

## Atos Welcomes Leading International Proxy Advisory Firm ISS' Recommendation to Shareholders to Vote AGAINST All Four Additional Draft Resolutions Proposed by Three Activist Shareholders

- *ISS recommends shareholders vote **FOR** all resolutions initially proposed by Atos' Board of Directors (Resolutions 1 to 24)*
- *Atos' Board of Directors encourages shareholders to follow ISS recommendation and vote **AGAINST** all additional draft resolutions proposed by three activist shareholders. **In particular, ISS recommends shareholders vote AGAINST:***
  - *the removal of Mr. Bertrand Meunier, Ms. Aminata Niane and Mr. Vernon Sankey from their term of office as directors (Resolutions "A", "B", "C")*
  - *the appointment of Mr. Léo Apotheker as director (Resolution "D")*

**Paris, June 14, 2023** – Atos (the "Company"), a global leader in digital transformation, high-performance computing and information technology infrastructure, today announced that leading international proxy advisory firm Institutional Shareholder Services Inc. ("ISS") has recommended shareholders vote **FOR** all resolutions proposed by Atos' Board of Directors (Resolutions 1 to 24). In addition, ISS has recommended shareholders vote **AGAINST** all four additional draft resolutions (Resolutions "A", "B", "C", "D") proposed by three activist shareholders detaining each less than 1%<sup>1</sup> of the Company's shares.

On June 2, 2023, these three activist shareholders had requested the addition of five new draft resolutions and a non-voting discussion item on the agenda of the upcoming Combined Annual Ordinary and Extraordinary Shareholders' Meeting ("2023 AGM"), scheduled for June 28, 2023:

- The removal of Mr. Bertrand Meunier, Ms. Aminata Niane and Mr. Vernon Sankey from their term of office as directors (added to the 2023 AGM's agenda as Resolutions "A", "B", "C");
- The appointment of Mr. Léo Apotheker as director (added to the 2023 AGM's agenda as Resolution "D"); and
- The reinstatement of the role of lead independent director assigned to an independent director (which the Board of Directors decided not to add to the agenda as it is without object and not conform with applicable laws<sup>2</sup>).

---

<sup>1</sup> At the date of the request, Sycomore Asset Management SA, holder of 299,303 Atos shares (0.27% of Atos issued share capital), ASDI SAS, holder of 762,294 Atos shares (0,69%), and NACTIS SAS Family Office, holder of 1,002,273 Atos shares (0,90%), collectively the "Requesting Shareholders". It should be noted that the company received two requests by the same authors. In one of the requests, Sycomore Asset Management indicates that it is the holder of 936,515 shares, while in the other, it indicates that it is the holder of 299,303 shares. Apart from these figures, there are no differences in the corresponding letters.

<sup>2</sup> See Addendum to the Convening brochure (in English: <https://atos.net/wp-content/uploads/2023/06/atos-convening-brochure-addendum-2023.pdf>; in French: <https://atos.net/wp-content/uploads/2023/06/atos-convocation-brochure-addendum-2023.pdf>).

- The non-voting discussion item relates to the resignation of Mr. Bertrand Meunier, Ms. Aminata Niane and Mr. Vernon Sankey from their office as directors.

After examining and adding the applicable resolutions to the agenda, the Board of Directors, including the Directors representing employees, unanimously decided to recommend shareholders vote **AGAINST** the added resolutions.

In its report, published June 13, 2023, supporting Atos' Board of Directors' recommendation, ISS notes the following:<sup>3</sup>

- *"...the dissident has not objected to the proposed strategic reorganization and has not presented any proposal on improving operation performance...the dissident has not presented a sufficiently compelling case that change is warranted at this time."*
- *"...there is no clear evidence that the board, which has been substantially refreshed in recent years, does not function well. Finally, we note that the timing of the dissident's campaign and the late nomination of its candidate also raise questions."*

**Commenting on the ISS recommendation, Bertrand Meunier, Chairman of Atos' Board of Directors stated:** *"We appreciate ISS' support and recommendation for shareholders to vote **AGAINST** all additional dissident draft resolutions at Atos' 2023 AGM. The recommendation from ISS recognizes our continuously improving governance structure as well as our ongoing transformation plan, executed by a well-qualified management team and diverse Board of Directors. As we continue to deliver better-than-expected results, it is important that we maintain our solid momentum in order to fully unlock the value within our activities for the benefit of all stakeholders."*

Atos' Board of Directors encourages shareholders vote **FOR** all of their proposed resolutions to support the ongoing proven transformation (Resolutions 1 to 24) and to follow ISS' recommendation and vote **AGAINST Resolutions A, B, C and D** proposed by three activist shareholders who wish to destabilize the Company.

Shareholders of record on the second business day preceding the 2023 AGM, i.e. June 26, 2023, at 00:00 a.m., Paris time, are entitled to vote at the 2023 AGM.

D.F. King Ltd. is acting as proxy solicitor for the Company at the 2023 AGM. Questions regarding the voting process can be directed to: [david.chaselopes@dfkingltd.co.uk](mailto:david.chaselopes@dfkingltd.co.uk) // +33 6 72 54 69 79.

\*\*\*

## About Atos

Atos is a global leader in digital transformation with 110,000 employees and annual revenue of c. € 11 billion. European number one in cybersecurity, cloud and high-performance computing, the Group provides tailored end-to-

---

<sup>3</sup> Permission to quote ISS was neither sought nor obtained.

end solutions for all industries in 69 countries. A pioneer in decarbonization services and products, Atos is committed to a secure and decarbonized digital for its clients. Atos is a SE (Societas Europaea) and listed on Euronext Paris.

The purpose of Atos is to help design the future of the information space. Its expertise and services support the development of knowledge, education and research in a multicultural approach and contribute to the development of scientific and technological excellence. Across the world, the Group enables its customers and employees, and members of societies at large to live, work and develop sustainably, in a safe and secure information space.

## Contacts

<b>Investor Relations:</b>	Thomas Guillois	+33 6 21 34 36 62 <a href="mailto:thomas.guillois@atos.net">thomas.guillois@atos.net</a>
<b>Media:</b>	Anette Rey	+33 6 69 79 84 88 <a href="mailto:anette.rey@atos.net">anette.rey@atos.net</a>