

Paris, France / Munich, Germany,  
December 14, 2010

## **Atos Origin and Siemens to create a European IT Champion**

Atos Origin to acquire Siemens IT Solutions and Services

Siemens and Atos Origin to become strategic partners

**Atos Origin and Siemens announce their intention to form a global strategic partnership. Siemens will contribute its Siemens IT Solutions and Services for a total sum of €50 million to Atos Origin in order to create a European IT champion. Siemens will become for a period of at least five years a sustainable shareholder of Atos Origin with a 15% stake. The transaction will create a leading IT services company with pro forma 2010 revenues of approximately €8.7 billion and 78,500 employees worldwide. As part of the transaction, Siemens concluded a seven-year outsourcing contract worth around €5.5 billion, under which Atos Origin will provide Managed Services and Systems Integration to Siemens. The new company will operate the largest European managed services platform, will be uniquely positioned to deliver cloud computing services, market leading System Integration solutions such as Consolidation & Harmonization, Energy, PLM and to enhance significantly its electronic payments and transaction based activities.**

## **Highlights of the Deal**

- A European IT Service Champion is formed: In exchange for Siemens IT Solutions and Services Siemens will receive approximately 12.5 million of newly issued Atos Origin shares currently at €414 million, a five year convertible bond of €250 million and a cash payment of approximately €186 million.
  - a. The new company is expected to generate revenue growth in line with market growth in 2011 and with a 6% operating margin. The new company is expected to generate revenues between €9 to €10 billion and 7 to 8 % in operating margin by 2013.

- b. Siemens will support Atos Origin in taking necessary steps in integrating Siemens IT Solutions and Services, a reshaped asset pre-acquisition, in order to generate substantial synergies in the near future. As part of this it is envisaged that the global work force of Siemens IT Solutions and Services will be reduced by 1.750, including 650 in Germany – mainly in indirect functions such as G&A. Siemens agreed to contribute up to €250 million to the integration and training costs.
  - c. The transaction is expected to close by July 2011 after the consultation with the Working Council of Atos Origin, Antitrust approval and the approval from Atos Origin Shareholders at an Extraordinary Shareholders Meeting planned for the end of June 2011.
- One of the world's biggest outsourcing deals is going along with the transaction: Atos Origin and Siemens to sign a seven-year contract worth €5.5 billion to operate Siemens IT infrastructure and applications worldwide.
  - Atos Origin and Siemens form a strategic partnership: The sales power of Siemens One will strengthen the new company and should lead to an increase of future revenues. Atos Origin and Siemens will jointly develop new IT products and solutions for which both parties are committed to investing €50 million each. The partnership agreement will provide significant development opportunities in hi-tech transactional services and growing sectors such as healthcare, energy, transport or manufacturing.

**Thierry Breton, Chairman of the Board and CEO of Atos Origin:**

*“Today marks the start of a very solid and promising long term industrial alliance between Atos Origin and Siemens that will create a most attractive powerhouse in IT and hi-tech transactional services in Europe. We are opening a wide field of new business and development opportunities to shape the future of IT for both our customers and employees. I am confident that the value generated by this partnership will be rewarding for all our shareholders, including Siemens.”*

**Peter Löscher, President and CEO of Siemens:**

*“We are creating a European Champion. The two organisations benefit from outstanding complementarities regarding customer base, geographies and services. As a future sustainable shareholder and strategic partner of the new company we demonstrate our confidence in the value add created by this transaction for the Siemens IT Solutions and Services employees, our shareholders and customers. For the next seven years the new company will also be responsible for the service of the IT backbone of Siemens.”*

## **A deal structure tailored to create short term value for Atos Origin shareholders including Siemens and strongly protective of Atos Origin cash**

The deal creates the framework for a sustainable global partnership between Atos Origin and Siemens. The transaction will be financed by Atos Origin delivering approximately 12.5 million of newly issued shares to Siemens - representing 15% of the outstanding capital of the combined group, with a five-year lock-up commitment and a cash consideration of approximately €186 million. Atos Origin will also issue a five-year convertible bond reserved to Siemens for €250 million. After this transaction, Atos Origin expects to be net debt free as early as the end of 2012.

The transaction is structured in order to be short-term accretive on the Earning per Share (EPS) for Atos Origin. Siemens IT Solutions and Services will be transferred by Siemens on a debt and cash free basis. Siemens has agreed also to assume responsibility after deal closure for certain obligations including risks unidentified at closing.

## **The creation of a champion in IT Services**

The deal is a major step in the strategy of Atos Origin to reach a global scale and grow strongly both in IT services and in high tech transactional services. The two organisations benefit from outstanding complementarities regarding customer base, geographies and services. Together they form a strong combination with a presence in 42 countries, and 78,500 staff worldwide, that will accelerate growth, increase shareholders' value and will enhance the services it provides to its customers.

Following this deal Atos Origin will rank #1 among European companies for Managed Services in according to market surveys and will further enhance its scale, expertise and capacity to compete for the big and global deals. It will also become a major league player in cloud computing which will be a major growth driver for years to come.

According to surveys, Atos Origin will become one of the first IT Services players in terms of revenue in Europe and number seven worldwide, with a significant increase in its customer base and range of offerings to win new sales opportunities.

Based on 2010 pro-forma consolidated figures, the combination will generate revenues of approximately €8.7 billion, which is split as follows:

- **By Business Lines**, Managed Services will account for 52% of revenues, Consulting & Systems Integration 33% and specialized businesses 15% (Hi-Tech Transactional Services, Atos WorldGrid and Medical BPO).
- **By Geographies**, Germany will represent 15%, France 19%, the UK 12%, Benelux 12%, Central & Eastern Europe 8%, Iberia 8%, the Americas 10% and APAC 16%.
- **By Vertical markets**, Manufacturing, Retail & Transports will account for 35% of revenues, Public & Health revenues 25%, Financial Services 20% and Telecom & Media 13% and Energy & Utilities 7%.

### **The integration of a reshaped business**

Since March 2010 Siemens IT Solutions and Services has gone through a very significant re-organisation and restructuring process which aimed at strengthening and sharpening Siemens IT Solutions and Services business profile. Today Siemens IT Solutions and Services is a global Managed Services specialist with international presence, a global tier one customer base and a strong positioning in Germany, and in growth regions such as Northern, Central and Eastern Europe. After Siemens IT Solutions and Services legal carve out the unit generated pro-forma revenues of €3.7 billion. Siemens IT Solutions and Services will have approximately 28,000 employees at the expected closing date. Atos Origin will acquire the business including employee pensions and will receive adequate funding.

### **A Turnaround programme to increase Operating Margin**

Following the deal closure, Atos Origin will complete the group transformation and integration of Siemens IT Solutions and Services into Atos Origin with the support of Siemens. It will execute its merger plans rapidly through the implementation of a second Total Operational Performance (TOP) programme – TOP<sup>2</sup>.

Following on from the successful TOP program launched in December 2008, TOP<sup>2</sup> will increase the profitability of the combined entity by optimising synergies around office locations and procurement focusing on reducing G&A costs and implementing lean management process. These combined measures should generate €225 million additional operating margin by 2013.

### **A global partnership to support innovation, hi tech transactional services development and business growth**

Importantly, the deal reinforces the focus of Atos Origin on innovation and in particular its hi-tech Transactional Services (HTTS) business where it sees high growth potential and attractive

margins. The strategic partnership with Siemens will enable collaboration on large bids and joint R&D efforts in key niches markets to strengthen innovation and HTTS offerings.

A dedicated HTTS joint commercial cooperation framework between Atos and Siemens has been designed to address jointly the expanding needs for transaction based services in various verticals like Health, Transports, Cities and Industry where Siemens is one of the world leading companies.

New business opportunities will exist for HTTS within the Siemens IT Solutions and Services client base and on joint deals with Siemens. The existing Siemens IT Solutions and Services transaction based business will support the development of Atos Origin HTTS strategy.

### **2011 and 2013 objectives**

The financial targets for Atos Origin are based on the following assumptions:

- No major change in market conditions
- Full execution of the TOP program and combination synergies
- No significant delay in Siemens IT Solutions and Services integration

**For 2011, with 12 months for Atos Origin (January to December) and six months for Siemens IT Solutions and Services (July to December), these targets are the following:**

- Revenue evolution in line with market growth
- An Operating Margin at circa 6 %
- A neutral EPS effect compared to Atos Origin standalone
- A free cash flow slightly higher than Atos Origin standalone in 2011.

*Factors that may materially affect such forward-looking statements include: Atos Origins ability to realize the anticipated benefits of the transaction, delays in obtaining any approvals required for the transaction, including, in particular, regulatory approvals.*

**For 2013, the outlook of the combined entity is the following:**

- A revenue in the range of €9 billion to €10 billion
- An Operating Margin in the range of 7% - 8%
- EPS growth accretion in excess of 50% compared to the combined group EPS in 2011
- A free cash flow in the range €350 to €400 million.

## **Investor / Analysts conference call details**

Following the announcement of the transaction, Atos Origin will be hosting an analyst / investor meeting on Wednesday 15 December at 9:00 AM CET to present the strategic outlines of the new company and the benefits of the transaction for Atos Origin shareholders. The slideshow will be posted 15 minutes before on the group's investor website:

[http://www.atosorigin.com/en-us/Investors/en-us/financial\\_calendar/conf\\_call\\_20101215\\_0900/default.htm](http://www.atosorigin.com/en-us/Investors/en-us/financial_calendar/conf_call_20101215_0900/default.htm)

## **Press Conference Details**

Atos Origin and Siemens will be hosting a Media meeting on Wednesday 15 December at 11:00 AM CET to present the strategic outlines of the new Group and the benefits of the transaction. The slideshow will be posted 15 minutes before on the group's media section of the website:

[http://www.atosorigin.com/en-us/Investors/en-us/financial\\_calendar/conf\\_call\\_20101215\\_1100/default.htm](http://www.atosorigin.com/en-us/Investors/en-us/financial_calendar/conf_call_20101215_1100/default.htm)

## **Disclaimer**

Any statements made in this presentation that are not statements of historical fact, including statements about Atos Origin' beliefs and expectations and statements about Atos Origin' proposed acquisition of the Siemens IT services activities, are forward-looking statements and should be evaluated as such. Forward-looking statements include statements that may relate to Atos Origin' plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information.

Such forward-looking statements reflect Atos Origin's current analysis and expectations, based on reasonable assumptions and on the financials of Siemens as from market authorities and the approval of the shareholders of Atos Origin, or an inability to obtain them on the terms proposed or on the anticipated schedule. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained in the relevant securities regulatory filings and financial statements of each of Atos Origin and Siemens.

Atos Origin 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.

**Siemens AG** (Berlin and Munich) is a global powerhouse in electronics and electrical engineering, operating in the industry, energy and healthcare sectors. For over 160 years, Siemens has stood for technological excellence, innovation, quality, reliability and internationality. The company is the world's largest provider of environmental technologies, generating some €28 billion – more than one-third of its total revenue – from green products and solutions. In fiscal 2010, which ended on September 30, 2010, revenue totaled €76 billion and net income €4.1 billion. At the end of September 2010, Siemens had around 405,000 employees worldwide. Further information is available on the Internet at: [www.siemens.com](http://www.siemens.com).

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## Appendix

### A – Main terms of the Convertible Bond reserved to Siemens

<b>Nominal Value</b>	▪ €250 million
<b>Instrument</b>	▪ Private convertible bond into new or existing Atos Origin shares ▪ Not listed instrument
<b>Maturity</b>	▪ 5 years
<b>Conversion premium</b>	▪ +40%
<b>Atos Origin reference share price</b>	▪ €33.18
<b>Coupon</b>	▪ 1.50%
<b>Parity</b>	▪ One new Atos Origin shares for each Convertible Bond held

### B – Assumptions for EPS calculations

- Siemens IT Solutions and Services fiscal years until 2010 are from 1st October to 30 September
- 2011e combined figures are calculated as follows:
  - Atos Origin: 12 months Atos Origin figures (from 1 January to 31 December)
  - Siemens IT Solutions and Services: 6 months from 1st July until 31 December
- Detail for the Number of shares calculation (total [94.0m]):
  - Atos Origin stand-alone: 70.7m
  - Additional shares from 2009 convertible bond: [5.4m]
  - Shares reserved to Siemens: 12.5m
  - Convertible bond issue in 2011 reserved to Siemens: [5.4m]