

INFORMATION ON THE DECISIONS OF THE BOARD OF DIRECTORS' MEETING OF JULY 15, 2024

Following the appointment of Mr. Paul Saleh as Chief Executive Officer, the Board of Directors of Atos SE, meeting on January 14, 2024 and April 18, 2024, decided, on the proposal of the Remuneration Committee, on the elements of the compensation policy applicable to the Chief Executive Officer in respect of the 2024 financial year, subject to approval of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023.¹

In view of the current restructuring of the Company and the challenges it faces, the Board of Directors of Atos SE, meeting on July 15, 2024, decided, on the proposal of the Remuneration Committee, to modify certain elements of the compensation policy applicable to the Chief Executive Officer in respect of the 2024 financial year (*say on pay ex ante*).

Compensation policy for the Chief Executive Officer with effect from January 14, 2024, in respect of the 2024 financial year, applicable to Mr. Paul Saleh

Fixed remuneration

Taking into account Mr. Paul Saleh's international experience and recognized skills in the information technology sector, his financial expertise required to meet the Group's strategic needs, and the exceptional conditions and circumstances of his recruitment and appointment as Chief Executive Officer, the Board of Directors, on the recommendation of the Remuneration Committee, had decided to submit a proposal to the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code, to set Mr. Paul Saleh's gross fixed annual remuneration at €1,200,000 for the 2024 financial year, in respect of his term of office as Chief Executive Officer.

It was initially proposed that this compensation policy should take effect from the date of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023, with the 2023 compensation policy, approved by the Annual General Meeting of June 28, 2023, remaining applicable for the period from January 14, 2024 to the date of the said Annual General Meeting.

However, as announced by the Company on May 21, 2024², the deadline for holding the Annual General Meeting to approve the 2023 financial statements has been extended to December 31, 2024 by the President of the Pontoise Commercial Court in order to provide Atos with a stable framework for completing discussions on a financial restructuring agreement. In order to neutralize the impact of the postponement of the Annual General Meeting called to approve the financial statements for the year ended December 31, 2023 on Mr. Paul Saleh's remuneration, the Board of Directors, on the recommendation of the Remuneration Committee, wishes to propose to the Annual General Meeting to apply this fixed compensation policy of €1,200,000 for the 2024 financial year with effect from June 1, 2024, paid *prorata temporis*.

In addition, it is specified that the fixed remuneration of the Chief Executive Officer would be maintained until December 31, 2024, in the event of dismissal as a result of a change of governance, directly linked to the implementation of the restructuring plan (see severance payment below).

¹ See Atos SE's Universal Registration Document 2023, section 4.3.1.4.2, p. 140 et seq. See also the press release published on the Company's website in accordance with the recommendations of the Afep-Medef Code: <https://atos.net/wp-content/uploads/2024/04/communiqué-afep-medef-remuneration-ex-post-2023-ex-ante-2024-fr-19.04.24.pdf>.

² See the Company's press release dated May 21, 2024, announcing that the deadline for the Annual General Meeting to approve the 2023 financial statements has been extended to December 31, 2024 by the President of the Pontoise Commercial Court to provide Atos with a stable framework for completing discussions on a financial restructuring agreement.

For the period from January 14, 2024, date of his appointment, to May 31, 2024, Mr. Paul Saleh will receive a fixed annual remuneration of €600,000 gross, paid *pro rata temporis*, in accordance with the compensation policy approved by the Annual General Meeting of June 28, 2023.

Annual variable compensation

No changes have been made to the Chief Executive Officer's annual variable compensation policy, as approved by the Board of Directors on April 18, 2024, on the recommendation of the Remuneration Committee³, apart from the fact that this variable remuneration would be maintained until December 31, 2024 in the event of the Chief Executive Officer's dismissal as a result of a change in governance, directly linked to the implementation of the restructuring plan (see severance payment below).

As a reminder, the annual variable portion of the Chief Executive Officer's compensation has been set by the Board of Directors, on the recommendation of the Remuneration Committee, at 100% of the fixed portion of his compensation to be presented to the Annual General Meeting (i.e., €1,200,000 gross), assuming 100% achievement of targets. This portion may increase to a maximum of 150% of this amount (i.e., €1,800,000 gross) if targets are exceeded, with no guaranteed floor.

It would comprise three performance conditions deemed relevant and demanding by the Board of Directors in view of the current context and the financial and strategic challenges facing the Group, accounting for 50%, 25% and 25% respectively:

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

Multi-year variable compensation

At its meeting on April 18, 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee, to propose to set a conditional long-term variable compensation.

The purpose of this compensation is to reward the exceptional commitment of the Chief Executive Officer, if the Group's long-term viability is assured, in the light of the following circumstances and cumulative conditions:

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

This compensation will be paid in cash and may not exceed €1,000,000 gross.

In the restructuring context, which would lead to a major reshuffling of the Company's shareholder base and which requires the constant involvement and close cooperation of Mr. Paul Saleh, in order to protect the Company's interests and ensure a smooth transition, the Board of Directors, meeting on July 15, 2024, decided, on the recommendation of the Remuneration Committee, to propose to the Annual

³ For further details, please refer to Atos SE's Universal Registration Document 2023, section 4.3.1.4.2, p. 140 et seq.

General Meeting a modification to the conditions of the Chief Executive Officer's conditional long-term variable compensation, in the Company's corporate interest, in the event of the Chief Executive Officer's dismissal as a result of a change in governance directly linked to the implementation of the restructuring plan.

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

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

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

Payment of this compensation will be subject to the approval of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2024 or December 31, 2025 as the case may be, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Employment contract

In accordance with the recommendations of the Afep-Medef Code, Mr. Paul Saleh has terminated his employment contract.

Severance payment

In the current context, the Board of Directors, meeting on July 15, 2024, decided, on the recommendation of the Remuneration Committee, that, very exceptionally, the fixed and variable remuneration of Mr. Paul Saleh would be maintained until December 31, 2024, in the event of the Chief Executive Officer's dismissal, as a result of a change in governance directly linked to the implementation of the restructuring plan.

The purpose of this compensation is to enable the most efficient transfer of responsibility, if the implementation of the Group's restructuring plan would result in a change of governance before December 31, 2024.

It should also be noted that in the event of the Chief Executive Officer's dismissal, as a result of a change in governance directly linked to the implementation of the restructuring plan, the presence condition of the multi-year variable compensation would be adjusted (see multi-year variable compensation above).

Except in the event of the Chief Executive Officer's dismissal, as a result of a change in governance directly linked to the implementation of the restructuring plan, the above-mentioned principles (concerning fix and variable compensations detailed on pages 1 and 2 above) governing the Chief Executive Officer's compensation remain unchanged.

Non-compete indemnity

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

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Exceptional compensation

The Chief Executive Officer will not benefit from any exceptional compensation.

Other compensation components

Retirement supplement under the supplementary pension scheme

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

Compensation for a mandate as Director

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

Benefits in kind

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

The Chief Executive Officer is covered by the health insurance scheme applicable within Atos SE.

The Chief Executive Officer will be reimbursed for expenses relating to his international mobility and, in this respect, the Chief Executive Officer is provided with a housing accommodation.

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This compensation policy will be detailed in the notice of meeting brochure submitted for shareholders' approval at the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code.