

INFORMATION ON THE DECISIONS OF THE BOARD OF DIRECTORS' MEETING OF OCTOBER 14, 2024

Following the appointment of Philippe Salle as (i) Chairman of the Board of Directors effective from October 14, 2024, and (ii) Chairman and Chief Executive Officer effective from February 1, 2025, the Board of Directors of Atos SE, meeting on October 14, 2024, decided, on the proposal of the Remuneration Committee, on the elements of the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year, subject to approval of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023 (*say on pay ex ante*).

It is specified that, in respect of his position as Chairman of the Board of Directors and Director from October 14, 2024 to January 31, 2025, Philippe Salle has informed the Board of Directors of his wish not to receive any compensation, either for his mandate as Chairman or as Director.

Compensation policy for the Chairman and Chief Executive Officer with effect from February 1, 2025, in respect of the 2025 financial year, applicable to Philippe Salle

Fixed compensation

Taking into account Philippe Salle's extensive experience in similar high-level roles, along with his demonstrated strategic leadership and operational expertise across multiple industries, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to submit a proposal to the Annual General Meeting, in accordance with Article L. 22-10-8 of the French Commercial Code, to set Philippe Salle's gross fixed annual compensation at €1,200,000 for the 2025 financial year, in respect of his term of office as Chairman and Chief Executive Officer.

This decision reflects the exceptional challenges currently faced by Atos Group and the critical leadership required to navigate these complexities, particularly in the role of Chairman and Chief Executive Officer.

The fixed compensation would be paid on a prorated basis to his time of presence as Chairman and Chief Executive Officer.

Annual variable compensation

The annual variable portion of the Chairman and Chief Executive Officer's compensation has been set by the Board of Directors, on the recommendation of the Remuneration Committee, at 100% of the fixed portion of his annual compensation to be presented to the Annual General Meeting (i.e., €1,200,000 gross), assuming 100% achievement of targets. This portion may increase to a maximum of 150% of this amount (i.e., €1,800,000 gross) if targets are exceeded, with no guaranteed floor.

The Board of Directors will set appropriate and demanding performance conditions for the 2025 annual variable compensation in an upcoming meeting and will disclose such conditions immediately after.

Payment of this compensation will be subject to the approval of the Annual General Meeting, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Multi-year equity-based compensation

The Board of Directors decided, on the recommendation of the Remuneration Committee, to propose to introduce a new conditional long-term variable compensation arrangement.

The purpose of this compensation is to get the Chairman and Chief Executive Officer involved with the long-term performance, fostering share price growth and ensuring alignment with the corporate interest and the shareholders' interests. The Board of Directors considered, on the recommendation of the Remuneration Committee, that the such compensation was an appropriate and proportionate reward in the challenging context of the Group, subject to a demanding performance condition and an extended lock-up period.

The compensation will take the form of a free allocation of performance shares, subject to a condition of continuous presence at each Vesting Date (as defined below), and a performance condition linked to the increase of Atos SE's share price over a four-year period (the "**Performance Share Award**").

- The Performance Share Award will entitle the Chairman and Chief Executive Officer to a number of shares (the "**Total Allocated Shares**") calculated to represent a value of €15.75 million based on the subscription price of the Rights Issue¹ (the "**Initial Share Price**").
- The Performance Share Award will vest (upon which the relevant number of shares will be issued or transferred to the Chairman and Chief Executive Officer) as to a maximum of 33.33% of the Total Allocated Shares on December 31, 2026 (1st vesting date), December 31, 2027 (2nd vesting date), and 33.34 % of the Total Allocated Shares on December 31, 2028 (3rd vesting date) (in each case, a "**Vesting Date**").
- In order for the Chairman and Chief Executive Officer to have 100% of the Total Allocated Shares on December 31, 2028, the share price at that date shall be equal to at least four times the Initial Share Price. The vesting and performance condition are as follows:
 - On each Vesting Date, if the share price (based on the volume weighted average over the previous three months) is below double the Initial Share Price, no shares will vest. If the share price is double the Initial Share Price, 68% of the shares in that tranche will vest. If the share price is three times the Initial Share Price, 80% of the shares in that tranche will vest. If the share price is four times (or more times) the Initial Share Price, 100% of the shares in that tranche will vest.
 - Where the share price on a Vesting Date is between double, three and four times the Initial Share Price, the number of shares in the relevant tranche which vest will be determined on a straight-line basis between 68%, 80% and 100%.
 - Pursuant to a catch-up mechanism, to the extent the first two tranches of the Performance Share Award do not vest to the maximum extent, the unvested portion of shares may vest at the second and third Vesting Dates, provided that, for the second Vesting Date, the share price has increased compared to the first Vesting Date and the above vesting and performance conditions have been reached at the second Vesting Date, and, for the third Vesting Date, the share price has increased compared to the first and/or the second Vesting Date and the above vesting and performance conditions have been reached at the third Vesting Date.
 - In the event that, during the vesting period, Atos undertakes financial transactions that have an impact on its share capital (and in particular, as this may be the case as a result of a post-closing anticipated reverse share split and/or a potential further share capital reduction to address penny stock), the Board of Directors will carry out adjustments in order to preserve the allocated shares in compliance with applicable laws and regulations or, as the case may be, in accordance with common contractual provisions applicable in the context of specific financial transactions providing for other adjustment cases.

¹ As such term is defined in the Company's accelerated safeguard plan, available on the Company's website www.atos.net (section *Investors, Financial Restructuring*).

- The Board of Directors, on the recommendation of the Remuneration Committee and, if necessary, could modify the above performance condition in the case of occurrence of unpredictable and special circumstances which justify it, provided that the performance condition remains demanding and in line with the Group's objectives, and the other elements (presence condition, vesting period and holding obligation) remain applicable.
- All the shares acquired under this arrangement, regardless of an earlier Vesting Date, are required to be held through December 31, 2030 (the "**Release Date**") and cannot be sold until such Release Date. In addition, 30% of the shares must be held in the nominative form and may not be sold until the later of the Release Date and the date the Chairman and Chief Executive Officer ceases to hold this office.
- The Performance Share Award is subject to a condition of continuous presence at each Vesting Date as Chairman and Chief Executive Officer. If his term of office as Chairman and Chief Executive Officer ceases, he will retain any shares he has acquired pursuant to the Performance Share Award, but the award will lapse and no further shares will vest.
- There is no guaranteed minimum in terms of vested shares or gain.
- At the time of grant decision, the Chairman and Chief Executive Officer 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.
- The Chairman and Chief Executive Officer will not be granted other equity-based compensation until December 31, 2028. The Performance Share Award is therefore capped at the number of Total Allocated Shares on the grant date.

Therefore, on an annualized basis, the allocation represents a total market value of €3,937,500, corresponding to 131% of the Chairman and Chief Executive Officer's maximum total gross compensation (i.e., €3 million), so that it does not represent a disproportionate share of it.

Payment of this compensation will be subject to the approval of the Annual General Meeting, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Exceptional compensation

If Atos SE were to successfully refinance its debt earlier than its terms (it being specified that the debt refinanced shall include the 1.5 Lien debt²), the Chairman and Chief Executive Officer will receive an exceptional compensation as follows:

- if the Atos debt is successfully refinanced (as approved by the Board of Directors) by the end of the 2026 fiscal year, the Chairman and Chief Executive Officer will receive an exceptional compensation equal to three times his gross fixed annual compensation, i.e., €3.6 million; or
- if the Atos debt is successfully refinanced (as approved by the Board of Directors) by the end of the 2027 fiscal year, the Chairman and Chief Executive Officer will receive an exceptional compensation equal to two times his gross fixed annual compensation, i.e., €2.4 million.

² For more details regarding Atos's debt, please refer to the Company's accelerated safeguard plan, available on the Company's website www.atos.net (section *Investors, Financial Restructuring*).

The Board of Directors considered, on the recommendation of the Remuneration Committee, that such exceptional compensation would constitute an appropriate and proportionate reward given the highly specific situation of the Atos Group and the challenges posed by its financing.

Payment of this compensation will be subject to the approval of the Annual General Meeting, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Employment contract

In accordance with the recommendations of the AFEF-MEDEF Code, Philippe Salle does not have an employment contract.

Severance payment

The Chairman and Chief Executive Officer will not benefit from any severance payment.

Non-compete indemnity

The Chairman and Chief Executive Officer will be paid a monthly indemnity equal to one twelfth of his annual gross compensation (fixed plus on-target variable), calculated on the basis of the last twelve months preceding the termination of his duties, for undertaking, upon a period of up to two years from the end of his office, not to hold or exercise, directly or indirectly, any position as an employee, executive or corporate officer, 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 France, Germany, the UK and the US.

No indemnity will be paid once the Chairman and Chief Executive Officer claims his pension rights. In any event, no benefit can be paid over the age of 65.

The Board of Directors may choose to waive the application of the non-compete undertaking.

Other compensation components

Retirement supplement under the supplementary pension scheme

The Chairman and Chief Executive Officer does not benefit from a supplementary pension scheme.

Compensation for a mandate as Director

The Chairman and Chief Executive Officer will not receive any compensation in this capacity.

Benefits in kind

The Chairman and Chief Executive Officer is covered by the health insurance scheme applicable within Atos SE.

* * *

This compensation policy will be detailed in the notice of meeting brochure submitted for shareholders' approval at the next Annual General Meeting, in accordance with Article L. 22-10-8 of the French Commercial Code.