

Atos confirms its intention to acquire Gemalto to create a global leader in cybersecurity, digital technologies and services

Paris, December 13, 2017

Atos SE [Euronext Paris: ATO] ("Atos"), a global leader in digital transformation, noted today the announcement by Gemalto N.V. [Euronext Amsterdam: GTO] ("Gemalto") regarding its friendly proposal to acquire Gemalto.

Atos confirms its proposed all-cash public offer at a price of €46.0 per Gemalto share (cum dividend).

This price reflects fully the fair value of Gemalto and presents a substantial premium to its last unaffected share price (c. 42%). The offer has received strong support from the financial markets, investors and the analyst community since announcement. It presents an attractive opportunity for Gemalto's shareholders to realize substantial and immediate value for their shares.

Atos reiterates its readiness to open discussions and is confident that Gemalto's Board of Directors will engage in a constructive direct dialogue with respect to the offer. Atos reaffirms that its offer is made with friendly intentions and is based on a solid and compelling industrial project for both companies, their employees, customers and other stakeholders. Atos confirms that, as a company recruiting more than 10,000 employees per year, all of the 15,000 employees of Gemalto will be welcome and integrated in the enlarged group. Atos also confirms that it intends to integrate all of the Gemalto businesses within the combined group and will maintain the Gemalto brand.


Atos will proceed with the proposed transaction and is preparing with its advisors all regulatory filings as well as the draft offer memorandum to be filed with the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten, AFM*) and other competent authorities.

Atos will promptly provide detailed answers to all the points raised by Gemalto in its press release and letter dated 13 December 2017.

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About Atos

Atos is a global leader in digital transformation with approximately 100,000 employees in 72 countries and annual revenue of around € 13 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 - Follow us on  @Atos

Disclaimers

There can be no assurances that any transaction will result from this proposal. Any offer will be made only by means of an offer memorandum, approved by the AFM.

This document contains forward-looking statements that involve risks and uncertainties, including references, concerning the Group's expected growth and profitability in the future which may significantly impact the expected performance indicated in the forward-looking statements. These risks and uncertainties are linked to factors out of the control of the Company and not precisely estimated, such as market conditions or competitors behaviors. Any forward-looking statements made in this document are statements about Atos' beliefs and expectations and should be evaluated as such. Forward-looking statements include statements that may relate to Atos' plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information. Actual events or results may differ from those described in this document due to a number of risks and uncertainties that are described within the 2016 Registration Document filed with the Autorité des Marchés Financiers (AMF) on March 30, 2017 under the registration number: D.17-0274, and its update filed on August 4, 2017 under the registration number: D.17-0274-A01. Atos does not undertake, and specifically disclaims, any obligation or responsibility to update or amend any of the information above except as otherwise required by law. This document does not contain or constitute an offer of Atos' shares for sale or an invitation or inducement to invest in Atos' shares in France, the United States of America or any other jurisdiction.

This is a press release by Atos SE ("Atos"), pursuant to the provisions of Section 5 Paragraph 2 of the Decree on Public Takeover Bids (*Besluit Openbare Biedingen Wft*) in connection with a potential voluntary public offer by Atos for all the issued and outstanding ordinary shares in the capital of Gemalto N.V. ("Gemalto"). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of an offer memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States, Canada or Japan or in any other jurisdiction in which such release, publication or distribution would be unlawful.