

NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, AUSTRALIA, JAPAN, OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities and the offer of the Worldline shares and of the Bonds by Atos does not constitute a public offering other than to qualified investors in any jurisdiction, including in France.

Atos completes the sale of Worldline shares and successfully issues exchangeable bonds

- **Sale of 22.65 million Worldline shares for ca. €1.2 billion (of which ca. €0.8bn of Atos shares in Worldline) representing ca. 12% of the Worldline share capital through a private placement by way of accelerated bookbuilding offering**
- **Issue of €500 million zero coupon bonds exchangeable into Worldline shares with a maturity of 5 years and an exchange premium of 35%**
- **Total gross proceeds for Atos of ca. €1.3 billion from the combined transactions**
- **Transfer of £198 million (representing ca. €230 million) of Worldline shares to Atos' Pension Fund**
- **In case of exchange in full of the Bonds, Atos will retain a stake of ca. 13% of the share capital and 22% of the voting rights of Worldline**

Paris, October 30, 2019 - After having distributed 23.4% of Worldline's share capital to its shareholders on May 7, 2019, Atos has completed the sale of c. 14.7 million Worldline shares (the "Shares"), for c. 0.8 billion euro, through a placement to qualified investors only by way of accelerated bookbuilding offering.

Separately, SIX Group has entered into a Collar transaction over ca. €500 million. In connection therewith, as part of its initial hedge position, the Collar counterparty has to sell ca. €420 million as part of the above mentioned accelerated bookbuilding (together with the sale of Shares by Atos, the "**Equity Placement**") representing a total aggregate amount of ca. €1.2 billion. The sale price of the Equity Placement determined in the accelerated bookbuilding offering to institutional investors was set at €53 per Share, with settlement expected to occur on or around November 1, 2019.

Concurrently with the Equity Placement, Atos issued bonds due 2024 for an aggregate nominal amount of approximately €500 million (the "**Bonds**"), which will be exchangeable into Worldline shares at a premium of 35% above the placing price of the Equity Placement (the "**Bond Issue**"), as further described below.

In addition, Atos has agreed to transfer to Atos UK 2019 Pension Scheme (the "**Pension Fund**") £198 million (representing ca. €230 million) of Worldline shares on the settlement date of the Equity Placement (the "**Transfer**", together with the Equity Placement and the Bond Issue, the "**Transaction**"). The Pension Fund may receive additional Worldline shares until January 2020 under certain circumstances

according to arrangements between Atos and the Pension Fund.

With this Transaction, Atos is disposing up to half of its remaining stake in Worldline. It will also retain certain economic upside exposure on the Worldline shares underlying the Bonds. In case of exchange in full of the Bonds or exercise of the Share Redemption Option (as defined below), Atos would retain a direct stake of 13% of Worldline share capital and 22% of voting rights. In addition, in accordance with the terms of the Transfer, the Pension Fund will vote the Worldline shares it holds in accordance with Atos' instructions.

Atos and SIX Group have agreed to a 120-day lock-up for their remaining shares in Worldline, subject to waiver from Goldman Sachs International and J.P. Morgan Securities plc and certain exceptions, including exceptions like the transfer of shares to a subsidiary and in the context of any public tender offer over all or part of the Worldline shares.

This Transaction follows the distribution in kind to Atos' shareholders of 23.4% of Worldline' share capital announced on January 30, 2019 and effective on May 7, 2019. The sale of part of Atos' stake in Worldline is consistent with Atos priorities presented in its 2019-2021 strategic plan, as it will reinforce the Group's focus as a leading listed digital player and increase its strategic flexibility, thereby allowing Atos to further amplify growth and value creation as the digital landscape accelerates. It also de-risks Atos' exposure to Worldline via an efficient transaction structure.

Atos plans to use the proceeds from this transaction to primarily repay medium and long-term debt instruments.

The relationship between the two groups will remain strong with the existing and unchanged industrial and commercial partnership created through the Atos-Worldline Alliance announced at the time of the distribution in kind.

The Bonds will not bear interest and will have a maturity of 5 years (except in case of an early redemption). The Bonds are offered at a price of 108.875% of the principal amount and will be redeemed at their principal amount at maturity, corresponding to an annual yield to maturity of -1.7%.

The exchange price of the Bonds was set at a premium of 35% to the placing price of the Equity Placement. The holders of the Bonds will be able to exercise their exchange right at any time from 41st calendar day following the expected issue date (i.e. November 6, 2019) until the 31st business day before the maturity date of the Bonds or, in the event of early redemption at the option of Atos, until the 10th business day before the relevant redemption date, if applicable. Upon exchange, Atos will have the flexibility to settle in cash, deliver ordinary shares of Worldline or a combination thereof. The exchange price will be subject to customary adjustments pursuant to the terms and conditions of the Bonds.

The Bonds will be issued in principal amounts of €100,000 per Bond and will be redeemed at par at maturity, subject to Atos' option to deliver ordinary shares of Worldline and, as the case may be, an additional amount in cash (the "**Share Redemption Option**"). Under certain conditions, the Bonds may be redeemed prior to maturity at Atos' option. In particular, the Bonds may be redeemed early at Atos' option as from 3 years following the expected issue date (i.e. November 6, 2019) if the arithmetic average of the product of the Worldline' volume weighted average share price on Euronext Paris and the then prevailing exchange ratio (over a 10-trading day period chosen by Atos from among the 20 consecutive trading days immediately preceding the publication of the early redemption notice) exceeds 130% of the principal amount of the Bonds.

Goldman Sachs International, J.P. Morgan Securities plc and Deutsche Bank AG, London Branch are Joint Global Coordinators of the Equity Placement and the Bond Issue (together the "**Joint Global Coordinators**").

Rothschild & Co. is acting as financial advisor to Atos in relation to the Transaction.

Goldman Sachs International, J.P. Morgan Securities plc, Deutsche Bank AG, London Branch, Morgan Stanley, Société Générale and Credit Suisse Securities (Europe) Limited are acting as Joint Bookrunners on the Equity Placement.

Goldman Sachs International, J.P. Morgan Securities plc, Deutsche Bank AG, London Branch, Morgan

Stanley & Co International plc, Société Générale, BNP Paribas, HSBC, Commerzbank, Natixis SA and Banco Bilbao Vizcaya Argentaria, S.A. are acting as Joint Bookrunners on the Bond Issue.

Settlement for the Equity Placement is expected to take place on or around November 1, 2019 and the settlement on the Bond Issue is expected to take place on or around November 6, 2019. An application will be made for the Bonds to be admitted to trading on the Euronext Access.

Appendix

	Number of Shares Held Directly by Atos in Worldline (m)	Gross Proceeds¹ (€m)	% of Share Capital	% of Voting Rights
Position Before Transaction	49.9	-	27%	35%
Disposed through Accelerated Bookbuilding Offering	(14.7)	780	(8)%	(7)%
Transfer to Pension Fund	(4.3)	-	(2)%	(2)% ²
Net Position before Exchangeable Bond Impact	30.9	780	17%	26%
Exchangeable Bond (Assuming Full Conversion) ³	(7.0)	544	(4)%	(3)%
Net Position after Full Exchangeable Bond Conversion	23.9	1,325	13%	22%

1: Based on sale price of €53 per Share, with settlement expected to occur on or around November 1, 2019.

2: In accordance with the terms of the Transfer, the Pension Fund will vote the Worldline shares it holds in accordance with Atos' instructions.

3: Assuming 35% conversion premium and issue price at 108.875% of par.

About Atos

Atos is a global leader in digital transformation with over 110,000 employees in 73 countries and annual revenue of over € 11 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. The group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Syntel, and Unify. Atos is a SE (Societas Europaea), listed on the CAC40 Paris stock index.

The purpose of Atos is to help design the future of the information technology space. Its expertise and services support the development of knowledge, education as well as multicultural and pluralistic approaches to research that contribute to scientific and technological excellence. Across the world, the group enables its customers, employees and collaborators, and members of societies at large to live, work and develop sustainably and confidently in the information technology space.

Investor relations:

Gilles Arditti – gilles.arditti@atos.net - +33 6 11 69 81 74

Press contact:

Sylvie Raybaud – sylvie.raybaud@atos.net - +33 6 95 91 96 71

Important notice

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities and the offer of Worldline shares and the Bonds by Atos does not constitute a public offering in any jurisdiction, including in France.

The press release is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

In member states of the European Economic Area, this communication and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation.

This communication is for distribution in the United Kingdom only to (i) investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (ii) high net worth entities and other persons to whom it may lawfully be communicated, falling within article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons").

The offer and sale of the securities referred to in this announcement has not been, nor will be, registered under the U.S. Securities Act of 1933 (the "**Securities Act**") and the securities may not be offered or sold in the United States absent such registration or an applicable exemption from the registration requirements of the Securities Act. There will be no public offering of the securities in the United States in connection with this transaction.

The securities referred to in this announcement may only be sold pursuant to an available exemption from the prospectus requirements of applicable Canadian securities laws. The securities will only be offered and sold in Canada to purchasers that qualify as "accredited investors" and additionally also qualify as "permitted clients" within the meaning of applicable Canadian securities laws. In Canada, the bonds are not being offered and may not be sold in the Province of Prince Edward Island, Yukon, the Northwest Territories or Nunavut.

In addition to the foregoing restrictions, the release, publication or distribution of this press release generally may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The information contained in this announcement is for background purposes only and does not purport to be full or complete and no reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Investors in the Bonds should refer to the final terms and conditions and complete documentation prior to making an investment decision. Any investment decision to buy Worldline shares in the Equity Placement must be made solely on the basis of publicly available information regarding Worldline. Such information is not the responsibility of Atos.

The Joint Global Coordinators and the Joint Bookrunners are acting on behalf of Atos and no one else in connection with the Equity Placement and the Bond Issue and will not be responsible to any other person for providing the protections afforded to any of its clients or for providing advice in relation to the Equity Placement and the Bond Issue.

EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE WORLDLINE SHARES, THE BONDS OR THE WORLDLINE SHARES UNDERLYING THE BONDS (TOGETHER, THE "**SECURITIES**"). NEITHER ATOS NOR THE JOINT GLOBAL COORDINATORS NOR THE JOINT BOOKRUNNERS MAKES ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SECURITIES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SECURITIES OR (III) THE FUTURE PERFORMANCE OF THE SECURITIES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

MiFID II retail investors/professionals/eligible counterparties only - Manufacturer target market (MiFID II product governance) in respect of Worldline shares is retail investors, eligible counterparties and professional clients only (all distribution channels).

MiFID II professionals/eligible counterparties only - Manufacturer target market (MiFID II product governance) in respect of the Bonds is eligible counterparties and professional clients only (all distribution channels).

Pursuant to the commission implementing Regulation (EU) 2016/1055 of June 29, 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council, this press release may contain inside information and has been sent to the authorized broadcaster of Atos.

This press release contains statements that constitute forward-looking statements. By nature, forward-looking statements involve known and unknown risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial consequences of the plans and events described herein. No party undertakes any obligation to update or revise any forward-looking statement contained in this press release, whether as a result of new information, future events or otherwise. Readers should not place any undue reliance on forward-looking statements which speak only as of the date of this press release. Statements contained in this press release regarding past trends or events should not be taken as representation that such trends or events will continue or occur in the future. The statements set out above should be considered in connection with any subsequent written or oral forward-looking statements that Atos, or persons acting on its behalf, may issue.

The information contained in this press release is subject to change in its entirety without notice up to the settlement date. Atos, the Joint Global Coordinators, the Joint Bookrunners, Atos' financial advisor and their respective affiliates expressly disclaim, to fullest extent permitted by applicable law, any obligation or undertaking to update, review or revise any statement contained in this press release whether as a result of new information, future developments or otherwise.