocable option, the dividend may be subject to the progressive tax scale (article 200 A,2 of the French General Tax Code). In such a case, the dividends shall first be subject to a non-definitive withholding tax of 12.8% and then be taken into account in the determination of the overall income subject to the progressive tax scale of the income tax, after a 40% deduction on the gross amount received (article 158-3-2° of the French General Tax Code). This option is to be exercised upon the filing of the income tax return and at the latest before the reporting deadline.

Besides, the dividend shall be subject to social contributions of 17.2%.

For the record, the following dividends were paid on the three financial years preceding the 2017 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividends per share (in €)	Total (in €)
2016	104,728,064	1.60 <sup>(2)</sup>	167,564,902.40
2015	103,214,932	1.10 <sup>(2)</sup>	113,536,425.20
2014	100,442,508	0.80 <sup>(2)</sup>	80,354,006.40

1) Number of shares having carried entitlement to dividend, net of treasury shares, on the ex-dividend date.

2) The dividend was eligible to the 40 per cent tax deduction.

#### Option for the payment of the dividend in shares<sup>(3)</sup>

We request you, in the scope of the 4<sup>th</sup> resolution, to grant to each shareholder the possibility to opt for the payment in cash or in shares of the dividend, which is subject to the 3<sup>rd</sup> resolution, it being specified that the option for payment of dividend in shares shall apply to the entire amount of dividend to which he is entitled.

The shareholders shall have the possibility to opt for the payment of the dividend in cash or in new shares between May 31, 2018 and June 13, 2018 inclusive, by sending their request to their financial intermediaries authorized to pay the said dividend or, for the shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale - département des titres et bourse - 32 rue du Champ-de-Tir - CS 30812 - 44308 Nantes Cedex 3). After June 13, 2018, the dividend shall only be paid in cash. For the shareholders who did not opt for the payment of the dividend in shares, the dividend shall be paid as from June 22, 2018, after the end of the option period. For the shareholders who opted for the payment of the dividend in shares, the delivery of the new shares shall occur as from the same date.

In case of exercise of the option, the new shares shall be issued at a price equal to 95% of the average opening share prices on the regulated market of Euronext Paris, over the twenty trading sessions preceding the General Meeting, reduced by the amount of the dividend that is subject to the 3<sup>rd</sup> resolution and rounded up to the next highest Euro cent. Said shares shall carry entitlement to dividends as from January 1, 2018.

3) The option to receive the dividend payment in shares, as described here above, is not available to shareholders residing in a country where such option would require registration or authorization by local market authorities. Shareholders residing outside France are required to seek information on any restrictions which may apply under their local law and comply therewith. In any event, this option is open to shareholders residing in a Member State of the European Union. In making their decision to receive or not the dividend in shares, shareholders must consider the risks associated with an investment in shares.

## Report of the Board of Directors on the resolutions

### Approval of an overall amount of annual Directors' fees

#### 5<sup>th</sup> resolution

We request you to approve for the financial year 2018, an overall amount of annual Directors' fees of Euros 500,000 compensating the general activity of the Board of Directors, and to authorize the Board of Directors to distribute such Directors' fees among the members of

the Board of Directors according to the terms which it shall present in its report on corporate governance.

### Renewal of the mandates of Directors

#### 6<sup>th</sup> and 7<sup>th</sup> resolutions

The Board of Directors is composed of 12 members which are renewed as per a rotation mechanism as indicated in the table below:

Name	Nationality	Age	Date of appointment/renewal	Committee member	End of office term	Number of shares held on 12/31/2017
Thierry Breton	French	63	December 30, 2016		AGM* 2019	537,000
Nicolas Bazire <sup>(1)</sup>	French	60	May 24, 2017	N&R*	AGM 2020	1,024
Valérie Bernis	French	59	May 24, 2017		AGM 2020	500
Roland Busch	German	53	May 24, 2017	A*	AGM 2020	1,000
Jean Fleming <sup>(2)</sup>	British	49	May 24, 2017		AGM 2020	1,072
Marie-Christine Lebert <sup>(3)</sup>	French	55	December 18, 2017		AGM 2020	10
Bertrand Meunier	French	62	May 28, 2015	N&R/A	AGM 2018	1,000
Colette Neuville	French	81	May 24, 2017		AGM 2020	1,012
Aminata Niane	Senegalese	61	May 26, 2016		AGM 2019	1,012
Lynn Paine	American	68	May 26, 2016	A	AGM 2019	1,000
Pasquale Pistorio	Italian	82	May 28, 2015	N&R	AGM 2018	1,000
Vernon Sankey <sup>(4)</sup>	British	68	May 26, 2016	A	AGM 2019	1,000

\* AGM: Annual General Meeting; N&R: Nomination and Remuneration Committee; A: Audit Committee.

1) Chairman of the Nomination and Remuneration Committee.

2) Director representing the employee shareholders appointed.

3) Director representing the employees.

4) Chairman of the Audit Committee.

In this context, the terms of office of Mr. Bertrand Meunier and Pasquale Pistorio, two independent directors, expire at the end of this General Meeting.

On December 18, 2017, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, examined the composition of the Board of Directors and approved the diversity policy applicable at Board level. All the specific objectives set by the Board are transcribed in part G.2.3.4. of the 2017 Registration Document. In that context, the Board addressed the diversity of skills and professional experience within the Board and considered that the current diversity of skills is satisfactory and should be upheld.

#### Renewal of Mr. Bertrand Meunier's term of office as Director

Mr. Bertrand Meunier was appointed member of the Supervisory Board on July 3, 2008, and then Director on February 10, 2009. His term of office has been renewed since that date. He is an independent Director and actively takes part in the Company's governance through his membership in the Nomination and Remuneration Committee and the Audit Committee. Mr. Meunier has extensive knowledge of

accounting and corporate finance due to his long-standing experience as manager of private equity investment funds (formerly PAI Partners - now CVC Capital). Besides, the Board has noted Mr. Meunier's dedication to the Board's works and those of its committees through his strong individual attendance rate at the Board and committees meetings (Board : 95% - committees : 100%).

Consequently, the Board considers that Mr. Meunier's remaining in office is in the Company's interest and consistent the Board's diversity policy, and requests, pursuant to the 6<sup>th</sup> resolution, that you renew Mr. Meunier's term of office for a period of three (3) years.

#### Renewal of Mr. Pasquale Pistorio's term of office as Director

Under the 7<sup>th</sup> resolution, and by exception to the provisions of article 14 of the Articles of Association, the Board also proposes that you renew Mr. Pasquale Pistorio's term of office for a period of one (1) year.

Mr. Pasquale Pistorio was appointed Director of the Company on February 10, 2009. His term of office has been renewed since that date. He is an independent Director, and in addition to his membership in

## Report of the Board of Directors on the resolutions

the Company's Nomination and Remuneration Committee, has been appointed lead independent Director of the Company since 2010. In that respect, he is in charge of ensuring continuous commitment and the implementation of best corporate governance standards by the Board of Directors. Mr. Pistorio has a deep knowledge of the Company, the operation of its governance and its industry thanks to the executive functions he has exercised throughout his professional career, in particular with STMicroelectronics. His strong dedication to the Company is reflected in the individual attendance rate at the Board and Nomination and Remuneration Committee meetings (100%).

Nevertheless, in the context of its diversity policy, the Board has indicated that the limit of one third of the Directors exceeding 70 years old set by the Articles of Association is closely monitored.

Given the above, and on the basis of the works of the Nomination and Remuneration Committee, the Board of Directors carefully examined Mr. Pistorio's renewal of term of office, with a view to uphold his contribution to the works of the Board. Consequently, on the recommendation of the Nomination and Remuneration Committee, your Board of Directors has decided to propose the renewal of Mr. Pistorio's term of office for an exceptional duration of one (1) year so as to prepare a smooth transition for his seat on the Board of Directors.

Additional information on the candidates to the Board of Directors can be found in pages 51 to 53 of this brochure.

### **Statutory auditors: renewal of a term of office and acknowledgement of the expiration of another term of office**

#### **8<sup>th</sup> and 9<sup>th</sup> resolutions**

The statutory auditors are, by law, entrusted with a general mission of control and supervision over the Company. In particular, in complete independence, they must certify that the accounts (company and consolidated accounts) of the closed financial year, submitted to your approval, are true and accurate. Under current legislation, the Company must designate at least two incumbent statutory auditors, independent from one another. Until law n°2016-1691 "Sapin 2" dated December 9, 2016 came into force, the Company was also under the obligation to designate substitute statutory auditors to replace the incumbent auditors in the case of their refusal to take the office, unavailability or resignation.

Since law "Sapin 2" came into force, on December 11, 2016, the designation of a substitute statutory auditor is not required anymore so long as the incumbent statutory auditor is not an individual or a one-person company. In that context, the Company may decide neither to renew nor to replace a substitute statutory auditor whose term of office is expiring.

As of this day, the incumbent statutory auditors are Deloitte & Associés and Grant Thornton. Substitute statutory auditors are respectively B.E.A.S. and IGEC.

#### **Proposal to renew the term of office of Deloitte & Associés**

Deloitte & Associés' term of office as incumbent statutory auditors was renewed for a duration of six (6) years by the Ordinary General Meeting of May 30, 2012. Its term of office shall expire at the end of the General Meeting of May 24, 2018.

After careful review, the Company's Audit Committee recommended the Board of Directors to propose the renewal of Deloitte & Associés' term of office as incumbent statutory auditors.

The Board of Directors approved this proposal and recommends that, under the 8<sup>th</sup> resolution, you decide in favor of the renewal of Deloitte & Associés' term of office for six (6) years in accordance with the law. The term of office would expire at the end of the General Meeting called to rule in 2024 on the financial statements for the financial year ending December 31, 2023.

#### **Proposal not to renew B.E.A.S**

Under the 9<sup>th</sup> resolution, it is proposed to acknowledge the expiration of B.E.A.S' term of office as substitute statutory auditors at the end of the General Meeting, in accordance with applicable legal provisions, and to decide not to replace it.

### **Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2017 to Mr. Thierry Breton, Chairman and Chief Executive Officer**

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

Under the 10<sup>th</sup> resolution, you are requested, in accordance with article L.225-100-II of the French Commercial Code, to approve the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2017 to Mr. Thierry Breton, as described in the Company's report on corporate governance, and reproduced in the 2017 Registration Document, Section G.

In this context, the elements of compensation and benefits related to financial year 2017 paid or awarded to Mr. Thierry Breton, Chairman and Chief Executive Officer, by the Board of Directors, on the proposal of the Nomination and Remuneration Committee, are reproduced hereafter.

It is recalled that on the occasion of the presentation of the new 2017-2019 strategic plan, the Company submitted to its shareholders' vote, during the General Meeting held on December 30, 2016, a specific resolution on the elements of the compensation of the Chairman and Chief Executive Officer. This vote offered the shareholders, by anticipation of the new legal framework defined by the Sapin 2 law, the possibility to vote on all the various elements making up the compensation of the Chairman and Chief Executive Officer, which are consubstantial to the strategic plan, and as they have been decided by the Board of Directors on November 24, 2016. The shareholders approved this resolution with 81.73% of the vote.

## Report of the Board of Directors on the resolutions

### Elements of the compensation and benefits paid or awarded to Mr. Thierry Breton, Atos SE Chairman and Chief Executive Officer, related the financial year 2017, submitted to the shareholders' vote

Compensation Components	Amounts	Comments																																					
<b>Fixed compensation</b>	€ 1,400,000	The fixed compensation paid to the Chairman and CEO has been approved by the General Meeting of Shareholders on May 24, 2017 under the 13 <sup>th</sup> resolution.																																					
<b>Variable compensation</b>	€ 1,840,410 due with respect to the 2017 year i.e. 111.5% of the annual target variable compensation	<p>As a reminder, the nature and weighting of each indicator for the 2017 variable compensation of the Chairman and CEO are the following:</p> <ul style="list-style-type: none"> <li>▶ Group Operating Margin (40%);</li> <li>▶ Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%);</li> <li>▶ Group Organic Revenue Growth (30%).</li> </ul> <p>Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on July 25, 2017 and February 20, 2018: for the first semester of 2017, the variable bonus of the Chairman and CEO, stood at € 1,024,980 (124.2% of the semester on-target bonus), and at € 815,430 (98.8% of the semester on-target bonus) for the second semester of 2017. .</p> <table border="1"> <thead> <tr> <th rowspan="2">Indicators</th> <th colspan="2">First-half of 2017</th> <th colspan="2">Second-half of 2017</th> </tr> <tr> <th>Weight</th> <th>Payout*</th> <th>Weight</th> <th>Payout*</th> </tr> </thead> <tbody> <tr> <td>Group Operating Margin</td> <td>40%</td> <td>&gt; 100%</td> <td>40%</td> <td>&lt;100%</td> </tr> <tr> <td>Group Free Cash Flow <sup>(1)</sup></td> <td>30%</td> <td>&gt; 100%</td> <td>30%</td> <td>&lt;100%</td> </tr> <tr> <td>Group Organic Revenue Growth</td> <td>30%</td> <td>&gt; 100%</td> <td>30%</td> <td>&lt;100%</td> </tr> <tr> <td>Payout in % of the semester on-target bonus</td> <td></td> <td>124.2%</td> <td></td> <td>98.8%</td> </tr> </tbody> </table> <p><i>* On the basis of the elasticity curve capped at 130%.</i>  <i>1) Before acquisitions/disposal and variation of equity and dividends.</i></p> <p>Budget achievements are as follows:</p> <table border="1"> <thead> <tr> <th>Budget</th> <th>2017</th> </tr> </thead> <tbody> <tr> <td>Group Operating Margin</td> <td>102.8%</td> </tr> <tr> <td>Group Free Cash Flow<sup>(1)</sup></td> <td>103.6%</td> </tr> <tr> <td>Group Organic Revenue Growth</td> <td>100.9%</td> </tr> </tbody> </table> <p>Objectives which are set every semester on the basis of the Company's budget are in line with the financial guidance announced to the market at the beginning of the year.</p>	Indicators	First-half of 2017		Second-half of 2017		Weight	Payout*	Weight	Payout*	Group Operating Margin	40%	> 100%	40%	<100%	Group Free Cash Flow <sup>(1)</sup>	30%	> 100%	30%	<100%	Group Organic Revenue Growth	30%	> 100%	30%	<100%	Payout in % of the semester on-target bonus		124.2%		98.8%	Budget	2017	Group Operating Margin	102.8%	Group Free Cash Flow <sup>(1)</sup>	103.6%	Group Organic Revenue Growth	100.9%
Indicators	First-half of 2017			Second-half of 2017																																			
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Group Organic Revenue Growth	100.9%																																						

## Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments
<b>Benefits in kind</b>	€ 6,354	Thierry Breton, Chairman and CEO, has a company car with driver.
<b>Multiannual equity-based compensation</b>	<p>No stock-option Grant</p> <p>-</p> <p>Grant of 38,738 Performance Shares</p> <p>Shares valuation</p> <p>€ 2,876,186</p> <p>Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.</p>	<p>The Board of Directors decided, during its meeting held on July 24, 2017, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of a theoretical maximum number of 43,000 performance shares to be issued in favor of the Chairman and Chief Executive Officer.</p> <p>Performance conditions to be achieved over the three years 2017, 2018 and 2019 of the new plan relate to internal financial criteria linked to profitability, free cash flow and revenue growth, identical to those of the previous plan of July 26, 2016. As for the July 26, 2016 plan, the plan also provides for an external condition linked to the social and environmental performance of the Company.</p> <p>Additional requirements in respect of the achievement of financial objectives in connection with the 2017-2019 strategic plan and with regard to the social and environmental performance of the Company for maintaining a high level of recognition over the period have been introduced. Thus, performance conditions of the previous plans, to be fulfilled for each of the three years 2017, 2018, and 2019 are maintained but they now allow the beneficiary to acquire, assuming their achievement, a reduced number of shares corresponding to 70% of the number initially allocated, the remaining 30% being a variable component depending on the level of achievement of financial performance and social responsibility objectives.</p> <p>This allocation was decided further to its approval by the Combined General Meeting of May 24, 2017 under the thirteenth resolution ("Say on Pay ex ante") and pursuant to the authorization granted for thirty-eight months by the Combined General Meeting of May 26, 2016 (twentieth resolution). After having consulted the Nomination and Remuneration Committee, the Board of Directors decided to simplify the future performance shares awards to the Chairman and CEO by replicating the new plan structure approved at the specific shareholders' meeting convened on July 24, 2017, while strengthening the conditions demanded and enhancing its alignment with the strategic plan (see section G.3.2.1 3° of the 2017 Registration Document - Multiannual equity-based compensation).</p> <p>The vesting of the performance shares allocated in 2017 is also subject to the achievement of the following internal and external performance conditions, appraised for each of the three years 2017, 2018, and 2019.</p> <p><b>a. Allowing the vesting of 70% of the performance shares:</b></p> <p><b>Internal performance conditions</b></p> <p>For each of the three years 2017, 2018, and 2019:</p> <ul style="list-style-type: none"> <li>▶ the <b>Group free cash flow</b> before dividend and acquisition/sales results is at least equal to one of the following amounts: <ul style="list-style-type: none"> <li>(i) 85% of the amount of the Group free cash flow, before dividends and acquisition/sales results, as mentioned in the Company's budget of the year in question; or</li> <li>(ii) the amount of the Group free cash flow before dividends and acquisition/sales results for the previous year with a 10% increase.</li> </ul> </li> <li>▶ the <b>Group operating margin</b> is at least equal to one of the following amounts: <ul style="list-style-type: none"> <li>(i) 85% of the amount of the Group's operating margin as mentioned in the Company's budget of the year in question; or</li> <li>(ii) the amount of the Group operating margin for the previous year with a 10% increase.</li> </ul> </li> </ul>

## Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments
		<p>► <b>Revenue growth</b> of the year in question is at least equal to 85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year.</p> <p>It being specified that for each year, at least 2 of 3 internal performance criteria must be met. If one criterion is not met for the year in question, this criterion becomes compulsory for the following year.</p> <p><b>External performance condition</b></p> <p>For the years 2017, 2018, and 2019, the Atos Group must at least achieve the qualification of "GRI standards comprehensive" (highest ranking of the Global Reporting Initiative) or be part of the Dow Jones Sustainability Index (Europe or World). The condition is achieved as soon as this criterion is validated for at least two years over the 3-year period.</p> <p><b>b. Allowing the vesting of the remaining 30% of the performance shares:</b></p> <p>Assuming the achievement of the performance conditions stated above and the compliance with the employment condition, the additional 30% is subject to:</p> <ul style="list-style-type: none"> <li>(i) the effective performance of the Group over the 2017-2019 period as measured based on the average of annual achievement rates (weighting 40% Operating Margin, 30% Free Cash Flow and 30% Organic Growth) underlying the variable compensation of Group Managers (the "Average Group Multiplier"), including that due to the Chairman and Chief Executive Officer, as well as</li> <li>(ii) the fulfilment, over the whole period of the social responsibility condition as described above.</li> </ul> <p>Vesting criteria applicable to the remaining 30% of the grant (i.e. from 70% up to 100%) are determined as follows:</p> <p><b>Additional internal performance conditions for the vesting of 15% of performance shares</b></p> <p>A progressive vesting up to 15% of total number of granted shares is defined based on the achievement rate reflected by the Average Group Multiplier (AGM) over the years 2017, 2018 and 2019:</p> <ul style="list-style-type: none"> <li>► If Average Group Multiplier (AGM) is below 85%, there is no complementary vesting (0%);</li> <li>► If Average Group Multiplier (AGM) is in between 85% and 100%, the complementary vesting represents (AGM - 85%) performance shares, i.e. from 0 to 15% of performance shares;</li> <li>► If Average Group Multiplier is above 100% (over performance vs. budget objectives), 15% of performance shares are vested (ceiling).</li> </ul> <p><b>Additional requirement on external performance condition for the vesting of 15% of performance shares</b></p> <p>If the external performance condition stated above is met 3 years in a row over the 2017-2019 period then the condition is achieved and 15% of the initially granted shares are vested.</p> <p>Subject to the performance conditions and the preservation of corporate officer status by the beneficiary during the vesting period, except in the event of death, disability or retirement, being achieved, the performance shares granted will be acquired on July 31, 2020. The final number of vested shares will be capped at 38,738 shares. The beneficiary is required to remain owner of 15% of his acquired shares for the duration of his duties and cannot conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate of the Chief Executive Officer.</p>

## Report of the Board of Directors on the resolutions

Compensation Components	Amounts	Comments																						
<b>Other compensation elements</b>	N/A	<p>As a reminder, the Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, the Chairman and CEO has declined to accept his Director's fees.</p>																						
<b>Defined Benefit Supplementary Pension scheme</b>	Does not apply	<p>The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L.137-11 of the French Social Security Code.</p> <p>This pension benefit that has been confirmed by the shareholders when they voted a specific resolution during the General Meeting held on December 30, 2016, is described in the section G.3.2.1 of the Registration Document.</p> <p>On February 20, 2018, the Board of Directors verified the completion of the performance conditions for the year 2017, thus validating pension rights for the four quarters of the year 2017.</p> <table border="1" data-bbox="496 974 1484 1574"> <thead> <tr> <th data-bbox="496 974 1284 1025"><b>Group Operating Margin</b></th> <th data-bbox="1284 974 1484 1025"><b>2017</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="496 1025 1284 1070">Budget achievement (%)</td> <td data-bbox="1284 1025 1484 1070">102.8%<sup>(1)</sup></td> </tr> <tr> <td data-bbox="496 1070 1284 1115">85% of budget or +10% vs previous year achieved</td> <td data-bbox="1284 1070 1484 1115">YES</td> </tr> <tr> <th data-bbox="496 1115 1284 1167"><b>Group Free Cash Flow</b></th> <th data-bbox="1284 1115 1484 1167"><b>2017</b></th> </tr> <tr> <td data-bbox="496 1167 1284 1211">Budget achievement (%)</td> <td data-bbox="1284 1167 1484 1211">103.6%<sup>(1)</sup></td> </tr> <tr> <td data-bbox="496 1211 1284 1256">85% of budget or +10% vs previous year achieved</td> <td data-bbox="1284 1211 1484 1256">YES</td> </tr> <tr> <th data-bbox="496 1256 1284 1308"><b>Group Organic Revenue Growth</b></th> <th data-bbox="1284 1256 1484 1308"><b>2017</b></th> </tr> <tr> <td data-bbox="496 1308 1284 1352">Budget achievement (%)</td> <td data-bbox="1284 1308 1484 1352">100.9%<sup>(1)</sup></td> </tr> <tr> <td data-bbox="496 1352 1284 1397">Group revenue growth objective</td> <td data-bbox="1284 1352 1484 1397">YES</td> </tr> <tr> <th data-bbox="496 1397 1284 1449"><b>Environmental and Social Responsibility <sup>(2)</sup></b></th> <th data-bbox="1284 1397 1484 1449"><b>2017</b></th> </tr> <tr> <td data-bbox="496 1449 1284 1574">"Qualified "GRI standards comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)</td> <td data-bbox="1284 1449 1484 1574">YES</td> </tr> </tbody> </table> <p>1) Targets adjusted to reflect actual 2017 exchange rates and Unify S&amp;P integration.</p> <p>2) In 2017 the Atos performance was recognized both in the Dow Jones Sustainability Index World and in the Dow Jones Sustainability Index Europe.</p> <p>Assuming the Chairman and CEO was entitled to the pension supplement as from the day after the closing of the financial year, the gross amount of the pension supplement would be estimated at € 638 thousand per annum. The pension supplement will be subject to the following social contributions payable exclusively by the beneficiary: CSG/CRDS (8.8%), Health Contribution (1%), CASA (0.3%) and a special contribution of up to 14%. In addition, the pension supplement will be subject to income tax. The employer will pay an annual contribution at the rate of 32% on the pension amount paid. Pensions are paid by an insurer and Atos funds its commitments when beneficiaries retire.</p>	<b>Group Operating Margin</b>	<b>2017</b>	Budget achievement (%)	102.8% <sup>(1)</sup>	85% of budget or +10% vs previous year achieved	YES	<b>Group Free Cash Flow</b>	<b>2017</b>	Budget achievement (%)	103.6% <sup>(1)</sup>	85% of budget or +10% vs previous year achieved	YES	<b>Group Organic Revenue Growth</b>	<b>2017</b>	Budget achievement (%)	100.9% <sup>(1)</sup>	Group revenue growth objective	YES	<b>Environmental and Social Responsibility <sup>(2)</sup></b>	<b>2017</b>	"Qualified "GRI standards comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES
<b>Group Operating Margin</b>	<b>2017</b>																							
Budget achievement (%)	102.8% <sup>(1)</sup>																							
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Group revenue growth objective	YES																							
<b>Environmental and Social Responsibility <sup>(2)</sup></b>	<b>2017</b>																							
"Qualified "GRI standards comprehensive" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES																							

## Report of the Board of Directors on the resolutions

### Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer

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

In the context of the 11<sup>th</sup> resolution, you are requested, in accordance with article L.225-37-2 of the French Commercial Code, to approve the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and fringe benefits of all kinds attributable to the Chairman and Chief Executive Officer by reason of his office, for the 2018 financial year and constituting the compensation policy applicable to him.

These principles and criteria, set by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, are presented in the Company's corporate governance report, included in the 2017 Registration Document in Section G, and are reproduced hereafter.

It is recalled that on the occasion of the presentation of the new 2017-2019 strategic plan, the Company submitted to its shareholders' vote, during the General Meeting held on December 30, 2016, a specific resolution on the elements of the compensation of the Chairman and Chief Executive Officer. This vote offered the shareholders, by anticipation of the new legal framework defined by the Sapin 2 law, the possibility to vote on all the various elements making up the compensation of the Chairman and Chief Executive Officer, which are consubstantial to the strategic plan, and as they have been decided by the Board of Directors on November 24, 2016. The shareholders approved this resolution with 81.73% of the vote.

In compliance with article L.225-100 of the French Commercial Code, the amounts resulting from the implementation of these principles and criteria will be submitted to the shareholders' approval during the General Meeting called to rule on the financial statements for the financial year ending in 2018.

#### Features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer

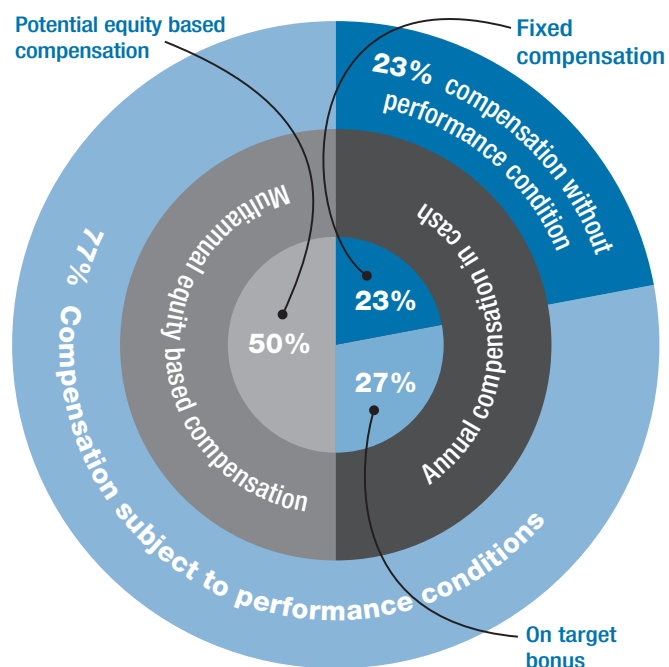
The principles of the compensation of the Chairman and CEO of Atos SE are proposed by the Nomination and Remuneration Committee, approved by the Board of Directors and submitted to the Shareholders' vote.

The principles governing the determination of the compensation of the Chairman and CEO are established in the framework of the AFEP-MEDEF Code to which the Company is referring:

- ▶ Principle of balance: the Nomination and Remuneration Committee ensures that no element represents a disproportionate share of the Chairman and CEO's compensation.

- ▶ Principle of competitiveness: The Nomination and Remuneration Committee also ensures the competitiveness of the remuneration of the Chairman and CEO, through regular compensation surveys.
- ▶ Related to performance: The Chairman and CEO's compensation is closely linked to Company performance, notably through a variable compensation plan determined on a half-year basis. The payment of the semester bonuses is subject to the achievement of precise, simple, and measurable objectives which are closely linked to Company's objectives, as regularly disclosed to the shareholders. In order to develop a community of interest with the Group's shareholders and to associate Atos managers and Chairman and CEO with the performance and financial results of the Company in a long-term perspective, a part of their compensation is equity based, including performance shares. Finally, the compensation policy of the Chairman and CEO supports Atos' commitment to corporate responsibility. In this context, performance criteria related to the social and environmental responsibility of the Company have been established in the performance share plans granted as from 2013.

In accordance with these general principles of compensation, the Board of Directors, during its meeting on November 24, 2016, upon recommendation of the Nomination and Remuneration Committee, set the compensation of the Chairman and CEO applicable throughout the plan 2017-2019 based on comparisons with nation-wide, European, international and sectoral references and taking into account, in particular, the Chairman and CEO compensation history with regard to the performance of the Company under its various mandates. As a reminder, the Chairman and CEO's compensation remained unchanged from January 1, 2012 to December 31, 2016, period during which the Company's revenue grew by 40% and its market capitalization multiplied by almost 4.





## Report of the Board of Directors on the resolutions

Therefore, this compensation results from a balance between the performance of the Chairman and CEO, Atos SE social interest and market practices.

On the occasion of the presentation of the new 2017-2019 strategic plan, Atos submitted to its shareholders' vote, during the General Meeting held on December 30, 2016, a specific resolution on the elements of the compensation of the Chairman and CEO. This vote offered the shareholders, by anticipation of the new legal framework defined by the Sapin 2 law, the possibility to vote on all the various elements composing the compensation of the Chairman and Chief Executive Officer, which are consubstantial to the strategic plan, and as they have been decided by the Board of Directors. The shareholders approved this resolution with 81.73% of the vote.

These elements include as from January 1, 2017 **for the duration the 3-year plan "2019 Ambition"**:

### 1. Fixed compensation

The fixed annual compensation paid to the Chairman and CEO as from January 1, 2017, amounts to € 1.4 million.

### 2. Variable compensation

The on-target annual variable compensation amounts to € 1.65 million, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.

The variable compensation of the Chairman and CEO is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. The objectives are fully aligned with the Group Ambitions, as they are regularly presented to the shareholders.

In order to monitor Company's performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the Chairman and CEO are set and reviewed on a half-year basis. Thus, objectives for the first-half of the year are set on the basis of the Company's budget approved by the Board of Directors in December and objectives for the second-half of the year on the basis of the "Full Year Forecast 2" approved in July.

For both semesters of 2017 and 2018, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and CEO are as follows:

- ▶ Group Operating Margin (40%);
- ▶ Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%);
- ▶ Group Organic Revenue Growth (30%).

The Board of Directors sets the biannual objectives on which the variable compensation of the Chairman and CEO is based on in connection with the Group ambition to deliver in the context of its 3-year strategic plan, defined targets in terms of revenue organic growth, operating margin and its conversion into free cash flow. The underlying biannual objectives are determined by the Board of Directors in order to carry out the achievement of the financial

objectives announced to the market (refer to the section E.2. of the 2016 and 2017 Registration Document).

Thus, for each performance indicator, the Board of Directors sets:

- ▶ a predefined target, aligned with the strategic plan (budget), the attainment of which resulting in 100% achievement for getting the on-target variable compensation in respect of this indicator ;
- ▶ a floor which defines the threshold below which no variable compensation for that component is due;
- ▶ a cap which defines the threshold above which the variable compensation for that indicator is capped at 130% of its on-target amount.

The elasticity curve accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

Pursuant to the provisions of the so-called "Sapin 2" law, the payment of the variable compensation due for the second semester 2017 is subject to the approval of the Shareholders' General Meeting which will validate the 2017 consolidated financial statements. According to the article L.225-37-2 of the French Commercial Code (Code de Commerce), the payment of the variable compensation due for the first and the second semester 2018 will be subject to the approval of the Shareholders' General Meeting which will validate the 2018 consolidated financial statements.

### 3. Multiannual equity-based compensation

Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly the first managerial and technology experts lines of Atos, including the Chairman and CEO.

The total equity based compensation of the Chairman and CEO is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation of the Chairman and CEO. This 50% cap will be assessed over the duration of the 2017-2019 strategic plan and not on a yearly basis. Thus, every year, the Board of Directors will adapt the equity based compensation on the basis of equity granted for the past financial year, in order to comply with this cap.

In the context of the grant decision, the Board of Directors sets the percentage of acquired equity instruments (at least 15%) that the Chairman and CEO must remain owner for the duration of his duties. The Chairman and CEO is asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award during the whole duration of his mandate.

After having consulted the Nomination and Remuneration Committee, the Board of Directors plans, for the 2018 grant of performance shares for the Chairman and CEO, to replicate the new structure of performance share plan approved by the Extraordinary General Meeting of July 24, 2017 for top managers of the Group, excluding the Chairman and CEO in order to enhance the alignment with the strategic plan while making the acquisition more demanding.

## Report of the Board of Directors on the resolutions

Specifically, the 2018 grant of performance shares will be governed by the following features and conditions:

- ▶ A vesting period maintained at three (3) years from the grant date.
- ▶ Three (3) Internal Financial Performance Indicators and one (1) external performance condition, the achievement of which each and every year conditions the vesting of all (100%) of the equity instruments.
- ▶ In the event that: (i) the first two (2) years are validated, and (ii) for the third year, only two (2) Internal Financial Performance Indicators are fulfilled, and (iii) the third Internal Financial Performance Indicator for this last year reaches at least 85% completion, the grant of equity instruments shall be reduced to 75% of the initially granted aggregate number.
- ▶ The partial or total vesting as described above remaining subject to the fulfillment of a supplementary external performance condition related to corporate social responsibility for each of the three (3) years and the preservation of corporate officer status by the beneficiary during the vesting period, except in the event of death, disability or retirement.

The three (3) Internal Financial Performance Indicators will be directly connected to key success factors for the achievement of the Group's ambitions: (i) Revenue organic growth, and (ii) Operating Margin, and (iii) Operating margin conversion rate into Free Cash Flow.

Their target achievement levels will be set each year by the Board of Directors of the Company and shall be in line with the minimum financial levels to be achieved every year in order to be in line with the objectives of the three-year plan. These indicators shall be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

The supplementary external performance condition will be validated if, and only if, the Company is part of the Dow Jones Sustainability Index (World or Europe) or is granted at least Ecovadis Silver rating for each of the 3-years of the plan.

These objectives are summarized in the following table:

Criteria	2018	2019	2020	Vesting
Revenue Organic Growth*	Target 2018	Target 2019	Target 2020	
Operating Margin (OM)	Target 2018	Target 2019	Target 2020	
Operating Margin conversion rate in Free Cash Flow	Target 2018	Target 2019	Target 2020	
DJSI (World or Europe) Or Ecovadis (Silver)	Achieved	Achieved	Achieved	
Test of each year validation	✓	✓	✓	100%
	✓	✓	☐ <sup>(1)</sup>	75%
	Other cases			0%

\* At constant scope and exchange rate

(1) at least two internal targets are achieved with the remaining third > 85% achieved

### 4. Benefits in kind

The benefits in kind granted to the Chairman and CEO since his appointment remained unchanged and include a company car with driver. The total amount of the benefits in kind is valued at € 6,354 for the year 2017 and no significant change in this total amount is expected for the year 2018.

### 5. Other compensation elements

As in the previous years, the Chairman and CEO has renounced to the Director's fees he is entitled to for the year 2018. The Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any

## Report of the Board of Directors on the resolutions

compensation for non-compete clause in the event of termination of his mandate. There is no other multiannual compensation than the one stated in paragraph 3 and there is no need to pay compensation or benefit due or likely to be due for taking office.

### 6. Commitments stated in the first and sixth paragraph of the article L.225-42-1 of the French Commercial Code

Supplementary Pension Plan: The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L.137-11 of the French Social Security Code. The beneficiary group is thus wider than the inner circle of executive Directors.

The implementation of the Pension Plan of the Executive Committee members for the benefit of the present Chairman and CEO was authorized by the Board of Directors on March 26, 2009, was approved by the General Meeting of Shareholders on May 26, 2009 under the 4<sup>th</sup> resolution, and confirmed by the Board of Directors on December 17, 2009.

Atos SE and Atos International SAS examined, end of 2014 and beginning of 2015, the opportunity of strengthening the conditions for the acquisition of pension rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria.

In this context, on the basis of the report and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company authorized on March 26, 2015 the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International SAS, because it also applies to the Chairman and Chief Executive Officer. These modifications were approved by the General Meeting of Shareholders on May 28, 2015 under the 10<sup>th</sup> resolution.

Within the framework of the renewal of the mandate as Chairman and Chief Executive Officer, pursuant to article L.225-42-1 of the French Commercial Code, the Board of Directors, on November 24, 2016, acknowledged the compliance of the commitment with the Macron law provisions (cap on the rights granted, performance conditions) and authorized the continuance of the collective supplementary pension scheme with defined benefits to the benefit of the Chairman and Chief Executive Officer. The continuance of this commitment was approved by the General Meeting of Shareholders on December 30, 2016 under the 2<sup>nd</sup> resolution with 89.68% of the vote.

#### **Performance conditions for pension rights acquisition in respect of the supplementary pension scheme**

According to new plan rules, the acquisition of rights under the supplementary pension scheme is now subject to performance

conditions set annually by Atos SE Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider more relevant.

Each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.

Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement.

The periods prior to January 1, 2015 are also subject to performance conditions and, likewise, will only be taken into account to determine the amount of the pension supplement if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of performance shares plans, were met.

Thus failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the pension supplement.

Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry Breton will hence benefit to a pension supplement. Failing that, he will not be provided with any additional pension.

For the year 2017, the Board of Directors, during its meeting on February 21, 2017, decided to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 26, 2016.

For the year 2018, the Board of Directors decided on February 20, 2018, to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 24, 2017 as described in the section G.3.3.2 of the Registration Document.

#### **Terms and conditions for determining the amount of the Executive Director's pension supplement**

The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation, multiplied by twelve.

## Report of the Board of Directors on the resolutions

For the assessment of this reference compensation, only the followings are taken into account:

- ▶ the fixed compensation of the Executive Director;
- ▶ the annual on-target bonus actually paid to the Executive Director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation.

### Cap on the Executive Director's pension supplement

The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer cannot be superior to the difference between:

- ▶ 33% of the reference compensation above mentioned; and
- ▶ the annual amount of the basic, complementary and supplementary pensions.

### Other rules

The membership requirement at the Executive Committee level is extended to five years minimum. The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L.161-17-2 of the Social Security Code (i.e. between 60 to 62 years depending on the year of birth according to the current legislation) and the age for liquidation of the pension supplement is aligned on the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L.161-17-2 of the Social Security Code, it being specified that a survivor's pension is provided in case of death occurring before or after the age for the liquidation.

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

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

We request that you renew, for a duration of eighteen (18) months, in favor of the Board of Directors, the authorization to purchase shares of the Company within the context of the implementation of a share buy-back program.

These purchases could be carried out in particular:

- ▶ to ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) the free share award regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;

- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- ▶ to keep them and subsequently use them in payment or exchange or other in the context of external growth operations; and
- ▶ to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 13<sup>th</sup> resolution of this General Meeting.

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

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

The maximum purchase price shall not exceed Euros 190 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be € 2,003,461,460 on the basis of the share capital as of December 31, 2017.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the Combined General Meeting of May 24, 2017 pursuant to its 14<sup>th</sup> resolution.

## Extraordinary items

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

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

We request you to renew the authorization granted to the Board of Directors, for a duration of twenty-six (26) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 15<sup>th</sup> resolution of the Combined General Meeting of May 24, 2017.

## Report of the Board of Directors on the resolutions

### Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities, while maintaining preferential subscription rights

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

It is proposed that, as previously authorized by the Combined General Meeting of May 26, 2016, the Board of Directors should have the ability to increase the authorized share capital with preferential subscription rights ("**PSR**") in order to finance the Company's development, either by issuing shares (excluding preferred shares) or by issuing securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "**Subsidiary**"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or granting the rights to receive debt securities.

For all capital increases paid up in cash, a PSR is granted to the shareholders, which is detachable and can be traded throughout the subscription period: for a minimum of 5 (five) trading days as from the start of the subscription period, each shareholder has the right to subscribe for a number of new shares that is proportional to his/her stake in the capital.

The maximum nominal amount of share capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the case of an issuance of securities giving access to the Company's share capital), pursuant to this resolution would be fixed at 30% of the Company's share capital on the date of the General Meeting.

This limit will also count towards the total limit (see Article L.225-129-2 of the French Commercial Code) of the nominal amount of the capital increases capable of being carried out in accordance with the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 20<sup>th</sup> resolutions of this General Meeting.

To these limits will also be added, if necessary, in the event of further financial transactions, the nominal amount of the shares to be issued in addition to preserve, the rights of the holders of securities or other rights giving access to the share capital.

It is specified that, within this global limit, the nominal amount of the capital increases capable of being carried out, without PSR, in accordance with the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> resolutions of this General Meeting should not exceed 10% of the share capital as stated at the date of this General Meeting.

This authorization and the 15<sup>th</sup> and 16<sup>th</sup> resolutions of this General Meeting as well, provide for the possibility of using all financial instruments giving access to share capital in order to maintain flexibility in carrying out growth or financing transactions and to perform transactions to optimize the Company's capital structure as well.

This resolution and certain resolutions submitted to this Meeting would permit your Board of Directors to decide to issue securities giving access to the Company's share capital. The characteristics and details related to such securities are described below under 15<sup>th</sup> resolution of this General Meeting.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, this delegation, as already granted by the Combined General Meeting of May 26, 2016, has not been used.

### Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

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

This authorization would enable the Board of Directors to carry out growth and financing transactions by issuing, with the cancellation of preferential subscription right ("**PSR**"), in France and/or abroad, by means of a public offering, shares and/or securities giving access to the share capital of the Company or of any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "**Subsidiary**").

This resolution would also enable the issue of securities giving access to the Company's or a Subsidiary's existing share capital or of securities carrying a right to the allocation of debt securities.

In the context of this resolution, you are asked to cancel the PSR. In fact, depending on market conditions, the types of investor concerned by the issue and the category of securities issued, it may be preferable, or even necessary, to cancel the PSR, in order to place the securities under the best possible conditions, in particular when the speed of the transactions is a vital condition for their success, or when the securities are issued on foreign financial markets. This type of cancellation can make it possible to obtain a greater pool of capital as a result of more favorable issue conditions.

In exchange for the cancellation of PSR, your Board of Directors could implement a priority right, on a reducible basis where applicable.

The nominal maximum amount of the capital increases with the cancellation of PSR that may be carried out immediately or in the future, pursuant to this authorization, would be set at 10% of the Company's share capital at the date of the General Meeting. The nominal amount of the issuances that may be carried out pursuant to the delegation, will count towards the limit stipulated by paragraph

## Report of the Board of Directors on the resolutions

2 of the 14<sup>th</sup> resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR carried out pursuant to the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> resolutions of this Meeting shall be deducted from the nominal maximum amount of this delegation.

To these limits will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities or other rights giving access to the share capital.

The issue price of the shares issued directly would be at least equal to the minimum stipulated by the regulatory provisions that are applicable on the issue date (currently, the weighted average prices of the last three trading sessions on the regulated market of Euronext Paris preceding the determination of the subscription price minus a maximum discount of 5%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates).

This delegation of power shall permit the issuance of shares or securities giving access to the Company's share capital or securities granting the rights to receive debt securities as described below.

Certain resolutions presented in this Meeting shall enable your Board to decide on the issuance of securities giving access to share capital either by issuance of new shares such as bonds convertible or redeemable into shares or bonds with warrants attached or through the delivery of existing shares such as "OCEANES" (bonds which are convertible into new shares or exchangeable for existing shares); such securities could either be in the form of debt securities as in the example above or equity securities such as shares with warrants attached. However, it is prohibited by law, to issue equity securities that are convertible into or exchangeable for debt securities.

Securities giving access to share capital that are in the form of debt securities (e.g. bonds convertible into or redeemable for shares or bonds with warrants attached) could create an entitlement to allocation of shares, at any time or during certain periods or at certain set dates. Such allocation could be made through conversion (e.g. bonds convertible into shares), redemption (e.g. bonds redeemable for shares), exchange (e.g. bond exchangeable for shares), or presentation of a warrant (e.g. bonds with warrants attached) or any other method, for the duration of the instrument, with or without preferential subscription right for shareholders with respect to the securities thus issued.

In accordance with the law, the authorizations granted by this Meeting, for the purpose of issuing securities giving access to share capital entail a waiver by the shareholders of their PSR for equity shares to which such securities grant an entitlement. If the resolutions were adopted, by operation of law, you would waive your PSR to any shares that the Company would issue in order to redeem a bond redeemable in shares.

The issue price of the securities that give access to the capital would

be set in such a way that, for all shares issued as a result of securities that give access to the capital, the total that the Company receives in respect of said securities that give access to the capital is at least equal to the minimum regulatory price per share (as said price stood on the date of issue of the securities that give access to the capital).

This resolution, as well as the 14<sup>th</sup> and 16<sup>th</sup> resolutions presented to this Meeting, would allow your Board of Directors to issue securities carrying a right to allocation of debt securities, such as bonds with warrants attached and bonds convertible or redeemable by any other debt security or shares with warrants attached. Where applicable, these securities may have warrants attached that carry a right to the allotment, acquisition or subscription for bonds or other debt securities. If these resolutions are adopted, your Board of Directors may determine the nature and characteristics of the securities to be created that will carry a right to the allotment of debt securities. Where necessary, the Board of Directors may, in particular, decide at the time of issue or during the existence of the securities concerned:

- ▶ that these securities will have warrants attached that carry a right, either during specified periods or on set dates, to the allotment, acquisition or subscription for bonds or other debt securities; or
- ▶ that the Company shall have the option of issuing debt securities in order to settle interest, the payment of which was suspended by the Company; or
- ▶ that said securities shall take the form of complex bonds, within the meaning defined by the stock market authorities (for example, as a result of their redemption or remuneration rules or other rights such as indexing or possible options); or
- ▶ that the securities will be redeemed early, including via delivery of Company assets or amortization; or
- ▶ that the securities will be bought back on the stock market or that the Company will offer to purchase or exchange them.

Lastly, this resolution would enable the issuance of shares or securities giving access to the Company's share capital to pay for securities of a company that meets the requirements of article L.225-148 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France or abroad according to local rules, in which case the Board of Directors would be free to set the conversion rate and the above-described pricing rules would not apply. It should be noted that no priority subscription rights will be granted to shareholders within the framework of such issuances.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 26, 2016, has not been used.

## Report of the Board of Directors on the resolutions

### **Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in article L.411-2, II of the French Monetary and Financial Code, without preferential subscription rights**

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

You are being asked within the framework of this resolution to renew in favor of the Board of Directors an authorization to allow the Company to issue shares by "private placement" with an increase in share capital or offers in combined securities without a preferential right to subscription ("**PSR**") only for (i) persons who provide investment services of portfolio management of third party accounts or (ii) qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

The purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offering. You are asked to cancel the PSR in order to allow the Board of Directors to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "**Subsidiary**"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or securities that grant entitlement to allocations of debt securities.

The nominal amount of increases in capital without PSR that could be carried out immediately or in the future, pursuant to this delegation of authority is set to 10% of the Company's share capital on the date of the General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 14<sup>th</sup> resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 15<sup>th</sup>, 17<sup>th</sup>, and 18<sup>th</sup> resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation shall not exceed the limits set forth by the applicable law as of the date of the issue. Otherwise, to this limit will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities giving access to the Company's share capital.

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital

or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 15<sup>th</sup> resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 15<sup>th</sup> resolution.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 26, 2016, has not been used.

### **Delegation of powers to the Board of Directors to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital**

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

You are being asked to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 26, 2016 to proceed, within the limits of private exchange offering(s), to operations of external growth financed by shares or by securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital (cf. description of these financial titles during the presentation of the 15<sup>th</sup> resolution). In the context of this resolution, you are asked to cancel the preferential subscription rights ("**PSR**") in order to grant the Board of Directors with the flexibility required to grasp external growth opportunities that could arise.

The nominal amount of the share capital increases without PSR that may be carried out immediately or in the future by virtue of this delegation is set to 10% of the share capital at the date of this General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 14<sup>th</sup> resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 15<sup>th</sup>, 16<sup>th</sup>, and 18<sup>th</sup> resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

This authorization would enable the Board, in particular, to set the terms of the issue, the conversion ratio and, if necessary, the amount of any equalization payment to be made in cash. The Board shall vote

## Report of the Board of Directors on the resolutions

on the report of the *commissaires aux apports*, which covers, inter alia, the value of the contributions.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 26, 2016, has not been used.

### **Delegation to the Board of Directors of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights**

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

In the event of any capital increase with or without preferential subscription rights which would be decided pursuant to a delegation of authority granted by your General Meeting, and in the event of an oversubscription to the share capital increases, we propose you to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 26, 2016, to increase the number of securities to be issued at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable (currently, within thirty days of the closing of the subscription period). This over-allotment option should be exercised subject to a maximum of 15% of the initial issue.

The nominal amount of the increase in share capital that could be made under the present resolution will counts towards the global cap provided in the resolution by which the initial issuance was decided and on the amount of the global cap decided in the paragraph 2 of the 14<sup>th</sup> resolution of this General Meeting, and in case of an increase in share capital without preferential subscription right, on the amount of the cap decided in the paragraph 3 of the 15<sup>th</sup> resolution, or, as the case may be, towards the upper limit stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of the present delegation.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

This delegation would be granted for a period of twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 26, 2016, has not been used.

### **Delegation to the Board of Directors of authority to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items**

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

We propose that you renew the authorization granted to the Board of Directors during the Combined General Meeting of May 26, 2016, to capitalize reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of € 3,865 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

This delegation would be granted for a period of twenty-six (26) months. For information, the previous delegation having the same object granted by the Combined General Meeting of May 26, 2016, has not been used.

### **Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies**

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

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other equity securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued shares or other equity securities of the Company, reserved to the employees and executive officers of the Company or affiliated companies adhering to a Company saving plan or any other qualifying plan pursuant to the legal and regulatory provisions.

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2% of the share capital on the day of the General Meeting, it being specified that the amount will be deducted on the amount of the global cap provided for in paragraph 2 of the 14<sup>th</sup> resolution of this Meeting and is set without taking account of the nominal amount of the shares or other capital securities to potentially issue in order to maintain the rights of the holders to securities or of the holders of other rights giving access to the capital of the Company, Company stock options or free allotment of Company's shares.



## Report of the Board of Directors on the resolutions

The delegation would end up the previous delegation approved by the Combined General Meeting on May 24, 2017 under the 16<sup>th</sup> resolution.

This delegation entails cancellation of the shareholders' preferential subscription right to shares and other equity securities and securities giving access the share capital, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to.

It is specified that the Board of Directors could set the subscription price of the securities issued by virtue of this delegation and that it will be determined under the conditions set out in article L.3332-19 of the Labor Code, it being specified that the maximum discount cannot exceed 20% of the average of the quoted share price of Atos SE on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the day of the decision of the Board of Directors, setting the opening date for the subscription period.

It is also specified that the Board of Directors, pursuant to article L.3332-21 of the Labor Code, may provide for the attribution of free shares or other securities giving access to the share capital by way of contribution of the Company, or as applicable of the discount, subject to the consideration that their pecuniary countervalue, evaluated at the subscription price, does not have for effect to exceed the limits established by law or regulations.

It is specified that by the end of 2016, the Atos Group implemented a vast employee shareholding plan on the basis of the delegation granted by the Combined General Meeting held on May 26, 2016, involving employees in 23 countries and which has led to a share capital increase in February 2017. This plan offered to employees to purchase Atos SE shares and benefit from a 20% discount on the reference share price. An incentive contribution from the employer applied: one (1) free share for one (1) subscribed share within the limit of a total of three (3) shares awarded to any eligible employee.

On the basis of this delegation, an employee shareholding plan similar to the 2016 plan could be considered.

### Authorization given to the Board of Directors to grant free shares to the employees and executive officers of the Company and/or its affiliated companies

#### 21<sup>st</sup> resolution

##### Context of the authorization request

It is proposed to you to authorize your Board of Directors to grant performance shares to employees or executive officers of the Company and/or of companies affiliated to it under the terms and conditions described hereunder. This resolution is part of long-term incentive plans set up on an annual basis in favor of several hundreds of managers or key employees of the Group, as well as of the Chairman and Chief Executive Officer.

##### Structure of the authorization

The main features of the 2018 plan would be as follows:

- ▶ a plan for the benefit of the first managerial lines and the Group key employees, i.e. around 1,200 beneficiaries representing 1.2 % of the Atos Group total staff;
- ▶ A vesting period of three (3) years as from the grant date, without holding period;
- ▶ three (3) Internal Financial Performance Indicators (as defined hereunder) **and** one (1) external performance condition, the achievement of which each and every year conditions the vesting of all **(100%)** of the performance shares;

In the event that:

- (i) the first two (2) years are validated, and
- (ii) for the third year, only two (2) Internal Financial Performance Indicators are fulfilled, and
- (iii) the third Internal Financial Performance Indicator for this last year reaches at least 85% completion,

the grant of performance shares shall be reduced to **75%** of the initially granted aggregate number.

- ▶ the fulfillment of a supplementary external performance condition related to corporate social responsibility for each of the three (3) years of the plan, which conditions the partial or total vesting as described above.

##### Specific conditions of the authorization

###### 1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of thirty-eight (38) months, to grant, on one or more occasions, performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that the authorization granted during the General Meeting of July 24, 2017 in its 1<sup>st</sup> resolution is canceled as from the General Meeting up to its unused portion.

###### 2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed delegation shall not exceed 0.9% of the share capital on the day of this General Meeting.

###### 3. Sub-cap for the grant to the executive Director

Within the maximum amount mentioned in item 2 hereabove, the total number of shares granted to the Chairman and Chief Executive Officer pursuant to the proposed authorization, shall not represent more than 0.09% of the share capital on the day of this General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the executive Director of a portion of the granted shares until expiration of his term of office.

## Report of the Board of Directors on the resolutions

### 4. Vesting period

The grant of the shares to their beneficiaries will become final after a vesting period of three (3) years. No holding period will be applicable.

### 5. Performance conditions

The vesting of the total amount of performance shares over a three (3) years period shall be subject to the achievement of the three (3) internal financial performance indicators (the "**Internal Financial Performance Indicators**") set each year by the Board of Directors of the Company and which shall be in line with the annual financial objectives disclosed by the Company at the beginning of each year, i.e.:

- (i) Revenue organic growth, and
- (ii) Operating Margin, and
- (iii) Operating margin conversion rate in Free Cash Flow.

These Internal Financial Performance Indicators shall be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

Additionally, for the three (3) years, the plan comprises an external performance condition related to corporate social responsibility which should be fulfilled each year by the Company. As such, the Company must be part of the Dow Jones Sustainability Index (World or Europe) or be granted Ecovadis Silver rating in 2018, 2019, and 2020.

These conditions are summarized in the table transcribed in page 26 of this document.

### 6. Continued employment condition

The vesting of the shares will be subject to a continued employment condition within the group during the three (3) years of the vesting period, except in case of retirement or death.

## Amendment of article 27 of the Articles of Association - Statutory auditors

### 22<sup>nd</sup> resolution

It is proposed to you to modify the first paragraph of article 27 of the Articles of Association of the Company "Statutory auditors" so as to conform to the new drafting of article L.823-1 of the French Commercial Code, pursuant to which the appointment of a substitute statutory auditor is now only mandatory when the appointed statutory auditor is an individual or a one-person company. The other provisions of article 27 of the Articles of Association would remain unchanged.

## Powers

### 23<sup>rd</sup> resolution

It is proposed to grant all powers to the holder of an original, copy or excerpt from the minutes of this Meeting to make any submissions, publications, declarations and formalities which may be necessary.

# Proposed resolutions

## Ordinary items

### First resolution

#### Approval of the Company financial statements for the financial year ending December 31, 2017

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the Company's financial statements for the 2017 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2017, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

### Second resolution

#### Approval of the consolidated financial statements for the financial year ending December 31, 2017

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the consolidated financial statements for the 2017 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2017, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

### Third resolution

#### Allocation of the net income for the financial year ending December 31, 2017 and payment of the dividend

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, resolved to allocate available earnings as follows:

	In euros
Earning for the financial year	166,990,288.19
Previous retained earnings	790,745,387.90
A total sum of	957,735,676.09
<b>To allocate as follows</b>	
Legal reserve	53,667.00
Dividends (€1.70 x 105,112,871 shares <sup>(1)</sup> )	178,691,880.70
Retained earnings	178,990,128.39

(1) The total dividend distribution is calculated on the basis of the number of 105,445,349 shares comprising the share capital on December 31, 2017, including 332,478 shares held in treasury on that date, and may be modified depending on changes in the number of shares conferring a right to dividend until the ex-dividend date.

The dividend is set at € 1.70 per share for each of the shares entitled to dividends.

When paid to individuals with tax residence in France, the dividend shall, as of right, be subject to a withholding tax of 12.8% (article 200 A,1 of the French General Tax Code). Nevertheless, upon the exercise of a global and irrevocable option, the dividends may be subject to the progressive tax scale (article 200 A,2 of the French General Tax Code). In such a case, the dividends shall first be subject to a non-definitive withholding tax of 12.8% and then be taken into account in the determination of the overall income subject to the progressive tax scale of the income tax, after a 40% deduction on the gross amount received (article 158-3-2° of the French General Tax Code). This option is to be exercised upon the filing of the income tax return and at the latest before the reporting deadline.

Besides, the dividend shall be subject to social contributions of 17.2%.

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2017 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividends per share (in €)	Total (in €)
2016	104,728,064	1.60 <sup>(2)</sup>	167,564,902.40
2015	103,214,932	1.10 <sup>(2)</sup>	113,536,425.20
2014	100,442,508	0.80 <sup>(2)</sup>	80,354,006.40

1) Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

2) The dividend was eligible to the 40 per cent tax deduction.

The ex-dividend date will be May 31, 2018 and the dividend will be paid on June 22, 2018. In the event that, upon payment of such dividends, the Company holds any of its own shares, the sums corresponding to unpaid dividends attributable to such treasury shares will be allocated to retained earnings.

### Fourth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and noting that the capital has been fully paid up, decides to offer each shareholder the option to receive the

## Proposed resolutions

payment of newly-issued shares of the Company, of the dividend set forth in the 3<sup>rd</sup> resolution to which he is entitled. Each shareholder may opt for the payment of the dividend in cash or for the payment of the dividend in shares in accordance with this resolution, but the option for payment in shares shall apply to the entire amount of dividend to which he is entitled.

The new shares, if the option is exercised, will be issued at a price equal to 95% of the average opening prices on the regulated stock market of Euronext Paris, over the twenty trading sessions preceding the date of the General Meeting, less the amount of the dividend that is decided upon in the 3<sup>rd</sup> resolution and rounded up to the next highest euro cent. The shares issued in this manner shall carry entitlement to dividends as from January 1, 2018.

Shareholders may opt for the payment of the dividend in cash or for the payment of the dividend in new shares from May 31, 2018 through and including June 13, 2018 by sending their request to the financial intermediaries that are authorized to pay said dividend or, for shareholders listed in the issuer-registered accounts held by the Company, to its authorized representative (Société Générale, département des titres et bourse - 32, rue du Champ-de-Tir, CS 30812 - 44 308 Nantes Cedex 3). After June 13, 2018, the dividend shall only be paid in cash. For shareholders who will not have opted for payment of the dividend in shares, the dividend will be paid starting on June 22, 2018. For the shareholders who opted for the payment of the dividend in shares, the shares will be delivered as from the same date.

If the amount of the dividends for which the option is exercised does not correspond to a whole number of shares, shareholders may receive the immediately lower number of shares, plus the balance in cash.

The General Meeting grants full powers to the Board of Directors, with the option of sub-delegation to the Chairman of the Board of Directors as provided by law, to ensure the payment of the dividend in new shares, to specify the terms of application and implementation thereof, to suspend the exercise of the right to pay the dividend in shares for a period not to exceed three months in case of share capital increase, charge the share capital costs on the amount of the related premiums and deduct on such amount the necessary sums to fund the legal reserve, to record the number of new shares issued pursuant to this resolution and to make all requisite amendments to the bylaws concerning the share capital and the number of shares that make up the share capital and, in general, to take all useful or necessary actions.

### **Fifth resolution**

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#### **Approval of an overall amount of annual Directors' fees**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to set at € 500,000 the overall amount of annual Directors' fees remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

### **Sixth resolution**

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#### **Renewal of Mr. Bertrand Meunier as member of the Board of Directors**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Bertrand Meunier will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three (3) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

### **Seventh resolution**

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#### **Renewal of Mr. Pasquale Pistorio as member of the Board of Directors**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Pasquale Pistorio will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of one (1) year, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

### **Eighth resolution**

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#### **Renewal of Deloitte & Associés' term of office as statutory auditors**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that Deloitte & Associés' term of office as statutory auditors expires today, decides, upon proposal of the

Board of Directors, to renew its mandate for a period of six (6) financial years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2023.

### **Ninth resolution**

#### **Acknowledgment of the termination of B.E.A.S.' term of office as substitute statutory auditors**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, and noting that the term of office of *Bureau d'Etudes Administratives Sociales et Comptables* (B.E.A.S.) as substitute statutory auditor expires this day, acknowledges the expiration of the term of office of *Bureau d'Etudes Administratives Sociales et Comptables* (B.E.A.S.) as substitute statutory auditor and decides, in accordance with applicable legal provisions and subject to the adoption of the 22<sup>nd</sup> resolution of this Meeting here below, not to replace it.

### **Tenth resolution**

#### **Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2017 to Mr. Thierry Breton, Chairman and Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to article L.225-100-II of the French Commercial Code, approves the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2017 to Mr. Thierry Breton, by reason of his office as Chairman and Chief Executive Officer, as presented in the Company's report on corporate governance referred to in article L.225-37 of the French Commercial Code, and mentioned in the 2017 Registration Document, Section G. as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

### **Eleventh resolution**

#### **Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to article L.225-37-2 of the French Commercial Code, approves the

features and criteria for setting, allocation, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable, by reason of his office, to the Chairman and Chief Executive Officer, as presented in the Company's report on corporate governance referred to in article L.225-37 of the French Commercial Code, and mentioned in the 2017 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

### **Twelfth resolution**

#### **Authorization 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 requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of article L.225-209 et seq. of the French Commercial Code, articles 241-1 et seq. of the General Regulation of the French Financial Market Authority ("AMF"), Regulation (EU) no 596/2014 of the European Parliament and Council of April 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8, 2016 of the European Commission and the market practices admitted by AMF, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out to:

- ▶ to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- ▶ to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L.225-177 et seq. of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L.225-197-1 et seq. of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the board of directors or the person acting upon its delegation so decides;

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- ▶ to remit the shares acquired upon the 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 way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides, or;
- ▶ to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- ▶ to cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to the 13<sup>th</sup> resolution of this General Meeting, hereafter.

This authorization shall be used at any time except during public offers on the shares of the Company.

This authorization is also intended to allow the Company to trade in own shares for any other purpose in compliance with applicable regulation or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

Acquisitions, sales and transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price shall not exceed € 190 per share (excluding fees).

The Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation or any other transaction on equity, so as to take account of the impact of such transactions on the value of the shares.

The maximum amount of the funds assigned to the buy-back program shall thus be € 2,003,461,460, as calculated on the basis of the share capital as at December 31, 2017, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

The General Meeting also confers full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired (including under previous share buyback program authorizations) to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 14<sup>th</sup> resolution of the Combined General Meeting of May 24, 2017.

## Extraordinary items

### Thirteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to article L.225-209 and seq. of the Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L.225-209 of the 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 acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorization is given for a duration of twenty-six (26) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 15<sup>th</sup> resolution of the Combined General Meeting of May 24, 2017.

### Fourteenth resolution

#### Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities - while maintaining preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, and the statutory auditors' special report, and pursuant to the provisions of articles L.225-129 et seq., and, in particular, article L.225-129-2 of the French Commercial Code, and the provisions of article L.228-91 et seq. of said Code:

1 • delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the

share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "**Subsidiary**") (whether new or existing), for consideration or for free, in accordance with articles L.228-91 et seq. of the French Commercial Code, provided that such shares and securities may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities in accordance with articles L.228-91 et seq. of the French Commercial Code;

2 • resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:

▶ the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 30% of the share capital on the day of this General Meeting, it being specified that the nominal amount of share capital increases carried out under the 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 20<sup>th</sup> resolutions of this Meeting shall be deducted from this amount ;

▶ said cap shall, if necessary, be increased by the nominal amount of shares that may to be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital;

▶ it is specified that the upper limits provided for in the 19<sup>th</sup> and 21<sup>st</sup> resolutions of this General Meeting are separate and that the amount of the capital increases carried out pursuant to these resolutions will not count towards the total upper limit referred to above;

3 • resolves that the Board of Directors may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' Meeting; this restriction shall remain in effect until the end of the offer period;

4 • sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;

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- 5** • in the event that the Board of Directors uses this delegation of authority:
- ▶ resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;
  - ▶ officially notes that the Board of Directors has the power to introduce a reducible subscription right;
  - ▶ officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future;
  - ▶ officially notes that in accordance with article L.225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
    - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the increase decided upon,
    - in its discretion, to distribute all or part of the shares, or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, such securities, the issue of which has been decided upon but that have not been subscribed,
    - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, securities which have not been subscribed for, to the public in France or abroad,
  - ▶ resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold;
- 6** • resolves that the Board of Directors, with the power to sub-delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
- ▶ decide to increase the capital and determine the securities to be issued;
  - ▶ decide on the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L.228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
  - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
  - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
  - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
  - ▶ provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;



- ▶ at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
  - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
  - ▶ formally records completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
7. officially notes that, with effect from the date hereof, this delegation of authority cancels any as yet unused part of any previous delegation of authority granted for the same purpose, i.e. any delegation of authority relating to capital increases with preferential subscription rights, covering the securities referred to in this resolution.

## Fifteenth resolution

### **Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of articles L.225-129 et seq. of the French Commercial Code, and in particular those of articles L.225-129-2, L.225-135, L.225-136 and L.225-148 of said Code and those of articles L.228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority (i) to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by making public offerings of shares, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "**Subsidiary**") (whether new or existing shares), issued for consideration or for free, in accordance with articles L.228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to the existing share capital of the Company or a Subsidiary or conferring a right to the allocation of debt securities in accordance with articles L.228-91 et seq. of the French Commercial Code. These securities may, in particular, be issued for the purpose of paying for securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in article L.225-148 of the French Commercial Code;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
  - ▶ the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be 10% of the share capital on the date of this General Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the 14<sup>th</sup> resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> resolutions of this Meeting shall be deducted from this amount;

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- ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
- 4** • resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
- 5** • sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;
- 6** • resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to article L.225-135, sub-paragraph 5, of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering in France and/or abroad;
- 7** • officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon;
- 8** • officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
- 9** • officially notes the fact that, in accordance with article L.225-136 1°, sub-paragraph 1 of the French Commercial Code:
  - ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
  - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
- 10** • acknowledges that the provisions of paragraph 9 shall not apply to the cases referred to in article L.225-148 of the Commercial Code;
- 11** • resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
  - ▶ decide to increase the capital and determine the securities to be issued;
  - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L.228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
  - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;

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- ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
  - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
  - ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
  - ▶ in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (*offre publique d'échange* (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, the terms for setting the price provided for in paragraph 9 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (*offre publique d'achat* (OPA)) or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;
  - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
  - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
  - ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
- 12.** officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any general delegation of authority relating to capital increases without preferential rights to subscribe for shares and/or securities giving access to the share capital of the Company and/or the issuance of securities giving right to the allocation of debt securities by means of a public offering.

### Sixteenth resolution

#### **Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in article L.411-2, II of the French Monetary and Financial Code, without preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with articles L.225-129 et seq. of the French Commercial Code, in particular articles L.225-129-2, L.225-135, and L.225-136 of said Code, and with article L.228-91 and seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through an offer covered by article L.411-2, II of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly ("a **Subsidiary**") (whether in the form of new or existing shares) issued for consideration or for free, governed by article L.228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities giving access to the existing share capital of the

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- Company or a Subsidiary or carrying a right to the allocation of debt securities governed by article L.228-91 et seq. of the French Commercial Code;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;
  3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
    - ▶ the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 14<sup>th</sup> resolution of this General Meeting, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases with preferential subscription right that may be carried out pursuant to the 15<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> resolutions of this Meeting shall be deducted from this amount ;
    - ▶ in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue ; and
    - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
  4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
  5. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;
  6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
  7. officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
  8. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
  9. officially notes the fact that, in accordance with article L.225-136 1°, sub-paragraph 1 of the French Commercial Code:
    - ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
    - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
  10. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
    - ▶ decide to increase the share capital and determine the securities to be issued;
    - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
    - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L.228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility

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of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

- ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
- ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of

securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;

- ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
- 11 • officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases without preferential subscription rights by means of an offer covered by L.411-2, II of the French Monetary and Financial Code.

### Seventeenth resolution

#### **Delegation of powers to the Board of Directors to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of articles L.225-129 et seq. of the French Commercial Code, and in particular those of article L.225-147, sub-paragraph 6 of said Code and the provisions of articles L.228-91 et seq. of said Code:

- 1 • delegates all powers to the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of article L.225-148 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares);
- 2 • decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the 14<sup>th</sup> resolution of this Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could

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replace said resolution during the validity period of this delegation, and (ii) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the 15<sup>th</sup>, 16<sup>th</sup> and 18<sup>th</sup> resolutions of this meeting, will be deducted from such amount;

**3** • resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:

- ▶ decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
- ▶ determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (*soulte*) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
- ▶ determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
- ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
- ▶ formally note completion of each capital increase and amend the Articles of Association accordingly;
- ▶ in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;

**4** • officially acknowledges, where necessary, of the absence of preferential subscription right to the shares or securities issued and that this delegation entails the waiver by the shareholders of their preferential subscription rights to the shares to which the securities which would be issued on the basis of this delegation may give entitlement;

**5** • decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' Meeting; this restriction shall remain in effect until the end of the offer period;

**6** • officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization

relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital. The authorization is given for a period of twenty-six (26) months with effect from the date of this General Meeting.

### **Eighteenth resolution**

#### **Delegation to the Board of Directors of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, in accordance with article L.225-135-1 of the French Commercial Code:

**1** • delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights, at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and subject to a maximum of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;

**2** • resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the amount of the upper limit provided for in the resolution under which the initial issue is decided and towards the amount of the total upper limit stipulated by paragraph 2 of the 14<sup>th</sup> resolution of this Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the 15<sup>th</sup> resolution of this Meeting, or, where applicable, towards the upper limits stipulated by resolutions of the same nature that might succeed said resolutions during the period of validity of this delegation of authority.

**3** • resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;

**4** • officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights. It is given for a period of twenty-six (26) months with effect from the date of this Meeting.

## Nineteenth resolution

### Delegation to the Board of Directors of authority to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and in accordance with articles L.225-129 et seq of the French Commercial Code, and in particular article L.225-129-2 and L.225-130 of the French Commercial Code:

- 1• delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed the amount of € 3,865 million to which will be added, if necessary, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital;
- 2• in the event that the Board of Directors uses this delegation of authority, grants the Board, with the power to sub-delegate under the conditions prescribed by law, all necessary powers to implement this delegation of authority, in particular in order to:
  - ▶ determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/ or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect;
  - ▶ decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable and that the relevant capital securities will be sold under the conditions prescribed by the applicable law and regulation; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation;
  - ▶ make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in

the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments);

- ▶ formally note the completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto;
- 3• resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
  - 4• officially notes that, with effect from the date hereof, this delegation cancels any as yet unused portion of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases by the capitalization of premiums, reserves, profits or otherwise. This delegation of authority is given for a period of twenty-six (26) months with effect from the date of this General Meeting.

## Twentieth resolution

### Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report and ruling pursuant to articles L.225-129, L.225-129-2, L.225-129-6, L.225-138, L.225-138-1 and L.228-91 et seq of the French Commercial Code and article L.3332-18 of the French Labour Code:

- 1• delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/or abroad of shares or other equity securities of the Company, or securities that immediately or in future give access through any means, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and executive officers of the Company or affiliated companies under the meaning of article L.225-180 of the French Commercial Code

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- and article L.3344-1 of the French Labour Code, as long as these employees or executive officers adhere to a company savings plan or any other qualifying plan pursuant to the legal and regulatory provisions ;
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2% of the share capital on the day of this General Meeting, it being specified that this amount shall be deducted from the amount of the aggregate cap provided for in paragraph 2 of the 14<sup>th</sup> resolution of this Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
  3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to;
  4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L.3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20% of an average of Atos SE share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period;
  5. decides that pursuant to article L.3332-21 of the French Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;
  6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or assimilated plan) as provided for by article L.3332-24 of the French Labour Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution, shall be deducted, up to the nominal amount of the shares thus transferred, from the amount referred to in paragraph 2 above;
  7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
  8. grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
    - ▶ to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
    - ▶ to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
    - ▶ to set the procedures for participation in these issuances,
    - ▶ to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
    - ▶ to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,
    - ▶ at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase, and;
    - ▶ in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance 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 and the exercise of the associated rights.
  9. decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months starting from the date of this General Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object. It is



specified, as far as necessary, that the implementation and final completion of any operation decided by the Board of Directors under a previous delegation with the same purpose shall not be affected by the approval of this resolution.

## Twenty-first resolution

### Authorization given to the Board of Directors to grant free shares to the employees and executive officers of the Company and/or its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L.225-197-1 et seq. of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 0.9% of the share capital as on the date of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the Chairman and Chief Executive Officer in accordance with this authorization shall not represent more than 0.09% of the share capital on the date of this General Meeting.

The beneficiaries of the grants authorized under this resolution must be employees or executive officers of the Company and/or of companies or economic interest groups linked with it under the meaning of article L.225-197-2 of the French Commercial Code, in France or outside of France, as determined by the Board of Directors in accordance with articles L.225-197-1 et seq. of the French Commercial Code. The vesting of shares at the end of the vesting period shall be subject to performance conditions set by the Board of Directors.

As far as executive officers are concerned, the Board of Directors shall be able, under terms and conditions set by law, either to impose inalienability clauses on vested free shares prior to the beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as three (3) years as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set, if applicable, a vesting period longer than three (3) years and/or set a holding period.

In case of disability of the beneficiary falling within the second or third categories of article L.341-4 of the French Social Security Code, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable.

In case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable.

The General Meeting notes that in case new free shares are granted, this authorization will entail progressively as these shares vest, share capital increase through incorporation of reserves, benefits or premiums in favour of the beneficiaries of these shares and an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares to be issued by virtue of this authorization.

The General Meeting delegates all powers to the Board of Directors with the possibility of sub delegation within the conditions prescribed by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions here above specified, in order notably to:

- ▶ determine the categorie(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries;
- ▶ determine the vesting period and, if applicable, the holding period, and, as the case may be, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification;
- ▶ determine the conditions and performance criteria for each grant;
- ▶ decide on the amount of the grant(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights; adjust, as the case may be, during the vesting period, the number of shares in relation to potential operations on the share capital or equity of the Company in order to protect the rights of the beneficiaries; set off, as applicable, in case of issuance of new shares, on reserves, benefits, or premiums, the amounts required for the full payment of these shares; acknowledge the completion of each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the Articles of Association;
- ▶ on its own decision, after each increase, to attribute the costs of the capital increase to the relating premiums and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;
- ▶ more generally, to take all measures to perform the capital increase within the conditions set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request all authorizations, carry out all formalities and do what is necessary to ensure the successful

## Proposed resolutions

conclusion of the planned issuances or to postpone the same, and notably to acknowledge the capital increase(s) resulting from every issuance carried out by using this authorization, correspondingly, to amend the Articles of Association of the Company, to request the listing on the regulated market of Euronext Paris of all securities issued by virtue of this authorization and to ensure the financial service for the shares in question and the exercise of the associated rights.

The General Meeting decides that this authorization shall be valid for a term of thirty-eight (38) months starting from this General Meeting; the authorization granted by the General Meeting of July 24, 2017 in its 1<sup>st</sup> resolution is canceled as from today up to its unused portion.

### Twenty-second resolution

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#### **Amendment of article 27 of the Articles of Association – Statutory auditors**

The General meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides, in order to conform to the new wording of article L.823-1 of the French Commercial Code, to amend the first paragraph of article 27 of the Article of Association, which is currently worded as follows:

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

This will now be worded as follows:

*“The Ordinary General Meeting appoints one or several incumbent statutory auditors, and if necessary, one or several substitute statutory auditors under the conditions set by law and by regulations.”*

The other provisions of article 27 of the Articles of Association remain unchanged.

### Twenty-third resolution

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#### **Powers**

The General Meeting, grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.

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

## Additional information on candidates to the Board of Directors



**Member of the Nomination and Remuneration Committee**

**Member of the Audit Committee**

**Professional address:**

111 Strand, London, WC2ROA9, UK

**Number of shares:** 1,000

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

**Nationality:** French

**Date of first appointment :**

February 10, 2009 (Director) – July 3, 2008 (Member of Supervisory Board) ratified by General Meeting of February 10, 2009

**Date of last renewal:** May 28, 2015

**Term expires on:** AGM ruling on the accounts of the 2017 financial year

**Individual attendance rate:**

- ▶ Board: 95%
- ▶ N&R Committee: 100%
- ▶ Audit Committee: 100%

*\* Independent Director*

## Proposal to renew Mr. Bertrand MEUNIER as member of the Board of Directors

### Bertrand MEUNIER\*

#### Biography - Professional Experience

##### Managing Partner of CVC Capital Partners Ltd (United Kingdom)

Bertrand Meunier is a graduate of the *Ecole Polytechnique* and of Paris VI University. He joined PAI Partners in 1982 up until 2009. Bertrand Meunier joined CVC Capital Partners as a Managing Partner in 2012.

#### Directorships and positions

##### Other directorships and positions as at December 31, 2017

**Within the Atos Group**

None

**Outside the Atos Group**

**France:**

- ▶ Parex
- ▶ Vedici
- ▶ Linxens

**Abroad:**

- ▶ CVC Group Ltd (Luxembourg)
- ▶ Continental Foods (Belgium)
- ▶ PDC Brands (USA)

##### Other positions held during the last five years

**Within the Atos Group**

None

**Outside the Atos Group**

- ▶ Chairman: M&M Capital SAS, Financière Le Play SAS
- ▶ Director: CVC Capital Partners (Luxembourg)

## Additional information on candidates to the Board of Directors



### Lead Independent Director

### Member of the Nomination and Remuneration Committee

#### Professional address:

River Ouest- 80 quai Voltaire 95870 Bezons, France

**Number of shares:** 1,000

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

**Nationality:** Italian

#### Date of first appointment:

February 10, 2009

**Date of last renewal:** May 28, 2015

**Term expires on:** AGM ruling on the accounts of the 2017 financial year

#### Individual attendance rate:

- ▶ Board: 100%
- ▶ Committee: 100%

\* Independent Director

\*\* Listed company

## Proposal to renew Mr. Pasquale PISTORIO as member of the Board of Directors

## Pasquale PISTORIO\*

### Biography - Professional Experience

#### Chairman of the Pistorio Foundation (Switzerland)

Pasquale Pistorio graduated in Electrical Engineering from the Polytechnic school of Turin. He began his career as a salesman for Motorola products and in 1967 he joined Motorola in Italy, rising through the ranks to become Director of International Marketing and Vice-President of Motorola Corporation in 1977.

In 1978 he was promoted to General Manager of Motorola's International Semiconductor Division. In 1980 he was appointed Chairman and Chief Executive Officer of the SGS Group and oversaw, with success, in 1987, the integration of SGS with Thomson Semiconducteurs. The new company was renamed STMicroelectronics in 1998.

In 2005, Pasquale Pistorio is appointed Honorary Chairman of the Board of Directors and ambassador of ST Microelectronics.

### Directorships and positions

#### Other directorships and positions as at December 31, 2017

##### Within the Atos Group

None

##### Outside the Atos Group

##### Abroad:

- ▶ Honorary Chairman: STMicroelectronics Corporation (Switzerland), ST Foundation (Switzerland) and of the Kyoto Club (Italy) (charities)
- ▶ Independent Director: Brembo S.p.A.\*\* (Italy), XiD (Singapore)

#### Other positions held during the last five years

##### Within the Atos Group

None

##### Outside the Atos Group

- ▶ Independent Director: Fiat S.p.A.\*\* (Italy)



# Request for documents and information

**Form to be returned to:**

Société Générale  
Département Titres et Bourse  
Service des Assemblées  
SGSS/SBO/CIS/ISS/GMS  
32 rue du Champ de Tir  
CS 30812  
44308 Nantes Cedex 3



## Combined General Meeting of Thursday May 24, 2018

I, the undersigned,

Name, surname: .....

Residing at: .....

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

Owner of: ..... shares of ATOS SE:

▶ registered shares

▶ bearer shares entered in an account at<sup>(1)</sup>: .....

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

requests a copy of the documents and information concerning the Combined General Meeting of May 24, 2018 as provided for by article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2018

**Signature**

NOTA : Pursuant to article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the 5<sup>th</sup> day before the General Meeting, may request the Company to send the documents provided for in articles R. 225-81 and R. 225-83 of the French Commercial Code.

The same right applies to the shareholders holder of bearer shares who prove their quality by providing their "Attestation de participation" from their bank or broker.

It is specified that the owners of registered shares may obtain from the Company, by making a single request, all such documents and information for each subsequent General Meeting.

<sup>1)</sup> Insert the name of the broker or bank handling your account



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# About Atos

Atos is a global leader in digital transformation with approximately 100,000 employees in 73 countries and annual revenue of around € 13 billion. European number one in Big Data, Cybersecurity, High Performance Computing and Digital Workplace, the Group provides Cloud services, Infrastructure & Data Management, Business & Platform solutions, as well as transactional services through Worldline, the European leader in the payment industry. With its cutting-edge technologies, digital expertise and industry knowledge, Atos supports the digital transformation of its clients across various business sectors: Defense, Financial Services, Health, Manufacturing, Media, Energy & Utilities, Public sector, Retail, Telecommunications and Transportation. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Consulting, Atos Worldgrid, Bull, Canopy, Unify and Worldline. Atos SE (Societas Europaea) is listed on the CAC40 Paris stock index.

## Atos SE Headquarters

River Ouest  
80, quai Voltaire  
95877 Bezons Cedex  
Tel. : +33 1 73 26 00 00

The full list of the Atos group offices is available on its website.

For more information:

Please contact: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net)

Or visit our website [atos.net](http://atos.net)