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4. CORPORATE GOVERNANCE

4.1 Main terms of the Governance Term Sheet in the context of the financial restructuring

The Accelerated Safeguard Plan, as voted on 27 September 2024 by the classes of affected parties, sets out the principles of governance following completion of the financial restructuring, which were set out in a governance term sheet dated July 14, 2024 (the “**Governance Term Sheet**”, attached to the Lock-Up Agreement and the Accelerated Safeguard Plan).

The Accelerated Safeguard Plan specifies that (i) this plan will not impact the corporate form of Atos S.E., which will remain a European company whose shares are admitted to trading on the regulated market Euronext Paris (compartment B - ISIN: FR0000051732) and (ii) that the Company’s registered office will be maintained in France.

The main terms of the Governance Term Sheet are as follows:

General principles

The Company will continue to refer to the French AFEP-MEDEF Code of Corporate Governance for listed companies.

The Company will remain non-controlled within the meaning of Article L.233-3 of the French *Code de commerce* following the transactions provided for in the Accelerated Safeguard Plan.

Management of the Company - Composition of the Board of Directors

The Company will be represented by its Chief Executive Officer, under the supervision of the Board of Directors.

Following the operations provided for in the Accelerated Safeguard Plan, the Board of Directors will comprise eight members, in addition to the employee representatives who would be appointed in accordance with law.

Most Board members (at least five) will be independent directors. Following the operations provided for in the Accelerated Safeguard Plan, creditors will not be represented on the Board of Directors.

The Governance Term Sheet provides that the Company’s Chief Executive Officer may be appointed Chairman of the Board of Directors by decision of the Board of Directors. In this case, a Lead Director will also be appointed from among the independent directors.

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

The Board of Directors will be made up of directors of each gender, in accordance with law (with at least 40% of directors representing each sex, excluding employees’ and/or shareholders employees’, where applicable).

Directors’ qualifications

Directors must meet customary professional standards, which will be assessed by the Nomination and Governance Committee.

Directors’ duties

Directors shall act, in all circumstances, in accordance with their duties and obligations (as set out in the Board Internal Rules), in particular: their duty to act in the Company’s best interests and their duty of collegiality, objectivity, loyalty, assiduity, professionalism and confidentiality.

Any director in a situation of conflict of interest concerning a decision must (i) inform the Board of Directors of this situation of conflict of interest; (ii) refrain from participating in discussions relating to this decision (unless his/her opinion is specifically sought) and (iii) be deprived of the right to vote on the decision concerned.

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Internal rules of the Board of Directors and Articles of Association

If necessary, the internal rules of the Board of Directors and the Company's Articles of Association will be amended to reflect the terms of the Governance Term Sheet.

The Board of Directors will meet at least (i) once a month for the first 24 months following the date of completion of the financial restructuring, then (ii) once every two months for the following 12 months, and (iii) once every quarter thereafter.

Committees

The Board's four current committees are maintained, the composition of which will comply with the AFEP-MEDEF Code and applicable laws:

- the Audit Committee;
- Nomination and Governance Committee;
- Remuneration Committee;
- the CSR Committee.

Reserved matters

Certain important decisions will have to be submitted to the Board of Directors, and some will have to be adopted by a qualified majority.

4.2 Compliance with the French 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 French 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.

Each year, the Board of Directors meets to review the Company's application of these governance principles.

The last annual review was conducted on December 12, 2023, when the Board of Directors considered that the Company's corporate governance practices fully complied with the AFEP-MEDEF Code, in its latest version dated December 2022. The Board's assessment of the application of the AFEP-MEDEF Code is available in full on the Atos website (www.atos.net), in the "Investors, Corporate Governance" section.

At its meeting on October 14, 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee, on the elements of the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year, subject to approval by the shareholders' General Meeting. These elements are described in more detail in section 4.5 below.

The table below sets out the Company's explanations of the recommendations of the AFEP-MEDEF Code that are not strictly followed in the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year.

Recommendations of the AFEP-MEDEF Code <u>Article 26.3.3 (Long-term compensation of executive officers), paragraph 6</u>	Explanations
Paragraph 6, p. 25	
<p><i>“These plans, the award of which must be proportionate to the annual fixed and variable compensation components, must provide for demanding performance conditions to be fulfilled over a period of several consecutive years. These conditions may be performance conditions that are internal to the company or relative conditions, that is to say linked to the performances of other corporations, a reference sector, etc. If chosen as a criterion, the stock exchange price may be assessed on a relative basis (comparison with similar companies or indexes). Whenever possible and relevant, these internal and relative performance conditions should be combined.”</i></p>	<p>As part of the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year, which will be proposed to the shareholders’ General Meeting, the Board of Directors has decided, on the recommendation of the Remuneration Committee, on the principle of a long-term compensation in the form of a free allocation of performance shares of the Company, with the number of shares definitively vested depending on the evolution in the share price over a four-year period ending on December 31, 2028 (see section 4.5 below).</p> <p>Given the Group’s particular situation and the ongoing financial restructuring, the Board of Directors considered that this single performance condition, assessed over a four-year period, combined with an obligation to retain the shares resulting from the free share allocation until December 31, 2030, was demanding and relevant to the Group’s strategy and challenges, by enabling the Chairman and Chief Executive Officer to be associated with long-term performance, to be rewarded in the event of a positive evolution in the Atos S.E. share price, and by guaranteeing alignment with the Company’s corporate interest and the interests of shareholders.</p> <p>This performance criterion linked to the annualized growth in the share price was considered particularly relevant and appropriate to the Company’s situation, in particular for the following reasons:</p> <ul style="list-style-type: none"> - Allow a correlation between shareholder gain and that of the beneficiary of performance shares: Atos S.E.’s development strategy must, in the medium to long term, result in value creation for shareholders. The acquisition of shares must therefore be directly proportional to the growth in the share price, and therefore to the shareholder’s gain, as this performance criterion is the most appropriate for sharing the creation of value; - Giving real consideration to the Company’s long-term performance: performance is measured over a four-year period. The number of shares received by the Chairman and Chief Executive Officer thus reflects the gains that would have been made over a medium to long-term horizon by a shareholder who had invested in the Rights Issue. This performance measurement period also makes it possible to factor in stock market volatility, and is intended to encourage sustainable performance by avoiding excessive and short-termist risk-taking; - Ensuring transparency and simplicity: with a performance criterion linked to the annualized share

	<p>price growth, performance can be measured in real time (insofar as it involves calculating annualized share price growth between two periods).</p> <p>The Board of Directors therefore considered, on the recommendation of the Remuneration Committee, that this compensation was appropriate and proportionate in the Group's challenging context, subject to a demanding performance condition, a condition of continued presence to be met at each vesting date and an extended holding period, capable of satisfying the objectives set out in the AFEP-MEDEF Code, namely to enable real consideration to be given to the company's long-term performance, to guarantee the long-term commitment of senior executives, and to promote the alignment of their interests with those of the company and its shareholders.</p>
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4.3 Management mode

4.3.1 Governance structure

Combination of roles from 23 July 2024 until 14 October 2024 for a transitional period

The Company's governance structure was converted to a Board of Directors system in 2009. The offices of Chairman of the Board of Directors and Chief Executive Officer were separated on October 31, 2019, in line with best governance practice.

Following the opening of the accelerated safeguard proceedings, which marked the completion of an important step in Atos' financial restructuring process and the start of a new era of recovery and development, Paul Saleh, formerly Chief Executive Officer, presented his resignation to the Board of Directors, which accepted it, with immediate effect. On the proposal of the Nomination and Governance Committee, the Board of Directors of Atos voted unanimously to appoint Jean-Pierre Mustier, previously Chairman of the Board of Directors, as Chairman and Chief Executive Officer with immediate effect, in order to ensure the monitoring and proper execution of the accelerated safeguard plan that is essential to the rescue of the Group.

Separation of offices of Chairman of the Board of Directors and Chief Executive Officer from October 14 2024 to 31 January 2025

In the context of the Group's financial restructuring, the Nomination and Governance Committee chaired by Lead Independent Director, Elizabeth Tinkham, conducted a rigorous selection process with the support of an internationally renowned recruitment firm and in consultation with selected Company creditors.

At its meeting on 14 October 2024, the Board of Directors approved unanimously, on the recommendation of the Nomination and Governance Committee:

- the cooptation of Philippe Salle as a Director, subject to ratification by shareholders at the next Annual General Meeting;
- his appointment as Chairman of the Board of Directors with immediate effect; and
- his appointment as Chairman and Chief Executive Officer with effect from 1st February 2025.

With extensive experience as a corporate executive, particularly in listed companies, Philippe Salle will bring – initially within the Board of Directors and subsequently at the head of the Group – invaluable skills and perspectives to support the deployment of the business plan and the restructuring of the Group.

Until 31 January 2025, Jean-Pierre Mustier will serve as Chief Executive Officer of the Company, and remain a member of the Board of Directors, ensuring an orderly, constructive and effective transition. In particular, he will

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be responsible for monitoring and ensuring the proper implementation of the accelerated safeguard plan, which is essential for the Group's rescue.

The Board meeting of 14 October 2024 also noted Philippe Salle's intention to participate in the financial restructuring of the Company by investing a total amount of at least EUR 9 million in the Company. This investment would take the form of a subscription to the Rights Issue, decided in the context of the accelerated safeguard plan, if the conditions for completion so permit, or subsequently directly on the market.

Combination of roles from 1st February 2025

Philippe Salle will serve as Chairman and Chief Executive Officer of the Company from 1st February 2025.

The Board of Directors, on the recommendation of the Nomination and Governance Committee, considered that this unified governance structure, to be implemented after a transition period, was the most appropriate given the specific characteristics of the Atos Group in the current context. This pragmatic approach, taking into account the challenges ahead, aims to ensure clear, stable, and embodied management of the Group, while optimally aligning the strategic objectives validated by the Board of Directors with their effective implementation within the organization. The Chairman and Chief Executive Officer will drive a new dynamic, conducive to the Group's recovery and the responsiveness of teams, directors, and shareholders, while ensuring the necessary stability for all stakeholders.

In line with best governance practice, this management mode is associated with strong measures to balance powers, as described in more detail in section 4.3.2 below.

4.3.2 Balance of powers mechanisms

The following mechanisms are implemented to ensure a balance of powers:

- the Board of Directors is composed of 80% independent Directors²⁶ and comprises two Directors representing the employees 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 1st December 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 14 June 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 *ad hoc* representative (*mandataire ad hoc*) announced on 5 February 2024, followed by the opening of an amicable conciliation proceedings announced on 26 March 2024, and then the opening of an accelerated safeguard proceedings announced on 24 July 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");

²⁶ As of the date of this document.

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- on 4 June 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.

Missions of the Chairman of the Board of Directors

The statutory missions of the Chairman of Atos S.E.'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; and
- 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 shareholder;
- 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); and
- arbitrating possible conflicts of interest.

Limitations on the powers of the Chief Executive Officer

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

- purchase or sale of shareholdings exceeding EUR 100 million;
- purchase or sale of assets exceeding EUR 100 million;
- purchase of assets or shareholdings beyond the Group's usual activities;
- purchase or sale of real property exceeding EUR 100 million;
- strategic alliance or partnership which may have a structural impact for the Group;;
- volume commitment by the Group exceeding EUR 100 million;
- parental company guarantees exceeding the scope of the delegation granted to the Chief Executive Officer; and
- 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;

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- convene sessions of the independent Directors as needed, at least once a year; and
- 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 30 April 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 Director; she assumes several prerogatives as described above, including engaging with shareholders on governance matters; and
- Atos regularly communicates its strategy to its shareholders and provides market updates, in particular on the progress of its financial restructuring and governance.

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.

4.4 Composition and organizational principles of the Board of Directors and Executive Management

4.4.1 Composition of the Board of Directors

Changes in the composition of the Board of Directors and its Committees

Since the date of the 2023 Universal Registration Document, the composition of the Board of Directors and its Committees has changed as a result of the following events:

- on 27 June 2024, David Layani and Helen Lee Bouygues resigned as directors with immediate effect; and
- on 14 October 2024, Philippe Salle was coopted as a director, subject to ratification by the next Annual General Meeting, and appointed Chairman of the Board of Directors at the same date.

Composition of the Board of Directors

As of 14 October 2024, and the date of this document, the Board of Directors comprised 13 members, as shown below:

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		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 of the Board	Philippe Salle	59	M	French	0	1	NO	10/14/2024	AGM 2026	0	
CEO Director	Jean-Pierre Mustier	63	M	French	500	0	NO	05/16/2023	AGM 2025	0	AH
Directors (L225-17 CCom)	Laurent Collet-Billon	74	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	
	Monika Maurer	68	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
	Jean-Jacques Morin	63	M	French	500	1	YES	01/02/2024	AGM 2025	0	C♦♦, AH
	Astrid Stange	58	F	German	3900	1	YES	05/18/2022	AGM 2024	1	Rem*, C♦, AH
Director representing the employee shareholders (L225-23 CCom)	Kat Hopkins	45	F	British	3912	0	NO	05/18/2022	AGM 2025	1	N&G
Employee Directors (L225-27-1 CCom)	Farès Louis	62	M	French	0	0	NO	04/25/2019	AGM 2026	4	CSR
	Mandy Metten	45	F	Dutch	232	0	NO	01/02/2024	AGM 2027	0	Rem

¹Other mandates exercised in listed companies (outside the Atos Group). Mandates exercised in listed companies belonging to the same group account for one single mandate.

²Date of first appointment on the Board of Directors of Atos

³N&G: Nomination and Governance Committee, Rem: Remuneration Committee, C : Audit Committee, CSR : CSR Committee, AH: Ad hoc Committee, VC: Vice-Chair

♦ 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

The biographies of all Directors are given in the 2023 Universal Registration Document, with the exception of Philippe Salle's biography, which is reproduced below:

Philippe Salle

Chairman of the Board of Directors

Biography - Professional experience

Professional address:

River Ouest - 80 quai
Voltaire 95870 Bezons,
France

Number of shares:

0

Date of birth:

May 17, 1965

Nationality:

French

Date of first appointment:

October 14, 2024, replacing David Layani, which will be submitted to the next AGM for ratification

End date of mandate:

General Meeting to approve the accounts for the 2025 financial year

Chief Executive Officer of the Emerica Group

Philippe Salle began his career with Total in Indonesia in 1988. He then joined Accenture in 1990 where he was promoted to senior consultant. He joined McKinsey in 1995 and became senior manager in 1998. He joined the Vedior group in 1999 (now Randstad, a company listed on Euronext Amsterdam) and became Chairman and CEO of Vedior France in 2002. He became a member of the Executive Board in 2003 and was appointed Head of Southern Europe in 2006. In 2007, he joined the Geoservices group (sold to Schlumberger in 2010), a technology company in the oil sector and under LBO, first as Deputy CEO and then as Chairman and CEO. In June 2011, Philippe Salle was appointed Chairman and CEO of Altran Group (a company listed on Euronext Paris), an engineering consultancy and world leader in innovation. In April 2015, Philippe Salle was appointed Chairman and Chief Executive Officer of the Elicor Group (a company listed on Euronext Paris), a world leader in catering and services. In December 2017, Philippe Salle was appointed Chief Executive Officer of Emerica (a company under LBO), the world's leading provider of real estate services and technologies.

Philippe Salle has also served as Chairman of the Board of Directors of Viridien (formerly CGG) since April 26, 2018, and as a member of the Board of Directors of Banque Transatlantique since 2010.

Philippe Salle is a graduate of the Ecole des Mines de Paris and holds an MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA). He is a *Chevalier de l'ordre national du Mérite*, *Chevalier de la Légion d'honneur* and *Commandeur de l'ordre du Mérite de la République italienne*.

Philippe Salle has been a Director and the Chairman of Atos S.E. Board of Directors since October 14, 2024. On the same date, the Board of Directors appointed Philippe Salle as Chairman and Chief Executive Officer of Atos with effect from 1st February 2025.

List of directorships and other positions held in French and foreign companies

Philippe Salle

	Other Directorships and positions held as of 14 October 2024	Other positions held during the last five years
	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p><u>In France</u></p> <ul style="list-style-type: none"> • Chairman of the Board of Directors of Viridien* (SA) • Member of the Board of Directors of CIC Banque Transatlantique (SA) • Chairman of Hodpar (SAS) (itself, as legal entity, Chairman of Emeria (SAS)) • Chairman of Finellas (SAS) • Chairman of the Supervisory Boards of Efficity and Efficity International (SAS) • Director of Tech-Way (SAS) <p><u>Abroad</u></p> <ul style="list-style-type: none"> • Managing Director of Hodlux SARL (Luxembourg) • Director of Emeria Res UK Limited (United Kingdom) • Director of Emeria Res Newco Limited (UK) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <p><u>In France</u></p> <ul style="list-style-type: none"> • Director of Diot Siaci • Chairman of Emeria Holding • Chairman of the Supervisory Board of Foncia Saturne • Director of the Mister Temp group <p><u>Abroad</u></p> <ul style="list-style-type: none"> • Co-manager of Emeria Germany Management GmbH (Germany) • Chairman of the Board of Directors of Emeria Switzerland (Switzerland) • Director of Emeria Benelux (Belgium)

* Listed company

Composition of the committees

The Board of Directors has set up four permanent committees (the Audit Committee, the Nomination and Governance Committee, the Remuneration Committee and the CSR Committee) and an Ad Hoc Committee. The missions of each committee are described in section 4.2.4 of the 2023 Universal Registration Document.

As of 14 October 2024 and at the date of this document, the Committees were composed as follows:

Composition of Committees

Audit Committee

- Chaired by an independent Director
- 3 members
- 100% independent Directors

Jean-Jacques Morin* (Chair)
Laurent Collet-Billon*
Astrid Stange*

Nomination and Governance Committee

- Chaired by an independent Director
- 4 members
- 75% independent Directors

Elizabeth Tinkham* (Chair)
Laurent Collet-Billon*
Sujatha Chandrasekaran*
Kat Hopkins

Remuneration Committee

- Chaired by an independent Director
- 3 members
- 67% independent Directors

Astrid Stange* (Chair)
Françoise Mercadal-Delasalles*
Mandy Metten

CSR Committee

- Chaired by an independent Director
- 3 members
- 67% independent Directors

Françoise Mercadal-Delasalles* (Chair)
Farès Louis
Monika Maurer*

Ad Hoc Committee

- Chaired by an independent Director

Laurent Collet-Billon* (Chair)

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Composition of Committees

- 5 members
- 80% independent Directors

Jean-Jacques Morin*
Jean-Pierre Mustier
Astrid Stange*
Elizabeth Tinkham*

* *Independent Directors*

Diversity policy at Board level

The Board of Directors meeting held on 14 December 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, particularly regarding such criteria as age, gender, skills, professional experience, nationality and independence.

This policy is described in the 2023 Universal Registration Document.

Given the changes in the Board's composition since the date of the 2023 Universal Registration Document, the section below presents the data as of the date of this Amendment.

- **Age of Directors:** Directors' age ranged from 45 to 74, with an average age of 60 years old.
- **Gender diversity:** the Board of Directors was composed of 54% women Directors (7 women out of 13 members).²⁷
- **Diversity of skills and professional experience:** the Board of Directors, whose diversity of skills and experience was satisfactory at the date of the 2023 Universal Registration Document, was strengthened in particular with the appointment of Philippe Salle on October 14, 2024, in the following areas: Technology, Cybersecurity, Finance, Leadership, Governance, CSR, Climate, Employees/HR/Communication.
- **Diversity of nationalities:** the proportion of Directors of non-French nationality reached 46.17%, with seven different nationalities within the Board.
- **Directors' independence:** the proportion of independent Directors was 80% (8 out of 10 members)²⁸, in line with the Board's intention to maintain a high ratio of independent Directors, above the recommendations of the AFEP-MEDEF Code.

Directors' skills

The table below summarizes the skills of the members of the Board of Directors at the date of publication of this Amendment:

²⁷ 50% (5 out of 10) according to the legal ratio. In accordance with Article L.225-23 and L.225-27-1 of the Commercial Code, the director representing employee shareholders, and the employee directors are not taken into account in determining the parity ratio on the Board of Directors.

²⁸ In accordance with the rules set out in the AFEP-MEDEF Code, the director representing employee shareholders and employee directors are not taken into account in determining the ratio of independent directors.

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	Philippe Salle	Jean-pierre Mustier	Laurent Collet-Billon	Elizabeth Tinkham	Sujatha Chandrasekaran	Alain Crozier	Kat Hopkins	Farès Louis	Monika Maurer	Françoise Mercadal-Desalles	Mandy Metten	Jean-Jacques Morin	Astrid Starige	Total
Technologies	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	13
Cybersecurity	✓		✓	✓	✓	✓		✓						6
Finance	✓	✓	✓		✓	✓			✓	✓		✓	✓	9
Leadership	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	12
Risk Management		✓			✓	✓			✓	✓		✓		6
Governance	✓	✓		✓	✓	✓			✓	✓		✓	✓	9
CSR	✓								✓	✓			✓	4
Climate	✓	✓				✓		✓		✓	✓		✓	7
Employees, HR, Communication	✓		✓			✓	✓	✓	✓	✓	✓			8

4.4.2 General Management

On 15 January 2024, the Company announced its decision to reshuffle its management team in order to implement an adjusted strategy. On the recommendation of the Nominations and Governance Committee, the Board of Directors appointed Paul Saleh as the Group’s new Chief Executive Officer, with priority given to refinancing the Group’s financial debt.

Following the opening of the accelerated safeguard proceedings, which marked the completion of an important step in the financial restructuring process of Atos and the start of a new era of recovery and development, Paul Saleh has decided, in this context, to leave the Group on 23 July 2024 and has presented his resignation to the Board of Directors, which has accepted it with immediate effect. The Board expresses its sincere thanks to Paul Saleh, salutes his commitment and contributions during the past year.

On the proposal of the Nomination and Governance Committee, the Board of Directors of Atos voted unanimously to appoint Jean-Pierre Mustier, previously Chairman of the Board of Directors, as Chairman and Chief Executive Officer with immediate effect from 23 July 2024, to ensure the monitoring and proper execution of the accelerated safeguard plan which is essential for the Group’s rescue.

In the context of the Group’s financial restructuring, the Nomination and Governance Committee, chaired by Elizabeth Tinkham, Lead Independent Director, conducted a rigorous selection process with the support of an internationally renowned recruitment firm and in consultation with selected Company creditors.

At its meeting on 14 October 2024, the Board of Directors approved unanimously, on the recommendation of the Nomination and Governance Committee, the appointment of Philippe Salle as Chairman of the Board of Directors with immediate effect and his appointment as Chairman and Chief Executive Officer with effect from 1st February 2025.

Until 31 January 2025, Jean-Pierre Mustier will serve as Chief Executive Officer of the Company and remain a member of the Board of Directors, ensuring an orderly, constructive and effective transition. In particular, he will be responsible for monitoring and ensuring the proper implementation of the accelerated safeguard plan, which is essential for the Group’s rescue.

Jean-Pierre Mustier’s biography can be found in the 2023 Universal Registration Document.

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In addition, since 21 October 2024, Carlo d'Asaro Biondo, formerly Group General Manager in charge of business operations, commercial development, partnerships, product and business delivery, has been acting as special advisor to Philippe Salle, Chairman of the Board of Directors, and Jean-Pierre Mustier, Group Chief Executive Officer, until his departure from the Group, scheduled for the end of 2024.

4.4.3 Directors' independence

Definition of an independent Director

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.

(1) 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 requirements of the AFEP-MEDEF Code and the Board's Internal Rules, the qualification of independent director is (i) discussed annually by the Nomination and Governance Committee and, on its recommendation, reviewed annually on a case-by-case basis by the Board of Directors, and (ii) discussed each time a new director is appointed and when directors' terms of office are renewed.

The last detailed annual assessment of directors' independence was carried out on 12 December 2023. Subsequently, on the proposal of the Nomination and Governance Committee, the Board of Directors also discussed the independence of directors newly co-opted during the year (Françoise Mercadal-Delasalles, Jean-Jacques Morin, Sujatha Chandrasekaran, Monika Maurer, Mandy Metten, Alain Crozier and Philippe Salle). It was also noted that Jean-Pierre Mustier lost its independent status with effect from his appointment as Chairman and Chief Executive Officer on 23 July 2024.

The findings of these assessments of the Directors' independence, based on the above-mentioned criteria, are summarized in the table below:

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	Philippe Salle	Jean-Pierre Mustier	Laurent Collet-Billon	Elizabeth Tinkham	Jean-Jacques Morin	Astrid Stange	Françoise Mercadal-Delasalles	Monika Maurer	Sujatha Chandrasekaran	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	NO	NO	YES	YES	YES	YES	YES	YES	YES	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⁽¹⁾.
- Jean-Pierre Mustier, due to its appointment as Chairman and Chief Executive Officer from 23 July 2024 to 14 October 2024 and as Chief Executive Officer from 14 October 2024.
- Philippe Salle, due to its appointment as Chairman and Chief Executive Officer of the Company as from 1st February 2025.

8 Directors were considered as independent

- Elizabeth Tinkham was 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.

(1) 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 the date of this Amendment, eight out of ten directors (*i.e.*, 80%) fully meet the independence criteria and are therefore considered independent directors. In accordance with the recommendations of the AFEP-MEDEF Code, Kat Hopkins, representing employee shareholders, and Farès Louis and Mandy Metten, representing employees, have not been included in the calculation of this proportion.

4.4.4 Declarations related to members of the Board of Directors and senior executives officers

To the best of the Company's knowledge, at the date of this Amendment, 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.

4.4.5 Potential conflicts of interest and agreements

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 21 January 2024) (refer to

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paragraph 4.2.3.9 of the 2023 Universal Registration Document for more details).

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

To the best of the Company's knowledge, at the date of this Amendment, 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, at the date of this Amendment, there are no family relationships between any corporate officers.

Finally, to the best of the Company's knowledge, at the date of this Amendment, 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.

4.5 Compensation and stock ownership of Company officers

4.5.1 Compensation policy for the Chairman of the Board of Directors for 2024

Section 4.3.1.3 of the 2023 Universal Registration Document is amended as follows:

- In sub-section 1, "*General principles and mandate of the Chairman of the Board of Directors*".

The first three paragraphs are replaced by:

"Jean-Pierre Mustier was appointed Chairman of the Board of Directors with effect as of October 14, 2023, following the resignation of Bertrand Meunier, who was Chairman of the Board of Directors since November 1, 2019. On 14 October 2024, Philippe Salle was appointed Chairman of the Board of Directors to replace Jean-Pierre Mustier, it being specified that he will serve as Chairman and Chief Executive Officer from 1st February 2025.

The term of office of the Chairman of the Board of Directors is two years, i.e., until the Annual General Meeting ruling on the accounts for the 2024 financial year. The mandate of the Chairman of the Board of Directors may be terminated at any moment by the Board of Directors.

Jean-Pierre Mustier and Philippe Salle are not bound by any employment agreement with the Company or any other Group company."

- In sub-section 2 "*Compensation policy for the Chairman of the Board for the year 2024*":

A third paragraph is added as follows:

"Notwithstanding the foregoing, Philippe Salle has also informed the Board that he does not wish to receive any compensation in respect of his office as Chairman of the Board of Directors in 2024 and until 1st February 2025."

4.5.2 Compensation policy for executive officers for 2024

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Section 4.3.1.4 of the 2023 Universal Registration Document is amended as follows:

- The first three paragraphs of section 4.3.1.4 are amended, and a fourth paragraph is added as follows:

“The Board of Directors meeting on 19 December 2023, 14 January 2024, 18 April 2024 and 15 July 2024, has decided, on the recommendation of the Remuneration Committee, to amend for 2024 certain points of the compensation policy, subject to approval by the 2024 Annual General Meeting.

The compensation policy applies to Paul Saleh, Chief Executive Officer from 14 January 2024 to 23 July 2024. The compensation policy would also apply to any newly appointed company executive officer (as Chief Executive Officer or Deputy Chief Executive Officer).

This compensation policy will not be applicable to Yves Bernaert, former Chief Executive Officer, in respect of the 2024 financial year. Yves Bernaert having resigned on 14 January 2024, the Board of Directors has decided to maintain for Yves Bernaert until 14 January 2024 the compensation policy for the Chief Executive Officer as approved by the Annual General Meeting of 28 June 2023. The compensation components due to Yves Bernaert for the 2024 financial year will be submitted to the 2024 Annual General Meeting.

The remuneration policy does not apply to Jean-Pierre Mustier, in his capacity as Chairman and Chief Executive Officer from 23 July 2024 to 14 October 2024 and as Chief Executive Officer from 14 October 2024 to 31 January 2025, who has informed the Board of Directors of his intention not to receive any compensation in respect of his offices as Chairman and Chief Executive Officer and as Chief Executive Officer.”

Subsection 2 of section 4.3.1.4 relating to the “*Compensation of the Chief Executive Officer for the 2024 financial year*” is supplemented by the decisions taken by the Board of Directors on 15 July 2024, reproduced below, which have been published on the Company’s website in accordance with the recommendations of the AFEP-MEDEF Code:

“Following the appointment of Mr. Paul Saleh as Chief Executive Officer, the Board of Directors of Atos S.E., meeting on 14 January 2024 and 18 April 2024, decided, on the proposal of the Remuneration Committee, on the elements of the compensation policy applicable to the Chief Executive Officer in respect of the 2024 financial year, subject to approval of the Annual General Meeting called to approve the financial statements for the year ending 31 December 2023.”²⁹

In view of the current restructuring of the Company and the challenges it faces, the Board of Directors of Atos S.E., meeting on 15 July 2024, decided, on the proposal of the Remuneration Committee, to modify certain elements of the compensation policy applicable to the Chief Executive Officer in respect of the 2024 financial year (say on pay ex ante).

Compensation policy for the Chief Executive Officer with effect from 14 January 2024, in respect of the 2024 financial year, applicable to Mr. Paul Saleh

Fixed remuneration

Taking into account Mr. Paul Saleh’s international experience and recognized skills in the information technology sector, his financial expertise required to meet the Group’s strategic needs, and the exceptional conditions and circumstances of his recruitment and appointment as Chief Executive Officer, the Board of Directors, on the recommendation of the Remuneration Committee, had decided to submit a proposal to the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023, in accordance with Article L.22-10-8 of the French Commercial Code, to set Mr. Paul Saleh’s gross fixed annual

²⁹ See Atos S.E.’s Universal Registration Document 2023, section 4.3.1.4.2, p. 140 *et seq.* See also the press release published on the Company’s website in accordance with the recommendations of the Afep-Medef Code: <https://atos.net/wp-content/uploads/2024/04/communiqu-afep-medef-remuneration-ex-post-2023-ex-ante-2024-fi-19.04.24.pdf>.

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remuneration at EUR 1,200,000 for the 2024 financial year, in respect of his term of office as Chief Executive Officer.

It was initially proposed that this compensation policy should take effect from the date of the Annual General Meeting called to approve the financial statements for the year ending 31 December 2023, with the 2023 compensation policy, approved by the Annual General Meeting of 28 June 2023, remaining applicable for the period from 14 January 2024 to the date of the said Annual General Meeting.

However, as announced by the Company on 21 May 2024³⁰, the deadline for holding the Annual General Meeting to approve the 2023 financial statements has been extended to 31 December 2024 by the President of the Pontoise Commercial Court in order to provide Atos with a stable framework for completing discussions on a financial restructuring agreement. In order to neutralize the impact of the postponement of the Annual General Meeting called to approve the financial statements for the year ended 31 December 2023 on Mr. Paul Saleh's remuneration, the Board of Directors, on the recommendation of the Remuneration Committee, wishes to propose to the Annual General Meeting to apply this fixed compensation policy of EUR 1,200,000 for the 2024 financial year with effect from 1st June 2024, paid pro rata temporis.

In addition, it is specified that the fixed remuneration of the Chief Executive Officer would be maintained until 31 December 2024, in the event of dismissal as a result of a change of governance, directly linked to the implementation of the restructuring plan (see severance payment below).

For the period from 14 January 2024, date of his appointment, to 31 May 2024, Mr. Paul Saleh will receive a fixed annual remuneration of EUR 600,000 gross, paid pro rata temporis, in accordance with the compensation policy approved by the Annual General Meeting of 28 June 2023.

Annual variable compensation

No changes have been made to the Chief Executive Officer's annual variable compensation policy, as approved by the Board of Directors on 18 April 2024, on the recommendation of the Remuneration Committee³¹, apart from the fact that this variable remuneration would be maintained until 31 December 2024 in the event of the Chief Executive Officer's dismissal as a result of a change in governance, directly linked to the implementation of the restructuring plan (see severance payment below).

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

It would comprise three performance conditions deemed relevant and demanding by the Board of Directors in view of the current context and the financial and strategic challenges facing the Group, accounting for 50%, 25% and 25% respectively:

- *the conclusion of an agreement with shareholders and creditors on the Company's refinancing and debt reduction plan, consistent with its corporate interests, enabling the deployment of the strategic plan as validated by the Board of Directors on 8 April 2024 and amended if necessary during the year;*
- *retention of the top 50 customers;*
- *retention of key employees.*

Multi-year variable compensation

³⁰ See the Company's press release dated 21 May 2024, announcing that the deadline for the Annual general meeting to approve the 2023 financial statements has been extended to 31 December 2024 by the President of the Pontoise Commercial Court to provide Atos with a stable framework for completing discussions on a financial restructuring agreement.

³¹ For further details, please refer to Atos S.E.'s Universal Registration Document 2023, section 4.3.1.4.2, p. 140 *et seq.*

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At its meeting on 18 April 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee, to propose to set a conditional long-term variable compensation.

The purpose of this compensation is to reward the exceptional commitment of the Chief Executive Officer, if the Group's long-term viability is assured, in the light of the following circumstances and cumulative conditions:

- a condition of continuous presence on 31 December 2025, as a corporate officer; and*
- a condition linked to implementing a strategy to maintain an attractive business mix for employees, customers, financial creditors and shareholders, ensuring the Group's long-term future.*

This compensation will be paid in cash and may not exceed EUR 1,000,000 gross.

In the restructuring context, which would lead to a major reshuffling of the Company's shareholder base and which requires the constant involvement and close cooperation of Mr. Paul Saleh, in order to protect the Company's interests and ensure a smooth transition, the Board of Directors, meeting on 15 July 2024, decided, on the recommendation of the Remuneration Committee, to propose to the Annual General Meeting a modification to the conditions of the Chief Executive Officer's conditional long-term variable compensation, in the Company's corporate interest, in the event of the Chief Executive Officer's dismissal as a result of a change in governance directly linked to the implementation of the restructuring plan.

Thus, if the Chief Executive Officer were to be dismissed before 31 December 2024, as a result of a change in governance directly linked to the implementation of the restructuring plan, Mr. Paul Saleh would receive a compensation equal to EUR 500,000, irrespective of the date of termination of his term of office, subject to full satisfaction at this date of the performance condition.

In the event of the Chief Executive Officer's dismissal from 31 December 2024, as a result of a change in governance directly linked to the implementation of the restructuring plan, Mr. Paul Saleh would receive, subject to the performance condition initially defined being met on the date of his departure, a compensation calculated pro rata to his time with the Company, not exceeding EUR 1,000,000 gross over two years.

Except in the event of the Chief Executive Officer's dismissal as a result of a change in governance directly linked to the implementation of the restructuring plan, the conditional long-term variable compensation applicable to the Chief Executive Officer will remain subject to a condition of continuous presence on 31 December 2025 and to the performance condition detailed above.

Payment of this compensation will be subject to the approval of the Annual General Meeting called to approve the financial statements for the year ending 31 December 2024 or 31 December 2025 as the case may be, in accordance with Article L.22-10-34, II of the French Commercial Code.

Employment contract

In accordance with the recommendations of the Afep-Medef Code, Mr. Paul Saleh has terminated his employment contract.

Severance payment

In the current context, the Board of Directors, meeting on 15 July 2024, decided, on the recommendation of the Remuneration Committee, that, very exceptionally, the fixed and variable remuneration of Mr. Paul Saleh would be maintained until 31 December 2024, in the event of the Chief Executive Officer's dismissal, as a result of a change in governance directly linked to the implementation of the restructuring plan.

The purpose of this compensation is to enable the most efficient transfer of responsibility, if the implementation of the Group's restructuring plan would result in a change of governance before 31 December 2024.

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It should also be noted that in the event of the Chief Executive Officer's dismissal, as a result of a change in governance directly linked to the implementation of the restructuring plan, the presence condition of the multi-year variable compensation would be adjusted (see multi-year variable compensation above).

Except in the event of the Chief Executive Officer's dismissal, as a result of a change in governance directly linked to the implementation of the restructuring plan, the above-mentioned principles (concerning fix and variable compensations detailed on pages 1 and 2 above) governing the Chief Executive Officer's compensation remain unchanged.

Non-compete indemnity

The Chief Executive Officer will not benefit from any non-compete indemnity.

Exceptional compensation

The Chief Executive Officer will not benefit from any exceptional compensation.

Other compensation components

Retirement supplement under the supplementary pension scheme

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

Compensation for a mandate as Director

If appointed to the Board of Directors of Atos S.E., the Chief Executive Officer will not receive any compensation in this capacity.

Benefits in kind

The Chief Executive Officer's travel expenses will be paid by the Company.

The Chief Executive Officer is covered by the health insurance scheme applicable within Atos S.E..

The Chief Executive Officer will be reimbursed for expenses relating to his international mobility and, in this respect, the Chief Executive Officer is provided with a housing accommodation.

This compensation policy will be detailed in the notice of meeting brochure submitted for shareholders' approval at the Annual General Meeting called to approve the financial statements for the year ending 31 December 2023, in accordance with Article L.22-10-8 of the French Commercial Code."

4.5.3 Compensation policy for executive officers for 2025

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

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

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

Fixed compensation

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

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

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

Annual variable compensation

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

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

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

Multi-year equity-based compensation

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

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

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

- The Performance Share Award will entitle the Chairman and Chief Executive Officer to a number of shares (the "**Total Allocated Shares**") calculated to represent a value of EUR 15.75 million based on the subscription price of the Rights Issue³² (the "**Initial Share Price**"), *i.e.*, for information purposes only, a total of *c.* 4,250 million shares.
- The Performance Share Award will vest (upon which the relevant number of shares will be issued or transferred to the Chairman and Chief Executive Officer) as to a maximum of 33.33% of the Total

³² As such term is defined in the Company's accelerated safeguard plan, available on the Company's website www.atos.net (section *Investors, Financial Restructuring*).

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Allocated Shares on 31 December 2026 (1st vesting date), 31 December 2027 (2nd vesting date), and 33.34 % of the Total Allocated Shares on 31 December 2028 (3rd vesting date) (in each case, a “**Vesting Date**”).

- In order for the Chairman and Chief Executive Officer to have 100% of the Total Allocated Shares on 31 December 2028, the share price at that date shall be equal to at least four times the Initial Share Price. The vesting and performance condition are as follows:
 - On each Vesting Date, if the share price (based on the volume weighted average over the previous three months) is below double the Initial Share Price, no shares will vest. If the share price is double the Initial Share Price, 68% of the shares in that tranche will vest. If the share price is three times the Initial Share Price, 80% of the shares in that tranche will vest. If the share price is four times (or more times) the Initial Share Price, 100% of the shares in that tranche will vest.
 - Where the share price on a Vesting Date is between double, three and four times the Initial Share Price, the number of shares in the relevant tranche which vest will be determined on a straight-line basis between 68%, 80% and 100%.
 - Pursuant to a catch-up mechanism, to the extent the first two tranches of the Performance Share Award do not vest to the maximum extent, the unvested portion of shares may vest at the second and third Vesting Dates, provided that, for the second Vesting Date, the share price has increased compared to the first Vesting Date and the above vesting and performance conditions have been reached at the second Vesting Date, and, for the third Vesting Date, the share price has increased compared to the first and/or the second Vesting Date and the above vesting and performance conditions have been reached at the third Vesting Date.
 - In the event that, during the vesting period, Atos undertakes financial transactions that have an impact on its share capital (and in particular, as this may be the case as a result of a post-closing anticipated reverse share split and/or a potential further share capital reduction to address penny stock), the Board of Directors will carry out adjustments in order to preserve the allocated shares in compliance with applicable laws and regulations or, as the case may be, in accordance with common contractual provisions applicable in the context of specific financial transactions providing for other adjustment cases.
 - The Board of Directors, on the recommendation of the Remuneration Committee and, if necessary, could modify the above performance condition in the case of occurrence of unpredictable and special circumstances which justify it, provided that the performance condition remains demanding and in line with the Group’s objectives, and the other elements (presence condition, vesting period and holding obligation) remain applicable.
- All the shares acquired under this arrangement, regardless of an earlier Vesting Date, are required to be held through 31 December 2030 (the “**Release Date**”) and cannot be sold until such Release Date. In addition, 30% of the shares must be held in the nominative form and may not be sold until the later of the Release Date and the date the Chairman and Chief Executive Officer ceases to hold this office.
- The Performance Share Award is subject to a condition of continuous presence at each Vesting Date as Chairman and Chief Executive Officer. If his term of office as Chairman and Chief Executive Officer ceases, he will retain any shares he has acquired pursuant to the Performance Share Award, but the award will lapse and no further shares will vest.
- There is no guaranteed minimum in terms of vested shares or gain.

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- At the time of grant decision, the Chairman and Chief Executive Officer will be asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award throughout his mandate, and to undertake to abide by it.
- The Chairman and Chief Executive Officer will not be granted other equity-based compensation until 31 December 2028. The Performance Share Award is therefore capped at the number of Total Allocated Shares on the grant date.

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

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

Exceptional compensation

If Atos were to successfully refinance its debt in advance (it being specified that the debt refinanced shall include the 1.5 Lien debt³³) than the theoretical debt refinancing date, *i.e.*, before the end of 2029, the Chairman and Chief Executive Officer will receive an exceptional compensation as follows:

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

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

Payment of this compensation will be subject to the approval of the annual general meeting, in accordance with Article L.22-10-34, II of the French *Code de commerce*.

Employment contract

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

Severance payment

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

Non-compete indemnity

The Chairman and Chief Executive Officer will be paid a monthly indemnity equal to one twelfth of his annual gross compensation (fixed plus on-target variable), calculated on the basis of the last twelve months preceding the termination of his duties, for undertaking, upon a period of up to two years from the end of his office, not to hold or exercise, directly or indirectly, any position as an employee, executive or corporate officer, or any consulting activity on behalf of companies operating in the sector of digital services and products related to

³³ For more details regarding Atos's debt, please refer to the Company's accelerated safeguard plan, available on the Company's website www.atos.net (section *Investors, Financial Restructuring*).

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information processing and the engineering and security of computer systems, including any related study or research and development activity, in France, Germany, the UK and the US.

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

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

Other compensation components

Retirement supplement under the supplementary pension scheme

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

Compensation for a mandate as Director

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

Benefits in kind

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

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