



**INTERNAL RULES OF
THE BOARD OF DIRECTORS OF ATOS**

adopted by resolution of the Board of Directors dated 28 July 2009,

**modified by resolutions of the Board of Directors dated July 1, 2011,
December 19, 2013, December 19, 2016, December 18, 2017,
December 17, 2018, December 16, 2019,
February 18, 2020, October 21, 2020 and December 1, 2020**

Introduction

The Board of Directors of Atos SE (the « **Company** ») drew up the present Internal Rules, which describe the composition, tasks and rules governing the operations of the Board of Directors, in addition to the by-laws of the Company.

The present Internal Rules are not part of the by-laws of the Company. They shall not be applicable to third parties. Third parties or shareholders shall not be able to hold these Rules against Company or its legal representatives.

The present Internal Rules shall apply to each director as well as to all participants of the Board of Directors' meetings.

Where a director is a legal person, the provisions of the Internal Rules shall apply to its permanent representative as if he or she were director acting in his or her own name, and this without prejudice to the legal person's obligation to comply with the obligations set out in the present Rules.

ARTICLE 1 – COMPOSITION

1.1 General provisions

The Company shall be governed by a Board of Directors made up of seven (7) to eighteen (18) members, nominated by the annual shareholders' general meeting.

Throughout the entire duration of his or her mandate, each director (with the exception of the directors representing the employees and the directors representing the employee shareholders) shall own at least five hundred (500) shares. If, when taking up his or her functions, the director does not own the required shares, or ceases ownership of such shares during his or her mandate, he or she shall be automatically considered as having resigned if the situation is not remedied within a delay of three months.

The duration of the term of office for the directors, whether real or legal person, shall be three (3) years, subject to provisions concerning the age limit. Directors shall be re-eligible (to hold office) subject to the same provisions. The duties of a director shall end at the close of the shareholders' ordinary general meeting ruling on the accounts for the preceding financial year and being held during the year in which the term of office of such director expires.

No one may be appointed director if, having exceeded the age of 70, his or her nomination would have such an effect as to bring the number of directors exceeding such age to more than one-third of the members of the Board of Directors.

If, due to the fact that a director in office has reached the age of 70, the above-mentioned proportion of one-third has been exceeded, the oldest director shall be considered to have resigned automatically at the close of the following ordinary general meeting.

In case of vacancy, by death or resignation of one or more directors, the Board of Directors may proceed with making temporary appointments, subject to ratification by the following ordinary general meeting, within the limits and conditions provided for by the law. Should ratification not occur, the resolutions passed and actions taken during this period remain valid.

Where vacancy occurs by death, resignation or dismissal of a director, the director appointed by the shareholders' general meeting shall only fill such vacancy during the remainder of the term of office of his or her predecessor.

If the number of directors falls below seven (7), the remaining members (or the auditors or a designated representative, at the request of any interested party, by the Presiding Judge of the commercial court) shall immediately call a shareholders' ordinary general meeting with the purpose of appointing one or more new directors in order to fulfill the minimum number of members of the Board as required by the by-laws.

The Board of Directors should consider what the desirable balance of its membership and that of the Board committees should be, particularly in terms of diversity (gender representation, nationalities, age, qualifications, professional experience, etc.). It should make public in the report on corporate governance a description of the diversity policy applied to members of the Board of Directors as well as a description of the objectives of this policy, its implementation measures and the results achieved in the past financial year.

When presenting an appointment or renewal of a director during the general meeting, the meeting notice addressed to the shareholders shall include a biographical note describing the major points of the candidates' curriculum vitae, the reasons for proposing his or her appointment to the shareholders' meeting, as well as the number of Company shares personally owned by each candidate.

1.2 Directors representing the employees and the employee shareholders

1.2.1 Director representing the employees

To the extent permitted by law, one (1) or two (2) director(s) representing the employees is/are appointed pursuant to the terms and conditions set by Article 16.1 of the Company by-laws.

1.2.2 Director representing the employee shareholders

To the extent permitted by law, a director representing the employee shareholders shall be appointed during the shareholders' ordinary general meeting according to the methods provided for by Article 16.2 of the Company's by-laws.

1.3 Independent directors

Independent directors shall constitute no less than half of the members of the Board of Directors.

A director shall be deemed to be independent if he or she has no relationship of any kind with the Company, its Group or its management that might compromise his or her freedom of judgement.

It is specified, for the purposes of the present Internal Rules, that the Group shall be understood as any company or entity controlling the Company, any company or entity controlled by the Company or under control shared by the Company. The term « control » shall be defined according to Article L. 233-3 of the French Commercial Code.

The criteria to be evaluated by the nomination and governance committee and the Board of Directors in order to qualify an independent director and to prevent any risks of conflict of interest between the director and the management, the Company or its Group, shall be the following:

- a) not to be and not to have been during the course of the previous five years:
 - an employee or executive officer of the Company;
 - an employee, executive officer of a company or a director of a company consolidated within the Company;
 - an employee, executive officer or a director of the company's parent company or a company consolidated within this parent;

- b) not to be an executive officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the company (currently in office or having held such office during the last five years) is a director;
- c) not to be a customer, a supplier, a commercial banker or investment banker or consultant (or be linked directly or indirectly to these persons):
 - that is material to the Company or its Group, or
 - for a significant part of whose business the Company or its Group accounts.

It is specified that the evaluation of how significant the relationship is with the Company or its Group must be debated by the Board and that the criteria that led to this evaluation must be explicitly stated in the report on corporate governance;
- d) not to be related by close family ties to a Company officer;
- e) not to have been, within the five previous years, an auditor of the Company;
- f) not to have been a director of the Company for more than twelve years, it being specified that the loss of the status of independent director shall only occur on the date at which this period of twelve years is reached;
- g) not to be or not to represent or be appointed upon proposal of a shareholder of the Company or its parent company holding more than 10% of the capital or the voting rights of the Company, it being specified that for this last criteria, a director may nevertheless be considered independent provided he or she does not take part in the control of the Company and that the Board of Directors, following the nomination and governance committee report, will have examined the qualification as an independent, taking into account the composition of the Company's capital and the potential existence of a conflict of interest.

The Board of Directors may, however, consider that even though a director may fulfill the criteria described above, he or she does not qualify as an independent, considering his or her particular situation, or that of the Company or its shareholders, or for any other reason. On the contrary, the Board may consider that a director who does not fulfill the above-mentioned criteria is, however, an independent director. In this case, the report referred to in Article L. 225-37 of the French Commercial Code shall indicate, for the director in question, the criteria from which he or she has been exempted and the grounds for such exemption.

The qualification of an independent director shall be discussed annually by the nomination and governance committee and, upon its proposal, examined annually on a case-by-case basis by the Board of Directors, with regards to the criteria described above, before the publication of the annual report. The qualification shall also be discussed at each appointment of a new director and when directors' terms of office are renewed. The conclusions of the Board of Directors following each examination shall be made known to the shareholders in the annual report and during the general meeting when new directors are appointed.

ARTICLE 2 – FUNCTIONING OF THE BOARD OF DIRECTORS

2.1 Attendance at meetings of the Board of Directors

2.1.1 Convening the directors

The Board of Directors, being convened by its chairman, shall meet at least five (5) times a year and as often as necessary in the interest of the Company.

If the Board of Directors has not met for more than two (2) months, a group of directors

representing at least one third of the active members may ask the chairman to convene the Board of Directors to discuss a predetermined agenda.

The Chief Executive Officer may also ask the chairman to convene the Board of Directors to discuss a predetermined agenda.

The chairman shall be bound by the requests thus made to him or her and shall convene the Board of Directors as quickly as possible and at any event within seven (7) days of receipt of the requests that have been made to him or her.

It is recommended that at least one meeting not attended by the executive officers should be organized each year.

The number of sessions of the Board of Directors and meetings of the committees of the Board of Directors held during the previous financial year shall be stated in the report on corporate governance, which shall also provide shareholders with all relevant information concerning the participation of directors at the sessions and meetings.

Meetings shall be convened at least five (5) calendar days in advance using by all written means and shall include the meeting agenda. This five-day (5) period may be reduced to at least one (1) calendar day as long as one-third of the directors have given their consent to being convened within a shorter period. The Board of Directors may always deliberate validly, even if they have not been convened, if all of the members are present or represented.

The meeting shall be held either at the registered office or at any other place indicated in the meeting notice. The notice shall take into account each director's individual situation, especially in regards to their geographical location.

The directors may attend Board of Directors' meetings by videoconference or conference call according to the provisions of Article 2.4.3 here below.

2.1.2 Other participants

a) Invitations

Based on the issues listed on the agenda, the chairman may decide to invite any person he or she deems necessary, whether or not they work for the Company, and where the position of chairman and Chief Executive Officer are not held by the same person, the Chief Executive Officer, if he or she is not a member of the Board, to make a presentation or participate in the preparatory discussions regarding resolutions.

Members of management may attend the Board of Directors' meetings, with the right to address the Board as consultants where applicable, at the request of the chairman or of the Chief Executive Officer with the chairman's approval.

Such decision shall be communicated to the Secretary of the Board of Directors who shall address an invitation to the person concerned, specifying the date, time and subject of the meeting.

As the invitation shall be addressed by name to the person concerned, he or she may only be represented by proxy in case of a serious reason for being unable to attend, which shall be justified.

b) Auditors

The auditors shall be invited to the Board of Directors' meetings during which the draft annual and half-year accounts are to be assessed.

The auditors shall be invited to all Board of Directors' meetings which examine or close the annual or intermediary accounts, whether consolidated or not.

They shall be invited at the same time as the directors, by registered letter with a request for acknowledgement of receipt.

c) Obligation of confidentiality of the other participants

Where a third party who is not a director attends a meeting, the chairman shall remind him or her of his or her obligations to keep confidential any information exchanged during the meeting of the Board of Directors.

2.2 Agenda

The meetings of the Board of Directors shall follow the agenda determined by the chairman and communicated to the directors in accordance with Article 2.1.1 of the present Internal Rules. Whenever possible, the necessary documents and elements are sent to the directors with the agenda.

Each member of the Board of Directors shall have the freedom and responsibility to ask the chairman for items to be added to the draft agenda if he or she considers them to be within the Board's competence.

Any director who wishes to address a question that is not on the agenda to the Board of Directors shall inform the chairman prior to the meeting. The chairman shall inform the Board of the Directors.

In case of certain, justifiable circumstances, a complementary agenda may be presented by the chairman to the directors at the opening of the meeting.

Any report that is to be presented to a general or extraordinary shareholders' meeting must first be presented to and approved by the Board of Directors.

2.3 Officers

2.3.1 Chairman of the Board of Directors

The Board of Directors shall elect a chairman from among its members, who shall be a natural person, and, if the Board deems it appropriate, one or more vice-chairmen. It shall determine their functions, which shall not exceed those of their mandate as director, and which may be terminated by the Board at any time.

The chairman may be re-elected.

The Board of Directors may dismiss him or her at any time.

No director over the age of 70 may be appointed as chairman. If the chairman or vice-chairman has exceeded that age, he or she shall automatically be deemed to have resigned at the end of the following annual general meeting.

The above provisions shall be applicable to the vice-chairman, where applicable.

The chairman of the Board of Directors shall organize and direct the work of the Board of Directors, on which he or she shall report to the general shareholders' meeting. He or she shall supervise the operation of the Company's departments and shall particularly ensure that the directors are capable of accomplishing their duties.

The chairman of the Board of Directors is entrusted with the following additional missions:

- 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, 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.

Upon written request to the chairman of the Board of the Directors, he or she, who shall be responsible for assessing the relevancy of the requested documents, shall be required to communicate to each director all of the documents and information necessary to the accomplishment of his or her task.

The chairman shall preside over the meetings of the Board of Directors. Should he or she be absent, the meeting shall be chaired by the vice-chairman. Should the chairman and vice-chairman be absent or if there is no vice-chairman, the Board of Directors shall appoint, for each meeting, a chairman from among the directors present who shall chair the meeting.

2.3.2 Secretary

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. He or she shall be replaced by simple decision of the Board of Directors.

All of the members of the Board of Directors may consult the secretary and benefit from his or her services. The secretary shall be responsible for all of the procedures concerning the practical organization of the Board of Directors.

Where the secretary is not a director, he or she shall be subject to the same obligations as the directors in terms of confidentiality; the chairman shall ensure that the secretary is informed of his or her obligations.

Subject to his or her having been so authorized by the chairman of the Board of Directors, by virtue of a delegation of powers, the secretary shall be entitled to certify copies or extracts from minutes of the resolutions.

Where, by simple omission, the Board of Directors has not expressly renewed the functions of the officers for which term of office as director has not expired, such renewal shall be considered as having rightly taken place and it shall be up to a subsequent meeting of the Board to regularize such renewal where needed.

2.4 Resolutions

2.4.1 Attendance Register

An attendance register shall be kept and signed by the directors (and/or, as the case may be, the censor(s)) participating in the meeting. Proxies shall be attached to the attendance register.

2.4.2 Rules of quorum and majority

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 equal, the chairman of the session shall cast the deciding vote.

2.4.3 Participation in Board of Directors' meetings via videoconference or teleconference

In compliance with the provisions of Article L. 225-37 of the French Commercial Code, the Board of Directors meetings may be held by any means of videoconferencing or telecommunications allowing for the identification of the directors and guaranteeing actual participation, *i.e.* transmitting at least the voices of the participants and having the technical capabilities enabling continuous and simultaneous retransmission of the discussions in order to allow them to participate in the Board of Directors meetings.

Directors (and/or, as the case may be, the censor(s)) wishing to attend a Board of Directors meeting by way of videoconference or telecommunication as described above shall indicate such to the chairman by e-mail at least twenty-four (24) hours before the date of the Board of Directors meeting so that the chairman may supply the said directors with videoconferencing or telecommunications facilities, as preferred.

Before the start of the meeting, the chairman shall communicate by e-mail to the address that has been indicated to him by directors concerned, the dial-in numbers and participant codes and, in case of a « web conference », the website address on which the conference will be transmitted.

For the purposes of calculating the quorum and the majority, the directors participating in the meeting by way of videoconference or telecommunications shall be deemed present.

Necessary measures shall be taken in order to ensure the identification of each speaker and the verification of the quorum. If this cannot be done, the meeting of the Board of Directors shall be adjourned.

The secretary shall note in the attendance register the presence of these directors (and/or, as the case may be, the censor(s)) attending the Board of Directors meetings by way of videoconference or teleconference and who are thus unable to sign the register (for themselves and on behalf of those they represent where applicable). At the following meeting that they attend physically, these directors (and/or, as the case may be, the censor(s)) shall add their signatures to the register next to the note mentioning their previous participation by videoconference or teleconference.

The minutes of the meeting of the Board of Directors shall indicate the name of the directors (and/or, as the case may be, the censor(s)) participating by videoconference or by teleconference. The minutes shall also record whether any technical difficulty occurred disturbing the progress of the meeting. Should such an incident occur, the points dealt with during the interruption or disruption shall be discussed again following the incident.

The preceding provisions shall not be applicable to the adoption of decisions covered under Articles L. 232-1 and L 233-16 of the Commercial Code, respectively related to the creation of annual accounts and management report and the creation of the consolidated accounts and the Group's management report.

2.4.4 Representation by a director

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 proxy must be given in writing, by letter, email or fax.

The provisions of the two preceding paragraphs shall be applicable to the permanent representative of a corporate entity.

2.4.5 Minutes

a) Drafting and approval

The draft minutes of the meeting of the Board of Directors shall be drafted by the secretary of the Board of Directors at the end of each meeting.

The minutes shall summarize the discussions, mention the questions raised and any reservations expressed.

For each item on the agenda, the resolution adopted shall be clearly expressed and identified in the drafting of the minutes.

The draft minutes thus established shall be addressed to each member of the Board of Directors for review and amendments if possible at the meeting following the one during which the items were discussed.

The finalized minutes shall be approved at a Board of Directors meeting and signed by the chairman and a director.

When the chairman was not physically present at the Board of Directors meeting concerned, the minutes shall be signed by the chairman of the meeting and a director.

b) Keeping of the minutes – certified copies

The Board of Directors meeting minutes shall be kept by the secretary of the Board of Directors.

Excerpts of meeting minutes of the Board of Directors may be created and certified by the persons entitled to do so. These excerpts may be distributed strictly within the context of the purpose for which they were created (procedures to be completed before the office of the clerk of the commercial court, justification of powers, administrative formalities, etc...)

c) Confidentiality of the minutes

The meeting minutes are confidential documents to which only a limited number of persons shall have access, the list of which is set out below:

(i) internally:

- the members of the Board of Directors and its committees;
- the Chief Executive Officer and the Deputy Chief Executive Officer(s), as applicable;
- the secretary;
- the Group General Counsel and anyone authorized by him or her; and
- the person in charge of investments, the person in charge of financial communication and the person in charge of external communications.

The Board of Directors shall have the option, whenever it considers it necessary, to restrict the right of access of all or part of the list of persons mentioned above, except for the members of the Board.

(ii) outside of the Company:

- the Company's usual legal advisors;
- the auditors and, whenever provided for by law, the office of the clerk of the commercial court; and
- tax inspectors, URSSAF inspectors and more generally any administrative, judicial or regulatory authority in the context of their duties.

No other person, whether inside or outside of the Company, shall be authorized to access one or more of the minutes of the Board of Directors meetings without prior permission from the Board of Directors.

2.4.6 Written consultation

In accordance with the provisions of Article 18 of the Company's by-laws, the decisions regarding specific duties of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code may be taken through written consultation of the directors.

Votes expressed by the directors are collected by any written means including by email.

Decisions are transcribed in minutes prepared in accordance with Article 2.4.5 above.

ARTICLE 3 – ROLE OF THE BOARD OF DIRECTORS

3.1 Generality

The Board of Directors shall determine the directions that the Company shall take in regards to its activities and ensure their implementation. Subject to the powers expressly attributed to the shareholders' general meetings and within the limits of the Company's purpose, the Board shall address any issue that is in the interest of the good operation of the Company and settle, by way of its resolutions, matters concerning the Company.

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.

With regard to relations with third parties, the Company is bound by the actions of the Board of Directors which fall outside of the Company purpose, unless it can prove that the third party was aware that the action exceeded this purpose or that the third party could not be unaware of it considering the circumstances, excluding the fact that the mere publication of the by-laws would be sufficient to constitute such proof.

The Board shall particularly deal with the following tasks.

The Board of Directors shall determine the manner in which the general management of the Company is carried out, either by the chairman of the Board of Directors or by an individual, whether or not he or she is a director, appointed by the Board of Directors having the title of Chief Executive Officer and whose term of office and remuneration shall be determined by the Board of Directors. The resolution of the Board of Directors in relation to the choice of the manner in which the general management of the Company shall be carried out shall be passed by a majority of the directors present or represented and be motivated.

At the proposal of the Chief Executive Officer, the Board of Directors may appoint one or more individuals responsible for assisting the Chief Executive Officer, having the title of Deputy Chief Executive Officer, whose remuneration shall be determined by the Board upon the proposal of the Chief Executive Officer.

The Board of Directors shall determine, where applicable, the limitations of the powers of the Chief Executive Officer and Deputy Chief Executive Officers.

The Board of Directors may also proceed with the appointment of censors, subject to ratification by the following general meeting. The censors shall be required to attend meetings of the Board of Directors as observers and may be consulted by the Board. They must be invited to each meeting of the Board of Directors. The Board of Directors may entrust specific tasks to the censors and decide that the censors will be part of the committees created by the Board of Directors. The Board of Directors may decide to pay the censors a share of the global compensation that is allocated to it at the general meeting and authorize the reimbursement of expenses incurred by the censors in the interest of the Company.

The Board of Directors ensures that the executive officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.

The Board of Directors shall proceed with any audits and verifications that it deems appropriate.

The Board of Directors ensures the implementation of a mechanism to prevent and detect corruption and influence peddling.

The Board of Directors shall determine for a duration of one (1) year, either a total amount within which the Chief Executive Officer may make commitments on behalf of the Company in the form of sureties, endorsements or guarantees, or an amount of exposure above which each of the above-mentioned commitments may not be made; any commitment exceeding the overall limit or the maximum exposure limit determined for each commitment, as applicable, must receive special authorization from the Board of Directors.

Each director shall receive all information that is necessary for accomplishing his or her task and may have the Chairman or Chief Executive Officer provide all the documents necessary for the accomplishment of his or her task.

The Board of Directors may, according to the provisions of Article 10 hereafter, give to one or more of its members or to third parties, whether shareholders or not, any special powers of attorney for one or more specific purposes, taking into account the competence and experience of such persons.

The Board of Directors shall supervise the quality of information provided to shareholders as well as to financial markets through the accounts it approves and the annual report or on the occasion of important transactions.

The Board of Directors shall convene the general meetings and determine their agendas, close the annual accounts submitted to the approval of the general meeting and give account of its activity in the report on corporate governance.

It shall examine any regulated agreements and decide on giving prior permission.

Each year, it shall draw up the list of directors considered to be independent according to Article 1.3 of the present Internal Rules.

It shall examine any report to be addressed to the ordinary or extraordinary shareholders' general meeting.

3.2 Board of Directors' reserved matters

The Chief Executive Officer, and the Deputy Chief Executive Officers, if applicable, must submit the following decisions to the Board of Directors' prior approval:

- (i) Purchase or sale of shareholdings exceeding EUR 100 million;
- (ii) Purchase or sale of assets exceeding EUR 100 million;
- (iii) Purchase of assets or shareholdings beyond the Group's usual activities;
- (iv) Purchase or sale of real property exceeding EUR 100 million;
- (v) Strategic alliance or partnership which may have a structural impact for the Group;
- (vi) Parental company guarantees exceeding the scope of the delegation granted to the Chief Executive Officer;
- (vii) Any material transaction not within the scope of the strategy announced by the Company.

ARTICLE 4 – REMUNERATION

The members of the Board of Directors may receive a compensation, the total amount of which shall be determined by the general meeting, and which shall be freely distributed by the Board of Directors upon the proposal of the remuneration committee.

The remuneration of the chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers, shall be determined by the Board of Directors upon the proposal of the remuneration committee. The compensation must aim in particular at improving the Company's performance and competitiveness over the medium and long term, notably by incorporating one or more criteria related to social and environmental responsibility.

The Board of Directors shall define the components of the analysis that it wishes to be presented with by the remuneration committee in support of its recommendations and shall set the time frame to be taken into account when determining the remuneration of the managers.

The Board of Directors may, in particular, allocate a greater share to directors who are members of the committees mentioned in Article 9 hereunder.

The Board of Directors may also allocate exceptional remuneration to directors in the cases and under the conditions provided for in current regulations.

Directors may obtain reimbursement, upon providing receipts, of expenses incurred in performing their tasks on behalf of the Company.

ARTICLE 5 – ASSESSMENT OF THE WORK OF THE BOARD OF DIRECTORS

The Board of Directors shall assess its capacity to meet the expectations of the shareholders by periodically analyzing its composition, organization and functioning, as well as the composition, organization and functioning of its committees. In particular, it shall analyze the methods by which the Board of Directors and its committees operate, consider the desired balance of its composition, periodically reflect upon whether their tasks are appropriate to their organization and functioning, ensure that the important questions have been suitably prepared and discussed and measure the actual contribution of each director to the work of the Board of Directors and its committees, according to his or her skills and involvement in the discussions.

For this purpose, 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 report on corporate governance, of the conducting of these assessments and the subsequent follow-up.

A formal assessment, that may be launched by the nomination and governance committee with the assistance of an external consultant, shall be performed at least once every three (3) years. The shareholders shall be informed, every year in the report on corporate governance, of the performance of such assessments and, where applicable, any subsequent follow-up.

The directors must have the opportunity to meet with the Company's principal executive managers, including in the absence of executive directors. In the latter case, the executive directors should be given prior notice.

ARTICLE 6 – INFORMATION SUPPLIED TO THE DIRECTORS

The Company shall be required to provide its directors with any information necessary for the efficient participation in the work of the Board of Directors in such a way as to enable it to carry out its mandate under appropriate conditions. The same shall apply at any time in the life of the Company where the importance or urgency of the information so requires. This permanent information shall include any relevant information, including critical information, concerning the Company and particularly articles in the press and financial analysis reports.

The Board of Directors is informed about market developments, the competitive environment and the most important aspects facing the Company, including in the area of social and environmental responsibility.

A director may request from the chairman any complementary information that he or she deems necessary for the full accomplishment of his or her tasks, particularly in view of the agenda of the meetings. Should a director consider that he or she has not been put in a position that enables him or her to discuss with full knowledge of the facts, it is his or her duty to indicate such to the Board and to require that he or she be provided with the indispensable information.

ARTICLE 7 – CHARTER OF THE ATOS BOARD OF DIRECTORS

The Charter of the Board of Directors, as provided in **Schedule 1** of the present Internal Rules, as adopted by the Board of Directors and amended from time to time, constitutes an integral part of the present Internal Rules and is provided to each director at the time of his/her appointment. Its purpose is to specify the duties and obligations of each director. The Chairman of the Board of Directors and the Chief Executive Officer, or the Chairman and Chief Executive Officer as applicable, as well as the Deputy Chief Executive Officers as applicable, seek the Board of Directors' opinion before accepting new directorship in a listed company, whether French or foreign, outside the Group.

ARTICLE 8 – PREVENTION OF INSIDER TRADING

The Company's Guide to the Prevention of Insider Trading, is annexed in **Schedule 2** to the present Internal Rules is provided to each director at the time of his / her appointment. Its purpose is to specify the rules of conduct applicable to anyone working for the Company and its subsidiaries who may hold information defined as « Privileged », or who wishes to perform a transaction in the shares or securities of the Company.

ARTICLE 9 – COMMITTEES

9.1 General Provisions

The Board of Directors may decide upon the creation of specialized committees, whether permanent or not, which shall be responsible for studying the questions that the Board itself or its chairman may have submitted for their examination and opinion.

The Board shall determine the responsibilities of its committees, as well as, where applicable, the remuneration of their members.

The committees shall act in an advisory capacity and carry out their activities under the responsibility of the Board of Directors who shall solely have the legal authority to make decisions and remain collectively responsible for the accomplishment of its tasks.

The Board of Directors shall determine their composition, their attributions and operating rules. Any committees other than the four (4) permanent committees mentioned in Article 9.3 here below, may be made up of persons who are not directors or censors of the Company.

The purpose of the committees shall be to prepare the decisions of the Board of Directors, by submitting to it their opinions and proposals in the respective areas assigned to them.

The Board of Directors shall provide the committees with the resources, particularly financial, needed to enable them to call upon external consultants in the fields within which they are competent, after having so informed the chairman of the Board of Directors or the Board of Directors itself and under the condition that they report back to the Board of Directors.

9.2 Operating rules

9.2.1 Convening notice – meetings

The Board committees meet as often as the Company's interest so requires, and, as far as the audit committee and the remuneration committee are concerned, at least three (3) times a year upon notice of the chairman of the concerned committee, or of the Board of Directors' Secretary, or of any other person to whom the chairman of the committee or the Board of Directors' Secretary shall have delegated such authority.

The schedule of the Board committees' meetings is set by the Board of Directors.

An agenda is attached to the convening notice.

Committees' meetings are held at the Company's registered offices, or in any other place as agreed by the committees' members. The committees' members may also attend the meetings by any means of videoconferencing or telecommunications allowing for the identification of the members and guaranteeing actual participation.

The committee members are appointed on an individual basis and can only be represented, in exceptional cases, by another member of the committee of which they are a member.

The committees' chairmans may invite to the meetings any person whose attendance is necessary to discuss the items on the agenda.

9.2.1 Bureau

Upon recommendation of the nomination and governance committee, the Board of Directors shall appoint a chairman among each committee members.

Committees secretarial work may be handled by a person designated outside of the committee members. Minutes of meetings are communicated to the committee members.

9.2.1 Working methods

The committees may, in carrying out their 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 they report back to the Board of Directors.

The committees may also, within the limits of their responsibilities, assign certain specific tasks to a third party. If they wish to do so, they must first inform the chairman of the Board of Directors.

Each committee shall provide a report of its work to the Board of Directors.

9.2.1 Audit committee specific operating 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 should interview the statutory auditors, and also the persons responsible for finance, accounting and treasury matters.

As far as internal audit and risk control are concerned, the audit committee must interview 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.

9.3 Permanent Committees

The following permanent committees shall be established:

- a nomination and governance committee;
- a remuneration committee;
- an audit committee; and
- a CSR committee.

The permanent committees shall be subject to the rules provided in Article 9.1 and 9.2 above.

9.3.1 Nomination and governance committee

a) Composition

The nomination and governance committee shall be composed of a minimum of three (3) members and a maximum of five (5) members, chosen by the Board of Directors from among its members.

The committee shall consist of a majority of independent directors under the meaning of Article 1.3 of the present Internal Rules. The executive officer contributes to the work of the nomination and governance committee. Where the offices of Chairman and Chief Executive Officer are separated, the non-executive Chairman may be a member of this committee.

The members of the nomination and governance committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the nomination and governance committee shall have the task of preparing and facilitating the decisions of the Board of Directors.

(i) with respect to nominations

Its general field of competence shall be to research and examine, for the Company, 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 and 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 with regard to the composition and the evolution of the share ownership of the Company and to assess the opportunities for the renewal of mandates. The committee shall particularly receive from the Board of Directors the following assignments:

- a) to organize a procedure designed to select future independent directors before approaching them.
- b) to review and issue recommendations regarding the succession plan for executive officers.

(ii) with respect to corporate governance

The nomination and governance committee is responsible for reviewing the implementation of best corporate governance standards by the Board of Directors.

The committee shall particularly receive from the Board of Directors the following assignments:

- a) to supervise the annual evaluation of the works of the Board as provided for in Article 5 of these Internal Rules;
- b) to examine major operations involving a risk of a conflict of interest between the Company and the members of the Board of Directors. A director may not, in particular, personally take on any responsibilities in any company or business exercising activities that are in direct competition with those of Atos SE and its subsidiaries, without first informing the chairman of the Board of Directors, from which he or she must obtain prior written approval, and the chairman of the nomination and governance committee;
- c) to prepare the work of the Board of Directors regarding the assessment of the independence of the Board members;
- d) to answer, on an ad hoc basis, questions relating to the operation of the Board.

9.3.2 Remuneration committee

a) Composition

The nomination committee shall be composed of a minimum of three (3) members and a maximum of five (5) members, chosen by the Board of Directors from among its members.

The committee shall consist of a majority of independent directors under the meaning of in Article 1.3 of these Internal Rules and shall not include any executive officers.

The members of the nomination committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the remuneration committee shall have the task of preparing and facilitating the decisions of the Board of Directors.

The committee shall particularly receive from the Board of Directors the following assignments:

- (i) for the Company, to formulate proposals regarding the remuneration of the chairman, the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers (the amount of the fixed remuneration and definition of the rules governing variable remuneration, ensuring the consistency of these rules with the annual assessment of the performances of the corporate officers and with the medium-term strategy of the Company, as well as checking the annual application of such rules) and of the directors;
- (ii) to review and formulate recommendations to the Board of Directors regarding the annual compensation policy for corporate officers;
- (iii) to participate in the drawing up of the profit-sharing policy of the staff of the Company and its subsidiaries;
- (iv) to formulate proposals regarding the decisions to grant options for the subscription and/or purchase of Company shares to the benefit of the corporate officers and all or part of the salaried employees of the Company and its subsidiaries, applying the authorizations given by the shareholders' general meeting, and explaining the reasons behind its choices as well as the consequences. It shall examine the conditions under which options should be granted and propose the list of such conditions and, where appropriate, the categories of beneficiaries of share options and the number of options allocated to each of them. It shall formulate any proposal regarding the determination of the characteristics of the options, and particularly regarding the subscription and/or purchase price of the shares, their duration, the conditions upon which taking up options may depend and the manner in which they may be exercised. It shall ensure that the options and shares valued according to IFRS standards are proportionated to the fixed and variable remunerations, granted to each executive officer of the Company and shall ensure that such allocation is not concentrated on the Company executive officers;
- (v) to formulate proposals concerning the free allocation of existing shares or those to be issued under the authorizations given by the shareholders' general meeting. It shall propose names of those who shall benefit from the share allocations, the conditions (particularly the duration of the acquisition period and of the period during which the shares must be held) and the criteria of allocation of the shares (the position of the employee at the time of the definitive allocation, conditions of the individual performance or financial performance of the Company, etc...);
- (vi) with respect to the members of the Board of Directors, to determine each year the total amount of the compensation which shall be submitted to the approval of the general meeting and the way in which such compensations shall be distributed among the members of the Board of Directors (and, as the case may be, the censor(s)), particularly taking into account the presence of the members at the Board of Directors meetings and the committees of which they are members, the level of liability incurred by the directors (and censor(s) where applicable) and the time devoted to their functions;
- (vii) to give its opinion prior to any proposal of an exceptional remuneration proposed by the Board of Directors in view of remunerating one of its members who shall have been assigned a special task or mandate in accordance with the provisions of Article L. 225-46 of the French Commercial Code;
- (viii) to make recommendations related to the pension and insurance plans, payments in kind, various financial rights granted to the corporate officers of the Company and other

companies of the Group and the financial conditions of the end of their mandates.

The chairman of the remuneration committee may intervene on behalf of the Board to answer shareholders' questions during the annual general meeting.

9.3.3 Audit Committee

a) Composition

The audit committee shall be composed of a minimum of three (3) members and a maximum of five (5) members and at least two-thirds of the members shall be independent directors under the meaning defined in Article 1.3 of the present Internal Rules, chosen by the Board of Directors from among its members. The committee shall not include among its members the chairman of the Board of Directors, the Chief Executive Officer or, where applicable, a Senior Executive Vice President.

The members of the audit committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the audit committee shall have the task of preparing and facilitating the work of the Board of Directors. For this purpose, it shall assist the Board of Directors with its analysis of the accuracy and sincerity of the company and consolidated accounts of the Company and shall ensure the quality of internal control and the information provided to the shareholders and to the markets.

In order to accomplish its task, the committee may ask the chairman of the Board of Directors to proceed with any hearing and provide it with any information.

The committee shall be entitled to call upon external experts as needed.

The members of the committee shall have financial or accounting skills.

The committee shall formulate all opinions and recommendations to the Board of Directors within the areas described here below. The committee shall particularly receive from the Board of Directors the assignment:

(i) With respect to the accounts:

- a) to monitor the financial reporting process and submit recommendations or proposals to ensure its integrity;
- b) 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 before being submitted to the Board of Directors and at least two days before the examination thereof by the Board of Directors;
- c) to examine the relevance and the permanence of the accounting principles and rules used to draw up the company and consolidated accounts of the Company and to alert any failure to comply with these rules;
- d) to be presented with the evolution of the perimeter of consolidated companies and to receive, where applicable, any necessary explanations;

- e) 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;
- f) to examine, prior to their publication, the draft reports of activity, profit and loss accounts and all accounts (including provisional accounts) drawn up for the needs of specific, significant operations (such as contributions, mergers, payment of advances on dividends, etc.), and particularly those that may create a conflict of interest;
- g) 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 before their publication and potentially give an assessment of such documents; and
- h) to inform the Board of Directors of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the audit committee was in that process.

The examination of the accounts by the committee shall be accompanied by a note from the auditors emphasizing the essential points, not only of the financial results, but also of the accounting options adopted, the complementary report to the audit committee provided for by applicable law, as well as a note from the financial director describing the risk exposure, including those of a social and environmental nature and any significant off-balance sheet commitments made by the Company.

(ii) With respect to the external control of the Company:

- a) to examine questions concerning the appointment or renewal of the appointment of the Company's statutory auditors. At the end of their mandate, the committee supervises, prior to the decision of the Board of Directors, the process for the selection or renewal of auditors, which may involve an invitation to tender. The committee provides its recommendation to the Board of Directors;
- b) to monitor the fulfilment of the mission entrusted to the auditors;
- c) to approve the provision of any service assignment other than the certification of accounts and services required from the auditors by law, to be provided by the auditors or members of the network to which they belong, to the benefit of the Company and its subsidiaries. The committee shall decide after having considered the risks on the independence of the auditors and the safeguard measures implemented by them. The committee adopts an approval process included in a charter, which may provide for:
 - subdelegation to its chairman of this right to approve these assignments; or
 - subdelegation to the management of the Company of the right to validate Current Services, as defined by this charter, to be provided by the statutory auditor(s), provided the audit committee has pre-approved them;
- d) to be informed of the amounts of fees paid by the Company and its Group to entities in the network to which the auditors belong and to ensure that the amount of such fees or the proportion they represent in their turnover is not likely to jeopardize the independence of the auditors;
- e) to ensure the rotation of the signatories to the accounts on behalf of the firms having a large network of auditors, as the case may be, and proper time sequence between the end dates of the mandates of the two statutory auditors; and

- f) to ensure compliance with the principles that guarantee the independence of the auditors.

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

- a) to assess, along with the persons responsible at the 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;
- b) to examine, along with those responsible for internal audit, the objectives and plans for intervention and action in the area of internal audit, the conclusions of such interventions, the actions, recommendations and follow-up that are given to them and the amount of fees requested, where applicable, apart from the presence of the members of senior management;
- c) to examine the methods and results of internal audit, and verify that the procedures used shall ensure that the accounts of the Company reflect accurately the authenticity and reality of the Company and are compliant with accounting rules;
- d) to assess the reliability of the systems and procedures that are used for establishing the accounts, as well as the positions adopted to deal with significant operations;
- e) to examine the methods and procedures of reporting and handling accounting and financial information coming from the subsidiaries and/or operational units;
- f) to be informed by the general management, or by any other means, of any claims by third parties or any internal information revealing any criticism of the accounting documents or internal control procedures of the Company, as well as of procedures implemented for this purpose and the remedies for such claims or criticisms.
- g) to entrust to internal audit any assignment that it deems necessary;
- h) to monitor the effectiveness of the internal audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information; and
- i) to regularly make itself aware of the financial situation, the cash position and any significant commitments or risks and to examine the procedures adopted to assess and manage such risks.

9.3.4 CSR Committee

a) Composition

The CSR Committee shall be composed of a minimum of three (3) members and a maximum of five (5) members, chosen by the Board of Directors from among its members.

The members of the CSR Committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the CSR Committee shall have the task of preparing and facilitating the work of the Board of Directors. The Committee shall formulate all opinions and recommendations to the Board of Directors within the areas described here below. The Committee shall particularly receive from the Board of Directors the following assignments:

- (i) To review the Group's social and environmental responsibility strategy and the rollout of the related initiatives;
- (ii) To review the Group's 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;
- (iii) To evaluate the risks and opportunities with regard to social and environmental performance;
- (iv) To review the social and environmental policies taking into account their impact in terms of economic performance;
- (v) To review the annual statement on extra-financial performance; and
- (vi) To review the summary of ratings awarded to the Group by rating agencies and in extra-financial analysis.

ARTICLE 10 – PARTICIPATIVE COMMITTEE REPRESENTATIVES APPOINTED BY ATOS SE'S COMPANY COUNCIL

In connection with the agreement negotiated and executed by the Company and the Company Council of Atos SE on 14 December 2012, the Company Council of Atos designates a participative committee made up of four persons (among its members or within Atos' employees), named hereafter the "**Participative Committee**", for a renewable term of office of one year. The object of the Participative Committee will be to discuss in meetings with members of the Board of directors of the Company, on topics listed in the agenda of the Board meetings.

10.1 Representatives of the Board of Directors

The Board of directors of the Company appoints within its members a Director, who will be responsible for representing the Board at meetings with the Participative Committee.

The Chairman of the Board of directors of the Company may attend meetings with the Participative Committee to his will and when he deems it appropriate.

Coordination between members of the Board of directors of the Company and the Participative Committee is under the responsibility of the Secretary of the Board who attend these meetings.

10.2 Conduct of meetings

Meetings are normally held after the meetings of the Board of directors, in the presence of representatives of the Board, those of the Participative Committee, the Board Secretary, the Head of Human Resources and the General Counsel.

Agendas are transmitted to the Participative Committee by the Secretary of the Board prior to every meeting.

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.

10.3 Report of meetings

The Director representing the Board assisted by the Secretary of the Board draws up an oral report at Board meetings of their sessions with the Participative Committee.

ARTICLE 11 – THE POSSIBILITY TO ASSIGN A TASK TO A DIRECTOR

Where the Board of Directors decides to entrust an assignment to one (or more) of its members or to a third party (or parties), it shall establish the main features of such task.

Where the person or persons entrusted with this assignment are members of the Board of Directors, they shall not participate in the vote.

Based on this resolution, the chairman shall initiate the drafting of a commissioning letter, which shall:

- define the specific purpose of the assignment;
- determine the form that the report of the assignment shall take;
- determine the duration of the assignment;
- determine, where applicable, the remuneration due to the person carrying out the assignment as well as the methods of payment of the amounts due to the interested party;
- provide for, where applicable, a maximum limit of reimbursement of travel expenses as well as expenses incurred by the interested party and those related to the carrying out of the assignment.

The chairman of the Board of Directors shall submit the draft commission letter to the nomination and governance committee for its opinion.

The report of the assignment shall be communicated by the chairman of the Board of Directors to the directors of the Company (and, the case may be, the censor(s)).

ARTICLE 12 – CONFIDENTIALITY

All issues discussed during the meetings of the Board of Directors, as well as any information gathered during or outside the sessions of the Board of Directors (the « **Information** ») shall be confidential without exception regardless of whether the Information was or not presented as confidential; each director (or, as the case may be, the censor(s)), as well as any other person invited to attend the Board of Directors meetings, shall consider themselves bound to absolute secrecy that goes beyond the simple obligation to be discreet, and consequently,

- the Information may not be used entirely or partially to the benefit of a third party for any reason whatsoever;
- he or she shall undertake not to express himself or herself individually, outside of any internal deliberations of the Board of Directors regarding the issues raised in the Board of Directors meetings and the meaning of the opinions expressed by each director.
- he or she shall take all necessary measures to ensure that such confidentiality is upheld, particularly in regards to the security of the files or documents that he or she may have received.

However, the representatives of the Works Council and of the Group Committee may communicate acquired Information to the members of the Works Council and the Group Committee, accordingly, it being specified however that:

- this distribution shall be limited to what is strictly necessary for its purpose;
- the Works Council and the Group Committee shall take all necessary measures to ensure strict confidentiality by its members regarding such Information

Furthermore, the permanent representative of a director who is a legal person may communicate the acquired Information to the corporate officer(s) of such legal person and to the advisers of such a person. It shall be specified however that:

- such distribution may only be made by the legal person for the purpose of the accomplishment of its task as a director, in the Company's interest, and shall be restricted, both in its contents and the number of recipients, to what is strictly necessary for its purpose, and in accordance with the applicable regulation;
- the legal person shall take all necessary measure to ensure strict confidentiality by its corporate officer.

The confidential nature of this Information shall be removed at the moment it becomes the published externally by way of a press release issued by the Company and within the limits of the information thus communicated.

In addition to this obligation of confidentiality, each director (or, as the case may be, the censor(s)) shall undertake not to publicly express themselves, in their official capacity as a director of the Company, on any subject concerning the Company and its Group, whether or not linked to the deliberations of the Board of Directors, unless previously approved by the chairman of the Board of Directors.

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Schedule 1 – Charter of the Atos SE Board of Directors

Schedule 2 – Guide to the Prevention of Insider Trading