

G.3 Compensation and stock ownership of Company officers

G.3.1 Compensation policy for the company officers

G.3.1.1 General principles of the Company officers' compensation

1. **Setting, amending and implementing the compensation policy**

The Company officers' compensation policy is proposed by the Nomination and Remuneration Committee, approved by the Board of Directors and submitted to the vote of the General Meeting.

The role and missions of the Nomination and Remuneration Committee in the context of setting, amending and implementing the compensation policy are stated in the internal rules of the Board of Directors (refer to para. G.2.4.4).

Setting the compensation policy

The compensation of the Board Chair, the Chief Executive Officer and the Directors is set by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, and submitted to the vote of the General Meeting.

The Board of Directors defines the elements of analysis that it wishes the Nomination and Remuneration Committee to provide in support of its recommendations and determines the time horizon to be considered to set the Company executives' compensation.

The principles governing the determination of the compensation of the Company executive officers are established in the framework of the AFEP-MEDEF Code to which the Company refers.

In particular, the compensation must aim to promote the performance and competitiveness of the Company, to ensure its growth and the sustainable value creation for its shareholders, its employees and all its stakeholders.

Thus, the Nomination and Remuneration Committee ensures the competitiveness of the Company executive officers' compensation, through regular compensation surveys, and recommends a compensation structure that respects the corporate interest, by ensuring that no element represents a disproportionate share of the global compensation. The compensation elements thus defined are justified and assessed in a consistent way with the compensation components for the managers and employees of the Group.

In compliance with the corporate interest, the Company executive officers' global compensation structure is designed according to a "pay-for-performance" approach, focusing on a significant variable part over annual and multiannual terms.

The variable compensation is subject to the achievement of precise, demanding and measurable objectives which are closely linked to the Group's strategic plan ambitions, as regularly disclosed to the shareholders and linked to the Company's social and environmental strategy. No minimum payment is guaranteed and, in the event of outperformance, the variable compensation due or awarded is capped.

The approach adopted in terms of compensation structure provides the Company executive officer with a transparent, competitive and motivating framework for achieving the Group's ambitions, and allows the Company to be committed only to a limited part of the overall compensation if the Company's performance, in the short or medium term, turns out to be unsatisfactory.

The compensation policy thus contributes to the strategy and sustainability of the Company while respecting the corporate interest.

Amending the compensation policy

The compensation policy is reviewed at least every three years, at the end of the Company's strategic plans, especially to assess its effectiveness.

During this review, the Nomination and Remuneration Committee shall consider changes in the Company employees' employment and wages conditions prior to formulating its recommendations and proposals to the Board of Directors.

The compensation policy for Company's officers can also be reassessed each year by the Board of Directors. To this end, it regularly uses studies from comparable companies and legal opinions possibly prepared by third parties, in accordance with the Board's internal regulations which authorize it. This practice helps preventing conflicts of interest that could possibly arise in the context of the preparation of meetings of the Nomination and Remuneration Committee and of the Board of Directors.

The last reassessment of the compensation policy for Company executive officers was carried out in December 2019, upon the proposal of the Nomination and Remuneration Committee, which took note of the consequences resulting from the ordinance No. 2019-697 of July 3, 2019 leading to the freezing and closure of the supplementary defined benefit pension plan.

Implementing the compensation policy

The compensation policy is implemented by the Board of Directors in accordance with the resolutions adopted by the General Meeting. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors sets, at the beginning of each semester, the objectives of each performance indicator on which the variable compensation of the Company executive officers is based and defines the elasticity curves accelerating the amount of the variable compensation due upwards and downwards depending on the progress of the strategic plan. In addition, the Board of Directors sets, upon recommendation of the Nomination and Remuneration Committee, the multiannual equity-based compensation in accordance with the Company's performance and the Group's ambitions.

2. Methodology for assessing performance criteria

The performance criteria set for the annual variable compensation in cash and for the multiannual equity-based compensation are all measurable. Thus, no criterion requires a subjective assessment by the Board of Directors. Indeed, the variable compensation is based on financial or CSR criteria the achievement of which is externally audited in the context of the publication of the Universal Registration Document or in the context of publications by external organizations.

3. Handling conflicts of interest

The Company complies with the conditions set out in the AFEP-MEDEF Code relating to the management of conflicts of interest. In that respect, the Company's Directors' Charter sets out the duties and obligations of Directors, which also aim to prevent any conflict of interest in the performance of their duties (see paragraph G.2.3.10). In particular, it provides that the corporate officer or Director must make every effort to avoid any conflict that may exist between his moral and material interests and those of the Company. Without prejudice to the prior authorization and control formalities required by law and the Articles of Association, he or she must inform the Chairman of any conflict of interest, even potential, in which he may be directly or indirectly involved. In cases where he or she cannot avoid finding himself/herself in a conflict of interest, he or she shall abstain from participating in discussions and any decision on the matters concerned. The Chairman may ask him/her not to attend the deliberations. The Chairman of the Board of Directors, pursuant to the Board's internal rules, shall arbitrate any conflict of interest that may concern a Director.

In the event of a governance or ethical issue concerning the executive corporate officer, which could concern, in particular, his compensation, which deserves an in-depth examination, the Company may seek the opinion of a College of Ethics (*Collège de Déontologues*) with members from outside the Company. This college is composed of two honorary judges and a law professor acting independently, and may be consulted, in accordance with its charter, by the Chairman of the Board of Directors, the Lead Independent Director or the General Secretary on governance, compliance and ethics issues. A report from the College of Ethics is then presented to the Company's Board of Directors.

In addition, the Company's Board of Directors ensures that the number of independent Directors on its Board of Directors is sufficient, in particular with regard to the AFEP-MEDEF Code.

4. Distribution rules for the annual amount allocated to the members of the Board of Directors

In accordance with the resolution voted by the shareholders at the Combined General Meeting of April 30, 2019, the annual envelope of Directors' compensation was set at € 800,000 for the members of the Board of Directors for financial year 2019 and for subsequent financial years until further decision of the General Meeting.

The rules for allocating Directors' compensation are set by the Board of Directors, based on a proposal from the Nomination and Remuneration Committee. In addition to the increase of the envelope, the Board, during its meeting held on March 18, 2019, decided to modify the principles for allocating the envelope of Director's fees according to the following objectives:

- (i) increase in the variable portion of the compensation, the payment of which depends on the attendance rate of Directors at meetings;
- (ii) increased compensation for the chairs of the various Committees, in particular the Chair of the Audit Committee.

In accordance with the allocation rules that were decided, for the year 2019, and for subsequent years until modification of the compensation policy on this matter, the allocation of the total amount of Directors' compensation shall be based on the following principles:

- for the Board of Directors:
 - a fixed annual compensation of € 20,000 per Director, as well as a variable compensation of € 2,500 per meeting attended by the Director,
 - the Lead Independent Director receives an additional fixed compensation of € 20,000 per year,
 - the Censor receives a fixed annual compensation of € 10,000 and a variable compensation of € 2,500 per attended meeting;
- for the Committees, the compensation depends on the attendance to the meetings:
 - € 3,000 per meeting attended by the Chair of the Audit Committee,
 - € 2,000 per meeting attended by the Chairs of the other Committees (Nomination and Remuneration Committee, CSR Committee),
 - for other members of the Committees, € 1,000 per meeting attended by each member;
- the Board may decide that successive meetings held on the same day shall be equivalent to one meeting for the calculation of Directors' compensation;
- for the purpose of calculating the Directors' compensation, the Board may consider the existence of a single meeting, in the event that several meetings held on different days but within a short period of time are related;
- the Employee Director(s) do(es) not receive any compensation for the exercise of that mandate.

Directors are reimbursed of expenses incurred as part of their mandate, in particular, travel and accommodation.

5. Modification of the compensation policy

The compensation policy voted by the General Meeting for the year 2019 must be modified in order to take into account a certain number of events which have occurred since the last vote of the General Meeting:

- the resignation of Mr. Thierry Breton, Chairman and Chief Executive Officer, effective October 31, 2019;
- the appointment of Mr. Bertrand Meunier as Chairman of the Board of Directors;
- the appointment of Mr. Elie Girard as Chief Executive Officer and Director;

- the publication of the ordinance and decree of November 27, 2019 relating to the compensation of Company officers and Directors of listed companies;
- the publication of the PACTE law of May 22, 2019 and of the ordinance of July 3, 2019, relating to supplementary pension plans.

Following from the resignation of Mr. Thierry Breton, the functions of non-Executive Chairman of the Board of Directors and Chief Executive Officer were separated, as from November 1, 2019, and assigned respectively to Mr. Bertrand Meunier and Mr. Elie Girard.

As the separation of the functions of Chairman and Chief Executive Officer was not covered by the compensation policy, upon the proposal of the Nomination and Compensation Committee, the Board of Directors, in the interest of the Company and having considered the exceptional nature of the situation, set a fixed compensation to the non-Executive Chairman of the Board of Directors.

In addition, the Board of Directors proposes to the General Meeting to amend the compensation policy by increasing the compensation of the Chief Executive Officer due to the removal of the supplementary defined benefit pension plan and the loss of related pension rights as from January 1, 2020.

The modification of the compensation policy took into account the most recent votes of the shareholders on the compensation policy since, subject to the aforementioned modification, the overall structure of the components of the compensation is comparable to that which was approved by shareholders at more than 91% under the 17th and 26th resolutions at the Annual General Meeting held on April 30, 2019.

6. **Compensation policy for the newly-appointed Company officers**

If a Chairman of the Board of Directors is appointed, the compensation policy applicable to the current non-Executive Chairman of the Board of Directors will be applied taking into account the additional tasks that the Board of Directors could entrust to him, in particular under the internal rules of the Board of Directors.

If a CEO is appointed, the compensation policy for the current CEO will be applied.

If a new Director is appointed, the compensation policy for current Directors will be applied.

However, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, may take into account specific situations and responsibilities with respect to each Company officer.

For any other appointment, the Board of Directors, on the proposal of the Nomination and Compensation Committee, will take into account the particular situation of the person concerned and the responsibilities attached to his or her function.

In the event of external hiring of a new executive officer and in particular a Deputy Chief Executive Officer, the Board of Directors may decide to grant an amount (in cash or in equity instruments) in order to compensate for the loss to the new hire related to the departure from his/her former position. In all cases, the payment or allocation of such compensation will be subject to prior approval by the General Meeting or subject to a reimbursement clause, notably in the event of early departure.

G.3.1.2 **Compensation policy for the Directors**

1. **General principles and term of office**

Directors' term of office is three years, subject to the statutory provisions concerning age limit and implementation of the renewal by thirds each year of the Directors which can justify terms of office of one or two years. Directors' term of office may be renewed subject to the same provisions.

Employee Directors' term of office is three years, renewable once. The term of office of the Directors representing the employee shareholders is three years.

Directors may be dismissed at any time by the General Meeting. However, Employee Directors may be dismissed in case of willful misconduct while performing their mandate. The term of office of the Employee Director ends automatically by anticipation in case of termination of his/her employment agreement or in case his/her employer ceases to be an Atos affiliate.

The employment agreements of certain Directors may be terminated in accordance with applicable provisions of French labor law (resignation, contractual termination or dismissal or any other equivalent measure) by complying with notice periods and indemnification rules set by the French Labor Code and the collective agreements.

2. **Compensation for the financial year 2020**

For the financial year 2020, the Board members shall receive:

- a fixed annual compensation of € 20,000 par Director;
- a variable compensation of € 2,500 par attended meeting.

The Lead Independent Director receives an additional fixed compensation of € 20,000 per year.

The Censor receives a fixed annual compensation of € 10,000 and a variable compensation of € 2,500 per attended meeting.

As far as Committees are concerned, compensation depends on attendance to the meetings:

- € 3,000 per meeting attended by the Chair of the Audit Committee;
- € 2,000 per meeting attended by the Chairs of the other Committees (Nomination and Remuneration Committee, CSR Committee),
- for other members of the Committees, € 1,000 per meeting attended by each member.

The Employee Director(s) do(es) not receive any compensation for the exercise of that mandate.

Directors are reimbursed of expenses incurred as part of their mandate, notably travel and accommodation.

No Director receives any compensation for any mandate held in Group companies other than Atos SE, save for the Employee

Director or the Director representing the employee shareholders. The Employee Directors and the Directors representing the employee shareholders receive a salary from the relevant Company subsidiary by virtue of their employment agreement, which is not related to the performance of their mandate as Directors of the Company.

G.3.1.3 Compensation policy for the Chairman of the Board of Directors

1. General principles and mandate of the non-Executive Chairman of the Board

Mr. Bertrand Meunier was appointed Chairman of the Board of Directors with effect as of November 1, 2019, following the Board's decision to separate the offices of Chairman of the Board and Chief Executive Officer.

The term of office of the Chairman of the Board is two years and will expire at the Annual General Meeting which will meet in 2021 to decide on the accounts for the financial year 2020.

The mandate of the Chairman of the Board of Directors may be terminated at any moment by the Board of Directors.

Mr. Bertrand Meunier is not bound by any employment agreement with the Company or any other Group company.

The Board of Directors had not taken any decision regarding the setting of the compensation of the Chairman of the Board of Directors upon his appointment in the absence of a policy concerning his office.

The Board of Directors, met on December 16, 2019 and February 18, 2020, and on the recommendations of the Nomination and Remuneration Committee, approved the compensation policy for the non-Executive Chairman of the

Board of Directors, which is submitted to the approval of the Annual General Meeting in 2020. The Board of Directors has taken into account the additional missions, which it has entrusted to the Chairman of the Board of Directors under its internal rules after having obtained the opinion of an Ad hoc Committee of the Board of Directors.

The objective of the compensation policy for the non-Executive Chairman of the Board of Directors is to offer a transparent, competitive and motivating global compensation consistent with market practices. To preserve the independence of his judgment on the action of the executive management of the Company, the compensation of the non-Executive Chairman of the Board of Directors does not include any variable component depending on long- and short-term performance.

After examination of similar mandates among other CAC 40 companies, the Board of Directors took the following into account in order to set the structure and the amount of the non-Executive Chairman's compensation:

- the absence of a pre-existing executive corporate officer mandate;
- the specific missions entrusted to the Chairman of the Board in addition to his legal missions.

In accordance with the objectives of the compensation policy, the following principles were adopted by the Board of Directors on the recommendation of the Nomination and Remuneration Committee:

What we do

- A single fixed annual compensation based on the comparable market practices
- Provision of a secretariat and an office
- Reimbursement of expenses incurred in connection with his missions

What we do not do

- No additional Director's compensation.
- No exceptional compensation
- No severance payment, i.e. indemnities or rights due or likely to be due as a result of the termination or change in function of Company executive officers
- No commitment corresponding to indemnities in return for a non-competition clause
- No attendance fees for functions and mandates held in Group companies
- No additional pension scheme beyond the basic and supplementary mandatory schemes.

2. Compensation of the non-Executive Chairman of the Board for the year 2020

In compliance with the general principles of the compensation policy for the Chairman of the Board of Directors, the Board of Directors, held on February 18, 2020, on the recommendation of the Nomination and Remuneration Committee, set the compensation of the non-Executive Chairman of the Board of Directors applicable to the financial year 2020 which will be paid with retroactive effect upon the approval of the compensation

policy for the Chairman of the Board by the Annual General Meeting to be held in 2020.

Fixed compensation

A gross annual fixed compensation of € 400,000, paid in twelve monthly installments.

Variable compensation

The non-Executive Chairman of the Board shall not receive any variable compensation.

Long-term compensation

The non-Executive Chairman of the Board shall not receive any long-term compensation

Benefits

The non-Executive Chairman of the Board shall be provided with a secretariat and an office and be reimbursed for the fees incurred in connection with his mandate.

Directors' compensation

The non-Executive Chairman of the Board shall not receive any compensation in connection with his mandate as Director.

Other compensation elements

The non-Executive Chairman of the Board shall not enjoy any supplementary social protection scheme applied within Atos.

Severance payment

The non-Executive Chairman of the Board shall not receive any severance payment.

Non-competition severance payment

The non-Executive Chairman of the Board shall not receive any non-competition severance payment.

G.3.1.4 Compensation policy for the Chief Executive Officer

The compensation policy for the Chief Executive Officer applies to the current Chief Executive Officer, Mr. Elie Girard, as well as to any newly appointed Company executive officer (as Chief Executive Officer or Deputy Chief Executive Officer).

1. General principles and mandate of the CEO:

Mr. Elie Girard was appointed Chief Executive Officer on November 1, 2019 and Director on December 16, 2019. His mandate as Director will be subject to ratification by Annual General Meeting to be held in 2020 and his mandate will expire at the end of the Annual General Meeting to be held in 2022. The duration of his mandate as Chief Executive Officer will be aligned with the duration of his mandate as Director. The Chief Executive Officer may be removed from office at any time by the Board of Directors. Mr. Elie Girard is not bound by any employment contract with the Company or any other entities within the Group.

The Chief Executive Officer's compensation policy aims to support the Company's strategy and to align Chief Executive Officer's long-term interests with those of the shareholders by:

- offering a transparent, competitive and motivating global compensation consistent with market practices;
- establishing a close link between performance and short-term and long-term compensation;
- including CSR criteria in long-term variable compensation, that directly participate in the Company's social and environmental strategy;
- retaining and involving employees in the long-term performance of the Company.

The global compensation structure is thus designed according to a "pay-for-performance" approach, focusing on the variable part over annual and multiannual terms.

In accordance with the objectives of the compensation policy, the following principles were adopted by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee:

What we do

- Preponderance of the variable components in the short and long term.
- Nature and weighting of performance criteria according to strategic priorities.
- Precise, simple, and measurable objectives closely linked to Company's objectives as disclosed to the shareholders.
- No variable compensation when the minimum achievement thresholds are not reached.
- Cap on variable compensation in the event of outperformance.
- Balance between cash and equity-based compensation
- Participation of first managerial lines, key employees and expert in Long-Term Incentive plans benefiting Company executive officers.
- Rule regarding the holding of a portion of Atos SE shares for the whole duration of the mandate, defined for each grant of equity-based compensation.
- Prohibition to conclude any financial hedging transaction on the equity instruments granted, throughout the tenure.

What we do not do

- No exceptional compensation.
- No severance payment, i.e. indemnities or rights due or likely to be due as a result of the termination or change in function of Company executive officers.
- No commitment corresponding to indemnities in return for a non-competition clause.
- No supplementary compensation related to mandates or functions held in Group subsidiaries.
- No pension benefits on top of the mandatory basic and complementary pension schemes.
- No combination of a Company office and an employment contract.

Thus, the global compensation of the Chief Executive Officer exclusively includes compensation in cash, with a fixed part and a variable part, multi-year variable equity-based compensation and fringe benefits.

To set the on-target global compensation structure and the level of its components, the recommendations of the Nomination and Remuneration Committee are based on market positioning studies for similar functions in CAC 40 companies and also take into account the Group's main competitors practices in France and abroad as well as the internal practices applicable to senior executives and managers. Market positioning studies are carried out by international firms specializing in executive compensation.

Fixed compensation

The objective of fixed compensation is to recognize the importance and complexity of the duties as well as the experience and the career path of the Chief Executive Officer.

Variable compensation

The objective of annual variable compensation is to encourage the Chief Executive Officer to reach the annual performance objectives set by the Board of Directors in close connection with the Group's ambitions as regularly disclosed to the shareholders. The variable compensation is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives.

The target level is set as a percentage of fixed compensation. In order to monitor the Company's performance more closely and establish a proactive way to support its strategic plan, the selection and the weighting of the performance criteria may be reviewed each year. The objectives related to selected performance criteria are set, and then subject to review, on a half-year basis. Thus, objectives for the first-half of the year are set on the basis of the Company's budget approved by the Board of Directors in December and objectives for the second-half of the year on the basis of the updated budget "Full Year Forecast 2" approved in July.

For each performance indicator, the Board of Directors sets:

- a target objective, in line with the strategic plan (budget), the achievement of which results in a 100% achievement rate, entitling to the on-target variable compensation linked to this indicator;
- a floor which defines the threshold below which no variable compensation in relation to this indicator is due;
- a cap which defines the threshold above which the variable compensation in relation to this indicator is capped at 130% of the on-target amount;
- an elasticity curve accelerating the amount of the variable compensation due upwards and downwards depending on the achievement of the strategic plan.

The underlying objectives are determined by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market.

Pursuant to article L. 225-37-2 of the French Commercial Code, the payment of the variable compensation due for the first and the second semesters is subject to the vote of the Annual

General Meeting approving the financial statements for the previous year.

Multiannual equity-based compensation

Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly Atos' first managerial lines and experts, including the Chief Executive Officer.

The total equity-based compensation of the Chief Executive Officer is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation.

The equity-based compensation takes the form of performance share plans and/or stock-option plans. The instruments used do not guarantee minimum allocation or minimum gain to beneficiaries.

The vesting of shares under performance share plans is fully subject to the achievement of performance conditions, which must be fulfilled over a period of at least three years, based on key success factors of the Group's strategy through clear and measurable criteria. The selected performance criteria include the corporate social and environmental responsibility.

The vesting of stock-options under stock-option plans is fully subject to the achievement of external stock market performance conditions to meet over a period of at least three years.

In addition, the vesting of equity instruments (shares or stock-options) is subject to a continuous tenure of the beneficiary as Company officer during the vesting period, except in the event of death, disability or retirement. In the event of retirement, the acquisition of equity instruments remains subject to the achievement of performance conditions.

Holding obligation

In the context of the grant decision, the Board of Directors sets the percentage of acquired equity instruments that Company executive officers must retain up to the end of their mandates. This percentage may not be lower than 15% of the grant. The Board also sets a general rule for the holding of Atos SE shares applicable to the Chief Executive Officer of 15% of the shares awarded to him since the beginning of his mandates, aside from the specific rules usually set at the time of each award.

Financial hedging instruments

At the time of each award, the Chief Executive Officer is asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award throughout his mandate, and to undertake to abide by it. The financial transactions in question are, in particular, forward sales, short sales, the purchase of put options or the sale of call options.

Fringe benefits

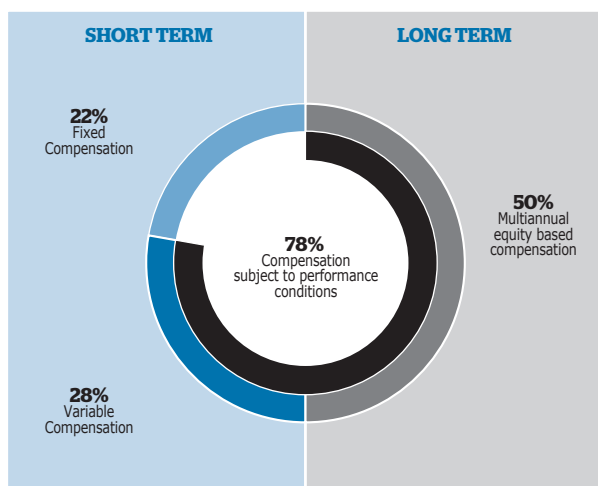
The Chief Executive Officer benefits from the use of a company car with driver. In addition, Company executive officers benefit from the collective life, disability and health insurance schemes applicable in the Company on the same terms as the employees.

Other compensation elements

The Chief Executive Officer does not receive any exceptional compensation nor compensation elements or fringe benefits related to his mandates from Atos SE's subsidiaries. He does not have any employment contract and will not receive any severance payment nor any compensation for non-compete clause in the event of termination of his mandate. The Chief Executive Officer does not benefit from any supplementary pension plan and is personally responsible to build up a pension supplement beyond the compulsory basic and complementary pension schemes.

2. Compensation of the Chief Executive Officer for the 2020 financial year

In accordance with the general principles of the compensation policy, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, set the Chief Executive Officer's compensation for the 2020 financial year.



Fixed compensation

A gross annual fixed compensation of € 950,000, paid in twelve monthly installments.

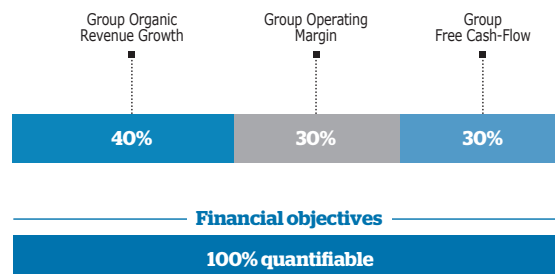
This compensation takes into account the fact that Mr. Elie Girard no longer benefits from the supplementary pension plan with effect from January 1, 2020.

Variable compensation

An annual variable compensation, depending on objectives, with a target set at 125% of the fixed compensation (i.e. a target variable compensation of € 1,187,500), with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.

For the 2020 financial year, the Board of Directors decided to maintain the three key success factors of the strategic plan for determining the variable compensation of the Chief Executive Officer: Group organic revenue growth; Group operating margin; Group Free Cash Flow before acquisition/disposal and variation of equity and dividends.

The Board of Directors has decided to change the weighting of the performance indicators in order to raise at 40% the weight of the Group organic revenue growth in the variable compensation:



The objectives for each semester underlying the variable compensation are determined by the Board of Directors in order to drive successfully the achievement of the financial objectives announced to the market (please refer to the section E.2. of the Universal Registration Document).

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, set at the beginning of each semester, the elasticity curves accelerating the amount of the variable compensation due upwards and downwards depending on the achievement level of each performance indicator.

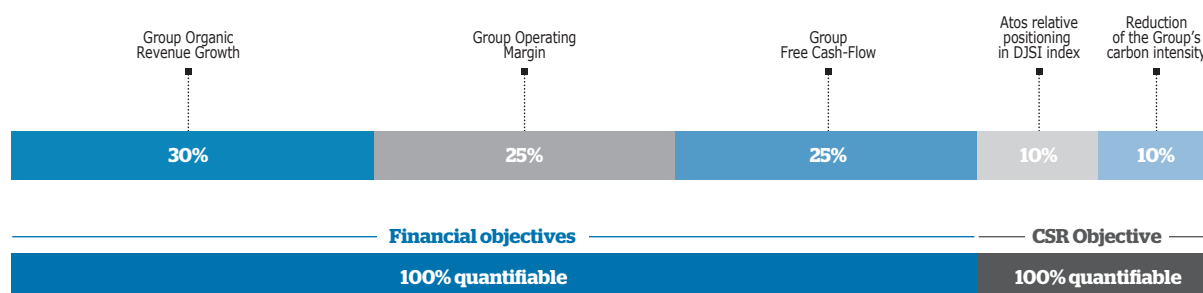
Multiannual equity-based compensation

The total equity-based compensation is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation.

After having consulted with the Nomination and Remuneration Committee, the Board of Directors plans to grant performance shares to the Chief Executive Officer and selected employees representing approximately 1.2% of the Group total headcount, as part of the objectives of growth and sustainable value creation for the shareholders, the employees and all the stakeholders, on the same basis as those approved by the Annual General Meeting held on April 30, 2019 subject to the inclusion of a new internal environmental indicator. Specifically, the 2020 grant of performance shares scheduled for July 2020 would be governed by the following features and conditions:

- a vesting period maintained at three years from the grant date;
- three internal financial performance indicators and two performance conditions, one external and one internal, related to the corporate social and environmental responsibility of the Company, the achievement of which, measured over the 3-year period, conditions the vesting in whole or in part of the performance shares;
- a continuous tenure of the beneficiary as Company officer during the vesting period, except in the event of death, disability or retirement.

The performance indicators would be in line with the key success factors for the Group's strategy:



The financial indicators would be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

The CSR external indicator would be based on the Atos relative positioning in the DJSI index over the performance period and the CSR internal indicator would measure the reduction of the carbon intensity of the Group's activities per million euros of revenue, at the end of the performance period.

An elasticity curve for each performance indicator according to its level of achievement at the end of the three-year period would increase or decrease (i.e., acceleration) the percentage of definitive allocation of performance shares.

The final number of vested performance shares may in no circumstances exceed the number originally granted.

Indicators' measurement	Elasticity curves	% granted
<i>External Revenue Organic Growth:</i>	Floor	30%
Average of the External Revenue Organic growth rates over 3 years (2020-2022) ("A")	Target	100%
	Cap	150%
<i>Operating Margin rate:</i>	Floor	50%
Average rate of Operating Margin over 3 years (2020-2022) ("B")	Target	100%
	Cap	130%
<i>Cumulated Free Cash Flow ("FCF"):</i>	Floor	50%
Cumulated FCF at the end of the 3-year period (in 2022) ("C")	Target	100%
	Cap	130%
<i>Index DJSI (World or Europe):</i>	Floor	50%
Average of the yearly DJSI scores (World or Europe) of Atos compared to the average of the other companies over the 3-year period ("D")	Target	100%
	Cap	150%
<i>Reduction of the Group's carbon intensity</i>	Floor	50%
Change in percentage of tons of CO ₂ emission per million euros of revenue at the end of the 3-year period (in 2022) ("E")	Target	100%
	Cap	150%
A * 30% + B * 25% + C * 25% + D * 10% + E * 10% = Average acquisition rate		
<i>(The average acquisition rate may not exceed 100%)</i>		

At the time of grant decision, the Board of Directors will set the percentage (at least 15%) of acquired shares that the Chief Executive Officer must retain up to the end of his mandate. The Chief Executive Officer will be asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award throughout his mandate, and to undertake to abide by it.

Fringe benefits

The Chief Executive Officer benefits from the use of a company car with driver and he benefits from the collective life, disability and health insurance schemes on the same terms as the employees. He is no longer eligible to the supplementary pension plan reserved for members of the Group's Executive Committee since the decision made by the Board of Directors on December 16, 2019.

For information purposes, the amount of fringe benefits for the year 2020 is estimated at around € 25,000.

G.3.2 Elements of the compensation due or awarded for the financial year 2019 to the Company executive officers, and submitted to the shareholders' vote

Pursuant to article L. 225-100 of the French Commercial Code, the amounts and elements presented below, resulting from the implementation of the compensation policies approved by the Annual General Meeting on April 30, 2019, are subject to the

approval of the shareholders during the General Meeting approving the accounts for the financial year 2019. They form an integral part of the report of the Board of Directors on corporate governance.

G.3.2.1 Elements of compensation due or awarded for the financial year 2019 to the members of the Board of Directors

Directors' elements of compensation due for the financial year 2019 and these paid during financial year 2019 for the financial year 2018 are presented below.

(in €)	2019	
	Paid ^a	Owed ^b
Vivek Badrinath	N/A	25,979
Nicolas Bazire	45,500	47,500
Valérie Bernis	36,500	43,500
Thierry Breton	-	-
Roland Busch	32,000	36,000
Jean Fleming ¹	35,000	38,000
Jean-Louis Georgelin	N/A	14,240
Elie Girard	N/A	-
Marie Christine Lebert ²	N/A	N/A
Farès Louis ³	N/A	N/A
Bertrand Meunier	49,250	98,333 ⁴
Colette Neuville	39,500	37,500
Aminata Niane	41,000	62,500
Lynn Paine	41,750	49,000
Pasquale Pistorio	59,000	-
Vernon Sankey	48,500	66,500
TOTAL	428,000	519,052

N/A Non applicable.

a Compensation paid in 2019 for the year 2018.

b Compensation owed for the year 2019.

1 Ms. Jean Fleming, Director representing the employee shareholders is employed by the Atos Group.

2 Ms. Marie-Christine Lebert, Employee Director up until April 25, 2019, was employed by the Atos Group. The Employee Director does not receive Directors' compensation.

3 Mr. Farès Louis, Employee Director as from April 25, 2019, is employed by the Atos Group. The Employee Director does not receive Directors' compensation.

4 The amount allocated to Mr. Meunier takes into account his mandate as Director, member of the Audit Committee, Member of the Nomination and Remuneration Committee and his mandate as non-Executive Chairman of the Board of Directors.

Mr. Thierry Breton and Mr. Elie Girard declined to receive any Directors' compensation for the year 2019.

The amount of Directors' compensation allocated to Mr. Bertrand Meunier takes into account:

- (i) the Directors' compensation received in respect of his duties as Director, member of the Audit Committee and member of the Nomination and Remuneration Committee; and
- (ii) the exceptional compensation amounting to € 43,833, deducted from the envelope of Directors' compensation and paid to Mr. Bertrand Meunier as compensation for the additional work relating to his duties as non-Executive Chairman of the Board of Directors for the last two months of 2019.

The variable portion of Directors' compensation represents in 2019 the majority of the total amount of Directors' compensation (53.6%), which is in accordance with Article 21.1 of the AFEP-MEDEF Code.

In 2019, the members of the Board of Directors did not receive any other compensation from Atos SE or its subsidiaries, except for:

- (i) Mr. Thierry Breton, Chairman and Chief Executive Officer until October 31, 2019;
- (ii) Mr. Elie Girard, Chief Executive Officer since November 1, 2019;
- (iii) Ms. Jean Fleming, Director representing the employee shareholders, Ms. Marie-Christine Lebert and Mr. Farès Louis, having successively held the position as Employee Director in 2019, all of them having receiving a compensation in connection with their employment contract.

G.3.2.2 Elements of compensation due or awarded for the financial year 2019 to Mr. Bertrand Meunier, Chairman of the Board of Directors as from November 1, 2019

Mr. Bertrand Meunier was appointed Chairman of the Board of Directors with effect from November 1, 2019, following the Board's decision to separate the offices of Chairman of the Board and Chief Executive Officer.

The Board of Directors had not taken any decision regarding the setting of the compensation of the Chairman of the Board of Directors upon his appointment in the absence of a policy concerning his office, although article L. 225-37-2 of the French Commercial Code provides that in the event of exceptional circumstances, the Board of Directors may derogate from the implementation of the compensation policy provided this position remains temporary, in line with the Company's interests and necessary to ensure the Company's continuity or viability.

On that basis, the Board of Directors held on December 16, 2019, decided to grant Mr. Bertrand Meunier an exceptional compensation, deducted from the 2019 envelope of the Directors' compensation, amounting to € 43,833 as compensation for the additional work relating to his duties as non-Executive Chairman of the Board of Directors for the last two months of 2019.

Mr. Bertrand Meunier did not receive any variable annual or pluriannual compensation for the year 2019 and did not receive any fringe benefits nor any other element of compensation.

Mr. Bertrand Meunier received the amount of € 54,500 for his duties as Director.

Pay ratio and other indicators

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, wished to report information regarding the comparison and evolution of the compensation of Company executive officers by using a broader scope than just the company Atos SE, which does not employ any employee.

Given Atos's status as a European company, its deep European roots (more than half of its workforce in Europe, present in 26 European countries), and its two headquarters in Bezons (France) and Munich (Germany), Europe constitutes a coherent and legitimate representative perimeter for Atos SE. In addition, the Group employs a large number of highly qualified engineers and digital technologists. Given the heterogeneity of this population in terms of compensation among the different geographical areas where the Group operates, it is appropriate to limit the scope to Europe.

The scope used to calculate the ratio corresponds to of all Atos International companies, which comprise the global functions of the Atos Group in Europe. They are based in France, Germany, the Netherlands, the United Kingdom and Switzerland. They employ around 800 people with half of them in France. Insofar as the Group employs a majority of managers who are high level university or college graduates, this scope is considered to be representative for Europe.

The compensation ratio is based on the target total annual compensation in cash, and equity-based compensation valued, at the grant date, in accordance with IFRS 2 recognized in the consolidated financial statements.

The Company's performance is measured using two indicators:

- a profitability indicator measured by the Group's operating margin as a percentage of its revenue;
- a value creation indicator measured from the annual change in the 3-year moving average of the enterprise value.



Company's performance

	Compensation of the Chairman	Average compensation of the employees	Pay ratio on average compensation	Pay ratio on median compensation	Profitability	Value Creation*
2019	€290,000	€149,913	1.9	2.8	10.3%	6.6%

* For 2019, the enterprise value includes the distribution in kind of part of Worldline share capital to Atos' shareholders for an amount of de € 2.3 billion.

G.3.2.3 Elements of compensation due or awarded for the financial year 2019 to Mr. Thierry Breton, Chairman and Chief Executive Officer until October 31, 2019

Mr. Thierry Breton was appointed Chairman of the Management Board on November 16, 2008 and was Chairman and Chief Executive Officer from February 10, 2009 to October 31, 2019, when he resigned from his mandates (to claim his mandatory retirement benefits) within the Company as noted by the Board of Directors.

The Board of Directors acknowledged, during its meeting on October 31, 2019, upon recommendation of the Nomination and Remuneration Committee, the consequences of his departure according to the compensation policy approved by the Annual General Meeting on April 30, 2019 under the 17th resolution as stated in the table below:

(in €)	2019
Fixed compensation	1,166,667
Variable compensation	0
Fringe benefits	11,773
Value of options granted during the year	0
Value of performance shares granted during the year	0
TOTAL	1,178,440
Fixed component	100%
Variable component*	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

* Mr. Thierry Breton has waived all of his potential or due variable compensation.

Fixed compensation

The fixed compensation paid to the Chairman and Chief Executive Officer covers the period from January 1, 2019 to October 31, 2019 and corresponds to ten twelfths of the fixed compensation as approved by the Annual General Meeting on April 30, 2019 under the 17th resolution.

Variable compensation

Mr. Thierry Breton stated to the Board of Directors that he wished to waive any due or potential variable compensation for the year 2019.

Fringe benefits

In accordance with the compensation policy adopted by the Annual General Meeting, Mr. Thierry Breton benefited from the use of a company car with driver from January 1, 2019 to October 31, 2019.

Multiannual equity-based compensation

The Board of Directors decided, during its meeting held on July 24, 2019, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 40,300 performance shares and 40,300 stock-options in favor of the Chairman and Chief Executive Officer pursuant to the

authorizations granted by the Annual General Meeting held on April 30, 2019 under the 21st and 22nd resolutions.

As a reminder, the vesting of all or part of the shares and stock-options is subject to the achievement of performance conditions over a three-year period as well as to a continuous tenure of the beneficiary as Company officer, except in the event of retirement, death or disability.

As Mr. Thierry Breton claimed his compulsory pension entitlements with effect from November 1, 2019, the resignation of his mandates did not imply the loss of the share and option rights granted under these plans, whose vesting remained subject to the achievement of the performance conditions.

Mr. Thierry Breton nevertheless informed the Board of Directors that he wished to waive these rights as well as those granted under previous plans and still subject to vesting. The Board of Directors therefore took note of its waiver of share rights under the performance share plans dated July 24, 2017 (for which vesting date was set for July 31, 2020) and dated July 24, 2019 (for which vesting date was set for July 25, 2022) as well as his waiver of the stock-option rights under the plan dated July 24, 2019 (for which vesting date was fixed for July 25, 2022), from his effective appointment to the European Commission.

Other compensation elements

As a reminder, the Chairman and Chief Executive Officer did not receive exceptional compensation nor compensation elements or fringe benefits related to his mandate from Atos SE's subsidiaries. He did not have an employment contract and was not entitled to any severance payment nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, the Chairman and Chief Executive Officer had declined to receive any Director's fees.

Supplementary Pension Plan

The Chairman and Chief Executive Officer benefits from the supplementary pension plan reserved for members of the Group Executive Committee ending their career at Atos SE or Atos International SAS governed by article L. 137-11 of the French Social Security Code.

This commitment, which had already been confirmed by the General Meetings held on May 28, 2015 and December 30, 2016, was again approved by the General Meeting on April 30, 2019, under the 14th resolution, in the context of the renewal of his mandate.

As a reminder, the acquisition of rights under the supplementary pension scheme is subject to performance conditions set annually. Moreover, for the award of the additional pension it was expected that the performance conditions be validated with respect to at least two-thirds of the years corresponding to Mr. Thierry Breton's membership in the Executive Committee while performing his successive terms of office.

On October 31, 2019, the Board of Directors noted that these aforementioned performance conditions had been largely fulfilled and decided not to include the year 2019 that was not yet completed, in determining the pension supplement. The pension supplement was therefore calculated on the basis of the rights acquired up until December 31, 2018, according to the terms approved by the Annual General Meeting on April 30, 2019 and stated below:

Terms and conditions for determining the amount of the Executive Director's pension supplement

The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation, multiplied by twelve.

For the assessment of this reference compensation, only the following is taken into account:

- the fixed compensation of the Executive Director;
- the annual on-target bonus actually paid to the Company executive officer excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the fixed compensation.

Cap on the Company officer's pension supplement

The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer may not exceed the difference between:

- 33% of the reference compensation above mentioned; and
- the annual amount of the basic, complementary and supplementary pensions.

Other rules

The membership requirement at the Executive Committee level is extended to five years minimum. The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L. 161-17-2 of the French Social Security Code (i.e. between 60 to 62 years depending on the year of birth according to the current legislation) and the age for liquidation of the pension supplement is aligned on the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one referred to in article L. 161-17-2 of the French Social Security Code, it being specified that a survivor's pension is provided in case of death occurring before or after the age for the liquidation.

The gross amount of the pension supplement, with the surviving spouse's annuity reducing to 60% upon his death, amounts to €627,586. The pension supplement is subject to the following social contributions payable exclusively by the beneficiary: CSG/CRDS (8.8%), Health Contribution (1%), CASA (0.3%) and a special contribution around 14%. In addition, the pension supplement is subject to income tax. The employer pays an annual contribution at the rate of 32 on the pension amount paid. Pensions are paid by an insurer and Atos shall fund its commitments each time a beneficiary retires.

As Mr. Thierry Breton waived his entitlements to a pension supplement during the period of his mandate on the European Commission, which runs until end of 2024 – except in the event of early termination –, no pension supplement is currently paid and due annuities during this period will be definitively lost by Mr. Breton.

Pay ratio and other indicators

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, wished to report information regarding the comparison and evolution of the compensation of Company executive officers by using a broader scope than just the company Atos SE, which does not employ any employee.

Given Atos status as a European company, its deep European roots (more than half of its workforce in Europe, present in 26 European countries), and its two headquarters in Bezons (France) and Munich (Germany), Europe constitutes a coherent and legitimate representative perimeter for Atos SE. In addition, the Group employs a large number of highly qualified engineers and digital technologists. Given the heterogeneity of this population in terms of compensation among the different geographical areas where the Group operates, it is appropriate to limit the scope to Europe.

The scope used to calculate the ratio corresponds to of all Atos International companies, which comprise the global functions of the Atos Group in Europe. They are based in France, Germany, the Netherlands, the United Kingdom and Switzerland. They employ around 800 people with half of them in France. Insofar as the Group employs a majority of managers who are high level university or college graduates, this scope is considered to be representative for Europe.

The compensation ratio is based on the target total annual compensation in cash, and equity-based compensation valued, at the grant date, in accordance with IFRS 2 recognized in the consolidated financial statements.

The Company's performance is measured using two indicators:

- a profitability indicator measured by the Group's operating margin as a percentage of its revenue;
- a value creation indicator measured from the annual change in the 3-year moving average of the enterprise value.

Company's performance					
	Compensation of the Chairman and CEO (in €)	Average compensation of the employees (in €)	Pay ratio on average compensation	Pay ratio on median compensation	
					Profitability Value Creation*
2019	3,064,127	149,913	20.4	29.2	10.3% 6.6%
2018	3,068,500	157,601	19.5	29.1	10.3% 10.3%
2017	3,056,354	149,569	20.4	30.3	10.2% 29.1%
2016	5,163,183	144,319	35.8	50.6	9.4% 22.8%
2015	4,849,002	144,816	33.5	48.5	8.3% 11.0%

* For 2019, the enterprise value includes the distribution in kind of part of Worldline share capital to Atos' shareholders for an amount of de € 2.3 billion.

The compensation of the Chairman and Chief Executive Officer shown in the table above takes into account the waiver by the person concerned of his rights to shares or stock options in the

process of vesting (for 2019 and 2017) as well as the loss of share rights for the year 2018.

G.3.2.4 Elements of compensation due or awarded for the financial year 2019 to Mr. Elie Girard, Deputy Chief Executive Officer, and then Chief Executive Officer

Mr. Elie Girard was appointed Deputy Chief Executive Officer as from April 2, 2019, and then Chief Executive Officer as from November 1, 2019 as a result of the implementation of the Company executive officer's succession plan.

1. Elements of compensation due or awarded for the financial 2019 to Mr. Elie Girard, as Deputy Chief Executive Officer

Mr. Elie Girard served as Deputy Chief Executive Officer from April 2 to October 31, 2019. The compensation policy for the

Deputy Chief Executive Officer was approved by the Annual General Meeting held on April 30, 2019 under the 26th resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Elie Girard comply with this policy.

(in €)	2019*
Fixed compensation	347,727
Variable compensation	316,230
Fringe benefits	3,479
Value of options granted during the year	106,101
Value of performance shares granted during the year	751,180
TOTAL	1,524,717
Fixed component	23.0%
Variable component	77.0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

* Amounts corresponding to the period from April 2 to October 31, 2019. These amounts do not include the compensation paid to Mr. Elie Girard by virtue of his employment contract within the Atos Group for the period from January 1 to April 1, 2019. For information purposes, Mr. Elie Girard received over this period, in respect of the year 2019, a fixed compensation of € 102,478, a variable compensation of € 70,000 and an amount of fringe benefits of € 1,612. In addition, he received when he resigned from his employment contract, an amount of € 37,016 to compensate the loss of accrued annual leave for 2019 and previous years.

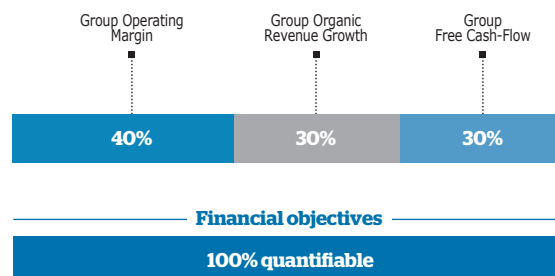
Fixed compensation

The fixed compensation paid to Mr. Elie Girard as Deputy CEO corresponds to the annual fixed compensation (€ 600,000), as approved by the Annual General Meeting on April 30, 2019 under the 26th resolution, on a prorata temporis basis for the period from April 2, 2019 to October 31, 2019.

Variable compensation

The variable compensation due for the period amounts to € 316,230 and corresponds to the application of an achievement rate of 90.4% to the target variable compensation amount on a prorata temporis basis (€ 350,000, i.e. seven twelfths of the target annual variable compensation of € 600,000).

As a reminder, the nature and weighting of each of the indicators making up the 2019 variable compensation of the Deputy CEO are as follows:



Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on July 24, 2019 and February 18, 2020. The variable compensation of the Deputy CEO stood for the first semester of 2019 at € 117,570 (78.4% of the on-target bonus on a prorata temporis basis, i.e. € 150,000), and at € 198,660 (99.3% of the on-target bonus on a prorata temporis basis, i.e. € 200,000) for the period from April 2 to October 31, 2019.

Indicators	First-half of 2019		Second-half of 2019	
	Weight	Payout ¹	Weight	Payout ¹
Group Operating Margin	40%	>100%	40%	<100%
Group Free Cash Flow ²	30%	<100%	30%	>100%
Group Organic Revenue Growth	30%	>100%	30%	<100%
Payout in % of the semester on-target bonus		78.4%		99.3%

1 On the basis of the elasticity curve capped at 130%.

2 Before acquisitions/disposal and variation of equity and dividends.

Budget achievements are as follows:

Budget	2019
Group Operating Margin	98.1%
Group Free Cash Flow*	100.7%
Group Organic Revenue Growth	99.9%

* Before acquisitions/disposal and variation of equity and dividends.



Objectives which are set every semester on the basis of the Company's budget are in line with the financial guidance announced to the market at the beginning of the year.

Fringe benefits

For the period from April 2 to October 31, 2019, Mr. Elie Girard benefited from the use of a company car without driver.

Multiannual equity-based compensation

The Board of Directors decided, during its meeting held on July 24, 2019, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 15,900 performance shares and 15,900 stock-options in favor of the Deputy Chief Executive Officer.

These grants were decided in accordance with the approval given by the Annual General Meeting held on April 30, 2019

under the 26th resolution ("Say on Pay ex ante"), in the context of the authorizations granted by the same Shareholder's Meeting under the 21st and 22nd resolutions.

As a reminder, the vesting of all or part of the shares and stock-options granted on July 25, 2022 is subject to the achievement of performance conditions over a three-year period as well as to a continuous tenure of the beneficiary as Company officer, except in the event of retirement, death or disability.

The number of performance shares definitively vested by each beneficiary will depend on the "average acquisition rate" calculated according to the weighting of the performance indicators and their respective achievement levels, as shown in the table below:

Indicators' measurement	Weight	Elasticity curves	% granted
<i>External Revenue Organic Growth:</i>	30%	Floor: +1.75%	30%
Average of the External Revenue Organic growth rates over 3 years (2019-2021) ("A")		Target: +2.5%	100%
		Cap: +3.0%	150%
<i>Operating Margin rate:</i>	25%	Floor: +10.5%	50%
Average rate of Operating Margin over 3 years (2019-2021) ("B")		Target: +10.8%	100%
		Cap: +11.1%	130%
<i>Cumulated Free Cash Flow ("FCF"):</i>	25%	Floor: 2Mds	50%
Cumulated FCF at the end of the 3-year period (in 2021) ("C")		Target: 2.25Mds	100%
		Cap: 2.4Mds	130%
<i>Index DJSI (World or Europe):</i>	20%	Floor: 70 th percentile	50%
Average of the yearly DJSI scores (World or Europe) of Atos compared to the average of the other companies over the 3-year period ("D")		Target: 80 th percentile	100%
		Cap: 90 th percentile	150%
A * 30% + B * 25% + C * 25% + D * 20% = Average acquisition rate			
<i>(The average acquisition rate may not exceed 100%.)</i>			

The strike price of the stock-options granted equals to € 79.86 (average of the opening Atos share price during the twenty trading days before the grant date, increased by five percent).

The ability to exercise options in whole or in part is subject to the achievement of a stock market performance measured over the 2019-2021 period.

This indicator will be assessed on the basis of the relative performance comparing the performance of the Atos SE share with a basket including stock reference indexes (40%) and comparable companies in the same business sector (60%):

- CAC 40 index: 20% – STOXX Europe 600 Technology index: 20%;
- IBM: 10% – DXC: 10% – Capgemini: 10% – Accenture: 10% – Sopra Steria: 10% – CGI Group: 10%.

The performance of the Atos SE share and the shares or indexes of the basket will be calculated on the basis of the average of the opening share price (dividends reinvested) as noticed during the trading days of the calendar quarter preceding the grant and vesting dates, respectively.

- No stock-option will vest if the relative performance of the Atos SE share is less than 100% of the average performance of the basket over the three-year period;

- 80% of stock-options will vest if the relative performance of the Atos SE shares is equal to 100%;

- 100% of stock-options will vest if the relative performance of the Atos SE shares is equal to 115%.

For relative performance between these points: the percentage of vested stock-options will be determined based on linear interpolation.

The fair value of performance shares and stock-options granted is determined, on the grant date, pursuant to IFRS 2 standard retained for the consolidated financial statements. This value of the performance shares and stock-options corresponds to a historical value on the date of grant calculated for accounting purposes. This value does not represent a current market value nor the actual amounts that may be paid to the beneficiary if and when the performance shares and the stock-options are finally vested.

Other compensation elements

As a reminder, Mr. Elie Girard does not receive exceptional compensation nor compensation elements or fringe benefits related to his mandate from any Atos SE's subsidiaries. He does not have any employment contract and he is not entitled to severance payment nor any compensation for non-compete clause in the event of termination of his mandate. He does not receive Director's fees.

Collective healthcare and welfare schemes

Mr. Elie Girard benefited from the collective life, disability and health insurance schemes applicable in the Company.

The annual amount of the employer's contribution under the life and disability scheme amounts to € 2,444. The annual amount of the employer's contribution under the healthcare scheme amounts to € 2,968.

Supplementary Pension Plan

Mr. Elie Girard benefited in 2019 from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L. 137-11 of the French Social Security Code. This pension commitment was authorized by the Board of Directors on March 18, 2019 and approved by the Annual General Meeting on April 30, 2019 under the 25th resolution. Terms and conditions for this pension commitment are the same as those described in the above section G.3.2.3. Mr. Elie Girard is no longer eligible to this supplementary pension plan since the decision made by the Board of Directors on December 16, 2019.

Pay ratio and other indicators

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, wished to report information

regarding the comparison and evolution of the compensation of Company executive officers by using a broader scope than just the company Atos SE, which does not employ any employee.

Given Atos's status as a European company, its deep European roots (more than half of its workforce in Europe, present in 26 European countries), and its two headquarters in Bezons (France) and Munich (Germany), Europe constitutes a coherent and legitimate representative perimeter for Atos SE. In addition, the Group employs a large number of highly qualified engineers and digital technologists. Given the heterogeneity of this population in terms of compensation among the different geographical areas where the Group operates, it is appropriate to limit the scope to Europe.

The scope used to calculate the ratio corresponds to of all Atos International companies, which comprise the global functions of the Atos Group in Europe. They are based in France, Germany, the Netherlands, the United Kingdom and Switzerland. They employ around 800 people with half of them in France. Insofar as the Group employs a majority of managers who are high level university or college graduates, this scope is considered to be representative for Europe.

The compensation ratio is based on the target total annual compensation in cash, and equity-based compensation valued, at the grant date, in accordance with IFRS 2 recognized in the consolidated financial statements.

The Company's performance is measured using two indicators:

- a profitability indicator measured by the Group's operating margin as a percentage of its revenue;
- a value creation indicator measured from the annual change in the 3-year moving average of the enterprise value.

Company's performance

	Compensation of the Deputy CEO (in €)	Average compensation of the employees (in €)	Pay ratio on average compensation	Pay ratio on median compensation	Profitability	Value Creation*
2019	2,120,920	149,913	14.1	20.2	10.3%	6.6%

* For 2019, the enterprise value includes the distribution in kind of part of Worldline share capital to Atos' shareholders for an amount of de € 2.3 billion.

2. Elements of compensation due or awarded for the financial year 2019 to Mr. Elie Girard, as Chief Executive Officer

Mr. Elie Girard was appointed Chief Executive Officer as from November 1, 2019. On October 31, 2019, the Board of Directors set, upon the proposal of the Nomination and Remuneration Committee, the 2019 compensation terms for Mr. Elie Girard as Chief Executive Officer in compliance with the compensation policy approved by the Annual General Meeting on April 30, 2019 under the 17th resolution.

As part of its recommendations regarding compensation terms, the Nomination and Remuneration Committee relied on a market positioning study for similar positions in CAC 40 companies,

carried out by an independent specialized firm. It took into account several other factors, including the career path and the profile of the new Chief Executive Officer, the complexity and the span of control of the position in relation to the Group's strategic ambitions and the internal transformation projects to lead. On this basis and in accordance with the compensation policy, the Nomination and Remuneration Committee proposed to align the global compensation of the Chief Executive Officer with the market median, with a fixed part aligned with the first quartile, thus placing emphasis on the variable compensation in the compensation package. The maximum share of equity-based compensation at around 50% of the global compensation has been kept unchanged in order to maintain the balance between short-term and long-term incentives.

(in €)

2019*

Fixed compensation	150,000
Variable compensation	183,430
Fringe benefits	994
Value of options granted during the year	0
Value of performance shares granted during the year	0
TOTAL	334,424
Fixed component	45.2%
Variable component	54.8%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

* Amounts corresponding to the period from November 1 to December 31, 2019.

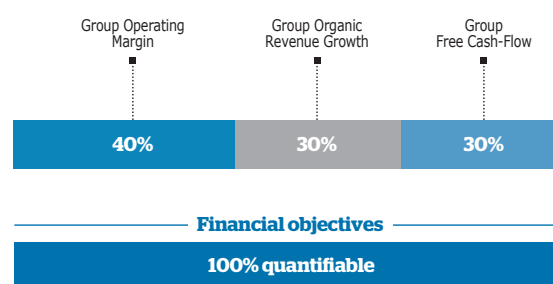
Fixed compensation

The fixed compensation paid to Mr. Elie Girard as CEO corresponds to the annual fixed compensation (€ 900,000) set by the Board of Directors, on a prorata temporis basis for the period from November 1 to December 31, 2019.

Variable compensation

The variable compensation due for the period amounts to € 183,430 and corresponds to the application of an achievement rate of 99.3% to the target variable compensation amount on a prorata temporis basis (€ 184,667, i.e. two twelfths of the target annual variable compensation of € 1,108,000).

As a reminder, the nature and weighting of each of the indicators making up the 2019 variable compensation of the CEO are as follows:



Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meeting held on February 18, 2020.

Indicators	Second-half of 2019	
	Weight	Payout ¹
Group Operating Margin	40%	<100%
Group Free Cash Flow ²	30%	>100%
Group Organic Revenue Growth	30%	<100%
Payout in% of the on-target bonus		99.3%

¹ On the basis of the elasticity curve capped at 130%.

² Before acquisitions/disposal and variation of equity and dividends.

Budget achievements are as follows:

Budget	2019
Group Operating Margin	98.1%
Group Free Cash Flow*	100.7%
Group Organic Revenue Growth	99.9%

* Before acquisitions/disposal and variation of equity and dividends.

Objectives which are set every semester on the basis of the Company's budget are in line with the financial guidance announced to the market at the beginning of the year.

Fringe benefits

For the period from November 1 to December 31, 2019, Mr. Elie Girard benefited from the use of a company car without driver.

Multiannual equity-based compensation

Mr. Elie Girard was not granted any equity-based compensation (performance shares or stock-options) from November 1, 2019.

Other compensation elements

Mr. Elie Girard does not receive any exceptional compensation nor compensation elements or fringe benefits related to his mandate from Atos SE's subsidiaries. He does not have any employment contract and he is not entitled to severance payment nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, he does not receive Director's fees.

Collective healthcare and welfare schemes

Mr. Elie Girard benefited from the collective life, disability and health insurance schemes applicable in the Company.

The annual amount of the employer's contribution under the life and disability scheme amounts to € 2,444. The annual amount of the employer's contribution under the healthcare scheme amounts to € 2,968.

Supplementary Pension Plan

Mr. Elie Girard benefited in 2019 from the supplementary pension plan reserved for members of the Group's Executive Committee ending their career at Atos SE or Atos International SAS governed by article L. 137-11 of the French Social Security Code.

Assuming the Chief Executive Officer was entitled to the pension supplement as from the day after the closing of the financial year, the gross amount of the pension supplement, without any surviving spouse's benefits, would be estimated at € 276,000 per annum. The pension supplement will be subject to the following social contributions payable exclusively by the beneficiary: CSG/CRDS (8.8%), Health Contribution (1%), CASA (0.3%) and a special contribution of around 14%. In addition, the pension supplement will be subject to income tax. The employer will pay an annual contribution at the rate of 32% on the pension amount paid.

Following the appointment of Mr. Elie Girard as Chief Executive Officer, the Board of Directors of Atos SE, held on October 31, 2019, decided that the Chief Executive Officer would continue to benefit from the supplementary pension scheme governed by article L. 137-11 of the French Social Security Code and applicable to the members of the Group Executive Committee ending their career at Atos SE or Atos International SAS, as approved by the General Meeting.

At its meeting held on December 16, 2019, the Board of Directors of Atos SE, upon the proposal of the Nomination and Remuneration Committee, took note of the consequences for this scheme resulting from the ordinance No. 2019-697 of July 3, 2019 leading to the freezing of the pension benefits and the closure to new entrants.

After having received the opinion of the Nomination and Compensation Committee, the Board of Directors intends to remove, effective January 1, 2020, the benefit of this additional defined benefit pension plan with respect to the Chief Executive Officer, who will therefore lose all pension rights under the scheme. Mr. Elie Girard no longer benefits from this pension plan as a result of this decision of the Board of Directors on December 16, 2019.

Having considered the economic effects of this removal and in particular the fact that the Chief Executive Officer will now be personally responsible to build up a pension supplement beyond the compulsory basic and complementary pension schemes, the Board of Directors, upon recommendation of the Nomination and Compensation Committee, intends to adjust the elements of the compensation of the Chief Executive Officer as from January 1, 2020 compared to the elements set on October 31, 2019 and to propose in this context the above-mentioned new compensation policy for Company executive officers.

Pay ratio and other indicators

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, wished to report information regarding the comparison and evolution of the compensation of Company executive officers by using a broader scope than just the company Atos SE, which does not employ any employee.

Given Atos's status as a European company, its deep European roots (more than half of its workforce in Europe, present in 26 European countries), and its two headquarters in Bezons (France) and Munich (Germany), Europe constitutes a coherent and legitimate representative perimeter for Atos SE. In addition, the Group employs a large number of highly qualified engineers and digital technologists. Given the heterogeneity of this population in terms of compensation among the different geographical areas where the Group operates, it is appropriate to limit the scope to Europe.

The scope used to calculate the ratio corresponds to of all Atos International companies, which comprise the global functions of the Atos Group in Europe. They are based in France, Germany, the Netherlands, the United Kingdom and Switzerland. They employ around 800 people with half of them in France. Insofar as the Group employs a majority of managers who are high level university or college graduates, this scope is considered to be representative for Europe.

The compensation ratio is based on the target total annual compensation in cash, and equity-based compensation valued, at the grant date, in accordance with IFRS 2 recognized in the consolidated financial statements.

It should be noted that as the Chief Executive Officer was appointed on November 1, 2019, he did not benefit from any allocation of shares in 2019 under this mandate.

The Company's performance is measured using two indicators:

- a profitability indicator measured by the Group's operating margin as a percentage of its revenue;
- a value creation indicator measured from the annual change in the 3-year moving average of the enterprise value.

	Company's performance					
	Compensation of the CEO <i>(in €)</i>	Average compensation of the employees <i>(in €)</i>	Pay ratio on average compensation	Pay ratio on median compensation	Profitability	Value Creation*
2019	2,008,000	149,913	13.4	19.1	10.3%	6.6%

* For 2019, the enterprise value includes the distribution in kind of part of Worldline share capital to Atos' shareholders for an amount of de € 2.3 billion.

The Chief Executive Officer was not granted any equity-based compensation (performance shares or stock-options) since November 1, 2019 (his appointment date). Therefore, the

annualized compensation stated in the table above does not include any amount in respect of this compensation component.

G.3.2.5 Compliance of total compensation of Company executive officers with the AFEP-MEDEF Code recommendations

The Company committed in 2008 to implement the recommendations of the AFEP-MEDEF Code of Corporate Governance for listed companies, relating, in particular, to the conditions of compensation of Company executive Directors, and to regularly report thereon. The 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 some employee

representatives of the Company's council, the Board of Directors considered that the Company's governance practices, including on the Company executive officer's compensation, are compliant with the recommendations of the AFEP-MEDEF Code. The complete and detailed document which supported this Board assessment, as reviewed and updated by the Board, is made available in its entirety on Atos' website.

G.3.2.6 Summary of compensation, due or paid to the Company officers by the Company and its subsidiaries - AMF Tables 1 and 2

AMF Table 1 (in €)	2019	2018
Thierry Breton, Chairman and CEO until October 31, 2019		
Due remuneration for the relevant year	1,178,440	2,723,321
Value of options granted during the year	0	-
Value of performance shares granted during the year	0	0
TOTAL	1,178,440	2,723,321
Bertrand Meunier, Chairman of the Board of Directors as from November 1, 2019		
Due remuneration for the relevant year	98,333	
Value of options granted during the year	-	
Value of performance shares granted during the year	-	
TOTAL	98,333	
Elie Girard, CEO as from November 1, 2019		
Deputy CEO from April 2 to October 31, 2019*		
Due remuneration for the relevant year	1,001,860	
Value of options granted during the year	106,101	
Value of performance shares granted during the year	751,180	
TOTAL	1,859,141	

* Amounts corresponding to the period from April 2 to December 31, 2019. These amounts do not include the compensation paid to Mr. Elie Girard by virtue of his employment contract within the Atos Group for the period from January 1 to April 1, 2019. For information purposes, Mr. Elie Girard received during this period, in relation to the financial year 2019, a fixed compensation of € 102,478, a variable compensation of € 70,000 and an amount of fringe benefits of € 1,612. In addition, he received when he resigned from his employment contract, an amount of € 37,016 to compensate the loss of accrued annual leave for 2019 and previous years.

On each date of grant, the fair value of performance shares and/or stock-options granted is determined pursuant to IFRS 2 standard retained for the consolidated financial statements. The value of the performance shares and stock-options granted are valued based on this fair value. Thus, the value of performance

shares or stock-options granted correspond to a historical value on the grant date calculated for accounting purposes. This value does not represent a current market value nor the actual amounts that may be paid to the beneficiary if and when the performance shares or the stock-options are finally vested.

AMF Table 2 (in €)	2019		2018	
	Due	Paid	Due	Paid
Thierry Breton, Chairman and CEO until October 31, 2019				
Fixed remuneration	1,166,667	1,166,667	1,400,000	1,400,000
Variable remuneration	0	1,304,821	1,304,821	815,430
Exceptional remuneration	-	-	-	-
Atos SE Director's fees	-	-	-	-
Fringe benefits	11,773	11,773	18,500	18,500
TOTAL	1,178,440	2,483,261	2,723,321	2,233,930
Bertrand Meunier, Chairman of the Board of Directors as from November 1, 2019				
Fixed remuneration	-	-		
Variable remuneration	-	-		
Exceptional remuneration	43,833	-		
Atos SE Director's fees	54,500	49,250		
Fringe benefits	-	-		
TOTAL	98,333	49,250		
Elie Girard, CEO as from November 1, 2019 – Deputy CEO from April 2 to October 31, 2019				
Fixed remuneration	497,727	497,727		
Variable remuneration	499,660	0		
Exceptional remuneration	-	-		
Atos SE Director's fees	-	-		
Fringe benefits	4,473	4,473		
TOTAL	1,001,860	502,200		

G.3.2.7 AMF Table 11

Company officers	Employment contract	Supplementary pension plan	Payments or benefits effectively or potentially due in the event of termination or change of position	Non-compete clause payment
Thierry Breton Chairman of the Management Board from November 16, 2008 to February 10, 2009 Chief Executive Officer from February 10, 2009 to October 31, 2019	NO	YES	NO	NO
Bertrand Meunier Chairman as from November 1, 2019	NO	NO	NO	NO
Elie Girard CEO as from November 1, 2019 – Deputy CEO from April 2 to October 31, 2019	NO	NO*	NO	NO

* Mr. Elie Girard no longer benefits from any supplementary pension commitment from the Company since the decision of the Board of Directors on December 16, 2019.

G.3.3 Performance share plans and stock subscription or purchase option plans [GRI102-35]

G.3.3.1 Past grants of Performance Shares - AMF Table 10

The outstanding 2,857,280 rights to performance shares represented 2.6% of Atos SE's share capital as of December 31, 2019. They are reported in two separate sections below due to the significant modification of their terms in 2019.

PERFORMANCE SHARE PLANS PRIOR TO 2019

	Plan dated 07/28/2015	Plan dated 07/26/2016	Plan dated 07/24/2017	Plan dated 07/25/2017	Plan dated 03/27/2018	Plan dated 07/22/2018
General Meeting authorization date	05/27/2014	05/26/2016	05/26/2016	07/24/2017	07/24/2017	05/24/2018
Board of Directors meeting date	07/28/2015	07/26/2016	07/24/2017	07/25/2017	03/27/2018	07/22/2018
Number of beneficiaries	851	983	1	1,088	1	1,231
France Plan	241					
International Plan	610					
Total number of granted perf. shares	868,000	947,885	43,000	777,910	8,500	891,175
Of which to the executive officer	55,000	56,500	43,000	-	-	51,350
Chairman and CEO	55,000	56,500	43,000	-	-	51,350
France Plan	393,400					
International Plan	474,600					
Vesting date						
France Plan	01/02/2018	07/26/2019	07/31/2020	07/31/2020	03/27/2021	07/31/2021
International Plan	01/02/2020					
End of holding period	01/02/2020	07/26/2019	07/31/2020	07/31/2020	03/27/2021	07/31/2021
Performance conditions	Yes	Yes	Yes	Yes	Yes	Yes
Achievement of performance conditions	Yes	Yes	Yes			
Share rights adjustment ¹	131,428	254,254	13,301	163,587	1,972	207,703
Number of vested shares as at 12/31/2019	322,310	1,066,285	-	-	-	-
France Plan	322,060					
International Plan	250 ²					
Number of shares cancelled as at 12/31/2019	137,007	135,854	56,301	276,922	2,125	323,944
France Plan	28,840					
International Plan	108,167					
International Mobility movements	-					
France Plan	-42,500					
International Plan	42,500					
Outstanding performance shares as at 12/31/2019	540,111	-	-	664,575	8,347	774,934
France Plan	-					
International Plan	540,111					

¹ Share rights adjustment following the exceptional distribution in kind of Worldline shares effective on May 7, 2019.

² Early-vested shares following the death/disability of a grantee.

Terms for both France and International plans decided in each year starting from the plan dated 07/26/2016 are in all respects identical (same acquisition period).

Performance conditions	Plan dated 07/28/2015	Plan dated 07/26/2016	Plan dated 07/24/2017 ²
Group free cash flow before dividend and acquisition/sales results of the year in question is at least equal to:	(i) 85% of the amount of the Group free cash flow, before dividends and acquisition/sales results, as mentioned in the Company's budget of the year in question; or (ii) the amount of the Group free cash flow before dividends and acquisition/sales results for the previous year with a 10% increase.		
And			
Group operating margin of the year in question is at least equal to:	(i) 85% of the amount of the Group's operating margin as mentioned in the Company's budget of the year in question; or (ii) the amount of the Group operating margin for the previous year with a 10% increase.		
And			
Revenue growth of the year in question is at least equal to:	(i) Revenue growth rate as mentioned in the Company's budget minus a percentage decided by the Board of Directors; or (ii) Yearly growth rate per reference to the Group growth targets.	85% of the revenue growth rate set by the Board of Directors at the beginning of the year, in line with the Company's budget for the year.	
And			
External condition linked to the social and environmental performance.	For each year in question, Atos Group must at least achieve the qualification "GRI standards comprehensive" or be a member of the Dow Jones Sustainability Index (Europe or World).		
Years in question	2015, 2016 and 2017 ¹	2016, 2017 and 2018	2017, 2018 and 2019

1 First semester for the internal performance conditions and full year for the external condition in case this condition would not be met for the year 2015 or the year 2016.

2 Conditions enabling the acquisition of 70% of the performance shares. Assuming the achievement of these conditions, the additional 30% are subject to:

- the effective performance of the Group over the 3-year period as measured based on the average of annual achievement rates underlying the variable compensation of Group Managers (the "Average Group Multiplier"), including that due to the Chairman and Chief Executive Office; the "Average Group Multiplier" must be higher than 85%;
- at the average over the 3-year period of the scores obtained in the DJSI index (Europe or World); the average score must be greater than or equal to 75 out of 100.



Performance conditions	Plan dated 07/25/2017 ¹	Plan dated 03/27/2018 ¹	Plan dated 07/22/2018
Earnings per share of the year in question is at least:	In line with the annual financial objectives communicated by the Company at the beginning of the year, and for the year 2018 rising by at least 10% in the second half of the year (excluding costs related to the acquisition of Syntel Inc.), after a 7% increase achieved in the first semester.		
And			
Operating margin of the year in question is at least:	In line with the annual financial objectives communicated by the Company at the beginning of the year.		
And			
Revenue organic growth rate of the year in question is at least:	In line with the annual financial objectives communicated by the Company at the beginning of the year, and for the year 2018 but only for 75% of the performance shares granted to each beneficiary, in line with the revised annual financial target for 2018 ²		
And			
External condition linked to the environmental and social performance.	Atos must be a member of the Dow Jones Sustainability Index (Europe or World) or be granted at least Ecovadis Silver rating.		
Years in question	2017, 2018 and 2019	2018, 2019 and 2020	2018, 2019 and 2020

- ¹ In the context of significant acquisitions decided in 2018, in particular the signature of the Syntel Inc. acquisition on July 20, 2018, the Board of Directors of Atos SE, during its meeting on July 22, 2018, decided to replace for those two plans, as from 2018, the performance condition related to the operating margin conversion rate into free cash flow with a new performance condition tied to the earnings per share assuming the completion of the Syntel Inc. acquisition. In particular, the Syntel Inc. acquisition was financed through bank indebtedness and bonds' issuance for an overall amount greater than € 3 billion. As a result of this acquisition, Atos expects an increase of the net EPS to reach a double-digit in 2019. Following the general management recommendations, the Board found essential to obtain from the leading executives of the Group benefiting from the plan (1,230 persons including Syntel key people) a strong commitment in order to ensure that the shareholders benefit from this positive effect on EPS. That is the reason why the Financial Performance Indicator EPS replaced the operating margin conversion rate to free cash flow from October 9, 2018 on, upon completion of the Syntel Inc. acquisition. Nevertheless, it must be noted that for 2018 the Group reported an operating margin conversion rate to free cash flow above 57%, in line with the "2019 Ambition" three-year strategic plan target. For the year 2017, the performance share plan dated July 25, 2017 remains subject to the initial performance condition related to the operating margin conversion rate into free cash flow; the achievement of this performance condition for the year 2017 was verified by the Board of Directors, on February 20, 2018.
- ² In order to take into account the downward revision of the annual financial revenue objective, as indicated in the press release relating to the performance of the third quarter of 2018, the Board of Directors, during its meeting on October 22, 2018, decided to modify, for the year 2018, but only for 75% of the total number of performance shares granted to each beneficiary, the wording of the achievement rate of this internal performance indicator. This amendment is not applicable to the Chairman and Chief Executive Officer for whom the grant of performance shares decided on July 22, 2018 remained subject to the achievement of the annual target announced at the beginning of the year.

% of the grant if the employment condition is met at the vesting date

Plan dated 07/28/2015	100% if for each year, at least 2 of 3 internal performance criteria are met given that the condition that would not be met in 2015 would become compulsory for the following year, and the external performance condition is validated at least two years over the 3-year period. 0% otherwise.
Plan dated 07/26/2016	100% if for each year, the external performance condition is reached and at least 2 of 3 internal performance criteria are met given that the condition that would not be met in 2016 or 2017 would become compulsory for the following year. 0% otherwise.
Plan dated 07/24/2017	Between 70% and 100% if at least 2 of 3 internal performance criteria are met given that the condition that would not be met in 2017 or 2018 would become compulsory for the following year, and the external performance condition is validated at least two years over the 3-year period. 0% otherwise. Assuming the achievement of the performance conditions stated above, the final vesting percentage depends on the achievement of the two additional conditions: 70% + 15% if the average score obtained in the DJSI World or Europe index is at least 75 out of 100 (0% otherwise) + 15% if the "Average Group Multiplier" is at least equal to 100% (0% if it is less than or equal to 85% and linear progression between 0% and 15% if it is between 85% and 100%).
Plan dated 07/25/2017	75%* if all performance conditions are achieved for the last year. 0% otherwise.
Plan dated 03/27/2018	75%* if all performance conditions are achieved for the last two years. 0% otherwise.
Plan dated 07/22/2018	

* Due to the verification of the Board of Directors on February 20, 2019 of the failure to reach the initial organic revenue growth rate target for the year 2018, applying to 25% of the performance shares granted, the maximum number of shares that can be acquired at the end of the vesting period is reduced at 75% (except for the Chairman and CEO whose performance shares granted on July 22, 2018 are null and void).

PERFORMANCE SHARE PLANS DECIDED IN 2019

	Plan dated 07/24/2019	Plan dated 10/23/2019
General Meeting authorization date	04/30/2019	04/30/2019
Board of Directors meeting date	07/24/2019	10/23/2019
Number of beneficiaries	1,249	1
Total number of granted perf. shares	907,500	12,000
Of which to the executive officers	56,200	
Chairman and CEO	40,300	
Deputy CEO	15,900	
Vesting date	07/25/2022	10/23/2022
End of holding period	07/25/2022	10/23/2022
Performance conditions	Yes	Yes
Achievement of performance conditions		
Number of vested shares as at 12/31/2019	1,000*	-
Number of shares cancelled as at 12/31/2019	49,187	-
Outstanding performance shares as at 12/31/2019	857,313	12,000

* Early-vested shares following the death/disability of a grantee.

Performance conditions and acquisition percentages for 2019 plans are summarized hereafter:

Indicators' measurement	Weight	Elasticity curves	% granted
External Revenue Organic Growth:	30%	Floor: +1.75%	30%
Average of the External Revenue Organic growth rates over 3 years (2019-2021) ("A")		Target: +2.5%	100%
		Cap: +3.0%	150%
Operating Margin rate:	25%	Floor: +10.5%	50%
Average rate of Operating Margin over 3 years (2019-2021) ("B")		Target: +10.8%	100%
		Cap: +11.1%	130%
Cumulated Free Cash Flow ("FCF"):	25%	Floor: 2Mds	50%
Cumulated FCF at the end of the 3-year period (in 2021) ("C")		Target: 2.25Mds	100%
		Cap: 2.4Mds	130%
Index DJSI (World or Europe):	20%	Floor: 70 th percentile	50%
Average of the yearly DJSI scores (World or Europe) of Atos compared to the average of the other companies over the 3-year period ("D")		Target: 80 th percentile	100%
		Cap: 90 th percentile	150%
A * 30% + B * 25% + C * 25% + D * 20% = Average acquisition rate			
<i>(The average acquisition rate may not exceed 100%)</i>			



G.3.3.2 Achievement of the performance conditions related to the performance share plans in the course of vesting or acquired during the year

As a reminder, the performance conditions related to the performance share plan dated July 26, 2016 were achieved for each of the years 2016, 2017 and for 2018 with at least two of three internal performance indicators achieved. The acquisition

of the performance shares in respect of this plan remained subject to the completion of the presence condition on the vesting date, July 26, 2019.

	2018	2017	2016
Group free cash flow			
Objective achievement (%)	94.4%	103.6%	104.8%
Criterion completion	YES	YES	YES
Group operating margin	2018	2017	2016
Objective achievement (%)	92.7%	102.8%	102.4%
Criterion completion	YES	YES	YES
Group revenue growth	2018	2017	2016
Objective achievement (%)	52.8%	100.9%	100.5%
Criterion completion	NO	YES	YES
External performance condition linked to the social and environmental performance	2018	2017	2016
Criterion completion*	YES	YES	YES
Achievement of performance conditions	YES		

* In 2018, Atos has been ranked n°1 in the digital industry in the Dow Jones Sustainability Index (DJSI) World and Europe (Gold level).

Following Mr. Thierry Breton's request to waive his share rights under the performance share plan dated July 24, 2017, the Board of Directors rendered all these rights null and void.

The performance conditions related to the performance share plan dated July 25, 2017 were achieved for the year 2017, for

the year 2018 based on the revised organic growth rate and for the year 2019. The acquisition of 75% of the performance shares granted in respect of this plan remains subject to the completion of the presence condition on July 31, 2020.

Group free cash flow	2019	2018	2017
Objective achievement (%)	n/a	n/a	103.6%
Criterion completion	n/a	n/a	YES
Earnings per share	2019	2018	2017
Objective achievement (%)	101.9%	105.5%	n/a
Criterion completion	YES	YES	n/a
Group operating margin	2019	2018	2017
Objective achievement (%)	102.6%	100.5%	102.8%
Criterion completion	YES	YES	YES
Group revenue growth	2019	2018	2017
Objective achievement (%)	100.6%	118.7%	100.9%
Criterion completion	YES	YES	YES
External performance condition linked to the social and environmental performance	2019	2018	2017
Criterion completion*	YES	YES	YES
Achievement of performance conditions	YES		

* In 2019, Atos is ranked Number 1 in the IT services and software sector by the Dow Jones Sustainability Indexes (DJSI) World and Europe and is rewarded a "Gold" by EcoVadis for its annual assessment of performance in Corporate Social Responsibility (CSR).

The performance conditions related to the performance share plans dated March 27, 2018 and July 22, 2018 were achieved for the year 2018 based on the revised organic growth rate and for the year 2019. The acquisition of 75% of the performance

shares granted in respect of this plan remains subject to the achievement of the performance conditions for the year 2020 as well as the completion of the presence condition on March 27, 2021 and July 30, 2021 respectively.

Group free cash flow	2019	2018
Objective achievement (%)	n/a	n/a
Criterion completion	n/a	n/a
Earnings per share	2019	2018
Objective achievement (%)	101.9%	105.5%
Criterion completion	YES	YES
Group operating margin	2019	2018
Objective achievement (%)	102.6%	100.5%
Criterion completion	YES	YES
Group revenue growth	2019	2018
Objective achievement (%)	100.6%	118.7%
Criterion completion	YES	YES
External performance condition linked to the social and environmental performance	2019	2018
Criterion completion*	YES	YES
Achievement of performance conditions	Subject to achievement of 2020 performance	

* In 2019, Atos is ranked Number 1 in the IT services and software sector by the Dow Jones Sustainability Indexes (DJSI) World and Europe and is rewarded a "Gold" by EcoVadis for its annual assessment of performance in Corporate Social Responsibility (CSR).

The performance conditions related to the performance share plans dated July 24, 2019 and October 23, 2019 are based on indicators measured over a 3-year period. Achievement rates of

these indicators as well as final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2021.

G.3.3.3 Performance shares granted to or became available for Company officers during the year - AMF Tables 6 and 7

The below table shows the performance shares granted during the year to the Chairman and CEO as well as to the Deputy CEO and the performance shares finally vested during the year.

Performance conditions related to the various plans stated hereafter are summarized in the "Past grants of performance shares" section.

AMF TABLE 6

	Plan date	Number of shares	Vesting date	Availability date	Share valuation (in €) ³
Chairman and CEO	July 26, 2016	71,620 ¹	July 26, 2019	July 26, 2019	2,456,445
	July 24, 2019	40,300 ²	July 25, 2022	July 25, 2022	0
Deputy CEO	July 24, 2019	15,900	July 25, 2022	July 25, 2022	751,180

- 1 After adjustment for preservation of share rights following the exceptional distribution in kind of Worldline shares as approved by the Annual General Meeting on April 30, 2019.
- 2 Following the resignation of his mandates, the Chairman and CEO indicated to the Board of Directors that he wished to waive of all his unvested share rights. Thus, the share rights granted under the performance share plan dated July 24, 2019 became null and void.
- 3 Valuation of the shares at their grant date, pursuant to the application of the IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Company after the vesting period, but before amortization of the expense pursuant to IFRS 2 throughout the vesting period.

During the year 2019, the performance shares granted on July 28, 2015 also became available for possible sale.

AMF TABLE 7

	Plan Date	Number of shares available during the financial year	Vesting date	Availability date*
Chairman and CEO	July 28, 2015	55,000	January 2, 2018	October 31, 2019

* The initial availability date (January 2, 2020) was brought forward to October 31, 2019 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee.

G.3.3.4 Past awards of subscription or purchase options - AMF Table 8

The table below shows the past grants over the last ten years.

	Plan dated 12/31/2010			Plan dated 07/24/2019
General Meeting authorization date	05/26/2009			04/30/2019
Board of Directors meeting date	12/31/2010			07/24/2019
Number of beneficiaries	18			23
Total number of granted options	124,842	124,830	124,828	209,200
Of which to the executive officers				56,200
Chairman and CEO				40,300
Deputy CEO				15,900
Start date of exercise period	07/01/2011	07/01/2012	07/01/2013	07/25/2022
End date of exercise period	06/30/2019	06/30/2019	06/30/2019	07/24/2029
Strike price	€40.41	€48.11	€57.74	€79.86
Number of options exercised as at 12/31/2019	124,842	121,497	118,162	-
Number of options cancelled or expired as at 12/31/2019	-	3,333	6,666	40,300
Outstanding options as at 12/31/2019	0	0	0	168,900

Performance conditions and acquisition rules in respect of the plan dated July 24, 2019 are summarized hereafter:

Indicator

Relative performance of the Atos SE share compared to the performance of a basket* consisting of indexes and shares, measured on the basis of the average of the opening share price (dividends reinvested) during the trading days of the calendar quarter preceding the grant and vesting dates, respectively.

% of the grant if the employment condition is met on the vesting date

- No stock-option will vest if the relative performance of the Atos SE share is less than 100% of the average performance of the basket over a three-year period;
- 80% of stock-options will vest if the relative performance of the Atos SE shares is equal to 100%;
- 100% of stock-options will vest if the relative performance of the Atos SE shares is equal to 115%.

For relative performance between these points: the percentage of vested stock-options will be determined based on linear interpolation.

* Basket: 20% CAC 40 index + 20% STOXX Europe 600 Technology index + 10% IBM + 10% DXC + 10% Capgemini + 10% Accenture + 10% Sopra Steria + 10% CGI Group.

G.3.3.5 Stock options granted to, or exercised by, the Company executive officers during the year - AMF Tables 4 and 5

The table below shows the option rights to purchase shares of the Company that have been granted to the Chairman and CEO and the Deputy CEO in 2019:

AMF TABLE 4

	Plan date	Number of options granted	Strike price	Exercise period	Options Valuation (in €) ²
Chairman and CEO	July 24, 2019	40,300 ¹	€ 79.86	From July 25, 2022 to July 24, 2029	0
Deputy CEO	July 24, 2019	15,900	€ 79.86	Du 25 juillet 2022 au 24 juillet 2029	106,101

1 Following the resignation of his mandates, the Chairman and CEO indicated to the Board of Directors that he wished to waive of all his unvested option rights. Thus, the option rights granted under the stock option plan dated July 24, 2019 became null and void.

2 Value of the options on the grant date, pursuant to the implementation of IFRS 2.

The Chairman and CEO as well as the Deputy CEO did not hold any exercisable options in 2019.

G.3.3.6 Stock options granted to the top ten employees who are not Company officers, and stock options exercised by them, during the year 2019 - AMF Table 9

AMF TABLE 9

	Total number of granted or exercised options	Average price	Plans
Options granted during the year by the issuer to the ten employees having the highest number of options granted (global information)	89,000	€ 79.86	July 24, 2019
Options held on the issuer exercised during the financial year by the ten employees of the issuer having the highest number of options purchased or subscribed (global information)	25,467	€ 52.22	December 31, 2010