

Atos launches a new employee shareholding plan

Paris, 25 April 2014 - Atos SE announces the launch of a new employee shareholding plan "Sprint 2014" under the framework of article L. 225-138-1 of the French Commercial Code (Code de commerce) and articles L. 3332-1 et seq. of the French Labor Code (Code du travail). This employee offering will help to strengthen the relationship between the Group and its employees by offering employees the possibility to be more closely associated with the developments and future performance of the Group.

This offering of shares will be made to all employees of the Group located in France, Germany, Austria, Belgium, Brazil, Chile, Colombia, Spain, the United States, Finland, Hong Kong, India, Ireland, Italy, Luxembourg, Malaysia, Mexico, the Netherlands, the Philippines, Poland, Czech Republic, Romania, the United Kingdom, Singapore, Slovakia, Thailand and Turkey who will be eligible for the Atos savings plan (Plan d'Épargne Groupe "PEG").

The proposed reservation period will take place from April 28, 2014 to May 16, 2014 (inclusive) and the subscription/revocation period will take place from June 17, 2014 to June 27, 2014 (inclusive).

The settlement-delivery of the shares shall occur on July 31, 2014.

The terms and conditions of the operation are described hereunder.

DETAILS OF THE OPERATION

ISSUER

ATOS

Euronext Paris (France) – compartment A

Common share ISIN code: FR0000051732

Security registered with the *Service de Règlement Différé* (SRD)

PURPOSE OF THE OFFERING – REASONS FOR THE OFFERING

Pursuant to the authorization granted by the General Shareholders' Meeting on May 29, 2013 under the 14th resolution, the Board of Directors of Atos decided to issue shares reserved for employees under the framework of article L. 225-138-1 of the French Commercial Code (Code de commerce) and articles L. 3332-18 et seq. of the French Labor Code (Code du travail).

This offering of shares will be made to all Group employees located in France, Germany, Austria, Belgium, Brazil, Chile, Colombia, Spain, the United States, Finland, Hong Kong, India, Ireland, Italy, Luxembourg, Malaysia, Mexico, the Netherlands, the Philippines, Poland, Czech Republic, Romania, the United Kingdom, Singapore, Slovakia, Thailand and Turkey who are eligible members of the PEG.

The shares will be subscribed through an FCPE (employee shareholding vehicle governed by French law), in accordance with applicable regulatory and/or fiscal legislation in the various countries in the perimeter of the offering, with the exception of the United States. In these countries, a leveraged formula will be proposed to the employees. In the United States, the shares will be subscribed directly.



The objective of this transaction is to strengthen Atos' relationship with its employees by offering them the possibility of being more closely associated with the Group's potential future performance.

OFFERED SECURITIES

The Atos Board of Directors decided on February 18, 2014, to increase the share capital up to a maximum of 1.2% of the share capital as at the date of the General Shareholder's Meeting of May 29, 2013, through the issuance of new Atos shares to be paid in cash, or other securities giving access to the share capital of the company, under the conditions provided by law, reserved for employees who are members of the PEG.

In accordance with this authorization, the Board of Directors decided on the principle of an issuance of common shares for the benefit of employees of Atos and of the foreign group companies affiliated with Atos pursuant to Article L. 225-180 of the French Code of Commerce and Article L. 3344-1 of the French Labor Code who are members of the PEG, and delegated to its Chairman and Chief Executive Officer the power to fix the subscription price by applying a 20% discount to the reference price. The reference price will be equal to the average of the opening share price of Atos on NYSE Euronext (Paris) during the twenty (20) trading days preceding the date of the Chairman and Chief Executive Officer's decision on the start of the subscription period expected to take place on June 16, 2014.

The newly created Atos shares will be treated as existing shares and will have the same rights. The new shares will be entitled to all dividends paid from the date of issue.

CONDITIONS OF THE SUBSCRIPTION

- Beneficiaries of the share offering reserved for employees: the beneficiaries of the offering are employees of companies in the offering perimeter that are members of the PEG, regardless of the nature of their employment contract subject to a level of seniority. Pre-retirees and retirees of the Group's companies located in France who became members of the PEG before the termination of their employment may participate in the offering subject to having held assets in the PEG since their early retirement or retirement.
- Companies in the offering perimeter :
 - Atos, with a share capital of 99,526,740 Euros with its registered office located at River Ouest – 80 quai Voltaire, 95 870 Bezons and
 - Companies with their registered offices in France, Germany, Austria, Belgium, Brazil, Chile, Colombia, Spain, the United States, Finland, Hong Kong, India, Ireland, Italy, Luxembourg, Malaysia, Mexico, the Netherlands, the Philippines, Poland, Czech Republic, Romania, the United Kingdom, Singapore, Slovakia, Thailand and Turkey, which are part of the accounting consolidation perimeter of Atos pursuant to section L. 233-16 of the French Commercial Code and that have joined the PEG, subject to having received the local authorizations in some of these countries.
- Preferential subscription right in case of capital increase: this offering does not include a preferential subscription right.
- Terms and conditions of the subscription: the shares will be subscribed through a FCPE. However, by way of exception, in the United States the shares will be subscribed directly.



- Voting rights: the voting rights of the holders of FCPE units shall be exercised during the General Shareholders' Meetings of Atos by the FCPE Supervisory Board.
- Subscription threshold: the beneficiaries' annual payments shall not exceed, in accordance with article L.3332-10 of the French Labor Code, one-fourth of their gross annual remuneration. For the leveraged formula, this threshold shall be reduced to 2.5% during the revocation period.
- Lock-up period applicable to the Atos shares: the subscribers shall hold their units of the FCPE until 2 May 2019 except in the occurrence of an early exit event.

INDICATIVE TIMELINE OF THE OFFERING

- Reservation period for the beneficiaries: from April 28, 2014 (inclusive) to May 16, 2014 (inclusive).
- Subscription/Revocation period: from June 17, 2014 (inclusive) to June 27, 2014 (inclusive).
- Settlement-delivery of the shares: on July 31, 2014.

The dates for subscription and revocation are provided for information purposes only and are subject to change. They will be finalized by an upcoming decision of the Chairman and Chief Executive Officer acting pursuant to a delegation of the Board of Directors.

LISTING

The listing of the newly-issued Atos shares to trading on NYSE Euronext (Paris) (ISIN code: FR0000051732) is scheduled to occur as from July 31, 2014 on the same listing of existing shares.

HEDGING TRANSACTIONS

The implementation of the leveraged formula is likely to generate hedging transactions prior to the operation conducted by the financial institution that is counterparty to the swap agreement, particularly as from the date of publication of this communication and throughout the entire duration of the transaction.

SPECIAL NOTE REGARDING THE INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation for the purchase of Atos shares. The offering of Atos shares reserved for employees will be conducted only in countries where such an offering has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities or under an exemption of the requirement to prepare a prospectus or register the offering. In particular, in the United States of America, the shares have not been and will not be registered under the Securities Act of 1933. More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the required authorizations have been obtained. This communication is not aimed for, and therefore should not be sent to, countries in which such prospectus would not have been approved or where such an exemption is not available or in which any required filing procedures and/or notifications would not have yet been made, or in which the required authorizations would not have been obtained.



EMPLOYEE CONTACTS

The beneficiaries may address all questions regarding this offering to the contact person specified in the documentation related to the subscription which was remitted to employees. The present document constitutes the information document required by Article 14 of AMF circular n° 2005-11 dated December 13, 2005 and by Article 223-3 of the AMF General Regulations.

About Atos

Atos is an international information technology services company with 2013 annual revenue of EUR 8.6 billion and 76,300 employees in 52 countries. Serving a global client base, it delivers information technology services through Consulting & Systems Integration, Managed Operations, and transactional services through Worldline, the European leader and a global player in the payments services industry. With its deep technology expertise and industry knowledge, it works with clients across the following business sectors: Manufacturing, Retail & Transportation; Public Sector & Health; Financial Services; Telecoms, Media & Utilities. Atos is focused on business technology that powers progress and helps organizations to create their firm of the future. It is the Worldwide Information Technology Partner for the Olympic and Paralympic Games and is listed on the NYSE Euronext Paris Market. Atos operates under the brands Atos, Atos Consulting, Worldline and Atos Worldgrid. For more information please visit: www.atos.net

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