

ATOS

A French public company (Société Anonyme) with a Board of Directors
Registered office: River Ouest – 80 Quai Voltaire – 95870 BEZONS
Registered in Pontoise, no. 323 623 603
with a share capital of 83,777,593 euros

Description of the share buy-back program
Authorized by the Shareholders' meeting held on 30 May 2012
(23rd resolution)

This statement is made pursuant to the provisions of articles 241-1 and seq. of Règlement Général of the Autorité des Marchés Financiers.

Date of Shareholders' meeting authorizing the share buy-back program

Authorization granted by the Shareholders' meeting of 30 May 2012 for a duration of 18 months.

Share of capital held by the Company and allocation by objectives

As of 30 May 2012, the Company owns 149,693 shares, i.e. 0.18% of the share capital :

Number of shares	Allocation
12,500	AMAFI Liquidity agreement
137,193	Grant to employees and officers of the Company or of its Group

Share buy-back program objectives

Shares bought may be used in the following order of priority in order:

- to maintain them or subsequently use them for payment or exchange within the context of possible external growth operations, in observance of the market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company to this end shall not exceed 5% of the share capital.
- to ensure liquidity and lead the market of the Company's shares within the context of a liquidity contract concluded with an investment service provider in complete independence, in observance of the professional conduct charter accepted by the AMF,
- to attribute or sell these to the representatives or employees of the Company and/or companies which are affiliated to the Company, under the conditions and according to the procedures established by the legal and regulatory provisions applicable notably within the context (i) of the participation in the benefits of expansion of the company, (ii) of the share option regime established by articles L. 225-179 and sq. of the French commercial Code, (iii) of the free share issuance regime established by articles L. 225-

197-1 to L. 225-197-3 of the French commercial Code and (iv) of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the conditions established by market authorities and during periods when the Board of Directors or person acting as its representative so decides,

- to tender these at the time of exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other form of attribution of the shares of the Company, as well as to carry out all hedging operations with regard to the issuance of such securities, under the conditions established by market authorities and during periods when the Board of Directors or person acting as its representative so decides, or
- to cancel them as a whole or in part through a reduction of the share capital by way of application of the 9th resolution of the Shareholders' meeting of 30 May 2012.

Maximum share of capital, maximum number and characteristics of shares the issuer is proposing to buy – Maximum purchase price

Share characteristics: ordinary shares listed in compartment A of the Euronext Paris market, ticker ATO, ISIN number FR0000051732.

Maximum number of shares which may be bought:

10% of the share capital of the Company, at any moment in time, such percentage applying to a capital adjusted in accordance with the operations which shall have an effect on the share capital subsequently to the General Meeting held on 30 May 2012, i.e. 8,377,759 shares.

Considering the number of shares owned (149,693 shares), the number of shares which can be bought is 8,228,066 actions, i.e. 9.82% of the share capital as of 30 May 2012.

Maximum share price: 65.10 EUR (net of fees) per share.

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

The maximum amount of the funds assigned to the repurchase programme will thus be 545,196,225 EUR, as calculated on the basis of the share capital on 2nd April 2012, with its maximum amount adjustable to take account of the share capital on the date of the General Meeting.

Duration of the program

18 months from the Shareholders' meeting of 30 May 2012, i.e. up until 30 November 2013 inclusive.