



Convening Notice Combined General Meeting 2023

Convening Notice



On Wednesday June 28, 2023 At 2:00 p.m.
Auditorium – River Ouest – 80 quai Voltaire – 95870 Bezons



Message from the Chairman of the Board of Directors

Dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is my pleasure to invite you to the Annual General Meeting ("AGM") of the Company which will be held on Wednesday, June 28, 2023 at 2:00 p.m. (Paris time).

The year 2022 was a year of courageous and well-considered decisions by Atos Group in view of the challenges it was facing. The present Annual General Meeting of Atos is of particular interest, as it is likely to be the last at which shareholders will vote on the basis of the current scope of its activities. In June 2022, the Group unveiled its new strategic plan, which involves the combination of Digital, Big Data, and Cybersecurity activities into one entity (referred to as the Eviden scope), and the combination of Managed Services and Infrastructure activities into another entity (known as the Tech Foundations scope). This project aims to establish two new independent companies, enabling each of them to pursue its distinct business trajectory. The separation project was initiated at the beginning of this year, following a productive dialogue with our social partners, with completion anticipated by the end of 2023. In the second half of 2023, Atos intends to convene a dedicated General Meeting of shareholders, specifically focused on finalizing the contemplated separation project and on the future governance bodies. You will receive a formal invitation in due course, along with comprehensive information pertaining to that meeting.

Furthermore, while successfully executing this project, the Group demonstrated over the past year its ability to significantly improve its performance and to deliver its recovery plan. The year 2023 promises to be a period of great excitement for the Group, and I have full confidence in Nourdine Bihmane, Diane Galbe, and Philippe Oliva to steer the Company in accordance with its new strategic direction. The Board of Directors and I firmly believe that the collective efforts undertaken by all parties have set the Group on the right course to guide both entities towards their respective success.

This AGM will allow us to present the Group's activity report for the year 2022, and to vote on the approval of the 2022 financial statements. This AGM will also be the occasion to strengthen the diversity of skills within the Board of Directors in order to support the Group's strategic reflections and separation project. We will therefore submit to your vote the ratification and appointment of two new independent directors following a rigorous selection process: Mr. Jean Pierre Mustier and Mr. Laurent Collet-Billon. We will also submit to your vote the renewal of the term of office as director of Ms. Caroline Ruellan.

This brochure contains all the information you need to vote on the draft resolutions submitted by your Board of Directors to this AGM. It also details the procedures for participating in this AGM. Once again this year, we will be pleased to welcome you to our headquarters in Bezons. The AGM will also be broadcast live on the Company's website to allow all shareholders to attend, with the possibility for them to ask questions remotely.

Looking forward to welcome you soon, I would like to thank you for your confidence in the Atos Group and for your attention to the proposed resolutions.

Bertrand Meunier

Chairman of the Board of Directors



Message from the Executive Management

« Based on a comprehensive analysis and a constructive dialogue with our stakeholders, the Board of Directors and General Management of Atos have decided that change is required for our full potential to be met. »

Dear Shareholders,

In 2022, we embarked on establishing the groundwork for the group's transformative project. Within the Tech Foundations division of our business, the challenge at hand is significant. While we made notable progress in 2022 by mitigating the decline in revenue through heightened focus, successfully reversing the trend, and returning to profitability ahead of our strategic plan by three years, we must persist in our efforts. Continuously improving our cost structure should stay our focus while advancing our business portfolio by integrating further cloud and generative artificial intelligence technologies. These efforts are crucial for paving the path to future success and, importantly, resuming a profitable and sustainable growth trajectory by 2026.

Nourine Bihmane

Group CEO and Co-CEO
Tech Foundations

Dear Shareholders,

Operationally, Atos registered a strong recovery in the second semester 2022. Having set out the new strategic plan for the business, we renegotiated the financing of the Group and launched the social dialogue on the transformation project. To date we have secured 80% of our disposal program, which is ahead of our planning. Over 500 colleagues from across the business have been leading the detailed analysis required to implement the strategic transformation in 2023. Atos has continued to perform very well across CSR and ESG (Environment, Social and Governance) scopes with recognition including leadership status in the Dow Jones Sustainability Index, CDP Climate A List, S&P Global ESG assessment and many more. CSR and ESG are critical sources of pride across Atos and will remain core to the new organizations' strategy.

Diane Galbe

Senior Executive Vice President

Dear Shareholders,

The Digital, Big Data, and Cybersecurity business lines have seen rapid change within the Group. The implementation of our transformation plan has demonstrated an acceleration of our organic growth. With our unique portfolio of offerings, we capitalize on our differentiation factors to deliver profitable and sustainable growth. Today, we have all the critical skills, offerings and knowledge to thrive in the future, tackling the imperatives of sovereignty, protection and strategic innovation. Our unique technological positioning enables us to take the full advantage of all the opportunities, and to further accelerate our growth in the future.

Philippe Oliva

Group Deputy CEO and Co-CEO
Digital Big Data and Cybersecurity

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Ordinary items

1. **Approval of the Company financial statements** for the financial year ending December 31, 2022
2. **Approval of the consolidated financial statements** for the financial year ending December 31, 2022
3. **Allocation of the net income** for the financial year ending December 31, 2022
4. Ratification of the appointment of a Director:
Ms. Caroline RUELLAN
5. Ratification of the appointment of a Director:
Mr. Jean-Pierre MUSTIER
6. Renewal of **Ms. Caroline RUELLAN**'s term of office as Director
7. Appointment of **Mr. Laurent COLLET-BILLON** as Director
8. **Approval of the special report of the auditors** regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French Commercial Code
9. Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to **Mr. Bertrand MEUNIER**, Chairman of the Board
10. Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to **Mr. Rodolphe BELMER**, Chief Executive Officer up to July 13, 2022





Extraordinary items

11. Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to **Mr. Nourdine BIHMANE**, Deputy Chief Executive Officer from June 14, 2022, then Chief Executive Officer from July 13, 2022
12. Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to **Mr. Philippe OLIVA**, Deputy Chief Executive Officer from June 14, 2022
13. **Approval of the information relating to the compensation of the company officers** referred to in article L. 22-10-9 I of the French Commercial Code
14. **Approval of the compensation policy** applicable to Directors
15. **Approval of the compensation policy** applicable to the Chairman of the Board of Directors
16. **Approval of the compensation policy** applicable to the Chief Executive Officer
17. **Approval of the compensation policy** applicable to the Deputy Chief Executive Officer
18. **Authorization to be granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company
19. **Authorization to be granted to the Board of Directors** to reduce the share capital by cancelling treasury shares
20. **Delegation of authority to be granted to the Board of Directors** to increase the share capital of the Company with the removal of the preferential subscription rights in favor of members of a Company saving plan
21. **Delegation of authority to be granted to the Board of Directors** to increase the share capital of the Company by issuing shares reserved for certain categories of persons with the removal of preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans
22. **Authorization to be granted to the Board of Directors** to grant free shares to the employees and executive officers of the Company and/or its affiliated companies
23. **Powers**

The Atos group in 2022

2022 Key financial figures

Revenue
€ 11.3 bn

+1.3% yoy, cst. curr.

+0.1% yoy, organic

Operating Margin
3.1%

of revenue

OMDA
€1,020 m

Free Cash Flow
€-187 m

€-58 m excluding costs related to transformation plan

Net Debt
€ 1,450 m

2.4x pre IFRS 16 OMDA

Headcount
110,797

2022 Key non-financial information

**Net promoter score
from our clients**

66%

stable vs 2021

CO₂ Emissions
scopes 1,2 and 3

2.5 Mtons

reduced by -24% since 2019

**% of total spend assessed
by Ecovadis**

or alternative assessments

70%

vs. 68% in 2021



S&P Global Sustainability

85/100
Top 1%*

10th consecutive year in S&P's Global Sustainability Yearbook



Ecovadis

84/100
Top 1%

On environment, labour & human rights, responsible procurement and ethics



CDP Leadership Band

Top 2%

10th consecutive year on CDP Leadership Band

* Within the IT industry

The Atos group in 2022

Group revenue was € 11,341 million in 2022, up +4.6% compared to 2021. At constant currency, revenue grew +1.3%, with an organic stabilization over the full year (+0.1%) and a +1.2% contribution from acquisitions net of disposals. Organic growth turned positive in H2, at +2.3%, with a strong Q4 at +4.6%. **Eviden's** revenue was € 5,315 million, growing +4.8% at constant currency and +2.0% organically. Organic growth accelerated in H2, to +5.4% (Q4 at +11.0%), driven by the ramp-up of Advanced Computing, steady strong growth in cybersecurity services where Eviden capitalizes on global leadership, and an acceleration in Digital.

Tech Foundations' revenue was € 6,026 million, decreasing by only -1.6% organically, a sharp improvement compared to 2021 (-11.4%). Following an earlier-than-anticipated stabilization in Q3, Tech Foundations accelerated the rationalization of its portfolio in Q4, particularly in BPO and value-added resale. Excluding non-strategic activities (BPO, VAR, UCC), Tech Foundations' Q4 organic growth was +1.0%.

Operating margin was € 356 million, or 3.1% of revenue. In a context of high-cost inflation (salaries, energy) and supply chain tensions, Atos managed to drastically improve its operating margin in H2, to 5.1%, after 1.1% in H1, thanks to vigorous performance improvement actions focused on structure costs (unwinding of the Spring program, selective hirings, better cost discipline), underperforming contracts and pricing. Over the full year, **Eviden's** operating margin was € 276 million, or 5.2% of revenue. **Tech Foundations'** operating margin turned positive in 2022, three years ahead of plan, to € 79 million or 1.3% of revenue.

Free cash flow was €187 million in 2022, including € 129 million of costs related to the Group's transformation plan. Excluding these costs, Free cash flow was € -58 million, a strong improvement compared to 2021 thanks to a strict control of working capital, as well as a € 60 million refund related to the early termination of the German restructuring plan announced in July 2021.

Net debt was €1,450 million at the end of December 2022, or 2.4x pre IFRS 16 OMDA, providing ample headroom to the Group's bank debt covenant of 3.75x. Having successfully refinanced its bank debt in July 2022, Atos is adequately funded. The Group's liquidity remains solid, with € 3.3 billion of gross cash and €2.0 billion of undrawn credit facilities at end December 2022.

Book-to-bill rebounded sharply in Q4, to 112%, compared to 71% in Q3, with both perimeters improving markedly. Eviden's book-to-bill was 130% in Q4, driven by both Digital and BDS. Tech Foundations started to reap the benefits of its refocused commercial strategy, with Q4 book-to-bill at 94%, driven by large contracts and a sharp increase in net new logos. This renewed commercial traction demonstrates Atos' strong positions in its core markets and the intact attractiveness of the Group's offering.

Delivering on our transformation project

Significant progress achieved in carve-out preparation, clear path for completion in H2 2023

In June 2022, Atos announced its intention to split into two publicly listed entities, both strong leaders in their respective markets, in order to unlock value and implement an ambitious transformation plan. Since this announcement, the Group has already made significant progress and is on track to decide on the separation project for a completion in the second half of 2023.

Started on September 7, 2022, the information and consultation process of Atos' European works councils (SEC) was completed within three months, with good collaboration, and represents a major milestone in Atos' transformation project. In parallel, local consultation processes have also been completed in all 31 countries where such consultations were required. As a result, Atos now has a clear path to complete its separation into two listed entities (subject to final confirmation by its board of directors and shareholder approval, among other customary conditions), and to accelerate the implementation of its transformation plan.

All internal separation workstreams are progressing as planned, across four pillars: (i) go-to-market and commercial continuity, (ii) carve-out operations covering tax and legal structuring, strategic agreements, and preparation of carve-out financial statements, as well as Day-1 operational readiness, (iii) operating model and support functions set-up and (iv) program coordination and change management.

Eviden: strong value proposition around clear distinctive factors

In 2022, Eviden has implemented a clear roadmap to increase the synergies between its digital, cloud and big data & security core activities, and to leverage its unique combination of services and high-end technologies across the full digital continuum. This roadmap will position Eviden as a leading provider of high-value-added services and solutions to customers who are increasingly mindful of sovereignty and security issues. In parallel, Eviden accelerated the development of its global offshore and nearshore centers, to reinforce its delivery capabilities.

Tech Foundations: fast and tangible first results on turnaround plan

Tech Foundations is delivering on its announced strategy and objectives. In 2022, the business line mobilized its teams around an ambitious turnaround plan and started to gradually rebuild a robust commercial pipeline. In parallel, Tech Foundations has positioned its portfolio to be the partner of choice for digital services and infrastructure modernization, leveraging its strength in private and hybrid cloud, employee experience and innovative offerings focused on reducing IT carbon footprint. A comprehensive set of actions were initiated to reduce underperforming contracts and their

The Atos group in 2022

associated losses, particularly in BPO, and to gradually wind down the value-added resale activity, and to dispose of the UCC business. Major steps were taken to reduce costs, with the first tangible results achieved in H2, as Tech Foundations' operating margin turned positive three years ahead of plan.

80% of the €700 million divestment program already secured

On June 14, 2022, Atos announced a divestment program of non-core businesses representing around €700 million of expected proceeds, as part of the financing of its transformation plan. Eight months later, the Group has already secured c.80% of the €700 million expected proceeds, demonstrating Atos' ability to execute in a swift and efficient manner.

Transactions finalized or secured as of March 31, 2023, include the sale of Atos' 2.5% stake in Worldline on the stock market in June 2022, the sale of Atos Italia to Lutech S.p.A. at the end of March 2023 and the signature, at attractive conditions for the Group, of the Unified Communications & Collaboration business in January 2023. This transaction is subject to the consultation of relevant employee representative bodies and other customary regulatory approvals and is expected to close in H2 2023.

2023 outlook

Digital transformation, cybersecurity and big data markets are expected to continue growing at a strong pace despite a more challenging macroeconomic context. In 2023, Eviden will focus on deploying its new value proposition and offerings, maximizing synergies, and leveraging a joint go-to-market across its unique array of expertise. At the same time, Eviden will continue to enhance its sales and delivery capabilities, driving an acceleration of its profitable growth in 2023.

Following a better-than-anticipated performance in 2022, Tech Foundations will continue the fast implementation of its turnaround plan. With a strong focus on business selectivity and quality, Tech Foundations will accelerate the reshaping of its portfolio, resulting in a managed revenue decrease in 2023 in non-strategic activities, while core business revenue will be stabilized. In parallel, Tech Foundations will step up the adaptation of its cost structure, with benefits offsetting the impacts of lower revenue, investment in sales and portfolio and inflationary pressure.

In 2023, Group revenue organic growth is expected between -1.0% and +1.0%, as an acceleration of Eviden's organic growth will be offset by the managed reduction of Tech Foundations' revenue resulting from portfolio reshaping.

Group operating margin⁽¹⁾ is expected at 4% to 5%. Eviden's operating margin is expected to increase compared to 2022. Tech Foundations' operating margin is expected to remain in positive territories, well ahead of plan.

¹⁾ At current perimeter, including Italian activities & UCC (transactions closed on March 31st for Italian activities and expected in H2 2023 for UCC)

On track with 2026 objectives

Eviden and Tech Foundations are well on track to achieve their 2026 objectives. In particular, Tech Foundations is performing better than planned as of today, with operating margin turned positive as soon as 2022. Each company will present more detailed guidance, including on cash generation, during Investor Days to be held prior to the contemplated spin-off.

Operating Margin to Operating Income

In addition to the costs of workforce adaptation measures already planned at the beginning of 2022, and mostly executed in H1, Reorganization costs included €266 million of costs related to Atos' envisioned transformation plan. Such costs included the first restructuring and reskilling costs incurred by both Tech Foundations and Eviden, as well as some one-off costs linked to the preparation of the envisioned separation into two public entities.

Impairment of goodwill and other non-current assets for €177 million in 2022 were mainly related to assets held for sale and reflected higher interest rates.

Other items included a one-off €210 million impact from Tech Foundations addressing some large underperforming contracts, particularly in BPO, and a €37 million loss from the disposal of Atos' Russian activities. The balance mainly came from settlements on customer and vendor contracts, as well as pension and early retirement programs in Germany, the UK and France.

Operating income to Net income Group share

Net financial expense amounted to €175 million in 2022 and included €109 million related to the sale of Worldline shares in June, for net proceeds of €219 million. Net cost of financial debt was €29 million, broadly stable compared to 2021 (€25 million).

Free cash flow and net debt

Free cash flow was €187 million in 2022, including €129 million of cash costs related to Atos' transformation plan. Excluding such costs, Free cash flow was €58 million, better than the Group's guidance of €150 million.

The change in working capital was positive, at €126 million.

Reorganization, rationalization and integration costs amounted to €283 million and included €129 million of cash costs related to the Group's transformation plan.

Other changes amounted to €305 million, corresponding to the cash impacts of other items in the operating income described above.

As a result and including the impacts of acquisitions and disposals, the Group's net debt as of the end of December 2022, was €1,450 million compared to €1,226 million at the end of December 2021.

The Atos group in 2022

On July 29, 2022, Atos signed a new €2.7 billion bank debt financing. This unsecured debt package includes a €1.5 billion term loan with very satisfactory tenure and pricing conditions, a €0.9bn revolving credit facility supporting the Group's liquidity, and a €0.3 billion bridge loan to be repaid out of the expected proceeds from the Group's non-core businesses divestment program. Financial covenant was reset to 3.75x net debt to OMDA¹⁾, tested at year-end. The amount drawn at end of December 2022 was €600 million for the term loan and €80 million for the revolving credit facility.

Order entry and backlog

Order entry was € 10.2 billion in 2022, representing a book-to-bill ratio of 90%. Book-to-bill improved markedly in Q4, to 112%, compared to 71% in Q3.

Full backlog at the end of December 2022, amounted to €21.2 billion, down €3.2 billion compared to the end of December 2021, including €1.9 billion of corrections pertaining to prior periods and partly due the exit of underperforming contracts. Backlog at the end of December represented 1.9 years of revenue. The full qualified pipeline was €6.6 billion, slightly down compared to the end of December 2021, and representing 7.0 months of revenue.

Human resources

The total headcount was 110,797 at the end of December 2022, up +1.5% compared to 109,135 at the end of December 2021 (+1.7% organically).

In 2022, the Group hired 29,458 employees (16,089 in H1, 13,369 in H2). 62% of hirings were in offshore and nearshore countries. Attrition rate was 21.6% in 2022.

In September 2022, Atos was listed for the first time by Great Place to Work® as one of 'Europe's Best Workplaces' in the 2022 annual list. It is ranked 21st position in the multinational company category. As of today, Atos has achieved Great Place to Work® certification in 42 countries.

Industry-leading CSR recognition

In September 2022, for the third year in a row, Atos was awarded the EcoVadis Platinum Award for its Corporate Social Responsibility performance, with the highest score ever received by the Group, at 84 points out of 100. As a result, Atos confirms its position in the top 1% of companies assessed by EcoVadis within its sector.

In October 2022, Atos was upgraded to the highest rating available (the AAA rating) in the Morgan Stanley Capital International (MSCI) ESG rating 2022, ranking it among the top 7% of companies in the "Software and Service" industry with a good performance in Sustainability measured through the Environmental, Social and Governance dimensions.

In November 2022, Atos was ranked in the top 1% of the IT Services industry in the 2022 S&P Global Corporate Sustainability Assessment with a score of 85/100, reflecting a 2 points year-on-year improvement.

In December 2022, Atos was selected as a member of both the 2022 Dow Jones Sustainability Index, World and Europe. In the 2022 DJSI Europe Index, Atos ranks among the first three companies included in the "TSV IT services" sector.

In December 2022, Atos was recognized for leadership in corporate transparency and action on climate change by the Carbon Disclosure Project, securing a place on its annual 'A List', based on the Group's last climate reporting. 2022 was the 10th consecutive year that Atos had been on the CDP Leadership Band.

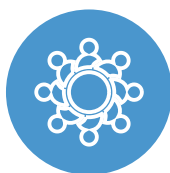
1) Excluding IFRS 16

Board of Directors

Governance Structure as of May 16, 2023



14 Board members



21 meetings in 2022



96.5% attendance



73% Independent
Directors



50% of women*



59 average age



3 employee
representatives



6 distinct nationalities
1 member with dual nationality

* 45.5% (5 out of 11) pursuant to the legal ratio. The Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of gender diversity on the Board of Directors (art. L. 225-23 and L. 225-27-1 of the French Commercial Code).

Board of Directors

Composition of the Board of Directors as of May 16, 2023



Bertrand Meunier

Chairman of the Board of Directors
of Atos SE



Aminata Niane*

International Consultant



Vesela Asparuhova**

Service Delivery Manager



Édouard Philippe*

Mayor of Le Havre and Former Prime Minister



Vivek Badrinath*

Member of the Management Board
of Vantage Towers AG



René Proglio*

Partner in the Strategic Advisory Group
at PJT Partners



Valérie Bernis*

Company Director



Caroline Ruellan*

CEO and founder of SONJ Conseil



Katrina Hopkins ***

Atos Vice President Group Head Talent and
Career Management Learning & Development
at Atos International



Vernon Sankey

Companies Officer



Farès Louis**

Business Developer Cybersecurity Products



Astrid Stange*

Former COO at AXA and former Senior Partner
and Managing Director at BCG



Jean-Pierre Mustier*

Business Leader



Elizabeth Tinkham*

Former Senior Managing Director and Global
Client Account Lead for Microsoft Account
in Accenture Ltd

* Independent Director

** Employee Director

*** Director representing the employee shareholders

A close-up photograph of a hand pointing its index finger at a tablet screen. The screen is tilted and shows a reflection of the hand and the background. The background is a blurred blue and white, suggesting an office or modern interior. The lighting is bright, creating a professional and high-tech feel.

How to participate to the General Meeting?

How to participate to the General Meeting?

Any shareholder, regardless of the number of shares owned, may participate in the Meeting either:

- ▶ by **attending in person**;
- ▶ by **voting by mail**;
- ▶ by **voting by internet**;
- ▶ by **being represented by giving a proxy to the Chairman of the Meeting, to his/her spouse or partner with whom a civil solidarity pact has been concluded, to another Shareholder, or to any person (natural or legal) of his/her choice**, in accordance with the conditions prescribed in Article L. 22-10-39 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy given by a Shareholder without naming a proxy holder, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

Conditions to participate to this Meeting:

- ▶ the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day preceding the General Meeting, *i.e.* June 26, 2023, at 00:00 a.m., Paris time;
- ▶ the **owners of bearer shares** must give evidence of their identity and capacity as Shareholders by the second business day preceding the General Meeting, *i.e.*, on June 26, 2023, at 00:00 a.m., Paris time, by sending to Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 - France, or to the registered office of the Company - Atos SE Legal and Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France, a certificate justifying their ownership of the shares ("attestation de participation") delivered by the authorized intermediary holding their account.

It is specified that the date of delivery of the certificate must be between the second business day preceding the General Meeting and the day of the Meeting.

A

Procedure to participate to the General Meeting

If you wish to attend the general meeting personally

▶ You must ask for an admission card under the following conditions:

If you are the owner of registered shares, please:

- ▶ send the form attached to the notice of meeting in the "T envelope" enclosed (**tick the A box**, date and sign at the bottom of the form), or
- ▶ log onto the website www.sharinbox.societegenerale.com, with the identifiers previously received; or
- ▶ present yourself directly on the day of the General Meeting to the appropriate booth with your identification document.

If you are the owner of bearer shares, please:

- ▶ request from the authorized intermediary who manages your securities account that an admission card be addressed to you; or
- ▶ log onto the web portal of the authorized intermediary who manages your securities account using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose accountholder has adhered to the system; or
- ▶ present yourself directly on the day of the General Meeting to the appropriate booth with your identification document and a certificate of participation issued by your financial intermediary on June 26, 2023 at midnight, Paris time.

*If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by **contacting the Société Générale's dedicated operators from Monday to Friday, between 9:30 am and 6:00 pm** Paris time from France and from the other countries at **+33 (0) 2 51 85 67 89** (cost: 0.15€/min including VAT).*

How to participate to the General Meeting?

If you cannot attend the general meeting

► You have the possibility to:

- 1 **Vote or give proxy** by **internet**; or
- 2 **Vote or give proxy** by **postal mail**.

1 **Vote or give proxy by internet**

Vote by internet

Pursuant to the provisions of article R. 225-61 of the French Commercial Code, Atos SE gives shareholders access to two dedicated online voting websites ahead of the General Meeting, during the below mentioned period, and under the following conditions:

► **Owners of registered shares:**

You should log onto the secure www.sharinbox.societegenerale.com website using your usual previously communicated login information. You should then select the Atos SE Shareholders' Meeting in your list of transactions in progress on the home page. Follow the instructions and then click on "Vote" in the voting rights section. You will then be redirected automatically to the voting website. If you have lost or forgotten your login information, simply click on "Get your codes" on the login page.

► **Owners of bearer shares:**

You should log onto the web portal of your bank or broker, with your usual login information, to connect to the Votaccess secured website and vote. You simply click on the icon displayed on the line corresponding to your Atos SE shares. You will only be able to vote in this way if your bank or broker is a member of the Votaccess system.

*The Votaccess secure website will be open from **June 12, 2023, at 9:00 a.m.** until **June 27, 2023, at 3:00 p.m.** (Paris time). To avoid overloading the dedicated websites, we recommend that you do not wait until the last day to log on these websites.*

To give proxy online to the Chairman of the Meeting or any other person of your choice

In accordance with article R. 225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the www.sharinbox.societegenerale.com website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to

connect to the Votaccess site as described above, and this no later than June 27, 2023 at 3:00 p.m. (Paris time).

If the account-holding institution has not adhered to the Votaccess system, the form for the appointment or revocation of a proxy can be sent electronically under the conditions provided for in point 2) below.

How to participate to the General Meeting?

2 Voting or giving proxy by mail

► Voting by mail or giving a proxy to the Chairman of the Meeting

A convening notice including a form for voting by mail or by proxy or requesting an admission card will be sent automatically to all registered Shareholders. Holders of bearer shares should contact the authorized intermediary holding their account to obtain this voting form, no later than six days before the Meeting. This form will be given or sent to them, together with the documents required by law.

Votes by mail and proxies given to the Chairman of the Meeting will only be taken into account if they are duly completed and signed (and accompanied by proof of ownership of the shares), and if they are received by June 25, 2023 at the latest, using the T envelope enclosed with the convening notice, at:

Société Générale

Département Titres et Bourse
Service des Assemblées
SGSS/SBO/CIS/ISS/GMS
32 rue du Champ de Tir
CS 30812
44308 Nantes Cedex 3

Or

At the Company's registered office

Atos SE,
Direction Juridique et Compliance
River Ouest 80 Quai Voltaire
95877 Bezons Cedex

► Appointment or revocation of a third party proxy (by mail or e-mail)

Shareholders may notify the appointment of a third-party proxy (any person other than the Chairman of the Meeting) or the revocation of their proxy by mail using the voting form sent either directly to registered Shareholders (using the T envelope enclosed with the convening notice) or, for bearer Shareholders, by the holder of the securities account to Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3.

In accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, the form for appointing or revoking a proxy may also be sent electronically in the following manner:

► Registered Shareholders:

You must send an e-mail attachment, bearing an electronic signature, obtained by you from an authorized third party certifier under the legal and regulatory conditions in force, to the following e-mail address assemblees.generales@sgss.socgen.com a scanned copy of the signed proxy voting form specifying your surname, first name, address and Société Générale identifier for pure registered Shareholders (information available at the top left corner of their account statement) or your identifier with your financial intermediary for administered registered Shareholders, as well as the surname, first name and address of the appointed or revoked proxy.

► Bearer Shareholders:

You must send an e-mail attachment with an electronic signature, obtained by you from an authorized third party certifier under the legal and regulatory conditions in force, to the following e-mail address assemblees.generales@sgss.socgen.com a scanned copy of the signed proxy voting form, specifying your surname, first name, address and identifier with their financial intermediary, as well as the surname, first name and address of the appointed or revoked proxy, together with a scanned copy of a certificate of participation issued by the authorized intermediary holding your account then ask your financial intermediary who manages their securities account to send written confirmation (by mail or e-mail) to Société Générale - Département Titres et Bourse - Services des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 - France or by e-mail.

Only notifications of appointment or revocation of proxies that are duly signed, completed and received by June 25, 2023, at the latest will be taken into account. Moreover, only notifications of appointment or revocation of proxies to third parties may be sent to the following e-mail address: assemblees.generales@sgss.socgen.com, any other request or notification relating to any other purpose will not be taken into account or processed.

It is specified that for any proxy given by a Shareholder without indication of a proxy, the Chairman of the General Meeting will issue a vote in accordance with the recommendations of the Board of Directors. For bearer Shareholders, the form must be accompanied by the certificate of participation issued by the authorized intermediary.

How to participate to the General Meeting?

How to fill in your voting form?

▶ You will attend the General Meeting personally:

- ▶ Tick the **A box**; and
- ▶ Date and sign the **H box**.

▶ You will not attend the General Meeting personally:

You would like to vote by postal mail:

- ▶ Tick the **B box** and follow the instructions; and
- ▶ Date and sign the **H box**.
- ▶ **C box**: This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- ▶ **D box**: This box must be filled in case amendments or new resolutions were to be presented during the Meeting. Should you not wish to vote NO (vote by default), you should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting¹⁾, or give proxy to vote in your name by specifying the name of the proxy holder.

You would like to give proxy to the Chairman:

- ▶ Tick the **E box**; and
- ▶ Date and sign the **H box**.

It is specified that for any proxy granted by a shareholder without the name of the proxy holder, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

You would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:

- ▶ Tick the **F box** and fill in the information of your proxy; and
- ▶ Date and sign the **H box**.

E

You would like to give proxy to the Chairman of the General Meeting: tick here, date and sign at the bottom of the form without filling out anything else

B

You would like to vote by mail: tick here and follow the instructions

C

Resolutions not agreed by the Board: if applicable

D

Resolutions proposed during the meeting: Fill out this box

H

Date and sign here

G

Fill out here: your name, surname and address or please check them if they are already filled out

¹⁾ As the Company is subject to the legal regime of European Companies, the majority required for the adoption of decisions at the meeting is calculated according to the votes cast. In this respect, the votes cast do not include those attached to shares for which the shareholder has not taken part in the vote or has abstained or voted blank or invalid.

How to participate to the General Meeting?

A

To attend the General Meeting personally: Tick here

F

You wish to give proxy to a third party: tick here and fill out this person's information

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

Atos

ASSEMBLÉE GÉNÉRALE MIXTE DU 28 JUIN 2023
A 14h00 au siège social de la société
River Ouest - Auditorium
80 quai Voltaire - 95870 Bezons

COMBINED GENERAL MEETING OF JUNE 28th, 2023
At 02:00 pm at the registered offices
River Ouest - Auditorium
80 quai Voltaire - 95870 Bezons

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre de parts / shares
Nombre de voix - Number of voting rights

☐ JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote ☐ OUI / I cast my vote by shading the box of my choice.

☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

☐ JE DONNE POUVOIR À : Cf. au verso (4)
pour me représenter à l'Assemblée
M. Mlle ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (ces modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire) Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting
- Je m'abstiens. / I abstain from voting
- Je donne procuration [cf. au verso renvoi (4)] à M. Mlle ou Mlle, Raison Sociale pour voter en mon nom
I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
For be considered, this completed form must be returned no later than

à la banque / to the bank 25/06/2023

Date & Signature

Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

Changes in the method of participation

In accordance with the provisions of article R. 22-10-28 III and IV of the French Commercial Code, when a Shareholder has already cast a vote by mail or by internet, sent a proxy or requested an admission card or a certificate of participation to attend the meeting, he or she may not choose another method of participation. It is however specified that the shareholder who has voted remotely will no longer be able to vote directly at the general meeting or to be represented by proxy, but will be able to attend.

How to participate to the General Meeting?

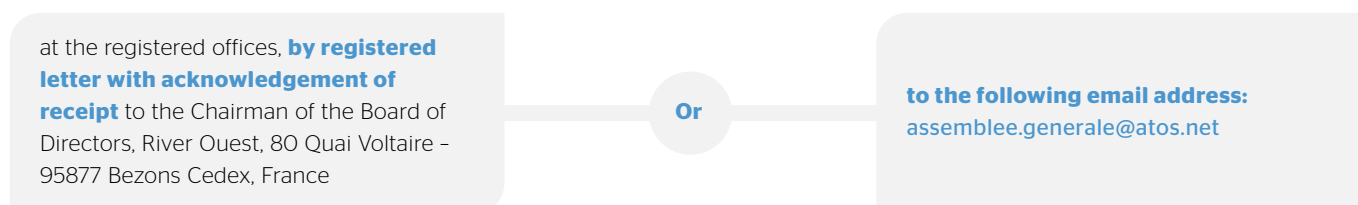
B You wish to transfer your shares prior to the General Meeting, after having voted by mail or by internet, sent a proxy or requested an admission card or an “attestation de participation”

A Shareholder who has selected his/her means of participation to the General Meeting may sell part or all his/her shares afterwards. In such case:

- ▶ if the **sale occurs before the second business day prior to the Meeting** at 0:00 Paris time, the Company shall invalidate or change accordingly the vote expressed, the proxy given, the admission card or the “attestation de participation” and, for such purpose, in the case of bearer shares, your bank or broker must notify the sale to the Company or its proxy and provide relevant information.
- ▶ if the **sale occurs after the second business day prior to the Meeting at 0:00 Paris time**, the sale does not have to be notified by your bank or broker or considered by the Company, notwithstanding anything to the contrary, and you will be therefore able to participate in the General Meeting under the conditions of your choice.

C You wish to send a written question

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on June 22, 2023:



In order to be taken into account and to lead, as the case may be, to an answer during the Meeting, a certificate of registration either in the registered shares records or in the records of the bearer shares held by a bank or broker must accompany the written question, pursuant to article R. 225-84 of the French commercial Code.

The written questions may be answered directly on the Company's website, at the following address: <https://atos.net/en/investors/annual-general-meeting> in accordance with legal and regulatory provisions.

D Live questions during the general meeting

In order to promote dialogue with shareholders and in addition to the legal framework of written questions, the Shareholders of the Company will have the possibility to raise their questions live during the General Meeting through an open chat on the webcast of the session and accessible on the Company's website <https://atos.net/en/investors/annual-general-meeting>.

The questions asked will be processed and grouped by a moderation cell. The Company will do its best to answer as many questions as possible in the time allotted, prioritizing the questions during the session.

How to participate to the General Meeting?

E How do you come to the general meeting?

The Annual General Meeting of June 28, 2023, shall start at 2:00 pm sharp. Accordingly, you are requested::

- ▶ to come in early to the reception desk and signing desk, with the admission card for the signature of the attendance list;
- ▶ not to enter the meeting room without the presentations and the voting material, which you will be given upon signing of the attendance list.



By public transportation

Public transportation schedules may be subject to change, especially in case of strikes. We recommend that you consult the dedicated websites of the SNCF and the RATP.

▶ **Tramway T2** - From Paris Porte de Versailles to Pont de Bezons via La Défense Grande Arche (From 5:30 am to 1 am the next day)

- From 7 to 10 am and from 4 to 8 pm:
a train every 4' to 6'
- From 10 am to 4 pm: a train every 9'
- Before 7 am and after 8 pm: a train every 9' to 15'
- After 10 pm: a train every 15'
- After 11 pm: a train every 20'

It is important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262.

▶ RATP lines

- RATP Bus 262
From Maisons-Laffitte (RER A) / Pont de Bezons
- RATP Bus 272 RATP Bus 367
Argenteuil station /Sartrouville Gare de Rueil station (RER A) / Pont de Bezons via Nanterre Université



Taking the A86 by car

▶ **From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise.

▶ **From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot

Take the exit 2A or 2 Colombes, Petit-Colombes, La Garenne-Colombes, Bezons

At the crossing with Charles de Gaulle boulevard, take the Bezons bridge

After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest, on the left or Jean Jaurès street on the right after McDonald's

The parking is open for your convenience.

Report of the Board of Directors on the resolutions

Ordinary items

1 Resolutions regarding the financial statements and the allocation of the net income

Approval of the Company and consolidated financial statements for the financial year ending December 31, 2022

1st and 2nd resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2022. The management report on the 2022 financial year is included in the 2022 Universal Registration Document of the Company filed with the AMF on April 21, 2023 and available on the websites of the Company (<https://atos.net/wp-content/uploads/2023/04/atos-2022-universal-registration-document.pdf>) and of the AMF (<https://www.amf-france.org/en>).

Allocation of the net income for the financial year ending December 31, 2022

3rd resolution

The financial year ending December 31, 2022 will result in a loss of €700,677,092.56. It is proposed to allocate this entire loss to the "Retained earnings" account and to allocate all amounts in the "Retained earnings" account (including prior retained earnings after allocation of

income for the year ended December 31, 2022) to the "Other Reserves" account, which will thereby amount to €3,363,952,000.77.

As a reminder, considering a negative net income attributable to the Group in 2022, the Board of Directors of the Company, at its meeting held on February 28, 2023, decided not to propose the payment of a dividend at this Annual General Meeting.

The following dividends were paid in the three financial years preceding the 2022 financial year:

Exercise	Number of remunerated shares ⁽¹⁾	Dividend per share (in €)	Total (in €)
2021	N/A ⁽²⁾	N/A ⁽²⁾	N/A ⁽²⁾
2020	109,214,290	0.90 ⁽³⁾	98,292,861.00
2019	N/A ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾

1) Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

2) The Company's Board of Directors decided not to propose the payment of a dividend in view of the losses for the financial year 2021.

3) The dividend was eligible to the 40% tax deduction.

4) In 2020, considering the Covid-19 crisis, the Company intended to act responsibly and spread the efforts requested across all its stakeholders. As a result, the Board of Directors decided on April 21, 2020 to withdraw its proposal to pay a dividend and therefore the related option to receive the dividend in shares at the Annual General Meeting held on June 16, 2020.

Report of the Board of Directors on the resolutions

2 Resolutions regarding the renewal of mandates, ratifications and nominations

Renewal of the mandates of Directors, ratifications and nominations

4th to 7th resolutions

A strengthened Board of Directors

Atos SE's Board of Directors aims at constantly improving its governance practices and is determined to continue to do so, which is why it was awarded a triple A ESG rating by MSCI in September 2022. The functions of Chairman and CEO currently are dissociated, in line with the shareholders' preferences. In addition, the Board of Directors and its committees have already been largely recomposed in recent years (more than six new independent directors). All the chairs of the Board committees have been independent since July 2022. The Board of Directors is very active (21 meetings in 2022) and the members extremely assiduous (average attendance rate of 96.5% in 2022). In line with the evaluation made by the directors, who showed a high level of satisfaction with the functioning of the Board of Directors, the Nomination and Governance Committee has worked diligently to continue strengthening its skills. Thus, at the 2023 Annual General Meeting, you are called to vote on the ratification of the co-opting of two directors, Caroline RUELLAN and Jean-Pierre MUSTIER, as well as with the nomination of a new candidate, Laurent COLLET-BILLON. These developments are in line with the needs identified and the strategy pursued, in particular in terms of corporate governance, digital transformations of businesses, particularly in the financial sector, and digital strategies in the areas of security and defense.

Changes in the composition of the Board of Directors and the Committees

Since the 2022 Annual General Meeting, the composition of the Board of Directors has been modified as a result of the following events:

	Board of Directors	Audit Committee	Nomination and Governance Committee	Remuneration Committee	CSR Committee	Ad hoc Committee ⁽¹⁾
Departure	Colette Neuville Cedrik Neike Jean Fleming (05/18/2022) Rodolphe Belmer (07/13/2022) Lynn Paine (05/16/2023)	Lynn Paine (05/18/2022)	Bertrand Meunier (07/12/2022) Lynn Paine (05/16/2023)	Jean Fleming Aminata Niane (05/18/2022) Elizabeth Tinkham (07/12/2022)	Colette Neuville Lynn Paine (05/18/2022)	-
Appointment	Katrina Hopkins René Proglio Astrid Stange Elizabeth Tinkham (05/18/2022) Caroline Ruellan ⁽²⁾ (07/26/2022) Jean-Pierre Mustier ⁽⁴⁾ (05/16/2023)	René Proglio ⁽³⁾ (05/18/2022) ⁽⁵⁾	Elizabeth Tinkham ⁽³⁾ (07/12/2022)	Vesela Asparuhova Elizabeth Tinkham (05/18/2022) Astrid Stange ⁽³⁾ (07/12/2022)	Farès Louis Astrid Stange (05/18/2022)	René Proglio ⁽³⁾ Bertrand Meunier Valerie Bernis Edouard Philippe Vernon Sankey (05/18/2022)
Renewal	Valérie Bernis Vernon Sankey Rodolphe Belmer (05/18/2022)	-	-	-	-	-

1) As part of the study of the Group's strategic plan presented at the June 14, 2022. Capital Market Day, the Board of Directors decided to set up an Ad hoc Committee whose mission, among other things, is to provide recommendations and to oversee the study and implementation of the project by the management team.

2) Provisional appointment by the Board of Directors on July 26, 2022, to replace Mr. Cedrik Neike, which will be submitted for ratification to the next General Meeting called to approve the accounts for the year 2022.

3) Chair of the Committee.

4) Provisional appointment by the Board of Directors on May 16, 2023, to replace Mr. Rodolphe Belmer, which will be submitted for ratification to the next General Meeting called to approve the accounts for the year 2022.

5) Following his appointment as a member of the Audit Committee on May 5, 2022, Mr. René Proglio was subsequently appointed by the Board of Directors on July 12, 2022 as Chairman of that same committee.

Report of the Board of Directors on the resolutions

Lynn PAINE resigned for personal reasons with effect on May 16, 2023 after having served on the Atos SE Board during 10 years. At the end of this Annual General Meeting, the Board of Directors intends to modify in the continuity of the reinforcement undertaken the composition of certain committees taking into account the new composition of the Board of Directors.

Composition of the Board of Directors

As of the date of this notice of meeting, the Board of Directors is composed of 14 members as indicated below:

		Personal information			Experience		Position on the board			Membership in committees ⁽³⁾	
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies ⁽¹⁾	Independence	Date of first appointment ⁽²⁾	End of term of office	Seniority on Board	
Chairman	Bertrand MEUNIER	67	M	French/British	25 000	0	NO	07/03/2008	AGM 2024	14	AH
Directors (L225-17 CCom)	Vivek BADRINATH	53	M	French	500	1	YES	04/30/2019	AGM 2024	4	C ★
	Valérie BERNIS	64	F	French	505	1	YES	04/15/2015	AGM 2025	8	CSR, Rem ★, AH
	Aminata NIANE	66	F	Senegalese	1012	0	NO	05/27/2010	AGM 2024	13	N/A
	Jean-Pierre MUSTIER	62	M	French	0	0	YES	05/16/2023	AGM 2025	0	N/A
	Edouard PHILIPPE	52	M	French	501	0	YES	10/27/2020	AGM 2023	2	N&G, AH
	René PROGLIO	73	M	French	500	2	YES	05/18/2022	AGM 2024	1	C ★★, AH ★
	Caroline RUELLAN	54	F	French	1500	0	YES	07/26/2022	AGM 2023	0	N/A
	Vernon SANKEY	74	M	British	1296	0	NO	02/10/2009	AGM 2025	14	C ♦, N&G, AH
	Astrid STANGE	56	F	German	3900	1	YES	05/18/2022	AGM 2024	1	REM ★, RSE
	Elizabeth TINKHAM	61	F	American	500	0	YES	05/18/2022	AGM 2025	1	N&G ★
Director representing the employee shareholders (L225-23 CCom)	Kat HOPKINS	43	F	British	769	0	NO	05/18/2022	AGM 2025	1	N/A
Employee Directors (L225-27-1 CCom)	Vesela ASPARUHOVA	40	F	Bulgarian	0	0	NO	10/15/2020	AGM 2023	2	Rem
	Farès LOUIS	62	M	French	0	0	NO	04/25/2019	AGM 2023	4	CSR

1) Other mandates exercised in listed companies (outside the Atos Group). Mandates exercised in listed companies belonging to the same group account for one single mandate.

2) Date of first appointment on the Board of Directors of Atos

3) N&G: Nominations and Governance Committee, Rem: Remuneration Committee, C: Accounting Committee, CSR: CSR Committee, AH: Ad hoc Committee

★ Chairman of the Committee

◆ Vivek Badrinath, René Proglío and Vernon Sankey have sufficient financial and accounting skills by virtue of their educational and career backgrounds for the purpose of their membership in the Audit Committee

In this context:

- I. the provisional appointments of Caroline RUELLAN and Jean-Pierre MUSTIER as independent directors must be ratified by this Annual General Meeting;
- II. the terms of office as directors of Edouard PHILIPPE and Caroline RUELLAN expire at the end of this Annual General Meeting. Edouard PHILIPPE has expressed his wish that his mandate not be proposed for renewal because of his other commitments;
- III. the Board of Directors, in accordance with its diversity policy adopted on December 15, 2022, wishes to submit to the Shareholders' Meeting the appointment of Laurent COLLET-BILLON, as a new independent director; and
- IV. the terms of office of Vesela ASPARUHOVA and Farès LOUIS as employee directors expire at the end of this Annual General Meeting. These two positions will be renewed or replaced by a decision that does not fall within the competence of the shareholders⁽¹⁾.

In accordance with the recommendations of the AFEP-MEDEF Code, article 14 of the bylaws provides for the staggered renewal of the terms of office of one third of the members of the Board of Directors. Consequently, the proposed renewals of terms of office and appointments are for different durations in order to ensure this staggered renewal.

1) In accordance with article L. 225-27-1 of the French Commercial Code, the two employee directors are appointed, respectively, by the trade union organization having received the most votes and the European Works Council of the Societa Europaea Atos SE (SEC).

Report of the Board of Directors on the resolutions

Proposal to ratify two provisional appointments

4th and 5th resolutions

It is proposed that you ratify the provisional appointments of Ms. Caroline RUELLAN Mr. Jean-Pierre MUSTIER as directors decided by the Board of Directors on July 26, 2022 and May 16, 2023, respectively, to replace Cedrik NEIKE and Rodolphe BELMER.

Resolution n°	Concerned Individual*	Motivation of the Board of Directors	Term of office**
4	Caroline RUELLAN (to replace Cedrik NEIKE)	The Board decided on July 26, 2022 to co-opt Caroline RUELLAN, President and founder of SONJ Conseil and President of the Cercle des Administrateurs, as a new independent director in order to strengthen the Board's governance skills and support the Group's transformation project.	1 year expiring at the 2023 AGM**
5	Jean-Pierre MUSTIER (to replace Rodolphe BELMER)	The Board decided on May 16, 2023 to coopt Jean-Pierre MUSTIER, a business leader and former banker. Jean-Pierre MUSTIER will bring his experience as a business leader, his financial expertise as well as his understanding of the digital sector: close to the financial industry, he successfully led the transformation of a major European bank, Unicredit, whose information systems are the basis of operations. In his last position at the Pegasus fund, he gained a global view of the fin tech market, and more generally of the current consolidation trends in the asset management, banking and finance sectors, driven by acquisitions of digital technologies and platforms.	2 years expiring at the 2025 AGM**

* Additional information on the candidates for the Board of Directors, including attendance rates, is attached on page 10 and pages 58 to 60 of the brochure.

** The term of office corresponds to the remaining term of office of the predecessor.

Proposals for renewal of terms of office and appointments

6th and 7th resolution

The Board of Directors has examined its composition with regard to its policy of diversity, notably in terms of skills and professional experience within the Board, and has decided, on the recommendation of the Nomination and Governance Committee, to modify its composition in order to strengthen the diversity of skills within the Board of Directors and to support the transformation of the Group. Consequently, we propose to this Annual General Meeting the following renewal of term of office and appointment, which reflect the needs identified as part of our work and the strategy pursued after the adoption of the strategic plan presented at the capital markets day of June 14, 2022, particularly in terms of corporate governance, digital transformations of businesses notably in the financial sector, and digital strategies in the areas of security and defense:

Resolution n°	Concerned Individual*	Motivation of the Board of Directors	Term of office**
6	Caroline RUELLAN (renewal)	Caroline RUELLAN was co-opted by the Board as a director for the remaining term of Cedrik NEIKE, who has resigned, i.e. until the present General Meeting, because of her extensive experience and knowledge of corporate governance. Her independence was confirmed at the Board meeting held on December 15, 2022. Consequently, the Board wishes to renew Ms. RUELLAN's mandate.	3 years
7	Laurent COLLET-BILLON (appointment)	If appointed by the Annual General Meeting, the Board of Directors will benefit from Laurent COLLET-BILLON's experience as a senior executive, having been the most senior manager of the French Ministry of Defense's Armament Procurement Agency, having at the time structured the digital program requirements for the interoperability of the armed forces. In the context of the future French law on military programming, and the strategic plan to separate Eviden from Atos Tech Foundations, Mr. COLLET-BILLON will provide the Board of Directors with sound advice, particularly in the digital, defense and security sectors.	3 years

* Additional information on the candidates to the Board of Directors, including attendance rates, can be found on page 10 and pages 58 to 60 of the brochure.

Report of the Board of Directors on the resolutions

3 Resolution regarding the approval of a related-party transaction

Approval of the special report of the auditors regarding the related-party

8th resolution

The Board of Directors requests, under the terms of the 8th resolution, that you approve the special report of the Statutory auditors on related-party agreements and the agreements and commitments referred to in articles L. 225-38 et seq. of the French Commercial Code, and the agreement referred to therein relating to the conditions of departure of the Chief Executive Officer, Mr. Rodolphe BELMER.

As a reminder, at its meeting of June 13, 2022, the Board, after acknowledging the resignation of Mr. Rodolphe BELMER from his offices as Chief Executive Officer and Director with effect no later than September 30, 2022, authorized, pursuant to Articles L. 225-38 et seq. of the French Commercial Code, the signing of an agreement amongst Mr. Rodolphe BELMER and the Company to organize the terms and conditions for the termination of his offices as Director and Chief Executive Officer.

This agreement places Mr. Rodolphe BELMER under an obligation to cooperate with and assist the Company to ensure an orderly transition of general management internally and with respect to stakeholders until his effective departure from the Group. The agreement also provides for a mutual obligation of non-disparagement by Mr. Rodolphe BELMER and the Company.

Finally, the agreement provides for the financial conditions of the termination of Mr. Rodolphe BELMER's duties, which are in line with the compensation policy approved by the Company's General Meeting of May 18, 2022. These financial conditions are also presented in detail in section 4.3.2.3 of the 2022 Universal Registration Document and in section 4 below (see paragraph Severance Payment).

The Board of Directors considered that the conclusion of the Agreement allows the Company to preserve its interests in the

context of the executive corporate officer's departure, by providing in particular for commitments made by Mr. Rodolphe BELMER to ensure an orderly transition of the executive management.

4 Approval of the compensation of company officers for the year 2022

Sections 4.3.2 and 4.3.3 of the 2022 Universal Registration Document form an integral part of the Corporate Governance report of the Company and submit information mentioned in paragraph I of article L. 22-10-9 of the French Commercial Code on company officers' compensation for the year 2022. We request you, pursuant to article L. 22-10-34 I of the French Commercial Code, to approve this information in the scope of the **13th resolution** of this General Meeting.

In accordance with article L. 22-10-34 II of the French Commercial Code, we request you to approve, specifically, the fixed, variable, long-term and exceptional elements making up the aggregate compensation and advantages of all kinds paid for the financial year that ended on December 31, 2022, or awarded for that same year:

- ▶ to **Bertrand MEUNIER, Chairman of the Board**, under the **9th resolution** (see sections 4.3.2.2 and 4.3.2.7 of the 2022 Universal Registration Document);
- ▶ to **Rodolphe BELMER, Chief Executive Officer** up until July 13, 2022, under the **10th resolution** (see sections 4.3.2.3 and 4.3.2.6 to 4.3.3 of the 2022 Universal Registration Document);
- ▶ to **Nouridine BIHMANE, Deputy Chief Executive Officer** from June 14, 2022, then Chief Executive Officer from July 13, 2022, under the **11th resolution** (see sections 4.3.2.4. and 4.3.2.6 to 4.3.3 of the 2022 Universal Registration Document); and
- ▶ to **Philippe OLIVA, Deputy Chief Executive Officer** from June 14, 2022, under the **12th resolution** (see sections 4.3.2.5. and 4.3.2.6 to 4.3.3 of the 2022 Universal Registration Document).

Report of the Board of Directors on the resolutions

Summary of the information relating to the compensation of the company officers referred to in para. I of article L. 22-10-9 of the French Commercial Code

13th resolution

As complement to the information supplied with regards to resolutions 9 to 12, Directors' elements of compensation due for the financial year 2022 and these paid to the Directors during financial year 2022 for the financial year 2021 are presented below.

In euros ⁽¹⁾	2022	
	Paid ^(a)	Owed ^(b)
Vesela Asparuhova ⁽²⁾	N/A	N/A
Rodolphe Belmer	-	-
Vivek Badrinath	97 500	78 000
Valérie Bernis	79 500	89 000
Jean Fleming ⁽³⁾	71 000	34 562
Kat Hopkins ⁽⁴⁾	-	34 993
Farès Louis ⁽⁵⁾	N/A	N/A
Bertrand Meunier	-	-
Cedrik Neike	65 000	27 562
Colette Neuville	68 000	33 562
Aminata Niane	77 000	66 500
Lynn Paine	84 000	74 500
Edouard Philippe	72 000	71 500
René Proglia	-	59 993
Caroline Ruellan	-	21 212
Vernon Sankey	80 500	86 000
Astrid Stange	-	40 993
Elizabeth Tinkham	-	39 993
Total	694 500	758 370

N/A: Non applicable

a) Compensation paid in 2022 for the year 2021

b) Compensation owed for the year 2022

1) Gross before taxes.

2) Ms. Vesela Asparuhova, Employee Director since October 21, 2020 is employed by the Atos Group. Employee Directors do not receive Directors' compensation.

3) Ms. Jean Fleming, Director representing the employee shareholders until May 18, 2022, is employed by the Atos Group

4) Ms. Kat Hopkins, Director representing the employee shareholders since May 18, 2022, is employed by the Atos Group

5) Mr. Farès Louis, Employee Director, is employed by the Atos Group. Employee Directors do not receive Directors' compensation.

Messrs. Rodolphe Belmer and Bertrand Meunier have declined to receive any Directors' compensation for the year 2022.

The variable portion of Directors' compensation represents in 2022 the majority of the total amount of Directors' compensation (73.4%), which is in accordance with article 22.1 of the AFEP MEDEF Code.

In 2022, the members of the Board of Directors did not receive any other compensation from Atos SE or its subsidiaries, except for:

► Bertrand Meunier, Chairman of the Board of Directors in respect of his mandate;

► Rodolphe Belmer, Chief Executive Officer from January 1, 2022, until July 13, 2022 in respect of his mandate;

► Jean Fleming, Director representing the employee shareholders until May 18, 2022, Kat Hopkins, Director representing the employee shareholders since May 18, 2022 and Vesela Asparuhova and Farès Louis, Employee Directors, who each received a compensation in 2022 in connection with their employment contract with the Group.

The Board of Directors being formed in accordance with the provisions of article L.225-18-1 of the French Commercial Code, the payment of the compensation allocated to the Directors has not been suspended.

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board of Directors

9th resolution

The compensation policy applicable in 2022 to the Chairman of the Board of Directors, Mr. Bertrand Meunier, who has held this office since November 1, 2019, was approved by the Annual General Meeting on May 18, 2022 under the 20th resolution.

The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Bertrand Meunier comply with this policy which provides for a gross annual fixed compensation of €400,000 as the sole component.

Report of the Board of Directors on the resolutions

In euros	2022	
	Amounts allocated	Amounts paid
Fixed compensation*	400,000	400,000
Annual variable compensation	-	-
Fringe Benefits	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	-	-
Total	400,000	400,000
Relative share of the fixed component	100%	100%
Relative share of the variable component vs total compensation (fixed and variable)	0%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Rodolphe BELMER, Chief Executive Officer

10th resolution

Mr. Rodolphe BELMER, who had been appointed Chief Executive Officer as of January 1, 2022, has resigned from his offices as Chief Executive Officer and Director with effect from July 13, 2022.

The compensation policy applicable to Mr. Rodolphe Belmer was approved by the Annual General Meeting on May 18, 2022, under the 21st resolution. The components of the total compensation and benefits of any kind paid or granted to Mr. Rodolphe Belmer are consistent with this policy.

In euros	2022	
	Amounts allocated	Amounts paid
Fixed compensation	642,857	642,857
Annual variable compensation	600,000	-
Fringe Benefits	11,810	11,810
Value of options granted during the year	-	-
Value of performance shares granted during the year*	1,226,709	-
Total	2,481,376	654,667
Relative share of the fixed component	26%	100%
Relative share of the variable component vs total compensation (fixed and variable)	74%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	1 800 000	-

* Performance shares attributed to Rodolphe Belmer have been forfeited. Rodolphe Belmer left the company on July 13, 2022 and therefore no longer met the presence condition

Fixed compensation:

Rodolphe Belmer's fixed remuneration was paid prorata temporis from January 1, 2022, until July 13, 2022, date of his effective departure, i.e. a gross amount of €642,857.15 for the year 2022.

Variable compensation:

The annual variable compensation of Rodolphe Belmer for the 2022 year amounted to € 600,000 for the first half and € 0 for the second half taking into account his effective departure from the Group on July 13, 2022.

The variable compensation awarded to Rodolphe Belmer for the first half of 2022 was set by the Board of Directors on July 26, 2022, on the recommendation of the Remuneration Committee, at € 600,000 gross (or 100% of the target variable compensation) after validation of the achievement of the pre established qualitative criteria, as included in the 2022 compensation policy, namely: the preparation and the validation of a medium term strategic plan by the Board of Directors and the presentation of this plan during a dedicated investors day, which took place on June 14, 2022.

For the last year in 2022, the Company's executive officer compensation policy provided for annual variable compensation divided into two semesters with predetermined objectives: the variable for each 2022 semester for Mr. Belmer was capped at half of the annual variable pay. The qualitative share of Mr. Belmer's variable was therefore capped at 50% of his annual target variable remuneration, without outperformance since quantitative financial criteria had to apply exclusively in the second half of the year.

With respect to variable compensation for the period from July 1 to the date of his effective departure date on July 13, 2022, the Board of Directors decided on July 13, 2022, that 100% of the target variable compensation would be paid on a prorata temporis basis subject to the achievement of qualitative criteria to be decided by the Board of Directors regarding the success of the transition of the Executive Management. At the meeting of July 26, 2022, the Board of Directors, considering the effective departure of Rodolphe Belmer on July 13, 2022, and the absence of performance to be assessed over such a short period, noted that there was no need to set the performance conditions, and that no variable compensation would be due to Mr. Belmer for the second half of 2022.

The payment of the variable compensation for the first semester 2022 will be subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year ending December 31, 2022 in accordance with article L. 22-10-34, II of the French Commercial Code.

Multiannual equity based compensation

The Board of Directors decided, during its meeting held on May 18, 2022, and upon the recommendation of the Remuneration

Report of the Board of Directors on the resolutions

Committee, to allocate 99,000 performance shares in favor of the Chief Executive Officer.

This grant was decided in accordance with the approval given by the Annual General Meeting of May 18, 2022 under the 21st resolution ("Remuneration Policy applicable to the Chief Executive Officer"), within the framework of the authorization given by this same Annual General Meeting under the 31st resolution. It represents 8.3% of the total number of performance shares allocated and 0.09% of the share capital at the date of the authorisation given by the General Meeting.

The resignation of Rodolphe Belmer made him lose all his performance share rights, the condition of presence being no longer fulfilled.

Fringe benefits

Rodolphe Belmer benefited from the use of a company car with driver and from the collective life, disability and health insurance schemes applicable to the French employees. The annual employer's contribution in respect of the life and disability scheme amounts to € 1,479. The annual employer's contribution in respect of the healthcare plan stands at € 1,612. The benefit in kind related to the use of the Company car with driver is assessed to € 8,720.

Other compensation elements

Mr. Rodolphe Belmer did not receive exceptional compensation for his mandate.

As a reminder, Mr. Rodolphe Belmer did not receive any other compensation component or fringe benefits related to his mandate from Atos SE or other companies of the Group. He was not bound by any employment contract and did not benefit from any supplementary pension scheme from the Company and was personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance payment

As a reminder, Mr Rodolphe Belmer submitted to the Board of Directors on June 13, 2022 his resignation from his mandates as Director and Chief Executive Officer of the Company. During this meeting to ensure the orderly transition of the Group's governance, the Board of Directors authorized, pursuant to articles L.225-38 et seq. of the French Commercial Code, the signing of an agreement defining for the termination of the terms of office as Director and Chief Executive Officer of Mr. Rodolphe Belmer between the latter and the Company (the "Agreement"). The Agreement will be subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year ending December 31, 2022 on the special report of the statutory auditors.

The Agreement was concluded prior to the announcement by the Company, by a news release dated June 14, 2022, of the decision of its Board of Directors, following the preliminary strategic review work

carried out under the aegis of Rodolphe Belmer, to study a project to separate the historical activities of Atos (Tech Foundations), on the one hand, and its Digital, Big Data and Cybersecurity activities, on the other hand, through two autonomous companies. The Board of Directors of Atos considered that the conclusion of the Agreement which places Mr. Belmer under an obligation to cooperate and assist the Company, allowed the Company to preserve its interests in the context of its executive corporate officer's departure, by providing in particular for commitments made by Rodolphe Belmer to ensure an orderly transition of the Executive Management, internally and with respect to stakeholders until his effective departure from the Group, as well as a mutual obligation of non disparagement by Mr. Belmer and the Company. Rodolphe Belmer effectively left his position on the evening of July 13, 2022. The financial terms of the termination of Mr. Belmer's mandates were decided by the Board of Directors on June 13, 2022, and July 26, 2022, on the recommendation of the Remuneration Committee, and comply with the compensation policy approved by the General Meeting of the Company on May 18, 2022, under the 21st resolution, namely:

The departure of Rodolphe Belmer can be qualified as constrained, as defined in the compensation policy, due to the complete redefinition of Atos SE's strategy resulting in a possible change in Atos' components by separating the Group's activities and thus a complete redefinition of the scope, the substance, functions and mission of the Executive Management function. In addition, the recovery plan had been presented by Mr. Belmer on the Investor Day dated June 14, 2022 after being approved by the Board of Directors, and the first steps in implementing the plan had been taken upon his departure.

Rodolphe Belmer may therefore receive a severance payment of €1.8 million corresponding to 9 months of theoretical gross monthly compensation (fixed plus target annual variable).

In agreement with Mr. Rodolphe Belmer, and taking into account the special circumstances, the amount of the severance payment was reduced compared to that approved by the General Meeting pursuant to article L.22-10-8 of the French Commercial Code. Indeed, the 2022 compensation policy provides that the maximum amount of the indemnity may amount to 200% of the theoretical gross annual compensation (fixed and target annual variable).

The payment of this severance indemnity will be subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year ending December 31, 2022 in accordance with article L.22-10-34, II of the French Commercial Code.

Non compete clause

The Board of Directors has decided to release Mr. Rodolphe Belmer from his non compete undertaking upon termination of his mandate. Consequently, no indemnity is due in this respect.

Report of the Board of Directors on the resolutions

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Nourdine BIHMANE, Deputy Chief Executive Officer then Chief Executive Officer

11th resolution

As part of the appointment of Mr. Nourdine Bihmane as Deputy Chief Executive Officer of the Company with effect from June 14, 2022, then Chief Executive Officer with effect from July 13, 2022, the Board of Directors dated June 13, 2022 and July 26, 2022, set, on a proposal from the Remuneration Committee, the terms and conditions of his compensation as of June 14, 2022 in compliance with the compensation policy of the executive corporate Officers approved by the General Meeting of Shareholders on May 18, 2022.

The Annual General Meeting held on May 18, 2022, under the 21st resolution approved the compensation policy applicable in 2022 to the Chief Executive Officer.

Meeting on June 13 and July 12, 2022, the Board of Directors applied a compensation structure to the executive corporate officers, including Mr. Nourdine Bihmane, which complied with the limits set by this policy.

With a view to set an adequate compensation adapted to the project of separation of Atos into two autonomous companies, Eviden, a leading player positioned in the high growth digital transformation, big data and cybersecurity markets, on the one hand, and Atos Tech Foundations, leader in Managed Infrastructure Services (Digital Workplace) and Professional Services, on the other hand, and to align the interests of the shareholders and those of the executive corporate officers, the Board of Directors decided: (a) removing the severance payment for the executive officers in case of forced departure (b) the pursuit of the evolution of the short term annual remuneration assessed on an annual basis, as announced as part of the 2022 compensation policy which introduced non financial criteria (representing 20% weighting), and (c) the decrease of the maximum amounts allocated to the two executive officers, as reflected in the 2023 compensation policy.

This compensation policy therefore applies to the new Chief Executive Officer, Mr. Nourdine Bihmane, as well as during the period from June 14 to July 13, 2022, during which he served as Deputy Chief Executive Officer, it being specified that his compensation remained unchanged when appointed as Chief Executive Officer.

In accordance with the recommendations of the AFEP MEDEF Code, Nourdine Bihmane resigned from his employment contract.

In euros	2022	
	Amounts allocated	Amounts paid
Fixed compensation*	494,318	494,318
Annual variable compensation	322,955	-
Fringe Benefits	13,190	13,190
Value of options granted during the year	-	-
Value of performance shares granted during the year	186,966	-
Total	1,017,429	507,508
Relative share of the variable component vs total compensation (fixed and variable)	50%	100%
	50%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a

* Including an impatriation gross allowance of € 164,773, as decided by the Board on December 15, 2022

Fixed compensation

Nourdine Bihmane's fixed remuneration was paid prorata temporis, from his appointment on June 14, 2022 as Deputy Chief Executive Officer and then as Chief Executive Officer from July 13, 2022 until December 31, 2022, i.e., € 329,545 gross for 2022.

To take into account his specific situation, the Chief Executive Officer also benefits, as of his appointment as Deputy Chief Executive Officer on June 14, 2022, in addition to his fixed compensation, a gross monthly allowance of € 25,000 to offset the increase in all of his personal expenses and family members directly linked to his impatriation in France, impatriation made mandatory because of his nomination as a corporate Officer since June 14, 2022. The overall amount paid in 2022 is € 164,773. This temporary allowance is not taken into account in the calculation of the other elements of Mr. Nourdine Bihmane's compensation presented below.

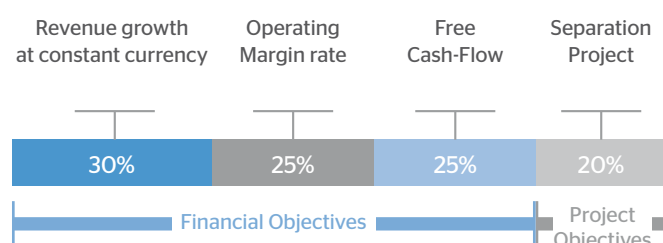
Variable compensation

Nourdine Bihmane's annual variable compensation is based on objectives, whose target is 100% of the fixed compensation (i.e. a target annual variable compensation of € 600,000), with a maximum payment limited to ~130% of the target annual variable compensation in case of outperformance (i.e. a maximum annual variable compensation of € 780,000 as of the date of taking up the position) and no minimum payment.

With regard to the variable compensation for the period from June 14 to December 31, 2022, the Board of Directors has decided, making use of the flexibility allowed by the current policy, on the recommendation of the Remuneration Committee, considering the exceptional circumstances and the latest significant developments,

Report of the Board of Directors on the resolutions

introduce a criterion in the objectives comprising the variable compensation related to the new governance structure and to the major transformation project announced on June 14, 2022. This amendment responds to strong requests from shareholders with whom the Company and its Board of Directors exchange continuously. The nature and weighting of each variable compensation indicator for the second half of 2022 for the Chief Executive Officer have thus been adjusted by the Board of Directors as follows:



The variable compensation of the Chief Executive Officer for the second half of 2022 was therefore based on the achievement of objectives:

- ▶ for 80% of the weighting, based on three financial indicators;
- ▶ for 20% of the weighting, based on a new criterion related to the new governance structure and the transformation project announced on June 14, 2022

The last criterion included four key indicators:

- ▶ a high level of collaboration within the Group's new governance;
- ▶ the improvement or at least the achievement of an equivalent retention rate for all Group employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- ▶ the achievement of some key milestones of the separation project measured at the end of 2022;
- ▶ the successful implementation of the employee engagement plan in the transformation project and the achievement of defined target for surveys reflecting this engagement

The achievement of those criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on February 28, 2023. The variable compensation of the Chief Executive Officer stood at € 322,955 for the period from June 14 to December 31, 2022, or 98% of its target variable compensation

Financial Objectives

Objectives which are set for the second semester on the basis of the Company's budget are in line with the financial guidance announced to the market on June 14, 2022 during the Investor Day on June 14, 2022.

Indicators	Second semester 2022	
	Weight	Payout*
Group Revenue Growth at constant currency	30%	> 100%
Operating Margin Rate	25%	< 100%
Group Free Cash Flow	25%	< 100%
Payout in % of the semester on-target bonus	80%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

Project Objectives

Indicators	Second semester 2022	
	Weight	Payout*
Level of collaboration	5%	Achieved
Retention rate	5%	Not Achieved
Achievement of key milestones	5%	Achieved
Employee engagement	5%	Achieved
Payout in % of the semester on-target bonus	20%	100%

* The level of performance was assessed by the Board upon the recommendation of the Remuneration Committee to determine the payout.

The payout is determined as follows:

- ▶ if only 1 objective is achieved, payout = 0%
- ▶ if 2 objectives are achieved, payout = 50%
- ▶ if 3 objectives are achieved, payout = 100%
- ▶ if 4 objectives are achieved, payout = 130%

The level of performance was assessed by the Board of Directors on the recommendation of the Remuneration Committee to determine the payout:

- ▶ a qualitative assessment by the Board of the achievement of a high level of collaboration within the Group's new governance;
- ▶ the unfavorable comparison of the equivalent retention rate for all Group employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- ▶ an objective assessment by the Board of the achievement of some key milestones of the separation project measured at the end of 2022, in particular the obtaining of key opinions from employees' representative bodies in Europe;
- ▶ an appraisal of the successful implementation of the employee engagement plan by the achievement of de-fined targets measured through Pulse surveys conducted regularly.

Report of the Board of Directors on the resolutions

Overall performance

Indicators	Second semester 2022	
	Weight	Payout*
Group Revenue Growth at constant currency	30%	>100%
Operating Margin Rate	25%	<100%
Group Free Cash Flow	25%	<100%
Project Objectives	20%	100%
Payout in % of the semester on-target bonus	100%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

The payment of the variable compensation due for the second semester is subject to a favorable vote during the Annual General Meeting approving the financial statements for 2022 in accordance with article L. 22-10-34, II of the French Commercial Code.

Multiannual equity based compensation

The Board of Directors decided, during its meeting held on June 13, 2022, and upon the recommendation of the Remuneration Committee, to allocate 19,500 performance shares in favor of the Chief Executive Officer as part of his mandate as Deputy Chief Executive Officer on June 13, 2022. The Chief Executive Officer is required to remain owner of 15% of any such acquired shares for the duration of his duties and cannot conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate as Chief Executive Officer.

This grant was decided in accordance with the approval given by the Annual General Meeting on May 18, 2022 under the 21st resolution ("Compensation policy applicable to the Chief Executive Officer"), in the context of the authorization granted by the same Annual General Meeting under the 31st resolution.

It represents 1.6% of the total number of performance shares granted in 2022 and 0.02% of the share capital on the Annual General Meeting authorization date. As a reminder, the final vesting on June 18, 2025 of all or part of the performance shares is subject to the achievement of performance conditions over a three year period as well as to a continuous tenure of the beneficiary as Company Officer, except in the event of retirement, death or disability.

The number of performance shares definitively vested for each beneficiary will depend on the "average acquisition rate" calculated according to the weighting of the performance indicators and their respective achievement levels, as shown in the table below:

Indicators	Performance	% of Vesting (curves)	
Atos share price performance	Relative stock market performance of the Atos share over the 3-year period (2022-2024) compared to the median of the stock market performance of a basket made of industry competitors	Floor: 100%	65%
		Target: 110%	100%
		Cap: 125%	130%
Internal Financial Performance Indicator n°1	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024)	Floor: bottom of the mid-term (MT) objective	30%
		Target: mid-point of the MT objective	100%
		Cap: ≥ 10% of the max MT objective	150%
Internal Financial Performance Indicator n°2	Average of the Operating Margin % over the 3-year period (2022-2024)	Floor: bottom of the mid-term (MT) objective	50%
		Target: mid-point of the MT objective	100%
		Cap: ≥ 10% of the max MT objective	130%
Internal Financial Performance Indicator n°3	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024)	Floor: bottom of the mid-term (MT) objective	50%
		Target: mid-point of the MT objective	100%
		Cap: ≥ 10% of the max MT objective	130%
External CSR criterion	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024)	Floor: 70 th percentile	50%
		Target: 85 th percentile	100%
Internal CSR Performance Indicator	% of reduction of CO ₂ emissions (in tCO ₂ e) at the end of 2024 vs. 2022 baseline (in line with the Company adjusted CO ₂ reduction plan)	Floor: -31.9%	50%
		Target: -34.1%	100% (cap)

An Average Acquisition Rate will be calculated based on the weighting assigned to each indicator, with a cap at 100% for the Chief Executive Officer.

Report of the Board of Directors on the resolutions

The Board of Directors will decide on the achievement of the performance indicators and the resulting average acquisition rate after consultation of the Remuneration Committee. The achievement rates of performance indicators and the final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2024, made available to the shareholders in connection with the Annual General Meeting.

The value of the performance shares is determined, on the grant date, pursuant to IFRS 2 standard, and recognized in the consolidated financial statements. This value corresponds to a historical value on the grant date calculated for accounting purposes. This value does not represent a current market value nor the actual value that may be received by the beneficiary upon vesting provided that the performance shares finally vest.

It is specified that on May 18, 2022, Nouridine Bihmane was granted, under his employment contract, 30,000 performance shares and free shares (on a 100% target basis) as part of the allocation plans, Plans No.1 and No.2 dated May 18, 2022 (refer to section 4.3.2 below). The average acquisition rate of Plan No.1 of performance shares is not capped at 100% as this grant was made prior to his appointment as executive corporate officers however, the general obligation of executive corporate Officers to retain 15% of the performance shares delivered to them during their mandate applies to these shares.

Fringe benefits

Nouridine Bihmane benefited from the use of a company car, if necessary, with driver, as well as the collective life, disability and health insurance schemes on the same terms as the French employees.

The employer's contribution in respect of the life and disability scheme amounts to € 1,648. The employer's contribution in respect of the healthcare plan stands at € 5,672. The benefit in kind related to the use of the Company car is assessed to € 5,869.

The Chief Executive Officer does not benefit from any supplementary pension scheme from the Company and is personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance payment

The Chief Executive Officer is not entitled to any severance payment in the event of departure.

Non compete clause

The Chief Executive Officer will be entitled to a monthly non compete indemnity for a period of eighteen months from the end of his term of office as Chief Executive Officer.

The amount of this monthly indemnity would be equal to 100% of one twelfth of his theoretical gross annual compensation (fixed plus target

variable), calculated on the basis of the last twelve months preceding the termination of his duties.

By exception, if the Chief Executive Officer exercises his right to retirement, no indemnity may be paid to him beyond the age of 65.

The Board of Directors may decide to release the Chief Executive Officer from his non compete undertaking.

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Philippe OLIVA, Deputy Chief Executive Officer

12th resolution

As part of the appointment of Mr. Philippe Oliva as Deputy Chief Executive Officer of the Company with effect from June 14, 2022, the Board of Directors dated June 13, 2022 and July 26, 2022, set, on a proposal from the Remuneration Committee, the terms and conditions of their compensation as of June 14, 2022 in compliance with the compensation policy of the executive corporate officers approved by the General Meeting of Shareholders on May 18, 2022.

The Annual General Meeting held on May 18, 2022, under the 21st resolution approved the compensation policy applicable in 2022 to the Chief Executive Officer. Meeting on June 13 and July 12, 2022, the Board of Directors applied a compensation structure to the executive corporate officers, which complied with the limits set by this policy.

With a view to set an adequate compensation adapted to the project of separation of Atos into two autonomous companies, Eviden, a leading player positioned in the high growth digital transformation, big data and cybersecurity markets, on the one hand, and Atos Tech Foundations, leader in Managed Infrastructure Services (Digital Workplace) and Professional Services, on the other hand, and to align the interests of the shareholders and those of the executive corporate officers, the Board of Directors decided (a) removing the severance payment for the executive officers in case of forced departure (b) the pursuit of the evolution of the short term annual remuneration assessed on an annual basis, as announced as part of the 2022 compensation policy which introduced non financial criteria (representing 20% weighting), and (c) the decrease of the maximum amounts allocated to the two executive officers, as reflected in the 2023 compensation policy. This compensation policy therefore applies to the Deputy Chief Executive Officer, Mr. Philippe Oliva.

In accordance with the recommendations of the AFEP MEDEF Code, Philippe Oliva resigned from his employment contract.

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In euros	2022	
	Amounts allocated	Amounts paid
Fixed compensation*	329,545	329,545
Annual variable compensation	322,955	-
Fringe Benefits	6,165	6,165
Value of options granted during the year	-	-
Value of performance shares granted during the year	186,966	-
Total	845,631	335,710
Relative share of the variable component vs total compensation (fixed and variable)	40%	100%
	60%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a

Fixed compensation

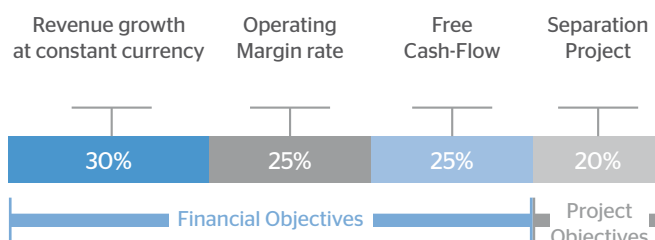
Philippe Oliva's fixed remuneration was paid prorata temporis, from his appointment on June 14, 2022 as Deputy Chief Executive Officer until December 31, 2022, i.e., € 329,545 gross for 2022.

Variable compensation

Philippe Oliva's variable compensation is based on objectives, whose target is 100% of the fixed compensation (i.e. a target annual variable compensation of € 600,000), with a maximum payment limited to 130% of the target annual variable compensation in case of outperformance (i.e. a maximum annual variable compensation of €780,000 as of the date of taking up the position) and no minimum payment.

With regard to the variable compensation for the period of the second semester of 2022, the Board of Directors has decided, making use of the flexibility allowed by the current policy, on the recommendation of the Remuneration Committee, considering the exceptional circumstances and the latest significant developments, introduce a criterion in the objectives comprising the variable compensation related to the new governance structure and to the major transformation project announced on June 14, 2022. This amendment responds to strong requests from shareholders with whom the Company and its Board of Directors exchange continuously.

The nature and weighting of each variable compensation indicator for the period from June 14 to December 31, 2022 for the Deputy Chief Executive Officer have thus been adjusted by the Board of Directors as follows:



The variable compensation of the Deputy Chief Executive Officer for the second half of 2022 was therefore based on the achievement of objectives:

- ▶ for 80% of the weighting, based on three financial indicators;
- ▶ for 20% of the weighting, based on a new criterion related to the new governance structure and the transformation project announced on June 14, 2022

The last criterion included four key indicators:

- ▶ a high level of collaboration within the Group's new governance;
- ▶ the improvement or at least the achievement of an equivalent retention rate for all Group employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- ▶ the achievement of some key milestones of the separation project measured at the end of 2022;
- ▶ the successful implementation of the employee engagement plan in the transformation project and the achievement of defined target for surveys reflecting this engagement

The achievement of those criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on February 28, 2023. The variable compensation of the Chief Executive Officer stood at € 322,955 for the period from June 14 to December 31, 2022, or 98% of its target variable compensation.

Financial Objectives

Objectives which are set for the second semester on the basis of the Company's budget are in line with the financial guidance announced to the market on June 14, 2022 during the Investor Day on June 14, 2022.

Indicators	Second semester 2022	
Financial objectives	Weight	Payout*
Group Revenue Growth at constant currency	30%	> 100%
Operating Margin Rate	25%	< 100%
Group Free Cash Flow	25%	< 100%
Payout in % of the semester on-target bonus	80%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

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Objectifs projet

Indicators	Second semester 2022	
	Weight	Payout*
Level of collaboration	5%	Achieved
Retention rate	5%	Not Achieved
Achievement of key milestones	5%	Achieved
Employee engagement	5%	Achieved
Payout in % of the semester on-target bonus	20%	100%

* The level of performance was assessed by the Board upon the recommendation of the Remuneration Committee to determine the payout.

The payout is determined as follows:

- ▶ if only 1 objective is achieved, payout = 0%
- ▶ if 2 objectives are achieved, payout = 50%
- ▶ if 3 objectives are achieved, payout = 100%
- ▶ if 4 objectives are achieved, payout = 130%

The level of performance was assessed by the Board of Directors on the recommendation of the Remuneration Committee to determine the payout:

- ▶ a qualitative assessment by the Board of the achievement of a high level of collaboration within the Group's new governance;
- ▶ the unfavorable comparison of the equivalent retention rate for all Group employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- ▶ an objective assessment by the Board of the achievement of some key milestones of the separation project measured at the end of 2022, in particular the obtaining of key opinions from employees' representative bodies in Europe;
- ▶ an appraisal of the successful implementation of the employee engagement plan by the achievement of defined targets measured through Pulse surveys conducted regularly.

Performance globale

Indicators	Second semester 2022	
	Weight	Payout*
Group Revenue Growth at constant currency	30%	> 100%
Operating Margin Rate	25%	< 100%
Group Free Cash Flow	25%	< 100%
Project Objectives	20%	100%
Payout in % of the semester on-target bonus	100%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

The payment of the variable compensation due for the second semester is subject to a favorable vote during the Annual General Meeting approving the financial statements for 2022 in accordance with article L. 22-10-34, II of the French Commercial Code.

Multiannual equity based compensation

The Board of Directors decided, during its meeting held on June 13, 2022, and upon the recommendation of the Remuneration Committee, to allocate 19,500 performance shares in favor of the Deputy Chief Executive Officer as part of his mandate as Deputy Chief Executive Officer on June 13, 2022. The Deputy Chief Executive Officer is required to remain owner of 15% of any such acquired shares for the duration of his duties and cannot conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate as Deputy Chief Executive Officer.

This grant was decided in accordance with the approval given by the Annual General Meeting on May 18, 2022 under the 21st resolution ("Compensation policy applicable to the Chief Executive Officer"), in the context of the authorization granted by the same Annual General Meeting under the 31st resolution.

It represents 1.6% of the total number of performance shares granted in 2022 and 0.02% of the share capital on the Annual General Meeting authorization date. As a reminder, the final vesting on June 18, 2025 of all or part of the performance shares is subject to the achievement of performance conditions over a three year period as well as to a continuous tenure of the beneficiary as Company Officer, except in the event of retirement, death or disability.

The number of performance shares definitively vested for each beneficiary will depend on the "average acquisition rate" calculated according to the weighting of the performance indicators and their respective achievement levels, as shown in the table below:

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Indicators	Performance	% of Vesting (curves)	
Atos share price performance Relative total shareholder return, with dividend reinvestment (20%)	Relative stock market performance of the Atos share over the 3-year period (2022-2024) compared to the median of the stock market performance of a basket made of industry competitors	Floor: 100%	65%
		Target: 110%	100%
		Cap: 125%	130%
Internal Financial Performance Indicator n°1 ER Organic Growth (20%)	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024)	Floor: bottom of the mid-term (MT) objective	30%
		Target: mid-point of the MT objective	100%
		Cap: ≥ 10% of the max MT objective	150%
Internal Financial Performance Indicator n°2 Operating margin (20%)	Average of the Operating Margin % over the 3-year period (2022-2024)	Floor: bottom of the mid-term (MT) objective	50%
		Target: mid-point of the MT objective	100%
		Cap: ≥ 10% of the max MT objective	130%
Internal Financial Performance Indicator n°3 Cumulated Free Cash Flow (20%)	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024)	Floor: bottom of the mid-term (MT) objective	50%
		Target: mid-point of the MT objective	100%
		Cap: ≥ 10% of the max MT objective	130%
External CSR criterion DJSI (World or Europe) (10%)	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024)	Floor: 70 th percentile	50%
		Target: 85 th percentile	100%
Internal CSR Performance Indicator Reduction of CO ₂ emissions (10%)	% of reduction of CO ₂ emissions (in tCO ₂ e) at the end of 2024 vs. 2022 baseline (in line with the Company adjusted CO ₂ reduction plan)	Floor: -31.9%	50%
		Target: -34.1%	100% (cap)

An Average Acquisition Rate will be calculated based on the weighting assigned to each indicator, with a cap at 100% for the Deputy Chief Executive Officer.

The Board of Directors will decide on the achievement of the performance indicators and the resulting average acquisition rate after consultation of the Remuneration Committee. The achievement rates of performance indicators and the final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2024, made available to the shareholders in connection with the Annual General Meeting.

The value of the performance shares is determined, on the grant date, pursuant to IFRS 2 standard, and recognized in the consolidated financial statements. This value corresponds to a historical value on the grant date calculated for accounting purposes. This value does not represent a current market value nor the actual value that may be received by the beneficiary upon vesting provided that the performance shares finally vest.

It is specified that on May 18, 2022, Philippe Oliva was granted, under his employment contract, 30,000 performance shares and free shares (on a 100% target basis) as part of the allocation plans, Plans No.1 and No.2 dated May 18, 2022 (refer to section 4.3.2 below). The average acquisition rate of Plan No.1 of performance shares is not capped at 100% as this grant was made prior to his appointment as executive corporate officers however, the general obligation of executive corporate Officers to retain 15% of the performance shares delivered to them during their mandate applies to these shares.

Fringe benefits

Philippe Oliva benefited from the use of a company car, if necessary, with driver, as well as the collective life, disability and health insurance schemes on the same terms as the French employees.

The employer's contribution in respect of the life and disability scheme amounts to € 1,648. The employer's contribution in respect of the healthcare plan stands at €1,648. The benefit in kind related to the use of the Company car is assessed to € 2,868.

The Deputy Chief Executive Officer does not benefit from any supplementary pension scheme from the Company and is personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance payment

The Deputy Chief Executive Officer is not entitled to any severance payment in the event of departure.

Non compete clause

The Deputy Chief Executive Officer will be entitled to a monthly non compete indemnity for a period of eighteen months from the end of his term of office as Dep Chief Executive Officer.

The amount of this monthly indemnity would be equal to 100% of one twelfth of his theoretical gross annual compensation (fixed plus target variable), calculated on the basis of the last twelve months preceding the termination of his duties.

By exception, if the Deputy Chief Executive Officer exercises his right to retirement, no indemnity may be paid to him beyond the age of 65.

The Board of Directors may decide to release the Deputy Chief Executive Officer from his non compete undertaking.

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5 Approval of the compensation policy of company officers as from the year 2023

In the scope of the 14th, 15th, 16th and 17th resolutions, you are asked, in accordance with article L. 22-10-8 II of the French Commercial Code, to approve, with respect to each category of company officers, the compensation policy applicable to them, as decided by the Board of Director on recommendation of the Remuneration Committee. These policies are entirely submitted in section 4.3.1 of the 2022 Universal Registration Document, which form an integral part of the Corporate Governance report, and are synthetically submitted below.

Approval of the compensation policy applicable to Directors

14th resolution

In the scope of the 14th resolution, you are requested to approve the compensation policy applicable to the Directors (cf. sections 4.3.1.1 and 4.3.1.2 of the 2022 Universal Registration Document).

General principles of the compensation policy applicable to Directors

In accordance with the resolution voted by the shareholders at the Annual General Meeting held on April 30, 2019, the annual envelope of Directors' compensation was set at €800,000 for the members of the Board of Directors for financial year 2019 and for subsequent financial years until further decision of the General Meeting. The rules for allocating Directors' compensation are set by the Board of Directors, based on a proposal from the Remuneration Committee. The allocation rules for the Directors' compensation are based on the following principles:

- ▶ for the Board of Directors:
 - a fixed annual compensation of €20,000 per Director, as well as a variable compensation of €2,500 per meeting attended by the Director;
 - the lead independent Director, in the event that the Board of Directors decides to appoint one among its members, receives an additional fixed compensation of €20,000 per year;
- ▶ for the Committees, the compensation depends on the attendance to the meetings:
 - €3,000 per meeting attended by the Chair of the Audit Committee;
 - €2,000 per meeting attended by the Chairs of the other committees,
 - for other members of the committees, €1,000 per meeting attended by each member;

- ▶ The Board may decide that successive meetings held on the same day shall be equivalent to one meeting for the calculation of Directors' compensation;
- ▶ For the purpose of calculating the Directors' compensation, the Board may consider the existence of a single meeting, in the event that several meetings held on different days but within a short period of time are related;
- ▶ The written resolutions are not remunerated;
- ▶ The Employee Director(s) do(es) not receive any compensation for this mandate;
- ▶ Directors are reimbursed of expenses incurred as part of their mandate, in particular, travel and accommodation.

The Directors' compensation policy as applicable in 2021 was renewed in 2022 at the Annual General Meeting held on May 18, 2022. During its Board meeting held on December 15, 2022, the Board of Directors decided:

- ▶ To maintain the global amount of €800,000 for the envelope. This yearly envelope is tacitly renewed as per the resolution approved at the 2019 Annual General Meeting;
- ▶ That the allocation rules will continue to apply to the members of the Board of Directors;
- ▶ To renew for 2023 the rules of allocation for the members of the Board of Directors used in 2022, this remuneration benefiting to Employee Directors starting 2023.

Approval of the compensation policy applicable to the Chairman of the Board of Directors

15th resolution

In the scope of the 15th resolution, you are requested to approve the compensation policy applicable to the Chairman of the Board of Directors (cf. sections 4.3.1.1 and 4.3.1.3 of the 2022 Universal Registration Document).

General principles of the compensation policy applicable to the Chairman of the Board of Directors

Mr. Bertrand Meunier was appointed Chairman of the Board of Directors with effect as of November 1, 2019, following the Board's decision to separate the offices of Chairman of the Board and Chief Executive Officer.

The term of office of the Chairman of the Board is two years and expired at the Annual General Meeting held in 2021 to decide on the 2020 financial statements. The Board of Directors, on the recommendation of the Nomination and Governance Committee, decided to propose to this General Meeting the renewal of Bertrand Meunier's term of

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office as Director. The shareholders General Meeting on May 12, 2021 decided pursuant to the 5th resolution to approve the renewal of his term of office for three years.

The mandate of the Chairman of the Board of Directors may be terminated at any moment by the Board of Directors.

Bertrand Meunier is not bound by any employment agreement with the Company or any other group Company.

The Board of Directors met on December 15, 2022, and on the recommendations of the Remuneration Committee, decided to propose to renew the compensation policy for the non-executive Chairman of the Board of Directors in effect since 2020, as approved during the Annual General Meetings held on June 16, 2020, on May 12, 2021 and on May 18, 2022. This policy takes into account the additional missions, which the Board of Directors has entrusted to the Chairman of the Board of Directors under its Internal rules after having obtained the opinion of an ad hoc Committee of the Board of Directors.

The objective of the compensation policy for the Chairman of the Board of Directors is to offer a transparent, competitive and motivating global compensation consistent with market practices. To preserve the independence of his judgment on the action of the Executive Management of the Company, the compensation of the Chairman of the Board of Directors does not include any variable component depending on long- and short-term performance.

After examination of similar mandates, the Board of Directors took the following into account to set the structure and the amount of the Chairman's compensation:

- ▶ the absence of a pre-existing executive corporate officer mandate;
- ▶ the specific missions entrusted to the Chairman of the Board in addition to his legal missions.

After reviewing this compensation structure for the Chairman of the Board in December 2022, the Board of Directors, on the recommendation of the Remuneration Committee, decided to keep it identical in 2023. The Board of Directors praised the particularly important commitment of its Chairman during the year 2022, in particular given the current events of the Company.

In accordance with the objectives of the compensation policy, the following principles were adopted by the Board of Directors on the recommendation of its Committee in charge of remuneration:

What we do

- A single fixed annual compensation based on the comparable market practices
- Provision of a secretariat and an office
- Reimbursement of expenses incurred in connection with his missions

What we do not do

- No additional Director's compensation
- No exceptional compensation
- No severance payment, i.e. indemnities or rights due or likely to be due as a result of the termination or change in function of company executive officers
- No commitment corresponding to indemnities in return for a non-competition clause
- No attendance fees for functions and mandates held in Group companies
- No additional pension scheme beyond the basic and supplementary mandatory schemes.

Approval of the compensation policy applicable to the Chief Executive

16th resolution

In the scope of the 16th resolution, you are requested to approve the compensation policy applicable to the Chief Executive Officer (cf. sections 4.31.1 and 4.31.4 of the 2022 Universal Registration Document).

General principles of the compensation policy applicable to the Chief Executive Officer

The Board of Directors, meeting on June 13, 2022, appointed Nouridine Bihmane and Philippe Oliva as Deputy Chief Executive Officers who assumed their duties on June 14, 2022.

The Board of Directors, meeting on July 12, 2022, on the recommendation of the Nomination and Governance Committee, has decided, to reappoint Philippe Oliva as Deputy Chief Executive Officer on the one hand, and to appoint Nouridine Bihmane as Chief Executive Officer as of July 13, 2022 following the resignation of the former Chief Executive Officer, on the other hand.

The Chief Executive Officer and the Deputy Chief Executive Officer may be removed from office at any time by the Board of Directors. Nouridine Bihmane and Philippe Oliva are not bound by any employment contract with the Company or any other company of the Group as of their appointment effective June 14, 2022, following their resignation from their employment contracts.

The compensation policy for the executive officers for 2023 aims to support the implementation of the defined strategy, and in particular with regard to the deployment of the business transformation plan and separation of those ones into two autonomous groups, to align the executive officers long term interests with those of the shareholders, by:

- ▶ offering a transparent, competitive and motivating global compensation consistent with market practices and the Company's economic and financial condition,
- ▶ establishing a close link between performance and short-term and long-term compensation,

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- ▶ including short-term and long-term variable compensation CSR criteria that directly participate in the Company's social and environmental strategy,
- ▶ retaining and involving employees in the long-term performance of the company,
- ▶ linking part of their compensation with the completion of the separation project presented at the Investor Day on June 14, 2022.

The global compensation structure is thus designed according to a "pay-for-performance" approach, focusing on the variable part over annual and multiannual terms.

The global compensation structure is thus designed according to a "pay for performance" approach, focusing on the variable part over annual and multiannual terms.

The new target for the total compensation which has been revised and compare to the one of the previous Chief Executive Officer reflects the anticipated consequences of the separation project and the respective future sizes of the Atos Tech Foundations and Eviden companies.

The Board of Directors relied on studies in particular taking into consideration practices of within companies of comparable size.

In accordance with the objectives of the compensation policy, the following principles were adopted by the Board of Directors upon the recommendation of the Remuneration Committee:

What we do

- Preponderance of the variable components subject to performance in the short and long term
- Nature and weighting of performance criteria according to strategic priorities
- Precise, simple, and measurable objectives in line with the Company's communications to the market
- No variable compensation when the minimum achievement thresholds by criteria are not reached
- Cap on variable compensation in the event of outperformance
- Balance between cash and equity-based compensation
- Participation of executives and digital key talents in Long-Term Incentive plans benefiting company executive officers
- Rule regarding the holding of a portion of Atos shares for the whole duration of the mandate, defined for each grant of equity-based compensation
- Prohibition to conclude any financial hedging transaction on the equity instruments granted, throughout the tenure
- Potential non-compete indemnity and, potential taking up indemnity

What we do not do

- No severance payment, i.e. indemnities or rights due or likely to be due as a result of the termination or change in function of company executive officers.
- No supplementary compensation related to mandates or functions held in Group subsidiaries
- No pension benefits on top of the mandatory basic and complementary pension schemes
- No combination of a company office and an employment contract

Thus, the global compensation of the Executive Officers mainly consists of a compensation in cash, with a fixed part and a variable part, a multi-year variable equity-based compensation and fringe benefits.

To set the on-target global compensation structure and the level of its components, the recommendations of the Remuneration Committee are based on market positioning studies for similar functions and also take into account the Group's main competitors' practices in France and abroad as well as the internal practices applicable to senior executives and managers. Market positioning studies are carried out by international firms specializing in executive compensation.

Fixed compensation:

The objective of fixed compensation is to recognize the importance and complexity of the duties as well as the experience and the career path of the Chief Executive Officer and the Deputy Chief Executive Officer.

Variable compensation:

The objective of annual variable compensation is conditional and aims to encourage the Chief Executive Officer and the Deputy Chief Executive Officer to reach the annual performance objectives set by the Board of Directors in close connection with the Group's ambitions as regularly disclosed to the shareholders.

It is based on predefined readable and demanding operational performance criteria, quantitative and financial, and on non financial quantitative or qualitative (as applicable) within predefined limits, the qualitative part not exceeding 20% of the annual variable compensation in any event.

The target level is set as a percentage of fixed compensation. In order to monitor the Company's performance more closely and establish a proactive way to support its ambition and its strategy, the selection and the weighting of the performance criteria may be reviewed each year as part of the annual compensation policy's review and approval.

For 2023, the objectives related to each of the selected performance criteria and the resulting review are set by the Board of Directors on an annual basis. Thus, the annual objectives are based on the annual budget approved by the Board of Directors.

For each performance indicator, the Board of Directors sets:

- ▶ a target objective, in line with the budget, the achievement of which results in a 100% achievement rate, entitling to the on-target variable compensation linked to this indicator;
- ▶ a floor which defines the threshold below which no variable compensation in relation to this indicator is due;
- ▶ a cap which defines the threshold above which the variable compensation in relation to this indicator is capped, set at 130% of the on-target amount in the case of outperformance with a cap that can be raised to 160% for the objective of external revenue growth, but which cannot lead to exceeding the cap of 130% of the target amount of total annual variable compensation. This difference takes into account that the outperformance of revenue growth is likely to lead to outperformance of other Group financial indicators;

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► an elasticity curve accelerating the amount of the variable compensation due upwards and downwards to get on track towards achieving the Group's mid-term target.

The underlying objectives are determined by the Board of Directors in order to ensure a successful achievement of the financial objectives announced to the market.

The extra financial targets that would be set on a qualitative basis correspond to areas where a basis of comparison is not available to measure progress in the context of the separation of Atos into two autonomous groups⁵ they are predefined by the Board of Directors in an objective manner such that measurement of its achievement is undisputable.

In addition, the Board of Directors may exercise its discretion in determining the Chief Executive Officer's short-term variable compensation in the event of special circumstances that might justify an upward or downward adjustment of one or more of the objectives or criteria making up his or her compensation, so as to ensure that the results of the application of the criteria described above reflect both the Chief Executive Officer's performance and that of the Group. This adjustment would be made to the Chief Executive Officer's variable annual compensation by the Board of Directors on the recommendation of the Remuneration Committee, subject to the ceiling of 130% of the variable annual target compensation applicable in the event of outperformance. It would be reported in detail by the Board of Directors to the shareholders.

Pursuant to article L. 22-10-34 of the French Commercial Code, the payment of the variable compensation to the Chief Executive Officer and the Deputy Chief Executive Officer due for the year is subject to the vote of the Annual General Meeting approving the financial statements for the previous year.

Multiannual equity-based compensation:

Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly Atos' first managerial lines and experts, including the executive officers.

The total equity-based compensation of the Chief Executive Officer is limited to, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to the sum of 100% of the gross fixed annual compensation and 100% of the target annual variable compensation calculated in accordance with the terms described above (excluding any outperformance).

The equity-based compensation takes the form of performance share plans and/or stock-option plans. The instruments used do not guarantee minimum allocation or minimum gain to beneficiaries.

The vesting of shares under performance share plans is fully subject to the achievement of performance conditions, which must be fulfilled over a period of at least three years, based on key success factors of the Group's strategy through clear and measurable criteria.

The vesting of equity instruments (shares or stock options) is subject to a continuous tenure of the beneficiary as Company Officer until the definitive vesting date, except in the event of death, disability

or retirement. In the event of retirement, the acquisition of equity instruments remains subject to the achievement of performance conditions.

Should separation in two groups happen in 2023 after grant date, the Eviden participants will be removed from the Atos plan and introduced into a new Eviden plan. In the event of a reduction in the Group's scope as part of the ongoing separation project leading to the impossibility of measuring the performance of the criteria determined at the beginning of the plan, a reduction in the amount of shares allocated to the executive officers could be decided by the Board of Directors to take into account the decrease of the performance period.

Holding obligation:

In the context of each grant decision, the Board of Directors sets the percentage of acquired equity instruments that Company executive officer must retain up to the end of their respective mandates as executive Company Officer. This percentage may not be lower than 15% of the grant. The Board also sets a general rule for the holding of Atos' SE shares applicable to the executive officers of 15% of the shares awarded to them since the beginning of their mandate, aside from the specific rules usually set at the time of each award.

Financial hedging instruments:

At the time of each award, the executive officers are asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award throughout his mandate, and to undertake to abide by it. The financial transactions in question are, in particular, forward sales, short sales, the purchase of put options or the sale of call options.

Conditional Incentive compensation linked to the completion of the separation project:

In case of special circumstances justifying it, characterised by their importance for the Company, the involvement they require and the difficulties they present, the Board of Directors may decide on the award of an incentive compensation to the executive officers if it is conditional on the achievement of performance objectives and duly justified, and limited to 100% of the annual fixed compensation. The Board of Directors of Atos considered, as part of the compensation policy applicable in 2023, that the project to separate the historical activities of Atos (Tech Foundations) on the one hand, and its Digital, Big Data and Cybersecurity activities on the other, is a major development justifying the implementation of an incentive compensation because of its importance for the Company and the involvement they require of the two executive officers. This unprecedented project represents a significant personal investment on the part of the executives, beyond the usual responsibilities of general management, as well on all teams of the Group that they must engage and motivate in order to allocate into two sub dedicated groups having approximately 6 billion revenue estimated for 2022 and 53,000 employees for the Tech Foundations Group, on the one hand, and 5.3 billion revenue estimated for 2022 and 58,000 employees for the Eviden Group, on the other. After conducting in the second half of 2022 the detailed analysis necessary for the implementation of the new corporate roadmap, and completing the stages of the social dialogue in early 2023, the executive officers

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manage with the Deputy Director of the Group and more than 500 employees mobilized across the Group, the project of separation in 2023 consisting in securing the realization of more than 60 divisions of subsidiaries in thirty countries, based on a schedule spread mainly during the second quarter of 2023. The responsibility of the executive officers is to ensure commercial continuity through the commitment of account managers and procurement from customers and suppliers, as well as enabling transformations at all levels under good conditions (impacts in particular for contracts, real estate, IT and payroll systems, planned recruitment). This incentive compensation represents an incentive and retention tool for the two executive officers.

The Board of Directors therefore decided to implement an conditional incentive compensation. The Chief Executive Officer and the Deputy Chief Executive Officer would each receive an incentive compensation in the event of successful separation completion of the Group, following the announcement during the Investor Day June 14, 2022 for a maximum between 100% and 80% of the gross fixed annual compensation, depending on whether the project is completed between July 2023 and December 2023.

In addition to the completion of the aforementioned project, this incentive compensation is also conditional to a performance objective that measures the employee engagement level, by means of questions dedicated to the verification of the correct understanding and the commitment to the separation project, based on a survey called "Pulse" to secure the implementation of the separation project. These surveys are regularly initiated following the video conferences open to all employees of the Group to inform them of the progress and mobilize them on the separation project. The achievement of this employee engagement target is subject to a payout curve with a target of 100%, without compensation for the outperformance. The achievement rate thus calculated will apply to the maximum quantum of this incentive compensation between € 600,000 and € 480,000 remuneration, that it cannot exceed, as shown in the above mentioned linear prorata temporis calculation. The Board of Directors will assess the fulfilment of the conditions and the rate of achievement. In addition, the amount would be paid, up to 80% in cash and 20% in shares of the Company. The calculation of the equivalent value of the amount due in shares will be based on the arithmetic average of the opening price of the share during the 20 trading days following the date of separation of the Group. This portion of the compensation awarded in shares is intended to encourage executive officers to maximize the creation of value for the shareholders of the Company.

In accordance with article L.22-10-34, II, paragraph 2 of the French Commercial Code, the payment of this incentive compensation to the Chief Executive Officer and the Deputy Chief Executive Officer is subject to approval by the Annual General Meeting called to decide on the financial statements for the year ended 2023.

Fringe benefits:

The Chief Executive Officer and the Deputy Chief Executive Officer benefit from the use of a company car with driver for the Chief Executive Officer. In addition, company executive officers benefit from the collective life, disability and health insurance schemes applicable in the Company on the same terms as the employees.

Non compete indemnity

The executive officers may receive a non compete indemnity in exchange for complying with an obligation for a period of eighteen months from the end of their term of office as Chief Executive Officer for Nouridine Bihmane or Deputy Chief Executive Officer for Philippe Oliva, not to hold, directly or indirectly, any position as an employee, executive or corporate officer, in any form whatsoever, or any consulting activity on behalf of companies operating in the sector of digital services and products related to information processing and the engineering and security of computer systems, including any related study or research and development activity. In consideration for this commitment given with regards to France, Germany, the United Kingdom and the United States of America, the executive officers would receive a monthly indemnity equal to ~ 100% of one twelfth of their theoretical gross annual compensation (fixed plus target variable), calculated on the basis of the last twelve months preceding the termination of their duties, and paid monthly for the duration of the non competition undertaking on the Company's usual salary payment date. If the Chief Executive Officer or the Deputy Chief Executive Officer exercise their right to retirement, no indemnity can be paid to them beyond the age of 65. The Board of Directors may decide to release the Chief Executive Officer or the Deputy Chief Executive Officer from their non competition.

This non compete indemnity may only be paid after approval by the General Meeting in accordance with article L.22-10-34, II, paragraph 2 of the French Commercial Code.

In any event, the sum of the overall indemnities may not exceed a maximum amount equal to twice the theoretical gross annual compensation (fixed plus target variable) applicable on the date of termination of the office.

Other compensation elements:

The executive officers do not receive any remuneration or benefits from Atos SE or other Group companies in relation to their mandate. They do not benefit from any supplementary pension scheme. They are personally responsible for building up a pension supplement beyond the compulsory basic and complementary schemes.

Mr. Bihmane and Mr. Oliva are not bound by any employment contract. The Board of Directors has decided that Mr. Bihmane and Mr. Oliva would not receive any severance pay.

Approval of the compensation policy applicable to the Deputy Chief Executive Officer

17th resolution

In the scope of the 17th resolution, you are requested to approve the compensation policy applicable to the Deputy Chief Executive Officer (cf. sections 4.3.1.1 and 4.3.1.4 of the 2022 Universal Registration Document).

Report of the Board of Directors on the resolutions

General principles of the compensation policy applicable to the Deputy Chief Executive Officer

The compensation policy presented above applies to the Deputy Chief Executive Officer, Mr. Philippe Oliva being specified the following elements:

- ▶ his variable compensation will be calculated prorata to the time spent in Atos if the separation in two independent groups is made before the end of 2023;
- ▶ should separation in two independent groups happen in 2023, Mr. Oliva may be removed from the Atos plan and introduced into a new Eviden plan;
- ▶ his transfer to Eviden on the separation date into two independent groups may not entitle him to the benefit of the Atos non compete clause.

In the context of the separation project, a new compensation policy specific to Eviden would apply as from the end of Mr. Philippe Oliva's term as Deputy Chief Executive Officer of Atos, corresponding to the date of the separation into two autonomous groups..

or other in the context of external growth operations;

- ▶ and 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 20th resolution of this General Meeting.

This authorization shall not be used during tender offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company.

The maximum purchase price shall not exceed €120 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be €1,331,418,480 on the basis of the share capital as of December 31, 2022.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the 2022 Annual General Meeting.

6 Resolutions regarding the purchase and cancellation of company shares

Authorization to be granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company

18th resolution

We request that you renew, for a duration of eighteen (18) months, in favor of the Board of Directors, the authorization to purchase shares of the Company within the context of the implementation of a share buyback program.

These purchases could be carried out in particular:

- ▶ to ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit sharing plans, (ii) the share purchase option regime, (iii) the free share award regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- ▶ to keep them and subsequently use them in payment or exchange

Report of the Board of Directors on the resolutions

Extraordinary items

Authorization to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares

19th resolution

We request you to renew the authorization granted to the Board of Directors, for a duration of twenty-six (26) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 2021 Annual General Meeting

7 Resolutions allowing for the implementation of employee share ownership and long-term incentive plans

Delegation of authority to grant to the Board of Directors to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan

20th resolution

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other equity securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued ordinary shares or other equity securities of the Company, reserved to the actual or former employees and executive officers of the Company or affiliated companies adhering to a Company saving plan (or any other qualifying plan pursuant to the legal and regulatory provisions).

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2.5% of the share capital on the day of this Annual General Meeting, it being specified that the

amount will be deducted on the amount of the global cap provided for in paragraph 2 of the 23rd resolution of the 2022 Annual General Meeting and is set without taking into account the nominal amount of the shares or other capital securities to potentially issue in order to maintain the rights of the holders to securities or of the holders of other rights giving access to the capital of the Company, Company stock options or free allotment of Company's shares.

The delegation would end up the previous delegation approved by the 2022 Annual General Meeting.

This delegation entails cancellation of the shareholders' preferential subscription right to shares and other equity securities and securities giving access the share capital, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to.

It is specified that the Board of Directors could set the subscription price of the securities issued by virtue of this delegation and that it will be determined under the conditions set out in article L.3332-19 of the Labor Code, it being specified that the maximum discount cannot exceed 25% of the average of the quoted share price of Atos SE on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the day of the decision setting the opening date for the subscription period.

It is also specified that the Board of Directors, pursuant to article L.3332-21 of the Labor Code, may provide for the attribution of free shares or other securities giving access to the share capital by way of contribution of the Company, or as applicable of the discount, subject to the consideration that their pecuniary countervalue, evaluated at the subscription price, does not have for effect to exceed the limits established by law or regulations.

It is specified that given the announcement at the Capital Markets Day on 14 June, 2022 of the plan to separate the Group into two independent listed companies, the employee share ownership plan planned for 2022 has been abandoned. In the second half of 2021, the Atos Group implemented a vast employee shareholding plan on the basis of the delegation granted by the 2021 Annual General Meeting, involving employees in 40 countries and which has led to a share capital increase in October 2021. This plan offered to employees to purchase Atos SE shares and benefit from a 25% discount on the reference share price. An incentive contribution from the employer applied up to two (2) free share for the same amount of subscribed share to any eligible employee, as well as a "loyalty" share as a contribution in the case of subscribers to the 2021 share plan subscribing as from 2021 to two consecutive share plans implemented by the Company.

The Board of Directors of the Company would like a 2023 employee shareholding program for the employees of the Atos Group to be implemented after the completion of the project of separation of the Group. This program would be implemented on the basis of the delegation granted by the present resolution.

Report of the Board of Directors on the resolutions

Delegation of authority to grant to the Board of Directors to increase the Company's share capital by issuing shares reserved for certain categories of persons with the removal of preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans

21st resolution

In the scope of the 21st resolution, it is proposed to delegate authority, in favor of the Board of Directors, with faculty of subdelegation within the conditions set by law, to issue shares (preference shares excluded) and/or of securities giving immediately or mid-term access to the share capital of the Company or of other companies, without preferential subscription rights, in favor of:

- (i) employees and corporate officers of the Company's affiliated companies in conditions under article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labor Code and having its registered office outside France; and/or
- (ii) of Alternative Investment Funds (FIA) or Undertakings for the Collective Investment in Transferable Securities (OPCVM) or other entities, having or not legal personality, of shareholding invested in shares of the Company whose holder of shares or shareholder will be people abovementioned in paragraph (i); and/or
- (iii) any banking institution or its subsidiary of such institution, acting upon the Company's request to implement a shareholding scheme or employee saving plan (with or without a component dedicated to shareholding in the Company) in favor of people abovementioned under (i).

This resolution aims to structure in favor of the Group's employees an offer of shares or to let them benefit from alternative shareholding plans to the ones set in the 20th resolution. It is intended to let employees located in countries where it is not wished, or possible, due to local constraints (regulatory or other) to roll out a secured offering of shares by the mean of a company mutual fund (FCPE), to benefit from employee shareholding or saving plans equivalent or similar in terms of economic benefits applicable to other employees of Atos Group.

The nominal amount of the share capital increase which could be performed pursuant to this resolution would be limited to 0.2% of the share capital on the day of this Annual General Meeting. This amount should be applied to the global cap set in paragraph 2 of the 23rd resolution of the 2022 Annual General Meeting. The nominal amount of the shares to be issued will possibly be added to these

caps, in order to preserve the rights of holders of securities giving access to share capital or other rights giving access to share capital, pursuant to the legal and regulatory provisions and, if applicable, contractual provisions allowing other adjustments.

The subscription price should be determined by the Board of Directors by reference of the price of Atos SE share price on the regulated market of Euronext Paris, or of the average of the share prices over the twenty trading sessions preceding the day of the decision of the Board of Directors setting the opening date for the subscription period (the price shall be determined in the same conditions set under the articles L. 3332-18 et seq. of the French Labor Code), the maximum discount may not exceed 25%. Your Board of Directors could reduce or suppress this discount, if appropriate, in particular to consider legal, accounting, tax and social regimes which are applicable in the beneficiary's country of residence. Special provisions for the setting of the price are also provided for beneficiaries located in United Kingdom.

This delegation would be granted for a period of eighteen (18) months and would supersede the unused portion, if any, of any previous authorization of the same nature.

Authorization given to the Board of Directors to freely grant shares to the employees and executive officers of the Company and/or its affiliated companies

22nd resolution

Incentivize and retain key employees

In reaction to the increase in competitiveness to retain talent and the more challenging environment, the Board of Directors decided to renew in 2023 the implementation of a second performance share plan as a tool to incentivize and address retention needs. The Board of Directors, on the recommendation of the Remuneration Committee, continues to include the members of the Executive Committee (except the Company's executive officers) in the second performance share plan, up to 50% of the value of their grant, in order to re-engage and motivate them on the medium-term performance of Atos. In case of separation from the Atos group after the grant of the plan, an Eviden share plan with conditions linked to Eviden performance would be set up after the separation from the Atos group as a replacement for the beneficiaries joining Eviden.

Report of the Board of Directors on the resolutions

Context of the authorization request

It is proposed that you authorize the Board of Directors to freely grant shares to employees or officers of the Company and/or its affiliates under the conditions set out below.

Atos is committed to involving its employees in the company's long-term performance and financial results, including through long-term incentive plans. In particular, compensation must be designed to promote the Company's performance and competitiveness, to ensure its growth and the creation of sustainable value for its shareholders, employees and all its stakeholders. Therefore, the Company associates the executive managers and key digital talents to the long-term incentive plans from which the executive directors benefit, if necessary by differentiating the level of requirement between the Executive Officers, the members of the Executive Committee, and the other key talents benefiting from these instruments. In addition, Atos France has signed a special profit-sharing agreement with the representative trade unions, which is still in force.

For the year 2023, after consultation with the Remuneration Committee, the Board of Directors is considering a strategy consisting of two long-term incentive plans with separate categories of eligible beneficiaries and each serving specific purposes. This would introduce greater flexibility into the long-term incentive policy for the Group's employees, while aligning the interests of the Executive Officers and the Group Executive Committee with those of the shareholders. In this way, the Company is responding to the competitive developments of the last two years in the area of incentives and retention of key employees and associates in the industry in which the Group operates.

Specifically, the 2023 free allocation of shares, scheduled in the second half of 2023, subject to the approval of this Shareholders' Meeting, would be governed by the following two plan structures:

- (i) A first performance share plan applicable only to the Company's executive officers (for the totality of their allocation) and to the other members of the Executive Committee (for 50% of their allocation) - hereafter "Plan n°1".**
- (ii) A second plan to grant freely shares, subject to performance or not, applicable to the members of the Executive Committee (for 50% of their allocation), except the Company's executive officers, as well as to Atos' executive managers and key digital talents (for 100% of their allocation) - hereafter "Plan n°2".**

It is specified that in the event that the proposed demerger of the Group is carried out before the implementation of Plans No. 1 and No. 2 by the Board, then the corporate officers and employees of the Eviden scope would be removed from the list of eligible beneficiaries and introduced into a new plan set up by Eviden.

Specific conditions of the authorization

1. Nature of the authorization

It is proposed that you authorize your Board of Directors, for a period of thirty-eight (38) months, to grant freely, on one or more occasions, shares, whether or not for performance, to employees or officers of the Company and/or its affiliates. The resolution submitted to your meeting specifies, moreover, that any authorization of the same nature, i.e. that granted at the 2022 Annual General Meeting, is cancelled as from the present Annual General Meeting to the extent of the unused portion.

2. Authorization limit

The maximum number of shares that may be granted under Plans No. 1 and No. 2 pursuant to the proposed delegation may not exceed 2.5% of the share capital on the date of this Annual General Meeting. This overall issuance ceiling has been increased compared to the one authorised by the 2022 Annual General Meeting (i.e. 1.5%) in order to anticipate, as far as possible, the impact of the proposed distribution by the Company to all its shareholders of approximately 70% of the shares comprising Eviden's share capital on the Company's share price and thus maintain the incentive nature of the overall value of the shares allocated to each beneficiary of the said plans. In this case, the usual adjustments would apply to preserve the rights of holders of rights giving access to the capital, as well as in the context of the other previous plans still in force at the date of distribution. In the absence of a customary adjustment mechanism, the shareholders would be consulted.

3. Sub-ceiling for grants to the Company's executive officers

Within the envelope referred to in point 2 above, the total number of shares granted to the Company's executive officers under the proposed authorization may not represent more than 0.50% of the share capital as of the date of this Annual General Meeting. This sub-ceiling has also been increased from that authorised by the 2021 Annual General Meeting (i.e., 0.11%) for the same reasons as mentioned in point 2 above and in the same proportions. In addition, if this option is exercised, the Board of Directors will set a rule that a portion of the allocation is to be retained by the executive directors until the end of their term of office.

4. Vesting period

► Plan n°1

The allocation of shares to their beneficiaries will become final at the end of a three (3) year vesting period. No holding period will apply.

Report of the Board of Directors on the resolutions

► Plan n°2

The allocation of shares to their beneficiaries will become final for the first tranche (representing 1/3 of the allocation) at the end of a two (2) year vesting period and for the second tranche (representing 2/3 of the allocation) at the end of a three (3) year vesting period. No holding period will apply.

5. Performance conditions

► Plan n°1

The definitive acquisition of all or part of the performance shares over a period of three years will be subject to the achievement of:

- three internal financial performance indicators including (i) revenue organic growth, (ii) operating margin, and (iii) cumulative free cash flow, each weighted at 25%;
- two internal performance indicators linked to the company's ESG (Environment, Social and Governance) responsibility and Human Capital, each weighted at 12.5%.

Internal Financial Performance Criteria:

The final vesting of all or part of the performance shares over a period of three years will be subject to the achievement of objectives set by the Board of Directors in line with the annual financial objectives communicated by the Company in the framework of Atos' current strategic plan and budget.

Internal non-financial performance criteria:

The first internal indicator related to Social and Environmental Responsibility would be based on the training rate for all Atos Group employees on the Atos Code of Ethics, on the Atos Cyber and Security Awareness and on the Atos Environmental Management System.

The second internal indicator linked to Human Capital would be based on indicators monitored by the Human Resources department, namely "Improving (a) the Atos retention rate (6.25%) and (b) the employee satisfaction rate based on regular surveys (6.25%)" measured over a period of three years, which could start, as applicable, from the separation of the Group.

An elasticity curve relating to each performance indicator depending on its level of achievement at the end of the three year period would allow the percentage of the final allocation of performance shares to vary upwards or downwards. As an exception, no upward variation in the event of outperformance may be applied to the non financial criteria relating to ESG and Human Capital.

Outperformance is possible up to 130% of the total grant. The Company's executive officers however do not receive shares for outperformance, keeping the total ceiling of the grant at 100%.

Indicators	Performance	Objective	% of vesting (curves)
Group performance 1 External Revenue Organic growth (25%)	Average of the External Revenue Organic growth rates over the 3-year period (2023 - 2025)	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ +10% of the max MT	30% 100% 150%
Group performance 2 Operating margin (%) (25%)	Average of the Operating Margin % over the 3-year period (2023 - 2025)	Floor: bottom of the MT objective Target: mid-point of the MT objective Cap: ≥ +10% of the max MT objective	50% 100% 130%
Group performance 3 Cumulated Free Cash Flow (25%)	Cumulated amount of FCF at the end of the 3-year period (end of 2025)	Floor: bottom of the MT objective Target: mid-point of the MT objective Cap: ≥ +10% of the max MT objective	50% 100% 130%
ESG (12.5%)	Achieve a minimum of 90% training rate for all Atos group employees on Atos Code of Ethics, Atos Cybersecurity, Atos Safety Awareness and Atos Environmental Management System (2023-2025)	Floor: 90% Target: 98%	50% 100% (cap)
Human Capital (12.5%)	Improve (a) the retention rate for Atos (6.25%) and (b) the employee satisfaction rate based on regular surveys (2024-2025) (6.25%)	(a) Floor: 81% Target: 84% (b) Floor: 81% Target: 84%	50% 100% (cap) 50% 100% (cap)

An average vesting rate will be calculated based on the weighting assigned to each indicator. With regards to the executive corporate officers, overall performance is capped at 100%.

Report of the Board of Directors on the resolutions

At the time of the decision to grant the shares, the Board of Directors will set the percentage (at least 15%) of shares acquired that the Company's executive officers must keep until the end of his term of office. The Company's executive officers will be asked to take note of the prohibition imposed by the Company on entering into any financial hedging transactions in respect of the shares that are the subject of the grant throughout his term of office, and to undertake to comply with this prohibition.

► Plan n°2

The final vesting of the first tranche of Plan No. 2, representing 1/3 of the total allocation, will not be subject to the achievement of any performance conditions.

The final vesting of the second tranche of Plan No. 2, representing 2/3 of the total allocation, at the end of a three-year period will be subject to the achievement of the performance conditions identical to those of the Plan n°1 as above. For this second tranche, an average vesting rate will be calculated based on the weighting assigned to each indicator, without any outperformance, i.e., the overall performance being capped at 100%. The final number of shares acquired may in no case exceed the number initially granted.

6. Presence condition and adjustment

For Plan n°1 and Plan n°2, the final vesting of the shares will be subject to the presence of the beneficiary within the Atos Group during the whole vesting period applicable according to the plan or the tranche concerned, except in case of retirement and death.

If the separation into two independent groups were to occur in 2023 after the grant date, Mr. Philippe OLIVA as well as the other beneficiaries joining Eviden could be removed from the Atos 2023 performance share plan and introduced in a new Eviden plan subject to Eviden performance conditions replacing the Atos performance conditions.

The Board of Directors may, upon recommendation of the Remuneration Committee and if appropriate, modify the above performance conditions, should particular and unforeseeable circumstances arise that justify it. However, the performance conditions would remain demanding and in line with the Group's objectives, and the other elements (presence condition, vesting period and retention rule) would remain applicable. In any event, the adjustment made will be within the limit set for the multi-year variable compensation in shares. In the event that the reduction in the scope of the Atos Group in the context of the current separation project would make it impossible to measure the performance of the criteria set at the beginning of the plan over the initially planned period, the Board of Directors may decide to reduce the number of shares allocated to executive directors to reflect the reduction in the performance period.

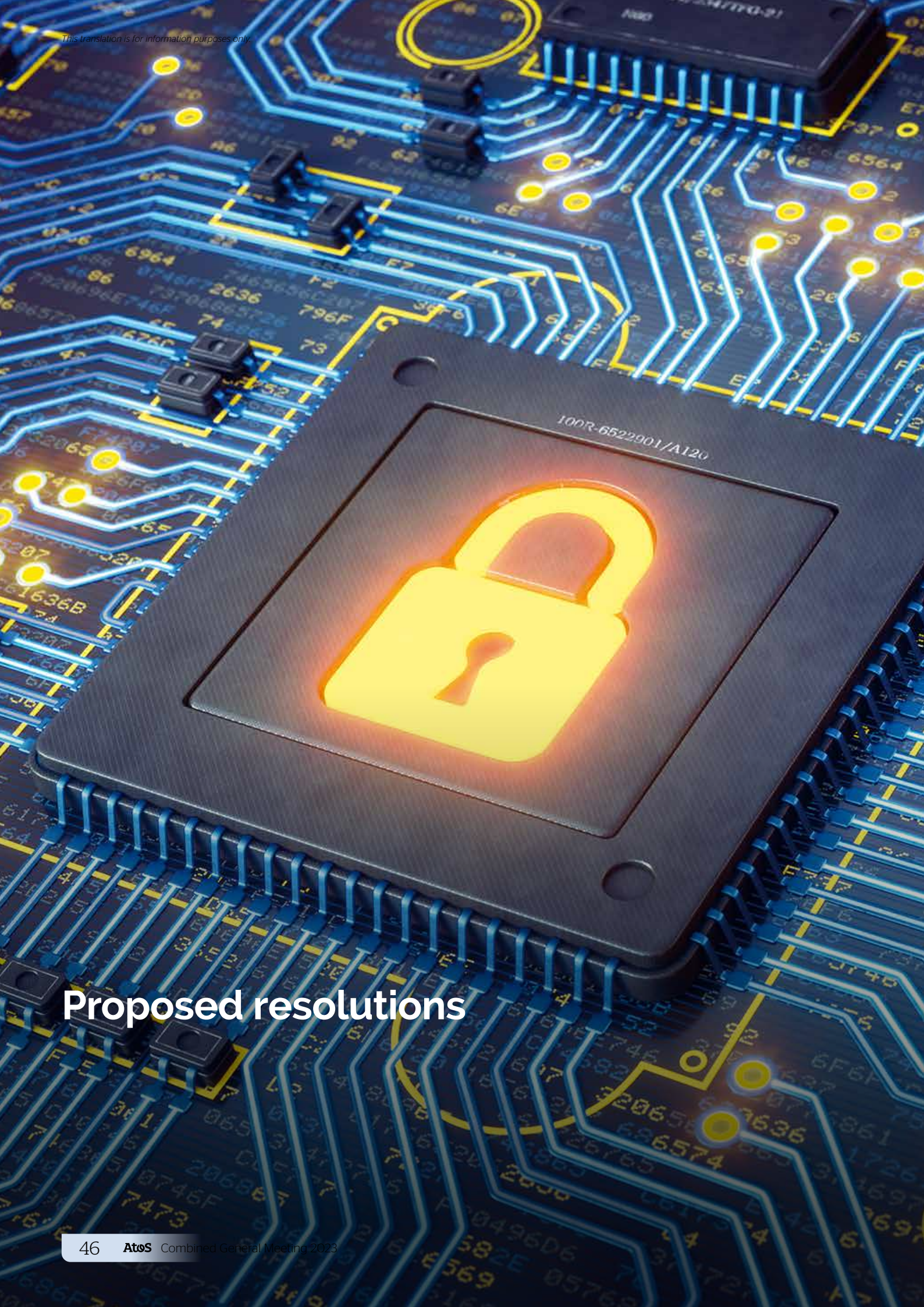
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Resolutions regarding the proxy to carry out formalities

Powers

23rd resolution

It is proposed to grant all powers to the holder of an original, copy or excerpt from the minutes of this Meeting to make any submissions, publications, declarations and formalities which may be necessary.



Proposed resolutions

Proposed resolutions

Ordinary items

First resolution

Approval of the Company financial statements for the financial year ending December 31, 2022

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the Company's financial statements for the 2022 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2022, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Pursuant to article 223 quater of the French General Tax Code, the General Meeting approves the non-deductible expenses and charges for tax purposes, referred to in article 39(4) of the said Code, which amount to €9,903.48 for the financial year 2022; it should be noted that there was no tax paid in respect of these expenses and charges.

Second resolution

Approval of the consolidated financial statements for the financial year ending December 31, 2022

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements for the 2022 financial year, approved, as presented, the consolidated

financial statements for the year ending December 31, 2022, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Third resolution

Allocation of the net income for the financial year ending December 31, 2022

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors, notes that the financial year ending December 31, 2022 shows a loss of €700,677,092.56.

The General Meeting decides to allocate this entire loss to the "Retained earnings" account, which will be decreased from €4,064,629,093.33 to €3,363,952,000.77, and to allocate the entire sums recorded in the Retained earnings account (including the prior Retained earnings after the allocation of the loss for the financial year ended on December 31, 2022) to the Other reserves account, which would thus amount to €3,363 952,000.77.

Following these allocations, the amount of the Company's equity would amount to €5,116,204,789.94.

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2022 financial year:

Proposed resolutions

Financial year	Number of remunerated shares ⁽¹⁾	Dividend per share (in €)	Total (in €)
2021	N/A ⁽²⁾	N/A ⁽²⁾	N/A ⁽²⁾
2020	109,214,290	0.90 ⁽³⁾	98,292,861.00
2019	N/A ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾

1) Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

2) At its meeting on February 28, 2022, the Company's Board of Directors decided not to propose the payment of a dividend in view of the losses for the year 2021.

3) The dividend was eligible to a 40 percent tax deduction.

4) In 2020, considering the Covid-19 crisis, the Company intended to act responsibly and spread the efforts requested across all its stakeholders. As a result, the Board of Directors decided on April 21, 2020, to withdraw its proposal to pay a dividend and therefore the related option to receive the dividend in shares at the Annual General Meeting held on June 16, 2020.

Fourth resolution

Ratification of the appointment of a Director: Ms. Caroline RUELLAN

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to ratify the appointment, made on a provisional basis by the Board of Directors at its meeting of July 26, 2022, of Ms. Caroline RUELLAN, as Director of the Company, to replace Mr. Cedrik NEIKE, who resigned, for the remainder of her predecessor's term of office, i.e. until the end of the General Meeting called to approve the financial statements for the fiscal year ending in 2022.

Fifth resolution

Ratification of the appointment of a Director: Mr. Jean-Pierre MUSTIER

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to ratify the appointment, made on a provisional basis by the Board of Directors at its meeting of May 16, 2023, of Mr. Jean-Pierre MUSTIER, as Director of the Company, to replace Mr. Rodolphe BELMER, who resigned, for the remainder of his predecessor's term of office, i.e. until the end of the General Meeting called to approve the financial statements for the fiscal year ending in 2024.

Sixth resolution

Renewal of Ms. Caroline RUELLAN's term of office as Director

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Caroline RUELLAN will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her term of office for a period of three (3) years that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2025.

Seventh resolution

Appointment of Mr. Laurent COLLET-BILLON as Director

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to appoint Mr. Laurent COLLET-BILLON as a member of the Board of Directors of the Company, for a period of three (3) years. Consequently, his term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2025.

Eighth resolution

Approval of the special report of the auditors regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and the special report of the auditors regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French Commercial Code, approves this report both as a whole and in respect of a new agreement whose signature was authorized by the Board of Directors during the past financial year.

Proposed resolutions

Ninth resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2022 to Mr. Bertrand MEUNIER, Chairman of the Board of Directors, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and mentioned in the 2022 Universal Registration Document, Section 4.3.

Tenth resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Rodolphe BELMER, Chief Executive Officer up to July 13, 2022

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2022 or awarded for the same financial year to Mr. Rodolphe BELMER, Chief Executive Officer up to July 13, 2022, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2022 Universal Registration Document, in Section 4.3.

Eleventh resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Nourdine BIHMANE, Deputy Chief Executive Officer from June 14, 2022, then Chief Executive Officer from July 13, 2022

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2022 or awarded for the same financial year to Mr. Nourdine BIHMANE, Deputy Chief Executive Officer from June 14, 2022, then Chief Executive Officer from July 13, 2022, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2022 Universal Registration Document, in Section 4.3.

Twelfth resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2022 or awarded for the same financial year to Mr. Philippe OLIVA, Deputy Chief Executive Officer from June 14, 2022

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2022 or awarded for the same financial year to Mr. Philippe OLIVA, Deputy Chief Executive Officer from June 14, 2022, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2022 Universal Registration Document, in Section 4.3.

Proposed resolutions

Thirteenth resolution

Approval of the information relating to the compensation of the company officers referred to in article L. 22-10-9 I of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to article L. 22-10-34 I of the French Commercial Code, the information referred to in article L. 22-10-9 I of the abovementioned Code which is included in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2022 Universal Registration Document, in Section 4.3.

Fourteenth resolution

Approval of the compensation policy applicable to Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to Directors, as set out in the 2022 Universal Registration Document, in Section 4.3.

Fifteenth resolution

Approval of the compensation policy applicable to the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors, as set out in the 2022 Universal Registration Document, in Section 4.3.

Sixteenth resolution

Approval of the compensation policy applicable to the Chief Executive Officer)

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as set out in the 2022 Universal Registration Document, in Section 4.3.

Seventeenth resolution

Approval of the compensation policy applicable to the Deputy Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Deputy Chief Executive Officer, as set out in the 2022 Universal Registration Document, in Section 4.3.

Eighteenth resolution

Authorization to be granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of articles L. 22-10-62 et seq. and articles L. 225-210 et seq. of the French Commercial Code, articles 241-1 et seq. of the General Regulation of the French Financial Market Authority ("AMF"), Regulation (EU) no 596/2014 of the European Parliament and Council of April 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8, 2016 of the European Commission and the market practices admitted by AMF, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase Company's shares in the context of the implementation of a share buyback program.

Proposed resolutions

These purchases could be carried out:

- ▶ to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the market practice accepted by the AMF;
- ▶ 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. 22-10-56 et seq. and L. 225-177 et seq. of the French Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 et seq. of the French 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;
- ▶ to remit the shares acquired upon the exercise of the 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; or
- ▶ to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- ▶ 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 19th resolution of this meeting below.

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

This authorization is also intended to allow the Company to trade in own shares for any other purpose in compliance with applicable regulation or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares bought back minus the number of shares resold during the period of the authorization.

Acquisitions, sales and 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 repurchase 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 to the Company's capital 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 shall not exceed €120 per share (excluding fees).

The Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation or any other transaction on equity, so as to take account of the impact of such transactions on the value of the shares.

The maximum amount of the funds assigned to the buy-back program shall thus be €1,331,418,480 as calculated on the basis of the share capital as at December 31, 2022, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

Proposed resolutions

The General Meeting also grants full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired (including under previous share buyback program authorizations) to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and cancels with effect from this day any unused portion of any previous authorization having the same purpose.

Extraordinary items

Nineteenth resolution

Authorization to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L. 22-10-62 of the French Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorization is given for a duration of twenty-six (26) months, starting from the day of this General Meeting and cancels any as yet unused part of any previous delegation of authority, with immediate effect, for the unused part, the authorization granted for the same purpose.

Proposed resolutions

Twentieth resolution

Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company with the removal of the preferential subscription rights in favor of members of a Company saving plan

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and ruling pursuant to articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and article L. 3332-18 et seq. of the French Labor code:

1. delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/or abroad of ordinary shares or securities that immediately or in future give access through any means, to ordinary shares existing or to be issued, reserved to the members of a company or group savings plan (or any other qualifying plan pursuant to the legal and regulatory provisions) of the Company or affiliated companies under the meaning of article L. 225-180 of the French Commercial code and article L. 3344-1 of the French Labor code;
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2.5% of the share capital on the day of this General Meeting, it being specified that this amount shall be deducted from the amount of the aggregate cap provided for in paragraph 2 of the 23rd resolution of the May, 18, 2022 General Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual provisions that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to

this resolution, as well as to the ordinary shares which the securities issued on the basis of this delegation may provide entitlement to;

4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors or its proxy and will be determined by reference to an average of Atos SE share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of decision setting the opening date of the subscription period, under the conditions laid down in article L. 3332-19 of the French Labor Code, it being specified that the maximum discount may not exceed 25% of this average price;
5. decides that pursuant to article L. 3332-21 of the French Labor Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as a substitution for all or in part of the discount referred to in paragraph 4 above, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;
6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or assimilated plan) as provided for by article L. 3332-24 of the French Labor Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution, shall be deducted, up to the nominal amount of the shares thus transferred, from the amount referred to in paragraph 2 above;
7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
8. grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
 - to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds (FCPE),

Proposed resolutions

- ▶ to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
 - ▶ to set the procedures for participation in these issuances,
 - ▶ to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
 - ▶ to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,
 - ▶ at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase, and;
 - ▶ in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the Articles of Association of the Company, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights.
9. decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months starting from the date of this General Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object.

Twenty-first resolution

Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company by issuing shares reserved for certain categories of persons with the removal of preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and ruling pursuant to articles L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions set by law, its authority to decide to increase the share capital, without preferential subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, by issuing shares (excluding preference shares) and/or securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code giving immediate or future access to the Company's shares, the subscription of which may be carried out either in cash or by the set-off of receivables, reserved for the following category of beneficiaries: (i) employees and corporate officers of companies related to the Company under the terms of article L. 225-180 of the French Commercial Code and article L. 3341-1 of the French Labor Code and having their registered offices outside of France; (ii) Alternative Investment Funds (AIF) or UCITS or other entities, with or without legal personality, with shareholding structures invested in the Company's securities whose unit holders or shareholders are persons mentioned in (i); (iii) any banking institution or subsidiary of such an institution acting at the Company's request to set up a shareholding or savings plan (whether or not including a shareholding component in Company securities) for the benefit of the persons mentioned in (i), insofar as the subscription made by the authorized persons mentioned in (ii) and (iii) hereabove would be necessary or desirable to allow to employees or executive officers mentioned in (i) hereabove to benefit from employees shareholding or saving plans equivalent or similar in terms of economic benefits applicable to other employees of Atos Group; it being specified that this resolution may be used to implement leveraged formulas;

Proposed resolutions

2. resolves to set the following limits on the amounts of the authorized capital increases if the Board of Directors uses this delegation of authority:
 - ▶ the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at 0.2% of the share capital on the date of this General Meeting, or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling provided for in paragraph 2 of the 23rd resolution of the May 18, 2022, Annual General Meeting;
 - ▶ to this ceiling shall be added, where applicable, the nominal amount of the shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the capital or other rights giving access to the capital;
3. decides to cancel the shareholders' preferential subscription right to the shares in favor of the aforementioned category of beneficiaries;
4. decides that the issue price of the new shares or securities giving access to the share capital shall be determined by the Board of Directors in relation to the Company's share price on the regulated market of Euronext Paris on the day of the decision setting the opening date of the subscription period for the beneficiaries indicated above, or on any other date set by this decision, or in relation to an average of the Company's share price on the regulated market of Euronext Paris over the twenty trading days preceding the selected date (notably, price being possibly determined in the same conditions as those laid down in articles L. 3332-18 et seq. of the French Labor Code), and may include a maximum discount of 25%. This discount may be adjusted downward at the discretion of the Board of Directors, in particular to take into account the legal, accounting, tax and social security regimes applicable locally. Alternatively, the issue price of the new shares shall be equal to the issue price of the shares issued in connection with the capital increase that would be carried out for the benefit of the members of a company savings plan pursuant to the 20th resolution of this Meeting; for the specific purposes of an offer made to beneficiaries referred to in (ii) of paragraph 1 residing in the United Kingdom within the framework of a Share Incentive Plan, the Board of Directors may also decide that the subscription price of the new shares or securities giving access to the Company's shares to be issued under this plan shall be equal to the lower of (i) the share price or average share price on the regulated market of Euronext Paris at the beginning of the reference period used to determine the subscription price under this plan and (ii) the market price or average market price at the end of the period, with the reference dates and periods determined in accordance with applicable local regulations. This price shall be set without any discount to the price used;
5. resolves that the Board of Directors, with the option of sub-delegation under the conditions set by law, shall have full powers to implement this delegation, and in particular to:
 - ▶ determine the conditions that the beneficiaries of the capital increases must meet, notably the seniority conditions;
 - ▶ determine the number, date and subscription price of the shares and securities giving access to the capital to be issued pursuant to this resolution, as well as the other terms and conditions of the issue, including the date from which the shares issued pursuant to this resolution will be entitled to dividends, even retroactively;
 - ▶ provide for the possibility of suspending the exercise of the rights attached to the shares or securities giving access to the share capital in accordance with the legal and regulatory provisions;
 - ▶ determine the list of beneficiaries within the aforementioned category and the number of shares to be issued to each of them as well as, where applicable, the list of employees and corporate officers who are beneficiaries of the savings and/or shareholding schemes concerned;
 - ▶ set the terms and conditions according to which the Company will have the option to purchase or exchange on the stock market, at any time or during specified periods, the securities giving access to the capital with a view to cancelling them or not, taking into account the provisions of the law;
 - ▶ determine and make any adjustments to take into account the impact of transactions on the Company's share capital or shareholders' equity, in particular in the event of a change in the nominal value of the share, a capital increase by capitalization of reserves, profits or premiums, a free allocation of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or any other assets, capital redemption, or any other transaction affecting the capital or shareholders' equity (including

Proposed resolutions

in the event of a public offer and/or change of control), and set any other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments);

- ▶ at its sole initiative, charge the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
- ▶ record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
- ▶ in general, enter into any and all agreements, in particular in order to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this resolution and for the exercise of the rights attached thereto;

6. resolves that the delegation of authority granted to the Board of Directors by this resolution shall be granted for a period of eighteen (18) months as from the date of this General Meeting and cancels, as the case may be, with effect from this day any unused portion of any prior delegation with the same object.

Twenty-second resolution

Authorization to be granted to the Board of Directors to grant free shares to the employees and executive officers of the Company and/or its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L. 22-10-59 et seq. and L. 225-197-1 et seq. of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 2.5% of the share capital as on the date of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made in accordance with legal and regulatory provisions applicable or, as the case may be, any contractual provisions providing for other

cases of adjustment, to preserve the potential rights of the holders of securities or other rights giving access to the share capital. Within the aforementioned maximum amount, the total number of shares granted to the Company executive officers in accordance with this authorization shall not represent more than 0.50% of the share capital on the date of this General Meeting.

The beneficiaries of the grants authorized under this resolution must be employees or executive officers of the Company and/or of companies or economic interest groups linked with it under the meaning of article L. 225-197-2 of the French Commercial Code, in France or outside of France, as determined by the Board of Directors in accordance with articles L. 22-10-59 et seq. and L. 225-197-1 et seq. of the French Commercial Code. The vesting of shares at the end of the vesting period shall be subject or not to performance conditions set by the Board of Directors. As an exception, the vesting of shares granted to the Company executive officers will mandatorily be subject to the performance conditions.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as two (2) years as from the date of their grant by the Board of Directors. As an exception, the minimum vesting period applicable to the shares granted to the Company executive officers is set at three (3) years.

As far as the Company executive officers are concerned, the Board of Directors shall be able, under terms and conditions set by law, either to impose inalienability clauses on vested free shares until the term of the beneficiary's mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

The General Meeting gives all powers to the Board of Directors to set a vesting period longer than the period mentioned above and/or a holding period.

In case of disability of the beneficiary falling within the second or third categories of article L. 341-4 of the French Social Security Code or equivalent abroad, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable.

In case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable.

The General Meeting notes that this authorization automatically implies that the shareholders waive their preferential subscription rights in favor of the beneficiaries of the shares to be issued pursuant to this resolution.

The General Meeting notes that in case new free shares are granted, this authorization will entail progressively as these shares vest, share capital increase through incorporation of reserves, benefits or premiums in favour of the beneficiaries of these shares and an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares to be issued by virtue of this authorization.

The General Meeting delegates all powers to the Board of Directors with the possibility of sub delegation within the conditions prescribed by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions here above specified, in order notably to:

- ▶ determine the category(ies) of beneficiaries of the grant(s) and determine the identity of the beneficiaries;
- ▶ determine the vesting period and, if applicable, the holding period, and, as the case may be, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification;
- ▶ determine the conditions and performance criteria for the grant(s);
- ▶ decide on the amount of the grant(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights;
- ▶ proceed, as the case may be, during the vesting period, to the adjustments of the number of free shares granted as necessary to preserve the rights of the beneficiaries depending on potential operations on the share capital or equity of the Company, it being specified that the shares granted pursuant to these adjustments shall be deemed to have been granted on the same day as the shares initially granted;
- ▶ set off, as applicable, in case of issuance of new shares, on reserves, benefits, or premiums, the amounts required for the full payment of these shares;
- ▶ on its own decision, after each increase, to attribute the costs of the capital increase to the relating premiums and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;

- ▶ more generally, to take all measures to perform the capital increase within the conditions set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to acknowledge the capital increase(s) resulting from every issuance carried out by using this authorization, correspondingly, to amend the Articles of Association of the Company, to request the listing on the regulated market of Euronext Paris of all securities issued by virtue of this authorization and to ensure the financial service for the shares in question and the exercise of the associated rights.

The General Meeting decides that this authorization shall be valid for a term of thirty-eight (38) months starting from this General Meeting; and officially notes the fact that his delegation cancels with effect from this day any unused portion, if any, of any previous delegation having the same purpose.

Twenty-third resolution

Powers

The General Meeting, grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.

Additional information on candidates to the Board of Directors



Caroline RUELLAN*

Biography - Professional Experience

CEO and founder of SONJ Conseil

Caroline Ruellan has over twenty-five years of experience in corporate law and corporate governance. She began her career as a lecturer at the University of Picardie Jules Verne and then at the École des Mines de Paris, where she taught business law for more than fifteen years. She then joined the AIG Group, the world leader in financial risk insurance, from 2007 to 2013, as Head of Claims for Europe before being appointed Head of Innovation and Institutional Relations.

Caroline Ruellan is the CEO and founder of SONJ Conseil, an independent consulting firm that assists French and international companies in matters of power, governance, shareholder relations and activism.

She also closely follows the development of many companies in Europe as well as the implementation of their governance. Indeed, since 2016, she has been chairing and running the Cercle des Administrateurs. She is also an independent director of ADAM (Association for the Defense of Minority Shareholders), a member of the of the Retail Investors Consultative Commission of the French Financial Markets Authority (AMF), and a member of the Supervisory Board of Ardian France since 2019.

Caroline Ruellan holds a PhD in private law and an LL.M. from Harvard Law School.

Directorships and positions

Other directorship and positions as at today

Within the Atos Group

► None

Outside the Atos Group

France:

- CEO of SONJ Conseil
- Member of the supervisory board of Ardian France
- Chair of the Cercle des Administrateurs
- Independent director of ADAM
- Director of the Institut Aspen France

Abroad:

► None

Other positions held during the last five years

Within the Atos Group

► None

Outside the Atos Group

► None

Director

Professional Address :

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares :

1500

Date of birth:

August 13, 1967

Nationality :

French

Date of first appointment :

July 26, 2022, to replace Cedrik NEIKE, and which will be submitted to the next ordinary general meeting for ratification

Term expires on :

AGM ruling on the 2022 financial statement

Board attendance rate in 2022:

100%

* Independent Director

Additional information on candidates to the Board of Directors



Jean-Pierre MUSTIER*

Biography - Professional Experience

Business Leader

Jean-Pierre MUSTIER is a business leader and former Banker. He has more than 37 years of experience in the banking sector. He has held various positions in Europe, the United States and Asia, including as CEO of the European banking group UniCredit (from 2016 to 2021), which he successfully turned around and transformed, after heading its corporate and investment bank (from 2011-2015). Since 2021, he has been Executive Director and Co-CEO of the European company Pegasus Special Purpose Acquisition Company (SPAC), which is due to be liquidated at the end of July 2023. During his career, Mr. Mustier has served on the board of directors of numerous financial institutions, banks, traditional and alternative investment management companies and clearing houses. He was President of the European Banking Federation (2019-2021) and led numerous transactions in the financial sector, including the merger of Pioneer, UniCredit's asset management entity, with Amundi, and the divestitures of Fineco, UniCredit's online bank, and Yapi Kredi. Prior to his appointment as CEO of UniCredit, Mr. Mustier was a partner at Tikehau Capital, where he was involved in the development of the London platform, as well as the alternative investment strategy. Jean-Pierre Mustier began his career at Société Générale as a derivatives trader and then held various positions before becoming Global Head of Corporate and Investment Banking.

Jean-Pierre Mustier is a graduate of the Ecole Polytechnique and the Ecole Nationale Supérieure des Mines de Paris. He is a Chevalier in the French Ordre national du Mérite (National Order of Merit).

Directorships and positions

Other directorship and positions as at today

Within the Atos Group

▶ None

Outside the Atos Group

France:

▶ None

Abroad:

▶ Pegasus Acquisition Company Europe B.V. (Netherlands)

▶ Board Member Tam Sarl (personal holding in Luxembourg)

▶ Trustees of FEPT and WECT (trusts controlling French lycées in London)

Other positions held during the last five years

Within the Atos Group

▶ None

Outside the Atos Group

▶ CEO and board member Unicredit S.p.A. (Italy)

▶ Chairman of the European Banking Federation (Brussels)

Director

Number of shares :

0

Date of birth:

January 18, 1961

Nationality :

French

Date of first appointment :

May 16, 2023, to replace Rodolphe BELMER, and which will be submitted to the 2023 ordinary general meeting for ratification

Term expires on :

AGM ruling on the 2024 financial statements

* Independent Director

Additional information on candidates to the Board of Directors



New candidate for the position of Director

Number of shares :

0

Date of birth:

July 1, 1950

Nationality :

French

Laurent COLLET-BILLON*

Biography - Professional Experience

Engineer General of Armaments and former French Defense Ministry's General Delegate for Armament (DGA)

Laurent Collet-Billon is a French military servant having reached the highest-ranking military status of an *Ingénieur général de l'armement de classe exceptionnelle*, and a former Delegate General for Armaments, i.e., former head of the French Defense Ministry's *Direction Générale de l'Armement* (from 2008 to 2017). In this capacity, he was responsible for the equipment of the French armed forces, defense research and development, international cooperation and defense exports, and defense industrial policy. He began his career at the DGA in 1974 and remained there until 1987, when he became technical advisor to the Minister of Defense. Upon his return to the DGA in 1988, Mr. Collet-Billon led the "Horus" program (airborne nuclear deterrence component), then the surveillance and intelligence satellite programs, before holding positions of responsibility in the fields of space, land systems, electronics and defense information systems. Then, from 1997 to 2001, he headed the DGA's Telecommunications and Information Observation Programs Department (SPOTI), which is responsible for the Ministry of Defense's C4ISR programs, aimed at connecting all digital resources for the interoperability of the armed forces. In May 2001, he became deputy to the Delegate General for Armaments, i.e. number two at the DGA. He was advisor to the Chairman and CEO of Alcatel-Lucent from 2006 to 2008. He was a member of the board of directors of Thales from 2014 to 2017. He is now active in consulting, notably through *La Place Stratégique*, an incubator dedicated to promising sovereign technology businesses, which he co-founded in 2020.

Laurent Collet-Billon is a graduate engineer from the *Ecole Nationale Supérieure de l'Aéronautique et de l'Espace*. He is a *Grand Officier* of the French *Légion d'honneur* and an *Officier* of the French *Ordre national du Mérite* (National Order of Merit). He is a former auditor of the *Centre des Hautes Etudes de l'Armement* (CHEAr).

Directorships and positions

Other directorship and positions as at today

Within the Atos Group

▶ None

Outside the Atos Group

France:

- ▶ Member of the Board of Directors of Europlasma SA **
- ▶ Member of the Board of Directors of Forges de Tarbes
- ▶ Member of the Board of Directors of EURENCO (formerly SNPE Société nationale des poudres et explosifs)
- ▶ Co-Chairman of La Place Stratégique
- ▶ Operational Adviser at ACP Capital Partners
- ▶ Senior Adviser at Euro Advocacy
- ▶ Senior adviser at Weinberg Capital Partners, Eiréné Fund
- ▶ Member of the security Committee at Inetum
- ▶ Chief Executive Officer of LCB Conseil SAS

Abroad:

▶ None

Other positions held during the last five years

Within the Atos Group

▶ None

Outside the Atos Group

▶ None

* Independent Director

** Listed Company

Overview of current financial authorizations

With regard to the resolutions passed by the Annual Shareholders' Meeting of May 12, 2021 and May 18, 2022, the authorizations to intervene on the share capital and to issue shares and other securities currently in force granted by the Shareholders' Meeting to the Board of Directors are as follows, as of December 31, 2022.

Authorization	Authorization amount (value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
AGM May 18, 2022 22nd resolution Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	0	100%	11/18/2023 (18 months)
AGM May 12, 2021 17th resolution Share capital decrease	10% of the share capital adjusted as at the day of the decrease	0	10% of the share capital adjusted as at the day of the decrease	07/12/2023 (26 months)
AGM May 18, 2022 23rd resolution Share capital increase with preferential subscription right	44,305,479	0	44,305,479	07/18/2024 (26 months)
AGM May 18, 2022 24th resolution Share capital increase without preferential subscription right by public offerings other than those referred to in article L. 411-2 of the French Monetary and Financial Code ^{(1) (2)}	11,076,369	0	11,076,369	07/18/2024 (26 months)
AGM May 18, 2022 25th resolution Share capital increase without preferential subscription right by public offering mentioned in article L. 411-2, 1° of the French Monetary and Financial Code ^{(1) (2)}	11,076,369	0	11,076,369	07/18/2024 (26 months)
AGM May 18, 2022 26th resolution Share capital increase without preferential subscription right to remunerate contribution in kind ^{(1) (2)}	11,076,369	0	11,076,369	07/18/2024 (26 months)
AGM May 18, 2022 27th resolution Increase in the number of securities in case of share capital increase with or without preferential subscription right ^{(1) (2) (3)}	Extension by 15% maximum of the initial issuance	0	Extension by 15% maximum of the initial issuance	07/18/2024 (26 months)
AGM May 18, 2022 28th resolution Share capital increase through incorporation of premiums, reserves, benefits or other	5,694 million	0	5,694 million	07/18/2024 (26 months)
AGM May 18, 2022 29th resolution Capital increase reserved to employees ⁽¹⁾	2,215,273	0	2,215,273	07/18/2024 (26 months)
AGM May 18, 2022 30th resolution Capital increase reserved to operations reserved to employees in certain countries through equivalent and complementary framework ¹	221,527	0	221,527	11/18/2023 (18 months)
AGM May 18, 2022 31st resolution Authorization to allot free shares to employees and executive officers	1,661,455	1,053,791 ⁽⁴⁾	607,664	07/18/2025 (38 months)

1) Any share capital increase pursuant to the 24th, 25th, 26th, 27th, 29th and 30th resolutions of the Combined General Meeting of May 18, 2022 shall be deducted from the cap set by the 23rd resolution of the Combined General Meeting of May 18, 2022.

2) The share capital increases without preferential subscription right carried out pursuant to the 24th, 25th, 26th and 27th resolutions of the Combined General Meeting of May 18, 2022 are subject to an aggregate sub-cap corresponding to 10% of the share capital of the Company on the day of the Combined General Meeting of May 18, 2022 (i.e. € 11,076,369). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate sub-cap.

3) The additional issuance shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 23rd resolution of the Combined General Meeting of May 18, 2022, and (iii) in case of share capital increase without preferential subscription rights, the amount of the sub-cap mentioned at 2 here above.

4) Initial Grant of 1,281,555 performance shares on May 18, 2022 and June 18, 2022, among which 227,764 were canceled.

Notes

Request for documents and information



Form to be returned to:

Société Générale
Département Titres et Bourse
Service des Assemblées
SGSS/SBO/CIS/ISS/GMS
32 rue du Champ de Tir
CS 30812
44308 Nantes Cedex 3

COMBINED GENERAL MEETING OF WEDNESDAY JUNE 28, 2023

I, the undersigned,

Name, surname: _____

Residing at: _____

Postcode: _____ City: _____ Country: _____

Owner of: _____ shares of ATOS SE:

▶ registered shares

▶ bearer shares entered in an account at⁽¹⁾: _____

acknowledges having received the documents and information concerning the General Meeting as provided for by article R. 225-81 of the French Commercial Code,

requests a copy of the documents and information concerning the Combined General Meeting of June 28, 2023, as provided for by article R. 225-83 of the French Commercial Code.

Signed in _____, on _____ 2023

Signature

NOTA: Pursuant to article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the 5th day before the General Meeting, may request the Company to send the documents provided for in articles R. 225-81 and R. 225-83 of the French Commercial Code.

The same right applies to the shareholders holder of bearer shares who prove their quality by providing their "Attestation de participation" from their bank or broker.

It is specified that the owners of registered shares may obtain from the Company, by making a single request, all such documents and information for each subsequent General Meeting.

¹⁾ Insert the name of the broker or bank handling your account



About Atos

Atos is a global leader in digital transformation with 111,000 employees and annual revenue of c. € 11 billion. European number one in cybersecurity, cloud and high-performance computing, the Group provides tailored end-to-end solutions for all industries in 69 countries. A pioneer in decarbonization services and products, Atos is committed to a secure and decarbonized digital for its clients. Atos is a SE (Societas Europaea) and listed on Euronext Paris.

The purpose of Atos is to help design the future of the information space. Its expertise and services support the development of knowledge, education and research in a multicultural approach and contribute to the development of scientific and technological excellence. Across the world, the Group enables its customers and employees, and members of societies at large to live, work and develop sustainably, in a safe and secure information space.

Atos SE Headquarters

River Ouest
80, quai Voltaire
95877 Bezons Cedex
Tel.: +33 1 73 26 00 00

The full list of the Atos group offices is available on its website

Documents made available to shareholders:

In accordance with the law, all documents relating to this General Meeting will be made available to shareholders within the legal deadlines at the Company's registered office: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, from June 7, 2023, the documents and information referred to in Article R.225-73-1 of the French Commercial Code have been published on the Company's website www.atos.net, under the heading "Investors", in accordance with the legal and regulatory provisions in force.

For more information:
Please contact: assemblee.generale@atos.net
Or visit our website: atos.net

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