

G.3 Executive compensation and stock ownership

G.3.1 Directors' fees

[GRI102-51]

In accordance with a resolution adopted at the Combined General Meeting of May 24, 2018, the 2018 annual budget for Directors' fees was set at € 500,000.

The rules of payment of the Directors' fees are set by the Board of Directors, based on the proposal of the Nomination and Remuneration Committee. For 2018, the fees were allocated on the basis of the following principles:

- for the Board of Directors: a fixed compensation of € 20,000 per Director plus a variable fee of € 1,500 per attended meeting. The Lead Independent Director receives an additional compensation of € 1,500 for each attended Board meeting;
- for the Committees: compensation is only based on attendance to the meetings: € 1,500 per attended meeting for the Chairman of the said Committee and € 750 per attended meeting for each member of the Committee;

- successive meetings held on the same day account for one meeting as far as Directors' fees are concerned;
- as far as Directors' fees are concerned, the Board may consider one meeting, in case several meetings, held on different days but in a close timeframe, are connex.

As it was the case the previous years, Thierry Breton has renounced to the Director's fees he was entitled to. In addition, as per the Articles of Association, the Director representing the employees does not receive Directors' fees.

With the exception of (i) Thierry BRETON, Chairman and Chief Executive Officer, (ii) Jean FLEMING, Director representing employee shareholders, and (iii) Marie-Christine LEBERT, Director representing the employees, the members of the Board of Directors did not receive in 2018 any other compensation from Atos SE or any of its subsidiaries.

G.3.1.1 Director's fees paid and due to Directors according to their attendance at the Board of Directors and Committees meetings in 2018

(in euros)	2018		2017	
	Paid ^a	Owed ^b	Paid ^c	Owed ^d
Nicolas Bazire	51,500	45,500	44,000	51,500
Valérie Bernis	45,500	36,500	33,500	45,500
Thierry Breton	-	-	-	-
Roland Busch	38,000*	32,000*	29,750*	38,000*
Jean Fleming ¹	39,500*	35,000*	35,000*	39,500*
Marie-Christine Lebert ²	N/A	N/A	N/A	N/A
Bertrand Meunier	54,500*	49,250*	47,000*	54,500*
Colette Neuville	44,000	39,500	38,000	44,000
Aminata Niane	47,750*	41,000*	43,250*	47,750*
Lynn Paine	44,750*	41,750*	38,000*	44,750*
Pasquale Pistorio	74,750*	59,000*	47,750*	74,750*
Vernon Sankey	53,000*	48,500*	48,500*	53,000*
TOTAL	493,250	428,000	404,750	493,250

N/A: Non applicable.

* These fees granted to Directors residing outside of France correspond to the amounts, before withholding tax, paid or due by Atos SE.

a Directors' fees paid in 2018 for the year 2017.

b Directors' fees owed for the year 2018.

c Directors' fees paid in 2017 for the year 2016.

d Directors' fees owed for the year 2017.

¹ Ms. Jean Fleming, Director representing the employee shareholders is employed by the Atos Group.

² Ms. Marie-Christine Lebert, Director representing the employees, is employed by the Atos Group. The Director representing the employees does not receive Directors' fees.

The variable portion of the Directors' fees represents the majority (53.3%) of the total Director's fees, which is in conformity with article 20.1 of the AFEP-MEDEF Code.



G.3.2 Executive compensation

[GRI102-35]

Thierry Breton was appointed Chairman of the Management Board on November 16, 2008 and has been Chairman of the Board and Chief Executive Officer since February 10, 2009.

On December 30, 2016, following the Shareholders' Meeting which approved the renewal by anticipation of Thierry Breton's term of office for a 3-year period aligned with the duration of

the 2017-2019 strategic plan, the Board of Directors renewed his mandate as Chairman of the Board and Chief Executive Officer. It will be proposed to renew the terms of office as Director at the Shareholders' Meeting to be held in 2019, approving the 2018 financial statements.

G.3.2.1 Principles and criteria for setting, allocating, and granting, all elements of compensation of the Chairman and CEO, submitted to the shareholders' vote

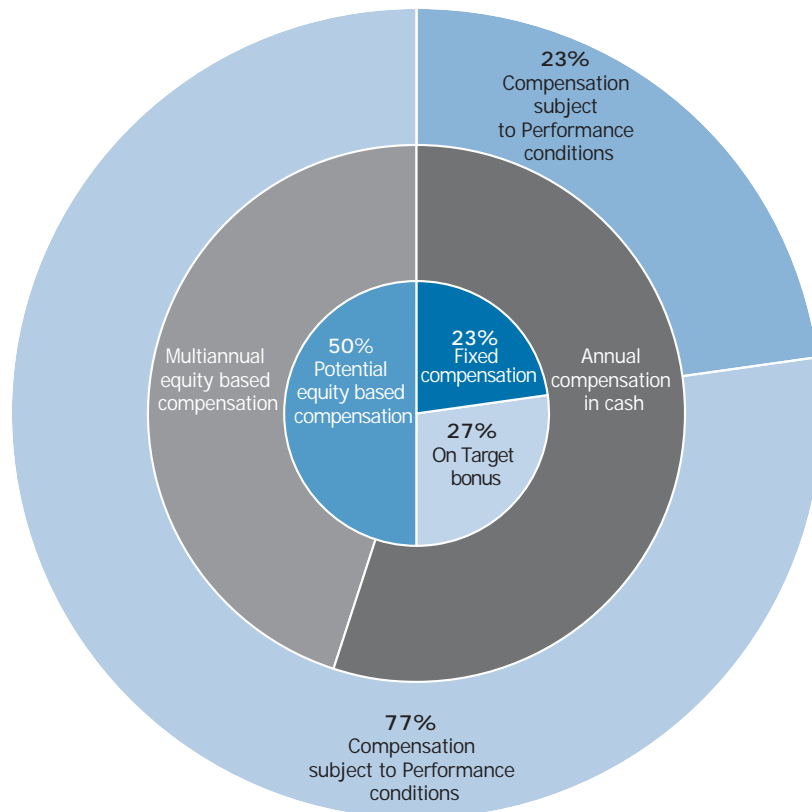
The principles of the compensation of the Chairman and CEO of Atos SE are proposed by the Nomination and Remuneration Committee, approved by the Board of Directors and submitted to the vote of the Shareholders' Meeting. Thus, in accordance with article L. 225-37-2 of the French Commercial Code, the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Chairman and Chief Executive Officer, in respect of the year 2019, will be submitted to the shareholders' vote during the Shareholders' Meeting approving the 2018 financial statements. These principles and criteria, set by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, are presented in the Company's corporate governance report.

The principles governing the determination of the compensation of the Chairman and CEO are established in the framework of the AFEP-MEDEF Code to which the Company is referring:

- principle of balance: the Nomination and Remuneration Committee ensures that no element represents a disproportionate share of the Chairman and CEO's compensation;
- principle of competitiveness: The Nomination and Remuneration Committee also ensures the competitiveness of the remuneration of the Chairman and CEO, through regular compensation surveys;

- related to performance: The Chairman and CEO's compensation is closely linked to Company performance, notably through a variable compensation plan determined on a half-year basis. The payment of the semester bonuses is subject to the achievement of precise, simple, and measurable objectives which are closely linked to Company's objectives, as regularly disclosed to the shareholders. In order to develop a community of interest with the Group's shareholders and to associate Atos managers and Chairman and CEO with the performance and financial results of the Company in a long-term perspective, a part of their compensation is equity based, including performance shares. Finally, the compensation policy of the Chairman and CEO supports Atos' commitment to corporate responsibility. In this context, performance criteria related to the social and environmental responsibility of the Company have been established in the performance share plans granted as from 2013.

In accordance with these general principles of compensation, the Board of Directors, during its meeting on November 24, 2016, upon recommendation of the Nomination and Remuneration Committee, set the compensation of the Chairman and CEO applicable throughout the plan 2017-2019 based on comparisons with nation-wide, European, international and sectoral references and taking into account, in particular, the Chairman and CEO compensation history with regard to the performance of the Company under its various mandates. As a reminder, the Chairman and CEO's compensation remained unchanged from January 1, 2012 to December 31, 2016.



Therefore, this compensation results from a balance between the performance of the Chairman and CEO, Atos SE social interest and market practices.

These elements include as from January 1, 2017:

1. Fixed compensation

The fixed annual compensation amounts to € 1.4 million.

2. Variable compensation

The on-target annual variable compensation amounts to € 1.65 million, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.

The variable compensation of the Chairman and CEO is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. The objectives are fully aligned with the Group Ambitions, as they are regularly presented to the shareholders.

In order to monitor Company’s performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the Chairman and CEO are set and reviewed on a half-year basis. Thus, objectives for the first-half of the year are set on the basis of the Company’s budget approved by the Board of Directors in December and objectives for the second-half of the year on the basis of the “Full Year Forecast 2” approved in July.

For both semesters of 2018 and 2019, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and CEO are as follows:

- Group Operating Margin (40%);
- Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%);
- Group Organic Revenue Growth (30%).

The Board of Directors sets the biannual objectives on which the variable compensation of the Chairman and CEO is based on in connection with the Group ambition to deliver in the context of its 3-year strategic plan, defined targets in terms of revenue organic growth, operating margin and its conversion into free cash flow. The underlying biannual objectives are determined by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market (refer to the section E.2. of the 2017 and 2018 Registration Document).

Thus, for each performance indicator, the Board of Directors sets:

- a predefined target, aligned with the strategic plan (budget), the attainment of which resulting in 100% achievement for getting the on-target variable compensation in respect of this indicator;
- a floor which defines the threshold below which no variable compensation for that component is due;
- a cap which defines the threshold above which the variable compensation for that indicator is capped of its on-target amount.





The elasticity curve accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

According to the article L. 225-37-2 of the French Commercial Code, the payment of the variable compensation due for the first and the second semester is subject to the vote of the Shareholders' Meeting approving the financial statements of the previous year.

3. Multiannual equity-based compensation

Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly the first managerial and technology experts lines of Atos, including the Chairman and CEO.

The total equity-based compensation of the Chairman and CEO is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation of the Chairman and CEO.

In the context of the grant decision, the Board of Directors sets the percentage of acquired equity instruments (at least 15%) that the Chairman and CEO must remain owner for the duration of his duties. The Board also set a general rule for the holding of Atos SE shares applicable to the Chairman and Chief Executive Officer of 15% of the shares awarded to him since the beginning of his mandate, aside from the specific rules usually set at the time of each award.

At the time of each award, the Chairman and CEO is asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award during the whole duration of his mandate, and to commit himself to comply with.

The vesting of equity instruments (shares and/or stock-options) is subject to the achievement of performance conditions, which must be fulfilled over a period of at least three years, based on operational and measurable criteria as well as Corporate Social Responsibility indicators reflecting the key success factors of the Group's strategy.

Upon proposal of the Nomination and Remuneration Committee, the Board of Directors plans, for the 2019 grant of equity instruments to the Chairman and CEO and the Executive Committee members, to define a new structure of performance plans with a mix of performance shares and stock options with the aim to introduce a criteria tied to the stock market performance in order to reinforce the alignment with the the long-term interests of shareholders.

Specifically, half of the 2019 total number of equity instruments granted would consist in stock options with the balance consisting in performance shares. The following main features and conditions (to be further specified in the report of the Board of Directors to the Shareholders' Meeting to be held on April 30, 2019) would apply to the performance plans:

● Stock options:

- a strike price equals to the average of the closing Atos share price during the twenty trading days before the grant date, increased by five percent,

- a vesting period of three years from the grant date,
- a vesting and an ability to exercise options in whole or in part tied to the achievement of a financial criterion of relative performance comparing the growth of the total return of the Atos SE share (Total Shareholder Return – "TSR") with the growth of the TSR of a basket including comparable companies in the same business sector and stock reference indexes, over a 3-year period,
- a mandatory preservation of corporate officer status by the beneficiary during the period of the vesting of the right to exercise options, except in the event of death, disability or retirement,
- a term of 10 years.

No option would become exercisable if the relative market performance of the Atos SE share is below 100% of the average of the market performance of the basket over a 3-year period.

- The performance of the Atos SE share and the shares or indexes of the basket would be calculated on the basis of the average of the closing share price (dividends reinvested) during the trading days of the quarter before the grant and vesting dates.

● Performance shares:

- a vesting period maintained at three years from the grant date,
- three Internal Financial Performance Indicators and one external performance condition related to the social and environmental responsibility of the Company, the achievement of which, measured over the 3-year period, conditions the vesting in whole or in part of the performance shares,
- a mandatory preservation of corporate officer status by the beneficiary during the vesting period, except in the event of death, disability or retirement.

The three Internal Financial Performance Indicators would be directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan "ADVANCE 2021": (i) Organic Revenue growth conditioning 30% of the grant, and (ii) Operating Margin conditioning 25% of the grant, and (iii) Free Cash Flow conditioning 25% of the grant.

These indicators would be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

Their target achievement levels would be set in line with the objectives of the plan "ADVANCE 2021". An elasticity curve would accelerate upwards and downwards the percentage of the grant related to each indicator according to its level of achievement over the 3-year period.

The external performance condition linked to the Corporate Social Responsibility, referring to the Dow Jones Sustainability Index ("DJSI") (World or Europe) would condition 20% of the grant. The target achievement would be based on the average of the scores achieved by the Group during the vesting period compared to the average of the scores achieved by the other companies included in the DJSI over the same period.

The final number of vested performance shares shall in no circumstance be above the number granted.

4. Benefits in kind

The benefits in kind granted to the Chairman and CEO since his appointment remained unchanged and include a company car with driver.

5. Other compensation elements

As in the previous years, the Chairman and CEO has renounced to the Director's fees he is entitled to for the year 2019.

The Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. There is no other multiannual compensation than the one stated in paragraph 3 and there is no need to pay compensation or benefit due or likely to be due for taking office.

6. Commitments stated in the first and sixth paragraph of article L. 225-42-1 of the French Commercial Code

Supplementary Pension Plan: The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L. 137-11 of the French Social Security Code. The beneficiary group is thus wider than the inner circle of executive Directors.

The implementation of the Pension Plan of the Executive Committee members for the benefit of the present Chairman and CEO was authorized by the Board of Directors on March 26, 2009, was approved by the Shareholders' Meeting on May 26, 2009 under the 4th resolution, and confirmed by the Board of Directors on December 17, 2009.

Atos SE and Atos International SAS examined, end of 2014 and beginning of 2015, the opportunity of strengthening the conditions for the acquisition of pension rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria.

In this context, on the basis of the report and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company authorized on March 26, 2015 the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International SAS, because it also applies to the Chairman and Chief Executive Officer. These modifications were approved by the Shareholders' Meeting on May 28, 2015 under the 10th resolution.

Within the framework of the renewal of the mandate as Chairman and Chief Executive Officer, pursuant to article L. 225-42-1 of the French Commercial Code, the Board of Directors, on November 24, 2016, acknowledged the compliance of the commitment with the Macron law provisions (cap on the rights granted, performance conditions) and authorized the continuance of the collective supplementary pension scheme with defined benefits to the benefit of the Chairman and Chief Executive Officer. The continuance of this commitment was approved by the Shareholders' Meeting on December 30, 2016 under the 2nd resolution with 89.68% of the vote.

Performance conditions for pension rights acquisition in respect of the supplementary pension scheme

According to new plan rules, the acquisition of rights under the supplementary pension scheme is now subject to performance conditions set annually by the Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider more relevant.

Each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.

Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement.

The periods prior to January 1, 2015 are also subject to performance conditions and, likewise, will only be taken into account to determine the amount of the pension supplement if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of performance shares plans, were met.

Thus, failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the pension supplement.

Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry BRETON's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry BRETON will hence benefit to a pension supplement. Failing that, he will not be provided with any additional pension.

For the year 2018, the Board of Directors, during its meeting on February 20, 2018, decided to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 24, 2017.

For the year 2019, the Board of Directors decided on February 20, 2019, to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for this same performance share plan dated July 24, 2017.

Terms and conditions for determining the amount of the Executive Director's pension supplement

The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation, multiplied by twelve.

For the assessment of this reference compensation, only the followings are taken into account:

- the fixed compensation of the Executive Director;
- the annual on-target bonus actually paid to the Executive Director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation.

Cap on the Executive Director's pension supplement

The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer cannot be superior to the difference between:

- 33% of the reference compensation above mentioned; and
- the annual amount of the basic, complementary and supplementary pensions.

Other rules

The membership requirement at the Executive Committee level is extended to five years minimum. The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L. 161-17-2 of the Social Security Code (i.e. between 60 to 62 years depending on the year of birth according to the current legislation) and the age for liquidation of the pension supplement is aligned on the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L. 161-17-2 of the Social Security Code, it being specified that a survivor's pension is provided in case of death occurring before or after the age for the liquidation.

G.3.2.2 Elements of the compensation due or awarded at the end of the closed financial year to the Executive Director, submitted to the shareholders' vote

In compliance with article L. 225-37-2 of the French Commercial Code, the principles and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and fringe benefits of all kinds attributable to the Chairman and Chief Executive Officer by reason of his office, for the 2018 financial year and constituting the compensation policy applicable to him have been submitted to the shareholders' vote and adopted by the Shareholders' Meeting on May 24, 2018 under the 11th resolution.

Pursuant to article L. 225-100 of the French Commercial Code, the amounts and elements stated below, resulting from the implementation of these principles and criteria are submitted to the approval of the Shareholders' Meeting which will approve the 2018 financial statements. They are entirely part of the Company's corporate governance report.

Compensation Components	Amounts	Comments																													
Fixed compensation	€ 1,400,000	The fixed compensation paid to the Chairman and CEO has been approved by the Shareholders' Meeting on May 24, 2018 under the 11 th resolution.																													
Variable compensation	€ 1,304,821 due with respect to the 2018 year i.e. 79.1% of the annual target variable compensation	As a reminder, the nature and weighting of each indicator for the 2018 variable compensation of the Chairman and CEO are the following: <ul style="list-style-type: none"> • Group Operating Margin (40%); • Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%); • Group Organic Revenue Growth (30%). Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on July 22, 2018 and February 20, 2019: for the first semester of 2018, the variable bonus of the Chairman and CEO, stood at € 507,953 (61.6% of the semester on-target bonus), and at € 796,868 (96.6% of the semester on-target bonus) for the second semester of 2018.																													
		<table border="1"> <thead> <tr> <th rowspan="2">Indicators</th> <th colspan="2">First-half of 2017</th> <th colspan="2">Second-half of 2017</th> </tr> <tr> <th>Weight</th> <th>Payout*</th> <th>Weight</th> <th>Payout*</th> </tr> </thead> <tbody> <tr> <td>Group Operating Margin</td> <td>40%</td> <td>< 100%</td> <td>40%</td> <td><100%</td> </tr> <tr> <td>Group Free Cash Flow¹</td> <td>30%</td> <td>< 100%</td> <td>30%</td> <td>>100%</td> </tr> <tr> <td>Group Organic Revenue Growth</td> <td>30%</td> <td>< 100%</td> <td>30%</td> <td><100%</td> </tr> <tr> <td>Payout in % of the semester on-target bonus</td> <td></td> <td>61.6%</td> <td></td> <td>96.6%</td> </tr> </tbody> </table>	Indicators	First-half of 2017		Second-half of 2017		Weight	Payout*	Weight	Payout*	Group Operating Margin	40%	< 100%	40%	<100%	Group Free Cash Flow ¹	30%	< 100%	30%	>100%	Group Organic Revenue Growth	30%	< 100%	30%	<100%	Payout in % of the semester on-target bonus		61.6%		96.6%
Indicators	First-half of 2017			Second-half of 2017																											
	Weight	Payout*	Weight	Payout*																											
Group Operating Margin	40%	< 100%	40%	<100%																											
Group Free Cash Flow ¹	30%	< 100%	30%	>100%																											
Group Organic Revenue Growth	30%	< 100%	30%	<100%																											
Payout in % of the semester on-target bonus		61.6%		96.6%																											

* On the basis of the elasticity curve capped at 130%.

¹ before acquisitions/disposal and variation of equity and dividends.

Budget achievements are as follows:

Budget	2018
Group Operating Margin	92,7%
Group Free Cash Flow ¹	94,4%
Group Organic Revenue Growth	52,8%

Objectives which are set every semester on the basis of the Company's budget are in line with the financial guidance announced to the market at the beginning of the year.

Benefits in kind	€ 18,500	Thierry Breton, Chairman and CEO, has a company car with driver.																						
Multiannual equity-based compensation	€ 0 No stock-option Grant ~ Grant of 51,350 Performance Shares Shares valuation € 0 Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.	The Board of Directors decided, during its meeting held on July 22, 2018, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 51,350 performance shares to be issued in favor of the Chairman and Chief Executive Officer. This allocation was decided further to its approval by the Shareholders' Meeting of May 24, 2018 under the 11 th resolution ("Say on Pay ex ante") and pursuant to the authorization granted for thirty-eight months by this same Shareholder's Meeting (21 st resolution). The failure to reach the organic revenue growth rate target for the year 2018 has rendered the granting of 51,350 performance shares to the benefit of the Chairman and Chief Executive Officer null and void.																						
Other compensation elements	N/A	As a reminder, the Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, the Chairman and CEO has declined to accept his Director's fees.																						
Defined Benefit Supplementary Pension scheme	Does not apply	The Chairman and CEO benefits from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L. 137-11 of the French Social Security Code. This pension benefit that has been confirmed by the shareholders when they voted a specific resolution during the Shareholders' Meeting held on December 30, 2016, is described in the section G.3.2.1 of the Registration Document. On February 20, 2019, the Board of Directors verified the completion of the performance conditions for the year 2018, with at least two of three internal performance indicators achieved, thus validating pension rights for the four quarters of the year 2018.																						
		<table border="1"> <thead> <tr> <th>Group Operating Margin</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Budget achievement (%)</td> <td>92.7%</td> </tr> <tr> <td>85% of budget or +10% vs previous year achieved</td> <td>YES</td> </tr> <tr> <th>Group Free Cash Flow</th> <th>2018</th> </tr> <tr> <td>Budget achievement (%)</td> <td>94.4%</td> </tr> <tr> <td>85% of budget or +10% vs previous year achieved</td> <td>YES</td> </tr> <tr> <th>Group Organic Revenue Growth</th> <th>2018</th> </tr> <tr> <td>Budget achievement (%)</td> <td>52.8%</td> </tr> <tr> <td>85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year</td> <td>NO</td> </tr> <tr> <th>Environmental and Social Responsibility¹</th> <th>2018</th> </tr> <tr> <td>"Qualified "GRI standards comprehensive"" or, be part of the Dow Jones Sustainability Index (World or Europe)</td> <td>YES¹</td> </tr> </tbody> </table>	Group Operating Margin	2018	Budget achievement (%)	92.7%	85% of budget or +10% vs previous year achieved	YES	Group Free Cash Flow	2018	Budget achievement (%)	94.4%	85% of budget or +10% vs previous year achieved	YES	Group Organic Revenue Growth	2018	Budget achievement (%)	52.8%	85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year	NO	Environmental and Social Responsibility ¹	2018	"Qualified "GRI standards comprehensive"" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES ¹
Group Operating Margin	2018																							
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85% of budget or +10% vs previous year achieved	YES																							
Group Organic Revenue Growth	2018																							
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85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year	NO																							
Environmental and Social Responsibility ¹	2018																							
"Qualified "GRI standards comprehensive"" or, be part of the Dow Jones Sustainability Index (World or Europe)	YES ¹																							

Assuming the Chairman and CEO was entitled to the pension supplement as from the day after the closing of the financial year, the gross amount of the pension supplement would be estimated at € 711 thousand per annum. The pension supplement will be subject to the following social contributions payable exclusively by the beneficiary: CSG/CRDS (8.8%), Health Contribution (1%), CASA (0.3%) and a special contribution of up to 14%. In addition, the pension supplement will be subject to income tax. The employer will pay an annual contribution at the rate of 32% on the pension amount paid. Pensions are paid by an insurer and Atos funds its commitments when beneficiaries retire.

¹ In 2018, Atos has been ranked n°1 as the most sustainable company in its industry group in the Dow Jones Sustainability Index (DJSI)World and Europe (Gold level).



G.3.2.3 Compliance of total executive compensation with AFEP-MEDEF recommendations

The Company committed in 2008 to implement the recommendations of the AFEP-MEDEF corporate governance Code for listed companies, relating, in particular, to the conditions of compensation of executive Directors, and to regularly report thereon.

The Board of Directors met on December 17, 2018 to perform the annual review of the implementation by the Company of these governance principles. Following this meeting, also

attended by some employee representatives of the Company's council, the Board of Directors considered that the Company's governance practices, including on the Chairman and Chief Executive Officer's compensation, are compliant with the recommendations of the AFEP-MEDEF Code.

The complete and detailed document which supported this Board assessment, as reviewed and updated by the Board, is made available in its entirety on Atos' website.

G.3.2.4 Summary of the Chairman and CEO's compensation, due or paid by the Company and its subsidiaries - AMF Tables 1 and 2

AMF Table 1	2018 (in euros)	2017 (in euros)
Due remuneration for the relevant year	2,723,321	3,246,764
Value of options granted during the year	-	-
Value of Performance Shares granted during the year	0	2,876,186
TOTAL	2,723,321	6,122,950

On each date of grant, the fair value of performance shares granted is determined pursuant to IFRS 2 standard retained for the consolidated financial statements. Performance shares granted are valued based on this fair value. Thus, the value of performance shares granted as disclosed above is a historical value on the date of grant calculated for accounting purposes.

This value does not represent a current market value nor the actual amounts that may be paid to the beneficiary if and when the performance shares are acquired. Performance shares granted in 2018 are entirely become null and void (refer to § G.3.2.2) and are valued at zero consequently.

AMF Table 2	2018 (in euros)		2017 (in euros)	
	Due	Paid	Due	Paid
Fixed remuneration	1,400,000	1,400,000	1,400,000	1,400,000
Variable remuneration	1,304,821	815,430	1,840,410	1,824,383
Exceptional remuneration	-	-	-	-
Atos SE Director's fees	-	-	-	-
Fringe benefits	18,500	18,500	6,354	6,354
TOTAL	2,723,321	2,233,930	3,246,764	3,230,737

Due remuneration reflects amounts due for the first and second semesters of the relevant year. Paid remuneration reflects amounts paid for the second semester of the previous year and the following first semester. As a reminder, pursuant to the provisions of the so-called "Sapin 2" law, the payment of the variable compensation due as from the second semester 2017 is subject to the approval of the Shareholders' Meeting which will approve the financial statements. Thus, the variable compensation paid in 2018 corresponds to the variable compensation due with regard to the second semester 2017 as approved by the Shareholders' Meeting on May 24, 2018 under the 10th resolution ("Say on Pay ex-post").

In 2017, the financial objectives achievement has triggered a payout rate in percentage of the target variable compensation at 124.2% for the first semester and 98.8% for the second semester. For 2017, the annual variable compensation due to the Chairman and CEO corresponds to 111.5% of his target annual variable compensation.

In 2018, the financial objectives achievement has triggered a payout rate in percentage of the target variable compensation for the first and the second semester at 61.6% and 96.6% respectively. For 2018, the annual variable compensation due to the Chairman and CEO corresponds to 79.1% of his target annual variable compensation

G.3.2.5 AMF Table 11

Chairman and Chief Executive Officer	Employment contract	Supplementary Pension plan	Payments or Benefits effectively or potentially due in the event of termination or change of position	Non-Compete Clause payment
Thierry Breton Chairman of the Management Directory November 16, 2008 - February 10, 2009 Chief Executive Officer February 10, 2009 to date	NO	YES	NO	NO

G.3.3 Performance share plans and stock subscription or purchase option plans [GRI102-35]

Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly top managers of the Group, including the Chairman and CEO.

In the context of the 2014-2016 strategic plan, the Atos Board of Directors, upon proposal of the Nomination and Remuneration Committee, decided to implement performance share plans based

on performance criteria reflecting key success factors for the achievement of the Group's ambitions with the aim of associating the first managerial and technology experts lines of Atos. The Atos Board of Directors decided to pursue this approach in the context of following strategic plans.

History of grants of performance shares and stock subscription or purchase options are detailed in the following paragraphs.



G.3.3.1 Past grants of Performance Shares – AMF Table 10

The outstanding 2,594,916 rights to performance shares represented 2.4% of Atos SE's share capital as of December 31, 2018.

	Plan dated 07/28/2014	Plan dated 07/28/2015	Plan dated 07/26/2016	Plan dated 07/24/2017	Plan dated 07/25/2017	Plan dated 03/27/2018	Plan dated 07/22/2018
Shareholders' Meeting authorization date	5/29/2013	5/27/2014	5/26/2016	5/26/2016	7/24/2017	7/24/2017	5/24/2018
Board of Directors meeting date	7/28/2014	7/28/2015	7/26/2016	7/24/2017	7/25/2017	3/27/2018	7/22/2018
Number of beneficiaries	684	851	983	1	1,088	1	1,231
France Plan	169	241					
International Plan	515	610					
Total number of granted perf. shares	691,000	868,000	947,885	43,000	777,910	8,500	891,175
Of which to the executive Director	46,000	55,000	56,500	43,000	-	-	51,350
France Plan	301,195	393,400					
International Plan	389,805	474,600					
Vesting date							
France Plan	7/28/2016	1/2/2018					
International Plan	7/28/2018	1/2/2020	7/26/2019	7/31/2020	7/31/2020	3/27/2021	7/31/2021
End of holding period	7/28/2018	1/2/2020	7/26/2019	7/31/2020	7/31/2020	3/27/2021	7/31/2021
Performance conditions	Yes ¹	Yes ¹	Yes ¹	Yes ¹	Yes ¹	Yes ¹	Yes ¹
Achievement of performance conditions	Yes	Yes	Yes				
Number of vested shares as at Dec. 31, 2018	591,145	322,310	400²	-	-	-	-
France Plan	280,195	322,060					
International Plan	310,950	250 ²					
Number of shares cancelled as at Dec. 31, 2018	99,855	103,450	48,485	-	199,698	2,125	265,086
France Plan	17,750	28,840					
International Plan	82,105	74,610					
International Mobility movements	-	-					
France Plan	-3,250	-42,200					
International Plan	3,250	42,200					
Outstanding performance shares as at Dec. 31, 2018	-	442,240	899,000	43,000	578,213	6,375	626,089
France Plan	-	-					
International Plan	-	442,240					

¹ Performance conditions of the various plans are summarized hereafter.

² Early-vested shares following the death of a grantee.

Conditions as from the plan dated 07/26/2016 are in all respects identical for France and International plans (same acquisition period).

Performance conditions	Plan dated 07/28/2014	Plan dated 07/28/2015	Plan dated 07/26/2016	**Plan dated 07/24/2017
Group free cash flow before dividend and acquisition/sales results of the year in question is at least equal to:	(i) 85% of the amount of the Group free cash flow, before dividends and acquisition/sales results, as mentioned in the Company's budget of the year in question; or (ii) the amount of the Group free cash flow before dividends and acquisition/sales results for the previous year with a 10% increase.			
And				
Group operating margin of the year in question is at least equal to:	(i) 85% of the amount of the Group's operating margin as mentioned in the Company's budget of the year in question; or (ii) the amount of the Group operating margin for the previous year with a 10% increase.			
And				
Revenue growth of the year in question is at least equal to:	(i) Revenue growth rate as mentioned in the Company's budget minus a percentage decided by the Board of Directors; or (ii) Yearly growth rate per reference to the Group growth targets.			85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year
And				
External condition linked to the social and environmental performance	For each year in question, Atos Group must at least achieve the qualification "GRI standards comprehensive" or be a member of the Dow Jones Sustainability Index (Europe or World).			
Years in question	2014 and 2015	2015, 2016 and 2017*	2016, 2017 and 2018	2017, 2018 and 2019

* First semester for the internal performance conditions and full year for the external condition in case this condition would not be met for the year 2015 or the year 2016.

** Conditions enabling the acquisition of 70% of the performance shares. Assuming the achievement of these conditions, the additional 30% are subject to:

- the effective performance of the Group over the 3-year period as measured based on the average of annual achievement rates underlying the variable compensation of Group Managers (the "Average Group Multiplier"), including that due to the Chairman and Chief Executive Officer; the "Average Group Multiplier" must be higher than 85%;
- at the average over the 3-year period of the scores obtained in the DJSI index (Europe or World); the average score must be greater than or equal to 75 out of 100.

Performance conditions	Plan dated 07/25/2017*	Plan dated 03/27/2018*	Plan dated 07/22/2018
Earnings per share of the year in question is at least:	In line with the annual financial objectives communicated by the Company at the beginning of the year, and for the year 2018 rising by at least 10% in the second half of the year (excluding costs related to the acquisition of Syntel Inc.), after a 7% increase achieved in the first semester.		
And			
Operating margin of the year in question is at least:	In line with the annual financial objectives communicated by the Company at the beginning of the year.		
And			
Revenue organic growth rate of the year in question is at least:	In line with the annual financial objectives communicated by the Company at the beginning of the year, and for the year 2018 but only for 75% of the performance shares granted to each beneficiary, in line with the revised annual financial target for 2018**		
And			
External condition linked to the environmental and social performance	Atos must be a member of the Dow Jones Sustainability Index (Europe or World) or be granted at least Ecovadis Silver rating.		
Years in question	2017, 2018 and 2019	2018, 2019 and 2020	2018, 2019 and 2020

* In the context of significant acquisitions decided in 2018, in particular the signature of the Syntel Inc. acquisition on July 20, 2018, the Board of Directors of Atos SE, during its meeting on July 22, 2018, decided to replace for those two plans, as from 2018, the performance condition related to the operating margin conversion rate into free cash flow with a new performance condition tied to the earnings per share assuming the completion of the Syntel Inc. acquisition. In particular, the Syntel Inc. acquisition was financed through bank indebtedness and bonds' issuance for an overall amount greater than € 3 billion. As a result of this acquisition, Atos expects an increase of the net EPS to reach a double-digit in 2019. Following the general management recommendations, the Board found essential to obtain from the leading executives of the Group benefiting from the plan (1,230 persons including Syntel key people) a strong commitment in order to ensure that the shareholders benefit from this positive effect on EPS. That is the reason why the Financial Performance Indicator EPS replaced the operating margin conversion rate to free cash flow from October 9, 2018 on, upon completion of the Syntel Inc. acquisition. Nevertheless, it must be noted that for 2018 the Group reported an operating margin conversion rate to free cash flow above 57%, in line with the "2019 Ambition" three-year strategic plan target. For the year 2017, the performance share plan dated July 25, 2017 remains subject to the initial performance condition related to the operating margin conversion rate into free cash flow; the achievement of this performance condition for the year 2017 was verified by the Board of Directors, on February 20, 2018.

** In order to take into account the downward revision of the annual financial revenue objective, as indicated in the press release relating to the performance of the third quarter of 2018, the Board of Directors, during its meeting on October 22, 2018, decided to modify, for the year 2018, but only for 75% of the total number of performance shares granted to each beneficiary, the wording of the achievement rate of this internal performance indicator. This amendment is not applicable to the Chairman and Chief Executive Officer for whom the grant of performance shares decided on July 22, 2018 remained subject to the achievement of the annual target announced at the beginning of the year.

% of the grant if the employment condition is met at the vesting date

Plan dated 07/28/2014	100% if for each year, the external performance condition is reached and at least 2 of 3 internal performance criteria are met given that the condition that would not be met would become compulsory for the following year. 0% otherwise.
Plan dated 07/28/2015	100% if for each year, at least 2 of 3 internal performance criteria are met given that the condition that would not be met in 2015 would become compulsory for the following year, and the external performance condition is validated at least two years over the 3-year period. 0% otherwise.
Plan dated 07/26/2016	100% if for each year, the external performance condition is reached and at least 2 of 3 internal performance criteria are met given that the condition that would not be met in 2016 or 2017 would become compulsory for the following year. 0% otherwise.
Plan dated 07/24/2017	Between 70% and 100% if at least 2 of 3 internal performance criteria are met given that the condition that would not be met in 2017 or 2018 would become compulsory for the following year, and the external performance condition is validated at least two years over the 3-year period. 0% otherwise. Assuming the achievement of the performance conditions stated above, the final vesting percentage depends on the achievement of the two additional conditions: 70% +15% if the average score obtained in the DJSI World or Europe index is at least 75 out of 100 (0% otherwise) +15% if the "Average Group Multiplier" is at least equal to 100% (0% if it is less than or equal to 85% and linear progression between 0% and 15% if it is between 85% and 100%).
Plan dated 07/25/2017	75%* if all performance conditions are achieved for the last year. 0% otherwise.
Plan dated 03/27/2018	
Plan dated 07/22/2018	75%* if all performance conditions are achieved for the last two years. 0% otherwise.

* Due to the verification of the Board of Directors on February 20, 2019 of the failure to reach the initial organic revenue growth rate target for the year 2018, applying to 25% of the performance shares granted, the maximum number of shares that can be acquired at the end of the vesting period is reduced at 75% (except for the Chairman and CEO for whom the performance shares granted on July 22, 2018 are null and void).

G.3.3.2 Achievement of the performance conditions related to the performance share plans in the course of being acquired or acquired during the year

The performance conditions related to the performance share plan dated July 26, 2016 were achieved for each of the years 2016, 2017 and 2018 with at least two of three internal

performance indicators achieved. The acquisition of the performance shares in respect of this plan remains subject to the completion of the presence condition on July 26, 2019.

Group free cash flow	2018	2017	2016
Budget achievement (%)	94.4%	103.6%	104.8%
Criterion completion	YES	YES	YES
Group operating margin	2018	2017	2016
Budget achievement (%)	92.7%	102.8%	102.4%
Criterion completion	YES	YES	YES
Group revenue growth	2018	2017	2016
Budget achievement (%)	52.8%	100.9%	100.5%
Criterion completion	NO	YES	YES
External performance condition linked to the social and environmental performance	2018	2017	2016
Criterion completion*	YES	YES	YES
Achievement of performance conditions	YES		

* In 2018, Atos has been ranked n°1 as the most sustainable company in its industry group in the Dow Jones Sustainability Index (DJSI) World and Europe (Gold level).

The performance conditions related to the performance share plan dated July 24, 2017 were achieved for each of the years 2017 and 2018 with at least two of three internal performance indicators achieved. The acquisition in whole or in part of the performance shares in respect of this plan remains subject to the

achievement of the performance conditions for the year 2019 and, specifically, to the achievement of the organic revenue growth condition which become mandatory. In addition, the acquisition is also subject to the completion of the presence condition on July 31, 2020.

Group free cash flow	2018	2017
Budget achievement (%)	94.4%	103.6%
Criterion completion	YES	YES
Group operating margin	2018	2017
Budget achievement (%)	92.7%	102.8%
Criterion completion	YES	YES
Group revenue growth	2018	2017
Budget achievement (%)	52.8%	100.9%
Criterion completion	NO	YES
External performance condition linked to the social and environmental performance	2018	2017
Criterion completion*	YES	YES
Achievement of performance conditions		Subject to 2019 achievement

* In 2018, Atos has been ranked n°1 as the most sustainable company in its industry group in the Dow Jones Sustainability Index (DJSI) World and Europe (Gold level).

The performance conditions related to the performance share plan dated July 25, 2017 were achieved for the year 2017 and for the year 2018 on the basis of the revised organic growth rate. The acquisition of 75% of the performance shares granted

in respect of this plan remains subject to the achievement of the performance conditions for the year 2019 as well as the completion of the presence condition on July 31, 2020.

Group free cash flow	2018	2017
Budget achievement (in %)	n/a	103.6%
Criterion completion	n/a	YES
Earnings per share	2018	2017
Budget achievement (in %)	105.5%	n/a
Criterion completion	YES	n/a
Group operating margin	2018	2017
Budget achievement (in %)	100.5%	102.8%
Criterion completion	YES	YES
Group revenue growth	2018	2017
Budget achievement (in %)	118.7%	100.9%
Criterion completion	YES	YES
External performance condition linked to the social and environmental performance	2018	2017
Criterion completion*	YES	YES
Achievement of performance conditions		Subject to 2019 achievement

* In 2018, Atos has been ranked n°1 as the most sustainable company in its industry group in the Dow Jones Sustainability Index (DJSI) World and Europe (Gold level).

The performance conditions related to the performance share plan dated July 22, 2018 were achieved for the year 2018 on the basis of the revised organic growth rate. The acquisition of 75% of the performance shares granted in respect of this plan remains subject to the achievement of the performance conditions for the year 2019 and 2020 as well as the completion of the presence condition at the acquisition date, on July 30,

2021. The table below does not apply to the Chairman and CEO grant which is become null and void due to the failure to reach the initial organic revenue growth rate target for the year 2018 (refer to § G.3.2.2). The wording of the achievement of the organic revenue growth rate condition for the year 2018 was modified by the Board of Directors for the plan's participants excluding the Chairman and CEO (refer to § G.3.3.1).

Group free cash flow	2018
Budget achievement (in %)	n/a
Criterion completion	n/a
Earnings per share	2018
Budget achievement (in %)	105.5%
Criterion completion	YES
Group operating margin	2018



Budget achievement (in %)	100.5%
Criterion completion	YES
Group revenue growth	2018
Budget achievement (in %)	118.7%
Criterion completion	YES
External performance condition linked to the social and environmental performance	2018
Criterion completion*	YES
Achievement of performance conditions	Subject to 2019 and 2020 achievements

* In 2018, Atos has been ranked n°1 as the most sustainable company in its industry group in the Dow Jones Sustainability Index (DJSI) World and Europe (Gold level).

G.3.3.3 Performance shares granted to or became available for the Chairman and CEO during the year - AMF Tables 6 and 7

The below table shows the performance shares granted during the year to the Chairman and CEO and the performance shares that have become acquired. Performance conditions related to the various plans stated hereafter are summarized in the "Past grants of performance shares" or in the G.3.2.2 ("Multiannual equity-based compensation") sections.

AMF Table 6	Plan date	Number of shares	Acquisition date	Availability date*	Share valuation (in €)**
Chairman and CEO	July 28, 2015	55,000	January 2, 2018	January 2, 2020	2,142,282
	July 22, 2018	51,350 ¹	July 31, 2021	July 31, 2021	0

* The Chairman and CEO is subject to a conservation obligation for the duration of his mandate of 15% of the performance shares vested.

** Valuation of the shares at their grant date, pursuant to the application of the IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Company after the vesting period, but before spreading the load under IFRS 2 throughout the vesting period.

¹ The total number of performance shares granted is become null and void as of December 31, 2018.

During 2018, the performance shares granted on July 28, 2014 became available for possible sale to the beneficiaries according to the France plan rules. The Atos Chairman and CEO is one of the beneficiaries of this plan. Acquisition and availability terms are described above, in the paragraph related to the past grants of performance shares.

AMF Table 7	Plan Date	Number of shares available during the financial year	Vesting Date	Availability Date*
Chairman and CEO	July 28, 2014	46,000	July 28, 2016	July 28, 2018

* The Chairman and CEO is subject to a conservation obligation for the duration of his mandate of 15% of the shares vested.

G.3.3.4 Past awards of subscription or purchase options - AMF Table 8

The Company has not issued any stock option plans for its employees or executive officers since the stock options granted on December 31, 2010. The table below shows the past grants over the last ten years.

Date of shareholders' meeting	Date of Board meeting	Exercise period start date	Exercise period end date	Strike Price (in €)	Options granted	Of which to members of the Board*	Numbers of beneficiaries	Options exercised	Options cancelled or expired	Situation at Dec. 31, 2018	Value of outstanding options (in € millions)
05/23/07	03/10/08	03/10/14	03/10/18	34.73	190,000	0	3	50,000	140,000	0	0.0
05/23/07	07/22/08	07/22/11	07/22/18	34.72	5,000	0	1	5,000	0	0	0.0
05/23/07	07/22/08	07/22/12	07/22/18	34.72	2,500	0	1	2,500	0	0	0.0
05/23/07	12/23/08	04/01/10	03/31/18	18.40	459,348	233,334	24	456,013	3,335	0	0.0
05/23/07	12/23/08	04/01/11	03/31/18	22.00	459,326	233,333	24	452,660	6,666	0	0.0
05/23/07	12/23/08	04/01/12	03/31/18	26.40	459,326	233,333	24	449,327	9,999	0	0.0
05/23/07	03/26/09	07/01/10	06/30/18	20.64	611,714	0	74	568,377	43,337	0	0.0
05/23/07	03/26/09	07/01/11	06/30/18	24.57	611,643	0	74	533,313	78,330	0	0.0
05/23/07	03/26/09	07/01/12	06/30/18	29.49	611,643	0	74	509,982	101,661	0	0.0
05/26/09	07/03/09	07/01/10	06/30/18	25.00	481,414	0	438	432,226	49,188	0	0.0
05/26/09	07/03/09	07/01/11	06/30/18	30.00	481,108	0	438	388,387	92,721	0	0.0
05/26/09	07/03/09	07/01/12	06/30/18	35.00	480,978	0	438	369,561	111,417	0	0.0
05/26/09	09/04/09	07/01/10	06/30/18	34.28	86,347	0	24	82,844	3,503	0	0.0
05/26/09	09/04/09	07/01/11	06/30/18	40.81	86,334	0	24	79,500	6,834	0	0.0
05/26/09	09/04/09	07/01/12	06/30/18	48.97	86,319	0	24	78,490	7,829	0	0.0
05/26/09	12/31/10	07/01/11	06/30/19	40.41	124,842	0	18	121,341	0	3,501	0.1
05/26/09	12/31/10	07/01/12	06/30/19	48.11	124,830	0	18	113,197	3,333	8,300	0.4
05/26/09	12/31/10	07/01/13	06/30/19	57.74	124,828	0	18	104,496	6,666	13,666	0.8
Total					5,487,500	700,000		4,797,214	664,819	25,467	1.3

* Current members of the Board of Directors.

G.3.3.5 Stock options granted to or exercised by the Chairman and CEO during the year - AMF Tables 4 and 5

During 2018, the Chairman and CEO, was not granted any options to purchase or buy shares of the Company. In addition, he did not hold any outstanding options since January 1, 2016.

G.3.3.6 Stock options granted to the top ten employees who are not company officers, and options exercised by the ten employees with the highest number of options purchased or subscribed during 2018 - AMF Table 9

	Total number of granted or exercised options	Average Price	Plans
Options granted during the year by the issuer to the ten employees having the highest number of options granted (Global Information)			No Grant of Atos Stock-options since 2011
Options held on the issuer exercised during the financial year by the ten employees of the issuer having the highest number of options purchased or subscribed (Global Information)	229,525	€ 31.59	Plans granted: March 10, 2008, December 23, 2008, March 26, 2009, July 3, 2009, September 4, 2009