

G.2 Corporate governance

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

G.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 June 2018) and has decided to use the Code, as soon as published, 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, and as happens every year, Atos' Board of Directors met on December 17, 2018 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 compliant with the recommendations of the AFEP-MEDEF Code.

The detail of the Board's assessment items 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.

As at the date of publication of this Registration Document, and in compliance with the rule "Comply or Explain" set forth under article L. 225-37-4 of the Commercial Code and article 27.1 of the AFEP-MEDEF Code, the Company has deviated from the following provisions for the reasons hereafter indicated:

Recommendation of the AFEP-MEDEF Code	Justification
<p>Director's independence criteria (article 8.5.6 of the AFEP-MEDEF Code)</p> <p>The criteria to be reviewed by the Committee and the Board in order for a Director to qualify as independent and to prevent risks of conflicts of interest between the Director and the management, the corporation, or its group, are as follows:</p> <ul style="list-style-type: none"> - not to have been a Director of the corporation for more than twelve years. Loss of the status of independent Director occurs on the date when this twelve years is reached. 	<p>As part of its annual review during the meeting of December 17, 2018, the Board of Directors, acknowledged that 80% of its Directors were considered independent (8 out of 10 members to be taken into account in order to calculate the independent Director ratio¹), i.e. Nicolas BAZIRE, Valérie BERNIS, Bertrand MEUNIER, Colette NEUVILLE, Aminata NIANE, Lynn PAINE, Pasquale PISTORIO and Vernon SANKEY. In particular, the Board considered that even though Vernon SANKEY had served for 13 years as member of the Supervisory Board and member of the Board of Directors of the Company, his independence remained unaffected as of today due to the modification of the Company's governance structure in 2009 (from a dual to a unified Board structure) and more significantly to the modification of the identity of the Chief Executive Officer in 2008 (arrival of Mr. Thierry BRETON as Chief Executive Officer). Consequently, Mr. SANKEY was considered as having served 10 years so far under the current governance structure.</p>

¹ As per article 8.3 of the AFEP-MEDEF Code, the Directors representing the employee shareholders and the Directors representing the employees are not taken into account for the ratios of independent Directors.

Moreover, upon the Chairman of the Board of Directors' initiative corporate 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, in particular, the appointment of a Lead Independent Director, the reinforcement of conditions for stock option or performance share plans for which the senior managers of the Company are beneficiaries, the reinforcement of the presence of women and of employee representation at Board and Committee levels, the addition, in 2015, of performance

conditions on the acquisition of rights under the supplementary pension scheme that benefit the Chairman and Chief Executive Officer, or the consultation of the Shareholders' General Meeting on the strategic orientation plans for 3 years (December 2013 and December 2016), which, in December 2016, also dealt with the anticipated renewal of the term of office of the Chairman and Chief Executive Officer for 3 years in order to align his mandate on the 2017-2019 strategic orientation plan. In December 2018, the Board also decided to create a Board Committee dedicated to social and environmental responsibility issues ("CSR Committee") in order to strengthen the consideration of these stakes for the Company.



G.2.2 Management Mode

The statutory governance of the Company was changed from a Supervisory Board and Management Board system to a system with a Board of Directors further to the decisions of the Combined General Meeting held on January 10, 2009. This evolution has simplified and unified the governance by adapting it to the Company's situation. On the occasion of the vote concerning the Company's transformation from a "Société Anonyme" (public limited-liability company) into a "Societas Europaea" (European public limited-liability company or "European Company") decided by the Annual General Meeting of May 30, 2012, the unitary Board structure, with Board of Directors, was upheld by the shareholders in the Articles of Association of the Company that were submitted to their approval.

The Board of Directors confirmed the choice of governance by deciding to unify the functions of Chairman and Chief Executive Officer and appointed Thierry Breton as Chairman and Chief Executive Officer on January 10, 2009 and upon the renewal of his term of office in 2012, 2015 and in December 2016.

The Board of Directors believes that this unified management structure allows for the necessary proactivity which enabled the Chief Executive Officer to implement the Company reconstruction since 2009, the successful integrations of Siemens IT Solutions and Services from 2011 and of Bull from 2014, and is one of the factor of the successful 3-year strategic plans 2011-2013, 2014-2016, 2017-2019, and now of the implementation of ADVANCE 2021, Atos' new three-year plan.

Yet, the Company has implemented several mechanisms to ensure a good balance of powers at corporate governance level:

- (i) the Board of Directors is composed by 80% of independent Directors;
- (ii) the Board has constituted three internal Committees, to help in the decision process, composed majoritarily or entirely of independent members;
- (iii) since 2010, in accordance with the recommendations of the French Financial Market Authority, the Board has appointed, alongside the Chairman of the Board, a Lead Independent Director, in order to ensure the implementation of best corporate governance standards by the Board of Directors;
- (iv) at least twice a year the Directors hold informal meetings, in the absence of the Chairman and Chief Executive Officer, during which they discuss the Company's affairs, and address, among other subjects, the executive Director's succession plan;

- (v) the Internal Rules of the Board of Directors specify the Board's reserved matters which require the Board's prior authorization (see below).

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.

Executive Director Succession plan

At least twice a year the Directors hold informal meetings, in the absence of the Chairman and Chief Executive Officer, during which they discuss the Company's affairs, and address, among other subjects, the executive Director's succession plan.

Moreover, during the 2019 Investor Day held on January 30, 2019, the Chairman and Chief Executive Officer indicated to be working on his succession plan in the context of the renewal of his term of office as Director during the General Meeting of April 30, 2019. In that respect, relationships between the members of the Board of Directors and the Group senior executives were strengthened in 2018.

G.2.3 The Board of Directors: composition and organization principles

[GRI102-5][GRI102-22][GRI102-23]

G.2.3.1 Composition of the Board of Directors

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

In 2018, the composition of the Board of Directors was modified as a result of the following events:

	Departure	Appointment	Renewal
Board of Directors	N/A ¹	N/A	Pasquale PISTORIO ² Bertrand MEUNIER ³ (05/24/2018)
Audit Committee	N/A	N/A	N/A
Nomination and Remuneration Committee	N/A ¹	Jean FLEMING (12/17/2018)	N/A
		Valérie BERNIS Marie-Christine LEBERT Lynn PAINE Vernon SANKEY (12/17/2018)	
CSR Committee	N/A		N/A

¹ Pasquale Pistorio resigned from his office as member of the Board of Directors with effect as of January 1, 2019.

² For 1 year.

³ For 3 years.

Composition of the Board of Directors

In 2018, the Board of Directors was composed of 12 members as listed below:

		PERSONAL INFORMATION			EXPERIENCE		POSITION ON THE BOARD			MEMBERSHIP IN COMMITTEES ³ (And other office)	
		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 & CEO	Thierry BRETON	64	M	French	508085	2	NO	02/10/2009	AGM 2019	10	N/A
	Nicolas BAZIRE	61	M	French	1040	4	YES	02/10/2009	AGM 2020	10	N&R ³
	Valérie BERNIS	60	F	French	505	2	YES	04/15/2015	AGM 2020	3	CSR ³
	Roland BUSCH	54	M	German	1000	2	NO	07/01/2011	AGM 2020	7	Audit
	Bertrand MEUNIER	62	M	French	1000	N/A	YES	02/10/2009	AGM 2021	10	Audit, N&R
	Colette NEUVILLE	82	F	French	1012	1	YES	04/13/2010	AGM 2020	8	N/A
	Aminata NIANE	62	F	Senegalese	1012	N/A	YES	05/27/2010	AGM 2019	8	Lead Independent Director
	Lynn PAINE	69	F	American	1000	N/A	YES	05/29/2013	AGM 2019	5	CSR
Directors (L.225-17 Ccom)	Pasquale PISTORIO⁴	83	M	Italian	1000	N/A	YES	02/10/2009	AGM 2019	10	N&R
	Vernon SANKEY	69	M	British	1000	N/A	YES	02/10/2009	AGM 2019	10	Audit ³ , CSR
Director representing the employee shareholders (L.225-23 CCom)	Jean FLEMING	49	F	British	1390	N/A	NO	05/26/2009	AGM 2020	9	N&R
Director representing the employees (L.225-27-1 CCom)	Marie-Christine LEBERT	56	F	French	10	N/A	NO	12/18/2017	AGM 2020	1	CSR**

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&R: Nomination and Remuneration Committee, Audit: Audit Committee, CSR: CSR Committee.

⁴ Pasquale Pistorio resigned from his office as member of the Board of Directors with effect as of January 1, 2019.

⁵ Chairman of Committee.

** Vice-Chairman.

Directors' biographies

Thierry BRETON

<p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 508,085</p> <p>Date of birth: 01/15/1955</p> <p>Nationality: French</p> <p>Date of first appointment: Chairman & CEO: February 10, 2009 - Chairman of Management Board: November 16, 2008</p> <p>Date of last renewal: December 30, 2016</p> <p>Term expires on: AGM ruling on the accounts of the 2018 financial year</p> <p>Individual attendance rate: Board: 100%</p>	<p>Biography - Professional Experience</p> <p>Chairman and Chief Executive Officer of Atos SE</p> <p>Thierry Breton graduated from the Paris <i>École Supérieure d'Electricité</i> (Supélec) and the <i>Institut des Hautes Etudes de Défense Nationale</i> (IHEDN, 46th class). In 1986, he became Project Manager of the Poitiers Futuroscope theme park, and then headed its teleport operations. He later served as an advisor to Education Minister René Monory in the area of new information technologies. He also served in the Poitou-Charentes Regional Council from 1986 to 1992 (as Vice-Chairman from 1988 on).</p> <p>He then joined Bull as Director of Strategy and Development before becoming Deputy Managing Director. Member of the Board of Directors in February 1996, he was successively named Vice-Chairman of the Board then Group Delegated Director.</p> <p>After being appointed Chairman and Chief Executive Officer of Thomson (1997-2002) then Chairman and Chief Executive Officer of France Telecom (2002-2005), he was France's Minister for the Economy, Finance and Industry between February 25, 2005 and May 16, 2007, before becoming a professor at Harvard University (USA) for "<i>Leadership, Corporate Accountability</i>".</p> <p>In November 2008, he became Chairman of the Management Board of Atos Origin. He is today Chairman and Chief Executive Officer of Atos SE. He is also Chairman of the ASEP (Alliance for Societas Europea Promotion), and he has also been Chairman of the French National Association for Research and Technology (ANRT) since March 2015 and member of the National Academy of Technologies (France) since 2015.</p>
	<p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group</p> <p>France:</p> <ul style="list-style-type: none"> Chairman of the Board of Directors: Worldline** <p>Outside the Atos Group</p> <p>France:</p> <ul style="list-style-type: none"> Director: Carrefour SA**, BofA Securities Europe SA (as from February 4, 2019) <p>Abroad:</p> <ul style="list-style-type: none"> Director: Sonatel** (Senegal)
	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <ul style="list-style-type: none"> Chief Executive Officer of Atos International Chairman of the Board of Directors: Bull <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Sats** (Singapore)

** Listed company (Worldline was controlled by Atos SE as at December 31, 2018).

Nicolas BAZIRE*

Chairman of the Nomination and Remuneration Committee

Professional address:
LVMH, 22 avenue
Montaigne 75008 Paris,
France

Number of shares:
1,040

Date of birth:
07/13/1957

Nationality:
French

Date of first appointment:
February 10, 2009

Date of last renewal:
May 24, 2017

Term expires on:
AGM ruling on the
accounts of the 2019
financial year

Individual attendance rate:
Board: 86.67%
N&R Committee: 100%

Biography - Professional Experience

General Manager of groupe Arnault SE

Nicolas Bazire is a graduate of the *École Navale* (1978), the Paris *Institut d'Etudes Politiques* (1984), former student of the *École Nationale d'Administration*, Magistrate on the French *Cour des Comptes* (Court of Audit). Nicolas Bazire is a honorary *Conseiller Référendaire* with the *Cour des Comptes*.

In 1993 he became Cabinet Director for French Prime Minister Edouard Balladur. He served as a Managing Partner at Rothschild & Cie Banque from 1995 to 1999.

He was appointed General Manager at Groupe Arnault in 1999, and became a member of the LVMH Board of Directors; he is also a member of the Executive Committee.

Nicolas Bazire is a Reserve Officer in the French Naval Reserve. He is an Officer in the French *Ordre National du Mérite* (National Order of Merit) and a *Chevalier* in the French *Légion d'honneur*.

Directorships and positions

Other directorships and positions as at December 31, 2018

Within the Atos Group

None

Outside the Atos Group

France:

- Member of the Supervisory Committee:
 - Montaigne Finance SAS
- Vice-President of the Supervisory Board:
 - Les Echos SAS
- Deputy CEO:
 - Financière Agache SA
 - Semyrhamis SA
- Director:
 - LVMH Moët Hennessy Louis Vuitton SE**
 - Agache Développement SA
 - Europatweb SA
 - Groupe Les Echos SA
 - LV Group SA
 - Suez SA**
 - Carrefour SA**
 - Louis Vuitton (Fondation d'Entreprise)
 - Christian Dior SE**
- Permanent Representative:
 - Groupe Arnault SE, Director of Financière Agache SA
 - Groupe Arnault SE, Director of Semyrhamis SA
 - Ufipar SAS, Director of Louis Vuitton Malletier SA
 - Montaigne Finance SAS, Director of GA Placements SA

Abroad:

- Permanent Representative:
 - Ufipar SAS, Director of Société des Bains de Mer de Monaco SA**

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Director:
 - Financière Agache Private Equity SA

* Independent Director.

** Listed company.

Valérie BERNIS*

Chairman of the CSR Committee Professional address: 28 boulevard Raspail 75007 Paris, France Number of shares: 505 Date of birth: 12/09/1958 Nationality: French Date of first appointment: April 15, 2015, ratified by AGM held on May 28, 2015 Date of last renewal: May 24, 2017 Term expires on: AGM ruling on the accounts of the 2019 financial year Individual attendance rate: Board: 80%	Biography - Professional Experience Vice-President of Engie Foundation Valérie Bernis is a graduate of the <i>Institut Supérieur de Gestion</i> and <i>Université des Sciences Economiques</i> in Limoges. 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. Valérie Bernis is currently Vice-President of Engie Foundation. She currently is a Member of the Board of Directors of Suez and l'Occitane.	
	Directorships and positions Other directorships and positions as at December 31, 2018 Within the Atos Group None Outside the Atos Group France: <ul style="list-style-type: none"> Member of the Board of Directors: <ul style="list-style-type: none"> Suez SA**, AROP Abroad: <ul style="list-style-type: none"> Independent member of the Board of Directors: <ul style="list-style-type: none"> l'Occitane International SA (Luxemburg)** 	Other positions held during the last five years Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> Member of the Supervisory Board: <ul style="list-style-type: none"> Euro Disney SCA (until January 11, 2017)**

* Independent Director.

** Listed company.

Roland BUSCH

<p>Member of the Audit Committee</p> <p>Professional address: Siemens AG Werner-von-Siemens-Straße 1 80333 Munich, Germany</p> <p>Number of shares: 1,000</p> <p>Date of birth: 11/22/1964</p> <p>Nationality: German</p> <p>Date of first appointment: July 1, 2011</p> <p>Date of last renewal: May 24, 2017</p> <p>Term expires on: AGM ruling on the accounts of the 2019 financial year</p> <p>Individual attendance rate: Board: 40% Audit Committee: 66.67%</p>	<p>Biography - Professional Experience</p> <p>Member of the Management Board of Siemens AG (Germany) Roland Busch is a graduate of the University of Friedrich Alexander (Germany) where he received a PHD in Physics and of the University of Grenoble. He is a member of the Management Board, Chief Operating Officer and Chief Technology Officer of Siemens AG. During the past five years, Roland Busch was appointed Chairman of Infrastructure & Cities and Chief of Strategy with Siemens AG in Germany.</p> <p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group Abroad:</p> <ul style="list-style-type: none"> • Executive Vice-President, Member of the Management Board of Siemens AG** (Germany) • Chief Technology Officer, Siemens AG** (Germany) • Chief Operating Officer, Siemens AG** (Germany) • Chairman Middle East, Commonwealth of Independent States, Siemens AG** (Germany) • Head of Corporate Sustainability Office, Corporate Development & Corporate Technology Siemens AG** (Germany) • Vice-Chairman of the Board of Directors and Member of the Audit Committee of OSRAM Licht AG** and Osram GmbH (Germany) • Member of the Supervisory Board of the European School of Management Technology GmbH (Germany) <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"> • Chairman of Infrastructures & Cities, Siemens AG** (Germany) • Chief of Strategy, Siemens AG** (Germany)
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** Listed company.

Jean FLEMING

Director representing the employee shareholders
Member of the Nomination and Remuneration Committee

Professional address:

Midcity Place, 71 High Holborn
London WC1V 6EA UK

Number of shares:
1,390

Date of birth:
03/04/1969

Nationality:
British

Date of first appointment:
May 26, 2009

Date of last renewal:
May 24, 2017

Term expires on:
AGM ruling on the accounts of the 2019 financial year

Individual attendance rate:
Board: 66.67%

Biography - Professional Experience**People Development Director (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 Operations Director, Business Process Services, she is now Client Executive, Business Transformation Services at Atos in the United-Kingdom.

Jean Fleming was appointed Director representing the employee shareholders.

Directorships and positions**Other directorships and positions as at December 31, 2018**

None

Other positions held during the last five years

None



Marie-Christine LEBERT

<p>Director representing the employees</p> <p>Vice-Chairman of the CSR Committee</p> <p>Professional address: 19 rue de la Vallée Maillard 41000 Blois, France</p> <p>Number of shares: 10</p> <p>Date of birth: 01/28/1963</p> <p>Nationality: French</p> <p>Date of first appointment: December 18, 2017</p> <p>Term expires on: AGM ruling on the accounts of the 2019 financial year</p> <p>Individual attendance rate: Board: 80%</p>	Biography - Professional Experience	
	<p>Project leader, Worldline SA</p> <p>Marie-Christine Lebert joined Atos as Programmer analyst in 1986, in the payment sector.</p> <p>Marie-Christine Lebert has acted as international Project Leader, with over 20 years of experience in project and application portfolio management in payment area as well as team management.</p> <p>From 2000, Marie-Christine Lebert has engaged herself in employee representation having high level of responsibilities as successively chair and treasurer of local and national Works Councils.</p> <p>From 2001 to 2017, Marie-Christine Lebert assumed the highest function vice-secretary and secretary of the European Works Council of Atos Group, after having initiated and taken part to the prior negotiations to the establishment of this European social dialog.</p> <p>All these roles have given her a deep knowledge of French and European Social Dialog, and a solid understanding of Atos economy, businesses, industrial sectors, organizations, jobs and conditions, technological environments and human aspects.</p> <p>Marie-Christine Lebert was appointed Director representing the employees.</p>	
	Directorships and positions	
	<p>Other directorships and positions as at December 31, 2018</p> <p>None</p>	<p>Other positions held during the last five years</p> <p>None</p>

Bertrand MEUNIER*

<p>Member of the Nomination and Remuneration Committee</p> <p>Member of the Audit Committee</p> <p>Professional address: 111 Strand, London, WC2ROA9, UK</p> <p>Number of shares: 1,000</p> <p>Date of birth: 03/10/1956</p> <p>Nationality: French</p> <p>Date of first appointment: February 10, 2009 (Director) – July 3, 2008 (Member of Supervisory Board) ratified by General Meeting of February 10, 2009</p> <p>Date of last renewal: May 24, 2018</p> <p>Term expires on: AGM ruling on the accounts of the 2020 financial year</p> <p>Individual attendance rate: Board: 100% N&R Committee: 100% Audit Committee: 100%</p>	<p>Biography - Professional Experience</p> <p>Managing Partner of CVC Capital Partners Ltd (United Kingdom) Bertrand Meunier is a graduate of the <i>École Polytechnique</i> and of Paris VI University. He joined PAI Partners in 1982 up until 2009. Bertrand Meunier joined CVC Capital Partners as a Managing Partner in 2012.</p>		
	<p>Directorships and positions</p> <table border="1"> <tr> <td> <p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France: <ul style="list-style-type: none"> • Parex • Vedici Abroad: <ul style="list-style-type: none"> • CVC group Ltd (Luxembourg) • Continental Foods (Belgium) • PDC Brands (USA) </p> </td> <td> <p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group <ul style="list-style-type: none"> • Director: CVC Capital Partners (Luxembourg) </p> </td> </tr> </table>		<p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France: <ul style="list-style-type: none"> • Parex • Vedici Abroad: <ul style="list-style-type: none"> • CVC group Ltd (Luxembourg) • Continental Foods (Belgium) • PDC Brands (USA) </p>
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* Independent Director.

Colette NEUVILLE*

<p>Professional address: ADAM 4, rue Montescot 28000 Chartres, France</p> <p>Number of shares: 1,012</p> <p>Date of birth: 01/21/1937</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: May 24, 2017</p> <p>Term expires on: AGM ruling on the accounts of the 2019 financial year</p> <p>Individual attendance rate: Board: 93.33%</p>	Biography - Professional Experience		
	<p>Chairman (founder) of the ADAM</p> <p>Colette Neuville is a law graduate and a graduate of the Paris <i>Institut d'Etudes 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 "<i>Epargnants et Actionnaires Minoritaires</i>" (Retail Investors and Minority shareholders) of the <i>Autorité des Marchés Financiers</i> (French Financial Markets Authority). She is the Lead Director of the Board of Directors, member of the Audit Committee and Chairman of the Appointments and Remuneration Committee of Groupe Eurotunnel SA. She is member of the Governance Committee of the Paris "<i>École de Droit et de Management</i>". She is member of the Board of Directors of the FAIDER and the ARCAF.</p>		
	Directorships and positions		
	<table border="1" style="width: 100%;"> <tr> <td style="vertical-align: top;"> <p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France:</p> <ul style="list-style-type: none"> • Director: Groupe Eurotunnel SA** (also member of the Audit Committee and Chairman of the Remuneration Committee and Lead Director since February 2014), ARCAF (<i>association des fonctionnaires épargnants pour la retraite</i>), FAIDER (<i>fédération des associations indépendantes de défense des épargnants pour la retraite</i>) • Member: of the Consultative Commission "<i>Epargnants et actionnaires minoritaires</i>" ("Retail Investors and Minority shareholders") of the <i>Autorité des Marchés Financiers</i> (French Financial Markets Authority), of the Club of the Chairmen of Remuneration Committees, of the <i>Conseil de Gouvernance de l'École de Droit & Management de Paris</i> </td> <td style="vertical-align: top;"> <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 </td> </tr> </table>	<p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France:</p> <ul style="list-style-type: none"> • Director: Groupe Eurotunnel SA** (also member of the Audit Committee and Chairman of the Remuneration Committee and Lead Director since February 2014), ARCAF (<i>association des fonctionnaires épargnants pour la retraite</i>), FAIDER (<i>fédération des associations indépendantes de défense des épargnants pour la retraite</i>) • Member: of the Consultative Commission "<i>Epargnants et actionnaires minoritaires</i>" ("Retail Investors and Minority shareholders") of the <i>Autorité des Marchés Financiers</i> (French Financial Markets Authority), of the Club of the Chairmen of Remuneration Committees, of the <i>Conseil de Gouvernance de l'École de Droit & Management de Paris</i> 	<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
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* Independent Director.
** Listed company.

Aminata NIANE*

Lead Independent Director¹ Professional address: BP 29495 – DAKAR, Senegal Number of shares: 1,012 Date of birth: 12/09/1956 Nationality: Senegalese Date of first appointment: May 27, 2010 Date of last renewal: May 26, 2016 Term expires on: AGM ruling on the accounts of the 2018 financial year Individual attendance rate: Board: 100%	Biography - Professional Experience	
	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.	
	Directorships and positions	
	Other directorships and positions as at December 31, 2018 Within the Atos Group None Outside the Atos Group Abroad: <ul style="list-style-type: none"> • Director: Groupe Envol Immobilier Sénégal (Senegal) 	Other positions held during the last five years None

* Independent Director.

¹ As from December 17, 2018.

Lynn PAINE*

<p>Member of the Audit 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: 07/17/1949</p> <p>Nationality: American</p> <p>Date of first appointment: May 29, 2013</p> <p>Date of last renewal: May 26, 2016</p> <p>Term expires on: AGM ruling on the accounts of the 2018 financial year</p> <p>Individual attendance rate: Board: 86.67% Audit Committee: 83.33%</p>	<p>Biography - Professional Experience</p> <p>John G. McLean Professor of Business Administration, Harvard Business School, Senior Associate Dean for International Development</p> <p>Lynn Paine is John G. McLean Professor of Business Administration 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 and, currently, Leading Global Business, the Senior Executive Program for Africa, 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, 2018</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group Abroad:</p> <ul style="list-style-type: none"> • Global Advisory Council, Odebrecht S.A., São Paulo (Brazil) • Senior Advisor to Independent Monitor for Volkswagen AG** (Germany) • 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)

* Independent Director.

** Listed company.

Pasquale PISTORIO¹

Lead Independent Director² Member of the Nomination and Remuneration Committee Professional address: River Ouest- 80 quai Voltaire 95870 Bezons, France Number of shares: 1,000 Date of birth: 01/06/1936 Nationality: Italian Date of first appointment: February 10, 2009 Date of last renewal: May 24, 2018 Term expires on: Resigned with effect on January 1 st , 2019 Individual attendance rate: Board: 86.67% N&R Committee: 80%	Biography - Professional Experience Chairman of the Pistorio Foundation (Switzerland) Pasquale Pistorio graduated in Electrical Engineering from the Polytechnic school of Turin. He began his career as a salesman for Motorola products and in 1967 he joined Motorola in Italy, rising through the ranks to become Director of International Marketing and Vice-President of Motorola Corporation in 1977. In 1978 he was promoted to General Manager of Motorola's International Semiconductor Division. In 1980 he was appointed Chairman and Chief Executive Officer of the SGS group and oversaw, with success, in 1987, the integration of SGS with Thomson Semiconducteurs. The new company was renamed STMicroelectronics in 1998. In 2005, Pasquale Pistorio is appointed <i>Honorary Chairman</i> of the Board of Directors and ambassador of ST Microelectronics.	
	Directorships and positions Other directorships and positions as at December 31, 2018 Within the Atos Group None Outside the Atos Group Abroad: <ul style="list-style-type: none"> Honorary Chairman: STMicroelectronics Corporation (Switzerland), ST Foundation (Switzerland) and of the Kyoto Club (Italy) (charities) Independent Director: XiD (Singapore) 	Other positions held during the last five years Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> Independent Director: Fiat S.p.A.** (Italy), Brembo S.p.A.** (Italy)

* Independent Director.

** Listed company.

¹ Pasquale Pistorio resigned from his office as member of the Board of Directors with effect as of January 1, 2019. Information concerning Mr. Pistorio is presented in this table as of January 1st, 2019.

² Until December 17, 2018.



Vernon SANKEY*

<p>Chairman 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: 1,000</p> <p>Date of birth: 05/09/1949</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: May 26, 2016</p> <p>Term expires on: AGM ruling on the accounts of the 2018 financial year</p> <p>Individual attendance rate: Board: 93.33% Audit Committee: 100%</p>	<p>Biography - Professional Experience</p>		
	<p>Officer in companies</p> <p>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 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" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p>Abroad:</p> <ul style="list-style-type: none"> • Chairman, former Director: Harrow School Enterprises Ltd (United Kingdom) • Member: Pi Capital (United Kingdom) </td> <td style="width: 50%; vertical-align: top;"> <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"> • Chairman: Firmenich (Switzerland) • Director: Zurich Insurance AG (Switzerland) </td> </tr> </table>	<p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p>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</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Chairman: Firmenich (Switzerland) • Director: Zurich Insurance AG (Switzerland)
<p>Other directorships and positions as at December 31, 2018</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p>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</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Chairman: Firmenich (Switzerland) • Director: Zurich Insurance AG (Switzerland) 		

* Independent Director.

Diversity policy at Board level

The Board of Directors held on December 17, 2018, upon recommendation of the Nomination and Remuneration 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:

- (i) Age of Directors: In 2018, Directors' age rank from 49 to 83 with an average of 64 years old. 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;
- (ii) Gender diversity: In 2018, the Board of Directors was composed of 6 men and 6 women. The Board considered that the ratio was highly satisfactory and aimed to maintain the ratio of 50% allowing a perfect equal representation of men and women;
- (iii) 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 the stock exchange, (ii) the diversity of skills is well reflected in the variety of profiles of Board members who have different experiences and trainings: engineering, finance, education, management skills, etc., and (iii) the Board has two Directors representing the employees (employees and employee shareholders) who enrich the panel of professional experience and perspective. Consequently, the Board considered that the diversity of skills was satisfactory and should be upheld;

- (iv) Diversity of nationalities: In 2018, the proportion of Directors of non-French nationality reached 50%, in line with the Group's international dimension. Consequently, the Board considered that the ratio was highly satisfactory and set the objective to uphold the ratio in line with the Group's identity;
- (v) Directors' independence: As at December 17, 2018, the ratio of independent Directors was 80%. 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).

G.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 also provides for a certain number of that criteria must be reviewed in order to determine the independence of a Director:

Criterion 1: Employee Company officer within the previous 5 years

Not to be and not to have been within the previous five years:

- 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: Cross-directorships

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: Significant business relationships

Not to be a customer, supplier, commercial banker, investment banker or consultant:

- that is significant to the corporation or its group;
- or for which the corporation or its group represents a significant portion of its activities.

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.

Criterion 4: Family ties

Not to be related by close family ties to a Corporate Officer.

Criterion 5: Auditor

Not to have been an auditor of the corporation within the previous 5 years;

Criterion 6: Period of office exceeding 12 years

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 12th anniversary.

Criterion 7: Status of non-executive officer

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: Status of the major shareholder

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 Nominations Committee, should systematically review the qualification of a Director as independent in the light of the make-up of the corporation's capital and the existence of a potential conflict of interest.

Independence criteria based on the significant nature of the relationship with the Company

As recommended by the AFEP-MEDEF Code, as part of the assessment of how significant the relationship with the Company or its group is, the Board of Directors, during its meeting held on December 17, 2018, on the recommendation of the Nomination and Remuneration Committee retained the same criteria as those used the previous year:

- a 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;
- 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

As part of its annual review during the meeting of December 17, 2018, the Board, relying on the preliminary work of the Nomination and Remuneration Committee, and on the basis of the above mentioned criteria acknowledged that 80% of its Directors were considered independent (8 out of 10 members to be taken into account in order to calculate the independent Director ratio: Nicolas BAZIRE, Valérie BERNIS, Bertrand MEUNIER, Aminata NIANE, Colette NEUVILLE, Lynn PAINE, Pasquale PISTORIO and Vernon SANKEY). i.e. more than half of the Board members, in conformity with the AFEP-MEDEF recommendations. Consequently, the Board acknowledged that the Audit Committee and the Nomination and Remuneration Committee were both chaired by an independent Director.

In particular, the Board considered that even though Vernon SANKEY had served for 13 years as member of the Supervisory Board and member of the Board of Directors of the Company, his independence remained unaffected as of today due to the modification of the Company's governance structure in 2009 (from a dual to a unified Board structure) and more significantly to the modification of the identity of the Chief Executive Officer in 2008. Consequently, Mr. SANKEY was considered as having served 10 years so far under the current governance structure.

4 out of 12 members of the Board were not considered as independent, namely, Mr. Thierry BRETON due to his office as Chief Executive Officer, Roland BUSCH due to his relations with Siemens which he represents (as main indirect shareholder of the Company having significant relationship with it), Jean FLEMING, Director representing the employee shareholders and Marie-Christine LEBERT, Director representing the employees by virtue of their quality as employees of a subsidiary of the Company (it being specified that as Directors representing the employee and the employee shareholders, Marie-Christine LEBERT and Ms. Jean FLEMING are not taken into account in the calculation of the percentage of independent Directors).

The detailed assessment of the Directors' independence carried out on December 17, 2018, and based on the above-mentioned criteria is reproduced in the below table:

Criteria ¹	Nicolas Bazire	Valerie Bernis	Thierry Breton	Roland Busch	Jean Fleming	Marie-Christine Lebert	Bertrand Meunier	Colette Neuville	Aminata Niane	Lynn Paine	Pasquale Pistorio	Vernon Sankey
Criterion 1: Employee corporate officer within the past 5 years	✓	✓	✗	✓	✗	✗	✓	✓	✓	✓	✓	✓
Criterion 2: Cross-directorships	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3: Significant business relationships	✓	✓	✓	✗	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 4: Family ties	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5: Auditor	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6: Period of office exceeding 12 years	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 7: Status of non-executive officer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8: Status of the major shareholder	✓	✓	✓	✗	✓	✓	✓	✓	✓	✓	✓	✓
Independant	✓	✓	✗	✗	✗	✗	✓	✓	✓	✓	✓	✓

¹ In this table, ✓ represents an independence criterium that is satisfied and ✗ signifies that a criterion for independence is not satisfied.

G.2.3.3 Lead Independent Director

In accordance with the Autorité des Marchés Financiers' (French Financial Markets Authority) recommendation of December 7, 2010 in the Autorité des Marchés Financiers' supplemental report on corporate governance, executive compensation and internal control, the Board of Directors has appointed a Lead Independent Director since 2010. Mr. Pasquale PISTORIO had held this office since December 22, 2010. After being appointed Deputy Lead Independent Director during the Board meeting of May 24, 2018, Ms. Aminata NIANE was appointed Lead Independent Director during the Board meeting held on December 17, 2018, to replace Mr. PISTORIO.

As per the Internal Rules of the Board of Directors, the Lead Independent Director is in charge of ensuring continuous

commitment and the implementation of best corporate governance standards by the Board of Directors. In that respect, he/she is in charge, in particular, of the assessment of the Board's work, carried out every year under his/her supervision. A detailed presentation of the works carried out in that respect is available in section G.2.5. He/she is also in charge of arbitrating potential conflicts of interest. He/she is questioned on the functioning of the Board. The Board of Directors may assign specific tasks to the Lead Independent Director related to governance or to the relationships with the shareholders. In connection with the carrying out of his/her duties, the Lead Independent Director is assisted by the Company's General Secretarial team for administrative tasks.

G.2.3.4 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 and 2017.

The Board also comprises a Director representing the employees within the meaning of article L.225-27-1 of the French Commercial Code, appointed as per the procedure set in the Articles of Association.

Both the Director representing the employee shareholders and the Director representing the employees are expressly designated as members of the Board in the 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. The Participative Committee has also been associated to the determination of the Group Strategy. In that respect, it was invited, in March 2015, to attend the Board of Directors meeting related to the strategic development of the Atos Group, and in November 2016, to attend the meeting of the Board concerning the 3-year plan "Ambition 2019". In November 2018, the Chairman of the Board met with the Participative Committee in connection with the preparation of the Company's next strategic plan.

With the implementation of all these schemes, the Company is showing its great interest for employee representation within the Group.

G.2.3.5 Directors' training

As per the AFEP-MEDEF Code recommendations, upon the appointment of a new Director, various sessions are offered with the main group executives on the Group's business, organization and governance.

In addition, in her capacity as Director representing the employees, Ms. Marie-Christine LEBERT received a full training, upon her appointment on the Board of Directors, on such subjects as corporate governance and corporate law, finance and Company's businesses and markets. She was provided with the Company's governance documentation (Articles of Association, Board Internal Rules, Charter of the Atos Board of Directors) and alerted on stock exchange regulation obligations applying to

Directors of listed companies. In addition, she was informed of training opportunities as provided by law.

A specific training is also provided to Directors appointed on the Audit Committee. Upon their appointment on the Committee, Mr. MEUNIER and Ms. PAINE were trained by the Chairman and 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.

A specific training on social and environmental responsibility aspects shall be proposed in connection with the setting up of the CSR Committee.

G.2.3.6 Shareholding obligations

Pursuant to the Articles of Association, each Director must own at least 500 shares. However, such requirement does not apply to

the Director representing the employees and the Director representing the employee shareholders.

G.2.3.7 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 of 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.

G.2.3.8 Potential conflict of interest and agreements

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 Dr. Roland Busch whose appointment was proposed 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 parental 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 Directors representing the employees and the employee shareholders, must own at least 500 shares of the Company and the retention obligations that the Board of Directors defined for the Chairman and Chief Executive Officer of the Company.

G.2.3.9 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 Internal Rules were last updated during the Board meeting held on December 17, 2018 to adapt to the new provisions of the revised version of the AFEP-MEDEF Code. The Board's Internal Rules include, as attachments, a Charter of the Atos Board of Directors 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 and prerogatives of the Lead Independent Director, the specific missions which can be granted to a Director and the confidentiality obligations imposed on Directors. The Internal Rules also specify the terms and conditions of attendance by the Participative Committee employee representatives (set up pursuant to the agreement dated December 14, 2012 between the Company and the European Company Council – see supra) to

the meetings with the Board representatives and the Board plenary meeting on the review of the Company's compliance practices with rules of corporate governance.

As soon as appointed, a copy of the Internal Rules as well as the Charter of the Atos Board of Directors and the Guide to the prevention of insider trading are provided to the Directors who acknowledge the provisions of these documents.

Extracts of the Internal Rules of the Board of Directors

The provisions of the Internal Rules of the Board of Directors regarding such topics as (i) reserved matters of the Board of Directors, (ii) operation of the Board of Directors (iii) Lead Independent Director, (iv) Participative Committee representatives, (v) mission and operation of the Committees, (vi) assessment of the works of the Board of Directors, are summarized in the dedicated sections of this Registration Document. The Internal Rules provide for additional provisions, the main ones being summarized below:



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.

Acceptance of new social mandates

The Chairman and Chief Executive Officer seeks the Board of Directors' opinion before accepting a new directorship in a listed company, whether French or foreign, outside the Group.

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 it shall establish the main features of such task. The Chairman shall initiate the drafting of a commissioning letter, which shall: (i) define the specific purpose of the assignment; (ii) determine the form that the report of the assignment shall take; (iii) determine the duration of the assignment; (iv) 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; (v) 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 report of the assignment shall be communicated by the Chairman of the Board of Directors to the Directors of the Company.

Extracts of the Charter of the Atos Board of Directors

The Charter of the Atos Board of Directors summarizes the mission and obligations of the members of the Board of Directors. This charter covers in particular the following points: prohibition to hold a corporate office and an employment contract, Company interests, attendance, diligence, loyalty, independence, confidentiality, trading in the Group's shares, conflicts of interest, information of members.

The following paragraphs are extracted from the Charter of the Atos SE Board of Directors.

Appointment

Before accepting his or her function, each Director must fully acquaint himself or herself with his or her duties and obligations and must ensure that he or she is fully aware of the general obligations as well as those that are specific to his or her responsibilities. He or she must particularly acknowledge any legal and regulatory provisions, provisions of the Company's by-laws, the Internal Regulations of the Board of Directors, and this Charter and any amendments brought to it by the Board of Directors, as well as the recommendations of the AFEP-MEDEF Code of corporate governance for listed companies.

Executive office and employment contract - No overlap

When an employee becomes the main executive Officer of the Company, he or she shall undertake to terminate his or her

employment contract with the Company (if such employment contract existed), either by contractual termination or by resignation. This provision does not apply to an employee who is appointed for such office as Director representing the employee shareholders or the Director representing the employees.

Defending the interests of the Company

Each Director represents all shareholders and must act, in any circumstance, in the corporate interest of the Company. Each Director must inform the Board of Directors of any known issue which appears to be of such a nature as to affect the interests of the Company.

Conflicts of interest [GRI 102-25]

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. 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).

Attendance - Diligence

Each Director must devote the necessary time and attention to the preparation of the Board of Directors' meetings as well as, where applicable, the Committees of which he or she is a member. He or she must be diligent and must, unless prevented from doing so, participate in every Board of Directors' meetings and, where applicable, the meetings of all Board Committees of which he or she is a member, as well as the shareholders' General Meetings.

He or she shall keep informed about the work and specifics of the Company, including its stakes and values, by inquiring, if necessary, its management. He or she shall make a point of keeping updated on the knowledge that enables him or her to perform his or her functions.

The Director shall request any documents that he or she considers essential to be able to deliberate with full knowledge, on the issues on the agenda. If a Director considers that he or she does not have full knowledge of the facts, it is his or her duty to inform the Board and to demand any essential information.

Loyalty

Each Director is under an obligation of loyalty towards the Company. He or she shall not take any initiative that could harm the interests of the Company or other companies or entities within the Atos Group and shall act in good faith in all circumstances. He or she shall not take on any responsibilities on a personal basis in any company or business practicing any activities in direct competition with those of the Company without prior approval of the Chairman of the Board of Directors and of the Chairman of the Nomination and Remuneration Committee.

Objectivity

Each Director undertakes to preserve in all circumstances his or her objectivity of analysis, judgment, decision and action. He or she does not tolerate being influenced by any factor outside of the corporate interest, which he or she undertakes to protect. He or she commits to inform the Board of any known issue which appears to be of such a nature as to affect the interest of the Company.

Confidentiality

The Directors are required to uphold professional secrecy, which exceeds the mere obligation of discretion provided for in the law, in regards to any information gathered during or outside of the Board of Directors' meetings.

Inside information and trading in the Company's securities

Directors shall strictly refrain from using any privileged information he or she has access to, to his or her personal advantage or to the advantage of anyone else. In particular, where a Director holds information that has not yet been rendered public, he or she shall refrain from using it to perform, or getting a third party to perform, any transaction involving the securities of the Company. He or she shall only perform transactions involving the Company's securities in compliance with the legal and regulatory provisions pertaining thereto. Each Director undertakes to observe and strictly comply with the provisions of the "Guide to the prevention of insider trading" approved by the Board of Directors.

Extracts of the Guide to the prevention of insider trading

In order to ensure market transparency and integrity in the market of Atos SE securities, the Company aims at providing its investors and shareholders, under conditions that are equal for all, information on its activities and performance. The Company requires all senior managers or employees having access to critical information to follow the insider trading rules and regulations that can be found in a prevention guide.

Insider trading

The undue use or disclosure of inside information constitutes a stock market regulation or legal violation which are liable to, disciplinary, regulatory (Autorité des Marchés Financiers, the French Financial Market Authority) or judicial proceedings that could lead to a sanction from the stock exchange authority or from a criminal court. Accordingly, no employee may disclose any inside information to third parties or deal in Atos SE securities when he or she is in possession of any inside information.

Dealing during closed periods

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 concerning the first, and third quarters.

Hedging of stock-options and performance shares

All staff members are prohibited to put in place, by means of derivatives or otherwise, hedging operations (right to purchase or sell at a certain price or any other terms and conditions) against Atos SE stock price changes from their exposure to the potential value of:

- stock-options they are entitled to until the beginning of such options' exercise period;
- performance shares they were awarded, during acquisition and holding periods.

In line with the commitments made on the occasion of previous share award plans, the Chairman and Chief Executive Officer, on the occasion of the award of performance shares on July 28, 2015 and July 26, 2016, took note of the Company's prohibition towards him to engage in any risk hedging transactions over the shares which are the subject of the award throughout the duration of his social mandate. In addition, on the occasion of the awards of performance shares on July 24, 2017 and July 22, 2018, he also formally undertook to abide by the prohibition.

G.2.4 Operation of the Board of Directors and its Committees

G.2.4.1 Attendance to the meetings of the Board of Directors and its Committees in 2018

Global attendance

Global attendance on the Board of Directors	Global attendance on the Audit Committee	Global attendance on the Nominations and Remuneration Committee
84,44%	87.50%	93.33%

Individual attendance

	Regular attendance on the Board of Directors	Regular attendance on the Audit Committee	Regular attendance on the Nominations and Remuneration Committee
Thierry Breton <i>(Chairman & Chief Executive Officer)</i>	100%	N/A	N/A
Nicolas Bazire <i>(Director)</i>	86.67%	N/A	100%
Valerie Bernis <i>(Director)</i>	80%	N/A	N/A
Roland Busch <i>(Director)</i>	40%	66.67%	N/A
Jean Fleming <i>(Director representing the employee shareholders)</i>	66.67%	N/A	N/A
Marie-Christine Lebert <i>(Director representing the employees)</i>	80%	N/A	N/A
Bertrand Meunier <i>(Director)</i>	100%	100%	100%
Colette Neuville <i>(Director)</i>	93.33%	N/A	N/A
Aminata Niane <i>(Director)</i>	100%	N/A	N/A
Lynn Paine <i>(Director)</i>	86.67%	83.33%	N/A
Pasquale Pistorio <i>(Director)</i>	86.67%	N/A	80%
Vernon Sankey <i>(Director)</i>	93.33%	100%	N/A

G.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

As per the Internal Rules of the Board of Directors, 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 video-conference 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 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 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 equal, the Chairman of the session shall cast the deciding vote.

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.

Activities in 2018

Pursuant to the Articles of Association and the Internal Rules, the Board of Directors met as often as necessary. During the 2018 financial year, the Board of Directors met 15 times.

Global attendance of Directors at these meetings was an average of 84.44%.

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 2019 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,
- approval of the financing relating to the acquisition of Syntel,
- authorization to proceed to the issuance of bonds,
- amendment of securitization programs;

as far as strategic projects and operations are concerned:

- acquisition of Syntel, a leading global provider of integrated information technology and knowledge process services, based in Michigan,
- acquisition of SIX Payment Services, by its subsidiary Worldline, dedicated to payment and transactions,
- launch of preparatory works in connection with the proposed distribution of Worldline shares to Atos SE shareholders to be submitted to the 2019 General Meeting of shareholders, on the basis of the works of an ad hoc Committee made up of the Company's independent Directors;

as far as compensation is concerned:

- setting the objectives of the variable part of the Chairman and Chief Executive Officer's compensation for H2 2018 and H1 2019, and confirming the results for his variable compensation related to H2 2017 and H1 2018,
- setting the objectives of the performance conditions for 2018 and 2019 applicable to the defined benefits pension scheme benefiting to the Chairman and Chief Executive Officer, confirming the results for the performance conditions for 2017 applicable to the said pension scheme,
- review of the conformity of the Chairman and Chief Executive Officer's compensation with the recommendations of the AFEP-MEDEF Code,
- setting up a performance share allocation plan in favor of Group employees and the Chairman and Chief Executive Officer,

- confirming achievement of performance conditions, including the achievement of the CSR performance conditions, and setting new annual objectives for the same in connection with on-going performance share plans,
- deciding the implementation of a share buyback program in connection with the vesting of performance shares,
- review of a project of employee stock ownership plan;

as far as governance is concerned:

- convening the Annual General Meeting, reviewing and approving the Board of Directors' report to the Annual General Meeting,
- amendment of the Internal Rules of the Board of Directors,
- review of a plan for the succession of the Chairman and Chief Executive Officer,
- review of the Group's Corporate Social Responsibility program and the Group's results at the Global Reporting Initiative,
- review of the 2017 Compliance report and amendment of the Code of Ethics,
- review of the 2017 Registration Document,
- review of the Great Place to Work Survey,
- review of the risk mapping exercise after its review by the Audit Committee,

- review of the operation of the corporate bodies and corporate governance (confirmation of the composition of the Committees after the renewal of terms of office decided by the Annual General Meeting, appointment of the Lead Independent Director and a Deputy Lead Independent Director, renewal of certain delegations of powers of the Chairman and Chief Executive Officer, propositions of renewal of Directors, assessment of the Board's work, review of the independence of Directors, conformity review of the Company's practices with the AFEP-MEDEF Code recommendations, annual review of related parties agreement authorized during previous financial years, allocation of Directors' fees),
- creation of a CSR Committee,
- acknowledgement of the issuance price of the shares in connection with the payment of the dividend in shares.

The Board regularly heard the reports of the statutory auditors as well as those of the Audit Committee and the Nomination and Remuneration Committee.

These Committees are governed by the Internal Rules of the Board of Directors. 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.

G.2.4.3 The Audit Committee's activity

Mission

Within its relevant fields of competence pursuant to the provisions of the Internal Rules of the Board of Directors, 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 in its analysis of the accuracy and sincerity of the Company's corporate and consolidated accounts. The missions of the Audit Committee are specified by the Internal Rules of the Board of Directors.

The Committee formulates all opinions or recommendations to the Board of Directors within the area described below. The Committee particularly receives from the Board of Directors the following assignments:

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 extra-financial accounting information.

Composition

During the 2018 financial year, the Audit Committee was composed as follows⁽¹⁾:

- Vernon SANKEY* (Chairman of the Committee);
- Dr. Roland BUSCH;
- Lynn PAINE*;
- Bertrand MEUNIER*.

i.e. four members, three of which are independent.

Vernon SANKEY, Chairman of the Audit Committee has financial and accounting skills acquired over the years by virtue of his mandates as Chief Executive Officer, Chairman and Board member of several companies located in Switzerland and the United Kingdom. Bertrand MEUNIER has extensive knowledge of accounting and corporate finance due to his long-standing experience as manager of private equity investment funds (formerly PAI Partners – now CVC Capital). Ms. PAINE and Mr. BUSCH have the required expertise by virtue of their educational background and professional experience.

In addition, upon their appointment on the Audit Committee, Mr. MEUNIER and Ms. PAINE were trained by the Chairman and 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. This training shall be implemented on the occasion of any new appointment on the Audit Committee.

Operating rules

Under the Internal Rules of the Board of Directors, 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. 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 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. The Committee may use external experts as needed.

In 2018, the Audit Committee, in its operation, benefited from Company's internal skills, in particular the Group Chief Financial Officer, the Group Head of Internal Audit and Internal Control, the Group Senior Vice-President Bid Control and Business risk management, the Senior Vice-President Group Controlling, Accounting & Consolidation, the Group Head of Mergers and Acquisitions, Legal, Compliance and Contract Management, the Investor Relations and Financial Communication Director, the Group Head of Tax 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 2018

During the 2018 financial year, the Audit Committee met 6 times. Attendance of members to the meetings was an average of 87.5%.

During the 2018 financial year, the Audit Committee reviewed the accounting and financial documents, including the statements related to off-balance sheet, 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 2017, the half yearly accounts 2018, and the draft financial press releases before their submission to the Board of Directors.

(1) Independent Directors are identified by this symbol: *.

The Audit Committee was regularly informed of the conclusions of the main missions and reviewed the summary reports concerning the activities of the internal audit. The Committee was informed on a regular basis of the monitoring and management of risk of the significant contracts and reviewed the risk mapping exercise presented by the Head of Internal Audit and Internal Control. The Committee also reviewed the state of the declared claims and litigations and the provisions. The Committee reviewed relevant sections of the Registration Document. The Committee was regularly informed on the state

of the Group's treasury and financing needs and reviewed the 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. The Committee was informed on Unify financial performance and the financing of the Syntel acquisition.

It also examined the fees and the independence of the statutory auditors.

G.2.4.4 The Nomination and Remuneration Committee's activity

[GRI 102-36] [G 102-37]

Mission

Within its relevant fields of competence, the Nomination and Remuneration Committee shall have the task of preparing and facilitating the decisions of the Board of Directors.

With respect to nominations, the general field of competence of the Nomination and Remuneration Committee is to seek and examine any application for an appointment to the position of member of the Board of Directors or to a position of manager who holds a corporate mandate of the Company and to formulate an opinion on these applications and/or a recommendation to the Board of Directors.

The Nomination and Remuneration Committee examines major operations involving a risk of a conflict of interest between the Company and the members of the Board of Directors. The qualification of an independent Director shall be discussed by the Nomination and Remuneration Committee and reviewed and discussed each year by the Board of Directors before the publication of the Registration Document.

With respect to compensation, the Nomination and Remuneration Committee's task is to formulate proposals regarding the compensation of the Chairman and Chief Executive Officer (the 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.

The Nomination and Remuneration Committee also contributes 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.

The rules relating to the compensation of senior executives are described in the "Executive Compensation and Stock Ownership" section of the Registration Document.

Concerning the members of the Board of Directors, the Committee is responsible for proposing to the Boards of Directors to rule each year on the total amount of the Directors' fees (*jetons de presence*) which is submitted to the approval of the General Meeting of Shareholders and the way in which such

Directors' fees shall be distributed among the Directors, particularly taking into account the attendance 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 the time dedicated to their functions.

The Committee also makes 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.

Composition

During the 2018 financial year, the Nomination and Remuneration Committee was composed as follows⁽¹⁾:

- Nicolas BAZIRE (Chairman)*;
- Bertrand MEUNIER*;
- Pasquale PISTORIO*⁽²⁾.

All of its members were independent, in perfect conformity with the recommendations of the AFEP-MEDEF Code.

During its meeting dated December 17, 2018, the Board appointed Ms. Jean FLEMING, Director representing the employee shareholders on the Nomination and Remuneration Committee. Ms. FLEMING will attend a meeting of the Nomination and Remuneration Committee for the first time in 2019.

Operating rules

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

The Chairman and Chief Executive Officer is associated to the works of the Committee relating to appointments and to the long-term incentive policy related proposals.

The Committee may use external experts as needed.

(1) Independent Directors are identified by this symbol: *.

(2) Mr. Pasquale PISTORIO resigned with effect on January 1st, 2019.

Activities in 2018

During the 2018 financial year, the Nomination and Remuneration Committee met 5 times. Attendance of members to the meetings was 93.33%.

The Nomination and Remuneration Committee met in 2018 in order to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- proposals regarding the setting of the objectives of the variable part of the Chairman and Chief Executive Officer's compensation for H2 2018 and H1 2019, and the confirmation of the results for his variable compensation related to H2 2017 and H1 2018;
- proposals regarding the setting of the objectives of the performance conditions for 2018 and 2019 applicable to the defined benefits pension scheme benefiting to the Chairman and Chief Executive Officer, and the confirmation of the results for the performance conditions for 2017 applicable to such pension scheme;
- review of the conformity of the Chairman and Chief Executive Officer's compensation with the recommendations of the AFEP-MEDEF Code;
- preparation of the "say on pay" vote on the Chairman and Chief Executive Officer's compensation, review of the criteria set for the latter's compensation and of the terms and conditions of presentation of such compensation to the shareholders;
- proposals regarding the setting up of a performance share allocation plan in favor of Group employees and the Chairman and Chief Executive Officer;
- proposals regarding the confirmation of the achievement of performance conditions, including the achievement of the CSR performance conditions, and the setting of new annual objectives for the same in connection with on-going performance share plans;
- proposal regarding the implementation of a share buyback program in connection with the vesting of performance shares;
- review of a project of employee stock ownership plan;
- review of a plan for the succession of the Chairman and Chief Executive Officer;
- proposals regarding the composition of the Board of Directors and the renewal of Directors mandates during the 2018 Annual General Meeting;
- proposals regarding the confirmation of the composition of the Board's Committees after the renewal of terms of office decided by the Annual General Meeting;
- proposals regarding the appointment of the Lead Independent Director and of a Deputy Lead Independent Director;
- proposals regarding the total amount of Directors' fees (*jetons de présence*) envelope that was proposed during the 2018 General Meeting and the terms and conditions of allocation of these Directors' fees;
- review of the Board members' independence.

G.2.45 The CSR Committee's activity

In order to strengthen the consideration of Corporate Social Responsibility, the Board, during its meeting held on December 17, 2018, decided to create a Committee dedicated to social and environmental responsibility issues. The provisions of the Internal Rules of the Board of Directors were amended accordingly. The CSR Committee will meet as from 2019.

Mission

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:

- to review the Group's social and environmental responsibility strategy and the rollout of the related initiatives;
- 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;
- 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 extra-financial performance; and
- to review the summary of ratings awarded to the Group by rating agencies and in extra-financial analysis.

Composition

The CSR Committee is composed as follows⁽¹⁾:

- Valérie BERNIS (Chairman)*;
- Marie-Christine LEBERT (Vice-Chairman);
- Lynn PAINE*;
- Vernon SANKEY*.

(1) Independent Directors are identified by this symbol: *.

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.

G.2.5 Assessment of the works of the Board of Directors

[GRI102-28]

As mentioned in the Internal Rules of the Board of Directors, 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:

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

The Internal Rules of the Board of Directors provide that 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 Registration Document, of the conduct of these assessments and the subsequent follow-up.

In accordance with the AFEP-MEDEF recommendations, the Board of Directors has undertaken since 2009 the annual assessment under the supervision of its Lead Independent Director, Pasquale PISTORIO. For the 2018 financial year, the Board decided during its meeting held on October 22, 2018, to proceed with a formalized assessment under the same conditions as for the previous years.

The formalized assessment carried out on the works of the Board and its Committees during the 2018 fiscal year, allowed to deepen the appreciation of the works achieved at the Board level as well as in the Committees, as to the conditions in which these meetings are prepared and in particular at the Committees' level (the latter also being subject to an assessment).

The assessment was carried out pursuant to the following procedure:

- under the supervision of the Lead Independent Director, each Director answers a questionnaire which he is individually provided, with the possibility of individual interviews with the Lead Independent Director. The questionnaire 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,
 - the suitability of the means provided to the Committees to carry out their mission,

- the quality of the recommendation from both Committees,
- the quality of the minutes of meetings,
- the documents/information the Directors wish to be addressed/provided,
- the satisfactory nature of the actual contribution of each Director to the works of the Board,
- the improvements to be made;
- at the end of these works, an item was put on the agenda of the Board of Directors' meeting of December 17, 2018 in order 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. The following points emerged from the Lead Independent Director's analysis and, were shared with all the Directors:

- the Directors were fully satisfied with the diversity of the composition of the Board of Directors, with a very satisfactory proportion of women (6/12, i.e. 50% of members) and of Directors of foreign nationality (6/12, i.e. 50% of members). They also mentioned that the diversity of skills was appropriate at the Board level;
- they were globally satisfied with the Board of Directors addressing in 2018 in details such issues as strategy, growth and Atos positioning towards competitors, but considered that more should be done next year, for example through the organization of one or two specific days devoted to certain strategic topics, including, if possible, in other geographies than France representing important stakes for the Group;
- the functioning of the Board and its Committees was most appreciated; the Directors generally underlined the high quality of the supporting documentation and considered that sustainability and corporate responsibility topics - for which Atos has been enjoying a large recognition over the last few years and in particular in 2018 (DJSI World and Europe Gold level (Atos leader in its industry group) and Ecovadis Gold level)- should, as in 2018, be discussed at Board level in 2019, based on the preliminary work of the new CSR Committee. This new Committee was set up on December 17, 2018 upon the recommendation of the Nomination and remuneration Committee and the outcomes of this assessment.

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 2018 during the Board of

Directors' meetings that ruled in February and July, respectively for the second semester 2017 and the first semester 2018, on the achievement of the performance criteria of the Chairman and Chief Executive Officer's variable compensation.

G.2.6 Board of Directors' report on corporate governance

Dear Shareholders,

Pursuant to the provisions of article L. 225-37 of the French Commercial Code, the Board of Directors of Atos SE (the "Company") hereby presents its report on corporate governance, approved during its meeting held on February 20, 2019.

The 2018 Registration Document includes all corporate governance-related items required under articles L. 225-37 et seq of the French Commercial Code to be included in the Board of Directors' report on corporate governance. Consequently, the following table allows identifying in the 2018 Registration Document the required information.

Information required under L. 225-37 et seq of the French Commercial Code	Section of the 2018 Registration Document
Governance (L. 225-37-4 CCom)	
List of mandates and functions in any company exercised by each corporate officer during the financial year	G.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	G.5.7.7
Choice of terms and conditions to exercise the general management of the Company	G.2.2
Composition of the Board of Directors and conditions of organization of the works of the Board of Directors	G.2.3, G.2.4
Diversity policy at Board of Directors and Comex levels and results in terms of gender diversity for the 10% highest responsibility positions within the Company	G.2.3.1, D.2.4.3
Limitations of powers on the Chief Executive Officer	G.2.2
Recommendations of corporate governance Code which are not followed and place where Code may be consulted	G.2.1
Specific terms and conditions of participation in General Meetings	G.1.3.2
Executive Compensation (L. 225-37-2 and L. 225-37-3 CCom)	
Presentation of draft resolutions on compensation policy to be submitted to the General Meeting in the context of the ex ante vote	G.3.2.1, G.4.3
Corporate officers' compensation paid during the closed financial year	G.3.1, G.3.2.2, G.4.2
Undertakings in favor of corporate officers in case of taking up, ending or change of functions.	G.3.2.1, G.3.2.2
Elements likely to have an impact in case of public offer (L. 225-37-5 CCom)	
Structure of share capital of the Company	G.5.1.2, G.5.2, G.5.7.3
Limitations on the exercise of voting rights and share transfers as per the Articles of Association	G.1.3.2, G.5.7.4, G.5.7.5
Direct or indirect shareholdings in the share capital of the Company	G.5.1.2, G.5.2, G.5.7.3
List of holders of any securities with special control rights	N/A
Control mechanisms in employee shareholding systems	G.5.7.5
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	G.5.7.5
Rules applicable to the appointment and replacement of Board of Directors members and the amendment of the Articles of Association of the Company	G.1.3.1, G.1.3.2
Powers of the Board of Directors' (in particular for the issuance or buyback of shares)	G.1.3.1, G.2.2, G.2.4.2, G.5.7.6, G.5.7.7
Agreements entered into by the Company which are modified or terminated in case of change of control of the Company	G.5.7.5
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	G.3.2.1, G.3.2.2, G.5.7.5

In addition to the legally required items under articles L. 225-37 et seq of the French Commercial Code (as above mentioned), and pursuant to the "Comply or Explain rule", the 2018 Registration Document also includes the following additional corporate governance-related items recommended under the AFEP-MEDEF Code of corporate governance to be included in the Board of Directors' report on corporate governance.

Consequently, the following table allows identifying in the 2018 Registration Document the recommended information. It is specified that the items recommended by the AFEP-MEDEF Code which also fall within the list of legally required items under articles L. 225-37 et seq of the French Commercial Code (as above mentioned) are not depicted in the below table.

Information recommended under the AFEP-MEDEF Code of Corporate Governance	Section of the AFEP-MEDEF Code	Section of the 2018 Registration Document
Internal rules of the Board of Directors	2.2	G.2.3.9
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its group	8.5.3	G.2.3.2
Assessment of the works of the Board of Directors	9.3	G.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	10.1	G.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	13.3	G.2.3.1, G.2.4
Description of the Committees activities in the past financial year	14.2	G.2.4
Number of shares held by the Directors	19	G.2.3.1
Rules for allocation of Directors' fees and individual amounts of payments made in this regards to the Directors	20.4	G.3.1
Minimum number of registered shares that the Company officers must retain	22	G.1.3.1, G.2.3.4
Recommendation of the High Committee and reasons why the Company decided not to comply with it	27.2	N/A

The Board of Directors of Atos SE
Represented by Thierry BRETON, Chairman