

Negotiable Medium Term Notes

(Negotiable European Medium Term Notes - NEU MTN)¹

Trade name of the notes defined in article D.213-1 of the French monetary and financial code

Not guaranteed programme

INFORMATION MEMORANDUM	
Name of the programme	ATOS SE, NEU MTN (Programme ID 2188)
Name of the issuer	ATOS SE
Type of programme	NEU MTN
Writing language	English
Programme size	600 000 000 EURO
Guarantor(s)	Not applicable
Rating(s) of the programme	Not rated
Arranger(s)	
Introduction advisor	Not applicable
Legal advisor	Not applicable
Issuing and paying agent(s) (IPA)	SOCIETE GENERALE
Dealer(s)	BNP PARIBAS BRED-BANQUE POPULAIRE CREDIT AGRICOLE CIB CREDIT INDUSTRIEL ET COMMERCIAL NATIXIS SOCIETE GENERALE
Date of the information memorandum (dd/mm/yyyy)	29/07/2021

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

BANQUE DE FRANCE
Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
S2B-1134 Service des Titres de Créances Négociables (STCN)
39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

Avertissement : cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

<https://www.banque-france.fr/politique-monetaire/surveillance-et-developpement-des-financements-de-marche-marche-neu-cp-neu-mtn/le-marche-des-titres-negociables-court-et-moyen-terme-neu-cp-neu-mtn>

Information marked « Optional » may not be provided by the issuer because French regulations do not require it

1. DESCRIPTION OF THE ISSUANCE PROGRAMME

Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments

1.1	Name of the programme	ATOS SE, NEU MTN (Programme ID 2188)
1.2	Type of programme	NEU MTN
1.3	Name of the issuer	ATOS SE
1.4	Type of issuer	Non-financial company under the conditions set out in art. L 213-3.2 of the French Monetary and Financial Code
1.5	Purpose of the programme	General corporate purposes
1.6	Programme size (maximum outstanding amount)	600 000 000 EURO six hundred million EURO or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.7	Form of the notes	Notes of the programme are issued in bearer form and recorded in the books of authorized intermediaries (book entry system) in accordance with French laws and regulations
1.8	Yield basis	Compensation type(s) : Unrestricted Compensation rules(s) : However, the Issuer shall inform the Banque de France of any remuneration linked to an index or which varies in accordance with an index clause and if that index or index clause does not refer to a usual interbank market, money market or bond market rate. The rates of the NEU MTN may be negative depending on the fixed rates or on the evolution of the usual money market indices applicable to the calculation of the remuneration. The principal amount of the securities issued under this programme will be redeemed unconditionally at par. For issues including an option of redemption or early repayment, the yield conditions of the NEU MTNs shall be set at the time of the initial issue and cannot be subsequently modified, especially when exercising the options of redemption or early repayment.
1.9	Currencies of issue	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.10	Maturity	The term (maturity date) of the NEU MTNs shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the medium-term note shall not be shorter than one year (365 days or 366 days in a leap year), from the issue date. 1-NEU MTNs issued under the Programme may carry one or more embedded option(s) of repurchase (hold by either the Issuer or the holder, at its sole discretion) or linked to one or several events not related with either the Issuer of the holder. 2-NEU MTNs issued under the Programme may be redeemed before maturity in accordance with French laws and regulations. Any option of redemption or early repayment of the NEU MTNs shall be, if any, specified in the confirmation for any related issue of Notes. In any case, the overall maturity of any NEU MTN including one or several of such options shall always – all options of redemption or early repayment included – comply with the laws and regulations in force in France at the time of the issuance.
1.11	Minimum issuance amount	200 000 EURO or any other amount above the stated value (or equivalent amount in the relevant foreign currency)

1.12	Minimum denomination of the notes	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	Status of the notes	Senior Unsecured
1.14	Governing law that applies to the programme	NEU MTNs issued under the Programme are governed by French law. All potential disputes related to the issuance of the NEU MTNs shall be governed and construed according to French law.
1.15	Listing of the notes/Admission to trading on a regulated market	No
1.16	Settlement system	NEU MTNs will be issued in Euroclear France
1.17	Rating(s) of the programme	Not rated
1.18	Guarantor	Not applicable
1.19	Issuing and Paying Agent(s) (IPA) - exhaustive list -	SOCIETE GENERALE
1.20	Arranger	
1.21	Placement method	<p>Dealer(s) :</p> <p>BNP PARIBAS BRED-BANQUE POPULAIRE CREDIT AGRICOLE CIB CREDIT INDUSTRIEL ET COMMERCIAL NATIXIS SOCIETE GENERALE</p> <p>The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer</p>
1.22	Selling restrictions	Optional
1.23	Taxation	The Issuer is not committed to indemnify any holder of the NEU MTNs in case of taxes which are payable under French law and any foreign law in respect of the principal of, or the interest on, the NEU MTNs, except for any stamp or registration taxes payable by the Issuer under French law.
1.24	Involvement of national authorities	Banque de France
1.25	Contact(s)	matthieu.pennec@atos.net Tel: +41 22 716 01 39 christophe.huber@atos.net Tel: +41 22 716 01 31
1.26	Additional information on the programme	Optional
1.27	Language of the information memorandum which prevails	English

2 DESCRIPTION OF THE ISSUER

Article D. 213-9, 2° of the French monetary and financial code and Article 7, 3° of the Order of 30 May 2016 and subsequent amendments

2.1	Legal name	ATOS SE
2.2	Legal form/status, governing law of the issuer and competent courts	<p>Legal form/status : European company (with executive board)</p> <p>Governing law of the issuer : Non-financial company under the conditions set out in art. L 213-3.2 of the French Monetary and Financial Code</p> <p>Additional information regarding the governing law : The Company is a Societas Europaea governed by the laws and regulations in force and by its articles of association.</p> <p>The main center of interests of the Company is located in Bezons (FRANCE).</p> <p>Competent courts : The courts of law which have jurisdiction over the issuer's activities for such matters shall be exclusively governed by and construed in accordance with the laws of France and shall be subject to the competent courts of law within the jurisdiction of the Paris Court of Appeal.</p>
2.3	Date of incorporation	02/03/1982
2.4	Registered office or equivalent (legal address) and main administrative office	<p>Registered office : 80 quai voltaire 95870 BEZONS FRANCE</p>
2.5	Registration number, place of registration and LEI	<p>Registration number : 323 623 603</p> <p>LEI : 5493001EZOOA66PTBR68</p>

2.6	Issuer's mission summary	<p>The Company's purpose in France and elsewhere is as follows:</p> <ul style="list-style-type: none"> - The processing of information, systems engineering, studies, advice and assistance notably in the finance and banking sectors; - the research into, study, realization and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, on-line and office automation systems - it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances; - and more generally any commercial, industrial, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above mentioned purposes. <p>The "raison d'être" (new art 2 of the articles of association) of the Company is as follows: "Atos's mission is to help design the future of the information technology space. Its services and competences are underpinned by excellence in the advance of scientific and technological knowledge and research and in its commitment to learning and education. Across the world Atos enables its customers and all who live and work in the industry, to grow and prosper in a safe, secure and sustainable environment."</p>
2.7	Brief description of current activities	<p>Atos is a global leader in digital transformation with 105,000 employees and annual revenue of over € 11 billion. European number one in cybersecurity, cloud and high-performance computing, the Group provides tailored end-to-end solutions for all industries in 71 countries. A pioneer in decarbonization services and products, Atos is committed to a secure and decarbonized digital for its clients. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos and Atos Syntel. Atos is a SE (Societas Europaea), listed on the CAC40 Paris stock index.</p> <p>For more information, see pages 3 to 39 of the 2020 Universal Registration Document (1 Group Overview) - available in Appendice II -.</p>
2.8	Capital	<p>109,993,166.00 EURO</p> <p>Decomposition of the capital : As of May 12, 2021, the share capital is divided into one hundred and nine million two hundred and fourteen thousand nine hundred fourteen (109,993,166) shares of one (1) Euro par value each.</p>
2.8.1	Amount of capital subscribed and fully paid	109,993,166.00 EURO
2.8.2	Amount of capital subscribed and not fully paid	Not applicable
2.9	List of main shareholders	<p>References to the relevant pages of the annual report or reference document : p 383 of 2020 Universal Registration Document as of 7th of April 2021 Data about shareholders below as of 1st of July 2021</p> <p>Shareholders : Siemens (9.96 %) Blackrock Inc (5.92 %)</p>


2.10	Regulated markets on which the shares or debt securities of the issuer are listed	<p>Regulated markets on which the shares are listed : As mentioned on page 382 of the 2020 Universal Registration Document - available in Appendice II -, the Company is listed on the Euronext Paris regulated market (Compartment A). Link Euronext: https://live.euronext.com/fr/product/equities/FR0000051732-XPAP</p> <p>Regulated markets on which the debt securities are listed : Euronext Paris Admission on 07/11/2018 Amount: 350 000 000,00 EUR ISIN FR0013378460 - Name ATOS2.5%07NOV2028 Link Euronext: https://live.euronext.com/fr/product/bonds/fr0013378460-xpar/atos2.5%20nov2028/atoaf</p> <p>Longest-Last Maturity Date for debt securities listed on the Regulated Market : 07/11/2028</p>
2.11	Composition of governing bodies and supervisory bodies	<p>References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided :</p> <p>Information regarding the members of the Board of Directors is to be found pages 98 to 117 (4.2.3) of the 2020 Universal Registration Document - available in Appendice II -.</p> <p>Additional details regarding the Management: 31/12/2020: Information regarding the Management and organization is to be found from pages 15 to 16 (1) of the 2020 Universal Registration Document - available in Appendice II -:</p> <p>(i) Page 15 (1): Organization Chart of the Group General Management Committee (GMC); (ii) Pages 16 (1): Group General Management Committee brief introduction to the functions of each member</p>
2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	Accounting method for consolidated accounts : IFRS
2.13	Accounting year	Starting on 01/01 ending on 31/12
2.13.1	Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts	12/05/2021
2.14	Fiscal year	Starting on 01/01 ending on 31/12
2.15	Auditors of the issuer, who have audited the issuer's annual accounts	
2.15.1	Auditors	<p>Holder(s) : Cabinet DELOITTE & Associés Tour Majunga-la-Défense Cedex FR, 6 Place de la Pyramide 92908 Paris La Défense</p> <p>Cabinet GRANT THORNTON 29, rue du Pont, CS 20070, 92578 Neuilly-sur-Seine</p>

2.15.2	Auditors report on the accuracy of the accounting and financial information	<p>2019</p> <p>(i) Statutory auditors' report on the Company's financial statements for the year ended December 31, 2019 is to be found pages 255 to 258 (E.5.1) of the 2019 Universal Registration Document - available in Appendice II ;</p> <p>(ii) Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2019 is to be found pages 181 to 187 (E.4.1) of that document</p> <p>2020</p> <p>(i) Statutory auditors' report on the Company's financial statements for the year ended December 31, 2020 is to be found pages 334 to 337 (6.2) of the 2020 Universal Registration Document - available in Appendice II ;</p> <p>(ii) Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2020 is to be found pages 260 to 265 (6.1) of that document.</p> <p>On the 1st April 2021 the issuer published the following: "the statutory auditors issued today a qualified opinion due to a limitation of scope as to two US legal entities representing 11% of 2020 consolidated revenue that require additional diligences.</p> <p>For the sake of clarity, except for the qualification below, the Group consolidated financial statements are audited and the financial statements released on February 18, 2021 are unchanged. As of today, the Group has not identified misstatements on the two US entities that are material for the consolidated financial statements.</p> <p>The text of the qualification is as follows:</p> <p><i>As part of our audit, we have identified in two US entities (Atos IT Solutions and Services Inc. and Atos IT Outsourcing Services LLC) several matters relating to internal control weaknesses over financial reporting process and revenue recognition in accordance with IFRS 15 leading to several accounting errors, as well as risk of override of controls in this respect.</i></p> <p><i>The turnover and the operating margin of those two entities represent about 11% of consolidated turnover and about 9% of consolidated operating margin.</i></p> <p><i>As a result of the situation described above, the Group management hired external firms to perform additional works to obtain the necessary evidence that the financial reporting of these US entities is free of material misstatements and an independent forensic investigation.</i></p> <p><i>Despite the additional audit procedures that we have carried out in those circumstances, we were not able to perform within the timeframe the necessary work to obtain sufficient appropriate audit evidence in respect of revenue recognition or other related account balances of these two US entities and on the absence of material misstatements for the consolidated financial statements.</i></p> <p>Atos is committed to the highest standards and the Group is strongly enhancing its preventive controls and processes through a comprehensive action plan."</p>
2.16	Other equivalent programmes of the issuer	N/A
2.17	Rating of the issuer	STANDARD AND POOR'S INTERNATIONAL : spglobal.com/ratings/en/register
2.18	Additional information on the issuer	Optional

3. CERTIFICATION OF INFORMATION

Articles D. 213-5 et D. 213-9, 4° of the French monetary and financial code and subsequent amendments

Certification of information of the issuer ATOS SE

3.1	Person(s) responsible for the information memorandum concerning the programme of NEU MTN for the issuer	Mr - Matthieu - Pennec - Group Treasury Cash Manager - Atos SE
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of NEU MTN for the issuer	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information
3.3	Date (DD/MM/YYYY), place of signature, signature	29/07/2021 Nicolas DERUAZ Group Senior Vice President Treasury and Credit Management 

APPENDICES

Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request

Appendice 1	Documents available to the shareholders annual general meeting or the equivalent²	<p><u>Annual general meeting 2021</u> Universal Registration Document for the financial year ended 31/12/2020</p> <p><u>Annual general meeting 2020</u> Universal Registration Document for the financial year ended 31/12/2019</p>
Appendice 2	Universal Registration Document Year 2021	https://eucpmtn.banque-france.fr/neusgate/api/public/document/5060
Appendice 3	Universal Registration Document Year 2020	https://eucpmtn.banque-france.fr/neusgate/api/public/document/5061

For any NEU MTN issued under the Programme for an amount equal to or greater than fifty million euros the following specific additional conditions will apply: "Each noteholder may, upon written notice delivered to the Issuer, copied to the Paying Agent, cause, all but not some only of the Notes to become immediately due payable at their principal amount together with interest accrued to but excluding the date fixed for early redemption, if the following events shall have occurred and be continuing:

(a) the Issuer fails to pay on the due date any amount in respect of any Notes and such default is not remedied within fifteen (15) Business Days as from such due date;

(b) the Issuer fails to perform any of its other obligations under the Conditions and such default is not remedied within thirty (30) Business Days as from the date of receipt by the Issuer of written notice of such default given by any Noteholder;

(c) a default on payment of any of the Indebtedness (as defined below) or of a guarantee of Indebtedness of the Issuer or one of its Material Subsidiaries (as defined below) in an amount equal to at least 20 million euros (or the equivalent in any other currency), on the due date or at the end of any grace period, as the case may be;

(d) upon any Indebtedness or of a guarantee of Indebtedness of the Issuer or one of its Material Subsidiaries being declared due and payable in an amount equal to at least 20 million euros (or its equivalent in any other currency) if such Indebtedness or such guarantee of Indebtedness is not repaid or such early termination is not cancelled, on the day of receipt by the Issuer (with copy to the Paying Agent), of the written notice of such default given by any a Noteholder; or

(e) any Material Subsidiary requests the appointment of a mandataire ad hoc, becomes subject to a conciliation proceeding (procédure de conciliation), or the Issuer or any Material Subsidiary is subject to judicial liquidation (liquidation judiciaire) or the sale of all of its business or of any other equivalent measure or proceeding.

For the purposes of these Conditions: "Group" shall mean the Issuer and its Subsidiaries for the time being. "Indebtedness" means any debt (including in the context of financial lease (credit bail) transactions) arising from the obligation to repay sums borrowed and which gave rise to a contract or any instrument whatsoever. For the avoidance of doubt, "Indebtedness" shall not include supplier credits and intra-Group loans. "Material Subsidiary" means any Subsidiary (as defined below) (i) whose external revenue represents at least 5 per cent. of the consolidated revenue of the Issuer or (ii) whose total assets represent at least 5 per cent. of the consolidated assets of the Issuer, calculated on the basis of the latest financial statements of the Subsidiary and the latest consolidated financial statements of the Issuer. "Subsidiary" means any corporate body or entity within the meaning of Article L.233-1 of the French Code de commerce."

