

# Negotiable Medium Term Notes

(Negotiable European Medium Term Notes - NEU MTN-)<sup>1</sup>

## Not guaranteed programme

Information Memorandum (IM)	
Name of the programme	ATOS SE, NEU MTN
Name of the issuer	ATOS SE
Type of programme	NEU MTN
Programme size	600 000 000 euro
Guarantor(s)	None
Rating(s) of the programme	Not rated
Arranger(s)	None
Issuing and paying agent(s) (IPA)	SOCIETE GENERALE
Dealer(s)	BNP PARIBAS CREDIT AGRICOLE AND INVESTMENT BANK NATIXIS SOCIETE GENERALE CREDIT INDUSTRIEL ET COMMERCIAL BRED BANQUE POPULAIRE
Date of the information memorandum	04/05/2018
Update by amendment (if appropriate)	None

Drawn up pursuant to articles L 213-1A to L 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

**BANQUE DE FRANCE**  
Direction générale de la stabilité financière et des opérations (DGSO)  
Direction de la mise en œuvre de la politique monétaire (DMPM)  
21-1134 Service des Titres de Créances Négociables (STCN)  
39, rue Croix des Petits Champs  
75049 PARIS CEDEX 01

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Translation :

**Warning** : as this information memorandum is issued in a customary language in the financial sphere other than French, the issuer invites the investor, when appropriate, to resort to a French translation of this documentation.

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities :

<https://www.banque-france.fr/en/monetary-policy/monitoring-and-development-market-financing/commercial-paper-and-medium-term-note-market-neu-cp-neu-mtn>

<sup>1</sup> Trade name of the notes defined in article D.213-1 of the French monetary and financial code

**1. DESCRIPTION OF THE ISSUANCE PROGRAMME**

Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments

<b>1.1</b>	<b>Name of the programme</b>	ATOS SE, NEU MTN
<b>1.2</b>	<b>Type of programme</b>	NEU MTN
<b>1.3</b>	<b>Name of the issuer</b>	ATOS SE
<b>1.4</b>	<b>Type of issuer</b>	Non-financial corporation in accordance with Article L. 213-3 of the French monetary and financial code
<b>1.5</b>	<b>Purpose of the programme</b>	General corporate purposes
<b>1.6</b>	<b>Programme size (maximum outstanding amount) in Euro</b>	600 000 000 euros or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
<b>1.7</b>	<b>Form of the notes</b>	Notes of the programme are issued in bearer form and recorded in the books of authorized intermediaries (book entry system) in accordance with French laws and regulations
<b>1.8</b>	<b>Yield basis</b>	<p>Remuneration is unrestricted</p> <p>Remuneration can be prepaid or postpaid</p> <p>However, the Issuer shall inform the Banque de France of any remuneration linked to an index or which varies in accordance with an index clause and if that index or index clause does not refer to a usual interbank market, money market or bond market rate.</p> <p>The Programme also allows for the issuance of NEU MTN carrying a remuneration which may be a function of a formula of indexation which does not guarantee a reimbursement of the capital at maturity date. The confirmation form of the NEU MTN shall explicitly specify the repayment index formula and the fraction of the guaranteed capital if any.</p> <p>For issues including an option of extension, redemption or early repayment, the yield conditions of the NEU MTN shall be set at the time of the initial issue and cannot be subsequently modified, especially when exercising the options of extension, redemption or early repayment.</p>
<b>1.9</b>	<b>Currencies of issue</b>	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue.
<b>1.10</b>	<b>Maturity</b>	<p>The term (maturity date) of the NEU MTN shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the medium-term note shall not be shorter than one year (365 days or 366 days in a leap year), from the issue date.</p> <p>NEU MTN issued under the Programme may carry one or more embedded option(s) of extension of the term (hold by either the Issuer or the holder) or linked to one or several events not related to either the Issuer or the holder.</p> <p>NEU MTN issued under the Programme may carry</p>

		<p>one or more embedded option(s) of repurchase (hold by either the Issuer or the holder, at its sole discretion) or linked to one or several events not related with either the Issuer or the holder.</p> <p>NEU MTN issued under the Programme may be redeemed before maturity in accordance with French laws and regulations.</p> <p>Any option of extension, redemption or early repayment of the NEU MTN shall be, if any, specified in the confirmation for any related issue of Notes.</p> <p>In any case, the overall maturity of any NEU MTN including one or several of such options shall always – all options of extension, redemption or early repayment included – comply with the laws and regulations in force in France at the time of the issuance.</p>
<b>1.11</b>	<b>Minimum issuance amount</b>	200 000 euros or its equivalent in any other authorized currency at the time of the issuance.
<b>1.12</b>	<b>Minimum denomination of the notes</b>	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this programme is 200 000 euros or the equivalent in the currencies selected at the time of issuance
<b>1.13</b>	<b>Status of the notes</b>	The NEU MTN shall constitute direct and unsubordinated obligations of the Issuer, and will rank at least pari passu with all other direct, unconditional, unsubordinated and unsecured present or future obligations of the Issuer, subject to such exceptions as may from time to time exist under applicable law.
<b>1.14</b>	<b>Governing law that applies to the programme</b>	<p>NEU MTN issued under the Programme are governed by French law.</p> <p>All potential disputes related to the issuance of the NEU MTN shall be governed and construed according to French law.</p>
<b>1.15</b>	<b>Listing of the notes/Admission to trading on a regulated market</b>	No
<b>1.16</b>	<b>Settlement system</b>	Neu MTN will be issued in Euroclear France
<b>1.17</b>	<b>Rating(s) of the programme</b>	Not rated
<b>1.18</b>	<b>Guarantor</b>	None
<b>1.19</b>	<b>Issuing and Paying Agent(s) (IPA) - exhaustive list -</b>	SOCIETE GENERALE
<b>1.20</b>	<b>Arranger</b>	Atos SE
<b>1.21</b>	<b>Placement method</b>	<p>The placement will be done through dealers</p> <p>As the date of this Financial Documentation, the Neu MTN are placed by:</p> <ul style="list-style-type: none"> <li>- BNP PARIBAS</li> <li>- CREDIT AGRICOLE AND INVESTMENT BANK</li> <li>- NATIXIS</li> <li>- SOCIETE GENERALE</li> </ul>

		<ul style="list-style-type: none"> <li>- CREDIT INDUSTRIEL ET COMMERCIAL</li> <li>- BRED BANQUE POPULAIRE</li> </ul> <p>The Issuer may subsequently elect to replace any dealer or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer</p>
<b>1.22</b>	<b>Selling restrictions</b>	Optional *
<b>1.23</b>	<b>Taxation</b>	The Issuer is not committed to indemnify any holder of the NEU MTN in case of taxes which are payable under French law and any foreign law in respect of the principal of, or the interest on, the NEU MTN, except for any stamp or registration taxes payable by the Issuer under French law.
<b>1.24</b>	<b>Involvement of national authorities</b>	Banque de France
<b>1.25</b>	<b>Contact details of the person(s) in charge of the issuing programme</b>	<p>Contacts:</p> <p><b>Nicolas DERUAZ</b>  Group Senior Vice President Treasury and Credit Management  ATOS, 1 place St Gervais 1201 Geneva – Switzerland  <a href="mailto:nicolas.deruaz@atos.net">nicolas.deruaz@atos.net</a>  Tel: +41 22 716 01 32</p> <p><b>Christophe HUBER</b>  Group Treasury Director  ATOS, 1 place St Gervais 1201 Geneva – Switzerland  <a href="mailto:christophe.huber@atos.net">christophe.huber@atos.net</a>  Tel: +41 22 716 01 31</p> <p><b>Matthieu PENNEC</b>  Group Cash Manager  ATOS, 1 place St Gervais 1201 Geneva – Switzerland  <a href="mailto:matthieu.pennec@atos.net">matthieu.pennec@atos.net</a>  Tel: +41 22 716 01 39</p>
<b>1.26</b>	<b>Additional information on the programme</b>	Optional * <sup>1</sup>
<b>1.27</b>	<b>Language of the information memorandum which prevails</b>	English

\*1 Optional : information that the issuer may not provide because it is not required by French regulation

## 2. DESCRIPTION OF THE ISSUER

**Article D. 213-9, 2° of the French monetary and financial code and Article 7, 3° of the Order of 30 May 2016 and subsequent amendments**

<b>2.1</b>	<b>Legal name</b>	ATOS SE (hereafter: the "Company")
<b>2.2</b>	<b>Legal form/status, governing law of the issuer and competent courts</b>	<p>The Company is a Societas Europaea governed by the laws and regulations in force and by its articles of association.</p> <p>The courts of law which have jurisdiction over the issuer's activities for such matters shall be exclusively governed by and construed in accordance with the laws of France and shall be subject to the competent courts of law within the jurisdiction of the Paris Court of Appeal.</p> <p>The main center of interests of the Company is located in Bezons (FRANCE).</p>
<b>2.3</b>	<b>Date of incorporation</b>	<p>02/03/1982</p> <p>The Company initially incorporated as a public limited company ("Société anonyme") was transformed into a European public limited company (Societas Europea or "SE") by a decision of the Extraordinary General Meeting of May 30, 2012.</p>
<b>2.4</b>	<b>Registered office or equivalent (legal address) and main administrative office</b>	<p>The Company's registered office is located at River Ouest, 80 Quai Voltaire – 95870 BEZONS</p> <p>The Company's main administrative office is located at River Ouest, 80 Quai Voltaire – 95870 BEZONS</p>
<b>2.5</b>	<b>Registration number, place of registration</b>	The Company is registered at the Registry of Companies of Pontoise (FRANCE) under the number 323 623 603. Code LEI : 5493001EZOOA66PTBR68
<b>2.6</b>	<b>Issuer's mission summary</b>	<p>The Company's purpose in France and elsewhere is as follows:</p> <ul style="list-style-type: none"> <li>- The processing of information, systems engineering, studies, advice and assistance notably in the finance and banking sectors;</li> <li>- the research into, study, realization and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, on-line and office automation systems</li> <li>- it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances;</li> </ul> <p>and more generally any commercial, industrial, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above mentioned purposes.</p>
<b>2.7</b>	<b>Brief description of current activities</b>	<p>Atos is a global leader in digital transformation with approximately 100,000 employees in 73 countries and annual revenue of around € 13 billion.</p> <p>European number one in Big Data, Cybersecurity, High Performance Computing and Digital Workplace, the Group provides Cloud services, Infrastructure &amp; Data Management, Business &amp; 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:</p>

		<p>Defense, Financial Services, Health, Manufacturing, Media, Energy &amp; Utilities, Public sector, Retail, Telecommunications and Transportation. The Group is the Worldwide Information Technology Partner for the Olympic &amp; 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.</p> <p>For more information, see pages 3 to 24 of the 2017 Registration Document (A Group Overview). See Appendice II Atos 2017 Registration Document.</p>
<b>2.8</b>	<b>Capital</b>	As of April 1, 2018, the share capital is divided into one hundred and five million five hundred and ninety eight thousand four hundred seventy nine (105,598,479) shares of one (1) Euro par value each.
<b>2.8.1</b>	<b>Amount of capital subscribed and fully paid</b>	The share capital is fully paid up.
<b>2.8.2</b>	<b>Amount of capital subscribed and not fully paid</b>	Nil.
<b>2.9</b>	<b>List of main shareholders</b>	<p>As of December 31, 2017, shareholders holding 5 % or more of the share capital of the issuer: BlackRock Inc. with 5.1% and Siemens AG with 11.8%.</p> <p>See page 213 of the 2017 Registration Document.</p> <p>For your kind information: Siemens AG announced the of April 2018 that all the shares hold by Siemens AG have been transferred to Siemens Pension-Trust e.V. Consequently Siemens Pension-Trust e.V now holds 12 483 153 shares ie 11,8% of the share capital of the issuer.</p>
<b>2.10</b>	<b>Regulated markets on which the shares or debt securities of the issuer are listed</b>	<p>As mentioned on page 312 of the 2017 Registration Document, the Company is listed on the Euronext Paris regulated market (Compartment A).</p> <p>For more information, please refer to:</p> <p><a href="https://www.euronext.com/fr/products/equities/FR0000051732-XPAP">https://www.euronext.com/fr/products/equities/FR0000051732-XPAP</a></p>
<b>2.11</b>	<b>Composition of governing bodies and supervisory bodies</b>	<p>As of March 27, 2018 the Management of the Company was composed of:</p> <ul style="list-style-type: none"> <li>• Thierry BRETON, Chairman and Chief Executive Officer;</li> <li>• Gilles GRAPINET, Senior Executive Vice-President, Global Functions;</li> <li>• Eric GRALL, Senior Executive Vice-President, Global Operations and TOP Program;</li> <li>• Elie GIRARD, Chief Financial Officer;</li> <li>• Michel-Alain PROCH, Senior Executive Vice-President, Group Chief Digital Officer, Internal IT, Security and quality.</li> <li>• Patrick ADIBA, Senior Executive Vice-President, CEO North America Operations.</li> <li>• Robert Vassoyan, Senior Executive Vice-President, Group Chief Commercial Officer</li> <li>• Nicolas DERUAZ, Senior Vice-President, Treasury and Credit Management;</li> </ul>

		<p>As of March 27, 2018 the Management of the Board of Directors was composed of:</p> <ul style="list-style-type: none"> <li>• Thierry BRETON, Chairman and Chief Executive Officer of the Company;</li> <li>• Nicolas BAZIRE, Independent Director;</li> <li>• Valérie BERNIS, Independent Director;</li> <li>• Dr Roland BUSH;</li> <li>• Jean FLEMING, Director representing employee shareholders;</li> <li>• Marie Christine LEBERT, Director representing the employees;</li> <li>• Bertrand MEUNIER, Independent Director;</li> <li>• Colette NEUVILLE, Independent Director;</li> <li>• Aminata NIANE,</li> <li>• Lynn (Lynda) PAINE, Independent Director;</li> <li>• Pasquale PISTORIO, Independent Director;</li> <li>• Vernon SANKEY, Independent Director;</li> </ul> <p>Information regarding the members of the Board of Directors is to be found pages 265 to 274 (G.2.3) of the 2017 Registration Document.</p> <p><u>Additional details regarding the Management:</u></p> <p>31/12/2017:</p> <p>Information regarding the Management and organization is to be found from pages 19 to 14 (A.6.2) of the 2017 Registration Document:</p> <ul style="list-style-type: none"> <li>(i) Pages 19-20 (A.6.2.1): Group General Management Committee (GMC);</li> <li>(ii) Page 21 (A.6.2.2): Organization Chart;</li> <li>(iii) Pages 21-2 (A.6.2.3): Executive Committee.</li> </ul> <p>31/12/2016:</p> <p>Information regarding the Management and organization is to be found from pages 16 to 20 (A.6.2) of the 2016 Registration Document:</p> <ul style="list-style-type: none"> <li>(i) Pages 16-17 (A.6.2.1): Group General Management Committee (GMC);</li> <li>(ii) Page 17 (A.6.2.2): Organization Chart;</li> <li>(iii) Pages 18-20 (A.6.2.3): Executive Committee.</li> </ul>
2.12	<p><b>Accounting method for consolidated accounts (or failing that, for the annual accounts)</b></p>	<p>The consolidated accounts have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union as at December 31, 2017. These include:</p> <ul style="list-style-type: none"> <li>(i) the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board;</li> <li>(ii) the International Accounting Standards (IAS);</li> <li>(iii) the interpretations of the Standing Interpretations Committee (SIC) and</li> <li>(iv) the International Financial Reporting Interpretations Committee (IFRIC).</li> </ul> <p>Consequently, the Group's consolidated financial statements are prepared in accordance with the IFRS standards and interpretations, as published by the IASB.</p>


		For more information, see pages 159 and 160 of the 2016 Registration Document.
<b>2.13</b>	<b>Accounting year</b>	1 <sup>st</sup> January to 31 <sup>st</sup> December
<b>2.13.1</b>	<b>Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts</b>	24/05/2017  24/05/2018 (to be hold)
<b>2.14</b>	<b>Fiscal year</b>	1 <sup>st</sup> January to 31 <sup>st</sup> December
<b>2.15</b>	<b>Auditors of the issuer, who have audited the issuer's annual accounts</b>	
	<b>2.A.15.1 Auditors</b>	The Company's auditors are: (i) Cabinet DELOITTE & Associés - 185, avenue Charles de Gaulle, 92524 Neuilly-sur-Seine Cedex (France), represented by Jean-Pierre AGAZZI, and (ii) Cabinet GRANT THORNTON, 29, rue du Pont, CS 20070, 92578 Neuilly-Sur-Seine Cedex (France), represented by Victor AMSELEM.
	<b>2.A.15.2 Auditors report on the accuracy of the accounting and financial information</b>	2017: (i) Statutory auditors' report on the Company's financial statements for the year ended December 31, 2017 is to be found pages 216 to 218 (E.5.1) of the 2017 Registration Document; (ii) Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2017 is to be found pages 147 to 151 (E.4.1) of that document.  2016: (i) Statutory auditors' report on the Company's financial statements for the year ended December 31, 2016 is to be found pages 204 to 206 (E.5.1) of the 2016 Registration Document; (ii) Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2016 is to be found pages 142 and 143 (E.4.1) of that document.  2015: (i) Statutory auditors' report on the Company's financial statements for the year ended December 31, 2015 is to be found page 207 (E.5.1) of the 2015 Registration Document; (ii) Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2015 is to be found pages 148 and 149 (E.4.1) of that document.



<b>2.16</b>	<b>Other equivalent programmes of the issuer</b>	N/A
<b>2.17</b>	<b>Rating of the issuer</b>	Not Rated
<b>2.18</b>	<b>Additional information on the issuer</b>	Optional *  <b>For clarification: all the pages indicated in sections 2.7; 2.9; 2.10.2.11 refer to the 2017 Registration Document</b>

\*Optional : information that the issuer may not provide because it is not required by French regulation

**CERTIFICATION OF INFORMATION FOR THE ISSUER****Article D. 213-9, 4° of the French monetary and financial code and subsequent amendments**

3.1	Person(s) responsible for the information memorandum concerning the programme of medium term notes (NEU MTN)	Nicolas DERUAZ, Group Senior Vice President Treasury and Credit Management
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of medium term notes (NEU MTN)	To our knowledge, the information contained in this Financial Documentation, is true and accurate and does not contain any misrepresentation which would make it misleading
3.3	Date, place of signature, signature	Under the form 04/05/2018  Geneva,   <hr/> <b>Nicolas DERUAZ</b> Group Senior Vice President Treasury and Credit Management

APPENDICES		
<b>Appendice I</b>	<b>Rating(s) of the programme</b>	N/A <sup>2</sup>
<b>Appendice II</b>	<b>Documents available to the shareholders annual general meeting or the equivalent body<sup>3</sup></b>	<p>All pages references are those of the 2017 and 2016 Registration Documents (plus update)</p> <p>2017  <a href="https://atos.net/wp-content/uploads/2018/03/atos-2017-registration-document-bat-def-22032018-en.pdf">https://atos.net/wp-content/uploads/2018/03/atos-2017-registration-document-bat-def-22032018-en.pdf</a></p> <p>2016:  <a href="https://atos.net/wp-content/uploads/2017/03/atos-2016-registration-document.pdf">https://atos.net/wp-content/uploads/2017/03/atos-2016-registration-document.pdf</a></p> <p>Update of the 2016 Registration Document:  <a href="https://atos.net/wp-content/uploads/2016/06/Atos-Update-of-the-2015-Registration-Documnt.pdf">https://atos.net/wp-content/uploads/2016/06/Atos-Update-of-the-2015-Registration-Documnt.pdf</a></p> <p>2015:  <a href="https://atos.net/content/dam/global/documents/investor-legal-documents/atos-2015-registration-document.pdf">https://atos.net/content/dam/global/documents/investor-legal-documents/atos-2015-registration-document.pdf</a></p> <p>Update of the 2015 Registration Document:  <a href="https://atos.net/wp-content/uploads/2016/06/Atos-Update-of-the-2015-Registration-Documnt.pdf">https://atos.net/wp-content/uploads/2016/06/Atos-Update-of-the-2015-Registration-Documnt.pdf</a></p>
<b>Appendice III</b>	<b>Amendment, if appropriate, under electronic and paper form (signed)</b>	None

<sup>2</sup> 2 NA: Further to articles D.213-9 of the French monetary and financial code and L. 232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request.