



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 January 2020) 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, like every year, Atos' Board of Directors met on December 16, 2019 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 Universal Registration Document, and in compliance with the rule "Comply or Explain" set forth under article L. 225-37-4 of the French 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

Director's independence criteria (article 9.5.6 of the AFEP-MEDEF Code)

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:

- 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 the twelve years are reached.

As part of its annual review during the meeting of December 16, 2019, 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 ratio*), i.e. Mr. Vivek Badrinath, Mr. Nicolas Bazire, Ms. Valérie Bernis, Mr. Bertrand Meunier, Ms. Colette Neuville, Ms. Aminata Niane, Ms. Lynn Paine, and Mr. Vernon Sankey. In particular, the Board considered that even though Mr. Vernon Sankey had served for 14 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 11 years so far under the previous governance structure. As a reminder, the governance structure has further evolved since November 1, 2019 with the separation of the Chairman and CEO offices and the appointment of a new CEO. The Board of Directors took note of the feedbacks received from certain shareholders on this point and asked the Nomination and Remuneration Committee to work towards a succession of Mr. Sankey as Chair of the Audit Committee which will be effective in 2020. The Board considers that the interim retention of Mr. Sankey on this post is critical to ensure a smooth transition following the recent change in the Company's governance.

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

Moreover, 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:

- (i) the appointment of a Lead Independent Director;
- (ii) the reinforcement of conditions for stock option or performance share plans benefiting to the Company's senior managers;
- (iii) the reinforcement of the presence of women and of employee representation at Board and Committee levels;
- (iv) the addition, in 2015, of performance conditions on the acquisition of rights under the supplementary pension scheme that benefited the former Chairman and Chief Executive Officer; or
- (v) the consultation of the shareholders on the strategic orientation plans for 3 years (December 2013, December 2016 and May 2019);

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 General Meeting held on February 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 held on 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.

Between January 2009 and November 2019, to support the Company's development, the Board of Directors had chosen to unify the offices of Chairman and Chief Executive Officer and appointed Mr. Thierry Breton as Chairman and Chief Executive Officer on February 10, 2009 and upon the renewal of his term of office in 2012, 2015, 2016 and 2019. Following Mr. Breton's resignation from his mandates as of October 31, 2019, in accordance with the succession plan and in compliance with best governance practices, the Board of Directors decided to change the Company's governance structure as of November 1, 2019 and to separate the offices of Chairman of the Board and of Chief Executive Officer. The Board appointed Mr. Bertrand Meunier as non-Executive Chairman of the Board and Mr. Elie Girard as Chief Executive Officer. This corporate governance formula is widely recognized as the best practice to enable listed companies to ensure the transition during the period necessary in the context of the succession of the Chairman and Chief Executive Officer.

- (vi) in December 2018, the Board also decided to create a Board Committee dedicated to corporate social and environmental responsibility issues ("CSR Committee") in order to strengthen the consideration of these matters for the Company;
- (vii) Atos was the first CAC 40 company to enshrine its sense of purpose in its Articles of Association, during its Annual General Meeting held on April 30, 2019, thereby anticipating the entry into force of the PACTE law of May 22, 2019. Atos' sense of purpose describes how its operations in their entirety contribute to the common interest and inspires Atos' engagement with all stakeholders (see para. A.2.1);
- (viii) in November 2019, following the resignation of the former Chairman and Chief Executive Officer from his mandates, in accordance with the succession plan, the Board decided to change the Company's governance structure and separate the offices of Chairman of the Board and Chief Executive Officer, in compliance with best governance practices.

The mechanisms already implemented to ensure a good balance of powers at corporate governance level will remain applicable:

- (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 mostly 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, Directors hold meetings, in the absence of the Chief Executive Officer, during which they discuss the Company's affairs, and address, among other subjects, the Executive Officer's succession plan;
- (v) the Internal Rules of the Board of Directors specify the Board's reserved matters which require the Board's prior authorization (see below).

Missions of the non-Executive Chairman

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

- the Chairman organizes and directs the work of the Board;
- the Chairman convenes the Board meetings, determines the agenda and presides over the meetings;



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

The Board of Directors decided to create an ad hoc Committee composed of four independent Directors (Mr. Vernon Sankey as chair, Ms. Aminata Niane, Ms. Colette Neuville and Ms. Lynn Paine) to review the missions allocated to the Board Chair due to the separation of offices. Upon the recommendations of this ad hoc Committee, the Board of Directors decided to entrust Mr. Bertrand Meunier, as Chairman of the Board, with the following additional missions, as reflected in the Board Internal Rules:

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

Limitations on the powers of the Chief Executive Officer

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

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

Communication with shareholders

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

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

- (i) Atos has communicated its strategy through three-year plans. On January 30, 2019, in the context of an "Investors Day" Atos presented its three-year plan "Advance 2021". As for the previous plans, this plan was submitted to the shareholders' consultative vote during the 2019 Annual General Meeting;
- (ii) presentations established for financial reports, investor days or General Meetings are posted on the website of the Company;
- (iii) the Company is exchanging with its shareholders throughout the year but has, for many years, been conducting a governance roadshow prior to its Annual General Meetings for instance, in the context of the preparation of the 2019 Annual General Meeting, the Board of Directors has slightly adjusted the floor targets of the performance criteria for the performance share plans and plans of stock options, which were submitted to the vote of the shareholders during that meeting.

Executive Director Succession plan

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

During the 2019 Investor Day held on January 30, 2019, the former Chairman and Chief Executive Officer had indicated to be working on his succession plan in the context of the renewal of his term of office as Director during the Annual General Meeting held on April 30, 2019. The Board of Directors then appointed Mr. Elie Girard as Deputy Chief Executive Officer, with effect from April 2, 2019. Thanks to the excellent quality of the preparatory works of the Board, with the support of the Nomination and Remuneration Committee, the Board of Directors was in the position to implement the agreed succession plan at the time of the resignation of Mr. Breton from his mandates as Chairman and Chief Executive Officer, which was publicly disclosed on October 24, 2019 and acknowledged during a Board meeting on October 31, 2019.

The implementation of the succession plan resulted in the change of governance structure with the separation between the offices of Chairman of the Board and Chief Executive Officer, and the appointments of Mr. Bertrand Meunier as Chairman of the Board and Mr. Elie Girard as Chief Executive Officer.

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 2019 and up until the date of publication of this Universal Registration Document, the composition of the Board of Directors was modified as a result of the following events:

	Departure	Appointment	Renewal
Board of Directors	Marie-Christine LEBERT (04/25/2019) Thierry BRETON (10/31/2019) Roland BUSCH (01/17/2020) Jean-Louis GEORGELIN (02/18/2020)	Vivek BADRINATH ¹ Jean-Louis GEORGELIN ² (04/30/2019) Farès LOUIS ³ (04/25/2019) Elie GIRARD ⁴ (12/16/2019) Cedrik NEIKE ⁶ (01/28/2020)	Thierry BRETON ⁵ Aminata NIANE ¹ Lynn PAINE ¹ Vernon SANKEY ⁵ (04/30/2019)
Audit Committee	Roland BUSCH (01/17/2020)	Vivek BADRINATH (02/18/2020)	N/A
Nomination and Remuneration Committee	N/A	N/A	N/A
CSR Committee	Marie-Christine LEBERT (04/25/2019)	N/A	N/A

¹ For 2 years.

² Jean-Louis GEORGELIN was appointed as censor for 1 year.

³ Farès LOUIS will serve for the remainder of Marie-Christine LEBERT's term of office, i.e. until 2020 Annual General Meeting.

⁴ Elie GIRARD will serve for the remainder of Thiery BRETON's term of office, i.e. until 2022 Annual General Meeting.

⁵ For 3 years.

⁶ Cedrik NEIKE will serve for the remainder of Roland BUSCH's term of office, i.e. until 2020 Annual General Meeting.

Mr. Cedrik Neike's appointment by the Board on January 28, 2020, by way of cooptation on the vacant Director seat of Dr. Roland Busch who resigned with effect on January 17, 2020, was proposed by Siemens Pension-Trust e.V. pursuant to the agreements signed with Siemens in connection with the acquisition of Siemens Information Technology Services, which provided for the possibility for Siemens to submit an applicant as a Director of the Company. This appointment will be submitted for ratification at the Annual General Meeting convened in 2020.

Composition of the Board of Directors

At the date of publication of this Universal Registration Document, the Board of Directors was composed of 12 members as listed below:

		PERSONNAL INFORMATION			EXPERIENCE		POSITION ON THE BOARD			MEMBERSHIP IN COMMITTEES ²	
		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	(and other office)
Non-Executive Chairman	Bertrand MEUNIER	63	M	French/British	4,000	0	YES	02/10/2009	AGM 2021	11	Audit, N&R
Chief Executive Officer	Elie GIRARD	41	M	French	41,632	0	NO	12/16/2019	AGM 2022	0	N/A
Directors (L. 225-17 Ccom)	Vivek BADRINATH	50	M	French	500	1	YES	04/30/2019	AGM 2021	1	Audit
	Nicolas BAZIRE	62	M	French	1,040	4	YES	02/10/2009	AGM 2020	11	N&R*
	Valérie BERNIS	61	F	French	505	1	YES	04/15/2015	AGM 2020	4	CSR*
	Cedrik NEIKE	46	M	French/German	0	1	NO	01/28/2020	AGM 2020	0	N/A
	Colette NEUVILLE	83	F	French	1,012	1	YES	04/13/2010	AGM 2020	9	N/A
	Aminata NIANE	63	F	Senegalese	1,012	0	YES	05/27/2010	AGM 2021	9	Lead Independent Director
	Lynn PAINE	70	F	American	1,000	0	YES	05/29/2013	AGM 2021	6	Audit, CSR
	Vernon SANKEY	70	M	British	1,296	0	YES	02/10/2009	AGM 2022	11	Audit*, CSR
Director representing the employee shareholders (L. 225-23 CCom)	Jean FLEMING	50	F	British	1,496	0	NO	05/26/2009	AGM 2020	10	N&R
Employee Director (L. 225-27-1 CCom)	Farès LOUIS	57	M	French	0	0	NO	04/25/2019	AGM 2020	1	N/A

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

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

³ N&R: Nomination and Remuneration Committee, Audit: Audit Committee, CSR: CSR Committee

* Chairman of Committee.

Directors' biographies

Bertrand MEUNIER*

Chairman of the Board of Directors Member of the Nomination and Remuneration Committee Member of the Audit Committee Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France Number of shares: 4,000 Date of birth: March 10, 1956 Nationality: French, British Date of first appointment: February 10, 2009 (Director) – July 3, 2008 (Member of Supervisory Board) Date of last renewal: May 24, 2018 Term expires on: AGM ruling on the accounts of the 2020 financial year Individual attendance rate: Board: 100% N&R Committee: 100% Audit Committee: 100%	Biography - Professional Experience	
	Chairman of the Board of Directors of Atos SE* Bertrand Meunier is a graduate of the <i>École Polytechnique</i> and of <i>Paris VI University</i> . He joined PAI Partners in 1982 up until 2010. Bertrand Meunier joined CVC Capital Partners as a Managing Partner in 2012. He became Chairman of the Board of Directors of Atos in November 2019.	
	Directorships and positions	
	Other directorships and positions as at December 31, 2019 Within the Atos Group None Outside the Atos Group France: <ul style="list-style-type: none"> • Director: Elsan Holding Abroad: <ul style="list-style-type: none"> • Director: PDC Brands (USA) 	Other positions held during the last five years Within the Atos Group None Outside the Atos Group France: Director: Parex, Vedici Abroad: <ul style="list-style-type: none"> • Managing partner: CVC Capital Partners Ltd (United Kingdom) • Director: Continental Foods (Belgium), CVC Capital Partners (Luxembourg), CVC Group Ltd (Luxembourg)

* Independent Director.

Elie GIRARD

<p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 41,632</p> <p>Date of birth: April 12, 1978</p> <p>Nationality: French</p> <p>Date of first appointment: December 16, 2019 (as a Director)¹</p> <p>Term expires on: AGM ruling on the accounts of the 2021 financial year</p> <p>Individual attendance rate: Board: 100%</p>	<p>Biography - Professional Experience</p> <p>Chief Executive Officer of Atos SE Elie Girard is a graduate of the <i>École Centrale de Paris</i> and of <i>Harvard University</i>. He began his career as auditor at Andersen, before joining the Ministry for the Economy, Finance and Industry in the Treasury department.</p> <p>Between 2004 and 2007, Elie Girard worked for the Office of the Minister for the Economy, Finance and Industry in France.</p> <p>He joined Orange in 2007 and was appointed Chief of Staff to the Chairman and Chief Executive Officer. From 2010 to 2014, he was Senior Executive Vice-President in charge of Strategy & Development of the Orange Group, member of the Group Executive Committee.</p> <p>In April 2014, Elie Girard joined Atos as Deputy Chief Financial Officer of Atos Group. He was appointed Group Chief Financial Officer in February 2015 and Group Senior Executive Vice-President in February 2018. In March 2019, Elie was appointed Group Deputy Chief Executive Officer. He became Chief Executive Officer of Atos in November 2019.</p>
	<p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2019</p> <p>Within the Atos Group</p> <p>Germany:</p> <ul style="list-style-type: none"> Chairman of the Supervisory Board: Atos Information Technology GmbH <p>Outside the Atos Group</p> <p>France: None</p> <p>Abroad: None</p>
	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>France:</p> <ul style="list-style-type: none"> Deputy Chief Executive Officer: Atos SE CEO: Atos Investissement 10, Atos Investissement 12, Atos Investissement 19, Atos Investissement 20, Atos Investissement 21, Atos Investissement 22, Atos Investissement 23, Atos Investissement 24, European Silicon Technologies SAS, Bull International SAS, Atos Participation 2 Deputy CEO: Bull SAS Permanent representative of Atos Investissement 10, CEO: BlueKiwi Software SAS <p>Abroad:</p> <p>Netherlands:</p> <ul style="list-style-type: none"> Director: Atos International BV, Atos International Global Functions BV, Unify Holdings BV, Unify Germany Holdings BV, Unify Overseas Holdings BV <p>United Kingdom:</p> <ul style="list-style-type: none"> Director: Bull Holdings Ltd, Bull ND Holdings Ltd, Canopy the Open Cloud Company Ltd <p>USA:</p> <ul style="list-style-type: none"> Director: Syntel Inc., Atos Syntel Inc. <p>Germany:</p> <ul style="list-style-type: none"> Member of the Supervisory Board: Atos IT Solutions and Services GmbH <p>Poland:</p> <ul style="list-style-type: none"> Chairman of the Supervisory Board: Atos Polska SA <p>China:</p> <ul style="list-style-type: none"> Supervisor: Atos Worldgrid Information Technology (Beijing) Co., Ltd. <p>Luxembourg:</p> <ul style="list-style-type: none"> Chairman of the Board of Directors: St Louis RE <p>Outside the Atos Group None</p>

¹ Mr. Elie Girard was appointed Chief Executive Officer as of November 1, 2019 and Director on December 16, 2019. His term of office as Director will be subject to ratification by the shareholders at the Annual General Meeting to be held in 2020 and his term of office, subject to renewal, will expire at the end of the Annual General Meeting to be held in 2022. His term of office as Chief Executive Officer is aligned with his term of office as a Director.

** Listed company.

Vivek BADRINATH***Member of the Audit Committee****Professional address:**

River Ouest – 80 quai
Voltaire 95870 Bezons,
France

Number of shares:
500

Date of birth:
June 27, 1969

Nationality: French

Date of first appointment:

April 30, 2019

Term expires on:

AGM ruling on the
accounts of the 2020
financial year

Individual attendance rate:

Board: 100%

Biography - Professional Experience**Chief Executive Officer of Africa, Middle East Asia and Pacific, Vodafone**

Vivek Badrinath holds Engineering degrees from the *École Polytechnique* and the *École Nationale Supérieure des Télécommunications (ENST)* and also holds a post-graduate degree in stochastic modeling and statistics from *Paris-Sud University*.

He started his career in 1992 at the French Ministry of Industry.

Vivek Badrinath joined Vodafone's Executive Committee as CEO of Africa, Middle East, Asia and Pacific in October 2016. He oversees Vodafone's operations in the Vodacom Group, in India, Australia, Egypt, Ghana, and Kenya. He was also Interim CEO of Vodafone Business in 2019.

In 1996, he joined Orange in the Group's Long Distance Networks Department before becoming CEO of Thomson India in 2000. He returned to Orange in 2004 as Chief Technical Officer of the mobile division and was appointed to the Group's Executive Committee in 2009 as Director of the networks and operators division. Between April 2010 and April 2012, Vivek Badrinath was CEO of Orange Business Services before being appointed Deputy CEO in charge of Innovation, Marketing and Technologies on May 1, 2013. He was Deputy Chief Executive Officer, Marketing, Digital Solutions, Distribution and Information Systems for AccorHotels between March 2014 and October 2016.

Vivek Badrinath is a Chevalier in the French *Ordre national du mérite* (National Order of Merit) and in the French *Légion d'honneur*.

Directorships and positions**Other directorships and positions as at December 31, 2019****Within the Atos Group**

None

Outside the Atos Group

France:

None

Abroad:

(all mandates relating to his main function at Vodafone)

- Director:
 - Vodacom** (South Africa)
 - Vodafone Idea Limited** (India)
 - Vodafone Egypt**
 - Safaricom** (Kenya)
 - Vodafone Hutchison Australia (Joint Venture with Hutchison Whampoa)

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

None

Outside the Atos Group

- Director and member of the Audit Committee: Nokia (2014-2016)
- Director: Accor (2016-2018)

* Independent Director.

** Listed company.

Nicolas BAZIRE*

Chairman of the Nomination and Remuneration Committee

Professional address:

River Ouest – 80 quai Voltaire 95870 Bezons, France

Number of shares: 1,040

Date of birth: July 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: 80%

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'Études 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 Édouard 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, 2019

Within the Atos Group

None

Outside the Atos Group

France:

- Member of the Supervisory Committee:
 - Montaigne Finance SAS
- Vice-Chairman 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: River Ouest – 80 quai Voltaire 95870 Bezons, France Number of shares: 505 Date of birth: December 9, 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% CSR Committee: 100%	Biography - Professional Experience	
	Company Director Valérie Bernis is a graduate of the <i>Institut Supérieur de Gestion</i> and <i>Université des Sciences Économiques</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 a member of the Board of Directors of l'Occitane and France Télévisions.	
	Directorships and positions	
	Other directorships and positions as at December 31, 2019 Within the Atos Group None Outside the Atos Group France: <ul style="list-style-type: none"> Member of the Board of Directors: France Télévisions General Secretary of Board of Directors: AROP (Opéra de Paris) Board Member: Fondation contre Alzheimer Abroad: <ul style="list-style-type: none"> Independent member of the Board of Directors and member of Nomination Committee: 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: Euro Disney SCA** Member of the Board of Directors: Suez SA**

* Independent Director.

** Listed company.



Jean FLEMING

<p>Director representing the employee shareholders</p> <p>Member of the Nomination and Remuneration Committee</p> <p>Professional address: Midcity Place, 71 High Holborn London WC1V 6EA UK</p> <p>Number of shares: 1496</p> <p>Date of birth: March 4, 1969</p> <p>Nationality: British</p> <p>Date of first appointment: May 26, 2009</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:</p> <p>Board: 70%</p> <p>N&R Committee: 60%</p>	<p>Biography - Professional Experience</p> <p>Leadership Coach Jean Fleming is a graduate of the London South Bank University where she obtained an MSc in Human Resources and from Brunel University where she obtained a BA in Business Administration. Former Client Executive, Business Process Services, she is now a Leadership Coach. Jean Fleming was appointed Director representing the employee shareholders.</p>	
	<p>Directorships and positions</p>	
	<p>Other directorships and positions as at December 31, 2019 None</p>	<p>Other positions held during the last five years None</p>



Farès LOUIS

<p>Employee Director</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 0</p> <p>Date of birth: May 23, 1962</p> <p>Nationality: French</p> <p>Date of first appointment: April 25, 2019</p> <p>Term expires on: AGM ruling on the accounts of the 2019 financial year</p> <p>Individual attendance rate:</p> <p>Board: 100%</p>	Biography - Professional Experience	
	Business Developer	
	<p>Farès Louis joined Bull in 1991 as commercial engineer. He then held several positions as Account Manager for large accounts located in France, manager of Bull subsidiary located in the Middle East, and in the development of international offers. Currently, he is a business developer for security products in Middle East & Africa within the BDS service line.</p>	
	Directorships and positions	
	<p>Other directorships and positions as at December 31, 2019</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • French Labor Court judge (conseiller prud'homal) • Trade Union defender • Member of the CFDT corporate body/Symetal Francilien 	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <ul style="list-style-type: none"> • Trade Union representative • Employee representative on the company premises located in Les Clayes-sous-Bois • European Committee Bull • Bull work's council <p>Outside the Atos Group None</p>



Cedrik NEIKE

Professional address: Siemens AG Werner-von-Siemens-Straße 1 80333 Munich, Germany Number of shares: 0 Date of birth: March 7, 1973 Nationality: German, French Date of first appointment: January 28, 2020 Term expires on: AGM ruling on the accounts of the 2019 financial year Individual attendance rate: Board: N/A	Biography - Professional Experience	
	Member of the Managing Board of Siemens AG and CEO Smart Infrastructure	
	<p>Cedrik Neike is a graduate of <i>University College London</i> and <i>London School of Economics</i> where he received a Bachelor in Engineering and Business Finance. He also holds a MBA from <i>Insead Business School</i> (France).</p> <p>Cedrik Neike joined Siemens in 1997 as Product line Manager for wireless Internet. In 2001, he moved to Cisco Systems where he held several executive positions in Germany and USA, including in particular SVP, Global Service Provider, Service Delivery Worldwide, and SVP, Global Service Provider, Sales, EMEA, Russia and APJ.</p> <p>In April 2017 he was appointed Member of the Managing Board of Siemens AG**.</p>	
	Directorships and positions	
	Other directorships and positions as at December 31, 2019 Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • Siemens France Holding SA, France • Siemens Ltd., India • Siemens Pte. Ltd., Singapore • Siemens Schweiz AG, Switzerland (Chairman) 	Other positions held during the last five years Within the Atos Group None Outside the Atos Group None

** Listed company.

Colette NEUVILLE*

<p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 1,012</p> <p>Date of birth: January 21, 1937</p> <p>Nationality: French</p> <p>Date of first appointment: May 30, 2012 (Director) – June 12, 2008 (member of Supervisory Board) – April 13, 2010 (Censor) ratified by General Meeting of May 27, 2010</p> <p>Date of last renewal: May 24, 2017</p> <p>Term expires on: AGM ruling on the accounts of the 2019 financial year</p> <p>Individual attendance rate:</p> <p>Board: 80%</p>	<p>Biography - Professional Experience</p> <p>Chairman (founder) of the ADAM Colette Neuville is a law graduate and a graduate of the Paris <i>Institut d'Études Politiques</i> and holds a post-graduate degree in economics and political science. She served as an Economist for NATO, the Moroccan administration (National Office for Irrigation), and the Loire-Bretagne agency. Ms. Neuville is the founding Chairman of ADAM (<i>Association de Défense des Actionnaires Minoritaires</i>) and member of the commission "Épargnants et Actionnaires Minoritaires" (Retail Investors and Minority shareholders) of the <i>Autorité des Marchés Financiers</i> (French Financial Markets Authority). She is the Lead Independent Director of the Board of Directors, member of the Audit Committee and of the corporate Committee, and Chairman of the Remuneration Committee of Getlink SE. She is member of the Board of Directors of the FAIDER and the ARCAF.</p> <p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2019</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France:</p> <ul style="list-style-type: none"> • Director: Getlink SE** (also member of the Audit Committee and of the Corporate Committee, and Chairman of the Remuneration Committee and Lead Independent 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: Consultative Commission "Épargnants et actionnaires minoritaires" ("Retail Investors and Minority shareholders") of the AMF, of the Club of the Chairmen of Remuneration Committees. <p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Director (and member of the Audit Committee): Numericable-SFR** from November 27, 2014 to January 12, 2016 • Member: Governance Committee of the École de Droit & Management de Paris
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* Independent Director.

** Listed company.

Aminata NIANE*

<p>Lead Independent Director</p> <p>Professional address: BP 29495 – DAKAR, Senegal</p> <p>Number of shares: 1,012</p> <p>Date of birth: December 9, 1956</p> <p>Nationality: Senegalese</p> <p>Date of first appointment: May 27, 2010</p> <p>Date of last renewal: April 30, 2019</p> <p>Term expires on: AGM ruling on the accounts of the 2020 financial year</p> <p>Individual attendance rate:</p> <p>Board: 100%</p>	<p>Biography - Professional Experience</p> <p>International Consultant Aminata Niane holds an Engineering Degree in Science and Technology of Food Industries (Montpellier, France) and a Master in Business Administration (Birmingham, UK). Then she started her career in 1983 as an engineer in big Senegalese companies in the food-processing sector (SIPL and SONACOS). This experience continued in 1987 in the Senegalese administration (Ministry of Commerce, Senegalese Institute for Standardization), then in 1991 in the first structures supporting the private sector, financed by the French Cooperation and the World Bank (Support Unit to the Business Environment and Private Sector Foundation). Finally, after several years of entrepreneurial experience in strategy consulting, she was appointed in 2000 Managing Director of APIX, National Agency for Investment Promotion and Major Projects. She handled the creation and the management until May 2012. Then, she was Special Advisor of the President of the Republic of Senegal until May 2013. Today she is International Consultant, after being with the African Development Bank, Lead Advisor-Office of the Vice-President Infrastructure, Private Sector and Regional Integration, and Manager for the return of the Bank to its registered offices in Abidjan.</p>	
	<p>Directorships and positions</p>	
	<p>Other directorships and positions as at December 31, 2019</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group France: None Abroad:</p> <ul style="list-style-type: none"> • Director: Groupe Envol Immobilier Sénégal (Senegal), Banque Atlantique Sénégal (Sénégal) • Chairman: Association Social Change Factory 	<p>Other positions held during the last five years None</p>

* Independent Director.


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: July 17, 1949</p> <p>Nationality: American</p> <p>Date of first appointment: May 29, 2013</p> <p>Date of last renewal: April 30, 2019</p> <p>Term expires on: AGM ruling on the accounts of the 2020 financial year</p> <p>Individual attendance rate:</p> <p>Board: 90%</p> <p>Audit Committee: 86%</p> <p>CSR Committee: 100%</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, the Senior Executive Program for Africa, and, currently, Leading Global Business, Preparing to Be a corporate Director, Women on Boards, and Making corporate Boards more Effective.</p> <p>In addition to providing executive education and consulting services to numerous firms, she has served on a variety of Advisory Boards and panels. In particular, she was a member of the Conference Board Commission on Public Trust and Private enterprise and the Conference Board's Task Force on Executive Compensation. She also served on the Academic Advisory Council of the Hills Program on Governance at the Center for Strategic and International Studies (CSIS), in Washington, D.C.; on the Governing Board of the Center for Audit Quality in Washington D.C.; and the Advisory Board of the Conference Board's Governance Center in New York. She was a Director of RiskMetrics Group (NYSE) prior to the company's merger with MSCI.</p> <p>Directorships and positions</p> <p>Other directorships and positions as at December 31, 2019</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <p>Abroad</p> <ul style="list-style-type: none"> • Global Advisory Council, Odebrecht SA, 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)
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* Independent Director.

** Listed company.



Vernon SANKEY*

<p>Chairman of the Audit Committee Member of the CSR Committee Professional address: 51 Walnut Court, St Mary's Gate, London W85UB, UK Number of shares: 1296 Date of birth: May 9, 1949 Nationality: British Date of first appointment: February 10, 2009 (Director) – December 16, 2005 (Member of Supervisory Board) ratified by General Meeting of May 23, 2006 Date of last renewal: April 30, 2019 Term expires on: AGM ruling on the accounts of the 2021 financial year Individual attendance rate: Board: 100% Audit Committee: 100% CSR Committee: 100%</p>	<p>Biography - Professional Experience</p>	
<p>Officer in companies Vernon Sankey graduated from Oriel College, Oxford University (United Kingdom). He joined Reckitt and Colman plc in 1971, and became Chief Executive Officer in Denmark, France, the USA and in Great Britain. He was Group Chief Executive Officer in the period 1992-1999. Since then, he has held several non-executive positions as Chairman or Board member (Pearson plc, Zurich Insurance AG, Taylor Woodrow plc, Thomson Travel plc, Gala plc, Photo-Me plc, Firmenich SA, etc.) and was a member of the Management Board of the FSA (Food Standards Agency) UK.</p>	<p>Directorships and positions</p>	
<p>Other directorships and positions as at December 31, 2019 Within the Atos Group None Outside the Atos Group Abroad:</p> <ul style="list-style-type: none"> • Chairman, former Director: Harrow School Enterprises Ltd (United Kingdom) • Member: Pi Capital (United Kingdom) 	<p>Other positions held during the last five years Within the Atos Group None Outside the Atos Group None</p>	

* Independent Director.

Diversity policy at Board level

The Board of Directors meeting held on December 16, 2019, 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:** On December 16, 2019, Directors' age ranked from 50 to 82 with an average of 62.8 years old compared to 64 in 2018. 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:** On December 16, 2019, the Board of Directors was composed of 44.4% women Directors (4 out of 9 members to be taken into account)¹. The Board considered that the ratio was satisfactory but that the selection of new women Directors should be considered in the future;
- (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 stock exchanges, (ii) the diversity of skills is well reflected in the variety of profiles of Board members who gather extensive experiences and trainings: technology, engineering, finance, governance, CSR, risk management, former CEO roles, etc., and (iii) the Board has two Directors representing the employees (employees and employee shareholders) who enrich the panel of professional experience and perspective;

- (iv) **diversity of nationalities:** On December 16, 2019, the proportion of Directors of non-French nationality reached 42%, 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:** On December 16, 2019, the ratio of independent Directors was 80% following the appointment of Mr. Elie Girard as a Director. 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 criteria that 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.

¹ In accordance with article L. 225-23 and L. 225-27-1 of the French Commercial Code, the Directors representing the Employee shareholders and the Employee Director are not taken into account to determine the ratio of gender diversity on the Board of Directors.



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 Nomination Committee, should systematically review the qualification of a Director as independent in the light of the composition of the corporation's share capital and the existence of a potential conflict of interest.

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 16, 2019, 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 16, 2019, the Board, relying on the preparatory 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 ratio¹: Mr. Vivek Badrinath, Mr. Nicolas Bazire, Ms. Valérie Bernis, Mr. Bertrand Meunier, Ms. Aminata Niane, Ms. Colette Neuville, Ms. Lynn Paine and Mr. Vernon Sankey). i.e. more than half of the Board members, in conformity with the AFEP-MEDEF Code. Consequently, the Board acknowledged that the Audit Committee and the Nomination and Remuneration Committee were both chaired by an independent Director.

In the context of that assessment, the Board decided that:

- (i) 4 Directors were not considered as independent, namely:
 - Mr. Elie Girard, as Chief Executive Officer,
 - Dr. Roland Busch due to his relations with Siemens which he represents (as main indirect shareholder of the Company due to Siemens's relationship with Siemens Pension-Trust e.V.), and having significant business relationships with Siemens,
 - Ms. Jean Fleming, Director representing the employee shareholders and Mr. Farès Louis, Employee Director 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, Mr. Farès Louis and Ms. Jean Fleming are not taken into account in the calculation of the percentage of independent Directors);
- (ii) 4 Directors, performing mandates or functions in corporations having business relationships with the Company could nevertheless be considered as independent, considering the low turnover, below the threshold of 1% set by the Board, achieved by Atos with all these corporations: Mr. Vivek Badrinath, Mr. Nicolas Bazire, Ms. Valérie Bernis and Ms. Lynn Paine;
- (iii) As far as Mr. Vernon Sankey is concerned, the Board considered that even though Mr. Vernon Sankey had served for 14 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 11 years so far under the previous governance structure. As a reminder, the governance structure has further evolved since November 1, 2019 with the separation of the Chairman and Chief Executive Officer offices and the appointment of a new Chief Executive Officer. The Board of Directors took note of the feedbacks received from certain shareholders on this point and asked the Nomination and Remuneration Committee to work towards a succession of Mr. Sankey as Chair of the Audit Committee which will be effective in 2020. The Board considers that the interim retention of Mr. Sankey on this post is critical to ensure a smooth transition following the recent change in the Company's governance;
- (iv) Gen. Jean-Louis Georgelin, Mr. Bertrand Meunier, Ms. Colette Neuville and Ms. Aminata Niane were also considered as independent in the absence of any element falling within the criteria.

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

The detailed assessment of the Directors' independence carried out on December 16, 2019, and based on the above-mentioned criteria is reproduced in the table below:

Criteria ¹	Vivek Badrinath	Nicolas Bazire	Valérie Bernis	Roland Busch	Jean Fleming	Jean-Louis Georgelin ²	Elie Girard	Farès Louis	Bertrand Meunier	Colette Neuville	Aminata Niane	Lynn Paine	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	✓	✓	✓	✗	✓	✓	✓	✓	✓	✓	✓	✓	✓
INDEPENDENT	✓	✓	✓	✗	✗	✓	✗	✗	✓	✓	✓	✓	✓

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

² Jean-Louis Georgelin resigned from his duties as censor on January 18, 2020.

The independence ratio was not impacted by the appointment of Mr. Cedrik Neike on the Board of Directors to replace Dr. Roland Busch, effective on January 28, 2020.

G.2.3.3 Lead Independent Director

In accordance with the AMF recommendation of December 7, 2010 as part of its 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. She was confirmed in this role after the separation of the offices of Chairman of the Board and Chief Executive Officer.

As per the Board Internal Rules, 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 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 Censor

As had already been done in the past, the Board submitted to the 2019 Annual General Meeting the appointment of Gen. Jean-Louis Georgelin as censor for a one-year term.

As per the Articles of Association, the General Meeting can appoint one or two censors (individuals or legal entities). The Board of Directors can also appoint censors subject to ratification by the next General Meeting. The term of office of the censors is one year. The censors can be reappointed twice.

The censors act as observers at meetings of the Board of Directors and can be consulted by it. They can, based on proposals submitted to them, and if they consider it relevant, present observations to the General Meetings. They must be

convened to each meeting of the Board of Directors. The Board of Directors may give specific assignments to the censors. They can also serve on Committees established by the Board of Directors.

In 2019, the Board of Directors wished to benefit from the experience of an army general acknowledged for his leadership and his skills, in particular in the defense and security sectors. His profile contributed to pursue the development of the activity Big Data & Cybersecurity (BDS) of the Company.

Gen. Jean-Louis Georgelin resigned as censor on February 18, 2020.

G.2.3.5 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 an Employee Director 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. In accordance with the "PACTE law", the Company will submit to the next Annual General Meeting an amendment to the Articles of Association to lower the threshold from 12 to 8 Directors composing the Board for the required appointment of a second Employee Director.

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

In addition, pursuant to an agreement of December 14, 2012, the Company has implemented an innovative scheme of

participation of employees through the creation of the European Company Council of Atos SE and the designation, among such council members, or within Atos' employees, of a Participative Committee made up of four persons, which meets with members of the Board of Directors and discusses on topics on the agenda of Atos SE's Board meetings. Once a year, the Participative Committee is invited to a plenary meeting of the Board of Directors corresponding to the session on the review of compliance practices of the Company with rules of corporate governance. 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 strategic plan.

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

G.2.3.6 Directors' training

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

In addition, in his capacity as Employee Director, Mr. Farès Louis received a specific training, upon his appointment on the Board of Directors, focusing on corporate governance. He was provided with the Company's governance documentation (including the Articles of Association, the Board Internal Rules, and the Charter of the Atos Board of Directors) and alerted on stock exchange regulation obligations applying to Directors of listed companies. In addition, a comprehensive training plan was discussed and Mr. Louis was informed of training opportunities, including those

available within the Company on topics such as finance and accounting.

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 former 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.

Detailed presentations on the Company's numerous CSR initiatives were made to all the members of the CSR Committee since its creation in December 2018.

G.2.3.7 Shareholding obligations

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

G.2.3.8 Declarations related to the members of the Board of Directors

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

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

G.2.3.9 Potential conflict of interest and agreements

[GRI102-25]

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

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

To the best of the Company's knowledge, there are no 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 Employee Directors and the Directors representing the employee shareholders, must own at least 500 shares of the Company and the retention obligations defined by the Board of Directors for the Chief Executive Officer of the Company.

G.2.3.10 Internal Rules of the Board of Directors

The Board of Directors of Atos SE has approved Internal Rules which govern the works of the Board of Directors. The Board Internal Rules were last updated during the Board meetings held on December 16, 2019 and February 18, 2020 to adapt to the new governance structure of the Company. The Board 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 receipt of these documents.

Main provisions of the Board Internal Rules

The full version of the Board Internal Rules is available on the Company's website ("Investors" section). 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 Universal Registration Document. The other main provisions of the Board Internal Rules are 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 corporate 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 of the Board of Directors and the Chief Executive Officer, and the Chairman and Chief Executive Officer, as applicable, as well as any Deputy Chief Executive Officer, seek the Board of Directors' opinion before accepting a new directorship in a listed company, whether French or foreign, outside the Group.

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.

Main provisions 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 Board Internal Rules, and the 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 Employee Director.

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, and the Chairman may request him or her not to attend the deliberations. A conflict of interest arises when a Director or a member of his or her family could personally benefit from the way the Company's business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the Director's judgment (particularly as a client, supplier, business banker, legal representative).

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 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, with respect 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.

Main provisions 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 former Chairman and Chief Executive Officer, and the former Deputy Chief Executive Officer, on the occasion of the awards of performance shares and stock-options on July 24, 2019 formally undertook to abide by the prohibition from engaging in any risk hedging transactions over the shares which are the subject of the award throughout the duration of their social mandate.

G.2.3.11 Board of Directors' Internal Charter on related-party and "free" agreements

As required by the PACTE law of May 22, 2019, the Board of Directors approved on December 16, 2019 an Internal Charter on related-party and "free" agreements.

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

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

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 2019

Global attendance

Global attendance on the Board of Directors	Global attendance on the Audit Committee	Global attendance on the Nominations and Remuneration Committee	Global attendance on the CSR Committee
85.12%	92.86%	86.67%	100.00%

Individual attendance

	Regular attendance on the Board of Directors	Regular attendance on the Audit Committee	Regular attendance on the Nominations and Remuneration Committee	Regular attendance on the CSR Committee
Badrinath Vivek (Director)	100%	N/A	N/A	N/A
Nicolas Bazire (Director)	80.00%	N/A	100%	N/A
Thierry Breton (Former Chairman and Chief Executive Officer)	100.00%	N/A	N/A	N/A
Valérie Bernis (Director)	80.00%	N/A	N/A	100%
Roland Busch (Director)	40.00%	85.71%	N/A	N/A
Jean Fleming (Director representing the employee shareholders)	70.00%	N/A	60%	N/A
Elie Girard (Director/Chief Executive Officer)	100%	N/A	N/A	N/A
Georgelin Jean-Louis (Censor)	60%	N/A	N/A	N/A
Marie-Christine Lebert (Employee Director)	100%	N/A	N/A	100%
Farès Louis (Employee Director)	100%	N/A	N/A	N/A
Bertrand Meunier (Director)	100%	100%	100%	N/A
Colette Neuville (Director)	80.00%	N/A	N/A	N/A
Aminata Niane (Lead Independent Director)	100%	N/A	N/A	N/A
Lynn Paine (Director)	90.00%	85.71%	N/A	100%
Vernon Sankey (Director)	100%	100%	N/A	100%

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 Board Internal Rules, the Board of Directors, convened by its Chairman, shall meet at least 5 times a year and as often as necessary in the interest of the Company. The Directors may attend Board of Directors' meetings by 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 split, the Chairman of the session shall cast the deciding vote. If a Director is in a situation of a conflict of interest, he or she must abstain from participating in discussions and decisions on such matter, and the Chairman may request him or her not to attend the deliberations.

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 2019

In accordance with the Articles of Association and the Board Internal Rules, the Board of Directors meets as often as necessary. During the 2019 financial year, the Board of Directors met 10 times.

Global attendance of Directors at these meetings was an average of 85.12%.

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 2020 budget,
- review of the financial information and quarterly reports and forecasts,
- review of and closure of consolidated half-year and yearly financial statements,
- review of financial presentations and press releases,
- approval of parental company guarantees and review of off-balance commitments;

as far as strategic projects and operations are concerned:

- approval of the Company's new 3-year strategic plan,
- distribution of Worldline shares to Atos SE shareholders approved by the 2019 Annual General Meeting, on the basis of the works of an ad hoc committee made up of the Company's independent directors,
- sale of Worldline shares for ca. € 0.8 billion in November 2019 through a private placement by way of accelerated book building offering,
- issue of € 500 million zero coupon bonds exchangeable into Worldline shares with a maturity of 5 years and an exchange premium of 35%,
- transfer of £ 198 million of Worldline shares to Atos UK 2019 Pension Scheme,
- approval of several bolt-on acquisitions, including the acquisition of Maven Wave, a Cloud transformation leader based in North America;

as far as compensation is concerned:

- *Compensation policy:*
 - setting the compensation policy applicable to the former Deputy Chief Executive Officer, and then to the newly appointed Chief Executive Officer,
 - review of the conformity of the executive officers' compensation policy with the recommendations of the AFEP-MEDEF Code,
 - review of updates regarding a regulatory compensation ratio introduced by the PACTE law;
- *Variable compensation:*
 - confirming the results for the former Chairman and Chief Executive Officer's variable compensation for H2 2018,



- confirming the results for H1 2019 applicable to (i) the former Chairman and Chief Executive Officer's variable compensation and (ii) the former Deputy Chief Executive Officer's variable compensation,
- setting the targets of the variable part of the former Chairman and Chief Executive Officer's and the former Deputy Chief Executive Officer's compensation for H2 2019,
- setting the targets of the variable part of the newly appointed Chief Executive Officer's compensation for H1 2020;

● *Directors' compensation:*

- approving the modified structure of Directors' compensation;

● *Defined benefit pension scheme:*

- confirming the results of the performance conditions for 2018 applicable to the defined benefits pension scheme benefiting to the former Chairman and Chief Executive Officer,
- approving a defined benefit pension scheme undertaking in favor of the former Deputy Chief Executive Officer, and confirmation of this undertaking upon his appointment as Chief Executive Officer,
- setting the targets of the performance conditions for 2019 applicable to the defined benefits pension scheme benefiting the former Chairman and Chief Executive Officer,
- approving the termination of the defined benefits pension scheme with respect to the newly appointed Chief Executive Officer;

● *Long-term incentive plans:*

- setting up a performance share plan in favor of Group employees and the corporate officers, and a stock options plan in favor of the Executive Committee,
- confirming the achievement of performance conditions, including the achievement of the CSR performance conditions, and setting new annual targets for the same in connection with on-going performance share plans,
- review of a project of employee stock ownership plan;

● *Share buyback program:*

- deciding the implementation of a share buyback program in connection with the vesting of performance shares ;

● *Other:*

- review of the financial conditions relating to the departure of the former Chairman and Chief Executive Officer;

as far as corporate purpose and CSR topics are concerned:

- approving the Group's CSR initiatives and targets in the context of the Advance 2021 Strategic Plan,
- designing the Company's proposal for a sense of purpose, reviewing the Company's initiatives and defining orientations,
- taking note of CSR Committee's reports and after having deliberated providing guidelines with regard to notably environment, diversity and accessibility,
- reviewing the results of the Great Place to Work Survey;

as far as governance is concerned:

● *Annual General Meeting:*

- convening the Annual General Meeting,
- reviewing and approving the Board of Directors' report to the Annual General Meeting,
- reviewing the written questions raised by the shareholders in advance of the General Meeting,
- acknowledging the issuance price of the shares in connection with the option to receive the dividend in shares;

● *Company governance:*

- appointing a Deputy Chief Executive Officer,
- appointing a Chairman and Chief Executive Officer after the renewal of the former Chairman and Chief Executive Officer's term of office during the Annual General Meeting,
- modifying the governance structure by separating the offices of the Chairman of the Board and the Chief Executive Officer,
- appointing a non-Executive Chairman of the Board and a Chief Executive Officer,
- approving in principle the renewed composition of the Board of Directors,
- confirming the composition of the Committees after the renewal of Directors' terms of office decided by the Annual General Meeting and after the change of governance structure,
- reviewing proposals in connection with the process for the selection or renewal of a statutory auditor;

● *Governance-related documentation:*

- reviewing and approving the Board of Directors' report on corporate governance,
- amending the Board Internal Rules further to the modification of the governance structure and the entry into force of new pieces of legislation,
- approving a charter on related-party and "free" agreements,
- review of the 2018 Registration Document and of the 2018 compliance report,
- review of the 2018 Universal Registration Document filed with the Autorité des Marchés Financiers on July 30, 2019;

● *Operation of the corporate bodies:*

- renewal or approval of certain delegations of powers to senior executive officers,
- propositions in connection with the renewal of Directors' term of office or the appointment of new Board members,
- assessment of the Board's work,
- review of the independence of Board members,

- conformity review of the Company's practices with the AFEP-MEDEF Code,
- annual review of related parties' agreements authorized during previous financial years;
- **Risks:**
 - communication of the risk mapping exercise after its review by the Audit Committee.

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

These Committees are governed by the Board Internal Rules. 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 Board Internal Rules, 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 Board Internal Rules.

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 2019 financial year, the Audit Committee was composed as follows¹:

- Mr. Vernon Sankey* (Chairman of the Committee);
- Dr. Roland Busch²;
- Ms. Lynn Paine*;
- Mr. Bertrand Meunier*.

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

The Board of Directors appointed Mr. Vivek Badrinath as member of the Audit Committee during its meeting held on February 18, 2020.

Mr. 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. Mr. Bertrand Meunier has extensive knowledge of accounting and corporate finance due to his long-standing experience as manager of private equity investment funds (PAI Partners and CVC Capital). Ms. Paine and Dr. 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 former 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 Board Internal Rules, the Audit Committee members should be provided, at the time of appointment, with information relating to the Company's specific accounting, financial and operational features.

The Audit Committee 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 2019, the Audit Committee, in its operation, benefited from Company's internal skills, in particular the Group Chief Financial Officer, the Group Deputy Chief Financial Officer, the Group General Secretary, the Group Head of Internal Audit, the Group Senior Vice-President Bid Control and Business risk management, the Senior Vice-President Group Controlling, Accounting & Consolidation, the Group Head of Investor Relations and Financial Communication, the Group Head of Accounting, Tax and Structuring, as well as the statutory auditors who attended, as applicable and upon request from the Committee Chairman, meetings of the Audit Committee.

All documentation presented to the Committee was communicated to the Committee by the Group Chief Financial Officer several days prior to the meetings.

Activities in 2019

During the 2019 financial year, the Audit Committee met 7 times. Attendance of members to the meetings was an average of 92.9%.

During the 2019 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 2018, the half yearly accounts 2019, and the draft financial press releases before their submission to the Board of Directors.

The Audit Committee was regularly informed of the conclusions of the main missions and reviewed the summary reports concerning the 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 of the 2019-2021 three-year strategic plan. It was informed of progress of the project of separation with Worldline and followed-up the acquisition of Unify.

It approved the amendment of the Audit Committee's Charter relating to the approval of non-audit services provided by the statutory auditors after Worldline's exit from the Atos Group, and reviewed the Internal Charter on related-party and "free" agreements.

The Audit Committee reviewed proposals in connection with the process for the selection or renewal of a statutory auditor.

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

¹ Independent Directors are identified by this symbol: *.

² Dr. Roland Busch resigned from the Board and therefore from the Audit Committee with effect on January 17, 2020. All three remaining members are considered independent by the Board of Directors.

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 Universal Registration Document.

With respect to compensation, the Nomination and Remuneration Committee's task is to formulate proposals regarding the compensation of the Chairman of the Board of Directors and the Chief Executive Officer (amount of the fixed compensation and definition of the rules governing the variable compensation, ensuring the consistency of these rules with the annual assessment of the performances and with the medium-term strategy of the Company, as well as checking the annual application of such rules) and of the Directors.

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 Universal 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 compensation which is submitted to the approval of the General Meeting and the way in which such compensation 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 2019 financial year, the Nomination and Remuneration Committee was composed as follows¹:

- Mr. Nicolas Bazire (Chairman)*;
- Mr. Bertrand Meunier*;
- Ms. Jean Fleming, Director representing the Employee shareholders.

67% of its members were independent, in perfect conformity with the recommendations of the AFEP-MEDEF Code.

The AFEP-MEDEF Code recommends that one of the members of the Remuneration Committee should be an employee Director (either a Director representing the employees or a Director representing the employee shareholders). The Board of Directors decided in 2018 to appoint Ms. Jean Fleming, Director representing the Employee shareholders, on the Nomination and Remuneration Committee due to Ms. Fleming experience as a member of the Board of Directors and her HR qualifications and expertise. The composition of the Nomination and Remuneration Committee was confirmed after the renewal of terms of office decided by the 2019 Annual General Meeting and the change of governance structure of the Company in November 2019.

Operating rules

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

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

The Committee may use external experts as needed.

Activities in 2019

During the 2019 financial year, the Nomination and Remuneration Committee met 5 times. Attendance of members to the meetings was 86.7%.

The Nomination and Remuneration Committee met in 2019 in order to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

as far as compensation is concerned:

- *Compensation policy:*
 - proposals in connection with the setting of the compensation policy applicable to the former Chairman and Chief Executive Officer, the former Deputy Chief Executive Officer, and then the newly appointed Chief Executive Officer,

¹ Independent Directors are identified by this symbol: *.

- proposals in connection with the review of the conformity of the newly appointed non-Executive Chairman's and of the newly appointed Chief Executive Officer's compensation with the recommendations of the AFEP-MEDEF Code,
 - review of updates and proposals in connection with the regulatory compensation ratio introduced by the PACTE law;
 - **Variable compensation:**
 - proposals in connection with the confirmation of the results for the former Chairman and Chief Executive Officer's variable compensation for H2 2018,
 - proposals in connection with the confirmation of the results for H1 2019 applicable to (i) the former Chairman and Chief Executive Officer's variable compensation and (ii) the former Deputy Chief Executive Officer's variable compensation,
 - proposals in connection with the setting of targets of the variable part of the former Chairman and Chief Executive Officer's and the former Deputy Chief Executive Officer's compensation for H2 2019,
 - proposals in connection with the setting of targets of the variable part of the newly appointed Chief Executive Officer's compensation for H1 2020;
 - **Directors' compensation:**
 - proposal for the modification of the structure of Directors' compensation;
 - **Defined benefit pension scheme:**
 - proposals in connection with the confirmation of the results of the performance conditions for 2018 applicable to the defined benefits pension scheme benefiting the former Chairman and Chief Executive Officer,
 - proposals in connection with the approval of a defined benefit pension scheme undertaking in favor of the former Deputy Chief Executive Officer, and with the confirmation of this undertaking in favor of the newly appointed Chief Executive Officer,
 - proposals in connection with the setting of targets of performance conditions for 2019 applicable to the defined benefits pension scheme benefiting to the former Chairman and Chief Executive Officer and the former Deputy Chief Executive Officer,
 - proposals in connection with the approval of the termination of the defined benefits pension scheme in favor of the newly appointed Chief Executive Officer;
 - **Long-term incentive plans:**
 - proposals in connection with the setting up of a performance share plan in favor of Group employees and the corporate officers, and of a stock options plan in favor of the Executive Committee,
 - proposals in connection with the confirmation of the achievement of performance conditions, including the achievement of the CSR performance conditions, and the setting of new annual targets for the same in connection with on-going performance share plans,
 - proposals in connection with a project of employee stock ownership plan;
 - **Share buyback program:**
 - proposals in connection with the implementation of a share buyback program in the context of the vesting of performance shares;
 - **Other:**
 - review of the financial conditions relating to the departure of the former Chairman and Chief Executive Officer;
- as far as appointments are concerned:**
- proposals in connection with the appointment of a Deputy Chief Executive Officer,
 - proposals in connection with the appointment of a Chairman and Chief Executive Officer after the renewal of the former Chairman and Chief Executive Officer's term of office during the Annual General Meeting,
 - proposals in connection with the modification of the governance structure by separating the offices of the Chairman of the Board and the Chief Executive Officer,
 - proposals in connection with the appointment of a non-Executive Chairman of the Board and a Chief Executive Officer,
 - proposals in connection with the design of a plan for a renewed composition of the Board of Directors in accordance with the review of balanced blend of non-executive profiles and the defined diversity policy of the Board,
 - proposals in connection with the confirmation of the composition of the Committees after the renewal of terms of office decided by the Annual General Meeting and the change of governance structure,
 - proposals in connection with the review of the independence of Board members.

G.2.4.5 The CSR Committee's activity

In order to strengthen the consideration of Corporate Social Responsibility, the Board decided to create a Committee dedicated to corporate social and environmental responsibility issues, in place since January 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 corporate social and environmental responsibility strategy and the rollout of the related initiatives;
- to review the Group's corporate social and environmental responsibility commitments in light of the challenges specific to the Group's business and objectives, in particular in such areas as well being at work, diversity and environment;
- to evaluate the risks and opportunities with regard to social and environmental performance;
- to review the social and environmental policies taking into account their impact in terms of economic performance;
- to review the annual statement on 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⁾:

- Ms. Valérie Bernis (Chairman)*;
- Ms. Marie-Christine Lebert (Vice-Chairman), up until April 25, 2019, date of her resignation as Employee Director;
- Ms. Lynn Paine*;
- Mr. Vernon Sankey*.

Operating rules

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

The Committee may use external experts as needed.

Activities in 2019

During the 2019 financial year, the CSR Committee met 3 times. Attendance of members to the meetings was 100%.

The CSR Committee met in 2019 in order to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- presentation of the Group's CSR initiatives and objectives in the context of the Advance 2021 Strategic Plan;
- design of the proposal for the Company's sense of purpose;
- three expertise sessions with Group experts on the following topics: (i) Environment at Atos, (ii) Diversity at Atos and (iii) Accessibility at Atos.

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



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

[GRI102-28]

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

The evaluation has three objectives:

- (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 Board Internal Rules 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 Universal Registration Document, of the conduct of these assessments and the subsequent follow-up.

In accordance with the AFEP-MEDEF Code, the Board of Directors has undertaken since 2009 a formalized annual assessment under the supervision of its Lead Independent Director. For the 2019 financial year, the Board decided during its meeting held on October 23, 2019, to further improve the formalized assessment by retaining an external consultant to assist in this process.

The formalized assessment carried out on the works of the Board and its Committees during the 2019 financial 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).

Under the close supervision of the Lead Independent Director, the assessment was carried out pursuant to the following procedure, in association with the external consultant:

- each Director answered a questionnaire which he was individually provided, with the possibility of individual interviews with external consultant. 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, and
- the suitability of the Board's work in 2019 concerning the Company's sense of purpose;
- the external consultant collected and analyzed the answers to a questionnaire sent to all Board members, interviewed certain Board members, consolidated the data and prepared, under the supervision of the Lead Independent Director, a report for the Board;
- at the end of these works, an item was put on the agenda of the Board of Directors' meeting of December 16, 2019 in order for the Lead Independent Director to report on the outcome of this assessment and consider the improvements to retain;
- the tone of the assessment is very positive, as for the previous years. The following points emerged from the analysis and, were shared with all the Directors:
 - **composition of the Board of Directors:** the Directors were fully satisfied with the diversity of the composition of the Board of Directors, with a very satisfactory proportion of women (5/13 Board members¹ and of Directors of foreign nationality (5/13 Board members¹). They also mentioned that the diversity of skills was appropriate at the Board level,
 - **annual strategic seminar:** The organization of an annual strategic seminar to take advantage of presentations by the Chief Executive Officer and the Group management on the Group's strategy would be beneficial,
 - **CSR topics:** The Directors were pleased with the creation of the CSR Committee and wish to deal more regularly more CSR-related topics, which they perceive as strategic to the Group,
 - **risks:** The Directors thought beneficial to deepen the discussions on the risks the Group is facing, with dedicated Board meetings.

In addition to being addressed through the questionnaire (in particular with the assessment of the actual contribution of each Director), the assessment of the performance of the former Chairman and Chief Executive Officer took place twice in 2019 during the Board of Directors' meetings that ruled in February and July, respectively for the second semester 2018 and the first semester 2019, on the achievement of the performance criteria of the former Chairman and Chief Executive Officer's variable compensation.

¹ Including the Directors representing the employee shareholders, the Employee Director and the Censor. Jean-Louis Georgelin resigned from his duties as censor on January 18, 2020.

G.2.6 Board of Directors' reports

G.2.6.1 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 hereby presents its report on corporate governance, approved during its meeting held on February 18, 2020.

The 2019 Universal 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 2019 Universal Registration Document the required information.

Information required under art. L. 225-37 et seq of the French Commercial Code	Section of the 2019 Universal Registration Document
Governance (L. 225-37-4 of the French Commercial Code)	
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.4.7.7
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 Executive Committee 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; D.2.7
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
The description of the procedure related to related-party and free agreements set up by the Company and of its implementation	G.2.3.11
Executive Compensation (L. 225-37-2 and L. 225-37-3 of the French Commercial Code)	
Presentation of the corporate officers' compensation policy to be submitted to the General Meeting in the context of the ex ante vote	G.3.1
Corporate officers' compensation paid during the closed financial year or awarded in relation thereto	G.3.2
Proportion between the fixed and variable compensation	G.3.1; G.3.2.3, G.3.2.4
The use of the possibility to ask for the restitution of the paid compensation	N/A
Undertakings in favor of corporate officers in case of taking up, ending or change of functions.	G.3.1
Compensation paid or awarded by a consolidated company	G.3.1; G.3.2
Ratios between the Company officers' compensation and the employees' average compensation	G.3.2.2, G.3.2.3, G.3.2.4
The annual evolution of the compensation, the Company's performance, the employees' average compensation, and the hereabove mentioned ratios over the last five years in a way that allows a comparison.	G.3.2.2, G.3.2.3, G.3.2.4
An explanation on the way the total compensation complies with the adopted compensation policy, including the way it contributes to the Company's long-term performance and the way the performance criteria were applied	G.3.1, G.3.2
The way the vote during the last Ordinary General Meeting provided for in article L. 225-100 II was taken into account	G.3.1
Any discrepancy with the compensation policy and any exception applied in accordance with the second paragraph of article L. 225-37-2, including the explanation on the nature of the exceptional circumstances and the indication of the specific elements to which an exception is made	G.3.2.2
The implementation of the legal provisions regarding the discontinued payment of the Directors' compensation, if applicable	N/A
Elements likely to have an impact in case of public offer (L. 225-37-5 of the French Commercial Code.)	
Structure of share capital of the Company	G.4.1.2, G.4.2, G.4.7.3
Limitations on the exercise of voting rights and share transfers as per the Articles of Association	G.1.3.2, G.4.7.4, G.4.7.5
Direct or indirect shareholdings in the share capital of the Company	G.4.1.2, G.4.2, G.4.7.3
List of holders of any securities with special control rights	N/A
Control mechanisms in employee shareholding systems	G.4.7.5

Information required under art. L. 225-37 et seq of the French Commercial Code	Section of the 2019 Universal Registration Document
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	G.4.7.5
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.4.7.6, G.4.7.7
Agreements entered into by the Company which are modified or terminated in case of change of control of the Company	G.4.7.5
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.3.1, G.4.7.5

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 2019 Universal 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 to identify the recommended information in the 2019 Universal Registration Document. 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 included in the below table.

Information recommended under the AFEP-MEDEF Code of Corporate Governance	Section of the AFEP-MEDEF Code	Section of the 2019 Universal Registration Document
Board of Directors' activity	1.8	G.2.4.2
Board Internal rules	2.2	G.2.3.10
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its Group	9.5.3	G.2.3.2
Assessment of the works of the Board of Directors	10.3	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	11.1	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	14.3	G.2.3.1, G.2.4
Description of the Committees activities in the past financial year	15.2	G.2.4
Number of shares held by the Directors	20	G.2.3.1
Rules for allocation of Directors compensation and individual amounts of payments made in this regard to the Directors	21.4	G.3
Minimum number of registered shares that the Company officers must retain	23	G.3.1
Recommendation of the High Committee and reasons why the Company decided not to comply with it	27.1	N/A

The Board of Directors of Atos SE

G.2.6.2 Summary of the transaction on Company shares performed by senior executives

The following transactions on the Company's shares were carried out in 2019 by the persons referred to in article L. 621-18-2 of the French Monetary and Financial Code:

Name	Number of shares purchased	Number of shares sold	Date	Purchase Price/sale price (in €)
Vivek Badrinath	500		05/08/2019	67.3643
Thierry Breton	71,620		07/26/2019	0.0000 ¹
Jean Fleming	459		07/26/2019	0.0000 ¹
		193	07/31/2019	73.3020 ³
		160	12/09/2019	76.2000
Elie Girard	426		05/28/2019	62.0200 ²
	18,957		07/26/2019	0.0000 ¹
Éric Grall	17,022		07/26/2019	0.0000 ¹
		2,115	07/31/2019	73.3020 ³
		14,907	08/30/2019	68.3173
Bertrand Meunier	3,000		11/19/2019	72.7200
Vernon Sankey	296		12/17/2019	75.7400

¹ Vesting of performance shares pursuant to a plan set up by the Company (Plan of July 26, 2016).

² Dividend paid in shares.

³ Shares sold by the Company pursuant to the performance share plan of July 26, 2016 to finance the taxes owed by the beneficiary upon vesting of the shares.