

# Convening Notice

Ordinary General Meeting  
October 27, 2020

## **Convening Notice**

On Tuesday October 27, 2020

At 2:00 p.m.

At the registered offices of the Company

River Ouest - 80 quai Voltaire - 95870 Bezons

The meeting will exceptionally be held behind closed doors  
without the physical presence of shareholders  
and other persons entitled to attend

# Message from the Chairman of the Board of Directors



Dear Madam, dear Sir, dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is my pleasure to invite you to the Ordinary General Meeting of the Company which will be held behind closed doors on Tuesday October 27, 2020 at 2:00 pm.

This General Meeting mainly aims at submitting to your vote some strategy and governance topics related to the Group.

First, this General Meeting offers you the possibility to give an opinion on the Group ambition and medium-term strategy, as approved by the Board of Directors on the proposal of the Chief Executive Officer.

Through this ambitious strategy, focused on growth and perfectly in line with its sense of purpose, the Atos Group will allow its clients, from all industries, to take advantage of its know-how and its unique technologies but also to deal with such major challenges as Digital Security and Decarbonization.

On the basis of the works carried out by the Nomination and Remuneration Committee, your Board of Directors also proposes to strengthen its membership by appointing Mr. Édouard Philippe as Director.

You will appreciate the quality of this candidacy and the great experience that the appointment of Mr. Édouard Philippe would bring to the Board.

This convening notice includes the relevant information for you to vote on the proposed resolutions submitted by your Board of Directors to your General Meeting.

In the current health context and in order to prevent the spread of Covid-19, the Board of Directors of the Company decided to hold this General Meeting behind closed doors, without the physical presence of the shareholders and other persons entitled to attend. However, the meeting will be broadcasted by video for you to be able to follow it.

I thank you for the trust you have in the Atos Group as well as for the attention you will give to the proposed resolutions.

**Bertrand MEUNIER**

Chairman of the Board of Directors





## Message from the CEO

Dear Madam, dear Sir, dear Shareholders,

I will have the honor of presenting the Group's medium-term strategy approved by the Board of Directors at the Ordinary General Meeting of Shareholders on Tuesday, October 27, 2020. This General Meeting is a special moment in the life of your Company because it reinforces your influence in shaping Atos' strategic orientations.

As presented in more detail in this brochure, Atos' ambition is to become the Leader in Secure and Decarbonized Digital.

Taking into account the specific needs of our clients which are evolving in an exponential way, accelerated by the impacts of the Covid-19 crisis, and taking advantage of Atos' skills and assets, seven major digital breakthroughs emerge: Full Stack Cloud, Business Critical Applications, Digital Platforms, Customer Experience, Employee Experience, Digital Security and Decarbonization. Atos' technological DNA, long-standing global partnerships and strengthened strategic alliances are major assets in deploying these development levers.

In order to do this, and with the objective of "changing the curve" on its growth momentum, Atos is continuing its SPRING program, which is already beginning to bear fruit on commercial dynamics thanks to the adoption of a sector-based approach, to better serve its customers. At the same time, the Group is developing two major differentiators: Digital Security and Decarbonization.

To complement the Group's capabilities, shape its portfolio of offerings and strengthen its growth profile, Atos is also planning targeted acquisitions of digital companies or cybersecurity experts. With almost no net debt, potential would remain available for larger and transformative acquisitions.

As a result of this strategy, Digital, Cloud, Security and Decarbonization will account for 65% of the Group's revenue in the medium term compared to 40% today, reflecting a major evolution of its offering.

Thanks in particular to the enthusiasm of the teams, their commitment, their technological excellence and their sector expertise, Atos will succeed in its strategic acceleration and the creation of even greater value for your Company. With the financial strength and discipline required to move forward, Atos is fully equipped to achieve its medium-term objectives for the benefit of all its stakeholders.

While waiting to explain to you in person the strategic axes of your Group, I would like to take this occasion to thank you for the trust you place in Atos employees who work every day to develop and expand its global reach, providing its customers with a unique know-how.

**Elie GIRARD**

Chief Executive Officer

# Overview

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## Warning - Covid-19

In the current health context and in order to prevent the spread of Covid-19, the Board of Directors of the Company, held on September 14, 2020, decided to hold the General Meeting behind closed doors, without the physical presence of the shareholders and other persons entitled to attend.

This decision was made in accordance with (i) the provisions of Article 4 of executive order No. 2020-321 of March 25, 2020 adapting the rules for meetings and deliberations of the Shareholders' Meetings and governing bodies of legal entities and entities without legal personality under private law in the context of the Covid-19 epidemic, (ii) the related decree No. 2020-418 of April 10, 2020 and (iii) the decree No. 2020-925 of July 29, 2020 extending the term of application of the aforementioned executive order and decree.

As a result, shareholders will be able to exercise their voting rights only by voting remotely and prior to the Shareholders' Meeting. Shareholders are invited to vote by mail or to give a proxy to the Chairman of the Meeting.

- ▶ by logging on one of the following secure websites until October 26, 2020 at 3:00 p.m. (Paris time), i.e. Votaccess or Atos Vote (provided they are meeting the conditions to vote these ways),
- ▶ or by returning by mail the voting form duly completed and signed before October 24, 2020.

Mandates to third parties will be processed in accordance with Article 6 of decree No. 2020-418 of April 10, 2020. No admission card ("carte d'admission") will be issued.

The Shareholders' Meeting will be webcasted on the Company's website, and will be made available for replay, in the section dedicated to the Meeting : <https://atos.net/en/investors/annual-general-meeting>. Shareholders are invited to regularly consult the updates published in this section.

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## Agenda

### Ordinary items

- ▶ **Opinion on the Company's medium-term guidelines,**
- ▶ **Appointment of Mr. Édouard Philippe as Director,**
- ▶ **Powers.**

# The Atos Group in 2020

## 2020 first semester results

### 2020 first semester highlights



#### | Strong sales activity

+9% Order Entry year-on-year  
+21% Pipeline year-on-year



#### | Spring transformation

driving Industry dynamic across the Group



#### | Covid-19 cost saving actions well on track



#### | Cybersecurity, Decarbonization and Bolt-on acquisitions momentum with 5 transactions



#### | Worldline sale providing room for sizeable and transformative M&A

### 2020 first semester key figures

#### Revenue organic evolution

**-2,8%**

Second quarter at -4.8%

#### Operating margin rate

**8,0%**

9,1% during the first semester 2019

#### Free cash flow

**€-172m**

Shifts to the second semester

#### Normalized diluted EPS

**€2,93**

€3,21 during the first semester 2019\*

#### Total headcount

**106,980**

-1.6% vs December 2019  
at constant scope

\* From continuing operations



Revenue was € 5,627 million, down -2.8% organically. In the context of Covid-19 crisis, Group revenue decreased only slightly thanks to its solid positioning in most of the Industries.

Manufacturing reached € 1,037 million of revenue, down -9.2% at constant scope and exchange rates. The Industry was impacted by a significant decrease of its activity mainly in Q2 due to Covid-19 in the Automotive and Aerospace sectors, especially in Southern Europe, North America and Central Europe. The Industry was also impacted by lower volumes with Siemens, mainly in North America, and the base effect of contracts ended in 2019 in Northern Europe. Operating margin reached € 13 million, representing 1.2% of revenue, due to some one-offs on difficult contracts and as a consequence of the revenue drop, and impacted by the ability to reduce the costs only partially within the first semester.

Financial Services & Insurance revenue was € 1,077 million, down by -4.3% organically. The Industry was impacted mainly in Q2 by a decrease of activities as several banking institutions have postponed and reduced discretionary expenses in the context of Covid-19. This was more particularly the case in North America and Central Europe while sales performed last year in Growing Markets were not repeated. Operating margin was € 126 million, representing 11.7% of revenue, decreasing by -130 basis points compared to last year, mainly impacted by revenue decrease in North America.

Public Sector & Defense revenue was € 1,216 million, up +6.1% organically, accelerating in Q2 2020 to reach +9.0%. The growth was driven by a strong demand in High Performance Computing activities, mainly in Northern Europe with a weather forecast institution and in Central Europe with a research center, while projects delivered last year in Southern Europe were not repeated. All other businesses were very resilient; this was particularly the case with higher volumes with European Union Institutions in Cloud solutions in Northern Europe and new SAP Hana deals in Central Europe. Operating margin reached € 116 million, representing 9.5% of revenue, an improvement by +100 basis points, led by the growth of the activity, a better business mix and strong costs reduction initiatives.

Telecom, Media & Technology reached € 836 million, down -5.6% organically. The Industry was impacted by application projects

postponed and some contracts ramped down in most of the geographies, as well as legacy activities of Unified Communication & Collaboration, more particularly in Central Europe. On the opposite, a strong performance was recorded in North America led by Digital Workplace offerings, the ramp-up of a contract signed in Q1 with a major engineering company, new businesses and extensions with large tech and media companies, and finally organic growth from newly acquired Maven Wave. Operating margin was € 84 million or 10.0% of revenue, up +380 basis points, led by positive one-off transactions and effective cost measures.

Revenue in Resources & Services reached € 804 million, down by -2.8% organically. The business was strong in Energy & Utilities but more challenging in Retail & Transportation due to the high exposure to the pandemic. The project activities were impacted by less discretionary expenses mainly in North America and Southern Europe. Legacy Unified Communication & Collaboration activities remained challenging particularly in Central Europe. Conversely, the business was strong in Big Data & Cybersecurity with new projects in Energy & Utilities in Southern Europe, Growing Markets, and Central Europe. Operating margin reached € 43 million, representing 5.3% of revenue, down -350 basis points, coming from the revenue decrease, which actions on costs could only partly compensate, and a lower margin in the start-up phase of some new contracts.

Healthcare & Life Sciences revenue was € 657 million. The revenue decrease was limited to -1.2%, as the Industry delivered +2.6% organic growth in Q2. Application projects were postponed particularly for hospitals in North America, while Southern Europe recorded a strong activity in Digital projects. Conversely, the business segments based on multi-year contracts were resilient and achieving a global stability in revenue over the semester with an acceleration during the second quarter. Operating margin was € 68 million, representing 10.3% of revenue, broadly stable compared to last year.

# The Board of Directors

## 1 Gouvernance structure since June 16, 2020

### Gender Diversity

**55%**

Male



**45%**

Female



### Mix of nationalities

**5** different nationalities, i.e. American, British, French, German, Senegalese

**2** members with dual nationality



### Independence

**82%**

of independent members



**2**

members representing the employees/

representing the employee shareholders





## 2 Composition of the Board of Directors since June 16, 2020



**Bertrand Meunier\***

Chairman of the Board of Directors of Atos SE



**Cedrik Neike**

Member of the Managing Board of Siemens AG and CEO of Digital Industries (as of October 1, 2020)



**Elie Girard**

Chief Executive Officer of Atos SE



**Colette Neuville\***

Chairman (founder) of the ADAM



**Vivek Badrinath\***

Chief Executive Officer of Vantage Towers GmbH



**Aminata Niane\***

International Consultant



**Valérie Bernis\***

Company Director



**Lynn Paine\***

Baker Foundation Professor, John G. McLean Professor of Business Administration, Emerita, Harvard Business School. Senior Associate Dean for International Development



**Jean Fleming\*\***

Leadership Coach



**Vernon Sankey\***

Officer in companies




**Farès Louis\*\*\***

Business Developer Cybersecurity Products

\* Independent Director

\*\* Director representing the employee shareholders

\*\*\* Employee Director



# How to participate to our General Meeting?

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## Warning - Covid-19

The General Meeting will exceptionally be held behind closed doors without the physical presence of shareholders and other persons entitled to attend. Therefore, the terms and conditions to participate to the General Meeting are amended and shareholders will only be able to vote remotely and prior to the General Meeting as described below in accordance with the decree No. 2020-418 of April 10, 2020 of which the effect has been extended by the decree No. 2020-925 of July 29, 2020.

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## How to participate to our General Meeting?

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

- ▶ by **voting by mail**;
- ▶ by **voting online**;
- ▶ by **being represented or by granting proxy to the Chairman of the Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice**, under the conditions provided for in article L. 225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, 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.

## 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 prior to the General Meeting, i.e. on October 23, 2020, at 0:00 Paris time.
- ▶ the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the General Meeting, i.e. on October 23, 2020, at 0:00 Paris time by sending to the 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 to the registered offices of the Company - Atos SE, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares ("*attestation de participation*") delivered by their bank or broker.

It is specified that the date of delivery of the certificate shall range between the second business day before the General Meeting and the day of the General Meeting.

## A Procedure to participate to the General Meeting

The General Meeting being held behind closed doors, without the physical presence of shareholders, the shareholders are able:

- ▶ To **vote** or **give proxy online**; or
- ▶ To **vote** or **give proxy by mail**.

### 1 - To vote or to give proxy online

#### ▶ Vote online

Pursuant to the provisions of article R. 225-61 of the French Commercial Code, Atos SE gives shareholders access to a dedicated online voting website ahead of the General Meeting under the following conditions:

#### ▶ Owners of registered shares:

You should log onto the secure [www.sharinbox.societegenerale.com](http://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.

#### Atos' employees

- ▶ The owners of registered shares who also are employees of the Atos group will also be able to vote through a second dedicated

and secured website, i.e. <http://voting.atosone.com> for the shares owned in a saving plan or through a long-term incentive plan. The website is accessible through a free and secure app named **Atos Vote**. The **Atos Vote** app can be downloaded directly on their smartphone through their app store.

#### ▶ 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 site 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.

## How to participate to our General Meeting?

The secured internet dedicated websites *Votaccess* and *Atos Vote* will be open from **9:00 a.m. on October 9, 2020 until 3:00 p.m. on October 26, 2020** (Paris Time).

To avoid overloading the dedicated site, we recommend that you **do not wait until the last day** to vote.

### ► 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](http://www.sharinbox.societegenerale.com) website (or if applicable onto <http://voting.atosone.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 October 26, 2020 at 3:00 p.m. (Paris time).

If your bank or broker is not a member of the *Votaccess* system, you can give or withdraw proxy by sending an e-mail under the conditions set out in the next item below.

## 2 - Vote or to give proxy by mail

### ► Vote by postal mail

A convening notice including a postal voting form or proxy form will be sent automatically to all registered shareholders. Holders of bearer shares must contact the authorized intermediary (bank or broker) holding their account in order 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 will only be taken into account if the forms are duly completed and signed (and accompanied by proof of ownership of the securities) and received no later than October 24, 2020 by:

#### ► 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;

#### ► At the Company's registered office

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



## How to participate to our General Meeting?

### ► Give proxy by postal mail

Shareholders may notify the appointment of a proxy (the Chairman of the Meeting or any other person) or the revocation of a proxy by post using the voting form sent either directly for registered shareholders (using the T envelope enclosed with the convening notice), or by the financial institution holding the securities account for bearer shareholders 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.

Pursuant to the provisions of article R. 225-79 of the French Commercial Code, the form for designating or revoking the proxy holder may be addressed by electronic means according to the following process:

#### ► Registered shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.

#### ► Bearer shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), a scanned copy of the proxy form signed and indicating your first and last name, address and username from your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "*attestation de participation*" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by email) 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 or by email.

The Company shall only take into account the notifications of designation or revocation of proxy which shall be duly signed, filled and received at the latest on October 23, 2020, and no notification shall be taken into account on the day of the Meeting. In addition, only notifications of the appointment or revocation of mandates may be sent to the following e-mail address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net), any other request or notification relating to another object will not be taken into account.

It is specified that for any proxy given by a shareholder without indication of a proxy holder, the Chairman of the General Meeting will cast 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 (bank or broker).

## How to participate to our General Meeting?

### How to fill in your form?

#### 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 voting, 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**.

### 3 - Processing of proxy's vote

The appointed proxy sends his/her voting instructions for the exercise of his/her mandates in the form of a scanned copy of the single form to Société Générale by e-mail to the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

The form must contain the surname, first name and address of the proxyholder, the mention "As proxyholder", and must be dated and signed. The votes are indicated in the "I am voting by mail" section of the form. The proxyholder must enclose a copy of identity proof and, if applicable, a power of attorney for the legal entity he or she represents.

In accordance with the decree No. 2020-418 of April 10, 2020, in order to be taken into account, the electronic message must reach Societe Generale no later than the fourth day prior to the date of the Meeting, i.e. October 23, 2020.

In addition, for its own voting rights, the proxyholder must send its voting instructions in accordance with the usual procedures.

## How to participate to our General Meeting?

**Important :** To be taken into account, the duly filled in and signed voting form shall be received at the registered offices of the Company or by Société Générale no later than **October 24, 2020**.

Please take into account the **mailing delays** resulting from the current sanitary crisis.

**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

**F** You wish to give proxy to an identified person: tick here and fill out this person's information

## 4 - Select another participation mode

By exception to the provisions of article R.225-85 of the French Commercial Code, a shareholder who shall already have voted by mail, sent a proxy, or asked for his/her admission card for the Meeting, with or without the "attestation de participation", shall be able to select another means of participation to the meeting, provided his instruction is received by the Company in due time as provided by general law.

### ► Owners of registered shares:

You must send your new voting instructions using the single voting form duly completed and signed, to Société Générale by email at: [ag2020.fr@socgen.com](mailto:ag2020.fr@socgen.com) and enclose a copy of your identification proof and, if applicable, a copy of your proxy.

### ► Owners of bearer shares:

You must send your new voting instructions along with your "attestation de participation" (proving your shareholder capacity) to your bank or broker which is entitled to send it to Société Générale.

## How to participate to our General Meeting?

### **B** You wish to transfer your shares prior to the General Meeting, after having selected your participation mode

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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 0:00 Paris time, on the second business day prior to the Meeting**, 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

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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. at the latest on October 21, 2020:

- ▶ at the registered offices, by registered letter with acknowledgement of receipt to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France; or
- ▶ to the following email address: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net).

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.

In the current health context, shareholders are encouraged to favour electronic communication.

The written questions may be answered directly on the Company's website, at the following address: [www.atos.net](http://www.atos.net), in the “Investors” section.





# Report of the Board of Directors on the resolutions

## Ordinary items

### Opinion on the Company's medium-term guidelines

#### 1<sup>st</sup> resolution

The Group would like to submit its medium-term guidelines to its shareholders, as these were approved by the Board of Directors upon proposal of the Chief Executive Officer. These guidelines were shared with the Group's employee representatives on the Company Council of Atos (SEC) and with the Company's other stakeholders.

In accordance with the Company's practices when presenting its past strategic plans, the shareholders are invited to issue a favorable opinion on the Group's guidelines.

*It is pointed out that these guidelines reflect the Company's medium-term ambition. However, the prospective indications being part of such guidelines (particularly with regard to financial projections, projects or operations) are subject to many risks and insecurity, which are difficult to forecast and that, for most of them, are out of the control of the Company. Consequently, the real results, trends and developments may significantly differ from the ones detailed in these prospective indications. These risks include those developed or identified in the 2019 Universal Registration Document and its Amendment<sup>(1)</sup>. The Group doesn't make any commitment to update these prospective indications nor to submit them to the shareholders.*

**You are invited to express a favorable opinion on the elements forming the medium-term guidelines of the Company and the Group as these are hereafter presented, it being specified that this opinion is given on a consultative basis only.**

<sup>1)</sup> 2019 Universal Registration Document and Amendment to the 2019 Universal Registration Document filed with the AMF respectively on March 3, 2020 and July 30, 2020.

### Company's medium-term guidelines

Atos' ambition is to become the leader in secure and decarbonized digital. Over the next years, the Group will pivot towards growth, leveraging on SPRING to move Atos to an Industry approach and capture this decade's new Cloud and Digital breakthroughs, on Digital Security to increase further its leadership, and on Decarbonization where Atos is a pioneer in bringing to its customers its unique know-how both on core IT, and on business processes. Acquisitions of bolt-on Digital specialists as well as Cybersecurity experts will enhance Atos' offering and growth profile.

As a result of this strategy, Digital, Cloud, Security, and Decarbonization will represent 65% of Group revenue in the medium-term compared to 40% today reflecting a major change in the Group offering. Atos strong technological DNA, its longstanding global partnerships, as well as the strong customer obsession culture of its 110 000 colleagues, are the ideal strengths to engage in this journey.

### Medium-term targets

The Group's ambition is to reach the following targets in the medium-term:

- ▶ Revenue growth at constant currency: +5% to +7%;
- ▶ Operating margin rate: 11% to 12% of revenue;
- ▶ Free cash flow: an operating margin conversion rate to free cash flow above 60%.

### Vision, Ambition & Strategy

The Group believes that Digitalization has delivered only a fraction of its potential. While the data deluge of the last decade will accelerate, it will now be topped by a profusion of data-driven services. In this new era, customers are calling for value – they want outcome-based services –, experience – they want innovative and flexible services –, and safety – they want secure and decarbonized services.

Those customer calls focus on 7 key digital breakthroughs which turn into growth levers for Atos leveraging on its skills and assets:

## Report of the Board of Directors on the resolutions

### 1 Full Stack Cloud

The move to the Cloud is accelerating into Hybrid Cloud (Private and Public Clouds), multi-Cloud (across several Public Clouds), and convergent Cloud strategies (migration and modernization of Data, Platforms and Applications together) building a holistic approach to the Cloud, a Full Stack Cloud. This evolution requires an increased orchestration function. In addition, the most complex application landscapes have started to move into the Cloud. Atos is building on its new profile (Application Modernization expertise from Syntel), its longstanding expertise in Business Critical Applications and SAP, and its strong proximity with Hyperscalers to seize this Full Stack Cloud shaping and acceleration.

### 2 Business Critical Applications

Digitalization accelerates into Business Critical Applications territory requiring an intensification of cloudification, Data analytics, IoT, local data processing, and 5G. Business continuity critically emphasized during the Covid-19 crisis has been fostering further this trend. Atos is leveraging on its DNA in vertical Business Critical Applications enhanced by SPRING transformation, and its local data processing capabilities (Edge computing) to capture this natural sizeable market opportunity.

### 3 Digital Platforms

Digital Platforms have become the first business transformation priority of CEOs for the years to come, and will be originating an estimated 70% of the new value created in the economy. Digital Platforms, which enable the sharing of data from enterprises within or across value chains, is a transformative trend with a huge untapped opportunity in the B2B world. Through its end-to-end digital capabilities combined with a deep industry knowledge, Atos, as a recognized leader in Security and Computing, is ideally positioned as the neutral enterprise Digital Platforms' operator.

### 4 Customer Experience

In this new era of Digitalization, Customer Experience will be critical to expand the reach of the newly created data-driven services. This will leave the sole domain of user interface to encompass further immersive experience, real-time innovation and seamless omni-channel, as well as "No User Interface" logics. Atos leverages on IP-driven solutions to bring technologies such as Artificial Intelligence/ Machine Learning (AI/ML), IoT / Edge (Local Computing), and real-time Cloud and Application architectures to Customer Experience territory to unleash the power of Digitalization.

### 5 Employee Experience

Further to the Covid-19 crisis, the Group, who is already a Digital Workplace market leader, estimates that organizations will move from 10% to more than 40% of work-from-home in the new normal. Leaving behind the quick fixes implemented during the crisis, the period to come will see Digital Workplace replaced by a holistic Employee Experience approach, including reimaged collaboration and flexible working. Building on its strong Unified Communications and Security solutions, its partner ecosystem, and its Industry specific Design Thinking and Personas, Atos intends to become the distant leader in Employee Experience in the new normal.

### 6 Digital Security

Digital Security encompasses Cybersecurity, but also Mission Critical Systems, IoT Security, and Economic Security – pointing at the willingness of customers not to depend on a single technology provider. Cybersecurity is evolving at a very quick pace due to an ever changing Cyber threat landscape, a pervasive Data environment, and an increased attack surface resulting from « hybrid digital ». Atos is today #3 in Cybersecurity services worldwide, and has developed a unique Cybersecurity innovation track record in order to protect end users, IoT and Data as well as detecting and responding to threats with its prescriptive Security Operation Centers. The Group intends to complement its technologies through Managed extended Detection & Response, Privilege Access Management, and Cloud Encryption. The Group ambitions to reach more than €2bn revenue in Digital Security in the medium-term.

## Report of the Board of Directors on the resolutions

### 7 Decarbonization

Atos has developed over the past 10 years a unique Decarbonization expertise, well recognized by all sustainability rankings. The Group has decided to announce its commitment to be Net-Zero Carbon by 2035, reinforcing its leadership. Decarbonization is now entering the Boardrooms of customers, and is supported by unprecedented public policies and societal aspirations. Atos can leverage on its unique know-how to shape new Decarbonization value propositions to customers, both in core IT and in business processes, and seize a market opportunity reaching close to \$30bn for the sole Green IT in 2024. Offerings range from Decarbonization assessments to the introduction in large contracts of CO2 reduction commitments through DLA (Decarbonization Level Agreements), and the use of key technologies such as IoT, Cloud, AI & Analytics, Digital Twin to decarbonize carbon intense business processes. Atos expects to generate more than €500m revenue in the medium-term in Decarbonization.

Based on the above Digital breakthroughs, its unique skills and assets, Atos ambitions to become the Leader in Secure and Decarbonized Digital.

#### Use of cash and M&A policy

The Group maintains its dividend policy going forward with a payout ratio between 25% and 30% of net income Group share. The remaining Free cash flow will be used to self-finance acquisitions (and to buy back a limited number of shares to deliver long-term incentive plans). The Group targets bolt-on acquisitions to boost key portfolio offerings, and Cybersecurity companies. Considering its limited net debt position, leverage remains available for sizeable and transformative M&A. This use of cash and M&A policy will continue to be underpinned by a strict financial discipline.

### Appointment of Mr. Édouard Philippe as Director

#### 2<sup>nd</sup> resolution

The Board of Directors, held on September 14, 2020, acting on the recommendation of the Nomination and Remuneration Committee, examined its composition in the light of the guidelines it had set to enlarge its membership, in particular to strengthen its skillset and professional experience. In that respect, it decided to submit to this General Meeting the appointment of Mr. Édouard Philippe as Director.

Through the proposal to appoint Édouard Philippe, the Board of Directors would like to enlist a person with a rich and high-level profile, combining several skills and professional experience in various sectors:

- I • a leadership resulting in particular from his position as Prime Minister, leader of the French government for three years until July 2020;
- II • a strong experience in the private sector through his position as Director of Public Affairs of the industrial group Areva, and as attorney for several years with French and international law firms;
- III • a legal expertise, acquired through his position on the Council of State (Conseil d'Etat) and as an attorney specialized in public law;
- IV • perspective and vision, particularly at international level, and recognized skills in crisis management.

For all the above-mentioned reasons, the appointment of Mr. Édouard Philippe on the Board of Directors would contribute to the quality of the Board's work. This proposal also aims at maintaining a high rate of independent Directors. In this respect, the Atos Group has recorded only very limited revenue since the beginning of 2020, both with the city of Le Havre and the urban community Le Havre Seine Métropole, mainly generated by a management software package, Coriolis, which has long been distributed by the Group to various French local authorities.

In accordance with article 14 of the Company's articles of association, it is proposed to appoint Édouard Philippe for three years. His term of office would expire at the end of the 2023 Annual General Meeting which will approve the 2022 accounts.

Additional information on Édouard Philippe's candidacy to the Board of Directors is disclosed in page 24 of this brochure. The current composition of the Board of Directors is recalled in pages 8 to 9 of this brochure.

**Under the second resolution, you are invited to appoint Mr. Édouard Philippe as Director.**

#### Powers

#### 3<sup>rd</sup> 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.



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### **Deliberation of the HATVP and details relating to the management of conflicts of interest within the Board of Directors of Atos SE**

The *Haute Autorité pour la Transparence de la Vie Publique* (HATVP) has published a deliberation No. 2020-163 dated September 8, 2020 relating to the project of Mr. Édouard Philippe to join the Board of Directors of Atos SE, available at:

<https://www.hatvp.fr/wordpress/wp-content/uploads/2020/09/2020-163-Edouard-Philippe.pdf>

Furthermore, the provisions regarding to the prevention of conflict of interests contained in Atos SE's Director Charter appended to the Board of Directors' internal rules would apply in the unlikely event that the answer to a request for information or a request for proposals issued by the city of Le Havre or the urban community *Le Havre Seine Métropole* falls within the reserved matters of the Board of Directors of Atos SE due to the amount at stake or considering Atos SE's commitments.

In that respect, article 3(b) of the Charter of the Board of Directors of Atos SE, available from the Company's website, provides for the following:

*"The director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the Company. Without prejudice to the formalities of previous authorizations and supervision prescribed by the law and the by-laws, he or she must inform the President of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in any discussion or decision on such matter. The President may ask the director not to attend the deliberations."*

It is reminded that the Director Charter also subjects the members of the Board of Directors of Atos SE to ethical obligations, such as a general duty to act, in any circumstances, in the corporate interest of the Company, as well as a confidentiality obligation which exceeds the mere obligation of secrecy provided for in the law, in regards to any information gathered during or outside of the Board of Directors' meetings.

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# Proposed resolutions

## Ordinary items

### **First resolution**

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#### **Opinion on the Company's medium-term guidelines**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, issues a favorable opinion on the elements of medium-term guidelines of the Company and its Group as annexed to the Board of Directors' report to this Meeting.

### **Second resolution**

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#### **Appointment of Mr. Édouard Philippe 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. Édouard Philippe as member of the Board of Directors for a period of three (3) years. Therefore this mandate will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2022.

### **Third resolution**

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#### **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 the candidate to the Board of Directors

## Édouard PHILIPPE

### Biography - Professional Experience

#### Mayor of Le Havre, former Prime Minister

Édouard Philippe is former Prime Minister, head of the French government from May 15, 2017 to July 3, 2020. He was re-elected mayor of Le Havre at the municipal elections of June 2020.



Édouard Philippe is a graduate of the *Institut d'études politiques de Paris* and then of the *École nationale d'administration* (ENA).

After graduating from ENA in 1997, Édouard Philippe became a member of the *Conseil d'État* assigned to the litigation section.

In 2004, he became an attorney with Debevoise & Plimpton, in charge of public law matters.

Édouard Philippe joined Areva in 2007 as Director of Public Affairs (2007-2010).

After holding several local offices, he was elected Mayor of Le Havre and President of the Le Havre Metropolitan Community in 2010, and 2014. He was elected Member of the Parliament in 2012.

### Directorships and positions

#### Other directorships and positions

##### Within the Atos Group

► None

##### Outside the Atos Group

###### France

(all mandates are related to his functions of Mayor of Le Havre and of President of the urban community Le Havre Seine Métropole)

- Mayor of Le Havre
- President of the urban community Le Havre Seine Métropole
- Member of the Supervisory Board of Le Havre *Grand port maritime*
- President of the Supervisory Board of the Hospital Group of Le Havre
- President of the Social Action Center of Le Havre
- President of the EPCC, Le Volcan - *Scène Nationale*
- Chairman of the Board of Directors of the EPCC, *Ecole supérieure d'Art et Design Le Havre-Rouen*
- President of the Association *Le Havre Seine Développement*
- President of the Tourism Board of Le Havre
- President of the Urban Planning Agency of the Le Havre region and of the Seine estuary

###### Abroad

► None

#### Other positions held during the last five years

##### Within the Atos Group

► None

##### Outside the Atos Group

- Prime Minister from May 15, 2017 to July 3, 2020 (France)
- Member of French Parliament (2012-2017)
- Member of the Board of Directors of the International Association of the Cities and Ports
- Member of the Board of Directors of the public land-management institution of Normandie
- Member of the Board Directors of *Société hérouvillaise d'économie mixte pour l'Aménagement*

#### Professional address:

River Ouest - 80 quai Voltaire  
95870 Bezons, France

#### Date of birth:

November 28, 1970

#### Nationality:

French





## 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

## ORDINARY GENERAL MEETING OF TUESDAY OCTOBER 27, 2020

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<sup>(1)</sup>: \_\_\_\_\_

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 Ordinary General Meeting of October 27, 2020 as provided for by article R. 225-83 of the French Commercial Code.

Signed in \_\_\_\_\_, on \_\_\_\_\_ 2020

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 5<sup>th</sup> 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.

<sup>1)</sup> Insert the name of the broker or bank handling your account



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# About Atos

Atos is a global leader in digital transformation with 110,000 employees in 73 countries and annual revenue of € 12 billion. European number one in Cloud, Cybersecurity and High-Performance Computing, the Group provides end-to-end Orchestrated Hybrid Cloud, Big Data, Business Applications and Digital Workplace solutions. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, AtosSyntel, and Unify. Atos is a SE (Societas Europaea), listed on the CAC40 Paris stock index.

The purpose of Atos is to help design the future of the information 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.

For more information:  
Please contact: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net)

Or visit our website : [atos.net](https://atos.net)

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