



Convening Notice Combined General Meeting 2025

Convening Notice

On Friday June 13, 2025 at 10:00 a.m.
Auditorium – River Ouest – 80 quai Voltaire – 95870 Bezons

Message from the Chairman and Chief Executive Officer



“2024 was a pivotal year for the Group. Thanks to the remarkable commitment of our employees and the trust of our clients and shareholders, we successfully completed our financial restructuring. The Group is now equipped with the necessary financial resources to execute its strategy and enter a new chapter of industrial development, under my leadership.”

Philippe Salle

Chairman and Chief Executive Officer of Atos SE

Dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is with pleasure that I invite you to the Annual General Meeting of the Company, which will be held on **Friday, June 13, 2025, at 10:00 a.m.** (Paris time) at our Company's headquarters in Bezons.

2024 was a pivotal year for the Group. Thanks to the remarkable commitment of our employees and the trust of our clients and shareholders, we successfully completed our financial restructuring. The Group is now equipped with the necessary financial resources to execute its strategy and enter a new chapter of industrial development, under my leadership.

Despite the challenges we faced, our teams continued to deliver value and excellence to our clients. Atos, in particular, played a key role in the success of the Paris 2024 Olympic and Paralympic Games as the worldwide IT partner, managing critical IT systems. We are also supporting UEFA Euro 2024 by providing essential technology services to ensure the smooth running of the competitions.

With strong expertise in cybersecurity, cloud, AI, and high-performance computing, we are positioning ourselves in high-growth markets. Our recent achievements reflect this: a strategic cybersecurity contract with NTT in Japan, a strengthened partnership with EUROCONTROL, the launch of the GenAI Innovation Studio with AWS, and the commissioning of the “Gefion” AI supercomputer in Denmark—one of the most powerful in the world.

After several years marked by uncertainty and significant challenges, we are now looking to the future with confidence, supported by a solid financial foundation. We will implement

the strategy as presented on May 14 during our Capital Markets Day, turning a new page for the Group. This will be supported by the relentless dedication of our teams to best serve our clients through innovation and service excellence.

This Meeting will allow us to present the Group's activity report for the year 2024 and to vote on the approval of the 2024 financial statements. It will also be a key moment to evolve the composition of the Board of Directors and to enhance the diversity of its expertise, through proposals for renewal and appointment of Board members and the ratification of one censor.

This brochure contains all the necessary information to enable you to vote on the draft resolutions submitted by your Board of Directors, as well as the practical details for participating in the Meeting. We are pleased to once again welcome you to the Company's headquarters in Bezons. The General Meeting will also be broadcast live on the Company's website to allow all shareholders to attend.

As we look forward to welcoming you soon, I would like to thank you for your confidence in the Atos Group and for the attention to the proposed resolutions.

Philippe Salle

Chairman and Chief Executive Officer of Atos SE

Overview

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1.

Agenda

Ordinary items

1. Approval of the Company statutory financial statements for the financial year ending December 31, 2024
2. Approval of the consolidated financial statements for the financial year ending December 31, 2024
3. Allocation of the net income for the financial year ending December 31, 2024
4. Renewal of Mr. Jean-Jacques MORIN's term of office as Director
5. Renewal of Ms. Françoise MERCADAL-DELASALLES's term of office as Director
6. Appointment of Mr. Surojit CHATTERJEE as Director
7. Ratification of the appointment of a censor: Ms. Mandy METTEN
8. Appointment of Forvis Mazars SA as Statutory Auditor
9. Special report of the auditors regarding the agreements referred to in articles L. 225-38 et seq. of the French Commercial Code
10. Approval of the compensation components paid or granted for the period from January 1, 2024 to October 14, 2024 to Mr. Jean-Pierre MUSTIER, Chairman of the Board of Directors
11. Approval of the compensation components paid or granted for the period from January 14, 2024 to July 23, 2024 to Mr. Paul SALEH, Chief Executive Officer
12. Approval of the information relating to the compensation of the company officers referred to in article L. 22-10-9 I of the French Commercial Code
13. Determination of the total annual compensation of the Directors
14. Approval of the compensation policy applicable to Directors for 2025
15. Authorization to be granted to the Board of Directors for the purpose of purchasing, holding or transferring shares in the Company

Extraordinary items

16. Authorization to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares
17. Powers

1.

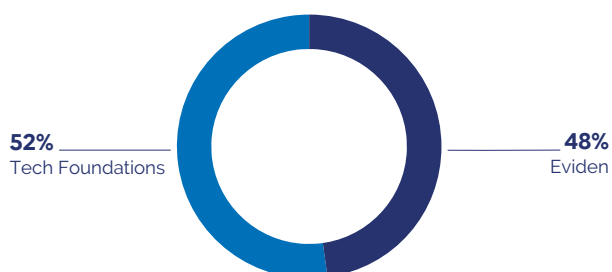


2.

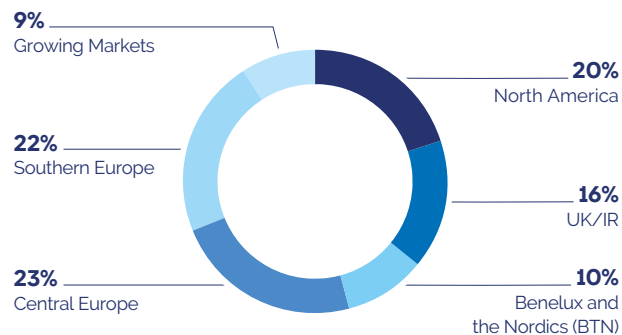
The Atos Group in 2024

Financial performance

Breakdown by business lines

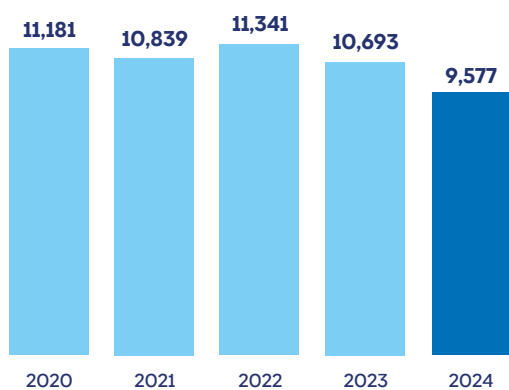


Breakdown by Regional Business Unit

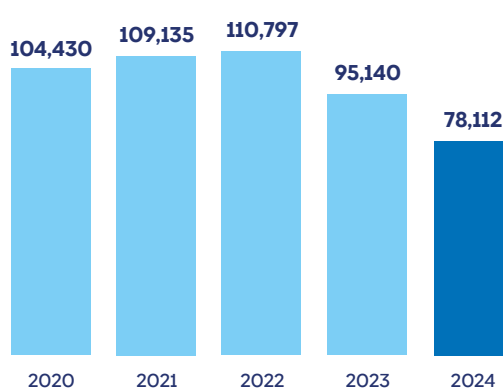


5-year financial performance

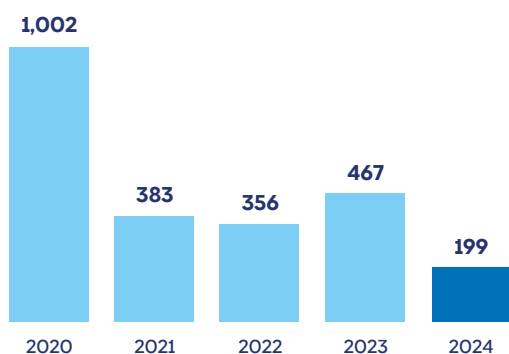
Revenue performance (in € million)



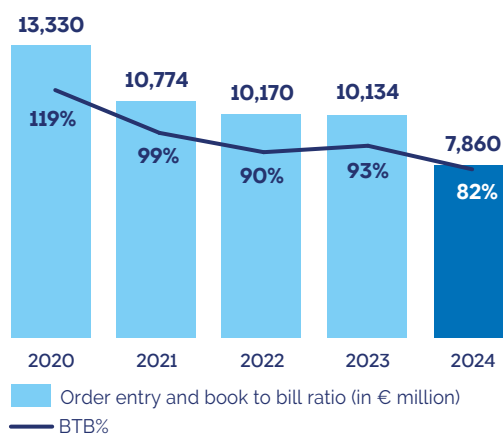
Employee evolution



Operating margin (in € million)



Order entry and book to bill ratio (in € million)



Comment on 2024 performances

Revenue and Operating margin

Group revenue was €9,577 million, down -5.4% organically compared with FY 2023.

Group operating margin was €199 million representing 2.1% of revenue, down -210 basis points organically compared with 2023.

Net Income

Net loss group share was €248 million, primarily due to a €3,520 million financial gain related to the financial restructuring of the Group and a €2,858 million cost recorded in Other Operating Income and Expenses, which included a €2,357 million impairment charges on goodwill and non-current assets.

Commercial activity

Order entry reached €7.9 billion in 2024, representing a book-to-bill ratio of 82%, down from 94% in 2023.

Order entry reached €2.7 billion in Q4 2024 bringing book to bill ratio to 117% for the quarter, benefitting from renewed client confidence thanks to the completion of the financial restructuring.

At the end of December 2024, the Group's **full backlog** reached €13.0 billion representing 1.3 years of revenue. The **full qualified pipeline** amounted to €4.3 billion at the end of December 2024.

Free cash-flow

Free cash flow was €-2,233 million for the full year, reflecting primarily the end of one-off working capital optimization actions resulting in a negative change in working capital requirement for €1,498 million, and higher capex linked to HPC contracts for €239 million.

Net debt

On December 31, 2024, **net debt** was €1,238 million (€275 million including IFRS 9 debt fair value treatment), compared to €2,230 million as of December 31, 2023, and consisted of:

- Cash and cash equivalents for €1,739 million
- Short-term financial assets for €93 million
- Borrowings for €3,069 million (nominal value) or €2,107 million (IFRS fair value)

As at December 31, 2024, the Group financial leverage (as defined above and pre IFRS 9 debt fair value treatment) was 3.16x.

Human resources

The **total headcount** was **78,112** at the end of December 2024, decreasing by -17.9% compared with the end of December 2023 and includes:

- Transfers of 4,900 employees to new providers in Q3 2024 following contract completions in North America and in the UK. Excluding these transfers, headcount has decreased by circa -13%;
- Worldgrid disposal in Q4 2024 (-973 employees).

During the year, the Group hired 9,388 staff (of which 93.3% were Direct employees).

Employee attrition rate remained in line with historical levels, increasing slightly from 14.5% in 2023 to 15.6% in 2024. FY 2024 retention rate for key employees remained high at 92%.

Comment on the first quarter 2025 performances

Revenue

The Group's **revenue** amounted to €2,068 million, down -15.9% organically compared with Q1 2024. Overall, Group revenue evolution in Q1 2025 reflects lower order entry and contract completions recorded in 2024, before the closing of the financial restructuring of the Company in December 2024, deliberate reduction of BPO activities in the UK, calendar effects as well as market softness in key geographies.

Commercial activity

Order entry reached €1.7 billion in Q1 2025, of which €1.1 billion represent new services sold to new or existing customers. **Book-to-bill** ratio was 81% for the quarter, improving by +17 points compared the Q1 2024 ratio of 64%, benefiting from renewed client confidence.

At the end of March 2025, the **full backlog** reached €12.6 billion representing 1.3 years of revenue. The **full qualified pipeline** amounted to €4.5 billion.

Estimated cash consumption ⁽¹⁾

Estimated cash consumption was limited to c. €-40 million in Q1 2025 vs €-415 million in Q1 2024.

Liquidity position ⁽²⁾

Estimated liquidity position measures the estimated financial resources available to meet Atos SE future obligations. This publication is part of the regular reporting requirements defined and agreed with the Group's financial creditors.

As of March 31, 2025, Atos liquidity was estimated at circa €1,958 million, compared to €2,179 million as of December 31, 2024, and was comprised of:

In € million	March 31, 2025 (estimated)	December 31, 2024 (actuals)	Var.
Cash & cash equivalents	1,518	1,739	-221
<i>of which payments received from customers in advance of invoice payment due dates</i>	138	319	-181
Undrawn revolving credit facility	440	440	-
Total liquidity	1,958	2,179	-221

1) Cash consumption of a period is defined as the variance in cash and cash-equivalent, excluding (i) the variance of the drawn portion of the RCF and (iii) the variance in working capital optimization actions (which include cash in advance received from customers, account receivable factoring and specific optimization of trade payables).

2) Liquidity is defined as the sum of (i) the consolidated cash and cash-equivalent position of the Group and (iii) the amounts available under any undrawn committed facilities (including committed overdrafts). Consolidated cash and cash-equivalent includes trapped cash and unpooled cash and excludes cash held in escrow accounts in order to provide cash collateral.

3.

Governance structure

Composition of the Board of Directors



9 Directors



1 Lead Independent Director



87.5% ⁽¹⁾ independent Directors



62.5% of women ⁽²⁾



61 years average age



1 Director representing Employees



6 different nationalities



1 censor

The Board of Directors defines the strategy of the Atos Group and oversees its implementation. The Board endeavours to promote long-term value creation by the company by considering the social and environmental aspects of its activity.

¹⁾ In accordance with article 10.3 of the AFEP-MEDEF Code, the director representing employees is not taken into account in determining the percentage of independent members.

²⁾ In accordance with the law, the director representing employees is not taken into account in determining the parity ratio on the Board of Directors.

Committees Composition as of May 1, 2025

Composition of the Committees

The Audit Committee

- | | |
|--|---|
| <ul style="list-style-type: none"> • Independent Chair • 4 members • 100% independent Directors | Jean-Jacques Morin (Chairman)
Laurent Collet-Billon
Sujatha (Suja) Chandrasekaran
Joanna Dziubak |
|--|---|

The Nomination and Governance Committee

- | | |
|---|--|
| <ul style="list-style-type: none"> • Independent Chair • 4 members • 100% independent Directors • 1 director representing Employees | Elizabeth Tinkham (Chairwoman)
Sujatha (Suja) Chandrasekaran
Joanna Dziubak
Farès Louis |
|---|--|

The Remuneration Committee

- | | |
|---|--|
| <ul style="list-style-type: none"> • Independent Chair • 4 members • 100% independent Directors • 1 director representing Employees | Laurent Collet-Billon (Chairman)
Françoise Mercadal-Delasalles
Hildegard Müller
Farès Louis |
|---|--|

The CSR Committee

- | | |
|---|---|
| <ul style="list-style-type: none"> • Independent Chair • 3 members • 100% independent Directors • 1 director representing Employees | Françoise Mercadal-Delasalles (Chairwoman)
Hildegard Müller
Farès Louis |
|---|---|

Composition of the Board of Directors



Philippe Salle

Chairman and Chief
Executive Officer of Atos SE



Laurent Collet-Billon

Non-executive Vice-Chairman
of the Board of Directors of
Atos SE and Independent
Director

- Chair of the Remuneration Committee
- Member of the Audit Committee



Elizabeth Tinkham

Lead Independent Director

- Chair of the Nomination and Governance Committee



**Sujatha (Suja)
Chandrasekaran**

Independent Director

- Member of the Nomination and Governance Committee
- Member of the Audit Committee



Joanna Dziubak

Independent Director

- Member of the Nomination and Governance Committee
- Member of the Audit Committee



Farès Louis

Employee Director

- Member of the Nomination and Governance Committee
- Member of the Remuneration Committee
- Member of the CSR Committee



**Françoise
Mercadal-Delasalles**

Independent Director

- Chair of the CSR Committee
- Member of the Remuneration Committee



Mandy Metten

Censor



Jean-Jacques Morin

Independent Director

- Chair of the Audit Committee



Hildegard Müller

Independent Director

- Member of the Remuneration Committee
- Member of the CSR Committee

3.

4.

How to participate to the General Meeting?

Any shareholder, regardless of the number of shares owned, may participate in the General Meeting either:

- by attending in person;
- by voting remotely, by mail or by Internet;
- by being represented by giving a proxy, by mail or by Internet, to the Chairman of the meeting, to his/her spouse or partner with whom a civil solidarity pact has

been concluded, to another shareholder, or to any person (natural or legal) of his/her choice, in accordance with the conditions prescribed in article L. 22-10-39 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy given by a shareholder without naming a proxy holder, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

Conditions to participate to this Meeting

To participate in this General Meeting:

- The **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day preceding the General Meeting, i.e. on Wednesday, June 11, 2025, at 00:00 a.m., Paris time;
- The **owners of bearer shares** must give evidence of their identity and capacity as shareholders by the second business day preceding the General Meeting, i.e. on Wednesday, June 11, 2025, at 00:00 a.m., Paris time, by

sending to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3 - France, or to the registered office of the Company - Atos SE Legal and Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France, a certificate justifying their ownership of the shares ("*attestation de participation*") delivered by the authorized intermediary holding their account. It is specified that the date of delivery of the certificate must be between the second business day preceding the General Meeting and the day of the meeting.

4. How to participate to the General Meeting?

Procedure to participate to the General Meeting

A. Procedure to participate to the General Meeting

You wish to attend the General Meeting personally

You must ask for an admission card under the following conditions:

If you are the owner of registered shares, please:

- send the voting form attached to the notice of meeting in the prepaid envelope enclosed (**tick the A box**, date and sign at the bottom of the form); or
- log onto the dedicated secure website <https://www.sharinbox.societegenerale.com>, using your usual access code (shown on the voting form enclosed with the meeting brochure or in the e-mail if you have chosen this method of convocation) or your login e-mail (if the Sharinbox by SG Market account has been activated), then the password already in your possession; or
- present yourself directly on the day of the General Meeting to the appropriate booth with proof of identity.

If you are the owner of bearer shares, please:

- request from the authorized intermediary who manages your securities account that an admission card be addressed to you; or

- log onto the web portal of the authorized intermediary who manages your securities account using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose accountholder has adhered to the system; or
- present yourself directly on the day of the General Meeting to the appropriate booth with proof of identity and a certificate justifying your ownership of the shares ("*attestation de participation*") issued by your financial intermediary on Wednesday, June 11, 2025, at 00:00 a.m., Paris time.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by **contacting the Société Générale's dedicated operators from Monday to Friday, between 8:30 am and 6:00 pm** Paris time from France and from the other countries at **+33 (0)8 25 315 315** (cost: €0.15/min including VAT).

You cannot attend the General Meeting

You have the possibility to:

A Vote or give proxy by Internet; or

B Vote or give proxy by postal mail.

A. Vote or give proxy by Internet

Vote by Internet

Pursuant to the provisions of article R. 225-61 of the French Commercial Code, Atos SE provides its shareholders with a secure website dedicated to Internet voting prior to the General Meeting, during the below mentioned period, and under the following conditions:

Owners of registered shares

You should log onto the secure <https://www.sharinbox.societegenerale.com> website using your usual previously communicated login information. You must then click on "Reply" in the "General Meetings" box on the home page, and then click on "Participate". You will then be automatically redirected to the voting site. If you have lost or forgotten your password, go to the home page and click on "Forgot your password?".

Owners of bearer shares

You should log onto the web portal of the authorized intermediary who manages your securities account using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose accountholder has adhered to the system.

*The secure Votaccess website will be open at the latest on the fifteenth day prior to the Meeting, i.e. **Wednesday, May 28, 2025 until Thursday, June 12, 2025 at 3:00 p.m.** (Paris time). To avoid any possible saturation of the site, shareholders are advised not to wait until this final date to connect to the site.*

To give proxy online to the Chairman of the Meeting or any other person of your choice

In accordance with articles R. 225-79 and R. 22-10-24 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the <https://www.sharinbox.societegenerale.com> website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to connect to the Votaccess site as described above. Notification of the appointment of the Chairman of the Meeting as proxy, sent via one of these secure sites, must be received no later than Thursday, June 12, 2025 at 3:00 p.m. (Paris time).

If the account-holding institution has not adhered to the Votaccess system, the form for the appointment or revocation of a proxy can be sent electronically under the conditions provided for in point B) below.

B. Voting or giving proxy by mail

Voting by mail or giving a proxy to the Chairman of the meeting

A convening notice including a form for voting by mail or by proxy or requesting an admission card will be sent automatically to all registered shareholders. Holders of bearer shares should contact the authorized intermediary holding their account to obtain this voting form, no later than six days before the Meeting. This form will be given or sent to them, together with the documents required by law.

Votes by mail and proxies given to the Chairman of the Meeting will only be taken into account if they are duly completed and signed (and accompanied by proof of ownership of the shares), and if they are received by Tuesday, June 10, 2025 at the latest, using the prepaid envelope enclosed with the convening notice, or at Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3 - France.

Appointment or revocation of a third party proxy (by mail or e-mail)

Shareholders may notify the appointment of a third-party proxy (any person other than the Chairman of the Meeting) or the revocation of their proxy by mail using the voting form sent either directly to registered shareholders (using the prepaid envelope enclosed with the convening notice) or, for bearer shareholders, by the holder of the securities account to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3 - France.

In accordance with the provisions of article R. 22-10-24 of the French Commercial Code, the form for appointing or revoking a proxy may also be sent electronically in the following manner:

Registered shareholders

You must send an e-mail attachment, bearing an electronic signature, obtained by you from an authorized third party certifier under the legal and regulatory conditions in force, to the following e-mail address assemblees.generales@sgss.socgen.com a scanned copy of the signed proxy voting form specifying your surname, first name, address and Société Générale identifier for pure registered shareholders (information available at the top left corner of their account statement) or your identifier with your financial intermediary for administered registered shareholders, as well as the surname, first name and address of the appointed or revoked proxy.

Bearer shareholders

You must send an e-mail attachment with an electronic signature, obtained by you from an authorized third party certifier under the legal and regulatory conditions in force, to the following e-mail address assemblees.generales@sgss.socgen.com a scanned copy of the signed proxy voting form, specifying your surname, first name, address and identifier with their financial intermediary, as well as the surname, first name and address of the appointed or revoked proxy, together with a scanned copy of a certificate of participation issued by the authorized intermediary holding your account then ask your financial intermediary who manages their securities account to send written confirmation (by mail or e-mail) to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3 - France or by e-mail.

Only notifications of appointment or revocation of proxies that are duly signed, completed and received by Thursday, June 12, 2025, at 3:00 p.m. (Paris time) at the latest will be taken into account. Moreover, only notifications of appointment or revocation of proxies to third parties may be sent to the following e-mail address: assemblees.generales@sgss.socgen.com, any other request or notification relating to any other purpose will not be taken into account or processed.

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will issue a vote in accordance with the recommendations of the Board of Directors. For bearer shareholders, the form must be accompanied by the certificate of participation issued by the authorized intermediary.

4. How to participate to the General Meeting?

Procedure to participate to the General Meeting

How to fill in your voting form?

You will attend the General Meeting personally:

- Tick the **A box**; and
- Date and sign the **H box**.

You will not attend the General Meeting personally:

You would like to vote by postal mail:

- Tick the **B box** and follow the instructions; and
- Date and sign the **H box**.
- **C box**: This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- **D box**: This box must be filled in case amendments or new resolutions were to be presented during the Meeting. Should you not wish to vote NO (vote by default), you should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting⁽¹⁾, or give proxy to vote in your name by specifying the name of the proxy holder.

You would like to give proxy to the Chairman:

- Tick the **E box**; and
- Date and sign the **H box**.

It is specified that for any proxy granted by a shareholder without the name of the proxy holder, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

You would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:

- Tick the **F box** and fill in the information of your proxy; and
- Date and sign the **H box**.

E

You would like to give proxy to the Chairman of the General Meeting: tick here, date and sign at the bottom of the form without filling out anything else

B

You would like to vote by mail: tick here and follow the instructions

C

Resolutions not agreed by the Board: if applicable

D

Resolutions proposed during the meeting: Fill out this box

H

Date and sign here

G

Fill out here: your name, surname and address or please check them if they are already filled out

⁽¹⁾ As the Company is subject to the legal regime of European Companies, the majority required for the adoption of decisions at the meeting is calculated according to the votes cast. In this respect, the votes cast do not include those attached to shares for which the shareholder has not taken part in the vote or has abstained or voted blank or invalid.

How to participate to the General Meeting?

Procedure to participate to the General Meeting

A

To attend the General Meeting personally:
Tick here

F

You wish to give proxy to a third party:
tick here and fill out this person's information

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

Atos

ATOS SE

Société européenne au capital de 19 035 872 €
Siège social : River Ouest - 80 Quai Voltaire
95870 BEZONS - FRANCE
323 623 603 RCS Pontoise

ASSEMBLEE GENERALE MIXTE
du 13 juin 2025 à 10h00

COMBINED GENERAL MEETING
of June 13th, 2025 at 10:00 a.m.

River Ouest - Auditorium
80 Quai Voltaire - 95870 BEZONS - FRANCE

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	
11	12	13	14	15	16	17	18	19	20	C	D
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	
21	22	23	24	25	26	27	28	29	30	E	F
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	
31	32	33	34	35	36	37	38	39	40	G	H
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	
41	42	43	44	45	46	47	48	49	50	J	K
Non / No										Oui / Yes	
Abs.										Non / No	
										Abs.	

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
If amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting
- Je m'abstiens. / I abstain from voting
- Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom
I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

à la banque / to the bank sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification
10 juin 2025

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.

CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

4

Changes in the method of participation

In accordance with the provisions of article R. 22-10-28 III and IV of the French Commercial Code, when a Shareholder has already cast a vote by mail or by internet, sent a proxy or requested an admission card or a certificate of participation to attend the meeting, he or she may not choose another method of participation. It is however specified that the shareholder who has voted remotely will no longer be able to vote directly at the general meeting or to be represented by proxy, but will be able to attend.

4. How to participate to the General Meeting?

You wish to transfer your shares prior to the General Meeting

B. You wish to transfer your shares prior to the General Meeting, after having voted remotely, sent a proxy or requested an admission card or a certification of participation

A shareholder who has selected his/her means of participation to the General Meeting may sell part or all his/her shares afterwards. In such case:

- if the **sale occurs before the second business day prior to the Meeting at 0:00 Paris time**, the Company shall invalidate or change accordingly the vote expressed, the proxy given, the admission card or the certification of participation and, for such purpose, in the case of bearer shares, your bank or broker must notify the sale to the Company or its proxy and provide relevant information;
- if the **sale occurs after the second business day prior to the Meeting at 0:00 Paris time**, the sale does not have to be notified by your bank or broker or considered by the Company, notwithstanding anything to the contrary, and you will be therefore able to participate in the General Meeting under the conditions of your choice.

C. You wish to send a written question

Pursuant to paragraph 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business day prior to the date of the General Meeting, i.e. on Friday, June 6, 2025, at the registered offices, **by registered letter with acknowledgement of receipt** to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex, France **or to the following email address:** assemblee.generale@atos.net.

In order to be taken into account and to lead, as the case may be, to an answer during the Meeting, a certificate of registration either in the registered shares records or in the records of the bearer shares held by a bank or broker must accompany the written question, pursuant to article R. 225-84 of the French Commercial Code.

In accordance with legal and regulatory provisions, the answer to a written question is deemed to have been given if it appears on the Company's website: <https://atos.net/en/investors/annual-general-meeting>.

D. Live and recorded broadcast

To enable all shareholders to attend, the General Meeting will be broadcast live on the Company's website <https://atos.net/en/investors/annual-general-meeting>, in accordance with legal and regulatory requirements.

A replay of the meeting will be available on the Company's website <https://atos.net/en/investors/annual-general-meeting>.

E. How do you come to the General Meeting?

The Annual General Meeting of June 13, 2025, shall start at 10:00 a.m. sharp. Accordingly, you are requested:

- to come in early to the reception desk and signing desk, with the admission card for the signature of the attendance list;
- not to enter the meeting room without the presentations and the voting material, which you will be given upon signing of the attendance list.



By public transportation

Public transportation schedules may be subject to change, especially in case of strikes. We recommend that you consult the dedicated websites of the SNCF and the RATP.

- **Tramway T2** – From Paris Porte de Versailles to Pont de Bezons via La Défense Grande Arche (From 5:30 am to 1 am the next day). It is important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262;.
- **RATP lines**
 - RATP Bus 262. From Maisons-Laffitte (RER A) / Pont de Bezons;
 - RATP Bus 272 RATP Bus 367. Argenteuil station / Sartrouville Gare de Rueil station (RER A) / Pont de Bezons via Nanterre Université.



Taking the A86 by car

- **From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise.
- **From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot.

Take the exit 2A or 2 Colombes, Petit-Colombes, La Garenne-Colombes, Bezons.

At the crossing with Charles de Gaulle boulevard, take the Bezons bridge.

After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest. on the left or Jean Jaurès street on the right after McDonald's.

The parking is open for your convenience.

4.

5.

Report of the Board of Directors on the resolutions

The resolutions submitted for your approval are subject to the powers of the Ordinary General Meeting (resolutions 1st to 15th) and to the powers of the Extraordinary General Meeting (resolutions 16th to 17th).

Ordinary items

1. Resolutions regarding the financial statements and the allocation of net income

Approval of the Company statutory and consolidated financial statements for the financial year ending December 31, 2024

(1st and 2nd resolutions)

We request you to approve the Company statutory and consolidated financial statements for the year ended December 31, 2024. The management report for the 2024 financial year is included in the Company's 2024 Universal Registration Document filed with AMF on April 10, 2025 and is

available on the Company's website (<https://atos.net/content/investors-documents/2025/atos-universal-registrati-on-document-2024.pdf>) and the AMF website (<https://www.amf-france.org/fr>).

Allocation of net income for the year ending December 31, 2024

(3rd resolution)

The financial year ending December 31, 2024, results with a loss of €4,181,604,768.24. It is proposed to allocate this entire loss to the "Retained Earnings" account, which would be increased from €-5,032,627,416.93 to €-9,214,232,185.17.

5. Report of the Board of Directors on the resolutions

Ordinary items

Following this allocation, the Company's shareholders' equity would be equal to €-932,576,867.63. ⁽¹⁾

As a reminder, considering a negative net income attributable to the Group in 2024, the Company's Board of Directors, at its meeting held on March 27, 2025, decided not to propose the payment of a dividend at this Annual General Meeting.

No dividend was paid in the three financial years preceding 2024:

Exercise	Number of remunerated shares ¹	Dividend per share (in €)	Total (in €)
2023 ²	N/A	N/A	N/A
2022 ³	N/A	N/A	N/A
2021 ⁴	N/A	N/A	N/A

1. Number of shares entitled to dividend, after deduction of treasury shares held at the time of detachment of the dividend.

2. At its meeting on May 16, 2024, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the financial year 2023.

3. At its meeting on February 28, 2023, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the financial year 2022.

4. At its meeting on February 28, 2022, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the financial year 2021.

2. Resolutions relating to the Board of Directors' composition

Renewal and appointment of Directors and ratification of a censor

(4th to 7th resolutions)

A strengthened Board of Directors to support the ongoing transformation of the Company

The Board of Directors of Atos SE pursues the objective of improving its governance practices and is determined to continue to do so.

As announced on October 14, 2024, Philippe Salle has been appointed Chairman of the Board of Directors with immediate effect. On February 1, 2025, he became Chairman and Chief Executive Officer. In line with best corporate governance practices, this management structure is associated with strong measures to ensure a balance of power. In particular, the Board of Directors comprises a very large majority of independent Directors. In addition, the Lead Independent Director is responsible for ensuring that the Board of Directors applies the best standards of corporate governance and that shareholders' concerns in this area are duly taken into account.

The Atos Board of Directors currently comprises 9 Directors, including one Director representing employees appointed in accordance with the law, and one censor. The composition of the Board and its committees has been largely renewed over the past year, with the arrival of new Directors whose ratification or appointment was approved by the last General Meeting on January 31, 2025.

Considering the Directors' mandates expiring at the present Annual General Meeting, the Nomination and Governance Committee has worked diligently, in accordance with the Board's diversity policy, to continue strengthening the skills of the Board of Directors. Therefore, during this Annual General Meeting, the Board of Directors, upon the recommendation of the Nomination and Governance Committee, proposes that you:

- **renew the mandate of Françoise Mercadal-Delasalles and Jean-Jacques Morin as Directors**, which are set to expire at the current Annual General Meeting;
- **appoint Surojit Chatterjee as new independent Director**. This highly qualified Director, with an international profile, would enhance the Board with his diverse skills and experiences, thereby strengthening its ability to significantly contribute to the ongoing transformation of the Company; and
- **ratify the appointment of Mandy Metten as a censor** until the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

The Board of Directors has also been informed that Elizabeth Tinkham, Lead Independent Director, has decided not to seek renewal of her term of office as director, which will expire at the end of the General Meeting of June 13, 2025. Shareholders will be duly informed of the Board's decisions, based on the recommendations of the Nomination and Governance Committee, regarding the appointment of a new Lead Independent Director, in accordance with the Board Internal Rules, and the reconstitution of its committees following the General Meeting.

Subject to approval of the proposed renewal, appointment and ratification by the Annual General Meeting, the Board of Directors will comprise **eight members** (in addition to the director representing employees) and **one censor**, including **87.5% ⁽²⁾ independent Directors, 50% ⁽³⁾ women and six nationalities ⁽⁴⁾**.

1) The provisions of Article L. 225-248 of the French Commercial Code do not apply to companies that are subject to a safeguard plan. Atos's accelerated safeguard plan came into effect following its approval by judgment of the Nanterre Specialized Commercial Court on October 24, 2024, and will remain in force until full repayment of the debt. For more details regarding Atos's debt, please refer to the Company's accelerated safeguard plan, available on the Company's website at www.atos.net (Investors section, Financial Restructuring).

2) In accordance with article 10.3 of the AFEP-MEDEF Code, the director representing employees is not taken into account in determining the percentage of independent members.

3) In accordance with the law, the director representing employees is not taken into account in determining the parity ratio on the Board of Directors.

4) Seven nationalities, including the censor.

Composition of the Board of Directors

The current composition of the Board of Directors is as follows:

		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 and Chief Executive Officer	Philippe SALLE	59	M	French	0 ⁽⁴⁾	1	NO	10/14/2024	AGM 2026	0	
	Laurent COLLET-BILLON	74	M	French	500	1	YES	06/28/2023	AGM 2026	1	VC, Rem(C), C ♦
	Elizabeth TINKHAM	63	F	American	0	0	YES	05/18/2022	AGM 2025	3	LD, N&G(C)
	Sujatha (Suja) CHANDRASEKARAN	57	F	American, Australian, Indian	500	3	YES	01/14/2024	AGM 2027	1	C ♦, N&G
	Joanna DZIUBAK	52	F	French, British	500	0	YES	01/31/2025	AGM 2027	0	C ♦, N&G
	Françoise MERCADAL-DELASALLES	62	F	French	500	2	YES	01/02/2024	AGM 2025	1	CSR(C), Rem
	Jean-Jacques MORIN	64	M	French	499	1	YES	01/02/2024	AGM 2025	1	C(C) ♦
Directors (L225-17 CCom)	Hildegard MÜLLER	57	F	German	501	1	YES	01/31/2025	AGM 2027	0	Rem, CSR
Employee Director (L225-27-1 CCom)	Farès LOUIS	62	M	French	0	0	NO	04/25/2019	AGM 2026	6	Rem, N&G, CSR
Censor	Mandy METTEN	46	F	Dutch	0	0	N/A	01/02/2024 ⁽⁵⁾	AGM 2026	1	

1. 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.

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

3. N&G: Nomination and Governance Committee, Rem: Remuneration Committee, C: Audit Committee, CSR: CSR Committee, VC: Vice-Chairman, LD: Lead Director; (C): Chair.

4. In addition, in accordance with his subscription commitment, Philippe Salle took part in Atos SE's capital increase with preferential subscription rights as part of the Company's financial restructuring, for a total amount of €9 million, and holds 243,243 additional shares via his personal holding company (after reverse stock split).

5. Mandy Metten served as a censor of Atos SE from January 2, 2024 to February 28, 2024, before becoming a director representing employees. Upon the expiration of her mandate on January 31, 2025, she was reappointed as a censor, subject to ratification by the next General Meeting.

♦ Jean-Jacques Morin, Laurent Collet-Billon, Sujatha (Suja) Chandrasekaran and Joanna Dziubak have sufficient financial and accounting skills by virtue of their educational and career backgrounds for the purpose of their membership in the Audit Committee.

(*) Information as of May 1, 2025.

5. Report of the Board of Directors on the resolutions

Ordinary items

If the General Meeting approves the proposed resolutions, the composition of the Board of Directors as of June 13, 2025, would be as follows, it being specified that the Board of Directors, on the recommendation of the Nomination and Governance Committee, will be required to reconstitute certain Committees at the close of the Annual General Meeting:

	Resolution submitted to the General Meeting	PERSONAL INFORMATION			EXPERIENCE			POSITION ON THE BOARD		
		Age**	Gender	Nationality	Number of shares*	Number of directorships in listed companies ⁽¹⁾	Independence	Date of first appointment ⁽²⁾	End of term of office	Seniority on Board
Chairman and Chief Executive Officer	Philippe SALLE	60	M	French	0 ⁽³⁾	1	NO	10/14/2024	AGM 2026	0
Directors (L. 225-17 CCom)	Laurent COLLET-BILLON	74	M	French	500	1	YES	06/28/2023	AGM 2026	1
	Sujatha (Suja) CHANDRASEKARAN	58	F	American Australian Indian	500	3	YES	01/14/2024	AGM 2027	1
	Surojit CHATTERJEE	50	M	American	0	0	YES	06/13/2025	AGM 2028	0
	Joanna DZIUBAK	52	F	British, French	500	0	YES	01/31/2025	AGM 2027	0
	Françoise MERCADAL-DELASALLES	62	F	French	500	2	YES	01/02/2024	AGM 2028	1
	Jean-Jacques MORIN	64	M	French	499	1	YES	01/02/2024	AGM 2028	1
	Hildegard MÜLLER	57	F	German	501	1	YES	01/31/2025	AGM 2027	0
Employee Director (L. 225-27-1 CCom)	Farès LOUIS	63	M	French	0	0	NO	04/25/2019	AGM 2026	6
Censor	Mandy METTEN	46	F	Dutch	0	0	N/A	01/02/2024 ⁽⁴⁾	AGM 2026	1

1. Other directorships held in listed companies (outside the Atos Group). Directorships within companies belonging to the same group are counted as a single mandate.
2. Date of first appointment to the Atos Board of Directors.
3. In addition, in accordance with his subscription commitment, Philippe Salle took part in Atos SE's capital increase with preferential subscription rights as part of the Company's financial restructuring, for a total amount of €9 million, and holds an additional 243,243 shares via his personal holding company (after reverse stock split).
4. Mandy Metten served as a censor of Atos SE from January 2, 2024 to February 28, 2024, before becoming a director representing employees. Upon the expiration of her mandate on January 31, 2025, she was reappointed as a censor, subject to ratification by the next General Meeting.

(*) Information as of May 1, 2025.

(**) Information as of June 13, 2025.

Proposals for the renewal and appointment of Directors

(4th to 6th resolutions)

As previously announced by the Company, following the completion of the operations provided for in the accelerated safeguard plan, the Board of Directors shall comprise eight members, in addition to the employee representative appointed in accordance with legal provisions. The vast majority of Board members shall be independent Directors.

In this context and considering the directorships expiring during this General Meeting, the Nomination and Governance Committee has diligently worked, in accordance with the Board's diversity policy, to further strengthen the Board of Directors' expertise.

It is therefore proposed that the General Meeting vote on the renewal of Françoise Mercadal-Delasalles' and Jean-Jacques Morin's mandates as Directors and the appointment of Surojit Chatterjee as new independent Director.

In accordance with the recommendations of the AFEP-MEDEF Code and article 14 of the Articles of Association of Atos SE, the term of office of Directors appointed by the General Meeting of the Company is three years, or a shorter term to allow staggered renewal of directorships.

Resolution no.	Concerned Individual	Motivation of the Board of Directors	Term of office
4	Jean-Jacques Morin (Renewal)	<p>On January 2, 2024, the Board decided to co-opt Jean-Jacques Morin as a new independent Director and as Chair of the Audit Committee. The Annual General Meeting of January 31, 2025 approved the ratification of his provisional appointment with 99.74% of the vote cast. His independence was confirmed by the Board of Directors on December 18, 2024.</p> <p>The Board proposes to renew Jean-Jacques Morin's mandate for a term of three years, expiring at the end of the Annual General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.</p> <p>Currently Group Deputy CEO of the Accor Group and Premium, Midscale & Economy Division CEO, Jean-Jacques Morin has extensive financial and governance expertise. After starting his career with Deloitte, he held key positions, including CFO, in the semiconductor and energy sectors before joining Accor in 2015. He has also held non-executive positions, including on the Supervisory Board of Vallourec. His financial and strategic expertise is a major asset in helping Atos meet its current challenges and he would continue to bring his valuable expertise and strategic skills to the Board's work.</p> <p>Jean-Jacques Morin's skills and expertise are detailed in his biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p>	Expiring at the 2028 AGM

5. Report of the Board of Directors on the resolutions

Ordinary items

Resolution no.	Concerned Individual	Motivation of the Board of Directors	Term of office
5	Françoise Mercadal-Delasalles (Renewal)	<p>On January 2, 2024, the Board decided to co-opt Françoise Mercadal-Delasalles as a new independent Director and as Chair of the CSR Committee. She also sits on the Remuneration Committee. The Annual General Meeting of January 31, 2025 approved the ratification of her provisional appointment with 99.74% of the vote cast. Her independence was confirmed by the Board of Directors on December 18, 2024.</p> <p>The Board proposes to renew Françoise Mercadal-Delasalles' mandate for a term of three years, expiring at the end of the Annual General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.</p> <p>Currently Co-Founder and President of Auxo, Co-Chair of the French National Digital Council, and Non-Executive Director, Françoise Mercadal-Delasalles brings strong experience at the intersection of public service and the private sector. After starting her career at the Ministry of Economy and Finance, she held key positions at Caisse des Dépôts, Société Générale, and Crédit du Nord, where she led digital transformation initiatives and integrated environmental concerns into the business model. Her expertise in digital and sustainable transition is a major asset in helping Atos address its current challenges, and she would continue to enrich the Board's work through her valuable insight and diverse skills.</p> <p>Françoise Mercadal-Delasalles' skills and expertise are detailed in her biography on section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p>	Expiring at the 2028 AGM
6	Surojit Chatterjee (Appointment)	<p>The Board has decided, on the recommendation of the Nomination and Governance Committee, to propose the appointment of Surojit Chatterjee, founder and CEO of Ema Unlimited, as a new independent Director, for a term ending at the end of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2027. His independence was confirmed by the Board of Directors on April 24, 2025.</p> <p>Surojit Chatterjee is a seasoned technology executive with over two decades of experience driving innovation across global companies. His deep expertise in artificial intelligence, combined with extensive product leadership at firms like Google, Coinbase and Flipkart, would bring strategic insight and forward-thinking vision to the Board.</p> <p>Surojit Chatterjee's skills and expertise are presented in his biography in the section "Additional information on candidates to the Board of Directors" of the meeting brochure.</p>	Expiring at the 2028 AGM

Proposal for the ratification of a censor

(7th resolution)

On the recommendation of the Nomination and Governance Committee, the Board of Directors of January 31, 2025 appointed Mandy Metten as censor on the Board of Directors, subject to ratification by the next General Meeting under this resolution.

Mandy Metten had been an employee director of Atos SE since February 28, 2024. In accordance with legal and statutory provisions, her term of office ended at the end of the Board of Directors meeting of January 31, 2025, noting that the number of Directors, the number and method of appointment of which are provided for in Articles L. 225-17 and L. 225-18 of the French Commercial Code, had become equal to eight.

The Board of Directors meeting of January 31, 2025 decided to appoint Mandy Metten as censor, subject to ratification by the General Meeting, for a period of one year starting from the General Meeting that would ratify her appointment. However, if she ceases to be employed by the Company or an affiliated company, the censor will be considered to have automatically resigned and her term of office as censor will automatically end.

Mandy Metten is currently HR Manager strategic talent leadership Benelux & Nordics and is an undeniable asset to the Board's work. Her skills and expertise are detailed in her biography on section "*Additional information on candidates to the Board of Directors*" of the meeting brochure.

In accordance with the Company's Articles of Association, the censors are invited to attend the meetings of the Board of Directors as observers and may be consulted by the Board; they may, on the proposals submitted to them, and if they deem it appropriate, present observations to the General Meetings. They must be convened to each meeting of the Board of Directors. The Board of Directors may entrust them with specific tasks. They may sit on the Boards Committees. The Board of Directors may decide to pay the censors a share of the overall remuneration allocated to it by the General Meeting and authorize the reimbursement of expenses incurred by the censors in the interest of the Company.

3. Resolution relating to the appointment of a Statutory Auditor

Appointment of Forvis Mazars SA as Statutory Auditor

(8th resolution)

Under the terms of this resolution, you are asked to appoint Forvis Mazars SA, a *société anonyme* with registered offices at Tour Exaltis, 61 rue Henri Regnault, 92400 Courbevoie, registered with the Nanterre Trade and Companies Registry under number 784 824 153, as Statutory Auditor in charge of certifying the Company's financial statements.

It is reminded that the mandate of Deloitte & Associés expired at the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023 and was no longer renewable given the rules limiting the term of office of the Statutory Auditors.

Given the postponement of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023 - which was held on January 31, 2025, Forvis Mazars SA was appointed by order of the President of the Pontoise Commercial Court, dated December 19, 2024, as Statutory Auditor to certify the financial statements, pursuant to Article L.821-47 of the French Commercial Code. This judicial appointment enabled Forvis Mazars SA to carry out its audit and certification work for the 2024 financial statements. This appointment expires at this Annual General Meeting called to approve the financial statements for the year ending December 31, 2024.

Therefore, the Board of Directors proposes, on the recommendation of the Audit Committee, to appoint Forvis Mazars SA for a period of six years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2030, in view of its knowledge of the Group's activities and organization, its teams' expertise and its audit approach.

The firm Forvis Mazars SA has indicated that it agrees in advance to its term of appointment, provided it is approved by the Annual General Meeting, and that it is not subject to any prohibitive measures, nor is it disqualified for any reason.

As a reminder, the Annual General Meeting held on January 31, 2025 appointed Forvis Mazars SA as Sustainability Auditors in charge of certifying sustainability information, for a period of six years, i.e., until the Annual General Meeting called to approve the financial statements for the year ending December 31, 2030. As the same time, Forvis Mazars SA has been entrusted by the Annual General Meeting to carry out a regularization engagement relating to the first year's application of the sustainability information as at December 31, 2024.

4. Resolution on the statutory auditors' special report on regulated agreements

Statutory auditors' special report on agreements referred to in articles L. 225-38 et seq. of the French Commercial Code

(9th resolution)

The Board of Directors takes note of the statutory auditors' special report provided for by the legal and regulatory provisions in force, which does not mention any new agreement or commitment authorized by the Board of

Directors during the 2024 financial year or any agreement entered into or commitment made during previous financial years, the effects of which would have continued during the 2024 financial year.

5. Resolutions relating to the remuneration of corporate officers in respect of the 2024 financial year

Sections 4.3.2 and 4.3.3 of the 2024 Universal Registration Document form an integral part of the Company's corporate governance report and present the information referred to in paragraph I of article L. 22-10-9 of the French Commercial Code on the remuneration of corporate officers in respect of the 2024 financial year. Pursuant to article L. 22-10-34 I of the French Commercial Code, you are asked to approve this information in the 12th resolution submitted to your General Meeting.

Pursuant to article L. 22-10-34 II of the French Commercial Code, you are asked to approve the fixed, variable, long-term and exceptional components of the total remuneration and benefits in kind paid during the year ended December 31, 2024, or awarded in respect of that year:

- to **Jean-Pierre Mustier, Chairman of the Board of Directors, for the period from January 1, 2024 to October 14, 2024**, pursuant to the **10th resolution** (see section 4.3.2.2 of the 2024 Universal Registration Document); and
- to **Paul Saleh, Chief Executive Officer for the period from January 14, 2024 to July 23, 2024**, pursuant to the **11th resolution** (see sections 4.3.2.5 and 4.3.3 of the 2024 Universal Registration Document).

It is specified that:

- with respect to **Yves Bernaert, Chief Executive Officer until January 14, 2024**, no resolution is subject to a vote of this General Meeting, as the elements of the compensation awarded and paid to him for the year 2024 have been already approved by the Annual General Meeting held on January 31, 2025 (21st resolution adopted with 94.74% of the vote) (see section 4.3.2.4 of the 2024 Universal Registration Document);
- with respect to **Philippe Salle, Chairman of the Board of Directors from October 14, 2024**, no resolution is subject to a vote of this General Meeting, as Philippe Salle waived his right to receive any remuneration for his mandate (see section 4.3.2.3 of the 2024 Universal Registration Document); and
- with respect to **Jean-Pierre Mustier, Chief Executive Officer from July 23, 2024 until December 31, 2024**, no resolution is subject to a vote of this General Meeting, as Jean-Pierre Mustier waived his right to receive any remuneration for his mandate (see section 4.3.2.6 of the 2024 Universal Registration Document).

Summary of information relating to the remuneration of corporate officers referred to in I of article L. 22-10-9 of the French Commercial Code

(12th resolution)

In addition to the information provided under resolutions 10 and 11, the Directors' remuneration payable in respect of the 2024 financial year and that paid in 2024 in respect of the 2023 financial year to the members of the Board of Directors is set out below.

(in €) ⁽¹⁾	2024 fiscal year	2023 fiscal year
Carlo d'Asaro Biondo	N/A	33,707
Vesela Asparuhova	N/A	70,182
Vivek Badrinath	N/A	33,213
Valérie Bernis	1,899.82	79,363
Sujatha (Suja) Chandrasekaran	98,132.44	N/A
Laurent Collet-Billon	268,531.60	51,875
Alain Crozier	77,868.73	N/A
Katrina Hopkins ⁽²⁾	109,415.50	67,713
David Layani	_(3)	N/A
Helen Lee Bouygues	40,180.83	N/A
Farès Louis	25,483.50 ⁽⁴⁾	_(4)
Monika Maurer	99,245.14	N/A
Françoise Mercadal-Delasalles	111,971.26	N/A
Mandy Metten	97,421.04	N/A
Bertrand Meunier	N/A	_(5)
Jean-Jacques Morin	136,079.76	N/A
Jean-Pierre Mustier	_(6)	_(6)
Aminata Niane	81.07	54,608
Lynn Paine	N/A	14,891
Edouard Philippe	N/A	31,897
René Proglio	N/A	53,560
Caroline Ruellan	N/A	42,768
Philippe Salle	_(7)	N/A
Vernon Sankey	81.07	89,192
Astrid Stange	145,021.90	82,639
Elizabeth Tinkham	152,069	94,289
Total	1,363,482.68	799,897

N/A: Non applicable.

- Gross before taxes.
- Katrina Hopkins, Director representing the employee shareholders between May 18, 2022 and January 31, 2025, is employed by the Atos Group.
- David Layani has waived his right to receive any Director's compensation with respect to the 2024 year..
- In 2023, Farès Louis has waived his right to receive compensation for his mandate as Employee Director. In respect of the 2024 fiscal year, Farès Louis also waived his right to receive any Directors' compensation, except when Board meetings were held on a weekend, a public holiday or during his vacations, for which meetings he received the variable portion of his remuneration as director.
- Bertrand Meunier has declined to receive any Directors' compensation for the year 2023.
- Jean-Pierre Mustier has declined to receive any Directors' compensation for the years 2023 and 2024.
- Philippe Salle has declined to receive any Directors' compensation for the year 2024.

In accordance with article 22.1 of the AFEP-MEDEF Code, the variable portion of Directors' compensation represents the majority (82%) of the total amount of Directors' compensation in 2024.

In 2024, the members of the Board of Directors did not receive any other compensation from Atos SE or its subsidiaries, except for:

- Bertrand Meunier, Chairman of the Board of Directors, in respect of his mandate from January 1, 2023 until October 14, 2023;
- Katrina Hopkins, Director representing the employee shareholders;
- Farès Louis and Mandy Metten, Employee Directors.

They each received a compensation in 2024 in connection with their employment contract with the Group.

The Board of Directors being formed in accordance with the provisions of article L. 225-18-1 of the French Commercial Code, the payment of the compensation allocated to the Directors has not been suspended.

The elements of compensation awarded or paid to members of the Board of Directors in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for Directors as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

5. Report of the Board of Directors on the resolutions

Ordinary items

Summary of the components of the total remuneration and benefits in kind paid during the year ended December 31, 2024 or awarded in respect of the same year to Jean-Pierre Mustier, Chairman of the Board of Directors until October 14, 2024

(10th resolution)

Jean-Pierre Mustier held the position of Chairman of the Board from October 14, 2023 to October 14, 2024, the date of his resignation as Chairman of the Board of Directors.

The compensation policy applicable in 2024 to Jean-Pierre Mustier, as Chairman of the Board of Directors from January 1, 2024 until October 14, 2024, was approved by the Annual General Meeting held on January 31, 2025 under the 25th resolution (approved at 99.50%).

The only component of this policy is a gross fixed annual compensation of €250,000.

However, Jean-Pierre Mustier informed the Board of his wish not to receive his remuneration for his mandate. The related amounts will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children, i.e., an amount of €196,900 gross calculated prorata temporis from January 1, 2024 until October 14, 2024.

Jean-Pierre Mustier

(in €)	2024		2023	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation*	0	0	0	0
Annual variable compensation	-	-	-	-
Fringe Benefits	-	-	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	-	-	-	-
Total	0	0	0	0
Relative share of the fixed component	n/a	n/a	n/a	n/a
Relative share of the variable component vs total compensation (fixed and variable)	n/a	n/a	n/a	n/a
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	n/a	n/a

(*) No fixed remuneration was paid to Jean-Pierre Mustier who informed the Board of his wish not to be paid. An amount of €196,900 will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children. As a reminder for 2023, the amount paid to the company's CSR program in India was 75,995 euros.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to the Chairman of the Board of Directors from January 1, 2024 to October 14, 2024

Elements of compensation to be voted on	Amounts allocated for 2024 or accounting value	Amounts paid in 2024 or accounting value	Presentation of elements of compensation
Fixed compensation ⁽¹⁾	€ 0	€ 0	4.3.2.3
Annual variable compensation		-	4.3.2.3
Performance shares		-	4.3.2.3
Multi-year variable compensation, exceptional compensation		-	4.3.2.3
Director fees ⁽²⁾	€ 0	€ 0	4.3.2.3
Additional benefits to compensation		-	4.3.2.3

- No remuneration was paid to Jean-Pierre Mustier who informed the Board of his wish not to be paid. An amount of € 196,900 will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children.
- Jean-Pierre Mustier has declined to receive any Directors' compensation with respect to fiscal year 2024.

The elements of compensation awarded or paid to Mr. Jean-Pierre Mustier as Chairman of the Board of Directors in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for the Chairman of the Board as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

Summary of the components of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2024, or awarded in respect of the same financial year to Paul Saleh, Chief Executive Officer from January 14, 2024 until July 23, 2024

(11th resolution)

Paul Saleh has been appointed as Chief Executive Officer with effect from January 14, 2024 and has resigned from his mandate as Chief Executive Officer with effect from July 23, 2024.

The compensation policy applicable in 2024 to Paul Saleh as Chief Executive Officer was approved by the Annual General Meeting held on January 31, 2025 (26th resolution adopted with 93.64% of the vote).

Fixed compensation

Compensation policy

In accordance with the compensation policy approved by the General Meeting of June 28, 2023, for the period from January 14, 2024, the date of his appointment, to May 31, Paul Saleh received a gross annual fixed compensation of €600,000, paid pro rata temporis.

The Annual General Meeting called to approve the accounts for the financial year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code, on the proposal of the Board of Directors, on the recommendation of the Remuneration Committee, set the gross annual fixed compensation of Paul Saleh at €1,200,000 with retroactive effect from June 1 for the 2024 financial year, for his term of office as Chief Executive Officer.

Compensation awarded or paid

Consequently, Paul Saleh's fixed remuneration was paid prorata temporis, from January 14, 2024 until July 23, 2024, date of his effective resignation, i.e., a gross amount of €403,226 for the year 2024.

Variable compensation

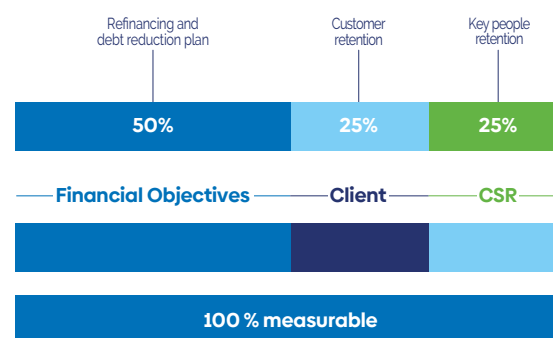
Compensation policy

The Annual General Meeting called to approve the accounts for the financial year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code, on the proposal of the Board of Directors, on the recommendation of the Remuneration Committee, has set the annual variable portion of the compensation of Paul Saleh, in his capacity as Chief Executive Officer, at 100% of the fixed portion of his compensation presented to the Annual General Meeting (i.e. €1,200,000 gross) if 100% of the objectives are achieved, this portion may go up to a maximum of 150% of this amount (i.e. €1,800,000 euros) if the objectives are exceeded, with no guaranteed minimum.

It is composed of three performance conditions deemed relevant and demanding by the Board of Directors in view of the current context and the financial and strategic challenges the Group has faced.

The criteria set out below count for 50%, 25% and 25% respectively:

- The conclusion of an agreement with the shareholders and creditors on the company's refinancing and debt reduction Plan, consistent with its corporate interest, allowing the deployment of the strategic plan as validated by the Board of Directors on April 8, 2024, and amended if necessary during the financial year;
- Retention of the 50 most important customers;
- Retention of key people.



The variable compensation actually awarded for the 2024 financial year is paid *prorata temporis*.

Compensation awarded or paid

On the proposal of the Remuneration Committee, the Board of Directors meeting on March 6, 2025, noted the achievement of the following objectives, to determine the variable compensation of Paul Saleh as Chief Executive Officer for the 2024 financial year:

- 75% of the refinancing and debt reduction Plan objective achieved;
- 100% of the objective to retain the 50 top clients achieved; and
- 150% of the objective to retain key people achieved.

5. Report of the Board of Directors on the resolutions

Ordinary items

Overall performance

Indicators	Weight	Year 2024		
		Completion rate ⁽¹⁾	Variable portion allocated (as a % of the fixed portion ⁽²⁾)	Variable amount allocated <i>prorata temporis</i>
Refinancing and debt reduction Plan	50%	75%	37.5%	€237,097
Customer retention	25%	100%	25%	€158,064
Key people retention	25%	150%	37.5%	€237,097
Total variable compensation allocated	100%		100%	€632,258

1. After application of the elasticity curves allowing the amount of variable compensation due to be accelerated upwards or downwards depending on the level of achievement of each of the objectives and capped at 150% for each indicator.
2. % of the fixed portion of €1,200,000.

The total variable portion for 2024 of Paul Saleh's compensation as Chief Executive Officer, calculated *prorata temporis*, taking into account the start of his term of office on January 14, 2024 until his resignation with effect from July 23, 2024, amounted to €632,258, corresponding to an achievement percentage of 100%.

In accordance with the law, the amount of annual variable compensation is subject to the approval of the Annual General Meeting called to approve the accounts for the 2024 financial year, scheduled for June 13, 2025, in accordance with Article L. 22-10-34, II of the French Commercial Code.

In total, for the 2024 financial year, the overall compensation (fixed and variable) of Paul Saleh as Chief Executive Officer amounted to €1,035,484.

Multiannual variable compensation

Compensation policy

The Annual General Meeting called to approve the accounts for the financial year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code, on the proposal of the Board of Directors, on the recommendation of the Remuneration Committee, has set a conditional multiannual variable compensation. This compensation in cash, capped at €1 million, is intended to reward the exceptional commitment of the Chief Executive Officer, if the long-term viability of the Group is assured. This is a long-term compensation over two years, subject to a condition of continuous presence as of December 31, 2025, as a corporate officer and a performance condition linked to the implementation of a strategy allowing the maintenance of a mix of activities remaining attractive for employees, customers, financial creditors and shareholders, ensuring the sustainability of the group.

The only exception to the presence condition concerns special circumstances: in the event of the dismissal of the Chief Executive Officer due to a change in governance directly related to the implementation of the restructuring plan, which occurs before December 31, 2024, in which case Paul Saleh could have received compensation equal to €500,000, regardless of the end date of his term of office, subject to full satisfaction of the performance condition on that date.

Compensation awarded or paid

Following his resignation from the Group on July 23, 2024, the condition of presence was not met and the aforementioned special circumstances did not apply, Mr. Paul Saleh lost all right to receive the multiannual variable compensation.

Other compensation elements

Fringe benefits

Paul Saleh benefited from the collective life scheme on the same terms as the Group employees.

The employer's contribution in respect of the life scheme amounts to €7,676.

Paul Saleh did not benefit from any supplementary pension scheme from the Company and was personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance and non-compete payments

Paul Saleh did not receive any payment in connection with the termination of his mandate as Chief Executive Officer.

The tables below show all the amounts awarded or paid to Paul Saleh in his capacity as Chief Executive Officer:

Paul Saleh

(in €)	2024		2023	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	403,226	403,226	-	-
Annual variable compensation	632,258	0	-	-
Fringe Benefits	7,676	7,676	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	0	-	-	-
Value of other long-term compensation granted during the year	0*	-	-	-
Total	1,043,160	410,902	-	-
Relative share of the fixed component	40%	100%	-	-
Relative share of the variable component vs total compensation (fixed and variable)	60%	0%	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	-	-

(*) Following his resignation from the Group on July 23, 2024, Mr. Paul Saleh lost all entitlement to any multi-annual variable remuneration (see paragraph "Multiannual variable compensation" above), as the condition of presence was not met and the aforementioned special circumstances did not apply.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Paul Saleh, CEO from January 14, 2024 to July 23, 2024

Elements of compensation to be voted on	Amounts allocated for 2024 or accounting value	Amounts paid in 2024 or accounting value	Presentation of elements of compensation
Fixed compensation ⁽¹⁾	€403,226	€403,226	4.3.2.5
Annual variable compensation ⁽¹⁾	€632,258 ⁽²⁾	-	4.3.2.5
Performance shares	-	-	4.3.2.5
Multi-year variable compensation, exceptional compensation and director fees	€0 ⁽³⁾	-	4.3.2.5
Additional benefits to compensation ⁽¹⁾	€7,676	€7,676	4.3.2.5

1. See paragraph "Fixed compensation" above.

2. Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2024.

3. Following his resignation from the Group on July 23, 2024, Mr. Paul Saleh lost all entitlement to any multi-annual variable remuneration (see paragraph "Multiannual variable compensation" above), as the condition of presence was not met and the aforementioned special circumstances did not apply.

The elements of compensation awarded or paid to Paul Saleh as Chief Executive Officer in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for the Chief Executive Officer as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

6. Resolution relating to the determination of the total annual compensation of the Directors

In the **13th resolution**, it is proposed that the General Meeting reduces the total annual remuneration of Directors, currently set at €1,400,000, to €1,000,000, for the 2025 financial year until otherwise decided, as announced at the Annual General Meeting of January 31, 2025.

As a reminder, the Annual General Meeting of January 31, 2025 increased the total annual remuneration of Directors from €800,000 to €1,400,000 for the 2024 financial year in view of the exceptional commitment of the Directors in the context of the restructuring and the number of meetings held during the

year (121 meetings held in 2024). This increase took also into account the additional remuneration of €125,000 for the Vice-Chairman of the Board, appointed on October 14, 2023, granted to reflect the increased responsibilities and workload associated with this role.

Following the completion of the restructuring, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to propose to the Annual General Meeting that the total annual remuneration of Directors be reduced from €1,400,000 to €1,000,000.

7. Resolution relating to the compensation policy applicable to Directors for 2025

In accordance with articles L. 22-10-8 II of the French Commercial Code, you are asked in the **14th resolution** to approve, for each category of corporate officers, the compensation policy applicable to them as drawn up by the Board of Directors on the recommendation of the Remuneration Committee. These policies are set out in full in the 2024 Universal Registration Document in section 4.3.1 which forms an integral part of the Company's corporate

governance report, and are summarized below.

It is specified that the Annual General Meeting held on January 31, 2025, already approved, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chairman and Chief Executive Officer for 2025 (27th resolution approved with 92.49% of the vote). This policy is set out in section 4.3.1.3 of the 2024 Universal Registration Document.

Approval of the compensation policy applicable to Directors for 2025

(14th resolution)

In the **14th resolution**, you are asked to approve the compensation policy applicable to Directors for 2025 which is presented in sections 4.3.1.1 and 4.3.1.2 of the 2024 Universal Registration Document.

In respect of the 2025 financial year, the Board of Directors, meeting on December 21, 2024, on the recommendation of the Remuneration Committee, has decided to propose to the Annual General Meeting called to approve the financial statements for the year ended December 31, 2024 to reduce the annual envelope of Directors' compensation from €1,400,000 to €1,000,000 for fiscal year 2025 and subsequent years until otherwise decided, as announced at the Annual General Meeting of January 31, 2025.

Subsequently, at its meeting on March 24, 2025, the Board reviewed the compensation policy for Directors, on the recommendation of the Remuneration Committee. Having noted, on the basis of a benchmark, that the variable part of Directors' compensation, based on Board and Committee attendance, was lower than the average and median compensation of Directors in comparable industrial companies, the Board decided that it was desirable to modify the Directors' compensation policy in order to continue to attract the best talents. In this context, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to propose to this Annual General Meeting to modify the rules for allocating Directors' global compensation in accordance with the following principles:

- for the Board of Directors:
 - maintaining a fixed annual compensation of €20,000 per Director (unchanged from 2024);

- maintaining an additional fixed annual compensation of €20,000 for the Lead Independent Director, in the event that the Board of Directors decides to appoint one among its members (unchanged from 2024);
- reducing the initial fixed annual compensation of the Vice-Chairman from €125,000 to €100,000, in the event that the Board of Directors decides to appoint one of its members as Vice-Chairman;
- increasing the Directors' variable compensation from €2,500 to €3,500 for fiscal 2025 per meeting attended;
- for the Committees, the compensation depends on the attendance to the meetings:
 - Chair of the Audit Committee: an increase in variable compensation from €3,000 to €6,000 per meeting attended;
 - Chairs of the other Committees: an increase in variable compensation from €2,000 to €5,000 per meeting attended; and
 - Members of the Committees (excluding the Chairman): an increase in variable compensation from €1,000 to €3,000 per meeting attended by each member.

At its meeting on March 6, 2025, the Board of Directors, acting on the recommendation of the Remuneration Committee, also decided to propose to shareholders at the Annual General Meeting that compensation be paid to the censors of the Board of Directors, in accordance with the provisions of the Articles of Association and Internal Rules, and that the censor(s) receive 50% of the amounts relating to the above-mentioned compensation rules.

The following rules remain fully applicable:

- the Board may decide that successive meetings held on the same day shall be equivalent to one meeting for the calculation of Directors' compensation;
- for the purpose of calculating the Directors' compensation, the Board may consider the existence of a single meeting, in the event that several meetings held on different days but within a short period of time are related;
- the written resolutions are not remunerated; and
- Directors are reimbursed of expenses incurred as part of their mandate, in particular, travel and accommodation.

Directors do not receive any other kind of remuneration than the ones mentioned above. In particular, no Director receives any compensation for any mandate held in Group company or subsidiary as a member of the Board of Directors or as a Director representing the employee shareholders. In fact, these persons receive a salary from the relevant Company and this is why their other employment agreements are not suspended by the performance of their mandate as Directors in the Company.

8. Resolution on the repurchase of Company shares

Authorization to be granted to the Board of Directors to purchase, hold or transfer shares in the Company

(15th resolution)

You are asked to renew the authorization given to the Board of Directors to buy back shares in the Company as part of a share buyback program, for a period of 18 months.

The resolution has the same characteristics as those approved by the General Meeting of January 31, 2025, except for the maximum purchase price, namely:

- share buybacks may not be carried out during a public offer period for the Company's shares;
- the maximum number of shares that may be acquired would represent 10% of the share capital;
- the maximum purchase price would be **€100 (excluding costs) per share**, i.e. a theoretical maximum purchase amount of **€190,358,720** based on the share capital at April 24, 2025;

- share buy-backs may have several purposes, including in particular the implementation of employee share ownership plans and the cancellation of shares.

The authorization granted would be valid for 18 months from the General Meeting called to approve the financial statements for the year ending December 31, 2024. This authorization would cancel and replace that granted by the General Meeting held on January 31, 2025 in respect of the portion not used by the Board of Directors.

The objectives, as well as the description of the authorization, are detailed in the text of the resolution.

Extraordinary items

9. Resolution delegating powers to the Board for financial transactions

Authorization to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares

(16th resolution)

We request you to renew the authorization granted to the Board of Directors, for a duration of twenty-six (26) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which

the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 2023 Annual General Meeting (19th resolution).

10. Resolution relating to powers

Powers

(17th resolution)

The 17th resolution is the usual resolution that allows for the completion of the publicity and legal formalities required by the regulations in force after the General Meeting.

6.

Draft resolutions

Ordinary items

First resolution (*Approval of the Company statutory financial statements for the financial year ending December 31, 2024*) – The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the Company's statutory financial statements for the 2024 financial year, approves, as presented, the Company's statutory financial statements for the year ending December 31, 2024, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Pursuant to article 223 quater of the French General Tax Code, the General Meeting approves the non-deductible expenses and charges for tax purposes, referred to in article 39(4) of the said Code, which amount to €26 for the financial year 2024. It should be noted that no tax was paid in respect of these expenses and charges.

Second resolution (*Approval of the consolidated financial statements for the financial year ending December 31, 2024*) – The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the consolidated financial statements for the 2024 financial year, approves, as presented, the consolidated financial statements for the year ending December 31, 2024, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Third resolution (*Allocation of the net income for the financial year ending December 31, 2024*) – The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors, notes that the financial year ending December 31, 2024, shows a loss of €4,181,604,768.24.

The General Meeting decides to allocate this entire loss to the "Retained earnings" account, which will be decreased from €-5,032,627,416.93 to €-9,214,232,185.17.

Following this allocation, the amount of the Company's equity would be equal to €-932,576,867.63.

In accordance with applicable legal provisions, the General Meeting notes that no dividends have been paid in the three financial years preceding the 2024 financial year:

Financial year	Number of remunerated shares ¹	Dividend per share (in €)	Total (in €)
2023 ²	N/A	N/A	N/A
2022 ³	N/A	N/A	N/A
2021 ⁴	N/A	N/A	N/A

1. Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.
2. At its meeting on May 16, 2024, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the year 2023.
3. At its meeting on February 28, 2023, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the year 2022.
4. At its meeting on February 28, 2022, the Board of Directors of Atos decided not to propose the payment of a dividend in view of the losses for the year 2021.

Fourth resolution (*Renewal of Mr. Jean-Jacques MORIN's term of office as Director*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Jean-Jacques MORIN will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his term of office for a term that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.

Fifth resolution (*Renewal of Ms. Françoise MERCADAL-DELASALLES's term of office as Director*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Françoise MERCADAL-DELASALLES will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her term of office for a term that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.

Sixth resolution (*Appointment of Mr. Surojit CHATTERJEE as Director*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides, upon proposal of the Board of Directors, to appoint Mr. Surojit CHATTERJEE as Director for a term that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.

Seventh resolution (*Ratification of the appointment of a censor: Ms. Mandy METTEN*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides to ratify, in accordance with article 26 of the Company's Articles of Association, the appointment made on a provisional basis by the Board of Directors at its meeting of January 31, 2025, of Ms. Mandy METTEN as censor, for a term that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025, it being specified that if she ceases to be employed by the Company or an affiliated company, the censor will be deemed to have resigned automatically and her term of office as censor will terminate automatically.

Eighth resolution (*Appointment of Forvis Mazars SA as Statutory Auditor*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves, on the recommendation of the Board of Directors, to appoint Forvis Mazars SA, a société anonyme with registered offices at Tour Exaltis, 61 rue Henri Regnault, 92400 Courbevoie, registered with the Nanterre Trade and Companies Registry under number 784 824 153, as Statutory Auditor in charge of certifying the Company's financial statements. This appointment is for a term of six years, expiring at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2030.

Ninth resolution (*Special report of the auditors regarding the agreements referred to in articles L. 225-38 et seq. of the French Commercial Code*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, notes that the Statutory Auditors' special report on agreements governed by article L. 225-38 et seq. of the French Commercial Code, as required by the applicable laws and regulations, has been submitted to it and does not mention any new agreements or commitments authorized by the Board of Directors during the 2024 financial year, nor any agreements entered into or commitments made in prior years, the effects of which would have continued during the 2024 financial year.

Tenth resolution (*Approval of the compensation components paid or granted for the period from January 1, 2024 to October 14, 2024 to Mr. Jean-Pierre MUSTIER, Chairman of the Board of Directors*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, approves, pursuant to article L. 22-10-34 II of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2024 to Mr. Jean-Pierre MUSTIER, Chairman of the Board of Directors for the period from January 1, 2024 to October 14, 2024, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2024 Universal Registration Document, Section 4.3, and it being specified that Mr. Jean-Pierre MUSTIER has informed the Company of his wish not to be paid and not to receive this amount, which will be donated to the Company's CSR program in India, which finances the schooling of underprivileged children.

Eleventh resolution (*Approval of the compensation components paid or granted for the period from January 14, 2024 to July 23, 2024 to Mr. Paul SALEH, Chief Executive Officer*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, approves, pursuant to article L. 22-10-34 II of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2024 to Mr. Paul SALEH, Chief Executive Officer for the period from January 14, 2024 to July 23, 2024, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2024 Universal Registration Document, Section 4.3.

Twelfth resolution (*Approval of the information relating to the compensation of the company officers referred to in article L. 22-10-9 I of the French Commercial Code*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, approves, pursuant to article L. 22-10-34 I of the French Commercial Code, the information referred to in article L. 22-10-9 I of the abovementioned Code which is included in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, mentioned in the 2024 Universal Registration Document, Section 4.3.

Thirteenth resolution (*Determination of the total annual compensation of the Directors*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report and on the recommendation of the Board of Directors, decides to set the total annual compensation of the Directors at €1,000,000 for the 2025 financial year and until otherwise decided by the General Meeting.

Fourteenth resolution (*Approval of the compensation policy applicable to Directors for 2025*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to Directors for 2025, mentioned in the 2024 Universal Registration Document, Section 4.3.

Fifteenth resolution (*Authorization to be granted to the Board of Directors for the purpose of purchasing, holding or transferring shares in the Company*) - The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, authorizes, in accordance with the provisions of articles L. 22-10-62 et seq. and articles L. 225-210 et seq. of the French Commercial Code, articles 241-1 et seq. of the General Regulation of the French Financial Market Authority ("AMF"), Regulation (EU) no 596/2014 of the European Parliament and Council of April 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8, 2016 of the European Commission and the market practices admitted by AMF, the Board of Directors, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out:

- to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the market practice accepted by the AMF;
- to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 22-10-56 et seq. and L. 225-177 et seq. of the French Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 et seq. of the French Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- to remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations;
- to cancel them in whole or in part through a reduction of the share capital authorized by the General Meeting pursuant to the 16th resolution of this General Meeting;
- to implement any market practice that may be permitted by the AMF and, more generally, with a view to carrying out any other transaction that complies with the regulations in force.

This authorization shall be used at any time except during public offers on the shares of the Company.

This authorization is also intended to allow the Company to trade in its own shares for any other purpose in compliance with applicable regulation or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization. It is also specified that the number of shares acquired in order to be held and subsequently remitted in payment or exchange as part of a merger, demerger or contribution may not exceed 5% of the Company's share capital at that date, and that the Company may not directly or indirectly hold more than 10% of its share capital.

Acquisitions, sales and transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price shall not exceed €100 per share (excluding fees).

The Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or reverse split or any other transaction on equity, so as to take account of the impact of such transactions on the value of the shares.

The maximum amount of the funds assigned to the buy-back program shall thus be €190,358,720, calculated on the basis of the share capital as at April 24, 2025. This maximum amount may be adjusted to take into account the amount of the capital on the day of the General Meeting.

The General Meeting also grants full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired (including under previous share buyback program authorizations) to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and cancels with effect from this day any unused portion of any previous authorization having the same purpose.

Extraordinary items

Sixteenth resolution (*Authorization to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares*) - The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L. 22-10-62 of the French Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this

General Meeting) in twenty-four (24) month periods, and to acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorization is given for a duration of twenty-six (26) months, starting from the day of this General Meeting, and cancels with effect from this day any unused portion of any previous authorization having the same purpose.

Seventeenth resolution (*Powers*) - The General Meeting grants all powers to the holder of an original, copy or excerpt from the minutes of this General Meeting to make any submissions, publications, declarations and formalities which may be necessary.

7.

Additional information on candidates to the Board of Directors

7. Additional information on candidates to the Board of Directors

Surojit CHATTERJEE*

New candidate to the Board of Directors	Biography – Professional Experience	
Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France Number of shares: 0 Date of birth: September 7, 1974 Nationality: American Term expires on: Annual General Meeting ruling on the accounts of the 2027 financial year	Founder & CEO of Ema Unlimited <p>Surojit Chatterjee began his career in 1999 as a Software Developer at IBM before joining Oracle Corporation in a technical role. In 2005, he moved into product management at Symantec Corporation. He joined Google in 2007, where he held several leadership roles across payments, mobile products, and advertising. In 2015, he became Senior Vice President and Head of Product at Flipkart, before returning to Google in 2017 as Vice President of Product Management for Google Shopping. He joined Coinbase as Chief Product Officer in 2020 and founded Ema Unlimited, a generative AI company, in 2023.</p> <p>Since 2024, Surojit Chatterjee has served on the Board of Directors of Meesho, a privately-owned Indian e-commerce company.</p> <p>Surojit Chatterjee holds a Bachelor in Technology in Computer Science and Engineering from the Indian Institute of Technology, Kharagpur, an MS in Computer Science from the University at Buffalo (SUNY), and an MBA from the Massachusetts Institute of Technology (MIT).</p> <p>Surojit Chatterjee is a candidate to the Board as independent Director.</p>	
	Directorships and other positions in French and foreign companies	
	Other Directorships and positions Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • CEO of Ema Unlimited (USA) • Director of Ema Technologies India Limited (India) • Director of Ema Unlimited Inc (USA) • Member of the Board of Directors of Meesho (India) 	Other positions held during the last five years Within the Atos Group None Outside the Atos Group <ul style="list-style-type: none"> • Member of the Board of Directors of Olive AI (USA) (2021-2023)

(*) Independent Director.

Françoise MERCADAL-DELASALLES*

<p>Chair of the CSR Committee</p> <p>Member of the Remuneration 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 23, 1962</p> <p>Nationality: French</p> <p>Date of first appointment: January 2, 2024</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p>Biography – Professional Experience</p> <p>Cofounder and President at Auxo, Co-chair of the National Digital Council (Conseil National du Numérique) and non-executive Board Director</p> <p>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.</p> <p>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).</p> <p>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).</p> <p>Françoise Mercadal-Delasalles has been a Director of Atos SE since January 2, 2024.</p>				
	<p>Directorships and other positions in French and foreign companies</p> <table> <tr> <th data-bbox="464 987 954 1025">Other Directorships and positions</th><th data-bbox="954 987 1439 1025">Other positions held during the last five years</th></tr> <tr> <td data-bbox="464 1025 954 1550"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Member of the Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo** (France) Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI (France) Co-founder and President of Auxo Dynamics Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group (France) Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco) </td><td data-bbox="954 1025 1439 1550"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> 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) Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022) </td></tr> </table>	Other Directorships and positions	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 Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo** (France) Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI (France) Co-founder and President of Auxo Dynamics Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group (France) Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> 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) Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022)
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<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> Member of the Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo** (France) Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI (France) Co-founder and President of Auxo Dynamics Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group (France) Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> 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) Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022) 				

(*) Independent Director.

(**) Listed Company.

7. Additional information on candidates to the Board of Directors

Jean-Jacques MORIN*

<p>Chair of the Audit Committee</p> <p>Professional address: ACCOR, 82 rue Henri Farman, 92445, Issy-Les-Moulineaux</p> <p>Number of shares: 499</p> <p>Date of birth: December 29, 1960</p> <p>Nationality: French</p> <p>Date of first appointment: January 2, 2024</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p>Biography – Professional Experience</p> <p>Accor Group Deputy CEO and Premium, Midscale & Economy Division CEO</p> <p>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.</p> <p>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. He is currently Chairman of the Board of Directors of Adagio since 2022 and a member of the Board of Directors of AccorInvest since 2018. He was appointed Chairman of the Audit Committee of GROUPE REEL in 2024.</p> <p>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.</p> <p>Jean-Jacques Morin has been a Director of Atos SE since January 2, 2024.</p> <p>Directorships and other positions in French and foreign companies</p> <table> <tr> <th data-bbox="464 1041 954 1075">Other Directorships and positions</th><th data-bbox="954 1041 1436 1075">Other positions held during the last five years</th></tr> <tr> <td data-bbox="464 1075 954 1612"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor** (France) • Director and Chairman of the Audit Committee of GROUPE REEL (France) • Director of Adagio (SAS) (France) • President of D-Edge (SAS) (France) • Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE) (France) • Management controller for Ah Fleet Services (GIE) (France) • Member of the Board of Directors and member of the audit committee of AccorInvest Group SA (Luxembourg) </td><td data-bbox="954 1075 1436 1612"> <p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • 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) • Chairman of the Board and Chairman of Adagio SAS (2022-2024) (France) </td></tr> </table>	Other Directorships and positions	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"> • Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor** (France) • Director and Chairman of the Audit Committee of GROUPE REEL (France) • Director of Adagio (SAS) (France) • President of D-Edge (SAS) (France) • Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE) (France) • Management controller for Ah Fleet Services (GIE) (France) • Member of the Board of Directors and member of the audit committee of AccorInvest Group SA (Luxembourg) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • 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) • Chairman of the Board and Chairman of Adagio SAS (2022-2024) (France)
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<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • Group Deputy CEO and Premium, Midscale & Economy Division CEO of Accor** (France) • Director and Chairman of the Audit Committee of GROUPE REEL (France) • Director of Adagio (SAS) (France) • President of D-Edge (SAS) (France) • Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE) (France) • Management controller for Ah Fleet Services (GIE) (France) • Member of the Board of Directors and member of the audit committee of AccorInvest Group SA (Luxembourg) 	<p>Within the Atos Group</p> <p>None</p> <p>Outside the Atos Group</p> <ul style="list-style-type: none"> • 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) • Chairman of the Board and Chairman of Adagio SAS (2022-2024) (France) 				

(*) Independent Director.

(**) Listed Company.

Mandy METTEN

<p>Censor</p> <p>Professional address: Joseph Bech-Nes 19, 1862 AP Bergen, The Netherlands</p> <p>Number of shares: 0⁽¹⁾</p> <p>Date of birth: April 8, 1979</p> <p>Nationality: Dutch</p> <p>Date of first appointment: January 2, 2024</p> <p>Term expires on: Annual General Meeting ruling on the accounts of the 2025 financial year</p>	<p>Biography – Professional Experience</p> <p>HR Manager strategic talent leadership Benelux & Nordics</p> <p>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 as Head of Group Executives & Strategic Functions. Since April 2025, she holds the position of HR Manager strategic talent leadership Benelux & Nordics.</p> <p>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.</p> <p>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.</p> <p>Mandy Metten was a censor of Atos SE from January 2, 2024 to February 28, 2024, before becoming an employee director. Upon expiration of her term of office on January 31, 2025, she was reappointed censor, subject to ratification by the next Annual General Meeting.</p> <p>Directorships and other positions in French and foreign companies</p> <table> <tr> <th data-bbox="582 1137 1013 1171">Other Directorships and positions</th><th data-bbox="1013 1137 1436 1171">Other positions held during the last five years</th></tr> <tr> <td data-bbox="582 1171 1013 1276"> Within the Atos Group <ul style="list-style-type: none"> Member of the Board of Atos Netherlands </td><td data-bbox="1013 1171 1436 1276"> Within the Atos Group <ul style="list-style-type: none"> Member of the SEC Board Committee </td></tr> <tr> <td data-bbox="582 1276 1013 1348"> Outside the Atos Group None </td><td data-bbox="1013 1276 1436 1348"> Outside the Atos Group None </td></tr> </table>	Other Directorships and positions	Other positions held during the last five years	Within the Atos Group <ul style="list-style-type: none"> Member of the Board of Atos Netherlands 	Within the Atos Group <ul style="list-style-type: none"> Member of the SEC Board Committee 	Outside the Atos Group None	Outside the Atos Group None
Other Directorships and positions	Other positions held during the last five years						
Within the Atos Group <ul style="list-style-type: none"> Member of the Board of Atos Netherlands 	Within the Atos Group <ul style="list-style-type: none"> Member of the SEC Board Committee 						
Outside 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 censors.

8.

Overview of current financial authorizations

8. Overview of current financial authorizations

Current authorizations to issue shares and other securities

Authorization	Common and individual caps	Cap in nominal value (€) (if applicable)	Use of the authorizations (nominal value in €)	Unused balance (nominal value in €)	Authorization expiration date
AGM June 28, 2023 19 th resolution Share capital decrease	<ul style="list-style-type: none"> 10% of the share capital adjusted at the date of the decrease 	-	0	10% of the share capital adjusted at the date of the decrease	06/28/2025 (24 months)
AGM January 31, 2025 28 th resolution Authorization to buyback the Company shares	<ul style="list-style-type: none"> 10% of the share capital adjusted at any moment 	-	0	100%	07/31/2026 (18 months)
AGM January 31, 2025 30 th resolution Share capital increase with preferential subscription right	<ul style="list-style-type: none"> 40% of the share capital on the date of the AGM (the "Global Cap") 1 billion euros for debt securities 	7,161,439	0	7,161,439	03/31/2027 (26 months)
AGM January 31, 2025 31 st resolution Share capital increase without preferential subscription right by public offering other than those mentioned in article L. 411-2 of the French Monetary and Financial Code	<ul style="list-style-type: none"> Included in the Global Cap 10% of share capital (the "Sub-Cap") 1 billion euros for debt securities 	1,790,360	0	1,790,360	03/31/2027 (26 months)
AGM January 31, 2025 32 nd resolution Share capital increase without preferential subscription right by public offering mentioned in article L. 411-2, 1 st of the French Monetary and Financial Code	<ul style="list-style-type: none"> Included in the Global Cap and the Sub-Cap 1 billion euros for debt securities 	1,790,360	0	1,790,360	03/31/2027 (26 months)
AGM January 31, 2025 33 rd resolution Share capital increase without preferential subscription right in order to remunerate contributions in kind	<ul style="list-style-type: none"> Included in the Global Cap and the Sub-Cap 	1,790,360	0	1,790,360	03/31/2027 (26 months)
AGM January 31, 2025 34 th resolution Share capital increase without preferential subscription right for the benefit of one or more named persons	<ul style="list-style-type: none"> Included in the Global Cap and the Sub-Cap 	1,790,360	0	1,790,360	07/31/2026 (18 months)
AGM January 31, 2025 35 th resolution Increase in the number of securities in case of share capital increase with or without preferential subscription right	<ul style="list-style-type: none"> 15% max. of the initial issue Included in the Global Cap and the Sub-Cap 	-	0	-	03/31/2027 (26 months)
AGM January 31, 2025 36 th resolution Share capital increase through incorporation of premiums, reserves, benefits or other	<ul style="list-style-type: none"> 10% of the share capital 	1,790,360	0	1,790,360	03/31/2027 (26 months)
AGM January 31, 2025 37 th resolution Capital increase reserved to employees	<ul style="list-style-type: none"> 2% of the share capital Included in the Global Cap and the Sub-Cap 	358,072	0	358,072	03/31/2027 (26 months)
AGM January 31, 2025 38 th resolution Capital increase reserved to operations reserved to employees in certain countries through equivalent and complementary framework	<ul style="list-style-type: none"> 0.2% of the share capital Included in the Global Cap and the Sub-Cap 	35,807	0	35,807	07/31/2026 (18 months)
AGM January 31, 2025 39 th resolution Authorization to allot free shares to employees and executive officers	<ul style="list-style-type: none"> Cap of 2,024,324 shares¹ Sub-Cap of 425,675 shares¹ for executive officers 	<ul style="list-style-type: none"> Cap of €2,024,324 Sub-Cap of €425,675 	<ul style="list-style-type: none"> €425,675 (i.e., 425,675 shares (after reverse stock split of the shares))² 	<ul style="list-style-type: none"> €1,598,649 (i.e., 1,598,649 shares (after reverse stock split of the shares)) 	03/31/2028 (38 months)

1. Taking into account the reverse stock split of the Company, effective as of April 24, 2025.
2. Grant of 4,256,750,000 actions on March 6, 2025 (before reverse stock split of the shares).

Notes

[illegible]

Notes

This image shows a full page of a document template designed for handwriting practice. It consists of approximately 28 evenly spaced, horizontal blue dashed lines extending across the entire width of the page. The background is plain white, providing a clear contrast for the lines. There are no margins, text, or other markings present.



9.

Request for documents and information



Form to be returned to:

Société Générale Securities Services
Service des Assemblées
CS 30812
44308 Nantes Cedex 3

COMBINED GENERAL MEETING OF FRIDAY, JUNE 13, 2025

I, the undersigned,

Name, surname:

Residing at:

Postcode:

City:

Country:

Owner of: shares of ATOS SE:

- registered shares
- bearer shares entered in an account at ⁽¹⁾ :

acknowledges having received the documents and information concerning the General Meeting as provided for by article R. 225-81 of the French Commercial Code,

requests a copy of the documents and information concerning the Combined General Meeting of June 13, 2025, as provided for by article R. 225-83 of the French Commercial Code.

Signed in on

Signature

NOTA: Pursuant to article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the 5th day before the General Meeting, may request the Company to send the documents provided for in articles R. 225-81 and R. 225-83 of the French Commercial Code.

The same right applies to the shareholders holder of bearer shares who prove their quality by providing their "Attestation de participation" from their bank or broker.

It is specified that the owners of registered shares may obtain from the Company, by making a single request, all such documents and information for each subsequent General Meeting.

1) Insert the name of the broker or bank handling your account.



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About Atos

Atos is a global leader in digital transformation with circa 74,000 employees and annual revenue of circa €10 billion. European number one in cybersecurity, cloud and high-performance computing, the Group provides tailored end-to-end solutions for all industries in 68 countries. A pioneer in decarbonization services and products, Atos is committed to a secure and decarbonized digital for its clients. Atos is a SE (Societas Europaea) and listed on Euronext Paris.

The purpose of Atos is to help design the future of the information space. Its expertise and services support the development of knowledge, education and research in a multicultural approach and contribute to the development of scientific and technological excellence. Across the world, the Group enables its customers and employees, and members of societies at large to live, work and develop sustainably, in a safe and secure information space.

Registered office of Atos SE

River Ouest

80, quai Voltaire

95877 Bezons Cedex

Tél.: +33 1 73 26 00 00

The full list of the Atos group offices is available on its website

Documents made available to shareholders:

In accordance with the law, all documents relating to this General Meeting will be made available to shareholders within the legal deadlines at the Company's registered office (River Ouest, 80 Quai Voltaire - 95870 Bezons).

In addition, the documents and information referred to in Article R.225-73-1 of the French Commercial Code have been published on the Company's website www.atos.net, under the heading "Investors", in accordance with the legal and regulatory provisions in force.

For more information:

Please contact: assemblee.generale@atos.net

Or visit our website: atos.net

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The logo for Atos, featuring the word "Atos" in a bold, white, sans-serif font. The letter 'o' is stylized with a circular cutout in the center.