

Atos Origin

A French corporation with limited liability with issued capital of EUR 69,714,608
Governed by a Supervisory Board and a Management Board
Headquarters : 18 avenue d'Alsace – Paris La Défense – 92400 Courbevoie
Registered Siren number : 323.623.603 RCS Nanterre

MANAGEMENT BOARD'S REPORT TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 10th FEBRUARY 2009

Dear Shareholders,

We have called this Ordinary and Extraordinary General Meeting to ask you:

On an Ordinary basis :

- to ratify the appointment of three members co-opted by the Supervisory Board (1st and 3rd resolutions),
- to approve the advantages due as a result of one member of the Management Board ceasing his functions (4th and 5th resolutions) : *these resolutions shall not be proposed to the vote during the present General Meeting. Indeed, the accounting standard n° 5-103 requires that the Statutory Auditors present a single report on all the related-party agreements mentioned in article L. 225-86 of the French Commercial Code. In accordance with the request from the Statutory Auditors, these two resolutions will be submitted to your vote during the Annual General Meeting and shall be subject to an analysis in the auditors' special report on the related-party agreements.*

On an Extraordinary basis :

- to change the mode of governance and management of the Company by the establishment of a Board of Directors (6th resolution),
- to approve the new articles of association including this change of governance and management of the Company (7^{ème} resolution),
- to reiterate for the Board of Directors the authorization and delegation formerly granted to the Management Board by the Extraordinary General Meetings of June 3rd, 2005 ; May 23rd, 2006 ; May 23rd, 2007 and June 12th, 2008 (8th resolution) ;

On an Ordinary basis :

- to appoint the members of the Board of Directors (9th to 19th resolution),
- to decide the directors' fees to be allocated to the member of the Board of Directors (20th resolution)
- to reiterate for the Board of Directors the authorization formerly granted to the Management Board by the Ordinary General Meeting of June 12th, 2008 (21st resolution),
- to decide the principle of an election of a director by the personnel of the Company and its subsidiaries (22nd resolution).

Ratification of the appointment of three members by the Supervisory Board (1st and 3rd resolutions)

We remind you that following the resignation from the Supervisory Board of Mr. Didier Cherpitel, Mr. Dominique Bazy et Mr. Diethart Breipohl in June 2008, the Supervisory Board has coopted Mr. Jean-Philippe Thierry on June 12th, 2008 and Mr. Bertrand Meunier and Mr. Michel Paris on July 3rd, 2008, for the remaining period of the mandates of their predecessors.

Consequently, we ask you to vote for the ratification of these cooptations.

Approval of the advantages due as a result of one member of the Management Board ceasing his functions (4th and 5th resolutions)

(These resolutions are not applicable for the present General Meeting)

Change of the mode of governance of the Company: establishment of a Board of Directors (6th resolution)

On proposal from the Supervisory Board, it has been decided by the Management Board to submit to your vote the change of the mode of governance and management of the Company, by deciding the implementation of a Board of Directors governed by articles L.225-17 to L.225-56 of the French Commercial Code, in replacement of a Management Board and Supervisory Board.

Approval of the new articles of association including the change of mode of governance of the Company (7th resolution)

Should the precedent resolution be approved, we suggest voting for the adoption of these new articles of association, including the change of mode of governance.

We draw your attention to the fact that the report presented during the General Meeting of June 12th, 2008, subject to article L. 225-102 of the French Commercial Code, has demonstrated that the employees of the Company and of the companies related to it under the definition of article L. 225-180 of the French Commercial Code, represent more than 3% of the capital of the Company. As a consequence, the new articles of association submitted to your vote include, according to the provisions of article L. 225-23 al. 1st of the French Commercial Code, the terms of the appointment of such director representing the employee shareholders by the General Meeting (article 16 of the said articles of association).

Reiteration for the Board of Directors of the authorizations and delegations granted formerly to the Management Board by the Extraordinary General Meetings of June 3rd, 2005; May 23rd, 2006; May 23rd, 2007 and June 12th, 2008 (8th and 21st resolutions)

The Management Board asks you to reiterate for the Board of Directors, these authorization and delegation, formerly granted to the Management Board by the General Meetings of June 3rd, 2005 ; May 23rd, 2006 ; May 23rd, 2007 and June 12th, 2008, relating to : capital reduction by waiver of shares acquired or hold by the Company, grant of free shares, capital increase with or without preferential subscription right, capital increase to remunerate contribution in kind, grating of stock options of the Company, capital increase reserved for the Group employees within a employees stock plan, and finally stock repurchase.

Appointment of the members of the Board of Directors (9th to 19th resolution)

We invite you also to vote for the appointment of the members of the Board of Directors. According to the proposed draft of the new articles of association, the members of the Board of Directors shall be appointed for a period of three years and shall be required to hold at a minimum 1,000 shares of the Company.

The Management Board proposes to the vote of the General Meeting, a Board of Directors composed of eleven members.

Furthermore, it shall be proceeded to the election of a representant of employee shareholders, according to the provisions of article L 225-23 of the French Commercial Code (§ hereabove in relation to the adoption of the new articles of association – 7th resolution).

You will find attached the biographies of the proposed members of the Board of Directors.

It is proposed to **VOTE IN FAVOR** of all of the resolutions here above.

Appointment of a director representing the employee (22th resolution)

According to the provisions of article L. 225-23 last al. of the French Commercial Code, the General Meeting have to decide on a resolution which mentions the election of one or several directors representing the employees of the Company or the employees of the French subsidiaries of the Company.

However, as mentioned before (appointment of a representant of the employee shareholders) and as it is intended to have a Board of Directors limited in number for efficiency reasons, it is proposed **NOT TO APPROVE** this resolution.

Yours sincerely,

The Management Board.