INTERNAL RULES OF

THE BOARD OF DIRECTORS OF ATOS

adopted by resolution of the Board of Directors
dated 28 July 2009,

last modified by resolution of the Board of Directors
dated January 30, 2025

Introduction

The Board of Directors of Atos SE (the "**Company**") drew up the present Internal Rules, which describe the composition, tasks and rules governing the operations of the Board of Directors, in addition to the by-laws of the Company.

The present Internal Rules are not part of the by-laws of the Company. They shall not be applicable to third parties. Third parties or shareholders shall not be able to hold these Rules against Company or its legal representatives.

The present Internal Rules shall apply to each director as well as to all participants of the Board of Directors' meetings.

Where a director is a legal person, the provisions of the Internal Rules shall apply to its permanent representative as if he or she were director acting in his or her own name, and this without prejudice to the legal person's obligation to comply with the obligations set out in the present Rules.

ARTICLE 1 – COMPOSITION

1.1 General provisions

The Company shall be governed by a Board of Directors made up of eight (8) members, nominated by the annual shareholders' general meeting, in addition to any employee representatives appointed in accordance with the law.

Throughout the entire duration of his or her mandate, each director (with the exception of the directors representing the employees and the directors representing the employee shareholders) shall own at least five hundred (500) shares and hold them in the registered form (*au nominatif*). If, when taking up his or her functions, the director does not own the required shares, or ceases ownership of such shares during his or her mandate, he or she shall be automatically considered as having resigned if the situation is not remedied within a delay set by the by-laws.

The duration of the term of office for the directors, whether real or legal person, shall be three (3) years, subject to provisions concerning the age limit. Directors shall be re-eligible (to hold office) subject to the same provisions. The duties of a director shall end at the close of the shareholders' ordinary general meeting ruling on the accounts for the preceding financial year and being held during the year in which the term of office of such director expires.

No one may be appointed director if, having exceeded the age of 70, his or her nomination would have such an effect as to bring the number of directors exceeding such age to more than one-third of the members of the Board of Directors.

If, due to the fact that a director in office has reached the age of 70, the above-mentioned proportion of one-third has been exceeded, the oldest director shall be considered to have resigned automatically at the close of the following ordinary general meeting.

In case of vacancy, by death or resignation of one or more directors, the Board of Directors may proceed with making temporary appointments, subject to ratification by the following ordinary general meeting, within the limits and conditions provided for by the law. Should ratification not occur, the resolutions passed and actions taken during this period remain valid.

Where vacancy occurs by death, resignation or dismissal of a director, the director appointed by the shareholders' general meeting shall only fill such vacancy during the remainder of the term of office of his or her predecessor.

If the number of directors falls below the minimum threshold set by the by-laws or the law, the remaining members must complete the Board in accordance with legal and regulatory conditions.

The Board of Directors should consider what the desirable balance of its membership and that of the Board committees should be, particularly in terms of diversity (gender representation, nationalities, age, qualifications, professional experience, etc.). It should make public in the report on corporate governance a description of the diversity policy applied to members of the Board of Directors as well as a description of the objectives of this policy, its implementation measures and the results achieved in the past financial year.

The Board of Directors will be composed of directors of each gender, in accordance with legal provisions.

The directors must meet customary professional standards, which will be assessed by the nomination and governance committee.

When presenting an appointment or renewal of a director during the general meeting, the meeting notice addressed to the shareholders shall include a biographical note describing the major points of the candidates' curriculum vitae, the reasons for proposing his or her appointment to the shareholders' meeting, as well as the number of Company shares personally owned by each candidate.

1.2 Directors representing the employees and the employee shareholders

1.2.1 Director representing the employees

To the extend permitted by law, one (1) or two (2) director(s) representing the employees is/are appointed pursuant to the terms and conditions set by Article 16.1 of the Company by-laws.

1.2.2 Director representing the employee shareholders

To the extend permitted by law, a director representing the employee shareholders shall be appointed during the shareholders' ordinary general meeting according to the methods provided for by Article 16.2 of the Company's by-laws.

1.3 Independent directors

The majority of Board members (at least five) will be independent directors.

A director shall be deemed to be independent if he or she has no relationship of any kind with the Company, its Group or its management that might compromise his or her freedom of judgement.

It is specified, for the purposes of the present Internal Rules, that the Group shall be understood as any company or entity controlling the Company, any company or entity controlled by the Company or under control shared by the Company. The term "control" shall be defined according to Article L. 233-3 of the French Commercial Code.

The criteria to be evaluated by the nomination and governance committee and the Board of Directors in order to qualify an independent director and to prevent any risks of conflict of interest between the director and the management, the Company or its Group, shall be the following:

a) not to be and not to have been during the course of the previous five years:

- an employee or executive officer of the Company;

- an employee, executive officer of a company or a director of a company consolidated within the Company;

- an employee, executive officer or a director of the company's parent company or a company consolidated within this parent;

b) not to be an executive officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the company (currently in office or having held such office during the last five years) is a director;

c) not to be a customer, a supplier, a commercial banker or investment banker or consultant (or be linked directly or indirectly to these persons):

– that is material to the Company or its Group, or

– for a significant part of whose business the Company or its Group accounts.

It is specified that the evaluation of how significant the relationship is with the Company or its Group must be debated by the Board and that the criteria that led to this evaluation must be explicitly stated in the report on corporate governance;

d) not to be related by close family ties to a Company officer;

e) not to have been, within the five previous years, an auditor of the Company;

f) not to have been a director of the Company for more than twelve years, it being specified that the loss of the status of independent director shall only occur on the date at which this period of twelve years is reached;

g) not to be or not to represent or be appointed upon proposal of a shareholder of the Company or its parent company holding more than 10% of the capital or the voting rights of the Company, it being specified that for this last criteria, a director may nevertheless be considered independent provided he or she does not take part in the control of the Company and that the Board of Directors, following the nomination and governance committee report, will have examined the qualification as an independent, taking into account the composition of the Company's capital and the potential existence of a conflict of interest.

The Board of Directors may, however, consider that even though a director may fulfill the criteria described above, he or she does not qualify as an independent, considering his or her particular situation, or that of the Company or its shareholders, or for any other reason. On the contrary, the Board may consider that a director who does not fulfill the above-mentioned criteria is, however, an independent director. In this case, the report referred to in Article L. 225-37 of the French Commercial Code shall indicate, for the director in question, the criteria from which he or she has been exempted and the grounds for such exemption.

The qualification of an independent director shall be discussed annually by the nomination and governance committee and, upon its proposal, examined annually on a case-by-case basis by the Board of Directors, with regards to the criteria described above, before the publication of the annual report. The qualification shall also be discussed at each appointment of a new director and when directors' terms of office are renewed. The conclusions of the Board of Directors following each examination shall be made known to the shareholders in the annual report and during the general meeting when new directors are appointed.

ARTICLE 2 – FUNCTIONING OF THE BOARD OF DIRECTORS

2.1 Attendance at meetings of the Board of Directors

2.1.1 Convening the directors

The Board of Directors will meet at least (i) once a month for the first 24 months following the

Effective Restructuring Date[1], then (ii) once every two months for the following 12 months, and (iii) once every quarter thereafter.

If the Board of Directors has not met in accordance with the provisions of the previous paragraph, a group of directors representing at least one third of the active members may ask the chairman to convene the Board of Directors to discuss a predetermined agenda.

The Chief Executive Officer may also ask the chairman to convene the Board of Directors to discuss a predetermined agenda.

The chairman shall be bound by the requests thus made to him or her and shall convene the Board of Directors as quickly as possible and at any event within seven (7) days of receipt of the requests that have been made to him or her.

It is recommended that at least one meeting not attended by the executive officers should be organized each year.

The number of sessions of the Board of Directors and meetings of the committees of the Board of Directors held during the previous financial year shall be stated in the report on corporate governance, which shall also provide shareholders with all relevant information concerning the participation of directors at the sessions and meetings.

Meetings shall be convened at least five (5) calendar days in advance using by all written means and shall include the meeting agenda. This five-day (5) period may be reduced to at least one (1) calendar day as long as one-third of the directors have given their consent to being convened within a shorter period. The Board of Directors may always deliberate validly, even if they have not been convened, if all of the members are present or represented.

The meeting shall be held either at the registered office or at any other place indicated in the meeting notice. The notice shall take into account each director's individual situation, especially in regards to their geographical location.

The directors may attend Board of Directors' meetings by videoconference or conference call according to the provisions of Article 2.4.3 here below.

2.1.2 Other participants

a) Invitations

Based on the issues listed on the agenda, the chairman may decide to invite any person he or she deems necessary, whether or not they work for the Company, and where the position of chairman and Chief Executive Officer are not held by the same person, the Chief Executive Officer, if he or she is not a member of the Board, to make a presentation or participate in the preparatory discussions regarding resolutions.

Members of management may attend the Board of Directors' meetings, with the right to address the Board as consultants where applicable, at the request of the chairman or of the Chief Executive Officer with the chairman's approval.

Such decision shall be communicated to the Secretary of the Board of Directors who shall address an invitation to the person concerned, specifying the date, time and subject of the meeting.

As the invitation shall be addressed by name to the person concerned, he or she may only be represented by proxy in case of a serious reason for being unable to attend, which shall be justified.

[1] As defined in the Company's accelerated safeguard plan, as approved by the Nanterre Commercial Court on October 24, 2024.

b) Auditors

The auditors shall be invited to the Board of Directors' meetings during which the draft annual and half-year accounts are to be assessed.

The auditors shall be invited to all Board of Directors' meetings which examine or close the annual or intermediary accounts, whether consolidated or not.

They shall be invited at the same time as the directors, by registered letter with a request for acknowledgement of receipt.

c) Obligation of confidentiality of the other participants

Where a third party who is not a director attends a meeting, the chairman shall remind him or her of his or her obligations to keep confidential any information exchanged during the meeting of the Board of Directors.

2.2 Agenda

The meetings of the Board of Directors shall follow the agenda determined by the chairman and communicated to the directors in accordance with Article 2.1.1 of the present Internal Rules. Whenever possible, the necessary documents and elements are sent to the directors with the agenda.

Each member of the Board of Directors shall have the freedom and responsibility to ask the chairman for items to be added to the draft agenda if he or she considers them to be within the Board's competence.

Any director who wishes to address a question that is not on the agenda to the Board of Directors shall inform the chairman prior to the meeting. The chairman shall inform the Board of the Directors.

In case of certain, justifiable circumstances, a complementary agenda may be presented by the chairman to the directors at the opening of the meeting.

Any report that is to be presented to a general or extraordinary shareholders' meeting must first be presented to and approved by the Board of Directors.

2.3 Officers

2.3.1 Chairman of the Board of Directors

The Board of Directors shall elect a chairman from among its members, who shall be a natural person, and, if the Board deems it appropriate, one or more vice-chairmen. It shall determine their functions, which shall not exceed those of their mandate as director, and which may be terminated by the Board at any time.

If the Chief Executive Officer does not act as chairman of the Board, the chairman of the Board will be appointed from among the independent directors.

The chairman may be re-elected.

The Board of Directors may dismiss him or her at any time.

No director over the age of 80 may be appointed as chairman. If the chairman or vice-chairman has exceeded that age, he or she shall automatically be deemed to have resigned at the end of the following annual general meeting.

The above provisions shall be applicable to the vice-chairman, where applicable.

The chairman of the Board of Directors shall organize and direct the work of the Board of Directors, on which he or she shall report to the general shareholders' meeting. He or she shall supervise the operation of the Company's departments and shall particularly ensure that the directors are capable of accomplishing their duties.

The vice-chairman assists the chairman of the Board in the performance of his duties, particularly with regard to the proper functioning of the Company's corporate governance bodies. If the chairman is unable to attend, he/she may convene meetings of the Board of Directors and set the agenda.

The chairman of the Board of Directors is entrusted with the following additional missions, with the assistance of the vice-chairman if necessary:

- Consulting or being consulted and holding discussions with the Chief Executive Officer or the general management on certain significant and strategic events for the Company;

- Representing the Company in its high-level relations with the public authorities and the Company's strategic stakeholders, in consultation with the Chief Executive Officer;

- Participating in certain internal meetings with the Company's managers and teams and, as the case may be, in certain Board committees;

- Maintaining the quality of relations with the shareholders, in conjunction with the Lead Director;

- Participating in the recruitment process for new Directors and in the development of the succession plan, in conjunction with the chairman of the nomination and governance committee and the Lead Director;

- Ensuring the balance of the Board (in addition to its proper functioning);

- Arbitrating potential conflicts of interest, in conjunction with the Lead Director.

Upon written request to the chairman of the Board of the Directors, he or she, who shall be responsible for assessing the relevancy of the requested documents, shall be required to communicate to each director all of the documents and information necessary to the accomplishment of his or her task.

The chairman shall preside over the meetings of the Board of Directors. Should he or she be absent, the meeting shall be chaired by the vice-chairman. Should the chairman and vice-chairman be absent or if there is no vice-chairman, the Board of Directors shall appoint, for each meeting, a chairman from among the directors present who shall chair the meeting.

2.3.2 Secretary

The Board of Directors shall appoint, determining his or her term of office, a secretary who may be chosen from among the directors or from outside. He or she shall be replaced by simple decision of the Board of Directors.

All of the members of the Board of Directors may consult the secretary and benefit from his or her services. The secretary shall be responsible for all of the procedures concerning the practical organization of the Board of Directors.

Where the secretary is not a director, he or she shall be subject to the same obligations as the directors in terms of confidentiality; the chairman shall ensure that the secretary is informed of his or her obligations.

Subject to his or her having been so authorized by the chairman of the Board of Directors, by virtue of a delegation of powers, the secretary shall be entitled to certify copies or extracts from minutes of the resolutions.

Where, by simple omission, the Board of Directors has not expressly renewed the functions of the officers for which term of office as director has not expired, such renewal shall be considered as having rightly taken place and it shall be up to a subsequent meeting of the Board to regularize such renewal where needed.

2.4 Resolutions

2.4.1 Attendance Register

An attendance register shall be kept and signed by the directors (and/or, as the case may be, the censor(s)) participating in the meeting of the Board. Proxies shall be attached to the attendance register.

2.4.2 Rules of quorum and majority

The Board of Directors may only deliberate validly if at least half of its members are present. Decisions shall be passed by a majority of members present or represented, or by a two-thirds majority for the decisions referred to in article 3.2.2 of the Internal Rules. If the votes are equal, the chairman of the session shall cast the deciding vote.

2.4.3 Participation in Board of Directors' meetings via videoconference or teleconference

In compliance with the provisions of Article L.22-10-3-1 of the French Commercial Code, the Board of Directors meetings may be held by any means of videoconferencing or telecommunications allowing for the identification of the directors and guaranteeing actual participation, *i.e.* transmitting at least the voices of the participants and having the technical capabilities enabling continuous and simultaneous retransmission of the discussions in order to allow them to participate in the Board of Directors meetings.

Directors (and/or, as the case may be, the censor(s)) wishing to attend a Board of Directors meeting by way of videoconference or telecommunication as described above shall indicate such to the chairman by e-mail at least twenty-four (24) hours before the date of the Board of Directors meeting so that the chairman may supply the said directors with videoconferencing or telecommunications facilities, as preferred.

Before the start of the meeting, the chairman shall communicate by e-mail to the address that has been indicated to him by directors concerned, the dial-in numbers and participant codes and, in case of a « web conference », the website address on which the conference will be transmitted.

For the purposes of calculating the quorum and the majority, the directors participating in the meeting by way of videoconference or telecommunications shall be deemed present.

Necessary measures shall be taken in order to ensure the identification of each speaker and the verification of the quorum. If this cannot be done, the meeting of the Board of Directors shall be adjourned.

The attendance register at Board meetings, which is signed by the directors physically attending the meeting, must mention, where applicable, the participation of directors by videoconference or telecommunication and specify the means used.

The minutes of the meeting of the Board of Directors shall indicate the name of the directors (and/or, as the case may be, the censor(s)) participating by videoconference or by teleconference. The minutes shall also record whether any technical difficulty occurred disturbing the progress of the meeting. Should such an incident occur, the points dealt with during the interruption or

disruption shall be discussed again following the incident.

2.4.4 Representation by a director

The directors shall have the option of being represented at meetings of the Board of Directors by another director. Each director may only represent one of the other directors during the same Board of Directors.

The proxy must be given in writing, by letter, email or fax.

The provisions of the two preceding paragraphs shall be applicable to the permanent representative of a corporate entity.

2.4.5 Minutes

a) Drafting and approval

The draft minutes of the meeting of the Board of Directors shall be drafted by the secretary of the Board of Directors at the end of each meeting.

The minutes shall summarize the discussions, mention the questions raised and any reservations expressed.

For each item on the agenda, the resolution adopted shall be clearly expressed and identified in the drafting of the minutes.

The draft minutes thus established shall be addressed to each member of the Board of Directors for review and amendments if possible at the meeting following the one during which the items were discussed.

The finalized minutes shall be approved at a Board of Directors meeting and signed by the chairman and a director.

When the chairman was not physically present at the Board of Directors meeting concerned, the minutes shall be signed by the chairman of the meeting and a director.

b) Keeping of the minutes – certified copies

The Board of Directors meeting minutes shall be kept by the secretary of the Board of Directors.

Excerpts of meeting minutes of the Board of Directors may be created and certified by the persons entitled to do so. These excerpts may be distributed strictly within the context of the purpose for which they were created (procedures to be completed before the office of the clerk of the commercial court, justification of powers, administrative formalities, etc...)

c) Confidentiality of the minutes

The meeting minutes are confidential documents to which only a limited number of persons shall have access, the list of which is set out below:

(i) internally:

- the members of the Board of Directors and its committees;
- the Chief Executive Officer and the Deputy Chief Executive Officer(s), as applicable;
- the secretary;
- the Group General Counsel and anyone authorized by him or her; and

- the person in charge of investments, the person in charge of financial communication and the person in charge of external communications.

The Board of Directors shall have the option, whenever it considers it necessary, to restrict the right of access of all or part of the list of persons mentioned above, except for the members of the Board.

(ii) outside of the Company:

- the Company's usual legal advisors;

- the auditors and, whenever provided for by law, the office of the clerk of the commercial court; and

- tax inspectors, URSSAF inspectors and more generally any administrative, judicial or regulatory authority in the context of their duties.

No other person, whether inside or outside of the Company, shall be authorized to access one or more of the minutes of the Board of Directors meetings without prior permission from the Board of Directors.

2.4.6 Written consultation

In accordance with the provisions of Article 18 of the Company's by-laws, the decisions of the Board of Directors may be taken through written consultation of the directors.

ARTICLE 3 – ROLE OF THE BOARD OF DIRECTORS

3.1 Generality

The Board of Directors shall determine the directions that the Company shall take in regards to its activities and ensure their implementation. Subject to the powers expressly attributed to the shareholders' general meetings and within the limits of the Company's purpose, the Board shall address any issue that is in the interest of the good operation of the Company and settle, by way of its resolutions, matters concerning the Company.

The Board of Directors endeavors to promote long-term value creation by the Company by considering the social and environmental aspects of its activities.

It regularly reviews, in relation to the strategy it has defined, the opportunity and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly. In particular, as far as sustainability matters are concerned, the Board of Directors oversees the impacts, risks and opportunities identified by the Company and the setting of targets related to these material impacts, risks and opportunities, and monitors progress towards them.

With regard to relations with third parties, the Company is bound by the actions of the Board of Directors which fall outside of the Company purpose, unless it can prove that the third party was aware that the action exceeded this purpose or that the third party could not be unaware of it considering the circumstances, excluding the fact that the mere publication of the by-laws would be sufficient to constitute such proof.

The Board shall particularly deal with the following tasks.

The Board of Directors shall determine the manner in which the general management of the Company is carried out, either by the chairman of the Board of Directors or by an individual, whether or not he or she is a director, appointed by the Board of Directors having the title of Chief Executive Officer and whose term of office and remuneration shall be determined by the Board of Directors. The resolution of the Board of Directors in relation to the choice of the manner in

which the general management of the Company shall be carried out shall be passed by a majority of the directors present or represented and be motivated.

If the Company's Chief Executive Officer is appointed chairman of the Board by a decision of the Board of Directors, a Lead Director will also be appointed from among the independent directors.

At the proposal of the Chief Executive Officer, the Board of Directors may appoint one or more individuals responsible for assisting the Chief Executive Officer, having the title of Deputy Chief Executive Officer, whose remuneration shall be determined by the Board upon the proposal of the Chief Executive Officer.

The Board of Directors shall determine, where applicable, the limitations of the powers of the Chief Executive Officer and Deputy Chief Executive Officers.

The Board of Directors may also proceed with the appointment of censors, subject to ratification by the following general meeting. The censors shall be required to attend meetings of the Board of Directors as observers and may be consulted by the Board. They must be invited to each meeting of the Board of Directors. The Board of Directors may entrust specific tasks to the censors and decide that the censors will be part of the committees created by the Board of Directors. The Board of Directors may decide to pay the censors a share of the global compensation that is allocated to it at the general meeting and authorize the reimbursement of expenses incurred by the censors in the interest of the Company.

The Board of Directors ensures that the executive officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.

The Board of Directors shall proceed with any audits and verifications that it deems appropriate.

The Board of Directors ensures the implementation of a mechanism to prevent and detect corruption and influence peddling.

The Board of Directors shall determine for a duration of one (1) year, either a total amount within which the Chief Executive Officer may make commitments on behalf of the Company in the form of sureties, endorsements or guarantees, or an amount of exposure above which each of the above-mentioned commitments may not be made; any commitment exceeding the overall limit or the maximum exposure limit determined for each commitment, as applicable, must receive special authorization from the Board of Directors.

Each director shall receive all information that is necessary for accomplishing his or her task and may have the Chairman or Chief Executive Officer provide all the documents necessary for the accomplishment of his or her task.

The Board of Directors may, according to the provisions of Article 10 hereafter, give to one or more of its members or to third parties, whether shareholders or not, any special powers of attorney for one or more specific purposes, taking into account the competence and experience of such persons.

The Board of Directors shall supervise the quality of information provided to shareholders as well as to financial markets through the accounts it approves and the annual report or on the occasion of important transactions.

The Board of Directors shall convene the general meetings and determine their agendas, close the annual accounts submitted to the approval of the general meeting and give account of its activity in the report on corporate governance.

It shall examine any regulated agreements and decide on giving prior permission.

Each year, it shall draw up the list of directors considered to be independent according to Article 1.3 of the present Internal Rules.

It shall examine any report to be addressed to the ordinary or extraordinary shareholders' general meeting.

3.2 Board of Directors' reserved matters

The Chief Executive Officer, and the Deputy Chief Executive Officers, if applicable, must submit the following decisions to the Board of Directors' prior approval, which will be adopted by the Board of Directors by a simple majority for the decisions referred to in article 3.2.1 and by a two-thirds majority for the decisions referred to in article 3.2.2.

3.2.1 Board of Directors' Reserved Matters voted by simple majority

(i) approval of the business plan or its modification;

(ii) approval of the annual budget and any material deviation thereof;

(iii) capital expenditures and investments not approved in the annual budget in excess of €50 million;

(iv) any acquisition (whether by one transaction or by a series of related transactions) of the whole or a substantial or material part of the business, undertaking or assets of any other person, in excess of €100 million of enterprise value;

(v) any disposal (whether by one transaction or by a series of related transactions) of a business or entity not included in the annual budget and for a total amount (including all liabilities and other off balance sheet commitments) in excess of €20 million of enterprise value;

(vi) the entering into any joint venture agreement, partnership or agreement or arrangement for the sharing of profits or assets, with committed financing or having a value in excess of €50 million;

(vii) any material diversification of the business unrelated to the business activities previously carried on;

(viii) approval of the group financing policy, including incurring any financing, borrowing (including refinancing of any existing borrowings) or entering into any factoring, invoice discounting or similar arrangements, guarantee, pledge, security interest or equivalent transactions (or modifying the key terms thereof) in an amount in excess of €100 million;

(ix) any decision to buy back or redeem shares or other equity instruments (with the exception of share buybacks carried out under liquidity agreements authorized in advance by the Board);

(x) any equity issuances (other than intra-group) or other variations in the issued share capital of any group company or creation of any options or other rights to subscribe for or convert into shares in such company;

(xi) approval of the Company's financial statements and consolidated financial statements;

(xii) the appointment or dismissal of the statutory auditors;

(xiii) any proposal to the Shareholders' meeting, including allocation of profit;

(xiv) any dissolution, winding-up or liquidation of any Company's subsidiary (other than a

Material Subsidiary);

(xv) hiring and dismissal of the Company's Chief Executive Officer, as well as any person with a gross annual remuneration in excess of €800,000;

(xvi) any change to the terms of employment/corporate mandate of the Company's Chief Executive Officer and the Company's Chief Financial Officer as well as any person with a gross annual remuneration in excess of €800,000;

(xvii) any equity profit-sharing or incentive plan;

(xviii) any non-equity profit-sharing or incentive plan exceeding €500.000 per employee;

(xix) any related party agreement, including any action, waiver of rights, amendment of agreement in relation to which any Board member, shareholder above 10% or member of top management may be deemed to have an interest in;

(xx) the initiation, engaging in, settlement or taking any material decision by a group company in relation to any litigation or arbitral proceedings where the amount at stake for the group is in excess of €20 million or which would be likely to involve criminal liability for any party thereto;

(xxi) entering into any foreign exchange contracts, interest rate swaps or other derivative instruments: (a) other than in the ordinary course of business, and (b) where the exposure to the Group could potentially exceed €100 million;

(xxii) disposal of any material group-owned intellectual property;

(xxiii) making material changes to the accounting procedures, practices, policies or principles by reference to which its accounts are prepared or the basis of their application or its accounting reference date (save as may be necessary to comply with changes in statements of standard accounting practice);

(xxiv) delegating any authority of the board to a committee, appointing any member to such committee or making any material amendments to the terms of reference and/or rules of procedure of any such committee;

(xxv) declaring, making or paying a dividend or other distribution (whether in cash, stock or in kind) other than to another group company in the ordinary and usual course of business;

(xxvi) the entry by any group company into any contract or arrangement which is outside normal course of trading of the company;

(xxvii) the making of any submission or any business plan to any person with a view to attracting additional financing or refinancing existing debt;

(xxviii) making of any non-arm's length transactions (including charitable and political donations);

(xxix) entering into any agreement or arrangement (whether in writing or otherwise) to do any of the foregoing or to allow or permit any of the foregoing.

3.2.2 Board of Directors' Reserved Matters voted by a two-third majority

(i) any merger, demerger, amalgamation, reconstruction contribution in kind or equivalent transaction;

(ii) entering into any formal negotiations with a third party with respect to the sale of the group or any material part thereof;

(iii) any material alteration (including cessation) to the general nature or strategy of the business, any business line or activity of any group company (including intra-group);

(iv) any dissolution, winding-up or liquidation of any Material Subsidiary or any group reorganization;

(v) the entry into, amendment or termination by any group company of any contract that is in excess of €500 million;

(vi) the entering into any joint venture agreement with committed financing in excess of €100 million;

(vii) any decision to initiate a procedure with a view to the admission of securities issued by a Company's subsidiaries to a financial market and/or change of listing of the Company, including delisting of the Company;

(viii) a proposal to the Company's shareholders of changes to the by-laws;

(ix) any transaction or action that requires a prior approval from the creditors under the financing documentation;

(x) modification of the Internal Rules of the Board; and

(xi) entering into any agreement or arrangement (whether in writing or otherwise) to do any of the foregoing or to allow or permit any of the foregoing.

ARTICLE 4 – REMUNERATION

The members of the Board of Directors may receive a compensation, the total amount of which shall be determined by the general meeting, and which shall be freely distributed by the Board of Directors upon the proposal of the remuneration committee.

The remuneration of the chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers, shall be determined by the Board of Directors upon the proposal of the remuneration committee. The compensation must aim in particular at improving the Company's performance and competitiveness over the medium and long term, notably by incorporating one or more criteria related to social and environmental responsibility.

The Board of Directors shall define the components of the analysis that it wishes to be presented with by the remuneration committee in support of its recommendations and shall set the time frame to be taken into account when determining the remuneration of the managers.

The Board of Directors may, in particular, allocate a greater share to directors who are members of the committees mentioned in Article 9 hereunder.

The Board of Directors may also allocate exceptional remuneration to directors in the cases and under the conditions provided for in current regulations.

Directors may obtain reimbursement, upon providing receipts, of expenses incurred in performing their tasks on behalf of the Company.

ARTICLE 5 – ASSESSMENT OF THE WORK OF THE BOARD OF DIRECTORS

The Board of Directors shall assess its capacity to meet the expectations of the shareholders by periodically analyzing its composition, organization and functioning, as well as the composition, organization and functioning of its committees. In particular, it shall analyze the methods by

which the Board of Directors and its committees operates, consider the desired balance of its composition, periodically reflect upon whether their tasks are appropriate to their organization and functioning, ensure that the important questions have been suitably prepared and discussed and measure the actual contribution of each director to the work of the Board of Directors and its committees, according to his or her skills and involvement in the discussions.

For this purpose, once a year, the Board of Directors shall devote one item on its agenda to the discussion of its operation and inform the shareholders each year, in the report on corporate governance, of the conducting of these assessments and the subsequent follow-up.

A formal assessment, that may be launched by the nomination and governance committee with the assistance of an external consultant, shall be performed at least once every three (3) years. The shareholders shall be informed, every year in the report on corporate governance, of the performance of such assessments and, where applicable, any subsequent follow-up.

The directors must have the opportunity to meet with the Company's principal executive managers, including in the absence of executive directors. In the latter case, the executive directors should be given prior notice.

ARTICLE 6 – INFORMATION SUPPLIED TO THE DIRECTORS

The Company shall be required to provide its directors with any information necessary for the efficient participation in the work of the Board of Directors in such a way as to enable it to carry out its mandate under appropriate conditions. The same shall apply at any time in the life of the Company where the importance or urgency of the information so requires. This permanent information shall include any relevant information, including critical information, concerning the Company and particularly articles in the press and financial analysis reports.

The Board of Directors is informed about market developments, the competitive environment and the most important aspects facing the Company, including in the area of social and environmental responsibility.

A director may request from the chairman any complementary information that he or she deems necessary for the full accomplishment of his or her tasks, particularly in view of the agenda of the meetings. Should a director consider that he or she has not been put in a position that enables him or her to discuss with full knowledge of the facts, it is his or her duty to indicate such to the Board and to require that he or she be provided with the indispensable information.

ARTICLE 7 – CHARTER OF THE ATOS BOARD OF DIRECTORS AND *RING FENCING* MEASURES

The Charter of the Board of Directors, as provided in **Schedule 1** of the present Internal Rules, as adopted by the Board of Directors and amended from time to time, constitutes an integral part of the present Internal Rules and is provided to each director at the time of his/her appointment. Its purpose is to specify the duties and obligations of each director. The Chairman of the Board of Directors and the Chief Executive Officer, or the Chairman and Chief Executive Officer as applicable, as well as the Deputy Chief Executive Officers as applicable, seek the Board of Directors' opinion before accepting new directorship in a listed company, whether French or foreign, outside the Group.

The *Ring fencing* measures, as provided in **Schedule 2** of the present Internal Rules, as adopted by the Board of Directors and amended from time to time, constitute an integral part of the present Internal Rules and are provided to each director at the time of his/her appointment. The purpose

of these measures is to prevent, within the meaning of competition law, the exchange of sensitive information between competing companies within the Board of Directors. By adhering to the Company's Internal Rules, members of the Board of Directors acknowledge and accept the provisions of **Schedule 2**.

Members of the Board of Directors shall inform the Board of Directors and the nomination and governance committee of any situation involving a conflict of interests, even potential, and shall refrain from attending the debate or taking part in the vote on the related resolution. In particular, if the Board of Directors is called upon to consider a proposed transaction involving Atos Group activities in competition with those carried out by one of its shareholders, the director(s) appointed on the proposal of or representing the said shareholder may not, in principle, attend the debate or vote on the related resolution. The Chairman of the Board of Directors, after consulting the nomination and governance committee, may lift this restriction if he/she has obtained guarantees from the relevant shareholder that it has no conflict of interests in the proposed transaction (e.g., that the relevant shareholder is not involved in the proposed transaction).

In the event of a breach of duty by a member of the Board of Directors or if the Chairman has serious grounds for believing that a member of the Board of Directors is violating his obligations or is no longer able to carry out his office or duties, the Board of Directors, at the initiative of the Chairman, shall hear the individual concerned about the aforementioned situation and may, if necessary and upon the nomination and governance committee's report, request that the member draws the necessary conclusions of such a situation, or take any appropriate measure.

Each Board member is regularly asked to commit in writing about his/her obligation of confidentiality and loyalty, notably in view of assessing his/her ability to participate to sensitive discussions. Failure to execute such written commitment shall be raised to the nomination and governance committee in order to assess the appropriate consequences, as mentioned above.

This article does not prejudge any potential civil remedies that may be pursued.

ARTICLE 8 – PREVENTION OF INSIDER TRADING

The Company's Guide to the Prevention of Insider Trading, is annexed in **Schedule 3** to the present Internal Rules is provided to each director at the time of his / her appointment. Its purpose is to specify the rules of conduct applicable to anyone working for the Company and its subsidiaries who may hold information defined as « Privileged », or who wishes to perform a transaction in the shares or securities of the Company.

ARTICLE 9 – COMMITTEES

9.1 General Provisions

The Board of Directors may decide upon the creation of specialized committees, whether permanent or not, which shall be responsible for studying the questions that the Board itself or its chairman may have submitted for their examination and opinion.

The Board shall determine the responsibilities of its committees, as well as, where applicable, the remuneration of their members.

The committees shall act in an advisory capacity and carry out their activities under the responsibility of the Board of Directors who shall solely have the legal authority to make decisions and remain collectively responsible for the accomplishment of its tasks.

The Board of Directors shall determine their composition, their attributions and operating rules. Any committees other than the four (4) permanent committees mentioned in Article 9.3 here below, may be made up of persons who are not directors or censors of the Company.

The purpose of the committees shall be to prepare the decisions of the Board of Directors, by submitting to it their opinions and proposals in the respective areas assigned to them.

The Board of Directors shall provide the committees with the resources, particularly financial, needed to enable them to call upon external consultants in the fields within which they are competent, after having so informed the chairman of the Board of Directors or the Board of Directors itself and under the condition that they report back to the Board of Directors.

9.2 Operating rules

9.2.1 Convening notice – meetings

The Board committees meet as often as the Company's interest so requires, and, as far as the audit committee and the remuneration committee are concerned, at least three (3) times a year upon notice of the chairman of the concerned committee, or of the Board of Directors' Secretary, or of any other person to whom the chairman of the committee or the Board of Directors' Secretary shall have delegated such authority.

The schedule of the Board committees' meetings is set by the Board of Directors.

An agenda is attached to the convening notice.

Committees' meetings are held at the Company's registered offices, or in any other place as agreed by the committees' members. The committees' members may also attend the meetings by any means of videoconferencing or telecommunications allowing for the identification of the members and guaranteeing actual participation.

The committee members are appointed on an individual basis and can only be represented, in exceptional cases, by another member of the committee of which they are a member.

The committees' chairman may invite to the meetings any person whose attendance is necessary to discuss the items on the agenda.

9.2.2 Bureau

Upon recommendation of the nomination and governance committee, the Board of Directors shall appoint a chairman among each committee members, who must be an independent director.

Committees secretarial work may be handled by a person designated outside of the committee members. Minutes of meetings are communicated to the committee members.

9.2.3 Working methods

The committees may, in carrying out their responsibilities, contact leading managers of the Company after notifying the chairman of the Board of Directors or the Board of Directors itself and under the condition that they report back to the Board of Directors.

The committees may also, within the limits of their responsibilities, assign certain specific tasks to a third party. If they wish to do so, they must first inform the chairman of the Board of Directors.

Each committee shall provide a report of its work to the Board of Directors.

9.2.4 Audit committee specific operating rules

The audit committee members should be provided, at the time of appointment, with information relating to the Company's specific accounting, financial and operational features.

The audit committee should interview the statutory auditors, the sustainability auditors, and also the persons responsible for finance, accounting and treasury matters.

As far as internal audit and risk control are concerned, the audit committee must interview those responsible for the internal audit. It should be informed of the program for the internal audit and receive internal audit reports or a regular summary of those reports.

9.3 Permanent Committees

The following permanent committees shall be established:

- a nomination and governance committee;
- a remuneration committee;
- an audit committee; and
- a CSR committee.

The permanent committees shall be subject to the rules provided in Article 9.1 and 9.2 above.

9.3.1 Nomination and governance committee

a) Composition

The nomination and governance committee shall be composed of a minimum of three (3) members and a maximum of five (5) members, chosen by the Board of Directors from among its members.

The committee shall consist of a majority of independent directors under the meaning of Article 1.3 of the present Internal Rules, including its chairman, and includes a director representing employees. The executive officer contributes to the work of the nomination and governance committee. The chairman of the Board of Directors cannot be a member of this committee.

The members of the nomination and governance committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the nomination and governance committee shall have the task of preparing and facilitating the decisions of the Board of Directors.

(i) with respect to nominations

Its general field of competence shall be to research and examine, for the Company, any candidate for the appointment to the position of member of the Board of Directors or to a position of manager who holds a corporate mandate within the Company and to formulate an opinion on these candidates and/or a recommendation to the Board of Directors, particularly taking into account the desired balance within the composition of the Board of Directors with regard to the composition and the evolution of the share ownership of the Company and to assess the opportunities for the renewal of mandates. The committee shall particularly receive from the Board of Directors the following assignments:

a) to organize a procedure designed to select future independent directors before approaching them.

b) to review and issue recommendations regarding the succession plan for executive officers.

(ii) with respect to corporate governance

The nomination and governance committee is responsible for reviewing the implementation of best corporate governance standards by the Board of Directors.

The committee shall particularly receive from the Board of Directors the following assignments:

a) to supervise the annual evaluation of the works of the Board as provided for in Article 5 of these Internal Rules;

b) to examine major operations involving a risk of a conflict of interest between the Company and the members of the Board of Directors. A director may not, in particular, personally take on any responsibilities in any company or business exercising activities that are in direct competition with those of Atos SE and its subsidiaries, without first informing the chairman of the Board of Directors, from which he or she must obtain prior written approval, and the chairman of the nomination and governance committee;

c) to prepare the work of the Board of Directors regarding the assessment of the independence of the Board members;

d) to answer, on an ad hoc basis, questions relating to the operation of the Board.

9.3.2 Remuneration committee

a) Composition

The remuneration committee shall be composed of a minimum of three (3) members and a maximum of five (5) members, chosen by the Board of Directors from among its members.

The committee shall consist of a majority of independent directors under the meaning of in Article 1.3 of these Internal Rules, including its chairman, and includes a director representing employees. It shall not include any executive officers.

The members of the remuneration committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the remuneration committee shall have the task of preparing and facilitating the decisions of the Board of Directors.

The committee shall particularly receive from the Board of Directors the following assignments:

(i) for the Company, to formulate proposals regarding the remuneration of the chairman, the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers (the amount of the fixed remuneration and definition of the rules governing variable remuneration, ensuring the consistency of these rules with the annual assessment of the performances of the corporate officers and with the medium-term strategy of the Company, as well as checking the annual application of such rules) and of the directors;

(ii) to review and formulate recommendations to the Board of Directors regarding the annual compensation policy for corporate officers;

(iii) to participate in the drawing up of the profit-sharing policy of the staff of the Company and its subsidiaries;

(iv) to formulate proposals regarding the decisions to grant options for the subscription and/or purchase of Company shares to the benefit of the corporate officers and all or part of the salaried employees of the Company and its subsidiaries, applying the authorizations given by the shareholders' general meeting, and explaining the reasons behind its choices as well as the consequences. It shall examine the conditions under which options should be granted and propose the list of such conditions and, where appropriate, the categories of beneficiaries of share options and the number of options allocated to each of them. It shall formulate any proposal regarding the determination of the characteristics of the options, and particularly regarding the subscription and/or purchase price of the shares, their duration, the conditions upon which taking up options may depend and the manner in which they may be exercised. It shall ensure that the options and shares valued according to IFRS standards are proportionated to the fixed and variable remunerations, granted to each executive officer of the Company and shall ensure that such allocation is not concentrated on the Company executive officers;

(v) to formulate proposals concerning the free allocation of existing shares or those to be issued under the authorizations given by the shareholders' general meeting. It shall propose names of those who shall benefit from the share allocations, the conditions (particularly the duration of the acquisition period and of the period during which the shares must be held) and the criteria of allocation of the shares (the position of the employee at the time of the definitive allocation, conditions of the individual performance or financial performance of the Company, etc…);

(vi) with respect to the members of the Board of Directors, to determine each year the total amount of the compensation which shall be submitted to the approval of the general meeting and the way in which such compensation shall be distributed among the members of the Board of Directors (and, as the case may be, the censor(s)), particularly taking into account the presence of the members at the Board of Directors meetings and the committees of which they are members, the level of liability incurred by the directors (and censor(s) where applicable) and the time devoted to their functions;

(vii) to give its opinion prior to any proposal of an exceptional remuneration proposed by the Board of Directors in view of remunerating one of its members who shall have been assigned a special task or mandate in accordance with the provisions of Article L. 225-46 of the French Commercial Code;

(viii) to make recommendations related to the pension and insurance plans, payments in kind, various financial rights granted to the corporate officers of the Company and other companies of the Group and the financial conditions of the end of their mandates.

The chairman of the remuneration committee may intervene on behalf of the Board to answer shareholders' questions during the annual general meeting.

9.3.3 Audit Committee

a) Composition

The audit committee shall be composed of a minimum of three (3) members and a maximum of five (5) members and at least two-thirds of the members shall be independent directors under the meaning defined in Article 1.3 of the present Internal Rules, including its chairman, chosen by the Board of Directors from among its members. The committee shall not include among its members the chairman of the Board of Directors, the Chief Executive Officer or, where applicable, a Senior Executive Vice President.

The members of the audit committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the audit committee shall have the task of preparing and facilitating the work of the Board of Directors. For this purpose, it shall assist the Board of Directors with its analysis of the accuracy and sincerity of the accounting, financial and sustainability information of the Company and shall ensure the quality of internal control and the information provided to the shareholders and to the markets.

In order to accomplish its task, the committee may ask the chairman of the Board of Directors to proceed with any hearing and provide it with any information.

The committee shall be entitled to call upon external experts as needed.

The members of the committee shall have financial or accounting skills.

The committee shall formulate all opinions and recommendations to the Board of Directors within the areas described here below. The committee shall particularly receive from the Board of Directors the assignment:

(i) With respect to the accounts:

a) to monitor the financial reporting process and submit recommendations or proposals to ensure its integrity;

b) to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, where applicable, quarterly company and consolidated accounts of the Company prepared by the financial management before being submitted to the Board of Directors and at least two days before the examination thereof by the Board of Directors;

c) to examine the relevance and the permanence of the accounting principles and rules used to draw up the company and consolidated accounts of the Company and to alert any failure to comply with these rules;

d) to be presented with the evolution of the perimeter of consolidated companies and to receive, where applicable, any necessary explanations;

e) to meet, whenever it deems necessary, the auditors, the general management, the financial, treasury and accounting management, internal audit or any other member of the management; these hearings may take place, when appropriate, without members of the general management being present;

f) to examine, prior to their publication, the draft reports of activity, profit and loss accounts and all accounts (including provisional accounts) drawn up for the needs of specific, significant operations (such as contributions, mergers, payment of advances on dividends, etc.), and particularly those that may create a conflict of interest;

g) to examine the financial documents distributed by the Company upon approval of the annual accounts as well as the important financial documents and press releases before their publication and potentially give an assessment of such documents; and

h) to inform the Board of Directors of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the audit committee was in that process.

The examination of the accounts by the committee shall be accompanied by a note from the auditors emphasizing the essential points, not only of the financial results, but also of the accounting options adopted, the complementary report to the audit committee provided for by applicable law, as well as a note from the financial director describing the risk exposure, including those of a social and environmental nature and any significant off-balance sheet commitments made by the Company.

(ii) With respect to the external control of the Company:

a) to examine questions concerning the appointment or renewal of the appointment of the Company's statutory auditors, and, upon recommendation of the CSR Committee as described in article 9.3.4 b) (vi), the Company's sustainability auditors. At the end of their mandate, the committee supervises, prior to the decision of the Board of Directors, the process for the selection or renewal of auditors, which may involve an invitation to tender. The committee provides its recommendation to the Board of Directors;

b) to monitor the fulfilment of the mission entrusted to the auditors;

c) to approve the provision of any service assignment other than the certification of accounts and services required from the auditors by law, to be provided by the auditors or members of the network to which they belong, to the benefit of the Company and its subsidiaries. The committee shall decide after having considered the risks on the independence of the auditors and the safeguard measures implemented by them. The committee adopts an approval process included in a charter, which may provide for:

- subdelegation to its chairman of this right to approve these assignments; or
- subdelegation to the management of the Company of the right to validate Current Services, as defined by this charter, to be provided by the statutory auditor(s), provided the audit committee has pre-approved them;

d) to be informed of the amounts of fees paid by the Company and its Group to entities in the network to which the auditors belong and to ensure that the amount of such fees or the proportion they represent in their turnover is not likely to jeopardize the independence of the auditors;

e) to ensure the rotation of the signatories to the accounts on behalf of the firms having a large network of auditors, as the case may be, and proper time sequence between the end dates of the mandates of the two statutory auditors; and

f) to ensure compliance with the principles that guarantee the independence of the auditors.

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

a) to assess, along with the persons responsible at the Group level, the efficiency and the quality of the systems and procedures for internal control of the Group, to examine the significant off-balance sheet risks and commitments, to meet with the person responsible for internal audit, to give its opinion on the organization of the department and to be informed of its work program. The committee shall be provided with the internal auditor's reports or a periodic summary of these reports;

b) to examine, along with those responsible for internal audit, the objectives and plans for intervention and action in the area of internal audit, the conclusions of such interventions, the actions, recommendations and follow-up that are given to them and the amount of fees requested, where applicable, apart from the presence of the members of senior management;

c) to examine the methods and results of internal audit, and verify that the procedures used

shall ensure that the accounts of the Company reflect accurately the authenticity and reality of the Company and are compliant with accounting rules;

d) to assess the reliability of the systems and procedures that are used for establishing the accounts, as well as the positions adopted to deal with significant operations;

e) to examine the methods and procedures of reporting and handling accounting and financial information coming from the subsidiaries and/or operational units;

f) to be informed by the general management, or by any other means, of any claims by third parties or any internal information revealing any criticism of the accounting documents or internal control procedures of the Company, as well as of procedures implemented for this purpose and the remedies for such claims or criticisms.

g) to entrust to internal audit any assignment that it deems necessary;

h) to monitor the effectiveness of the internal audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information; and

i) to regularly make itself aware of the financial situation, the cash position and any significant commitments or risks and to examine the procedures adopted to assess and manage such risks.

(iv) With respect to the monitoring of the sustainability reporting process

To monitor the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification. For that purpose, the Audit Committee will review (i) the preliminary works carried out in that context by the CSR Committee as described in article 9.3.4 (b)(vi), (ii) the Company's draft sustainability report, and (iii) the report drawn up by the sustainability auditors, and will issue a recommendation to the Board of Directors.

9.3.4 CSR Committee

a) Composition

The CSR Committee shall be composed of a minimum of three (3) members and a maximum of five (5) members, chosen by the Board of Directors from among its members, and is chaired by an independent director.

The members of the CSR Committee shall be appointed for the duration of their term of office as a member of the Board of Directors. They may, however, resign during any meeting of the Board of Directors without providing a reason and without prior notice. Their term of office is renewable.

b) Responsibilities

Within its relevant fields of competence, the CSR Committee shall have the task of preparing and facilitating the work of the Board of Directors. The Committee shall formulate all opinions and recommendations to the Board of Directors within the areas described here below. The Committee shall particularly receive from the Board of Directors the following assignments:

(i) to review the Group's corporate social responsibility strategy, in all its dimensions including Environment, Social and Governance dimensions ("**ESG**"), and the rollout of the related initiatives;

(ii) to review the Group's corporate social responsibility (ESG) commitments in light of the challenges specific to the Group's business and objectives;

(iii) to evaluate the risks and opportunities with regard to the corporate social responsibility (ESG) performance;

(iv) to review the corporate social responsibility (ESG) policies taking into account their impact in terms of economic performance;

(v) to review the summary of ratings awarded to the Group by rating agencies and in extra-financial analysis, and

(vi) in support of the Audit Committee, and to allow the Audit Committee to perform its own duties in that context as described in article 9.3.3(b)(iv), to carry out preliminary works in order to monitor the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification, including:

- to monitor the sustainability reporting process and the process used to determine the information to be published in this regard and where appropriate to make recommendation to ensure its integrity;

- to monitor the effectiveness of internal control and risk management systems, as well as the internal audit where applicable, with regard to procedures relating to the preparation and processing of sustainability information;

- to supervise the selection procedure for the sustainability auditors and to issue a recommendation to the Audit Committee on the sustainability auditors proposed for appointment by the Annual General Meeting, including the renewal of their term of office;

- to monitor the performance by sustainability auditors of the mission to certify sustainability information;

- to verify the compliance by the sustainability auditors with the conditions of independence prescribed by applicable regulations;

- to approve, within the framework authorized by the Board of Directors, the provision by the sustainability auditors, or members of their respective networks, of services other than the certification of sustainability information to the Company and the companies that it controls directly and indirectly;

- to present to the Audit Committee (i) the Company's draft sustainability report, and (ii) the report drawn up by the sustainability auditors, and make appropriate recommendations to the Audit Committee with respect to the conduct of the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification.

Based on these preliminary works carried out by the CSR Committee, the Audit Committee will issue a recommendation to the Board of Directors regarding the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification. A summary of the Audit Committee's conclusions and the related recommendation made to the Board of Directors will be communicated to the CSR Committee.

ARTICLE 10 – PARTICIPATIVE COMMITTEE REPRESENTATIVES APPOINTED BY ATOS SE'S COMPANY COUNCIL

In connection with the agreement negotiated and executed by the Company and the Company Council of Atos SE on 14 December 2012, the Company Council of Atos designates a participative committee made up of four persons (among its members or within Atos' employees), named hereafter the "**Participative Committee**", for a renewable term of office of one year. The

object of the Participative Committee will be to discuss in meetings with members of the Board of directors of the Company, on topics listed in the agenda of the Board meetings.

10.1 Representatives of the Board of Directors

The Board of directors of the Company appoints within its members a Director, who will be responsible for representing the Board at meetings with the Participative Committee.

The chairman of the Board of directors of the Company may attend meetings with the Participative Committee to his will and when he deems it appropriate.

Coordination between members of the Board of directors of the Company and the Participative Committee is under the responsibility of the Secretary of the Board who attend these meetings.

10.2 Conduct of meetings

Meetings are normally held after the meetings of the Board of directors, in the presence of representatives of the Board, those of the Participative Committee, the Board Secretary, the Head of Human Resources and the General Counsel.

Agendas are transmitted to the Participative Committee by the Secretary of the Board prior to every meeting.

Once a year, the Participative Committee is invited to a plenary meeting of the Board of Directors corresponding to the session on the review of compliance practices of the Company with rules of corporate governance.

10.3 Report of meetings

The Director representing the Board assisted by the Secretary of the Board draws up an oral report at Board meetings of their sessions with the Participative Committee.

ARTICLE 11 – THE POSSIBILITY TO ASSIGN A TASK TO A DIRECTOR

Where the Board of Directors decides to entrust an assignment to one (or more) of its members or to a third party (or parties), it shall establish the main features of such task.

Where the person or persons entrusted with this assignment are members of the Board of Directors, they shall not participate in the vote.

Based on this resolution, the chairman shall initiate the drafting of a commissioning letter, which shall:

- define the specific purpose of the assignment;
- determine the form that the report of the assignment shall take;
- determine the duration of the assignment;
- determine, where applicable, the remuneration due to the person carrying out the assignment as well as the methods of payment of the amounts due to the interested party;
- provide for, where applicable, a maximum limit of reimbursement of travel expenses as well as expenses incurred by the interested party and those related to the carrying out of the assignment.

The chairman of the Board of Directors shall submit the draft commission letter to the nomination and governance committee for its opinion.

The report of the assignment shall be communicated by the chairman of the Board of Directors to the directors of the Company (and, the case may be, the censor(s)).

ARTICLE 12 – LEAD INDEPENDENT DIRECTOR

The Board of Directors may appoint a Lead Director from among its members who qualify as independent under article 1.3 of these internal rules. The Lead Director is appointed for the duration of his or her term as director, it being specified that the Board of Directors may terminate his or her term of office as Lead Director at any time. Loss of independent status, for whatever reason, terminates the Lead Director's term of office.

When the chairman of the Board of Directors is responsible for the Company's general management, the appointment of a Lead Director is mandatory.

The Lead Director is responsible for ensuring that the Board of Directors applies the highest standards of corporate governance, and that shareholders' corporate governance concerns are properly taken into account. To this end, he or she performs the following duties and has the following prerogatives:

i. prevent and manage conflicts of interest, by bringing to the attention of the Board of Directors any potential conflicts of interest he/she may have identified or been informed of;

ii. conduct annual assessment of the work of the Board and its committees, with the assistance of the nomination and governance committee;

iii. be available to meet with shareholders on items pertaining to governance and report to the Board as appropriate. He/she informs the Board of any shareholder concerns relating to corporate governance that come to his/her attention;

iv. convene the members of the Board of Directors in executive sessions, at least once a year, without the executive corporate officers being present, on a specific agenda determined by the Board; chair the meetings;

v. work with the Board Chair and the chairman of the nomination and governance committee on succession planning for the Chair and other directors;

vi. maintain a regular dialogue with directors, in particular independent directors, to ensure that they have the means to perform their role satisfactorily and are provided with an adequate level of information; and

vii. more generally, ensure compliance with the Board of Directors' Internal Rules and with the principles/recommendations of the AFEP-MEDEF Code.

In the performance of his or her duties, the Lead Director has the following resources at his disposal:

i. he or she may propose to the chairman the addition of items to the agenda of any Board meeting, and may be consulted on the agenda and schedule of Board meetings;

ii. he or she has access to all documents and information he or she deems necessary to carry out his or her mission;

iii. he or she is kept regularly informed of the Company's activities. He or she may also meet the Group's operational managers, at his or her request and after informing the chairman and the Chief Executive Officer;

iv. he or she may ask to attend meetings of committees of which he or she is not a member, with the agreement of the chairman of the committee in question, who will inform the chairman of the Board;

v. he or she is assisted by the Secretary of the Board of Directors for administrative tasks.

The Lead Director reports annually to the Board of Directors on his or her work and activities.

ARTICLE 13 – CONFIDENTIALITY

All issues discussed during the meetings of the Board of Directors, as well as any information gathered during or outside the sessions of the Board of Directors (the "**Information**") shall be confidential without exception regardless of whether the Information was or not presented as confidential; each director (or, as the case may be, the censor(s)), as well as any other person invited to attend the Board of Directors meetings, shall consider themselves bound to absolute secrecy that goes beyond the simple obligation to be discreet, and consequently,

- the Information may not be used entirely or partially for purposes other than those for which it was made available, or to the benefit of a third party for any reason whatsoever, and always in compliance with the provisions of these Internal Rules;

- he or she shall undertake not to express himself or herself individually, outside of any internal deliberations of the Board of Directors regarding the issues raised in the Board of Directors meetings and the meaning of the opinions expressed by each director;

- he or she shall take all necessary measures to ensure that such confidentiality is upheld, particularly in regards to the security of the files or documents that he or she may have received.

However, the representatives of the Works Council and of the Group Committee may communicate acquired Information to the members of the Works Council and the Group Committee, accordingly, it being specified however that:

- this distribution shall be limited to what is strictly necessary for its purpose;

- the Works Council and the Group Committee shall take all necessary measures to ensure strict confidentiality by its members regarding such Information

Furthermore, the permanent representative of a director who is a legal person may communicate the acquired Information to the corporate officer(s) of such legal person and to the advisers of such a person. It shall be specified however that:

- such distribution may only be made by the legal person for the purpose of the accomplishment of its task as a director, in the Company's interest, and shall be restricted, both in its contents and the number of recipients, to what is strictly necessary for its purpose, and in accordance with the applicable regulation;

- the legal person shall take all necessary measure to ensure strict confidentiality by its corporate officer.

The confidential nature of this Information shall be removed at the moment it becomes the published externally by way of a press release issued by the Company and within the limits of the information thus communicated.

In addition to this obligation of confidentiality, each director (or, as the case may be, the censor(s)) shall undertake not to publicly express themselves, in their official capacity as a director of the Company, on any subject concerning the Company and its Group, whether or not linked to the deliberations of the Board of Directors, unless previously approved by the chairman of the Board of Directors.

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Schedule 1 – Charter of the Atos SE Board of Directors

CHARTER OF THE ATOS SE BOARD OF DIRECTORS

adopted by resolution of the Board of Directors
dated 28 July 2009

modified by resolution of the Board of Directors
dated 1st July 2011

modified by resolution of the Board of Directors
dated December 18, 2017

Introduction

Atos SE (the "Company") gives great importance to the principle that its business must be conducted both profitably and responsibly. Consequently, the goal of this Charter of the Board of Directors of the Company is to remind each director of the Company the necessity to act honestly, impartially and with integrity in his or her day-to-day business. In addition, and according to the principles of good governance, this Charter of the Directors of the Company specifies the duties and obligations of each director.

Article 1 – Corporate Interest

Each director represents the whole of the shareholders and must act, in any circumstance, in the corporate interest of the Company.

Each director must inform the Board of Directors of any known issue which appears to be of such a nature as to affect the interests of the Company.

Article 2 – Respect of Laws and By-laws

Except for legal or regulatory exceptions, or exceptions stemming from the articles of association, each director must personally be a shareholder and must at least own the number of Company shares required by the Company By-laws. If the director does not own the required shares when taking up his or her function, such shares must be acquired within the three months following his or her appointment. If, following the delay of three months, the director does not own the required shares, he or she is automatically considered as having resigned.

Before accepting his or her function, each director must fully acquaint himself or herself with his or her duties and obligations and must ensure that he or she is fully aware of the general obligations as well as those that are specific to his or her responsibilities. He or she must particularly acknowledge any legal and regulatory provisions, provisions of the Company's by-laws, the Internal Rules of the Board of Directors, and this Charter and any amendments brought to it by the Board of Directors, as well as the recommendations of the AFEP-MEDEF Code of Corporate Governance for listed companies.

If the director is a member of a committee, he or she must also acknowledge any internal operating rules particular to such committee.

Article 3 – Objectivity – Conflict of Interest

(a) Objectivity

Each director undertakes to preserve in all circumstances, his or her objectivity of analysis, judgment, decision and action.

He or she does not tolerate being influenced by any factor outside of the corporate interest, which he or she undertakes to protect.

He or she commits to informing the Board of any known issue which appears to be of such a nature as to affect the interests of the Company.

(b) Conflict of Interest

A conflict of interest arises when a director or a member of his or her family could personally benefit from the way the Company's business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the director's judgment (particularly as a client, supplier, business banker, legal representative).

The director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the Company. Without prejudice to the formalities of previous authorizations and supervision prescribed by the law and the by-laws, he or she must inform the President of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in any discussion or decision on such matter. The President may ask the director not to attend the deliberations. However, he or she would be exempted from this rule if at least a majority of the directors would have to abstain from participating or voting if this were applied.

The director must therefore immediately communicate to the President any agreement concluded between himself or herself or a company for which he or she is the director or within which he or she holds, directly or indirectly, a significant shareholding or within which he or she is directly interested, and the Company or one of its affiliates, or that was concluded by an intermediary.

In order to avoid any conflict of interest, each director is required, during the entire duration of his or her functions, to obtain prior, written approval from the President of the Board for the following operations:

- accepting or exercising any mandate as manager or director in another company exercising an activity in direct competition with that of the Atos Group;

- taking or preserving any financial interests (except in respect of the purely financial investments of listed securities that do not result in a holding of more that 5% of the share capital, and in compliance with the procedures stipulated by Atos with respect to Privileged Information and insider trading) or, to the extent that such interests may be prohibited under applicable law, taking or preserving family connections with partners, clients, suppliers or competitors of Atos (that were disclosed to the Company prior to the beginning of these functions). Subject to applicable laws, any conflict of interest or current interest having not been previously authorized must be immediately disclosed; and

- being employed by or receiving any direct or indirect remuneration from a company having an activity directly in competition with that of Atos.

Article 4 – Corruption and Misappropriation

No form of corruption or misappropriation will be tolerated.

Any offer of money or any offer of goods or services in order to obtain a commercial advantage constitutes corruption. Any dishonest or illegal practice affecting the commercial integrity of Atos or that of its assets constitutes misappropriation. Corruption and misappropriation may be implied as the offering or accepting of a sum of money or gifts or any other advantage (such as free accommodation, for example) in exchange for favors (from partners, clients, suppliers or competitors). As an example, this may include:

- an offer of money to a director of the Company for the purpose of winning a contract;
- an offer of payment made by a director of the Company in order to obtain a certain result;

- acceptance by a director of a gift of any nature that would compel him or her to change his or her conduct.

It is prohibited to enter into a contract on behalf of Atos where the services provided are not clearly defined in a contract and where the usual invoicing methods or usual bank accounts are not used. The Company shall not consider itself bound where the services have not been actually provided.

Gifts of low value (not exceeding a hundred Euros, the value being lower than this amount on the basis of local customs within business ethics and such gifts being of any nature – meals, tickets to shows or objects of low value, etc.) shall not automatically be considered as prohibited, unless they are offered or received with the purpose of violating the principles explained above.

Article 5 – Duty of Loyalty

Each director is under an obligation of loyalty towards the Company.

He or she shall not take any initiative that could harm the interests of the Company or other companies or entities within the Group and shall act in good faith in all circumstances.

He or she shall not take on any responsibilities on a personal basis in any company or business practicing any activities in direct competition with those of Atos without prior approval of the President of the Board of Directors and of the President of the Remuneration and Nominations Committees.

Article 6 – Duty and Freedom of Expression

Each director has the duty to clearly express his or her questions and opinions.

He or she must make known any instance where he or she is in disagreement.

Article 7 – Participation in the work of the Board of Directors – Assiduity - Professionalism

Each director must devote the necessary time and attention to the preparation of the Board of Directors' meetings as well as, where applicable, the committees of which he or she is a member.

He or she must be diligent and must, unless prevented from doing so, participate in every Board of Directors' meeting and, where applicable, the committees of which he or she is a member, as well as the shareholders' general meetings.

He or she shall keep informed about the work and specifics of the Company, including its stakes and values, by inquiring, if necessary, its Management.

The director shall request any documents that he or she considers essential to be able to deliberate with full knowledge on the issues on the agenda of the Board of Directors' meetings. If a director considers that he or she does not have full knowledge of the facts, it is his or her duty to inform the Board and to demand any essential information.

He or she shall make a point of keeping updated on the knowledge that enables him or her to perform his or her functions.

Article 8 – Confidentiality

The Directors are required to uphold professional secrecy, which exceeds the mere obligation of discretion provided for in the law, in regards to any information gathered during or outside of the

Board of Directors' meetings, according to the conditions provided in Article 12 of the Internal Rules of the Board of Directors.

Article 9 – Privileged Information – Security Transactions

Each director shall strictly refrain from using any Privileged Information (as defined in I) A) of the Guide to The Prevention of Insider Trading, as well as in applicable laws and regulations) to which he or she has access, to his or her personal advantage or to the advantage of anyone else. In particular, where a director holds information that has not yet been rendered public, he or she shall refrain from using it to perform, or getting a third party to perform, any transaction involving the securities of the Company.

He or she shall only perform transactions involving the Company's securities in compliance with the legal and regulatory provisions pertaining thereto.

Each director undertakes to observe and strictly respect the provisions of the Company's Guide to The Prevention of Insider Trading, of which the text is attached as a Schedule to the Internal Rules of the Board of Directors.

Article 10 – Contribution to Good Governance

Each director shall contribute to the collegiality and effectiveness of the work of the Board of Directors and the specialized committees. He or she shall express any recommendation that appears to be of a nature as to improve the functioning of the Board of Directors, particularly during any periodical evaluation of such. He or she shall accept the evaluation of his or her own performance as a member of the Board of Directors.

He or she undertakes, along with the other members of the Board of Directors, to ensure that any supervisory assignments be accomplished efficiently and without hindrance. In particular, he or she ensures that procedures are in place within the Company that verifies whether the laws and regulations are being complied with.

Article 11 – Executive office and employment contract – No overlapping

When an employee becomes the main executive officer of the Company, he shall undertake to terminate his employment contract with the company (if such employment contract existed), either by contractual termination or resignation. This provision does not apply to an employee who is appointed for such office as director representing the employee shareholders or director representing the employees.

Article 12 – Business Ethics

In addition to the specific examples of breaches of business ethics provided in the present Charter, some basic principles of business ethics that Atos intends to apply to its relationships between and with its directors, colleagues, clients, suppliers, partners and any other third party are listed here below:

- Every director and work colleague in Atos shall be treated equally with respect to his or her results and qualifications, without consideration of race, nationality, gender, age, disability or other characteristic.
- No director shall act in such a way as to influence, in an irregular manner, a candidate for political office, an elected representative or a public administrator, while carrying out his or her duties.
- No director shall participate in an agreement, an understanding or a joint activity that would violate the laws and regulations applicable to anti-competitive practices. An anti-competitive practice exists when there is an agreement between competitors to share clients, contracts or price-fixing arrangements.
- Any director who, in the course of his or her work, uses the services of an independent third party shall ensure that the remuneration paid corresponds to the services rendered and that no remuneration is paid to any person (individual or corporate entity) other than the person who provided the services or within a country other than the country of residence or registration of the service provider.
- The directors of the Company shall comply with, in all circumstances, the laws and regulations of the countries in which Atos operates.

The above list is not exhaustive and other behaviors may be considered to be in breach of the present Charter. In case of doubt, directors should consult the legal department of Atos.

Schedule 2 – *Ring fencing* measures

RING FENCING MEASURES

adopted by resolution of the Board of Directors
dated January 21, 2024

The measures set forth in this Schedule, referred to as *Ring fencing*, are intended to prevent, within the meaning of competition law, the exchange of sensitive information between competing companies within the Board of Directors of Atos SE (the "**Company**").

ARTICLE 1 – SCOPE OF APPLICATION

1. This Schedule defines the measures which apply, in addition to the provisions provided for in the Internal Rules, to members of the Board of Directors appointed on a proposal of a Competing company (as defined below) of the Company and linked to this Competing company by an employment contract, an executive or director's term of office, or any other factual circumstance likely to alter its independence with regard to the Company ("**Members Linked to a Competing company**").

2. The notion of competing company refers cumulatively to (i) any company which is directly involved in one or more product or service markets in which the Atos Group is involved and (ii) any company belonging to the same "company", within the meaning of competition law, as the latter ("**Competing company**").

3. The notion of sensitive information refers to strategic information, within the meaning of competition law, which is non-public, non-aggregated and recent, and which relates to the activities of the Atos group or of the Competing company on the market(s) where the latter are in competition (the "**Sensitive Information**"). Sensitive Information includes, but is not limited to, information relating to prices, costs, margins, sales volumes and market share, suppliers and customers, tenders, detailed business plans, detailed budgets, detailed performance and results and, where applicable, any Sensitive Information included in the presentation of major acquisition or disposal projects.

ARTICLE 2 – MEASURES APPLICABLE TO MEMBERS LINKED TO A COMPETING COMPANY

(a) *Access to information*

4. Members Linked to a Competing company shall receive the documents given to the members of the Board of Directors in a version prepared by the Secretary of the Board of Directors, redacted of Sensitive Information relating to the Competing company.

5. Members Linked to a Competing company shall not solicit or receive Sensitive Information from any other member of the Board of Directors.

(b) *Participation of Members linked to a Competing company in meetings of the Board of Directors*

6. Members Linked to a Competing company may participate in discussions on any matter as long as such discussions do not involve the disclosure of Sensitive Information with respect to the Competing company.

7. Members Linked to a Competing company must leave the meeting of the Board of Directors whenever Sensitive Information with respect to the Competing company is discussed.

8. The agenda of the meeting should identify such matters in advance. Failing this, Members Linked to a Competing company must leave the meeting as soon as Sensitive Information with respect to the Competing company is discussed.

9. The minutes of the Board of Directors meetings shall indicate when Members Linked to a Competing company have left the meeting.

ARTICLE 3 - IMPLEMENTATION AND ENFORCEMENT OF RING FENCING MEASURES

10. By adhering to the Company's Internal Rules, the members of the Board of Directors acknowledge and accept the provisions of this Schedule.

11. Prior to their appointment, each Member Linked to a Competing company shall adhere to the *Ring fencing* measures, by means of an individual written commitment, the model of which shall be provided to them by the Company.

12. The Secretary of the Board of Directors is responsible for ensuring that these *Ring fencing* measures are properly implemented.

Schedule 3 – Guide to the prevention of insider trading

GUIDE TO THE PREVENTION OF INSIDER TRADING

Updated on December 19, 2016

This guide sets the rules of conduct applicable to employees and directors working for Atos SE (the "**Company**" or "**Atos**") and its subsidiaries (together, the "**Group**") who may possess "inside" information, or who wishes to carry out a transaction in the Company's shares, securities or financial instruments, or in derivatives or financial instruments linked to the Company shares (the "**Securities**").

Introduction

Atos is a company listed on the Euronext Paris market. As a consequence, in order to guarantee transparency and integrity of the market of Atos' Securities, the Company must always be in a position to provide its investors and shareholders with reliable information about its activity under conditions ensuring equal treatment of traders.

This general and permanent obligation to provide information to the public is particularly required when a major event occurs and would be likely to have a significant effect on the price of the Securities, unless applicable regulations allows the Company to not disclose for a period of time the information under certain circumstances. Any violation of this stock exchange rule is heavily sanctioned.

The employees and the operational managers of the Group shall, as soon as possible, report to the Executive Management any major topics relating to the Group which are likely to influence the price of Securities.

In addition, the undue disclosure or use of Inside Information (as defined hereafter in Section I.A.) may result for those who are responsible of such disclosure or use, in disciplinary, regulatory or judicial proceedings that could lead to sanction from the stock exchange authorities or from a criminal court (see §III hereafter).

It is also prohibited to any employee to make, directly or indirectly, statements to the investors or to the shareholders or, more generally, statements intended to the market, without the prior authorization from the Chairman and Chief Executive Officer or from the Executive Vice President Investor Relations & Financial Communication. Besides, any individual who voluntarily discloses to the public false or misleading information likely to influence the stock market price might be exposed to criminal proceedings.

The present document aims at reminding Atos employees and directors of the specific rules in relation to insider information, namely abstention obligations from any dealing in the Securities.

The same rules apply to the Group' subsidiary Worldline, listed on Euronext Paris, concerning the preventive measures implemented to prevent insider dealing in Worldline's securities. A guide equivalent to this one similarly applies to the employees of Atos Group.

The present rules originate from Regulation (EU) No 596/2014 on market abuse ("**MAR regulation**") applicable across the member states of the European Union.

Table of content:

I – DEFINITIONS

A – WHAT IS INSIDE INFORMATION?

"Inside information" is any information of a precise nature that has not been made public, relating directly or indirectly to Atos, or to one or more Securities, and which, if it were made public, would be likely to have a significant effect on the prices of the Securities or on the prices of Securities-related derivatives or financial instruments, that is to say, any information that a reasonable investor likely use as part of the basis of his/her investment decision.

- **Information likely to have a significant effect on the price**

Such information, whether favorable or not, might be qualified as Inside Information to the extent that this information is likely to have an increasing or decreasing effect on the price of Securities or to influence an investor's decision to purchase or sale Securities.

- **Information of a precise nature**

To evaluate if any information is specific enough to be considered as Inside Information, the information must indicate a set of circumstances which exists or which may reasonably be expected to come into existence, or an event that has occurred or which can be reasonably expected to occur; and the information must be specific enough to enable a conclusion to be drawn by a reasonable investor as to the possible effect of that set of circumstances or event on the prices of the instruments in question.

In light of this, with respect to a protracted process with several steps, which may give rise to, or result into certain circumstances or a particular event, these future circumstances or targeted event, as well as an intermediate step being part to these circumstances or this event, might be considered as information specific enough to be qualified as Inside Information.

In other words, it could be information relating to the existence of a sufficiently matured project between the parties so as to have a reasonable chance of succeeding, notwithstanding the inherent uncertainties around such operation with respect to the actual completion of such project.

- **Non-public information**

Information is considered as being public knowledge when it is made publicly available through a press release by the Company.

- **Cases of Inside Information**

No exhaustive list of inside information may be draw up, but as a matter of example, information may be qualified as Inside Information if it relates to: Group's prospects or condition, variation prospects of the Company's Securities, or information relating to an issuance by the Company of securities, or external growth or significant divestments, significant changes in the financial condition or operating income, the signature of significant new contracts or the launch of new products or services, or a change in the policy of dividend distribution.

B – WHAT IS (AN) INSIDER(S)?

Any individual employee of the Group who possesses Inside Information, as well as their relatives or any third persons in this situation, are considered as "**Insiders**".

Are particularly susceptible of being qualified as Insiders:

- members of management, administration or supervisory bodies (i.e., the Chairman and CEO and the members of the Company's Board of directors, including the employee directors);

- persons having within the Group the power to take managerial decisions affecting the future developments and strategy;

- any employee of the Group having regular access to Inside Information. This may include, in particular, the secretary of the Board of Directors, executive committee members, persons in charge of financial communication and investor relations, and members of the committee in charge of public disclosure oversight;

- persons with certain sensitive positions: leading executives including the chief financial officer, the head of internal audit, the treasury manager, the group general counsel, the tax manager, the internal control manager, and heads of major divisions; and support staff such as the assistant to the CEO and to members of the executive committee, deputy leading executives, persons involved in the final stage of the consolidation of accounts or other persons having, before the publication, an overall view of the Company's condition or prospects;

- employee representatives who regularly participate to meetings of the corporate bodies.

It also refers to persons within or outside of the Group or third parties receiving Insider Information on the occasion of a particular event or the preparation or implementation of a transaction having major significance.

C – WHAT ARE THE INSIDER'S OBLIGATIONS?

1°) Abstain from misusing Inside Information

In accordance with the regulation in force, every Insider must abstain from:

(a) engaging (or attempting to engaging) in insider dealing, i.e. using Inside Information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, the Company's Securities to which that information relates or Securities-related financial instruments;

(b) recommending that another person engage in insider dealing, by recommending, on the basis of Inside Information, that another person acquire or dispose of the Company's Securities to which that information relates or Securities-related financial instruments, or

(c) inducing another person to engage in insider dealing by inducing, on the basis of Inside Information, another person to make such an acquisition or disposal, concerning the Company's Securities to which that information relates or Securities-related financial instruments.

The use of Inside Information by cancelling or amending an order where the order was placed before the person concerned possessed Inside Information may also qualify as insider trading. It is however recommended, in the event you possess Inside Information, to withdraw any orders whose execution is conditioned by a certain stock price threshold ("price limit orders").

2°) Disclosure of Inside Information is generally forbidden

Each Insider must abstain from any disclosure of Inside Information, by taking all necessary actions to this effect, whether within or outside of the Group, outside of the normal context of his/her work, profession or functions, or for any other purposes, or within the framework of an activity other than that for reason which the Inside Information is possessed.

D – WHICH TRANSACTIONS ARE CONCERNED?

In accordance with the applicable regulation, any acquisition or sale of Securities is susceptible of qualifying as insider trading even if it is a transaction on a derivative instrument.

II – PREVENTION OF INSIDER TRADING

In accordance with MAR Regulation and with marketplace recommendations, the Company adopted measures aimed at preventing insider trading.

A – INTRODUCTION OF CLOSED PERIODS

The Company decided to prohibit any acquisition or sale of Securities during certain periods defined as "closed periods" to any person having regular or occasional access to Inside Information: leading executives, and some employees who are likely to access to financial information or accounts before its public disclosure.

The persons informed by the Company that they are listed as being subject to the closed periods must abstain from dealing in Securities, directly or indirectly, during one of the closed periods defined as follows:

- 6 weeks preceding the public disclosure of annual financial results;
- 30 days preceding the public disclosure of half-yearly financial results;
- 4 weeks preceding the public disclosure of financial information for the 1st, 2nd and 3rd quarters.

The closed periods are disclosed at the beginning of each year with a handout indicating the opening and closing dates for each period of the said year, as well as the terms for an acquisition and awards of Securities within said periods. A reminder is sent at the beginning of each period to the concerned persons. This information relating to closed periods is also made available by the legal department. The publication dates for the periodic financial reports are available in advance in the "investor" section of Atos website.

B – HEDGING TRANSACTIONS

According to Atos stock option or subscription plans or performance share plans rules, the holders are prohibited from entering into hedging transactions by any means, which would protect against changes in potential gains that could result from the sale of the shares at the moment of the availability for sale of the shares allocated through those plans.

C – IDENTIFY INSIDERS WITH A LIST

MAR regulation requires from the Company to create, update and make available to the French market regulator "AMF" a list of the Insiders for each Inside Information.

These lists of Insiders contain the information laid out at Article 18.3 of MAR and Article 2.3 and Annex 1 of the execution regulation (EU) N°2016/347 of March 10, 2016.

These lists must be updated on a timely basis, particularly in the following cases:

- where there has been a change in the reasons that justify the registration of a person on the list;

- where a new person has had access to Inside Information and must be added to a list;

- if applicable, by mentioning when a person previously listed must become excluded from such list because he or she no longer has access to the related Inside Information.

The Company shall notify by mail the Insiders of their registration on such lists, attaching a copy of the present guide, in order to make them aware of their obligations and of the legal, regulatory, administrative and disciplinary sanctions established in case of breach of this policy.

Insiders must acknowledge in writing receipt of such mail, confirm they have read the applicable obligations and sanctions mentioned in this guide, and undertake to abide by its terms.

The lists of Insiders must be kept by the Company for at least five years following their creation or update.

Not being registered on these lists does not predetermine the qualification of anyone as an insider and shall not exonerate such persons from complying with the legislations and regulations.

In addition, the Company decided to open a specific section of the insider list containing names of "Permanent Insider", i.e. persons who are deemed owing to their functions to have permanent access to potential Inside Information.

D – SPECIFIC OBLIGATION FOR SENIOR EXECUTIVES AND DIRECTORS AND THEIR RELATIVES TO PERSONALLY DISCLOSE ANY TRANSACTIONS IN SECURITIES

Pursuant to Article L. 621-18-2 of the French Monetary and Financial Code, executive officers and directors (members of management, administration or supervisory bodies) as well as leading managers who are empowered to make management decisions regarding the positioning and strategy of the Company and who have regular access to Inside Information directly or indirectly pertaining to the Company (together, the "**Senior Executives**") shall directly disclose to the French market regulator "AMF", as well as to the Company, the details of the transactions that they carry out (acquisitions, subscriptions – including the exercise of options, sales or exchanges of Securities, transactions in forwards or any instruments linked to the Securities), whether they are acting on their own behalf or on behalf of a third party.

You can refer to Appendix 1 containing an indicative list of transactions in Securities subject to such disclosure duty.

It is the same for the persons closely associated with an Insider, as defined in Article R. 621-43-1 of the French Monetary and Financial Code (the "**Relatives**"):

- his or her spouse (even when in process of a divorce) not in judicial separation, a partner with whom he or she is bound by a civil solidarity pact, or a partner with whom he or she lives;

- children (minors or adults) over whom the Insider exercises parental authority or with whom he or she resides permanently or alternatively, or of whom he or she is actually and permanently in charge;

- any other relative or family connection residing at his or her residence for at least one year prior to the date of the concerned transaction.

The same rule applies to any legal person or other type of entity different from the Company, incorporated under French or foreign law, and:

- of which the managerial responsibilities are discharged by one of the Senior Executives or one of the Relatives acting in the interests of the Senior Executive; or

- which is directly or indirectly controlled, within the meaning of Article L. 233-3 of the French Commercial Code, by one of the Senior Executives or one of their Relatives; or

- which is set up for the benefit of one of the Senior Executives or one of their Relatives; or

- the majority of the economic interests of which benefits one of the Senior Executives or one of their Relatives.

This declaration, which shall indicate the name and function of the person having carried out the transaction, the type and number of Securities concerned, the date, place, underlying share price and the total amount of said transaction, must be disclosed to the AMF by the person concerned by electronic means within three business days following the transaction date. Furthermore, the person proceeding to such declaration shall send a copy of it to the Company within the same period.

The declaration duty as described above is not required provided the total amount of the transactions carried out by the same person does not exceed €20,000 in one calendar year.

The full content of the declarations will be made public on the AMF website after having been uploaded directly to a secure extranet site "ONDE" operated by the AMF (https://onde.amf-france.org/RemiseInformationEmetteur/Client/PTRemiseInformationEmetteur.aspx).

The Company maintains a list containing, in particular, the names of the Senior Executives and of the persons closely associated with them. For the purpose of this list, the Senior Executives must notify the Company of the required information regarding their Relatives and must notify their Relatives of their respective disclosure duty.

III – SANCTIONS

Any violation of the rules set out in this guide by any manager or employee of the Group, whatever be his or her citizenship, may result in personal liability of the person concerned, who could be subject to criminal, administrative or disciplinary sanctions.

Insider Trading (or attempt to this offense) is subject to severe sanctions as the offender is liable to five years of imprisonment and a fine of €100 million, which may be raised to up to ten times any profit made from such transactions, it being specified that the fine may not be lower than the profit made (article L.465-1 of the French Monetary and Financial Code).

Alternatively, the same facts might be subject to financial sanctions ordered by the AMF that may amount to a maximum of €100 million or ten times the profit made as a result of the violation if it can be determined, which can be raised up to 10% of such amount, with a possible mark-up, charged to the sanctioned person and aimed at funding the victims assistance. The amount of the sanction and of the mark-up shall be determined in accordance with the materiality of the offense, and taking into account the benefits or profits made as a result of such violation of law (Article L.621-15 of the French Monetary and Financial Code).

Furthermore, any violation by an Insider of this guide and/or the rules relating to insider trading may also result in any disciplinary actions taken within the Group, potentially leading to dismissal or termination of the employment agreement.

Finally, failure of the persons concerned to comply with the preventive obligations related to insider trading, or with the duty to disclose transactions in Securities, as described in this guide, may also result into disciplinary actions or into prosecutions initiated by the stock exchange regulator.

Appendix 1: Indicative list of transactions in Securities subject to declaration duty for Senior Executives and the persons closely associated with them

According to the European regulation (Article 10 of the Delegated Regulation No 2016-522 of 17 December 2015), the transactions in Securities subject to disclosure duty, not identical to the list of transactions covered by the insider trading rules, include in particular:

- acquisition, disposal, short sale, subscription or exchange;
- acceptance or exercise of a stock option, including of a stock option granted to managers or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option;
- entering into or exercise of equity swaps;
- transactions in or related to derivatives, including cash-settled transactions;
- entering into a contract for difference on a financial instrument of the concerned issuer or on emission allowances or auction products based thereon;
- acquisition, disposal or exercise of rights, including put and call options, and warrants;
- subscription to a capital increase or debt instrument issuance;
- transactions in derivatives and financial instruments linked to a debt instrument of the concerned issuer, including credit default swaps;
- conditional transactions upon the occurrence of the conditions and actual execution of the transactions;
- automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;
- gifts and donations made or received, and inheritance received;
- transactions executed in index-related products, baskets and derivatives, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- transactions executed by manager of an AIF in which the person discharging managerial responsibilities or a person closely associated with such a person has invested, insofar as required by Article 19 of Regulation (EU) No 596/2014;
- transactions executed by a third party under an individual portfolio or asset management mandate on behalf or for the benefit of a person discharging managerial responsibilities or a person closely associated with such a person;
- borrowing or lending of shares or debt instruments of the issuer or derivatives or other financial instruments linked thereto.

Are also included (Article 19.7 of MAR Regulation No 596/2014 on market abuses):

- the pledging or lending of financial instruments by or on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, (being specified that a pledge, or a similar security interest, of financial instruments in connection with the depositing of the financial instruments in a custody account does not need to be notified, as long as and until such time as such pledge or other security interest is designated to secure a specific credit facility);

- transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person discharging managerial responsibilities or a person closely associated with such a person including where discretion is exercised (however, the transactions, relating to the shares or debt instruments of the issuer or to derivatives or other financial instruments linked thereto, executed by the administrators of a collective investment undertaking in which the person discharging managerial responsibilities or a person closely associated with such a person has invested do not need to be notified if the collective investment undertaking administrator uses discretion which excludes for the administrator to receive any instructions or suggestions about the composition of the portfolio, directly or indirectly, by the investors of the collective investment undertaking);
- transactions made under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council, where:
    - the policyholder is a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1 (Official Journal of the European Union L 173/39 of 12 June 2014),
    - the investment risk is borne by the policyholder, and
    - the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.

However, this notification requirement does not apply to transactions dealing with financial instruments linked to shares or to debt instruments of the issuer, where at the time of the transaction one or more of the following conditions are met (amendment from Regulation 2016-1011 of 8 June 2016):

- the financial instrument is a unit or share in a collective investment undertaking in which the exposure to the issuer's shares or debt instruments does not exceed 20 % of the assets held by the collective investment undertaking;
- the financial instrument provides exposure to a portfolio of assets in which the exposure to the issuer's shares or debt instruments does not exceed 20 % of the portfolio's assets;
- the financial instrument is a unit or share in a collective investment undertaking or provides exposure to a portfolio of assets and the person discharging managerial responsibilities or person closely associated with such a person does not know, and could not know, the investment composition or exposure of such collective investment undertaking or portfolio of assets in relation to the issuer's shares or debt instruments, and furthermore there is no reason for that person to believe that the issuer's shares or debt instruments exceed the thresholds stated in the previous indents.