

4.2 Corporate governance

[GRI 102-10][GRI 102-18][GRI 102-22][GRI 102-23][GRI 102-24][GRI 102-26]

4.2.1 Compliance with the AFEP-MEDEF Code - Frame of reference on corporate governance

French legislation and rules published by the financial market regulatory authorities apply to the Company's corporate governance.

The Company refers to the Corporate Governance Code of Listed Companies issued by the AFEP-MEDEF (revised version of January 2020) and has decided to use the Code as a reference in terms of corporate governance, and to follow it up, through an annual Board meeting entirely dedicated to these issues.

In that respect, like every year, Atos' Board of Directors met on December 14, 2020 to perform the annual review of the implementation by the Company of these governance principles. Following this meeting, also attended by employee members of the Participative Committee (body stemming from the European Company Council) who actively participated in the debates, the Board considered that the Company's governance practices are fully compliant with the AFEP-MEDEF Code.

The Board's assessment on the implementation of the AFEP-MEDEF Code is available in its entirety on Atos' website: atos.net. The AFEP-MEDEF Code is available on the AFEP website: www.afep.com, in the Governance section.

In addition, governance issues are regularly addressed during Board meetings. The Board has indeed consistently expressed its will to take into account, and sometimes anticipate, recommendations on the improvement of corporate governance for listed companies whenever such recommendations are in line with the interests of the Company and of its shareholders. This includes the Company's innovative practice of regularly consulting its shareholders on the medium-term orientations (most recently, at the General Meeting on October 27, 2020). Also, Atos was the first CAC 40 company to enshrine its raison d'être in its Articles of Association on April 30, 2019, thereby anticipating the entry into force of the PACTE law of May 22, 2019.

4.2.2 Management Mode

The statutory governance of the Company was changed to a system with a Board of Directors in 2009. Since October 31, 2019, in accordance with the succession plan following the resignation of the former Chairman and Chief Executive Officer, and in compliance with best governance practices, the Board of Directors decided to change the Company's governance structure as of November 1, 2019 and to separate the offices of Chairman of the Board and of Chief Executive Officer. The Board appointed Mr. Bertrand Meunier as Chairman of the Board and Mr. Elie Girard as Chief Executive Officer. This corporate governance structure is widely recognized as the best practice to ensure a fluid transition in the context of the succession of the Chairman and Chief Executive Officer.

In addition to the separation of offices of Chairman of the Board and Chief Executive Officer, in compliance with best governance practices, the following mechanisms apply to ensure a good balance of powers:

- the Board of Directors is composed of 60% of independent Directors;
- the Board has constituted four internal Committees, to help in the decision process, composed mostly or entirely of independent members. On December 1, 2020, the Board of Directors decided to split the missions previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee. The Nomination and

Governance Committee was also entrusted with the regular review of the executive officer's succession plan;

- at least twice a year, Directors hold meetings, in the absence of the Chief Executive Officer, during which they discuss the Company's affairs and address any relevant topics;
- the Internal Rules of the Board of Directors specify the Board's reserved matters which require the Board's prior authorization as well as the missions of the Chairman of the Board (see below).

Missions of the Chairman of the Board

The statutory missions of the Chairman of Atos SE's Board of Directors (as per the Company's Articles of Association and Board Internal Rules) are the following:

- the Chairman organizes and directs the work of the Board;
- the Chairman convenes the Board meetings, determines the agenda and presides over the meetings;
- the Chairman oversees the proper functioning of the Company's bodies and makes sure, in particular, that the Directors are able to carry out their assignments;
- the Chairman presides over General Meetings of shareholders and reports on the Board work to the Annual General Meeting.

Upon the recommendations of an ad hoc committee composed of four independent directors following the appointment of Mr. Bertrand Meunier as Chairman of the Board, the Board of Directors decided in 2020 to entrust the Chairman of the Board with the following additional missions, as reflected in the Board Internal Rules:

- consulting or being consulted and holding discussions with the Chief Executive Officer on certain significant and strategic events for the Company;
- representing the Company in its high-level relations with the public authorities and the Company's strategic stakeholders, in consultation with the Chief Executive Officer;
- participating in certain internal meetings with the Company's managers and teams and, as the case may be, as well as in certain Board Committees;
- maintaining the quality of relations with the shareholders;
- participating in the recruitment process for new directors and in the development of the succession plan;
- ensuring the balance of the Board (in addition to its proper functioning);
- arbitrating potential conflicts of interest.

Limitations on the powers of the Chief Executive Officer

The Board has defined, in its Internal Rules, reserved matters which require the Board's prior authorization:

- purchase or sale of shareholdings exceeding € 100 million;
- purchase or sale of assets exceeding € 100 million;
- purchase of assets or shareholdings beyond the Group's usual activities;
- purchase or sale of real property exceeding € 100 million;
- strategic alliance or partnership which may have a structural impact for the Group;

- parental company guarantees exceeding the scope of the delegation granted to the Chief Executive Officer;
- any material transaction not within the scope of the strategy announced by the Company.

Communication with shareholders

In accordance with the AFEP-MEDEF Code, the Company has regular direct contacts with its shareholders and investors throughout the year to understand their expectations and take them into account.

In that context, the following measures, in favor of a smooth shareholders' dialogue have been implemented:

- Atos regularly communicated its strategy through three-year plans. In June 2020, in the context of an "Analyst Day" Atos presented its medium-term ambition and strategy. These orientations were submitted to the shareholders' consultative vote during the General Meeting held on October 27, 2020. They were approved with above 99.99% of the votes;
- Atos' shareholders, during their Annual General Meeting held on April 30, 2019, decided with 99.93% of the votes to enshrine the Company's raison d'être in its Articles of Association;
- presentations established for financial reports, investor days or General Meetings are posted on the website of the Company;
- the Company is exchanging with its shareholders throughout the year but has, for many years, been conducting a governance roadshow prior to its Annual General Meetings.

Executive Director Succession plan

Directors may hold meetings, in the absence of the Chief Executive Officer, during which they discuss the Company's affairs, and address, among other subjects, the Executive Officer's succession plan, as per the recommendation of the AFEP-MEDEF Code.

4.2.3 The Board of Directors: composition and organization principles

[GRI 102-5][GRI 102-22][GRI 102-23]

4.2.3.1 Composition of the Board of Directors

Evolution of the composition of the Board of Directors and its Committees

In 2020 and up until the date of publication of this Universal Registration Document, the composition of the Board of Directors and of its Committees was modified as a result of the following events:

	Board of Directors	Audit Committee	Nomination and Governance Committee ¹	Remuneration Committee ¹	CSR Committee
Departure	Roland Busch (01/17/2020) Jean-Louis Georgelin (02/18/2020) Nicolas Bazire (06/16/2020)	Roland Busch (01/17/2020) Bertrand Meunier (12/01/2020)	–	–	–
Appointment	Cedrik Neike (01/28/2020) Vesela Asparuhova (10/21/2020) Edouard Philippe (10/27/2020)	Vivek Badrinath ² (02/18/2020)	Bertrand Meunier ² Lynn Paine Edouard Philippe (12/01/2020)	Aminata Niane ² Valérie Bernis Jean Fleming (12/01/2020)	Colette Neuville (12/01/2020)
Renewal	Elie Girard Cedrik Neike Valérie Bernis Jean Fleming Farès Louis Colette Neuville (06/16/2020)	–	–	–	–

¹ On December 1, 2020, the Board of Directors decided to split the missions previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee.

² Chair of the Committee.

Composition of the Board of Directors

At the date of publication of this Universal Registration Document, the Board of Directors was composed of 13 members as listed below:

		PERSONAL INFORMATION			EXPERIENCE			POSITION ON THE BOARD			MEMBERSHIP IN COMMITTEES ³
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies ¹	Independence	Date of first appointment ²	End of term of office	Seniority on Board	
Chairman	Bertrand MEUNIER	65	M	French/ British	14000	1	NO	07/03/2008	AGM 2021	12	N&G ★
Chief Executive Officer	Elie GIRARD	42	M	French	70398	0	NO	12/16/2019	AGM 2022	1	N/A
Directors (L225-17 CCom)	Vivek BADRINATH	51	M	French	500	1	YES	04/30/2019	AGM 2021	1	Audit★♦
	Valérie BERNIS	62	F	French	505	2	YES	04/15/2015	AGM 2022	5	Rem, CSR★
	Cedrik NEIKE	48	M	French/ German	500	1	NO	01/28/2020	AGM 2023	1	N/A
	Colette NEUVILLE	83	F	French	1012	0	YES	04/13/2010	AGM 2022	10	CSR
	Aminata NIANE	64	F	Senegalese	1012	0	YES	05/27/2010	AGM 2021	10	Rem★
	Lynn PAINE	71	F	American	1000	0	YES	05/29/2013	AGM 2021	7	Audit♦, N&G, CSR
	Edouard PHILIPPE	50	M	French	501	0	YES	10/27/2020	AGM 2023	0	N&G
	Vernon SANKEY	71	M	British	1296	0	NO	02/10/2009	AGM 2022	12	Audit♦, CSR
Director representing the employee shareholders (L225-23 CCom)	Jean FLEMING	52	F	British	1718	0	NO	05/26/2009	AGM 2022	11	Rem
Employee Director (L225-27-1 CCom)	Vesela ASPARUHOVA	38	F	Bulgarian	0	0	NO	10/15/2020	AGM 2023	0	N/A
	Farès LOUIS	58	M	French	0	0	NO	04/25/2019	AGM 2023	1	N/A

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

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

³ N&G: Nominations and Governance Committee, Rem: Remuneration Committee, Audit: Audit Committee, CSR: CSR Committee.

★ Chairman of the Committee.

♦ Vivek Badrinath, Lynn Paine and Vernon Sankey have the required and financial accounting skills by virtue of their educational and career background for the purpose of their membership in the Audit Committee.

Director's biographies

Bertrand MEUNIER**Chairman of the Board of Directors****Chairman of the Nomination and Governance Committee****Professional address:**

River Ouest – 80 quai
Voltaire 95870 Bezons,
France

Number of shares:

14,000

Date of birth:

March 10, 1956

Nationality:

French, British

Date of first appointment:

February 10, 2009 (Director) –
July 3, 2008 (Member
of Supervisory Board)
ratified by General
Meeting of February 10,
2009

Date of last renewal:

May 24, 2018

Term expires on:

AGM ruling on the
accounts of the
2020 financial year

Biography - Professional Experience**Chairman of the Board of Directors of Atos SE**

Bertrand Meunier is a graduate of the École Polytechnique and of Paris VI University. He joined PAI Partners in 1982 up until 2010. Bertrand Meunier joined CVC Capital Partners Ltd as a Managing Partner in 2012.

He became Chairman of the Board of Directors of Atos in November 2019.

Directorships and positions**Other directorships and positions as at December 31, 2020****Within the Atos Group**

None

Outside the Atos Group

France:

- Director: Suez**

Other positions held during the last five years**Within the Atos Group**

None

Outside the Atos Group

France:

- Director: Parex, Vedici, Elsan Holding

Abroad:

- Managing Partner: CVC Capital Partners Ltd (United Kingdom)
- Director: Continental Foods (Belgium), CVC Capital Partners (Luxembourg), CVC Group Ltd (Luxembourg), PDC Brands (USA)

** Listed company.

Elie GIRARD

Professional address:

River Ouest – 80 quai
Voltaire 95870 Bezons,
France

Number of shares:

70,398

Date of birth:

April 12, 1978

Nationality:

French

Date of first appointment:

December 16, 2019
(as a Director)

Term expires on:

AGM ruling on the
accounts of the
2021 financial year

Biography - Professional Experience

Chief Executive Officer of Atos SE

Elie Girard is a graduate of the École Centrale de Paris and of Harvard University. He began his career as auditor at Andersen, before joining the Ministry for the Economy, Finance and Industry in the Treasury department.

Between 2004 and 2007, Elie Girard worked for the Office of the Minister for the Economy, Finance and Industry in France.

He joined Orange in 2007 and was appointed Chief of Staff to the Chairman and Chief Executive Officer. From 2010 to 2014, he was Senior Executive Vice-President in charge of Strategy & Development of the Orange Group, member of the Group Executive Committee.

In April 2014, Elie Girard joined Atos as Deputy Chief Financial Officer of Atos Group. He was appointed Group Chief Financial Officer in February 2015 and Group Senior Executive Vice-President in February 2018. In March 2019, Elie was appointed Group Deputy Chief Executive Officer. He became Chief Executive Officer of Atos in November 2019.

Directorships and positions

Other directorships and positions as at December 31, 2020

Within the Atos Group

- Chairman of the Supervisory Board: Atos Information Technology GmbH

Outside the Atos Group

France:

None

Abroad:

None

Other positions held during the last five years

Within the Atos Group

France:

- Deputy Chief Executive Officer: Atos SE
- Chairman: Atos Investissement 10, Atos Investissement 12, Atos Investissement 19, Atos Investissement 20, Atos Investissement 20 –Israel Branch, Atos Investissement 21, Atos Investissement 22, Atos Investissement 23, Atos Investissement 24, European Silicon Technologies SAS, Bull International SAS, Atos Participation 2
- CEO: Bull SAS
- Permanent representative of Atos Investissement 10, Chairman: blueKiwi Software SAS

Abroad :

Netherlands:

- Director and CEO: Atos International BV, Atos International Global Functions BV
- Director: Unify Holdings BV, Unify Germany Holdings BV, Unify Overseas Holdings BV

United Kingdom:

- Director: Bull Holdings Ltd, Bull ND Holdings Ltd, Canopy the Open Cloud Company Ltd

USA:

- Director: Syntel Inc., Atos Syntel Inc.

Germany:

- Member of the Supervisory Board: Atos IT Solutions and Services GmbH

Poland:

- Chairman of the Supervisory Board: Atos Polska SA

China:

- Supervisor: Atos Worldgrid Information Technology (Beijing) Co., Ltd.

Luxembourg:

- Chairman of the Board of Directors: St Louis RE

Outside the Atos Group

None



Vesela ASPARUHOVA

<p>Employee Director</p> <p>Professional address: Business Park Sofia Build.1B, 1766 Sofia, Bulgaria</p> <p>Number of shares: 0</p> <p>Date of birth: September 22, 1982</p> <p>Nationality: Bulgarian</p> <p>Date of first appointment: October 15, 2020</p> <p>Term expires on: AGM ruling on the accounts of the 2022 financial year</p>	<p>Biography - Professional Experience</p> <p>Service Delivery Manager (Bulgaria)</p> <p>Vesela Asparuhova is a graduate of the Technical University of Sofia where she received an MSc in Engineering in Communication Technology. She graduated from ESCP Europe Business School in Global Service Management and was certified by Harvard Business Publishing Corporate Learning in "Leading in the Digital Age".</p> <p>Vesela Asparuhova has 15 years of experience in the IT industry in leadership positions and account steering roles.</p> <p>She started her professional career with Siemens in 2006, where she co-led the set-up and development of GDCs in Eastern Europe. Subsequently she worked for the Global Solution Design Business Unit of Siemens Enterprise Communications.</p> <p>Since 2012 Vesela has been a Service Delivery Manager with Atos Bulgaria. She has a track record of successfully managing business critical infrastructures and enterprise applications. She also delivers end-to-end solutions to large customers in the Manufacturing and Energy & Utilities vertical.</p> <p>Vesela is a certified ITIL Expert, ITIL v.4 and an ISO/IEC 20 000 auditor.</p> <p>Vesela Asparuhova was a member of the Company's Council for 3 years and in 2020 she was elected to serve as an Employee Director on the Atos SE Board of Directors.</p> <p>Directorships and positions</p> <table border="1"> <tr> <td data-bbox="389 869 916 1270"> <p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of CCI France Bulgaria </td> <td data-bbox="916 869 1442 1270"> <p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>France:</p> <p>None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Member of the Expert Community • Member of the Company Council of Atos SE • Group ISO 20 000 Auditor <p>Outside the Atos Group</p> <p>France:</p> <p>None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Member of the PMI Bulgaria Chapter </td> </tr> </table>	<p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of CCI France Bulgaria 	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>France:</p> <p>None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Member of the Expert Community • Member of the Company Council of Atos SE • Group ISO 20 000 Auditor <p>Outside the Atos Group</p> <p>France:</p> <p>None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Member of the PMI Bulgaria Chapter
<p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of CCI France Bulgaria 	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>France:</p> <p>None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Member of the Expert Community • Member of the Company Council of Atos SE • Group ISO 20 000 Auditor <p>Outside the Atos Group</p> <p>France:</p> <p>None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Member of the PMI Bulgaria Chapter 		

Vivek BADRINATH*

<p>Chairman of the Audit Committee Professional address: Vantage Towers AG, Prinzenallee 11-13, D-40549 Düsseldorf Amtsgericht Düsseldorf, HRB 92244 Number of shares: 500 Date of birth: June 27, 1969 Nationality: French Date of first appointment: April 30, 2019 Term expires on: AGM ruling on the accounts of the 2020 financial year</p>	<p>Biography - Professional Experience</p> <p>Chairman of the Management Board of Vantage Towers Vivek Badrinath holds Engineering degrees from the École Polytechnique and the École Nationale Supérieure des Télécommunications (ENST) and also holds a post-graduate degree in stochastic modeling and statistics from Paris-Sud University. He started his career in 1992 at the French Ministry of Industry. Vivek Badrinath joined Vodafone's Executive Committee as CEO of Africa, Middle East, Asia and Pacific in October 2016. He oversees Vodafone's operations in the Vodacom Group, in India, Australia, Egypt, Ghana, Kenya and New Zealand. He was also Interim CEO of Vodafone Business in 2019. In 1996, he joined Orange in the Group's Long Distance Networks department before becoming CEO of Thomson India in 2000. He returned to Orange in 2004 as Chief Technical Officer of the mobile division and was appointed to the Group's Executive Committee in 2009 as Director of the networks and operators division. Between April 2010 and April 2012, Vivek Badrinath was CEO of Orange Business Services before being appointed Deputy CEO in charge of Innovation, Marketing and Technologies on May 1, 2013. He was Deputy Chief Executive Officer, Marketing, Digital Solutions, Distribution and Information Systems for AccorHotels between March 2014 and October 2016. He joined the Vodafone Group in 2016 and was CEO of Vodafone Rest of the World until March 2020. Since March 2020, he chairs the Management Board of Vantage Towers. Vivek Badrinath is a Chevalier in the French Ordre national du mérite (National Order of Merit) and in the French Légion d'honneur.</p>	
	<p>Directorships and positions</p>	
	<p>Other directorships and positions as at December 31, 2020 Within the Atos Group None Outside the Atos Group France: None Abroad: (all mandates relating to his main function at Vodafone) – Director: • Vodafone Idea Limited** (India) • Vodafone Egypt**</p>	<p>Other positions held during the last five years Within the Atos Group None Outside the Atos Group • Director and member of the Audit Committee: Nokia (2014-2016) • Director: Accor (2016-2018) • Director: Vodafone Qatar (2016-2018), Vodacom ** (South Africa), Safaricom** (Kenya), Vodafone Hutchison Australia (Joint-Venture with Hutchison Whampoa in Australia) • CEO: Vodafone Towers Europe</p>

* Independent Director.

** Listed company.



Valérie BERNIS*

<p>Chairman 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: 505</p> <p>Date of birth: December 9, 1958</p> <p>Nationality: French</p> <p>Date of first appointment: April 15, 2015, ratified by AGM held on May 28, 2015</p> <p>Date of last renewal: June 16, 2020</p> <p>Term expires on: AGM ruling on the accounts of the 2021 financial year</p>	<p>Biography - Professional Experience</p> <p>Company Director</p> <p>Valérie Bernis is a graduate of the <i>Institut Supérieur de Gestion</i> and <i>Université des Sciences Economiques</i> in Limoges.</p> <p>In 1996, after 2 years spent as Communication and Press Advisor to the Prime Minister, she joined Compagnie de Suez as Executive Vice-President – Communications, and then in 1999, she became Executive Vice-President Financial and Corporate Communications and Sustainable Development. During the same period, she served for 5 years as Chairman and CEO of Paris Première, a French TV channel.</p> <p>Valérie Bernis is currently a Member of the Board of Directors of l'Occitane and France Télévisions. She is also a member of the Supervisory Board of Lagardère SCA.</p>	
	<p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p>France:</p> <ul style="list-style-type: none"> • Member of the Board of Directors: France Television • Member of the Supervisory Board: Lagardère SCA** (also member of the Appointments, Remuneration and CSR Committee) • General Secretary of Board of Directors: AROP (Opera de Paris) • Board member: Fondation contre Alzheimer <p>Abroad:</p> <ul style="list-style-type: none"> • Independent member of the Board of Directors and member of Nomination Committee: l'Occitane International SA (Luxemburg)** 	<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"> • Member of the Supervisory Board: Euro Disney SCA** • Member of the Board of Directors: Suez SA** • Vice-President: Fondation Engie • Member of the Board of Directors: Palais de Tokyo SAS

* Independent Director.

** Listed company.

Jean FLEMING

<p>Director representing the employee shareholders Member of the Remuneration Committee Professional address: Midcity Place, 71 High Holborn London WC1V 6EA UK Number of shares: 1,718 Date of birth: March 4, 1969 Nationality: British Date of first appointment: May 26, 2009 Date of last renewal: June 16, 2020 Term expires on: AGM ruling on the accounts of the 2021 financial year</p>	Biography - Professional Experience	
	<p>Leadership Coach (United Kingdom) Jean Fleming is a graduate of the London South Bank University where she obtained an MSc in Human Resources and from Brunel University where she obtained a BA in Business Administration. Former Client Executive, Business Process Services, she is now a Global Leadership Coach accredited with the International Coaching Federation. Jean Fleming was appointed Director representing the employee shareholders.</p>	
	Directorships and positions	
	<p>Other directorships and positions as at December 31, 2020 None</p>	<p>Other positions held during the last five years None</p>



Farès LOUIS

<p>Employee Director</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 0</p> <p>Date of birth: May 23, 1962</p> <p>Nationality: French</p> <p>Date of first appointment: April 25, 2019</p> <p>Term expires on: AGM ruling on the accounts of the 2022 financial year</p>	Biography - Professional Experience	
	<p>Business Developer Cybersecurity Products</p> <p>Farès Louis joined Bull in 1991 as commercial engineer. He then held several positions as Account Manager for large accounts located in France, manager of Bull subsidiary located in the Middle East, and in the development of international offers. Currently, he is a business developer for security products in Middle East & Africa within the BDS Service Lines.</p>	
	Directorships and positions	
	<p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • French Labour court judge (Conseiller Prud'homal) • Trade Union defender • Member of the CFDT corporate body/Symetal Francilien 	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <ul style="list-style-type: none"> • Trade Union representative • Employee representative on the Company premises located in Les Clayes-sous-Bois • European Committee Bull • Bull Work's council <p>Outside the Atos Group</p> <p>None</p>

Cedrik NEIKE

<p>Professional address: Siemens AG Werner-von-Siemens -Straße 1 80333 Munich, Germany</p> <p>Number of shares: 500</p> <p>Date of birth: March 7, 1973</p> <p>Nationality: German, French</p> <p>Date of first appointment: January 28, 2020</p> <p>Term expires on: AGM ruling on the accounts of the 2022 financial year</p>	<p>Biography - Professional Experience</p>	
	<p>Member of the Managing Board of Siemens AG and CEO of Digital Industries</p> <p>Cedrik Neike is a graduate of University College London and London School of Economics where he received a Bachelor in Engineering and Business Finance. He also holds a MBA from Insead Business School (France).</p> <p>Cedrik Neike joined Siemens in 1997 as Product line Manager for wireless Internet. In 2001, he then moved to Cisco Systems where he held several executive positions in Germany and USA, including in particular SVP, Global Service Provider, Service Delivery Worldwide, and SVP, Global Service Provider, Sales, EMEA, Russia and APJ.</p> <p>In April 2017 he was appointed Member of the Managing Board of Siemens AG**.</p>	
	<p>Directorships and positions</p>	
	<p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Siemens France Holding S. A., France 	<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"> • Siemens Pte. Ltd., Singapore • Siemens Ltd, India • Siemens Schweiz AG, Switzerland (Chairman)

** Listed company.



Colette NEUVILLE*

<p>Member of the CSR Committee</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 1,012</p> <p>Date of birth: January 21, 1937</p> <p>Nationality: French</p> <p>Date of first appointment: May 30, 2012 (Director) – June 12, 2008 (member of Supervisory Board) – April 13, 2010 (Censor) ratified by General Meeting of May 27, 2010</p> <p>Date of last renewal: June 16, 2020</p> <p>Term expires on: AGM ruling on the accounts of the 2021 financial year</p>	<p>Biography - Professional Experience</p> <p>Chairman (founder) of the ADAM Colette Neuville is a law graduate and a graduate of the <i>Paris Institut d'Études Politiques</i> and holds a post-graduate degree in economics and political science. She served as an Economist for NATO, the Moroccan administration (National Office for Irrigation), and the Loire-Bretagne agency. Ms. Neuville is the founding Chairman of ADAM (<i>Association de Défense des Actionnaires Minoritaires</i>) and member of the commission "Épargnants et Actionnaires Minoritaires" (Retail Investors and Minority shareholders) of the <i>Autorité des Marchés Financiers</i> (French Financial Markets Authority). She is member of the Board of Directors of the FAIDER and the ARCAF.</p> <p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France:</p> <ul style="list-style-type: none"> Member: Consultative Commission "Épargnants et actionnaires minoritaires" ("Retail Investors and Minority shareholders") of the <i>Autorité des Marchés Financiers</i> (French Financial Markets Authority), Club of the Chairmen of Remuneration Committees <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"> Director (and also member of the Audit Committee) of Numericable-SFR** from November 27, 2014 to January 12, 2016 Member: Conseil de Gouvernance de l'École de Droit & Management de Paris II Panthéon-Assas Director: Getlink SE** (also member of the Audit Committee and Corporate Committee and Chairman of the Remuneration Committee and Lead Director since February 2014), ARCAF (association des fonctionnaires épargnants pour la retraite), FAIDER (fédération des associations indépendantes de défense des épargnants pour la retraite)
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* Independent Director.

** Listed company.

Aminata NIANE*

<p>Chairman of the Remuneration Committee Professional address: BP 29495 – DAKAR, Senegal Number of shares: 1,012 Date of birth: December 9, 1956 Nationality: Senegalese Date of first appointment: May 27, 2010 Date of last renewal: April 30, 2019 Term expires on: AGM ruling on the accounts of the 2020 financial year</p>	<p>Biography - Professional Experience</p> <p>International Consultant Aminata Niane holds an Engineering Degree in Science and Technology of Food Industries (Montpellier, France) and a Master in Business Administration (Birmingham, UK). Then she started her career in 1983 as an engineer in big Senegalese companies in the food-processing sector (SIPL and SONACOS). This experience continued in 1987 in the Senegalese administration (Ministry of Commerce, Senegalese Institute for Standardization), then in 1991 in the first structures supporting the private sector, financed by the French Cooperation and the World Bank (Support Unit to the Business Environment and Private Sector Foundation). Finally, after several years of entrepreneurial experience in strategy consulting, she was appointed in 2000 Managing Director of APIX, National Agency for Investment Promotion and Major Projects. She handled the creation and the management until May 2012. Then, she was Special Advisor of the President of the Republic of Senegal until May 2013. Today she is International Consultant, after being with the African Development Bank, Lead Advisor-Office of the Vice-President Infrastructure, Private Sector and Regional Integration, and Manager for the return of the Bank to its registered offices in Abidjan.</p>				
	<p>Directorships and positions</p> <table border="1"> <thead> <tr> <th>Other directorships and positions as at December 31, 2020</th> <th>Other positions held during the last five years</th> </tr> </thead> <tbody> <tr> <td> <p>Within the Atos Group None</p> <p>Outside the Atos Group France: None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Director: Groupe Envol Immobilier Sénégal (Senegal), Banque Atlantique Sénégal (Senegal) • Chairman of the association "Social Change Factory" </td> <td> <p>None</p> </td> </tr> </tbody> </table>		Other directorships and positions as at December 31, 2020	Other positions held during the last five years	<p>Within the Atos Group None</p> <p>Outside the Atos Group France: None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Director: Groupe Envol Immobilier Sénégal (Senegal), Banque Atlantique Sénégal (Senegal) • Chairman of the association "Social Change Factory"
Other directorships and positions as at December 31, 2020	Other positions held during the last five years				
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* Independent Director.



Lynn PAINE*

<p>Member of the Audit Committee</p> <p>Member of the Nomination and Governance Committee</p> <p>Member of the CSR Committee</p> <p>Professional address: Harvard Business School, Soldiers Field Road, Boston, Massachusetts 02163</p> <p>Number of shares: 1,000</p> <p>Date of birth: July 17, 1949</p> <p>Nationality: American</p> <p>Date of first appointment: May 29, 2013</p> <p>Date of last renewal: April 30, 2019</p> <p>Term expires on: AGM ruling on the accounts of the 2020 financial year</p>	<p>Biography - Professional Experience</p> <p>Baker Foundation Professor, John G. McLean Professor of Business Administration, Emerita, Harvard Business School, Senior Associate Dean for International Development</p> <p>Lynn Paine is Baker Foundation Professor, John G. McLean Professor of Business Administration, Emerita, and Senior Associate Dean for International Development at Harvard Business School. She previously served as Senior Associate Dean for Faculty Development. She is former chair of the School's general management unit and a specialist in corporate governance. An American with worldwide recognition, she currently teaches corporate governance in both the MBA and executive programs.</p> <p>She co-founded and chaired the "Leadership and Corporate Accountability" required course, which she has taught in the MBA program as well as the Advanced Management Program. Ms. Paine has also taught in numerous other executive programs including the Senior Executive Program for China, Leading Global Business, the Senior Executive Program for Africa, Preparing to Be a Corporate Director, Women on Boards, and Making Corporate Boards more Effective.</p> <p>In addition to providing executive education and consulting services to numerous firms, she has served on a variety of Advisory Boards and panels. In particular, she was a member of the Conference Board Commission on Public Trust and Private enterprise and the Conference Board's Task Force on Executive Compensation. She also served on the Academic Advisory Council of the Hills Program on Governance at the Center for Strategic and International Studies (CSIS), in Washington, D.C.; on the Governing Board of the Center for Audit Quality in Washington D.C.; and the Advisory Board of the Conference Board's Governance Center in New York. She was a Director of RiskMetrics Group (NYSE) prior to the Company's merger with MSCI.</p> <p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <p>France: None</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Global Advisory Council, Odebrecht S.A., São Paulo (Brazil) • Selection Panel, Luce Scholars Program, Henry Luce Foundation, NYC (USA) <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 Associate Dean, Harvard Business School, Boston, Massachusetts (USA) (2010-2016) • Governing Board (Public Member), Center for Audit Quality, Washington D.C. (USA) (2007-2016) • Academic Advisory Council, Hills Program on Governance – Center for Strategic and International Studies, Washington, D.C. (USA) (2001-2017) • Senior Advisor to Independent Monitor for Volkswagen AG** (Germany) (2017-2020)
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* Independent Director.

** Listed company.

Édouard PHILIPPE*

<p>Member of the Nomination and Governance Committee</p> <p>Professional address: River Ouest 80 Quai Voltaire 95870 Bezons France</p> <p>Number of shares: 501</p> <p>Date of birth: November 28, 1970</p> <p>Nationality: French</p> <p>Date of first appointment: October 27, 2020</p> <p>Term expires on: AGM ruling on the accounts of the 2022 financial year</p>	<p>Biography - Professional Experience</p> <p>Mayor of Le Havre, former Prime Minister</p> <p>Édouard Philippe is former Prime Minister, head of the French government from May 15, 2017 to July 3, 2020. He was re-elected Mayor of Le Havre at the municipal elections of June 2020.</p> <p>Édouard Philippe is a graduate of the Institut d'études politiques de Paris and then of the École nationale d'administration (ENA).</p> <p>After graduating from ENA in 1997, Édouard Philippe became a member of the Conseil d'État assigned to the litigation section.</p> <p>In 2004, he became an attorney with Debevoise & Plimpton, in charge of public law matters.</p> <p>Edouard Philippe joined Areva in 2007 as Director of Public Affairs (2007-2010).</p> <p>After holding several local offices, he was elected Mayor of Le Havre and President of the Le Havre Metropolitan Community in 2010 and 2014. He was elected Member of the Parliament in 2012.</p>
	<p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France: <i>(all mandates are related to his functions of Mayor of Le Havre and of President of the urban community Le Havre Seine Métropole)</i></p> <ul style="list-style-type: none"> • Mayor of Le Havre • President of the Urban Community Le Havre Seine Métropole • Member of the Supervisory Board of Le Havre Grand port maritime • Chairman of the Supervisory Board of Directors of the Hospital group of Le Havre • President of the Social Action Center of Le Havre • President of the EPCC, Le Volcan - Scène Nationale • Chairman of the Board of Directors of the EPCC, École supérieure d'Art et Design Le Havre-Rouen • President of the Association Le Havre Seine Développement • President of the Tourism Board of Le Havre • President of the Urban Planning Agency of the Le Havre region and of the Seine estuary <p>Abroad: None</p> <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"> • Prime Minister from May 15, 2017 to July 3, 2020 (France) • Member of French Parliament (2012-2017) • Member of the Board of Directors of the International Association of the Cities and Ports • Member of the Board of Directors of the public land-management institution of Normandie • Member of the Board of Directors of the Société Hérouvillaise d'économie mixte pour l'Aménagement

* Independent Director.



Vernon SANKEY*

<p>Member of the Audit Committee</p> <p>Member of the CSR Committee</p> <p>Professional address: 51 Walnut Court, St Mary's Gate, London W85UB, UK</p> <p>Number of shares: 1,296</p> <p>Date of birth: May 9, 1949</p> <p>Nationality: British</p> <p>Date of first appointment: February 10, 2009 (Director) – December 16, 2005 (Member of Supervisory Board) ratified by General Meeting of May 23, 2006</p> <p>Date of last renewal: April 30, 2019</p> <p>Term expires on: AGM ruling on the accounts of the 2021 financial year</p>	<p>Biography - Professional Experience</p> <p>Officer in companies Vernon Sankey graduated from Oriel College, Oxford University (United Kingdom). He joined Reckitt and Colman plc in 1971, and became Chief Executive Officer in Denmark, France, the USA and in Great Britain. He was Group Chief Executive Officer in the period 1992-1999. Since then, he has held several non-executive positions as Chairman or Board member (Pearson plc, Zurich Insurance AG, Taylor Woodrow plc, Thomson Travel plc, Gala plc, Photo-Me plc, Firmenich SA, etc.) and was a member of the Management Board of the FSA (Food Standards Agency) UK.</p> <p>Directorships and positions</p> <table border="1"> <tr> <td data-bbox="427 651 938 1104"> <p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group Abroad:</p> <ul style="list-style-type: none"> Chairman, former Director: Harrow School Enterprises Ltd (United Kingdom) Member: Pi Capital (United Kingdom) </td> <td data-bbox="938 651 1439 1104"> <p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group None</p> </td> </tr> </table>	<p>Other directorships and positions as at December 31, 2020</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group Abroad:</p> <ul style="list-style-type: none"> Chairman, former Director: Harrow School Enterprises Ltd (United Kingdom) Member: Pi Capital (United Kingdom) 	<p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group None</p>
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* Independent Director.

Diversity policy at Board level

The Board of Directors meeting held on December 14, 2020, upon recommendation of the Nomination and Governance Committee, examined the composition of the Board of Directors and approved the diversity policy applicable at Board level.

In that respect, after carefully analyzing the Board's membership with respect to such criteria as age, gender, skills, professional experience, nationality and independence, and in light of the evolution of the Board composition over the past recent years, it set the following objectives:

- **age of Directors:** On December 14, 2020, Directors' age ranged from 38 to 83 with an average of 57.9 years old compared to 62.8 in 2019. The Board considered that the age average was satisfactory and decided to closely monitor the limit of one third exceeding 70 years old set in the Articles of Association;
- **gender diversity:** On December 14, 2020, the Board of Directors was composed of 46.2% women Directors (6 out of 13)¹. The Board considered that the ratio was satisfactory but contemplated the nomination of new independent women Directors;
- **diversity of skills and professional experience:** The Board acknowledged that (i) Directors have extensive professional experience in various industries on high profile positions and are serving or have served as Directors or corporate officers in other French or non-French companies, some of which are listed on stock exchanges, (ii) the diversity of skills is well reflected in the variety of profiles of Board members who gather extensive experiences and trainings: technology, engineering, finance, governance, CSR, risk management, former CEO roles, etc., and (iii) the Board has three Directors representing the employees (employees and employee shareholders) who enrich the panel of professional experience and perspective;
- **diversity of nationalities:** On December 14, 2020, the proportion of Directors of non-French nationality reached 53.8%, in line with the Group's international dimension. Consequently, the Board considered that the ratio was highly satisfactory and in line with the Group's international dimension;
- **Directors' independence:** On December 14, 2020, the ratio of Independent Directors was 60%. The Board considered that the ratio was satisfactory and that the Company should remain above the ratio recommended by the AFEP-MEDEF Code (i.e. at least half of the Board members).

¹ 40% (4 out of 10) pursuant to the legal ratio. In accordance with art. L. 225-23 and L. 225-27-1 of the French Commercial Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of gender diversity on the Board of Directors.

4.2.3.2 Directors' independence

Definition of an Independent Director

As per the AFEP-MEDEF Code

The AFEP-MEDEF Code defines as independent, a Director when "he or she has no relationship of any kind whatsoever with the corporation, its group or its management that may interfere with his or her freedom of judgment". The AFEP-MEDEF Code,

adopted by the Board as reference code, also provides for a certain number of criteria that must be reviewed in order to determine the independence of a Director:

Criterion 1	Not to be and not to have been within the previous five years: <ul style="list-style-type: none"> • an employee or executive officer of the corporation; • an employee, executive officer or Director of a company consolidated within the corporation; • an employee, executive officer or Director of the Company's parent company or a company consolidated within this parent company.
Criterion 2	Not to be an executive officer of a company in which the Corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the corporation (currently in office or having held such office within the last five years) holds a directorship.
Criterion 3*	Not to be a customer, supplier, commercial banker, investment banker or consultant: <ul style="list-style-type: none"> • that is significant to the corporation or its group; • or for which the corporation or its group represents a significant portion of its activities. <p>The evaluation of the significance or otherwise of the relationship with the Company or its group must be debated by the Board and the quantitative and qualitative criteria that led to this evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the report on corporate governance.</p>
Criterion 4	Not to be related by close family ties to a Corporate Officer
Criterion 5	Not to have been an auditor of the corporation within the previous 5 years.
Criterion 6	Not to have been a Director of the corporation for more than 12 years. Loss of the status of Independent Director occurs on the date of the 12 th anniversary.
Criterion 7	A non-executive officer cannot be considered independent if he or she receives a variable compensation in cash or in the form of securities or any compensation linked to the performance of the corporation or Group.
Criterion 8	Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board of Directors, upon a report from the Nomination Committee, should systematically review the qualification of a Director as independent in the light of the composition of the corporation's share capital and the existence of a potential conflict of interest.

* As recommended by the AFEP-MEDEF Code, as part of the assessment of how significant the relationship with the Company or its Group is (Criterion 3), the Board of Directors retained the same criteria as those used in the previous year:

- quantitative criterion, being the consolidated turnover of 1% performed by the Company with a group within which an Atos Director exercises a function and/or holds a mandate. This criterion was set on the basis of the specificities of the Atos Group activity, in particular the rigorous procedures related to answers to bidding processes;
- a qualitative criteria, i.e.: (i) the duration and continuity of the business relationship (seniority of the relationship or impact of potential contract renewals...), (ii) the importance or intensity of the relationship (potential economic dependency), and (iii) the structure of the relationship (Director free of any interest...).

Review of the Directors' independence

The detailed assessment of the Directors' independence carried out on December 14, 2020, and based on the above-mentioned criteria is reproduced in the table below:

	Bertrand Meunier	Elie Girard	Vesela Asparuhova	Vivek Badrinath	Valérie Bernis	Jean Fleming	Farès Louis	Cedrik Neike	Colette Neuville	Aminata Niane	Lynn Paine	Edouard Philippe	Vernon Sankey
Criterion 1	✓	✗	✗	✓	✓	✗	✗	✓	✓	✓	✓	✓	✓
Criterion 2	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✓
Criterion 4	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6	✗	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✗
Criterion 7	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Independence	NO	NO	NO	YES	YES	NO	NO	NO	YES	YES	YES	YES	NO

In this table, ✓ represents an independence criterion that is satisfied and ✗ represents an independence criterion that is not satisfied.

On December 14, 2020, the Board of Directors reviewed the independence of each of its members on the basis of the criteria mentioned above and acknowledged that 60% of its Directors could be considered independent:

7 Directors were not considered as independent

- Mr. Elie Girard, as Chief Executive Officer.
- Mr. Bertrand Meunier and Mr. Vernon Sankey as they have been serving on the Board for more than 12 years
- Mr. Cedrik Neike due to his mandate in Siemens which has significant commercial relationship with Atos.
- Ms. Vesela Asparuhova, Ms. Jean Fleming and Mr. Farès Louis by virtue of their quality as employees of a subsidiary of the Company.¹

6 Directors were considered as independent

- Ms. Colette Neuville et Ms. Aminata Niane were considered as independent in the absence of any element falling within the criteria.
- 4 Directors, performing mandates or functions in corporations having business relationships with the Company could nevertheless be considered as independent, considering the low turnover, below the threshold of 1% set by the Board, achieved by Atos with all these corporations: Mr. Vivek Badrinath, Ms. Valérie Bernis, Ms. Lynn Paine and Mr. Edouard Philippe.

¹ As per article 9.3 of the AFEP-MEDEF Code, the Directors representing the employee shareholders and the Employee Directors are not taken into account for the ratios of Independent Directors.

4.2.3.3 Employee's participation at Board level

The Board comprises a Director representing the employee shareholders, appointed by the General Meeting. The appointment of such Director was voluntarily submitted to the General Meeting in 2013, 2017 and in 2020.

The Board also comprises two Employee Directors within the meaning of article L. 225-27-1 of the French Commercial Code, appointed as per the procedure set forth in the Articles of Association. In accordance with the PACTE law, the Company submitted to the 2020 Annual General Meeting an amendment to the Articles of Association to lower the threshold from 12 to 8 Directors composing the Board for the required appointment of a second Employee Director. Following this amendment, a second Employee Director was appointed and joined the Board of Directors on October 21, 2020.

Directors representing the employee shareholders and those representing the employees are expressly designated as

members of the Board in the Board Internal Rules. In that respect, they participate in the meetings and deliberations of the Board. They have the same obligations as any other Directors, in particular of confidentiality, save for the obligation to hold at least 500 shares of the Company.

In addition, pursuant to an agreement of December 14, 2012, the Company has implemented an innovative scheme of participation of employees through the creation of the European Company Council of Atos SE and the designation, among such council members, or within Atos' employees, of a Participative Committee made up of four persons, which meets with members of the Board of Directors and discusses on topics on the agenda of Atos SE's Board meetings. Once a year, the Participative Committee is invited to a plenary meeting of the Board of Directors corresponding to the session on the review of compliance practices of the Company with rules of corporate governance.

4.2.3.4 Directors' training

As per the AFEP-MEDEF Code, upon the appointment of a new Director, various sessions are offered with the main group executives on the Group's business, organization and governance. Newly appointed Directors were provided with the Company's governance documentation (including the Articles of Association, the Board Internal Rules and the Director Charter) and received a specific training focusing on corporate governance. They were also alerted on stock exchange regulation obligations applicable to Directors of listed companies.

In addition, specific external trainings are contemplated for Directors on an ad hoc basis.

A specific training is also provided to Directors appointed on the Audit Committee. The members of the Audit Committee have the required expertise by virtue of their education and professional experience. Newly appointed members were trained by the Chief Executive Officer, the Chairman of the Audit Committee, the Group Chief Financial Officer and the Group General Counsel on the Company's specific accounting, financial or operational features and the Company's governance.



4.2.3.5 Shareholding obligations

Pursuant to the Articles of Association, each Director must own at least 500 shares. However, such requirement does not apply to the Employee Directors and the Director representing the employee shareholders.

4.2.3.6 Declarations related to the members of the Board of Directors

To the best of the Company's knowledge, there have been no official public incrimination and/or sanctions taken by statutory or regulatory authorities (including designated professional organisms) against any of the members of the Board of Directors. No court has, over the course of the past five years at least, prevented the members of the Board of Directors from

acting as member of an administrative, managing or supervisory body of an issuer or from participating in the management or oversight of an issuer's business. No Board member has been convicted for fraud over the past five years at least. No Board member has taken part as senior manager in a bankruptcy, receivership or liquidation over the past five years.

4.2.3.7 Potential conflict of interest and agreements

[GRI102-25]

To the Company's knowledge, there are no existing service agreements between the members of the Board of Directors and Atos SE or one of its subsidiaries which would provide for benefits.

To the best of the Company's knowledge, save for the case of Mr. Cedrik Neike whose appointment was proposed by Siemens Pension-Trust e.V. pursuant to the agreements signed with Siemens in connection with the acquisition of Siemens Information Technology Services, which provided for the possibility for Siemens to submit an applicant as a Director of the Company, there are no arrangements, or any type of agreement with the shareholders, clients, service providers or others by which one of the members of the Board of Directors was selected as member of an administrative, managing or supervisory body or as a member of the general management of the Company.

To the best of the Company's knowledge, there are no family relationships between any executive officers and Directors of the Company.

Finally, to the best of the Company's knowledge, there are no restrictions accepted by the members of the Board of Directors concerning the sale of their potential shareholding in the Company's share capital other than the provision of the Articles of Association under which each Director, save for the Employee Directors and the Directors representing the employee shareholders, must own at least 500 shares of the Company and the retention obligations defined by the Board of Directors for the Chief Executive Officer of the Company.

4.2.3.8 Internal rules of the Board of Directors

The Board of Directors of Atos SE has approved Internal Rules which govern the works of the Board of Directors. The Board Internal Rules were last updated during the Board meetings held on February 18, 2020, October 21, 2020, and December 1, 2020 to adapt to the new governance structure of the Company. The Board Internal Rules include, as attachments, a Director Charter and a Guide to the prevention of insider trading.

The Internal Rules specify the rules on composition, operation and role of the Board, compensation of Directors, assessment of the works of the Board, information of Directors, the role, competence, and operating rules of the Committees of the Board, missions of the Board Chair, the specific missions which can be granted to a Director and the confidentiality obligations imposed on Directors.

As soon as appointed, a copy of the Internal Rules as well as the Director Charter and the Guide to the prevention of insider trading are provided to the Directors who acknowledge receipt of these documents. The Internal Rules of the Board of Directors are available on the Company website www.atos.net ("Investors" section).

Latest amendments to the Board Internal Rules

During the meeting held on February 18, 2020, the Board of Directors adopted, upon the recommendation of an ad hoc committee, a new version of the Internal Rules in order to amend and detail the missions of the Chairman of the Board in article 2.3.1 – Chairman of the Board, following the separation of the offices of Chairman of the Board and Chief Executive Officer. The missions of the Chairman of the Board are detailed in section 4.2.2 of this document.

During the meeting held on October 21, 2020, the Board of Directors approved the amendment of the Internal Rules of the Board of Directors to reflect the modifications to the Articles of Association approved during the Annual General Meeting held on June 16, 2020. The amendments to the Internal Rules of the Board of Directors were the following:

- Article 2.4.6 – Written consultation: Insertion of a new provision to allow the written consultation of the Board of Directors on specific decisions as provided for under article 18 of the Articles of Association;

- Articles 3.1, 4 and 9.3.1 – Directors’ and Censors’ compensation: Adjustment of the wording of the Directors’ and Censors’ compensation in articles 20 and 26 of the Articles of Association, to reflect the new legal name of this compensation.

During the meeting held on December 1, 2020, the Board of Directors approved the amendment of the Internal Rules in connection with the split of the missions previously allocated to the Nomination and Remuneration Committee between two new committees replacing the former Nomination and Remuneration Committee: the Nomination and Governance Committee and the Remuneration Committee. The missions of these two committees are described in the sections 4.2.4.5 and 4.2.4.6 of this document. During the same meeting held on December 1, 2020, the Board of Directors also decided to remove the position of Lead Independent Director and entrust the newly created Nomination and Governance Committee with the duties and missions formerly held by the Lead Independent Director which had not already been allocated to the Chairman of the Board as per Internal Rules.

Acceptance of new corporate mandates

Pursuant to the Board Internal Rules, the Chairman of the Board of Directors and the Chief Executive Officer, and the Chairman and Chief Executive Officer, as applicable, as well as any Deputy Chief Executive Officer, seek the Board of Directors’ opinion before accepting a new directorship in a listed company, whether French or foreign, outside the Group.

Conflicts of interest [GRI 102-25]

Pursuant to the Board Internal Rules, the Director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the Company. Directors must inform the Chairman of the Board of Directors of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in discussions and decisions on such matter, and the Chairman may request him or her not to attend the deliberations. A conflict of interest arises when a Director or a member of his or her family could personally benefit from the way the Company’s business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the Director’s judgment (particularly as a client, supplier, business banker, legal representative).

Dealing during closed periods

Pursuant to Atos’ Guide to the prevention of insider trading, Atos’ Directors and employees who are likely to have access on a regular or occasional basis to privileged information must not deal in Atos SE securities, whether directly or indirectly, during any “closed period”, which is defined as six weeks prior to the publication of Atos SE annual financial statements, 30 days preceding the publication of Atos SE half year financial statements, and four weeks prior to the publication of Atos SE financial information for the first and third quarters.

4.2.3.9 Board of Directors’ Internal Charter on related-party and “free” agreements

The Board of Directors adopted an Internal Charter on related-party and “free” agreements.

Considering the organization of the Atos Group and, in particular, the principle of segregation of duties of its internal control system, the Internal Charter sets up a procedure involving both the Group Legal Department and the Group Internal Control department whereby:

- the Group Legal Department is in charge of qualifying the agreements either as related-party agreements or as “free” agreements, and of supervising the authorization procedure for related-party agreements; and
- the Group Internal Control Department is in charge of regularly assessing whether agreements relating to ordinary transactions entered into under normal conditions do indeed meet these conditions. It communicates the results of its work to the Audit Committee.

4.2.4 Operation of the Board of Directors and its Committees

4.2.4.1 Attendance to the meetings of the Board of Directors and its Committees in 2020

Individual attendance

	Elie Girard	Bertrand Meunier	Vesela Asparuhova	Vivek Badrinath	Nicolas Bazire	Valérie Bernis	Jean Fleming	Farès Louis	Cedrik Neike	Colette Neuville	Aminata Niane	Lynn Paine	Edouard Philippe	Vernon Sankey
Board of Directors	100%	100%	100%	100%	66.67%	100%	88.24%	100%	94,12%	100%	100%	88.24%	100%	100%
Audit Committee	N/A	100%	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100%	N/A	100%
Nomination and Remuneration Committee	N/A	100%	N/A	N/A	100%	N/A	100%	N/A	N/A	100%	N/A	N/A	N/A	N/A
Nomination and Governance Committee	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100%	100%	N/A
Remuneration Committee	N/A	N/A	N/A	N/A	N/A	100%	100%	N/A	N/A	N/A	100%	N/A	N/A	N/A
CSR Committee	N/A	N/A	N/A	N/A	N/A	100%	N/A	N/A	N/A	N/A	N/A	100%	N/A	100%

Global attendance rate

Board of Directors	Audit Committee	Nomination and Remuneration Committee	Nomination and Governance Committee	Remuneration Committee	CSR Committee
95.61%	100%	100%	100%	100%	100%

4.2.4.2 The Board of Directors' activity

Mission

The mission of the Board of Directors is to determine the strategy and trends of the Company's activity and to oversee their implementation. Moreover, the Board of Directors appoints senior executive officers and rules on the independence of Directors on a yearly basis, possibly imposes limitations on the powers of the Chief Executive Officer, issues the report on corporate governance, convenes the General Meetings and decides on the agenda, undertakes the controls and verifications which it deems opportune, the control and audit of the sincerity of the financial statements, the review and approval of the financial statements, the communication to the shareholders and reviews communications to the market of high quality information. The Board of Directors endeavors to promote long-term value creation by the Company by considering the social and environmental aspects of its activities. It regularly reviews, in relation to the strategy it has defined, the opportunity and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly.

Operating rules

Pursuant to the Board Internal Rules, the Board of Directors, convened by its Chairman, shall meet at least 5 times a year and as often as necessary in the interest of the Company. The Directors may attend Board of Directors' meetings by videoconference or conference call. The meetings of the Board of Directors shall follow the agenda determined by the Chairman and communicated to the Directors. Whenever possible, the necessary documents and elements are sent to the Directors with

the agenda. The Board of Directors shall appoint, determining his or her term of office, a secretary who may be chosen from among the Directors or from outside. The Directors shall have the option of being represented at meetings of the Board of Directors by another Director. Each Director may only represent one of the other Directors during the same Board of Directors. The Board of Directors may only deliberate validly if at least half of its members are present. Decisions shall be passed by a majority of members present or represented. If the votes are split, the Chairman of the session shall cast the deciding vote.

Activities in 2020

During the 2020 financial year, the Board of Directors met 17 times. Global attendance of Directors at these meetings was an average of 95.61%. The Board of Directors met to discuss the following topics:

As far as financial statements, budget and financial commitments are concerned:

- review and approval of the 2021 budget;
- review of the financial information and quarterly reports and forecasts;
- review of and closure of consolidated half-year and yearly financial statements;
- review of financial presentations and press releases;
- approval of parental company guarantees and review of off-balance commitments.

As far as strategic projects and operations are concerned:

- approval of the Company's medium-term ambition and strategy;
- regular updates from management regarding the Covid-19 crisis' discussions of the necessary adjustments and review of the Company's specific commercial responses;
- sale of a 13.1% stake in Worldline in February 2020 through a private placement by way of accelerated book building offering;
- support of the combination between Worldline and Ingenico;
- regular review of the M&A activities, in particular regarding multiple bolt-on acquisitions.

As far as compensation is concerned:

- Compensation policy:
 - set the compensation policy applicable to the Chairman of the Board, the Directors and the Chief Executive Officer;
 - review of the conformity of the executive officers' compensation policy with the AFEP-MEDEF Code;
 - review of updates regarding a regulatory compensation ratio introduced by the PACTE law.
- Variable compensation:
 - confirm the results for the Chief Executive Officer's variable compensation for H2 2019;
 - confirmation of the results for H1 2020 applicable to the Chief Executive Officer's variable compensation and extension the applicable elasticity curves towards the floor values corresponding to zero payment;
 - set the targets of the variable part of the Chief Executive Officer's compensation for H2 2020;
 - set the targets of the variable part of the Chief Executive Officer's compensation for H1 2021.
- Directors' compensation:
 - approval of the unchanged structure of Directors' compensation.
- Long-term incentive plans:
 - set up a performance share plan in favor of Group employees and the corporate officers;
 - confirm the achievement of performance conditions, including the achievement of the CSR performance conditions, and setting new annual targets for the same in connection with on-going performance share plans;
 - revision of the performance conditions of performance share plans given the unprecedented circumstances due to the Covid-19 crisis;
 - review of the features of an employee stock ownership plan.

• Share buybacks:

- decide the implementation of share buybacks in connection with the vesting of performance shares.

As far as Atos' raison d'être and CSR topics are concerned:

- approval of the Group's CSR initiatives and targets in the context of the approval of the medium-term guidelines;
- review the Company's initiatives and defining orientations regarding the implementation of the Company's *raison d'être*;
- take into consideration CSR Committee's reports and provide guidelines with regard to notably environment, gender balance, diversity and accessibility;
- review the results of the Great Place to Work Survey.

As far as governance is concerned:

- General Meeting:
 - convene the Annual General Meeting, and re-convening in the Covid-19 context;
 - cancel the dividend proposal in the pandemic context;
 - review and approving the Board of Directors' report to the Annual General Meeting;
 - convening of a General Meeting in October 2020 to give an opinion on the Company's medium-term ambition and strategy and vote on the appointment of a new Director.
- Company governance:
 - specify the missions of the Chairman of the Board;
 - create two committees by splitting the missions previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee;
 - remove the position of Lead Independent Director;
 - review the composition of the Board of Directors in light of the Board policy;
 - confirm the composition of the Committees after the Annual General Meeting and revising the composition of the Committees after the split of the Nomination and Remuneration Committee.
- Governance-related documentation:
 - review and approval the Board of Directors' report on Corporate Governance;
 - amendment of the Board Internal Rules further to the modification of the Board's governance and the entry into force of new pieces of legislation;
 - review of the 2019 Universal Registration Document and of the 2019 Compliance report;
 - review of the Amendment to the 2019 Universal Registration Document filed with the Autorité des Marchés Financiers on July 30, 2020;
 - review of the draft revised Code of Ethics of the Company;

- Operation of the corporate bodies:

- renewal or approval of certain delegations of powers to senior executive officers;
- approval of the implementation of the new industry led organization to drive customer centricity;
- propositions in connection with the renewal of Directors' term of office or the appointment of new Board members;
- assessment of the Board's work;
- review of the independence of Board members;
- conformity review of the Company's practices with the AFEP-MEDEF Code;
- approval of three related-party agreements with Siemens AG, Siemens Energy AG and Siemens Healthinners AG in the context of the five-year extension of the strategic partnership between Atos and Siemens;
- annual review of related parties' agreements authorized during previous financial years.

- Risks:

- approval of parental guarantees;
- communication of the risk mapping exercise after its review by the Audit Committee;
- review of main on-going litigations.

The Board regularly heard the reports of the statutory auditors as well as those of its three, then four Committees.

The Board Committees are governed by the Board Internal Rules which specify their respective missions. The Committees only have an advisory role in preparing the works of the Board which is the only decision-making and liable body. They report to the Board of Directors. Their recommendations are discussed at length during the meetings, where applicable, on the basis of the documentation generated by the Committees.

4.2.4.3 The Audit Committee's activity

Mission

The Audit Committee prepares and facilitates the work of the Board of Directors within its fields of competence. For this purpose, it assists the Board of Directors in its analysis of the accuracy and sincerity of the Company's corporate and consolidated accounts. The Committee formulates opinions and recommendations to the Board of Directors according to the following assignments received from the Board:

With respect to the accounts:

- to monitor the financial reporting process, and as the case may be, issue recommendations to guarantee integrity of the said process;
- to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, where applicable, quarterly company and consolidated accounts of the Company prepared by the financial management;
- to examine the relevance and the permanence of the accounting principles;
- to be presented with the evolution of the perimeter of consolidated companies;
- to meet, whenever it deems necessary, the auditors, the general management, the financial, treasury and accounting management, Internal Audit or any other member of the management; these hearings may take place, when appropriate, without members of the general management being present;
- to examine the financial documents distributed by the Company upon approval of the annual accounts as well as the important financial documents and press releases;
- to report on the results of the financial statements certification, on the way this mission contributed to the integrity of the financial information and about the role that the Committee played in the process.

With respect to the external control of the Company:

- to examine questions concerning either the appointment or renewal of the statutory auditors;
- to monitor the conduct of the assignment entrusted to the statutory auditors;
- to approve the provision of services by the statutory auditors or by their network members for the benefit of the Company or its subsidiaries, other than the certification of the accounts and the services required from the statutory auditors by the law. The Committee bases its recommendations on the analysis of the risk to the independence of the statutory auditor(s) and on the safeguard measures applied by them;
- to ensure the statutory auditors act in compliance with their duty of independence.

With respect to the internal control and risk-monitoring of the Company:

- to assess, along with the persons responsible at Group level, the efficiency and the quality of the systems and procedures for internal control of the Group, to examine the significant off-balance sheet risks and commitments, to meet with the person responsible for Internal Audit, to give its opinion on the organization of the department and to be informed of its work program. The Committee shall be provided with the Internal Auditor's reports or a periodic summary of these reports;
- to assess the reliability of the systems and procedures that are used for establishing the accounts, as well as the methods and procedures for reporting and handling accounting and financial information;
- to regularly make itself aware of the financial situation, the cash position and any significant commitments or risks, notably through a litigation review, and to examine the procedures adopted to assess and manage such risks;
- to monitor the effectiveness of the Internal Audit of the procedures relating to the preparation and processing of financial and non-financial accounting information.

Operating rules

Pursuant to the Board Internal Rules, the Audit Committee members should be provided, at the time of appointment, with information relating to the Company's specific accounting, financial and operational features. The Audit Committee interviews the statutory auditors, and also the persons responsible for finance, accounting and treasury matters. The review of accounts by the Audit Committee should be accompanied by a presentation from the statutory auditors stressing the essential points not only of the results of the statutory audit, in particular the adjustments resulting from the audit and significant weaknesses in internal control identified during the auditor's works, but also of the accounting methods chosen. It should also be accompanied by the complementary report to the Audit Committee provided for by applicable law and a presentation from the Chief Financial Officer describing the corporation's risk exposures including those of a social and environmental nature, and its material off-balance-sheet commitments. As far as Internal Audit and risk control are concerned, the Committee interviews those responsible for the Internal Audit. It should be informed of the program for the Internal Audit and receive Internal Audit reports or a regular summary of those reports. The Committee may use external experts as needed.

In 2020, the Audit Committee, in its operation, benefited from Company's internal skills, in particular the Group Chief Financial Officer, the Group General Secretary, the Group Head of Internal Audit, the Group Head of Bid Control and Business risk management, the Group Head of Investor Relations & Financial Communication, the Group Head of Accounting, Tax and Structuring, as well as the statutory auditors who attended, as applicable and upon request from the Committee Chairman, meetings of the Audit Committee. All documentation presented to the Committee was communicated to the Committee by the Group Chief Financial Officer several days prior to the meetings.

Activities in 2020

During the 2020 financial year, the Audit Committee met 6 times. Attendance of members to the meetings was an average of 100%.

During the 2020 financial year, the Audit Committee reviewed the accounting and financial documents, before their presentation to the Board; the Committee also reviewed the main accounting items and methods. The Audit Committee examined the quarterly financial reports on the Group's performance, the consolidated accounts for 2019, the half yearly accounts 2020, and the draft financial press releases before their submission to the Board of Directors.

The Audit Committee was regularly informed of the conclusions of the main missions and reviewed the summary reports concerning the Internal Audit activities. The Committee was informed on a regular basis of the monitoring and management of risk of the significant contracts and reviewed the updated risk mapping presented by the Group Head of Internal Audit. The Committee also periodically reviewed the status of the declared claims and litigations and the provisions. The Committee reviewed relevant sections of the Universal Registration Document. The Committee was regularly informed on the status of the Group's treasury and financing needs and reviewed the significant off-balance-sheet commitments. The Committee heard the intermediate and final reports of the statutory auditors concerning the annual and half-yearly accounts, as well as the reports of their other works carried out in connection with their general audit mission. It also examined the fees and the independence of the statutory auditors.

4.2.4.4 The Nomination and Remuneration Committee's activity

[GRI102-36][G102-37]

On December 1, 2020, the Board of Directors decided to split the missions previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee. For 2020, this document presents the activities of the Nomination and Remuneration Committee. The missions and operating rules of the two new Committees are covered in the dedicated sections below.

Activities in 2020

During the 2020 financial year, the Nomination and Remuneration Committee met 6 times. Attendance of members to the meetings was 100%.

The Nomination and Remuneration Committee met in 2020 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

As far as compensation is concerned:

- *Compensation policy:*
 - proposals in connection with the setting of the compensation policy applicable to the Chairman of the Board, the Directors and the Chief Executive Officer;
 - review of updates and proposals in connection with the regulatory compensation ratio introduced by the PACTE law.
- *Variable compensation:*
 - proposals in connection with the confirmation of the results for the Chief Executive Officer's variable compensation for H2 2019;
 - proposals in connection with the confirmation of the results for H1 2020 applicable to the Chief Executive Officer's compensation;
 - proposals in connection with the setting of targets of the variable part of the Chief Executive Officer's compensation for H2 2020.

- Long-term incentive plans:

- proposals in connection with the setting up of a performance share plan in favor of Group employees and the Chief Executive Officer;
- proposals in connection with the confirmation of the achievement of performance conditions, including the achievement of the CSR performance conditions, and the setting of new annual targets for the same in connection with on-going performance share plans;
- proposals in connection with a project of employee stock ownership plan.

- Share buybacks:

- proposals in connection with the implementation of share buybacks in the context of the vesting of performance shares.

As far as appointments are concerned:

- proposals in connection with the composition of the Committees after the renewal of terms of office decided by the Annual General Meeting and the end of the term of office, in light of the Board policy;
- proposals in connection with the split of the missions previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee;
- proposal in connection with the removal of the Lead Independent Director position and the reallocation of the related missions;
- proposals in connection with the composition of the Committees after the creation of the Nomination and Governance Committee and the Remuneration Committee.

4.2.4.5 The Nomination and Governance Committee's activity

[GRI102-36]

On December 1, 2020, the Board of Directors decided to split the missions previously allocated to the Nomination and Remuneration Committee between two committees, resulting in the creation of the Nomination and Governance Committee.

Mission

The Nomination and Governance Committee shall have the task of preparing and facilitating the decisions of the Board of Directors within its fields of competence according to the following assignments received from the Board:

- to research and examine, for the Board of Directors, any candidate for the appointment to the position of member of the Board of Directors or to a position of manager who holds a corporate mandate within the Company, to formulate an opinion on these candidates and/or a recommendation to the Board of Directors, particularly taking into account the desired balance within the composition of the Board of Directors and to assess the opportunities for the renewal of mandates; and to review and formulate recommendations regarding the succession plan for executive officers.

Selection process for candidates as Independent Directors

The Nomination and Governance Committee identifies and selects candidates to the office as Independent Directors according to the following procedure:

- identification of the missing profiles through the analysis of the targets of the diversity policy set by the Board and the inputs and suggestions made by the members of the Board of Directors when answering the questionnaire related to the annual assessment of the works of the Board;
- identification by the Committee of potential candidates meeting the identified criteria, with the help, as applicable, of an external consultant;

- preselection of candidates by the Nomination and Governance Committee after careful review of their skills, experience, professional background, independence and ability to carry the duties of the Charter of the Atos Board of Directors;
- the Chairman or another member of the Nomination and Governance Committee contacts the preselected candidates and enquires about their willingness to be considered for the position;
- the preselected candidates who have confirmed their willingness to be considered for the position are interviewed by the Committee members during a Committee meeting and shall fulfill a questionnaire with disclosures and a commitment to abide by the Board rules;
- after the interviews, the Nomination and Governance Committee issues a recommendation to the Board of Directors;
- to examine major operations involving a risk of a conflict of interest between the Company and the Directors, to provide recommendations regarding the assessment of the Directors' independence and to supervise the annual evaluation of the Board's works.

Operating rules

The Nomination and Governance Committee is subject to the same general operating rules as those applicable to the other Board Committees. The Committee may use external experts as needed.

Activities in 2020

Following its creation, the Nomination and Governance Committee met once in 2020. Attendance of members to the meetings was 100%.

The Nomination and Governance Committee met in 2020 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- proposals in connection with the design of a plan for a renewed composition of the Board of Directors in accordance with the review of balanced blend of non-executive profiles and the defined diversity policy of the Board;
- proposals in connection with the review of the independence of Board members;
- review of the yearly assessment of the Board work in 2020.

4.2.4.6 The Remuneration Committee's activity

[GRI102-37]

On December 1, 2020, the Board of Directors decided to split the missions previously allocated to the Nomination and Remuneration Committee between two committees, resulting in the creation of the Remuneration Committee.

Mission

The Remuneration Committee shall have the task of preparing and facilitating the decisions of the Board of Directors within its fields of competence according to the following assignments received from the Board:

- to formulate proposals regarding the compensation of the Chairman of the Board and the Chief Executive Officer (amount of the fixed compensation and definition of the rules governing the variable compensation, ensuring the consistency of these rules with the annual assessment of the performances and with the medium-term strategy of the Company, as well as checking the annual application of such rules) and of the Directors;
- to review and formulate recommendations to the Board of Directors regarding the annual compensation policy for corporate officers;
- to contribute to the preparation of the profit-sharing policy of the staff of the Company and its subsidiaries. In particular, the Committee's task is to formulate proposals regarding the decisions to grant options for the subscription and/or purchase of Company shares, or Company performance shares to the benefit of corporate officers and any or all employees of the Company and its subsidiaries;
- to make observations and/or recommendations related to the pension and insurance plans, payments in kind, various financial rights granted to corporate officers of the Company and their subsidiaries.

Operating rules

The Remuneration Committee meets without the Company Officer's presence for the setting of the Chairman of the Board and the Chief Executive Officer's compensation policy and the Chief Executive Officer's related objectives as well as the assessment of this latter's performance on the occasion of the allocation of his variable compensation. The Remuneration Committee delivers an opinion to the Board of Directors on the

performance of the Chief Executive Officer. The Chief Executive Officer is associated to the works of the Committee relating to Directors' appointments and to the long-term incentive policy related proposals for employees. The Committee may use external experts as needed.

Activities in 2020

Following its creation, the Remuneration Committee met once in 2020. Attendance of members to the meetings was 100%.

The Remuneration Committee met in 2020 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- Compensation policy:
 - proposals in connection with the review of the conformity of the Chairman's and of the Chief Executive Officer's respective compensations with the AFEP-MEDEF Code.
- Variable compensation:
 - proposals in connection with the setting of targets of the variable part of the Chief Executive Officer's compensation for H1 2021.
- Directors' compensation:
 - proposals for the allocation of the Directors' compensation for 2020;
 - proposals for the renewal of the Directors' compensation for 2021.
- Long-term incentive plans:
 - proposals in connection with the setting up of a performance share plan in favor of Group employees and the Chief Executive Officer;
 - proposals in connection with a project of employee stock ownership plan in 2021.

4.2.4.7 The CSR Committee's activity

To strengthen the consideration of Corporate Social Responsibility, the Board created a committee dedicated to Corporate Social and Environmental Responsibility matters, in place since January 2020.

Mission

The CSR Committee shall have the task of preparing and facilitating the work of the Board of Directors within its fields of competence. The Committee shall formulate all opinions and recommendations to the Board of Directors according to the following assignments received from the Board:

- to review the Group's Corporate Social and Environmental Responsibility strategy and the rollout of the related initiatives;
- to review the Group's Corporate Social and Environmental Responsibility commitments in light of the challenges specific to the Group's business and objectives, in particular in such areas as well being at work, diversity and environment;
- to evaluate the risks and opportunities with regard to social and environmental performance;
- to review the social and environmental policies taking into account their impact in terms of economic performance;
- to review the annual statement on non-financial performance; and
- to review the summary of ratings awarded to the Group by rating agencies and in non-financial analysis.

Operating rules

The CSR Committee is subject to the same general operating rules as those applicable to the other Board Committees. The CSR Committee meets as often as the Company's interest so requires. The Committee may, in carrying out its responsibilities, contact leading managers of the Company after notifying the Chairman of the Board of Directors or the Board of Directors itself and under the condition that it reports back to the Board of Directors. The Committee may use external experts as needed.

Activities in 2020

During the 2020 financial year, the CSR Committee met 3 times. Attendance of members to the meetings was 100%.

The CSR Committee met in 2020 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- reviewing the Atos Corporate Social Responsibility initiatives, and their development and results;
- examining and following up the Company's decarbonization strategy, in connection with the new objectives announced during the Analyst Days;
- following up and supporting the Company's diversity initiatives, including gender balance;
- review of the initiatives relating to the Company's *raison d'être*.

4.2.5 Assessment of the works of the Board of Directors

[GRI102-28]

Pursuant to the Board Internal Rules, the Board of Directors must assess its capacity to meet the expectations of the shareholders by periodically analyzing its composition, organization and its operation, as well as the composition, organization and operation of its Committees.

The evaluation has three objectives:

- to assess the way in which the Board operates;
- to check that the important issues are suitably prepared and discussed; and
- to measure the actual contribution of each Director to the Board's work.

Once a year, the Board of Directors shall devote one item on its agenda to the discussion of its operation and inform the shareholders each year, in the Universal Registration Document, of the conduct of these assessments and the subsequent follow-up.

In accordance with the AFEP-MEDEF Code, the Board of Directors has undertaken since 2009 a formalized annual assessment under the supervision of its Lead Independent Director, and of its Nomination and Governance Committee as from 2020 due to the removal of the position of Lead Independent Director. Under the supervision of the Nomination and Governance Committee, the assessment was carried out pursuant to the following procedure:

- Each Director answered a questionnaire which addresses such topics as:
 - the suitability of the Board and Committees composition;
 - the suitability of the agenda and information provided in that respect, of the time devoted to specific subjects;
 - for the Committee members, the suitability of the Committee's works and of the means provided to the Committees to carry out their mission;
 - the quality of the recommendations from both Committees;
 - the quality of the minutes of meetings and of the documents/information provided;
 - the satisfactory nature of the actual contribution of each Director to the works of the Board;
 - the improvements to be made, and
 - the suitability of the Board's work in 2020, including concerning the Company's raison d'être recently adopted.

- during its meeting held on December 14, 2020, the Board of Directors, further to the report of the Chairman of the Nomination and Governance Committee on the outcome of the assessment, considered the improvements to retain. The answers were collected, analyzed and consolidated in a report for the Board after review by the Nomination and Governance Committee. At the end of these works, an item was put on the agenda of the Board of Directors' meeting of December 14, 2020 in order for the Chair of the Nomination and Governance Committee, with the support of the former Lead Independent Director, to report on the outcome of this assessment and consider the improvements to retain;

The tone of the assessment is very positive, as for the previous years and several improvements were acknowledged: the quality of the debates and of the informal meetings among Directors. The following points emerged from the analysis, and were shared with all the Directors:

- **composition of the Board of Directors:** the Directors made several suggestions on the profiles to be targeted for future candidates to the Board in order to further strengthen its composition. They were satisfied with the diversity of the composition of the Board of Directors, with the required maintenance of the overall balance between men and women Directors;
- **activities of the Board:** the Directors favorably perceived the effects of the separation of the offices of the Chief Executive Officer and of the Chairman of the Board, from November 2019;
- **annual strategic Seminar:** the organization of an annual strategic seminar was suggested when the sanitary situation will allow such seminar to be conducted;
- **CSR Committee:** the Directors suggested that the CSR Committee further presents to the entire Board the Company's CSR initiatives,
- **risks:** the Directors thought beneficial to deepen the discussions on the risks the Group is facing, with dedicated Board meetings.

In addition to being addressed through the questionnaire (in particular with the assessment of the actual contribution of each Director), the assessment of the performance of the Chief Executive Officer took place twice in 2020 during the Board of Directors' meetings that ruled in February and July, respectively for the second semester 2019 and the first semester 2020, on the achievement of the performance criteria of the Chief Executive Officer's variable compensation.

4.2.6 Board of Directors' report on corporate governance

4.2.6.1 Board of Directors' report on corporate governance

The 2020 Universal Registration Document includes all corporate governance-related items required under the provisions of the French Commercial Code and the AFEP-MEDEF Code of Corporate Governance to be included in the Board of Directors'

report on corporate governance approved during the meeting held on February 17, 2021. Consequently, the following table allows to identify in the 2020 Universal Registration Document the required information.

Information required under the French Commercial Code	Section of the 2020 Universal Registration Document
Governance (L. 22-10-10 of the French Commercial Code)	
List of mandates and functions in any company exercised by each corporate officer during the financial year	4.2.3.1
Agreements entered into between a subsidiary and a corporate officer or a shareholder holding more than 10% of the voting rights	N/A
Table of on-going delegations to proceed to share capital increases	8.7.7
Choice of terms and conditions to exercise the general management of the Company	4.2.2
Composition of the Board of Directors and conditions of organization of the works of the Board of Directors	4.2.3, 4.2.4
Diversity policy at Board of Directors and Executive Committee levels and results in terms of gender diversity for the 10% highest responsibility positions within the Company	4.2.3.1, 5.3.5, 5.3.187
Limitations of powers on the Chief Executive Officer	4.2.2
Recommendations of Corporate Governance Code which are not followed and place where Code may be consulted	4.2.1
Specific terms and conditions of participation in General Meetings	4.1.3.2
The description of the procedure related to related-party and free agreements set up by the Company and of its implementation	4.2.3.9
Executive Compensation (L. 22-10-8 and L. 22-10-9 of the French Commercial Code)	
Presentation of the corporate officers' compensation policy to be submitted to the General Meeting in the context of the ex ante vote	4.3.1
Corporate officers' compensation paid during the closed financial year or awarded in relation thereto	4.3.2
Proportion between the fixed and variable compensation	4.3.1; 4.3.2.3
The use of the possibility to ask for the restitution of the paid compensation	N/A
Undertakings in favor of corporate officers in case of taking up, ending or change of functions.	4.3.1
Compensation paid or awarded by a consolidated company	4.3.1; 4.3.2
Ratios between the company officers' compensation and the employees' average compensation	4.3.2.2, 4.3.2.3
The annual evolution of the compensation, the Company's performance, the employees' average compensation, and the hereabove mentioned ratios over the last five years in a way that allows a comparison.	4.3.2.2, 4.3.2.3
An explanation on the way the total compensation complies with the adopted compensation policy, including the way it contributes to the Company's long-term performance and the way the performance criteria were applied	4.3.1, 4.3.2
The way the vote during the last Ordinary General Meeting provided for in article L. 22-10-34 para. I was taken into account	4.3.1
Any discrepancy with the compensation policy and any exception applied in accordance with article L. 22-10-8 para. III, including the explanation on the nature of the exceptional circumstances and the indication of the specific elements to which an exception is made	N/A
The implementation of the legal provisions regarding the discontinued payment of the Directors' compensation, if applicable	N/A
Elements likely to have an impact in case of public offer (L. 22-10-11 of the French Commercial Code)	
Structure of share capital of the Company	8.1.2, 8.2, 8.7.3, 8.7.5
Limitations on the exercise of voting rights and share transfers as per the Articles of Association	4.1.3.2, 8.7.4, 8.7.5
Direct or indirect shareholdings in the share capital of the Company	8.1.2, 8.2, 8.7.3
List of holders of any securities with special control rights	N/A
Control mechanisms in employee shareholding systems	8.7.5
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	8.7.5

Information required under the French Commercial Code	Section of the 2020 Universal Registration Document
Rules applicable to the appointment and replacement of Board of Directors members and the amendment of the Articles of Association of the Company	4.1.3.1., 4.1.3.2
Powers of the Board of Directors' (in particular for the issuance or buyback of shares)	4.1.3.1, 4.2.2, 4.2.4.2, 8.7.6, 8.7.7
Agreements entered into by the Company which are modified or terminated in case of change of control of the Company	8.7.5
Agreements providing for indemnities to Board of Directors members or employees upon termination of their employment contract, by resignation or termination without real and serious cause, or pursuant to a purchase or exchange public offer	4.3.1, 8.7.5

Information recommended under the AFEP-MEDEF Code of Corporate Governance	Section of the AFEP-MEDEF Code	Section of the 2020 Universal Registration Document
Board of Directors' activity	1.8	4.2.4.2
Board Internal rules	2.2	4.2.3.8
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its Group	9.5.3	4.2.3.2
Assessment of the works of the Board of Directors	10.3	4.2.5
Number of meetings of Board of Directors and of Board Committees held in the past financial year and information relating to Directors' individual attendance at such meetings	11.1	4.2.4
Start and end dates of Directors' term of office, Directors' nationality, age and principal position, list of names of the members of each Board's Committees	14.3	4.2.3.1, 4.2.4
Description of the Committees activities in the past financial year	15.2	4.2.4
Number of shares held by the Directors	20	4.2.3.1
Rules for allocation of Directors compensation and individual amounts of payments made in this regard to the Directors	21.4	4.3
Minimum number of registered shares that the company officers must retain	23	4.3.1
Recommendation of the High Committee and reasons why the Company decided not to comply with it	27.1	N/A

4.2.6.2 Summary of the transactions on Company's shares performed by senior executives

The following transactions on the Company's shares were carried out in 2020 by the persons referred to in article L. 621-18-2 of the French Monetary and Financial Code:

Name	Number of shares purchased	Number of shares sold	Date	Purchase Price/sale price (in €)
Jean Fleming	393		07/31/2020	0.0000 ¹
		171	07/31/2020	73.0679 ²
Cedrik Neike	500		03/12/2020	52.0000
Elie Girard	6,500		03/13/2020	53.1904
		606	03/18/2020	46.0000
		2,894	03/19/2020	44.7649
		12,766	07/31/2020	0.0000 ¹
		3,000	10/26/2020	65.1695
Eric Grall	18,331		01/02/2020	0.0000 ³
		1,979	01/02/2020	75.2167 ⁴
Bertrand Meunier	10,000		03/13/2020	52.0986
Edouard Philippe	501		11/02/2020	58.9623
Uwe Stelter	400		03/20/2020	46.9300
		2,161	07/31/2020	0.0000 ¹
		655	07/31/2020	73.0679 ²

¹ Vesting of performance shares pursuant to a plan set up by the Company (Plan of July 25, 2017).

² Shares sold by the Company pursuant to the performance share plan of July 25, 2017 to finance the taxes owed by the beneficiary upon vesting of the shares.

³ Vesting of performance shares pursuant to a plan set up by the Company (Plan of July 28, 2015).

⁴ Shares sold by the Company pursuant to the performance share plan of July 28, 2015 to finance the taxes owed by the beneficiary upon vesting of the shares.