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Atos to Sell 13.1% Stake in Worldline

- **Sale of ca. 23.9m Worldline shares representing ca. 13.1% of the Worldline share capital through a private placement by way of accelerated bookbuilding offering**
- **Upon completion of the accelerated bookbuilding offering and in case of exchange in full of the outstanding €500 million zero per cent. exchangeable bonds due 2024 issued by Atos (the "Bonds") and exchangeable in Worldline shares, Atos will no longer hold any Worldline shares**
- **Bpifrance Participations has committed to Atos to purchase 4 million Worldline shares in the private placement**

Paris, February 3, 2020 – Atos plans to sell ca. 23.9m Worldline shares, representing ca. 13.1% of the Worldline share capital, through a placement to qualified investors only by way of an accelerated bookbuilding offering (the "**Placement**").

With this transaction, Atos plans to fully dispose of its ca. 13.1% stake in Worldline that is not underlying the Bonds. Upon completion of the Placement, Atos would hold ca. 7.0m Worldline shares representing ca. 3.8% of the Worldline share capital, which are underlying the Bonds. In case of exchange in full of the Bonds, Atos would no longer hold any Worldline shares and voting rights.

The lock-up entered into by Atos, SIX Group and the Joint Global Coordinators (as defined below) in the context of the equity placement completed in November 2019 (the "**Current Lock-up**"), will remain applicable, with respect to Atos, on the Worldline shares owned by Atos and underlying the Bonds.

In connection with this transaction, and subject to waiver from the Joint Global Coordinators and certain exceptions, SIX Group, which will remain as the largest shareholder of Worldline, has agreed to extend the Current Lock-up to April 24, 2020 included.

Bpifrance Participations has committed to Atos to purchase 4 million Worldline shares in the Placement at the price of the Placement (subject to a maximum price equal to today's closing price). Bpifrance Participations' order will be fully allocated.

Bpifrance Participations has reserved its right to purchase an additional number of Worldline shares in the Placement at the price of the Placement, but without any guaranteed allocation.

The proceeds of the Placement will be used by Atos for existing debt repayment and for general corporate purposes.

Goldman Sachs International and J.P. Morgan Securities plc are Joint Global Coordinators and Joint Bookrunners of the Placement (together the “**Joint Global Coordinators**”).

The final terms of the Placement are expected to be announced on February 4, 2020 at the latest. Settlement of the Placement is expected to take place on or around February 6, 2020.

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About Atos

Atos is a global leader in digital transformation with c. 110,000 employees in 73 countries and annual revenue of over € 11 billion. European number one in Cloud, Cybersecurity and High-Performance Computing, the group provides end-to-end Orchestrated Hybrid Cloud, Big Data, Business Applications and Digital Workplace solutions. The group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, Atos Syntel, and Unify. Atos is a SE (Societas Europaea), listed on the CAC40 Paris stock index.

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

Important notice

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

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

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

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

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

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

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

The information contained in this announcement is for background purposes only and does not purport to be full or complete and no reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Any investment decision to buy Shares in the Placement must be made solely on the basis of publicly available information regarding Worldline. Such information is not the responsibility of Atos.

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

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

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

Pursuant to the Commission Implementing Regulation (EU) 2016/1055, this press release may contain inside information and has been sent to the authorized broadcaster of Atos.

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

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