

## Description of the share buyback program authorized by the Combined General Meeting of May 24, 2018

**Paris, 24 May 2018**

In accordance with articles 241-1 *et seq* of the French Financial Market Authority (AMF) General regulations, this description of the share buyback program aims at describing the objectives and the terms and conditions of the new share buyback program of the Company pursuant to the authorization granted today by the Combined General Meeting of the shareholders under the 12<sup>th</sup> resolution.

The aims of this program are:

- (i) to ensure liquidity and an active market of the Company's share through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- (ii) to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 *et seq* of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 *et seq.* of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- (iii) to remit the shares acquired upon the exercise of rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides.
- (iv) to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- (v) to cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to the 13<sup>th</sup> resolution of the Combined General Meeting of May 24, 2018.

This authorization may be used at any time, except during public offers on the shares of the Company.

Acquisitions, sales, transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market or via a multilateral trading facility or a systematic internalizer or

over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share buyback program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access, by conversion, exchange, redemption, exercise of a warrant or any other means, to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price is set at € 190 (excluding taxes) per share and the number of shares which may be acquired is 10% of the shares making up the Company share capital, at any moment, this percentage applying to an adjusted capital according to the transactions affecting it subsequently to the General Meeting, i.e. theoretically 10,544,534 shares as calculated on the basis of the share capital as at December 31, 2017. The maximum amount of the funds dedicated to the share buyback program is € 2,003,461,460, as calculated on the basis of the share capital on December 31, 2017. This maximum amount can be adjusted to take into account the share capital amount on the day of the General Meeting.

As from its authorization by the General Meeting of May 24, 2018, this program will be in force for a maximum duration of 18 months, i.e. until November 24, 2019.

As of May 22, 2018, the Company owned 13,132 Atos SE shares, i.e. 0.01% of the share capital. These shares were purchased in the context of a share buyback program and are assigned to the allocation of shares to employees or executive officers and Directors of the Company or its group, and correspond to the hedging of its undertakings under performance shares plans or share purchase plans.

This description of the share buyback program of the Company cancels and replaces the description presented in section G.6.7.6 of the 2017 Registration Document of the Company.

## **About Atos**

Atos is a global leader in digital transformation with approximately 100,000 employees in 73 countries and annual revenue of around € 12 billion. European number one in Big Data, Cybersecurity, High Performance Computing and Digital Workplace, the Group provides Cloud services, Infrastructure & Data Management, Business & Platform solutions, as well as transactional services through Worldline, the European leader in the payment industry. With its cutting-edge technologies, digital expertise and industry knowledge, Atos supports the digital transformation of its clients across various business sectors: Defense, Financial Services, Health, Manufacturing, Media, Energy & Utilities, Public sector, Retail, Telecommunications and Transportation. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Consulting, Atos Worldgrid, Bull, Canopy, Unify and Worldline. Atos SE (Societas Europaea) is listed on the CAC40 Paris stock index. [www.atos.net](http://www.atos.net) - Follow us on  @Atos

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