

## Filing of a draft public offer initiated by Atos

- **Public offer at €4.90 per share in cash, representing a 30% premium over Bull's 3 month volume weighted average share price**
- **The offer's success is subject to reaching a 50% + 1 share threshold of Bull's share capital**
- **Bull's two main shareholders, Crescendo Industries and Pothar Investments, have already committed to tender their shares to the offer, representing 24.2% of Bull's share capital**
- **Orange and the Banque Publique d'Investissement (BPI), holders of 8% and 3.26% of Bull's capital respectively, have expressed their support as well and have already announced their intention to tender their shares to the offer, bringing total amount of shares to be tendered to Atos' offer to 35.5% of Bull's share capital**

**Paris, June 6<sup>th</sup> 2014** – Following the announcement of Bull's acquisition on May 26<sup>th</sup> 2014, Atos, an international information technology services company, announced today the filing with the *Autorité des Marchés Financiers* (AMF) of a draft public offer targeting all of Bull's outstanding shares and instruments.

This €4.90 cash offer values Bull's share capital at c. €620m on a fully diluted basis. It represents a 30% premium compared to the company's 3 month volume weighted average share price of €3.77 and a 22% premium compared to Bull's closing share price of €4.01 as of May 23<sup>rd</sup> 2014, the day preceding the announcement. The offer targets Bull's OCEANEs as well at a price of €5.55 per OCEANE.

Held on May 23<sup>rd</sup> and 25<sup>th</sup> 2014 respectively, Atos' and Bull's Boards of Directors have both expressed their full and unanimous support to the transaction.

On the date of the draft offer document, Crescendo Industries and Pothar Investments have both committed to tender all of their shares to the offer, representing an aggregated amount of 24.2% of Bull's share capital.

The Orange group and the BPI, with respective ownership stakes of 8% and 3.26%, have both expressed their support of the transaction as well and announced their intention to tender all of their shares to the offer, representing a total amount of 35.5% of Bull's share capital to Atos' public offer, comprising the tender agreements.

In accordance with the provisions of Article 231-13 of the AMF General Regulation, the offer is presented by Rothschild & Cie Banque, acting on Atos' behalf, which guarantees the content and the irrevocable nature of the commitments given by the offeror in the context of the offer.

The prospectus which will be authorized by the AMF and all additional materials relating to the offeror will be made available to the public free of charge on Atos' and the AMF websites. On this day, Atos published a press release summarizing the principal terms and conditions of the tender offer project, pursuant to article 231-16 of the *Réglement general* of the AMF.

### **Context of the offer**

As part of Atos' "2016 Ambition" 3 year plan, this combination will enhance Atos' major position in Cloud services in Europe, anchor its leadership in Managed Services and Systems Integration. Complementary technologies will further increase Atos' businesses impact and the relevance of its disruptive and innovative offerings.

The transaction will particularly enhance the group's offers in key areas such as Cloud services, Big Data and cyber security and will reinforce its position not only in France, but also in geographical areas such as Spain, Poland, Africa and Brazil.

Cost synergies potential is estimated at €80m after 24 months. These synergies are backed by a well identified and planned integration strategy within Atos' operations, based on transformation programs already experienced by Atos in previous large transactions.

### **Information relating to the offer**

In accordance with the provisions of Article 231-13 of the AMF General Regulation, Rothschild & Cie Banque, acting on Atos' behalf, has filed a draft public offer today with the AMF targeting all of Bull's outstanding shares.

The offer's success is subject to reaching a 50% + 1 share threshold of Bull's share capital and voting rights. The offer is not subject to the approval of competition authorities.

Atos reserves the right to implement a mandatory squeeze-out of the shares and OCEANEs at the closing of the Offer if necessary requirements are met. Should this not be the case, Atos is considering other courses of action to be implemented within 12 months of its takeover, such as a subsequent merger or other contribution transactions, the terms of which are still being considered.

### **Contact**

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**Rothschild is acting as sole financial adviser of Atos for this transaction.**

*The Offer is being made exclusively in France. This press release is not an offer to the public. This press release is only being distributed to and is only directed at persons who are in France. The distribution, publication or communication of this press release, of the Offer as well as the acceptance of the Offer may be the subject of specific regulations or of restrictions in certain countries. Therefore, the individuals in possession of this press release must seek information for themselves concerning local restrictions that may apply and comply with them. Atos SE declines all responsibility whatsoever with regards to the potential violation of these restrictions by any person.*

### **About Atos**

Atos SE (Societas Europaea) is an international information technology services company with 2013 annual revenue of € 8.6 billion and 76,300 employees in 52 countries. Serving a global client base, it delivers IT 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 different business sectors: Manufacturing, Retail & Transportation; Public Sector & Health; Financial Services; Telcos, 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 & 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, visit: [atos.net](http://atos.net)