

4.3 Compensation and stock ownership of Company officers

4.3.1 Compensation policy for the Company officers

4.3.1.1 General principles of the Company officers' compensation

1 Setting, amending and implementing the compensation policy

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

The role and missions of the Remuneration Committee in the context of setting, amending and implementing the compensation policy are stated in the Internal Rules of the Board of Directors (cf. paragraph 4.2.4.5).

Setting the compensation policy

The compensation policy of the Board Chair, the executive officers and the Directors is set by the Board of Directors, upon the proposal of the Remuneration Committee, and submitted to the vote of the General Meeting.

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

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

In particular, the compensation must aim to promote the performance and competitiveness of the Company, to ensure its growth and the sustainable value creation for its shareholders, its employees and all its stakeholders. Thus, the Company associates the leading executives and key digital talents with the long-term incentive plans from which the executive Directors benefit, if necessary by differentiating the level of requirement between the executive officers, the members of the Executive Committee, and the other key digital talents benefiting from these instruments. Besides, Atos France signed a specific profit-sharing agreement with the representative trade unions, still currently in force.

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

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

The variable compensation is subject to the achievement of precise, demanding and measurable objectives which are closely linked to the Group's objectives, as regularly disclosed to the shareholders and linked to the Company's social and

environmental strategy. No minimum payment is guaranteed and, in the event of outperformance, the variable compensation due or awarded is capped.

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

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

Amending the compensation policy

The compensation policy is reviewed periodically, especially to assess its effectiveness.

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

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

The last reassessment of the compensation policy for Company executive officers was carried out following the changes conducted in June and July 22, upon the recommendation of the Remuneration Committee, with a view to taking into account the current context of the Company, and the need to align the compensation policy for the new executive officers, with the aims of the separation project into two autonomous companies.

Implementing the compensation policy

The compensation policy is implemented by the Board of Directors in accordance with the resolutions adopted by the General Meeting. Upon recommendation of the Remuneration Committee, the Board of Directors sets beforehand the objectives of each performance indicator on which the variable compensation of the Company executive officers is based and defines the elasticity curves accelerating the amount of the variable compensation due upwards and downwards to get on track towards achieving the Group's mid-term targets. In addition, the Board of Directors sets, upon recommendation of the Remuneration Committee, the multiannual equity-based compensation in accordance with the Company's performance and the Group's ambitions.

2 Methodology for assessing performance criteria

The performance criteria set for the annual variable compensation in cash and for the multiannual equity-based compensation are relevant and in line with the strategic objectives, measurable and fully objective. Thus, no criterion requires a subjective assessment by the Board of Directors. Indeed, the variable compensation is based on financial or non-financial criteria, including CSR related criteria the achievement of which may be externally audited in the context of the publication of the Universal Registration Document or in the context of publications by external organizations as well as objectively predefined qualitative criteria.

3 Handling conflicts of interest

The Company complies with the conditions set out in the AFEP-MEDEF Code relating to the management of conflicts of interest. In that respect, the Charter of the Atos Board of Directors sets out the duties and obligations of Directors, which also aim to prevent any conflict of interest in the performance of their duties (see para. 4.2.3.8). In particular, it provides that the corporate officers or Director must make every effort to avoid any conflict that may exist between his moral and material interests and those of the Company. Without prejudice to the prior authorization and control formalities required by law and the Articles of Association, he or she must inform the Chairman of any conflict of interest, even potential, in which he may be directly or indirectly involved. In cases where he or she cannot avoid finding himself/herself in a conflict of interest, he or she shall abstain from participating in discussions and any decision on the matters concerned. The Chairman may ask him/her not to attend the deliberations. The Chairman of the Board of Directors, pursuant to the Board's Internal Rules, shall arbitrate any conflict of interest that may concern a Director.

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

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

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

In accordance with the resolution voted by the shareholders at the Annual General Meeting held on April 30, 2019, the annual envelope of Directors' compensation was set at € 800,000 for the members of the Board of Directors for financial year 2019 and for subsequent financial years until further decision of the General Meeting. The rules for allocating Directors' compensation are set by the Board of Directors, based on a proposal from the Remuneration Committee. The allocation rules for the Directors' compensation are based on the following principles:

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

The Directors' compensation policy as applicable in 2021 was renewed in 2022 at the Annual General Meeting held on May 18, 2022. During its Board meeting held on December 15, 2022, the Board of Directors decided:

- to maintain the global amount of € 800,000 for the envelope. This yearly envelope is tacitly renewed as per the resolution approved at the 2019 Annual General Meeting;
- that the allocation rules will continue to apply to the members of the Board of Directors;

to renew for 2023 the rules of allocation for the members of the Board of Directors used in 2022, this remuneration benefiting to employee Directors starting in 2023.

5 Modification of the compensation policy

The compensation policies applicable to Directors and the Chairman of the Board of Directors, voted by the Annual General Meeting held on May 18, 2022 under the 19th and 20th resolutions are renewed for the year 2023. In fact, these compensation policies were approved more than 97% of the shareholders' votes for the first one and 93% for the second one.

The Annual General Meeting held on May 18, 2022 under the 21st resolution, voted the compensation policy applicable to the Chief Executive Officer. This compensation policy was applied to the Executive Officers nominated by the Board meeting on June 13, 2022 and July 12, 2022. In the context of the reassessment of the remuneration policy for the executive officers, the Board of Directors took into account the observations it was able to gather as part of the Company's ongoing shareholder dialogue.

With a view to proposing a compensation adapted to two autonomous companies, Eviden, a leading player positioned in the high-growth digital transformation, big data and cybersecurity markets and Atos Tech Foundations, leader in Managed Infrastructure Services, Digital Workplace and Professional Services, and to align the interests of the shareholders and those of the Chief Executive Officers, the Board of Directors of December 15, 2022 decided, on the recommendation of the Remuneration Committee, to submit to the General Meeting a modification of the remuneration policy of the executive officers for 2023 by changing certain elements of their remuneration and in particular (a) removing the severance payment for the executive officers in case of forced departure (b) the pursuit of the evolution of the short term annual remuneration assessed on an annual basis, as announced as part of the 2022 compensation policy which introduced non-financial criteria (representing 20% weighting), and (c) the reduction of maximum amounts allocated to the two executive officers, as reflected in the 2023 compensation policy and (d) the introduction of an incentive remuneration, the payment of which is conditional to the separation for the two executive corporate officers responsible for achieving the Group's separation in 2023.

All of the changes are detailed in a precise and comprehensive manner in the following sections (cf. paragraph 4.3.1.4.1.).

6 Derogation

In accordance with the provisions of article L. 22-10-8 of the French Commercial Code, in the event of exceptional circumstances, the Board of Directors, on the recommendation of the Remuneration Committee, may depart from the compensation policy when such departure is temporary, consistent with the Company's interest and necessary to ensure the Company's long-term survival or viability.

Exceptional circumstances may arise in particular from a change, or even a substantial change, in the economy, the Group's market conditions or the competitive environment, a significant change in the Group's scope of consolidation such as a transforming operation (merger, disposal, etc.), the acquisition or creation of a significant new activity or the elimination of a significant activity, or a change in accounting methods/standards.

4.3.1.2 Compensation policy for the Directors

1 General principles and term of office

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

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

Directors may be dismissed at any time by the General Meeting. However, Employee Directors may be dismissed in

In this context, the Board of Directors may, on the recommendation of the Remuneration Committee, adjust the performance criteria and conditions for variable and multi-year compensation in shares, it being specified that the ceilings for such compensation may not be changed under any circumstances.

These adjustments will be duly justified and strictly implemented. Such compensation will be submitted to the ex post vote of the General Meeting and may only be paid if the latter votes in favor. These modifications must necessarily maintain the alignment of the interests of the shareholders and the beneficiaries. It would be reported in detail by the Board of Directors to the shareholders.

7 Compensation policy for the newly appointed Company officers

If a new Chair of the Board of Directors is appointed, the compensation policy applicable to the current Chairman of the Board of Directors will be applied taking into account the additional tasks that the Board of Directors could entrust to him or her, in particular under the Internal Rules of the Board of Directors.

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

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

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

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

In the event of external hiring of a new executive corporate officer, the Board of Directors may decide to grant an amount (in cash or in equity instruments) in order to compensate for the loss to the new hire related to the departure from his/her former position, possibly subject to a reimbursement clause notably in the event of early departure. In all cases, the payment of such compensation will be conditioned on the approval by the General Meeting in accordance with article L. 22-10-34 of the French Commercial Code.

case of willful misconduct while performing their mandate. The term of office of an Employee Director ends automatically by anticipation in case of termination of his/her employment agreement or in case his/her employer ceases to be an Atos affiliate.

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

4 Corporate Governance

Compensation and stock ownership of Company officers

2 Compensation for the financial year 2023

For the financial year 2023, the Board members shall receive:

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

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

- € 3,000 per meeting attended by the Chair of the Audit Committee;
- € 2,000 per meeting attended by the Chairs of the other Committees (Nomination and Governance Committee, the Remuneration Committee and CSR Committee);

- for other members of the Committees, € 1,000 per meeting attended by each member.

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

Directors do not receive any other kind of remuneration than those mentioned above. In particular, no Director receives any compensation for any mandate held in Group companies other than Atos SE, save for the Employee Directors or the Director representing the employee shareholders. In fact, these persons receive a salary from the relevant Company subsidiary by virtue of their employment agreement, which is not related to the performance of their mandate as Directors of the Company.

4.3.1.3 Compensation policy for the Chairman of the Board of the Directors

1 General principles and mandate of the Chairman of the Board

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

The term of office of the Chairman of the Board is two years and expired at the Annual General Meeting held in 2021 to decide on the 2020 financial statements. The Board of Directors, on the recommendation of the Nomination and Governance Committee, decided to propose to this General Meeting the renewal of Bertrand Meunier's term of office as Director. The shareholders General Meeting on May 12, 2021 decided pursuant to the 5th resolution to approve the renewal of his term of office for three years.

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

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

The Board of Directors met on December 15, 2022, and on the recommendations of the Remuneration Committee, decided to propose to renew the compensation policy for the non-Executive Chairman of the Board of Directors in effect since 2020, as approved during the Annual General Meetings held on June 16, 2020, on May 12, 2021, and on May 18, 2022. This policy takes into account the additional missions, which the Board of Directors has entrusted to the Chairman of the Board of Directors under its internal rules after having obtained the opinion of an Ad Hoc Committee of the Board of Directors.

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

After examination of similar mandates, the Board of Directors took the following into account to set the structure and the amount of the Chairman's compensation:

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

After reviewing this compensation structure for the Chairman of the Board in December 2022, the Board of Directors, on the recommendation of the Remuneration Committee, decided to keep it identical in 2023. The Board of Directors noted the particularly important commitment of its Chairman during the year 2022, in particular given the current events of the Company.

In accordance with the objectives of the compensation policy, the following principles were adopted by the Board of Directors on the recommendation of its Committee in charge of remuneration:

What we do

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

What we do not do

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

2 Compensation of the Chairman of the Board for the year 2023

In compliance with the general principles of the compensation policy for the Chairman of the Board of Directors, the Board of Directors, meeting on December 15, 2022, on the recommendation of the Remuneration Committee, renewed, for 2023 the compensation applicable to the Chairman of the Board of Directors in 2020, 2021 and in 2022.

Fixed compensation

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

Variable compensation

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

Long-term compensation

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

Benefits

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

Directors' compensation

The Chairman of the Board shall not receive any compensation in connection with his mandate as Director in 2023.

Other compensation elements

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

Severance payment

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

Non-compete severance payment

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

4.3.1.4 Compensation policy for the executive officers

The Board of Directors meeting on June 13, 2022 and December 15, 2022, on the recommendation of the Remuneration Committee, has decided to amend for 2023 certain points of the compensation policy, subject to approval by the 2023 Annual General Meeting.

The compensation policy applies to the current Chief Executive Officer, Nourdine Bihmane and to the Deputy Chief Executive Officer, Philippe Oliva, as well as to any newly appointed Company executive officer (as Chief Executive Officer or Deputy Chief Executive Officer).

1 General principles and mandate of the executive corporate officers

The Board of Directors, meeting on June 13, 2022, appointed Nourdine Bihmane and Philippe Oliva as Deputy Chief Executive Officers who assumed their duties on June 14, 2022.

The Board of Directors, meeting on July 12, 2022, on the recommendation of the Nomination and Governance Committee, has decided, to reappoint Philippe Oliva as Deputy Chief Executive Officer on the one hand, and to appoint Nourdine Bihmane as Chief Executive Officer as of July 13, 2022 following the resignation of the former Chief Executive Officer, on the other hand.

The Chief Executive Officer and the Deputy Chief Executive Officer may be removed from office at any time by the Board of Directors. Nourdine Bihmane and Philippe Oliva are not bound by any employment contract with the Company or any other company of the Group as of their appointment effective June 14, 2022, following their resignation from their employment contracts.

The compensation policy for the executive officers for 2023 aims to support the implementation of the defined strategy, and in particular with regard to the deployment of the

business transformation plan and separation of those ones into two autonomous groups, to align the executive officers' long-term interests with those of the shareholders, by:

- offering a transparent, competitive and motivating global compensation consistent with market practices and the Company's economic and financial condition;
- establishing a close link between performance and short-term and long-term compensation;
- including short-term and long-term variable compensation, CSR criteria that directly participate in the Company's social and environmental strategy;
- retaining and involving employees in the long-term performance of the Company;
- linking part of their compensation with the completion of the separation project presented at the Investor Day on June 14, 2022.

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

The new target for the total compensation which has been revised and compare to the one of the previous Chief Executive Officer reflects the anticipated consequences of the separation project and the respective future sizes of the Atos Tech Foundations and Eviden companies.

The Board of Directors relied on studies in particular taking into consideration practices of within companies of comparable size.

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

What we do

- Preponderance of the variable components subject to performance in the short and long term
- Nature and weighting of performance criteria according to strategic priorities
- Precise, simple, and measurable objectives in line with the Company's communications to the market
- No variable compensation when the minimum achievement thresholds by criteria are not reached
- Cap on variable compensation in the event of outperformance
- Balance between cash and equity-based compensation
- Participation of executives and digital key talents in Long-Term Incentive plans benefiting Company executive officers
- Rule regarding the holding of a portion of Atos shares for the whole duration of the mandate, defined for each grant of equity-based compensation
- Prohibition to conclude any financial hedging transaction on the equity instruments granted, throughout the tenure
- Potential non-compete indemnity and, potential taking up indemnity

What we do not do

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

Thus, the global compensation of the executive officers mainly consists of a compensation in cash, with a fixed part and a variable part, a multi-year variable equity-based compensation and fringe benefits.

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

Fixed compensation

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

Variable compensation

The annual variable compensation is conditional and aims to encourage the Chief Executive Officer and the Deputy Chief Executive Officer to reach the annual performance objectives set by the Board of Directors in close connection with the Group's ambitions as regularly disclosed to the shareholders. It is based on predefined readable and demanding operational performance criteria, quantitative and financial, and on non-financial quantitative or qualitative (as applicable) within predefined limits, the qualitative part not exceeding 20% of the annual variable compensation in any event.

The target level is set as a percentage of fixed compensation. In order to monitor the Company's performance more closely and establish a proactive way to support its ambition and its strategy, the selection and the weighting of the performance criteria may be reviewed each year as part of the annual compensation policy's review and approval.

For 2023, the objectives related to each of the selected performance criteria and the resulting review are set by the Board of Directors on an annual basis. Thus, the annual objectives are based on the annual budget approved by the Board of Directors.

For each performance indicator, the Board of Directors sets:

- a target objective, in line with the budget, the achievement of which results in a 100% achievement rate, entitling to the on-target variable compensation linked to this indicator;
- a floor which defines the threshold below which no variable compensation in relation to this indicator is due;
- a cap which defines the threshold above which the variable compensation in relation to this indicator is capped, set at 130% of the on-target amount in the case of outperformance with a cap that can be raised to 160% for the objective of external revenue growth, but which cannot lead to exceeding the cap of 130% of the target amount of total annual variable compensation. This difference takes into account that the outperformance of revenue growth is likely to lead to outperformance of other Group financial indicators;
- an elasticity curve accelerating the amount of the variable compensation due upwards and downwards to get on track towards achieving the Group's mid-term target.

The underlying budget objectives are determined by the Board of Directors in order to ensure a successful achievement of the financial objectives announced to the market. The extra-financial targets that would be set on a qualitative basis correspond to areas where a basis of comparison is not available to measure progress in the context of the separation of Atos into two autonomous groups; they are predefined by the Board of Directors in an objective manner such that measurement of its achievement is undisputable.

In addition, the Board of Directors may exercise its discretion in determining the executive officers' short-term variable compensation in the event of special circumstances that might justify an upward or downward adjustment of one or more of the objectives or criteria making up his or her compensation, so as to ensure that the results of the application of the criteria described above reflect both the executive officers' performance and that of the Group. This adjustment would be made to the Executive Officer's variable annual compensation by the Board of Directors on the recommendation of the Remuneration Committee, subject to the ceiling of 130% of the variable annual target compensation applicable in the event of outperformance. It would be reported in detail by the Board of Directors to the shareholders.

Pursuant to article L. 22-10-34 of the French Commercial Code, the payment of the variable compensation to the Chief Executive Officer and the Deputy Chief Executive Officer due for the year is subject to the vote of the Annual General Meeting approving the financial statements for the previous year.

Multiannual equity-based compensation

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

The total equity-based compensation of the executive officers is limited to, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to the sum of 100% of the gross fixed annual compensation and 100% of the target annual variable compensation calculated in accordance with the terms described above (excluding any outperformance).

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

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

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

Should separation in two groups happen in 2023 after grant date, the Eviden participants will be removed from the Atos plan and introduced into a new Eviden plan. In the event of a reduction in the Group's scope as part of the ongoing separation project leading to the impossibility of measuring the performance of the criteria determined at the beginning of the plan, a reduction in the amount of shares allocated to the executive officers could be decided by the Board of Directors to take into account the decrease of the performance period.

Holding obligation

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

Financial hedging instruments

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

Conditional Incentive compensation linked to the completion of the separation project

In case of special circumstances justifying it, characterised by their importance for the Company, the involvement they require and the difficulties they present, the Board of Directors may decide on the award of an incentive compensation to the executive officers if it is conditional on the achievement of performance objectives and duly justified, and limited to 100% of the annual fixed compensation. The Board of Directors of Atos considered, as part of the compensation policy applicable in 2023, that the project to separate the historical activities of Atos (Tech Foundations) on the one hand, and its Digital, Big Data and Cybersecurity activities on the other, is a major development justifying the implementation of an incentive compensation because of its importance for the Company and the involvement they require of the two executive officers. This unprecedented project represents a significant personal investment on the part of the executives, beyond the usual responsibilities of general management, as well on all teams of the Group that they must engage and motivate in order to allocate into two sub-dedicated groups having approximately 6 billion revenue estimated for 2022 and 53,000 employees for the Tech Foundations Group, on the one hand, and 5,3 billion revenue estimated for 2022 and 58,000 employees for the Eviden Group, on the other. After conducting in the second half of 2022 the detailed analysis necessary for the implementation of the new corporate roadmap, and completing the stages of the social dialogue in early 2023, the executive officers manage with the Deputy Director of the Group and more than 500 employees mobilized across the Group, the project of separation in 2023 consisting in securing the realization of more than 60 divisions of subsidiaries in thirty countries, based on a schedule spread mainly during the second quarter of 2023. The responsibility of the executive officers is to ensure commercial continuity through the commitment of account managers and procurement from customers and suppliers, as well as enabling transformations at all levels under good conditions (impacts in particular for contracts, real estate, IT and payroll systems, planned recruitment). This incentive compensation represents an incentive and retention tool for the two executive officers.

4 Corporate Governance

Compensation and stock ownership of Company officers

The Board of Directors therefore decided to implement a conditional incentive compensation. The Chief Executive Officer and the Deputy Chief Executive Officer would each receive an incentive compensation in the event of successful separation completion of the Group, following the announcement during the Investor Day on June 14, 2022 for a maximum between 100% and 80% of the gross fixed annual compensation, depending on whether the project is completed between July 2023 and December 2023.

In addition to the completion of the aforementioned project, this incentive compensation is also conditional to a performance objective that measures the employee engagement level, by means of questions dedicated to the verification of the correct understanding and the commitment to the separation project, based on a survey called "Pulse" to secure the implementation of the separation project. These surveys are regularly initiated following the video conferences open to all employees of the Group to inform them of the progress and mobilize them on the separation project. The achievement of this employee engagement target is subject to a payout curve with a target of 100%, without compensation for the outperformance. The achievement rate thus calculated will apply to the maximum quantum of this incentive compensation between € 600,000 and € 480,000 remuneration, that it cannot exceed, as shown in the above-mentioned linear prorata temporis calculation. The Board of Directors will assess the fulfilment of the conditions and the rate of achievement. In addition, the amount would be paid, up to 80% in cash and 20% in shares of the Company. The calculation of the equivalent value of the amount due in shares will be based on the arithmetic average of the opening price of the share during the 20 trading days following the date of separation of the Group. This portion of the compensation awarded in shares is intended to encourage executive officers to maximize the creation of value for the shareholders of the Company.

In accordance with article L. 22-10-34, II, paragraph 2 of the French Commercial Code, the payment of this incentive compensation to the Chief Executive Officer and the Deputy Chief Executive Officer is subject to approval by the Annual General Meeting called to decide on the financial statements for the year ended 2023.

Fringe benefits

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

Non-compete indemnity

The executive officers may receive a non-compete indemnity in exchange for complying with an obligation for a period of eighteen months from the end of their term of office as Chief Executive Officer for M. Nouridine Bihmane or Deputy Chief Executive Officer for M. Philippe Oliva, not to hold, directly or indirectly, any position as an employee, executive or corporate officer, in any form whatsoever, or any consulting activity on behalf of companies operating in the sector of digital services and products related to information processing and the engineering and security of computer systems, including any related study or research and development activity. In consideration for this commitment given with regards to France, Germany, the United Kingdom and the United States of America, the executive officers would receive a monthly

indemnity equal to 100% of one twelfth of their theoretical gross annual compensation (fixed plus target variable), calculated on the basis of the last twelve months preceding the termination of their duties, and paid monthly for the duration of the non-competition undertaking on the Company's usual salary payment date. If the Chief Executive Officer or the Deputy Chief Executive Officer exercise their right to retirement, no indemnity can be paid to them beyond the age of 65. The Board of Directors may decide to release the Chief Executive Officer or the Deputy Chief Executive Officer from their non-competition.

This non-compete indemnity may only be paid after approval by the General Meeting in accordance with article L. 22-10-34, II, paragraph 2 of the French Commercial Code.

In any event, the sum of the overall indemnities may not exceed a maximum amount equal to twice the theoretical gross annual compensation (fixed plus target variable) applicable on the date of termination of the office.

Other compensation elements

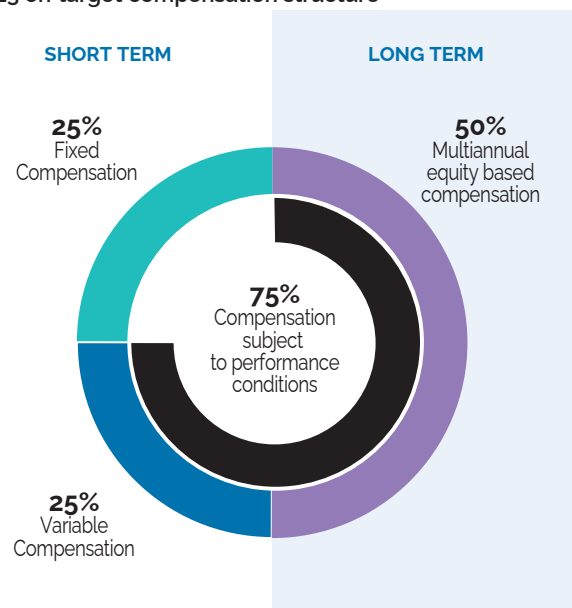
The executive officers do not receive any remuneration or benefits from Atos SE or other Group companies in relation to their mandate. They do not benefit from any supplementary pension scheme. They are personally responsible for building up a pension supplement beyond the compulsory basic and complementary schemes.

Mr. Bihmane and Mr. Oliva are not bound by any employment contract. The Board of Directors has decided that Mr. Bihmane and Mr. Oliva would not receive any severance pay.

2 Compensation of the Chief Executive Officer and the Deputy Chief Executive Officer for the 2023 financial year

Subject to the ratification by the shareholders at the 2023 Annual General Meeting, the executive officer's target compensation set for the 2023 financial year will be designed as follows:

2023 on-target compensation structure



The proposed pay mix, following the aforementioned principles, remains almost unchanged compared to 2021 and 2022 with the maintenance of 75% of the target compensation subject to performance conditions.

The target annual variable compensation is rebalanced at 100% of the fixed amount and the multi-year variable equity-based compensation is maintained at 100% of the fixed gross annual compensation and 100% of the target annual variable compensation.

As Atos is targeting to complete its separation project early H2 2023, the Board integrated the following points regarding the implementation of the compensation policy in 2023:

- at the beginning of the year, targets set:
 - on an annual basis for the variable compensation,
 - for the year 2023, for those adopted during February 28, Board of Directors' meeting;
- targets' achievement:
 - will be assessed by the Board of Directors upon completion of the separation if earlier than end of 2023,
 - would be prorated in case of departure during the year 2023 in particular in the event of the departure of an Atos corporate officer to Eviden during the year;
- post separation, if the separation is completed before the end of the year 2023:
 - for the executive officers remaining with Atos Tech Foundations, the compensation policy submitted to shareholders' vote in 2023 will continue to apply. The target objectives of each annual variable compensation performance criterion will be adjusted by the Board of Directors to the new perimeter. This adjustment may not in any event exceed the cap for such compensation,
 - with regard to the executive officers of Eviden, the compensation policy applicable to them will enter into force as of the date of separation approved by its sole shareholder, Atos, and communicated in Eviden's prospectus before the separation into two autonomous groups.

The application of this policy in the context of separation will be adapted for the Deputy Chief Executive Director, Mr. Philippe Oliva.

Fixed compensation

A gross annual fixed compensation of € 600,000 paid in twelve monthly installments for the Chief Executive Officer and the Deputy Chief Executive Officer.

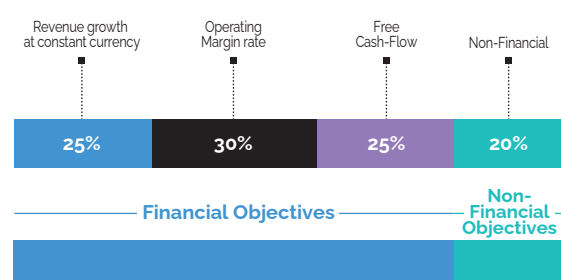
To take into account his specific situation, the Chief Executive Officer also benefits, as of his appointment as Deputy Chief Executive Officer on June 14, 2022, in addition to his fixed compensation, a gross monthly allowance of € 25,000 to offset the increase in all of his personal expenses and family members directly linked to his impatriation in France, impatriation made mandatory because of his nomination as a corporate officer since June 14, 2022. This situation will be reassessed by the Remuneration Committee and the Board in July 2023.

Annual variable compensation

An annual variable compensation, depending on objectives, with a target set at 100% of the fixed compensation (i.e., a target variable compensation of € 600,000), with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment for both the Chief Executive Officer and the Deputy Chief Executive Officer.

On the recommendation of the Remuneration Committee, the Board of Directors has chosen to determine the 2023 annual variable compensation based on measurable financial and non-financial criteria determined as follows:

- 80% based on financial criteria, according to three key financial indicators for which the mid-term targets reflecting the Group's ambition have been set: operating margin rate, with a cap of 130% in case of overperformance, whose weighting is increased to 30% above the criterion of revenue to put the focus on the recovery of profitability in 2023; growth of revenue at constant exchange rates whose weighting is reduced to 25%, but with a cap of 160% in case of overperformance on this criterion which cannot lead to exceeding the cap of 130% of the target amount of the total annual variable remuneration; and free cash flow with a cap of 130% in case of overperformance (weight maintained at 25%);
- 20% of the weighting linked to non-financial criteria including the performance in its Human Capital, Governance and Climate dimensions, with a cap of 130% in case of overperformance.



The budgetary objectives underlying this variable compensation are determined by the Board of Directors on an annual basis in order to drive successfully the achievement of the financial objectives announced to the market (please refer to the section 3.2 of the Universal Registration Document). For reasons of business confidentiality, the figures of the objectives cannot be made public. The achievement rates recorded by the Board of Directors at the end of the periods under consideration are disclosed in the Universal Registration Document. The non-financial targets set for the variable remuneration measure the performance in its Human Capital, Governance and Climate dimensions based on pre-established criteria and preferably measurables with a possible criterion at the discretion of the Board of Directors.

4 Corporate Governance

Compensation and stock ownership of Company officers

Non-financial variable compensation criterion 2023	Measure of their achievement during the year 2023*
Human capital (weight 5%)	Achievement of annual « key people » retention targets, with an improvement compared to 2022 (as defined in this Universal Registration Document)
Governance (weight 5%)	Achievement of the annual certification targets for Group employees (i.e. above 50% of new generation certification) in order to increase their employability
Climate (weight 10%)	Implementation of the new ESG action plan, respectively for Atos and Eviden, including quantitative targets for the S component, and including the "tone from the top" measurement as validated by the Board of Directors (qualitative assessment)

* The payout is determined based on an elasticity curve from 50% to 130% of payout (low and high points), the target being 100% of payout.

For 2023, until the completion of the separation if it occurs before the end of 2023, the targets are based on the ATOS Group. Post separation, if the separation is completed before the end of 2023, the targets for each executive officer will be adjusted to their new respective perimeter, while complying with the compensation policy submitted to shareholders' vote in 2023.

If the Chief Executive Officer or the Deputy Chief Executive Officer leave the Group during the financial year, the amount of the variable part of his compensation for the current year will be calculated on a prorata basis to his time of presence during the period concerned.

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

Multiannual equity-based compensation

The total equity-based compensation, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, is equal to the sum of 100% of the gross annual fixed compensation and 100% of the annual variable target compensation (excluding any overperformance).

After having consulted the Remuneration Committee, the Board of Directors plans to grant performance shares to the Chief Executive Officer and a selection of 500 employees of the Group as part of the objectives of growth and sustainable value creation for the shareholders, the employees and all the stakeholders.

Subject to the approval of the shareholders at the 2023 Annual General Meeting, the terms of the grant dedicated to the executive officers would be as follows:

- a vesting period maintained at three years from the grant date;
- three internal financial performance indicators, the achievement of which, measured over the 3-year period, is a condition to the vesting in whole or in part, of the shares;
- two internal performance conditions, related to ESG and the Company's Human Capital, whose achievement measured over three years is a condition to the vesting of whole or in part, of the shares;

- a continuous tenure of the beneficiary as Company officer during the vesting period, except in the event of death, disability, or retirement.

The performance conditions would be set based on the key objectives of the Atos Tech Foundations perimeter.

Thus, the definitive acquisition over a period of three years, of all or part of the performance shares granted in 2023 to the Chief Executive Officer will be subject to the achievement of:

- three internal financial performance indicators including (i) organic revenue growth, (ii) operating margin, and (iii) cumulative free cash flow, each weighted at 25%;
- selected internal performance indicators in each of these two areas, ESG and Human Capital, each weighted at 12.5%.

Internal Financial Performance Criteria:

The final vesting of all or part of the performance shares over a period of three years will be subject to the achievement of objectives set by the Board of Directors in line with the annual financial objectives communicated by the Company as part of the strategic plan in force at Atos as well as the budget.

Internal non financial performance criteria:

The first internal indicator related to Social and Environmental Responsibility would be based on the training rate for all Atos Group employees on the Atos Code of Ethics, on the Atos Cyber and Security Awareness and on the Atos Environmental Management System.

The second internal indicator linked to Human Capital would be based on indicators monitored by the Human Resources department, namely "Improving (a) the Atos retention rate (6.25%) and (b) the employee satisfaction rate based on regular surveys (6.25%)" measured over a period of three years, which could start, as applicable, from the separation of the Group.

An elasticity curve relating to each performance indicator depending on its level of achievement at the end of the three-year period would allow the percentage of the final allocation of performance shares to vary upwards or downwards. As an exception, no upward variation in the event of outperformance may be applied to the non-financial criteria relating to ESG and Human Capital. The Chief Executive Officer and the Deputy Chief Executive Officer do not receive shares for outperformance, keeping the total ceiling of the grant at 100%.

Indicators	Performance	Objective	% of vesting (curves)
Group performance 1 External Revenue Organic growth (25%)	Average of the External Revenue Organic growth rates over the 3-year period (2023 – 2025)	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ +10% of the max MT	30% 100% 150%
Group performance 2 Operating margin (%) (25%)	Average of the Operating Margin % over the 3-year period (2023 – 2025)	Floor: bottom of the MT objective Target: mid-point of the MT objective Cap: ≥ +10% of the max MT objective	50% 100% 130%
Group performance 3 Cumulated Free Cash Flow (25%)	Cumulated amount of FCF at the end of the 3-year period (end of 2025)	Floor: bottom of the MT objective Target: mid-point of the MT objective Cap: ≥ +10% of the max MT objective	50% 100% 130%
ESG (12.5%)	Achieve a minimum of 90% training rate for all Atos Group employees on Atos Code of Ethics, Atos Cybersecurity, Atos Safety Awareness and Atos Environmental Management System (2023-2025)	Floor: 90% Target: 98%	50% 100% (cap)
Human Capital (12.5%)	Improve (a) the retention rate for Atos (6.25%) and (b) the employee satisfaction rate based on regular surveys (2024-2025) (6.25%)	(a) Floor: 81% Target: 84% (b) Floor: 60% Target: 70%	50% 100% (cap)

An average vesting rate will be calculated based on the weighting assigned to each indicator. With regards to the executive corporate officers, overall performance is capped at 100%.

The Board of Directors on the recommendation of the Remuneration Committee and, if necessary, could modify the above performance conditions in the case of occurrence of unpredictable and special circumstances which justify it. However, the performance conditions would remain demanding and in line with the Group's objectives, and the other elements (presence condition, vesting period and holding obligation) would remain applicable. In any event, the adjustment will be made within the limit of the cap for the multiannual equity-based compensation. In the event of a reduction in the Group's scope as part of the ongoing separation project leading to the impossibility of measuring the performance of the criteria determined at the beginning of the plan, a reduction in the amount of shares allocated to the executive officers could be decided by the Board of Directors to take into account the decrease of the performance period.

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

Conditional incentive compensation

The Board of Directors of Atos considered, as part of the compensation policy applicable in 2023, that the project to separate the historical activities of Atos (Tech Foundations) on the one hand, and its Digital, Big Data and Cybersecurity activities on the other hand, was a major development justifying the implementation of an incentive compensation because of its importance for the Company and the involvement they require of the two executive officers. This unprecedented project represents a significant personal investment on the part of the executives, beyond the usual responsibilities of general management, as well on all teams of the Group that they must engage and motivate in order to allocate into two sub-dedicated groups having approximately 6 billion revenue estimated for 2022 and 53,000 employees for the Tech Foundations Group, on the one hand, and 5.3 billion revenue estimated for 2022 and 58,000 employees for the Eviden Group, on the other. After conducting in the second half of 2022 the detailed analysis necessary for the implementation of the new corporate roadmap, and completing the stages of the social dialogue in early 2023, the executive officers manage with the Group Senior Executive Vice President and more than 500 employees mobilized across the Group, the project of separation in 2023 consisting in securing the realization of more than 60 spin-off of subsidiaries in thirty countries, based on a schedule spread mainly during the second quarter of 2023. The responsibility of the executive officers is to ensure business continuity through the commitment of account managers and procurement from customers and suppliers, as well as enabling transformations at all levels under good conditions (e.g., impacts in particular for contracts, real estate, IT and payroll systems, planned recruitment). This incentive compensation represents an incentive and retention tool for the two executive officers.

The Board of Directors therefore decided to implement a conditional incentive compensation. The Chief Executive Officer and the Deputy Chief Executive Officer would each receive an incentive compensation in the event of successful completion of the project to separate the Group, following the announcement during the Investor Day on June 14, 2022, for a maximum between 100% and 80% of the gross fixed annual compensation, depending on whether the project is completed between July 2023 and December 2023.

In addition to the completion of the aforementioned project, this incentive compensation is also conditional to a performance objective that measures the employee engagement level, by means of questions dedicated to the verification of the correct understanding and the commitment to the separation project, based on a survey called "Pulse" to secure the implementation of the separation project. These surveys are initiated regularly following the video conferences open to all employees of the Group to inform them of the progress and mobilize them on the separation project. The achievement of this employee engagement target is subject to a payout curve with a target of 100%, without compensation for the outperformance. The achievement rate thus calculated will apply to the maximum quantum of this incentive compensation between € 600,000 and € 480,000 remuneration, that it cannot exceed, as shown in the above-mentioned linear prorata temporis calculation. The Board of Directors will assess the fulfilment of the conditions and the rate of achievement. In addition, the amount would be paid, up to 80% in cash and 20% in shares of the Company. The calculation of the equivalent value of the amount due in shares will be based on the arithmetic average of the opening price of the share during the 20 trading days following the date of separation of the Group. This portion of the compensation awarded in shares is intended to encourage executive officers to maximize the creation of value for the shareholders of the Company.

In accordance with article L. 22-10-34, II, paragraph 2 of the French Commercial Code, the payment of this incentive compensation to the Chief Executive Officer and the Deputy Chief Executive Officer is subject to approval by the Annual General Meeting called to decide on the financial statements for the year ended 2023.

Fringe benefits

The Chief Executive Officer and the Deputy Chief Executive Officer benefit from the use of a company car, if necessary with driver for the Chief Executive Officer. In addition, the executive officers benefit from the collective life, disability and health insurance schemes on the same terms as the French employees.

They are not eligible to any supplementary pension plan.

For information purposes, the amount of fringe benefits for the year 2023 is estimated at approximately € 32,000 for the Chief Executive Officer and € 11,000 for the Deputy Chief Executive Officer.

Severance payment: the Chief Executive Officer and the Deputy Chief Executive Officer will not benefit from any severance indemnity in the event of departure.

Non-compete clause : the Chief Executive Officer and the Deputy Chief Executive Officer are entitled to a non-compete indemnity under the conditions set out above (see paragraph 4.3.1.4).

Application of the 2023 compensation policy to the Deputy Chief Executive Officer

The compensation policy presented above applies to the Deputy Chief Executive Officer, Mr. Philippe Oliva being specified the following elements:

- his variable compensation will be calculated prorata to the time spent in Atos if the separation in two independent groups is made before the end of 2023;
- should separation in two independent groups happen in 2023, Mr. Oliva may be removed from the Atos plan and introduced into a new Eviden plan;
- his transfer to Eviden on the separation date into two independent groups may not entitle him to the benefit of the Atos non-compete clause.

In the context of the separation project, a new compensation policy specific to Eviden would apply as from the end of Mr. Philippe Oliva's term as Deputy Chief Executive Officer of Atos, corresponding to the date of the separation into two autonomous groups.

4.3.2 Elements of the compensation due or awarded for the financial year 2022 to the Company executive officers, and submitted to the shareholder's vote

Pursuant to article L. 22-10-34 of the French Commercial Code, the amounts and elements presented below, resulting from the implementation of the compensation policies approved by the Annual General Meeting on May 18, 2022, are

subject to the approval of the shareholders during the Annual General Meeting approving the accounts for the financial year 2022. They form an integral part of the report of the Board of Directors on corporate governance.

4.3.2.1 Elements of compensation due or awarded for the financial year 2022 to the members of the Board of Directors

Directors' compensation due for the financial year 2022 and these paid during the financial year 2022 for the financial year 2021 are presented below.

(in €) ¹	2022	
	Paid ^a	Owed ^b
Vesela Asparuhova ²	N/A	N/A
Rodolphe Belmer	-	-
Vivek Badrinath	97,500	78,000
Valérie Bernis	79,500	89,000
Jean Fleming ³	71,000	34,562
Kat Hopkins ⁴	-	34,993
Farès Louis ⁵	N/A	N/A
Bertrand Meunier	-	-
Cedrik Neike	65,000	27,562
Colette Neuville	68,000	33,562
Aminata Niane	77,000	66,500
Lynn Paine	84,000	74,500
Edouard Philippe	72,000	71,500
René Proglio	-	59,993
Caroline Ruellan	-	21,212
Vernon Sankey	80,500	86,000
Astrid Stange	-	40,993
Elizabeth Tinkham	-	39,993
Total	694,500	758,370

N/A: Non applicable.

a Compensation paid in 2022 for the year 2021.

b Compensation owed for the year 2022.

1 Gross before taxes.

2 Ms. Vesela Asparuhova, Employee Director since October 21, 2020 is employed by the Atos Group. Employee Directors do not receive Directors' compensation.

3 Ms. Jean Fleming, Director representing the employee shareholders until May 18, 2022, is employed by the Atos Group.

4 Ms. Kat Hopkins, Director representing the employee shareholders since May 18, 2022, is employed by the Atos Group.

5 Mr. Farès Louis, Employee Director, is employed by the Atos Group. Employee Directors do not receive Directors' compensation.

4 Corporate Governance

Compensation and stock ownership of Company officers

Messrs. Rodolphe Belmer and Bertrand Meunier have declined to receive any Directors' compensation for the year 2022.

The variable portion of Directors' compensation represents in 2022 the majority of the total amount of Directors' compensation (73.4%), which is in accordance with article 22.1 of the AFEP-MEDEF Code.

In 2022, the members of the Board of Directors did not receive any other compensation from Atos SE or its subsidiaries, except for:

- Bertrand Meunier, Chairman of the Board of Directors in respect of his mandate;

- Rodolphe Belmer, Chief Executive Office from January 1, 2022 until July 13, 2022 in respect of his mandate;
- Jean Fleming, Director representing the employee shareholders until May 18, 2022, Kat Hopkins, Director representing the employee shareholders since May 18, 2022 and Vesela Asparuhova and Farès Louis Employee Directors, who each received a compensation in 2022 in connection with their employment contract with the Group.

The Board of Directors being formed in accordance with the provisions of article L.225-18-1 of the French Commercial Code, the payment of the compensation allocated to the Directors has not been suspended.

4.3.2.2 Elements of compensation due or awarded for the financial year 2022 to Bertrand Meunier, Chairman of the Board of Directors

The compensation policy applicable in 2022 to the Chairman of the Board of Directors, Bertrand Meunier who has held this position since November 1, 2019, was approved by the Annual General Meeting held on May 18, 2022 under the 20th resolution.

The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Bertrand Meunier comply with this policy which provides for a gross annual fixed compensation of € 400,000 as the sole component.

(in €)	2022		2021	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	400,000	400,000	400,000	400,000
Annual variable compensation	-	-	-	-
Fringe Benefits	-	-	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	-	-	-	-
Total	400,000	400,000	400,000	400,000
<i>Relative share of the fixed component</i>	100%	100%	100%	100%
<i>Relative share of the variable component vs total compensation (fixed and variable)</i>	0%	0%	0%	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	n/a	n/a

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to the Chairman of the Board

Elements of compensation to be voted on	Amounts allocated for 2022 or accounting value	Amounts paid in 2022 or accounting value	Presentation of elements of compensation
Fixed compensation	€ 400,000	€ 400,000	4.3.1.3
Annual variable compensation	-	-	4.3.1.3
Performance shares	-	-	4.3.1.3
Multi-year variable compensation and exceptional compensation	-	-	4.3.1.3
Director fees	-	-	4.3.1.3
Additional benefits to compensation	-	-	4.3.1.3

Pay ratio and other indicators

Information provided in the table below has been prepared in accordance with AFEP-MEDEF guidelines updated in February 2021.

The scope used to calculate the ratio is consistent with report published in 2022. It includes all Atos companies based in France as well as the Atos International companies (Germany, the Netherlands, the United Kingdom and Switzerland) which comprise the global functions of the Atos Group in Europe. Thus, the selected scope represents more than 7,500 Atos employees, of which 95% are based in France and constitutes a coherent and legitimate representative perimeter for the Atos SE company whose roots are deeply European with two headquarters in Bezons (France) and Munich (Germany).

The compensation underlying the determination of the ratios correspond to the total gross compensation paid during the financial year. They include all the elements of compensation in cash (base salary, performance bonuses, exceptional bonuses, benefits in kind) as well as equity-based compensation valued at their fair value, on the grant date, as recognized in the consolidated accounts in accordance with IFRS 2. This value corresponds to a historical value on the grant date calculated for accounting purposes. It does not represent a current market value nor the actual value that may be received by the beneficiaries upon vesting provided that the performance shares finally vest.

The selected scope only covers employees who were continuously employed during the financial years concerned. For part-time employees, compensation was established on a full-time-equivalent basis.

Pay ratio for the Chairman of the Board of Directors	2022	2021	2020
Evolution (in %) of the compensation of the Chairman of the Board of Directors ¹	0%	-14.6%	n/a
Evolution (in %) of the average compensation of the employees ²	8.4%	-6.2%	+1.7%
Pay ratio on employees' average compensation	6.0	6.5	7.1
Evolution of the ratio (in %) compared to the previous year	-7.7%	-9.0%	n/a
Pay ratio on employees' median compensation	7.8	8.0	9.2
Evolution of the ratio (in %) compared to the previous year	-2.9%	-13.2%	n/a
Company performance			
Profitability: Group's operating margin as a percentage of its revenue	3.1%	3.5%	9.0%
Value creation: annual change in the 3-year moving average of the enterprise value compared to previous year	-37.1%	-16.4%	-10.8%

¹ Based on the compensation paid to the Chairman in 2022, as shown in AMF Table 2 (refer to para. 4.3.2.7). As the Board of Directors on October 31, 2019 had not taken a decision on the compensation of the Chairman of the Board of Directors, no theoretical compensation for the 2019 financial year could be determined for comparison purposes. No comparison over 5 years is presented because of the dissociation of the functions of Chairman of the Board of Directors and Chief Executive Officer as from November 1, 2019.

² As the Company does not employ any employees, there is no need to present the ratios provided for in article L. 22-10-9 I 6° of the French Commercial Code on the basis of the scope of "employees of the Company". As an alternative, this table presents the pay ratio on the basis of a scope deemed representative by the Company.

The General Meeting of May 18, 2022, in its 18th resolution, approved by 97.02% the information provided for in article L. 22-10-9, I of the French Commercial Code relating to the compensation paid or awarded to corporate officers for the financial year ended December 31, 2021.

The elements of compensation awarded or paid to the Chairman of the Board of Directors are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee,

constituting the Company's compensation policy as voted by the General Meeting held on May 18, 2022 (20th resolution adopted by 93.42% of the votes).

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

4.3.2.3 Elements of compensation due or awarded for the financial year 2022 to Rodolphe Belmer, Chief Executive Officer

Rodolphe Belmer who was appointed Chief Executive Officer as from January 1, 2022, submitted to the Board of Directors his resignation from his mandates as Director and Chief Executive Officer of the Company, with effect as for July 13, 2022.

The compensation policy applicable to Rodolphe Belmer was approved by the Annual General Meeting held on May 18, 2022 under the 21st resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Rodolphe Belmer comply with this policy.

(in €)	2022		2021	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	642,857	642,857	-	-
Annual variable compensation	600,000	-	-	-
Fringe Benefits	11,810	11,810	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year*	1,226,709	-	-	-
Total	2,481,376	654,667	-	-
<i>Relative share of the fixed component</i>	26%	100%	-	-
<i>Relative share of the variable component vs total compensation (fixed and variable)</i>	74%	0%	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	1,800,000	-	-	-

* Performance shares attributed to Rodolphe Belmer have been forfeited. Rodolphe Belmer left the Company on July 13, 2022 and therefore no longer met the presence condition.

Fixed compensation

Rodolphe Belmer's fixed remuneration was paid prorata temporis from January 1, 2022 until July 13, 2022, date of his effective departure, either a gross amount of € 642,857.15 for the year 2022.

Variable compensation

The annual variable compensation of Rodolphe Belmer for the 2022 year amounted to € 600,000 for the first half and € 0 for the second half taking into account his effective departure from the Group on July 13, 2022.

The variable compensation awarded to Rodolphe Belmer for the first half of 2022 was set by the Board of Directors on July 26, 2022, on the recommendation of the Remuneration Committee, at € 600,000 gross (or 100% of the target variable compensation) after validation of the achievement of the pre-established qualitative criteria, as included in the 2022 compensation policy, namely: the preparation and the validation of a medium-term strategic plan by the Board of Directors and the presentation of this plan during a dedicated investors day, which took place on June 14, 2022.

For the last year in 2022, the Company's executive officer compensation policy provided for annual variable compensation divided into two semesters with predetermined objectives: the variable for each 2022 semester for Mr. Belmer was capped at half of the annual variable pay. The qualitative share of Mr. Belmer's variable was therefore capped at 50% of his annual target variable remuneration, without outperformance since quantitative financial criteria had to apply exclusively in the second half of the year.

With respect to variable compensation for the period from July 1 to the date of his effective departure date on July 13, 2022, the Board of Directors decided on June 13, 2022, that

100% of the target variable compensation would be paid on a prorata temporis basis subject to the achievement of qualitative criteria to be decided by the Board of Directors regarding the success of the transition of the Executive Management. At the meeting of July 26, 2022, the Board of Directors, considering the effective departure of Rodolphe Belmer on July 13, 2022, and the absence of performance to be assessed over such a short period, noted that there was no need to set the performance conditions, and that no variable compensation would be due to Mr. Belmer for the second half of 2022.

The payment of the variable compensation for the first semester 2022 will be subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year ending December 31, 2022 in accordance with article L. 22-10-34, II of the French Commercial Code.

Multiannual equity-based compensation

The Board of Directors decided, during its meeting held on May 18, 2022, and upon the recommendation of the Remuneration Committee, to allocate 99,000 performance shares in favor of the Chief Executive Officer.

This grant was decided in accordance with the approval given by the Annual General Meeting of May 18, 2022 under the 21st resolution ("Remuneration Policy applicable to the Chief Executive Officer"), within the framework of the authorization given by this same Annual General Meeting under the 31st resolution. It represents 8.3% of the total number of performance shares allocated and 0.09% of the share capital at the date of the authorisation given by the General Meeting.

The resignation of Rodolphe Belmer made him lose all his performance share rights, the condition of presence being no longer fulfilled.

Fringe benefits

Rodolphe Belmer benefited from the use of a company car with driver and from the collective life, disability and health insurance schemes applicable to the French employees. The annual employer's contribution in respect of the life and disability scheme amounts to € 1,479. The annual employer's contribution in respect of the healthcare plan stands at € 1,612. The benefit in kind related to the use of the Company car with driver is assessed to € 8,720.

Other compensation elements

Mr. Rodolphe Belmer did not receive exceptional compensation for his mandate.

As a reminder, Mr. Rodolphe Belmer did not receive any other compensation component or fringe benefits related to his mandate from Atos SE or other companies of the Group. He was not bound by any employment contract and did not benefit from any supplementary pension scheme from the Company and was personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance payment

As a reminder, Mr. Rodolphe Belmer submitted to the Board of Directors on June 13, 2022 his resignation from his mandates as Director and Chief Executive Officer of the Company. During this meeting to ensure the orderly transition of the Group's governance, the Board of Directors authorized, pursuant to articles L. 225-38 et seq. of the French Commercial Code, the signing of an agreement defining for the termination of the terms of office as Director and Chief Executive Officer of Mr. Rodolphe Belmer between the latter and the Company (the "Agreement"). The Agreement will be subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year ending December 31, 2022 on the special report of the statutory auditors.

The Agreement was concluded prior to the announcement by the Company, by a news release dated June 14, 2022, of the decision of its Board of Directors, following the preliminary strategic review work carried out under the aegis of Rodolphe Belmer, to study a project to separate the historical activities of Atos (Tech Foundations), on the one hand, and its Digital, Big Data and Cybersecurity activities, on the other hand, through two autonomous companies. The Board of Directors of Atos considered that the conclusion of the Agreement which places Mr. Belmer under an obligation to cooperate and assist the Company, allowed the Company to preserve its

interests in the context of its executive corporate officer's departure, by providing in particular for commitments made by Rodolphe Belmer to ensure an orderly transition of the Executive Management, internally and with respect to stakeholders until his effective departure from the Group, as well as a mutual obligation of non-disparagement by Mr. Belmer and the Company. Rodolphe Belmer effectively left his position on the evening of July 13, 2022. The financial terms of the termination of Mr. Belmer's mandates were decided by the Board of Directors on June 13, 2022, and July 26, 2022, on the recommendation of the Remuneration Committee, and comply with the compensation policy approved by the General Meeting of the Company on May 18, 2022, under the 21st resolution, namely:

The departure of Rodolphe Belmer can be qualified as constrained, as defined in the compensation policy, due to the complete redefinition of Atos SE's strategy resulting in a possible change in Atos' components by separating the Group's activities and thus a complete redefinition of the scope, the substance, functions and mission of the Executive Management function. In addition, the recovery plan had been presented by Mr. Belmer on the Investor Day dated June 14, 2022 after being approved by the Board of Directors, and the first steps in implementing the plan had been taken upon his departure.

Rodolphe Belmer may therefore receive a severance payment of € 1.8 million corresponding to 9 months of theoretical gross monthly compensation (fixed plus target annual variable).

In agreement with Mr. Rodolphe Belmer, and taking into account the special circumstances, the amount of the severance payment was reduced compared to that approved by the General Meeting pursuant to article L. 22-10-8 of the French Commercial Code. Indeed, the 2022 compensation policy provides that the maximum amount of the indemnity may amount to 200% of the theoretical gross annual compensation (fixed and target annual variable).

The payment of this severance indemnity will be subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year ending December 31, 2022 in accordance with article L. 22-10-34, II of the French Commercial Code.

Non-compete clause

The Board of Directors has decided to release Mr. Rodolphe Belmer from his non-compete undertaking upon termination of his mandate. Consequently, no indemnity is due in this respect.

Recapitulative table – shareholders vote on the remuneration components paid during, or allocated for, the said year to Rodolphe Belmer, CEO from January 1 to July 13, 2022

Elements of compensation to be voted on	Amounts allocated for 2022 or accounting value	Amounts paid in 2022 or accounting value	Presentation of elements of compensation
Fixed compensation	€ 642,857	€ 642,857	4.3.1.4
Annual variable compensation ¹	€ 600,000	-	4.3.1.4
Performance shares ²	€ 1,226,709	-	4.3.1.4
Multi-year variable compensation, exceptional compensation and Director fees ³	€ 1,800,000	-	4.3.1.4
Additional benefits to compensation	€ 11,810	€ 11,810	4.3.1.4

1 Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2022.

2 The performance shares granted to Mr. Rodolphe Belmer were forfeited following his departure on July 13, 2022.

3 Severance indemnity subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2022.

Pay ratio and other indicators

Information provided in the table below has been prepared in accordance with AFEP-MEDEF guidelines updated in February 2021. The scope and the methodology used are detailed into the "Pay ratio and other indicators" section relating to the Chairman of the Board of Directors (see paragraph 4.3.2.2).

Pay ratio for the Chief Executive Officer	2022	2021	2020	2019*
Evolution (in %) of the compensation of the CEO ¹	-26.2%	-40.4%	-15.8%	n/a
Evolution (in %) of the average compensation of the employees ²	8.4%	-6.2%	+1.7%	n/a
Pay ratio on employees' average compensation	18.3	26.9	42.3	51.1
Evolution of the ratio (in %) compared to the previous year	-32%	-36.4%	-17.2%	n/a
Pay ratio on employees' median compensation	23.7	33.2	54.7	65.7
Evolution of the ratio (in %) compared to the previous year	-28.6%	-39.3%	-16.7%	n/a
Company Performance				
Profitability: Group's operating margin as a percentage of its revenue	3.1%	3.5%	9.0%	10.3%
Value creation: annual change in the 3-year moving average of the enterprise value compared to the previous year	-37.1%	-16.4%	-10.8%	6.6%

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

1 These are annualized amounts paid to Rodolphe Belmer who held the position of Chief Executive Officer until July 13, 2022. It corresponds to the sum of the annual fixed salary (€ 1,200,000), annual fringe benefits (€ 21,187). The Chief Executive Officer did not receive any variable remuneration paid in 2022 for the year 2021, as shown in AMF Table 2 (see para. 4.3.2.7). The grant of long-term incentives is equal to € 1,226,709, which are not taken into account for the purposes of this table, as Mr. Rodolphe Belmer's rights were forfeited upon his departure from the Group on July 2022. No comparison over 5 years is presented because of the dissociation of the functions of Chairman of the Board of Directors and Chief Executive Officer as from November 1, 2019.

2 As the Company does not employ any employees, there is no need to present the ratios provided for in article L. 22-10-9 I 6° of the French Commercial Code on the basis of the scope of "employees of the Company". As an alternative, this table presents the pay ratio on the basis of a scope deemed representative by the Company.

The General Meeting of May 18, 2022, in its 18th resolution, approved by 97.02% the information provided for in article L. 22-10-9, I of the French Commercial Code concerning the compensation paid or awarded to corporate officers for the financial year ended December 31, 2022.

The compensation allocated or paid to the Chief Executive Officer complies with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee and constituting the Company's compensation policy as approved by the Annual General Meeting held on May 18, 2022 (21st resolution adopted by 68.35% of the votes cast).

The Company has not deviated from the procedure for implementing the remuneration policy as approved by the shareholders at the aforementioned General Meeting. The Company has not deviated from the implementation of the remuneration policy.

The remuneration paid contributes to the long-term performance of the Company and the criteria for variable remuneration are consistent with the long-term strategy of the Group.

4.3.2.4 Elements of compensation due or awarded for the financial year 2022 to Nourdine Bihmane, Deputy Chief Executive Officer then Chief Executive Officer

As part of the appointment of Messrs. Nourdine Bihmane and Philippe Oliva as Deputy Chief Executive Officers of the Company with effect from June 14, 2022, the Board of Directors dated June 13, 2022 and July 26, 2022, set, on a proposal from the Remuneration Committee, the terms and conditions of their compensation as of June 14, 2022 in compliance with the compensation policy of the executive corporate officers approved by the General Meeting of Shareholders on May 18, 2022.

The Annual General Meeting held on May 18, 2022, under the 21st resolution approved the compensation policy applicable in 2022 to the Chief Executive Officer. Meeting on June 13 and July 12, 2022, the Board of Directors applied a compensation structure to the executive corporate officers, which complied with the limits set by this policy.

With a view to set an adequate compensation adapted to the project of separation of Atos into two autonomous companies, Eviden, a leading player positioned in the high-growth digital transformation, big data and cybersecurity markets, on the one hand, and Atos Tech Foundations, leader in Managed Infrastructure Services (Digital Workplace) and Professional

Services, on the other hand, and to align the interests of the shareholders and those of the executive corporate officers, the Board of Directors decided: (a) removing the severance payment for the executive officers in case of forced departure (b) the pursuit of the evolution of the short term annual remuneration assessed on an annual basis, as announced as part of the 2022 compensation policy which introduced non-financial criteria (representing 20% weighting), and (c) the decrease of the maximum amounts allocated to the two executive officers, as reflected in the 2023 compensation policy.

This compensation policy therefore applies to the new Chief Executive Officer, Mr. Nourdine Bihmane, as well as during the period from June 14 to July 13, 2022 during which he served as Deputy Chief Executive Officer, it being specified that his compensation remained unchanged when appointed as Chief Executive Officer.

In accordance with the recommendations of the AFEP-MEDEF Code, Nourdine Bihmane resigned from his employment contract.

(in €)	2022		2021	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation*	494,318	494,318	-	-
Annual variable compensation	322,955	-	-	-
Fringe Benefits	13,190	13,190	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	186,966	-	-	-
Total	1,017,429	507,508	-	-
<i>Relative share of the fixed component</i>	50%	100%	-	-
<i>Relative share of the variable component vs total compensation (fixed and variable)</i>	50%	0%	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	-	-

* Including an impatriation gross allowance of € 164,773, as decided by the Board on December 15, 2022.

Fixed compensation

Nourdine Bihmane's fixed remuneration was paid prorata temporis, from his appointment on June 14, 2022 as Deputy Chief Executive Officer and then as Chief Executive Officer from July 13, 2022 until December 31, 2022, i.e., € 329,545 gross for 2022.

To take into account his specific situation, the Chief Executive Officer also benefits, as of his appointment as Deputy Chief Executive Officer on June 14, 2022, in addition to his fixed compensation, a gross monthly allowance of € 25,000 to offset the increase in all of his personal expenses and family members directly linked to his impatriation in France, impatriation made mandatory because of his nomination as a

corporate officer since June 14, 2022. The overall amount paid in 2022 is € 164,773. This temporary allowance is not taken into account in the calculation of the other elements of Mr. Nourdine Bihmane's compensation presented below.

Variable compensation

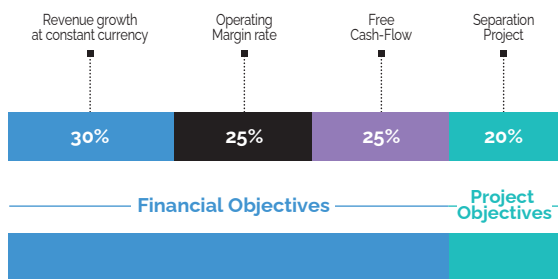
Nourdine Bihmane's annual variable compensation is based on objectives, whose target is 100% of the fixed compensation (i.e. a target annual variable compensation of € 600,000), with a maximum payment limited to 130% of the target annual variable compensation in case of outperformance (i.e. a maximum annual variable compensation of € 780,000 as of the date of taking up the position) and no minimum payment.

4 Corporate Governance

Compensation and stock ownership of Company officers

With regard to the variable compensation for the period from June 14 to December 31, 2022, the Board of Directors has decided, making use of the flexibility allowed by the current policy, on the recommendation of the Remuneration Committee, considering the exceptional circumstances and the latest significant developments, introduce a criterion in the objectives comprising the variable compensation related to the new governance structure and to the major transformation project announced on June 14, 2022. This amendment responds to strong requests from shareholders with whom the Company and its Board of Directors exchange continuously.

The nature and weighting of each variable compensation indicator for the second half of 2022 for the Chief Executive Officer have thus been adjusted by the Board of Directors as follows:



The variable compensation of the Chief Executive Officer for the second half of 2022 was therefore based on the achievement of objectives:

- for 80% of the weighting, based on three financial indicators;
- for 20% of the weighting, based on a new criterion related to the new governance structure and the transformation project announced on June 14, 2022.

The last criterion included four key indicators:

- a high level of collaboration within the Group's new governance;
- the improvement or at least the achievement of an equivalent retention rate for all Group employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- the achievement of some key milestones of the separation project measured at the end of 2022;
- the successful implementation of the employee engagement plan in the transformation project and the achievement of defined target for surveys reflecting this engagement.

The achievement of those criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on February 28, 2023. The variable compensation of the Chief Executive Officer stood at € 322,955 for the period from June 14 to December 31, 2022, or 98% of its target variable compensation.

Financial Objectives

Objectives which are set for the second semester on the basis of the Company's budget are in line with the financial guidance announced to the market on June 14, 2022 during the Investor Day on June 14, 2022.

Indicators	Second semester 2022	
	Weight	Payout*
Financial objectives		
Group Revenue Growth at constant currency	30%	>100%
Operating Margin Rate	25%	<100%
Group Free Cash Flow	25%	<100%
Payout (in %) of the semester on-target bonus	80%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

Project Objectives

Indicators	Second semester 2022	
	Weight	Payout*
Level of collaboration	5%	Achieved
Retention rate	5%	Not Achieved
Achievement of key milestones	5%	Achieved
Employee engagement	5%	Achieved
Payout (in %) of the semester on-target bonus	20%	100%

* The level of performance was assessed by the Board upon the recommendation of the Remuneration Committee to determine the payout.

The payout is determined as follows:

- if only 1 objective is achieved, payout = 0%;
- if 2 objectives are achieved, payout = 50%;
- if 3 objectives are achieved, payout = 100%;
- if 4 objectives are achieved, payout = 130%.

The level of performance was assessed by the Board of Directors on the recommendation of the Remuneration Committee to determine the payout:

- a qualitative assessment by the Board of the achievement of a high level of collaboration within the Group's new governance;

- the unfavorable comparison of the equivalent retention rate for all Group employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- an objective assessment by the Board of the achievement of some key milestones of the separation project measured at the end of 2022, in particular the obtaining of key opinions from employees' representative bodies in Europe;
- an appraisal of the successful implementation of the employee engagement plan by the achievement of defined targets measured through Pulse surveys conducted regularly.

Overall performance

Indicators	Second semester 2022	
	Weight	Payout*
Group Revenue Growth at constant currency	30%	>100%
Operating Margin Rate	25%	<100%
Group Free Cash Flow	25%	<100%
Project Objectives	20%	100%
Payout (in %) of the semester on-target bonus	100%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

The payment of the variable compensation due for the second semester is subject to a favorable vote during the Annual General Meeting approving the financial statements for 2022 in accordance with article L. 22-10-34, II of the French Commercial Code.

Multiannual equity-based compensation

The Board of Directors decided, during its meeting held on June 13, 2022, and upon the recommendation of the Remuneration Committee, to allocate 19,500 performance shares in favor of the Chief Executive Officer as part of his mandate as Deputy Chief Executive Officer on June 13, 2022.

The Chief Executive Officer is required to remain owner of 15% of any such acquired shares for the duration of his duties and cannot conclude any financial hedging instruments over the

shares being the subject of the award during the whole duration of the mandate as Chief Executive Officer.

This grant was decided in accordance with the approval given by the Annual General Meeting on May 18, 2022 under the 21st resolution ("Compensation policy applicable to the Chief Executive Officer"), in the context of the authorization granted by the same Annual General Meeting under the 31st resolution.

It represents 1.6% of the total number of performance shares granted in 2022 and 0.02% of the share capital on the Annual General Meeting authorization date.

As a reminder, the final vesting on June 18, 2025 of all or part of the performance shares is subject to the achievement of performance conditions over a three-year period as well as to a continuous tenure of the beneficiary as Company officer, except in the event of retirement, death or disability.

4 Corporate Governance

Compensation and stock ownership of Company officers

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

Indicators	Performance	% of Vesting (curves)	
Atos share price performance Relative total shareholder return, with dividend reinvestment (20%)	Relative stock market performance of the Atos share over the 3-year period (2022-2024) compared to the median of the stock market performance of a basket made of industry competitors	Floor: 100% Target: 110% Cap: 125%	65% 100% 130%
Internal Financial Performance Indicator n°1 ER Organic Growth (20%)	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024)	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ 10% of the max MT objective	30% 100% 150%
Internal Financial Performance Indicator n°2 Operating margin (20%)	Average of the Operating Margin % over the 3-year period (2022-2024)	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ 10% of the max MT objective	50% 100% 130%
Internal Financial Performance Indicator n°3 Cumulated Free Cash Flow (20%)	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024)	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ 10% of the max MT objective	50% 100% 130%
External CSR Indicator DJSI (World or Europe) (10%)	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024)	Floor: 70 th percentile Target: 85 th percentile	50% 100%
Internal CSR Performance Indicator Reduction of CO ₂ emissions (10%)	% of reduction of CO ₂ emissions (in tCO ₂ e) at the end of 2024 vs. 2022 baseline (in line with the Company adjusted CO ₂ reduction plan)	Floor: -31.9% Target: -34.1%	50% 100% (cap)

An Average Acquisition Rate will be calculated based on the weighting assigned to each indicator, with a cap at 100% for the Chief Executive Officer.

The Board of Directors will decide on the achievement of the performance indicators and the resulting average acquisition rate after consultation of the Remuneration Committee. The achievement rates of performance indicators and the final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2024, made available to the shareholders in connection with the Annual General Meeting.

The value of the performance shares is determined, on the grant date, pursuant to IFRS 2 standard, and recognized in the consolidated financial statements. This value corresponds to a historical value on the grant date calculated for accounting purposes. This value does not represent a current market value nor the actual value that may be received by the

beneficiary upon vesting provided that the performance shares finally vest.

It is specified that on May 18, 2022, Nourdine Bihmane was granted, under his employment contract, 30,000 performance shares and free shares (on a 100% target basis) as part of the allocation plans, Plans No. 1 and No. 2 dated May 18, 2022 (refer to section 4.3.2 below). The average acquisition rate of Plan No. 1 of performance shares is not capped at 100% as this grant was made prior to his appointment as executive corporate officers; however, the general obligation of executive corporate officers to retain 15% of the performance shares delivered to them during their mandate applies to these shares.

Fringe benefits

Nourdine Bihmane benefited from the use of a company car, if necessary with driver, as well as the collective life, disability and health insurance schemes on the same terms as the French employees.

The employer's contribution in respect of the life and disability scheme amounts to € 1,648. The employer's contribution in respect of the healthcare plan stands at € 5,672. The benefit in kind related to the use of the Company car is assessed to € 5,869.

The Chief Executive Officer does not benefit from any supplementary pension scheme from the Company and is personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance payment

The Chief Executive Officer is not entitled to any severance payment in the event of departure.

Non-compete clause

The Chief Executive Officer will be entitled to a monthly non-compete indemnity for a period of eighteen months from the end of his term of office as Chief Executive Officer.

The amount of this monthly indemnity would be equal to 100% of one twelfth of his theoretical gross annual compensation (fixed plus target variable), calculated on the basis of the last twelve months preceding the termination of his duties.

By exception, if the Chief Executive Officer exercises his right to retirement, no indemnity may be paid to him beyond the age of 65.

The Board of Directors may decide to release the Chief Executive Officer from his non-compete undertaking.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Nourdine Bihmane, Deputy CEO from June 14 to July 13, 2022, then CEO until December 31, 2022

Elements of compensation to be voted on	Amounts allocated for 2022 or accounting value	Amounts paid in 2022 or accounting value	Presentation of elements of compensation
Fixed compensation ¹	€ 494,318	€ 494,318	4.3.1.4
Annual variable compensation ²	€ 322,955	-	4.3.1.4
Performance shares ³	€ 186,966	-	4.3.1.4
Multi-year variable compensation, exceptional compensation and Director fees	-	-	4.3.1.4
Additional benefits to compensation	€ 13,190	€ 13,190	4.3.1.4

¹ Including an impatriation gross allowance of € 164,773, as decided by the Board on December 15, 2022.

² Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2022.

³ IFRS 2 value from the performance share plan granted on June 13, 2022 as Deputy Chief Executive Officer.

For information, Nourdine Bihmane received during the fiscal year 2022 in relation to his employment agreement until June 13, 2022, a fixed salary amounting to € 216,964 and a variable compensation of € 496,190.

He benefited, in relation to his employment contract from the mandatory pension schemes, the collective life, disability and health insurance schemes as well as his company car. The employer's contribution in respect of the life and disability scheme amounts to € 351. The employer's contribution in respect of the healthcare plan stands at € 3,292. The benefit in kind related to the use of the Company car is assessed to € 4,817.

Pay ratio and other indicators

Information provided in the table below has been prepared in accordance with AFEP-MEDEF guidelines updated in February 2021.

The scope and the methodology used are detailed into the "Pay ratio and other indicators" section relating to the Chairman of the Board of Directors (see paragraph 4.3.2.2).

4 Corporate Governance

Compensation and stock ownership of Company officers

Pay ratio for the Chief Executive Officer	2022	2021	2020	2019
Evolution (in %) of the compensation of the CEO ¹	-32.9%	-40.4%	-15.8%	n/a
Evolution (in %) of the average compensation of the employees ²	8.4%	-6.2%	+1.7%	n/a
Pay ratio on employees' average compensation	16.6	26.9	42.3	51.1
Evolution of the ratio (in %) compared to the previous year	-38.1%	-36.4%	-17.2%	n/a
Pay ratio on employees' median compensation	21.6	33.2	54.7	65.7
Evolution of the ratio (in %) compared to the previous year	-35%	-39.3%	-16.7%	n/a
Company Performance				
Profitability: Group's operating margin as a percentage of its revenue	3.1%	3.5%	9.0%	10.3%
Value creation: annual change in the 3-year moving average of the enterprise value compared to the previous year.	-37.1%	-16.4%	-10.8%	6.6%

¹ For 2019, the enterprise value includes the distribution in kind of part of Worldline share capital to Atos' shareholders for an amount of €2.3 billion.

¹ Due to the appointment on June 14, 2022 of Nourdine Bihmane, his compensation was annualized in this table. It corresponds to the sum of his annual fixed salary (€ 600,000) and annualized fringe benefits (€ 23,608) and the value of the performance shares granted during the year as disclosed in AMF Table 1 in the same paragraph as well as the monthly allowance related to his impatriation in France reported to twelve months. No comparison over 5 years is presented because of the dissociation of the functions of Chairman of the Board of Directors and Chief Executive Officer as from November 1, 2019.

² As the Company does not employ any employees, there is no need to present the ratios provided for in article L. 22-10-9 I 6° of the French Commercial Code on the basis of the scope of "employees of the Company". As an alternative, this table presents the pay ratio on the basis of a scope deemed representative by the Company.

4.3.2.5 Elements of compensation due or awarded for the financial year 2022 to Philippe Oliva, Deputy Chief Executive Officer

As part of the appointment of Messrs. Nourdine Bihmane and Philippe Oliva as Deputy Chief Executive Officers of the Company with effect from June 14, 2022, the Board of Directors dated June 13, 2022 and July 26, 2022, set, on a proposal from the Remuneration Committee, the terms and conditions of their compensation as of June 14, 2022 in compliance with the compensation policy of the executive corporate officers approved by the General Meeting of Shareholders on May 18, 2022.

The Annual General Meeting held on May 18, 2022, under the 21st resolution approved the compensation policy applicable in 2022 to the Chief Executive Officer. Meeting on June 13 and July 12, 2022, the Board of Directors applied a compensation structure to the executive corporate officers, which complied with the limits set by this policy.

With a view to set an adequate compensation adapted to the project of separation of Atos into two autonomous companies, Eviden, a leading player positioned in the high-growth digital

transformation, big data and cybersecurity markets, on the one hand, and Atos Tech Foundations, leader in Managed Infrastructure Services (Digital Workplace) and Professional Services, on the other hand, and to align the interests of the shareholders and those of the executive corporate officers, the Board of Directors decided: (a) removing the severance payment for the executive officers in case of forced departure (b) the pursuit of the evolution of the short term annual remuneration assessed on an annual basis, as announced as part of the 2022 compensation policy which introduced non-financial criteria (representing 20% weighting), and (c) the decrease of the maximum amounts allocated to the two executive officers, as reflected in the 2023 compensation policy. This compensation policy therefore applies to the Deputy Chief Executive Officer, Mr. Philippe Oliva.

In accordance with the recommendations of the AFEP-MEDEF Code, Philippe Oliva resigned from his employment contract.

(in €)	2022		2021	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	329,545	329,545	-	-
Annual variable compensation	322,955	-	-	-
Fringe Benefits	6,165	6,165	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	186,966	-	-	-
Total	845,631	335,710	-	-
<i>Relative share of the fixed component</i>	40%	100%	-	-
<i>Relative share of the variable component vs total compensation (fixed and variable)</i>	60%	0%	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	-	-

Fixed compensation

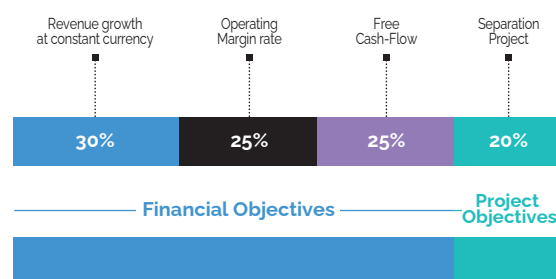
Philippe Oliva's fixed remuneration was paid prorata temporis, from his appointment on June 14, 2022 as Deputy Chief Executive Officer until December 31, 2022, i.e., € 329,545 gross for 2022.

Variable compensation

Philippe Oliva's variable compensation is based on objectives, whose target is 100% of the fixed compensation (i.e. a target annual variable compensation of € 600,000), with a maximum payment limited to 130% of the target annual variable compensation in case of outperformance (i.e. a maximum annual variable compensation of € 780,000 as of the date of taking up the position) and no minimum payment.

With regard to the variable compensation for the period of the second semester of 2022, the Board of Directors has decided, making use of the flexibility allowed by the current policy, on the recommendation of the Remuneration Committee, considering the exceptional circumstances and the latest significant developments, introduce a criterion in the objectives comprising the variable compensation related to the new governance structure and to the major transformation project announced on June 14, 2022. This amendment responds to strong requests from shareholders with whom the Company and its Board of Directors exchange continuously.

The nature and weighting of each variable compensation indicator for the period from June 14 to December 31, 2022 for the Deputy Chief Executive Officer have thus been adjusted by the Board of Directors as follows:



The variable compensation of the Deputy Chief Executive Officer for the second half of 2022 was therefore based on the achievement of objectives:

- for 80% of the weighting, based on three financial indicators;
- for 20% of the weighting, based on a new criterion related to the new governance structure and the transformation project announced on June 14, 2022.

The last criterion included four key indicators:

- a high level of collaboration within the Group's new governance;
- the improvement or at least the achievement of an equivalent retention rate for all Group; employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- the achievement of some key milestones of the separation project measured at the end of 2022;
- the successful implementation of the employee engagement plan in the transformation project and the achievement of defined target for surveys reflecting this engagement.

The achievement of those criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on February 28, 2023. The variable compensation of the Deputy Chief Executive Officer stood at € 322,955 for the period from June 14 to December 31, 2022, or 98% of its target variable compensation.

4 Corporate Governance

Compensation and stock ownership of Company officers

Financial Objectives

Objectives which are set for the second semester on the basis of the Company's budget are in line with the financial guidance announced to the market on June 14, 2022 during the Investor Day on June 14, 2022.

Indicators	Second semester 2022	
	Weight	Payout*
Financial objectives		
Group Revenue Growth at constant currency	30%	>100%
Operating Margin Rate	25%	<100%
Group Free Cash Flow	25%	<100%
Payout (in %) of the semester on-target bonus	80%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

Project Objectives

Indicators	Second semester 2022	
	Weight	Payout*
Level of collaboration	5%	Achieved
Retention rate	5%	Not Achieved
Achievement of key milestones	5%	Achieved
Employee engagement	5%	Achieved
Payout (in %) of the semester on-target bonus	20%	100%

* The level of performance was assessed by the Board upon the recommendation of the Remuneration Committee to determine the payout.

The payout is determined as follows:

- if only 1 objective is achieved, payout = 0%;
- if 2 objectives are achieved, payout = 50%;
- if 3 objectives are achieved, payout = 100%;
- if 4 objectives are achieved, payout = 130%.

The level of performance was assessed by the Board of Directors on the recommendation of the Remuneration Committee to determine the payout:

- a qualitative assessment by the Board of the achievement of a high level of collaboration within the Group's new governance;

- the unfavorable comparison improvement of the equivalent retention rate for all Group employees and Big Data and Cybersecurity executives in the second half of 2022 compared to the first half of 2022;
- an objective assessment by the Board of the achievement of some key milestones of the separation project measured at the end of 2022, in particular the obtaining of key opinions from employees' representative in Europe;
- an appraisal of the successful implementation of the employee engagement plan by the achievement of defined targets measured through Pulse surveys conducted regularly.

Overall performance

Indicators	Second semester 2022	
	Weight	Payout*
Group Revenue Growth at constant currency	30%	>100%
Operating Margin Rate	25%	<100%
Group Free Cash Flow	25%	<100%
Project Objectives	20%	100%
Payout (in %) of the semester on-target bonus	100%	98%

* On the basis of the elasticity curves capped at 130% for each indicator.

The payment of the variable compensation due for the second semester is subject to a favorable vote during the Annual General Meeting approving the financial statements

for 2022 in accordance with article L. 22-10-34, II of the French Commercial Code.

Multiannual equity-based compensation

The Board of Directors decided, during its meeting held on June 13, 2022, and upon the recommendation of the Remuneration Committee, to allocate 19,500 performance shares in favor of the Deputy Chief Executive Officer on June 13, 2022.

The Deputy Chief Executive Officer is required to remain owner of 15% of any such acquired shares for the duration of his duties and cannot conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate as Deputy Chief Executive Officer.

This grant was decided in accordance with the approval given by the Annual General Meeting on May 18, 2022 under the 21st resolution ("Compensation policy applicable to the Chief

Executive Officer"), in the context of the authorization granted by the same Annual General Meeting under the 31st resolution.

It represents 1.6% of the total number of performance shares granted in 2022 and 0.02% of the share capital on the Annual General Meeting authorization date.

As a reminder, the final vesting on June 18, 2025 of all or part of the performance shares is subject to the achievement of performance conditions over a three-year period as well as to a continuous tenure of the beneficiary as Company officer, except in the event of retirement, death or disability.

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

Indicators	Performance	% of Vesting (curves)	
Atos share price performance Relative total shareholder return, with dividend reinvestment (20%)	Relative stock market performance of the Atos share over the 3-year period (2022-2024) compared to the median of the stock market performance of a basket made of industry competitors.	Floor: 100% Target: 110% Cap: 125%	65% 100% 130%
Internal Financial Performance Indicator n°1 ER Organic Growth (20%)	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024).	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ 10% of the max MT objective	30% 100% 150%
Internal Financial Performance Indicator n°2 Operating margin (20%)	Average of the Operating Margin % over the 3-year period (2022-2024).	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ 10% of the max MT objective	50% 100% 130%
Internal Financial Performance Indicator n°3 Cumulated Free Cash Flow (20%)	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024).	Floor: bottom of the mid-term (MT) objective Target: mid-point of the MT objective Cap: ≥ 10% of the max MT objective	50% 100% 130%
External CSR Indicator DJSI (World or Europe) (10%)	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024)	Floor: 70 th percentile Target: 85 th percentile	50% 100%
Internal CSR Performance Indicator Reduction of CO ₂ emissions (10%)	% of reduction of CO ₂ emissions (in tCO ₂ e) at the end of 2024 vs. 2022 baseline (in line with the Company adjusted CO ₂ reduction plan)	Floor: -31.9% Target: -34.1%	50% 100% (cap)

An Average Acquisition Rate will be calculated based on the weighting assigned to each indicator, with a cap at 100% for the Deputy Chief Executive Officer.

The Board of Directors will decide on the achievement of the performance indicators and the resulting average acquisition rate after consultation of the Remuneration Committee. The achievement rates of performance indicators and the final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2024, made available to the shareholders in connection with the Annual General Meeting.

The value of the performance shares is determined, on the grant date, pursuant to IFRS 2 standard, and recognized in the consolidated financial statements. This value corresponds to a historical value on the grant date calculated for accounting purposes. This value does not represent a current market value nor the actual value that may be received by the

beneficiary upon vesting provided that the performance shares finally vest.

It is specified that on May 18, 2022, Philippe Oliva was granted, under his employment contract, 30,000 performance shares and free shares (on a 100% target basis) as part of the allocation plans, Plans No. 1 and No. 2 dated May 18, 2022 (refer to section 4.3.2 below). The average acquisition rate of Plan No. 1 of performance shares is not capped at 100% as this grant was made prior to his appointment as executive corporate officers; however, the general obligation of executive corporate officers to retain 15% of the performance shares delivered to them during their mandate applies to these shares.

4 Corporate Governance

Compensation and stock ownership of Company officers

Fringe benefits

Philippe Oliva benefited from the use of a company car as well as the collective life, disability and health insurance schemes on the same terms as the French employees.

The employer's contribution in respect of the life and disability scheme amounts to € 1,649. The employer's contribution in respect of the healthcare plan stands at € 1,648. The benefit in kind related to the use of the Company car is assessed to € 2,868.

The Deputy Chief Executive Officer does not benefit from any supplementary pension scheme from the Company and is personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance payment

The Deputy Chief Executive Officer is not entitled to any severance payment in the event of departure.

Non-compete clause

The Deputy Chief Executive Officer will be entitled to a monthly non-compete indemnity for a period of eighteen months from the end of his term of office as Deputy Chief Executive Officer.

The amount of this monthly indemnity would be equal to 100% of one twelfth of his theoretical gross annual compensation (fixed plus target variable), calculated on the basis of the last twelve months preceding the termination of his duties.

By exception, if the Deputy Chief Executive Officer exercises his right to retirement, no indemnity may be paid to him beyond the age of 65.

The Board of Directors may decide to release the Deputy Chief Executive Officer from his non-compete undertaking.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Philippe Oliva, Deputy CEO since June 14, 2022

Elements of compensation to be voted on	Amounts allocated for 2022 or accounting value	Amounts paid in 2022 or accounting value	Presentation of elements of compensation
Fixed compensation	€ 329,545	€ 329,545	4.3.1.4
Annual variable compensation ¹	€ 322,955	-	4.3.1.4
Performance shares ²	€ 186,966	-	4.3.1.4
Multi-year variable compensation, exceptional compensation and Director fees	-	-	4.3.1.4
Additional benefits to compensation	€ 6,165	€ 6,165	4.3.1.4

¹ Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2022.

² IFRS 2 value from the performance share plan granted on June 13, 2022 as Deputy Chief Executive Officer.

For information, Philippe Oliva received during the fiscal year 2022 in relation to his employment agreement until June 13, 2022, a fixed salary amounting to € 119,532 and a variable compensation of € 259,375.

He benefited, in relation to his employment contract from the mandatory pension schemes, the collective life, disability and

health insurance schemes on the same terms as the employees. The annual employer's contribution in respect of the life and disability scheme amounts to € 895. The annual employer's contribution in respect of the healthcare plan stands at € 896. The benefit in kind related to the use of the Company car is assessed to € 1,305.

Pay ratio and other indicators

Information provided in the table below has been prepared in accordance with AFEP-MEDEF guidelines updated in February 2021.

The scope and the methodology used are detailed into the "Pay ratio and other indicators" section relating to the Chairman of the Board of Directors (see paragraph 4.3.2.2).

Pay ratio for the Deputy Chief Executive Officer	2022	2021	2020	2019
Evolution (in %) of the compensation of the Deputy CEO ¹	n/a	n/a	n/a	n/a
Evolution (in %) of the average compensation of the employees ²	8.4%	n/a	n/a	n/a
Pay ratio on employees' average compensation	12.0	n/a	n/a	51.1
Evolution of the ratio (in %) compared to the previous year	n/a	n/a	n/a	n/a
Pay ratio on employees' median compensation	15.5	n/a	n/a	65.7
Evolution of the ratio (in %) compared to the previous year	n/a	n/a	n/a	n/a
Company performance				
Profitability: Group's operating margin as a percentage of its revenue	3.1%	3.5%	9.0%	10.3%
Value creation: annual change in the 3-year moving average of the enterprise value compared to the previous year.	-37.1%	-16.4%	-10.8%	6.6%*

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

¹ Due to the appointment on June 14, 2022 of Philippe Oliva, his compensation was annualized in this table. It corresponds to the sum of his annual fixed salary (€ 600,000) and annualized fringe benefits (€ 11,247) and the value of the performance shares granted during the year as disclosed in AMF Table 1 in the same paragraph. The comparison is only presented with 2019, the only year among the last 5 years during which the position of Deputy Chief Executive Officer existed within the Company.

² As the Company does not employ any employees, there is no need to present the ratios provided for in article L. 22-10-9 I 6° of the French Commercial Code on the basis of the scope of "employees of the Company". As an alternative, this table presents the pay ratio on the basis of a scope deemed representative by the Company.

4.3.2.6 Compliance of total compensation of Company executive officers with the AFEP-MEDEF Code recommendations

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

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

4.3.2.7 Detail of compensation, due or paid to the Company officers by the Company and its subsidiaries – AMF Tables n°1 & 2

AMF Table n°1 (in €)	2022	2021
Bertrand Meunier, Chairman of the Board of Directors from November 1, 2019		
Due remuneration for the relevant year	400,000	400,000
Value of options granted during the year	-	-
Value of performance shares granted during the year	-	-
Total	400,000	400,000
Rodolphe Belmer, CEO from January 1, 2022 to July 13, 2022		
Due remuneration for the relevant year ¹	3,054,667	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	1,226,709	-
Total	4,281,376	-
Nourdine Bihmane, Deputy CEO from June 14, 2022 to July 12, 2022 and CEO from July 13, 2022		
Due remuneration for the relevant year ²	830,463	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	186,966	-
Total	1,017,429	-
Philippe Oliva, Deputy CEO from June 14, 2022		
Due remuneration for the relevant year	658,665	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	186,966	-
Total	845,631	-

1 Including the severance indemnity of € 1.8 million subject to the approval of the Annual General Meeting called to approve the financial statements for financial year 2022.

2 Including an impatriation gross allowance of € 164,773, as decided by the Board of Directors on December 15, 2022.

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

granted correspond to a historical value on the grant date calculated for accounting purposes. This value does not represent a current market value nor the actual value that may be received by the beneficiary upon vesting provided that the performance shares or the stock-options finally vest.

AMF Table n°2 (in €)	2022	2021		
	Due	Paid	Due	Paid
Bertrand Meunier, Chairman of the Board of Directors from November 1, 2019				
Fixed remuneration	400,000	400,000	400,000	400,000
Variable remuneration	-	-	-	-
Exceptional remuneration	-	-	-	-
Director compensation	-	-	-	-
Fringe benefits	-	-	-	-
Total	400,000	400,000	400,000	400,000
Rodolphe Belmer, CEO from January 1, 2022 to July 13, 2022				
Fixed remuneration	642,857	642,857	-	-
Variable remuneration	600,000	-	-	-
Exceptional remuneration ¹	1,800,000	-	-	-
Director compensation	-	-	-	-
Fringe benefits	11,810	11,810	-	-
Total	3,054,667	654,667	-	-
Nourdine Bihmane, Deputy CEO from June 14, 2022 to July 13, 2022 and CEO since July 13, 2022				
Fixed remuneration ²	494,318	494,318	-	-
Variable remuneration	322,955	-	-	-
Exceptional remuneration	-	-	-	-
Director compensation	-	-	-	-
Fringe benefits	13,190	13,190	-	-
Total	830,463	507,508	-	-
Philippe Oliva, Deputy CEO since June 14, 2022				
Fixed remuneration	329,545	329,545	-	-
Variable remuneration	322,955	-	-	-
Exceptional remuneration	-	-	-	-
Director compensation	-	-	-	-
Fringe benefits	6,165	6,165	-	-
Total	658,665	335,710	-	-

1 Severance indemnity subject to the approval of the Annual General Meeting called to approve the financial statements for financial year 2022.

2 Including an impatriation gross allowance of € 164,773, as decided by the Board of Directors on December 15, 2022.

4.3.2.8 AMF Table 11

Company corporate officers	Employment contract	Supplementary pension plan	Payments or benefits effectively or potentially due in the event of termination or change of position	Non-compete payment clause
Bertrand Meunier Chairman	No	No	No	No
Rodolphe Belmer CEO until July 13, 2022	No	No	Yes	Yes
Nourdine Bihmane Deputy CEO from June 14, 2022 and CEO from July 13, 2022	No ¹	No	No	Yes
Philippe Oliva Deputy CEO from June 14, 2022	No ²	No	No	Yes

1 In accordance with the recommendations of the AFEP-MEDEF Code, Mr. Nourdine Bihmane has no longer an employment contract on the date of his appointment as Deputy Chief Executive Officer by the Board of Directors on June 13, 2022.

2 In accordance with the recommendations of the AFEP-MEDEF Code, Mr. Philippe Oliva has no longer an employment contract on the date of his appointment as Deputy Chief Executive Officer by the Board of Directors on June 13, 2022.

4.3.3 Performance share plans and stock subscription or purchase option plans [GRI 102-35]

4.3.3.1 Past grants of Performance Shares – AMF Table 10

The outstanding 2,279,353 rights to performance shares reported hereafter represented 2.05% of Atos SE's share capital as of December 31, 2022.

	Plan dated 07/24/2019	Plan dated 10/23/2019	Plan dated 07/24/2020	Plan dated 07/27/2021	Plan dated 05/18/2022	Plan dated 05/18/2022	Plan dated 06/18/2022
General Meeting authorization date	04/30/2019	04/30/2019	06/16/2020	05/12/2021	05/18/2022	05/18/2022	05/18/2022
Board of Directors meeting date	07/24/2019	10/23/2019	07/24/2020	07/27/2021	05/18/2022	05/18/2022	06/13/2022
Number of beneficiaries	1,249	1	1,155	1,004	12	1,027	2
Total number of granted perf. shares	907,500	12,000	870,630	862,100	313,500⁴	929,055	39,000
<i>Of which to the executive officers</i>	<i>56,200</i>	<i>-</i>	<i>28,000</i>	<i>-</i>	<i>99,000</i>	<i>-</i>	<i>39,000</i>
<i>Chairman and CEO: Thierry Breton</i>	<i>40,300</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Deputy CEO: Élie Girard¹</i>	<i>15,900</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>CEO: Élie Girard¹</i>	<i>-</i>	<i>-</i>	<i>28,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>CEO: Rodolphe Belmer¹</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>99,000</i>	<i>-</i>	<i>-</i>
<i>Deputy CEO: Nouridine Bihmane²</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>19,500</i>
<i>Deputy CEO: Philippe Oliva²</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>19,500</i>
Vesting date	07/25/2022	10/23/2022	07/24/2023	07/29/2024	05/18/2025	05/18/2024 and 05/18/2025	06/18/2025
End of holding period	07/25/2022	10/23/2022	07/24/2023	07/29/2024	05/18/2025	05/18/2024 and 05/18/2025	06/18/2025
Performance conditions	Yes	Yes	Yes	Yes	Yes	No for 2024 Yes for 2025	Yes
Achievement of performance conditions	Partially	Partially	Partially	-	-	-	-
Number of vested shares, as at Dec. 31, 2022	187,463	2,880	1,500³	-	-	-	-
Number of shares cancelled, as at Dec. 31, 2022	720,037	9,120	292,380	210,288	157,500	70,264	-
Outstanding performance shares, as at Dec. 31, 2022	-	-	573,750	651,812	156,000	858,791	39,000

1 Following the departure of Mr. Elie Girard on October 22, 2021, all performance shares granted under the 2019 plan and 2020 plan for Elie Girard were forfeited. The performance shares granted to Mr. Rodolphe Belmer under the May 18, 2023 plan were forfeited following his departure on July 12, 2022.

2 Messrs. Bihmane and Oliva were awarded of performance shares under their employment contracts prior to their appointment as corporate officers.

3 Shares acquired in advance following death or disability.

4 Number of shares in case of superperformance and achievement of 130% of performance targets.

4 Corporate Governance

Compensation and stock ownership of Company officers

The characteristics of the French plan and the International plan implemented each year are identical in all respects (same acquisition dates). The calculation of the level of performance achieved was validated by the Board of Directors on February 25, 2022 on the basis of the 2021 results.

Performance conditions	Plan dated 07/24/2019*	Plan dated 10/23/2019*
Average of the External Revenue Organic growth rates over 3 years (2019-2021)	Below the threshold set by the Board of Directors	
And		
Average Operating Margin over 3 years (2019-2021)	Below the threshold set by the Board of Directors	
And		
Cumulated amount of FCF at the end of the 3-year plan (end of 2021)	Below the threshold set by the Board of Directors	
And		
External CSR criteria	The average of Atos' annual DJSI (World or Europe) results vs. other companies, over the 3-year period is above the 90 th percentile.	
Years in question	2019, 2020 and 2021	

* The performance conditions of the 2019 performance share plans have been adjusted for all beneficiaries, with the exception of the Group Chief Executive Officer and Chief Financial Officer, who took office on July 16, 2021, date of the Board of Directors' decision.

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

Plan dated 07/24/2019	30%
Plan dated 10/23/2019	30%

Performance conditions	Plan dated 07/24/2020	Plan dated 07/27/2021	Plans dated 05/18/2022 and 06/13/2022
Average of the External Revenue Organic growth rates over the 3-year period (for the plan dated July 24, 2020, July 27, 2021 and 2022 Plans)			
Average rate of Operating Margin over the 3-year period			
Cumulated amount of Free Cash Flow at the end of the 3-year period (for the plan dated July 24, 2020), and cumulated free cash flow (2022 plans) Or Average of the Operating Margin conversion rates to Free Cash Flow over the 3-year period (for the plan dated July 27, 2021)	Adjusted targets based on the initial guidance for 2022	In line with the Group's new 2022 and 2023 financial targets presented to the market on June 14, 2022.	In line with the Group's new 2022 and 2023 financial targets presented to the market on June 14, 2022.
Average of the yearly Atos scores in the DJSI (World or Europe) compared to other companies over the 3-year period	The relative average of ranks awarded: Floor: 70 th percentile Target: 80 th percentile Cap: 90 th percentile	Floor: 70 th percentile Target and Cap: 85 th percentile	
Percentage of CO ₂ emissions variation per € million revenue (tCO ₂ /M€) over the 3-year period	Floor: 0% Target: -10% Cap: -15%	Floor vs 2020 : -15% Target vs 2020 : -21% Target vs 2020 : -25%	Floor : -31.9% Target and Cap : -34.1%

Performance conditions	Plan dated 07/24/2020	Plan dated 07/27/2021	Plans dated 05/18/2022 and 06/13/2022
Relative* stock market performance of the Atos share over the 3-year period (2022-2024) compared to the median of the stock market performance of a basket made of industry competitor			Floor : 100% Target : 110% Cap : 125%
Period in question	2020-2022	2021-2023	2022 -2024

* This criterion applies only to Plan 1 on May 18 and June 13, 2022.

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

Each performance indicator conditions a percentage of the initial grant. Elasticity curves accelerate upwards and downwards the percentage of the grant related to each performance indicator according to its level of achievement over the 3-year period. Thus, the percentage of vested shares depends on the "Average acquisition rate" calculated according to the level of achievement of each performance indicator and its weighting. The percentage of vested shares is capped at 100%.

	Performance indicator	Weight	% of the grant according to the achievement level		
Plan dated 07/24/2020	Average of the External Revenue Organic growth rates over 3 years (2020-2022) ("A")	30%	Floor	-3.3%	30%
			Target	-2.6%	100%
			Cap	-2.1%	150%
	Average rate of Operating Margin over 3 years (2020-2022) ("B")	25%	Floor	5.2%	50%
			Target	5.5%	100%
			Cap	5.8%	130%
	Cumulated amount of Free Cash Flow at the end of the 3-year period (in 2022) ("C")	25%	Floor	€-119M	50%
			Target	€ 134M	100%
			Cap	€ 267M	130%
	Percentage of CO ₂ emissions variation per € million revenue (tCO ₂ /M€) over the 3-year period (2020-2022) ("D")	10%	Floor	0%	50%
Target			-10%	100%	
Cap			-15%	150%	
Average of the yearly Atos scores in the DJSI (World or Europe) compared to other companies over the 3-year period ("E")	10%	Floor	70 th percentile	50%	
		Target	80 th percentile	100%	
		Cap	90 th percentile	150%	
A * 30% + B * 25% + C * 25% + D * 10% + E * 10% = Average acquisition rate <i>(The average acquisition rate may not exceed 100%)</i>					

4 Corporate Governance

Compensation and stock ownership of Company officers

	Performance indicator	Weight	% of the grant according to the achievement level		
Plan dated 07/27/2021	Average of the External Revenue growth rates at constant currency over 3 years (2021-2023) ("A")	30%	Floor	-2.9%	30%
			Target	-2.4%	100%
			Cap	-1.9%	150%
	Average rate of Operating Margin over 3 years (2021-2023) ("B")	25%	Floor	3.3%	50%
			Target	3.6%	100%
			Cap	3.9%	130%
	Average of the Operating Margin conversion rates to Free Cash Flow over 3 years (2021-2023) ("C")	25%	Floor	-142.5%	50%
			Target	-141%	100%
			Cap	-139.5%	130%
	Percentage of CO ₂ emissions variation per € million revenue (tCO ₂ /M€) over the 3-year period ("D")	10%	Floor	-15% v. 2020	50%
Target			-21% v. 2020	100%	
Cap			-25% v. 2020	150%	
Average of the yearly Atos scores in the DJSI (World or Europe) compared to other companies over the 3-year period ("E")	10%	Floor	70 th percentile	50%	
		Target	80 th percentile	100%	
		Cap	90 th percentile	150%	
$A * 30\% + B * 25\% + C * 25\% + D * 10\% + E * 10\% = \text{Average acquisition rate}$ <i>(The average acquisition rate may not exceed 100%)</i>					

	Performance indicator	Weight	% of the grant according to the achievement level		
			Floor	Target	Cap
Plan 1 dated 05/18/2022 and 06/13/2022	Relative stock market performance of the Atos share over the 3-year period (2022-2024) compared to the median of the stock market performance of a basket made of industry competitors ("A")	20%	Floor	100%	65%
			Target	110%	100%
			Cap	125%	130%
	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024) ("B")	20%	Floor	-1.2%	30%
			Target	-0.7%	100%
			Cap	-0.22%	150%
	Average of the Operating Margin % over the 3-year period (2022-2024) ("C")	20%	Floor	3.9%	50%
			Target	4.4%	100%
			Cap	5.4%	130%
	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024) ("D")	20%	Floor	-2,045	50%
			Target	-1,704	100%
			Cap	-1,227	130%
Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024) ("E")	10%	Floor	70 th percentile	50%	
		Target	85 th percentile	100%	
% of reduction of CO ₂ emissions (in tCO ₂ e) at the end of 2024 (vs. baseline 2021), with a target of -34.1% (full scopes 1.2 and 3 according to SBTi net zero requirements) ("F")	10%	Floor	-31.9% vs 2021	50%	
		Target	-34.1% vs 2021	100%	

A * 20% + B * 20% + C * 20% + D * 20% + E * 10% + F * 10% = Average Acquisition Rate
(The average acquisition rate may not exceed 130% except for the corporate officers whose acquisition rate may not exceed 100%)

4 Corporate Governance

Compensation and stock ownership of Company officers

	Performance indicator	Weight	% of the grant according to the achievement level	Performance indicator	Weight	
Plan 2 du 18 mai 2022	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024) ("A")	25%	Floor	-1.2%	30%	
			Target	-0.7%	100%	
			Cap	-0.22%	150%	
	Average of the Operating Margin % over the 3-year period (2022-2024) ("B")	25%	Floor	3.9%	50%	
			Target	4.4%	100%	
			Cap	5.4%	130%	
	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024) ("C")	25%	Floor	-2,045	50%	
			Target	-1,704	100%	
			Cap	-1,227	130%	
	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024) ("D")	12.5%	Floor	70 th percentile	50%	
			Target	85 th percentile	100%	
	% of reduction of CO ₂ emissions (in tCO ₂ e) at the end of 2024 (vs. baseline 2021), with a target of -34.1% (full scopes 1.2 and 3 according to SBTi net zero requirements) ("E")	12.5%	Floor	-31.9% vs 2021	50%	
			Target	-34.1% vs 2021	100%	
	$A * 25\% + B * 25\% + C * 25\% + D * 12.5\% + E * 12.5\% = \text{Average acquisition rate}$ <i>(The average acquisition rate may not exceed 100%)</i>					

4.3.3.2 Adjustment of financial targets for the 2020 and 2021 performance share plans

The financial performance targets presented of the performance share plan on July 24, 2020 have been adjusted by the Board of Directors on the recommendation of the Remuneration Committee, in line with the initial guidance for 2022.

At its meeting on July 26, 2022, the Board of Directors decided, on the recommendation of the Remuneration Committee, to modify the financial targets due for the 2021

performance share plan. The objective of this review was above all to take into account the attrition risks of the Group's executives but also to align this plan with the new financial objectives for 2022 and 2023. Indeed, new financial targets for 2022 were communicated by the Company to the market on June 14, 2022. The non-financial objectives have been maintained for all beneficiaries.

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

The performance conditions related to the performance share plan dated July 24, 2020 are based on indicators measured over three years. The performance conditions of these plans were partially met, with an acquisition rate of 92.53% of the

performance shares. The shares were definitively acquired subject to meeting the condition of presence ending July 24, 2023.

Based on 3-year targets

Based on 3-year targets	
Group external revenue organic growth	2020 - 2022
Objective achievement (%)	-2.4%
Criterion completion	Above target
Group operating margin	2020 - 2022
Objective achievement (%)	5.2%
Criterion completion	Below target
Group cumulated free cash flow	2020 - 2022
Objective achievement	€-31M
Criterion completion	Below target
External performance condition linked to the social and environmental performance	2020 - 2022
Objective achievement	>90 percentile
Criterion completion	Above Cap
Internal performance condition linked to the social and environmental performance	2020 - 2022
Objective achievement (%)	-11%
Criterion completion	Above target
Achievement of performance conditions	Partially (92.53%)

Stock option plan

The external performance condition related to the stock options plan dated July 24, 2019 is based on an indicator measured over a 3-year period ending on June 30, 2022. Its achievement rate was recorded at the end of the first half of 2022 and approved by the Board of Directors on July 26, 2022. The performance condition of the subscription or share purchase option plan of July 24, 2019 was not met, with an acquisition rate of 0% of the subscription or share purchase options, the stock-options granted under this plan were forfeited.

2021 and 2022 Performance share plans

The performance conditions related to the performance share plan dated July 27, 2021 are based on indicators measured over a 3-year period. The achievement rates of these indicators as well as final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2023.

Similarly, the performance conditions related to the performance share plans dated May 18, and June 13, 2022 are based on indicators measured over a 3-year period. Achievement rates of these indicators as well as final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2024.

4 Corporate Governance

Compensation and stock ownership of Company officers

4.3.3.4 Performance shares granted to or became available for Company officers during the year – AMF Tables No. 6 and No. 7

During fiscal year 2022, Rodolphe Belmer as Chief Executive Officer, Nourdine Bihmane as Chief Executive Officer and

Philippe Oliva as Deputy as Chief Executive Officer, benefit from the grant of performance shares.

AMF Table 6	Plan date	Plan	Number of shares	Vesting Date	Availability Date
Rodolphe Belmer ²	May 18, 2022	Plan n°1 ¹	99,000	May 18, 2025	May 18, 2025
Nourdine Bihmane	June 13, 2022	Plan n°1 ¹	19,500 ³	June 18, 2025	June 18, 2025
Philippe Oliva	June 13, 2022	Plan n°1 ¹	19,500 ⁴	June 18, 2025	June 18, 2025

¹ As a reminder, all the shares granted under plan 1 are subject to the performance conditions described above in 4.3.2.

² The performance shares granted to Rodolphe Belmer will not be delivered to him at the end of the vesting period. Rodolphe Belmer left the Company on July 13, 2022 and therefore will not meet the continued employment presence condition.

³ In his capacity as an employee, Nourdine Bihmane benefited on May 18, 2022, from a grant of 15,000 shares under Plan n°1 and 15,000 shares under Plan n°2.

⁴ In his capacity as an employee, Philippe Oliva benefited on May 18, 2022, from a grant of 15,000 shares under Plan n°1 and 15,000 shares under Plan n°2.

During 2022, the performance shares granted on July 24, 2019 became definitively vested and available during the year. The performance conditions of the plan indicated below are summarized in the paragraph above "History of performance share grants".

Rodolphe Belmer, Nourdine Bihmane and M. Philippe Oliva did not acquire any performance shares during the fiscal year 2022 in their capacity respectively as Chief Executive Officer and Deputy Chief Executive Officer.

Tableau AMF n° 7	Plan Date	Number of shares available during the financial year	Vesting date	Acquisition date
Rodolphe Belmer	July 24, 2019	Not applicable	Not applicable	Not applicable
Nourdine Bihmane	July 24, 2019	960*	July 25, 2022	July 25, 2022
Philippe Oliva	July 24, 2019	Not applicable	Not applicable	Not applicable

* The performance shares delivered to Mr Bihmane were awarded under his employment contract.

4.3.3.5 Past awards of subscription or purchase options – AMF Table 8

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

	Plan dated 07/24/2019
General Meeting authorization date	04/30/2019
Board of Directors meeting date	07/24/2019
Number of beneficiaries	23
Total number of granted options	209,200
Of which to the executive officers	56,200
Chairman and CEO: Thierry Breton	40,300
Deputy CEO: Élie Girard	15,900
Start date of exercise period	07/25/2022
End date of exercise period	07/24/2029
Strike price	€ 79.86
Number of options exercised as at Dec. 31, 2022	-
Number of options cancelled or expired as at Dec. 31, 2022	209,200
Outstanding options as at Dec. 31, 2022	0

The performance condition of the subscription or share purchase option plan of July 24, 2019 was not met, with an acquisition rate of 0% of the subscription or share purchase options. The stock-options granted under this plan were forfeited.

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

Indicator

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

* Basket: 20% CAC40 index + 20% STOXX Europe 600 Technology index + 10% IBM + 10% DXC + 10% Capgemini + 10% Accenture + 10% Sopra Steria + 10% CGI Group

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

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

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

4.3.3.6 Stock options granted to, or exercised by, the Company executive officers during the year – AMF Tables 4 and 5

During 2022, the Executive Officers were not granted any options to purchase or subscribe shares of the Company. In addition, they did not hold any exercisable options on December 31, 2022.

4.3.3.7 Stock options granted to the top ten employees who are not Company officers, and stock options exercised by them, during the year – AMF Table 9

During 2022, the employees were not granted any options to purchase or subscribe shares of the Company. The employees did not hold any exercisable options in 2022.