



Atos Origin

A French *société anonyme* with a Board of Directors
and a share capital of 69,976,601 euros

Registered office: River Ouest, 80 Quai Voltaire - 95870 Bezons

Registered in the commercial register of Pontoise under number 323 623 603

Update of the 2010 Reference Document



This document is a full free translation of the original French text.

This update of the 2010 annual report has been filed with the Autorité des Marchés Financiers (AMF) on 8 June 2011 pursuant to article 212-13 of the AMF's general regulations. It complements the Reference Document filed with the AMF on 1st April 2011 under number D.11-0210.

This Reference Document and its update may be used to support a financial operation if accompanied by a prospectus duly approved by the AMF.

This document has been prepared by the issuer and it engages the responsibility of its signatories.

Copies of this update of the Reference Document are available, free of charge, at Atos Origin, at the following address: River Ouest, 80 Quai Voltaire, 95870 Bezons. This update of the Reference Document is also available on the website of the *Autorité des marchés financiers* (www.amf-france.org) and on the company's website (www.atosorigin.com).

CONTENTS

A	Atos Origin - Q1 2011 revenue (10 May 2011 Press release)	3
B	Atos Origin successfully signs a five-year EUR 1.2 billion revolving credit facility	8
C	Press Release dated 1 June 2011	9
D	Risk factors.....	10
D.1	Legal Risks	10
D.2	Legal risks related to projects and contracts	10
D.3	Liquidity Risk.....	11
E	Olympic Games.....	12
E.1	The World's Largest Sports Related IT Contract.....	12
E.2	Youth Olympic Games.....	12
E.3	London 2012.....	13
E.4	Paralympic Games	13
E.5	What We Deliver.....	14
E.6	Our People.....	16
F	Legal status of the Senior Executive Vice Presidents.....	17
G	Update of the judicial and arbitral proceedings.....	18
G.1	Litigation between Atos Origin and Mr. Philippe Germond	18
G.2	« Stamp duty » Litigation	18
G.3	Other governmental, judicial or arbitral proceedings.....	18
H	Further Information.....	19
H.1	Shareholder Documentation.....	19
H.2	Financial calendar	19
H.3	Contacts.....	19
I	Persons who assume responsibility for this document and for examining the financial statements 20	
I.1	Attestation from the person responsible for the update of the Reference Document which does not include the financial annual report	20
I.2	Persons responsible for examining the financial statements of Atos Origin	21
J	Full index.....	22

A ATOS ORIGIN - Q1 2011 REVENUE (10 MAY 2011 PRESS RELEASE)

Atos Origin - Q1 2011 revenue

SIS integration plan ahead of schedule

Group focused on margin improvement with TOP Program strongly delivering

First quarter 2011 revenue: EUR 1,228 million, down -0.2% reported

Book to bill: 101% and full backlog up +3% at EUR 7.5 billion

Net debt further reduced to EUR 115 million

Objectives for the Full Year 2011 confirmed

PARIS – 10 May 2011 - Atos Origin, an international IT services company, today reported revenue for the first quarter of 2011.

SIS integration plan

After the signature of the binding agreement with Siemens in February 2011, following the opinion provided by the European Work Council and the approval by the Board of Directors of Atos Origin, the relevant anti-trust authorities granted their approval on March 25th, 2011, for the expected transaction.

The transaction is planned to be completed following the expected approval from the Atos Origin shareholders at the Extraordinary General Meeting on July 1st, 2011.

All the involved teams are working intensively on the preparation and the integration of SIS through 24 work streams, including the 12 projects of the TOP² Program dedicated to increasing the operational efficiency of SIS and the new company. This program is now ready to be rolled out as soon as the transaction is finalized.

Business development is progressing well: the top line deal rationale is confirmed by a pipe of commercial opportunities which is building up. Comfort meetings, calls and visits are being conducted with all major customers as well as with customers who request it.

Synergies are fully confirmed after four months of integration planning in areas including optimisation of support functions, creating a single headquarters, procurement, Lean management, off-shoring, and revenue synergies.

The organisation design is well under way, with the selection of managers at levels 1, 2 and 3 in progress with a specific focus on talent management.

In terms of delivery synergies, the data centers optimisation plan is ready, tooling and methodology selection has been completed and the Global Factory model will be extended to SIS.

In summary, the SIS standalone results are in line with due diligence expectations, the synergies identified are confirmed and the Group is well positioned for operational readiness of the new company on July 1st, 2011. Globally, the SIS integration plan is ahead of schedule.

TOP Program

After two years of intensive transformation of the company, the TOP Program continues to contribute to margin improvement.

Lean management continues to leverage the operational performance. At the end of March 2011, 11,000 staff in Managed Services were using Lean techniques daily, in line with the objective set of 16,000 by the end of the year.

While costs have stabilized in areas such as travel, company cars, maintenance and marketing, other items such as costs for offices and buildings decreased by -16 per cent and telecom by -9 per cent during the first quarter of 2011.

Revenue

The Group reported revenue of EUR 1,228 million for the first quarter of 2011, representing an organic decline of -1.3 per cent compared to the same period last year, at same scope and exchange rates.

<i>In EUR Million</i>	Q1 2011	Q1 2010	Δ%
Revenue	1,228	1,231	-0.2%
Revenue at constant scope and exchange rates	1,228	1,244	-1.3%

Revenue by Service Line

<i>In EUR Million</i>	Revenue		
	Q1 2011	Q1 2010	% growth
Managed Services	449	454	-1.0%
Systems Integration	438	452	-3.2%
Hi-Tech Transactional Services	254	240	+5.7%
Consulting	45	57	-20.8%
Medical BPO	42	41	+1.9%
Total Group	1,228	1,244	-1.3%

Representing 37 per cent of the Group, **Managed Services** revenue was **EUR 449 million** in the first quarter, down -1.0 per cent compared to the first quarter of 2010. The decline came mainly from the Benelux, and was partially offset by organic growth in the UK and in Asia. For the last time, the ramp-down of Arcandor in Germany had an effect on Managed Services revenue. Excluding Arcandor, Managed Services posted a revenue increase of +0.9% in the first quarter of 2011.

Representing 36 per cent of the Group, **Systems Integration** revenue was **EUR 438 million**, down -3.2 per cent in the first quarter. Benelux and the UK were flat while France reported a slight decline with lower volumes in the Public Sector. Germany posted organic growth coming from increased activity in the Telecom sector. Main decline came from Spain and other minor countries.

Representing 21 per cent of the Group, **Hi-Tech Transactional Services (HTTS)** revenue was **EUR 254 million**, up +5.7 per cent compared to the first quarter of 2010. Growth came from e-Services which increased +12.6 per cent and from the payments activity which posted +7.6 per cent growth.

Representing 4 per cent of the Group, **Consulting** revenue was **EUR 45 million**, down -20.8 per cent compared to the first quarter of 2010. In the Netherlands, the market demand continued to be low and the price pressure persisted. The new management appointed in 2010 in the Netherlands is entirely reorganising the business unit with new offerings and a focus on the utilization rate.

Representing 3 per cent of the Group, **Medical BPO** revenue was **EUR 42 million**, up +1.9% per cent. The activity in the UK benefited from higher volumes with its large customers.

Revenue by Global Business Unit

<i>In EUR Million</i>	Total Revenue		
	Q1 2011	Q1 2010	% growth
France	281	289	-2.6%
United Kingdom	224	220	+1.7%
Benelux	220	234	-5.7%
Atos Worldline	213	202	+5.4%
Germany/CEMA	121	123	-2.1%
Spain	75	80	-6.9%
Other countries	94	96	-2.4%
Total Group	1,228	1,244	-1.3%

In **France**, revenue was **EUR 281 million** down EUR -8 million, representing a decline of -2.6 per cent compared to the first quarter of 2010. The Group has been very selective, especially in France in the order entry and in revenue with the priority to improve the gross margin. More particularly, criteria for new deals have been strengthened in order to avoid new contracts subject to further price decreases or requiring significant volumes of sub-contractors which would have led to non profitable growth. Therefore, the decline in revenue came mainly from lower volumes in Systems Integration for project activities, predominantly in the Public Sector, and in Managed Services in Financial Services.

In **the United Kingdom**, revenue totalled **EUR 224 million**, up +1.7 per cent compared to the first quarter of 2010. Further to the signature of the MOU with the UK Cabinet Office in September 2010, orders have materialized in Managed Services and in HTTS which posted organic growth respectively of +2.4 and +14.8 per cent. Medical BPO was up +1.9 per cent and Systems Integration was flat.

Revenue in the **Benelux** was **EUR 220 million**, down EUR -14 million representing a decline of -5.7 per cent compared to the first quarter of 2010. Systems Integration was flat after two years of decline. Managed Services and Consulting suffered from low market demand while HTTS posted strong organic growth due to more cross-selling in the Netherlands.

Atos Worldline revenue for the first quarter was **EUR 213 million**, up +5.4 per cent compared to the same period last year. The growth was driven by Belgium where there were high volumes in card payment transactions. In France, the Personal Medical File (DMP) contract and the Electronic tickets (Efine) contract are in a ramp-up phase. Venture Infotek contributed EUR 5 million in payments during the first quarter of 2011.

In **Germany / CEMA**, revenue was **EUR 121 million**, representing a limited decline of EUR -2.5 million, down -2.1 per cent compared to the first quarter 2010. Germany posted a +5.2 per cent organic growth with a boost in Systems Integration, where revenue was up +14.2 per cent. Excluding the Arcandor effect, first quarter organic growth in GCEMA remained positive at +5.6 per cent, despite persistent tough market conditions in South Africa and in Greece while revenue grew in Poland.

In **Spain**, revenue was **EUR 75 million**. Despite market conditions that remained tough, the decline was limited to EUR -5.5 million, down -6.9 per cent compared to -9.4 per cent in the fourth quarter of 2010.

Other countries reported revenue of **EUR 94 million**, down -2.4 per cent. Managed Services activities increased in all geographies while revenue declined in Systems Integration in Asia, and in North America due to a reduction in the number of projects mainly in the public sector.

Commercial activity

Total order entries for the first quarter of 2011 were EUR 1,241 million, representing a Book to bill ratio of 101 per cent. By Service Line, Book to bill was 153 per cent in Consulting, 98 per cent in Systems Integration, 102 per cent in HTTS and 99 per cent in Managed Services and Medical BPO.

The main new contracts were signed in the UK with a large Public Agency and the Department for International Development, in Germany with D+S, in the Netherlands with KPN and ING, in France with EDF, Kingfisher and one Ministry, and in North America with FirstGroup. Atos Worldline signed new contracts with Landesbank Berlin in Germany and BNP Paribas in France.

The main renewals were in the Netherlands with Shell and Equens, in France with Michelin and Total, in Spain with Banco de Espana, and in the UK with one large food manufacturer. Atos Worldline renewed contracts with Axa, with French Ministries and with Rabobank, and Asia with a large oil company for HTTS activity.

On 31 March 2011, the full backlog was EUR 7.5 billion, up +3 per cent compared to 31 March 2010 and representing 1.5 years of revenue.

On 31 March 2011, the weighted full pipeline was EUR 2.7 billion. Excluding Medical BPO in which significant contracts were signed during the last six months, full pipeline was up +5 per cent compared to March 2010.

Net debt

Group net debt on 31 March 2011 stands at EUR 115 million. During the first quarter 2011, free cash flow was EUR 24 million. Capital Expenditure was limited to EUR 40 million, almost stable compared to last year, and additional actions allowed EUR 24 million improvement in working capital. Cash outflow for restructuring and rationalization reached EUR 27 million, stable compared to last year.

The Group signed on 11 April 2011 a new five year multi-currency revolving credit facility with an international syndicate of 12 banks for an amount of EUR 1.2 billion and that will mature in April 2016. The Facility will be available for general corporate purposes and is replacing the existing EUR 1.2 billion facility that was due to expire in May 2012. With this Facility, the Group maintains its financial flexibility and extends the maturity of its financial resources.

Human Resources

The number of employees at the end of March 2011 was 47,894 compared to 48,278 at the end of 2010.

The number of direct staff is almost stable since December 2010 while the number of indirect staff declined by -2 per cent during the first quarter as part of the Added Value Analysis (AVA) program implemented by the Group.

The Group hired 1,437 engineers during the first quarter of 2011 (956 during the first quarter of 2010). Recruitment was mostly in India, and to prepare future growth in France, and in the UK. The level of hiring is obviously taking into account the expected transaction with SIS in countries where SIS has a large presence.

The attrition rate was 11 per cent in the first quarter 2011, compared to 10 per cent for the full year 2010.

In line with the Group plans, dismissals and restructuring was 502 staff in the first quarter of 2011.

In order to optimize its operating margin, the Group continues to manage tightly the level of external subcontractors in line with the policy that subcontractors represent around 5 per cent of total staff.

First Half 2011 operating margin

The Group is focused on margin improvement as 2011 represents the third year of the three year transformation plan. The Group plans operating margin rate to increase +50 basis points for the first half of 2011 compared to 6 per cent in the first half of 2010.

2011 Objectives

The Group confirms its objectives for 2011 as communicated on February 16th 2011.

B ATOS ORIGIN SUCCESSFULLY SIGNS A FIVE-YEAR EUR 1.2 BILLION REVOLVING CREDIT FACILITY

Paris, 11 April 2011 - Atos Origin, an international IT services company, today announced it has signed a new five year multi-currency revolving credit facility "The Facility" for an amount of EUR 1.2 billion and that will mature in April 2016.

The Facility has been oversubscribed by an international syndicate of 12 banks (*) showing the confidence of the market in the credit quality of Atos Origin.

The Facility will be available for general corporate purposes and is replacing the existing EUR 1.2 billion facility that was expiring in May 2012.

The Facility will enable the Group to maintain its financial flexibility and extend the maturity of its financial resources.

The initial margin of the Facility is 0.85 per cent per annum above EURIBOR.

(*) As Mandated Lead Arrangers and Bookrunners: BNP Paribas, The Bank of Tokyo-Mitsubishi UFJ Ltd, Commerzbank Aktiengesellschaft, Groupe Crédit Agricole, Crédit Industriel et Commercial (Groupe Crédit Mutuel-CIC), ING Bank N.V., The Royal Bank of Scotland Plc and Société Générale Corporate & Investment Banking.

As Mandated Lead Arrangers: Barclays Bank Plc and Unicredit Corporate & Investment Banking.

As Arrangers: Goldman Sachs International and KBC Bank.

C PRESS RELEASE DATED 1 JUNE 2011

Atos Origin's Ordinary Shareholders' Meeting

Paris, 1 June 2011 - Atos Origin's Annual Shareholders' Meeting was held today. The meeting was chaired by Thierry Breton, Chairman and CEO of Atos Origin. During the meeting, Thierry Breton presented the 2010 highlights, the Group's future directions and the upcoming acquisition of Siemens IT Solutions and Services, which is forecast to close as planned on July 1st 2011 subject to the completion of the conditions precedent.

All resolutions submitted by the Board of Directors have been approved by the shareholders, in particular the dividend payment of €0.50 per share.

Atos Origin also announced that it obtained the highest rating by GRI for the 2010 report on its social and environmental policy.

D RISK FACTORS

The company conducted a review of risks that could have a material adverse effect on its business, its financial situation or its results (or on its ability to achieve its objectives). The risks set forth below are the entire update (subject to that is mentioned in Section B.1 of the Prospectus approved by the AMF on 8 June 2011¹) of those presented in the Reference Document of Atos Origin relating to the fiscal year ended 31 December 2010 filed on 1st April 2011 with the *Autorité des Marchés Financiers* under number D.11-0210.

D.1 Legal Risks

Atos Origin activities are, in their majority, not subject to specific laws or regulations.

By exception, Atos Worldline Belgium is subject to the provision of the Belgian law of 21 December 2009 concerning the status of payment institution and access to payment services and payment system businesses, adopted under the European Directive 2007/64/EC on payment services: Worldline Belgium has obtained a license allowing it to act as a payment institution.

Atos Worldline has also to comply with the provisions of Circular PPB/2007/6 CPB CPA on the prudential expectations of the CBFA in governance of financial institutions, of 30.03.2007, applicable "mutatis mutandis" to payment institutions. The rules relating to governance and internal control limit the risk factors in this activity.

D.2 Legal risks related to projects and contracts

The Group is extremely careful not to provide performance guarantee on the contracts it signs with its customers. With respect to financial guarantees, the Group seeks to limited, and only when it obliged to give, to amounts corresponding to direct damage from the enforcement of contracts.

For various long-term contracts, the Group provides performance guarantees to its customers. These limited warranties amounted to 1 325.9 million Euros at December 31, 2010 (26% of turnover) against 182.3 million Euros at December 31, 2009.

(In EUR million)	31 December 2010	31 December 2009
Performance guarantees	1,325.9	1,182.3
- <i>Operational - Performance</i>	1,267.4	1,103.1
- <i>Operational - Other Business Orientated</i>	58.5	79.2
- <i>Financial or Other</i>	-	-

Under the contract signed by Atos Origin IT Services UK Limited with the International Olympic Committee (IOC), Atos Origin SAE (Spain) granted a total performance guarantee to the IOC in the case of the Atos Origin entity that signed the contract (or any other affiliate to which some or all of the rights and obligations could be allocated) would be unable to provide the services defined in the contract.

Concerning the multi-currency revolving facility, Atos Origin SA has guaranteed the consortium of banks, represented by BNP Paribas, to cover up to 440.0 million Euros the obligations of its subsidiary, Atos Origin Telco Services BV

¹ Prospectus relating to the contribution to Atos Origin of the sole share in Siemens IT Solutions and Services GmbH by Siemens Beteiligungen Inland GmbH and the issuance of bonds convertible into and/or exchangeable for new or existing ordinary shares in favor of Siemens Beteiligungen Inland GmbH.

Atos Origin SA has provided a parent company guarantee of 120.0 million Euros to Atos Origin Stichting pension fund. This warranty is granted for the payment obligations of the subsidiary of Atos Origin in the Netherlands as part of the mechanism of coverage in case of default of payment of the sums involved.

Subsequent to the Cellnet disposal in July 2004, Atos Origin SA is bound by a guarantee given to Schlumberger in relations with Citicorp, for a total of 63.2 million U.S. dollars. This warranty is subject to a total counter guarantee by the acquirer of Cellnet, Cellnet Holdings Corp.

As part of the activities of payment card transactions of Atos Worldline in Belgium, Atos Origin Group has secured directly or indirectly its partner MasterCard in the event of default resulting from its role as an intermediary between the issuer of the payment and the beneficiary or in case of violation of their rules. These guarantees are estimated at a maximum of 28.5 million U.S. Dollars. The real risk is considered very low.

In addition, Atos Origin SA granted a guarantee of 26.5 million Euros to Chartis Europe SA for the obligations of its reinsurer St. Louis-Ré. This guarantee could be exercised only in the case, very unlikely, where St. Louis-Re is unable to meet its reinsurance obligations to Chartis Europe SA. This guarantee will be effectively renewed on an annual basis.

Finally, Atos Origin SA and Atos Origin BV provided guarantees of financial support to several of their subsidiaries following the demands of auditors or in compliance with local regulations.

D.3 Liquidity Risk

The company has conducted a specific review of its liquidity risk and considers being able to meet its future payments.

Especially, Atos Origin has signed on April 11, 2011 a new multi-currency credit facility amounting to one billion two hundred million Euros for five years until April 2016. (Press release in Section B. "Atos Origin successfully signs a five year EUR 1.2 Billion revolving credit facility").

E OLYMPIC GAMES

E.1 The World's Largest Sports Related IT Contract

As the Worldwide IT Partner for the Olympic Games and Top sponsor, Atos Origin integrates, manages and secures the vast IT system that relays results, events and athlete information to spectators and media around the world.

The enormity and scope of creating an IT management system and infrastructure for the Olympic Games, the world's largest sports IT contract, presents a host of unique challenges. Here Atos Origin executes a carefully honed strategy based on years of experience in delivering comprehensive IT services for major global sporting events.

Atos Origin is the Worldwide Information Technology Partner for the Athens 2004 Olympic Summer Games, the Turin 2006 Olympic Winter Games, the Beijing 2008 Olympic Summer Games, the Vancouver 2010 Olympic Winter Games and the London 2012 Olympic Summer Games.

Atos Origin was involved in previous Games during the 1990s through the acquisition of SchlumbergerSema. This began with the 1992 Barcelona Olympic Games where we were the COOB Official supplier of Operational Systems.

The Atos Origin contract with the International Olympic Committee (IOC) is the world's largest sports related IT contract and was recently extended to cover the Sochi Olympic Winter Games in 2014 in Russia and the Rio Olympic Summer Games in 2016 in Brazil.

Atos Origin brings extensive international IT experience to the Olympic Games, including global expertise and leadership in consulting, systems integration, operations management, information security and software applications development.

Jacques Rogge, President of the International Olympic Committee said: *"Atos Origin, our long-term partner, is the brains behind the technology operations for the Olympic Games, consistently delivering high-quality services on schedule. The Beijing Olympic Games were spectacular and Atos Origin provided a crucial role in ensuring the success of the event from a technological perspective, and in making sure that the IT systems functioned perfectly. We are confident that Atos Origin will once again deliver an outstanding job for future Games."*

E.2 Youth Olympic Games

The inaugural Youth Olympic Games (YOG) will be hosted in Singapore from 14th to 26th August 2010.

The YOG is the first new major event that the International Olympic Committee (IOC) has introduced since the Olympic Winter Games began in 1924. In 2007, during its session in Guatemala City, the IOC decided to create this new sporting event to educate, engage and influence young athletes inspiring them to play an active role in their communities.

It brings together athletes between the ages of 14 and 18 from all over the world and its vision is to inspire young people around the world to participate in sport and adopt and live by the Olympic values.

Young athletes will participate in high-level competitions and alongside the sports element of the event, they will participate in a Culture and Education Programme.

Atos Origin is proud to be the Worldwide IT Partner to provide the information technology systems for the Singapore 2010 Youth Olympic Games (Singapore 2010). Atos Origin's involvement with the YOG is significant in the strengthening of our long standing partnership with the IOC, beginning with the Salt Lake City Winter Olympic Games in 2002 and extending to the Rio 2016 Olympic Games.

What we Deliver

Based on our long-term experience with the IOC, Atos Origin will design, build, test and operate the IT systems to cater to these special requirements of the YOG. In particular, more emphasis will be given to digital tools and social media applications which are the new communication channels of today's youth.

If we can turn the IT challenge of the Olympic Games into results for the billions of spectators, imagine what we can do for our clients.

For more information, please visit <http://www.singapore2010.sg/>

E.3 London 2012

Sebastian Coe is Chair of the London 2012 Organising Committee: *"Atos Origin will play a leading role in delivering the technology for London 2012. They have extensive experience from previous Games and will be an integral part of the team between now and 2012. We're thrilled to be working with them."*

As Worldwide IT Partner of the International Olympic Committee, Atos Origin is responsible for leading the consortium of IT partners to design, build and operate the massive, mission critical IT infrastructure and solutions that will support the London 2012 Games.

The first IT professionals are already working full time to design the IT infrastructure and systems that will process the accreditation badges for the 250,000 members of the Olympic Family; manage staffing rotas and deliver the results to the world in less than a second.

Between now and the start of the Games, the IT team - which will include employees from Atos Origin, the technology partners, LOCOG and volunteers - will ramp up to several thousand.

For the London 2012 Games, we predict that technology will play a bigger role in two areas. Firstly, in improving access to information as audiences worldwide expect more detailed and colourful information to be delivered, as it happens, to an increasingly complex network of channels. Secondly, the technology infrastructure will also enable a sustainable Olympic Games.

E.4 Paralympic Games

The Paralympic Games are elite sport events for athletes from different disability groups. However, they clearly emphasize the participants' athletic achievements, not their disability. The movement has grown dramatically since its early days. The number of athletes participating in the Summer Paralympic Games has increased from 400 athletes in Rome in 1960 to 3,806 athletes from 136 countries in Athens in 2004.

Atos Origin has been the IT Partner of the 2002, 2004, 2006, 2008 and 2010 Paralympic Games and has now begun preparations for 2012 in London.

The International Paralympic Committee

The International Paralympic Committee (IPC) is the global governing body of the Paralympic Movement. The IPC organizes the Summer and Winter Paralympic Games, and serves as the International Federation for nine sports, for which it supervises and co-ordinates the World Championships and other competitions.

The IPC is committed to enabling Paralympic athletes to achieve sporting excellence and to developing sport opportunities for persons with a disability from the beginner to elite level. In addition, the IPC aims to promote the Paralympic values, which include courage, determination, inspiration and equality.

Founded on 22 September 1989, the IPC is an international non-profit organization formed and run by 162 National Paralympic Committees (NPCs) from five regions and four disability specific international sports federations (IOSDs). The IPC Headquarters and its management team are located in Bonn, Germany.

E.5 What We Deliver

The Olympic Games are a complex mix of technology, processes and people. Not only is there the scale and complexity of the project, covering many clients, sites and systems, but it is also a multi-supplier project with many varied dependencies. Furthermore, the whole event is highly visible and the world is watching. And where victory is measured by the smallest margin, there are no second chances!

As lead integrator, project manager and IT operations manager, Atos Origin is ultimately responsible for the entire IT infrastructure of the Games. The focus is on three key IT areas:

E.5.1 Security and Risk Management

As the Olympic Games' IT integrator Atos Origin is responsible for the Design, Build and Operation of the IT infrastructure.

- Design - Atos Origin is responsible for designing a complex and secure high quality IT infrastructure on time to specification and within budget. While designing architecture for current Games, Atos Origin considers the next Games and how to transfer the knowledge gained.
- Build - Atos Origin implements IT security preventative measures to protect against physical and digital attacks on the IT network architecture. The company is also responsible for building and refining a customized suite of software applications that power the Olympic Games.
- Operate - Atos Origin applies its 'one team' approach to ensure that a complex network of IT partners and suppliers, employees and volunteers work together to deliver the best possible service and support to each Olympic Games.

For the Beijing 2008 Olympic Games, we collected and filtered more than 12 million IT security events each day to detect any potential security risk for the Olympic Games IT systems. From these, less than 100 were identified as real issues. All were resolved, with no impact at all on the Olympic Games.

Atos Origin focuses on three key IT areas: security architecture, risk management and security operations.

- IT Security Architecture - Security is built into the infrastructure from the outset. Security measures include:
 - Separation between the Games network and the Intranet
 - Olympic network segmented into security domains
 - Strict configuration management processes (security mechanisms such as anti-virus software and port security)
 - Strategic placement of Intrusion Detection Systems (IDS)
- IT Risk Management - Through extensive testing before the Games the IT security team is able to understand what is normal activity on applications, servers, PCs and the network, so that an incident can be logged when the traffic becomes abnormal. This strategy enables the IT security team to effectively respond to incidents on a prioritized basis and keep the Games IT infrastructure protected from a wide range of threats that may otherwise compromise critical IT services – including the recording and distribution of competition results.
- IT Security Operations - Atos Origin trains the entire IT team in security policies and procedures. At Games time, the IT security team is operational 24x7 in order to respond to any incidents that occur, day or night.

E.5.2 Games Management Systems

This supports the planning and operations of the Games: accreditation; sport entries & qualification; medical encounters reports; workforce management and the volunteer portal.

All the suite of applications below require a high level of quality and availability and security, as most of them are interconnected to highly secure systems (Police and security forces, immigration, etc).

E.5.3 Information Diffusion Systems

The Information Diffusion systems is a group of systems that will deliver real-time results to the media and the Olympic family.

This includes the Commentator Information System delivering real-time competition results and athlete information and Info+ providing information to media, athletes, judges, coaches and sponsors.

E.5.4 What our commitment to the Olympic Games can mean for your enterprise

The lessons learnt in such a critical and high-pressure environment enable us to improve the quality of our services and improve our capacity to deliver complex projects in all other industries and markets.

The benefits of this experience can be brought to your projects through best practices in areas such as consortium and project management, content and knowledge management, risk driven management, change management, data centres and IT Security.

This expertise is captured by the Atos Origin Major Events unit. This unit has been exclusively dedicated to the provision of IT solutions and services to large-scale events and international bodies since 1989, carrying its experiences and know-how from one event to another.

E.6 Our People

The Major Events Unit has accumulated extensive and valuable know-how through its involvement with the world's largest sporting events. And this Knowledge is not only limited to the technology. For although the technology is used by all teams within the Unit and local Olympic organizing committee we have also gathered an in-depth understanding of the processes, risks, people and issues behind an event.

Our consultants are capable of using this knowledge to guide new organizing committees in the early days up to the closing ceremony of the event. Furthermore our consultants use proven methodologies and tools in their assessments and analysis of the issues that the organizing committee needs to tackle.

Many of the unit's experts and members of the Core Team have been with the Major Events Unit since its formation for the 1992 Barcelona Olympic Games project, and therefore have many year's and events' worth of experience to call upon.

F LEGAL STATUS OF THE SENIOR EXECUTIVE VICE PRESIDENTS

The two Senior Executive Vice Presidents of the Group are not legal representatives, and they are not « deputy executive officers » as defined by French corporate law – therefore they do not fall within the scope of the declaration to be made pursuant to paragraphs 14.1 and 14.2 of the Annex 1 of the European Regulation 809/2004.

Nevertheless, to the knowledge of the Company, the two senior executive vice presidents of the Group have never been the object of any official public incrimination and/or sanctions taken by statutory or regulatory authorities (including designated professional organisms). No court has, for at least the previous five years, prevented the two senior executive vice presidents of the Group from acting as member of an administrative, managing or supervisory body, nor have they been the object of any convictions in relation to fraudulent offences for at least the previous five years.

None of the two senior executive vice presidents were associated in any bankruptcies, receiverships or liquidations in their capacity of member of management.

G UPDATE OF THE JUDICIAL AND ARBITRAL PROCEEDINGS

G.1 Litigation between Atos Origin and Mr. Philippe Germond

By a ruling dated 5 April 2011, the Commercial Court of Nanterre granted to Mr. Philippe Germond the definite sum of 368,500 Euros as compensation for termination. Mr. Philippe Germond's claim of 3,960,000 Euros was rejected for the excess of his claim. Mr. Philippe Germond filed for an appeal of this decision on 15 April 2011 before the Court of Appeal of Versailles.

G.2 « Stamp duty » Litigation

The case along with several other companies which have also made claims has been granted s "Group Litigation Order" to be heard together. The Company is waiting for the proceedings to resume.

G.3 Other governmental, judicial or arbitral proceedings

To the knowledge of the Company, there are no other administrative, governmental, judicial, or arbitral proceedings, pending or potential, likely to have or having had significant consequences over the past twelve months on the Company's and the Group's financial situation or profitability.

H FURTHER INFORMATION

H.1 Shareholder Documentation

In addition to the Reference Document, which is published in English and French, the following information is available to shareholders:

- A half year report
- Quarterly revenue and trading update announcements
- The Group's informational website at www.atosorigin.com
- Regular press releases, available through the web site or via the AMF database

Legal documents relating to the Group Articles of Association, minutes of Shareholder Meetings, Auditors' reports, etc. may be viewed at the Group's registered office (Legal Department) by prior appointment.

Websites mentioned:

Atos Origin www.atosorigin.com
AMF www.amf-france.org > Décisions et informations financières > Communiqués des sociétés
BALO www.journal-officiel.gouv.fr

H.2 Financial calendar

1 st June 2011	Annual General Meeting
1 st July 2011	Extraordinary General Meeting
27 th July 2011	2011 Half-year results

H.3 Contacts

Institutional investors, financial analysts and individual shareholders may obtain information from:

Gilles Arditti, Group Senior Vice-President Investor Relations and financial communication,
Tel: +33 (0) 1 73 26 00 66, gilles.arditti@atosorigin.com

Requests for information can also be sent by email to investors@atosorigin.com

I PERSONS WHO ASSUME RESPONSIBILITY FOR THIS DOCUMENT AND FOR EXAMINING THE FINANCIAL STATEMENTS

I.1 Attestation from the person responsible for the update of the Reference Document which does not include the financial annual report

Person responsible for the update of the Reference Document

Thierry Breton,
Chairman of the Board of Directors and Chief Executive Officer

Attestation from the person responsible for this Prospectus

"I hereby declare that, having taken all reasonable care to ensure that such is the case, the information concerning Atos Origin contained in this update of the Reference Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I obtained a statement from the statutory auditors at the end of their engagement affirming that they have read the whole of the Reference Document and its update."

Thierry Breton,
Chairman of the Board of Directors and Chief Executive Officer

I.2 Persons responsible for examining the financial statements of Atos Origin

Principal auditors

Grant Thornton, 100 rue de Courcelles, 75017 Paris

Represented by Jean-Pierre Colle et Vincent Frambourt

Date of mandate: 12 June 2008 for a duration of 6 years

Date of expiry of mandate: at the end of the Ordinary General Shareholders' Meeting which will be held to approve the financial statements for the year ended 31 December 2013

Deloitte & Associés, 185, avenue Charles De Gaulle, 92200 Neuilly-sur-Seine

Represented by Tristan Guerlain and Christophe Patrier

Date of mandate: 23 May 2006 for a duration of 6 years

Date of expiry of mandate: at the end of the Ordinary General Shareholders' Meeting which will be held to approve the financial statements for the year ended 31 December 2011

Deputy auditors

IGEC, 3, rue Léon Jost, 75017 Paris

Date of mandate: 12 June 2008 for a duration of 6 years

Date of expiry of mandate: at the end of the Ordinary General Shareholders' Meeting which will be held to approve the financial statements for the year ended 31 December 2013

B.E.A.S., 7/9, villa Houssay 92200 Neuilly-sur-Seine

Date of mandate: 23 May 2006 for a duration of 6 years

Date of expiry of mandate: at the end of the Ordinary General Shareholders' Meeting which will be held to approve the financial statements for the year ended 31 December 2011

J FULL INDEX

A	Atos Origin - Q1 2011 revenue (10 May 2011 Press release)	3
B	Atos Origin successfully signs a five-year EUR 1.2 billion revolving credit facility	8
C	Press Release dated 1 June 2011	9
D	Risk factors	10
D.1	Legal Risks	10
D.2	Legal risks related to projects and contracts	10
D.3	Liquidity Risk	11
E	Olympic Games	12
E.1	The World's Largest Sports Related IT Contract	12
E.2	Youth Olympic Games	12
E.3	London 2012	13
E.4	Paralympic Games	13
E.5	What We Deliver	14
E.5.1	Security and Risk Management	14
E.5.2	Games Management Systems	15
E.5.3	Information Diffusion Systems	15
E.5.4	What our commitment to the Olympic Games can mean for your enterprise	15
E.6	Our People	16
F	Legal status of the Senior Executive Vice Presidents	17
G	Update of the judicial and arbitral proceedings	18
G.1	Litigation between Atos Origin and Mr. Philippe Germond	18
G.2	« Stamp duty » Litigation	18
G.3	Other governmental, judicial or arbitral proceedings	18
H	Further Information	19
H.1	Shareholder Documentation	19
H.2	Financial calendar	19
H.3	Contacts	19
I	Persons who assume responsibility for this document and for examining the financial statements	20
I.1	Attestation from the person responsible for the update of the Reference Document which does not include the financial annual report	20
I.2	Persons responsible for examining the financial statements of Atos Origin	21
J	Full index	22