

INFORMATION ON DECISIONS OF THE BOARD OF DIRECTORS ON NOVEMBER 16, 2023

1. Compensation of Jean-Pierre Mustier as Chairman of the Board of Directors

Jean-Pierre Mustier was appointed as Chairman of the Board of Directors from October 14, 2023.

The Board of Directors contemplated to set the gross annual fixed compensation of Jean-Pierre Mustier as Chairman of the Board at €400,000, in accordance with the applicable 2023 remuneration policy approved by the General Meeting held on June 28, 2023, paid *pro rata temporis* from the date of this appointment. However, Mr. Mustier informed the Board of his decision that he doesn't wish to be remunerated, including in respect of his prior director fees since his appointment in this capacity on May 16, 2023. Jean-Pierre Mustier requested that the total amount, which he would have otherwise been entitled to have received in these capacities, be paid by the group to the company's CSR program in India which funds schooling for under-privileged children.

The Chairman of the Board shall not receive neither a variable compensation nor any long-term compensation.

The Chairman of the Board shall not receive any severance payment and he shall not be entitled to any non-competition payment.

2. Compensation of Laurent Collet-Billon as Vice-Chairman of the Board of Directors

The Board of Directors took note of the terms of compensation of Laurent Collet-Billon, appointed as Vice-Chairman of the Board of Directors from October 14, 2023.

Laurent Collet-Billon, Vice-Chairman of the Board of Directors, will receive the same compensation as he would receive as mere independent Director of the Board of Directors, in accordance with the 2023 compensation policy.

3. Compensation of Yves Bernaert as Chief Executive Officer

Following the appointment of Mr Yves Bernaert as Chief Executive Officer, the Board of Directors of Atos SE, meeting on October 3 and November 16, 2023, decided, on the proposal of the Remuneration Committee, the main terms and conditions of Yves Bernaert's compensation in respect of his duties as Chief Executive Officer, who was appointed with effect from October 4, 2023.

In accordance with the recommendations of the Afep-Medef Code, Yves Bernaert will not benefit from an employment contract.

Fixed remuneration

In line with remuneration policy approved by the General Meeting held on June 28, 2023, the Chief Executive Officer will receive a fixed annual remuneration of 600,000 euros gross, paid in twelve monthly installments, it being specified that this will be paid *pro rata temporis* in respect of 2023.

Considering Mr. Bernaert's experience, expertise and the conditions and circumstances of his recruitment, a proposal will be made to the next General Meeting to increase this fixed remuneration to 1,200,000 euros from 2024 in the event of a change in the remuneration policy submitted to the General Meeting of shareholders in accordance with Article L. 22-10-8 of the French Commercial Code.

Variable compensation

For the 2023 financial year, the Chief Executive Officer's variable annual compensation will be paid *pro rata temporis* and will be in line with remuneration policy approved by the General Meeting held on June 28, 2023, i.e., a target variable annual compensation of 100% of the fixed annual compensation up to a maximum of 130% of the fixed annual compensation, subject to fulfillment of the performance conditions set by the Board of Directors for 2023 as part of the applicable compensation policy.

From 2024, provided a new remuneration policy is approved by the General Meeting of shareholders in accordance with Article L. 22-10-8 of the French Commercial Code, the Chief Executive Officer will receive variable annual compensation, based on targets set by the Board of Directors, with a target amount equal to 100% of fixed compensation, up to a maximum of 150% of fixed annual compensation.

Payment of this remuneration will be subject to the approval of the General Meeting of shareholders, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Long-term compensation plan

From 2024, provided a new remuneration policy is approved by the General Meeting of shareholders in accordance with Article L. 22-10-8 of the French Commercial Code, the Chief Executive Officer will benefit from long-term compensation plans in the form of performance share grants, the terms and conditions of which will be determined by the Board of Directors in line with the applicable compensation policy.

The Chief Executive Officer will benefit from a number of performance shares determined on the basis of a valuation equal to the sum of 100% of gross fixed annual compensation and 100% of target variable annual compensation, the terms and conditions of which will be determined by the Board of Directors.

In the context of his taking office, 100,000 performance shares were allocated on November [16], 2023 to the Chief Executive Officer as part of the applicable remuneration policy.

Severance payment

From 2024, provided a new remuneration policy is approved by the General Meeting of shareholders in accordance with Article L. 22-10-8 of the French Commercial Code, the Chief Executive Officer will be entitled to a severance payment only if the Company triggers an involuntary departure (*départ contraint*), following a merger or demerger affecting Atos SE (or Eviden SE following its change of name), a takeover or a change of control within the meaning of Article L. 233-3 of the French Commercial Code, subject to the achievement of performance conditions.

If severance payment is triggered:

- If termination occurs within the first two-years of service, 200% of the annual fixed compensation and 200% of variable annual target compensation.
- If termination occurs after the first two-years of service, it will be 100% of the annual fixed compensation and 100% of the variable annual target compensation.

For example, no such indemnity will be due in the event of involuntary departure resulting from serious or gross misconduct (*faute grave ou lourde*), voluntary resignation, a change of position within Atos/Eviden, or retirement.

Non-competition indemnity

The Chief Executive Officer will be entitled to a non-competition clause as from the end of his term of office, for a period of eighteen months in 2023, and of two years starting from 2024 provided a new remuneration policy is approved by the General Meeting of shareholders in accordance with Article L. 22-10-8 of the French Commercial Code.

The amount of this monthly indemnity would be equal to one-twelfth of his theoretical gross annual compensation (fixed and variable annual target), calculated on the basis of the last 12 months prior to the termination of his duties. As an exception, if the Chief Executive Officer exercises his right to retirement, no indemnity may be paid beyond the age of 65.

The Board of Directors may decide to release the Chief Executive Officer from his non-competition undertaking at the end of his term of office.

The sum of the severance payment and the non-competition indemnity may not exceed a maximum amount equal to twice the theoretical gross annual remuneration (fixed and variable target) applicable at the date of termination of the office.

Other compensation components

Remuneration for directorship

Should the Chief Executive Officer be appointed a director of Atos SE, he would decline to receive all remuneration in this capacity.

Exceptional compensation

By decision of the Board of Directors and from 2024, provided a new remuneration policy is approved by the General Meeting of shareholders in accordance with Article L. 22-10-8 of the French Commercial Code, exceptional compensation representing up to 100% of gross annual fixed compensation may be paid to the Chief Executive Officer when projects of an exceptional nature have been identified by the Board of Directors and the Chief Executive Officer has been asked to deliver them. By way of clarification, there are no such projects to date, and the new Chief Executive Officer is not eligible for the conditional compensation relating to the Group's demerger project.

Payment of this remuneration would be subject to the approval of the General Meeting of shareholders, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Benefits in kind

The Chief Executive Officer's travel expenses will be paid by the Company.

The Chief Executive Officer will benefit from the same health and welfare benefits as those offered to employees in France.

The Chief Executive Officer, as from 2024, provided a new remuneration policy is approved by the General Meeting of shareholders in accordance with Article L. 22-10-8 of the French Commercial Code, will be covered by unemployment insurance.