

G.3 Executive compensation and stock ownership

G.3.1 Directors' fees

[GRI 102-35] and [GRI 102-51]

In accordance with a resolution adopted at the Combined General Meeting of May 24, 2017, the 2017 annual budget for Director' fees was set at € 500,000.

The rules of payment of the Director' fees are set by the Board of Directors, based on the proposal of the Nomination and Remuneration Committee. For 2017, the fees were allocated on the basis of the following principles:

- for the Board of Directors: a fixed compensation of € 20,000 per Director plus a variable fee of € 1,500 per attended meeting. The Lead Independent Director receives an additional compensation of € 1,500 for each attended Board meeting;
- for the Committees: compensation remains unchanged and is only based on attendance to the meetings: € 1,500 per attended meeting for the Chairman of the said Committee and € 750 per attended meeting for each member of the Committee;

- successive meetings held on the same day account for one meeting as far as Directors' fees are concerned;
- as far as Directors' fees are concerned, the Board may consider one meeting, in case several meetings, held on different days but in a close timeframe, are connex.

As it was the case the previous years, Thierry Breton has renounced to the Director's fees he was entitled to. In addition, as per the Articles of Association, the Director representing the employees does not receive Directors' fees.

With the exception of (i) Thierry Breton, Chairman and Chief Executive Officer, (ii) Jean Fleming, Director representing employee shareholders, (iii) Marie-Christine Lebert, Director representing the employees, and (iv) Aminata Niane, entrusted by the Board of Directors with a 12-months mission concerning Atos Group operations in West Africa and Morocco⁽¹⁾, the members of the Board of Directors did not receive in 2017 any other compensation from Atos SE or any of its subsidiaries.

(1) Atos SE's Board of Directors decided on March 26, 2015 to entrust Ms. Aminata Niane, in her capacity as Director, with a specific mission concerning Atos Group operations in West Africa and Morocco, pursuant to the provisions of article L. 225-46 of the French Commercial Code. On February 23, 2016, the Board of Directors approved the start of her mission of twelve months as from March 1, 2016 and on February 21, 2017, it approved its renewal for twelve months, depending on the progress of the mission, as from March 1, 2017. The compensation owed for 2017, corresponding to the outstanding amount owed pursuant to the mission terminated end of 2017, amounted to 58 333 euros.



G.3.1.1 Director's fees paid and due to Director according to their attendance at the Board of Directors and committees meetings in 2017

in euros	2017		2016	
	Paid ^a	Owed ^b	Paid ^c	Owed ^d
Nicolas Bazire	44,000	51,500	44,500	44,000
Valérie Bernis	33,500	45,500	24,877 ¹	33,500
Thierry Breton	-	-	-	-
Roland Busch	29,750 *	38,000 *	26,000 *	29,750 *
Jean Fleming ²	35,000 *	39,500 *	35,000*	35,000 *
Marie-Christine Lebert ³	N/A	N/A ⁴	N/A	N/A
Bertrand Meunier	47,000 *	54,500 *	39,500 *	47,000 *
Colette Neuville	38,000	44,000	37,000	38,000
Aminata Niane	43,250 *	47,750 *	39,500 *	43,250 *
Lynn Paine	38,000 *	44,750 *	37,000 *	38,000 *
Michel Paris	N/A	N/A	9,322	N/A
Pasquale Pistorio	47,750 *	74,750 *	46,000 *	47,750 *
Vernon Sankey	48,500 *	53,000 *	47,500 *	48,500 *
TOTAL	404,750	493,250	386,199	404,750

N/A: Non applicable.

* These fees granted to Directors residing outside of France correspond to the amounts, before withholding tax, paid or due by Atos SE.

a Directors' fees paid in 2017 for the year 2016.

b Directors' fees owed for the year 2017.

c Directors' fees paid in 2016 for the year 2015.

d Directors' fees owed for the year 2016.

1 Ms Valérie Bernis was appointed Director on a temporary basis by the Board of Directors during its meeting held on April 15, 2015. The fixed portion of her Directors' fees for 2015 was calculated on a prorata basis as from her temporary appointment.

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

3 Ms. Marie-Christine Lebert, Director representing the employees, is employed by the Atos Group.

4 Ms Marie-Christine Lebert was appointed Director representing the employees. The Director representing the employees does not receive Directors' fees.

The variable portion of the Directors' fees represents the majority (59.5%) of the total Director's fees, which is in conformity with article 20.1 of the AFEP-MEDEF Code.

G.3.2 Executive compensation

[GRI102-35]

Thierry Breton was appointed Chairman of the Management Board on November 16, 2008 and has been Chairman of the Board and Chief Executive Officer since February 10, 2009. On December 30, 2016, following the General Meeting of the Atos shareholders, which approved the renewal by anticipation of Thierry Breton's term of office for a 3-year period aligned with

the duration of the 2017-2019 strategic plan, the Board of Directors renewed his mandate as Chairman of the Board and Chief Executive Officer. This new mandate will end in 2019 on the date of the Shareholders' General Meeting validating the 2018 consolidated financial statements.

G.3.2.1 Principles and criteria for setting, allocating, and granting, all elements of compensation of the Chairman and CEO, submitted to the Shareholders' vote

The principles of the compensation of the Chairman and CEO of Atos SE are proposed by the Nomination and Remuneration Committee, approved by the Board of Directors and submitted to the Shareholders' vote.

The principles governing the determination of the compensation of the Chairman and CEO are established in the framework of the AFEP-MEDEF Code to which the Company is referring:

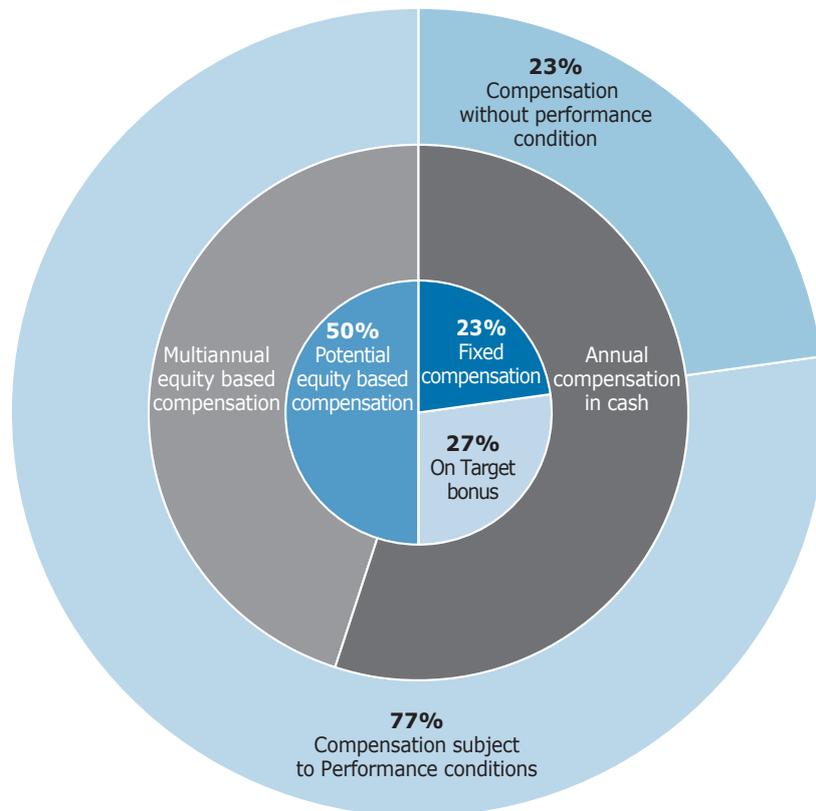
- Principle of balance: the Nomination and Remuneration Committee ensures that no element represents a

disproportionate share of the Chairman and CEO's compensation.

- Principle of competitiveness: The Nomination and Remuneration Committee also ensures the competitiveness of the remuneration of the Chairman and CEO, through regular compensation surveys.
- Related to performance: The Chairman and CEO's compensation is closely linked to Company performance, notably through a variable compensation plan determined on a half-year basis. The payment of the semester bonuses is

subject to the achievement of precise, simple, and measurable objectives which are closely linked to Company’s objectives, as regularly disclosed to the shareholders. In order to develop a community of interest with the Group’s shareholders and to associate Atos managers and Chairman and CEO with the performance and financial results of the Company in a long-term perspective, a part of their compensation is equity based, including performance shares. Finally, the compensation policy of the Chairman and CEO supports Atos’ commitment to corporate responsibility. In this context, performance criteria related to the social and environmental responsibility of the Company have been established in the performance share plans granted as from 2013.

In accordance with these general principles of compensation, the Board of Directors, during its meeting on November 24, 2016, upon recommendation of the Nomination and Remuneration Committee, set the compensation of the Chairman and CEO applicable throughout the plan 2017-2019 based on comparisons with nation-wide, European, international and sectoral references and taking into account, in particular, the Chairman and CEO compensation history with regard to the performance of the Company under its various mandates. As a reminder, the Chairman and CEO’s compensation remained unchanged from January 1, 2012 to December 31, 2016, period during which the Company’s revenue grew by 40% and its market capitalization multiplied by almost 4.



Therefore, this compensation results from a balance between the performance of the Chairman and CEO, Atos SE social interest and market practices.

On the occasion of the presentation of the new 2017-2019 strategic plan, Atos submitted to its shareholders’ vote, during the General Meeting held on December 30, 2016, a specific resolution on the elements of the compensation of the Chairman and CEO. This vote offered the shareholders, by anticipation of the new legal framework defined by the Sapin 2 law, the possibility to vote on all the various elements composing the compensation of the Chairman and Chief Executive Officer, which are consubstantial to the strategic plan, and as they have been decided by the Board of Directors. The shareholders approved this resolution with 81.73% of the vote.

These elements include as from January 1st, 2017 **for the duration the 3-year plan “2019 Ambition”**:

1. Fixed compensation

The fixed annual compensation paid to the Chairman and CEO as from January 1, 2017, amounts to € 1.4 million.

2. Variable compensation

The on-target annual variable compensation amounts to € 1.65 million, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.

The variable compensation of the Chairman and CEO is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. The objectives are fully aligned with the Group Ambitions, as they are regularly presented to the shareholders.

In order to monitor Company’s performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the Chairman and CEO are set and reviewed 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 "Full Year Forecast 2" approved in July.

For both semesters of 2017 and 2018, the nature and weighting of each indicator of the variable on-target bonus of the Chairman and CEO are as follows:

- Group Operating Margin (40%);
- Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%);
- Group Organic Revenue Growth (30%).

The Board of Directors sets the biannual objectives on which the variable compensation of the Chairman and CEO is based on in connection with the Group ambition to deliver in the context of its 3-year strategic plan, defined targets in terms of revenue organic growth, operating margin and its conversion into free cash flow. The underlying biannual objectives are determined by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market (refer to the section E.2. of the 2016 and 2017 Registration Document)

Thus, for each performance indicator, the Board of Directors sets:

- a predefined target, aligned with the strategic plan (budget), the attainment of which resulting in 100% achievement for getting the on-target variable compensation in respect of this indicator;
- a floor which defines the threshold below which no variable compensation for that component is due;
- a cap which defines the threshold above which the variable compensation for that indicator is capped at 130% of its on-target amount.

The elasticity curve accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

Pursuant to the provisions of the so-called "Sapin 2" law, the payment of the variable compensation due for the second semester 2017 is subject to the approval of the Shareholders' General Meeting which will validate the 2017 consolidated financial statements. According to the article L. 225-37-2 of the French Commercial Code (Code de Commerce), the payment of the variable compensation due for the first and the second semester 2018 will be subject to the approval of the Shareholders' General Meeting which will validate the 2018 consolidated financial statements.

3. 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 the first managerial and technology experts lines of Atos, including the Chairman and CEO.

The total equity based compensation of the Chairman and CEO 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 of the Chairman and CEO. This 50% cap will be assessed over the duration of the 2017-2019 strategic plan and not on a yearly basis. Thus, every year, the Board of Directors will adapt the equity based compensation on the basis of equity granted for the past financial year, in order to comply with this cap.

In the context of the grant decision, the Board of Directors sets the percentage of acquired equity instruments (at least 15%) that the Chairman and CEO must remain owner for the duration of his duties. The Chairman and CEO is asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award during the whole duration of his mandate.

After having consulted the Nomination and Remuneration Committee, the Board of Directors plans, for the 2018 grant of performance shares for the Chairman and CEO, to replicate the new structure of performance share plan approved by the Extraordinary General Meeting of July 24, 2017 for top managers of the Group, excluding the Chairman and CEO in order to enhance the alignment with the strategic plan while making the acquisition more demanding. Specifically, the 2018 grant of performance shares will be governed by the following features and conditions:

- A vesting period maintained at three (3) years from the grant date.
- Three (3) Internal Financial Performance Indicators and one (1) external performance condition, the achievement of which each and every year conditions the vesting of all (100%) of the equity instruments.
- In the event that: (i) the first two (2) years are validated, (ii) for the third year, only two (2) Internal Financial Performance Indicators are fulfilled, and (iii) the third Internal Financial Performance Indicator for this last year reaches at least 85% completion, the grant of equity instruments shall be reduced to 75% of the initially granted aggregate number.
- The partial or total vesting as described above remaining subject to the fulfillment of a supplementary external performance condition related to Corporate Social Responsibility for each of the three (3) years and the preservation of corporate officer status by the beneficiary during the vesting period, except in the event of death, disability or retirement.

The three (3) Internal Financial Performance Indicators will be directly connected to key success factors for the achievement of the Group's ambitions: (i) Revenue organic growth, and (ii) Operating Margin, and (iii) Operating margin conversion rate into Free Cash Flow.

Their target achievement levels will be set each year by the Board of Directors of the Company and shall be in line with the minimum financial levels to be achieved every year in order to be in line with the objectives of the three-year plan. These indicators shall be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.



The supplementary external performance condition will be validated if, and only if, the Company is part of the Dow Jones

Sustainability Index (World or Europe) or is granted at least Ecovadis Silver rating for each of the 3-years of the plan.

These objectives are summarized in the following table:

Criteria	2018	2019	2020	Vesting
Revenue Organic Growth*	Target 2018	Target 2019	Target 2020	
Operating Margin (OM)	Target 2018	Target 2019	Target 2020	
Operating Margin conversion rate in Free Cash Flow	Target 2018	Target 2019	Target 2020	
DJSI (World or Europe) Or Ecovadis (Silver)	Achieved	Achieved	Achieved	
Test of each year validation	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	100%
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> ¹	75%
			Other cases	0%

* A périmètre et taux de change constants.

(1) au moins deux critères sur trois réalisés avec le troisième critère >85% de taux de réalisation.



4. Benefits in kind

The benefits in kind granted to the Chairman and CEO since his appointment remained unchanged and include a company car with driver. The total amount of the benefits in kind is valued at 6,354 euros for the year 2017 and no significant change in this total amount is expected for the year 2018.

5. Other compensation elements

As in the previous years, the Chairman and CEO has renounced to the Director's fees he is entitled to for the year 2018.

The Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. There is no other multiannual compensation than the one stated in paragraph 3 and there is no need to pay compensation or benefit due or likely to be due for taking office.

6. Commitments stated in the first and sixth paragraph of the article L. 225-42-1 of the French Commercial Code

Supplementary Pension Plan: The Chairman and CEO benefits 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. The beneficiary group is thus wider than the inner circle of executive directors.

The implementation of the Pension Plan of the Executive Committee members for the benefit of the present Chairman and CEO was authorized by the Board of Directors on March 26, 2009, was approved by the General Meeting of shareholders on May 26, 2009 under the 4th resolution, and confirmed by the Board of Directors on December 17, 2009.

Atos SE and Atos International SAS examined, end of 2014 and beginning of 2015, the opportunity of strengthening the conditions for the acquisition of pension rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria.

In this context, on the basis of the report and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company authorized on March 26, 2015 the revision of the existing collective supplementary pension scheme with defined benefits to the benefit of the members of the Executive Committee ending their career within Atos SE or Atos International SAS, because it also applies to the Chairman and Chief Executive Officer. These modifications were approved by the General Meeting of shareholders on May 28, 2015 under the 10th resolution.

Within the framework of the renewal of the mandate as Chairman and Chief Executive Officer, pursuant to article L. 225-42-1 of the French Commercial Code, the Board of Directors, on November 24, 2016, acknowledged the compliance of the commitment with the Macron law provisions (cap on the rights granted, performance conditions) and authorized the continuance of the collective supplementary pension scheme with defined benefits to the benefit of the Chairman and Chief Executive Officer. The continuance of

this commitment was approved by the General Meeting of shareholders on December 30, 2016 under the 2nd resolution with 89.68% of the vote.

Performance conditions for pension rights acquisition in respect of the supplementary pension scheme

According to new plan rules, the acquisition of rights under the supplementary pension scheme is now subject to performance conditions set annually by Atos SE Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider more relevant.

Each year, the Board of Directors will meet in order to verify the completion, of the performance conditions during the preceding year.

Entire calendar quarters for periods after January 1, 2015 are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the pension supplement.

The periods prior to January 1, 2015 are also subject to performance conditions and, likewise, will only be taken into account to determine the amount of the pension supplement if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of performance shares plans, were met.

Thus failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the pension supplement.

Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions here above mentioned, during Mr. Thierry Breton's membership in the Executive Committee while performing his various terms of office. The Board of Directors will meet at the end of the term of office of the concerned person to verify whether this two-thirds requirement is satisfied. If that is the case, Mr. Thierry Breton will hence benefit to a pension supplement. Failing that, he will not be provided with any additional pension.

For the year 2017, the Board of Directors, during its meeting on February 21, 2017, decided to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 26, 2016.

For the year 2018, the Board of Directors decided on February 20, 2018, to condition the acquisition of rights under the supplementary pension scheme to the same performance conditions than those retained for the performance share plan dated July 24, 2017 as described in the section G.3.2.2 of the Registration Document.

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 followings are taken into account:

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

Cap on the Executive Director's pension supplement

The annual amount of the pension supplement paid under the present scheme to the Chairman and Chief Executive Officer cannot be superior to 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 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 foreseen in article L. 161-17-2 of the 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.

G.3.2.2 Elements of the compensation due or awarded at the end of the closed financial year to the Executive Director, submitted to the shareholders' vote

In compliance with article L.225-37-2 of the French Commercial Code (Code de Commerce), the principles and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and fringe benefits of all kinds attributable to the Chairman and Chief Executive Officer by reason of his office, for the 2017 financial year and constituting the compensation policy applicable to him have been submitted to the shareholders' vote and adopted by

the General Meeting of shareholders on May 24, 2017 under the 13th resolution.

Pursuant to article L.225-100 of the French Commercial Code (Code de Commerce), the amounts resulting from the implementation of these principles and criteria are submitted to the approval of the Shareholders' General Meeting which will validate the 2017 consolidated financial statements.

Compensation Components	Amounts	Comments
Fixed compensation	1 400 000 euros	The fixed compensation paid to the Chairman and CEO has been approved by the General Meeting of shareholders on May 24, 2017 under the 13 th resolution.
Variable compensation	€ 1,840,410 i.e. 111.5% of the annual target variable compensation	As a reminder, the nature and weighting of each indicator for the 2017 variable compensation of the Chairman and CEO are the following: <ul style="list-style-type: none"> • Group Operating Margin (40%); • Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%); • Group Organic Revenue Growth (30%). Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on July 25, 2017 and February 20, 2018: for the first semester of 2017, the variable bonus of the Chairman and CEO, stood at € 1,024,980 (124.2% of the semester on-target bonus), and at € 815,430 (98.8% of the semester on-target bonus) for the second semester of 2017.

Indicators	First-half of 2017		Second-half of 2017	
	Weight	Payout*	Weight	Payout*
Group Operating Margin	40%	>100%	40%	<100%
Group Free Cash Flow 1	30%	>100%	30%	<100%
Group Organic Revenue Growth	30%	>100%	30%	<100%
Payout in % of the semester on-target bonus		124,2%		98,8%

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

¹ before acquisitions/disposal and variation of equity and dividends.

Budget achievements are as follows:

Budget	2017
Group Operating Margin	102,8%
Group Free Cash Flow ¹	103,6%
Group Organic Revenue Growth	100,9%

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.

Benefits in kind 6 354 euros Thierry Breton, Chairman and CEO, has a company car with driver.



Compensation Components	Amounts	Comments
Multannual equity-based compensation	No stock-option Grant ~ Grant of 38,738 Performance Shares Shares valuation € 2,876,186 Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.	<p>The Board of Directors decided, during its meeting held on July 24, 2017, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of a theoretical maximum number of 43,000 performance shares to be issued in favor of the Chairman and Chief Executive Officer.</p> <p>Performance conditions to be achieved over the three years 2017, 2018 and 2019 of the new plan relate to internal financial criteria linked to profitability, free cash flow and revenue growth, identical to those of the previous plan of July 26, 2016. As for the July 26, 2016 plan, the plan also provides for an external condition linked to the social and environmental performance of the Company.</p> <p>Additional requirements in respect of the achievement of financial objectives in connection with the 2017-2019 strategic plan and with regard to the social and environmental performance of the Company for maintaining a high level of recognition over the period have been introduced. Thus, performance conditions of the previous plans, to be fulfilled for each of the three years 2017, 2018, and 2019 are maintained but they now allow the beneficiary to acquire, assuming their achievement, a reduced number of shares corresponding to 70% of the number initially allocated, the remaining 30% being a variable component depending on the level of achievement of financial performance and social responsibility objectives.</p> <p>This allocation was decided further to its approval by the Combined General Meeting of May 24, 2017 under the thirteenth resolution ("Say on Pay ex ante") and pursuant to the authorization granted for thirty-eight months by the Combined General Meeting of May 26, 2016 (twentieth resolution). After having consulted the Nomination and Remuneration Committee, the Board of Directors decided to simplify the future performance shares awards to the Chairman and CEO by replicating the new plan structure approved at the specific shareholders' meeting convened on July 24, 2017, while strengthening the conditions demanded and enhancing its alignment with the strategic plan (see section G.3.2.1 3° - Multannual equity-based compensation).</p> <p>The vesting of the performance shares allocated in 2017 is also subject to the achievement of the following internal and external performance conditions, appraised for each of the three years 2017, 2018, and 2019.</p> <p>a. Allowing the vesting of 70% of the performance shares:</p> <p>Internal performance conditions</p> <p>For each of the three years 2017, 2018, and 2019:</p> <ul style="list-style-type: none"> the Group free cash flow before dividend and acquisition/sales results is at least equal to one of the following amounts: <ul style="list-style-type: none"> (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. the Group operating margin is at least equal to one of the following amounts: <ul style="list-style-type: none"> (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. Revenue growth of the year in question is at least equal to 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. <p>It being specified that for each year, at least 2 of 3 internal performance criteria must be met. If one criterion is not met for the year in question, this criterion becomes compulsory for the following year.</p> <p>External performance condition</p> <p>For the years 2017, 2018, and 2019, the Atos Group must at least achieve the qualification of "GRI standards comprehensive" (highest ranking of the Global Reporting Initiative) or be part of the Dow Jones Sustainability Index (Europe or World). The condition is achieved as soon as this criterion is validated for at least two years over the 3-year period.</p> <p>b. Allowing the vesting of the remaining 30% of the performance shares:</p> <p>Assuming the achievement of the performance conditions stated above and the compliance with the employment condition, the additional 30% is subject to:</p> <ul style="list-style-type: none"> (i) the effective performance of the Group over the 2017-2019 period as measured based on the average of annual achievement rates (weighting 40% Operating Margin, 30% Free Cash Flow and 30% Organic Growth) underlying the variable compensation of Group Managers (the "Average Group Multiplier"), including that due to the Chairman and Chief Executive Officer, as well as (ii) the fulfilment, over the whole period of the social responsibility condition as described above. <p>Vesting criteria applicable to the remaining 30% of the grant (i.e. from 70% up to 100%) are determined as follows:</p> <p>Additional internal performance conditions for the vesting of 15% of performance shares</p> <p>A progressive vesting up to 15% of total number of granted shares is defined based on the achievement rate reflected by the Average Group Multiplier (AGM) over the years 2017, 2018 and 2019:</p> <ul style="list-style-type: none"> - If Average Group Multiplier (AGM) is below 85%, there is no complementary vesting (0%); - If Average Group Multiplier (AGM) is in between 85% and 100%, the complementary vesting represents (AGM - 85%) performance shares, i.e. from 0 to 15% of performance shares; - If Average Group Multiplier is above 100% (over performance vs. budget objectives), 15% of performance shares are vested (ceiling). <p>Additional requirement on external performance condition for the vesting of 15% of performance shares</p> <p>If the external performance condition stated above is met 3 years in a row over the 2017-2019 period then the condition is achieved and 15% of the initially granted shares are vested.</p> <p>Subject to the performance conditions and the preservation of corporate officer status by the beneficiary during the vesting period, except in the event of death, disability or retirement, being achieved, the performance shares granted will be acquired on July 31, 2020. The final number of vested shares will be capped at 38,738 shares. The beneficiary is required to remain owner of 15% of his acquired shares for the duration of his duties and cannot conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate of the Chief Executive Officer.</p>
Other compensation elements	N/A	As a reminder, the Chairman and CEO does not receive exceptional compensation nor compensation elements or fringe benefits due by Atos SE or its affiliates related to his mandate. He does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, the Chairman and CEO has declined to accept his Director's fees.

Compensation Components	Amounts	Comments
Defined Benefit Supplementary Pension scheme	Does not apply	<p>The Chairman and CEO benefits 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.</p> <p>This pension benefit that has been confirmed by the shareholders when they voted a specific resolution during the General Meeting held on December 30, 2016, is described in the section G.3.2.1 of the Registration Document.</p> <p>On February 20, 2018, the Board of Directors verified the completion of the performance conditions for the year 2017, thus validating pension rights for the four quarters of the year 2017.</p>
Group Operating Margin		2017
Budget achievement (%)		102.8% ¹
85% of budget or +10% vs previous year achieved		YES
Group Free Cash Flow		2017
Budget achievement (%)		103.6% ¹
85% of budget or +10% vs previous year achieved		YES
Group Organic Revenue Growth		2017
Budget achievement (%)		100.9% ¹
Group revenue growth objective		YES
Environmental and Social Responsibility²		2017
"Qualified "GRI standards comprehensive"" or, be part of the Dow Jones Sustainability Index (World or Europe)		YES
<p>1 Targets adjusted to reflect actual 2017 exchange rates and Unify S&P integration.</p> <p>2 In 2017 the Atos performance was recognized both in the Dow Jones Sustainability Index World and in the Dow Jones Sustainability Index Europe</p>		
<p>Assuming the Chairman and CEO was entitled to the pension supplement as from the day after the closing of the financial year, the gross amount of the pension supplement would be estimated at € 638 thousand 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 up to 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. Pensions are paid by an insurer and Atos funds its commitments when beneficiaries retire.</p>		

G.3.2.3 Compliance of total executive compensation with AFEP-MEDEF recommendations

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

The Board of Directors of Atos SE met on December 18, 2017 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 of Atos SE considered that the Company's governance practices, including on the Chairman and Chief 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.3.2.4 Summary of the Chairman and CEO's compensation, due or paid by the Company and its subsidiaries - AMF Tables 1 and 2

AMF Table 1	2017 (in euros)	2016 (in euros)
Due remuneration for the relevant year	3,246,764	3,013,729
Value of options granted during the year	-	-
Value of Performance Shares granted during the year	2,876,186	2,456,445
TOTAL	6,122,950	5,470,174

On each date of grant, the fair value of performance shares granted is determined pursuant to IFRS 2 standard retained for the consolidated financial statements. Performance shares granted are valued based on this fair value. Thus, the value of performance shares granted as disclosed above is 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 are acquired.

AMF Table 2	2017 (in euros)		2016 (in euros)	
	Due	Paid	Due	Paid
Fixed remuneration	1,400,000	1,400,000	1,350,000	1,350,000
Variable remuneration	1,840,410	1,824,383	1,656,991	1,602,991
Exceptional remuneration	-	-	-	-
Atos SE Director's fees	-	-	-	-
Fringe benefits	6,354	6,354	6,738	6,738
TOTAL	3,246,764	3,230,737	3,013,729	2,959,729

Due remuneration reflects amounts due for the first and second semesters of the relevant year. Paid remuneration reflects amounts paid for the second semester of the previous year and the following first semester. As a reminder, pursuant to the provisions of the so-called "Sapin 2" law, the payment of the variable compensation due for the second semester 2017 is subject to the approval of the Shareholders' General Meeting which will validate the 2017 consolidated financial statements.

In 2016, the financial objectives achievement has triggered a payout rate in percentage of the target variable compensation at 127.1% for the first semester and 118.4% for the second semester. For 2016, the annual variable compensation due to

the Chairman and CEO corresponds to 122.7% of his target annual variable compensation.

In 2017, the financial objectives achievement has triggered a payout rate in percentage of the target variable compensation for the first and the second semester at 124.2% and 98.8% respectively. For 2017, the annual variable compensation due to the Chairman and CEO corresponds to 111.5% of his target annual variable compensation.

See in paragraph G.3.3.2 the achievement rates allowing for the validation of performance conditions related to the performance share plans in the course of being acquired or acquired during the year 2017.



G.3.2.5 AMF Table 11

Chairman and Chief Executive Officer	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 Directory November 16, 2008 - February 10, 2009 Chief Executive Officer February 10, 2009 to date	NO	YES	NO	NO

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

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 top managers of the Group, including the Chairman and CEO.

In the context of the 2014-2016 strategic plan, the Atos Board of Directors, upon proposal of the Nomination and Remuneration Committee, decided to implement performance share plans

based on performance criteria reflecting key success factors for the achievement of the Group's ambitions with the aim of associating the first managerial and technology experts lines of Atos. The Atos Board of Directors decided to pursue this approach in the context of the 2017-2019 strategic plan.

History of grants of performance shares and stock subscription or purchase options are detailed in the following paragraphs.



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

The outstanding 2,799,220 rights to performance shares represented 2.7% of Atos SE's share capital as of December 31, 2017.

	Plan dated 07/24/2013	Plan dated 07/28/2014	Plan dated 07/28/2015	Plan dated 07/26/2016	Plan dated 07/24/2017	Plan dated 07/25/2017
Combined General Meeting authorization date	5/30/2012	5/29/2013	5/27/2014	5/26/2016	5/26/2016	7/24/2017
Board of Directors meeting date	7/24/2013	7/28/2014	7/28/2015	7/26/2016	7/24/2017	7/25/2017
Number of beneficiaries	705	684	851	983	1	1,088
France Plan	194	169	241			
International Plan	511	515	610			
Total number of granted performance shares	723,335	691,000	868,000	947,885	43,000	777,910
Of which to the executive Director	45,000	46,000	55,000	56,500	43,000	-
France Plan	332,580	301,195	393,400			
International Plan	390,755	389,805	474,600			
Vesting date						
France Plan	7/24/2015	7/28/2016	1/2/2018	7/26/2019	7/31/2020	7/31/2020
International Plan	7/24/2017	7/28/2018	1/2/2020			
End of holding period	7/24/2017	7/28/2018	1/2/2020	7/26/2019	7/31/2020	7/31/2020
Performance conditions	Yes ¹	Yes ¹	Yes ¹	Yes ¹	Yes	Yes ¹
Achievement of performance conditions	Yes	Yes	Yes			
Number of vested shares as at Dec. 31, 2017	618,625	280,645	-	-	-	-
France Plan	321,190	280,195	-			
International Plan	297,435	450 ²	-			
Number of shares cancelled as at Dec. 31, 2017	104,710	94,005	102,000	47,035	-	4,890
France Plan	13,770	17,750	30,140			
International Plan	90,940	76,255	71,860			
International Mobility movements	-	-	-			
France Plan	2,380	-3,250	-42,200			
International Plan	-2,380	3,250	42,200			
Outstanding performance shares as at Dec. 31, 2017	-	316,350	766,000	900,850	43,000	773,020
France Plan	-	-	321,060			
International Plan	-	316,350	444,940			

¹ Performance conditions of the various plans are summarized hereafter.

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

Conditions as from the plan dated 07/26/2016 are in all respects identical for France and International plans (same acquisition period).

Performance conditions	Plan dated 07/24/2013	Plan dated 07/28/2014	Plan dated 07/28/2015	Plan dated 07/26/2016	Plan dated 07/25/2017
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.				In line with the annual financial objectives disclosed by the Company at the beginning of year.
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.				In line with the annual financial objectives disclosed by the Company at the beginning of year.
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.			In line with the annual financial objectives disclosed by the Company at the beginning of 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).				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	2013 and 2014	2014 and 2015	2015, 2016 and 2017*	2016, 2017 and 2018	2017, 2018 and 2019

* 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.

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

Plan dated 07/24/2013	100% if performance conditions are achieved for the consecutive years. 0% otherwise.
Plan dated 07/28/2014	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 would become compulsory for the following year. 0% otherwise.
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 07/25/2017	100% if all performance conditions are achieved for each year. 75% in the event that all performance conditions are achieved for the first two years and for the third year, one of the internal financial performance indicators reaches at least 85% completion, without being achieved, while all other performance indicators (internal and external) are achieved.

Performance conditions for the plan dated July 24, 2017 are detailed in section G.3.2.2 "Multiannual equity-based compensation".



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

The performance conditions related to the performance share plan dated July 28, 2015 were achieved for each of the years 2015 and 2016, and for the first semester 2017. The acquisition of the performance shares in respect of this plan remains subject

to the completion of the presence condition on January 2, 2020 for beneficiaries who are employees of companies of the Atos Group with registered office outside France.

Group free cash flow	2017 (first semester)	2016	2015
Budget achievement (%)	109.8%	104.8%	112.2%
Criterion completion	YES	YES	YES
	2017		
Group operating margin	(first semester)	2016	2015
Budget achievement (%)	105.3%	102.4%	100.5%
Criterion completion	YES	YES	YES
	2017		
Group revenue growth	(first semester)	2016	2015
Budget achievement (%)	100.6%	100.5%	100.0%
Criterion completion	YES	YES	YES
	2017		
External performance condition linked to the social and environmental performance	(first semester)	2016	2015
Criterion completion*	YES	YES	YES
Achievement of performance conditions	YES		

* In 2017, for the sixth consecutive year, Atos has been selected as an index component of the Dow Jones Sustainability Indices (DJSI) Europe and World. This recognition follows a series of awards granted to Atos including the highest ranking of the Global Reporting Initiative - the "GRI standards comprehensive" option - for its Corporate Responsibility Integrated Reports.

The performance conditions related to the performance share plan dated July 26, 2016 were achieved for each of the years 2016 and 2017. The acquisition of the performance shares in respect of this plan remains subject to the achievement of the performance conditions for the year 2018 as well as the completion of the presence condition at the acquisition date, on July 26, 2019.

Group free cash flow	2017	2016
Budget achievement (%)	103.6%	104.8%
Criterion completion	YES	YES
	2017	2016
Group operating margin		
Budget achievement (%)	102.8%	102.4%
Criterion completion	YES	YES
	2017	2016
Group revenue growth		
Budget achievement (%)	100.9%	100.5%
Criterion completion	YES	YES
	2017	2016
External performance condition linked to the social and environmental performance		
Criterion completion	YES	YES
Achievement of performance conditions	Subject to 2018 achievement	

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

The below table shows the performance shares granted during the year to the Chairman and CEO and the performance shares that have become acquired. Performance conditions related to the various plans stated hereafter are summarized in the "Past

grants of performance shares" or in the G.3.2.2 ("Multiannual equity-based compensation") sections.

AMF Table 6	Plan date	Number of shares	Acquisition date	Availability date*	Share valuation (in €)**
Chairman and CEO	July 28, 2015	55,000	January 2, 2018	January 2, 2020	2,142,282
	July 24, 2017	43,000 ¹	July 31, 2020	July 31, 2020	2,876,186

* The Chairman and CEO is subject to a conservation obligation for the duration of his mandate of 15% of the performance shares vested.

** 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 spreading the load under IFRS 2 throughout the vesting period.

¹ The final number of vested shares will be capped at 38,738 shares.

During 2017, the performance shares granted on July 24, 2013 became available for possible sale to the beneficiaries according to the France plan rules. The Atos Chairman and CEO is a beneficiary of this plan. Acquisition and availability terms are described above, in the paragraph related to the past grants of performance shares.

AMF Table 7	Plan Date	Number of shares available during the financial year	Vesting Date	Availability Date
Chairman and CEO	July 24, 2013	45,000	July 24, 2015	July 24, 2017

The Chairman and CEO is subject to a conservation obligation for the duration of his mandate of 15% of the shares vested.

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

The Company has not issued any stock option plans for its employees or executive officers since the stock options granted

on December 31, 2010. The table below shows the past grants over the last ten years.

Date of share-holders' meeting	Date of Board meeting	Exercise period start date	Exercise period end date	Strike Price (in €)	Options granted	Of which to members of the Board*	Numbers of beneficiaries	Options exercised	Options cancelled or expired	Situation at Dec. 31, 2017	Value of outstanding options (in € million)
06/04/04	12/19/06	12/19/09	12/19/16	43.16	15,100	0	24				
06/04/04	12/19/06	12/19/10	12/19/16	43.16	4,050	0	6	15,188	3,962	0	0.0
05/23/07	10/09/07	10/09/10	10/09/17	40.35	20,000	0	1	20,000	0	0	0.0
05/23/07	10/09/07	10/09/11	10/09/17	40.35	5,000	0	1	5,000	0	0	0.0
05/23/07	03/10/08	03/10/14	03/10/18	34.73	190,000	0	3	0	140,000	50,000	1.7
05/23/07	07/22/08	07/22/11	07/22/18	34.72	5,000	0	1	5,000	0	0	0.0
05/23/07	07/22/08	07/22/12	07/22/18	34.72	2,500	0	1	2,500	0	0	0.0
05/23/07	12/23/08	04/01/10	03/31/18	18.40	459,348	233,334	24	452,483	3,334	3,531	0.1
05/23/07	12/23/08	04/01/11	03/31/18	22.00	459,326	233,333	24	435,530	6,666	17,130	0.4
05/23/07	12/23/08	04/01/12	03/31/18	26.40	459,326	233,333	24	449,327	9,999	0	0.0
05/23/07	03/26/09	07/01/10	06/30/18	20.64	611,714	0	74	560,630	43,336	7,748	0.2
05/23/07	03/26/09	07/01/11	06/30/18	24.57	611,643	0	74	479,148	78,330	54,165	1.3
05/23/07	03/26/09	07/01/12	06/30/18	29.49	611,643	0	74	455,467	101,661	54,515	1.6
05/26/09	07/03/09	07/01/10	06/30/18	25.00	481,414	0	438	391,183	47,530	42,701	1.1
05/26/09	07/03/09	07/01/11	06/30/18	30.00	481,108	0	438	355,058	91,146	34,904	1.0
05/26/09	07/03/09	07/01/12	06/30/18	35.00	480,978	0	438	296,027	110,617	74,334	2.6
05/26/09	09/04/09	07/01/10	06/30/18	34.28	86,347	0	24	81,265	3,502	1,580	0.1
05/26/09	09/04/09	07/01/11	06/30/18	40.81	86,334	0	24	70,199	6,834	9,301	0.4
05/26/09	09/04/09	07/01/12	06/30/18	48.97	86,319	0	24	54,159	7,829	24,331	1.2
05/26/09	12/31/10	07/01/11	06/30/19	40.41	124,842	0	18	118,841	0	6,001	0.2
05/26/09	12/31/10	07/01/12	06/30/19	48.11	124,830	0	18	109,697	3,333	11,800	0.6
05/26/09	12/31/10	07/01/13	06/30/19	57.74	124,828	0	18	103,496	6,666	14,666	0.8
TOTAL					5,531,650	700,000		4,460,198	664,745	406,707	13.3

* Current members of the Board of Directors.



G.3.3.5 Stock options granted to or exercised by the Chairman and CEO during the year - AMF Tables 4 and 5

During 2017, the Chairman and CEO, was not granted any options to purchase or buy shares of the Company. In addition, he did not hold any outstanding options since January 1, 2016.

G.3.3.6 Stock options granted to the top ten employees who are not company officers, and options exercised by the ten employees with the highest number of options purchased or subscribed during 2017 - 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)	No Grant of Atos Stock-options since 2011		
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)	151,687	€ 32.26	Plans granted: December 23, 2008, March 26, 2009, July 3, 2009, September 4, 2009 and December 31, 2010