

Paris, March 22, 2019

## Exceptional Distribution in Kind of Worldline Shares

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The Board of Directors of Atos SE ("**Atos**") will submit a resolution to its shareholders at the annual general meeting to be held on April 30, 2019 (the "**Annual General Meeting**") to approve – in addition to the distribution of an annual ordinary dividend of €1.70 per share which would be paid in May 28, 2019 (with the option for each shareholder to receive this annual ordinary dividend in Atos shares) – an exceptional distribution in kind of Worldline SA ("**Worldline**") shares, offering 2 Worldline shares for 5 Atos shares held, the terms and conditions of which are described below.

This distribution in kind of Worldline shares would be paid on May 7, 2019.

Upon completion of this distribution in kind, Atos would retain 49,953,322 Worldline shares, representing approximately 27.3% of the share capital<sup>1</sup> and 35% of the voting rights of Worldline<sup>2</sup>.

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The purpose of this press release is to inform Atos shareholders of the technical terms of the project of distribution in kind of Worldline shares and of the related amendment to the shareholders' agreement regarding Worldline that had been entered into between Atos and SIX Group AG ("**SIX Group**") in the context of the contribution of SIX Group's Payment Services activity to Worldline.

Shareholders should be aware that the project of distribution in kind of Worldline shares has been submitted to the *Societas Europaea Council* and will be presented to the relevant employee representative bodies in accordance with applicable laws, as the case may be. As a result, Atos Board of Directors reserves the right to modify or withdraw the resolutions submitted to the Annual General Meeting in relation to the aforementioned project.

For any information regarding Worldline, Atos shareholders should refer to the information published by Worldline, in particular the 2018 registration document, filed by Worldline with the *Autorité des marchés financiers* under number D.19-0185 (the "**AMF**", French Market Regulator) on March 21, 2019 (the "**Worldline Registration Document**"). All such information is available on the Worldline website ([www.worldline.com](http://www.worldline.com)).

Shareholders who are natural persons with their tax residence in France should note that the distribution in kind of Worldline shares is subject, under the conditions set out in paragraph 4.1.1 below, prior the delivery of the shares or the payment of the cash balance, to a 12.8% non-final flat rate withholding tax (*prélèvement forfaitaire non libératoire*) ("**PFNL**") of the distributed gross amount (unless an exemption applies as described below), as well as to various social withholdings of 17.2% of the distributed gross amount, *i.e.*, a total withholding amounting to 30% of the distributed gross amount.

This press release does not constitute (i) an offer to sell or subscribe or a solicitation of an offer to buy or subscribe to the Worldline shares, or (ii) a solicitation to obtain an approval or a favorable vote to approve the distribution described herein, in particular in any country or jurisdiction where such solicitation would be prohibited by the laws of that country or jurisdiction.

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<sup>1</sup> Based on 182,644,703 shares comprising Worldline share capital as at February 28, 2019.

<sup>2</sup> As a result of a temporary transfer of shares from registered form to bearer form, which will cause the loss of the double voting rights attached to such shares, in order to hold 35% of the voting rights of Worldline.

## **United States of America**

Shares and other securities may not be offered, sold or transferred in the United States of America without registration or an exemption from registration requirements pursuant to the U.S. Securities Act of 1933, as amended. The Worldline shares included in the distribution in kind have not been, nor will be registered in the United States of America under the U.S. Securities Act of 1933, as amended, and the distribution in kind of Worldline shares by Atos has not been approved or rejected by the U.S. Securities and Exchange Commission (the "**SEC**") or any other commission of a State of the United States of America and neither these commissions nor the SEC have reviewed the accuracy or adequacy of this press release. Any representation to the contrary may be considered a criminal offense in the United States of America.

## **Member states of the European Economic Area**

This press release is not a prospectus or any other offering document pursuant to Directive 2003/71/EC (as amended) and cannot be considered as containing all the information that a prospective investor may need for the purposes of evaluating a possible investment in Atos or Worldline or that would be required to be included in a prospectus prepared in accordance with the requirements of Directive 2003/71/EC (as amended).

## **1. TERMS OF THE DISTRIBUTION IN KIND**

### **1.1 FEATURES OF THE DISTRIBUTION IN KIND**

As of the date of this press release, Atos holds 92,802,579 Worldline shares, representing, based on the number of shares and voting rights comprising Worldline share capital on February 28, 2019, 50.8% of the share capital and 67.4% of the voting rights of this company. Worldline share capital is only composed of ordinary shares of the same class, fully paid up and admitted to trading on compartment A of the regulated market Euronext Paris, under ISIN code FR0011981968.

In addition to the distribution of an ordinary annual dividend of €1.70 per share with the option for each shareholder to receive this ordinary annual dividend in Atos shares (the "**Ordinary Dividend**")<sup>3</sup>, the Board of Directors will submit a resolution to Atos shareholders at the Annual General Meeting to approve an exceptional distribution in kind of Worldline shares, offering 2 Worldline shares for 5 Atos shares held, up to the Ceiling, as defined below (the "**Distribution in Kind**").

Based on the information available on February 28, 2019, the Distribution in Kind would represent 42,849,257 Worldline shares<sup>4</sup> (out of the 92,802,579 Worldline shares held by Atos on that date). Post-distribution, and assuming the ratio of 2 Worldline shares for 5 Atos shares is not adjusted, Atos would retain 49,953,322 Worldline shares, *i.e.*, approximately 27.3% of the share capital<sup>5</sup> and 35% of the voting rights of the company<sup>6</sup>.

The ex-date of the Distribution in Kind will be May 3, 2019 and the payment date of the Distribution in Kind will be May 7, 2019 (the "**Payment Date**").

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<sup>3</sup> In case of election for the payment of the Ordinary Dividend in Atos shares, the Atos shares to be received under the Ordinary Dividend will not be entitled to the Distribution in Kind.

<sup>4</sup> This number is calculated by multiplying the number of Atos shares entitled to the Distribution in Kind at February 28, 2019, *i.e.*, 107,123,143 shares (107,149,737 shares comprising Atos' share capital less 26,594 treasury shares), by the distribution ratio, *i.e.*, 2 Worldline shares for 5 Atos shares and using the theoretical assumption that there are no fractional shares.

<sup>5</sup> Based on 182,644,703 shares comprising the share capital of Worldline on February 28, 2019.

<sup>6</sup> As a result of a temporary transfer of shares from registered form to bearer form, which will cause the loss of the double voting rights attached to such shares, in order to hold 35% of the voting rights of Worldline.

The Distribution in Kind will benefit to all Atos shareholders whose shares have been recorded in accounts in their name at the end of the trading day preceding the Payment Date (the "**Beneficiaries of the Distribution in Kind**"), *i.e.*, May 6, 2019 (taking into account orders executed during the day of May 2, 2019, which will be settled and delivered on May 6, 2019) (the "**Record Date**"). In the case of a division of ownership (*démembrement de propriété*) of the shares and unless otherwise agreed, the beneficiary of the Distribution in Kind will be the bare owner (*nu-propriétaire*). Shareholders should contact their usual tax advisor regarding such matters. Atos shares held in treasury on the Record Date will not be eligible for the Distribution in Kind.

The amount corresponding to the Distribution in Kind (i) will be determined by multiplying the number of Worldline shares distributed (whether they are distributed to Atos shareholders or sold due to fractional shares) by the Worldline opening share price on the Payment Date, (ii) will be deducted in the financial statements in order of priority from the Other Reserves account, and for any surplus, from the Merger Premium, Contribution Premium and Share Premium accounts, it being understood that a resolution will be submitted to the Annual General Meeting to allocate all the retained earnings, reduced by the amount of the Ordinary Dividend allocated this account, to the Other Reserves accounts before the payment of the Distribution in Kind and (iii) will not exceed the amount of the 2018 net income and the retained earnings increased by the amount of the reserves and premiums distributable in accordance with applicable laws and regulations, reduced by the amount of the Ordinary Dividend which will be deducted in priority from the 2018 net income and retained earnings, *i.e.*, an aggregate net amount estimated at €3,791 million<sup>7</sup> (the "**Ceiling**"). In the event that the Distribution in Kind exceeds this authorized Ceiling, the Atos Board of Directors will have all powers to adjust the aforementioned distribution ratio so that the amount distributed does not exceed the Ceiling. This would be the case if the Worldline opening share price on the Payment Date were to exceed €88.47, based on a maximum distributable amount of €3,791 million and on the assumption that 42,849,257 Worldline shares are distributed. Atos will publish a press release on the morning of the Payment Date, once the Worldline opening share price is known, to confirm the ratio retained for the Distribution in Kind and, if an adjustment to the ratio is made, to inform the shareholders of any potential change in the timetable of the Distribution in Kind.

Rights to fractional shares shall neither be tradable nor transferrable. As a consequence, if the allocation to which a shareholder is entitled is not a whole number of Worldline shares due to the distribution ratio used (*i.e.*, if a shareholder holds less than 5 Atos shares or a number of Atos shares which does not correspond to a multiple of 5), the shareholder shall receive the number of Worldline shares immediately below this amount, together with a cash payment for the balance, the amount of which will be calculated based on price at which the Worldline shares corresponding to fractional shares will be sold. Shareholders with less than 5 Atos shares at the Record Date will therefore solely receive a payment in cash. For illustrative purposes only and assuming that the Worldline shares corresponding to these fractional shares will be sold for a price of €49.32 per share<sup>8</sup>:

- a shareholder with 4 Atos shares would not receive any Worldline shares but solely a cash payment of a gross amount of €78.91, equivalent to  $4 \times (2/5) \times €49.32$ ; and
- a shareholder with 13 Atos shares would receive 4 Worldline shares and a cash payment of a gross amount of €59.18 equivalent to  $3 \times (2/5) \times €49.32$ .

The completion of the Distribution in Kind is subject to the approval by the Annual General Meeting of a resolution to amend Atos' bylaws in order to authorize the distribution in kind of assets held by Atos on its balance sheet.

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<sup>7</sup> Equal to €3,973 million (composed of the following items: "Net income" for €161 million, "Retained Earnings" for €778 million, "Other Reserves" for €26 million, "Merger premium" for €53 million and "Contribution and Share Premium" for €2,955 million) less €182 million (estimated amount of the Ordinary Dividend on the basis of a number of Atos shares giving entitlement to the Ordinary Dividend equal to 106,859,625 as of February 28, 2019 (the share capital of Atos comprising 107,149,737 shares, less 263,518 shares resulting from the 2018 employee shareholding plan not giving right to the Ordinary Dividend and less 26,594 treasury shares), based on Atos' accounts as of December 31, 2018.

<sup>8</sup> The theoretical share price used for the examples above (*i.e.*, €49.32 per Worldline share) is the Worldline closing share price on February 28, 2019.

## 1.2 AMENDMENT TO THE SHAREHOLDERS' AGREEMENT RELATING TO WORLDLINE ENTERED INTO BETWEEN ATOS AND SIX GROUP

As a reminder, in the context of the contribution of SIX Group's Payment Services activity to Worldline (the "**Contribution**"), on October 18, 2018, Atos and SIX Group entered into a shareholders' agreement (the "**Shareholders' Agreement**") and SIX Group and Worldline entered into an agreement (the "**Worldline-SIX Agreement**"), which contracts became effective as from the completion of the Contribution, *i.e.*, on November 30, 2018. For more information on the Shareholders' Agreement and the Worldline-SIX Agreement, Atos shareholders should refer to the information document (Document E) filed on October 31, 2018 with the AMF – in the context of the Contribution – under registration number E-18-070 and to the Worldline Registration Document, both documents being available on the websites of Worldline ([www.worldline.com](http://www.worldline.com)), section "Investors", and the AMF ([www.amf-france.org](http://www.amf-france.org)).

Pursuant to the amendment entered into on March 18, 2019, the main modifications to the Shareholders' Agreement, subject to the completion of the Distribution in Kind, will be as follows:

- Worldline's Board of Directors, on the Payment Date, shall comprise twelve directors and be composed as follows (i) three directors designated by Atos, including the Chairman (compared to six in the Shareholders' Agreement currently in place), (ii) two directors designated by SIX Group (in line with the Shareholders' Agreement currently in place), (iii) the chief executive officer of Worldline and (iv) six independent directors (compared to four in the Shareholders' Agreement currently in place);
- Atos shall be entitled to designate (i) three directors at Worldline's Board of Directors for so long as it owns a number of shares representing more than 30% of Worldline's voting rights and provided that Atos holds 10 percentage points more than SIX Group in voting rights during a period of 7 months following the Annual General meeting approving the Distribution in Kind, (ii) two directors and one censor if Atos owns a number of shares representing more than 16% of Worldline's share capital or voting rights and (iii) one director and one censor if Atos owns a number of shares representing more than 8% of Worldline's share capital or voting rights;
- in the event where Atos would come to own a number of shares between 8% and 16% of Worldline's share capital or voting rights and SIX Group holds a number of shares representing more than 8% of Worldline's share capital and voting rights, neither Worldline nor its subsidiaries could take certain significant decisions without the prior approval of the Board of Directors including the affirmative vote of at least one of the directors designated by Atos, the list of such significant decisions, as described in the aforementioned Document E and in the Worldline Registration Document, being identical to the one presented in the Shareholders' Agreement for the prior approval of SIX Group. Pursuant to the provisions of the Shareholders' Agreement stipulations, SIX Group's right of prior authorization will take effect upon payment of the Distribution in Kind;
- the obligations under the Shareholders' Agreement related to the orderly market sell-down of Worldline shares shall be applicable, except for certain provisions, for any of Worldline shares sell-down representing on a given day more than 10% of the average daily trading volumes for a period of 30 trading days compare to 20% in the Shareholders' Agreement currently in place and shall also be applicable for a distribution in kind of Worldline shares;
- Atos and SIX Group shall have the option to participate in any significant sell-down (defined as the transfer of Worldline shares representing more than 10% of the average daily trading volumes for a period of 30 trading days) contemplated by the other party which would be carried out through a private placement or a secondary public offering of Atos' or SIX Group's shares, pro rata to their respective shareholding in Worldline on a share capital basis; and
- the Shareholders' Agreement will remain in force until the earlier of (i) the tenth anniversary of the completion of the Contribution, unless SIX Group requests a ten-year period renewal, (ii) its termination by mutual agreement of Atos SE and SIX Group, and (iii) the holding by SIX Group or Atos of a number of Worldline shares representing less than 4% of the share capital or voting rights of Worldline.

Atos and SIX Group also commit to retain, subject to certain exceptions, their respective shareholding in Worldline during a six-month lock-up period, starting from the date of the Annual General Meeting approving the Distribution in Kind. Atos and SIX Group declare that they will continue not to act in concert vis-à-vis Worldline following the Distribution in Kind.

### 1.3 INDICATIVE TIMETABLE FOR THE DISTRIBUTION IN KIND

The indicative timetable for the Distribution in Kind is as follows:

March 22, 2019	Publication of the first notice ( <i>avis de réunion</i> ) in the BALO (French official bulletin of legal notices) convening the Annual General Meeting of Atos
April 12, 2019	Publication of the second notice ( <i>avis de convocation</i> ) in the BALO convening the Annual General Meeting of Atos
April 26, 2019	Beginning of the suspension period of the liquidity agreement and of the possibility to exercise stock options
April 30, 2019	Annual General Meeting of Atos approving notably the ordinary dividend, the Distribution in Kind and the amendment of the bylaws.
May 3, 2019	Ex-date of the Ordinary Dividend and of the Distribution in Kind
May 6, 2019	Record Date of the Ordinary Dividend and of the Distribution in Kind
May 7, 2019	Payment Date of the Distribution in Kind End of the suspension period of the liquidity agreement and of the possibility to exercise stock options Beginning of the option period for the payment in shares of the Ordinary Dividend
May 22, 2019	End of the option period for the payment in shares of the Ordinary Dividend
May 28, 2019	Payment of the Ordinary Dividend (for the shareholders that opted for the payment of the Ordinary Dividend in shares, the delivery of the new Atos shares will occur starting as from the same date)

## 2. IMPACT OF THE DISTRIBUTION IN KIND ON ATOS' CONSOLIDATED EQUITY, NET PROFIT AND NET DEBT

### 2.1 IMPACT OF THE DISTRIBUTION IN KIND ON ATOS CONSOLIDATED SHAREHOLDERS' EQUITY (GROUP SHARE)

On the Payment Date, the Distribution in Kind will cause (i) a reduction in the Atos consolidated shareholders' equity (Group share) equal to the number of distributed Worldline shares multiplied by the Worldline opening share price on the Payment Date, as well as (ii) a capital gain (net of current and deferred taxes) related to all the Worldline shares held by Atos before the Distribution in Kind.

The impact of this transaction on the Atos' consolidated shareholders' equity (Group share) compared to the Atos' consolidated shareholders' equity (Group share) included in the consolidated balance sheet as of December 31, 2018, can be summarized as follows:

	Number of outstanding shares	Shareholders' equity (Group share) (in € million)	Shareholders' equity per share (Group share) (in € per share)
Situation as of 31/12/2018 <sup>(1)</sup>		6,074	56.9
Impact of the Distribution in Kind <sup>(2)</sup>	106,831,377*	444	4.2
Including:			
- Distribution in Kind		-2,113	
- Capital gain	2,557		
Situation post-Distribution in Kind		6,518	61.0

(1) On the basis of Atos consolidated financial statements approved by the Board of Directors on February 20, 2019.

(2) By way of example, Worldline' share price on the Payment Date used in the table above is the Worldline closing share price on February 28, 2019, i.e., €49.32 per Worldline share.

\* Number of shares comprising Atos' share capital less treasury shares as of December 31, 2018.

### 2.2 IMPACT OF THE DISTRIBUTION IN KIND ON ATOS CONSOLIDATED NET PROFIT (GROUP SHARE)

The loss of control of Worldline resulting from the Distribution in Kind will cause a capital gain (net of taxes) to be recorded in the Atos consolidated financial statements as of June 30, 2019, as a consequence of the revaluation at market value of all the Worldline shares held by Atos before the Distribution of Kind.

By way of example, based on the Worldline closing share price on February 28, 2019 and assuming that 42,849,257 Worldline shares are distributed, the consolidated net gain would amount to €2,557 million after tax.

In addition, the Distribution in Kind will entail a decrease in Worldline's contribution to Atos consolidated net income, as it will be limited to the remaining stake's contribution using the equity method. The loss of the contribution will trigger the dilution of the Group share of net earnings per share as follows:

	Average number of outstanding shares in 2018*	Net profit (Group share) (in € million)	Group share of net earnings per share (in € per share)
2018 financial year	106,012,480	630	5.95
Impact of the Distribution in Kind		-33	-0.31
Situation post-Distribution in Kind	106,012,480	598	5.64
Distribution in Kind impact on earnings per share			-5.2%

\* Number of shares comprising Atos' share capital less the average number of treasury shares.

### 2.3 IMPACT OF THE DISTRIBUTION IN KIND ON ATOS' CONSOLIDATED NET DEBT

The impact of the loss of control of Worldline on the Group's cash position and net financial debt will be the exit from the perimeter of Worldline's net financial debt, a cash outflow relating to the current tax payable in the event of a capital gain, in accordance with the tax provisions applicable in France to tax treatment of long-term capital gains, and a cash outflow relating to the fees of the contemplated Distribution in Kind.

### 3. PAYMENT OF THE DISTRIBUTION IN KIND

The transactions relating to the payment of the Distribution in Kind will start on the Payment Date, *i.e.*, May 7, 2019, under the conditions set forth below.

The bank responsible for centralizing the transactions in connection with the Distribution in Kind (the "**Centralizing Bank**") is Société Générale Securities Services, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

For the Beneficiaries of the Distribution in Kind holding Atos shares in bearer form (*au porteur*) or in registered accounts (*au nominatif administré*):

- the Centralizing Bank will credit via Euroclear France every account custodians (i) on the Payment Date, of the whole number of Worldline shares that correspond to their position in Atos shares duly registered with Euroclear France at day-end closing on the Record Date, by applying the ratio of 2 Worldline shares for 5 Atos shares registered with the relevant account custodian and, (ii) as from the sale of the shares corresponding to the fractional shares after financial institutions have been credited with Worldline shares corresponding to multiples of 5 Atos shares, of the cash balance payment allocated to the account custodians in respect of those fractional shares;
- each account custodian will then credit each of its clients first with (i) the whole number of Worldline shares that correspond to multiples of 5 Atos shares allocated to them as Beneficiaries of the Distribution in Kind and then (ii) the cash balance payment allocated to them, the amount of which will be determined based on the sale price of the fractional shares post-allocation among its clients of Worldline shares corresponding to multiples of 5 Atos shares; and
- the Beneficiaries of the Distribution in Kind must satisfy with the paying agent the social withholdings, the PFNL and/or the withholding tax due under the Distribution in Kind. As the case may be, the paying agent could sell the number of Worldline shares necessary to pay the currently applicable withholding taxes. Atos shareholders should seek advice from their account custodian to determine the procedure that will be put in place in this respect.

For Beneficiaries of the Distribution in Kind holding Atos shares in the company's register (*au nominatif pur*):

- the Centralizing Bank, acting in its capacity as financial institution in charge of the company's register (*registre des actionnaires inscrits au nominatif pur*), (i) will credit, as from the Payment Date, the account of each of the Beneficiaries of the Distribution in Kind holding their Atos shares in the company's register with Worldline shares corresponding to multiples of 5 Atos shares held by the Beneficiary of the Distribution in Kind and (ii) will credit, as from the sale of shares corresponding to fractional shares, the account of each relevant Beneficiary of the Distribution in Kind with the net amount of the cash payment due, as the case may be, the amount of which will be determined based on the sale price of the shares corresponding to fractional shares post-allocation among the Beneficiaries of the Distribution in Kind of Worldline shares corresponding to multiples of 5 Atos shares and (iii) will sell, as the case may be, the number of Worldline shares necessary to pay the social withholdings, the PFNL and/or the withholding tax due under the Distribution in Kind.

Shareholders wishing to sell the Worldline shares they receive under the Distribution in Kind should contact their usual tax advisor and/or their account custodian.

#### **4. TAX TREATMENT OF THE DISTRIBUTION IN KIND<sup>9</sup>**

The following developments summarize certain French tax consequences, under applicable laws and regulations currently in effect, that may apply to Atos shareholders under the Distribution in Kind.

Shareholders should be made aware that this information constitutes only a short summary of the applicable tax provisions under currently applicable legislation and is provided for information purposes only. The rules described below are subject to change and new laws or regulations could be retroactive or apply to the current calendar or fiscal year.

The tax information below does not constitute a comprehensive description of all tax impacts that may apply to Atos shareholders under the Distribution in Kind.

Atos shareholders should seek advice from their usual tax advisor on the tax consequences of their particular circumstances.

In addition, persons who are not French tax residents must refer to (i) the provisions of the applicable tax treaty concluded between their own State of residence and France; (ii) the provisions of French tax legislation; and (iii) the legislation of their State of residence and/or nationality that may apply to them so that they may determine their applicable tax regime. These persons should seek advice from their usual tax advisor regarding the applicable tax treatment for the Distribution in Kind.

A fraction of the Distribution in Kind will correspond to a repayment of share capital (*remboursement d'apport*) from a tax perspective (at Worldline closing share price as at February 28, 2019, *i.e.*, €49.32, and in view of the analysis to date of the composition of Atos shareholders equity under provisions of Article 112 of the French General Tax Code ("**CGI**"), this fraction is estimated at approximately 60% of the value of the Distribution in Kind). Atos will publish on May 7, 2019 a press release providing a breakdown from a tax perspective between the distribution of income (a priori the fraction of the Distribution in Kind deducted from the Other Reserves (*autres réserves*) and the Merger Premium (*primes de fusion*) accounts and, on the other hand, the repayment of share capital (a priori the fraction of the Distribution in Kind deducted from the Contribution Premium and the Share Premium (*primes d'apport* and *primes d'émission*) accounts. Such repayment will not be viewed as a distribution of income and will therefore not be subject in this respect to a French levy made by the paying agent of the Distribution in Kind or to a French withholding tax.

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<sup>9</sup> The fractional shares will be subject to the same regime as the one described here.



## 4.1 SHAREHOLDERS WHOSE TAX RESIDENCE IS LOCATED IN FRANCE

Shareholders who are natural persons with their tax residence in France should be made aware that the Distribution in Kind is subject, under the conditions set out in paragraph 4.1.1 below, prior to the delivery of the shares or the payment of the cash balance, to a 12.8% non-final flat-rate withholding tax of the distributed gross amount (unless exempted as described below) (paragraph 4.1.1.1), as well as various social withholdings of 17.2% of the distributed gross amount (paragraph 4.1.1.2), *i.e.*, a total withholding amounting to 30% of the distributed gross amount. Final taxation of this distribution, whether it is subject to tax withholding (*impôt sur le revenu au prélèvement forfaitaire unique*) or to the progressive income tax (*barème progressif*) is described in paragraph 4.1.1.2. Certain taxpayers will also be subject to the exceptional contribution on high income (paragraph 4.1.1.4).

The corresponding amount shall be made available to the paying agent prior to the delivery of the shares or cash balance payment. As the case may be, the paying agent will be allowed to sell the number of Worldline shares necessary to pay the currently applicable withholding taxes. Atos shareholders should seek advice from their account custodian to determine the procedure that will be put in place in that respect.

### 4.1.1 Natural persons with personal holdings of Atos shares who do not professionally engage in securities transactions

#### 4.1.1.1 12.8% withholding tax

As from January 1, 2018, pursuant to Article 117-quater of the CGI, subject to the exceptions referred to below, natural persons residing in France are subject to a 12.8% non-final withholding on the gross amount of distributed income (*revenu distribué*). This withholding is made by the paying agent of the income, if it is located in France. When the paying agent of the income is established outside of France, the income is declared and the corresponding payment made within the first 15 days of the month following the month of the income payment, either by the taxpayer him/herself or by the paying agent, when that entity is established in a Member State of the European Union or in another Member State of the European Economic Area Agreement that has concluded with France a tax treaty which includes an administrative assistance provision to tackle tax evasion and avoidance, and has received instructions to that effect from the taxpayer.

However, natural persons belonging to a tax household whose reference taxable income (*revenu fiscal de référence*) for the second-to-last tax year, as defined in 1° of IV of Article 1417 of the CGI, is less than €50,000 for taxpayers who are single, divorced or widowed, or €75,000 for couples filing jointly, who requested an exemption from this withholding under the terms and conditions of Article 242-quater of the CGI by providing to the paying agent no later than November 30 of the year preceding the year of the payment of the distributed income a sworn statement that the reference fiscal income shown on the tax notice issued in respect of the second-to-last year preceding the year of payment was below the above-mentioned taxable income thresholds.

When the paying agent is established outside France, only natural persons belonging to a tax household whose reference fiscal income of the year before last, as defined in 1° of IV of Article 1417 of the CGI, is equal or superior to the amounts mentioned in the previous paragraph are subject to this tax.

The withholding tax does not apply to income related to securities held in French share savings plans (*Plan d'Épargne en Actions*, "PEA").

#### 4.1.1.2 Income tax

The final taxation of dividends is calculated on the basis of information mentioned in the declaration of income subscribed the year following the year in which the income was obtained.

Pursuant to 1 of the Article 200 of the CGI, as of January 1, 2018, the dividends are in principle subject to the withholding tax (*impôt sur le revenu au prélèvement forfaitaire unique*, "PFU") of 12.8%.

Pursuant to Article 193 of the CGI, the 12.8% non-final withholding may be credited against the income tax due in respect of the year in which it was paid. Where it exceeds the income tax due, the surplus is refunded. In practice, the alignment of the PFU and PFNL is the same to the payment of the withholding tax

Pursuant to 2 of the Article 200 A of the CGI, and as of January 1, 2018, by way of derogation from the application of the PFU, taxpayers having an interest may, upon express, global and irrevocable option, be subject to the progressive income tax. Under Article 158 of the CGI, dividends must be included in the shareholder's tax return as portfolio income (*revenu de capitaux mobiliers*) in respect of the year during which they are received. The option is exercised each year when filing the tax return and at the latest before the declaration deadline. The dividends benefit then from an unlimited tax deduction of 40% on the amount of distributed income (the "**40% Deduction**").

If the Atos shares are held in a French share savings plan (PEA), the dividends and similar distributed income are exempt from the income tax, subject to complying with the terms and conditions specific to the PEA.

#### *4.1.1.3 Social withholdings*

In addition, whether the 12.8% non-final flat rate withholding tax (PFNL) is applicable or not, the gross amount of income distributed by Atos (before application of the 40% Deduction when opting for the progressive income tax) will also be subject to social withholdings at a global rate of 17.2%, broken down as follows:

- general social contribution (contribution sociale généralisée, "**CSG**") at the rate of 9.2%;
- social debt repayment contribution (contribution pour remboursement de la dette sociale, "**CRDS**") at the rate of 0.5%; and
- solidarity levy at the rate of 7.5%.

These social contributions are not tax deductible of income subject to PFU. With respect to income subject to the progressive income tax upon option, the CSG is deductible up to 6.8% from the taxable income of the year of its payment.

Shareholders should consult their usual tax advisor to determine reporting obligations and payment rules that may apply to them in respect of the PFNL and the social withholdings.

#### *4.1.1.4 Exceptional contribution on high income earners*

Pursuant to Article 223-sexies of the CGI, taxpayers subject to personal income tax are liable for a contribution based on the amount of the tax household's reference fiscal income as defined in 1° of IV of Article 1417 of the CGI, without any application of the quotient rules defined in Article 163-0 A of the CGI. The defined reference income includes the distributed income and dividends received by the relevant taxpayers (before the 40% Deduction when opting for the progressive income tax). This contribution is calculated by applying the following rates:

- 3% of the portion of reference fiscal income between €250,000 and €500,000 for single, widowed, separated or divorced taxpayers, and the portion of taxable income between €500,000 and €1,000,000 for couples filing jointly; and
- 4% of the portion of reference fiscal income above €500,000 for single, widowed, separated or divorced taxpayers, and the portion of taxable income above €1,000,000 for couples filing jointly.

#### 4.1.1.5 Fraction of the Distribution in Kind considered as a repayment of share capital (remboursement d'apport) from a tax perspective

According to the administrative guidelines (BOI-RPPM-PVBMI-20-10-20-40-20141014 No. 240), the distributions made by a company to its partners or shareholders who are natural persons and considered from a tax perspective for the latter as a repayment of share capital (*remboursement d'apport*) as defined in paragraph 1 of Article 112 of the CGI are not treated as distributed income and as such are not subject to income tax nor to the withholdings and taxes set forth in sections 4.1.1.1 to 4.1.1.4. However, in the event that these partners or shareholders, natural persons, later sell the securities, the amount of the distributions will be subtracted from the purchase or subscription price of the securities as specified in Article 150-0 D of the CGI. Shareholders whose tax basis for the Atos share is less than the amount of the repayment of in-paid capital, as well as shareholders who received a tax deferral when they acquired Atos shares, should seek advice from their usual tax advisor as to which tax regime applies to their particular circumstances.

#### 4.1.2 Legal entities subject to corporate income tax (under standard rules)

##### 4.1.2.1 Legal entities without the status of a parent company (société mère) in France

Legal entities, other than those having parent company (*société mère*) status within the meaning of Article 145 of the CGI, should include the dividends and distributed income received in their taxable income subject to the ordinary corporate tax rate. An additional 3.3% social contribution may also apply, based on the corporate income tax charge, after a deduction of up to €763,000 for each twelve-month period (Article 235-ter ZC of the CGI).

However, pursuant to Article 219 I-b of the CGI, for legal entities with annual revenue of less than €7,630,000 (excluding taxes), and whose share capital is entirely paid up and at least 75% continuously held throughout the relevant fiscal year by natural persons or by a company satisfying all these conditions, the corporate income tax rate is set at 15% for the first €38,120 of taxable income for each twelve-month period. In addition, these legal entities are exempted from the aforementioned 3.3% social contribution.

##### 4.1.2.2 Legal entities qualifying as a parent company (société mère) in France

Legal entities holding at least 5% of Atos share capital and voting rights, and which meet the conditions provided under Articles 145 and 216 of the CGI, may benefit, upon election, from a dividend and distributed income exemption under the parent subsidiary regime. Subsection I of Article 216 of the CGI provides, however, for the inclusion, in the taxable income subject to corporate income tax at the standard rate of the beneficiary, of a quota for fees and expenses set at 5% of total proceeds from the shares, tax credits included.

#### 4.1.2.3 Fraction of the Distribution in Kind considered as repayment of share capital (remboursement d'apport) from a tax perspective

Legal entities should seek the advice of their usual tax advisor to determine the applicable tax treatment based on their specific circumstances with respect to receiving a fraction of the Distribution in Kind considered as a repayment of share capital (*remboursement d'apport*).

#### 4.1.3 Other shareholders

Atos shareholders that are subject to a tax regime different from those described hereinabove, in particular those taxpayers whose securities trading goes beyond mere portfolio asset management or who have recorded their shares as assets in their commercial balance sheet, should consult their own tax advisor to determine the provisions that apply to their particular circumstances.

## 4.2 SHAREHOLDERS WHOSE TAX RESIDENCE IS LOCATED OUTSIDE OF FRANCE

Under French legislation currently in effect and subject to the application of any international tax treaties, the following developments summarize certain French tax consequences that may apply to investors (i) who are not tax residents of France within the meaning of Article 4 B of the CGI or whose registered office is located outside France and (ii) whose ownership of shares is not related to a fixed base or a permanent establishment subject to taxation in France.

These investors must, however, verify, with their usual tax advisor, the tax treatment that applies to their specific circumstances and, in addition, comply with the tax laws in force in their State of residence and/or nationality.

Subject to the provisions of any applicable international tax treaties and the exceptions listed below, the gross amount of distributed income will, in principle, be subject to a withholding tax, deducted by the paying agent, where the tax residence or the registered office of the beneficial owner is located outside France. Consequently, the corresponding amount shall be made available to the paying agent prior delivery of the shares or cash balance payment. If so, the paying agent can sell the necessary Worldline shares to pay the currently applicable withholding tax. Atos shareholders should contact their account custodian to determine the procedure that will be put in place by the latter.

Subject to what is set forth below and to completing the appropriate formalities, the rate of this withholding tax is set at (i) 12.8% by the 2° of the Article 187 (1) of the CGI where the beneficiary is a natural person, (ii) 15% when the beneficiary is a non-profit organization that has its registered office in a Member State of the European Union or in another Member State of the European Economic Area Agreement that has concluded with France a tax treaty which includes an administrative assistance provision to tackle tax evasion and avoidance, that would be taxed according to the treatment referred to in Article 206-5 of the CGI if it had its registered office in France and that meets the criteria provided for by paragraphs 580 et seq. of the administrative guidelines BOI-IS-CHAMP-10-50-10-40-20130325; and (iii) 30% in all other cases.

This withholding tax is also applicable to any payment made for the benefit of a non-resident in the context of a temporary assignment or a similar transaction giving the right or obligation to return or resell the shares or other rights relating to these shares. In accordance with the new Article 119 bis A, 1 of the CGI, the temporary or similar transaction must be carried out for a period of less than forty-five days, including the date on which the right to the distribution of the proceeds of the shares is acquired. If the Beneficiary of the payment provides proof that it corresponds to a transaction that has primarily an object and effect other than avoiding the application of a withholding tax or obtaining the granting of a tax benefit then he will be able to obtain the reimbursement of the withholding tax which will be definitely deducted from the tax office of his domicile or of his headquarter. In addition, dividend payments distributed to a parent company of the European Economic Area and income distributed to foreign collective investment funds (*organismes de placement collectif étrangers*) are not subject to withholding tax.

Further, regardless of the location of the beneficiary's tax residence or registered office, the income distributed by Atos outside France to a "non-cooperative" State or territory, as defined by Article 238-0 A of the CGI, will be subject to a withholding tax at a rate of 75%. The list of non-cooperative States and territories is published by ministerial order and updated annually. This list was updated by the ministerial order dated April 8, 2016 (Official Journal dated April 10, 2016) and includes the following States and territories: Botswana, Brunei, Guatemala, Nauru, Marshall Islands, Niue and Panama. If States or territories were to be included on the EU Black List because they facilitate the creation of extraterritorial structures or devices, then they would also be affected by the application of the 75% withholding tax from the day the Ministerial Decree is amended accordingly, in accordance with Article 238-0 A 2 bis 1°. Investors that may be impacted by such measure and those who are domiciled or established in a non-cooperative State or territory should seek the advice of their usual tax advisor to determine the tax treatment applicable to them.

Shareholders that are legal entities having their place of effective management in a Member State of the European Union may benefit from a withholding tax exemption, if they hold at least 10% of Atos share capital, and otherwise meet all the conditions of Article 119-ter of the CGI. In addition, subject to meeting the conditions specified in administrative guidelines BOI-RPPM-RCM-30-30- 20-40-20160607, legal entities that hold at least 5% of Atos share capital and voting rights may benefit from a withholding tax exemption, under certain conditions, if their place of effective management is located either in a Member State of the European Union, or in another Member State of the European Economic Area Agreement that has concluded with France a tax treaty with a clause to avoid double taxation which includes an administrative assistance provision to tackle tax evasion and avoidance.

Furthermore, and subject to the payment in a non-cooperative State or territory as defined in Article 238-0 A of the CGI, the tax withholding is not applicable pursuant to Article 119 (2) bis of the CGI to dividends distributed to collective investment undertakings governed by foreign law, located in a Member State of the European Union or another State that has concluded with France a tax treaty which includes an administrative assistance provision to tackle tax evasion and avoidance and which satisfy the following two conditions:

- raising capital from a certain number of investors with the purpose of investing it in a fiduciary capacity on behalf of such investors, pursuant to a defined investment policy; and
- having features similar to those required of collective undertakings governed by French law under section 1, paragraphs 1, 2, 3, 5 et 6 of sub-section 2, sub-section 3, or sub-section 4 of section 2 of Chapter IV of the 1st Title of Book II of the French Monetary and Financial Code.

The conditions of this exemption are set forth in detail in the administrative guidelines dated June 7, 2017 (BOI-RPPM-RCM-30-30-20-70-20170607).

The withholding tax may be reduced or even eliminated pursuant to tax treaties signed by France. In addition, it is the responsibility of Atos shareholders to consult their usual tax advisor to determine whether they are likely to qualify for a reduction to or exemption from the withholding tax by virtue of the preceding principles or provisions of international tax treaties, and to determine the practical formalities to be complied with to benefit from these treaties, including those provided for by BOI-INT-DG-20-20-20-20-20120912 relating to the "standard" or "simplified" procedure for the reduction of or exemption from the withholding tax.

## **5. PROTECTION OF THE HOLDERS OF STOCK OPTIONS AND PERFORMANCE SHARES**

### **5.1 PRESERVATION OF THE RIGHTS OF THE STOCK OPTION HOLDERS**

As a result of the Distribution in Kind, the Atos shareholders will be asked at the Annual General Meeting to acknowledge that the rights of the holders of exercisable stock options under the plans granted by Atos Board of Directors at its meeting on December 31, 2010 (the "**Stock Options**") will be preserved and that the Board of Directors will have all powers to adjust the number and the price of the shares under option in accordance with the principles set forth in Article R. 228-91 of the French Commercial Code.

Atos Board of Directors will adjust the rights of the holders of Stock Options who have not exercised their options prior to the suspension of the exercise of options as set forth below.

### 5.1.1 Adjustment of the exercise price

The subscription price of a share under option post-adjustment will be equal to:

$$\text{subscription price of a share under option prior to adjustment} \times \left( 1 - \frac{\text{Amount of the Distribution in Kind per Atos share}}{\text{Value of the Atos share prior to the Distribution in Kind}} \right)$$

For the purposes of the adjustment, the Board of Directors will use:

- for the "Amount of the Distribution in Kind per Atos share", two fifths of the opening price of the Worldline share recorded on Euronext Paris on the Payment Date of the Distribution in Kind; and
- for the "Value of the Atos share prior to the Distribution in Kind" the arithmetical average of the volume weighted averages of the Atos share price recorded on Euronext Paris during the three (3) trading days preceding the first day on which the Atos shares are listed ex-Distribution in Kind, i.e., May 3, 2019.

### 5.1.2 Adjustment of the number of shares under option

The number of Atos shares under option post-adjustment will be equal to:

$$\text{number of shares prior to adjustment} \times \frac{\text{subscription price of a share under option prior to adjustment}}{\text{subscription price of a share under option post-adjustment}}$$

For the purposes of the adjustment, the number of shares under option will be rounded up to the next whole number where necessary.

### 5.1.3 Suspension of the possibility to exercise Stock Options

In addition, pursuant to the terms of the Stock Options plans, the Board of Directors decided on March 18, 2019 to suspend the possibility to exercise Stock Options beginning on April 26, 2019 and up until the Payment Date.

## 5.2 **PRESERVATION OF THE RIGHTS OF THE BENEFICIARIES OF PERFORMANCE SHARES**

As a result of the Distribution in Kind, the Atos shareholders will be asked at the Annual General Meeting to acknowledge that the rights of the beneficiaries of the performance share plans whose vesting period has not expired prior to May 3, 2019 (the "**Performance Shares**") will be preserved and that the Board of Directors will have all powers to adjust the number of awarded Performance Shares that are still being vested under the conditions provided by the administrative guidelines (BOI-RSA-ES-20-20-10-20-20170724 No. 190) in accordance with the principles set forth in Article R. 228-91 of the French Commercial Code.

Atos Board of Directors will adjust the rights of the beneficiaries of the awarded Performance Shares that are still being vested on May 2, 2019, by multiplying the number of awarded Performance Shares that are still being vested for each of the beneficiaries by the following ratio:

$$\frac{\text{Value of the Atos share prior to the Distribution in Kind}}{\text{Value of the Atos share prior to the Distribution in Kind} - \text{Amount of the Distribution in Kind per Atos Share}}$$

For the purposes of this adjustment, the Board of Directors will use:

- for the “*Value of the Atos share prior to the Distribution in Kind*” the arithmetical average of the volume weighted averages of the Atos share price recorded on Euronext Paris during the three (3) trading days preceding the first day on which the Atos shares are listed ex-Distribution in Kind, i.e., May 3, 2019; and
- for the “*Amount of the Distribution in Kind per Atos share*”, two fifths of the opening price of the Worldline share recorded on Euronext Paris on the Payment Date of the Distribution in Kind.

For the purposes of the adjustment, the number of Performance Shares will be rounded up to the next whole number where necessary.

## **6. RISK FACTORS**

The following risk factors should be carefully considered.

### **6.1 SPECIFIC RISK FACTORS RELATED TO THE DISTRIBUTION IN KIND**

The main risk factors related to the Distribution in Kind are set forth below. Atos shareholders should be aware that the list of risks presented below is not exhaustive and that other additional risks that are not known or that Atos does not consider, as of the date hereof, as likely to have an adverse impact on the Distribution in Kind may exist:

- the Distribution in Kind is subject to the shareholders’ approval on the amendment to Atos bylaws to provide that Atos has the option to distribute assets recorded in the balance sheet of the company and, in particular, securities by deducting their value from the net income, retained earnings, reserves or premiums;
- in the event that the Distribution in Kind exceeds the Ceiling, the Board of Directors would have to adjust the ratio so that the amount distributed does not exceed such Ceiling. This would be the case if, based on a distributable amount of €3,791 million, the Worldline opening share price on the payment date were to exceed €88.47 on the Payment Date;
- the fractional Worldline shares will be sold as from the Payment Date. In addition, Atos shareholders may sell all or part of the Worldline shares that they receive in the Distribution in Kind. This could put downward pressure on the Worldline share price;
- the Worldline share price may drop post-Distribution in Kind; and
- tax laws and regulations may change and could have an adverse impact compared to the current tax system.

### **6.2 RISK FACTORS RELATED TO WORLDLINE AND ITS BUSINESS**

The main risk factors related to Worldline and its business are described in the Worldline Registration Document, which the Beneficiaries of the Distribution in Kind are invited to consult.

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## Contacts

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## About Atos

*Atos is a global leader in digital transformation with 120,000 employees in 73 countries and annual revenue of more than €12 billion. European number one in Cloud, Cybersecurity and High-Performance Computing, the Group provides end-to-end Orchestrated Hybrid Cloud, Big Data, Business Applications and Digital Workplace solutions through its Digital Transformation Factory, as well as transactional services through Worldline, the European leader in the payment industry. With its cutting-edge technologies and industry knowledge, Atos supports the digital transformation of its clients across all business sectors. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Syntel, Unify and Worldline. Atos is listed on the CAC40 Paris stock index.*