



Convening Notice Combined General Meeting 2024

Convening Notice



On Friday January 31, 2025 at 10:00 a.m.

Auditorium – River Ouest – 80 quai Voltaire – 95870 Bezons

Message from the Chairman of the Board of Directors



"Over the past two years, the Group has overcome many challenges. Thanks to the resilience and mobilization of all our teams, we have never ceased to serve our customers with excellence and discipline. The Group now has a sound financial structure and can define its new strategic orientations."

Philippe Salle

Chairman of the Board of Directors of Atos SE

Dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is my pleasure to invite you to the Annual General Meeting of the Company which will be held on **Friday, January 31, 2025, at 10:00 a.m.** (Paris time).

This Meeting to approve the 2023 financial statements has been postponed to provide Atos with a stable framework for completing discussions on a financial restructuring agreement.

Last October, our Group reached a decisive milestone in its financial restructuring process: the specialized Commercial Court of Nanterre approved the accelerated safeguard plan. This step ensures the continuity of our business but also allows us to look to the future with confidence and serenity.

Over the past two years, the Group has overcome many challenges. Thanks to the resilience and mobilization of all our teams, we have never ceased to serve our customers with excellence and discipline. The Group now has a sound financial structure and can define its new strategic orientations.

The Board of Directors and I firmly believe that the collective efforts undertaken by all parties have set the Group on the right course in the best interests of our employees and customers.

This Meeting will allow us to present the Group's activity report for the year 2023, and to vote on the approval of the 2023 financial statements. The General Meeting will also be an opportunity to review the Board of Directors' composition and strengthen the diversity of its skills within it, by submitting proposals for the ratification, renewal and appointments of Board members.

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

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.

Philippe Salle

Chairman of the Board of Directors of Atos SE

Message from the Chief Executive Officer



"With the implementation of new governance, our Group has all the keys in hand to prioritize the achievement of its strategic plan and growth. The arrival of Philippe Salle, with extensive experience leading large, listed companies, brings valuable skills and perspectives. His leadership will generate sustainable value for our Company and build a solid and prosperous future."

Jean-Pierre Mustier

Chief Executive Officer of Atos SE

Dear Shareholders,

In recent years, the Group has faced major challenges, but we have managed to overcome them and implement rigorous measures to restore the financial and operational stability of our Company.

In 2024, we secured an agreement on our financial restructuring plan, which includes €1.675 billion in new financing. The financial restructuring operations were finalized on December 18 and will support our future growth strategy.

Additionally, the sale of our subsidiary Worldgrid to ALTEN for an enterprise value of €270 million, and the non-binding offer from the French government to acquire our Advanced Computing activities, valued between €500 and €625 million in enterprise value, demonstrate our commitment to effectively restructuring our Group and focusing on our core businesses.

At the same time, the Group has distinguished itself by serving its clients with excellence, reflecting a positive dynamic. Atos played a crucial role in the success of the Paris 2024 Olympic and Paralympic Games as the global IT partner, ensuring the orchestration of critical IT systems. We also contributed to the success of UEFA Euro 2024 by providing essential technological services to ensure the smooth running of the competitions. Furthermore, the Group continued to play a leading role in the field of sustainable development, receiving distinctions such as the EcoVadis Platinum medal for the fifth consecutive year.

Our capabilities and strengths allow us to position ourselves in attractive growth markets such as cybersecurity, cloud, high-performance computing (HPC) and artificial intelligence (AI). Our recent successes attest to our ability to innovate and meet our clients' needs. In cybersecurity, we won a major contract with the NTT group in Japan for one of the world's largest IGA (Identity Governance and Administration) projects, to enhance cybersecurity and identity governance for all its employees. Additionally, we were chosen by EUROCONTROL to continue supporting its critical airspace and aviation management services in Europe. In AI and cloud, we launched the Global GenAI Innovation Studio with AWS to accelerate business transformation through AI. In HPC, we inaugurated the AI supercomputer "Gefion" in Denmark, one of the most powerful in the world, illustrating our ability to offer leading solutions combining HPC and AI.

These successes are encouraging and promising indicators for our Group. With the implementation of new governance, our Group has all the keys in hand to prioritize the achievement of its strategic plan and growth. The arrival of Philippe Salle, with extensive experience leading large, listed companies, brings valuable skills and perspectives. His leadership will generate sustainable value for our Company and build a solid and prosperous future.

Thank you for your support and trust.

Jean-Pierre Mustier

Chief Executive Officer of Atos SE

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Agenda

Ordinary items

1. Approval of the Company statutory financial statements for the financial year ending December 31, 2023.
2. Approval of the consolidated financial statements for the financial year ending December 31, 2023.
3. Allocation of the net income for the financial year ending December 31, 2023.
4. Ratification of the appointment of a Director: Ms. Françoise Mercadal-Delasalles.
5. Ratification of the appointment of a Director: Mr. Jean-Jacques Morin.
6. Ratification of the appointment of a Director: Ms. Sujatha Chandrasekaran.
7. Ratification of the appointment of a Director: Ms. Monika Maurer.
8. Ratification of the appointment of a Director: Mr. Alain Crozier.
9. Ratification of the appointment of a Director: Mr. Philippe Salle.
10. Renewal of Ms. Sujatha Chandrasekaran's term of office as Director.
11. Appointment of Ms. Joanna Dziubak as Director.
12. Appointment of Ms. Hildegard Müller as Director.
13. Appointment of Forvis Mazars as Sustainability Auditors in charge of certifying sustainability information.
14. Decision to entrust Forvis Mazars with an additional regularization assignment relating to the certification of sustainability information for the 2024 financial year.
15. Special report of the Auditors regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French Commercial Code.
16. Approval of the compensation components paid or granted for the period from January 1, 2023 to October 14, 2023 to Mr. Bertrand Meunier, Chairman of the Board of Directors.
17. Approval of the compensation components paid or granted for the period from October 14, 2023 to December 31, 2023 to Mr. Jean-Pierre Mustier, Chairman of the Board of Directors.
18. Approval of the compensation components paid or granted for the period from January 1, 2023 to October 3, 2023 to Mr. Nouridine Bihmane, Chief Executive Officer.
19. Approval of the compensation components paid or granted for the period from January 1, 2023 to October 3, 2023 to Mr. Philippe Oliva, Deputy Chief Executive Officer.
20. Approval of the compensation components paid or granted for the period from October 3, 2023 to December 31, 2023 to Mr. Yves Bernaert, Chief Executive Officer.
21. Approval of the compensation components paid or granted for the period from January 1, 2024 to January 14, 2024 to Mr. Yves Bernaert, Chief Executive Officer.
22. 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.
23. Determination of the total annual compensation of the Directors.

- 24. Approval of the compensation policy applicable to Directors for 2024.
- 25. Approval of the compensation policy applicable to the Chairman of the Board of Directors for 2024.
- 26. Approval of the compensation policy applicable to the Chief Executive Officer for 2024.
- 27. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer for 2025.
- 28. Authorization to be granted to the Board of Directors for the purpose of purchasing, holding or transferring shares in the Company.

Extraordinary items

- 29. Delegation of powers to be granted to the Board of Directors to carry out a reverse split of the Company's shares.
- 30. Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt while maintaining preferential subscription rights.
- 31. Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt through public offerings other than those referred to in 1° of article L. 411-2 of the French Monetary and Financial Code, without preferential subscription rights.
- 32. Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt through a public offering referred to in article L. 411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights.
- 33. Delegation of powers to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital as consideration for contributions in kind of equity securities or securities giving access to share capital, without preferential subscription rights.
- 34. Delegation of powers to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities giving right to the allocation of debt instruments, without preferential subscription rights in favor of one or more specifically designated persons.
- 35. Delegation of authority to be granted to the Board of Directors to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights.
- 36. Delegation of authority to be granted to the Board of Directors to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items.
- 37. Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company without preferential subscription rights in favor of members of a Company saving plan.
- 38. 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 without preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans.
- 39. Authorization to be granted to the Board of Directors to grant free shares to employees and executive officers of the Company and/or its affiliated companies.
- 40. Amendments to the Articles of Association.
- 41. Powers.

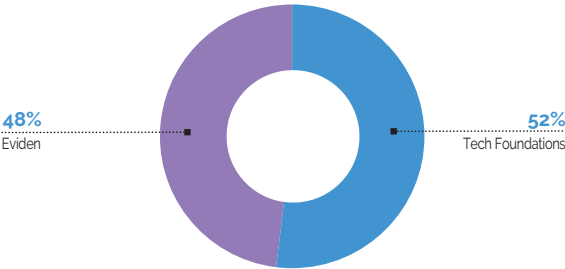


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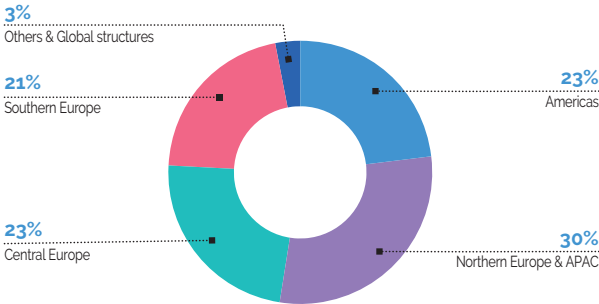
The Atos Group in 2023

Financial performance

Breakdown by business lines

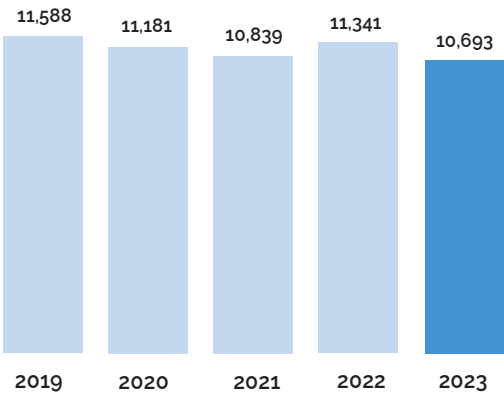


Breakdown by Regional Business Unit

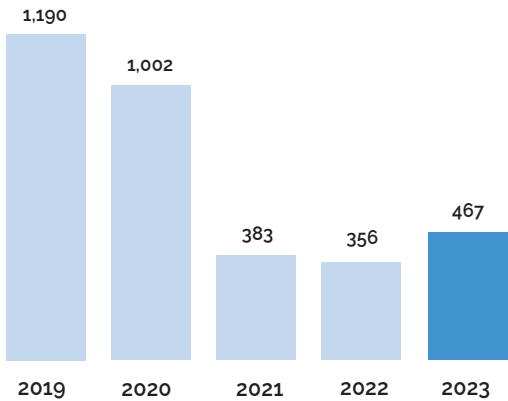


5-year financial performance

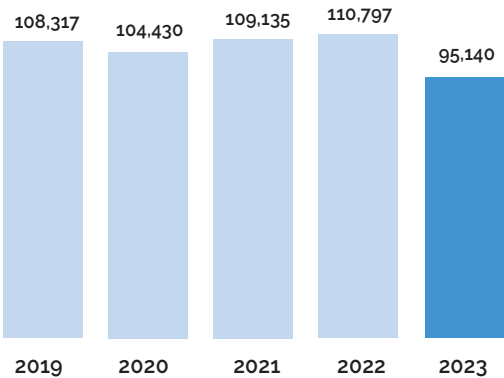
Revenue performance (in € million)



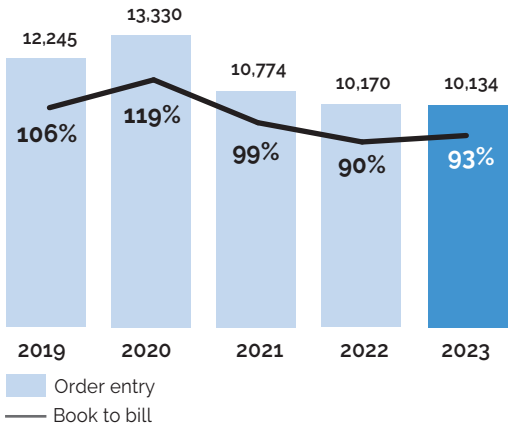
Operating margin (in € million)



Employee evolution



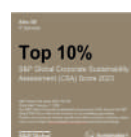
Order entry and book to bill ratio (in € million)



Main non-financial indicators for 2023

Based on the 2023 Universal Registration Document

Environment	Social	Governance
-50% 2025 Near term target aligned with SBTi – 32,5% decrease in 2023 vs 2019 baseline	32.7% Gender Diversity in the Group	73% of total spend assessed by Ecovadis (and alternative assessment)



82/100
Top 10%*
Atos included in the S&P's
Global Sustainability
Yearbook for
11th consecutive year and
member of the DJSI
Europe for 9 years
in a row
(Nov. 2023 update)

* IT Sector



84/100
Top 1%*
"Platinum" EcoVadis Medal
for its commitment
to sustainability for
4th consecutive year
Environment, human rights,
responsible procurement
and ethics
(Oct. 2023 update**)

** Please see Atos website for updates in 2024

Comment on 2023 performances:

Revenue and Operating margin

Group revenue was €10,693 million in 2023, up +0.4% organically compared with 2022.

Group operating margin was €467 million representing 4.4% of revenue, up +170 basis points organically compared with 2022. Both businesses Eviden and Tech Foundations contributed to this improvement.

Net Income

Net loss group share was €-3,441 million, primarily impacted by a €-2,546 million impairment charge.

Normalized⁽¹⁾ net income stood at €73 million compared with a loss of €-28 million in 2022.

Full-year 2023 commercial activity

Order entry reached €10.1 billion during the year, representing a book-to-bill ratio of 94%, up +4 points compared with 2022.

At the end of December 2023, the Group's **full backlog** reached €18.5 billion representing 1.7 years of revenue. The **full qualified pipeline** amounted to €6.2 billion at the end of December 2023.

Free cash-flow

Free cash flow was €-1,078 million for the full year, reflecting €377 million higher restructuring and separation costs, and €502 million lower working capital actions compared with the prior year.

Asset sales

The Group completed its €700 million program announced in 2022. During 2023, the Group has generated net proceeds from asset disposal of €411 million, of which €190 million in H1 and €221 million in H2.

Net debt and debt covenant

On December 31, 2023, net debt was €2,230 million and consisted of:

- Cash, cash equivalents and short-term financial assets for €2,423 million, including benefits from working capital actions.
- Total borrowings for €4,654 million

The Group remained within its borrowing covenant applicable to its bank financing, with a leverage ratio (net debt divided by pre-IFRS 16 OMDA) of 3.34x at the end of December 2023 compared with the bank covenant of 3.75x.

1) The normalized net loss is defined as the net loss before unusual, abnormal and infrequent items (net of tax).

Human resources

The **total headcount** was **95,140** at the end of December 2023, a decrease by -14.1% compared with 110,797 at the end of December 2022. This was due to the divestures of Atos Italy, Unified Communications and Collaborations (UCC), the State Street joint-venture, EcoAct and Elexo. Excluding the scope impact, the decrease would have been -5.7% over the period.

Attrition rate declined from 21.6% in 2022 to 14.5% in 2023, reflecting the strong dedication of employees to the Group.

Industry-leading CSR recognition

In 2023 ⁽¹⁾, Atos remained as one of the best rated companies in the IT service sector for its Corporate Social Responsibility performance. In September 2023, for the fourth year in a row, Atos was awarded the **EcoVadis Platinum** Award for its Corporate Social Responsibility performance, maintaining 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. Atos was upgraded in November 2023 to the highest ESG rating available (AAA) by **MSCI**, ranking it among the top 11% of companies in the "Software and Service" industry. Also, in November 2023, Atos was ranked in the top 4% of the IT Services industry in the 2023 S&P Global Corporate Sustainability Assessment with a score of 82/100.

Comment on the performance of the first half of 2024

The Group's revenue amounted to €4,964 million in the first half of 2024, representing an organic decline of -2.7% compared to the first half of 2023.

Group operating margin was €115 million, representing 2.3% of revenue, down -100 basis points organically compared with H1 2023.

This margin decrease comes mainly from the allocation to the business of SG&A costs previously allocated to Other expenses, as part of the separation project in prior year.

reflecting delays in contract awards as clients await the final resolution of the Group's refinancing plan.

At the end of June 2024, the **full backlog** reached €15.7 billion representing 1.6 years of revenue. The **full qualified pipeline** amounted to €5.4 billion.

Net income

Net loss group share was €-1,941 million, primarily reflecting a €1,570 million impairment charge on goodwill and other non-current assets.

Normalized net loss ⁽²⁾ stood at €-124 million compared with a loss of €-113 million in H1 2023.

Free cash flow

Free cash flow at €-1,914 million reflecting stronger investment on customer contracts and a €1,320 million reduction of one-off working capital optimization as planned.

Net debt and debt covenant

On June 30, 2024, net debt was €4,218 million and consisted of:

- Cash, cash equivalents and short-term financial assets for €881 million, including benefits from working capital actions.
- Total borrowings for €5,098 million

In addition, the Atos SE's leverage ratio applicable to the multi-currency revolving credit facility and the Term Loan A amounted to 7.32x at June 30, 2024.

H1 2024 commercial activity

Order entry reached €3.6 billion in H1 2024. **Book-to-bill** ratio for the Group was **73%** in H1 2024, down from 93% in H1 2023.

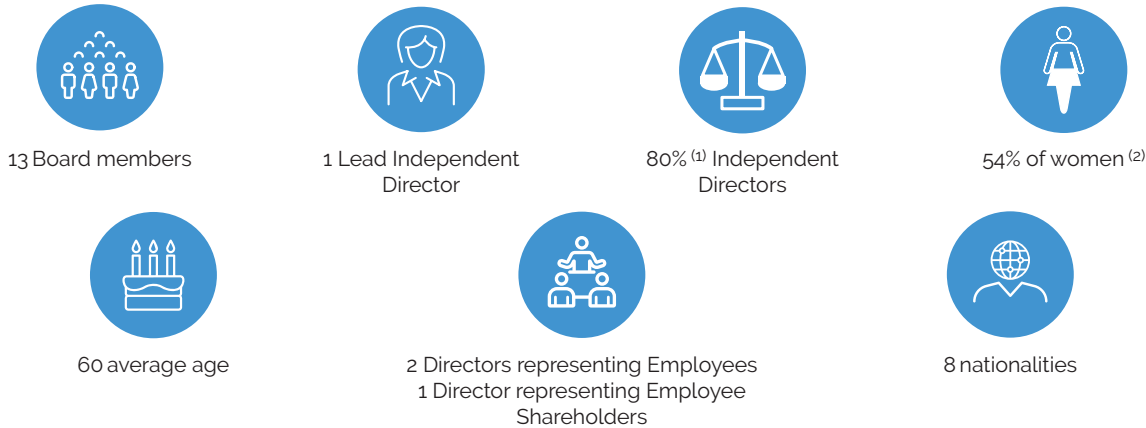
¹⁾ Information related to 2023. Please see Atos website <https://atos.net/en/corporate-social-responsibility> for updates in 2024 as the case may be.

²⁾ The normalized net loss is defined as the net loss before unusual, abnormal and infrequent items (net of tax). Reconciliation between the net loss and the normalized net loss is presented in Appendix.



3

Governance structure



The Board of Directors defines the strategy of the Atos Group and oversees its implementation. The Board endeavors to promote long-term value creation by the company by considering the social and environmental aspects of its activity.

1) In accordance with the rules set out in the AFEP-MEDEF Code, the Director representing employee shareholders and the Employee Directors are not included in the ratio of independent Directors.

2) 50% (5 out of 10) pursuant to the legal ratio, the Director representing employee shareholders and the Employee Directors are not taken into account in determining the ratio of gender diversity on the Board of Directors (art. L. 225-23 and L. 225-27-1 of the French Commercial Code).

Committees Composition as of December 18, 2024 ⁽¹⁾

Committees Composition	
The Audit Committee	
<ul style="list-style-type: none"> Independent Director Chair 3 members 100% independent directors 	Jean-Jacques Morin (Chairman) Laurent Collet-Billon Astrid Stange
The Nomination and Governance Committee	
<ul style="list-style-type: none"> Independent Director Chair 4 members 75% independent directors 	Elizabeth Tinkham (Chairwoman) Laurent Collet-Billon Sujatha Chandrasekaran Kat Hopkins
The Remuneration Committee	
<ul style="list-style-type: none"> Independent Director Chair 3 members 67% independent directors 	Astrid Stange (Chairwoman) Françoise Mercadal-Delasalles Mandy Metten
The CSR Committee	
<ul style="list-style-type: none"> Independent Director Chair 3 members 67% independent directors 	Françoise Mercadal-Delasalles (Chairwoman) Farès Louis Monika Maurer

1) An Ad Hoc Committee had been set up by the Company, notably to monitor developments in the Company's financial situation, the progress of any legal protection measures, and to proactively discuss and support management in its proposals to the Board of Directors. It has been decided to terminate the Ad Hoc Committee in view of the completion of Atos SE's financial restructuring on December 18, 2024.

Composition of the Board of Directors



Philippe Salle

Non-Executive Chairman of the Board of Directors of Atos SE ⁽¹⁾

Non-independent Director



Laurent Collet-Billon

Non-Executive Vice-Chairman of the Board of Directors of Atos SE

Independent Director

Member of the Audit Committee and member of the Nomination and Governance Committee



Jean-Pierre Mustier

Chief Executive Officer of Atos SE

Non-independent Director



Elizabeth Tinkham

Lead Independent Director

Independent Director

Chair of the Nomination and Governance Committee



Sujatha Chandrasekaran

Independent Director

Member of the Nomination and Governance Committee



Alain Crozier

Independent Director



Kat Hopkins

Director representing the employee shareholders

Member of the Nomination and Governance Committee



Farès Louis

Employee Director

Member of the CSR Committee



Monika Maurer

Independent Director

Member of the CSR Committee



Françoise Mercadal-Delasalles

Independent Director

Chair of the CSR Committee and member of the Remuneration Committee



Mandy Metten

Employee Director

Member of the Remuneration Committee



Jean-Jacques Morin

Independent Director

Chair of the Audit Committee



Astrid Stange

Independent Director

Chair of the Remuneration Committee and member of the Audit Committee

¹⁾ As decided by the Board of Directors on October 14, 2024, Philippe Salle will become Chairman and Chief Executive Officer of Atos SE with effect from February 1, 2025.



4

How to participate to the General Meeting?

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

- by attending in person;
- by voting remotely, by mail or by Internet;
- by being represented by giving a proxy, by mail or by Internet, 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

To participate in this General 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. on Wednesday, January 29, 2025, 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 Wednesday, January 29, 2025, 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.

How to participate to the General Meeting?

Procedure to participate to the General Meeting

A. Procedure to participate to the General Meeting

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 voting form attached to the notice of meeting in the prepaid envelope enclosed (**tick the A box**, date and sign at the bottom of the form); or
- log onto the dedicated secure website www.sharinbox.societegenerale.com, using your usual access code (shown on the voting form enclosed with the meeting brochure or in the e-mail if you have chosen this method of convocation) or your login e-mail (if the Sharinbox by SG Market account has been activated), then the password already in your possession; or
- present yourself directly on the day of the General Meeting to the appropriate booth with proof of identity.

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 proof of identity and a certificate justifying your ownership of the shares ("*attestation de participation*") issued by your financial intermediary on Wednesday, January 29, 2025, at 00:00 a.m., 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 8:30 am and 6:00 pm** Paris time from France and from the other countries at **+33 (0)8 25 315 315** (cost: €0.15/min including VAT).

You cannot attend the General Meeting

You have the possibility to:

A Vote or **give proxy** by **Internet**; or

B Vote or **give proxy** by **postal mail**.

A. 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 provides its shareholders with a secure website dedicated to Internet voting prior to 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 must then click on "Reply" in the "General Meetings" box on the home page, and then click on "Participate". You will then be automatically redirected to the voting site. If you have lost or forgotten your password, go to the home page and click on "Forgot your password?".

Owners of bearer shares

You should 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.

*The secure Votaccess website will be open at the latest on the fifteenth day prior to the Meeting, i.e. **Thursday, January 16, 2025 until Thursday January 30, 2025 at 3:00 p.m.** (Paris time). To avoid any possible saturation of the site, shareholders are advised not to wait until this final date to connect to the site.*

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

In accordance with articles R. 225-79 and R. 22-10-24 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. Notification of the appointment of the Chairman of the Meeting as proxy, sent via one of these secure sites, must be received no later than Thursday, January 30, 2025 at 3:00 pm (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 B) below.

B. 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 Tuesday, January 28, 2025 at the latest, using the prepaid envelope enclosed with the convening notice, or 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.

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 prepaid 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 Thursday, January 30, 2025, at 3 p.m. (Paris time) 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?

Procedure 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 voting⁽¹⁾, 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.

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

ATOS SE
Société européenne au capital de 17 903 597,96 €
Siège social : River Ouest - 80 Quai Voltaire
95870 BEZONS - FRANCE
323 623 603 RCS Pontoise

ASSEMBLEE GENERALE MIXTE
du 31 janvier 2025 à 10h00

COMBINED GENERAL MEETING
of January 31st, 2025 at 10:00 a.m.

River Ouest - Auditorium
80 Quai Voltaire - 95870 BEZONS - FRANCE

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 d'actions Number of 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 en noircissant la case correspondant à mon choix. On the draft resolutions not approved, 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)
I HEREBY APPOINT : See reverse (4)
to represent me at the above mentioned Meeting
M. Mme 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 (les 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)

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>

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.
If 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., Mme 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 :
To be considered, this completed form must be returned no later than:

sur 1^{ère} convocation / on 1st notification
28 janvier 2025, 23h00

à la banque / to the bank

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?

You wish to transfer your shares prior to the General Meeting

B. You wish to transfer your shares prior to the General Meeting, after having voted remotely, sent a proxy or requested an admission card or a certification of 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 certification of 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 paragraph 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 Monday, January 27, 2025, 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**.

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 accordance with legal and regulatory provisions, the answer to a written question is deemed to have been given if it appears on the Company's website: <https://atos.net/en/investors/annual-general-meeting>.

D. Live and recorded broadcast

To enable all shareholders to attend, the General Meeting will be broadcast live on the Company's website [https://atos.net/en/investors/ annual- general-meeting](https://atos.net/en/investors/annual-general-meeting), in accordance with legal and regulatory requirements.

A replay of the meeting will be available on the Company's website <https://atos.net/en/investors/annual-general-meeting>.

E. How do you come to the General Meeting?

The Annual General Meeting of January 31, 2025, shall start at 10:00 a.m. 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). 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.



5

Report of the Board of Directors on the resolutions

The resolutions submitted for your approval are subject to the powers of the Ordinary General Meeting (resolutions 1st to 28th) and to the powers of the Extraordinary General Meeting (resolutions 29th to 41st).

Ordinary items

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

Approval of the Company statutory and consolidated financial statements for the financial year ending December 31, 2023

(1st and 2nd resolutions)

We request you to approve the Company statutory and consolidated financial statements for the year ended December 31, 2023. The management report for the 2023 financial year is included in the Company's 2023 Universal Registration Document filed with AMF on May 24, 2024 and is

available on the Company's website <https://atos.net/wp-content/uploads/2024/05/atos-2023-universal-registration-document.pdf> and the AMF website (<https://www.amf-france.org/fr>).

Allocation of net income for the year ending December 31, 2023

(3rd resolution)

The financial year ending December 31, 2023, results with a loss of €5,032,627,416.93. It is proposed to allocate this entire loss to the "Retained Earnings" account, which would be increased from €0 to €-5,032,627,416.93.

Following this allocation, the Company's shareholders' equity would be equal to €83,577,373.01.

As a reminder, considering a negative net income attributable to the Group in 2023, the Company's Board of Directors, at its meeting held on March 25, 2024, decided not to propose the payment of a dividend at this Annual General Meeting.

Report of the Board of Directors on the resolutions

Ordinary items

The following dividends were paid in the three financial years preceding 2023:

Exercise	Number of remunerated shares ¹	Dividend per share (in €)	Total (in €)
2022 ²	N/A	N/A	N/A
2021 ³	N/A	N/A	N/A
2020	109,214,290	0.90 ⁴	98,292,861.00

1. Number of shares entitled to dividend, after deduction of treasury shares held at the time of detachment of the dividend.
2. At its meeting on February 28, 2023, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the financial year 2022.
3. At its meeting on February 28, 2022, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the financial year 2021.
4. The dividend was eligible for a 40% tax allowance.

2. Resolutions relating to the Board of Directors' composition

Ratification of provisional appointments, renewal and appointments of Directors

(4th to 12th resolutions)

A strengthened Board of Directors to support the ongoing transformation of the Company

The Board of Directors of Atos SE aims to continuously improve its governance practices and is determined to continue to do so.

As announced on October 14, 2024, Philippe Salle has been appointed Chairman of the Board of Directors with immediate effect and will become Chairman and Chief Executive Officer with effect from February 1, 2025. Jean-Pierre Mustier will act as Chief Executive Officer of the Company, while retaining his directorship, until January 31, 2025, ensuring an orderly, constructive and efficient transition.

The Board of Directors, on the recommendation of the Nomination and Governance Committee, considered that this unified governance structure, which will be implemented after a transition period, is the most appropriate given the specific characteristics of the Atos Group in the current context. This pragmatic approach, which takes account of the challenges ahead, aims to ensure clear, stable, embodied management of the Group, as well as optimum alignment between the strategic orientations validated by the Board of Directors and their effective implementation within the organization. The Chairman and CEO will drive a new dynamic, conducive to the Group's turnaround and responsiveness for teams, directors and shareholders, while ensuring the necessary stability for all stakeholders.

In line with best corporate governance practices, this management structure is associated with strong measures to ensure a balance of power. In particular, the Board of Directors comprises a very large majority of independent directors. In addition, the Lead Independent Director is responsible for ensuring that the Board of Directors applies the best standards of corporate governance and that shareholders' concerns in this area are duly taken into account.

The Atos Board of Directors currently comprises 13 members, including one Director representing employee shareholders and two Directors representing employees appointed in accordance with the law. The composition of the Board and its committees has been largely renewed over the past year, with the arrival of new Directors whose ratification is submitted to the General Meeting.

As previously announced by the Company, following the completion of the operations provided for in the accelerated safeguard plan, the Board of Directors is expected to comprise eight members, in addition to the employee representative appointed in accordance with legal provisions. The vast majority of Board members will be independent directors. Creditors who have participated in the financial restructuring of Atos SE will not be represented on the Board of Directors.

In this context and considering the Directors' mandates expiring at the present Annual General Meeting, the Nomination and Governance Committee has worked diligently, in accordance with the Board's diversity policy, to continue strengthening the skills of the Board of Directors.

Therefore, during this Annual General Meeting, the Board of Directors, upon the recommendation of the Nomination and Governance Committee, proposes that you:

- **ratify the cooptations of Françoise Mercadal-Delasalles and Jean-Jacques Morin** for the remainder of their 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 December 31, 2024;
- **ratify the cooptations of Sujatha Chandrasekaran, Monika Maurer and Alain Crozier** for the remainder of their predecessor's term of office, i.e. until the end of this General Meeting;
- **ratify the cooptation of Philippe Salle** 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 December 31, 2025;
- **renew the mandate of Sujatha Chandrasekaran as a Director**, which is set to expire at the current Annual General Meeting; and
- **appoint Joanna Dziubak and Hildegard Müller as new Directors**. These highly qualified Directors, with an international profile, will enhance the Board with their diverse skills and experiences, thereby strengthening its ability to significantly contribute to the ongoing transformation of the Company.

Subject to approval of the proposed ratifications, renewal and appointments by the Annual General Meeting, the Board of Directors will comprise **eight members** (in addition to the director representing employees), including **six independent members, 62.5% women and six nationalities**.

Composition of the Board of Directors

The current composition of the Board of Directors is as follows:

	Resolution submitted to the General Meeting	PERSONAL INFORMATION			EXPERIENCE		POSITION ON THE BOARD			COMMITTEE PARTICIPATION ³
		Age*	Gender	Nationality	Number of shares* of shares*	Number of directorships in listed companies ^{1*}	Independence	Date of first appointment ²	Term of office Length of service on the Board	
Chairman of the Board	Philippe SALLE	Cooptation	59	M	French	5 000 ^(B)	1	NO	10/14/2024 AGM 2026	0
Chief Executive Officer and Director	Jean-Pierre MUSTIER ⁴		63	M	French	500	0	NO	05/16/2023 AGM 2025	1
	Laurent COLLET-BILLON		74	M	French	432 654	1	YES	06/28/2023 AGM 2026	1 VP, N&G, C ♦,
	Elizabeth TINKHAM		63	F	American	500	0	YES	05/18/202 AGM 2025	2 N&G(P),
	Sujatha CHANDRA -SEKARAN ⁵	Cooptation and renewal	57	F	American, Australian, Indian	500	2	YES	01/14/2024 AGM 2024	1 N&G
Directors (L 225-17 CCom)	Alain CROZIER ⁵	Cooptation	63	M	French, Canadian	500	0	YES	04/02/2024 AGM 2024	0
	Monika MAURER ⁵	Cooptation	68	F	German	750	1	YES	01/14/2024 AGM 2024	1 CSR
	Françoise MERCADAL -DELASALLES	Cooptation	62	F	French	500	2	YES	01/02/2024 AGM 2025	1 CSR(P), Rem
	Jean-Jacques MORIN	Cooptation	63	M	French	500	1	YES	01/02/2024 AGM 2025	1 C(P) ♦,
	Astrid STANGE ⁵		58	F	German	3 900	2	YES	05/18/2022 AGM 2024	2 Rem(P), C ♦
Director representing employee shareholders (L 225-23 CCom)	Kat HOPKINS ⁶		45	F	British	3 912	0	NO	05/18/2022 AGM 2025	2 N&G
Employee Directors (L 225-27-1 CCom)	Farès LOUIS		62	M	French	0	0	NO	04/25/2019 AGM 2026	5 CSR
	Mandy METTEN ⁷		45	F	Dutch	232	0	NO	01/02/2024 AGM 2027	1 Rem

- Other directorships in listed companies (outside the Atos Group). Mandates held in companies belonging to the same group are accounted for as a single mandate.
 - Date of first appointment to the Atos Board of Directors.
 - N&G: Nominations and Governance Committee, Rem: Remuneration Committee, C: Audit Committee, CSR: CSR Committee, VC: Vice-Chairman.
 - Jean-Pierre Mustier will resign from his position as a Director at the end of the General Meeting on January 31, 2025.
 - The terms of Sujatha Chandrasekaran, Alain Crozier, Monika Maurer, and Astrid Stange will expire at the end of the General Meeting on January 31, 2025.
 - Noting the downward crossing of the threshold of 3% of the Company's share capital held by employees of the Company and its affiliates within the meaning of Article L. 225-180 of the French Commercial Code and, consequently, the removal from the scope of Article L. 225-23 of the French Commercial Code requiring the appointment of a director representing employee shareholders, the term of office of Ms. Kat HOPKINS will expire at the close of the Annual General Meeting of January 31, 2025, subject to approval by the said Meeting of amendments to the bylaws to this effect. It is planned that the said General Meeting will vote on an amendment to article 16.2 of the Company's bylaws, in order to provide, in a final paragraph, for the consequences of a downward crossing of the threshold making the appointment of a director representing employee shareholders mandatory and the effective date of expiry of the said term of office (see the 40th resolution for further details).
 - In accordance with legal and statutory provisions, Mandy METTEN's term will end at the close of the Board meeting noting that the number of Directors (excluding the Director representing employee shareholders) as provided for in articles L. 225-17 and L. 225-18 of the French Commercial Code, is equal to or less than eight.
 - In addition, in accordance with his subscription commitment, Philippe Salle took part in Atos SE's capital increase with preferential subscription rights as part of the Company's financial restructuring, for a total amount of €9 million, and holds an additional 2,432,432,432 shares via his personal holding company.
- (P) Chair of the Committee.
♦ Possess the financial and accounting skills required by virtue of their education and professional background for the purposes of their participation as members of the Audit Committee.
(*) Information as of December 18, 2024.

Report of the Board of Directors on the resolutions

Ordinary items

If the General Meeting approves the proposed ratifications, renewal and appointments, the composition of the Board of Directors as of February 1, 2025, would be as follows, it being specified that the Board of Directors, on the recommendation of the Nomination and Governance Committee, will be required to reconstitute certain Committees at the close of the Annual General Meeting:

		Resolution submitted to the General Meeting	PERSONAL INFORMATION			EXPERIENCE		POSITION ON THE BOARD			
			Age [*]	Gender	Nationality	Number of shares [*]	Number of directorships in listed companies ^{1*}	Independence	Date of first appointment ²	Term of office	Length of service on the Board
Chairman and Chief Executive Officer	Philippe SALLE	Cooptation	59	M	French	5 000 ⁽³⁾	1	NO	10/14/2024	AGM 2026	0
	Laurent COLLET-BILLON		74	M	French	432 654	1	YES	06/28/2023	AGM 2026	1
	Elizabeth TINKHAM		63	F	American	500	0	YES	05/18/2022	AGM 2025	2
Directors (L. 225-17 CCom)	Sujatha CHANDRA-SEKARAN	Cooptation and renewal	57	F	American Australian Indian	500	2	YES	01/14/2024	AGM 2027	1
	Françoise MERCADAL-DELASALLES	Cooptation	62	F	French	500	2	YES	01/02/2024	AGM 2025	1
	Jean-Jacques MORIN	Cooptation	64	M	French	500	1	YES	01/02/2024	AGM 2025	1
	Joanna DZIUBAK	Nomination	52	F	British, French	0	0	YES	01/31/2025	AGM 2027	0
	Hildegard MÜLLER	Nomination	57	F	German	0	2	NO	01/31/2025	AGM 2027	0
	Farès LOUIS		62	M	French	0	0	NO	04/25/2019	AGM 2026	5
Employee Director (L. 225-27-1 CCom)											

1. Other directorships held in listed companies (outside the Atos Group). Directorships within companies belonging to the same group are counted as a single mandate.
2. Date of first appointment to the Atos Board of Directors.
3. In addition, in accordance with his subscription commitment, Philippe Salle took part in Atos SE's capital increase with preferential subscription rights as part of the Company's financial restructuring, for a total amount of €9 million, and holds an additional 2,432,432.432 shares via his personal holding company.

(P) Chair of the Committee.

◆ Possess the financial and accounting skills required by virtue of their education and professional background for the purposes of their participation as members of the Audit Committee.

Information as of December 1, 2024.

(*) Information as of December 18, 2024.

(**) Information as of January 31, 2025.

Proposed ratifications of six provisional appointments

(4th to 9th resolutions)

The Board of Directors has reviewed its composition in the light of its policy on diversity, particularly in terms of skills and professional experience on the Board, and has decided, on the recommendation of the Nomination and Governance Committee, to change its composition to strengthen the diversity of skills on the Board and support the Group's transformation.

It is therefore proposed that this General Meeting ratifies the provisional appointments of the following Directors:

Resolution no.	Person concerned	Motivation of the Board of Directors	Term of office*
4	Françoise Mercadal-Delasalles (Replacing Valérie Bernis)	<p>On January 2, 2024, the Board decided to co-opt Françoise Mercadal-Delasalles, cofounder and President at Auxo, Co-chair of the National Digital Council (Conseil National du Numérique) and non-executive Board Director, as a new independent Director.</p> <p>The Board of Directors has examined the situation of Françoise Mercadal-Delasalles with regard to the rules of the AFEP-MEDEF Code defining the independence criteria for Directors and has concluded that she is completely independent.</p> <p>This appointment is intended to enrich and strengthen the Board's skills in the strategic areas of technology, cybersecurity, CSR and climate. Françoise Mercadal-Delasalles' skills and expertise are detailed in her biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p> <p>Françoise Mercadal-Delasalles is Chairman of the CSR Committee and a member of the Remuneration Committee.</p>	3 years expiring at the 2025 AGM
5	Jean-Jacques Morin (Replacing Vernon Sankey)	<p>On January 2, 2024, the Board decided to co-opt Jean-Jacques Morin, Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor, as a new independent Director.</p> <p>The Board of Directors has examined Jean-Jacques Morin's situation with regard to the rules of the AFEP-MEDEF Code defining the independence criteria for Directors and has concluded that he is completely independent.</p> <p>This appointment is intended to enrich and strengthen the Board's skills in the strategic areas of finance and major transformation projects. Jean-Jacques Morin's skills and expertise are detailed in his biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p> <p>Jean-Jacques Morin is Chairman of the Audit Committee.</p>	3 years expiring at the 2025 AGM
6	Sujatha Chandrasekaran (Replacing Aminata Niane)	<p>On January 14, 2024, the Board decided to co-opt Sujatha Chandrasekaran, an independent management consultant, as a new independent Director.</p> <p>The Board of Directors has examined Sujatha Chandrasekara's position with regard to the rules set out in the AFEP-MEDEF Code defining the independence criteria for Directors and has concluded that she is completely independent.</p> <p>This appointment is intended to enrich and strengthen the Board's skills in the strategic areas of digital technologies and major transformation projects. Sujatha Chandrasekaran's skills and expertise are detailed in her biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p> <p>Sujatha Chandrasekaran is a member of the Nomination and Governance Committee.</p> <p>Her term of office will expire at the end of this Annual General Meeting, and it will be proposed to the Annual General Meeting to renew it.</p>	3 years expiring at the 2024 AGM

Report of the Board of Directors on the resolutions

Ordinary items

Resolution no.	Person concerned	Motivation of the Board of Directors	Term of office*
7	Monika Maurer (Replacing Bertrand Meunier)	<p>On January 14, 2024, the Board decided to co-opt Monika Maurer, global business leader and board professional, former CEO, COO and Business Division President, as a new independent Director.</p> <p>The Board of Directors has examined Monika Maurer's situation with regard to the rules of the AFEP-MEDEF Code defining the independence criteria for Directors and has concluded that she is completely independent.</p> <p>This appointment enriched and strengthened the Board's skills in the strategic areas of digital technologies and major transformation projects. Monika Maurer's skills and expertise are detailed in her biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p> <p>Monika Maurer is a member of the CSR Committee.</p> <p>Her term of office will expire at the end of this Annual General Meeting.</p>	3 years expiring at the 2024 AGM
8	Alain Crozier (Replacing Carlo d'Asaro Biondo)	<p>On April 2, 2024, the Board decided to co-opt Alain Crozier, Senior Advisor seven2 (ex APAX) Tech & Telecom, as a new independent Director.</p> <p>The Board of Directors has examined Alain Crozier's situation with regard to the rules set out in the AFEP-MEDEF Code defining the independence criteria for Directors and has concluded that he is completely independent.</p> <p>His experience of over 30 years in the management and development of international technology companies brought additional expertise to the Board as the Group continues its transformation. Alain Crozier's skills and expertise are detailed in his biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p> <p>His term of office will expire at the end of this Annual General Meeting.</p>	3 years expiring at the 2024 AGM
9	Philippe Salle (Replacing David Layani)	<p>On October 14, 2024, the Board decided to co-opt Philippe Salle, CEO of the Emeria Group, as a new Director and to appoint him as Chairman of the Board of Directors, effective immediately.</p> <p>The Board of Directors reviewed Philippe Salle's situation in accordance with the AFEP-MEDEF Code's criteria for Director independence and concluded that he is not independent due to his appointment as Chief Executive Officer of the Company, effective February 1, 2025.</p> <p>With extensive experience as an executive of various companies, including listed ones, Philippe Salle brings valuable skills and perspectives to the Board, supporting the implementation of the business plan and the Group's restructuring. Philippe Salle's qualifications and expertise are detailed in his biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p>	3 years expiring at the 2026 AGM

* The term of office corresponds to the remainder of the predecessor's term of office.

Proposals for the renewal of a directorship and the appointment of Directors

(10th to 12th resolutions)

As previously announced by the Company, following the completion of the operations provided for in the accelerated safeguard plan, the Board of Directors is expected to comprise eight members, in addition to the employee representative appointed in accordance with legal provisions. The vast majority of Board members will be independent directors. Creditors who have participated in the financial restructuring of Atos SE will not be represented on the Board of Directors.

In this context and considering the directorships expiring during this General Meeting, the Nomination and Governance Committee has diligently worked, in accordance with the Board's diversity policy, to further strengthen the Board of Directors' expertise.

It is therefore proposed that the General Meeting vote on the renewal of Sujatha Chandrasekaran's mandate as a Director and the appointment of Joanna Dziubak and Hildegard Müller as new Directors.

In accordance with the recommendations of the AFEP-MEDEF Code and article 14 of the Articles of Association of Atos SE, the term of office of Directors appointed by the General Meeting of the Company is three years, or a shorter term to allow staggered renewal of directorships.

Resolution no.	Concerned Individual	Motivation of the Board of Directors	Term of office
10	Sujatha Chandrasekaran (renewal)	<p>On January 14, 2024, the Board decided to co-opt Sujatha Chandrasekaran, an independent management consultant, as a new independent Director. Her independence was confirmed by the Board of Directors on December 18, 2024.</p> <p>The Board proposes to renew Sujatha Chandrasekaran's mandate for a term expiring at the end of the Annual General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026. With over 25 years' experience in the strategic fields of digital technologies and major transformation projects, Sujatha Chandrasekaran would continue to bring her valuable expertise and strategic skills to the Board's work.</p> <p>Sujatha Chandrasekaran's skills and expertise are detailed in her biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p>	Expiring at the 2027 AGM
11	Joanna Dziubak (Nomination)	<p>The Board has decided, on the recommendation of the Nomination and Governance Committee, to propose the appointment of Joanna Dziubak, an experienced alternative investment advisor and board member, as a new independent director, for a term ending at the end of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2026. Her independence was confirmed by the Board of Directors on December 18, 2024.</p> <p>A former executive at Goldman Sachs and Park Square Capital, and founder of an advisory firm, Joanna Dziubak would bring her experience in strategy, financing and M&A essential to the Group's growth. Her in-depth financial expertise and strategic vision would reinforce the diversity of skills on the Board. In addition, with a wealth of experience as a director in various sectors and as a committee member, her leadership and governance expertise would also contribute effectively to the Board's work.</p> <p>The skills and experience of Joanna Dziubak are presented in her biography in the section "Additional information on candidates for the Board of Directors" of the meeting brochure.</p>	Expiring at the 2027 AGM

Report of the Board of Directors on the resolutions

Ordinary items

Resolution no.	Concerned Individual	Motivation of the Board of Directors	Term of office
12	Hildegard Müller (Nomination)	<p>The Board has decided, on the recommendation of the Nomination and Governance Committee, to propose the appointment of Hildegard Müller, President of the German Association of the Automotive Industry (VDA), as a new director, for a term ending at the end of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2026. At its meeting on December 18, 2024, the Board of Directors decided to qualify Hildegard Müller as a non-independent director, given her mandate as a member of the Supervisory Board of Siemens Energy AG and the existing business links between the Atos and Siemens groups.</p> <p>Hildegard Müller is an experienced leader with a career in politics and industrial and banking groups, including roles as Minister of State in the German Federal Chancellery and as a member of supervisory boards such as Siemens Energy AG and Vonovia SE. Being President of the German Association of the Automotive Industry (VDA) since 2020, she has in-depth international expertise in industrial and economic issues and challenges as well as extensive transformation processes, especially in the automotive and energy sectors, and she would be an undeniable asset to the Board's work.</p> <p>The skills and experience of Hildegard Müller are presented in her biography in the section "<i>Additional information on candidates for the Board of Directors</i>" of the meeting brochure.</p>	Expiring at the 2027 AGM

3. Resolutions relating to the appointment of a sustainability auditor

Appointment of Forvis Mazars as Sustainability Auditor in charge of certifying sustainability information

(13th resolution)

Under the terms of the **13th resolution**, you are asked to appoint Forvis Mazars as Sustainability Auditor in charge of certifying sustainability information.

In accordance with Order no. 2023-1142 of December 6, 2023 transposing the European Corporate Sustainability Reporting Directive (CSRD) into French law, an auditor must be appointed to guarantee the reliability of sustainability information.

At its meeting on May 16, 2024, the Board of Directors decided, on the recommendation of the Audit Committee, to propose to the Annual General Meeting the appointment of Forvis Mazars as Sustainability Auditors in charge of certifying sustainability information.

Following the selection process carried out by Atos SE's Finance Department in early 2024, the Audit Committee recommended the appointment of Forvis Mazars to the Board of Directors in view of its knowledge of the Group's activities and organization, its teams' expertise in sustainability and its audit approach.

It should be noted that Forvis Mazars has also been appointed by order of the President of the Pontoise Commercial Court, dated December 19, 2024, as Statutory Auditor to certify the financial statements and act as an independent third-party body, pursuant to Article L. 821-47 of the French Commercial Code. Given the postponement of this General Meeting called

to approve the financial statements for the year ending December 31, 2023, this judicial appointment enables Forvis Mazars to carry out its audit and certification work for the 2024 financial statements. This appointment will expire at the Annual General Meeting called to approve the financial statements for the year ending December 31, 2024. The same Meeting will vote on the appointment of a Statutory Auditor for a term of six years.

The appointment of Forvis Mazars to certify sustainability information follows on from its appointment as Statutory Auditor for the Group's accounts, and its role as an independent third-party body.

Forvis Mazars will be appointed Sustainability Auditor for a period of six years, i.e. until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2030.

Forvis Mazars has already indicated that it would accept this mandate in the event of a favorable vote on the resolution concerning its appointment, and that it is not affected by any incompatibility or prohibition likely to prevent it from exercising such functions. It is also specified that Forvis Mazars will be represented by a natural person meeting the conditions required to perform the task of certifying sustainability information in accordance with the conditions set out in Article L. 821-18 of the French Commercial Code.

Decision to entrust Forvis Mazars with an additional regularization assignment relating to the certification of sustainability information for the 2024 financial year

(14th resolution)

Under the terms of the **14th resolution**, you are asked to entrust Forvis Mazars with an additional regularization assignment relating to the certification of sustainability information for the 2024 financial year.

Under the terms of the 13th resolution, shareholders are invited to appoint Forvis Mazars as sustainability auditor for the years 2025 to 2030.

With regard to the certification of sustainability information for the 2024 financial year, in view of the postponement of this Annual General Meeting to January 31, 2025, i.e. after the December 31, 2024 financial year-end, you are asked to regularize the situation by entrusting Forvis Mazars with an

additional sustainability audit assignment for the 2024 financial year, pursuant to Article L. 821-5 of the French Commercial Code.

Forvis Mazars has already indicated that it will accept this additional assignment if the resolution is approved, and that it is not affected by any incompatibility or prohibition likely to prevent it from carrying out such duties. It is also specified that Forvis Mazars will be represented by a natural person meeting the conditions required to perform the task of certifying sustainability information in accordance with the conditions set out in Article L. 821-18 of the French Commercial Code.

4. Resolution on the statutory auditors' special report on regulated agreements

Statutory auditors' special report on agreements and commitments governed by articles L. 225-38 et seq. of the French Commercial Code

(15th resolution)

The Board of Directors takes note of the statutory auditors' special report provided for by the legal and regulatory provisions in force, which does not mention any new agreement or commitment authorized by the Board of

Directors during the 2023 financial year or any agreement entered into or commitment made during previous financial years, the effects of which would have continued during the 2023 financial year.

5. Resolutions relating to the remuneration of corporate officers in respect of the 2023 financial year

Sections 4.3.2 and 4.3.3 of the 2023 Universal Registration Document form an integral part of the Company's corporate governance report and present the information referred to in paragraph I of article L. 22-10-9 of the French Commercial Code on the remuneration of corporate officers in respect of the 2023 financial year. Pursuant to article L. 22-10-34 I of the French Commercial Code, you are asked to approve this information in the 22nd resolution submitted to your General Meeting.

Pursuant to article L. 22-10-34 II of the French Commercial Code, you are asked to approve the fixed, variable, long-term and exceptional components of the total remuneration and benefits in kind paid during the year ended December 31, 2023, or awarded in respect of that year:

- to **Bertrand Meunier, Chairman of the Board of Directors, for the period from January 1, 2023 to October 14, 2023**, pursuant to the **16th resolution** (see section 4.3.2.2 of the Universal 2023 Registration Document);
- to **Jean-Pierre Mustier, Chairman of the Board of Directors, for the period from October 14, 2023 to December 31, 2023**, pursuant to the **17th resolution** (see section 4.3.2.3 of the 2023 Universal Registration Document);

- to **Nouridine Bihmane, Chief Executive Officer for the period from January 1, 2023 to October 3, 2023**, pursuant to the **18th resolution** (see sections 4.3.2.4 and 4.3.3 of the 2023 Universal Registration Document);
- **Philippe Oliva, Deputy Chief Executive Officer, for the period from January 1, 2023 to October 3, 2023**, pursuant to the **19th resolution** (see sections 4.3.2.5 and 4.3.3 of the Universal Registration Document 2023); and
- to **Yves Bernaert, Chief Executive Officer, for the period from October 3, 2023 to December 31, 2023**, pursuant to the **20th resolution** (see sections 4.3.2.6 and 4.3.3 of the Universal 2023 Registration Document).

Yves Bernaert having resigned on January 14, 2024, the Board of Directors has decided to maintain for Yves Bernaert until January 14, 2024, the compensation policy for the Chief Executive Officer as approved by the General Meeting of June 28, 2023. Pursuant to article L. 22-10-34 II of the French Commercial Code, you are therefore being asked, under the terms of the **21st resolution**, to specifically approve the fixed, variable, long-term and exceptional components of the total remuneration and benefits in kind paid or awarded to Yves Bernaert during the period from January 1, 2024 to January 14, 2024 (see sections 4.3.2.7 of the 2023 Universal Registration Document).

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

(22nd resolution)

In addition to the information provided under resolutions 16 to 21, the Directors' remuneration payable in respect of the 2023 financial year and that paid in 2023 in respect of the 2022 financial year to the members of the Board of Directors is set out below.

(in €) ¹	2023 fiscal year	2022 fiscal year
Carlo d'Asaro Biondo	33,707	N/A
Vesela Asparuhova	70,182	N/A ²
Vivek Badrinath	33,213	78,000
Rodolphe Belmer	N/A	-
Valérie Bernis	79,363	89,000
Laurent Collet-Billon	51,875	N/A
Jean Fleming ³	N/A	34,562
Kat Hopkins ⁴	67,713	34,993
Farès Louis	- ⁵	N/A ²
Bertrand Meunier	- ⁶	- ⁶
Jean-Pierre Mustier	- ⁶	N/A
Cedrik Neike	N/A	27,562
Colette Neuville	N/A	33,562
Aminata Niane	54,608	66,500
Lynn Paine	14,891	74,500
Edouard Philippe	31,897	71,500
René Proglío	53,560	59,993
Caroline Ruellan	42,768	21,212
Vernon Sankey	89,192	86,000
Astrid Stange	82,639	40,993
Elizabeth Tinkham	94,289	39,993
Total	799,897	758,370

N/A: Non applicable.

1. Gross before taxes.
2. In accordance with the compensation policy applicable for Directors in 2022, the Employee Directors did not receive any compensation for this mandate.
3. Jean Fleming, Director representing the employee shareholders until May 18, 2022, was employed by the Atos Group.
4. Kat Hopkins, Director representing the employee shareholders since May 18, 2022, is employed by the Atos Group.
5. Farès Louis has waived his right to receive remuneration for his mandate as Employee Director.
6. Bertrand Meunier and Jean-Pierre Mustier have declined to receive any Directors' compensation for the years 2022 and 2023.

In accordance with article 22.1 of the AFEP-MEDEF Code, the variable portion of Directors' compensation represents the majority (80%) of the total amount of Directors' compensation in 2023.

In 2023, 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 from January 1, 2023 until October 14, 2023;

- Kat Hopkins, Director representing the employee shareholders, Vesela Asparuhova, Employee Director until December 29, 2023, and Farès Louis, Employee Director, who each received a compensation in 2023 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 the components of the total remuneration and benefits in kind paid during the year ended December 31, 2023 or awarded in respect of the same year to Mr. Bertrand Meunier, Chairman of the Board of Directors until October 14, 2023

(16th resolution)

Bertrand Meunier, who has held the position of Chairman of the Board since November 1, 2019, submitted to the Board of Directors his resignation from his mandate as Chairman and member of the Board, with effect as October 14, 2023.

The compensation policy applicable in 2023 to Bertrand Meunier, as Chairman of the Board of Directors from January 1, 2023 until October 14, 2023, was approved by the Annual General Meeting held on June 28, 2023 under the 15th resolution.

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

Bertrand Meunier's fixed remuneration was paid prorata temporis from January 1, 2023 until October 14, 2023, date of his effective departure, i.e., a gross amount of €324,005 for the year 2023.

(in €)	2023		2022	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	324,005	324,005	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	324,005	324,005	400,000	400,000
Relative share of the fixed component	100%	100%	100%	100%
Relative share of the variable component vs total compensation (fixed and variable)	0%	0%	0%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	n/a	n/a

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to the Chairman of the Board from January 1 to October 14, 2023

Elements of compensation to be voted on	Amounts allocated for 2023 or accounting value	Amounts paid in 2023 or accounting value	Presentation of elements of compensation
Fixed compensation	€324,005	€324,005	4.3.1.3
Annual variable compensation	-	-	4.3.1.3
Performance shares	-	-	4.3.1.3
Multi-year variable compensation and exceptional compensation	-	-	4.3.1.3
Director fees	-	-	4.3.1.3
Additional benefits to compensation	-	-	4.3.1.3

The General Meeting of June 28, 2023, in its 9th resolution, approved by 71.35% the information provided for in article L. 22-10-9, I of the French Commercial Code relating to the compensation paid or awarded to the Chairman of the Board of Directors for the financial year ended December 31, 2022.

The elements of compensation awarded or paid to the Chairman of the Board of Directors are consistent with the provisions adopted by the Board of Directors, on the

recommendation of the Remuneration Committee, constituting the Company's compensation policy as voted by the General Meeting held on June 28, 2023 (15th resolution adopted by 78.64% of the votes).

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

Summary of the components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2023, or awarded in respect of the same financial year to Mr. Jean-Pierre Mustier, Chairman of the Board of Directors as from October 14, 2023

(17th resolution)

Jean-Pierre Mustier was appointed Chairman of the Board on October 14, 2023.

The compensation policy applicable in 2023 to Jean-Pierre Mustier, as Chairman of the Board of Directors from October 14, 2023, was approved by the Annual General Meeting held on June 28, 2023 under the 15th resolution.

This policy provides for a gross annual fixed compensation of €400,000 as the sole component.

However, Jean-Pierre Mustier informed the Board of his wish not to be paid and the related amounts will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children, i.e., an amount of €75,995 gross calculated prorata temporis from October 14, 2023 until December 31, 2023.

As a result, no remuneration was paid for the financial year 2023 to Jean-Pierre Mustier, including in respect of his Director fees since his appointment in this capacity on May 16, 2023 that Jean-Pierre Mustier declined to receive.

(in €)	2023		2022	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation (*)	0	0	-	-
Annual variable compensation	-	-	-	-
Fringe Benefits	-	-	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	-	-	-	-
Total	0	0	-	-
Relative share of the fixed component	n/a	n/a	-	-
Relative share of the variable component vs total compensation (fixed and variable)	n/a	n/a	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	n/a	n/a

(*) No fixed compensation was paid to Jean-Pierre Mustier who informed the Board of his wish not to receive his remuneration for his mandate. An amount of €75,995 will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children.

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Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to the Chairman of the Board since October 14, 2023

Elements of compensation to be voted on	Amounts allocated for 2023 or accounting value	Amounts paid in 2023 or accounting value	Presentation of elements of compensation
Fixed compensation ¹	€0	€0	4.3.1.3
Annual variable compensation		-	4.3.1.3
Performance shares		-	4.3.1.3
Multi-year variable compensation and exceptional compensation		-	4.3.1.3
Director fees ²	€0	€0	4.3.1.3
Additional benefits to compensation		-	4.3.1.3

1. No remuneration was paid to Jean-Pierre Mustier who informed the Board of his wish not to be paid. An amount of €75,995 will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children.

2. Jean-Pierre Mustier has declined to receive any Directors' compensation with respect to fiscal year 2023.

The elements of compensation awarded to the Chairman of the Board of Directors are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the Company's compensation policy as voted by the General Meeting held on June 28, 2023 (15th resolution adopted by 78.64% of the votes).

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

Summary of the components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2023, or awarded in respect of the same financial year to Mr. Nourdine BIHMANE in his capacity as Chief Executive Officer until October 3, 2023

(18th resolution)

Nourdine Bihmane has resigned from his mandate as Chief Executive Officer with effect from October 3, 2023.

The compensation policy applicable in 2023 to Nourdine Bihmane, as Chief Executive Officer, was approved by the

Annual General Meeting held on June 28, 2023 under the 16th resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Nourdine Bihmane comply with this policy.

(in €)	2023		2022	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	679,545 ¹	679,545 ¹	494,318 ²	494,318
Annual variable compensation	256,791	322,955	322,955	-
Fringe Benefits	26,141	26,141	13,190	13,190
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	1,178,720 ³	-	186,966 ³	-
Total	2,141,198	1,028,642	1,017,429	507,508
<i>Relative share of the fixed component</i>	33%	69%	50%	100%
<i>Relative share of the variable component vs total compensation (fixed and variable)</i>	67%	31%	50%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	n/a	n/a

1. Including an impatriation gross allowance of €225,000 for 2023, as decided by the Board of Directors on December 15, 2022 and July 27, 2023.
2. Including an impatriation gross allowance of €164,773, as decided by the Board on December 15, 2022.
3. Performance shares granted to Nourdine Bihmane have been forfeited. Nourdine Bihmane left the Company on March 29, 2024 and therefore no longer meets the presence condition.

Fixed compensation

Nourdine Bihmane's fixed remuneration was paid prorata temporis, from January 1, 2023 until October 3, 2023, date of his effective resignation, i.e., a gross amount of €454,545 for the year 2023.

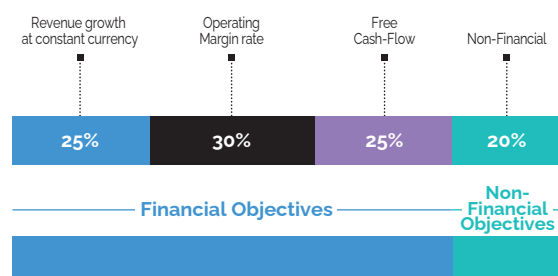
To take into account his specific situation, the Chief Executive Officer also benefits, as of his appointment as Deputy Chief Executive Officer on June 14, 2022, in addition to his fixed compensation, a gross monthly allowance of €25,000 to offset the increase in all of his personal expenses and family 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 2023 is €225,000. This temporary allowance is not taken into account in the calculation of the other elements of Nourdine Bihmane's compensation presented below.

Variable compensation

The target annual variable compensation of Nourdine Bihmane for the year 2023 is based on objectives, whose target is 100% of the fixed compensation (i.e., target annual variable compensation of €600,000) for the full year 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) and no minimum payment.

The target variable compensation of the Chief Executive Officer, calculated prorata temporis, amounted to €454,545 for the year 2023 taking into account his resignation with effect from October 3, 2023.

As a reminder, the nature and weighting of each of the indicators making up the 2023 variable compensation of the Chief Executive Officer are as follows:



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The achievement of those criteria and the resulting variable compensation amount have been validated by the Board during the meeting held on April 2, 2024.

The variable compensation of Nourdine Bihmane stood at €256,791 for the year 2023, or 56.49% of its target variable compensation.

Financial Objectives

Objectives which are set for 2023 on the basis of the Company's budget are in line with the 2023 outlook announced to the market on February 28, 2023, adjusted for divestures during the calendar year.

Indicators	Year 2023	
	Weight	Payout*
Group Revenue Growth at constant currency	25%	7.68%
Operating Margin Rate	30%	27.6%
Group Free Cash Flow	25%	0%
Payout in % of the on-target bonus	80%	35.28%

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

Non-Financial Objectives

Indicators	Year 2023	
	Weight	Payout*
Human Capital	5%	5.01%
Governance	5%	6.20%
Climate	10%	10%
Payout in % for 2023 on-target bonus	20%	21.21%

(*) On the basis of the elasticity curves from 50% to 130% of payout (low and high points), the target being 100% of payout.

With respect to the qualitative variable compensation, the Board of Directors, at its meeting of April 2, 2024, on the recommendation of the Remuneration Committee, set at 100% the overall level of achievement of the Climate indicator weighting for 10%. In particular, it took the following main achievements into consideration:

- ESG plan was duly implemented in 2023 and the CSR Committee, which is directly involved in defining the CSR strategy and priorities, has validated the progress in carbon reduction: between 2019 and 2023 in absolute, all Atos emissions decreased by 32.5% (tCO₂e). This absolute carbon reduction is in line with Atos' reduction target;
- delivering on the key performance indicators (KPIs) for 2023 as outlined in Section 5 of the 2023 Universal Registration Document, including, with respect to the S component, delivering on the social non-financial performance indicators (see section 5.3.9 of the 2023 Universal Registration Document); and
- recognition of Atos Group by the most relevant ESG ratings as the leader in its industry (CSA, EcoVadis, WDI) (see section 5.1.3 of the 2023 Universal Registration Document).

Overall performance

Indicators	Year 2023	
	Weight	Payout*
Group Revenue Growth at constant currency	25%	7.68%
Operating Margin Rate	30%	27.6%
Group Free Cash Flow	25%	0%
Non-financial objectives	20%	21.21%
Payout in % of the on-target bonus	100%	56.49%

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

The payment of the variable compensation due to Nourdine Bihmane for the financial year 2023 is subject to a favorable vote during the Annual General Meeting approving the financial statements for 2023 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 28, 2023, on the recommendation of the Remuneration Committee, to allocate 139,000 performance shares in favor of Nourdine Bihmane as part of his mandate as Chief Executive Officer.

Nourdine Bihmane was required to remain owner of 15% of any such acquired shares for the duration of his duties and could not 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 June 28, 2023 under the 16th resolution in the context of the authorization granted by the same Annual General Meeting under the 22nd resolution.

It represents 6.1% of the total number of performance shares granted in 2023 and 0.13% of the share capital on the Annual General Meeting authorization date.

As a reminder, the final vesting on June 28, 2026 of all or part of the performance shares was 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 or employee, except in the event of retirement, death or disability.

The number of performance shares definitively vested for each beneficiary would 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	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 satisfact on rate based on regular surveys (6.25%) (2024-2025)	Floor: 81% Target: 84% Floor: 60% Target: 70%	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, performance measured by the average rate is capped at 100%.

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 2025, 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.

Further to his departure from the Group on March 29, 2024, the performance shares granted to Nourdine Bihmane have been forfeited, as a result of the presence condition no longer being met.

Report of the Board of Directors on the resolutions

Ordinary items

Conditional incentive compensation

According to the 2023 compensation policy, the conditional incentive compensation of the Chief Executive Officer was based on the successful completion of the project to separate the Group, following the announcement during the Investor Day on June 14, 2022, for a maximum between 100% and 80% of the gross fixed annual compensation, between €600,000 and €480,000 depending on whether the project is completed between July 2023 and December 2023.

The Board of Directors, meeting on April 2, 2024, considering that the conditions above were not met, decided accordingly that no payment was due in this regard.

Fringe benefits

Nourdine 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 €2,988. The employer's contribution in respect of the healthcare plan stands at €8,350. The benefit in kind related to the use of the Company car is assessed to €14,804.

Nourdine Bihmane did 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 and non-compete payments

Nourdine Bihmane did not receive any payment in connection with the termination of his mandate as Chief Executive Officer.⁽¹⁾

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Nourdine Bihmane, CEO from January 1 to October 3, 2023

Elements of compensation to be voted on	Amounts allocated for 2023 or accounting value	Amounts paid in 2023 or accounting value	Presentation of elements of compensation
Fixed compensation ¹	€679,545	€679,545	4.3.1.4
Annual variable compensation ¹	€256,791 ²	€322,9553	4.3.1.4
Performance shares ¹	€1,178,720 ⁴	-	4.3.1.4
Multi-year variable compensation, exceptional compensation and director fees	-	-	4.3.1.4
Additional benefits to compensation ¹	€26,141	€26,141	4.3.1.4

1. Cf. section 4.3.1.4 of the 2023 Universal Registration Document.

2. Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2023.

3. Following the approval by the General Meeting of June 28, 2023 of the 16th resolution, a variable compensation was paid for a total amount of €322,955 in respect of his mandate as Deputy Chief Executive Officer from his appointment on June 14, 2022 and then as Chief Executive Officer from July 13, 2022 until December 31, 2022.

4. Performance shares granted to Nourdine Bihmane have been forfeited. Nourdine Bihmane left the Company on March 29, 2024 and therefore no longer meets the presence condition.

For information, Nourdine Bihmane received during the fiscal year 2023 in relation to his employment agreement from October 4, 2023 until December 31, 2023, a fixed salary amounting to €145,455 and an impatriation gross allowance of €75,000.

He benefited, in relation to his employment contract, from the mandatory pension schemes, the collective life, disability and health insurance schemes as well as his company car. The employer's contribution in respect of the life and disability scheme amounts to €954. The employer's contribution in respect of the healthcare plan stands at €2,665. The benefit in kind related to the use of the Company car is assessed to €4,935.

1) Nourdine Bihmane continued to work for the Group as an employee from October 4, 2023 to March 29, 2024.

Summary of the components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2023, or awarded in respect of the same financial year to Mr. Philippe OLIVA in his capacity as Deputy Chief Executive Officer until October 3, 2023

(19th resolution)

Philippe Oliva has resigned from his mandate as Deputy Chief Executive Officer with effect from October 3, 2023.

The compensation policy applicable in 2023 to Philippe Oliva as Deputy Chief Executive Officer was approved by the Annual

General Meeting held on June 28, 2023, under the 17th resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Philippe Oliva comply with this policy.

(in €)	2023		2022	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	454,545	454,545	329,545	329,545
Annual variable compensation	256,791	322,955	322,955	-
Fringe Benefits	9,347	9,347	6,165	6,165
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year*	1,178,720	-	186,966	-
Total	1,899,403	786,847	845,631	335,710
<i>Relative share of the fixed component</i>	24%	59%	40%	100%
<i>Relative share of the variable component vs total compensation (fixed and variable)</i>	76%	41%	60%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	n/a	n/a

(*) Performance shares granted to Philippe Oliva have been forfeited. Philippe Oliva left the Company on December 31, 2023 and therefore no longer meets the presence condition.

Fixed compensation

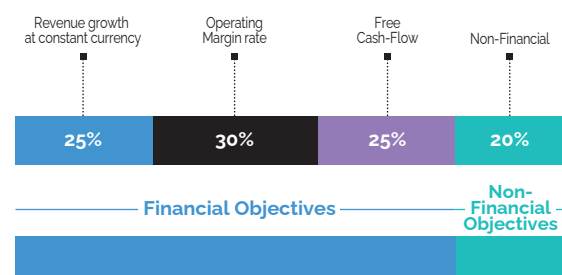
Philippe Oliva's fixed remuneration was paid prorata temporis, from January 1, 2023 until October 3, 2023, date of his effective resignation, i.e., a gross amount of €454,545 for the year 2023.

Variable compensation

The target annual variable compensation of Philippe Oliva for the year 2023 is based on objectives, whose target is 100% of the fixed compensation (i.e., target annual variable compensation of €600,000) for the full year 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) and no minimum payment.

The target variable compensation of the Deputy Chief Executive Officer, calculated prorata temporis, amounted to €454,545 for the year 2023, taking into account his resignation with effect from October 3, 2023.

As a reminder, the nature and weighting of each of the indicators making up the 2023 variable compensation of the Deputy Chief Executive Officer are as follows:



The achievement of those criteria and the resulting variable compensation amount have been validated by the Board during the meeting held on April 2, 2024.

The variable compensation of the Philippe Oliva as Deputy Chief Executive Officer stood at €256,791 for the year 2023, or 56.49% of its target variable compensation.

Report of the Board of Directors on the resolutions

Ordinary items

Financial Objectives

Objectives which are set for 2023 on the basis of the Company's budget are in line with the 2023 outlook announced to the market on February 28, 2023, adjusted for divestures during the calendar year.

Indicators	Year 2023	
	Weight	Payout*
Group Revenue Growth at constant currency	25%	7.68%
Operating Margin Rate	30%	27.6%
Group Free Cash Flow	25%	0%
Payout in % of the on-target bonus	80%	35.28%

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

Non-Financial Objectives

Indicators	Year 2023	
	Weight	Payout*
Human Capital	5%	5.01%
Governance	5%	6.20%
Climate	10%	10%
Payout in % for 2023 on-target bonus	20%	21.21%

(*) On the basis of the elasticity curves from 50% to 130% of payout (low and high points), the target being 100% of payout.

With respect to the qualitative variable compensation, the Board of Directors, at its meeting of April 2, 2024, on the recommendation of the Remuneration Committee, set at 100% the overall level of achievement of the Climate indicator weighting for 10%. In particular, it took the following main achievements into consideration:

- ESG plan was duly implemented in 2023 and the CSR Committee, which is directly involved in defining the CSR strategy and priorities, has validated the progress in carbon reduction: between 2019 and 2023 in absolute, all Atos emissions decreased by 32.5% (tCO₂e). This absolute carbon reduction is in line with Atos' reduction target;

- delivering on the key performance indicators (KPIs) for 2023 as outlined in Section 5 of the 2023 Universal Registration Document, including, with respect to the S component, delivering on the social non-financial performance indicators (see section 5.3.9 of the 2023 Universal Registration Document); and
- recognition of Atos Group by the most relevant ESG ratings as the leader in its industry (CSA, EcoVadis, WDI) (see section 5.1.3 of the 2023 Universal Registration Document).

Overall performance

Indicators	Year 2023	
	Weight	Payout*
Group Revenue Growth at constant currency	25%	7.68%
Operating Margin Rate	30%	27.6%
Group Free Cash Flow	25%	0%
Non-financial objectives	20%	21.21%
Payout in % of the on-target bonus	100%	56.49%

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

The payment of the variable compensation due for the full year 2023 is subject to a favorable vote during the Annual General Meeting approving the financial statements for 2023 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 28, 2023, on the recommendation of the Remuneration Committee, to allocate 139,000 performance shares in favor of the Deputy Chief Executive Officer as part of his mandate.

Philippe Oliva was required to remain owner of 15% of any such acquired shares for the duration of his duties and could not 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 June 28, 2023 under the 17th resolution in the context of the authorization granted by the same Annual General Meeting under the 22nd resolution.

It represents 6.1% of the total number of performance shares granted in 2023 and 0.13% of the share capital on the Annual General Meeting authorization date.

Further to his resignation from the Group on December 31, 2023, the performance shares that had been granted to Philippe Oliva have been forfeited, as a result of the presence condition no longer being met.

Conditional incentive compensation

According to the 2023 compensation policy, the conditional incentive compensation of the Deputy Chief Executive Officer was based on the successful completion of the project to

separate the Group, following the announcement during the Investor Day on June 14, 2022, for a maximum between 100% and 80% of the gross fixed annual compensation, between €600,000 and €480,000 depending on whether the project is completed between July 2023 and December 2023.

The Board of Directors, meeting on April 2, 2024, considering that the conditions above were not met, decided accordingly that no payment was due in this regard.

Fringe benefits

Philippe Oliva benefited from the use of a company car 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 €2,988. The employer's contribution in respect of the healthcare plan stands at €2,443. The benefit in kind related to the use of the Company car is assessed to €3,916.

Philippe Oliva 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 and non-compete payments

Philippe Oliva did not receive any payment in connection with the termination of his mandate as Deputy Chief Executive Officer. ⁽¹⁾

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Philippe Oliva, Deputy CEO from January 1 to October 3, 2023

Elements of compensation to be voted on	Amounts allocated for 2023 or accounting value	Amounts paid in 2023 or accounting value	Presentation of elements of compensation
Fixed compensation ¹	€454,545	€454,545	4.3.1.4
Annual variable compensation ¹	€256,791 ²	€322,955 ³	4.3.1.4
Performance shares ¹	€1,178,720 ⁴	-	4.3.1.4
Multi-year variable compensation, exceptional compensation and director fees	-		4.3.1.4
Additional benefits to compensation ¹	€9,347	€9,347	4.3.1.4

1. Cf. section 4.3.1.4 of the 2023 Universal Registration Document.

2. Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2023.

3. Following the approval by the General Meeting of June 28, 2023 of the 17th resolution, a variable compensation was paid for a total amount of €322,955 in respect of his mandate as Deputy Chief Executive Officer from his appointment on June 14, 2022 until December 31, 2022.

4. The performance shares granted to Philippe Oliva were forfeited following his departure on December 31, 2023.

For information, Philippe Oliva received during the fiscal year 2023 in relation to his employment agreement from October 4, 2023 until December 31, 2023, a fixed salary amounting to €145,455.

He benefited, in relation to his employment contract, from the mandatory pension schemes, the collective life, disability and health insurance schemes on the same terms as the employees. The annual employer's contribution in respect of the life and disability scheme amounts to €954. The annual employer's contribution in respect of the healthcare plan stands at €780. The benefit in kind related to the use of the Company car is assessed to €1,305.

1) Philippe Oliva continued to work for the Group as an employee from October 4, 2023 to December 31, 2023.

Summary of the components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2023, or awarded in respect of the same financial year to Mr. Yves BERNART in his capacity as Chief Executive Officer from October 3, 2023 to December 31, 2023

(20th resolution)

Yves Bernart who has been appointed as Chief Executive Officer with effect from October 3, 2023 has resigned from his mandate as Chief Executive Officer with effect from January 14, 2024.

The compensation policy applicable in 2023 to the Chief Executive Officer was approved by the Annual General Meeting held on June 28, 2023, under the 16th resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Yves Bernart comply with this policy.

(in €)	2023		2022	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	145,455	145,455	-	-
Annual variable compensation	82,173	-	-	-
Fringe Benefits	1,733	1,733	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year*	412,200	-	-	-
Total	641,561	147,188	-	-
Relative share of the fixed component	23%	100%	-	-
Relative share of the variable component vs total compensation (fixed and variable)	77%	0%	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	-	-

(*) Performance shares granted to Yves Bernart have been forfeited. Yves Bernart left the Company on January 14, 2024 and therefore no longer meets the presence condition.

Fixed compensation

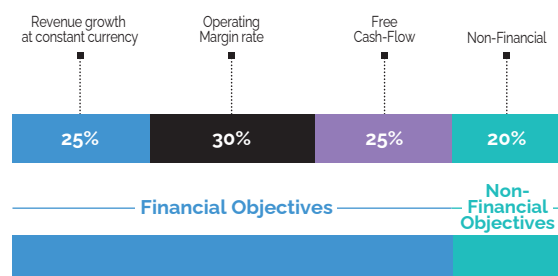
Yves Bernart's fixed remuneration was paid prorata temporis, from his appointment on October 3, 2023 as Chief Executive Officer until December 31, 2023, i.e., €145,455 for the year 2023.

Variable compensation

The target annual variable compensation of Yves Bernart for the year 2023 is based on objectives, whose target is 100% of the fixed compensation (i.e., target annual variable compensation of €600,000) for the full year 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) and no minimum payment.

The target variable compensation of Yves Bernart, calculated prorata temporis, amounted to €145,455 for the year 2023 taking into account his appointment with effect from October 3, 2023.

As a reminder, the nature and weighting of each of the indicators making up the 2023 variable compensation of the Chief Executive Officer are as follows:



The achievement of those criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on April 2, 2024.

The variable compensation of Yves Bernart stood at €82,173 for the year 2023, or 56.49% of its target variable compensation.

Financial Objectives

Objectives which are set for 2023 on the basis of the Company's budget are in line with the 2023 outlook announced to the market on February 28, 2023, adjusted for divestures during the calendar year.

Indicators	Year 2023	
	Weight	Payout*
Group Revenue Growth at constant currency	25%	7.68%
Operating Margin Rate	30%	27.6%
Group Free Cash Flow	25%	0%
Payout in % of the on-target bonus	80%	35.28%

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

Non-Financial Objectives

Indicators	Year 2023	
	Weight	Payout*
Human Capital	5%	5.01%
Governance	5%	6.20%
Climate	10%	10%
Payout in % for 2023 on-target bonus	20%	21.21%

(*) On the basis of the elasticity curves from 50% to 130% of payout (low and high points), the target being 100% of payout.

With respect to the qualitative variable compensation, the Board of Directors, at its meeting of April 2, 2024, on the recommendation of the Remuneration Committee, set at 100% the overall level of achievement of the "Climate" indicator weighting for 10%. In particular, it took the following main achievements into consideration:

- ESG plan was duly implemented in 2023 and the CSR Committee, which is directly involved in defining the CSR strategy and priorities, has validated the progress in carbon reduction: between 2019 and 2023 in absolute, all Atos emissions decreased by 32.5% (tCO₂e). This absolute carbon reduction is in line with Atos' reduction target;

- delivering on the key performance indicators (KPIs) for 2023 as outlined in Section 5 of the 2023 Universal Registration Document, including, with respect to the S component, delivering on the social non-financial performance indicators (see section 5.3.9 of the 2023 Universal Registration Document);
- recognition of Atos Group by the most relevant ESG ratings as the leader in its industry (CSA, EcoVadis, WDI) (see section 5.1.3 of the 2023 Universal Registration Document).

Overall performance

Indicators	Year 2023	
	Weight	Payout*
Group Revenue Growth at constant currency	25%	7.68%
Operating Margin Rate	30%	27.6%
Group Free Cash Flow	25%	0%
Non-financial objectives	20%	21.21%
Payout in % of the on-target bonus	100%	56.49%

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

The payment of the variable compensation due for the full year 2023 is subject to a favorable vote during the Annual General Meeting approving the financial statements for 2023 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 November 16, 2023, on the recommendation of the Remuneration Committee, to allocate 100,000 performance shares in favor of Yves Bernaert as part of his mandate as Chief Executive Officer.

Yves Bernaert was required to remain owner of 15% of any such acquired shares for the duration of his duties and could not 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 June 28, 2023 under the 16th resolution in the context of the authorization granted by the same Annual General Meeting under the 22nd resolution. It represented 4.4% of the total number of performance shares granted in 2023 and 0.09% of the share capital on the Annual General Meeting authorization date.

Further to his departure from the Group on January 14, 2024, the performance shares granted to Yves Bernaert have been forfeited, as a result of the presence condition no longer being met.

Fringe benefits

Yves Bernaert benefited from 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 €954. The employer's contribution in respect of the healthcare plan stands at €780.

Yves Bernaert did not benefit from any supplementary pension scheme from was Company and is personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance and non-compete payments

Yves Bernaert did not receive any payment in connection with the termination of his mandate as Chief Executive Officer.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Yves Bernaert, CEO since October 4, 2023

Elements of compensation to be voted on	Amounts allocated for 2023 or accounting value	Amounts paid in 2023 or accounting value	Presentation of elements of compensation
Fixed compensation ¹	€145,455	€145,455	4.3.1.4
Annual variable compensation ¹	€82,173 ²	-	4.3.1.4
Performance shares ¹	€412,200 ³	-	4.3.1.4
Multi-year variable compensation, exceptional compensation and director fees	-	-	4.3.1.4
Additional benefits to compensation ¹	€1,733	€1,733	4.3.1.4

1. Cf. section 4.3.1.4 of the 2023 Universal Registration Document.

2. Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2023.

3. The performance shares granted to Yves Bernaert were forfeited following his departure on January 14, 2024.

Summary of the components of the total remuneration and benefits in kind paid during the financial year ended December 31, 2023, or awarded in respect of the same financial year to Mr. Yves BERNAERT in his capacity as Chief Executive Officer from January 1, 2024 to January 14, 2024

(21st resolution)

Yves Bernaert having resigned on January 14, 2024, the Board of Directors has decided to maintain for Yves Bernaert until January 14, 2024, the compensation policy for the Chief Executive Officer as approved by the Annual General Meeting of June 28, 2023.

The compensation policy applicable for the period from January 1, 2024, to January 14, 2024 to the Chief Executive Officer was approved by the Annual General Meeting held on

June 28, 2023 under the 16th resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Yves Bernaert in 2024 comply with this policy.

In compliance with article L. 22-10-34, II of the French Commercial Code, the amounts and elements presented below will be subject to the approval of the shareholders during the 2024 Annual General Meeting.

(in €)	2024		2023	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	21,739	21,739	145,455	145,455
Annual variable compensation	-	- ²	82,173	-
Fringe Benefits	300	300	1,733	1,733
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year ¹	-	-	412,200	-
Total	22,039	22,039	641,561	147,188
<i>Relative share of the fixed component</i>	100%	100%	23%	100%
<i>Relative share of the variable component vs total compensation (fixed and variable)</i>	0%	0%	77%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	0	0	n/a	n/a

- Performance shares granted to Yves Bernaert have been forfeited. Yves Bernaert left the Company on January 14, 2024 and therefore no longer meets the presence condition.
- No payment realized regarding the 2024 variable compensation subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2023.

Fixed compensation

In accordance with the compensation policy approved by the Annual General Meeting of June 28, 2023, Yves Bernaert will receive a gross fixed annual compensation of €600,000 for the period from January 1, 2024 to January 14, 2024, paid prorata temporis, i.e., €21,739 for the year 2024.

Variable compensation

The Board of Directors has decided that no variable compensation will be due to Yves Bernaert for the period from January 1, 2024 to January 14, 2024.

Multiannual equity-based compensation

The Board of Directors decided, during its meeting held on November 16, 2023, on the recommendation of the Remuneration Committee, to allocate 100,000 performance shares in favor of Yves Bernaert as part of his mandate as Chief Executive Officer.

Further to his resignation from the Group on January 14, 2024, performance shares that had been granted to Yves Bernaert have been forfeited, as a result of the presence condition no longer being met.

Fringe benefits

Yves Bernaert benefited from 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 €172. The employer's contribution in respect of the healthcare plan stands at €128.

Yves Bernaert 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 and non-compete payments

Yves Bernaert did not receive any payment in connection with the termination of his mandate as Chief Executive Officer.

Report of the Board of Directors on the resolutions

Ordinary items

Other compensation elements

As from January 15, 2024, Yves Bernaert agreed to provide consulting services to the Group for a limited transition period of 13 working days. This arrangement aimed to facilitate a seamless handover with the General Management, including

the new Chief Executive Officer, Paul Saleh, and Carlo d'Asaro Biondo, Chief Operating Officer, Head of Eviden and of Tech Foundations. As part of this service agreement, a gross amount of €78,000, i.e., €6,000 per working day, was paid to Yves Bernaert, acting as a consultant for the benefit of the Group.

6. Resolution relating to the determination of the total annual compensation of the Directors

In the **23rd resolution**, it is proposed that the General Meeting increase the total annual remuneration of Directors, currently set at €800,000, to €1,400,000, for the 2024 financial year until otherwise decided.

It is already specified that the Board of Directors, on the recommendation of the Remuneration Committee, has decided that a proposal will be made to the Annual General Meeting called to approve the financial statements for the year ending December 31, 2024, to reduce this amount to €1,000,000 for the 2025 fiscal year and subsequent years, until otherwise decided.

Upon the recommendation of the Remuneration Committee, the Board, at its meetings held on December 19, 2023 and December 21, 2024, decided that it was desirable to modify the Directors' compensation policy in order:

- for fiscal years 2024, 2025 and until otherwise decided, to include an additional remuneration of €125,000 for the Vice-Chairman of the Board, appointed on October 14, 2023, reflecting the increased responsibilities and workload associated with this role; and

- for the 2024 financial year, to take into account the context of major strategic transformation and increased challenges faced by the Group, associated with an intensification of the role of directors, exceptional commitment on their part and a consequent increase in the number of meetings of the Board and its committees (121 meetings held as of December 21, 2024).

In this context, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to propose to the Annual General Meeting that the total annual remuneration of Directors be increased from €800,000 to €1,400,000.

7. Resolutions relating to the compensation policy for corporate officers for 2024

In accordance with articles L. 22-10-8 II of the French Commercial Code, you are asked in the **24th, 25th and 26th resolutions** to approve, for each category of Executive Directors, the compensation policy applicable to them as drawn up by the Board of Directors on the recommendation of the Remuneration Committee. These policies are set out in full

in the 2023 Universal Registration Document in section 4.3.1, as amended by the first Amendment to the 2023 Universal Registration Document in section 4.5, which forms an integral part of the Company's corporate governance report, and are summarized below.

Approval of the compensation policy applicable to Directors for 2024

(24th resolution)

In the **24th resolution**, you are asked to approve the compensation policy applicable to Directors for 2024, (i) which was presented in sections 4.3.1.1 and 4.3.1.2 of the 2023 Universal Registration Document). (ii) then adjusted by the Board of Directors at its meeting on December 21, 2024 to take account of the increase in the total annual remuneration of the Directors to €1,400,000.

On the recommendation of the Remuneration Committee, the Board of Directors has decided to propose:

- to increase the total annual compensation of Directors, currently set at €800,000, to €1,400,000, as proposed to the Annual General Meeting under the 23rd resolution presented above;
- to grant to the Vice-Chairman a gross annual fixed compensation of €125,000, in addition to his Director fees;
- to renew for 2024 the rules of allocation among the members of the Board of Directors used in 2023, with the exception of the compensation allocated to the Vice-Chairman as specified above.

The rules for allocating Directors' global compensation are set by the Board of Directors, based on a proposal from the Remuneration Committee. For the 2024 fiscal year, 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 Vice-Chairman, in the event that the Board of Directors decides to appoint one among its members, receives an additional fixed compensation of €125,000 per year;
 - 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;
- Directors are reimbursed of expenses incurred as part of their mandate, in particular, travel and accommodation.

Directors do not receive any other kind of remuneration than those mentioned above. In particular, no Director receives any compensation for any mandate held in Group companies other than Atos SE, save for the Employee Directors or the Director representing the employee shareholders. In fact, these persons receive a salary from the relevant Company subsidiary by virtue of their employment agreement, which is not related to the performance of their mandate as Directors of the Company.

Approval of the compensation policy applicable to the Chairman of the Board of Directors for 2024

(25th resolution)

In the **25th resolution**, you are asked to approve the compensation policy applicable to the Chairman of the Board of Directors (see sections 4.3.1.1 and 4.3.1.3 of the 2023 Universal Registration Document and in section 4.5 of the first Amendment to the 2023 Universal Registration Document).

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

Jean-Pierre Mustier was appointed Chairman of the Board of Directors with effect as of October 14, 2023, following the resignation of Bertrand Meunier who was Chairman of the Board of Directors since November 1, 2019. On October 14, 2024, Mr Philippe Salle was appointed Chairman of the Board of Directors, replacing Mr Jean-Pierre Mustier, and will assume the role of Chairman and Chief Executive Officer on February 1, 2025.

The term of office of the Chairman of the Board is two years. The mandate of the Chairman of the Board of Directors may be terminated at any moment by the Board of Directors.

Mr. Jean-Pierre Mustier and Mr. Philippe SALLE are not bound by any employment agreement with the Company or any other Group Company.

The Board of Directors met on December 19, 2023 and, after reviewing the compensation structure for the Chairman of the Board, decided, on the recommendation of the Remuneration Committee, to adjust downwards in 2024 the fixed remuneration of the Chairman of the Board of Directors in effect since 2020. The fixed remuneration of the Chairman of the Board of Directors will be €250,000 in 2024, instead of €400,000 since 2020.

On the recommendation of the Remuneration Committee, the Board of Directors, after examination of similar mandates, 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 under the Internal Rules, in addition to his legal missions;
- the appointment of a Vice-Chairman of the Board on October 14, 2023 and the proposal, in view of the significant involvement of the governance bodies under the Chairman's and Vice-Chairman's leadership, to set the Chairman's fixed compensation at €250,000 and the Vice-Chairman's at €125,000.

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 short- and long-term performance.

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

What we do	What we do not do
<ul style="list-style-type: none">• 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	<ul style="list-style-type: none">• 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.

Notwithstanding the foregoing, it is specified that Mr. Jean-Pierre Mustier informed the Board of his wish not to receive his remuneration for his mandate. The amounts to which he would have been entitled as Chairman of the Board will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children.

Mr. Philippe Salle has also informed the Board of his wish not to receive any remuneration in respect of his office as Chairman of the Board of Directors from October 14, 2024, until January 31, 2025.

Approval of the compensation policy applicable to the Chief Executive Officer for 2024

(26th resolution)

In the **26th resolution**, you are asked to approve the compensation policy applicable to the Chief Executive Officer.

Following the appointment of Mr. Paul Saleh as Chief Executive Officer on January 14, 2024, the Board of Directors of Atos SE, which met on January 14, 2024, and April 18, 2024, approved, upon the recommendation of the Compensation Committee, the elements of the compensation policy applicable to the Chief Executive Officer for the 2024 financial year, subject to approval by the Annual General Meeting convened to approve the financial statements for the year ended December 31, 2023.

Given the context of the Company's restructuring and the challenges it faces, the Board of Directors of Atos SE, meeting on July 15, 2024, decided, upon the recommendation of the Compensation Committee, to amend certain elements of the compensation policy applicable to the Chief Executive Officer for the 2024 financial year (say-on-pay ex ante).

Consequently, the elements of the compensation policy applicable to the Chief Executive Officer for 2024 were (i) presented in sections 4.3.1.1 and 4.3.1.4 of the 2023 Universal Registration Document, and (ii) amended and supplemented in section 4.5 of the first Amendment to the 2023 Universal Registration Document. A consolidated and summarized version is presented below.

It should be noted that this compensation policy:

- applies to Mr. Paul Saleh, Chief Executive Officer from January 14, 2024, to July 23, 2024;
- does not apply to Mr. Yves Bernaert, former Chief Executive Officer, for the 2024 financial year. He resigned on January 14, 2024, and the Board of Directors decided to maintain, until January 14, 2024, the compensation policy for the Chief Executive Officer as approved by the General Meeting on June 28, 2023; and
- does not apply to Mr. Jean-Pierre Mustier, in his capacity as Chairman and Chief Executive Officer from July 23, 2024, to October 14, 2024, and as Chief Executive Officer from October 14, 2024, to January 31, 2025. He informed the Board of Directors of his intention not to receive any

remuneration for his roles as Chairman and Chief Executive Officer and Chief Executive Officer.

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

The Board of Directors, meeting on January 14, 2024, appointed Paul Saleh as Chief Executive Officer with immediate effect. He held this position until July 23, 2024.

The Chief Executive Officer may be removed from office at any time by the Board of Directors.

With effect from his appointment on January 14, 2024 and following his resignation from his employment contract as Chief Financial Officer of Atos, Paul Saleh was not bound by any employment contract with the Company or any other company of the Group.

The compensation policy for the executive officers for 2024 aims to support the implementation of the defined strategy, and in particular in the challenging context of the refinancing of the Group, to align the executive officers' long-term interests with those of the stakeholders, by:

- offering a transparent, competitive and motivating global compensation consistent with market practices and the Company's economic and financial condition;
- establishing a strong link between performance and short-term and long-term compensation;
- including in the short-term variable compensation CSR criteria that directly participate in the Company's corporate social responsibility strategy;
- retaining and involving employees in the long-term performance of the Company;
- linking part of the Chief Executive Officer's compensation with the Group's challenges and strategy.

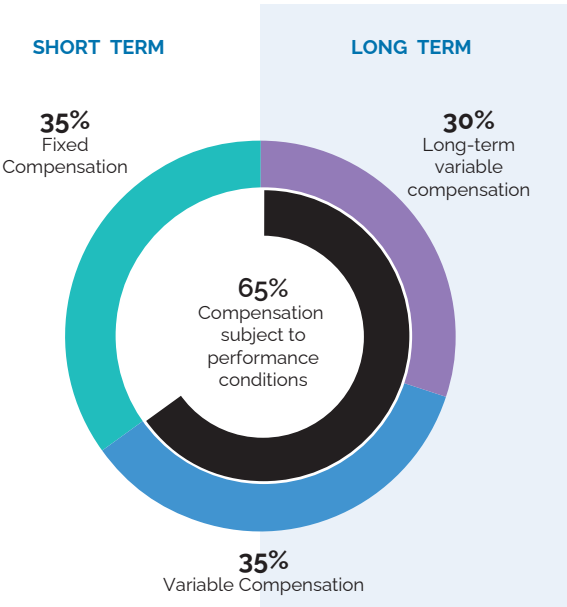
The global compensation structure is thus designed according to a "pay-for-performance" approach, focusing on the variable part over annual and multiannual terms.

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

What we do	What we do not do
<ul style="list-style-type: none">• Preponderance of the variable components subject to performance in the short-term and long-term as illustrated in the below graph• Transparent nature and weighting of performance criteria aligned to the strategic priorities• Predominant quantifiable criteria and both financial and extra-financial objectives• Precise, simple, and demanding objectives in line with the Company's communications to the market• Cap on variable compensation in the event of outperformance• Potential taking up indemnity	<ul style="list-style-type: none">• No variable compensation when the minimum achievement thresholds by criteria are not reached• No exceptional compensation• No non-compete indemnity• No supplementary compensation related to mandates or functions held in Group subsidiaries• No pension benefits on top of the mandatory pension scheme• No combination of a company office and an employment contract

Thus, the global compensation of the executive officers proposed by the Board to the shareholders at the Annual General Meeting consists of a fixed compensation, as well as a short-term incentive and a multiannual variable incentive, both subject to performance conditions, as follows:

2024 on-target compensation structure*



(*) Rounded figures for a total of 100%.

The proposed pay mix, following the aforementioned principles, is balanced, taking into account the appointment of a new Chief Executive Officer and the review of his compensation package, with 65% of the target compensation subject to performance conditions. The target annual variable compensation is maintained at 100% of the fixed amount and the multi-year variable compensation is rebalanced at 83% of the fixed gross annual compensation. The pay-mix and notably the short and long-term split is aligned with the current challenging context and its time horizon and the importance of safeguarding the interests of the Group.

To set the on-target global compensation structure and the level of its components, the recommendations of the Remuneration Committee are based on the specific situation of Atos and the need to guarantee the continuity of the Group's activities while also pursuing the refinancing strategy in a reduced period of time. In addition, the global compensation positioning considers market positioning studies for similar functions and also takes 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.

Compensation of the Chief Executive Officer for the 2024 financial year

Annual fixed compensation for 2024

The fixed compensation of the Chief Executive Officer reflects his experience and responsibilities and is comparable to the Group's main competitors' practices, as well as the internal practices applicable to senior executives and managers.

In applying these principles, taking into account the importance and complexity of the duties as well as the experience, the career path and the particular situation of the Chief Executive Officer, including the conditions and circumstances of his recruitment and appointment and the primary focus assigned to him, the Board of Directors, on the recommendation of the Remuneration Committee, considered it necessary to reconsider the level of the fixed part of the Chief Executive Officer 's compensation and decided to propose to the Annual General Meeting to set the gross annual fixed compensation of €1,200,000 for the Chief Executive Officer .

This fixed compensation would only become effective as from June 1, 2024. It was initially proposed that this compensation policy should take effect from the date of the Annual General Meeting to approve the financial statements for the year ending December 31, 2023. However, as announced by the Company on May 21, 2024, the deadline for holding the Annual General Meeting called to approve the 2023 financial statements has been extended by the President of the Pontoise Commercial Court to provide Atos with a stable framework for completing discussions on a financial restructuring agreement. In order to neutralize the impact of the postponement of the Annual General Meeting on Mr Paul Saleh's remuneration, the Board of Directors, on the recommendation of the Remuneration Committee, wished to propose to the said Annual General Meeting to apply this fixed compensation policy of €1,200,000 for the 2024 financial year, with effect from June 1, 2024, paid pro rata temporis.

Report of the Board of Directors on the resolutions

Ordinary items

For the period from January 14, 2024, the date of the Chief Executive Officer's appointment, to May 31, 2024, the Board of Directors, upon the recommendation of the Remuneration Committee, decided to maintain the fixed compensation of the Chief Executive Officer at €600,000, to be paid prorata temporis, in accordance with the compensation policy approved by the Annual General Meeting of June 28, 2023.

Furthermore, the Board of Directors of Atos SE, in its meeting on July 15, 2024, decided, upon the recommendation of the Remuneration Committee, that the Chief Executive Officer would retain this fixed remuneration until December 31, 2024, in the event of dismissal due to a governance change directly related to the implementation of the restructuring plan. It should be noted that Mr. Paul Saleh's resignation on July 23, 2024, does not constitute a dismissal due to a governance change directly related to the implementation of the restructuring plan.

On the recommendation of the Remuneration Committee, the Board decided to set the fixed compensation based on the following elements:

- Paul Saleh's international experience and recognized skills in the information technology sector as well as his financial expertise required were necessary to meet the Group's strategic needs.

These criteria for the profile of a new Chief Executive Officer had been identified as crucial further to the works of the Nomination and Governance Committee in charge of the succession plan, as well as the need to entrust this responsibility to a seasoned leader, who has demonstrated in his positions of Chief Financial Officer and Chief Executive Officer of a global company, and Chief Financial Officer of the Atos Group, a range of skillsets that could ensure the implementation of Atos' strategy in the current context and challenges. His capacity to lead the Group's activities while also maintaining a significant involvement and engagement among the employees and the trust among clients and other stakeholders were considered as key;

- a peer benchmark analysis, on the basis of which the Board of Directors relied on, in particular taking into consideration practices within companies of comparable size in terms of turnover, operational performance in France and abroad. The Board of Directors compared the different components of Paul Saleh's compensation with his international peers navigating in the same global competitive environment in which Atos operates and competes for talents, including major international players;
- considering the challenging situation of Atos and the need to attract, motivate and retain a high caliber leader, the market capitalization was not considered a good proxy to position the remuneration level as the main focus for the few years to come is to safeguard the Group's activities;
- the exceptional conditions and circumstances of his recruitment and appointment as Chief Executive Officer.

Variable compensation for 2024

The Board of Directors, on the recommendation of the Remuneration Committee, decided to fix an annual variable compensation which is conditional and aims to encourage the Chief Executive Officer to reach the annual performance objectives set by the Board of Directors in close connection with the Group's strategy and challenges as regularly disclosed to the shareholders, in accordance with the following general principles.

The annual variable compensation is based on predefined readable and demanding performance criteria, predominantly quantitative, with financial and non-financial criteria.

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 2024, 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.

For each performance indicator, the Board of Directors sets:

- a target objective, 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 150% of the on-target amount in the case of outperformance;
- 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 are predefined by the Board of Directors in an objective manner such that assessment of their achievement is undisputable.

In addition, the Board of Directors may exercise its discretion in determining the executive officers' 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 executive officers' performance and that of the Group. This adjustment would be made to the executive officer's variable annual compensation by the Board of Directors on the recommendation of the Remuneration Committee, subject to the cap of 150% 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, II of the French Commercial Code, the payment of the variable compensation to the Chief Executive Officer due for a year is subject to the vote of the Annual General Meeting approving the financial statements for the previous year.

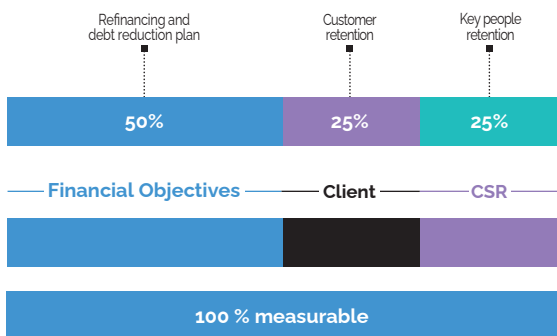
Annual variable compensation for 2024

The Board of Directors, on its meeting held on April 18, 2024, decided, on the recommendation of the Remuneration Committee, to fix an annual variable compensation of Paul Saleh as Chief Executive Officer, depending on objectives, with a target set at 100% of the fixed compensation, of €1,200,000 (i.e., an annual target variable compensation of €1,200,000) for the full year with a maximum payment limited to 150% of the target annual variable compensation in case of outperformance (i.e., a maximum annual variable compensation of €1,800,000) and no minimum payment, so that the maximum amount of his fixed and variable compensation would be in 2024, €3,000,000.

The increase of the maximum opportunity of the annual variable portion of the compensation from 130% to 150% of his fixed compensation as decided by the Board on April 18, 2024, is designed to encourage the performance of the Chief Executive Officer facing a particularly difficult challenge which is essential to meeting the Group's ambitions and to align the Chief Executive Officer 's compensation to the peers benchmark. The proposed cap on the annual variable portion, which is aligned on current market practices both on the French market and in the technology industry, corresponds to the need to reach outstanding results and performance to safeguard the Company and deliver on the strategy.

On the recommendation of the Remuneration Committee, the Board of Directors decided that the 2024 annual variable compensation shall be based on both financial and non-financial criteria as follows:

- 50% based on the conclusion of an agreement with shareholders and financial creditors on the Company's refinancing and debt reduction plan, consistent with its corporate interests, enabling the deployment of the strategic plan as validated by the Board of Directors on April 8, 2024 and amended if necessary during the year;
- 25% based on retention of the top 50 customers; and
- 25% based on the retention of key employees.



The objectives underlying this variable compensation, as determined by the Board of Directors on an annual basis, are deemed relevant and demanding in view of the current context and the financial and strategic challenges facing the Group.

In the current context, where the aim is to ensure the long-term viability of the Company, in the interests of employees, customers and shareholders, the Board of Directors is proposing to retain two extra-financial and quantifiable indicators for the 2024 compensation policy,

linked on the one hand to customers (retention of the top 50 customers), and on the other to the Group's human capital policy (retention of key employees), two essential sets of stakeholders in the implementation and success of a strategy aimed at ensuring the Group's long-term viability.

With respect to the key people, they represent approximatively 3,000 employees in the Group who are identified top talents, top scientists, critical leaders, or holders of key technical certifications.

The achievement rates recorded by the Board of Directors at the end of the period under consideration will be disclosed in the Universal Registration Document for the 2024 fiscal year.

If the Chief Executive Officer leaves the Group during the financial year, the amount of the variable part of his compensation for the current year will be calculated on a prorated basis to his time of presence during the period concerned. However, the Board of Directors of Atos SE, in its meeting on July 15, 2024, decided, upon the recommendation of the Compensation Committee, that the Chief Executive Officer would retain this annual variable remuneration until December 31, 2024, in the event of dismissal due to a governance change directly related to the implementation of the restructuring plan. It should be noted that Mr. Paul Saleh's resignation on July 23, 2024, does not constitute a dismissal due to a governance change directly related to the implementation of the restructuring plan.

The Board of Directors, on the recommendation of the Remuneration Committee, sets at the beginning of the year, the elasticity curves accelerating the amount of the variable compensation due, upwards and downwards, depending on the achievement level of each performance indicator.

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

Long-term variable compensation for 2024

The Board of Directors, on its meeting held on April 18, 2024, decided, on the recommendation of the Remuneration Committee, to set a conditional long-term variable compensation. This compensation would enable the Chief Executive Officer to be rewarded for his exceptional commitment, if the Group's long-term viability is assured.

Conscious of the market practice and of shareholders' expectation for long-term orientation of the remuneration package, the Board of Directors, on recommendation of the Remuneration Committee, considered the time horizon of two years as a relevant long-term orientation with regard to the challenging context of the refinancing of the Group.

The two-year long-term compensation package will be subject to the Annual General Meeting's approval and the following cumulative conditions:

- a condition of continuous presence on December 31, 2025, as corporate officer; and
- a condition linked to implementing a strategy to maintain an attractive business mix for employees, customers, financial creditors and shareholders ensuring the Group's long-term future.

The Board of Directors, on the recommendation of the Remuneration Committee, has decided to set a performance condition deemed relevant in light of the challenges facing the Group and considered that maintaining an attractive business mix for employees, customers, financial creditors and shareholders and ensuring the Group's long-term future is in the interest of such parties.

Report of the Board of Directors on the resolutions

Ordinary items

This compensation will be paid in cash and may not exceed €1,000,000 gross for 100% achieved objectives. Objectives are assessed over a two-year period, from 2024 to 2025. The achievement rate will be assessed by the Board of Directors in 2026.

Payment of this compensation will be subject to the approval of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2025, in accordance with article L. 22-10-34, II of the French Commercial Code.

The Board of Directors, on the recommendation of the Remuneration Committee and if necessary, could modify the above performance condition in the case of occurrence of unpredictable and special circumstances which justify it. However, the performance condition would remain demanding and in line with the Group's objectives, and the presence condition would remain applicable. In any event, the adjustment will be made within the limit of the cap of €1,000,000.

In the restructuring context, which would lead to a major reshuffling of the Company's shareholder base and which requires the constant involvement and close cooperation of Mr. Paul Saleh, in order to protect the Company's interests and ensure a smooth transition, the Board of Directors, meeting on July 15, 2024, decided, on the recommendation of the Remuneration Committee, to propose to the Annual General Meeting a modification to the conditions of the Chief Executive Officer's conditional long-term variable compensation, in the Company's corporate interest, in the event of the Chief Executive Officer's dismissal as a result of a change in governance directly linked to the implementation of the restructuring plan.

Thus, if the Chief Executive Officer were to be dismissed before December 31, 2024, as a result of a change in governance directly linked to the implementation of the restructuring plan, Mr. Paul Saleh would receive a compensation equal to €500,000, irrespective of the date of termination of his term of office, subject to full satisfaction at this date of the performance condition.

In the event of the Chief Executive Officer's dismissal from December 31, 2024, as a result of a change in governance directly linked to the implementation of the restructuring plan, Mr. Paul Saleh would receive, subject to the performance condition initially defined being met on the date of his departure, a compensation calculated pro rata to his time with the Company, not exceeding €1,000,000 gross over two years.

Except in the event of the Chief Executive Officer's dismissal as a result of a change in governance directly linked to the implementation of the restructuring plan, the conditional long-term variable compensation applicable to the Chief Executive Officer will remain subject to a condition of continuous presence on December 31, 2025 and to the performance condition detailed above.

The resignation of Mr. Paul Saleh on July 23, 2024, does not constitute a case of dismissal linked to a change of governance, directly linked to the implementation of the restructuring plan.

Fringe benefits

The Chief Executive Officer benefits from the health insurance schemes currently in force within Atos and is eligible to reimbursement of international mobility-related expenses and, in this respect, the Chief Executive Officer is provided with a housing accommodation. The Chief Executive Officer's travel expenses shall be paid by the Company.

Severance payment

The Board of Directors, meeting on July 15, 2024, decided, on the recommendation of the Remuneration Committee, that, very exceptionally, the fixed and variable remuneration of Mr. Paul Saleh would be maintained until December 31, 2024, in the event of the Chief Executive Officer's dismissal, as a result of a change in governance directly linked to the implementation of the restructuring plan. The purpose of this compensation is to enable the most efficient transfer of responsibility, if the implementation of the Group's restructuring plan would result in a change of governance before December 31, 2024.

It should also be noted that the resignation of Mr. Paul Saleh on July 23, 2024, does not constitute a case of dismissal linked to a change of governance, directly linked to the implementation of the restructuring plan.

Non-compete indemnity

The Chief Executive Officer will not benefit from any non-compete indemnity.

Exceptional compensation

The Chief Executive Officer shall not receive any exceptional compensation.

Other compensation elements

The Chief Executive Officer does not receive any remuneration or benefits from Atos SE or other Group companies in relation to his mandate. He does not benefit from any supplementary pension scheme. He is personally responsible for building up a pension supplement beyond the compulsory scheme.

The Chief Executive Officer is not bound by any employment contract.

If appointed as a Director to the Board of Directors of Atos SE, the Chief Executive Officer will not receive any compensation in this capacity.

8. Resolution relating to the compensation policy for corporate officers for 2025

Approval of the compensation policy of the Chairman and Chief Executive Officer for 2025

(27th resolution)

In accordance with Article L. 22-10-8 II of the French Commercial Code, in the **27th resolution** you are asked to approve the compensation policy applicable to the Chairman and Chief Executive Officer for 2025, as drawn up by the Board of Directors on the recommendation of the Remuneration

Committee. This policy was the subject of a press release published on the Company's website, <https://atos.net/fr/investisseurs/gouvernance-entreprise>, and is presented in full in this report by the Board of Directors.

At its meeting on October 14, 2024, the Board of Directors decided to appoint Mr. Philippe Salle as Chairman of the Board of Directors with immediate effect, and as Chairman and Chief Executive Officer with effect from February 1, 2025. On the same date, the Board of Directors, on the recommendation of the Remuneration Committee, determined the compensation policy applicable to the Chairman and Chief Executive Officer for the 2025 financial year, subject to approval by the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023.

The Board of Directors, at its meeting on December 21, 2024, on the recommendation of the Remuneration Committee and the CSR Committee, set the targets for variable annual remuneration for 2025.

In his capacity as Chairman of the Board of Directors and Director from October 14, 2024 to January 31, 2025, Philippe Salle has informed the Board of Directors that he does not wish to receive any remuneration either as Chairman or as a Director.

The compensation policy applies to the future Chairman and Chief Executive Officer, as well as to any new executive corporate officer appointed (as Chairman and Chief Executive Officer, Chief Executive Officer or Deputy Chief Executive Officer).

The compensation policy does not apply to Jean-Pierre Mustier, in his capacity as Chief Executive Officer from October 14, 2024 to January 31, 2025, as he has informed the Board of Directors of his intention not to receive any compensation in respect of his office as Chief Executive Officer.

1. General principles and mandate of the executive corporate officers

At its meeting on October 14, 2024, the Board of Directors decided to appoint Mr. Philippe Salle as Chairman and Chief Executive Officer with effect from February 1, 2025. The Chairman and Chief Executive Officer may be removed from office at any time by the Board of Directors. Mr. Philippe Salle has no employment contract with the Company or any other Group company.

The compensation policy for corporate officers for 2025 aims to support the implementation of the strategy decided upon, particularly in the context of the Group's refinancing and transformation, to align the long-term interests of executives with those of stakeholders, by:

- offering a transparent, competitive and motivating remuneration package in line with market practices and the Company's economic and financial situation;
- establishing a strong link between short-term and long-term performance and remuneration;
- integrating CSR criteria into short-term variable compensation, including a criterion linked to the Company's climate objectives, as a direct contribution to the Company's corporate social responsibility strategy;
- building loyalty and involving employees in the Company's long-term performance;
- linking part of the Chairman and Chief Executive Officer's compensation to the Group's challenges and strategy.

The structure of total compensation is thus designed according to a "pay-for-performance" approach, favoring a significant variable component associated with annual and multi-year horizons.

In line with the objectives of the compensation policy, the following principles have been adopted by the Board of Directors, on the recommendation of the Remuneration Committee:

What we do

- Preponderance of variable components subject to short- and long-term performance criteria
- Transparency and weighting of performance criteria in line with strategic priorities
- Predominantly quantifiable criteria and combination of financial and non-financial objectives
- Precise, simple and demanding objectives, in line with the Company's communication to the market
- Cap on variable compensation in the event of outperformance
- Balance between cash compensation and compensation in shares
- Requirement to retain a portion of Atos shares acquired or shares resulting from the exercise of stock options for the entire term of office, defined at the time of each grant of share-based compensation
- Prohibition on entering into any financial hedging transactions in respect of the shares allocated, throughout the term of office
- Potential non-competition indemnity and potential indemnity on taking up office

What we do not do

- No variable compensation when the minimum achievement thresholds by criteria are not reached
- No severance pay, i.e. no indemnities or rights due or likely to become due as a result of the termination or change of office of the Company's senior executives
- No supplementary compensation related to mandates or functions held in Group subsidiaries
- No supplementary pension scheme
- No combination of a company office and an employment contract

Report of the Board of Directors on the resolutions

Ordinary items

Accordingly, the total compensation package proposed by the Board to the shareholders at this Annual General Meeting comprises cash compensation, including a fixed and a variable component subject to performance conditions, a multi-year variable incentive compensation in shares subject to a performance condition, and an exceptional compensation conditional on the early refinancing of Atos' debt, under the conditions described below.

Target compensation structure 2025

The proposed compensation, in line with the above principles, is balanced, taking into account the appointment of the new Chairman and Chief Executive Officer and the review of his total compensation package, with 80% of target compensation subject to performance conditions. The target annual variable compensation is maintained at 100% of the fixed compensation, and the annualized multi-year variable compensation¹⁾ corresponds to 131% of the Chairman and Chief Executive Officer's maximum total gross compensation (i.e., €3 million), so that it does not represent a disproportionate share of it.

The compensation structure, and in particular the split between short- and long-term, is aligned with the current difficult context, its time horizon and the importance of safeguarding the Group's interests, involving the new Chairman and Chief Executive Officer in long-term performance, guaranteeing alignment with corporate and stakeholder interests.

In setting the target structure of total compensation and the level of its components, the Remuneration Committee's recommendations take into account Atos' specific situation and the need to guarantee the continuity of the Group's activities while pursuing its transformation strategy.

2. Compensation of the Chairman and Chief Executive Officer for 2025

Fixed annual compensation for 2025

The fixed compensation of the Chairman and Chief Executive Officer is designed to recognize the importance and complexity of his responsibilities, and is also correlated to the experience, career path and particular circumstances of the Chairman and Chief Executive Officer.

Applying these principles, and taking into account Philippe Salle's extensive experience in similar high-level positions, as well as his strategic leadership and operational expertise in several sectors, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to propose to the Annual General Meeting, in accordance with Article L. 22-10-8 of the French Commercial Code, to set Philippe Salle's gross annual fixed compensation at €1,200,000 for fiscal year 2025, in respect of his term of office as Chairman and Chief Executive Officer. The fixed compensation would be paid in proportion to the time spent as Chairman and Chief Executive Officer.

This decision reflects the exceptional challenges currently facing the Atos group, and the essential leadership required to navigate this complex environment, particularly in the role of Chairman and Chief Executive Officer. In its decision, the Board

took into account Philippe Salle's extensive experience in similar high-level positions, as well as his strategic leadership and operational expertise in several sectors, including the technology sector, and his financial expertise, which are essential to meet the Group's strategic needs following the implementation of the restructuring operations. These criteria for the profile of a new Chairman and Chief Executive Officer were identified as determining factors in the work of the Nomination and Governance Committee in charge of the succession plan, as was the need to entrust this responsibility to an experienced leader, who has demonstrated in his previous positions a set of skills that can enable Atos to project itself into the future.

The fixed remuneration also takes into consideration the need to attract, motivate and retain a high-caliber executive, taking into account the need to safeguard the Group's activities and meet current challenges, and to take into account the exceptional conditions and circumstances surrounding the recruitment and appointment of Mr. Philippe Salle as Chairman and Chief Executive Officer.

Variable annual compensation for 2025

General principles of variable annual compensation

The Board of Directors, on the recommendation of the Remuneration Committee, decided to fix an annual variable compensation which is conditional and aims to encourage the Chairman and Chief Executive Officer to reach the annual performance objectives set by the Board of Directors in close connection with the Group's strategy and challenges as regularly disclosed to the shareholders, in accordance with the following general principles.

The annual variable compensation is based on predefined readable and demanding performance criteria, predominantly quantitative, with financial and non-financial criteria. 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 2025, 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. For each performance indicator, the Board of Directors sets:

- a target objective, 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 150% of the on-target amount in the case of outperformance;
- 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.

1) Annualized grant, representing a total market value of 3,937,500 euros (see section "Multi-year variable compensation in shares for 2025" below for further details).

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 are predefined by the Board of Directors in an objective manner such that assessment of their achievement is undisputable.

In addition, the Board of Directors may exercise its discretion in determining the executive officers' 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 executive officers' performance and that of the Group. This adjustment would be made to the executive officer's variable annual compensation by the Board of Directors on the recommendation of the Remuneration Committee, subject to the cap of 150% 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, II of the French Commercial Code, the payment of the variable compensation to the Chairman and Chief Executive Officer due for a year is subject to the vote of the Annual General Meeting approving the financial statements for the year ended.

Variable annual compensation for 2025

At its meeting on October 14, 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee, to set the annual variable portion of the Chairman and Chief Executive Officer's compensation on the basis of targets, with a target set at 100% of the fixed compensation of €1,200,000 (i.e. a target annual variable compensation of €1,200,000) for the full year, with a maximum payment limited to 150% of the target annual variable compensation in the event of outperformance (i.e. a maximum annual variable compensation of €1,800,000) and no minimum payment, so that the maximum amount of his fixed and variable compensation would be €3,000,000 in 2025.

The cap on the annual variable portion of compensation is set at 150% of his fixed compensation, in the same way as the Chief Executive Officer's compensation policy for 2024. The proposed cap on the annual variable portion, which is aligned with current market practices both in the French market and in the technology industry, reflects the need to achieve exceptional results and performance in order to preserve the Company and implement the strategy.

On the recommendation of the Remuneration Committee and the CSR Committee, the Board of Directors has decided that the annual variable remuneration for 2025 will be based on financial and non-financial criteria as follows:

- 30% based on the evolution of the Group operating margin;
- 30% based on the Group net change in cash;
- 20% based on the execution of the transformation plan, subject to KPIs which will be defined by the Board for each stream of the plan and which will be measurable and monitored accordingly by the Board of Directors;

- 20% based on corporate social responsibility objectives, including:
 - a 10% criterion linked to the Group's climate objectives, i.e., reduction in all carbon emissions (scopes 1, 2 and 3) by 2025 compared with the 2019 baseline; and
 - a 10% criterion linked to the retention of key people.

The objectives underlying this variable compensation, as determined annually by the Board of Directors, are deemed relevant and demanding in view of the current context and the Group's financial and strategic challenges.

In the current context, where the objective is to ensure the long-term viability of the Company, in the interests of employees, customers and shareholders, the Board of Directors proposes to retain two non-financial and quantifiable indicators for the 2025 compensation policy, on the one hand, reduction in all carbon emissions (scopes 1, 2 and 3) by 2025 compared with the 2019 baseline, and, on the other, the Group's human capital policy (retention of key people). Key people are those identified as top talents, high-level scientists, critical leaders or holders of key technical certifications.

Achievement rates recorded by the Board of Directors at the end of the reporting period will be communicated in the Universal Registration Document for fiscal year 2025.

If the Chairman and Chief Executive Officer leaves the Group during the year, the amount of the variable part of his remuneration for the year will be calculated pro rata to his time with the Group during the period concerned.

At the beginning of the year, the Board of Directors, on the recommendation of the Remuneration Committee, defines the elasticity curves enabling the amount of variable remuneration due to be accelerated upwards or downwards, depending on the level of achievement of each objective.

Payment of this compensation is subject to approval by the Annual General Meeting of Shareholders, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Multi-year variable compensation in shares for 2025

On the recommendation of the Remuneration Committee, the Board of Directors has decided to propose the introduction of a new system of conditional long-term variable compensation in the form of a free allocation of Company performance shares, with the number of shares definitively allocated depending on share price performance over a four-year period ending December 31, 2028.

Given the Group's particular situation and its financial restructuring, the Board of Directors considered that this single performance condition, assessed over a four-year period, combined with an obligation to retain the shares resulting from the free share allocation until December 31, 2030, was demanding and relevant to the Group's strategy and challenges, by enabling the Chairman and Chief Executive Officer to be associated with long-term performance, to be rewarded in the event of a positive evolution in the Atos SE share price, and by guaranteeing alignment with the Company's corporate interest and the interests of shareholders.

Report of the Board of Directors on the resolutions

Ordinary items

This performance criterion linked to the annualized growth in the share price was considered particularly **relevant and appropriate to the Company's situation**, in particular for the following reasons:

- Allow a correlation between shareholder gain and that of the beneficiary of performance shares: Atos SE's development strategy must, in the medium to long term, result in value creation for shareholders. The acquisition of shares must therefore be directly proportional to the growth in the share price, and therefore to the shareholder's gain, as this performance criterion is the most appropriate for sharing the creation of value;
- Giving real consideration to the Company's long-term performance: performance is measured over a four-year period. The number of shares received by the Chairman and Chief Executive Officer thus reflects the gains that would have been made over a medium to long-term horizon by a shareholder who had invested in the capital increase with preferential subscription rights as part of the Company's financial restructuring (Rights Issue). This performance measurement period also makes it possible to factor in stock market volatility, and is intended to encourage sustainable performance by avoiding excessive and short-termist risk-taking;
- Ensuring transparency and simplicity: with a performance criterion linked to the annualized share price growth, performance can be measured in real time (insofar as it involves calculating annualized share price growth between two periods).

In addition, the performance criterion linked to annualized growth in the share price was considered **particularly demanding**, in particular for the following reasons:

- This performance criterion has been set taking into account other recent corporate restructurings,
- At a share price of €0.0037¹⁾, the Company's market capitalization stands at around €750 million. Thus, doubling this reference value, the threshold below which no performance shares would vest, would imply creating €750 million of additional value, an ambitious objective given the operating context and challenges facing the Company.
- Finally, the recent volatility of Atos SE's share price has undoubtedly been accentuated by the fact that the market has taken into account the capital increases carried out under the Company's accelerated safeguard plan and by a quotation value of €0.0001 which automatically accentuates daily variations in the share price. These two factors contribute to the image of excessive volatility, which should be mitigated notably by the reverse stock split to be implemented by the Company (see the 29th resolution for further details).
- In this context, the Board of Directors, on the recommendation of the Remuneration Committee, considered that the criterion linked to annualized growth in the share price, under the conditions described below, is particularly demanding.

On the basis of all these factors, the Board of Directors considered, on the recommendation of the Remuneration Committee, that this compensation was **appropriate and proportionate** in the Group's challenging context, subject to a **demanding performance condition**, a **condition of continued presence** to be met at each vesting date and an **extended holding period**, capable of satisfying the objectives set out in the AFEP-MEDEF Code, namely to enable real consideration to be given to the Company's long-term performance, to

guarantee the long-term commitment of senior executives, and to promote the alignment of their interests with those of the Company and its shareholders.

Multi-year variable compensation in shares for 2025 is described in greater detail below:

- The compensation will take the form of a free allocation of performance shares, subject to a condition of continuous presence at each Vesting Date (as defined below), and a performance condition linked to the increase of Atos SE's share price over a four-year period (the "Performance Share Award").
- The Performance Share Award will entitle the Chairman and Chief Executive Officer to a number of shares (the "Total Allocated Shares") calculated to represent a value of €15.75 million based on the subscription price of the Rights Issue implemented in the context of the accelerated safeguard plan of Atos, i.e., €0.0037 (the "Initial Share Price").
- The Performance Share Award will vest (upon which the relevant number of shares will be issued or transferred to the Chairman and Chief Executive Officer) as to a maximum of 33.33% of the Total Allocated Shares on December 31, 2026 (1st vesting date), 33.33% of the Total Allocated Shares on December 31, 2027 (2nd vesting date), and 33.34 % of the Total Allocated Shares on December 31, 2028 (3rd vesting date) (in each case, a "Vesting Date").
- In order for the Chairman and Chief Executive Officer to have 100% of the Total Allocated Shares on December 31, 2028, the share price at that date shall be equal to at least four times the Initial Share Price. The vesting and performance condition are as follows:
 - On each Vesting Date, if the share price (based on the volume weighted average over the previous three months) is below double the Initial Share Price, no shares will vest. If the share price is double the Initial Share Price, 68% of the shares in that tranche will vest. If the share price is three times the Initial Share Price, 80% of the shares in that tranche will vest. If the share price is four times (or more times) the Initial Share Price, 100% of the shares in that tranche will vest.
 - Where the share price on a Vesting Date is between double, three and four times the Initial Share Price, the number of shares in the relevant tranche which vest will be determined on a straight-line basis between 68%, 80% and 100%.
 - Pursuant to a catch-up mechanism, to the extent the first two tranches of the Performance Share Award do not vest to the maximum extent, the unvested portion of shares may vest at the second and third Vesting Dates, provided that, for the second Vesting Date, the share price has increased compared to the first Vesting Date and the above vesting and performance conditions have been reached at the second Vesting Date, and, for the third Vesting Date, the share price has increased compared to the first and/or the second Vesting Date and the above vesting and performance conditions have been reached at the third Vesting Date.
 - In the event that, during the vesting period, Atos undertakes financial transactions that have an impact on its share capital (and in particular, as this may be the case as a result of a post-closing reverse share split and/or a potential further share capital reduction to address penny stock), the Board of Directors will carry out adjustments in order to preserve the allocated shares in compliance with applicable laws and regulations or, as the case may be, in

¹⁾ It should be specified that at December 20, 2024, the share price is significantly lower than the reference value, which implies a corresponding increase in the market value.

accordance with common contractual provisions applicable in the context of specific financial transactions providing for other adjustment cases.

- The Board of Directors, on the recommendation of the Remuneration Committee and, if necessary, could modify the above performance condition in the case of occurrence of unpredictable and special circumstances which justify it, provided that the performance condition remains demanding and in line with the Group's objectives, and the other elements (presence condition, vesting period and holding obligation) remain applicable.
- All the shares acquired under this arrangement, regardless of an earlier Vesting Date, are required to be held through December 31, 2030 (the "Release Date") and cannot be sold until such Release Date. In addition, 30% of the shares must be held in the nominative form and may not be sold until the later of the Release Date and the date the Chairman and Chief Executive Officer ceases to hold this office.
- The Performance Share Award is subject to a condition of continuous presence at each Vesting Date as Chairman and Chief Executive Officer. If his term of office as Chairman and Chief Executive Officer ceases, he will retain any shares he has acquired pursuant to the Performance Share Award, but the award will lapse and no further shares will vest.
- There is no guaranteed minimum in terms of vested shares or gain.
- At the time of grant decision, the Chairman and Chief Executive Officer will be 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 Chairman and Chief Executive Officer will not be granted other equity-based compensation until December 31, 2028. The Performance Share Award is therefore capped at the number of Total Allocated Shares on the grant date.
- Therefore, on an annualized basis, the allocation represents a total market value of €3,937,500, corresponding to 131% of the Chairman and Chief Executive Officer's maximum total gross compensation (i.e., €3 million), so that it does not represent a disproportionate share of it.

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

Exceptional compensation

On the recommendation of the Remuneration Committee, the Board of Directors decided to provide for the principle of exceptional compensation for the Chairman and Chief Executive Officer, subject to the early refinancing of Atos' debt.

The Board of Directors considered that this exceptional compensation was appropriate and proportionate, given the very special circumstances and challenges posed by the financing of the Atos group, following its financial restructuring. The criterion set, relating to the early refinancing of Atos' debt before December 31, 2026 or before December 31, 2027, is highly demanding, based on a precise rationale and event, designed to encourage and reward the strategic realization of an early refinancing, which would contribute to accelerating the Group's financial stability and sustainability.

As such, this approach aims to align the interests of the executive with those of the Company and its stakeholders, while reflecting the importance of this refinancing in a context marked by very specific circumstances. It is therefore a strictly conditional remuneration package, commensurate with the unique stakes and responsibilities incumbent on the Chairman and Chief Executive Officer.

If Atos SE were to successfully refinance its debt earlier than its terms (it being specified that the debt refinanced shall include the 1.5 Lien debt ⁽¹⁾), the Chairman and Chief Executive Officer will receive an exceptional compensation as follows:

- if the Atos debt is successfully refinanced (as approved by the Board of Directors) by the end of the 2026 fiscal year, the Chairman and Chief Executive Officer will receive an exceptional compensation equal to three times his gross fixed annual compensation, i.e., €3.6 million; or
- if the Atos debt is successfully refinanced (as approved by the Board of Directors) by the end of the 2027 fiscal year, the Chairman and Chief Executive Officer will receive an exceptional compensation equal to two times his gross fixed annual compensation, i.e., €2.4 million.

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

Severance payment

The Chairman and Chief Executive Officer will not benefit from any severance payment.

Non-compete indemnity

The Chairman and Chief Executive Officer will be paid a monthly indemnity equal to one twelfth of his annual gross compensation (fixed plus on-target variable), calculated on the basis of the last twelve months preceding the termination of his duties, for undertaking, upon a period of up to two years from the end of his office, not to hold or exercise, directly or indirectly, any position as an employee, executive or corporate officer, 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 France, Germany, the UK and the US.

1) For more details regarding Atos's debt, please refer to the Company's accelerated safeguard plan, available on the Company's website www.atos.net (section Investors, Financial Restructuring)

Report of the Board of Directors on the resolutions

Extraordinary items

No indemnity will be paid once the Chairman and Chief Executive Officer claims his pension rights. In any event, no benefit can be paid over the age of 65.

The Board of Directors may choose to waive the application of the non-compete undertaking.

Other compensation components

Retirement supplement under the supplementary pension scheme

The Chairman and Chief Executive Officer does not benefit from a supplementary pension scheme.

Compensation for a mandate as Director

The Chairman and Chief Executive Officer will not receive any compensation in this capacity.

Benefits in kind

The Chairman and Chief Executive Officer is covered by the health insurance scheme applicable within Atos SE. The Chairman and Chief Executive Officer's travel expenses will be paid by the Company.

Employment contract

In accordance with the recommendations of the AFEP-MEDEF Code, the Chairman and Chief Executive Officer does not have an employment contract.

9. Resolution on the repurchase of Company shares**Authorization to be granted to the Board of Directors to purchase, hold or transfer shares in the Company**(28th resolution)

You are asked to renew the authorization given to the Board of Directors to buy back shares in the Company as part of a share buyback program, for a period of 18 months.

The resolution has the same characteristics as those approved by the General Meeting of June 28, 2023, except for the maximum purchase price, namely:

- share buybacks may not be carried out during a public offer period for the Company's shares;
- the maximum number of shares that may be acquired would represent 10% of the share capital;
- the maximum purchase price would be **€50 (excluding costs) per share**, i.e. a theoretical maximum purchase

amount of 895,179,898,215 based on the share capital at December 18, 2024;

- share buy-backs may have several purposes, including in particular the implementation of employee share ownership plans and the cancellation of shares.

The authorization granted would be valid for 18 months from the General Meeting called to approve the financial statements for the year ending December 31, 2023. This authorization would cancel and replace that granted by the 2023 General Meeting in respect of the portion not used by the Board of Directors.

The objectives, as well as the description of the authorization, are detailed in the text of the resolution.

Extraordinary items**10. Resolutions delegating powers to the Board for financial transactions****Delegation of powers to be granted to the Board of Directors to carry out a reverse split of the Company's shares**(29th resolution)

As part of this resolution, in order to reduce the volatility of the share price, which is heightened by the Company's low par value, we propose that you implement a reverse split of the Company's shares. This operation would also support a new stock market dynamic for the Company, and improve international investors' perception of the Group.

This adjustment is purely arithmetical and has no impact on the value of the Company's shares held by shareholders.

In accordance with the provisions of article 6 of decree no. 48-1683 of October 30, 1948 and article R.228-12 of the French

Commercial Code, we propose that you delegate to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its powers to decide on one or more reverse splits of the shares comprising the Company's share capital.

The number of shares comprising the Company's share capital as existing immediately prior to the relevant reverse stock-split (the "Old Shares") may not exceed 10,000 times the number of shares comprising the share capital as resulting from the reverse stock-split (the "New Shares").

In accordance with the provisions of article 6 of decree no. 48-1683 of October 30, 1948, shareholders who own fewer than the number of Old Shares required to carry out the reverse stock-split will be required to purchase or sell the Old Shares needed to complete the reverse stock-split within 30 days of the start of the reverse stock-split.

It is also specified that, in accordance with the provisions of articles 6 of decree no. 48-1683 of October 30, 1948 and R.228-12 of the French Commercial Code, at the end of the exchange period, the New Shares that could not be allocated

individually and corresponding to fractional rights, will be sold and the proceeds of this sale will be allocated in proportion to the fractional rights of each holder of rights.

In particular, this authorization would enable the Board to determine the terms and conditions of the reverse stock-split, taking into account the number of shares and the amount of the Company's share capital at the time the reverse stock-split is decided.

This authorization would be valid for a period of 12 months.

Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt while maintaining preferential subscription rights

(30th resolution)

We propose that, as previously authorized by the 2022 Annual General Meeting, the Board of Directors be given the power to increase the share capital with pre-emptive subscription rights in order to finance the Company's development, either by issuing shares (excluding preference shares) or by issuing securities giving access to the capital of the Company or of a company in which it directly or indirectly owns more than half of the capital (a "Subsidiary") or giving entitlement to the allotment of debt securities. This resolution would also allow the issue of securities that are equity securities giving access to the existing share capital of the Company or of a Subsidiary or giving entitlement to the allotment of debt securities.

Any capital increase for cash entitles shareholders to a detachable pre-emptive subscription right, which is negotiable for the duration of the fixed trading period: each shareholder has the right to subscribe, for a period of at least five trading days from the opening of the subscription period, for a number of new shares proportional to his stake in the capital.

The maximum nominal amount of capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the case of an issue of securities giving access to the capital) under this resolution would be set at **40% of the share capital** as at the date of this Annual General Meeting.

This cap also represents the overall cap (see article L. 225-129-2 of the French Commercial Code) for the nominal amount of capital increases that may be carried out under the terms of the 31st, 32nd, 33rd, 34th, 35th, 37th and 38th resolutions of this Annual General Meeting.

To these caps shall also be added, where applicable, the nominal amount of any additional shares to be issued in the event of new financial transactions to preserve the rights of holders of securities or other rights giving access to the share capital.

It should be noted that, under this overall cap, the nominal amount of capital increases carried out without pre-emptive rights pursuant to the 31st, 32nd, 33rd and 34th resolutions of this Annual General Meeting may not exceed **10% of the share capital** as at the date of this Annual General Meeting.

Under this delegation of authority, as well as under resolutions the 31st, 32nd, 33rd and 34th of this Annual General Meeting, it is envisaged that all financial instruments giving access to the capital may be used both to maintain flexibility in carrying out growth or financing transactions and to optimise the Company's balance sheet structure.

This resolution and certain other resolutions submitted to this Annual General Meeting would enable the Board to decide to issue securities giving access to the Company's capital. The characteristics and details of these securities are described below as part of the presentation of the 31st resolution of this Annual General Meeting.

It should be noted that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this authorization as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

This authorization would be granted for a period of 26 months and would supersede any unused portion of any previous authorization of the same nature. For information, this delegation, already granted by the 2022 Annual General Meeting, has not been used.

Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt through public offerings other than those referred under 1° of article L. 411-2 of the French Monetary and Financial Code, without preferential subscription rights

(31st resolution)

This authorization would enable the Board of Directors to carry out growth or financing transactions, through the issue, without pre-emptive subscription rights, in France and/or abroad, by public offer, shares (excluding preference shares) and/or securities (whether in the form of shares or debt securities) giving access to the capital of the Company or of a company in which it directly or indirectly owns more than half the capital (a "Subsidiary") or giving entitlement to the allotment of debt securities.

As part of this resolution, you are being asked to cancel the pre-emptive right. Depending on market conditions, the nature of the investors involved in the issue and the type of securities being issued, it may be preferable, or even necessary, to waive the pre-emptive right in order to place securities under the best possible conditions, particularly when the speed of transactions is an essential condition for their success, or when issues are made on foreign financial markets. Removal of the pre-emptive rights may make it possible to raise a larger amount of capital because of the more favourable issue conditions.

In return for cancelling the pre-emptive right, the Board may introduce a priority right, which may be reducible.

The maximum nominal amount of capital increases without pre-emptive subscription rights that may be carried out immediately or in the future under this authorization would be set at **10% of the share capital** as at the date of the General Meeting. The nominal amount of the issues carried out under this authorization will be deducted from the overall cap stipulated in paragraph 2 of the 30th resolution of this Annual General Meeting or, where applicable, from the overall cap stipulated by any similar resolution that may supersede said resolution during the period of validity of this authorization. The nominal amount of any capital increases carried out without pre-emptive subscription rights pursuant to resolutions 32nd, 33rd, 34th, 35th, 37th and 38th of this Annual General Meeting shall be deducted from the maximum nominal amount of this resolution.

To these caps shall also be added, where applicable, the nominal amount of any shares to be issued in the event of new financial transactions, to preserve the rights of holders of securities or other rights giving access to the share capital.

In accordance with article L. 22-10-52 of the French Commercial Code, a delegation will be granted to the Board of Directors to freely set the issue price of directly issued shares.

This authorization would allow the issue of shares or securities giving access to the Company's capital or entitling holders to the allotment of debt securities as described below.

Certain resolutions submitted to this Annual General Meeting would enable the Board to decide to issue securities giving access to the capital, either by issuing new shares such as bonds convertible into or redeemable for shares, or bonds with share warrants attached, or by delivering existing shares such as "OCEANE" bonds (bonds convertible into shares to be issued or exchangeable for existing shares); These securities may take the form of either debt securities, as in the above examples, or equity securities, such as shares with warrants attached. However, in accordance with the law, equity

securities convertible or transformable into debt securities may not be issued.

Securities giving access to the capital which take the form of debt securities (for example, bonds convertible or redeemable in shares, or bonds with share subscription warrants) may give access, either at any time, or during specified periods, or on fixed dates, to the allocation of shares. This allotment could be made by conversion (for example, bonds convertible into shares), redemption (for example, bonds redeemable in shares), exchange (for example, bonds exchangeable into shares) or presentation of a warrant (for example, bonds with share warrants attached) or in any other way, during the term of the loans, whether or not shareholders' preferential subscription rights to the securities thus issued are maintained.

In accordance with the law, the authorizations granted by the General Meeting to issue securities giving access to the capital entail the waiver by shareholders of their pre-emptive rights in respect of the shares to which these securities entitle them. If the General Meeting were to adopt these resolutions, you would be required by law to waive your preferential subscription rights in respect of any shares issued by the Company to redeem any bonds redeemable in shares.

The issue price of the securities giving access to the capital would be set so that, for each share issued by virtue of the securities giving access to the capital, the total amount received by the Company in respect of these securities giving access to the capital would be at least equal to the price per share freely set by the Board of Directors on delegation (as it stood on the day of issue of the securities giving access to the capital).

This resolution and the 30th, 32nd, and 34th resolutions submitted to this Annual General Meeting would enable the Board to decide to issue securities giving entitlement to the allotment of debt instruments, such as shares with bond warrants. Where applicable, these securities could be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities. If these resolutions are adopted, the Board may determine the nature and characteristics of the securities giving entitlement to the allotment of debt securities to be created. Where applicable, the Board of Directors may, at the time of issue or during the life of the securities concerned, provide for:

- that these securities will be accompanied by warrants giving the right, either during specified periods or on fixed dates, to the allocation, acquisition or subscription of bonds or other debt securities; or
- that the Company will have the option of issuing debt securities in payment of interest whose payment has been suspended by the Company; or
- that these securities will take the form of complex bonds as defined by the stock market authorities (for example, because of their redemption or remuneration terms or other rights such as indexation or options); or
- the securities will be redeemed early, including by delivery of Company assets or redemption; or

- that the shares will be bought back on the stock market or offered for purchase or exchange by the Company.

Lastly, this resolution would make it possible to issue shares or securities giving access to the capital as consideration for shares in a company meeting the criteria set out in article L. 22-10-54 of the French Commercial Code as part of a public exchange offer initiated by the Company in France and/or abroad in accordance with local rules, in which case the Board of Directors would be free to set the exchange ratio, with the price rules described above not applying. It should be noted that no priority subscription rights will be granted to

shareholders in connection with such issues.

It should be noted that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this authorization as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

This authorization would be valid for a period of 26 months and would supersede any unused portion of any previous authorization of the same nature. For information, the delegation for the same purpose granted by the 2022 Annual General Meeting has not been used.

Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt through a public offering referred to in article L. 411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights

(32nd resolution)

As part of this resolution, you are being asked to renew, for the benefit of the Board, an authorization allowing the Company to make public offers giving rise to capital increases or offers of composite securities without pre-emptive subscription rights aimed exclusively at qualified investors or a restricted circle of investors, provided that these investors are acting on their own behalf.

This authorization would optimise access to capital for the Company and enable it to benefit from the best market conditions, as this method of financing is quicker and simpler than a capital increase by public offering that is also open to individual investors. You are being asked to waive the pre-emptive right to issue shares (excluding preference shares) and/or securities giving access to the capital of the Company or of a company in which the Company directly or indirectly owns more than half of the capital ("Subsidiary"), or giving entitlement to the allotment of debt securities, under simplified terms and conditions, by public offering to qualified investors or a restricted circle of investors.

The nominal amount of the capital increases without pre-emptive subscription rights that may be carried out immediately or in the future under this authorization is set at **10% of the share capital** as at the date of this Annual General Meeting. The nominal amount of any issues carried out under this authorization will be deducted from the overall cap stipulated in paragraph 2 of the 30th resolution or, where applicable, from the caps stipulated in any similar resolutions that may supersede said resolutions during the period of validity of this authorization. The nominal amount of capital

increases without pre-emptive subscription rights that may be carried out pursuant to the 31st, 33rd, 34th, 35th, 37th and 38th resolutions of this Annual General Meeting shall be deducted from the maximum nominal amount of this resolution.

In any event, issues of equity securities carried out under this authorization will not exceed the limits provided for by the regulations applicable on the date of issue. In addition, the nominal amount of any shares to be issued in the event of new financial transactions to preserve the rights of holders of securities giving access to the capital or other rights giving access to the capital shall be added to this cap.

As with the two previous resolutions, this authorization would allow the issue of new shares or securities giving access to the Company's capital or entitling holders to the allotment of debt securities (see the description of these financial securities in the presentation of the 31st resolution). The issue price of directly issued shares and securities would be set in the same way as for the 31st resolution.

It should be noted that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this authorization as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

This authorization would be valid for a period of 26 months and would supersede any unused portion of any previous authorization of the same nature. For information, the delegation for the same purpose granted by the 2022 Annual General Meeting has not been used.

Delegation of powers to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital as consideration for contributions in kind of equity securities or securities giving access to share capital, without preferential subscription rights

(33rd resolution)

You are asked to renew the authorization given to the Board of Directors to carry out external growth transactions, as part of private exchange offers, financed by shares or securities giving access to the capital issued by the Company as consideration for contributions in kind to the Company of equity securities or securities giving access to the capital (see the description of these financial securities in the presentation of the 31st resolution). You are therefore being asked to waive pre-emptive subscription rights in order to give the Board of Directors the flexibility it needs to seize any external growth opportunities that may arise.

The nominal amount of the capital increases without pre-emptive subscription rights that may be carried out immediately or in the future under this authorization is set at **10% of the share capital** as at the date of this Annual General Meeting. The nominal amount of any issues carried out under this authorization will be deducted from the overall cap stipulated in paragraph 2 of the 30th resolution or, where applicable, from the caps stipulated in any similar resolutions that may supersede said resolutions during the period of validity of this authorization. The nominal amount of capital

increases without pre-emptive subscription rights that may be carried out pursuant to the 31st, 32nd, 34th, 35th, 37th and 38th resolutions of this Annual General Meeting shall be deducted from the maximum nominal amount of this resolution.

In particular, this authorization would enable the Board to set the terms and conditions of the issue, the exchange ratio and, if applicable, the amount of the balancing payment to be made in cash. The Board will vote on the report of the contribution auditors, which will notably cover the value of the contributions.

It should be noted that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this authorization as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

This authorization would be valid for a period of 26 months and would supersede any unused portion of any previous authorization of the same nature. For information, the delegation for the same purpose granted by the 2022 Annual General Meeting has not been used.

Delegation of powers to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities giving right to the allocation of debt instruments, without preferential subscription rights in favor of one or more specifically designated persons

(34th resolution)

Law no. 2024-537 of June 13, 2024 introduced the possibility for Extraordinary Shareholders' Meetings, particularly in companies whose shares are admitted to trading on a regulated market, to delegate to the Board of Directors the right to increase the share capital by up to 30% of the capital per year, and to appoint the beneficiaries of the waiver of pre-emptive subscription rights. It is for this reason that this delegation is proposed to you.

Under the terms of this resolution, the Board of Directors would have full powers to issue, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, for the benefit of one or more persons designated by name, (i) shares in the Company (excluding preferred shares) or (ii) securities governed by articles L. 228-91 et seq. of the French Commercial Code, giving immediate or future access to the capital of the Company or of a company in which the Company directly or indirectly owns more than half of the capital (a "Subsidiary"), including equity securities giving entitlement to the allotment of debt securities, for valuable consideration or free of charge, it being specified that shares

and other securities may be subscribed for in whole or in part either in cash, by offsetting receivables, or by capitalizing reserves, profits or additional paid-in capital, and that securities (other than shares) may be denominated in euros or in any other currency or monetary unit established by reference to several currencies.

The maximum aggregate par value of capital increases that may be carried out under this authorization is set at **10% of the share capital** as at the date of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap provided for in paragraph 2 of the 30th resolution of this General Meeting or, as the case may be, from any aggregate cap provided for by a similar resolution that may supersede said resolution during the period of validity of this authorization, and (ii) that the nominal amount of capital increases without pre-emptive subscription rights that may be carried out under the 31st, 32nd, 33rd, 35th, 37th and 38th resolutions of this General Meeting shall be deducted from this amount.

It is specified that, in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code, the issue price of the shares issued under this authorization will be set by the Board of Directors in accordance with the regulatory provisions applicable on the date this authorization is used.

In connection with this resolution, you are asked to cancel the pre-emptive subscription rights in favor of one or more persons designated by name, and to delegate to the Board of Directors the power to designate such persons.

It is specified that if subscriptions do not absorb the entire issue, the Board may limit the amount of the transaction to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided.

It is also specified that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use

of this authorization from the date of filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

In particular, this authorization would enable the Board to determine the terms and conditions of the issue(s), to designate the person(s) for whom the issue(s) is/are reserved, to determine the number of shares to be allotted to each of the beneficiaries, and to decide on the amount to be issued, the issue price and the amount of any premium that may be requested on issue.

This authorization would be granted for a period of 18 months.

It is specified that the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of this delegation of authority granted under this resolution.

Delegation of authority to be granted to the Board of Directors to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights

(35th resolution)

In the event of a capital increase, with or without pre-emptive subscription rights, pursuant to a delegation of authority granted by the Annual General Meeting, and in the event of oversubscription, we propose that you renew the option granted to the Board of Directors at the 2022 Annual General Meeting to increase the number of shares to be issued at the same price as that of the initial issue, in accordance with the regulatory timeframe (currently 30 days from the close of the subscription period). This over-allotment option may be exercised up to a maximum of 15% of the initial capital increase.

The nominal amount of the capital increases that may be carried out under this resolution will be deducted from the amount of the cap stipulated in the resolution under which the initial issue is decided and from the amount of the overall cap stipulated in paragraph 2 of the 30th resolution of this Annual

General Meeting and, in the event of a capital increase without pre-emptive subscription rights, on the amount of the cap stipulated in paragraph 3 of the 31st resolution, or, where applicable, on the amount of the caps stipulated by resolutions of the same nature that may supersede said resolutions during the period of validity of this authorization.

It should be noted that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this authorization as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

This authorization would be granted for a period of 26 months and would supersede any unused portion of any previous authorization of the same nature. For information, the delegation for the same purpose granted by the 2022 Annual General Meeting has not been used.

Delegation of authority to be granted to the Board of Directors to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items

(36th resolution)

We propose that you renew the authorization given to the Board of Directors at the 2022 Annual General Meeting to incorporate reserves, additional paid-in capital, profits or other items into the Company's share capital, up to a maximum nominal amount that will not exceed **10% of the share capital** on the date of this Annual General Meeting, and for this purpose to carry out capital increases in the form of an increase in the par value of shares and/or the allocation of bonus shares.

It should be noted that the Board of Directors may not, without the prior authorization of the General Meeting, make use of this authorization as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

This authorization would be granted for a period of 26 months and would supersede any unused portion of any previous authorization of the same nature. For information, the delegation for the same purpose granted by the 2022 Annual General Meeting has not been used.

11. Resolutions allowing the implementation of employee share ownership and long-term incentive plans

Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company without preferential subscription rights in favor of members of a company saving plan

(37th resolution)

You are asked to delegate to the Board of Directors, for a period of 26 months, the power to decide to increase the share capital by issuing, in France and/or abroad, ordinary shares in the Company, or securities giving access, immediately or in the future and by any means, to existing or future ordinary shares in the Company, reserved for current or former employees, corporate officers of the Company or of companies affiliated to it, members of a company or group savings plan (or any other qualifying plan pursuant to legal and regulatory provisions) of the Company or of companies affiliated to it within the meaning of article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labour Code.

The cap on the nominal amount of immediate or future increases in the Company's share capital resulting from all the share issues carried out under this authorization may not exceed **2% of the share capital** on the date of this Annual General Meeting, it being specified that this amount will be deducted from the overall cap provided for in paragraph 2 of the 30th resolution of this Annual General Meeting, and is set without taking account of the nominal amount of any ordinary shares to be issued to preserve the rights of holders of securities or other rights giving access to the Company's share capital, of options to subscribe for or purchase shares in the Company or of rights to receive free shares in the Company.

This authorization would supersede the previous authorization granted by the 2023 Annual General Meeting. It is nevertheless specified for all purposes that the implementation and definitive completion of any operation decided by the Board of Directors by virtue of the delegation granted by the 2023 Annual General Meeting would not be affected by the approval of this resolution.

This authorization entails the waiver of shareholders' pre-emptive rights to subscribe for ordinary shares and securities giving access to the Company's capital that may be issued under this resolution, as well as for ordinary shares issued on the basis of this authorization.

It is specified that your Board of Directors will be able to set the subscription price of the securities issued pursuant to this authorization and that this price will be determined under the conditions provided for in article L. 3332-19 of the French Labour Code, it being understood that the discount may not exceed the maximum discount provided for by law on the date of the Board of Directors' decision (i.e. currently 30%, or 40% when the lock-up period provided for by the plan is ten years or more, in accordance with the provisions of Article L. 3332-19 of the French Labor Code), it being specified that the Board of Directors may reduce or eliminate this discount if it deems this appropriate, in particular in order to meet the requirements of applicable local laws.

It is also specified that your Board of Directors may, pursuant to article L. 3332-21 of the French Labour Code, provide for the allocation, free of charge, of shares or other securities giving access to the Company's capital, by way of the employer's contribution or, where applicable, the discount, provided that the taking into account of their pecuniary countervalue, valued at the subscription price, does not have the effect of exceeding the applicable legal or regulatory limits.

This authorization would be granted for a period of 26 months and would supersede any unused portion of any previous authorization of the same nature. For information, the delegation for the same purpose granted by the 2023 Annual General Meeting has not been used.

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 without preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans

(38th resolution)

Shareholders are invited to delegate to the Board of Directors, with powers to subdelegate within the law, the authority to issue shares (other than preference shares) and/or securities giving immediate or future access to the capital of the Company or of other companies, without pre-emptive subscription rights for existing shareholders, in favour of:

- employees and corporate officers of companies affiliated to the Company under the terms of article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labour Code and having their registered office outside France; and/or

- alternative investment funds (AIFs), UCITS or other entities, with or without legal personality, investing in the Company's securities, whose unitholders or shareholders are the persons referred to in paragraph (i); and/or
- any banking institution or subsidiary of such an institution acting at the Company's request to set up a shareholding or savings scheme (whether or not including a shareholding component in Company shares) for the benefit of the persons referred to in paragraph (i).

The purpose of this resolution is to structure a share offering for the Group's employees or to enable them to benefit from alternative share ownership formulas to those covered by the 37th resolution. In particular, it aims to enable employees located in countries where it is not desirable or possible, for local reasons (regulatory or other), to deploy a secure share offering via a company mutual fund (FCPE), to benefit from shareholding formulas that are equivalent or similar, in terms of economic profile, to those available to other Group employees.

The nominal amount of the capital increases that may be carried out under this resolution would be limited to **0.2% of the share capital** as at the date of this Annual General Meeting. This amount would be deducted from the overall cap set in paragraph 2 of the 30th resolution. To these caps shall also be added the nominal amount of any shares to be issued to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions providing for other cases of adjustment.

The subscription price would be determined by the Board of Directors by reference to the Company's share price on the regulated market of Euronext Paris or to an average of the share prices up to twenty trading sessions prior to the date of the decision setting the subscription date (the price may in particular be set under the same conditions as those provided for in articles L. 3332-18 et seq. of the French Labour Code), and could include a discount that may not exceed the maximum discount provided for by law on the date of the Board of Directors' decision (i.e. currently 30%, or 40% when the lock-up period provided for by the plan is ten years or more, in accordance with the provisions of Article L. 3332-19 of the French Labor Code). Your Board of Directors may reduce or eliminate this discount if it sees fit, in particular to take account of the legal, accounting, tax and social security regimes applicable in the beneficiaries' country of residence. Special pricing arrangements are also provided for beneficiaries' resident in the United Kingdom.

This authorization would be granted for a period of 18 months and would supersede any unused portion of any previous authorization of the same nature. For information, the delegation for the same purpose granted by the 2023 Annual General Meeting has not been used.

Authorization to be granted to the Board of Directors to proceed with the free allocation of shares to employees and corporate officers of the Company and/or its affiliated companies

(39th resolution)

Context of the authorization request

You are invited to authorize your Board of Directors to grant performance shares to employees or corporate officers of the Company and/or its affiliated companies under the conditions detailed below.

Atos has committed to involving its employees in the Company's long-term performance and financial results, notably through long-term incentive plans. Compensation aims to promote the Company's performance and competitiveness to ensure growth and sustainable value creation for shareholders, employees, and all stakeholders. Accordingly, the Company includes senior executives and key digital talents in long-term incentive plans, which will also benefit the future Chairman and Chief Executive Officer. Furthermore, Atos France has signed a special profit-sharing agreement with the representative trade unions, still in effect.

For 2025, after consulting the Remuneration Committee, the Board of Directors plans to implement a long-term incentive plan over four years (2025–2028) under similar conditions to those applicable to the future Chairman and Chief Executive Officer, starting February 1, 2025. This plan includes a performance condition linked to share price growth over four years, engaging beneficiaries in long-term performance, fostering share price growth, and aligning with the Company's interests and shareholders. This addresses competitive developments in incentive and retention practices within the industry by proposing an attractive incentive plan designed to create strong long-term momentum.

Specifically, the allocation of performance shares, subject to approval by this General Meeting, will be governed by the following characteristics and conditions:

Nature of the Authorization

It is proposed to authorize the Board of Directors, for a period of 38 months, to grant, in one or more allocations, free shares, either performance-based or not, to employees or corporate officers of the Company and/or its affiliated companies. The resolution specifies that any similar authorization granted at the 2023 Annual General Meeting will be canceled as of this Annual General Meeting to the extent of the unused portion.

Maximum Allocation Limit

The maximum number of shares that may be allocated under the plan by virtue of the proposed delegation may not exceed 20,243,243,244 shares (i.e., for information purposes, around 11.31% of the share capital as of December 18, 2024), it being specified that the total number of shares thus defined would be automatically adjusted in the event of a reverse stock-split.

This global issuance cap has been increased compared to that authorized at the 2023 Annual General Meeting due to the four-year duration of the long-term incentive plan, justifying a higher cap.

Report of the Board of Directors on the resolutions

Extraordinary items

Sub-limit for Corporate Officers

Within the envelope referred to in point 2 above, the total number of shares allocated to the Company's executive corporate officers under the proposed authorization may not represent more than 4,256,756,757 shares (i.e., for information purposes, around 2.38% of the share capital as of December 18, 2024), it being specified that the total number of shares thus defined would be automatically adjusted in the event of a reverse stock-split.

This sub-limit has also been increased compared to that authorized at the 2023 Annual General Meeting for the same reasons, considering the future Chairman and Chief Executive Officer's conditional long-term variable compensation system over four years.

Vesting and Retention Periods

The allocation will become definitive for the first tranche (33.33%) on December 31, 2026, the second tranche (33.33%) on December 31, 2027, and the third tranche (33.34%) on December 31, 2028 (each an "Vesting Date").

For the future Chairman and Chief Executive Officer, all acquired shares must be held until December 31, 2030, regardless of any earlier Vesting Date. They cannot be sold before this availability date. Additionally, 30% of the shares must be held in registered form by the future Chairman and Chief Executive Officer and cannot be sold until the availability date or when they leave the role, whichever is later.

For other employees or corporate officers, the Board of Directors will decide on the appropriate retention period, subject to the legal and regulatory requirements.

Performance Condition

The allocation of performance shares is subject to a condition based on Atos SE's share price increase over four years compared to the subscription price of the capital increase with preferential subscription rights (Rights Issue) implemented as part of Atos' accelerated safeguard plan, i.e. €0.0037 (the "Initial Share Price").

To acquire 100% of the total shares allocated by December 31, 2028, the share price on that date must be at least four times the Initial Share Price. The acquisition and performance conditions are as follows:

- at each Vesting Date, if the share price (based on the weighted average of the volumes over the previous three months) is less than twice the Initial Share Price, no shares will be acquired. If the share price is twice the Initial Share Price, 68% of the shares in that tranche will be acquired. If the share price is three times the Initial Share Price, 80% of the shares in that tranche will be acquired. If the share price is four times (or more) the Initial Share Price, 100% of the shares in that tranche will be acquired;
- when the share price at a Vesting Date is between two, three, and four times the Initial Share Price, the number of shares in the relevant tranche acquired will be determined linearly between 68%, 80%, and 100%;

- under a catch-up mechanism, if the first two tranches are not fully acquired, the unacquired portion of the shares may be acquired at the second and third Vesting Dates, provided that, for the second Vesting Date, the share price has increased compared to the first Vesting Date and the acquisition and performance conditions set forth above have been met at the second Vesting Date, and for the third Vesting Date, the share price has increased compared to the first and/or second Vesting Date and the acquisition and performance conditions set forth above have been met at the third Vesting Date;
- if, during the acquisition period, Atos carries out financial operations that impact its share capital (in particular, as might be the case following a reverse stock split after the financial restructuring and/or a potential new capital reduction to address "penny stocks"), the Board of Directors will make adjustments to preserve the allocated shares, in accordance with applicable legal and regulatory conditions or, where appropriate, according to usual contractual stipulations applicable in specific financial transactions providing for other cases of adjustment;
- the Board of Directors, on the recommendation of the Remuneration Committee, and if necessary, may modify the above performance condition in the event of unforeseen and exceptional circumstances that justify such a change, provided that the performance condition remains demanding and aligned with the Group's objectives and that the other elements (presence condition, acquisition period, and holding obligation) remain applicable.

Upon the allocation decision, each corporate officer will be required to acknowledge the prohibition imposed by the Company on entering into any hedging transactions related to the shares allocated during the entire term of their mandate and commit to comply with this restriction.

It is specified that the Chairman and Chief Executive Officer will not be allocated any additional share-based compensation until December 31, 2028.

Condition of Presence

The definitive allocation is subject to a condition of continuous presence at each Vesting Date within the Atos Group.

12. Resolution to amend the Articles of Association

Amendments to the Articles of Association

(40th resolution)

It is proposed to amend several articles of the Articles of Association as detailed below.

First, it is proposed to amend Article 2 of the Articles of Association regarding the corporate purpose of Atos SE.

In 2019, Atos announced its project to create two undisputed leaders: Atos, specializing in digital, and Worldline,

specializing in payments. This was achieved through the exceptional distribution in kind of 23.5% of Worldline's capital to Atos shareholders.

Consequently, it has been deemed appropriate to update the wording of Atos SE's corporate purpose by removing the reference to "finance and banking sectors" as follows:

Article 2 - PURPOSE

Current wording

The Company's purpose in France and elsewhere is as follows:

- the processing of information, systems engineering, studies, advice and assistance notably in the finance and banking sectors;
- the research into, study, realisation and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, on-line and office automation systems;
- it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances;
- and more generally any commercial, industrial, civil, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above-mentioned purposes.

The "raison d'être" of the Company is as follows:

"Atos' mission is to help design the future of the information technology space. Its services and competences are underpinned by excellence in the advance of scientific and technological knowledge and research and in its commitment to learning and education. Across the world Atos enables its customers and all who live and work in the industry, to grow and prosper in a safe, secure and sustainable environment."

Article 2 - PURPOSE

New wording

The Company's purpose in France and elsewhere is as follows:

- the processing of information, systems engineering, studies, **IT** advice and assistance **notably in the finance and banking sectors**;
- the research into, study, realisation and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, on-line and office automation systems;
- it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances;
- and more generally any commercial, industrial, civil, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above-mentioned purposes.

The "raison d'être" of the Company is as follows:

"Atos' mission is to help design the future of the information technology space. Its services and competences are underpinned by excellence in the advance of scientific and technological knowledge and research and in its commitment to learning and education. Across the world Atos enables its customers and all who live and work in the industry, to grow and prosper in a safe, secure and sustainable environment"

Report of the Board of Directors on the resolutions

Extraordinary items

It is also proposed to amend article 15 of the Company's Articles of Association relating to the holding of shares by Directors.

Article 15 currently states that if a Director fails to hold a minimum of 500 shares throughout his or her term of office, he or she will be deemed to have resigned if the situation is not rectified within three months. It is proposed that this period be

Article 15 – SHARES OF THE DIRECTORS

Current wording

Each Director must own at least five hundred (500) shares throughout his entire term.

If on the day of his appointment a Director does not own the required number of shares or if, during his term, he ceases to own this number, he is considered to have automatically resigned if he does not acquire the necessary shares within a period of three months.

extended to six months, in accordance with the terms of article L. 225-25, paragraph 2 of the French Commercial Code, or any other period that may be provided for by legislative or regulatory provisions.

Article 15 would thus be amended as follows:

Article 15 – SHARES OF THE DIRECTORS

New wording

Each Director must own at least five hundred (500) shares throughout his entire term.

If on the day of his appointment a Director does not own the required number of shares or if, during his term, he ceases to own this number, he is considered to have automatically resigned if he does not acquire the necessary shares within a period of ~~three~~ **six** months, or any other period provided for by law or regulations.

It is also proposed to amend article 16.2 of the Company's Articles of Association, which governs the appointment of the Director representing employee shareholders.

According to the annual report presented by the Board of Directors at this General Meeting, in accordance with article L. 225-102 of the French Commercial Code, as outlined in the Universal Registration Document 2023 and its amendments, employee and former employee ownership of Atos SE shares represented a total of 2.91% of Atos SE's share capital as of December 31, 2023 (see section 8.7.7 of the Universal Registration Document 2023). Moreover, capital transactions related to the implementation of the accelerated safeguard plan have resulted in a significant dilution of existing shareholders. Thus, as of December 10, 2024, employees and former employees of the Atos Group held AtosSE shares representing a total of 0.005% of the share capital of Atos SE (see section 4.2 of the second amendment to the Universal Registration Document 2023).

Article 16 - DIRECTORS REPRESENTING THE EMPLOYEES AND THE EMPLOYEE SHAREHOLDERS

16.2 - Director representing the employee shareholders

Current wording

(...)

Consequently, noting that the threshold of 3% of the Company's share capital held by employees of the Company and its affiliates within the meaning of Article L. 225-180 of the French Commercial Code has been crossed downwards, and consequently that Article L. 225-23 of the French Commercial Code requiring the appointment of a director representing employee shareholders no longer applies, the term of office of Ms. Kat Hopkins will expire at the close of the Annual General Meeting of January 31, 2025, subject to approval by the said Meeting of amendments to the bylaws to this effect.

It is proposed that this General Meeting vote on an amendment to Article 16.2 of the Company's Articles of Association, in order to provide, in a final paragraph, for the consequences of a downward crossing of the threshold making the appointment of a director representing employee shareholders compulsory, and the effective date of expiry of the said term of office, as follows:

Article 16 - DIRECTORS REPRESENTING THE EMPLOYEES AND THE EMPLOYEE SHAREHOLDERS

16.2 - Director representing the employee shareholders

New wording

(...)

In the event that, during the term of office, the report presented annually by the Board of Directors at the General Meeting pursuant to article L. 225-102 of the French Commercial Code establishes that the shares held under this article represent less than 3% of the Company's share capital, the term of office of the Board Member representing employee shareholders shall end at the end of the Ordinary General Meeting during which the Board of Directors' report acknowledging this fact is presented.

It is finally proposed to amend article 18 of the Company's Articles of Association to take into account the new provisions of Law No. 2024-537 of June 13, 2024, aimed at increasing business financing and enhancing France's attractiveness,

relating to the possibility for the Board of Directors to make decisions through written consultation of Directors, including by electronic means:

Article 18 - CONVENING AND DELIBERATIONS
OF THE BOARD OF DIRECTORS

Current wording

The Board of Directors meets as often as required in the interest of the Company and at least every three months, being convened by its Chairman and whenever he deems it appropriate, at the place indicated in the convening notice.

When the Board of Directors has not met for more than two months, at least one third of the members of the Board of Directors may request that the Chairman convenes a meeting with a determined agenda. The Chief Executive Officer may also request that the Chairman convenes the Board of Directors with a determined agenda. The Chairman is then bound by these requests.

Convening can be made by all written means at least five days in advance. This period of five days can be reduced if one third of the Directors agree on a shorter notice period.

The Board of Directors cannot make valid decisions unless at least half of its members are present. Decisions are made by the majority of the members present or represented. In case of a tie, the Chairman of the meeting has a casting vote.

Subject to legal and regulatory provisions, the meetings of the Board of Directors may take place by means of videoconferencing or telecommunication in the conditions set forth in the internal regulations adopted by the Board of Directors.

The deliberations of the Board of Directors are recorded in minutes prepared in compliance with the law.

Article 18 - CONVENING AND DELIBERATIONS
OF THE BOARD OF DIRECTORS

New wording

The Board of Directors meets as often as required in the interest of the Company and at least every three months, being convened by its Chairman and whenever he deems it appropriate, at the place indicated in the convening notice.

When the Board of Directors has not met for more than two months, at least one third of the members of the Board of Directors may request that the Chairman convenes a meeting with a determined agenda. The Chief Executive Officer may also request that the Chairman convenes the Board of Directors with a determined agenda. The Chairman is then bound by these requests.

Convening can be made by all written means at least five days in advance. This period of five days can be reduced if one third of the Directors agree on a shorter notice period.

The Board of Directors cannot make valid decisions unless at least half of its members are present. Decisions are made by the majority of the members present or represented. In case of a tie, the Chairman of the meeting has a casting vote.

Subject to legal and regulatory provisions, the meetings of the Board of Directors may take place by means of videoconferencing or telecommunication in the conditions set forth in the internal regulations adopted by the Board of Directors.

The deliberations of the Board of Directors are recorded in minutes prepared in compliance with the law.

Article 18 - CONVENING AND DELIBERATIONS OF THE BOARD OF DIRECTORS

Current wording

The decisions regarding specific duties of the Board of Directors referred to in article L.225-37 of the French Commercial Code can be made through written consultation of the Directors.

Article 18 - CONVENING AND DELIBERATIONS OF THE BOARD OF DIRECTORS

New wording

The decisions ~~regarding specific duties of the Board of Directors referred to in article L.225-37 of the French Commercial Code of the Board of Directors~~ can be made through written consultation of the Directors, including by electronic means, in accordance with the legal and regulatory provisions in force and, where applicable, under the conditions set forth in the internal rules adopted by the Board of Directors.

Written consultation is initiated by the Chairman of the Board. The Chairman of the Board or, at his request, the Secretary, sends to each Director, by any written means, including electronically: (i) the text of the draft resolution(s), (ii) any document or information necessary for them to reach a decision, (iii) the deadline for responding, determined by the Chairman according to the decision to be made, the urgency or the time required for reflection; and (iv) the technical terms of participation.

Any Director may, within three working days of the consultation being sent out, object to this method of deliberation. In the event of opposition, the Chairman immediately informs the other Directors and convenes a Board meeting.

Directors cast their votes by any written means, including electronically. Directors may ask any questions or make any comments.

If no reply is received within the allotted time, the Director is deemed not to have taken part in the deliberations, unless the Chairman grants an extension. The quorum and majority rules are those applicable to decisions taken at Board meetings.

The results of the consultation, consolidated by the Board secretary, are communicated to all Directors. Decisions taken by written consultation are recorded in minutes drawn up under the same conditions as deliberations adopted at a Board meeting.

13. Resolution relating to powers

Powers

(41st resolution)

The 41st resolution is the usual resolution that allows for the completion of the publicity and legal formalities required by the regulations in force after the General Meeting.



6

Draft resolutions

Ordinary items

First resolution (*Approval of the Company statutory financial statements for the financial year ending December 31, 2023*) – 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 statutory financial statements for the 2023 financial year, approved, as presented, the Company's statutory financial statements for the year ending December 31, 2023, 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 €1,797 for the financial year 2023. It should be noted that no tax was paid in respect of these expenses and charges.

Second resolution (*Approval of the consolidated financial statements for the financial year ending December 31, 2023*) – 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 2023 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2023, 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, 2023*) – 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, 2023, shows a loss of €5,032,627,416.93.

The General Meeting decides to allocate this entire loss to the "Retained earnings" account, which will be decreased from €0 to €-5,032,627,416.93.

Following this allocation, the amount of the Company's equity would be equal to €83,577,373.01.

Draft resolutions

Ordinary items

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2023 financial year:

Financial year	Number of remunerated shares ¹	Dividend per share (in €)	Total (in €)
2022 ²	N/A	N/A	N/A
2021 ³	N/A	N/A	N/A
2020	109,214,290	0.90 ⁴	98,292,861.00

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, 2023, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the year 2022.
3. At its meeting on February 28, 2022, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the year 2021.
4. The dividend was eligible to a 40% tax deduction.

Fourth resolution (*Ratification of the appointment of a Director: Ms. Françoise MERCADAL-DELASALLES*) – 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 January 2, 2024, of Ms. Françoise MERCADAL-DELASALLES, as Director of the Company, to replace Ms. Valérie BERNIS, 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 December 31, 2024.

Fifth resolution (*Ratification of the appointment of a Director: Mr. Jean-Jacques MORIN*) – 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 January 2, 2024, of Mr. Jean-Jacques MORIN, as Director of the Company, to replace Mr. Vernon SANKEY, 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 December 31, 2024.

Sixth resolution (*Ratification of the appointment of a Director: Ms. Sujatha CHANDRASEKARAN*) – 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 January 14, 2024, of Ms. Sujatha CHANDRASEKARAN, as Director of the Company, to replace Ms. Aminata NIANE, 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 December 31, 2023.

Seventh resolution (*Ratification of the appointment of a Director: Ms. Monika MAURER*) – 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 January 14, 2024, of Ms. Monika MAURER, as Director of the Company, to replace Mr. Bertrand MEUNIER, 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 December 31, 2023.

Eighth resolution (*Ratification of the appointment of a Director: Mr. Alain CROZIER*) – 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 April 2, 2024, of Mr. Alain CROZIER, as Director of the Company, to replace Mr. Carlo d'ASARO BIONDO, 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 December 31, 2023.

Ninth resolution (*Ratification of the appointment of a Director: Mr. Philippe SALLE*) – 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 October 14, 2024, of Mr. Philippe SALLE, as Director of the Company, to replace Mr. David LAYANI, 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 December 31, 2025.

Tenth resolution (*Renewal of Ms. Sujatha CHANDRASEKARAN'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. Sujatha CHANDRASEKARAN will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her term of office for a term that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

Eleventh resolution (*Appointment of Ms. Joanna DZIUBAK as Director*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, upon proposal of the Board of Directors, to appoint Ms. Joanna DZIUBAK as Director for a term that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

Twelfth resolution (*Appointment of Ms. Hildegard MÜLLER as Director*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, upon proposal of the Board of Directors, to appoint Ms. Hildegard MÜLLER as Director for a term that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

Thirteenth resolution (*Appointment of Forvis Mazars as Sustainability Auditor in charge of certifying sustainability information*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves, in accordance with Articles L. 821-40 et seq. of the French Commercial Code, to appoint Forvis Mazars, a *société anonyme* with registered offices at Tour Exaltis, 61 rue Henri Regnault, 92400 Courbevoie, registered with the Nanterre Trade and Companies Registry under number 784 824 153, as Sustainability Auditor in charge of certifying sustainability information. This appointment is for a term of six years, expiring at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2030.

Fourteenth resolution (*Decision to entrust Forvis Mazars with an additional regularization assignment relating to the certification of sustainability information for the 2024 financial year*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings having reviewed the Board of Directors' report, resolves, in accordance with Article L. 821-5 of the French Commercial Code, to entrust Forvis Mazars, a *société anonyme* with registered offices at Tour Exaltis, 61 rue Henri Regnault, 92400 Courbevoie, registered in the Nanterre Trade and Companies Register under number 784 824 153, with an additional regularization assignment relating to the certification of sustainability information for the fiscal year ending December 31, 2024.

Fifteenth resolution (*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 notes that the statutory auditors' special report on agreements and commitments governed by article L. 225-38 et seq. of the French Commercial Code, the statutory auditors' special report, as required by the applicable laws and regulations, which does not mention any new agreements or commitments authorized by the Board of Directors during the 2023 financial year, nor any agreements entered into or commitments made in prior years, the effects of which would have continued during the 2023 financial year.

Sixteenth resolution (*Approval of the compensation components paid or granted for the period from January 1, 2023 to October 14, 2023 to Mr. Bertrand MEUNIER, Chairman of the Board of Directors*) – 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 all kind paid or awarded in respect of the financial year ending December 31, 2023 to Mr. Bertrand MEUNIER, Chairman of the Board of Directors for the period from January 1, 2023 to October 14, 2023, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2023 Universal Registration Document, Section 4.3.

Seventeenth resolution (*Approval of the compensation components paid or granted for the period from October 14, 2023 to December 31, 2023 to Mr. Jean-Pierre MUSTIER, Chairman of the Board of Directors*) – 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 all kind paid or awarded in respect of the financial year ending December 31, 2023 to Mr. Jean-Pierre MUSTIER, Chairman of the Board of Directors for the period from October 14, 2023 to December 31, 2023, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2023 Universal Registration Document, Section 4.3, and it being specified that Mr. Jean-Pierre Mustier has informed the Company of his wish not to be paid and not to receive this amount, which will be donated to the Company's CSR program in India, which finances the schooling of underprivileged children.

Eighteenth resolution (*Approval of the compensation components paid or granted for the period from January 1, 2023 to October 3, 2023 to Mr. Nouridine BIHMANE, Chief Executive Officer*) – 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 all kind paid or awarded in respect of the financial year ending December 31, 2023 to Mr. Nouridine BIHMANE, Chief Executive Officer for the period from January 1, 2023 to October 3, 2023, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2023 Universal Registration Document, Section 4.3.

Nineteenth resolution (*Approval of the compensation components paid or granted for the period from January 1, 2023 to October 3, 2023 to Mr. Philippe OLIVA, Deputy Chief Executive Officer*) – 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 all kind paid or awarded in respect of the financial year ending December 31, 2023 to Mr. Philippe OLIVA, Deputy Chief Executive Officer for the period from January 1, 2023 to October 3, 2023, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2023 Universal Registration Document, Section 4.3.

Twentieth resolution (*Approval of the compensation components paid or granted for the period from October 3, 2023 to December 31, 2023 to Mr. Yves BERNAERT, Chief Executive Officer*) – 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 all kind paid or awarded in respect of the financial year ending December 31, 2023 to Mr. Yves BERNAERT, Chief Executive Officer for the period from October 3, 2023 to December 31, 2023, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2023 Universal Registration Document, Section 4.3.

Draft resolutions

Ordinary items

Twenty-first resolution (*Approval of the compensation components paid or granted for the period from January 1, 2024 to January 14, 2024 to Mr. Yves BERNAERT, Chief Executive Officer*) – 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 all kind paid or awarded in respect of the 2024 financial year to Mr. Yves BERNAERT, Chief Executive Officer for the period from January 1, 2024 to January 14, 2024, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2023 Universal Registration Document, Section 4.3.

Twenty-second resolution (*Approval of the information relating to the compensation of the corporate 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, mentioned in the 2023 Universal Registration Document, Section 4.3.

Twenty-third resolution (*Determination of the total annual compensation of the Directors*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and on the recommendation of the Board of Directors, decides, exceptionally, to set the total annual compensation of the Directors at €1,400,000, for the 2024 financial year and until otherwise decided by the General Meeting, in view of the exceptional commitment of the Directors in the context of the restructuring and the number of meetings held during the year (121 meetings as of December 21, 2024).

For information, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to propose to the General Meeting called to approve the financial statements for the year ended December 31, 2024, that this envelope be reduced to €1,000,000 for the 2025 financial year and subsequent years, until such time as the General Meeting decides otherwise.

Twenty-fourth resolution (*Approval of the compensation policy applicable to Directors for 2024*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the 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 for 2024, mentioned in the 2023 Universal Registration Document, Section 4.3 and in the Board of Directors' report on the resolutions included in the convening brochure to this General Meeting.

Twenty-fifth resolution (*Approval of the compensation policy applicable to the Chairman of the Board of Directors for 2024*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the 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 for 2024, mentioned in the 2023 Universal Registration Document, Section 4.3 and the first amendment to the 2023 Universal Registration Document, Section 4.5.

Twenty-sixth resolution (*Approval of the compensation policy applicable to the Chief Executive Officer for 2024*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the 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 for 2024, mentioned in the 2023 Universal Registration Document, Section 4.3 and the first amendment to the 2023 Universal Registration Document, Section 4.5.

Twenty-seventh resolution (*Approval of the compensation policy applicable to the Chairman and Chief Executive Officer for 2025*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Board of Directors, approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chairman and Chief Executive Officer for 2025, mentioned in the Board of Directors' report on the resolutions included in the convening brochure to this General Meeting.

Twenty-eighth resolution (*Authorization to be granted to the Board of Directors for the purpose of purchasing, holding 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, 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, the Board of Directors, 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.

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 in whole or in part through a reduction of the share capital authorized by the General Meeting pursuant to the 19th resolution approved by the General Meeting of June 28, 2023; or
- to implement any market practice that may be permitted by the AMF and, more generally, with a view to carrying out any other transaction that complies with the regulations in force.

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 purchased minus the number of shares resold during the period of the authorization. It is also specified that the number of shares acquired in order to be held and subsequently remitted in payment or exchange as part of a merger, demerger or contribution may not exceed 5% of the Company's share capital at that date, and that the Company may not directly or indirectly hold more than 10% of its share capital.

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 €50 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 €895,179,898,215 as calculated on the basis of the share capital as December 18, 2024, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

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

Twenty-ninth resolution (*Delegation of powers to be granted to the Board of Directors to carry out a reverse split of the Company's shares*) – The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report:

1. delegates to the Board of Directors, with powers to subdelegate within the law, the authority to decide on one or more reverse splits of the Company's share capital;
2. resolves that the number of shares comprising the Company's share capital as it existed immediately prior to the relevant reverse split (the "**Old Shares**") may not exceed 10,000 times the number of new shares comprising the Company's share capital resulting from the reverse split (the "**New Shares**");
3. formally notes that, in accordance with the provisions of article 6 of decree no. 48-1683 of October 30, 1948, shareholders who own fewer than the number of Old Shares required to effect the reverse stock-split will be required to purchase or sell the Old Shares necessary to effect the reverse stock-split within thirty (30) days of the start of the reverse stock-split;
4. formally notes that, in accordance with the provisions of article 6 of decree no. 48-1683 of October 30, 1948 and article R.228-12 of the French Commercial Code, at the end of the exchange period, any New Shares that could not be allocated individually and corresponding to fractional rights will be sold, and that the proceeds of this sale will be allocated in proportion to the fractional rights of each rights holder;
5. for a period of twelve months from the date of this General Meeting, give full powers to the Board of Directors, with the option of sub-delegation, to implement this resolution, and in particular:
 - a) set the terms and conditions of the reverse stock-split, taking into account in particular the number of shares and the amount of the Company's share capital at the time the reverse stock-split is decided;
 - b) set the start date of the reverse split, which will take place at the earliest on expiry of a period of fifteen (15) days from the date of publication of the notice of reverse split to be published by the Company in the *Bulletin des Annonces Légales Obligatoires*;
 - c) set the exchange period during which shareholders may consolidate their Old Shares, up to a maximum of thirty (30) days from the date of commencement of the reverse stock-split operations set by the notice of reverse stock-split published by the Company in the *Bulletin des Annonces Légales Obligatoires* referred to above;
 - d) publish all notices and carry out all legal and regulatory formalities;
 - e) suspend, for a period not exceeding three (3) months, the exercise of any securities giving access to the share capital in order to facilitate the reverse stock-split;

- f) record and determine the exact number of Old Shares with a par value of 0.0001 euros to be consolidated and the exact number of New Shares likely to result from the reverse stock-split;
- g) record the definitive completion of the reverse stock-split and amend the Company's bylaws accordingly;
- h) determine and proceed, where applicable, as a consequence of the reverse stock-split, with the adjustment of the rights of beneficiaries of free shares, issued or to be issued, and with the corresponding information for said beneficiaries, in accordance with applicable legal and regulatory provisions and contractual stipulations;
- i) determine and make any adjustments (including adjustments in cash) to the rights of holders of securities giving access to the Company's capital as a result of the reverse stock-split, in accordance with applicable laws and regulations and contractual provisions;
- j) adjust the number of shares that may be issued in connection with the use of authorizations and delegations of authority or powers granted to the Board of Directors by previous shareholders' General Meetings and by this General Meeting;
- k) more generally, to do whatever may be useful or necessary to carry out the reverse stock-split under the conditions set out in this resolution and in accordance with applicable regulations.

Thirtieth resolution (*Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt while maintaining preferential subscription rights*) – 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 pursuant to the provisions of articles L. 225-129 et seq., in particular article L. 225-129-2, L. 225-132 to L. 225-134 of the French Commercial Code, of article L. 22-10-49 and the provisions of article L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by the legal and regulatory provisions, its authority to increase the Company's share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, by issuance, maintaining the preferential subscription right, of (i) shares (excluding preferred shares) or (ii) securities governed by articles L. 228-91 et seq. of the French Commercial Code giving access, immediately or in the future, to the Company's share capital or the share capital of any other company in which the Company holds, either directly or indirectly, more than one-half of the share capital (a "**Subsidiary**"), including securities carrying a right to the allocation of debt, for consideration or for free, provided that such shares and securities may be subscribed for, in whole or in part, in cash, by set-off of receivables or by the capitalization of reserves, profits or premiums, and that the securities (other than shares) can be labelled in euros or in any other currency, or in any monetary unit established by reference to a basket of currency;

2. resolves to set as follows:
 - a) a) the maximum amounts of the capital increases authorized if the Board of Directors uses this delegation of authority shall be as follows:
 - the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 40% of the share capital on the day of this General Meeting, it being specified that the nominal amount of share capital increases carried out under the 31st, 32nd, 33rd, 34th, 35th, 37th and 38th resolutions of this General Meeting shall be deducted from this amount,
 - said upper limit shall, if necessary, be increased by the nominal amount of shares that may to be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital or other rights giving access to the share capital,
 - it is specified that the upper limit provided for in the 36th resolution of this General Meeting is separate and that the amount of the capital increases carried out pursuant to this resolution will not count towards the total upper limit referred to above,
 - b) b) the maximum amounts on issuances of debt securities authorized in the event that the Board of Directors makes use of this delegation of authority:
 - the maximum aggregate nominal amount of debt securities that may be issued immediately or in the future under this authorization may not exceed a maximum principal amount of €1,000,000,000 (or the equivalent of this amount in the event of an issue in a foreign currency or in a unit of account determined by reference to several currencies),
 - this said limit applies to all issuance of debt securities that may be carried out pursuant to the delegations granted under the 31st and 32nd resolutions submitted to this General Meeting,
 - for the purposes of calculating the said limit set in paragraph (b) above, the equivalent value in euros of the principal amount of debt securities issued in foreign currencies will be assessed on the date of the decision to issue them;
3. resolves that the Board of Directors may not take the decision to use the delegation of authority as from the date at which a third-party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
4. if the Board of Directors uses this delegation of authority:
 - a) resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them,
 - b) decides that the Board of Directors has the power to introduce a reducible subscription right,
 - c) officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future,
 - d) decides that in accordance with article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the issue, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the issue to the amount of the subscriptions, provided that, for any equity security, said amount equals at least three quarters of the amount of the issue decided upon,
 - in its discretion, to distribute all or part of the shares or securities, the issue of which has been decided upon but that have not been subscribed,
 - to offer all or part of the shares or securities which have not been subscribed for, to the public in France or abroad,
 - e) resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable nor transferable and that the corresponding securities shall be sold;
5. resolves that the Board of Directors, with the power to sub-delegate as provided by legal and regulatory provisions, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - a) decide the issuance of shares and/or securities,
 - b) decide on the amount of the capital increase and the issue price, as well as determine the amount of the premium, if applicable,
 - c) determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options);

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and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities,

- d) determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future,
 - e) if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase,
 - f) set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law,
 - g) provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations,
 - h) at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve,
 - i) determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary,
 - j) formally records completion of each capital increase and amend the Articles of Association accordingly,
 - k) in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
6. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this General Meeting; delegation of authority which cancels and replaces, with effect from the date hereof, the previous delegation of authority granted for the same purpose, granted by the General Meeting dated May 18, 2022 in its twenty-third resolution.

Thirty-first resolution (*Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt through public offerings other than those referred to in 1° of article L. 411-2 of the French Monetary and Financial Code, without preferential subscription rights*) – 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 in accordance with the provisions of articles L.225-129 et seq. of the French Commercial Code, and in particular articles L. 225-129-2, L. 225-135, L. 225-136 and L. 22-10-49, L. 22-10-54 of said Code and the provisions of Articles L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by legal and regulatory provisions, its authority to increase the Company's share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, through public offerings other than those referred to 1° of article L. 411-2 of the French Monetary and Financial Code, by way of issuance, without preferential subscription rights, of (i) shares (excluding preferred shares) or (ii) securities governed by articles L. 228-91 et seq. of the French Commercial Code giving access, immediately or in the future, to the Company's share capital or to the share capital of a company in which the Company holds, either directly or indirectly, more than one half of the share capital (a "Subsidiary"), including securities carrying a right to the allocation of debt, issued for consideration or for free, provided that such shares and securities may be subscribed for, in whole or in part, in cash, by the set-off of receivables, or by the capitalization of reserves, profits or premiums, that the securities (other than shares) can be labelled in euros or in any other currency, or in any monetary unit established by reference to a basket of currency, and that these shares or securities giving access to the capital may, in particular, be issued for the purpose of paying for securities contributed to the Company in the context of a securities exchange takeover bid implemented by the Company in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in article L. 22-10-54 of the French Commercial Code;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by legal and regulatory provisions, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by one of its Subsidiaries, of securities giving access to the Company's share capital, provided that this resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Subsidiaries, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;

3. resolves to set as follows:
 - a) the limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be 10% of the share capital on the date of this General Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the 30th resolution of this General Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the 32nd, 33rd, 34th, 35th, 37th, and 38th resolutions of this General Meeting shall be deducted from this amount,
 - if necessary, said cap shall be increased by the nominal amount of any additional shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the Company's share capital or other rights giving access to the Company's share capital,
 - b) the limits of the amounts on issuances of debt securities authorized in the event that the Board of Directors makes use of this delegation of authority:
 - the maximum aggregate nominal amount of debt securities that may be issued immediately or in the future under this authorization may not exceed a maximum principal amount of €1,000,000,000 (or the equivalent of this amount in the event of an issue in a foreign currency or in a unit of account determined by reference to several currencies),
 - this said limit applies to all issuance of debt securities that may be carried out pursuant to the delegations granted under the 30th and 32nd resolutions submitted to this General Meeting;
 - for the purposes of calculating the said limit set in paragraph (b) above, the equivalent value in euros of the principal amount of debt securities issued in foreign currencies will be assessed on the date of the decision to issue them;
4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third-party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
5. resolves to cancel the preferential subscription rights of shareholders in respect of the shares and/or securities to be issued pursuant to this resolution, while nevertheless giving the Board of Directors the option, pursuant to article L. 22-10-51, of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering other than those referred to 1° of article L. 411-2 of the French Monetary and Financial Code, in France and/or abroad;
6. officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon;
7. officially notes that this delegation of authority automatically entails an express waiver by the shareholders, in favor of the holders of the securities giving access to the Company's capital that will be issued under this resolution, of their preferential subscription rights to the shares to which these securities will entitle them immediately or in the future;
8. decides to delegate, pursuant to article L. 22-10-52 of the French Commercial Code, to the Board of Directors the powers to set at its discretion the issue price of the shares issued directly, and that the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the price freely set by the Board of Directors;
9. acknowledges that the provisions of paragraph 8 shall not apply to the cases referred to in article L. 22-10-54 of the French Commercial Code;
10. resolves that the Board of Directors, with the power to sub-delegate as permitted by legal and regulatory provisions, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - a) decide the issuance of shares and/or securities,
 - b) decide the amount of the capital increase and the issue price, as well as determine the amount of the premium, if applicable,
 - determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature

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or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities,

- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future,
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase,
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law,
- provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions,
- in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (offre publique d'échange (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (soulte), if any, the terms for setting the price provided for in paragraph 8 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration

for a payment in securities or cash, a principal public tender offer (offre publique d'achat (OPA)) or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer,

- on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve,
- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary,
- formally record completion of each capital increase and amend the Articles of Association accordingly,
- in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

11. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this General Meeting; delegation which cancels, and replaces, with effect from the date hereof, the previous delegation of authority granted for the same purpose, granted by the General Meeting dated May 18, 2022 in its twenty-fourth resolution.

Thirty-second resolution (*Delegation of authority to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt through a public offering referred to in article L. 411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights*) – 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 in accordance with articles L. 225-129 et seq. of the French Commercial Code, in particular articles L. 225-129-2, L. 225-135, and L. 225-136 of said Code, with articles L. 22-10-49, L. 22-10-51 et seq. of the French Commercial Code, with articles L. 228-91 et seq. of said Code and with article L. 411-2, 1° of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable legal and regulatory provisions, its authority to decide to increase the Company's share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through a public offering covered by article L. 411-2, 1° of the French Monetary and Financial Code, by issuing, without preferential subscription rights, of (i) shares (other than preferred shares) or (ii) securities governed by articles L. 228-91 et seq. of the French Commercial Code giving access, immediately or in the future, to the Company's share capital or to the share capital of a company in which the Company holds, either directly or indirectly, more than one half of the share capital ("**Subsidiary**"), including securities carrying a right to the allocation of debt, issued for consideration or for free, provided that the shares and other securities may be subscribed for, in whole or in part, in cash, by the set-off of receivables, or by the capitalization of reserves, profits or premiums, and that the securities (other than shares) can be labelled in euros or in any other currency, or in any monetary unit established by reference to a basket of currency;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by legal and regulatory provisions, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by one of its Subsidiaries, of securities giving access to the Company's share capital, provided that this resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Subsidiaries, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to set as follows:
 - a) the limits the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 30th resolution of this General Meeting, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases with preferential subscription right that may be carried out pursuant to the 31st, 33rd, 34th, 35th, 37th and 38th resolutions of this General Meeting shall be deducted from this amount,
 - in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue, and
 - if necessary, said cap shall be increased by the nominal amount of any additional shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the Company's share capital or other rights giving access to the Company's share capital,
 - b) the limits of the amounts on issuances of debt securities authorized in the event that the Board of Directors makes use of this delegation of authority:
 - the maximum aggregate nominal amount of debt securities that may be issued immediately or in the future under this authorization may not exceed a maximum principal amount of €1,000,000,000 (or the equivalent of this amount in the event of an issue in a foreign currency or in a unit of account determined by reference to several currencies),
 - this said limit applies to all issuance of debt securities that may be carried out pursuant to the delegations granted under the 30th and 31st resolutions submitted to this General Meeting;
 - for the purposes of calculating the said limit set in paragraph (b) above, the equivalent value in euros of the principal amount of debt securities issued in foreign currencies will be assessed on the date of the decision to issue them;
4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third-party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
5. resolves to cancel the preferential subscription rights of shareholders in respect of the shares and/or securities to be issued pursuant to this resolution;
6. officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
7. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;

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8. decides to delegate, pursuant to article L. 22-10-52 of the French Commercial Code, to the Board of Directors the powers to set at its discretion the issue price of the shares issued directly, and that the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the price freely set by the Board of Directors;
9. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by legal and regulatory provisions, to implement this delegation of authority, in particular in order to:
 - decide the issuance of shares and/or securities,
 - decide the amount of the capital increase and the issue price, as well as determine the amount of the premium, if applicable,
 - determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities,
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future,
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase,
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law,
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions,
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve,
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary,
 - formally record completion of each capital increase and amend the Articles of Association accordingly,
 - in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
10. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this General Meeting; delegation which cancels and replaces, with effect from the date hereof, the previous delegation granted for the same purpose, granted by the General Meeting dated May 18, 2022 in its twenty-fifth resolution.

Thirty-third resolution (*Delegation of powers to be granted to the Board of Directors to issue shares or securities giving access to the share capital as consideration for contributions in kind of equity securities or securities giving access to share capital, without preferential subscription rights*) – 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 in accordance with the provisions of articles L. 225-129 et seq. of the French Commercial Code, and in particular those of articles L. 125-147 and L. 22-10-49, L. 22-10-53 of said Code and the provisions of articles L. 228-91 et seq. of said Code:

1. delegates all powers to the Board of Directors, with power of sub-delegation under the conditions prescribed by legal and regulatory provisions, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of article L. 22-10-54 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares of the Company (excluding preferred shares) or securities giving access to the share capital of the Company governed by articles L. 228-91 et seq. of the French Commercial Code (whether new or existing shares);
2. decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the 30th resolution of this General Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could replace said resolution during the validity period of this delegation, (ii) said maximum nominal amount, if necessary, be increased by the nominal amount of additional shares that may to be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital and (iii) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the 31st, 32nd, 34th, 35th, 37th and 38th resolutions of this General Meeting, will be deducted from such amount;
3. resolves that the Board of Directors, with the power to sub-delegate as permitted by legal and regulatory provisions, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide the issuance of shares and/or securities giving access to the capital in remuneration for the contributions in kind,
 - determine the list of the contributed securities, deliberate on the report of the contribution appraiser, and approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (soulte) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits,
 - determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved,
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve,
 - formally note completion of each capital increase and amend the Articles of Association accordingly,
 - in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;
4. officially acknowledges, where necessary, of the absence of preferential subscription right to the shares or securities issued and that this delegation entails the waiver by the shareholders of their preferential subscription rights to the shares to which the securities which would be issued on the basis of this delegation may give entitlement;
5. decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third-party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
6. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this General Meeting; authorization which cancels and replaces, with effect from the date hereof, the previous authorization granted for the same purpose, granted by the General Meeting dated May 18, 2022 in its twenty-sixth resolution.

Thirty-fourth resolution (*Delegation of powers to be granted to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities giving right to the allocation of debt instruments, without preferential subscription rights in favor of one or more specifically designated persons*) – 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, in accordance with articles L. 225-129 et seq. of the French Commercial Code, and in particular articles L. 225-129-2 and L.22-10-52-1 et seq. of said Code and the provisions of articles L. 228-91 et seq. of said Code:

1. delegates full powers to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, with pre-emptive rights waived in favor of one or more specifically designated persons, (i) shares in the Company (excluding preferred shares) or (ii) securities governed by articles L. 228-91 et seq. of the French Commercial Code giving immediate or future access to the capital of the Company or of a company in which the Company directly or indirectly owns more than half the capital (a "**Subsidiary**"). including equity securities giving entitlement to the allotment of debt securities, whether for valuable consideration or free of charge, it being specified that the shares and other securities may be subscribed for in whole or in part either in cash, or by offsetting receivables, or by capitalizing reserves, profits or additional paid-in capital, and that the securities (other than shares) may be denominated in euros or in any other currency or monetary unit established by reference to several currencies;

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2. resolves that the maximum aggregate par value of capital increases carried out under this authorization shall be 10% of the share capital on the date of this General Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the 30th resolution of this General Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the 31st, 32nd, 33rd, 35th, 37th, and 38th resolutions of this General Meeting shall be deducted from this amount and that (iii) to this cap shall be added, where applicable, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's capital or other rights giving access to the Company's capital;
3. resolves, in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code, that the issue price of shares issued under this authorization will be set by the Board of Directors in accordance with the regulatory provisions applicable on the date this authorization is used;
4. resolves to waive shareholders' pre-emptive rights to subscribe for the shares and/or securities to be issued under this resolution, in favor of one or more persons designated by name, and to delegate the appointment of such persons to the Board of Directors;
5. notes that if subscriptions do not absorb the entire issue, the Board may limit the amount of the transaction to the amount of subscriptions received, provided that the latter reaches at least three-quarters of the issue decided;
6. resolves that, without the prior authorization of the General Meeting, the Board of Directors may not make use of this authorization from the date of filing by a third party of a proposed public offer for the Company's shares until the end of the offer period;
7. resolves that the Board of Directors will have full powers to implement this authorization, and in particular to:
 - a) determine the terms and conditions of the issue(s);
 - b) designate the person or persons for whom the issue is reserved;
 - c) determine the number of shares to be allotted to each beneficiary;
 - d) decide on the amount to be issued, the issue price and the amount of any premium that may be requested on issue;
 - e) determine the dates and terms of issue, and the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term;
 - f) determine the method of payment for the shares and/or securities issued or to be issued;
 - g) set, if applicable, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, determine the date, which may be retroactive, from which the new shares will carry dividend rights, as well as all other terms and conditions of the issue;
 - h) suspend the exercise of rights attached to securities issued for a maximum period of three months;
 - i) at its sole discretion, charge the costs of capital increases against the related premiums, and deduct from this amount the sums required to increase the legal reserve to one-tenth of the new capital after each increase;
 - j) record the completion of each capital increase and amend the bylaws accordingly;
 - k) make any adjustments required in accordance with the law, and set the terms on which any rights of holders of securities giving future access to the capital will be preserved;
 - l) generally, enter into any and all agreements, take any and all measures and carry out any and all formalities required in connection with the issue and servicing of the securities issued under this authorization and the exercise of the rights attached thereto, and generally do whatever is necessary in this regard.
8. sets the period of validity of this authorization at eighteen months from the date of this General Meeting;
9. formally notes that the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorization granted under this resolution.

Thirty-fifth resolution (*Delegation of authority to be granted to the Board of Directors to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights*) – 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, in accordance with article L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by legal and regulatory provisions, its authority to increase the number of securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription subject to a maximum of 15% of the initial issue and at the same price as the initial issuance price), in particular in view of granting an over-allotment option in accordance with market practices;
2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the amount of the upper limit provided for in the resolution under which the initial issue is decided and towards the amount of the total upper limit stipulated by paragraph 2 of the 30th resolution of this General Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the 31st resolution of this General Meeting, or, where applicable, towards the upper limits stipulated by resolutions of the same nature that might succeed said resolutions during the period of validity of this delegation of authority;
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third-party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this General Meeting; authorization which cancels and replaces, with effect from the date hereof, the previous authorization granted for the same purpose, granted by the General Meeting dated May 18, 2022 in its twenty-seventh resolution.

Thirty-sixth resolution (*Delegation of authority to be granted to the Board of Directors to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and in accordance with articles L. 225-129 et seq. of the French Commercial Code, and in particular article L. 225-129-2 and articles L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by legal and regulatory provisions, its authority to increase the Company's share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that

may be carried out in this way may not exceed 10% of the share capital to which will be added, if necessary, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the capital;

2. in the event that the Board of Directors uses this delegation of authority, grants the Board, with the power to sub-delegate under the conditions prescribed by legal and regulatory provisions, all necessary powers to implement this delegation of authority, in particular in order to:
 - a) determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect,
 - b) decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable nor transferable and that the relevant capital securities will be sold under the conditions prescribed by the applicable law and regulation; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation,
 - c) make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments),
 - d) formally note the completion of each capital increase and amend the Articles of Association accordingly,
 - e) in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto;
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third-party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this General Meeting; delegation which cancels and replaces, with effect from the date hereof, the previous delegation granted for the same purpose, granted by the General Meeting dated May 18, 2022 in its twenty-eight resolution.

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Thirty-seventh resolution (*Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company without 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 regulatory and legal provisions, its authority to decide, under the proportions and the periods that it shall determine, in France and/or abroad, the issuance, without preferential subscription rights, of ordinary shares of the Company or securities giving access, immediately or in future, by any means, to ordinary shares of the Company 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% of the share capital on the day of this General Meeting, provided that this amount shall be deducted from the amount of the aggregate upper limit provided for in paragraph 2 of the 30th resolution of this meeting, and to which shall be added, as the case may be, the nominal amount of the additional shares to be issued, in case of new financial transactions, to preserve the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company;
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, in favor of the beneficiaries mentioned in para.1 of this resolution;
4. decides that the subscription price of the securities issued by virtue of this delegation and any discount thereto 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 Board of Directors' or its delegatee's 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 discount may not exceed the maximum discount provided for by law on the date of the Board of Directors' decision (i.e. currently 30%, or 40% when the lock-up period provided for by the plan is ten years or more, in accordance with the provisions of Article L. 3332-19 of the French Labor Code), it being specified that the Board of Directors may reduce or eliminate this discount if it deems this appropriate, in particular in order to meet the requirements of applicable local laws;
5. decides that pursuant to article L. 3332-21 of the French Labor Code, the Board of Directors may provide for the attribution in favor of the beneficiaries mentioned in

para. 1 of this resolution, 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 a company mutual fund (FCPE),
 - 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. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this General Meeting; delegation which cancels and replaces, with effect from the date hereof, the previous delegation granted for the same purpose, granted by the General Meeting dated June 28, 2023 in its twentieth resolution.

Thirty-eighth 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 without 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 legal and regulatory provisions, 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;
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 cap provided for in paragraph 2 of the 30th resolution of this meeting,

- to this cap 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 as provided for by law on the date of the Board of Directors' decision (i.e. currently 30%, or 40% when the lock-up period provided for by the plan is ten years or more, in accordance with the provisions of Article L. 3332-19 of the French Labor Code). 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 37th 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 an 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 an 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 legal and regulatory provisions, 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 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. sets the period of validity of the delegation of authority granted pursuant to this resolution at eighteen (18) months from the date of this General Meeting; delegation which cancels and replaces, with effect from the date hereof, the previous delegation granted for the same purpose, granted by the General Meeting dated June 28, 2023 in its twentieth resolution.

Thirty-ninth resolution (*Authorization to be granted to the Board of Directors to grant free shares to 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, up to a maximum of 20,243,243,244 shares (i.e., for information purposes, around 11.31% of the share capital as of December 18, 2024), it being specified that this maximum amount (i) would be automatically adjusted in the event of a reverse stock-split and (ii) 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 4,256,756,757 shares (i.e., for information purposes, around 2.38% of the share capital as of December 18, 2024), subject to any adjustments as described above.

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 the performance conditions.

The General Meeting determines the minimum vesting period pursuant to which the shares are granted one (1) year, noting that the combined duration of the vesting and holding periods cannot be less than two years starting from the date of their allocation by the Board of Directors.

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 favor 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:

1. determine the category(ies) of beneficiaries of the grant(s) and determine the identity of the beneficiaries;
2. 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;
3. determine the conditions and performance criteria for the grant(s);
4. 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;

5. 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;
6. 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;
7. 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;
8. 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.

Fortieth resolution (*Amendments to the Articles of Association*) – The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to amend:

1. Article 2 of the Company's Articles of Association in order to update the Company's purpose, as follows:

Article 2 - PURPOSE	Article 2 - PURPOSE
<i>Current wording</i>	<i>New wording</i>
<p>The Company's purpose in France and elsewhere is as follows:</p> <ul style="list-style-type: none">the processing of information, systems engineering, studies, advice and assistance notably in the finance and banking sectors;the research into, study, realisation and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, on-line and office automation systems;it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances;and more generally any commercial, industrial, civil, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above-mentioned purposes. <p>The “raison d’être” of the Company is as follows:</p> <p><i>‘Atos’ mission is to help design the future of the information technology space. Its services and competences are underpinned by excellence in the advance of scientific and technological knowledge and research and in its commitment to learning and education. Across the world Atos enables its customers and all who live and work in the industry, to grow and prosper in a safe, secure and sustainable environment.”</i></p>	<p>The Company's purpose in France and elsewhere is as follows:</p> <ul style="list-style-type: none">the processing of information, systems engineering, studies, IT advice and assistance notably in the finance and banking sectors;the research into, study, realisation and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, on-line and office automation systems;it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances;and more generally any commercial, industrial, civil, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above-mentioned purposes. <p>The “raison d’être” of the Company is as follows:</p> <p><i>‘Atos’ mission is to help design the future of the information technology space. Its services and competences are underpinned by excellence in the advance of scientific and technological knowledge and research and in its commitment to learning and education. Across the world Atos enables its customers and all who live and work in the industry, to grow and prosper in a safe, secure and sustainable environment”</i></p>

2. Article 15 of Articles of Association to extend the period for acquisition of shares from three to six months as follows:

Article 15 – SHARES OF THE DIRECTORS	Article 15 – SHARES OF THE DIRECTORS
<i>Current wording</i>	<i>New wording</i>
<p>Each Director must own at least five hundred (500) shares throughout his entire term.</p> <p>If on the day of his appointment a Director does not own the required number of shares or if, during his term, he ceases to own this number, he is considered to have automatically resigned if he does not acquire the necessary shares within a period of three months.</p>	<p>Each Director must own at least five hundred (500) shares throughout his entire term.</p> <p>If on the day of his appointment a Director does not own the required number of shares or if, during his term, he ceases to own this number, he is considered to have automatically resigned if he does not acquire the necessary shares within a period of three six months, or any other period provided for by law or regulations.</p>

3. Article 16.2 of the Company's Articles of Association, in order to provide for the consequences of a downward crossing of the threshold making the appointment of a Director representing employee shareholders mandatory, by adding a final paragraph to said article, as follows:

Article 16 - DIRECTORS REPRESENTING THE EMPLOYEES AND THE EMPLOYEE SHAREHOLDERS	Article 16 - DIRECTORS REPRESENTING THE EMPLOYEES AND THE EMPLOYEE SHAREHOLDERS
16.2 - Director representing the employee shareholders	16.2 - Director representing the employee shareholders
Current wording	New wording
(...)	(...) <u>In the event that, during the term of office, the report presented annually by the Board of Directors at the General Meeting pursuant to article L.225-102 of the French Commercial Code establishes that the shares held under this article represent less than 3% of the Company's share capital, the term of office of the Board Member representing employee shareholders shall end at the end of the Ordinary General Meeting during which the Board of Directors' report acknowledging this fact is presented.</u>

4. Article 18 of the Company's Articles of Association, to provide for the possibility of the Board of Directors making its decisions by written consultation of the Directors, including by electronic means, in accordance with the new provisions of Law no. 2024-537 of June 13, 2024, aimed at increasing business financing and the attractiveness of France, as follows:

Article 18 - CONVENING AND DELIBERATIONS OF THE BOARD OF DIRECTORS	Article 18 - CONVENING AND DELIBERATIONS OF THE BOARD OF DIRECTORS
Current wording	New wording
The Board of Directors meets as often as required in the interest of the Company and at least every three months, being convened by its Chairman and whenever he deems it appropriate, at the place indicated in the convening notice.	The Board of Directors meets as often as required in the interest of the Company and at least every three months, being convened by its Chairman and whenever he deems it appropriate, at the place indicated in the convening notice.
When the Board of Directors has not met for more than two months, at least one third of the members of the Board of Directors may request that the Chairman convenes a meeting with a determined agenda. The Chief Executive Officer may also request that the Chairman convenes the Board of Directors with a determined agenda. The Chairman is then bound by these requests.	When the Board of Directors has not met for more than two months, at least one third of the members of the Board of Directors may request that the Chairman convenes a meeting with a determined agenda. The Chief Executive Officer may also request that the Chairman convenes the Board of Directors with a determined agenda. The Chairman is then bound by these requests.
Convening can be made by all written means at least five days in advance. This period of five days can be reduced if one third of the Directors agree on a shorter notice period.	Convening can be made by all written means at least five days in advance. This period of five days can be reduced if one third of the Directors agree on a shorter notice period.
The Board of Directors cannot make valid decisions unless at least half of its members are present. Decisions are made by the majority of the members present or represented. In case of a tie, the Chairman of the meeting has a casting vote.	The Board of Directors cannot make valid decisions unless at least half of its members are present. Decisions are made by the majority of the members present or represented. In case of a tie, the Chairman of the meeting has a casting vote.

Article 18 - CONVENING AND DELIBERATIONS OF THE BOARD OF DIRECTORS

Current wording

Subject to legal and regulatory provisions, the meetings of the Board of Directors may take place by means of videoconferencing or telecommunication in the conditions set forth in the internal regulations adopted by the Board of Directors.

The deliberations of the Board of Directors are recorded in minutes prepared in compliance with the law.

The decisions regarding specific duties of the Board of Directors referred to in article L.225-37 of the French Commercial Code can be made through written consultation of the Directors.

Article 18 - CONVENING AND DELIBERATIONS OF THE BOARD OF DIRECTORS

New wording

Subject to legal and regulatory provisions, the meetings of the Board of Directors may take place by means of videoconferencing or telecommunication in the conditions set forth in the internal regulations adopted by the Board of Directors.

The deliberations of the Board of Directors are recorded in minutes prepared in compliance with the law.

The decisions ~~regarding specific duties of the Board of Directors referred to in article L.225-37 of the French Commercial Code of the Board of Directors~~ can be made through written consultation of the Directors. including by electronic means, in accordance with the legal and regulatory provisions in force and, where applicable, under the conditions set forth in the internal rules adopted by the Board of Directors.

Written consultation is initiated by the Chairman of the Board. The Chairman of the Board or, at his request, the Secretary, sends to each Director, by any written means, including electronically: (i) the text of the draft resolution(s), (ii) any document or information necessary for them to reach a decision, (iii) the deadline for responding, determined by the Chairman according to the decision to be made, the urgency or the time required for reflection; and (iv) the technical terms of participation.

Any Director may, within three working days of the consultation being sent out, object to this method of deliberation. In the event of opposition, the Chairman immediately informs the other Directors and convenes a Board meeting.

Directors cast their votes by any written means, including electronically. Directors may ask any questions or make any comments.

If no reply is received within the allotted time, the Director is deemed not to have taken part in the deliberations, unless the Chairman grants an extension. The quorum and majority rules are those applicable to decisions taken at Board meetings.

The results of the consultation, consolidated by the Board secretary, are communicated to all Directors. Decisions taken by written consultation are recorded in minutes drawn up under the same conditions as deliberations adopted at a Board meeting.

Forty-first resolution (Powers) – The General Meeting grants all powers to the holder of an original, copy or excerpt from the minutes of this General Meeting to make any submissions, publications, declarations and formalities which may be necessary.



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Additional information on candidates to the Board of Directors

Philippe SALLE

<p>Chairman of the Board of Directors ⁽¹⁾</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 5 000 ⁽²⁾</p> <p>Date of birth: May 17, 1965</p> <p>Nationality: French</p> <p>Date of first appointment: October 14, 2024, replacing David Layani, subject to ratification at the Annual General Meeting approving the financial statements for the 2023 fiscal year.</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2025 financial year</p>	<p>Biography - Professional experience</p> <p>Chief Executive Officer of the Emerica Group</p> <p>Philippe Salle began his career with Total in Indonesia in 1988. He then joined Accenture in 1990 where he was promoted to senior consultant. He joined McKinsey in 1995 and became senior manager in 1998. He joined the Vedior group in 1999 (now Randstad, a company listed on Euronext Amsterdam) and became Chairman and CEO of Vedior France in 2002. He became a member of the Executive Board in 2003 and was appointed Head of Southern Europe in 2006. In 2007, he joined the Geoservices group (sold to Schlumberger in 2010), a technology company in the oil sector and under LBO, first as Deputy CEO and then as Chairman and CEO. In June 2011, Philippe Salle was appointed Chairman and CEO of Altran Group (a company listed on Euronext Paris), an engineering consultancy and world leader in innovation. In April 2015, Philippe Salle was appointed Chairman and Chief Executive Officer of the Elicor Group (a company listed on Euronext Paris), a world leader in catering and services. In December 2017, Philippe Salle was appointed Chief Executive Officer of Emerica (a company under LBO), the world's leading provider of real estate services and technologies.</p> <p>Philippe Salle has also served as Chairman of the Board of Directors of Viridien (formerly CGG) since April 26, 2018, and as a member of the Board of Directors of Banque Transatlantique since 2010.</p> <p>Philippe Salle is a graduate of the Ecole des Mines de Paris and holds an MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA). He is a Chevalier de l'ordre national du Mérite, Chevalier de la Légion d'honneur and Commandeur de l'ordre du Mérite de la République italienne.</p> <p>Philippe Salle has been a Director and the Chairman of Atos S.E. Board of Directors since October 14, 2024. On the same date, the Board of Directors appointed Philippe Salle as Chairman and Chief Executive Officer of Atos with effect from 1st February 2025.</p>		
	<p>Directorships and positions</p> <table> <tr> <td data-bbox="473 1077 939 1662"> <p>Other Directorships and positions as of December 31, 2024</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Chairman of the Board of Directors of Viridien* (SA) (France) Member of the Board of Directors of CIC Banque Transatlantique (SA) (France) Chairman of Hodpar (SAS) (itself, as legal entity, Chairman of Emerica (SAS)) (France) Chairman of Finellas (SAS) (France)Chairman of the Supervisory Boards of Efficity and Efficity International (SAS) (France) Director of Tech-Way (SAS) (France) Managing Director of Hodlux SARL (Luxembourg) Director of Emerica Res UK Limited (United Kingdom) Director of Emerica Res Newco Limited (UK) </td><td data-bbox="943 1077 1414 1662"> <p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Director of Diot Siaci (France) Chairman of Emerica Holding (France) Chairman of the Supervisory Board of Foncia Saturne (France) Director of the Mister Temp group (France) Co-manager of Emerica Germany Management GmbH (Germany) Chairman of the Board of Directors of Emerica Switzerland (Switzerland) Director of Emerica Benelux (Belgium) </td></tr> </table>	<p>Other Directorships and positions as of December 31, 2024</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Chairman of the Board of Directors of Viridien* (SA) (France) Member of the Board of Directors of CIC Banque Transatlantique (SA) (France) Chairman of Hodpar (SAS) (itself, as legal entity, Chairman of Emerica (SAS)) (France) Chairman of Finellas (SAS) (France)Chairman of the Supervisory Boards of Efficity and Efficity International (SAS) (France) Director of Tech-Way (SAS) (France) Managing Director of Hodlux SARL (Luxembourg) Director of Emerica Res UK Limited (United Kingdom) Director of Emerica Res Newco Limited (UK) 	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Director of Diot Siaci (France) Chairman of Emerica Holding (France) Chairman of the Supervisory Board of Foncia Saturne (France) Director of the Mister Temp group (France) Co-manager of Emerica Germany Management GmbH (Germany) Chairman of the Board of Directors of Emerica Switzerland (Switzerland) Director of Emerica Benelux (Belgium)
<p>Other Directorships and positions as of December 31, 2024</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Chairman of the Board of Directors of Viridien* (SA) (France) Member of the Board of Directors of CIC Banque Transatlantique (SA) (France) Chairman of Hodpar (SAS) (itself, as legal entity, Chairman of Emerica (SAS)) (France) Chairman of Finellas (SAS) (France)Chairman of the Supervisory Boards of Efficity and Efficity International (SAS) (France) Director of Tech-Way (SAS) (France) Managing Director of Hodlux SARL (Luxembourg) Director of Emerica Res UK Limited (United Kingdom) Director of Emerica Res Newco Limited (UK) 	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Director of Diot Siaci (France) Chairman of Emerica Holding (France) Chairman of the Supervisory Board of Foncia Saturne (France) Director of the Mister Temp group (France) Co-manager of Emerica Germany Management GmbH (Germany) Chairman of the Board of Directors of Emerica Switzerland (Switzerland) Director of Emerica Benelux (Belgium) 		

(*) Listed Company

1) As announced by the Company in its press release of October 15, 2024, Mr Philippe Salle will become Chairman and CEO of Atos SE with effect from February 1, 2025

2) In addition, in accordance with his subscription commitment, Philippe Salle took part in Atos SE's capital increase with preferential subscription rights as part of the Company's financial restructuring, for a total amount of €9 million, and holds an additional 2,432,432,432 shares via his personal holding company.

Additional information on candidates to the Board of Directors

Sujatha CHANDRASEKARAN *

<p>Chairman of the Board of Directors</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 500</p> <p>Date of birth: May 11, 1967</p> <p>Nationality: American, Australian and Indian</p> <p>Date of first appointment: January 14, 2024, to replace Aminata Niane, and which will be submitted to the Annual General Meeting approving the financial statements for the 2023 fiscal year.</p> <p>Term expires on: General Meeting to approve the accounts for the 2023 financial year</p>	<p>Biography - Professional experience</p> <p>Independent Management Consultant</p> <p>Beginning from 1996 to 2007, Sujatha Chandrasekaran held diverse leadership positions at Nestlé. From 2007 to 2009, she served as Regional Vice President and Chief Technology Officer for PepsiCo and was then appointed Senior Vice President and Global Chief Information and eCommerce Officer at The Timberland Company (2009-2011). In 2011, she joined Walmart where she held the position of Senior Vice President and Global Chief Technology Officer and Chief Data Officer, leading technology and digital transformation for Walmart US, Sam's Club, and Walmart. From 2016 to 2019, she served as the Global Chief Information Officer at Kimberly-Clark Corporation. In 2019, she was appointed Senior Executive Vice President and Chief Digital and Information Officer of CommonSpirit Health overseeing global functions such as technology, digital, cybersecurity, data, and AI development. She retired from these functions in 2022.</p> <p>In addition to her executive role, Sujatha Chandrasekaran sits on several Boards and Committees. In particular, she was a Board member of the Switzerland-based company Barry Callebaut AG (2018-2020) and is a member of the Boards of American Eagle Outfitters since 2018 and of Cardinal Health Inc since 2022.</p> <p>Sujatha Chandrasekaran holds a Master of Business Systems (MBS) from Monash University, Australia, and a degree in Electrical and Electronics Engineering from the University of Madras, India.</p> <p>Sujatha Chandrasekaran is a Director of Atos SE since January 14, 2024.</p>		
	<p>Directorships and positions</p> <table> <tr> <td data-bbox="475 981 937 1391"> <p>Other Directorships and positions held as of December 31, 2024</p> <p>Within the Atos Group Aucun</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Board of American Eagle Outfitters Inc.** (USA) • Member of the Supervisory Board of Brenntag SE** (Germany) • Member of the Supervisory Board of Agendia Inc. (Netherlands) • Member of the Board of Directors of T200 Foundation (Non-profit 501C3 focused on developing Women in Technology) </td><td data-bbox="945 981 1415 1391"> <p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Senior Executive Vice President, Chief, Digital and Information Officer of Common Spirit Health (2019-2022) • Member of the Board of Directors of Cardinal Health Inc.** (USA) • Member of the Board of Directors of Blume Global (USA) </td></tr> </table>	<p>Other Directorships and positions held as of December 31, 2024</p> <p>Within the Atos Group Aucun</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Board of American Eagle Outfitters Inc.** (USA) • Member of the Supervisory Board of Brenntag SE** (Germany) • Member of the Supervisory Board of Agendia Inc. (Netherlands) • Member of the Board of Directors of T200 Foundation (Non-profit 501C3 focused on developing Women in Technology) 	<p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Senior Executive Vice President, Chief, Digital and Information Officer of Common Spirit Health (2019-2022) • Member of the Board of Directors of Cardinal Health Inc.** (USA) • Member of the Board of Directors of Blume Global (USA)
<p>Other Directorships and positions held as of December 31, 2024</p> <p>Within the Atos Group Aucun</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Board of American Eagle Outfitters Inc.** (USA) • Member of the Supervisory Board of Brenntag SE** (Germany) • Member of the Supervisory Board of Agendia Inc. (Netherlands) • Member of the Board of Directors of T200 Foundation (Non-profit 501C3 focused on developing Women in Technology) 	<p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Senior Executive Vice President, Chief, Digital and Information Officer of Common Spirit Health (2019-2022) • Member of the Board of Directors of Cardinal Health Inc.** (USA) • Member of the Board of Directors of Blume Global (USA) 		

(*) Independent Director

(**) Listed company

Alain CROZIER *

<div>Independent Director</div> <div>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</div> <div>Number of shares: 500</div> <div>Date of birth: January 18, 1961</div> <div>Nationality: French, Canadian</div> <div>Date of first appointment: April 2, 2024, to replace Carlo d'Asaro Biondo, and which will be submitted to the the Annual General Meeting approving the financial statements for the 2023 fiscal year.</div> <div>Term expires on: Annual General Meeting ruling on the accounts of the 2023 financial year</div>	Biography - Professional experience	
	Senior Advisor seven2 (ex APAX) Tech & Telecom	
	<p>Alain Crozier began his career at Peat Marwick Consultants (now KPMG) before moving to Lesieur Alimentaire (ERIDANIA BEGHIN SAY Group), where he played a crucial role in the company's restructuring. In 1994, Alain Crozier joined the Microsoft Group, holding various leadership positions for almost 30 years. Former Chairman and CEO of Microsoft Greater China, he entirely repositioned the business in China around new growth drivers: digital natives, globalization, and strategic global partnerships. As President of Microsoft France, he launched the National Health Cloud and reorganized the partner ecosystem. He also served as Chief Financial Officer of Microsoft Global Sales, Marketing, Services, and Operations, where he led complex, large-scale outsourcing and transformation initiatives and developed Microsoft's new "product-led" operating model. In 2022, Alain Crozier joined Seven2 as a senior advisor in the technology and telecommunications sector, focusing on building high-performing teams, sustainable growth, operational excellence, and accelerated value creation.</p> <p>In addition to his role, Alain Crozier sits on several Boards, notably As President of DSTNY since 2024, an independent director of BTCP since 2024, and a director of Aventis Alpha Care Inc since 2021.</p> <p>Alain Crozier is a graduate of the Institut Supérieur de Gestion and Université Claude Bernard (Lyon).</p> <p>Alain Crozier is a Director of Atos SE since April 2, 2024.</p>	
	Directorships and positions	
	Other Directorships and positions held as of December 31, 2024	Other positions held during the last five years
	<div>Within the Atos Group</div> <div>None</div> <div>Outside the Atos Group</div> <ul style="list-style-type: none">• Senior Advisor at Allonia (France)• Senior Advisor at Seven2 (France)• Board Member at BTP Consultants (France)• Senior Advisor at Trajectory (China)• Member of the Board of Aventis Alpha Care LLC (USA)• President and member of the Board of Directors of DSTNY NV (Belgium)	<div>Within the Atos Group</div> <div>None</div> <div>Outside the Atos Group</div> <ul style="list-style-type: none">• Member of the Board of American Chamber of Commerce in Beijing (PRC) (2020-2021)• Senior Advisor of People First Technologies Inc (USA)

(*) Independent Director

Joanna DZIUBAK *

New candidate for the role of Independent Director Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France Number of shares: 0 Date of birth: September 25, 1972 Nationality: French and British	Biography - Professional experience	
	Experienced Advisor in Alternative Investments and Director of several companies <p>Joanna Dziubak began her professional career in 1995 at Goldman Sachs in the M&A Group in London and was promoted to Managing Director within the Principal Investment Area, where she managed Goldman Sachs' private equity funds and mezzanine debt funds. In 2009, she joined Park Square Capital in London as Partner and Member of the Investment Committee, where she was responsible for the subordinated debt and special situations strategies. During her tenure as an investment executive, she served on the boards of 17 portfolio companies across a range of industries and European countries.</p> <p>In 2016, Joanna Dziubak launched her own advisory firm in Paris and served on a number of boards in an independent non-executive capacity, notably as a member of the Supervisory Commission of Groupe Caisse des Dépôts appointed by the President of the National Assembly.</p> <p>Joanna Dziubak holds a Bachelor of Arts in International Relations, summa cum laude, from University of Pennsylvania, a master's in economics and finance, Lauréat avec Félicitations du Jury, from Sciences Po Paris, and a master's in business administration from Harvard Business School.</p> <p>Joanna Dziubak is a candidate for an Independent Director position on the Board of Atos SE.</p>	
	Directorships and positions	
	Other Directorships and positions as of December 31, 2024 Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none">Member of the Board of Directors of WOOSKILL (France)Non-executive Independent Director of GROUPE COMTE-SERRES (France)	Other positions held during the last five years Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none">Member of the Supervisory Board of GROUPE CAISSE DES DÉPÔTS (France) (2018-2020)

(*) Independent Director

Monika MAURER *

Member of the CSR Committee	Biography - Professional experience	
Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France	Global Business Leader and Board Professional, former CEO, COO and Business Division President	
Number of shares: 750	Between 1985 and 2006, Monika Maurer held various roles at Alcatel, including President of the Fixed Solutions Division from 2005 to 2006 and President of the Voice Networks Division in 2004. From 2006 to 2016, she held several positions within Alcatel-Lucent. She served as Executive Vice President, Supply Chain and Procurement in Alcatel Shanghai Bell from 2006 to 2008. She also held the roles of President of the Product Attached Services Division from 2009 to 2010, Vice President of Presales for Europe, Middle East, and Africa from 2010 to 2012, and Chief Operating Officer of the Fixed Networks Business Line from 2012 to 2016. In 2016, she became part of the Nokia Group, taking on the position of Chief Operating Officer for Nokia's Fixed Networks Business, subsequently advancing to the role of Nokia Group Chief Operating Officer. From 2019, Monika Maurer has been working as the President and Chief Executive Officer for Radio Frequency Systems (RFS), a global designer and manufacturer of cable, antenna and tower systems providing total-package solutions for wireless and broadcast infrastructure. Monika Maurer has transformed the company and she finally sold it mid of 2024.	
Date of birth: May 29, 1956	Monika Maurer has held several mandates as board member and continues to serve as Vice Chair and member of the Strategy and HR committee of the Board of Directors at Nokia Shanghai Bell Co., Ltd. as well as Member of the Board and the Remuneration and HR committee at Valmet Oyi.	
Nationality: German	Monika Maurer holds a diploma in Physics and Chemistry from the University of Stuttgart, Germany, and a diploma in Pedagogy from the State University for Pedagogic of Stuttgart, Germany.	
Date of first appointment: January 14, 2024, to replace Bertrand Meunier, and which will be submitted the Annual General Meeting approving the financial statements for the 2023 fiscal	Monika Maurer is a Director of Atos SE since January 14, 2024.	
Term expires on: Annual General Meeting ruling on the accounts of the 2023 financial year	Directorships and positions	
	Other Directorships and positions held as of December 31, 2024	Other positions held during the last five years
	Within the Atos Group None	Within the Atos Group None
	Outside the Atos Group <ul style="list-style-type: none">Member of the Board and of the Remuneration and HR Committee of Valmet Oyi**Board Member and Vice Chair of the Board and of the Strategy and HR Committee of NokiaShanghai Bell Co Ltd	Outside the Atos Group <ul style="list-style-type: none">President and CEO of Radio Frequency Systems (2019-2024)

(*) Independent Director
(**) Listed Company

Françoise MERCADAL-DELASALLES *

<p>Chair of the CSR Committee</p> <p>Member of the Remuneration Committee</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 500</p> <p>Date of birth: November 23, 1962</p> <p>Nationality: French</p> <p>Date of first appointment: January 2, 2024, to replace Valérie Bernis, and which will be submitted to the Annual General Meeting approving the financial statements for the 2023 fiscal year</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p>Biography - Professional experience</p> <p>Cofounder and President at Auxo, Co-chair of the National Digital Council (Conseil National du Numérique) and non-executive Board Director</p> <p>Françoise Mercadal-Delasalles began her career in senior public service at the Ministry of the Economy and Finance from 1988 to 1992, then at the Caisse des Dépôts from 2002 to 2008. Appointed Director of Resources and Innovation at Société Générale in 2008, she sat on the Group's Executive Committee and steered its digital transition project. In 2018, Françoise Mercadal-Delasalles became CEO of Crédit du Nord, where she introduced digital tools to position the Group in new banking services and integrated ecological concerns into the company's business model. In 2023, she co-founded Auxo, an integrated platform to manage extra-financial data and support companies in their transition to sustainability.</p> <p>Françoise Mercadal-Delasalles holds various non-executive positions on boards of directors and supervisory boards, notably that of Eurazeo. She has co-chaired the Conseil National du Numérique since 2021. She is a Chevalier de la Légion d'Honneur (Knight of the Legion of Honor), Officier du Mérite (Officer of the Order of Merit) and Chevalier du Mérite Agricole (Knight of the Order of Agricultural Merit).</p> <p>Françoise Mercadal-Delasalles holds a degree in literature and law, and is a graduate of the Institut d'Études Politiques (IEP) de Paris, Sciences Po Paris and the École Nationale d'Administration (ENA).</p> <p>Françoise Mercadal-Delasalles has been a Director of Atos SE since January 2, 2024.</p>				
	<p>Directorships and positions</p> <table> <tr> <th data-bbox="476 981 939 1037">Other Directorships and positions held as of December 31, 2024</th><th data-bbox="947 981 1412 1008">Other positions held during the last five years</th></tr> <tr> <td data-bbox="476 1041 939 1550"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo** (France) • Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI (France) • Co-founder and President of Auxo Dynamics • Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group (France) • Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco) </td><td data-bbox="947 1012 1412 1550"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO of Crédit du Nord (2018-2022) • Chairwoman of the Board of Directors of Banque Courtois, Banque Rhone Alpes, Société Marseillaise de Crédit (2018-2022) • Co-Chair of the Conseil National du Numérique (2020-2023) • Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022) </td></tr> </table>	Other Directorships and positions held as of December 31, 2024	Other positions held during the last five years	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo** (France) • Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI (France) • Co-founder and President of Auxo Dynamics • Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group (France) • Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO of Crédit du Nord (2018-2022) • Chairwoman of the Board of Directors of Banque Courtois, Banque Rhone Alpes, Société Marseillaise de Crédit (2018-2022) • Co-Chair of the Conseil National du Numérique (2020-2023) • Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022)
Other Directorships and positions held as of December 31, 2024	Other positions held during the last five years				
<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo** (France) • Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI (France) • Co-founder and President of Auxo Dynamics • Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group (France) • Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO of Crédit du Nord (2018-2022) • Chairwoman of the Board of Directors of Banque Courtois, Banque Rhone Alpes, Société Marseillaise de Crédit (2018-2022) • Co-Chair of the Conseil National du Numérique (2020-2023) • Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022) 				

(*) Independent Director
(**) Listed Company

Jean-Jacques MORIN *

<div>Chair of the Audit Committee</div> <div>Professional address: ACCOR, 82 rue Henri Farman, 92445, Issy-Les-Moulineaux</div> <div>Number of shares: 500</div> <div>Date of birth: December 29, 1960</div> <div>Nationality: French</div> <div>Date of first appointment: January 2, 2024, to replace Vernon Sankey, and which will be submitted to the Annual General Meeting approving the financial statements for the 2023 fiscal year</div> <div>Term expires on: Annual General Meeting ruling on the accounts of the 2024 financial year</div>	<div>Biography - Professional experience</div> <div>Group Deputy CEO and Premium, Midscale & Economy Division CEO</div> <div>Jean-Jacques Morin began his professional career with Deloitte, where he spent five years in auditing and consulting roles in Paris and Montreal. From 1992 to 2005, he held various international positions, notably in the semiconductor sector with Motorola Semiconductors (USA, Switzerland, and France), ON Semiconductor (USA) and Communicant AG, a start-up in Berlin. In 2005, Jean-Jacques Morin joined Alstom as CFO of the Power sectors in Zurich, then in Transport, before being appointed Group CFO from 2013 to 2015. In 2015, Jean-Jacques Morin joined Accor's Executive Committee as CFO. He is then appointed Group Deputy CEO in charge of Finance, Strategy, IT, Legal, Purchasing and Communications. In June 2023, in addition to his position as Group Deputy CEO, Jean-Jacques Morin took over the Premium, Midscale & Economy Division under his leadership, as CEO of the Division.</div> <div>Jean-Jacques Morin has held various non-executive positions, including with Orbis from 2016 to 2020 as a member of the Supervisory Board and the Audit Committee, and with Vallourec from 2018 to 2021 as a member of the Supervisory Board and Chairman of the Finance and Audit Committee. He is currently Chairman of the Board of Directors of Adagio since 2022 and a member of the Board of Directors of AccorInvest since 2018. He was appointed Chairman of the Audit Committee of GROUPE REEL in 2024.</div> <div>Jean-Jacques Morin is a graduate of the École Nationale Supérieure de l'Aéronautique et de l'Espace, holds an MBA from Thunderbird (Arizona State University) and a DSCG from the Ordre des Experts Comptables.</div> <div>Jean-Jacques Morin has been a Director of Atos SE since January 2, 2024.</div>		
<div>Directorships and positions</div> <table><tr><td><div>Other Directorships and positions as of December 31, 2024</div><div>Within the Atos Group</div><div>None</div><div>Outside the Atos Group</div><div><ul style="list-style-type: none">• Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor**(France)• Director and Chairman of the Audit Committee of GROUPE REEL (France)• Director of Adagio (SAS) (France)• President of D-Edge (SAS)(France)• Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE)(France)• Management controller for Ah Fleet Services (GIE) (France)• Member of the Board of Directors and member of the audit committee of AccorInvest Group SA (Luxembourg)</div></td><td><div>Other positions held during the last five years</div><div>Within the Atos Group</div><div>None</div><div>Outside the Atos Group</div><div><ul style="list-style-type: none">• Deputy CEO and CFO of Accor Group** (2015-2023)• Member of the Supervisory Board and Chairman of the Finance and Audit Committee of Vallourec** (2018-2021)• Member of the Board of Directors of the SPAC, Accor Acquisition Company** (2021-2023)• Member of the Supervisory Board and Audit Committee of Orbis** (Poland) (2016-2020)• Chairman of the Board and Chairman of Adagio SAS (2022-2024) (France)</div></td></tr></table>		<div>Other Directorships and positions as of December 31, 2024</div> <div>Within the Atos Group</div> <div>None</div> <div>Outside the Atos Group</div> <div><ul style="list-style-type: none">• Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor**(France)• Director and Chairman of the Audit Committee of GROUPE REEL (France)• Director of Adagio (SAS) (France)• President of D-Edge (SAS)(France)• Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE)(France)• Management controller for Ah Fleet Services (GIE) (France)• Member of the Board of Directors and member of the audit committee of AccorInvest Group SA (Luxembourg)</div>	<div>Other positions held during the last five years</div> <div>Within the Atos Group</div> <div>None</div> <div>Outside the Atos Group</div> <div><ul style="list-style-type: none">• Deputy CEO and CFO of Accor Group** (2015-2023)• Member of the Supervisory Board and Chairman of the Finance and Audit Committee of Vallourec** (2018-2021)• Member of the Board of Directors of the SPAC, Accor Acquisition Company** (2021-2023)• Member of the Supervisory Board and Audit Committee of Orbis** (Poland) (2016-2020)• Chairman of the Board and Chairman of Adagio SAS (2022-2024) (France)</div>
<div>Other Directorships and positions as of December 31, 2024</div> <div>Within the Atos Group</div> <div>None</div> <div>Outside the Atos Group</div> <div><ul style="list-style-type: none">• Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor**(France)• Director and Chairman of the Audit Committee of GROUPE REEL (France)• Director of Adagio (SAS) (France)• President of D-Edge (SAS)(France)• Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE)(France)• Management controller for Ah Fleet Services (GIE) (France)• Member of the Board of Directors and member of the audit committee of AccorInvest Group SA (Luxembourg)</div>	<div>Other positions held during the last five years</div> <div>Within the Atos Group</div> <div>None</div> <div>Outside the Atos Group</div> <div><ul style="list-style-type: none">• Deputy CEO and CFO of Accor Group** (2015-2023)• Member of the Supervisory Board and Chairman of the Finance and Audit Committee of Vallourec** (2018-2021)• Member of the Board of Directors of the SPAC, Accor Acquisition Company** (2021-2023)• Member of the Supervisory Board and Audit Committee of Orbis** (Poland) (2016-2020)• Chairman of the Board and Chairman of Adagio SAS (2022-2024) (France)</div>		

(*) Independent Director
(**) Listed Company

Additional information on candidates to the Board of Directors

Hildegard MÜLLER

New candidate for the role of a Director	Biography - Professional experience		
Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France	President of the German Association of the Automotive Industry (VDA)		
Number of shares: 0	<p>Hildegard Müller began her professional career in 1995 at Dresdner Bank. In 2002, she was a Member of Parliament in the Deutscher Bundestag, a position she held until 2008. Concurrently, from 2005 to 2008, she served as State Minister to the Federal Chancellor in the Bundeskanzleramt. In 2008, she became Chair of the Executive Board at the Bundesverband der Energie - und Wasserwirtschaft (BDEW) in Germany, where she led the organization until 2016. From 2016 to 2019, she served as Chief Operating Officer for Grid, Network & Infrastructure at Innogy in Germany.</p>		
Date of birth: June 29, 1967	<p>In addition to her executive roles, Hildegard Müller has held several prominent non-executive positions. Since 2020, she has served as an Independent Non-Executive Director and Member of the Audit Committee at Siemens Energy in Germany. She has also been a Member of the Advisory Board at DUK Versorgungswerk since 2014 and has served as an Independent Non-Executive Director at Vonovia since 2013, where she is a member of the Finance, Strategy & Sustainability Committee. Since 2012, she has been a Member of the Advisory Board at IKB Deutsche Industriebank.</p>		
Nationality: German	<p>Hildegard Müller holds a master's degree in business administration from the University of Duesseldorf, Germany. In 1989, she completed an apprenticeship as a Bank Clerk at Dresdner Bank, Germany.</p>		
	<p>Hildegard Müller is a candidate for a director position on the Board of Atos SE.</p>		
	Directorships and positions		
	<table> <tr> <td data-bbox="470 795 940 929"> Other Directorships and positions held as of December 31, 2024 Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • President of the German Association of the Automotive Industry (VDA) (Germany) • Member of the Board of Directors of DEKRA SE (Germany) • Member of the Board of Trustees of RAG-Stiftung (Germany) • Independent Non-Executive Director of the Supervisory Board and member of the Audit Committee of SIEMENS ENERGY** (Germany) • Member of the Supervisory Board of DUK VERSORGUNGSWERK (Germany) • Independent Non-Executive Director of the Supervisory Board and member of the Finance, Strategy, and Sustainability Committee of VONOVIA** (Germany) • Member of the Advisory Board of IKB DEUTSCHE INDUSTRIEBANK (Germany) • Member of the Supervisory Board of ERGO VERSICHERUNGSGRUPPE (Germany) • Member of the Supervisory Board of HSBC Continental Europe S.A. (Germany) </td><td data-bbox="940 795 1425 929"> Other positions held during the last five years Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • Member of the Advisory Board of VERBUNDNETZ GAS (VNG) (2009–2023) (Germany) </td></tr> </table>	Other Directorships and positions held as of December 31, 2024 Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • President of the German Association of the Automotive Industry (VDA) (Germany) • Member of the Board of Directors of DEKRA SE (Germany) • Member of the Board of Trustees of RAG-Stiftung (Germany) • Independent Non-Executive Director of the Supervisory Board and member of the Audit Committee of SIEMENS ENERGY** (Germany) • Member of the Supervisory Board of DUK VERSORGUNGSWERK (Germany) • Independent Non-Executive Director of the Supervisory Board and member of the Finance, Strategy, and Sustainability Committee of VONOVIA** (Germany) • Member of the Advisory Board of IKB DEUTSCHE INDUSTRIEBANK (Germany) • Member of the Supervisory Board of ERGO VERSICHERUNGSGRUPPE (Germany) • Member of the Supervisory Board of HSBC Continental Europe S.A. (Germany) 	Other positions held during the last five years Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • Member of the Advisory Board of VERBUNDNETZ GAS (VNG) (2009–2023) (Germany)
Other Directorships and positions held as of December 31, 2024 Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • President of the German Association of the Automotive Industry (VDA) (Germany) • Member of the Board of Directors of DEKRA SE (Germany) • Member of the Board of Trustees of RAG-Stiftung (Germany) • Independent Non-Executive Director of the Supervisory Board and member of the Audit Committee of SIEMENS ENERGY** (Germany) • Member of the Supervisory Board of DUK VERSORGUNGSWERK (Germany) • Independent Non-Executive Director of the Supervisory Board and member of the Finance, Strategy, and Sustainability Committee of VONOVIA** (Germany) • Member of the Advisory Board of IKB DEUTSCHE INDUSTRIEBANK (Germany) • Member of the Supervisory Board of ERGO VERSICHERUNGSGRUPPE (Germany) • Member of the Supervisory Board of HSBC Continental Europe S.A. (Germany) 	Other positions held during the last five years Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • Member of the Advisory Board of VERBUNDNETZ GAS (VNG) (2009–2023) (Germany) 		

(*) Listed Company



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Overview of current financial authorizations

Current authorizations to issue shares and other securities

Authorization	Authorization amount (value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM June 28, 2023 18 th resolution Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	0	100%	12/28/2024 (18 months)
EGM June 28, 2023 19 th resolution Share capital decrease	10% of the share capital adjusted at any moment	0	10% of the share capital adjusted at any moment	08/28/2025 (26 months)
EGM June 28, 2023 20 th resolution Capital increase reserved to employees ¹	2,773,789	0	2,773,789	08/28/2025 (26 months)
EGM June 28, 2023 21 st resolution Capital increase reserved to operations reserved to employees in certain countries through equivalent and complementary framework ¹	221,903	0	221,903	12/28/2024 (18 months)
EGM June 28, 2023 22 nd resolution Authorization to allot free shares to employees and executive officers	2,773,789	1,798,709 ²	975,080	08/28/2026 (38 months)

1. Any share capital increase pursuant to the 20th and 21st resolutions of the Annual General Meeting of June 28, 2023 shall be deducted from the cap set by the 23rd resolution of the Annual General Meeting of May 18, 2022.
2. Grant of 1,798,709 performance shares on June 28, 2023.

Notes

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Notes

Notes

Notes section with horizontal dotted lines for writing.



9

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 FRIDAY, JANUARY 31, 2025

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 January 31, 2025, as provided for by article R. 225-83 of the French Commercial Code.

Signed in on

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.



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About Atos

Atos is a global leader in digital transformation with circa 82,000 employees and annual revenue of circa €10 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.

Registered office of Atos SE

River Ouest
80, quai Voltaire
95877 Bezons Cedex
Tél.: +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, 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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