

4.2 Corporate governance

[GRI 2-g], [GRI 2-10], [GRI 2-11], [GRI 2-12]

4.2.1 Compliance with the AFEP-MEDEF Code - Frame of reference on corporate governance

French legislation and rules published by the financial market regulatory authorities apply to the Company's corporate governance.

The Company refers to the Corporate Governance Code of Listed Companies issued by the AFEP-MEDEF and has decided to use the Code as a reference in terms of corporate governance, and to follow it up, through an annual Board meeting dedicated to these issues.

In that respect, like every year, the Board of Directors met on December 15, 2022 to perform the annual review of the implementation by the Company of these governance principles. Following this meeting, the Board considered that the Company's governance practices are fully compliant with the AFEP-MEDEF Code, in its then applicable version, dated January 2020.

The Board's assessment on the implementation of the AFEP-MEDEF Code is available in its entirety on Atos' website at www.atos.net.

The Company already complies with most of the new recommendations set out in the revised version of the AFEP-MEDEF Code published in December 2022, which aims to place CSR strategy, including climate change, at the heart of the missions of any board of directors. The Board of Directors met on January 24, 2023, and concluded that after

having pioneered this field, and having obtained a favorable support from its shareholders at the 2021 Annual General Meeting in the context of a consultative vote on its ambitious decarbonization strategy, Atos was already meeting the expectations of the new provisions of the Code well in advance of their entry into force at the Annual General Meeting of the Company to be held in 2024. The annual review by the Board of the results of the Company's CSR strategy took place on February 28, 2023.

The AFEP-MEDEF Code is available on the AFEP website at www.afep.com, in the Governance section.

In addition, governance issues are regularly addressed during Board meetings. The Board has indeed consistently expressed its willingness to take into account, and sometimes anticipate, recommendations on the improvement of corporate governance for listed companies whenever such recommendations are in line with the interests of the Company and of its shareholders. This includes the Company's innovative practice of regularly consulting its shareholders on the medium-term orientations (most recently, at the General Meeting on October 27, 2020). Also, Atos was the first CAC 40 company to enshrine its *raison d'être* in its Articles of Association on April 30, 2019, thereby anticipating the entry into force of the PACTE law of May 22, 2019.

4.2.2 Management Mode

The statutory governance of the Company was changed to a system with a Board of Directors in 2009. The offices of Chairman of the Board and of Chief Executive Officer are separated since October 31, 2019. This corporate governance structure is widely recognized as a best practice to ensure a clear separation between, on the one side, the functions assigned to the Board of Directors which consist of determining the orientations of the Company's business and monitoring their implementation, and the operational and executive functions assigned to the executive management, on the other side.

In addition to the separation of offices of Chairman of the Board and Chief Executive Officer, in compliance with best governance practices, the following mechanisms apply to ensure a good balance of powers:

- the Board of Directors is composed of 73% of independent Directors;
- the Board has formed four permanent internal Committees, to help in the decision process, composed at least of a majority of independent members. On December 1, 2020, the Board of Directors decided to split the missions

previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee. The Nomination and Governance Committee was also entrusted with the regular review of the executive officer's succession plan;

- As part of the study of the strategic project of the Group presented during the Capital Markets Day on June 14, 2022, the Board of Directors decided to form a consultative Ad hoc Committee, composed of a majority of independent Directors, in charge, *inter alia*, of providing recommendations and overseeing the study and implementation of the project by the management team;
- at least twice a year, Directors hold meetings, in the absence of the senior executive officers, during which they discuss the Company's affairs and address any relevant topics;
- the Internal Rules of the Board of Directors set forth the Board's reserved matters which require the Board's prior authorization as well as the missions of the Chairman of the Board.

Missions of the Chairman of the Board

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

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

Upon the recommendations of an ad hoc committee composed of four independent Directors following the appointment of Bertrand Meunier as Chairman of the Board, the Board of Directors decided in 2020 to entrust the Chairman of the Board with the following additional missions, as reflected in the Board Internal Rules:

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

Limitations on the powers of the Chief Executive Officer and Deputy Chief Executive Officer

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

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

Communication with shareholders

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

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

- Atos regularly communicates its strategy to shareholders. In June 2022, during its Capital Markets Day, Atos presented a project to separate into two publicly listed companies to unlock value and implement an ambitious transformation plan;
- Atos' shareholders, during their Annual General Meeting held on April 30, 2019, decided with 99.93% of the votes to enshrine the Company's *raison d'être* in its Articles of Association;
- presentations established for financial reports, investor days or General Meetings are posted on the website of the Company;
- the Company is exchanging with its shareholders throughout the year but has, for many years, been conducting a governance roadshow prior to its Annual General Meeting.

Senior executive officers' Succession plan

Directors may hold meetings, in the absence of the senior executive officers, during which they discuss the Company's affairs, and address, among other subjects, the senior executive officers' succession plan, as per the recommendation of the AFEP-MEDEF Code.

4.2.3 The Board of Directors and Executive Management: composition and organization principles

[GRI 2-g], [GRI 2-10], [GRI 2-11], [GRI 2-12]

4.2.3.1 Composition of the Board of Directors

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

In 2022 and up until the date of publication of this Universal Registration Document, the composition of the Board of Directors and of its committees was modified as a result of the following events:

	Board of Directors	Audit Committee	Nomination and Governance Committee	Remuneration Committee	CSR Committee	Ad hoc Committee ¹
Departure	Collette Neuville Cedrik Neike Jean Fleming (05/18/2022) Rodolphe Belmer (07/13/2022)	Lynn Paine (05/18/2022)	Bertrand Meunier (07/12/2022)	Jean Fleming Aminata Niane (05/18/2022) Elizabeth Tinkham (07/12/2022)	Colette Neuville Lynn Paine (05/18/2022)	-
Appointment	Kat Hopkins René Proglio Astrid Stange Elizabeth Tinkham (05/18/2022) Caroline Rueellan ² (07/26/2022)	René Proglio ³ (05/18/2022) ⁴	Elizabeth Tinkham ³ (07/12/2022)	Vesela Asparuhova Elizabeth Tinkham (05/18/2022) Astrid Stange ³ (07/12/2022)	Farès Louis Astrid Stange (05/18/2022)	René Proglio ³ Bertrand Meunier Valérie Bernis Edouard Philippe Vernon Sankey (05/18/2022)
Renewal	Valerie Bernis Vernon Sankey Rodolphe Belmer (05/18/2022)	-	-	-	-	-

1 As part of the study of the Group's strategic plan presented at the June 14, 2022 Capital Markets Day, the Board of Directors decided to set up an Ad hoc Committee whose mission, among other things, is to provide recommendations and to oversee the study and implementation of the project by the management team.

2 Provisional appointment by the Board of Directors on July 26, 2022, to replace Mr. Cedrik Neike, which will be submitted for ratification to the next General Meeting called to approve the accounts for the year 2022.

3 Chair of the Committee.

4 Following his appointment as a member of the Audit Committee on May 5, 2022, Mr. René Proglio was subsequently appointed by the Board of Directors on July 12, 2022 as Chairman of that same committee.

Composition of the Board of Directors

At the date of publication of this Universal Registration Document, the Board of Directors was composed of 14 members as listed below:

		PERSONAL INFORMATION			EXPERIENCE		POSITION ON THE BOARD			MEMBERSHIP IN COMMITTEES ³	
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies ¹	Independence	Date of first appointment ²	End of term of office Seniority on Board		
Chairman	Bertrand MEUNIER	67	M	French/ British	25000	0	NO	07/03/2008	AGM 2024 14		AH
	Vivek BADRINATH	53	M	French	500	1	YES	04/30/2019	AGM 2024 3		C ♦
	Valérie BERNIS	64	M	French	505	1	YES	04/15/2015	AGM 2025 8	CSR★,Rem,AH	
	Aminata NIANE	66	F	Senegalese	1012	0	NO	05/27/2010	AGM 2024 12		N/A
	Lynn PAINE	73	M	American	1000	0	YES	05/29/2013	AGM 2024 9		N&G
	Edouard PHILIPPE	52	F	French	501	0	YES	10/27/2020	AGM 2023 2		N&G,AH
	René PROGLIO	73	F	French	500	2	YES	05/18/2022	AGM 2024 0	C★,♦,AH★	
	Caroline RUELLAN	54	F	French	1500	0	YES	07/26/2022	AGM 2023 0		N/A
	Vernon SANKEY	73	M	British	1296	0	NO	02/10/2009	AGM 2025 14	C♦,N&G,AH	
	Astrid STANGE	56	M	German	3900	1	YES	05/18/2022	AGM 2024 0	Rem★,CSR	
	Elizabeth TINKHAM	61	F	American	500	0	YES	05/18/2022	AGM 2025 0		N&G★
Director representing the employee shareholders (L225-23 CCom)											
	Kat HOPKINS	43	F	British	407	0	NO	05/18/2022	AGM 2025 0		N/A
Employee Directors (L225-27-1 CCom)											
	Vesela ASPARUHOVA	40	M	Bulgarian	0	0	NO	10/15/2020	AGM 2023 2		Rem
	Farès LOUIS	60	M	French	0	0	NO	04/25/2019	AGM 2023 3		CSR

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

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

3 N&G: Nominations and Governance Committee, Rem: Remuneration Committee, C: Accounting Committee, CSR: CSR Committee, AH: Ad hoc Committee.

★ Chair of the Committee.

♦ Vivek Badrinath, René Proglío and Vernon Sankey have sufficient financial and accounting skills by virtue of their educational and career backgrounds for the purpose of their membership in the Audit Committee.

Director's biographies

Bertrand MEUNIER

Chairman of the Board of Directors

Member of the Ad hoc Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

25,000

Date of birth:

March 10, 1956

Nationality:

French, British

Date of first appointment:

February 10, 2009 (Director) –
July 3, 2008 (Member of
Supervisory Board) ratified by
General Meeting of
February 10, 2009

Date of last renewal:

May 12, 2021

Term expires on:

Annual General Meeting ruling
on the accounts of the 2023
financial year

Biography – Professional Experience

Chairman of the Board of Directors of Atos SE

Bertrand Meunier is a graduate of the Ecole Polytechnique and of Paris VI University. He joined PAI Partners in 1982 up until 2010. Bertrand Meunier joined CVC Capital Partners Ltd as a Managing Partner from 2012 to 2020.

He became Chairman of the Board of Directors of Atos in November 2019.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

None

Abroad:

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

France:

- Director: Parex, Vedici, Elsan Holding, Linxens, Suez**

Abroad:

- Managing Partner: CVC Capital Partners Ltd (United Kingdom)
- Director: Continental Foods (Belgium), CVC Capital Partners (Luxembourg), CVC Group Ltd (Luxembourg), PDC Brands (USA)

** Listed company

Vesela ASPARUHOVA

Employee Director

Member of the Remuneration Committee

Professional address:

2 Donka Ushlina str.,
Garitage Park, building 1, floor
3, 1766 Sofia, Bulgaria

Number of shares:

0

Date of birth:

September 22, 1982

Nationality:

Bulgarian

Date of first appointment:

October 15, 2020

Term expires on:

Annual General Meeting ruling
on the accounts of the 2022
financial year

Biography – Professional Experience

Service Delivery Manager (Bulgaria)

Vesela Asparuhova is a graduate of the Technical University of Sofia where she received an MSc in Engineering in Communication Technology. She has post-graduate qualifications in Global Service Management from ESCP Europe Business School and Leadership in the Digital Age from Harvard Business Publishing.

In 2021, Vesela was awarded a certificate in Company Direction from the UK Institute of Directors.

Vesela Asparuhova has 17 years of experience in the IT industry in leadership positions and customer executive roles focusing on excellence in delivery of complex end-to-end solutions and operating performance.

She started her professional career with Siemens in 2006, where she co-led the set-up and development of GDCs in Eastern Europe. Subsequently she worked for the Global Solution Design business unit of Siemens Enterprise Communications. Since 2012 Vesela has been a Service Delivery Manager with Atos Bulgaria. Vesela Asparuhova was a member of the Company's Council for 3 years and in 2020 she was elected to serve as an Employee Director on the Atos SE Board of Directors.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

None

Abroad:

None

Other positions held during the last five years

Within the Atos Group

France:

None

Abroad:

- Member of the Expert Community
- Member of the Company Council of Atos SE

Outside the Atos Group

France:

None

Abroad:

- Member of CCI France Bulgaria

Vivek BADRINATH*

Member of the Audit Committee

Professional address:

Vantage Towers GmbH,
Prinzenallee 11-13, D-40549
Düsseldorf

Amtsgericht Düsseldorf, HRB
85940

Number of shares:

500

Date of birth:

June 27, 1969

Nationality:

French

Date of first appointment:

April 30, 2019

Date of last renewal:

May 12, 2021

Term expires on:

Annual General Meeting ruling
on the accounts of the 2023
financial year

Biography – Professional Experience

Chairman of the Management Board of Vantage Towers AG

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

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

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

In 1996, he joined Orange in the Group's Long Distance Networks department before becoming CEO of Thomson India in 2000. He returned to Orange in 2004 as Chief Technical Officer of the mobile division and was appointed to the Group's Executive Committee in 2009 as Director of the networks and operators division. Between April 2010 and April 2012, Vivek Badrinath was CEO of Orange Business Services before being appointed Deputy CEO in charge of Innovation, Marketing and Technologies on May 1, 2013. He was Deputy Chief Executive Officer, Marketing, Digital Solutions, Distribution and Information Systems for AccorHotels between March 2014 and October 2016. He joined the Vodafone Group in 2016 and was CEO of Vodafone Towers Europe until March 2020. Since March 2020, he chairs the Management Board of Vantage Towers.

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

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

None

Abroad:

(all mandates relating to his main function at Vodafone)

- Chairman of the Management Board of Vantage Towers AG** (Germany)
- Director of Vantage Towers Greece (Greece)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Director: Accor
- Director: Vodafone Qatar, Vodacom** (South Africa), Vodafone Idea Limited** (India), Safaricom** (Kenya), Vodafone Hutchison Australia (Joint-Venture with Hutchison Whampoa in Australia), Vodafone Egypt**
- CEO: Vodafone Towers Europe

* Independent Director

** Listed company

Valérie BERNIS*

Chairman of the CSR Committee

Member of the Remuneration Committee

Member of the Ad hoc Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

505

Date of birth:

December 9, 1958

Nationality:

French

Date of first appointment:

April 15, 2015, ratified by
Annual General Meeting held
on May 28, 2015

Date of last renewal:

May 18, 2022

Term expires on:

Annual General Meeting ruling
on the accounts of the 2024
financial year

Biography – Professional Experience

Company Director

Valérie Bernis is a graduate of the Institut Supérieur de Gestion and Université des Sciences Economiques in Limoges.

In 1996, after 2 years spent as Communication and Press Advisor to the Prime Minister, she joined Compagnie de Suez as Executive Vice-President – Communications, and then in 1999, she became Executive Vice-President Financial and Corporate Communications and sustainable development. During the same period, she served for 5 years as Chairman and CEO of Paris Première, a French TV channel.

Valérie Bernis is currently a Member of the Board of Directors of France Télévisions and Lagardère SA.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

- Member of the Board of Directors: France Television (also Chairman of the CSR Committee, member of the Strategic Committee and Commitments Committee)
- Member of the Board of Directors: Lagardère SA** (formerly Lagardère SCA) (also member of the Audit Committee and Ad hoc Committee)
- General Secretary of Board of Directors: AROP (Opera de Paris)
- Board Member: Fondation contre Alzheimer

Abroad:

- Independent member of the Board of Directors*** and member of Nomination Committee, Audit Committee and CSR Committee: l'Occitane International SA (Luxembourg)**

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Member of the Supervisory Board: Euro Disney SCA**
- Member of the Board of Directors: Suez SA**

* Independent Director

** Listed company

*** Term expired on January 1, 2023

Katrina (Kat) HOPKINS

Director representing the employee shareholders

Professional address:

RG41 5TS Winnesh Triangle
1020 Eskdale Road
United-Kingdom

Number of shares:

407

Date of birth:

June 18, 1979

Nationality:

British

Date of first appointment:

May 18, 2022

Term expires on:

Annual General Meeting ruling on the accounts of the 2024 financial year

Biography – Professional Experience

Atos Vice President, Group Head Talent and Career Management, Learning & Development at Atos International (UK)

Katrina Hopkins is Vice President of Atos and Group Head of Talent, Career and Learning at Atos International. Ms. Hopkins is a Human Resources Manager with over 20 years of experience.

She has been with Atos since 2011 and joined the Group as part of Atos' acquisition of Siemens IT Solutions & Services. She has held various roles within the Human Resources department, both regionally and globally. She is currently responsible for talent development, performance and learning within the Atos Group with a focus on leadership, mentoring, career management, diversity and mandatory training, including diversity.

Ms. Hopkins holds a BSc (with Honors), in Psychology and is a Fellow of the Chartered Institute of Personnel and Development.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

Member of the Supervisory Board of the Atos Stock Plan Employee Mutual Fund (FCPE) since 2022

Outside the Atos Group

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

Farès LOUIS

Employee Director

Member of the CSR Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

0

Date of birth:

May 23, 1962

Nationality:

French

Date of first appointment:

April 25, 2019

Term expires on:

Annual General Meeting ruling on the accounts of the 2022 financial year

Biography – Professional Experience

Business Developer Cyber Security Products

Farès Louis joined Bull in 1991 as commercial engineer. He then held several positions as Account Manager for large accounts located in France, manager of Bull subsidiary located in the Middle East, and in the development of international offers. Currently, he is a business developer for security products in Middle East & Africa within the Big Data and Cybersecurity service line.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

- French Labor Court judge (Conseiller Prud'homal)
- Trade Union defender
- Member of the CFDT corporate body/ Symetal Francilien

Other positions held during the last five years

Within the Atos Group

- Trade Union representative
- Employee representative on the Company premises located in Les Clayes-sous-Bois
- European Committee Bull
- Bull Work's council

Outside the Atos Group

None

Aminata NIANE

Director

Professional address:

BP 29495 – DAKAR, Senegal

Number of shares:

1,012

Date of birth:

December 9, 1956

Nationality:

Senegalese

Date of first appointment:

May 27, 2010

Date of last renewal:

May 12, 2021

Term expires on:

Annual General Meeting ruling on the accounts of the 2023 financial year

Biography – Professional Experience

International Consultant

Aminata Niane holds an Engineering Degree in Science and Technology of Food Industries (Montpellier, France) and a Master in Business Administration (Birmingham, UK).

Then she started her career in 1983 as an engineer in big Senegalese companies in the food-processing sector (SIPL and SONACOS).

This experience continued in 1987 in the Senegalese administration (Ministry of Commerce, Senegalese Institute for Standardization), then in 1991 in the first structures supporting the private sector, financed by the French Cooperation and the World Bank (Support Unit to the Business Environment and Private Sector Foundation).

Finally, after several years of entrepreneurial experience in strategy consulting, she was appointed in 2000 Managing Director of APIX, National Agency for Investment Promotion and Major Projects. She handled the creation and the management until May 2012. Then, she was Special Advisor of the President of the Republic of Senegal until May 2013.

Today she is International Consultant, after being with the African Development Bank, Lead Advisor-Office of the Vice-President Infrastructure, Private Sector and Regional Integration, and Manager for the return of the Bank to its registered offices in Abidjan.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

None

Abroad:

- Director: Groupe Envol Immobilier Sénégal (Senegal), Banque Atlantique Sénégal (Senegal)
- Chairman of the association "Social Change Factory"

Other positions held during the last five years

None

Lynn PAINE*

Member of the Nomination and Governance Committee

Professional address:

Harvard Business School,
Soldiers Field Road,
Boston, Massachusetts 02163

Number of shares:

1,000

Date of birth:

July 17, 1949

Nationality:

American

Date of first appointment:

May 29, 2013

Date of last renewal:

May 12, 2021

Term expires on:

Annual General Meeting ruling
on the accounts of the 2023
financial year

Biography – Professional Experience

Baker Foundation Professor, John G. McLean Professor of Business Administration, Emerita

Lynn Paine is Baker Foundation Professor and John G. McLean Professor of Business Administration, Emerita. She previously served as Senior Associate Dean for International Development, and prior to that, as Senior Associate Dean for Faculty Development at Harvard Business School. She is former chair of the School's general management unit and a specialist in corporate governance. An American with worldwide recognition, she currently teaches corporate governance in both the MBA and executive programs.

She co-founded and chaired the "Leadership and Corporate Accountability" required course, which she has taught in the MBA program as well as the Advanced Management Program. Ms. Paine's research, teaching, and publications have addressed matters of corporate social responsibility and sustainability. For example, her publications include "Sustainability in the Boardroom" (Harvard Business Review, 2014), and Value Shift: Why Companies Must Merge Social and Financial Imperatives to Achieve Superior Performance (McGraw Hill, 2003), which was named one of that year's best business books by Library Journal.

Ms. Paine has also taught in numerous other executive programs including the Senior Executive Program for China, the Senior Executive Program for Africa, and the Leading Global Business, and, currently, Making Corporate Boards more Effective, Women on Boards and Preparing to Be a Corporate Director.

In addition to providing executive education and consulting services to numerous firms, she has served on a variety of Advisory Boards and panels. In particular, she was a member of the Conference Board Commission on Public Trust and Private enterprise and the Conference Board's Task Force on Executive Compensation. She also served on the Academic Advisory Council of the Hills Program on Governance at the Center for Strategic and International Studies (CSIS), in Washington, D.C.; on the Governing Board of the Center for Audit Quality in Washington D.C.; and the Advisory Board of the Conference Board's Governance Center in New York. She was a Director of RiskMetrics Group (NYSE) prior to the Company's merger with MSCI.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

None

Abroad:

- International Advisory Council, FDC (Fundação Dom Cambal), Belo Horizonte (Brazil)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Senior Associate Dean, Harvard Business School, Boston, Massachusetts (USA)
- Senior Advisor to Independent Monitor for Volkswagen AG** (Germany)
- Global Advisory Council, Novonor S.A. (formerly Odebrecht S.A.), São Paulo (Brazil)

* Independent Director

** Listed company

Édouard PHILIPPE*

Member of the Nomination and Governance Committee

Member of the Ad hoc Committee

Professional address:

River Ouest 80 Quai Voltaire
95870 Bezons France

Number of shares:

501

Date of birth:

November 28, 1970

Nationality:

French

Date of first appointment:

October 27, 2020

Term expires on:

Annual General Meeting ruling on the accounts of the 2022 financial year

Biography – Professional Experience

Mayor of Le Havre, former Prime Minister

Édouard Philippe is former Prime Minister, head of the French government from May 15, 2017 to July 3, 2020. He was re-elected Mayor of Le Havre at the municipal elections of June 2020. In October 2021, he founded the center-right political party "Horizons".

Édouard Philippe is a graduate of the *Institut d'études politiques de Paris* and then of the *École nationale d'administration (ENA)*.

After graduating from ENA in 1997, Édouard Philippe became a member of the *Conseil d'État* assigned to the litigation section.

In 2004, he became an attorney with Debevoise & Plimpton, in charge of public law matters.

Edouard Philippe joined Areva in 2007 as Director of Public Affairs (2007-2010).

After holding several local offices, he was elected Mayor of Le Havre and President of the Le Havre Metropolitan Community in 2010 and 2014. He was elected Member of the Parliament in 2012 and until 2017.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

(Most mandates are related to his functions of Mayor of Le Havre and of President of the urban community Le Havre Seine Métropole)

- Mayor of Le Havre
- President of the Urban Community Le Havre Seine Métropole
- Member of the Supervisory Board of Le Havre Grand port maritime
- Chairman of the Supervisory Board of Directors of the Hospital group of Le Havre
- President of the Social Action Center of Le Havre
- President of the EPCC, Le Volcan – Scène Nationale
- President of the Association Le Havre Seine Développement
- President of the Urban Planning Agency of the Le Havre region and of the Seine estuary
- President of the Association Internationale des Villes Portuaires (AIVP)
- President of the political party "Horizons"

Abroad:

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Prime Minister from (France)
- Member of the Board of Directors of the International Association of the Cities and Ports
- Member of the Board of Directors of the public land-management institution of Normandie
- Member of the Board of Directors of the Société Hérouvillaise d'économie mixte pour l'Aménagement

* Independent Director

René PROGLIO*

Chairman of the Audit Committee

Chairman of the Ad hoc Committee

Professional address:

River Ouest 80 Quai Voltaire
95870 Bezons France

Number of shares:

500

Date of birth:

June 29, 1949

Nationality:

French

Date of first appointment:

May 18, 2022

Term expires on:

Annual General Meeting ruling
on the accounts of the 2023
financial year

Biography – Professional Experience

Partner in the Strategic Advisory Group at PJT Partners.

René Proglío is a graduate of French business school HEC and holds a Chartered Accountant Diploma. Mr. Proglío is a partner in the Strategic Advisory Group of PJT Partners. With more than 30 years of experience in the M&A market, Mr. Proglío brings a strategic vision as well as leading financial expertise to companies. Mr. Proglío joined PJT Partners in September 2021. He was previously at Morgan Stanley, where he served as Vice President and Head of the French market. Mr. Proglío joined Morgan Stanley in 2003 as a Managing Director in the Investment Banking group and led the advisory business in Paris before taking overall responsibility for the French business.

He began his career at Arthur Andersen in the Audit and Consulting groups, where he served as a partner for 20 years and held various management positions.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

- Partner at PJT Partners**
- Censor at Tinubu Square SA (France)

Abroad:

- Director of Photo-Me International Plc** (United-Kingdom)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Vice Chairman and Managing Director at Morgan Stanley**

* Independent Director.

** Listed company

Caroline RUELLAN*

Director

Professional address:

River Ouest 80 Quai Voltaire
95870 Bezons France

Number of shares:

1500

Date of birth:

August 13, 1967

Nationality:

French

Date of first appointment:

July 26, 2022, to replace Cedrik NEIKE, and which will be submitted to the next ordinary general meeting for ratification

Term expires on:

Annual General Meeting ruling on the accounts of the 2022 financial year

Biography – Professional Experience

Consultant

Caroline Ruellan has over twenty-five years of experience in corporate law and corporate governance. She began her career as a lecturer at the University of Picardie Jules Verne and then at the École des Mines de Paris, where she taught business law for more than fifteen years. She then joined the AIG Group, the world leader in financial risk insurance, from 2007 to 2013, as Head of Claims for Europe before being appointed Head of Innovation and Institutional Relations.

Caroline Ruellan is the CEO and founder of SONJ Conseil, an independent consulting firm that assists French and international companies in matters of exercise of power, governance, shareholder relations and activism.

She also closely follows the development of many companies in Europe as well as the implementation of their governance. Indeed, since 2016, she has been chairing and running the *Cercle des Administrateurs*. She is also an independent director of ADAM (Association for the Defense of Minority Shareholders), a member of the of the Retail Investors Consultative Commission of the French Financial Markets Authority (AMF), and a member of the Supervisory Board of Ardian France since 2019.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

France:

- CEO of SONJ Conseil
- Member of the supervisory board of Ardian France
- Chair of the *Cercle des Administrateurs*
- Independent director of ADAM
- Director of the Institut Aspen France
- Member of the Retail Investors Consultative Commission of the French Financial Markets Authority (AMF)

Abroad:

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

* Independent Director

Vernon SANKEY

Member of the Audit Committee

Member of the Nomination and Governance Committee

Member of the Ad hoc Committee

Professional address:

51 Walnut Court, St Mary's Gate, London W85UB, UK

Number of shares:

1,296

Date of birth:

May 9, 1949

Nationality:

British

Date of first appointment:

February 10, 2009 (Director) – December 16, 2005 (Member of Supervisory Board) ratified by General Meeting of May 23, 2006

Date of last renewal:

May 18, 2022

Term expires on:

AGM ruling on the accounts of the 2024 financial year

Biography – Professional Experience

Officer in companies

Vernon Sankey graduated from Oriel College, Oxford University (United Kingdom).

He joined Reckitt and Colman plc in 1971, and became Chief Executive Officer in Denmark, France, the USA and in Great Britain. He was Group Chief Executive Officer in the United-Kingdom in the period 1992-1999.

Since then, he has held several non-executive positions as Chairman or Board member in several major international companies such as Pearson plc, Zurich Insurance AG, Taylor Woodrow plc, Thomson Travel plc, Gala plc, Photo-Me plc, Firmenich SA, etc. and was a founder member of the Management Board of the FSA (Food Standards Agency) UK.

As member of the Board of the UK government's FSA the main Board of major international and national companies, he has been involved in many matters, pertaining to corporate social responsibility including governance, equality, inclusion, sustainability and probity.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

Astrid STANGE*

Chair of the Remuneration Committee

Member of the CSR Committee

Professional address:

River Ouest 80 Quai Voltaire
95870 Bezons France

Number of shares:

3,900

Date of birth:

December 27, 1965

Nationality:

German

Date of first appointment:

May 18, 2022

Term expires on:

Annual General Meeting ruling on the accounts of the 2023 financial year

Biography – Professional Experience

Former COO at AXA and former Senior Partner and Managing Director at BCG

Astrid Stange started her executive career at Bertelsmann Buch AG as head of direct marketing in 1995. She became Senior Partner and Managing Director of the Boston Consulting Group where she started in 1998 as a member of the Global Insurance Practice. From 2008 to 2013, she led BCG's Insurance practice in Germany and then became Global Sector Leader for Life Insurance. Ms. Astrid Stange joined AXA in 2014 as member of the Executive Board of AXA Konzern AG (Germany), in charge of strategy, human resources, organization and client management. In December 2017, Ms. Stange was appointed Chief Operating Officer (COO) of AXA and member of the Management Committee of AXA SA. As COO, she led a major transformation of the company regarding technology and data. In 2018, she also took the operational responsibility for the new built unit AXA Group Operations which delivers infrastructure and application services, security, emerging technologies, but also BPO and procurement services to AXA Group. In August 2022, Ms. Stange became CEO of ELEMENT Insurance AG (Germany), a leading European digital full-service B2B2X insurance platform.

Astrid Stange studied economics at the Ruhr University in Bochum. In 1993, she obtained a doctorate from the Department of Economics of the Technische Universität Braunschweig.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

None

Abroad:

- Member of the Supervisory Board at Deutsche Lufthansa AG** (Germany)
- CEO ELEMENT Insurance AG (Germany)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Chief Operating Officer and member of the Executive Committee: AXA** (France),
- CEO AXA Group Operations SAS (France),
- Chairman of the Board, AXA Group Operations SAS (France),
- Member of the Supervisory Board, Financial Controller, GIE AXA (France),

* Independent director

** Listed company

Elizabeth TINKHAM*

Chair of the Nomination and Governance Committee

Professional address:

River Ouest 80 Quai Voltaire
95870 Bezons France

Number of shares:

500

Date of birth:

November 5, 1961

Nationality:

American

Date of first appointment:

May 18, 2022

Term expires on:

Annual General Meeting ruling on the accounts of the 2024 financial year

Biography – Professional Experience

Former Senior Managing Director and Global Client Account Lead for Microsoft Account in Accenture Ltd

Elizabeth Tinkham was a Senior Managing Director and member of the Global Executive Committee at Accenture plc**, where she held a variety of client facing and executive positions. She was the global account lead for Microsoft, responsible for driving account growth as well as the technology partnership between Microsoft and Accenture. Prior to heading the Microsoft account, Ms. Tinkham led Accenture's Global and North American Management Consulting practice for the Communications, Media and Technology (CMT) verticals. Her responsibilities included revenue growth, M&A activity and chairing the CMT Investment Board.

Ms. Tinkham now advises innovative, growth-focused companies on the challenges and opportunities inherent to shifting to digital technologies. She also advises the state of Washington on educational and equity issues through her role as chairman of Washington Stem, a non-profit organization.

Ms. Tinkham teaches classes in management consulting and in nonprofit board management at the University of Washington's Foster School of Business.

Ms. Tinkham graduated from Ohio State University with a degree in aeronautical and astronautical engineering.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

None

Abroad:

- Director: Headspin (United States)
- Director: Particle (United States)
- Director: Athena Alliance (United States)
- Board Member, Washington STEM (United-States)
- Affiliate Lecturer, University of Washington, Foster School of Business (United States)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

* Independent director

** Listed company

Diversity policy at Board level

The Board of Directors meeting held on December 15, 2022, upon recommendation of the Nomination and Governance Committee, examined the composition of the Board of Directors and approved the diversity policy applicable at Board level.

In that respect, after carefully analyzing the Board's membership with respect to such criteria as age, gender, skills, professional experience, nationality and independence, and in light of the evolution of the Board composition over the past recent years, it set the following objectives:

- **age of Directors:** On December 15, 2022, Directors' age ranged from 40 to 73 with an average of 59.6 years old compared to 59.5 in 2021. The Board considered that the age average was satisfactory and decided to closely monitor the limit of one third exceeding 70 years old set in the Articles of Association;
- **gender diversity:** On December 15, 2022, the Board of Directors was composed of 57.1% women Directors (8 out of 14)¹⁾. The Board acknowledged that the ratio is satisfactory and significantly above the legal requirement;

- **diversity of skills and professional experience:** The Board acknowledged that (i) the diversity of skills is well reflected in the variety of profiles of Board members who gather extensive experiences in technology, finance, governance, CSR/employee/HR. The composition of the Board was renewed in 2022 to support the transformation project, with four new independent members, strengthening skills in technology, finance and governance. The Board acknowledged that the diversity of skills and experience is satisfactory;
- **diversity of nationalities:** On December 15, 2022, the proportion of Directors of non-French nationality reached 50%, in line with the Group's international dimension. Consequently, the Board considered that the ratio was highly satisfactory and could be maintained to stay in line with the Group's international dimension;
- **directors' independence:** On December 15, 2022, the ratio of independent Directors was 73%. The Board acknowledged that the current ratio is satisfactory and contemplated to maintain high the ratio of independent Directors above the AFEP MEDEF recommendations.

4.2.3.2 General Management

In the context of the study of a project for the separation of Atos' legacy activities (Tech Foundations), on the one hand, and its Digital, Big Data and Cybersecurity activities, on the other hand, through two independent listed companies, the Board of Directors approved on June 13, 2022 the appointment of two new Deputy Chief Executive Officers with effect from June 14, 2022.

Nourdine Bihmane was appointed Deputy CEO in charge of Tech Foundations while Philippe Oliva was appointed Deputy CEO in charge of the Digital, Big Data and Cybersecurity perimeter regrouped under a designated SpinCo.

Furthermore, this contemplated separation would lead to a reorganization of the Atos group resulting in a significant reduction in the scope of the functions and a redefinition of the mission of the Atos Chief Executive Officer.

Acknowledging this evolution, Rodolphe Belmer, former CEO, decided to resign from his position as CEO of the Company, as of September 30, 2022, at the latest, so as to allow time to ensure the orderly transition of the Group's governance with the two newly appointed Deputy CEOs.

Following Rodolphe Belmer's effective departure from the Group on July 13, 2022, the Board of Directors decided to appoint Nourdine Bihmane as CEO and to renew Philippe Oliva as Deputy CEO.

1) 54.6% (6 out of 11) pursuant to the legal ratio. In accordance with art. L. 225-23 and L. 225-27-1 of the French Commercial Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of gender diversity on the Board of Directors.

Senior executive officers' biographies

Nourdine BIHMANE

Chief Executive Officer	Biography – Professional Experience	
<p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 8,798</p> <p>Date of birth: February 10, 1977</p> <p>Nationality: French</p> <p>Date of first appointment: June 14, 2022 (as Deputy CEO) and July 13, 2022 (as CEO)</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p>Group CEO and co-CEO in charge of Tech Foundations</p> <p>Nourdine Bihmane brings over 20 years of proven tech expertise, driving change management, growth and P&L performance. Nourdine served in several global management roles across Europe, North America, and emerging markets and drove successful transformation and turnaround programs for the Atos Group. He was most recently Executive Vice President, Head of Global Delivery, and CEO of Growing Markets. He has extensive commercial and operational knowledge of Atos, especially in the fields of managed services and decarbonization.</p> <p>Nourdine Bihmane was appointed on June 14, 2022 Deputy CEO in charge of Tech Foundations, a leading business in managed infrastructure services, digital workplace and professional services. Following the departure of the former CEO, Nourdine Bihmane was appointed CEO of Atos SE as from July 13, 2022.</p> <p>Nourdine graduated from the University Pierre et Marie Curie in Paris in engineering and has attended the engineering courses of the <i>Conservatoire National des Arts et Métiers</i>. He also obtained a certification from INSEAD on "Leadership in digital transformation".</p>	
	Directorships and positions	
	<p>Other Directorships and positions as at December 31, 2022</p> <p>Within the Atos Group</p> <p>France:</p> <ul style="list-style-type: none"> Chief Executive Officer of Atos Meda <p>Abroad:</p> <ul style="list-style-type: none"> Member of the Supervisory Board of Atos Nederland B.V. (Netherlands) Manager of EcoAct Iberia SL (Spain) Director of Unify Holdings B.V. (Netherlands), Atos Saudi LLC (Saudi Arabia), Climate Pal Ltd (Kenya), Carbon Clear Limited (United-Kingdom), <p>Outside the Atos Group</p> <p>None</p>	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <p>France:</p> <ul style="list-style-type: none"> Chief Executive Officer of EcoAct SAS Deputy Chief Executive Officer of Atos SE <p>Abroad:</p> <ul style="list-style-type: none"> Director of EcoAct, Inc (USA) <p>Outside the Atos Group</p> <p>None</p>

Philippe OLIVA

Deputy Chief Executive Officer

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

0

Date of birth:

July 30, 1972

Nationality:

French

Date of appointment:

June 14, 2022

Term expires on:

Date of realization of the
separation project

Biography – Professional Experience

Group Deputy CEO and co-CEO in charge of Digital, Big Data and Cybersecurity

Philippe Oliva is capitalizing on a strong international experience in the digital sector, having spent almost 20 years at IBM where he has notably served as Vice President for Integrated Technologies, then Cloud Services and Hybrid Services in North America. Philippe joins Atos from Eutelsat where he has been Chief Commercial Officer for the past four years.

Philippe Oliva joined Atos in April 2022 as Chief Commercial Officer and was appointed on June 14, 2022 as Deputy CEO in charge of the Digital, Big Data and Cybersecurity perimeter (to form the newly named SpinCo), a leading business in the digital transformation, big data and cybersecurity markets, delivering high growth and high margins.

Philippe Oliva is a graduate of the Ecole Supérieure des Ingénieurs Commerciaux.

Directorships and positions

Other Directorships and positions as at December 31, 2022

Within the Atos Group

None

Outside the Atos Group

None

Abroad

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

France:

- Chief Commercial Officer at Eutelsat* (until April 2022)

Abroad:

None

* Listed company

4.2.3.3 Directors' independence

Definition of an independent Director

As per the AFEP-MEDEF Code

The AFEP-MEDEF Code defines as independent, a Director when "he or she has no relationship of any kind whatsoever with the corporation, its group or its management that may interfere with his or her freedom of judgment". The AFEP-MEDEF Code, adopted by the Board as reference code, also provides for a certain number of criteria that must be reviewed in order to determine the independence of a Director:

Criterion 1	Not to be and not to have been within the previous five years: <ul style="list-style-type: none"> • an employee or executive officer of the corporation; • an employee, executive officer or Director of a company consolidated within the corporation; • an employee, executive officer or Director of the Company's parent company or a company consolidated within this parent company.
Criterion 2	Not to be an executive officer of a company in which the Corporation holds a Directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the corporation (currently in office or having held such office within the last five years) holds a Directorship.
Criterion 3*	Not to be a customer, supplier, commercial banker, investment banker or consultant: <ul style="list-style-type: none"> • that is significant to the corporation or its group; • or for which the corporation or its group represents a significant portion of its activities. <p>The evaluation of the significance or otherwise of the relationship with the Company or its group must be debated by the Board and the quantitative and qualitative criteria that led to this evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the report on corporate governance.</p>
Criterion 4	Not to be related by close family ties to a Corporate Officer
Criterion 5	Not to have been an auditor of the corporation within the previous 5 years.
Criterion 6	Not to have been a Director of the corporation for more than 12 years. Loss of the status of independent Director occurs on the date of the 12 th anniversary.
Criterion 7	A non-executive officer cannot be considered independent if they receive a variable compensation in cash or in the form of securities or any compensation linked to the performance of the corporation or Group.
Criterion 8	Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board of Directors, upon a report from the Nomination Committee, should systematically review the qualification of a Director as independent in the light of the composition of the corporation's share capital and the existence of a potential conflict of interest.

* As recommended by the AFEP-MEDEF Code, as part of the assessment of how significant the relationship with the Company or its Group is (Criterion 3), the Board of Directors, on the recommendation of the Nomination and Governance Committee, retained the same criteria as those used in the previous year:

- a quantitative criterion, being the consolidated turnover of 1% performed by the Company with a group within which an Atos Director exercises a function and/or holds a mandate. This criterion was set on the basis of the specificities of the Atos Group activity, in particular the rigorous procedures related to answers to bidding processes;
- qualitative criteria, i.e.: (i) the duration and continuity of the business relationship (seniority of the relationship or impact of potential contract renewals...), (ii) the importance or intensity of the relationship (potential economic dependency), and (iii) the structure of the relationship (Director free of any interest...).

Review of the Directors' independence

The detailed assessment of the Directors' independence carried out on December 15, 2022, and based on the above-mentioned criteria is reproduced in the table below:

	Bertrand Meunier	Vesela Asparuhova	Vivek Badrinath	Valérie Bernis	Kat Hopkins	Farès Louis	Aminata Niane	Lynn Paine	Edouard Philippe	René Proglia	Caroline Ruellan	Astrid Stange	Elizabeth Tinkham	Vernon Sankey
Criterion 1	✓	✗	✓	✓	✗	✗	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 2	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 4	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6	✗	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✓	✓	✗
Criterion 7	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Independence	NO	NO	YES	YES	NO	NO	NO	YES	YES	YES	YES	YES	YES	NO

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

On December 15, 2022, the Board of Directors reviewed the independence of each of its members on the basis of the criteria mentioned above and acknowledged that 73% of its Directors could be considered independent:

6 Directors were not considered as independent

- Mr. Bertrand Meunier, Ms. Aminata Niane and Mr. Vernon Sankey as they have been serving on the Board for more than 12 years.
- Ms. Vesela Asparuhova, Ms. Kat Hopkins and Mr. Farès Louis by virtue of their capacity as employees of a subsidiary of the Company*.

8 Directors were considered as independent

- Ms. Lynn Paine, Mr. René Proglia and Ms. Elizabeth Tinkham were considered as independent in the absence of any element falling within the criteria.
- 5 Directors, performing mandates or functions in corporations having business relationships with the Company could nevertheless be considered as independent, considering the low turnover, below the threshold of 1% set by the Board, achieved by Atos with all these corporations: Mr. Vivek Badrinath, Ms. Valérie Bernis, Mr. Edouard Philippe, Ms. Caroline Ruellan and Ms. Astrid Stange.

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

4.2.3.4 Employee's participation at Board level

The Board includes a Director representing the employee shareholders, appointed by the General Meeting. The appointment of such Director was voluntarily submitted to the General Meeting in 2013, 2017 and in 2020, and was submitted on a mandatory basis, to the 2022 Annual General Meeting considering that the employee stock ownerships had exceeded 3% of the Company's share capital as of December 31, 2021.

The Board also comprises two Employee Directors within the meaning of article L. 225-27-1 of the French Commercial Code, appointed as per the procedure set forth in the Articles of Association. In accordance with the PACTE law, the Company submitted to the 2020 Annual General Meeting an amendment to the Articles of Association to lower the threshold from 12 to 8 Directors composing the Board for the required appointment of a second Employee Director. Following this amendment, a second Employee Director was appointed and joined the Board of Directors on October 21, 2020.

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

Pursuant to an agreement dated December 14, 2012, the Company has implemented a scheme of participation of employees through the creation of the European Company Council of Atos SE and the designation, among the members of this council, or within Atos' employees, of a Participative Committee composed of up to four persons, which meets with members of the Board of Directors and discusses on topics on the agenda of Atos SE's Board meetings. Once a year, the Participative Committee is invited to a plenary meeting of the Board of Directors corresponding to the session on the review of compliance practices of the Company with rules of corporate governance.

4.2.3.5 Directors' training

As per the AFEP-MEDEF Code, upon the appointment of a new Director, various sessions are offered with the main group executives on the Group's business, organization, governance, innovation and CSR practises. Newly appointed Directors are provided with the Company's governance documentation (including the Articles of Association, the Board Internal Rules and the Director Charter) and received a specific training focusing on corporate governance and stock exchange regulations. Most recently, the induction program included presentations by the members of the senior executive management of the fundamentals of Atos and of its three business lines, trainings on the CSR and decarbonization activities, the ongoing separation project, Atos' R&D and innovations and financial specificities of Atos, as well as a visit in Bezons of the innovations demonstrated in Atos' Business Technology and Innovation Center (BTIC).

In addition, specific external trainings are contemplated for Directors on an ad hoc basis. In January 2023, the Board of Directors held a meeting on the Atos site in Les Clayes-sous-Bois. A visit of the site where Atos maintains a significant R&D center was organized, and the research teams presented the innovations in the area of high-performance computing, identity and access management and cybersecurity. The level of competence of the Board in

climate matters is already deemed high given that the Company has been pioneering this field, and the directors have been supporting the environmental strategy with ambitious targets for more than a decade. To continue strengthening the directors' skills in these areas, additional trainings on climate change by recognized experts are contemplated.

A specific training is also provided to Directors appointed on the Audit Committee. The members of the Audit Committee have the required skills by virtue of their education and professional experience. Mr. René PROGLIO, Chairman of the Audit Committee, holds a Chartered Accountant Diploma and has extensive financial and accounting knowledge. Currently a partner of PJT Partners, he was also a partner for 20 years at Arthur Andersen in the Audit and Consulting groups. Mr. Vivek BADRINATH, has financial and accounting skills gained in the context of his management mandates within the Vodafone, Accor, Orange and Thomson groups. He was also a member of the Audit Committee of Nokia. The financial skills of Mr. Vernon SANKEY are the result of the years spent with as chief executive officer, chairman and director of several companies in Switzerland and the United Kingdom. He also served as Chairman of the Company's Audit Committee between November 2014 and December 2020.

4.2.3.6 Shareholding obligations

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

4.2.3.7 Declarations related to the members of the Board of Directors and Senior executive officers

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

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

4.2.3.8 Potential conflict of interest and agreements

[GRI 2-15]

As mentioned above, each year a review of independence is conducted under the supervision of the Nomination and Governance Committee; also, Directors and senior executive officers are required to issue a statement to the Company regarding the existence or absence, to their knowledge, of any conflicts of interest. The following is based on these annual due diligences.

To the best of the Company's knowledge, there is no conflict of interest between the duties to the Company of Directors and senior executive officers and their private interests and/or other duties.

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

To the best of the Company's knowledge there are no arrangements, or any type of agreement with the

shareholders, clients, service providers or others by which one of the members of the Board of Directors or senior executive officer was selected as member of an administrative, managing or supervisory body or as a member of the general management of the Company.

To the best of the Company's knowledge, there are no family relationships between any executive senior officers and Directors of the Company.

Finally, to the best of the Company's knowledge, there are no restrictions accepted by the members of the Board of Directors or senior executive officers concerning the sale of their potential shareholding in the Company's share capital other than the provision of the Articles of Association under which each Director, save for the Employee Directors and the Directors representing the employee shareholders, must own at least 500 shares of the Company and the retention obligations defined by the Board of Directors for the senior executive officers of the Company.

4.2.3.9 Internal rules of the Board of Directors

The Board of Directors of Atos SE has approved Internal Rules which govern the works of the Board of Directors. The Board Internal Rules were last updated during the Board meeting held on February 14, 2023 to add volume commitments in excess of €100 million as a Board reserved matter. The Board Internal Rules include, as attachments, a Director Charter and a Guide to the prevention of insider trading.

The Board Internal Rules set out the rules on composition, operation and role of the Board, compensation of Directors, assessment of the works of the Board, information of Directors, the role, competence, and operating rules of the Committees of the Board, missions of the Board Chair, the specific missions which can be granted to a Director and the confidentiality obligations imposed on Directors.

As soon as appointed, a copy of the Internal Rules as well as the Director Charter and the Guide to the prevention of insider trading are provided to the Directors who acknowledge receipt of these documents. The Board Internal Rules are available on the Company website at www.atos.net ("Investors" section).

Acceptance of new corporate mandates

Pursuant to the Board Internal Rules, the Chairman of the Board of Directors and the Chief Executive Officer, and the Chairman and Chief Executive Officer, as applicable, as well as any Deputy Chief Executive Officer, must seek the Board of Directors' opinion before accepting a new Directorship in a listed company, whether French or foreign, outside the Group.

Conflicts of interest [GRI 2-15]

Pursuant to the Board Internal Rules, a Director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the Company. Directors must inform the Chairman of the Board of Directors of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in discussions and decisions on such matter, and the Chairman may request him or her not to attend the deliberations. A conflict of interest arises when a Director or a member of his or her family could personally benefit from the way the Company's business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the Director's judgment (particularly as a client, supplier, business banker, legal representative).

Trading during closed periods

Pursuant to Atos' Guide to the prevention of insider trading, Atos' Directors, senior executive officers and a list of designated employees who are likely to have access on a regular or occasional basis to privileged information are required not to trade in Atos SE securities, whether directly or indirectly, during any "closed period", which is defined as six weeks prior to the publication of Atos SE annual financial statements, 30 days preceding the publication of Atos SE half year financial statements, and four weeks prior to the publication of Atos SE financial information for the first and third quarters.

4.2.3.10 Board of Directors' Internal Charter on related-party and "free" agreements

The Board of Directors adopted an Internal Charter on related-party and "free" agreements.

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

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

4.2.4 Operation of the Board of Directors and its Committees

4.2.4.1 Attendance to the meetings of the Board of Directors and its Committees in 2022

Individual attendance

	Rodolphe Belmer	Bertrand Meunier	Vesela Asparuhova	Vivek Badrinath	Valérie Bernis	Jean Fleming	Farès Louis	Cedrik Neike	Colette Neuville	Aminata Niane	Lynn Paine	Edouard Philippe	René Proglia	Caroline Ruellan	Vernon Sankey	Astrid Stange	Elizabeth Tinkham	Kat Hopkins
Board of Directors	100%	100%	100%	84.21%	100%	100%	100%	87.5%	100%	94.74%	94.74%	94.74%	81.82%	100%	100%	100%	100%	100%
Audit Committee	N/A	N/A	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	100%	N/A	100%	N/A	100%	N/A	N/A	N/A
Nomination and Governance Committee	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100%	100%	N/A	N/A	100%	N/A	100%	N/A
Remuneration Committee	N/A	N/A	100%	N/A	100%	100%	N/A	N/A	N/A	100%	N/A	N/A	N/A	N/A	N/A	100%	100%	N/A
CSR Committee	N/A	N/A	N/A	N/A	100%	N/A	100%	N/A	50%	N/A	100%	N/A	N/A	N/A	100%	100%	N/A	N/A
Ad hoc committee	N/A	100%	N/A	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	80%	100%	N/A	90%	N/A	N/A	N/A

Global attendance rate

Board of Directors	Audit Committee	Nomination and Governance Committee	Remuneration Committee	CSR Committee	Ad hoc Committee
96.50%	100.00%	100.00%	100%	92.86%	94%

4.2.4.2 Board of Directors' activity

Mission

The mission of the Board of Directors is to determine the strategy and trends of the Company's activity and to oversee their implementation. Moreover, the Board of Directors appoints senior executive officers and rules on the independence of Directors on a yearly basis, possibly imposes limitations on the powers of the senior executive officers, issues the report on corporate governance, convenes the General Meetings and decides on the agenda, undertakes the controls and verifications which it deems opportune, the control and audit of the sincerity of the financial statements, the review and approval of the financial statements, the communication to the shareholders and reviews communications to the market of high quality information. The Board of Directors endeavors to promote long-term value creation by the Company by considering the social and environmental aspects of its activities. It regularly reviews, in relation to the strategy it has defined, the opportunity and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly.

Operating rules

Pursuant to the Board Internal Rules, the Board of Directors, convened by its Chairman, meets at least 5 times a year and as often as necessary in the interest of the Company. The Directors may attend Board of Directors' meetings by videoconference or conference call. The meetings of the Board of Directors follow the agenda determined by the Chairman and communicated to the Directors. Whenever possible, the necessary documents and elements are sent to the Directors with the agenda. The Board of Directors appoints, determining his or her term of office, a secretary who may be chosen from among the Directors or from outside. The Directors have the option of being represented at meetings of the Board of Directors by another Director. Each Director may only represent one of the other Directors during the same Board of Directors. The Board of Directors may only deliberate validly if at least half of its members are present. Decisions are passed by a majority of members present or represented. If the votes are split, the Chairman of the session casts the deciding vote.

Activities in 2022

During the 2022 financial year, the Board of Directors met 21 times. This number of meetings was necessary in order to allow a regular and timely review by the Board of regular or exceptional events, notably (i) the review and approval of the Group's new strategic plan, (ii) the review of the developments related to the separation project, and (iii) the review of disposal projects contemplated or decided by the Group.

Global attendance of Directors at these meetings was an average of 96.50%.

The Board of Directors met to discuss the following topics:

Financial statements, budget and financial commitments:

- review of the 2023 budget;
- review of the financial information and quarterly reports and forecasts;
- review of and closure of consolidated 2022 half-year and 2021 yearly financial statements;
- continued supervision of the remediation and prevention plan designed and implemented by the Group following the qualified opinion issued by the statutory auditors in 2021 on the consolidated financial statements of the Company for the years ended December 31, 2020;
- review of financial presentations and press releases;
- approval of parental company guarantees and review of off-balance sheet commitments.

Strategic projects and transactions:

- strategic sessions to review and discuss the strategic dynamics and options available to Atos;
- review and approval of the Company's strategy plan;
- and approval of the developments related to the separation project;
- sale of the entire remaining stake in Worldline for ca. €220 million in June 2022 through a private placement by way of accelerated book building offering;
- approval for the conversion of the Group's €1.5 billion out of a total of €2.4 billion of revolving credit facility commitment into an unsecured term loan;
- regular review of the M&A activities, in particular in connection with potential acquisitions or disposals;

Compensation:

- Compensation policy:
 - set the compensation policy applicable to the Chairman of the Board, the Directors, the Chief Executive Officer and the Deputy Chief Executive Officers;
 - review of the conformity of the executive officers' compensation policy with the AFEP-MEDEF Code;
 - determination of Rodolphe Belmer's compensation as Chief Executive Officer;
 - determination of Nouridine Bihmane's and Philippe Oliva's compensations as new Deputy Chief Executive Officers;
 - conditions of departure of Rodolphe Belmer from his position as Chief Executive Officer;
 - determination of Nouridine Bihmane's compensations as new Chief Executive Officer;

- Variable compensation:
 - acknowledgement of the results relating to the variable compensation for H2 2021 of Élie Girard as former Chief Executive Officer' and Pierre Barnabé as former interim Chief Executive Officer;
 - acknowledgement of the achievement of the qualitative objectives applicable to the former Chief Executive Officer, Rodolphe Belmer, for the first half of 2022;
 - setting of objectives for the variable compensations of the newly appointed Chief Executive Officer and the Deputy Chief Executive Officers for the second half of 2022;
- Directors' compensation:
 - approval of the unchanged structure of Directors' compensation.
- long-term incentive plans:
 - validation of the partial achievement of the performance conditions applicable to the performance share plans dated July 24, 2019 and October 23, 2019;
 - validation of non-achievement of the performance condition applicable to the July 24, 2019 stock option plan;
 - set-up of a performance share plans for 2022 in favor of Group employees, Group Management Committee and senior executive officers;
 - revision of the performance conditions of performance share plan implemented in 2020 and 2021 in order to reflect the new guidance for 2022 and 2023, as applicable.

Atos' raison d'être and CSR topics:

- review of the Company's initiatives regarding its social and environmental responsibility (in particular with respect to decarbonization, gender balance diversity, accessibility and digital training), their implementation and results;
- review of the Group's 2021 achievements regarding the implementation of its raison d'être;
- definition and review of the new Net Zero Target set by the Group according to the new Science-Based Target Initiatives (SBTi) guidelines;
- review of the CSR challenges, and in particular, recommendations taking into account the project to separate the Group into two independent listed companies;
- review of the new European reporting guidelines related to the CSRD and their consequences for the non-financial reporting.

Governance:

- General Meeting:
 - convening of the Annual General Meeting, and;
 - review and approval of the Board of Directors' report to the Annual General Meeting.

- Company governance:
 - appointment of a two new Deputy Chief Executive Officers of the Company;
 - appointment of a new Chief Executive Officer;
 - review and modification of the composition of the Board of Directors in light of the Board policy;
 - modification of the composition of the Committees after the Annual General Meeting;
- governance-related documentation:
 - review and approval the Board of Directors' report on corporate governance;
 - review of the 2021 Universal Registration Document and of the 2021 Compliance report;
 - review of the Amendment to the 2021 Universal Registration Document;
- operation of the corporate bodies:
 - renewal or approval of certain delegations of powers to senior executive officers;
 - proposals in connection with the renewal of Directors' term of office or the appointment of new Board members;
 - assessment of the Board's work in 2022;
 - review of the independence of Board members;
 - conformity review of the Company's practices with the AFEP-MEDEF Code;
 - annual review of related parties' agreements authorized during previous financial years.
- risks:
 - approval of parental guarantees;
 - review of the results of the risk mapping exercise;
 - review the risk management and monitoring;
 - review of the recommendations of Internal Audit missions;
 - review of main on-going litigations.
- compliance:
 - 2022 annual compliance review and follow-up on the 2021 compliance alerts;
 - follow-up on the report from the AFA (French anticorruption agency);

The Board regularly heard the reports of the statutory auditors as well as those of its four permanent Committees.

As part of the separation project of the Group into two independent listed companies, the Board also relied upon the work of its Ad hoc Committee.

The Board Committees are governed by the Board Internal Rules which specify their respective missions. The Committees only have an advisory role in preparing the works of the Board which is the only decision-making and liable body. They report to the Board of Directors. Their recommendations are discussed at length during the meetings, where applicable, on the basis of the documentation generated by the Committees.

4.2.4.3 The Audit Committee's activity

Composition

The Audit Committee is composed of three members, including two independent members.

Mission

The Audit Committee prepares and facilitates the work of the Board of Directors within its fields of competence. For this purpose, it assists the Board of Directors in its analysis of the accuracy and sincerity of the Company's corporate and consolidated accounts. The Committee formulates opinions and recommendations to the Board of Directors according to the following assignments received from the Board:

With respect to the accounts:

- to monitor the financial reporting process, and as the case may be, issue recommendations to guarantee integrity of the said process;
- to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, where applicable, quarterly company and consolidated accounts of the Company prepared by the financial management;
- to examine the relevance and the permanence of the accounting principles;
- to be presented with the evolution of the perimeter of consolidated companies;
- to meet, whenever it deems necessary, the auditors, the general management, the financial, treasury and accounting management, Internal Audit or any other member of the management; these hearings may take place, when appropriate, without members of the general management being present;
- to examine the financial documents distributed by the Company upon approval of the annual accounts as well as the important financial documents and press releases;
- to report on the results of the financial statements certification, on the way this mission contributed to the integrity of the financial information and about the role that the Committee played in the process.

With respect to the external control of the Company:

- to examine questions concerning either the appointment or renewal of the statutory auditors;
- to monitor the conduct of the assignment entrusted to the statutory auditors;
- to approve the provision of services by the statutory auditors or by their network members for the benefit of the Company or its subsidiaries, other than the certification of the accounts and the services required from the statutory auditors by the law. The Committee bases its recommendations on the analysis of the risk to the independence of the statutory auditor(s) and on the safeguard measures applied by them;
- to ensure the statutory auditors act in compliance with their duty of independence.

With respect to the internal control and risk-monitoring of the Company:

- to assess, along with the persons responsible at Group level, the efficiency and the quality of the systems and procedures for internal control of the Group, to examine the significant off-balance sheet risks and commitments, to meet with the person responsible for Internal Audit, to give its opinion on the organization of the department and to be

informed of its work program. The Committee shall be provided with the Internal Auditor's reports or a periodic summary of these reports;

- to assess the reliability of the systems and procedures that are used for establishing the accounts, as well as the methods and procedures for reporting and handling accounting and financial information;
- to regularly make itself aware of the financial situation, the cash position and any significant commitments or risks, notably through a litigation review, and to examine the procedures adopted to assess and manage such risks;
- to monitor the effectiveness of the Internal Audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information.

Operating rules

Pursuant to the Board Internal Rules, the Audit Committee members are provided, at the time of appointment, with information relating to the Company's specific accounting, financial and operational features. The Audit Committee interviews the statutory auditors, and also the persons responsible for finance, accounting and treasury matters. The review of accounts by the Audit Committee should be accompanied by a presentation from the statutory auditors stressing the essential points not only of the results of the statutory audit, in particular the adjustments resulting from the audit and significant weaknesses in internal control identified during the auditor's works, but also of the accounting methods chosen. It should also be accompanied by the complementary report to the Audit Committee provided for by applicable law and a presentation from the chief financial officer describing the corporation's risk exposures including those of a social and environmental nature, and its material off-balance-sheet commitments. As far as Internal Audit and risk control are concerned, the Committee interviews those responsible for the Internal Audit. It should be informed of the program for the Internal Audit and receive Internal Audit reports or a regular summary of those reports. The Committee may use external experts as needed.

In 2022, the Audit Committee, in its operation, benefited from Company's internal competences, in particular the Group Chief Financial Officer, the Group General Secretary, the Group General Counsel, the Group Head of Internal Audit, the Group Head of Bid Control and Business risk management, the Group Head of Investor Relations and Financial Communication, the Group Deputy CFO, as well as the statutory auditors who attended, as applicable and upon request from the Committee Chairman, meetings of the Audit Committee. The Group CEO and the Group Deputy CEOs also attended the meeting to answer any questions from the Committee members. All documentation presented to the Committee was communicated to the Committee by the Group Chief Financial Officer several days prior to the meetings.

Activities in 2022

During the 2022 financial year, the Audit Committee met 8 times. Attendance of members to the meetings was an average of 100%.

During the 2022 financial year, the Audit Committee reviewed the accounting and financial documents, before their presentation to the Board; the Committee also reviewed the main accounting items and methods. The Audit Committee examined the quarterly financial reports on the Group's performance, the consolidated accounts for 2021, the half yearly accounts 2022, and the draft financial press releases

before their submission to the Board of Directors.

The Audit Committee was regularly informed of the conclusions of the main missions and reviewed the summary reports concerning the Internal Audit activities. The Committee was informed on a regular basis of the monitoring and management of risk of the significant contracts and reviewed the updated risk mapping presented by the Group Head of Internal Audit, which included social and environmental risks. The Committee also periodically reviewed the status of the declared claims and

litigations and the provisions. The Committee reviewed relevant sections of the Universal Registration Document. The Committee was regularly informed on the status of the Group's treasury and financing needs and reviewed the significant off-balance-sheet commitments. The Committee heard the intermediate and final reports of the statutory auditors concerning the annual and half-yearly accounts, as well as the reports of their other works carried out in connection with their general audit mission. It also examined the fees and the independence of the statutory auditors.

4.2.4.4 The Nomination and Governance Committee's activity

Composition

The Nomination and Governance Committee is composed of four members, including three independent members.

Mission

The Nomination and Governance Committee shall have the task of preparing and facilitating the decisions of the Board of Directors within its fields of competence according to the following assignments received from the Board:

- to research and examine, for the Board of Directors, any candidate for the appointment to the position of member of the Board of Directors or to a position of manager who holds a corporate mandate within the Company, to formulate an opinion on these candidates and/or a recommendation to the Board of Directors, particularly taking into account the desired balance within the composition of the Board of Directors and to assess the opportunities for the renewal of mandates; and to review and formulate recommendations regarding the succession plan for executive officers.

Selection process for candidates s independent Directors

The Nomination and Governance Committee identifies and selects candidates to the office as independent Directors according to the following procedure:

- identification of the missing profiles through the analysis of the targets of the diversity policy set by the Board and the inputs and suggestions made by the members of the Board of Directors when answering the questionnaire related to the annual assessment of the works of the Board;
- identification by the Committee of potential candidates meeting the identified criteria, with the help, as applicable, of an external consultant;
- preselection of candidates by the Nomination and Governance Committee after careful review of their skills, experience, professional background, independence and ability to carry the duties of the Charter of the Atos Board of Directors;
- the Chairman or another member of the Nomination and Governance Committee contacts the preselected candidates and enquires about their willingness to be considered for the position;
- the preselected candidates who have confirmed their willingness to be considered for the position are interviewed, individually by each member of the Committee and shall fulfill a questionnaire with disclosures and a commitment to abide by the Board rules;

- after the interviews, the Nomination and Governance Committee issues a recommendation to the Board of Directors;
- to examine major operations involving a risk of a conflict of interest between the Company and the Directors, to provide recommendations regarding the assessment of the Directors' independence and to supervise the annual evaluation of the Board's works.

Operating rules

The Nomination and Governance Committee is subject to the same general operating rules as those applicable to the other Board Committees. The Committee may use external experts as needed.

Activities in 2022

During the 2022 financial year, the Nomination and Governance Committee met six times. Attendance of members to the meetings was 100%.

The Nomination and Governance Committee met in 2022 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- search for potential candidates for the position of Board member in light of the diversity policy defined by the Board;
- proposal to appoint new Directors and renew the term of office of certain Directors at the Annual General Meeting;
- selection process for a new Director representing the Employee Shareholders;
- proposed composition of the Board committees after the Annual General Meeting;
- review of the key executive officers and their succession plans;
- yearly review of the composition of the Board of Directors in accordance with the defined diversity policy of the Board;
- review of the yearly assessment of the Board's work in 2022;
- proposals in connection with the review of the independence of Directors;
- proposal for the nomination of two Deputy Chief Executive Officers;
- proposals for the respective governance of New Atos and SpinCo and launch of a search process for candidate directors.

4.2.4.5 The Remuneration Committee's activity

[GRI 2-20]

Composition

The Remuneration Committee is composed of three members, including two independent members.

Mission

The Remuneration Committee shall have the task of preparing and facilitating the decisions of the Board of Directors within its fields of competence according to the following assignments received from the Board:

- to formulate proposals regarding the compensation of the Chairman of the Board and the senior executive officers (amount of the fixed compensation and definition of the rules governing the variable compensation, ensuring the consistency of these rules with the annual assessment of the performances and with the medium-term strategy of the Company, as well as checking the annual application of such rules) and of the Directors;
- to review and formulate recommendations to the Board of Directors regarding the annual compensation policy for senior corporate officers;
- to contribute to the preparation of the profit-sharing policy of the staff of the Company and its subsidiaries. In particular, the Committee's task is to formulate proposals regarding the decisions to grant options for the subscription and/or purchase of Company shares, or Company performance shares to the benefit of senior corporate officers and any or all employees of the Company and its subsidiaries;
- to make observations and/or recommendations related to the pension and insurance plans, payments in kind, various financial rights granted to corporate officers of the Company and their subsidiaries.

Operating rules

The Remuneration Committee meets without the Board Chair and the senior executive officers' presence for the setting of the Board Chair' and the senior executive officers' compensation policy and the senior executive officers' related objectives as well as the assessment of the latter's performance on the occasion of the allocation of their variable compensation. The Remuneration Committee delivers an opinion to the Board of Directors on the performance of the senior executive officers. The senior executive officers are associated to the works of the Committee relating to the long-term incentive policy related proposals for employees. The Committee may use external experts as needed.

Activities in 2022

During the 2022 financial year, the Remuneration Committee met five times. Attendance of members to the meetings was 100%.

The Remuneration Committee met in 2022 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- compensation policy:
 - proposals in connection with the review of the conformity of the Chairman's and of the senior executive officers' respective compensations with the AFEF-MEDEF Code;
 - proposals relating to the determination of the compensation of Rodolphe BELMER as Chief Executive Officer;
 - proposals relating to the determination of the compensations of Nouridine BIHMANE and Philippe OLIVA, as new Deputy Chief Executive Officers;
 - proposal relating to the conditions of departure of Rodolphe BELMER from his position as Chief Executive Officer;
 - proposal relating to the compensation of Nouridine BIHMANE as new Chief Executive Officer;
 - proposals relating to the definition of the compensation policy applicable to the Chairman of the Board, the Directors and the senior executive officers;
- variable compensation:
 - proposals in connection with the acknowledgement of the results of the variable compensation of the former Chief Executive Officer and interim Chief Executive Officer for the second half of 2021;
 - proposals relating to the acknowledgement of the results for the first half of 2022 applicable to the compensation of the former Chief Executive Officer;
 - proposals in connection with the variable part of the Chief Executive Officer's and the Deputy Chief Executive Officer's compensation for the second half of 2022;
- Directors' compensation:
 - proposals for the allocation of the Directors' compensation for 2022;
 - proposals for the renewal of the Directors' compensation for 2023;
- long-term incentive plans:
 - proposals for validation of the partial achievement of the performance conditions applicable to the performance share plans granted on July 24, 2019 and October 23, 2019;
 - proposal for validation of the non-achievement of the performance condition to the stock options plan dated July 24, 2019;
 - proposal related to the deliveries of LTI plans;
 - proposals in connection with the revision of the performance conditions of performance share plans implemented in 2020 and 2021 given the new 2022 and 2023 guidance, as applicable;
 - proposals in connection with a project of employee stock ownership plan (finally abandoned);
 - proposals in connection with the setting up of two performance share plans in 2022 in favor of Group employees, Group Management Committee and senior executive officers;

4.2.4.6 The CSR Committee's activity

The Board of Directors has a CSR Committee chaired by an independent director since December 2018.

Composition

The CSR Committee is composed of three members, including two independent members. The meetings of the CSR Committee are always open to the other members of the Board.

Mission

The CSR Committee shall have the task of preparing and facilitating the work of the Board of Directors within its fields of competence. The Committee shall formulate all opinions and recommendations to the Board of Directors according to the following assignments received from the Board:

- to review the Group's corporate social and environmental responsibility strategy and the rollout of the related initiatives;
- to review the Group's corporate social and environmental responsibility commitments in light of the challenges specific to the Group's business and objectives, in particular in such areas as well being at work, diversity and environment;
- to evaluate the risks and opportunities with regard to social and environmental performance;
- to review the social and environmental policies taking into account their impact in terms of economic performance;
- to review the annual statement on extra-financial performance; and
- to review the summary of ratings awarded to the Group by rating agencies and in extra-financial analysis.

Operating rules

During the meetings of the CSR Committee, the Head of CSR explains in depth the environmental and climate issues and the evolution of the regulatory framework and those topics are discussed at length with the Committee members. The

Chair of the CSR Committee reports to the full Board very regularly on the Committee's works. In February 2021, a meeting of the CSR Committee was held with the entire Board's attendance to introduce the CSR team to all Board members and allow the Board members to improve their understanding of the topics the CSR team focuses upon, the targets the Group has set, and what differentiates the Group on the market. The CSR Committee is subject to the same general operating rules as those applicable to the other Board Committees. The CSR Committee meets as often as the Company's interest so requires. The Committee may, in carrying out its responsibilities, contact leading managers of the Company after notifying the Chairman of the Board of Directors or the Board of Directors itself and under the condition that it reports back to the Board of Directors. The Committee may use external experts as needed.

Activities in 2022

During the 2022 financial year, the CSR Committee met four times. Attendance of members to the meetings was 93%.

The CSR Committee met in 2022 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- review of the Company's initiatives regarding its social and environmental responsibility (in particular with respect to decarbonization, gender balance and diversity accessibility and digital training), their implementation and results;
- review the Group's 2021 achievements regarding the implementation of its *raison d'être*;
- definition and review of the new Net Zero Target set by the Group according to the new Science-Based Target Initiatives (SBTi) guidelines;
- review of the CSR challenges, and in particular, recommendations taking into account the project to separate the Group into two independent listed companies;
- review of the new European reporting guidelines related to the CSRD and their consequences for the non-financial reporting.

4.2.4.7 The Ad hoc Committee's activity

As part of the study of the Group's strategic plan presented at the June 14, 2022 Capital Markets Day to separate the Group into two independent listed companies, and in accordance with the recommendations of the AFEP-MEDEF Code, the Board of Directors decided to set up an Ad hoc Committee.

Composition

The Ad hoc Committee is composed of five members, including three independent members.

Mission

The mission of the Ad hoc Committee is to provide recommendations and to oversee the study and implementation of the project by the management team as well as to supervise the work of the independent expert.

Activities in 2022

During the 2022 financial year, the Ad hoc Committee met ten times. Attendance of members to the meetings was 94%.

4.2.5 Assessment of the works of the Board of Directors

[GRI 2-18]

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

The evaluation has three objectives:

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

Once a year, the Board of Directors shall devote one item on its agenda to the discussion of its operation and inform the shareholders each year, in the Universal Registration Document, of the conduct of these assessments and the subsequent follow-up.

In accordance with the AFEP-MEDEF Code, the Board of Directors has undertaken since 2009 a formalized annual assessment under the supervision of its Lead Independent Director, and of its Nomination and Governance Committee as from 2020 due to the removal of the position of Lead Independent Director.

For the 2022 financial year, the assessment of the Board of directors' performance has been carried out by an external specialized consultant, in accordance with best practices and under the supervision of the Nomination and Governance Committee pursuant to the following procedure:

- each Director answered a questionnaire adjusted to (i) the strategic project to separate the Atos Group into two independent listed companies, (ii) the new composition of the Board of Directors and (iii) the recommendations made during previous assessments. The questionnaire addressed such topics as:
 - the definition of the strategy and knowledge of Atos' business;
 - risk management;
 - the Board performance and composition;
 - the operation of the Board of Directors' committees;
- the external consultant collected and analyzed the answers to a questionnaire sent to all Directors, interviewed the majority of the Directors, consolidated the data and prepared under the supervision of the Nomination and Governance Committee, a report to the Board;

- At the end of these works, an item was put on the agenda of the Board of Directors' meeting of December 15, 2022 in order for the Chair of the Nomination and Governance Committee to report on the outcome of this assessment and consider the improvements to retain.

The tone of the assessment is very positive, the majority of the Directors felt that knowledge and operations were better compared to 2021 and several improvements were acknowledged: the quality of the debates and the implementation of strategic sessions. The following points emerged from the analysis, and were shared with all the Directors:

- **Composition of the Board and Directors' training:** The latest changes in the Board's composition are very much appreciated as bringing more diverse backgrounds, expertise and international outlook. It has also been suggested to pursue the strengthening of the Directors' training, especially for new ones, and maintaining training sessions on the major technological and transformational challenges the Group is facing with the necessary dedicated time and the right pace (see section 4.2.3,5 above regarding Directors' training);
- **Strategy:** The Board expressed its great satisfaction at being more involved in the strategic work. As part of the extensive separation work already carried out by the Board, it has been suggested to improve the strategic planning to make the separation project a success by ensuring, through dedicated sessions and with the support of its committees, that the two future entities are staffed with the appropriate boards and adopt the relevant strategies to secure their future development;
- **Risk:** Directors suggested to maintain the periodic sessions at Board level to review the risk management and monitoring, inclusive of operational and social risks, following the review by the Audit Committee. An additional review of risks was performed at Board level during a meeting on January 24, 2023;
- **Governance:** Directors expressed their wish to continue strengthening the exchanges between the Board and the executive management.

4.2.6 Board of Directors' reports

4.2.6.1 Board of Directors' report on corporate governance

The 2022 Universal Registration Document includes all corporate governance-related items required under the provisions of the French Commercial Code and the AFEP-MEDEF Code of corporate governance to be included in the Board of Directors' report on corporate governance

approved during the meeting held on February 28, 2023. Consequently, the following table allows to identify in the 2022 Universal Registration Document the required information.

Information required under the French Commercial Code	Section of the 2022 Universal Registration Document
Governance (L. 22-10-10 of the French Commercial Code)	
List of mandates and functions in any company exercised by each corporate officer during the financial year	4.2.3.1
Agreements entered into between a subsidiary and a corporate officer or a shareholder holding more than 10% of the voting rights	N/A
Table of on-going delegations to proceed to share capital increases	8.7.7
Choice of terms and conditions to exercise the general management of the Company	4.2.2
Composition of the Board of Directors and Executive management and conditions of organization of the works of the Board of Directors	4.2.3, 4.2.4
Diversity policy at Board of Directors and Executive Committee levels and results in terms of gender diversity for the 10% highest responsibility positions within the Company	4.2.3.1, 5.3.5, 5.3.2.1
Limitations of powers on the Chief Executive Officer	4.2.2
Recommendations of Corporate Governance Code which are not followed and place where Code may be consulted	4.2.1
Specific terms and conditions of participation in General Meetings	4.1.3.2
The description of the procedure related to related-party and free agreements set up by the Company and of its implementation	4.2.3.10
Executive Compensation (L. 22-10-8, L. 22-10-9, L. 225-185 and L. 225-197-1 of the French Commercial Code)	
Presentation of the corporate officers' compensation policy to be submitted to the General Meeting in the context of the ex ante vote	4.3.1
Corporate officers' compensation paid during the closed financial year or awarded in relation thereto	4.3.2
Proportion between the fixed and variable compensation	4.3.1; 4.3.2.3
The use of the possibility to ask for the restitution of the paid compensation	N/A
Undertakings in favor of corporate officers in case of taking up, ending or change of functions.	4.3.1
Compensation paid or awarded by a consolidated company	4.3.1; 4.3.2
Ratios between the Company officers' compensation and the employees' average compensation	4.3.2.2, 4.3.2.3
The annual evolution of the compensation, the Company's performance, the employees' average compensation, and the hereabove mentioned ratios over the last five years in a way that allows a comparison.	4.3.2.2, 4.3.2.3, 4.3.2.4
An explanation on the way the total compensation complies with the adopted compensation policy, including the way it contributes to the Company's long-term performance and the way the performance criteria were applied	4.3.1, 4.3.2
The way the vote during the last Ordinary General Meeting provided for in article L. 22-10-34 para. I was taken into account	4.3.1
Any discrepancy with the compensation policy and any exception applied in accordance with article L. 22-10-8 para. III, including the explanation on the nature of the exceptional circumstances and the indication of the specific elements to which an exception is made	N/A
The implementation of the legal provisions regarding the discontinued payment of the Directors' compensation, if applicable	N/A

Information required under the French Commercial Code	Section of the 2022 Universal Registration Document
Allocation and holding obligation of options by Company's officers	4.3.1.4
Allocation and holding obligation of free shares by Company's executive officers	4.3.1.4
Elements likely to have an impact in case of public offer (L. 22-10-11 of the French Commercial Code)	
Structure of share capital of the Company	8.1.2, 8.2, 8.7.3, 8.7.5
Limitations on the exercise of voting rights and share transfers as per the Articles of Association	4.1.3.2, 8.7.4, 8.7.5
Direct or indirect shareholdings in the share capital of the Company	4.1.2, 8.1.2, 8.2, 8.7.3
List of holders of any securities with special control rights	N/A
Control mechanisms in employee shareholding systems	8.7.5
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	8.7.5
Rules applicable to the appointment and replacement of Board of Directors members and the amendment of the Articles of Association of the Company	4.1.3.1, 4.1.3.2
Powers of the Board of Directors' (in particular for the issuance or buyback of shares)	4.1.3.1, 8.7.6, 8.7.7
Agreements entered into by the Company which are modified or terminated in case of change of control of the Company	8.7.5
Agreements providing for indemnities to Board of Directors members or employees upon termination of their employment contract, by resignation or termination without real and serious cause, or pursuant to a purchase or exchange public offer	4.3.1, 8.7.5

Information recommended under the AFEP-MEDEF Code of corporate governance	Section of the AFEP-MEDEF Code	Section of the 2022 Universal Registration Document
Board of Directors' activity	1.8	4.2.4.2
Board Internal rules	2.2	4.2.3.9
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its Group	9.5.3	4.2.3.3
Assessment of the works of the Board of Directors	10.3	4.2.5
Number of meetings of Board of Directors and of Board Committees held in the past financial year and information relating to Directors' individual attendance at such meetings	11.1	4.2.4
Start and end dates of Directors' term of office, Directors' nationality, age and principal position, list of names of the members of each Board's committees	14.3	4.2.3.1
Description of the Committees activities in the past financial year	15.2	4.2.4
Number of shares held by the Directors	20	4.2.3.1
Rules for allocation of Directors compensation and individual amounts of payments made in this regard to the Directors	21.4	4.3.2.1
Minimum number of registered shares that the Company officers must retain	23	4.3.1
Recommendation of the High Committee and reasons why the Company decided not to comply with it	27.1	N/A

4.2.6.2 Summary of the transactions on Company's shares performed by senior executives officers

The following transactions on the Company's shares were carried out in 2022 by the persons referred to in article L. 621-18-2 of the French Monetary and Financial Code:

Name	Number of shares purchased	Number of shares sold	Date	Purchase Price/ sale price (in €)
Bertrand Meunier	11 000		01/13/2022	31.67
Rodolphe Belmer	500		01/17/2022	32.41
René Proglio	500		06/16/2022	12.42
Astrid Stange	500		06/22/2022	12.11
Elizabeth Tinkham	500		06/22/2022	12.39
Nourdine Bihmane	960		07/25/2022	0.00 ¹
Kat Hopkins	180		07/25/2022	0.00 ¹
		79	07/27/2022	9.82 ²
Caroline Ruellan	1 000		08/25/2022	10.41
	500		08/30/2025	10.09

1. Vesting of performance shares pursuant to a plan set up by the Company (Plan of July 24, 2019)
2. Shares sold by the Company pursuant to the performance share plan of July 24, 2019 to finance the taxes owed by the beneficiary upon vesting of the shares