

## **Atos SE**

European company with a share capital of euros 106,884,219  
registered office located at River Ouest – 80 quai Voltaire - 95870 Bezons  
323 623 603 RCS Pontoise

## **Atos SE launches the employee shareholding plan for 2018**

**Paris, November 30, 2018.** Atos SE announces the launch of the employee shareholding plan entitled « Share 2018 » 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*). The objective of this plan is to strengthen the Group's relationship with its employees by offering them the possibility of being more closely associated with the Group's future developments and performance.

This offering of shares will be made to all employees of the Group located in France, Argentina, Australia, Austria, Belgium, Brazil, Bulgaria, Canada, China, Croatia, Czech Republic, Denmark, Finland, Germany, Greece, Hong-Kong, Hungary, India, Italy, Luxembourg, Malaysia, Morocco, Mexico, Netherlands, Philippines, Poland, Portugal, Romania, Senegal, Serbia, Singapore, Slovakia, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, United Arab Emirates, United Kingdom, United State of America and Uruguay, who will be eligible for the Atos Group savings plan (*Plan d'Épargne Groupe*), subject to obtaining the required authorization from local authorities.

The subscription period will take place from December 4, 2018 to January 3, 2019 (inclusive).

The settlement-delivery of the shares shall occur as of February 28, 2019.

The terms and conditions of the transaction are described hereafter.

### **DETAILS OF THE TRANSACTION**

#### **ISSUER**

Atos SE  
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 Combined General Shareholders' Meeting held on May 24, 2018 under the 20<sup>th</sup> resolution, the Board of Directors of Atos SE decided on July 22, 2018 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*).

### OFFERED SECURITIES

Pursuant to the authorization granted by the Combined General Shareholders' Meeting held on May 24, 2018 under the 20<sup>th</sup> resolution, the Board of Directors of Atos SE decided on the principle of an issuance of shares, up to 2% of the share capital on the day of the Combined General Shareholders' Meeting of May 24, 2018, for the benefit of employees of Atos SE and of the group companies affiliated with Atos SE pursuant to Article L. 225-180 of the French Commercial Code (*Code de commerce*) and Article L. 3344-1 of the French Labor Code (*Code du travail*) who are members of the Atos Group savings plan (*Plan d'Épargne Groupe "PEG"*), and delegated to the Chairman and Chief Executive Officer the power to set the subscription price by applying a 20% discount to the reference price.

On November 30, 2018, the Chairman and Chief Executive Officer set the subscription price to the amount of EUROS 59.51. This subscription price is equal to 80% of the reference price (the average of the opening share price of Atos SE on Euronext Paris during the twenty trading days preceding this date), that is to say the reference price with a discount of 20%.

The newly created Atos SE shares will carry entitlement, as from January 1st, 2019, and will grant rights to dividends distributed by the Company as from January 1st, 2020.

### 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 minimum period of employment. Pre-retirees and retirees in France who became members of the PEG before retirement remain beneficiaries and may carry on payments subject to having held assets in the PEG.
- Companies in the employee offering perimeter :
  - Atos SE (European Company), with a share capital of EUROS 106,884,219 with its registered office located at River Ouest – 80 quai Voltaire, 95870 Bezons, and
  - Companies with their registered offices in France, Argentina, Australia, Austria, Belgium, Brazil, Bulgaria, Canada, China, Croatia, Czech Republic, Denmark, Finland, Germany, Greece, Hong-Kong, Hungary, India, Italy, Luxembourg, Malaysia, Morocco, Mexico, Netherlands, Philippines, Poland, Portugal, Romania, Senegal, Serbia, Singapore, Slovakia, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, United Arab Emirates, United Kingdom, United State of America and Uruguay which are part of the accounting consolidation perimeter of Atos SE pursuant to section L. 233-16 of the French Commercial Code (*Code de commerce*) and that have become members of the PEG, subject to having received the local authorizations in some of these countries.
- Does a preferential subscription right in case of capital increase exists: 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 Canada, Croatia, Denmark, Germany, Greece, Italy, Serbia, Portugal and United States of America, the shares will be subscribed directly.

- Matching contribution: the subscriptions will award a matching contribution up to a cap.
- Voting rights: the voting rights of the holders of FCPE units shall be exercised during the General Shareholders' Meetings of Atos SE by the FCPE Supervisory Board or directly by the subscribing employees in the countries where the shares are subscribed directly.
- Subscription cap: the beneficiaries' annual payments shall not exceed, in accordance with article L. 3332-10 of the French Labor Code (*Code du travail*), one-fourth of their gross annual remuneration.
- Lock-up period applicable to the Atos SE shares: the subscribers shall hold their units of the FCPE or the shares until February 28, 2024, except in the occurrence of an early release event.

### **INDICATIVE TIMELINE OF THE OFFERING**

- Employees' Subscription period: December 4, 2018 to January 3, 2019 (inclusive).
- Settlement-delivery of the shares: February 28, 2019.

### **LISTING**

The admission of the newly-issued Atos SE shares to trading on Euronext Paris (ISIN code: FR0013384641) is scheduled to occur as of February 28, 2019.

### **SPECIAL NOTE REGARDING THE INTERNATIONAL OFFERING**

This press release does not constitute an offer to sell or a solicitation for the purchase of Atos SE shares. The offering of Atos SE 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 press release and its copies are 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 CONTACT**

The beneficiaries may address all questions regarding this offering to the contact person specified in the documentation related to the subscription which was handed over to employees.

The present document constitutes the information document required by Article 19 of AMF circular n° 2016-04 dated January 15, 2018 and by Article 221-3 of the AMF General Regulations.


### Contacts

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### About Atos

Atos is a global leader in digital transformation with 120,000 employees in 73 countries and annual revenue of € 13 billion. European number one in Cloud, Cybersecurity and High-Performance Computing, the Group provides end-to-end Orchestrated Hybrid Cloud, Big Data, Business Applications and Digital Workplace solutions through its Digital Transformation Factory, as well as transactional services through Worldline, the European leader in the payment industry. With its cutting-edge technologies and industry knowledge, Atos supports the digital transformation of its clients across all business sectors. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Syntel, Unify and Worldline. Atos is listed on the CAC40 Paris stock index.

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