

4.2 Corporate governance

[GRI 2-9], [GRI 2-10], [GRI 2-11], [GRI 2-12]

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

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

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

In that respect, like every year, the Board of Directors met on December 12, 2023 to perform the annual review of the implementation by the Company of these governance principles. Following this meeting, the Board considered that the Company's governance practices are fully compliant with the AFEP-MEDEF Code, in its applicable version dated December 2022.

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

Governance issues are regularly addressed during Board meetings. The Board has indeed consistently expressed its willingness to take into account, and sometimes anticipate, recommendations on the improvement of corporate governance for listed companies whenever such recommendations are in line with the interests of the Company and of its shareholders. This includes the Company's innovative practice of regularly consulting its shareholders on the medium-term orientations (most recently, at the General Meeting on October 27, 2020) and the consultative vote on the Company's ambitious decarbonization strategy at the 2021 Annual General Meeting. Also, Atos was the first CAC 40 company to enshrine its *raison d'être* in its Articles of Association on April 30, 2019, thereby anticipating the entry into force of the PACTE law of May 22, 2019. Moreover, the Company complies with the new recommendations set out in the revised version of the AFEP-MEDEF Code published in December 2022, which aims to place CSR strategy, including climate change, at the heart of the missions of any Board of Directors.

4.2.2 Management Mode

Separation of offices of Chairman of the Board and Chief Executive Officer and balance of powers

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

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

- the Board of Directors is composed of 82% of independent Directors⁽¹⁾ and comprises two Employee Directors as well as one Director representing the employee shareholders;
- the Board has formed four permanent internal Committees, to help in the decision process, composed at least of a majority of independent members. On December 1, 2020, the Board of Directors decided to split the missions previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee. The Nomination and Governance Committee was also entrusted with the regular review of the executive officer's succession plan;
- as part of the study of the strategic project of the Group presented during the Capital Markets Day on June 14, 2022, the Board of Directors decided to form a consultative Ad hoc Committee, composed of a majority of independent Directors, in charge, *inter alia*, of providing recommendations and overseeing the study and implementation of the project by the management team. In light of the evolution of the strategy, the appointment of a *mandataire ad hoc*⁽²⁾ announced on February 5, 2024, followed by the opening of an amicable conciliation procedure⁽³⁾ announced on March 26, 2024, the Board of Directors decided to broaden the mission of the Ad hoc Committee in order to monitor developments in the Company's financial situation, the progress of any legal protection measures, and to exchange proactively and support the management in its proposals to the Board;
- at least once a year, Directors hold meetings, in the absence of the senior executive officers, during which they discuss the Company's affairs and address any relevant topics;
- the Internal Rules of the Board of Directors set forth the Board's reserved matters which require the Board's prior authorization as well as the missions of the Chairman of the Board (see section below "Limitations on the powers of the Chief Executive Officer");
- on June 4, 2023, the Board of Directors appointed Elizabeth Tinkham as Lead Independent Director, as permitted by the Board's Internal Rules. The Lead Independent 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.

1) As of April 2, 2024. In accordance with the rules set by the AFEP-MEDEF Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of independent Directors.

2) The *mandataire ad hoc* is an independent third party whose mission is to assist the Company in its discussions, in order to converge on an appropriate financial solution as soon as possible, in the Company's corporate interests. The *mandat ad hoc* is an amicable procedure allowing negotiations to be conducted within a confidential framework. The *mandat ad hoc* only concerns the financial debt of the Company and has no impact on the employees, customers and suppliers of the Group.

3) The conciliation is a procedure, so-called amicable or preventive, for dealing with financial difficulties. It is provided for in the Commercial Code. The negotiations, which take place under the aegis of a conciliator appointed by the President of the Commercial Court, are confidential. The conciliator's mission is to encourage the conclusion of an amicable agreement between the debtor and its creditors, who are called upon to do so, aimed at putting an end to the company's difficulties and ensuring its continuity.

Missions of the Chairman of the Board

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

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

Should the Chairman be absent, the Board meeting and General Meetings shall be chaired by the Vice-Chairman.

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

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

Limitations on the powers of the Chief Executive Officer

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

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

Missions of the Lead Independent Director

As per the Board Internal Rules, the Lead Independent 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.

The duties and prerogatives of the Lead Independent Director are as follows:

- conduct annual Board assessment, with the assistance of the Nomination and Governance Committee;
- be available to meet with shareholders on items pertaining to governance;
- convene sessions of the independent Directors as needed, at least once a year;
- work with the Chairman of the Board on succession planning for the Chairman and other Directors.

Communication with shareholders

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

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

- Atos' shareholders, during their Annual General Meeting held on April 30, 2019, decided with 99.93% of the votes to enshrine the Company's *raison d'être* in its Articles of Association;
- presentations established for financial reports, investor days or General Meetings are posted on the website of the Company;
- the Company is exchanging with its shareholders throughout the year but has, for many years, been conducting a governance roadshow prior to its Annual General Meeting;
- in June 2023, the Board appointed Elizabeth Tinkham as Lead Independent Director; she assumes several prerogatives as described above, including engaging with shareholders on governance matters;
- Atos regularly communicates its strategy to its shareholders and provides market updates. On March 29, 2023, Atos announced Airbus' decision to no longer pursue the discussions it initiated in February 2023, with respect to the potential acquisition of a minority stake of 29.9% in Eviden. On August 1, 2023, Atos announced the contemplated sale of Tech Foundations, and provided regularly updates regarding the discussions with EPEI. On February 28, 2024, Atos announced that the parties have not reached a mutually satisfactory agreement and that Atos will continue to run Tech Foundations and Eviden as separate businesses and leverage the strengths of their respective offerings with a coordinated go-to-market strategy. Moreover, on January 3, 2024, Atos informed the market of the opening of a due diligence phase with Airbus for a potential sale of the entire BDS (Big Data & Security) perimeter, together with the possible implementation of additional asset disposal program. On March 19, 2024, Atos announced that discussions with Airbus related to the sale of its BDS business will not proceed.

Atos also regularly informs the market of the progress of its refinancing plan. Atos has announced its financing plan and its adjustments and discussions with its banks with a view to reaching a refinancing plan, and, on February 5, 2024, Atos has indicated that it requested the appointment of a *mandataire ad hoc*⁽¹⁾ in order to frame these discussions. In the continuity of the mandat ad hoc, Atos SE announced on March 26, 2024 that the Company has entered into an amicable conciliation procedure⁽²⁾ to facilitate a global refinancing agreement with the banks and bondholders of Atos SE. Further to its press release dated April 2, 2024, and as part of the discussions initiated by Atos SE with its financial creditors under the aegis of the conciliator appointed on March 25, 2024, Atos SE

presented its updated business plan and the parameters of its refinancing framework on April 29, 2024. On May 6, 2024, Atos announced that on May 3, 2024, it had received four new money proposals from several parties and indicated that it was working with its financial creditors to select a financial restructuring solution by May 31, 2024 that will be acceptable to them and consistent with the Company's financial parameters, in order to reach a final financial restructuring agreement by July 2024. This solution will likely entail radical changes in the capital structure of the Company and significant new equity issuance that will result in a massive dilution of the existing shareholders of Atos SE, considering that the Company will negotiate with stakeholders the treatment of the existing shareholders in compliance with applicable laws.

Furthermore, Atos regularly provides market updates regarding governance evolution, such as the announcement of Yves Bernaert's appointment as CEO from October 3, 2023, the changes in the Board of Directors composition, with notably, among other changes in the composition of the Board, the appointment of Jean-Pierre Mustier as new Chairman of the Board from October 14, 2023, and Paul Saleh's as Chief Executive Officer appointment from January 14, 2024.

In addition, Atos communicated on December 14, 2023, on the entry into the capital of Onepoint as a new anchor shareholder and provided market updates regarding potential development on Onepoint governance demands. On February 29, 2024, Atos announced that, upon the recommendation of the Nomination and Governance Committee, the Board approved the cooptation of David Layani and Helen Lee Bouygues as Directors representing the anchor shareholder Onepoint, which holds 11.14% of the Group.

Finally, as Atos announced on May 21, 2024, the deadline for the Annual General Meeting to approve the 2023 financial statements has been extended to December 31, 2024, by the President of the Pontoise Commercial Court, to provide Atos with a stable framework to complete the current discussions on a financial restructuring agreement by July 2024. This decision, taken in the best interest of Atos, is intended to provide the Company with a stable framework to complete the discussions initiated since early February 2024 with all stakeholders, in order to reach a financial restructuring agreement by July 2024, as announced in its previous communications. In accordance with applicable legal provisions, Atos shareholders will be consulted on the financial restructuring plan in a dedicated framework, separate from the Annual General Meeting to approve the financial statements for the year ending December 31, 2023

Senior executive officers' succession plan

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

1) *The mandataire ad hoc is an independent third party whose mission is to assist the Company in its discussions, in order to converge on an appropriate financial solution as soon as possible, in the Company's corporate interests. The mandat ad hoc is an amicable procedure allowing negotiations to be conducted within a confidential framework. The mandat ad hoc only concerns the financial debt of the Company and has no impact on the employees, customers and suppliers of the Group.*

2) *The conciliation is a procedure, so-called amicable or preventive, for dealing with financial difficulties. It is provided for in the Commercial Code. The negotiations, which take place under the aegis of a conciliator appointed by the President of the Commercial Court, are confidential. The conciliator's mission is to encourage the conclusion of an amicable agreement between the debtor and its creditors, who are called upon to do so, aimed at putting an end to the company's difficulties and ensuring its continuity.*

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

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

4.2.3.1 Composition of the Board of Directors

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

In 2023 and until April 2, 2024, the composition of the Board of Directors and of its Committees was modified as a result of the following events:

	Board of Directors	Audit Committee	Nomination and Governance Committee	Remuneration Committee	CSR Committee	Ad hoc Committee
	Edouard Philippe / Lynn Paine (05/16/2023) Vivek Badrinath (07/31/2023) Caroline Ruellan (09/26/2023) Bertrand Meunier* (10/14/2023) Carlo d'Asaro Biondo (12/01/2023) René Proglío (12/23/2023) Vesela Asparuhova (12/29/2023) Aminata Niane / Valérie Bernis / Vernon Sankey (01/02/2024)					
		Vivek Badrinath (07/31/2023) Carlo d'Asaro Biondo (12/01/2023) René Proglío* (12/23/2023) Vernon Sankey (01/02/2024)	Lynn Paine / Edouard Philippe (05/16/2023) Caroline Ruellan (09/26/2023) Carlo d'Asaro Biondo (12/01/2023) Vernon Sankey (01/02/2024)			René Proglío (06/28/2023) Bertrand Meunier* (10/14/2023) Valérie Bernis / Vernon Sankey (01/02/2024)
Departure				Vesela Asparuhova (12/29/2023) Valérie Bernis (01/02/2024) Kat Hopkins (02/28/2024)	Valérie Bernis* (01/02/2024) Astrid Stange (02/04/2024)	
	Jean-Pierre Mustier ¹ ** (05/16/2023) Laurent Collet-Billon (06/28/2023) Carlo d'Asaro Biondo (07/31/2023) Jean-Jacques Morin / Françoise Mercadal-Delasalles (01/02/2024) Monika Maurer / Sujatha Chandrasekaran (01/14/2024) David Layani / Helen Lee Bouygues / Mandy Metten (02/28/2024) Alain Crozier (04/02/2024)					
		Astrid Stange (06/28/2023) Carlo d'Asaro Biondo* (07/31/2023) Laurent Collet-Billon* (12/05/2023) Jean-Jacques Morin** (01/02/2024)	Laurent Collet-Billon / Kat Hopkins / Caroline Ruellan (06/28/2023) Carlo d'Asaro Biondo (07/31/2023) Sujatha Chandrasekaran (04/02/2024)	Françoise Mercadal-Delasalles (01/02/2024) Kat Hopkins (02/14/2024) Mandy Metten (02/28/2024)	Françoise Mercadal-Delasalles** (01/02/2024) Monika Maurer (02/04/2024)	Jean-Pierre Mustier* / Elizabeth Tinkham (06/28/2023) Laurent Collet-Billon** (12/19/2023) Astrid Stange (12/29/2023) Jean-Jacques Morin (02/14/2024)
Appointment						
Renewal	Caroline Ruellan ² (06/28/2023)	-	-	-	-	-

1. The Combined Annual General Meeting of June 28, 2023 approved the ratification of the cooptation of Jean-Pierre Mustier.

2. The Combined Annual General Meeting of June 28, 2023 approved the ratification of the cooptation and the renewal of the term of office as Director of Caroline Ruellan.

* Former Chair.

** Current Chair.

Composition of the Board of Directors

As of April 2, 2024, the Board of Directors was composed of 14 members as listed below:

		PERSONAL INFORMATION			EXPERIENCE			POSITION ON THE BOARD			MEMBERSHIP IN COMMITTEES ³
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies ¹	Independence	Date of first appointment ²	End of term of office Seniority on Board		
Chairman	Jean-Pierre MUSTIER	63	M	French	500	0	YES	05/16/2023	AGM 2025	0	AH
	Laurent COLLET-BILLON	73	M	French	750	1	YES	06/28/2023	AGM 2026	0	VC, N&G, C♦, AH*
	Elizabeth TINKHAM	62	F	American	500	0	YES	05/18/2022	AGM 2025	1	N&G*, AH
	Sujatha CHANDRASEKARAN	57	F	American, Australian, Indian	500	3	YES	01/14/2024	AGM 2024	0	N&G
	Alain CROZIER	63	M	French, Canadian	500	0	YES	04/02/2024	AGM 2024	0	
	David LAYANI	45	M	French	500	0	NO	02/28/2024	AGM 2026	0	
Directors (L225-17 CCom)	Helen LEE BOUYGUES	51	F	American	500	4	NO	02/28/2024	AGM 2024	0	
	Monika MAURER	67	F	German	750	1	YES	01/14/2024	AGM 2024	0	CSR
	Françoise MERCADAL-DELASALLES	61	F	French	500	2	YES	01/02/2024	AGM 2025	0	CSR*, Rem C♦, AH
	Jean-Jacques MORIN	63	M	French	500	1	YES	01/02/2024	AGM 2025	0	
	Astrid STANGE	58	F	German	3,900	1	YES	05/18/2022	AGM 2024	1	Rem*, C♦, AH
Director representing the employee shareholders (L225-23 CCom)	Kat HOPKINS	44	F	British	1,787	0	NO	05/18/2022	AGM 2025	1	N&G
Employee Directors (L225-27-1 CCom)	Farès LOUIS	61	M	French	0	0	NO	04/25/2019	AGM 2026	4	CSR
Censor	Mandy METTEN	45	F	Dutch	232	0	NO	01/02/2024	AGM 2027	0	Rem

- Other mandates exercised in listed companies (outside the Atos Group). Mandates exercised in listed companies belonging to the same Group account for one single mandate.
- Date of first appointment on the Board of Directors of Atos.
- N&G: Nominations and Governance Committee, Rem: Remuneration Committee, C : Accounting Committee, CSR : CSR Committee, AH: Ad hoc Committee, VC: Vice-Chairman.
* Chair of the Committee.
♦ Jean-Jacques Morin, Laurent Collet-Billon and Astrid Stange have sufficient financial and accounting skills by virtue of their educational and career backgrounds for the purpose of their membership in the Audit Committee.

Directors' biographies

Jean-Pierre MUSTIER*

<p>Chairman of the Board of Directors</p> <p>Member of the Ad hoc Committee</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 500</p> <p>Date of birth: January 18, 1961</p> <p>Nationality: French</p> <p>Date of first appointment: May 16, 2023</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p>Biography – Professional Experience</p> <p>Business leader Jean-Pierre Mustier began his career in 1987 at Société Générale, where he worked mainly in corporate and investment banking. In early 2011, he joined UniCredit as head of corporate and investment banking. In January 2015, Jean-Pierre Mustier became a London-based partner of Tikehau Capital, an alternative investment management Group. He joined Unicredit in July 2016 as Managing Director and was also President of the European Banking Federation between 2019 and 2021. From 2021 to 2023, he was sponsor of three specialist acquisition companies (SPACs Pegasus).</p> <p>In 2023, he joined the board of Aareal Bank, a German bank specializing in commercial real estate, as Chairman, and Atos as Chairman of the Board.</p> <p>Jean Pierre Mustier is a graduate of École Polytechnique and École des Mines de Paris.</p> <p>Jean-Pierre Mustier has been a Director of Atos SE since May 16, 2023 and Chairman of the Board since October 14, 2023.</p>		
	<p>Directorships and positions</p> <table border="1"> <tr> <td> <p>Other Directorships and positions as of December 31, 2023</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO of Pegasus Acquisition Company Europe B.V.** (Netherlands) • Chairman of Aareal Bank** • Director of Tam Sarl (investment company) • Trustees of FEPT and WECT (trust controlling French schools in London) </td> <td> <p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO and member of the Board of Directors of Unicredit S.p.A.** (Italy) • President of the European Banking Federation (Brussels) </td> </tr> </table>		<p>Other Directorships and positions as of December 31, 2023</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO of Pegasus Acquisition Company Europe B.V.** (Netherlands) • Chairman of Aareal Bank** • Director of Tam Sarl (investment company) • Trustees of FEPT and WECT (trust controlling French schools in London)
<p>Other Directorships and positions as of December 31, 2023</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO of Pegasus Acquisition Company Europe B.V.** (Netherlands) • Chairman of Aareal Bank** • Director of Tam Sarl (investment company) • Trustees of FEPT and WECT (trust controlling French schools in London) 	<p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • CEO and member of the Board of Directors of Unicredit S.p.A.** (Italy) • President of the European Banking Federation (Brussels) 		

(*) Independent Director
(**) Listed company

Laurent COLLET-BILLON*

Vice-Chairman of the Board of Directors

Chair of the Ad hoc Committee

Member of the Audit Committee and the Nomination and Governance Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

750

Date of birth:

July 1, 1950

Nationality:

French

Date of first appointment:

June 28, 2023

Term expires on:

Annual General Meeting ruling on the accounts of the 2025 financial year

Biography – Professional Experience

Ingénieur général de l'armement de classe exceptionnelle and former Delegate General for Armaments

Laurent Collet-Billon began his career at the Direction Générale de l'Armement (DGA) in 1974. In 1987, he became technical advisor to the Minister of Defense. He returned to the DGA in 1988 to head the "Horus" program (airborne nuclear deterrent component), before taking charge of the surveillance and intelligence satellite programs. From 1997 to 2001, he headed the DGA's Telecommunications and Information Observation Programs Department (SPOTI), responsible for the Ministry of Defense's C4ISR programs, aimed at connecting all IT resources for armed forces interoperability. In May 2001, he became Deputy Delegate General for Armaments, holding the position of number two at DGA. From 2008 to 2017, Laurent Collet-Billon was head of the DGA, responsible for equipping the French armed forces, defense research and development, international cooperation and defense exports, and defense industrial policy, with a global budget of €15 billion per year. He now works as a consultant, notably through La Place Stratégique, an incubator dedicated to promising sovereign technology businesses, which he co-founded in 2020.

Laurent Collet-Billon was advisor to the Chairman and CEO of Alcatel-Lucent from 2006 to 2008 and a member of the Thales Board of Directors from 2014 to 2017. He was also an auditor at the Centre des Hautes Études de l'Armement (CHEAr). Laurent Collet-Billon is an *Officier of the Ordre national du Mérite* (French National Order of Merit). He is also a *Grand Officier of the Légion d'honneur* (Legion of Honor).

Laurent Collet-Billon is a graduate engineer from the Ecole Nationale Supérieure de l'Aéronautique et de l'Espace. He has followed a training in economics and business management) at Sup de Co Paris.

Laurent Collet-Billon has been a Director of Atos SE since June 28, 2023 and Vice-Chairman of the Board since October 14, 2023.

Directorships and positions

Other Directorships and positions as of December 31, 2023

Within the Atos Group

None

Outside the Atos Group

- Member of the Board of Directors of Europlasma SA**
- Member of the Board of Directors of Forges de Tarbes
- Member of the Board of Directors of EURENCO (ex-SNPE, Société nationale des poudres et explosifs)
- Co-Chairman of La Place Stratégique
- Senior Advisor at Euro Advocacy
- Senior Advisor to the Eiréné fund (Weinberg Capital Partners)
- Chairman of LCB Conseil SASU

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

(*) Independent Director
(**) Listed company

Elizabeth TINKHAM*

<p>Lead Independent Director</p> <p>Chair of the Nomination and Governance Committee</p> <p>Member of the Ad Hoc Committee</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 500</p> <p>Date of birth: November 5, 1961</p> <p>Nationality: American</p> <p>Date of first appointment: May 18, 2022</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p>Biography – Professional Experience</p>				
	<p>Former Senior Managing Director and Global Client Account Lead for Microsoft Account in Accenture Ltd</p>				
	<p>Elizabeth Tinkham headed Accenture's Global and North American Management Consulting practice for the Communications, Media, and Technology (CMT) verticals. In this capacity, she oversaw revenue growth, M&A activities, and chaired the CMT Investment Board. She became a Senior Managing Director and member of the Global Executive Committee at Accenture plc, where she held various client-facing and executive positions. Her role included serving as the global account lead for Microsoft, where she was responsible for driving account growth and managing the technology partnership between Microsoft and Accenture. Elizabeth Tinkham currently advises innovative, growth-focused companies on the challenges and opportunities associated with transitioning to digital technologies.</p> <p>Elizabeth Tinkham contributes to the state of Washington's educational and equity initiatives through her role as chairman of Washington Stem, a non-profit organization. She is also involved in academia, teaching classes in management consulting and nonprofit board management at the University of Washington's Foster School of Business.</p> <p>Elizabeth Tinkham graduated from Ohio State University with a degree in aeronautical and astronautical engineering.</p> <p>Elizabeth Tinkham is a Director of Atos SE since May 18, 2022, and Lead Independent Director since June 4, 2023.</p>				
	<p>Directorships and positions</p>				
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">Other Directorships and positions as of December 31, 2023</th> <th style="width: 50%; text-align: left;">Other positions held during the last five years</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Board of Directors of Headspin (United States) • Member of the Board of Directors of Particle (United States) • Member of the Board of Directors of Athena Alliance (United States) • Member of the Board of Directors of Washington STEM (United-States) • Affiliate Lecturer, University of Washington, Foster School of Business (United States) </td> <td style="vertical-align: top;"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p>None</p> </td> </tr> </tbody> </table>	Other Directorships and positions as of December 31, 2023	Other positions held during the last five years	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Board of Directors of Headspin (United States) • Member of the Board of Directors of Particle (United States) • Member of the Board of Directors of Athena Alliance (United States) • Member of the Board of Directors of Washington STEM (United-States) • Affiliate Lecturer, University of Washington, Foster School of Business (United States) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p>None</p>
Other Directorships and positions as of December 31, 2023	Other positions held during the last five years				
<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Member of the Board of Directors of Headspin (United States) • Member of the Board of Directors of Particle (United States) • Member of the Board of Directors of Athena Alliance (United States) • Member of the Board of Directors of Washington STEM (United-States) • Affiliate Lecturer, University of Washington, Foster School of Business (United States) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p>None</p>				

(*) Independent Director
(**) Listed company

Sujatha CHANDRASEKARAN (Suja Chandra)*

Member of the Nomination and Governance Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

500

Date of birth:

May 11, 1967

Nationality:

American, Australian and Indian

Date of first appointment:

January 14, 2024, to replace Aminata Niane, and which will be submitted to the 2024 ordinary general meeting for ratification

Term expires on:

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

Biography – Professional Experience

Independent Management Consultant

Beginning from 1996 to 2007, Suja Chandrasekaran held diverse leadership positions at Nestlé. From 2007 to 2009, she served as Regional Vice President and Chief Technology Officer for PepsiCo and was then appointed Senior Vice President and Global Chief Information and eCommerce Officer at The Timberland Company (2009-2011). In 2011, she joined Walmart where she held the position of Senior Vice President and Global Chief Technology Officer and Chief Data Officer, leading technology and digital transformation for Walmart US, Sam's Club, and Walmart. From 2016 to 2019, she served as the Global Chief Information Officer at Kimberly-Clark Corporation. In 2019, she was appointed Senior Executive Vice President and Chief Digital and Information Officer of CommonSpirit Health overseeing global functions such as technology, digital, cybersecurity, data, and AI development. She retired from these functions in 2022.

In addition to her executive role, Suja Chandrasekaran sits on several Boards and Committees. In particular, she was a Board member of the Switzerland-based company Barry Callebaut AG (2018-2020) and is a member of the Boards of American Eagle Outfitters since 2018 and of Cardinal Health Inc since 2022.

Suja Chandrasekaran holds a Master of Business Systems (MBS) from Monash University, Australia, and a degree in Electrical and Electronics Engineering from the University of Madras, India.

Suja Chandrasekaran is a Director of Atos SE since January 14, 2024.

Directorships and positions

Other Directorships and positions as of January 14, 2024

Within the Atos Group

None

Outside the Atos Group

- Member of the Board of American Eagle Outfitters Inc.**(USA)
- Member of the Board of Directors of Cardinal Health Inc.** (USA)
- Member of the Supervisory Board of Brenntag SE** (Germany)
- Member of the Supervisory Board of Agendia Inc. (Netherlands)
- Member of the Board of Directors of T200 Foundation (Non-profit 501C3 focused on developing Women in Technology)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Senior Executive Vice President, Chief, Digital and Information Officer of Common Spirit Health (2019-2022)
- Global Chief Information Officer of Kimberly-Clark Corporation** (2016-2019)

(*) Independent Director

(**) Listed company

Alain CROZIER

Independent Director

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

500

Date of birth:

January 18, 1961

Nationality:

French, Canadian

Date of first appointment:

April 2, 2024, to replace Carlo d'Asaro Biondo, and which will be submitted to the 2024 ordinary general meeting for ratification

Term expires on:

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

Biography – Professional Experience

Senior Advisor seven2 (ex APAX) Tech & Telecom

Alain Crozier began his career at Peat Marwick Consultants (now KPMG) before moving to Lesieur Alimentaire (ERIDANIA BEGHIN SAY Group), where he played a crucial role in the company's restructuring. In 1994, Alain Crozier joined the Microsoft Group, holding various leadership positions for almost 30 years. Former Chairman and CEO of Microsoft Greater China, President of Microsoft France, he was also CFO of Microsoft's Global Sales, Marketing, Services, and Operations. He has led global, large-scale, complex, outsourcing and transformation of Microsoft's sales, finance, HR, and operations, as well as the repositioning of the China business, around new growth engines: digital natives, go global and global strategic partnerships. In 2022, Alain Crozier joined Seven2 as a Senior Advisor in the Tech & Telecom sector with the aim to help create foundations of sustainable growth and accelerate value creation. He has more than 30 years of global experience in the management and development of international technology companies (GTM, strategic partnerships, ecosystem, startups, and digital natives).

In addition to his role, Alain Crozier sits on several Boards, notably the Board of Aventis Alpha Care since 2021 and DSTNY NV since 2024.

Alain Crozier is a graduate of the Institut Supérieur de Gestion and Université Claude Bernard (Lyon).

Alain Crozier is a Director of Atos SE since April 2, 2024.

Directorships and positions

Other Directorships and positions as of April 2, 2024

Within the Atos Group

None

Outside the Atos Group

- Member of the Board of Aventis Alpha Care LLC (USA)
- Senior Advisor of People First Technologies Inc (USA)
- Member of the Board of DSTNY NV (Belgium)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Member of the Board of American Chamber of Commerce in Beijing (PRC) (2020-2021)

(*) Independent Director

(**) Listed company

Katrina (Kat) HOPKINS

Director representing the employee shareholders

Member of the Nomination and Governance Committee

Professional address:

ATOS, RG41 5TS Winnesh
Triangle 1020 Eskdale Road
United-Kingdom

Number of shares:

1,787 ⁽¹⁾

Date of birth:

June 18, 1979

Nationality:

British

Date of first appointment:

May 18, 2022

Term expires on:

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

Biography – Professional Experience

Atos Vice President, Head of HR COO and Geographies, Eviden International (UK)

Katrina Hopkins started her professional career in Siemens as HR Business Partner. She joined the Atos Group in 2011 through Atos' acquisition of Siemens IT Solutions & Services. Since then, she has assumed various positions, within the Human Resources department, both regionally and globally, undertaking roles at a Group level of Head of Talent, Career, and Learning at Atos International, and HR Director, Centres of Expertise at Eviden International. Her responsibilities encompassed talent development, performance and acquisition, learning, DE&I (Diversity, equity and inclusion), and special projects. She places a specific focus on leadership, mentoring, career management, diversity, and mandatory training, including initiatives to promote diversity. Since April 2024, Katrina Hopkins is appointed HR Director, Head of HR for Eviden COO and Geographies.

Katrina Hopkins is a distinguished graduate with a Bachelor of Science (with Honors) in Psychology. She holds the esteemed title of being a Fellow of the Chartered Institute of Personnel and Development.

Katrina Hopkins is a Director of Atos SE since May 18, 2022.

Directorships and positions

Other Directorships and positions as of December 31, 2023

Within the Atos Group

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

Outside the Atos Group

None

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

1. The minimum shareholding requirement of 500 shares, as set out in the Company's Articles of Association and the Board Internal Rules, does not apply to directors representing employees or employee shareholders.

David LAYANI

Non-independent Director

Professional address:

Onepoint, 29 rue des Sablons,
75116 Paris, France

Number of shares:

500

Date of birth:

March 28, 1979

Nationality:

French

Date of first appointment:

February 28, 2024, to replace
Caroline Ruellan, and which
will be submitted to the 2024
ordinary general meeting for
ratification

Term expires on:

Annual General Meeting ruling
on the accounts of the 2025
financial year

Biography – Professional Experience

Founder and Chairman of Onepoint Group

In 2002, David Layani founded Onepoint and has been serving since as Chairman (via holding). Onepoint acts as, a single point of contact to offer comprehensive solutions to clients, ranging from strategic consultancy to technological implementation. David Layani extended the company's reach by founding (through Onepoint) Onepoint Canada in 2003 and established Onepoint Tunisia, Belgium and southeast Asia with a significant footprint in Australia and Singapore. The business now has c. 3,500 employees working in 16 countries around the world and generating an annual turnover of more than €500 million.

In addition to his professional achievements, David Layani is recognized for his contributions to the community and his active involvement in discussions surrounding new growth and organizational models.

David Layani has been a Director of Atos SE since February 28, 2024, having been appointed upon the proposal of the anchor shareholder Onepoint, which holds 11.14% of Atos SE as of today.

Directorships and positions

Other Directorships and positions as of February 28, 2024

Within the Atos Group

None

Outside the Atos Group

- General manager of DAVID R. LAYANI SARL
- President of DRL Invest SAS
- Member of the Board of Directors of Onepoint Belgium SA
- Corporate Officer of Onepoint Canada Inc.
- Corporate Officer of Onepoint vision UK Ltd.
- Member of the Board of Directors of Lucien Barrière SA
- Managing Director of Onepoint TN SARL
- Managing Director of Société Méditerranéenne de Services SMS Tunisie SARL
- Corporate officer of Onepoint Technology Software Development (Shanghai) Co. Ltd.
- Managing Director of Jolinel SARL
- Managing Director of Ecurie David R. Layani & Famille SNC

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

Helen LEE BOUYGUES

Non-independent Director

Professional address:

LB Associés, 88 rue de Courcelles 75008 Paris, France

Number of shares:

500

Date of birth:

May 23, 1972

Nationality:

American

Date of first appointment:

February 28, 2024 to replace René Proglío, and which will be submitted to the 2024 ordinary general meeting for ratification

Term expires on:

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

Biography – Professional Experience

President of LB Associés

Helen Lee Bouygues started her career in 1995 at J.P. Morgan in the M&A Group in New York and in Hong Kong. From 2000 until 2004, she worked at Cogent Communications Inc. as Chief Operating Officer, Chief Financial Officer and Treasurer. She thereafter became a Partner at Alvarez & Marsal Paris, where she left to launch her own consulting firm specialized in corporate turnaround and transformations in 2010. In 2014, she joined McKinsey & Company in Paris where she was Partner responsible for the division Recovery and Transformation Services. Helen Lee Bouygues is the President of the Reboot Foundation.

In addition to her executive role, Helen Lee Bouygues sits on several Boards and Committees.

Helen Lee Bouygues holds a Bachelor of Arts, magna cum laude, from Princeton University in Political Science and a Masters of Business Administration from Harvard Business School.

Helen Lee Bouygues has been a Director of Atos SE since February 28, 2024, representing the anchor shareholder Onepoint, which holds 11.14% of Atos SE as of today.

Directorships and positions

Other Directorships and positions as of February 28, 2024

Within the Atos Group

None

Outside the Atos Group

- Member of the Board of Directors, Chair of Investment Committee and member of the Audit Committee of CGG SA*
- Lead Director, member of the Audit Committee and the Remuneration Committee of NEOEN SA*
- Member of the Board of Directors, Chair of Audit Committee and member of the Remuneration Committee of BURELLE SA*
- Member of the Board of Directors, member of the Audit Committee and the Remuneration Committee of Guaranty Trust Holding Co*
- Member of the Board of Directors and member of Audit Committee of Fives SAS

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Founder and President of Lee Bouygues Partners
- Chairman & CEO of Conforama SA
- Member of the Board of Directors, Chair of the Remuneration Committee and member of the Audit Committee of Latecoere SA*

(*) Listed company

Farès LOUIS

<p>Employee Director</p> <p>Member of the CSR Committee</p> <p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 0 ⁽¹⁾</p> <p>Date of birth: May 23, 1962</p> <p>Nationality: French</p> <p>Date of first appointment: April 25, 2019</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2025 financial year</p>	<p>Biography – Professional Experience</p> <p>Business Developer Cyber Security Products</p> <p>Farès Louis began his career with the Bull Group in 1991 as a sales engineer. He worked as an account manager for key accounts in France and was Director of the Bull Middle East subsidiary in Beirut. Within the Bull Group, he held various positions and was in charge of developing international offers. In 2015, Farès Louis joined the Group as part of Atos' acquisition of Bull. He currently holds a position as "Business Developer" of cybersecurity products for the Middle East & Africa region within the Big Data and Cybersecurity service line.</p> <p>Farès Louis is also a <i>Conseiller Prud'homal</i> (French Labor Court judge), a trade union defender and a member of the CFDT corporate body/Symetal Francilien.</p> <p>Farès Louis holds a master's degree in electrical engineering from the Centre Universitaire des Sciences et Techniques (CUST) in Clermont-Ferrand and from the Institut National Polytechnique de Lorraine. He is also a graduate of the Ecole Supérieure d'Informatique et du Commerce (ESIC) in Bordeaux.</p> <p>Farès Louis has been a Director of Atos SE since April 25, 2019.</p>	
	<p>Directorships and positions</p>	
	<p>Other Directorships and positions as of December 31, 2023</p> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • French Labor Court judge (<i>Conseiller Prud'homal</i>) • Trade Union defender • Member of the CFDT corporate body/Symetal Francilien 	<p>Other positions held during the last five years</p> <p>Within the Atos Group</p> <ul style="list-style-type: none"> • Trade Union representative • Employee representative on the Company premises located in Les Clayes-sous-Bois • European Committee Bull • Bull Work's council <p>Outside the Atos Group</p> <p>None</p>

1. The minimum shareholding requirement of 500 shares, as set out in the Company's Articles of Association and the Board Internal Rules, does not apply to directors representing employees or employee shareholders.

Monika MAURER*

Member of the CSR Committee

Professional address:

Radio Frequency Systems,
Kabelkamp 20 30179 Hannover
Germany

Number of shares:

750

Date of birth:

May 29, 1956

Nationality:

German

Date of first appointment:

January 14, 2024, to replace Bertrand Meunier, and which will be submitted to the 2024 ordinary general meeting for ratification

Term expires on:

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

Biography – Professional Experience

President & CEO of Radio Frequency Systems

Between 1985 and 2006, Monika Maurer held various roles at Alcatel, including President of the Fixed Solutions Division from 2005 to 2006 and President of the Voice Networks Division in 2004. From 2006 to 2016, she held several positions within Alcatel-Lucent. She served as Executive Vice President, Supply Chain and Procurement in Alcatel Shanghai Bell from 2006 to 2008. She also held the roles of President of the Product Attached Services Division from 2009 to 2010, Vice President of Presales for Europe, Middle East, and Africa from 2010 to 2012, and Chief Operating Officer of the Fixed Networks Business Line from 2012 to 2016. In 2016, she became part of the Nokia Group, taking on the position of Chief Operating Officer for Nokia's Fixed Networks Business, subsequently advancing to the role of Nokia Group Chief Operating Officer. Since 2019, Monika Maurer has been working as the President and Chief Executive Officer for Radio Frequency Systems (RFS), a global designer and manufacturer of cable, antenna and tower systems providing total-package solutions for wireless and broadcast infrastructure.

Monika Maurer has held several mandates as board member and continues to serve as Vice Chair and member of the Strategy and HR committee of the Board of Directors at Nokia Shanghai Bell Co., Ltd. as well as Member of the Board and the Remuneration and HR committee at Valmet Oyi.

Monika Maurer holds a diploma in Physics and Chemistry from the University of Stuttgart, Germany, and a diploma in Pedagogy from the State University for Pedagogic of Stuttgart, Germany.

Monika Maurer is a Director of Atos SE since January 14, 2024.

Directorships and positions

Other Directorships and positions as of January 14, 2024

Within the Atos Group

None

Outside the Atos Group

- Member of the Board and of the Remuneration and HR Committee of Valmet Oyi**
- Board Member and Vice Chair of the Board and of the Strategy and HR Committee of NokiaShanghai Bell Co Ltd

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

(*) Independent Director
(**) Listed company

Françoise MERCADAL-DELASALLES*

Chair of the CSR Committee

Member of the Remuneration Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

500

Date of birth:

November 23, 1962

Nationality:

French

Date of first appointment:

January 2, 2024, to replace Valérie Bernis, and which will be submitted to the 2024 ordinary general meeting for ratification

Term expires on:

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

Biography – Professional Experience

Cofounder and President at Auxo, Co-chair of the National Digital Council (Conseil National du Numérique) and non-executive Board Director

Françoise Mercadal-Delasalles began her career in senior public service at the Ministry of the Economy and Finance from 1988 to 1992, then at the Caisse des Dépôts from 2002 to 2008. Appointed Director of Resources and Innovation at Société Générale in 2008, she sat on the Group's Executive Committee and steered its digital transition project. In 2018, Françoise Mercadal-Delasalles became CEO of Crédit du Nord, where she introduced digital tools to position the Group in new banking services and integrated ecological concerns into the company's business model. In 2023, she co-founded Auxo, an integrated platform to manage extra-financial data and support companies in their transition to sustainability.

Françoise Mercadal-Delasalles holds various non-executive positions on boards of directors and supervisory boards, notably that of Eurazeo. She has co-chaired the Conseil National du Numérique since 2021. She is a *Chevalier de la Légion d'Honneur* (Knight of the Legion of Honor), *Officier du Mérite* (Officer of the Order of Merit) and *Chevalier du Mérite Agricole* (Knight of the Order of Agricultural Merit).

Françoise Mercadal-Delasalles holds a degree in literature and law, and is a graduate of the Institut d'Études Politiques (IEP) de Paris, Sciences Po Paris and the École Nationale d'Administration (ENA).

Françoise Mercadal-Delasalles has been a Director of Atos SE since January 2, 2024.

Directorships and positions

Other Directorships and positions as of January 2, 2024

Within the Atos Group

None

Outside the Atos Group

- Member of the Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo**
- Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI
- Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group
- Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco)
- Co-founder and President of Auxo Dynamics

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- CEO of Crédit du Nord (2018-2022)
- Chairwoman of the Board of Directors of Banque Courtois, Banque Rhone Alpes, Société Marseillaise de Crédit (2018-2022)
- Co-Chair of the Conseil National du Numérique (2020-2023)
- Director of Société Générale Cameroun, Compagnie Générale de Location et d'Équipement (CGL), SG Solution Center (India), SG European Business Services (Romania), Transactis (subsidiary of SG Banque Postale), Sogecap, Rosbank (Russia) (2009-2019)
- Director of Sopra-Steria Group (2010/2015)
- Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022)
- Member of the Executive Committee and Director of Resources and Innovation, Société Générale Group (2009-2018)

(*) Independent Director

(**) Listed company

Mandy METTEN

Employee Director

Member of the Remuneration Committee

Professional address:

Joseph Bech-Nes 19, 1862 AP Bergen, The Netherlands

Number of shares:

232 ⁽¹⁾

Date of birth:

April 8, 1979

Nationality:

Dutch

Date of first appointment:

January 2, 2024 as censor and February 28, 2024 as Employee Director

Term expires on:

Annual General Meeting ruling on the accounts of the 2026 financial year

Biography – Professional Experience

Head of Group Executives and Strategic Functions

Mandy Metten began her professional journey within the ATOS Group as an Executive Management Consultant specializing in Digital Transformation, Innovation, and Change from October 2007 to June 2014, during which she demonstrated expertise in critical strategic areas. In June 2014, she assumed the role of Manager of Atos Young Professionals, designing and overseeing a comprehensive 2-year development program for young professionals, providing development with training, mentoring and client exposure. As from November 2018, Mandy Metten served as Global Head of Group Campus Management, defining and implementing the Group campus strategy globally, including diversity and inclusion initiatives. Mandy Metten took additional responsibilities at Eviden in April 2023 and currently serves as Head of Group Executives & Strategic Functions.

Mandy Metten was Chairman of the works council of Atos from 2010 to 2015. She also served as the Dutch delegate on Atos Societas Europaea Council (SEC) from 2012 to January 2024 and was a member of the Board Participating Committee (2017- January 2024). From August 2023, she became a Commissaris (Member of the Board of Directors) for Atos Nederland, contributing to the company's governance.

Mandy Metten holds a master's degree in social and organizational Psychology. She completed a multi-level curriculum in Strategy, Economy, and Finance at the LeFebvre Institute.

Mandy Metten was a Censor to the Atos Group Board of Directors from January 2, 2024 until February 28, 2024 when she became Director of Atos SE.

Directorships and positions

Other Directorships and positions as of January 2, 2024

Within the Atos Group

- Member of the Board of Atos Netherlands

Outside the Atos Group

None

Other positions held during the last five years

Within the Atos Group

- Member of the SEC Board Committee

Outside the Atos Group

None

1. The minimum shareholding requirement of 500 shares, as set out in the Company's Articles of Association and the Board Internal Rules, does not apply to directors representing employees or employee shareholders.

Jean-Jacques MORIN*

Chair of the Audit Committee

Member of the Ad hoc Committee

Professional address:

ACCOR, 82 rue Henri Farman, 92445, Issy-Les-Moulineaux

Number of shares:

500

Date of birth:

December 29, 1960

Nationality:

French

Date of first appointment:

January 2, 2024, to replace Vernon Sankey, and which will be submitted to the 2024 ordinary general meeting for ratification

Term expires on:

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

Biography – Professional Experience

Group Deputy CEO and Premium, Midscale & Economy Division CEO

Jean-Jacques Morin began his professional career with Deloitte, where he spent five years in auditing and consulting roles in Paris and Montreal. From 1992 to 2005, he held various international positions, notably in the semiconductor sector with Motorola Semiconductors (USA, Switzerland, and France), ON Semiconductor (USA) and Communicant AG, a start-up in Berlin. In 2005, Jean-Jacques Morin joined Alstom as CFO of the Power sectors in Zurich, then in Transport, before being appointed Group CFO from 2013 to 2015. In 2015, Jean-Jacques Morin joined Accor's Executive Committee as CFO. He is then appointed Group Deputy CEO in charge of Finance, Strategy, IT, Legal, Purchasing and Communications. In June 2023, in addition to his position as Group Deputy CEO, Jean-Jacques Morin took over the Premium, Midscale & Economy Division under his leadership, as CEO of the Division.

Jean-Jacques Morin has held various non-executive positions, including with Orbis from 2016 to 2020 as a member of the Supervisory Board and the Audit Committee, and with Vallourec from 2018 to 2021 as a member of the Supervisory Board and Chairman of the Finance and Audit Committee.

Jean-Jacques Morin is a graduate of the École Nationale Supérieure de l'Aéronautique et de l'Espace, holds an MBA from Thunderbird (Arizona State University) and a DSCG from the Ordre des Experts Comptables.

Jean-Jacques Morin has been a Director of Atos SE since January 2, 2024.

Directorships and positions

Other Directorships and positions as of January 2, 2024

Within the Atos Group

None

Outside the Atos Group

In France:

- Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor**
- Chairman of the Board of Directors and President of Adagio (SAS)
- Member of the Management Board and member of the Audit Committee, Accor Invest
- President of D-Edge (SAS)
- Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE)
- Member of the Board of Directors, Accorinvest (Luxembourg)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Deputy CEO and CFO of Accor Group** (2015-2023)
- Member of the Supervisory Board and Chairman of the Finance and Audit Committee of Vallourec** (2018-2021)
- Member of the Board of Directors of the SPAC, Accor Acquisition Company** (2021-2023)
- Member of the Supervisory Board and Audit Committee of Orbis** (Poland) (2016-2020)

(*) Independent Director

(**) Listed company

Astrid STANGE*

Chair of the Remuneration Committee

Member of the Audit Committee and the Ad Hoc Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

3,900

Date of birth:

December 27, 1965

Nationality:

German

Date of first appointment:

May 18, 2022

Term expires on:

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

Biography – Professional Experience

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

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

In addition to her executive role, Astrid Stange has held several mandates as Board member; in particular, she is a member of the Supervisory Board at Deutsche Lufthansa AG since May 2020.

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

Astrid Stange is a Director of Atos SE since May 18, 2022.

Directorships and positions

Other Directorships and positions as of December 31, 2023

Within the Atos Group

None

Outside the Atos Group

- Member of the Supervisory Board of Deutsche Lufthansa AG** (Germany)
- CEO Element Insurance AG (Germany)
- Independent member of the Supervisory Board of the EU/UK (Germany/France/UK)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Chief Operating Officer and member of the Executive Committee of AXA** (France) (2017-2021)
- CEO AXA Group Operations SAS (France) (2018-2021)
- Chairman of the Board, AXA Group Operations SAS (France) (2018-2021)
- Member of the Supervisory Board, Financial Controller, GIE AXA (France) (2017-2021)

(*) Independent Director
(**) Listed company

Diversity policy at Board level

The Board of Directors meeting held on December 12, 2023, upon recommendation of the Nomination and Governance Committee, examined the composition of the Board of Directors and approved the diversity policy applicable at Board level.

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

Given the changes in the Board's composition following the Board meeting held on December 12, 2023, the section below also presents the data in terms of diversity as from April 2, 2024.

• Age of Directors:

- On December 12, 2023, Directors' age ranged from 41 to 74 with an average of 61.6 years old. The Board considered that the age average was satisfactory and decided to closely monitor the limit of one third exceeding 70 years old set in the Articles of Association;
- On April 2, 2024, Directors' age ranged from 44 to 73 with an average of 58 years old;

• Gender diversity:

- On December 12, 2023, the Board of Directors was composed of 54.54% women Directors (6 out of 11)⁽¹⁾. The Board acknowledged that the ratio is satisfactory and above the legal requirement and decided to closely monitor the legal requirement for gender diversity in the process of future cooptations and/or appointments of Directors;
- On April 2, 2024, the Board of Directors was composed of 57.14% women Directors (8 out of 14)⁽²⁾;

• Diversity of skills and professional experience:

- On December 12, 2023, the Board acknowledged that (i) the current diversity of skills shows the variety of profiles of Board members who gather extensive experience in Technology, Finance Governance, CSR/employee/HR and that (ii) the composition of the Board was renewed in 2023 to

support the completion of the Group separation, with 3 new independent members, strengthening the skills in Technology, Cybersecurity, Finance, Risk management, Leadership and Governance. Consequently, the Board (i) acknowledged that the diversity of skills and experience was satisfactory for the current needs and (ii) noted the need to continue reinforcing in view of the future Eviden SE the following skills: Technology, Finance, Leadership, Experience in the Company's sector.

- Following the meeting of December 12, 2023, the composition of the Board was renewed with the departure of 4 members and the cooptation of 5 new independent members and 2 new non-independent members. These cooptations, subject to the ratification of the General Meeting, satisfies the objectives set by the Board and reinforce the Board's skills in all areas: Technology, Cybersecurity, Finance, Leadership, Risk Management, Governance, CSR, Climate and Employees/HR/Communication.

• Diversity of nationalities:

- On December 12, 2023, the proportion of Directors of non-French nationality reached 54.54%, in line with the Group's international dimension, with six different nationalities within the Board. Consequently, the Board considered that the ratio was highly satisfactory and could be maintained to stay in line with the Group's international dimension;
- On April 2, 2024, the proportion of Directors of non-French nationality reached 57.14%, with eight different nationalities within the Board;

• Directors' independence:

- On December 12, 2023, the ratio of independent Directors was 75% (6 out of 8)⁽³⁾. The Board acknowledged that the ratio was satisfactory and contemplated to maintain high the ratio of independent Directors above the recommendations of the AFEP-MEDEF Code.
- This objective was satisfied in the context of the renewal of the Board's composition following the meeting of December 12, 2023. As of April 2, 2024, the ratio of independent Directors is 82% (9 out of 11)⁽⁴⁾.

1) 50% (4 out of 8) pursuant to the legal ratio. In accordance with art. L. 225-23 and L. 225-27-1 of the French Commercial Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of gender diversity on the Board of Directors.

2) 54.55% (6 out of 11) pursuant to the legal ratio. In accordance with art. L. 225-23 and L. 225-27-1 of the French Commercial Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of gender diversity on the Board of Directors.

3) In accordance with the rules set by the AFEP-MEDEF Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of independent Directors.

4) In accordance with the rules set by the AFEP-MEDEF Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of independent Directors.

Directors' skills

The table below summarizes the skills of the members of the Board of Directors as of the date of publication of this Universal Registration Document:

	Jean-Pierre Mustier	Laurent Collet-Billon	Elizabeth Tinkham	Sujatha Chandrasekaran	Alain Crozier	Kat Hopkins	David Layani	Helen Lee Bouygues	Fares Louis	Monika Maurer	Françoise Mercadal-Dessalles	Mandy Metten	Jean-Jacques Mornin	Astrid Stange	Total
Technologies	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	13
Cybersecurity		✓	✓	✓	✓		✓		✓						6
Finance	✓	✓		✓	✓			✓		✓	✓		✓	✓	9
Leadership	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	13
Risk management	✓			✓	✓			✓		✓	✓		✓		7
Governance	✓		✓	✓	✓			✓		✓	✓			✓	8
CSR								✓		✓	✓			✓	4
Climate	✓				✓				✓		✓	✓		✓	6
Employees, HR, Communication		✓			✓	✓	✓	✓	✓	✓	✓	✓			9

4.2.3.2 General Management

In the context of the contemplated separation of the Group, with Tech Foundations, on the one hand, and Eviden, on the other hand, Nourdine Bihmane and Philippe Oliva were appointed, respectively, Chief Executive Officer and Deputy Chief Executive Officer.

To successfully complete the next stages of the Group's transformation plan, to accelerate the turnaround of its activities and to handle alongside Paul Saleh, appointed Group CFO on August 1st, 2023, the ongoing exclusive negotiations with EPEI under the supervision of the Board of Directors, Atos's Board of Directors, at its meeting held on October 3, 2023, following the recommendations of the Nomination and Governance Committee, decided to appoint Yves Bernaert as Chief Executive Officer of the Atos Group. Nourdine Bihmane was therefore appointed "Directeur général adjoint" in charge of Tech Foundations, before leaving the Group on March 29, 2024, and Philippe Oliva decided to leave the Group at the end of a transition period on December 31, 2023.

On December 6, 2023, Carlo d'Asaro Biondo was appointed Group General Manager, in charge of business operations, commercial development, partnerships, product and business delivery efficiency. He holds now the position of Chief Operating Officer, Head of Eviden and of Tech Foundations.

On January 15, 2024, Atos announced its decision to reshape the management team to implement adjusted strategy. Following the recommendation of the Nomination and Governance Committee, the Board appointed Paul Saleh as Chief Executive Officer of the Group, taking over from Yves Bernaert who leaves the Group after an intense period of transformation for which the Board is thankful.

Paul Saleh will primarily focus on refinancing the Group's financial debts and ongoing or coming negotiations. He will work closely with Carlo d'Asaro Biondo.

Chief Executive Officer 's biography

Paul SALEH

<p>Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p>Number of shares: 0</p> <p>Date of birth: December 29, 1956</p> <p>Nationality: American</p> <p>Date of first appointment: January 14, 2024</p>	<p>Biography – Professional Experience</p>		
	<p>Chief Executive Officer</p> <p>Paul Saleh began his professional career at Honeywell, and took various leadership positions in finance, treasury, investor relations, strategic planning and operations. In 1997, he joined The Walt Disney Company as senior vice president and treasurer, a position he held until 1999. He later became CFO of Walt Disney International. From September 2001, Paul Saleh pursued his career as executive vice president and CFO of Nextel Communications. He was appointed CFO of the combined company after Nextel's merger with Sprint and became the acting CEO of Sprint Nextel. In November 2010, Paul Saleh was appointed Gannett's CFO. In 2012, he was named Executive Vice President and CFO of CSC which became DXC Technology. From 2020 to 2023, Paul Saleh was President and Chief Executive Officer of Gainwell Technologies. In August 2023, he joined the Atos Group as CFO and was subsequently appointed as the Group CEO on January 14, 2024.</p> <p>Paul Saleh's expertise has earned him recognition from Institutional Investor Magazine as the best Chief Financial Officer in the telecom wireless industry in 2004, 2005, 2006 and 2007. In 2005, Treasury & Risk Management magazine recognized him as one of the 100 Most Influential People in Finance. In 2006 and 2017, Paul Saleh received the Public Company CFO of the Year Award from the Northern Virginia Technology Council.</p> <p>Paul Saleh holds an MBA from the University of Michigan's Ross School of Business and a master's degree in engineering from the University of Michigan.</p>		
	<p>Directorships and positions</p>		
	<table border="1" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>Other Directorships and positions as at January 14, 2024</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group None</p> </td> <td style="width: 50%; vertical-align: top;"> <p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Chief Executive Officer and President of Gainwell Technologies (2020-2023) • Member of the Board, Chair of the Audit Committee and member of the Strategy Committee of Anterix' </td> </tr> </table>	<p>Other Directorships and positions as at January 14, 2024</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group None</p>	<p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Chief Executive Officer and President of Gainwell Technologies (2020-2023) • Member of the Board, Chair of the Audit Committee and member of the Strategy Committee of Anterix'
<p>Other Directorships and positions as at January 14, 2024</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group None</p>	<p>Other positions held during the last five years</p> <p>Within the Atos Group None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Chief Executive Officer and President of Gainwell Technologies (2020-2023) • Member of the Board, Chair of the Audit Committee and member of the Strategy Committee of Anterix' 		

(*) Listed company

4.2.3.3 Directors' independence

Definition of an independent Director

As per the AFEP-MEDEF Code

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

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

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

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

Review of the Directors' independence

In accordance with the AFEP-MEDEF Code requirements and the Board Internal Rules, the qualification of an independent Director is (i) discussed annually by the Nomination and Governance Committee and, upon its proposal, examined annually on a case-by-case basis by the Board and (ii) discussed at each appointment of a new Director and when Directors' terms of office are renewed.

A detailed annual assessment of the Director's independence was carried out on December 12, 2023. Following this annual assessment, the Board of Directors also discussed, upon proposal of the Nomination and Governance Committee, the independence of the newly coopted Directors, at its meeting

held on January 2, 2024 for Françoise Mercadal-Delasalles and Jean-Jacques Morin, at its meeting held on January 14, 2024 for Suja Chandrasekaran and Monika Maurer, at its meeting held on February 28, 2024 for David Layani, Helen Lee Bouygues and Mandy Metten and its meeting held on April 2, 2024 for Alain Crozier.

The findings of these assessments of the Directors' independence carried out on December 12, 2023, January 2, 2024, January 14, 2024, February 28, 2024, and April 2, 2024, and based on the above-mentioned criteria, are summarized in the table below:

	Jean-Pierre Mustier	Laurent Collet-Billon	Elizabeth Tinkham	Jean-Jacques Morin	Astrid Stange	Françoise Mercadal-Delasalles	Monika Maurer	Sujatha Chandrasekaran	David Layani	Helen Lee Bouygues	Alain Crozier	Kat Hopkins	Farès Louis	Mandy Metten
Criterion 1	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✗	✗	✗
Criterion 2	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 4	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 7	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8	✓	✓	✓	✓	✓	✓	✓	✓	✗	✗	✓	✓	✓	✓
Independence	YES	YES	YES	YES	YES	YES	YES	YES	NO	NO	YES	NO	NO	NO

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

5 Directors were not considered as independent

- Kat Hopkins, Farès Louis and Mandy Metten by virtue of their capacity as employees of a subsidiary of the Company^(*).
- David Layani and Helen Lee Bouygues as they represent Onepoint, a shareholder holding more than 10% of the share capital and voting rights of the Company

9 Directors were considered as independent

- Jean-Pierre Mustier and Elizabeth Tinkham were considered as independent in the absence of any element falling within the criteria.
- 7 Directors, performing mandates or functions in corporations having business relationships with the Company could nevertheless be considered as independent, considering the low turnover, below the threshold of 1% set by the Board, achieved by Atos with all these corporations: Laurent Collet-Billon, Astrid Stange, Françoise Mercadal-Delasalles, Jean-Jacques Morin, Sujatha Chandrasekaran, Monika Maurer and Alain Crozier.

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

As of April 2, 2024, nine Directors out of eleven (i.e., 82%) completely satisfied the independence criteria, and were therefore considered to be independent Directors. In compliance with the recommendations of the AFEP-MEDEF

Code, Kat Hopkins, representing employee shareholders and Farès Louis and Mandy Metten, representing employees, were not included in calculating that proportion.

4.2.3.4 Employee's participation at Board level

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

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

Directors representing the employee shareholders and the

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

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

4.2.3.5 Directors' training

As per the AFEP-MEDEF Code, upon the appointment of a new Director, various sessions are offered with the main Group executives on the Group's business, organization, governance, innovation and CSR practises. Newly appointed Directors are provided with the Company's governance documentation (including the Articles of Association, the Board Internal Rules and its attachments (Director Charter, Ring Fencing Measures and Guide to the prevention of insider trading) and received a specific training focusing on corporate governance and stock exchange regulations.

The induction program featured a comprehensive agenda that includes informative presentations by senior executive management to familiarize participants with Atos' core fundamentals and its three business lines. The training sessions place significant emphasis on key areas, particularly Board Governance, delving into essential corporate governance principles. A crucial understanding of Financials, Strategy, and Debt Structure is provided, ensuring a comprehensive grasp of these fundamental aspects. Additionally, the program incorporates a training session on Strategy and M&A, with a specific focus on the review of asset disposals. The program also emphasizes the importance of

Shareholders Dialogue and Activism in fostering effective communication with stakeholders. Concluding the program, trainings are conducted on the CSR and decarbonization activities, Atos' R&D (research and development) and innovation, as well as a visit in Bezons of the innovations demonstrated in Atos' Business Technology and Innovation Center (BTIC).

In addition, specific external trainings are contemplated for Directors on an ad hoc basis. In January 2023, the Board of Directors held a meeting on the Atos site in Les Clayes-sous-Bois. A visit of the site where Atos maintains a significant R&D center was organized, and the research teams presented the innovations in the area of high-performance computing, identity and access management and cybersecurity. The level of competence of the Board in climate matters is already deemed high given that the Company has been pioneering this field, and the Directors have been supporting the environmental strategy with ambitious targets for more than a decade. To continue strengthening the directors' skills in these areas, additional trainings on climate change by recognized experts are contemplated.

4.2.3.6 Shareholding obligations

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

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

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

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

4.2.3.8 Potential conflict of interest and agreements

[GRI 2-15]

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

The Board Internal Rules contain specific provisions relating to the identification and management of conflicts of interest, including specific Ring-Fencing Measures (as per the last update made on January 21, 2024) (refer to paragraph 4.2.3.9 for more details).

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

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

To the best of the Company's knowledge there are no arrangements, or any type of agreement with the shareholders, clients, service providers or others by which one of the members of the Board of Directors or senior executive officer was selected as member of an administrative, managing or supervisory body or as a member of the general management of the Company.

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

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

4.2.3.9 Internal rules of the Board of Directors

The Board of Directors of Atos SE has approved Internal Rules which govern the works of the Board of Directors.

The Board Internal Rules were last updated during the Board meeting held on January 21, 2024. Considering Onepoint's activities, some of which are in competition with those of the Company, it appeared necessary to reinforce certain provisions of the Board Internal Rules in order to prevent, on the one hand, any risk of an illicit agreement within the meaning of competition law, and on the other hand, possible conflicts of interest in the adoption of certain Board resolutions.

The Board Internal Rules include, as attachments, a Director Charter, Ring Fencing Measures (as per the last update made on January 21, 2024) and a Guide to the prevention of insider trading.

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

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

Acceptance of new corporate mandates

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

Conflicts of interest [GRI 2-15]

Pursuant to the Board Internal Rules, a Director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the Company. Directors must inform the Chairman of the Board of Directors of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case

where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in discussions and decisions on such matter, and the Chairman may request him or her not to attend the deliberations. A conflict of interest arises when a Director or a member of his or her family could personally benefit from the way the Company's business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the Director's judgment (particularly as a client, supplier, business banker, legal representative).

Ring fencing

Pursuant to the Board Internal Rules (article 7 and Schedule 2 as amended on January 21, 2024), Board members linked to a competing company¹⁾ shall not:

- have access to Atos SE's strategic or commercially sensitive information on competing markets;
- participating in meetings at which such information is discussed.

In addition, 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).

Trading during closed periods

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

1) 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.

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

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

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

- the Group Legal department is in charge of qualifying the agreements either as related-party agreements or as "free"

agreements, and of supervising the authorization procedure for related-party agreements; and

- the Group Internal Control department is in charge of regularly assessing whether agreements relating to ordinary transactions entered into under normal conditions do indeed meet these conditions. It communicates the results of its work to the Audit Committee.

4.2.4 Operation of the Board of Directors and its Committees

4.2.4.1 Attendance to the meetings of the Board of Directors and its Committees in 2023

Individual attendance

	Jean-Pierre Mustier	Laurent Collet-Billon	Vesela Asparuhova	Vivek Badrinath	Valérie Bernis	Carlo d'Asaro Biondo	Kat Hopkins	Fares Louis	Bertrand Meunier	Aminata Niane	Lynn Paine	Edouard Philippe	René Progllo	Caroline Ruellan	Vernon Sankey	Astrid Stange	Elizabeth Tinkham
Board of Directors	100%	100%	100%	86.67%	96.55%	100%	89.66%	100%	100%	82.76%	50%	100%	53.57%	100%	93.10%	100%	93.10%
Audit Committee	N/A	100%	N/A	100%	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	55.56%	N/A	100%	100%	N/A
Nomination and Governance Committee	N/A	100%	N/A	N/A	N/A	100%	100%	N/A	N/A	N/A	100%	100%	N/A	100%	100%	N/A	100%
Remuneration Committee	N/A	N/A	100%	N/A	89%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100%	N/A
CSR Committee	N/A	N/A	N/A	N/A	100%	N/A	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100%	N/A
Ad hoc committee	100%	100%	N/A	N/A	86%	N/A	N/A	N/A	100%	N/A	N/A	N/A	100%	N/A	N/A	N/A	N/A

Global attendance rate

Board of Directors	Audit Committee	Nomination and Governance Committee	Remuneration Committee	CSR Committee	Ad hoc Committee
91.51%	87.88%	100%	96.30%	100%	96.88%

4.2.4.2 Board of Directors' activity

Mission

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

Operating rules

Pursuant to the Board Internal Rules, the Board of Directors, convened by its Chairman, meets at least 5 times a year and as often as necessary in the interest of the Company. The Directors may attend Board of Directors' meetings by videoconference or conference call. The decisions regarding specific duties of the Board of Directors referred to in Article L.225-37 of the French Commercial Code can be made through written consultation of the Directors. The meetings of the Board of Directors follow the agenda determined by the Chairman and communicated to the Directors. Whenever possible, the necessary documents and elements are sent to the Directors with the agenda. The Board of Directors appoints, determining his or her term of office, a secretary who may be chosen from among the Directors or from outside. The Directors have the option of being represented at meetings of the Board of Directors by another Director. Each Director may only represent one of the other Directors during the same Board of Directors. The Board of Directors may only deliberate validly if at least half of its members are present. Decisions are passed by a majority of members present or represented. If the votes are split, the Chairman of the session casts the deciding vote.

Activities in 2023

During the 2023 financial year, the Board of Directors met 29 times. This number of meetings was necessary in order to allow a regular and timely review by the Board of regular or exceptional events, notably the review of the Group's strategic plan and financing, the developments related to the separation project, and disposal projects contemplated or decided by the Group.

Global attendance of Directors at these meetings was an average of 91.51%.

The Board of Directors met to discuss the following topics:

Financial statements, budget and financial commitments:

- review of the 2024 budget;
- review of the financial information and quarterly reports and forecasts;
- review of and closure of (i) annual and consolidated financial statements for 2022 and (ii) 2023 half-year consolidated statements;
- proposal relating to the allocation of the 2022 result;
- review of financial presentations and press releases;
- approval of parental company guarantees and review of off-balance sheet commitments;
- regular review of the Group's financial position and the plan to maintain financing and obtain refinancing;

For updating purposes, as part of its 2024 activities, the Board on February 4, 2024 discussed the appointment of a mandataire ad hoc⁽¹⁾ in order to frame the discussions with its banks with a view to reaching a refinancing plan for its financial debt and facilitate a rapid outcome. On March 25, 2024, the Board also discussed the opening of an amicable conciliation procedure⁽²⁾ to facilitate a global refinancing agreement with the banks and bondholders of Atos SE.

1) *The mandataire ad hoc is an independent third party whose mission is to assist the Company in its discussions, in order to converge on an appropriate financial solution as soon as possible, in the Company's corporate interests. The mandat ad hoc is an amicable procedure allowing negotiations to be conducted within a confidential framework. The mandat ad hoc only concerns the financial debt of the Company and has no impact on the employees, customers and suppliers of the Group.*

2) *The conciliation is a procedure, so-called amicable or preventive, for dealing with financial difficulties. It is provided for in the Commercial Code. The negotiations, which take place under the aegis of a conciliator appointed by the President of the Commercial Court, are confidential. The conciliator's mission is to encourage the conclusion of an amicable agreement between the debtor and its creditors, who are called upon to do so, aimed at putting an end to the company's difficulties and ensuring its continuity.*

Strategic projects and transactions:

- review and approval of the Company's strategy plan;
- strategic sessions to review and discuss the strategic dynamics and options available to Atos;
- monitoring of the separation project of Atos into two listed entities (Eviden and TFCo), as announced on June 14, 2022, and the prior reorganization of the two perimeters; including in this context, regular update on the project of monetization of up to a 30% stake in Eviden, including with respect to the discussions with Airbus which were finally no longer pursued in accordance with the press release on March 29, 2023;
- regular update on the contemplated sale of Tech Foundations and the progress of the discussions which were finally no longer pursued in accordance with the press release published on February 28, 2024;
- review of two offers received on BDS and approach on negotiation relating to the discussions with Airbus which were finally no longer pursued in accordance with the press release published on March 19, 2024;
- regular review of the M&A activities, including disposals of Unify to Mitel, Atos Italian operations to Lutech S.p.A and Ecoact to Schneider Electric as part of the €700m disposal plan initiated on June 2022 and expansion by an additional €400m divestment program.

Compensation:

- Compensation policy:
 - set the compensation policy applicable in 2023 to the Chairman of the Board, the Directors, the Chief Executive Officer and the Deputy Chief Executive Officer ;
 - review of the conformity of the executive officers' compensation policy with the AFEP-MEDEF Code;
 - determination of Nourdine Bihmane's compensation as former Chief Executive Officer ;
 - determination of Philippe Oliva's compensation as former Deputy Chief Executive Officer ;
 - determination of Yves Bernaert's compensation as former Chief Executive Officer ;
 - determination of Jean-Pierre Mustier's compensation as new Chairman of the Board;
 - determination of Laurent Collet-Billon's compensation as new Vice-Chairman of the Board;
- Variable compensation:
 - acknowledgement of the results relating to the variable compensation for H2 2022 of Nourdine Bihmane as former Chief Executive Officer ' and Philippe Oliva as former Deputy Chief Executive Officer ;
 - setting of objectives for the 2023 variable compensations of the Chief Executive Officer and the Deputy Chief Executive Officer ;
- Directors' compensation:
 - approval of the structure of Directors' compensation;
- Long-term incentive plans:

- validation of the partial achievement of the performance conditions applicable to the performance share plans dated July 24, 2020;
- set-up of a performance share plans for 2023 in favor of Group employees, Group Management Committee and senior executive officers.

Corporate Social Responsibility:

- review and approval of the Non-Financial Performance Statement (DPEF) for the year 2022;
- annual review of the Group CSR strategy results in 2022;
- review of the CSR challenges for 2023;
- review of the new CSR regulatory landscape (CSRD, Taxonomy) and the initiatives, implemented within the Group to align with non-financial reporting requirements;
- monitoring of the Double Materiality Assessment to be performed as per CSRD requirements.

Governance:

- General Meeting:
 - convening of the Annual General Meeting;
 - review and approval of the Board of Directors' report to the Annual General Meeting;
 - responses to written questions from shareholders; review of the draft resolutions submitted by certain shareholders at the 2023 General Meeting;
- Company governance:
 - appointment of successively Yves Bernaert on October 3, 2023 and, as part of its 2024 activities, Paul Saleh on January 14, 2024 as Chief Executive Officer ;
 - review and modification of the composition of the Board of Directors, including Jean-Pierre Mustier as new Chairman, Laurent Collet-Billon as new Vice-Chairman, Elizabeth Tinkham as Lead Independent Director and new Board members;
 - modification of the composition of the Committees;
- governance-related documentation:
 - review and approval of the Board of Directors' report on corporate governance;
 - review of the 2022 Universal Registration Document and of the 2022 Compliance report;
 - review of the Internal Rules of the Board of Directors;
- operation of the corporate bodies:
 - renewal or approval of certain delegations of powers to senior executive officers;
 - assessment of the Board's work in 2023;
 - examination of the composition of the Board and approval of the diversity policy;
 - review of the independence of Board members;
 - conformity review of the Company's practices with the AFEP-MEDEF Code;
 - annual review of related parties' agreements authorized during previous financial years;

- risks:
 - approval of parental guarantees;
 - review of the results of the risk mapping exercise;
 - review the risk management and monitoring;
 - review of the recommendations of Internal Audit missions;
 - review of main on-going litigations including the Trizetto Litigation;
- compliance:
 - 2023 annual compliance review and follow-up on the 2022 compliance alerts;
 - follow-up on the report from the AFA (French anticorruption agency).

4.2.4.3 The Audit Committee's activity

Composition

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

By virtue of their education and professional experience, each Committee member has considerable experience and high-level expertise in financial and accounting matters (see biographies in section 4.2.3.1).

The Audit Committee is chaired by Jean-Jacques Morin who started his career with Deloitte where he spent five years in auditing and consulting. With over two decades of experience, including multiple roles as CFO of Alstom and Accor, Jean-Jacques Morin has a profound expertise in finance and skillfully handles intricate financial environments. From 2016 to 2020, he was a member of the Audit Committee of Orbis. He also chaired the Finance and Audit Committee of Vallourec (listed of Euronext Paris) from 2018 to 2021. In his current position as Deputy CEO and Premium, Midscale & Economy Division CEO of Accor, Jean-Jacques Morin continues to showcase his broad range of experience and leadership in the financial sector.

Astrid Stange has held general management positions primarily in the insurance sector, leading the German insurance practice at Boston Consulting Group (2008-2013) and assuming the role of Chief Operating Officer of AXA SA and member of its Management Committee (2017-2021). Moreover, she was CEO of AXA Group Operations SA from 2018-2021. Within the same period, she also was a member of the Supervisory Board and Financial Controller of GIE AXA. Her experience, including her current position as CEO of ELEMENT Insurance AG (Germany), enables her to provide financial expertise as well as a business vision useful for internal control and risk management.

Laurent Collet-Billon possesses extensive expertise in financial matters, and risk management, cultivated through his illustrious career at the Direction Générale de l'Armement (DGA) where he develops experience in financial oversight, strategic planning, and risk mitigation in the context of defense procurement and international cooperation. Laurent Collet-Billon's advisory roles at Alcatel-Lucent and Thales underscore his proficiency in navigating complex financial landscapes and ensuring regulatory compliance.

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

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

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

Mission

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

With respect to the accounts:

- to monitor the financial reporting process, and submit recommendations or proposals to ensure integrity of the said process;
- to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, where applicable, quarterly company and consolidated accounts of the Company prepared by the financial management;
- to examine the relevance and the permanence of the accounting principles and rules used to draw up the company and consolidated accounts of the Company and to alert any failure to comply with these rules;
- to be presented with the evolution of the perimeter of consolidated companies and to receive, where applicable, any necessary explanations;
- to meet, whenever it deems necessary, the auditors, the general management, the financial, treasury and accounting management, Internal Audit or any other member of the management; these hearings may take place, when appropriate, without members of the general management being present;
- to examine, 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;
- 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
- 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.

With respect to the external control of the Company:

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

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

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

- to 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;
- 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;
- to assess the reliability of the systems and procedures that are used for establishing the accounts, as well as the methods and procedures for reporting and handling accounting and financial information;
- to examine the methods and procedures of reporting and handling accounting and financial information coming from the subsidiaries and/or operational units;
- 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.
- to entrust to internal audit any assignment that it deems necessary;
- 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
- to regularly make itself aware of the financial situation, the cash position and any significant commitments or risks, notably through a litigation review, and to examine the procedures adopted to assess and manage such risks.

Operating rules

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

In 2023, the Audit Committee, in its operation, benefited from Company's internal competences, in particular the Group Chief Financial Officer, the Group General Secretary, the Group General Counsel, the Group Head of Internal Audit, the Group Head of Bid Control and Business risk management, the Group Head of Investor Relations and Financial Communication as well as the statutory auditors who attended, as applicable and upon request from the Audit Committee Chairman, meetings of the Audit Committee. The Group CEO also attended the meetings to answer any questions from the Audit Committee members. All documentation presented to the Audit Committee was communicated to the Audit Committee by the Group Chief Financial Officer several days prior to the meetings.

Activities in 2023

During the 2023 financial year, the Audit Committee met nine times. Attendance of members to the meetings was an average of 87.88%.

During the 2023 financial year, the Audit Committee reviewed the accounting and financial documents, before their presentation to the Board; the Audit Committee also reviewed the main accounting items and methods. The Audit Committee examined the quarterly financial reports on the Group's performance, the consolidated accounts for 2022, the half yearly accounts 2023, and the draft financial press releases before their submission to the Board of Directors.

The Audit Committee was regularly informed of the conclusions of the main missions and reviewed the summary reports concerning the Internal Audit activities. The Audit Committee was informed on a regular basis of the monitoring and management of risk of the significant contracts and reviewed the updated risk mapping presented by the Group Head of Internal Audit, which included social and environmental risks. The Audit Committee also periodically reviewed the status of the declared claims and litigations and the provisions. The Audit Committee reviewed relevant sections of the Universal Registration Document. The Audit Committee was regularly informed on the status of the Group's treasury and financing needs and reviewed the significant off-balance-sheet commitments. The Audit Committee also reviewed the Group's liquidity and financing. The Audit Committee heard the intermediate and final reports of the statutory auditors concerning the annual and half-yearly accounts, as well as the reports of their other works carried out in connection with their general audit mission. The Audit Committee also supervised the selection process of the new statutory auditor whose appointment will be submitted to the General Meeting to be held in 2024. It also examined the fees and the independence of the statutory auditors.

4.2.4.4 The Nomination and Governance Committee's activity

Composition

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

Mission

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

With respect to nominations:

- to research and examine, for the Board of Directors, any candidate for the appointment to the position of member of the Board of Directors or to a position of manager who holds a corporate mandate within the Company;
- to formulate an opinion on these candidates and/or a recommendation to the Board of Directors, particularly taking into account the desired balance within the composition of the Board of Directors 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;
- to organize a procedure designed to select future independent directors before approaching them (as described below);
- to review and issue recommendations regarding the succession plan for executive officers.

With respect to corporate governance:

- to review the implementation of best corporate governance standards by the Board of Directors;
- to supervise the annual evaluation of the works of the Board;
- to examine major operations involving a risk of a conflict of interest between the Company and the members of the Board of Directors;
- to prepare the work of the Board of Directors regarding the assessment of the independence of the Board members;
- to answer, on an ad hoc basis, questions relating to the operation of the Board.

Selection process for candidates as independent Directors

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

- identification of the missing profiles through the analysis of the targets of the diversity policy set by the Board and the inputs and suggestions made by the members of the Board of Directors when answering the questionnaire related to the annual assessment of the works of the Board;
- identification by the Nomination and Governance Committee of potential candidates meeting the identified criteria, with the help, as applicable, of an external consultant;
- preselection of candidates by the Nomination and Governance Committee after careful review of their skills, experience, professional background, independence and ability to carry the duties of the Charter of the Atos Board of Directors;

- the Chairman or another member of the Nomination and Governance Committee contacts the preselected candidates and enquires about their willingness to be considered for the position;
- the preselected candidates who have confirmed their willingness to be considered for the position are interviewed, individually by each member of the Nomination and Governance Committee and shall fulfil a questionnaire with disclosures and a commitment to abide by the Board rules;
- after the interviews, the Nomination and Governance Committee issues a recommendation to the Board of Directors;
- to examine major operations involving a risk of a conflict of interest between the Company and the Directors, to provide recommendations regarding the assessment of the Directors' independence and to supervise the annual evaluation of the Board's works.

Operating rules

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

Activities in 2023

During the 2023 financial year, the Nomination and Governance Committee met 17 times. Attendance of members to the meetings was 100%.

The Nomination and Governance Committee met in 2023 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- search for potential candidates for the position of Board member in light of the diversity policy defined by the Board;
- proposal to appoint new Directors and renew the term of office of certain Directors at the Annual General Meeting;
- proposed composition of the Board committees after the Annual General Meeting and the changes in the Board's composition;
- review of the key executive officers and their succession plans;
- yearly review of the composition of the Board of Directors in accordance with the defined diversity policy of the Board;
- review of the yearly assessment of the Board's work in 2023;
- proposals in connection with the review of the independence of Directors;
- proposal for the nomination of new Chief Executive Officers;
- proposal for the nomination of a new Chairman and Vice-Chairman of the Board of Directors;
- proposal for the nomination of a new Lead Independent Director and the definition of his/her missions;
- proposals for the respective governance of TFCo and Eviden and launch of a search process for candidate directors.

4.2.4.5 The Remuneration Committee's activity

[GRI 2-20]

Composition

The Remuneration Committee is composed of three members, including two independent members. The Remuneration Committee is chaired by an independent member and comprises one Employee Director in accordance with the recommendations of the AFEP-MEDEF Code.

Mission

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

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

- 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;
- 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;
- to make observations and/or recommendations related to the pension and insurance plans, payments in kind, various financial rights granted to corporate officers of the Company and their subsidiaries.

Operating rules

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

Activities in 2023

During the 2023 financial year, the Remuneration Committee met nine times. Attendance of members to the meetings was 96.30%.

The Remuneration Committee met in 2023 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- compensation policy:
 - proposals in connection with the review of the conformity of the Chairman's and of the senior executive officers' respective compensations with the AFEP-MEDEF Code;
 - proposals relating to the determination of the Chairman's and of the senior executive officers' respective compensations;
 - proposals relating to the definition of the compensation policy applicable to the Chairman and the Vice-Chairman of the Board, the Directors and the senior executive officers;
 - proposal relating to the compensation of the Chief Executive Officer ;
- variable compensation:
 - proposals in connection with the acknowledgement of the results relating to the variable compensation for H2 2022 of Nouridine Bihmane as former Chief Executive

Officer ' and Philippe Oliva as former Deputy Chief Executive Officer ;

- proposals in connection with the objectives for the 2023 variable compensations of the Chief Executive Officer and the Deputy Chief Executive Officer ;
- Directors' compensation:
 - proposals for the allocation of the Directors' compensation for 2023;
 - proposals for the modification of the Directors' compensation for 2024;
- long-term incentive plans:
 - proposals for validation of the partial achievement of the performance conditions applicable to the performance share plans dated July 24, 2020;
 - proposal related to the deliveries of LTI plans;
 - proposals in connection with employee stock ownership, including the consequences on past plans in the context of the separation project and the future plan to be implemented after the separation;
 - proposals in connection with the setting up of a performance share plan in 2023 in favor of Group employees, Group Management Committee and senior executive officers.

4.2.4.6 The CSR Committee's activity

Composition

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

The CSR Committee is chaired by an independent Director since December 2018.

Mission

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

- to review the Group's corporate social and environmental responsibility strategy and the rollout of the related initiatives;
- to review the Group's corporate social and environmental responsibility commitments in light of the challenges specific to the Group's business and objectives, in particular in such areas as well being at work, diversity and environment;
- to evaluate the risks and opportunities with regard to social and environmental performance;
- to review the social and environmental policies taking into account their impact in terms of economic performance;

- to review the annual statement on extra-financial performance; and
- to review the summary of ratings awarded to the Group by rating agencies and in extra-financial analysis.

Operating rules

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

Activities in 2023

During the 2023 financial year, the CSR Committee met two times. Attendance of members to the meetings was 100%.

The CSR Committee met in 2023 to deal in particular with the following subjects so as to formulate opinions and recommendations to the Board of Directors:

- review and recommendations to the Board of Directors with respect to the approval of the Non-Financial Performance Statement (DPEF) for the year 2022;
- annual review of the Group CSR strategy results in 2022;
- review of the CSR challenges for 2023;
- review of the new CSR regulatory landscape (CSRD, Taxonomy) and the initiatives, implemented within the Group to align with non-financial reporting requirements;
- monitoring of the Double Materiality Assessment to be performed as per CSRD requirements.

4.2.4.7 The Ad hoc Committee's activity

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

Composition

The Ad hoc Committee is composed of five members which are all independent.

Mission

The mission of the Ad hoc Committee has been set up to provide recommendations and to oversee the study and implementation of the project to separate the Group into two independent listed companies by the management team as well as to supervise the work of the independent expert.

In light of the evolution of the strategy, the appointment of a *mandataire ad hoc*⁽¹⁾ announced on February 5, 2024, followed by the opening of an *amicable conciliation procedure*⁽²⁾ announced on March 26, 2024, the Board of Directors decided to broaden the mission of the Ad hoc Committee in order to monitor developments in the Company's financial situation, the progress of any legal protection measures, and to exchange proactively and support the management in its proposals to the Board.

Activities in 2023

During the 2023 financial year, the Ad hoc Committee met 14 times. Attendance of members to the meetings was 96.88%.

1) *The mandataire ad hoc is an independent third party whose mission is to assist the Company in its discussions, in order to converge on an appropriate financial solution as soon as possible, in the Company's corporate interests. The mandat ad hoc is an amicable procedure allowing negotiations to be conducted within a confidential framework. The mandat ad hoc only concerns the financial debt of the Company and has no impact on the employees, customers and suppliers of the Group.*

2) *The conciliation is a procedure, so-called amicable or preventive, for dealing with financial difficulties. It is provided for in the Commercial Code. The negotiations, which take place under the aegis of a conciliator appointed by the President of the Commercial Court, are confidential. The conciliator's mission is to encourage the conclusion of an amicable agreement between the debtor and its creditors, who are called upon to do so, aimed at putting an end to the company's difficulties and ensuring its continuity.*

4.2.5 Assessment of the works of the Board of Directors

[GRI 2-18]

Procedure

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

The evaluation has three objectives:

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

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

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

This year was marked by increased activity to address shareholder activism and by the reinstatement of the Lead Independent Director role in the continuity of the prior mission of the Chair of the Nomination and Governance Committee, a decision endorsed by the Board of Directors during its meeting on June 4, 2023. As per Board's internal rules, the Lead Independent Director and this Committee now assume responsibility for conducting the 2023 assessment of the Board of Directors' performance.

For the 2023 financial year, the performance review of the Board of Directors was carried out internally. An external review was performed in 2022, it being reminded that the best practice followed by Atos is to have an external review every 3 years. For the purpose of the assessment, each Director received and was asked to fill in a questionnaire aimed at assessing the Board's works and evolutions in light of corporate governance best practices.

This year's questionnaire has been updated in line with the Group's current challenges and recent governance development, including shareholder dialogue and understanding analysts' and investors' expectations.

A specific questionnaire was also provided to evaluate the performance of the permanent Committees (Audit, Nomination & Governance, Remuneration, and CSR).

Results of the 2023 assessment and recommendations for 2024

The general assessment and the recommendations and paths for 2024 are described in the following table:

General assessment	Areas for improvement and action to be taken in 2024
Strategy and knowledge of Atos's business	
<ul style="list-style-type: none"> • Sufficient input is given to the Board to correctly understand the Group's strategy and market positioning and effectively evaluate Atos's strategy as deployed by the Executive Management • Information adequacy regarding the Group's financial performance and adequate monitoring of the Group's financial communication • Satisfactory role of the Remuneration Committee in preparing decisions on Executive Corporate Officers' compensation • Satisfactory dialogue with the Company's shareholders and some Directors, including the Lead Independent Director 	<ul style="list-style-type: none"> • Involve more business managers in presentations, and/or members of the scientific community to provide diverse perspectives • Continue to improve the quality of reports to the Board with key performance indicators (KPIs) including customer satisfaction
Risk Management	
<ul style="list-style-type: none"> • Adequate procedures in force for risk identification, prevention, and management in the Group • Satisfactory reporting by the Audit Committee and the CSR Committee on compliance and ethics within their respective scopes • Appropriate information provided to the Board regarding the Group's major risks and risk management • Satisfactory reporting by the Audit Committee on risk mapping and management. Directors welcomed the new Chairman's focus on risk-related matters 	<ul style="list-style-type: none"> • Increase the number of meetings focused on Corporate Social Responsibility to continue to address risk-related concerns
Board performance and composition	
<ul style="list-style-type: none"> • Sufficient room for free and open discussions in Board meetings • Well-defined key roles within the Board Governance, including Lead Independent Director, Vice Chair and Committee Chairs • Level of independence in the Board allowing healthy challenge of the Management team • Satisfactory mix of skills within the Board to understand strategic topics and challenges, risk management principles, compliance and ethics, and financial statements and reports • Appropriate interaction between Management team and Board. Efforts to establish a conducive relationship between Board and key Management team members • Appropriately defined roles of the Board four permanent Committees 	<ul style="list-style-type: none"> • Continue to improve the Board performance through diverse skill sets, particularly by promoting the following research: finance, risk management, technology and services (see recent developments regarding the Board's composition in section 4.2.3.1 (Diversity policy at Board level))
Committees	
<ul style="list-style-type: none"> • <u>All Committees</u>: clear definition of respective roles and responsibilities of Committees vs. the Board and the management. Good awareness of current guidelines and regulatory requirements within the Committee's scope of competences • <u>All Committees</u>: significant impact of the Committee's recommendations on the Board's debates and decisions in key matters • <u>Audit Committee</u>: Committee's questions to the Group Finance Department and/or Head of Internal Audit answered directly and within an acceptable time • <u>Nomination and Governance Committee</u>: sufficient information received to evaluate the skills, qualities, and professional position of Directors and assess their independence 	<ul style="list-style-type: none"> • <u>Audit Committee</u>: increase the frequency of meetings, especially pertaining to CSR • <u>Nomination and Governance Committee</u>: plan a dedicated session on succession planning • <u>Remuneration Committee</u>: continue to improve the transparency and process for the determination of the CEO's compensation; regular updates on proxy advisors' policies on compensation matters; participate to conferences on this matter locally and internationally • <u>CSR Committee</u>: one member proposed to give more focus on the monitoring of diversity and well-being at work

Results of implementing the 2022 recommendations

Directors believe that the recommendations formulated upon completion of the 2022 assessment were duly taken into account in 2023. In particular, they were as follows:

- Composition of the Board: pursue the strengthening of the Directors' training, especially for new ones, and maintaining training sessions on the major technological and transformational challenges the Group is facing with the necessary dedicated time and the right pace;
- Strategy: improve the strategic planning to discuss the transformation of the Group;
- Risk: maintain the periodic sessions at Board level to review the risk management and monitoring, inclusive of operational and social risks, following the review by the Audit Committee; and
- Governance: continue strengthening the exchanges between the Board and the executive management.

4.2.6 Board of Directors' reports

4.2.6.1 Board of Directors' report on corporate governance

The 2023 Universal Registration Document includes all corporate governance-related items required under the provisions of the French Commercial Code and the AFEP-MEDEF Code of corporate governance to be included in the Board of Directors' report on corporate governance

approved during the meeting held on February 28, 2024. Consequently, the following table allows to identify in the 2023 Universal Registration Document the required information.

Information required under the French Commercial Code	Section of the 2023 Universal Registration Document
Governance (L. 22-10-10 of the French Commercial Code)	
List of mandates and functions in any company exercised by each corporate officer during the financial year	4.2.3.1
Agreements entered into between a subsidiary and a corporate officer or a shareholder holding more than 10% of the voting rights	N/A
Table of on-going delegations to proceed to share capital increases	8.7.9
Choice of terms and conditions to exercise the general management of the Company	4.2.2
Composition of the Board of Directors and Executive management and conditions of organization of the works of the Board of Directors	4.2.3, 4.2.4
Diversity policy at Board of Directors and Executive Committee levels and results in terms of gender diversity for the 10% highest responsibility positions within the Company	4.2.3.1, 5.3.5, 5.3.2.1
Limitations of powers on the Chief Executive Officer	4.2.2
Recommendations of Corporate Governance Code which are not followed and place where Code may be consulted	4.2.1
Specific terms and conditions of participation in General Meetings	4.1.3.2
The description of the procedure related to related-party and free agreements set up by the Company and of its implementation	4.2.3.10
Executive Compensation (L. 22-10-8, L. 22-10-9, L. 225-185 and L. 225-197-1 of the French Commercial Code)	
Presentation of the corporate officers' compensation policy to be submitted to the General Meeting in the context of the ex ante vote	4.3.1
Corporate officers' compensation paid during the closed financial year or awarded in relation thereto	4.3.2
Proportion between the fixed and variable compensation	4.3.1; 4.3.2.3
The use of the possibility to ask for the restitution of the paid compensation	N/A
Undertakings in favor of corporate officers in case of taking up, ending or change of functions.	4.3.1
Compensation paid or awarded by a consolidated company	4.3.1; 4.3.2
Ratios between the Company officers' compensation and the employees' average compensation	4.3.2.2, 4.3.2.3
The annual evolution of the compensation, the Company's performance, the employees' average compensation, and the hereabove mentioned ratios over the last five years in a way that allows a comparison.	4.3.2.2, 4.3.2.3, 4.3.2.4
An explanation on the way the total compensation complies with the adopted compensation policy, including the way it contributes to the Company's long-term performance and the way the performance criteria were applied	4.3.1, 4.3.2
The way the vote during the last Ordinary General Meeting provided for in article L. 22-10-34 para. I was taken into account	4.3.1
Any discrepancy with the compensation policy and any exception applied in accordance with article L. 22-10-8 para. III, including the explanation on the nature of the exceptional circumstances and the indication of the specific elements to which an exception is made	N/A
The implementation of the legal provisions regarding the discontinued payment of the Directors' compensation, if applicable	N/A