

**CONVENING NOTICE  
COMBINED GENERAL MEETING  
DECEMBER 30, 2016**

*The shareholders of Atos SE  
Are summoned by the Board of Directors to the Combined General Meeting to be held*

*On Friday December 30, 2016  
At 11am*

*At the registered offices of the Company  
River Ouest - 80 quai Voltaire – 95870 Bezons  
The meeting will be held in the auditorium*

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**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 104,875,537 euros

**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, as from December 9, 2016, the documents and information listed in particular in section R. 225-73-1 of the French Commercial Code shall be available on the Company's Website: [www.atos.net](http://www.atos.net) as per applicable legal and regulatory provisions

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## CEO MESSAGE

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 Friday December 30, 2016 at 11:00 am at the registered offices of the Company, River Ouest in the auditorium, 80 quai Voltaire, 95870 Bezons.

At the end of the three-year plan Ambition 2016, the Board of Directors of your Company wished to invite you to give an opinion on the new Group's ambition for 2019, as these were disclosed during our "Investor Day" of November 8, 2016, as we did on December 27, 2013 for the preceding three-year plan. In particular, our ambition for 2019 aims at accompanying our customers in their digital transformation within a secured cyberspace, to consolidate our leadership in Infrastructure & Data Management by using it as a leverage for the rest of the group and capitalize on our unique offers in Big data, Cyber Security, payments and Business & Platform Solutions, to support a solid growth over the period.

We propose to you to vote on my term of office over this new three-year period in order to align it with the duration of this new three-year plan. The elements of my compensation, as proposed by the Board of Directors, throughout this plan will also be submitted to your vote, together with the age limitations applicable to the Chairman of the Board of Directors and the Chief Executive Officer of your company.

I am delighted to welcome 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 draft resolutions.

**Thierry Breton**  
Chairman of the Board and Chief Executive Officer, Atos SE

## THE ATOS GROUP IN 2015 / 2016

### 1. 2015 ANNUAL RESULTS

*(Consolidated financial statements as of December 31, 2015)*

In € million	2015	2014	Change
<b>Revenue</b>	<b>10,686</b>	<b>9,051</b>	<b>+18.1%</b>
<b>Operating Margin</b>	<b>883.7</b>	<b>701.9</b>	<b>25.9%</b>
% of statutory revenue	8.3%	7.8%	+51 bps
<b>Net income group share</b>	<b>406.2</b>	<b>265.2</b>	<b>+53.2%</b>
% of statutory revenue	3.8%	2.9%	+87 bps
<b>Free cash Flow</b>	<b>450</b>	<b>367</b>	<b>+22.7%</b>
<b>Net cash</b>	<b>593</b>	<b>989</b>	

In 2015, the Group achieved all its financial commitments. It also reinforced its position as an international leader in digital services with all the required technologies and skills to be the trusted partner for the digital transformation of large organizations.

Revenue was € 10,686 million, up +18% year-on-year and +0.4% organically.

Operating margin was € 883.7 million, representing 8.3% of revenue, compared to 7.1% in 2014 at constant scope and exchange rates.

Order entry was € 11.2 billion leading to a book to bill ratio of 105%.

Full backlog increased by €+2.9 billion to € 19.1 billion, representing 1.7 year of revenue. Net cash position was € 593 million at the end of 2015.

Free cash flow was € 450 million in 2015 compared to € 367 million in 2014.

Net income was € 437 million, up +55% year-on-year and net income Group share was € 406 million, up +53% compared to 2014.

## 2. FIRST HALF 2016 RESULTS

*(Consolidated financial statements as of June 30, 2016)*

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**In the first half 2016**, Revenue was € 5,697 million, up +17.9% at constant exchange rates and +1.7% at constant scope and exchange rates. Organic growth at +1.8% during the second quarter of 2016 reflected the sustainability of the revenue momentum.

Order entry totaled € 6,309 million during the first half of 2016, up +24.0% year-on-year and representing a book to bill ratio of 111%. Commercial activity remained strong in Q2 with a book to bill ratio of 120%.

Operating margin was € 444.4 million, up +23.1% compared to H1 2015 operating margin and representing 7.8% of revenue, an improvement by +60 basis points at

constant scope and exchange rates. Net income was € 234 million including € 51 million for Worldline share in Visa Europe sold to Visa Inc.. Net income Group share reached € 205 million (including € 36 million Group share for Visa), up +66.9% compared to H1 2015.

Free cash flow totaled € 181 million during the first half of 2016, +74.2% compared to H1 2015 free cash flow. Further to free cash flow generation, payment of Unify acquisition, dividend paid on 2015 results, and proceeds received from Visa Inc., Group net cash position was € 412 million at the end of June 2016.

## 3. THIRD QUARTER 2016 PERFORMANCE

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**In the third quarter 2016**, Revenue was € 2,777 million, up +1.8% organically and +6.3% at constant exchange rates. Order entry was € 2,845 million leading to a record book to bill ratio for a Q3 at 102%.

Over the first nine months of the year, revenue growth reached +1.7% organically and +13.8% at constant exchange rates.

<p align="center"><b>THE BOARD OF DIRECTORS</b></p>
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<b>Nicolas Bazire*</b>	General Manager of Groupe Arnault SAS
<b>Valérie Bernis*</b>	Vice-President of Engie Foundation
<b>Thierry Breton</b>	Chairman and Chief Executive Officer of Atos SE
<b>Roland Busch</b>	Member of the Management Board of Siemens AG (Germany)
<b>Jean Fleming**</b>	Operations Director, Business Process Services, Atos IT Services UK Ltd (United Kingdom)
<b>Bertrand Meunier*</b>	Managing Partner of CVC Capital Partners Ltd (United Kingdom)
<b>Colette Neuville*</b>	Chairman (founder) of the ADAM
<b>Aminata Niane*</b>	Interim Manager for the return of the African Development Bank to its registered offices in Abidjan, Former Chief Executive Officer of the Agence Nationale Chargée de la promotion de l'Investissement et des Grands Travaux (APIX) which became APIX SA (Senegal)
<b>Lynn Paine*</b>	Senior Associate Dean of Harvard Business School / John G. McLean Professor of Business Administration
<b>Pasquale Pistorio*</b>	Chairman of the Pistorio Foundation (Switzerland), Honorary Chairman of STMicroelectronics Corporation
<b>Vernon Sankey*</b>	Officer in companies, Former Chairman of Firmenich (Switzerland)

\* Independent director

\*\* Director representing employee shareholders

<b>AGENDA</b>
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**ORDINARY ITEMS**

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- **2019 Guidelines**
- **Approval of the continuance of a related party undertaking** subject to articles L225-42-1 of the French Commercial Code for the benefit of **Thierry Breton** concerning a supplementary pension scheme, with defined benefits
- **Approval of the features and criteria for setting, allocating, and granting, the elements of compensation** of **Thierry Breton**, Chairman and Chief Executive Officer
- **Renewal of Thierry Breton as member of the Board of Directors**

**EXTRAORDINARY ITEMS**

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- **Modification of Article 19 of the Articles of Association** – Age limit applicable to the Chairman of the Board of Directors
- **Modification of Article 23 of the Articles of Association** – Age limit applicable to the Chief Executive Officer
- **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 December 28, 2016, 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 December 28, 2016, 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.

<b>A. PROCEDURE TO PARTICIPATE IN THE GENERAL MEETING</b>
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**IF YOU WILL ATTEND THE GENERAL MEETING PERSONNALLY**


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

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>▪ If you are the owner of <b>registered shares</b>, please:             <ul style="list-style-type: none"> <li>- send the form attached to the notice of meeting in the “T envelope” enclosed (<b>tick the A box</b>, date and sign at the bottom of the form), or</li> <li>- log onto the website <a href="http://www.sharinbox.societegenerale.com">www.sharinbox.societegenerale.com</a> using your login information previously received; or</li> <li>- you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>▪ If you are the owner of <b>bearer shares</b>, please :             <ul style="list-style-type: none"> <li>- request from your bank or broker that an admission card be addressed to you; or</li> <li>- 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.</li> </ul> </li> </ul> |
|---|---|

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 at 0.825.315.315 (cost: 0.15€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, only from France, and from the other countries at +33 (0)251.85.59.82 (local rate depending on the country from which the call is made)

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**IF YOU CANNOT ATTEND THE GENERAL MEETING**


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➔ You have the possibility to :

- **Vote** or **give proxy** online; or
- **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.

*The Votaccess website will be open from 9:00 a.m. on December 9, 2016 until 3:00 p.m. on December 29, 2016 (Paris Time). To avoid overloading the dedicated site, we recommend that you do not wait until the last day to vote.*

### ***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 December 29, 2016 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 the item 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.

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 three days before the date of the General Meeting, i.e. on December 27, 2016.

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 three days preceding the General Meeting, i.e. on December 27, 2016.

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 FILL IN YOUR FORM ?

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### **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.

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<sup>1</sup> The Company being subject to the legal regime of the “Societas Europea” (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 spoilt ballot paper.

A.- To attend the General Meeting personally: Tick here

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
 Quelle que soit l'option choisie, noircir comme ceci ☒ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ☒ date and sign at the bottom of the form.  
 A. ☐ Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.  
 B. ☐ J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous / I prefer to use the postal voting form or the proxy form as specified below.



ATOS SE  
 Société européenne au capital de 104.875.537 €  
 Siège social : River Ouest - 80 Quai Voltaire  
 95870 BEZONS  
 323 623 603 RCS Pontoise

ASSEMBLÉE GÉNÉRALE MIXTE DU 30 DECEMBRE 2016  
 A 11h00 au siège social - Auditorium

COMBINED GENERAL MEETING OF DECEMBER 30th, 2016  
 At 11.00 a.m. at the registered offices - Auditorium

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account	Vote simple Single vote Vote double Double vote
Nombre d'actions Number of shares Nombre de voix - Number of voting rights	

☐ **JE VOTE PAR CORRESPONDANCE // I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

J'exprime mon choix en noircissant comme ceci ☒ une case pour chaque résolution.  
 PROJETS DE RÉSOLUTIONS AGRÉES OU NON PAR L'ORGANE DE DIRECTION  
 DRAFT RESOLUTIONS APPROVED OR NOT BY THE BOARD OF THE DIRECTORS

Agréés par l'Organe de Direction. Approved by the Board of Directors.										Non agréés. Not approved.	
1	2	3	4	5	6	7	8	9	10	A	B
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. / Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)  
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
 See reverse (3)

☐ **JE DONNE POUVOIR À : Cf. au verso (4)**  
 I HEREBY APPOINT: See reverse (4)  
 Mme ou Mlle, Raison Sociale / Ms, Mrs or Miss, Corporate Name  
 Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION :** if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.  
 Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)  
 Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting:  
 - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.  
 - Je m'abstiens. / I abstain from voting.  
 - Je donne procuration (cf. au verso) pour voter en mon nom. / I appoint (see reverse) to vote on my behalf.  
 - Je donne procuration (cf. au verso) pour voter en mon nom. / I appoint (see reverse) to vote on my behalf.

Pour être prise en considération, toute formule doit parvenir au plus tard :  
 In order to be considered, this completed form must be returned at the latest:  
 à la banque / by the bank 27 décembre 2016 / December 27th, 2016  
 à la société / by the company 27 décembre 2016 / December 27th, 2016

Date & Signature

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

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

H. Date and sign here

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

**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 days prior to the date of the General Meeting, i.e. on December 26, 2016:

- at the registered offices, **by registered letter with acknowledgement of receipt** to the Chairman of the Board of Directors, 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 TO COME TO THE GENERAL MEETING?

The Combined General Meeting of December 30, 2016 shall start at 11:00 a.m. 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.

### BY PUBLIC TRANSPORTATION

#### 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

**From Argenteuil station (Transilien)** - From the train station St-Lazare or elsewhere, 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.

### 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.

## BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS

### ORDINARY ITEMS

#### 2019 Guidelines (1st Resolution)

During an «Investor Day», the Company presented on November 8, 2016 its main Guidelines in the context of the 2019 Ambition Plan, as appended to the report.

The 2019 Ambition Plan and its guidelines were defined by the Chairman and Chief Executive Officer and received prior approval from the Board of Directors. They aim at accompanying the Group's customers in their digital transformation and the massive "data-ization" of their businesses in a secured cyberspace.

In that context, the Group ambitions to deliver<sup>2</sup>:

- Revenue organic growth: +2% to +3% CAGR over the 2017-2019 period ;
- Operating margin rate: 10.5% to 11.0% of revenue in 2019 ;
- Free cash flow: an operating margin conversion rate to free cash flow at circa 65% in 2019 compared to circa 50% in 2016.

In order to achieve its 2019 Ambition, the Group will focus on 7 levers:

- Consolidate the Managed Services & Data leading position and leverage its leadership for the rest of the Group;
- Catch-up of Consulting & Systems Integration growth and profitability towards its peers;

- Roll-out an end-to-end sales process based on a holistic digital transformation offering and industrialize its successful global quality program to increase its wallet share;
- Develop Worldline as an undisputed European leader in payments;
- Leverage its unique European solutions in Big Data & Cybersecurity to sustain a solid double digit growth over the period;
- Maintain excellence in Human Resources and CSR;
- Continue to participate to the IT industry consolidation to expand its customer base and to strengthen its technological capabilities.

It is pointed out that these main guidelines reflect the Company's ambition for the years 2017 through 2019. However, the prospective indications being part of such guidelines (particularly with regard to financial projections, projects or operations) are subject to many risks and insecurity, which are difficult to forecast and that, for most of them, are out of the control of the Company. Consequently, the real results, trends and developments may significantly differ from the ones detailed in these prospective indications. These risks include those developed or identified in the 2015 Registration Document and in its update<sup>3</sup>. The Group doesn't make any commitment to update these prospective indications nor to submit them to the shareholders.

**You are invited to express a favorable opinion on the elements of the 2019**

<sup>2</sup> The figures are to be compared with the 2016 ones pro forma at September exchanges rates and including 12 months effect of recent acquisitions and disposals (i.e. mainly the acquisitions of Unify Managed Services, Equens, Paysquare, Komerční Banka Smartpay, and Anthelio). Additionally, the assumption is made that no pension one off effects will occur in the period 2017-2019.

<sup>3</sup> 2015 Registration Document filed with the French Autorité des Marchés Financiers (AMF) on April 7, 2016 under registration number: D16-0300 and its update filed with the French Autorité des Marchés Financiers (AMF) on August 4th, 2016 under registration number: D16-0300-A01.

**Ambition Plan as annexed to the present Report, and subject to the above mentioned reserves, it being specified that this opinion is given on a consultative basis only.**

**Approval of the continuance of a related party undertaking subject to articles L225-42-1 of the French Commercial Code for the benefit of Mr. Thierry Breton concerning a supplementary pension scheme, with defined benefits (2nd resolution)**

Under the second resolution, the Board of Directors proposes to approve the undertaking for the benefit of Thierry Breton, Chairman and Chief Executive Officer concerning a pension scheme with defined benefits, as described in this report on the basis of the auditors' special report on agreements covered by articles L.225-38, L.225-40 and L.225-42-1 of the French Commercial Code.

It is specified that the undertaking subscribed in favor of Thierry Breton regarding the defined benefit pension scheme was already approved by the General Meeting held on May 28, 2015, and is submitted to this General Meeting's approval, under identical terms to those validated by the General Meeting in 2015, in accordance with the provisions of the "Macron" law of August 6, 2015, on the occasion of the proposal to renew Thierry Breton's mandate.

In connection with this resolution, it is recalled that:

1. The Chairman and Chief Executive Officer benefits from the supplementary pension scheme 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 officers.
2. The application of this pension scheme to the current Chairman and Chief Executive Officer was authorized by the Board of Directors on March 26<sup>th</sup>, 2009 approved by the General Meeting held on May 26<sup>th</sup>, 2009 under its resolution 4, and then

confirmed by the Board of Directors on December 17<sup>th</sup>, 2009.

3. On the basis of a proposal made by the Nomination and Remuneration Committee, the Board of Directors voluntarily decided, on March 26<sup>th</sup>, 2015, to strengthen the condition for the acquisition of rights, by submitting these rights to the achievement of performance conditions in particular. These modifications were approved by the General Meeting held on May 28<sup>th</sup>, 2015, under its resolution 10.
4. The Board of Directors, on November 24<sup>th</sup>, 2016, acknowledged the compliance of the commitment with the Macron law provisions (cap on the rights granted, performance conditions).
5. The acquisition of rights under the supplementary pension scheme is 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. 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 1st, 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 free performance shares plans, were met.
6. The Board of Directors checks on a yearly basis, prior to the holding the Ordinary General Meeting convened to rule on the financial statements for the last financial year, that the conditions were indeed fulfilled and determines the increase of conditional rights in favor of Mr. Thierry Breton for the said financial year.

7. Furthermore for the award of the pension supplement it is expected that at least two-thirds of the years are validated under the performance conditions, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office.

8. Subject to the here-above mentioned conditions, the annual pension supplement amounts to 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 month compensation multiplied by twelve.

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

- The basic 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.

9. The amount of the annual supplementary pension paid under the present scheme to the Chairman and Chief Executive Officer cannot exceed the difference between:

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

10. Finally it is recalled that to benefit from this pension scheme, it is required to have been a member of the Executive Committee for at least five years. 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. The same applies to the age for liquidation of the pension supplement, which is aligned on the age at which the person may liquidate his full pension under the general scheme. It is specified that this age cannot in any case

be less than the one foreseen in article L. 161-17-2 of the Social Security Code.

This pension scheme, which benefits to Mr. Thierry Breton, continued during the 2016 financial year without being implemented.

### **Approval of the features and criteria for setting, allocating, and granting, the elements of compensation of Mr. Thierry Breton, Chairman and Chief Executive Officer (3rd resolution)**

In the context of the third resolution, you are invited, prior to the effective implementation of the Sapin 2 law, 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 all fringe benefits which may be allocated to Mr. Thierry Breton, in his capacity as Chairman and Chief Executive Officer, as described in the annex to the present Report regarding the third resolution.

Upon the proposal of the Nomination and Remuneration Committee, the Board of Directors decided, on November 24th, 2016, on the elements of compensation of Mr. Thierry Breton, Atos SE Chairman and Chief Executive Officer for the 3 years of the strategic plan 2017-2019, with effect as of January 1<sup>st</sup>, 2017, as it is presented in the annex to this Report.

These compensation elements had not been modified since the previous amendment decision taken by the Board of Directors on December 22th, 2011. They were confirmed by the Board following the General Meeting of Shareholders held on May 30, 2012, upon the renewal of his term of office.

Atos submitted to the shareholders' vote, during the General Meeting held on December 27, 2013, a resolution on the main strategic guidelines of the Group for the period 2014-2016, as well as on the elements making up the compensation of the Chairman and Chief Executive Officer of the Company over the 2014-2016 period.

These compensation elements, as set since December 22, 2011, were upheld on the

occasion of the renewal of the term of office of Thierry Breton as Chairman and Chief Executive Officer during the General Meeting held on May, 28 2015.

On the occasion of the presentation of the new 2017-2019 strategic plan, Atos wishes to submit to its shareholders' vote a specific resolution on the elements of compensation of Thierry Breton. This vote is proposed in the context of the future framework of the Sapin 2 law, and offers the shareholders, by anticipation, the possibility to vote on the Chairman and Chief Executive Officer's compensation, which is consubstantial to the strategic plan. Thus the new legal framework defined by the Sapin 2 law provides for a vote on the criteria for setting, allocating, and granting the fixed, variable, long-term and exceptional elements making up the total compensation and all fringe benefits of the executive directors.

Additionally, in the same context of the rules defined by the Sapin 2 law, the compensation due or awarded for the last financial year will still be submitted to vote on the occasion of each annual general meeting; thus, during the annual general meeting which will be held in 2017, the shareholders will be invited to vote

on the compensation due or awarded for the financial year ending on December 31, 2016.

#### **Renewal of the term of Thierry Breton as member of the Board of Directors (4th Resolution)**

In the context of the presentation of the 3 year Ambition plan for the Company, upon the proposal of the Nomination and Remuneration Committee, the Board of Directors invites you to vote, under resolution 4, in favor of the renewal, by anticipation of Thierry Breton's term of office, which had been renewed during the Annual General meeting held on May 28, 2015 and which was supposed to expire during 2018, in order to align it with the duration of the 2017-2019 strategic plan. This term of office would thus be renewed during this general meeting for three years which will end at the end of the general meeting called to vote in 2019 on the financial statements for the 2018 financial year. Subject to your approval, the Board of Directors will meet after the general meeting of December 30, 2016, in order to again appoint Thierry Breton as Chairman and Chief Executive Officer.

## **EXTRAORDINARY ITEMS**

### **Modification of Article 19 of the Articles of Association – Age limit applicable to the Chairman of the Board of Directors (5<sup>th</sup> resolution)**

In the context of the fifth resolution, we propose to you to raise the age limit applicable to the Chairman of the Board of Directors from 70 to 80 years old by amending Article 19, paragraph 2 of the Articles of association of the Company: “EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS”.

Consequently, the current draft:

*« The age limit for the exercising of the function of chairman of the Board of Directors is set at 70. When, in the course of his functions, this age limit is reached, the chairman of the Board of Directors will be considered to have automatically resigned. ».*

Would be replaced as follows:

*« The age limit for the exercising of the function of chairman of the Board of Directors is set at 80. When, in the course of his functions, this age limit is reached, the chairman of the Board of Directors will be considered to have automatically resigned. »*

The other provisions of Article 19 would remain unchanged.

### **Modification of Article 23 of the Articles of Association – Age limit applicable to the Chief Executive Officer (6<sup>th</sup> resolution)**

In the context of the sixth resolution, it is proposed to you to raise the age limit applicable to the Chief Executive Officer from 70 to 75 years old by amending Article 23, paragraph 3 of the Articles of association of the Company: “MANAGING DIRECTOR”.

Consequently, the current draft:

*« The age limit for being Chief Executive Director is 70. If this age limit is reached during a term, the Chief Executive Director is considered to have automatically resigned. ».*

Would be drafted as follows:

*« The age limit for being Chief Executive Director is 75. If this age limit is reached during a term, the Chief Executive Director is considered to have automatically resigned. ».*

The other provisions of Article 23 would remain unchanged.

### **Powers (7<sup>th</sup> resolution)**

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



## ANNEX TO THE REPORT REGARDING RESOLUTION N°1

### 2019 GUIDELINES

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During an «Investor Day», the Company presented on November 8, 2016 its main Guidelines for 2019.

The 2019 Guidelines were defined by the Chairman and Chief Executive Officer and approved by the Board of Directors. They aim at accompanying the Group's customers in their digital transformation and the massive "data-ization" of their businesses in a secured cyberspace.

In that context, the Group ambitions to reach:

- Revenue organic growth: +2% to +3% CAGR over the 2017-2019 period ;
- Operating margin rate: 10.5% to 11.0% of revenue in 2019 ;
- Free cash flow: an operating margin conversion rate to free cash flow at circa 65% in 2019 compared to circa 50% in 2016.

*The figures above are to be compared with the 2016 ones pro forma at September exchanges rates and including 12 months effect of recent acquisitions and disposals (i.e. mainly the acquisitions of Unify Managed Services, Equens, Paysquare, Komerční Banka Smartpay, and Anthelio). Additionally, the assumption is made that no pension one off effects will occur in the period 2017-2019.*

In order to achieve its 2019 Ambition, the Group will focus on 7 levers:

- Consolidate the Managed Services leading position and leverage its leadership for the rest of the Group;
- Catch-up of Consulting & Systems Integration growth and profitability towards its peers;
- Roll-out an end-to-end sales process based on a holistic digital transformation offering and industrialize its successful global quality program to increase its wallet share;
- Develop Worldline as an undisputed European leader in payments;
- Leverage its unique European solutions in Big Data & Cybersecurity to sustain a solid double digit growth over the period;
- Maintain excellence in Human Resources and CSR;
- Continue to participate to the IT industry consolidation to expand its customer base and to strengthen its technological capabilities.

### **Consolidate the Managed Services leading position and leverage its leadership for the rest of the Group**

The Group intends to anchor its leadership in Infrastructure & Data Management (Managed Services), its largest business, notably by continuing to successfully drive the transition of its customers to hybrid Cloud infrastructures with increased volumes and market share gains through new contracts. The Group will keep bringing the innovation to enable the digital transformation of its customers, notably through strong partnerships with the most advanced technological world leaders.

In this context, Managed Services is expected to improve its operating margin rate by +50 to +100 basis points over the 2017-2019 period while growing organically at a 0% to +1% CAGR.

### **Catch-up of Consulting & Systems Integration growth and profitability towards its peers**

In Consulting & Systems Integration, the Group has the ambition to catch-up towards its peers in terms of revenue organic growth and profitability. The focus will be, in particular, the migration to SAP HANA, the application transformation, and vertical cognitive solutions with the Atos Codex offerings as well as reaping the promising North America market.

The service line profitability increase will mainly come from the implementation of a brand new fully integrated delivering process concept for international private companies (which represent one third of the C&SI business today), closing the profitability gap with peers as well as making Atos more aggressive commercially to grow on this market.

As a result, Consulting & Systems Integration targets to accelerate its organic growth to a +3% to +4% CAGR, while improving its operating margin rate by +200 to +250 basis points over the 2017-2019 period.

### **Roll-out an end-to-end sales process based on a holistic digital transformation offering and industrialize its successful global quality program to increase its wallet share**

In order to answer the holistic need of large organizations in their digital transformation, the Group designed a Digital Transformation Factory based on four end-to-end offers relying on the joint skills and capabilities of all the Group divisions and the consistent sales organization focusing on its top clients.

With Atos Canopy Orchestrated Hybrid Cloud, Atos leverages all the Group strengths and the expertise of its unique and powerful ecosystem of partners. It proposes an industrial end-to-end approach to transform customer applications and infrastructures and to migrate them to a common framework managing and orchestrating the bi-modal landscape of legacy and multi-sources of Cloud. Revenue in Atos Canopy Orchestrated Hybrid Cloud is expected to grow from c. € 700 million in 2016e to c. € 1.7 billion in 2019e.

Leveraging 32 years of experience with SAP 12,000+ professionals in 40+ countries, the Group provides a unique end-to-end SAP HANA value proposition with a recognized set of tools and accelerators, flexible SAP HANA hosting and cloud Services, and the Leading SAP HANA appliance, the Bullion. With SAP HANA by Atos end-to-end approach from Consulting & Integration to Digital & Analytics, Atos accelerates innovation and transformation by simplifying and optimizing its clients IT costs with the combination of both classical SAP and new SAP HANA. SAP HANA by Atos revenue is expected to grow from c. € 100 million in 2016e to c. € 700 million in 2019e.

In a context of consumerization redefining the way we work and business requirements of the end user, the Atos Digital Workplace end-to-end offering is answering its clients' needs of productivity of employees, security, and costs. The Atos solution encompasses automated help & interaction centers, cloud & mobile solutions, unified communication and collaboration tools such as Circuit from Unify. Thanks to a proven global capability, large



investments, continuous innovations, and the management of an ecosystem of service partners, the Atos Digital Workplace revenue is expected to grow from c. € 0.2 billion in 2016e to c. € 1.3 billion in 2019e.

Atos Codex is a suite of business-driven analytics and IOT solutions and services which accelerates client's Digital Transformation. It supports public and private sector organizations to transform data into actionable business insight using cognitive capabilities. In this field, the Atos difference relies on an open innovation model to collect the world's intelligence and make it work for its clients, made to measure platforms to perfectly fit to the unique business context of its clients, in a fully secured environment. Atos Codex revenue is expected to grow from c. € 500 million in 2016e to c. € 1 billion in 2019e.

This end-to-end approach will be a key enabler to offer the Big Data & Cybersecurity solutions on top of the traditional research and defense sectors and combined with the international development of the division beyond France and Germany. Thanks to this transversal and international expansion, the Service Line Big Data & Cybersecurity is expected to grow at an organic CAGR of at least 12% over the 2017-2019 period while maintaining its current strong operating margin rate above 16%.

### **Develop Worldline as an undisputed European leader in payments**

Worldline today announces its ambition for 2019, reflecting the increase of its scope after the acquisitions of Equens, Paysquare, and KB Smartpay. Worldline's 2017-2019 objectives are:

- After a first semester 2017 at a slight positive growth, an revenue organic growth between 5% and 7%;
- OMDA percentage improvement between 350 bp and 400 bp in 2019, compared to 2016;
- +50% increase in Free Cash Flow in 2019 compared with 2016, at EUR 210m to EUR 230m in 2019.

For the next three years, Worldline intends to take advantage of its European leadership to expand its Pan-European platform for Omni-commerce Merchant Services, to grow in Financial Processing and to deliver the massive industrial synergies with EquensWorldline.

Based on its payment industry intimacy and its attractive financial profile, Worldline ambitions to accelerate its involvement in the European payments industry consolidation.

### **Maintain excellence in Human Resources and CSR**

In order to realize its three-year plan, the Group relies on strong values and best practices in Corporate and Social Responsibility. These values are fully integrated in its operations.

To power its ambition, Atos is building the best employee digital experience in order to attract and retain the graduates, talents, experts.

Atos set medium term extra-financial objectives including:

- To power its ambition, Atos targets to be recognized as the best employer in the IT sector and to build the best employee digital experience. In this field, Atos ambitions to keep increase the Atos GreatPlaceToWork TrustIndex® reflecting employee satisfaction to the top 10% industry benchmark;
- A clear focus on customer satisfaction through sustainable and innovative solutions;
- Finally, as a sustainable player, Atos manages its operational efficiency in environmental footprint with the objective to reduce by 5% to 15% CO2 Emissions per revenue unit (tCO2 per euro million) by 2020.

**Continue to participate to the IT industry consolidation to expand its customer base and to strengthen its technological capabilities**

Atos maintains a financing agility to support the Group development ambition. It will seize value creative opportunities to reinforce its business model and to acquire new clients and technological capabilities with the same financial discipline as in the prior years.

**In order to materialize deeper the Digital Transformation Factory, the Group decides to change the names of two service lines**

Atos is organized with four divisions:

- Managed Services becomes “Infrastructure & Data Management” ;
- Consulting & Systems Integration becomes “Business & Platform Solutions” ;
- Big Data & Cybersecurity (not changed);
- Worldline (not changed).

## ANNEX TO THE REPORT REGARDING RESOLUTION N°3

### FEATURES AND ELEMENTS OF THE COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

This annex takes into account decisions made by the Board of Directors on November 24, 2016 regarding the compensation of Thierry Breton, Chairman and Chief Executive Officer, based on a recommendation by its Nomination and Remuneration Committee.

#### 1. FEATURES OF THE COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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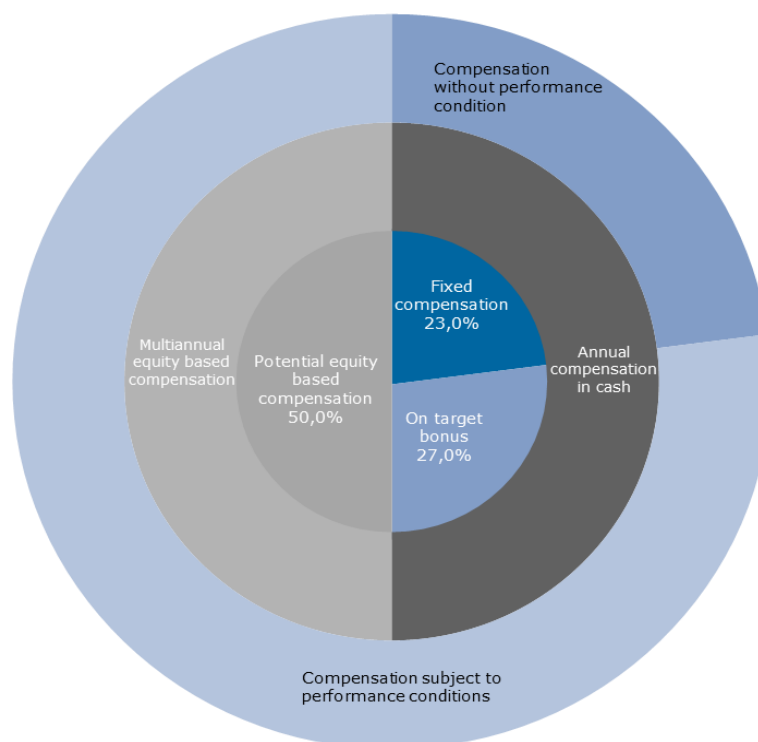
The features of the executive director's compensation are proposed by the Nomination and Remuneration Committee, and approved by the Board of Directors.

The principles ruling how the elements of compensation of the Chairman and Chief Executive Officer are set are fixed in the context of the AFEP-MEDEF Code, to which the Company refers to.

- **Balance** principle: The Nomination and Remuneration Committee ensures that no element of the Chairman and Chief Executive Officer's compensation may be disproportionate.
- **Competitiveness** principle: The Nomination and Remuneration Committee also ensures the competitiveness of the executive director's compensation, with a regular practice of compensation benchmarks.
- **Link with performance**: The compensation of the Chairman and Chief Executive Officer is closely linked **with the Company's performance**, particularly through a variable compensation system set on a half-yearly basis. The payment of such half-year *boni* is subject to specific, simple and measurable performance conditions and are closely linked with the Group

objectives, as they are regularly communicated to the shareholders. In order to develop a **community of interests with the Group shareholders**, and associate the managers and the Chairman and Chief Executive Officer to long-term financial results and performance, a part of their compensation consists in the grant of securities, and particularly by performance shares. Finally, the Chairman and Chief Executive Officer's compensation policy reflects Atos' undertaking in CSR. In that context, performance indicators linked with the Company's CSR were introduced in the performance share plans implemented since 2013.

The Board of Directors, during its meeting on November 24, 2016, implemented the principle of competitiveness by basing its decision of setting the compensation applicable throughout the plan 2017-2019, on comparisons with nation-wide, European and sectoral references; this **benchmarking** outlined the consistency between the Company's performance and the resulting financial recognition for the Chairman and CEO.



## 2. ELEMENTS OF THE COMPENSATION OF THIERRY BRETON – CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Thierry Breton's elements of compensation, which had remained unmodified since January 1<sup>st</sup>, 2012, now include, following the amendments decided by the Board of Directors, held on November 24, 2016:

- A **total compensation in cash**, as of January 1<sup>st</sup> 2017, which is maintained for the 2017-2019 strategic plan, and made up of:
  - A € 1.4 million fixed compensation,
  - A variable compensation, subject to achievement of objectives, the annual target of which is € 1.65 million, with a maximum payment capped at 130% of the variable target compensation in case of overperformance and without any minimum payment.

In order to monitor Company's performance more closely, the performance objectives for the Chairman and Chief Executive Officer are set and reviewed on a half-year basis.

It is also important to specify that the variable compensation of the Chairman and Chief Executive Officer is a conditional compensation, based on clear and demanding

operating performance criteria exclusively related to quantitative and financial objectives (such as profitability, free cash flow and revenue growth). These objectives are closely aligned with the Group ambitions, as they are regularly presented to the shareholders. Thus, H1 targets are set on the basis of the budget as approved by the Board of Directors in December, and those of H2 on the basis of the « Full Year Forecast 2 », approved in July.

In 2016, as for previous years, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and Chief Executive Officer 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%).

- **Equity based compensation:** The Board of Directors, during the meeting held on November 24, 2016 and upon recommendation of the Nomination and Remuneration Committee, set the maximum

weight of equity based compensation in the total compensation of the Chairman and Chief Executive Officer, in accordance with AFEP-MEDEF Code provisions, and in connection with market practices presented in the registration documents of CAC 40 and SBF 120 companies.

Thus for the period of the 2017-2019 strategic plan, the total equity based compensation of the Chairman and Chief Executive Officer 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 Chief Executive Officer (cf. Section 3 below). This 50% cap will be assessed over 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.

- **Fringe benefits** granted to the Chairman and Chief Executive Officer upon his appointment have remained unchanged. As an indication, they were valued at 6,720 euros for the year 2015.

Thierry Breton does not receive any director's fees for any term of office within the Atos Group.

Thierry Breton, Chairman and Chief Executive Officer, 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. The terms of the supplementary pension plan are described in paragraph G.4.4 "Compliance of total executive compensation with AFEP-MEDEF recommendations" of the 2015 Registration Document.

	Employment contract		Supplementary pension plan		Payments or Benefits effectively or potentially due in the event of termination or change of position		Non-compete clause payment	
	YES	NO	YES	NO	YES	NO	YES	NO
<b>Chairman and Chief Executive Officer</b>								
Thierry Breton Chairman of the Management Board November 16, 2008 – February 10, 2009								
Chairman and Chief Executive Officer								
February 10, 2009 to date		NO	YES			NO		NO

### 3. STOCK OPTION PLANS AND PERFORMANCE SHARE PLANS

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Since 2011, Atos SE has exclusively granted performance shares to its executive director, on the occasion of collective grants in favor of several hundreds of employees.

As was the case for the three-year plan 2013-2016, the Board of Directors, upon proposal of the Nomination and Remuneration Committee, could decide, in the context of the strategic plan 2017-2019, for the Atos Chairman and Chief Executive Officer and the first managerial lines to be closely associated to performance and financial results of the Group through long-term incentive plans. In line with previous plans already implemented, the Board of Directors would define the final granting conditions by combining serious and challenging performance conditions, internal as external, regarding the

achievement of performance criteria acknowledged over a minimum period of three years.

The rules of the performance share plans and the history of previous grants of performance shares and stock subscription or purchase options to the Chairman and Chief Executive Officer are detailed in section G.5.3 of the 2015 Registration Document. The last performance share plan decided by the Board of Directors on July 26, 2016 on the delegation granted by the General Meeting of Shareholders on May 26, 2016, in its twentieth resolution, is described in section D.4.1 of the update of the 2015 Registration Document filed with the AMF on August 4, 2016.

### 4. SUPPLEMENTARY PENSION PLAN

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The Chairman and Chief Executive Officer 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 group of beneficiaries is thus wider than the inner circle of executive directors.

The implementation of the pension plan to the current Chairman and Chief Executive Officer was authorized by the Board of Directors on March 26, 2009, was approved by the General Meeting on May 26, 2009 under the 4th resolution, and confirmed by the Board of Directors on December 17, 2009.

The benefit of this scheme is subject to a presence condition within Atos SE or Atos International SAS upon liquidation of the pension rights in accordance with the provisions of article L. 137-11 of the French Social Security Code.

Atos SE and Atos International SAS examined, at the end of 2014 and early 2015, the opportunity to strengthen the conditions for the acquisition of pension rights by submitting them to the achievement of performance conditions.

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, insofar as it applies to the Chairman and Chief Executive Officer. These modifications were approved by the General Meeting on May 28, 2015 under resolution 10.

This voluntary implementation of performance conditions anticipated the Macron law of August 6, 2015, which submitted to such requirements the pension commitments governed by Article L.137-11 of the French Social Security Code taken as from the publication of the law or in favor of officers appointed or renewed after that date.

The features of the pension plan with defined benefits applicable to Mr. Thierry Breton (performance conditions, terms of acquisition of rights...) therefore comply with the Macron law requirements.

The Pension scheme is presented in this Board of Directors' report in the context of the

presentation of resolution 2 submitted to this General Meeting, and described in details in section G.4.4 of the 2015 Registration Document. The supplementary pension scheme benefiting to the Chairman and Chief Executive Officer has

not been subject to any modification since the General Meeting of May 28, 2015's approval.



## PROPOSED RESOLUTIONS

### ORDINARY ITEMS

#### **First resolution - (2019 Guidelines)**

The general meeting, ruling under the quorum and majority conditions required for ordinary general meetings, delivers a favorable opinion on the features of the 2019 Guidelines of the Company and its group as attached in a schedule to the Board of Directors' report to this meeting.

#### **Second resolution – (Approval of the continuance of a related party undertaking subject to articles L225-42-1 of the French Commercial Code for the benefit of Thierry Breton concerning a supplementary pension scheme, with defined benefits)**

The General Meeting, having reviewed the Board of Directors' report and Statutory Auditors special report, which was submitted in accordance with the provisions of articles L.225-38, L.225-40 and L.225-42-1 of the French Commercial, on agreements referred to above, approves the undertaking presented in this report subscribed for the benefit of Mr. Thierry Breton, Chairman and Chief Executive Officer concerning a pension scheme with defined benefits.

It is recalled that:

1. The Chairman and Chief Executive Officer benefits from the supplementary pension scheme 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 officers.
2. The application of this current pension scheme to the current Chairman and Chief Executive Officer was authorized by the Board of Directors on March 26<sup>th</sup>, 2009

approved by the General Meeting held on May 26<sup>th</sup>, 2009 under its resolution 4, and then confirmed by the Board of Directors on December 17<sup>th</sup>, 2009.

3. The Board of Directors voluntarily decided, on March 26<sup>th</sup>, 2015, to strengthen the condition for the acquisition of rights, by submitting these rights to the achievement of performance conditions in particular. These modifications were approved by the General Meeting held on May 28<sup>th</sup>, 2015, under its resolution 10.
4. The Board of Directors, on November 24<sup>th</sup>, 2016, acknowledged the compliance of the commitment with the Macron Law provisions (cap on the rights granted, performance conditions).
5. The acquisition of rights under the pension scheme is 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. 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 free performance shares plans, were met.



6. The Board of Directors checks on a yearly basis, prior to the holding the Ordinary General Meeting convened to rule on the financial statements for the last financial year, that the conditions were indeed fulfilled and determines the increase of conditional rights in favor of Mr. Thierry Breton for the said financial year.
7. Furthermore for the award of the pension supplement it is expected that at least two-thirds of the years are validated under the performance conditions, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office.
8. Subject to the here-above mentioned conditions, the annual pension supplement amounts to 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.

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

- The basic 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.
9. The amount of the annual supplementary pension paid under the present scheme to Mr. Thierry Breton cannot exceed the difference between:
    - 33% of the reference compensation above mentioned,
    - and the annual amount of the basic, additional and supplementary pensions.
  10. Finally it is recalled that to benefit from this pension scheme, it is required to have been a member of the Executive

Committee for at least five years. 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. The same applies to the age for liquidation of the pension supplement, which is aligned on the age at which the person may liquidate his full pension under the general scheme. It is specified that this age cannot in any case be less than the one foreseen in article L. 161-17-2 of the Social Security Code.

**Third resolution-** *(Approval of the features and criteria for setting, allocating, and granting, the elements of compensation of Thierry Breton, Chairman and Chief Executive Officer)*

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves the features and criteria for setting, allocating, and granting the fixed, variable, long-term and exceptional parts making up the total compensation and all fringe benefit which may be allocated to Mr. Thierry Breton, in his capacity as Chairman and Chief Executive Officer, as described in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

**Fourth resolution -** *(Renewal of Thierry Breton 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, decides, upon proposal of the Board of Directors, to renew Mr. Thierry Breton's term of office as director for a period of three years, that will expire at the end of the General Meeting convened to approve in 2019 on the financial statements for the financial year ending in 2018.

## EXTRAORDINARY ITEMS

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**Fifth resolution** – *(Modification of Article 19 of the Articles of Association – Age limit applicable to the Chairman of the Board of Directors)*

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides to amend Article 19 paragraph 2 of the Articles of association of the Company "EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS", and amend the current text:

*"The age limit for the exercising of the function of chairman of the Board of Directors is set at 70. When, in the course of his functions, this age limit is reached, the chairman of the Board of Directors will be considered to have automatically resigned."*

by the following one:

*"The age limit for the exercising of the function of chairman of the Board of Directors is set at 80. When, in the course of his functions, this age limit is reached, the chairman of the Board of Directors will be considered to have automatically resigned."*

The other provisions of the article remain unchanged.

**Sixth resolution** – *(Modification of Article 23 of the Articles of Association – Age limit applicable to the Chief Executive Officer)*

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides to amend Article 23 paragraph 3 of the Articles of association of the Company "MANAGING DIRECTOR", and amend the current text:

*"The age limit for being Chief Executive Director is 70. If this age limit is reached during a term, the Chief Executive Director is considered to have automatically resigned."*

by the following one:

*"The age limit for being Chief Executive Director is 75. If this age limit is reached during a term, the Chief Executive Director is considered to have automatically resigned."*

The other provisions of the article remain unchanged.

**Seventh resolution** - *(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.

## 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 DECEMBER 30<sup>th</sup>, 2016

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>4</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 December 30, 2016 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2016

**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 fifth 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>4</sup> Insert the name of the broker or bank handling your account

## ABOUT ATOS

Atos SE (Societas Europaea) is a leader in digital services with pro forma annual revenue of circa € 12 billion and circa 100,000 employees in 72 countries. Serving a global client base, the Group provides Consulting & Systems Integration services, Managed Services & BPO, Cloud operations, Big Data & Cybersecurity solutions, as well as transactional services through Worldline, the European leader in the payments and transactional services industry. With its deep technology expertise and industry knowledge, the Group works with clients across different business sectors: Defense, Financial Services, Health, Manufacturing, Media, Utilities, Public sector, Retail, Telecommunications, and Transportation.

Atos is focused on business technology that powers progress and helps organizations to create their firm of the future. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and is listed on the Euronext Paris market. Atos operates under the brands Atos, Atos Consulting, Atos Worldgrid, Bull, Canopy, Unify and Worldline.

For more information, visit: [atos.net](http://atos.net) / Follow us on Twitter [@Atos](https://twitter.com/Atos)

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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)

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