

## 4.2 Corporate governance

### 4.2.1 Frame of reference on corporate governance

#### 4.2.1.1 Compliance with the AFEP-MEDEF Code

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

The Company refers to the Corporate Governance Code of Listed Companies issued by the AFEP-MEDEF (available on the AFEP website at [www.afep.com](http://www.afep.com), in the Governance section) and has decided to use the Code as a reference in terms of corporate governance, and to monitor its implementation.

Governance issues are regularly addressed during Board meetings. The Board has indeed consistently expressed its willingness to take into account, and sometimes anticipate, recommendations on the improvement of corporate governance for listed companies whenever such recommendations are in line with the interests of the Company and of its shareholders.

This includes the Company's innovative practice of consulting its shareholders on the medium-term orientations (most

recently, at the General Meeting on October 27, 2020) and the consultative vote on the Company's ambitious decarbonization strategy at the 2021 Annual General Meeting. Also, Atos was the first CAC 40 company to enshrine its *raison d'être* in its Articles of Association on April 30, 2019, thereby anticipating the entry into force of the PACTE law of May 22, 2019. Moreover, the Company complies with the new recommendations set out in the revised version of the AFEP-MEDEF Code published in December 2022, which aims to place CSR strategy, including climate change, at the heart of the missions of any Board of Directors.

The Company's governance practices are fully compliant with the AFEP-MEDEF Code, in its applicable version dated December 2022, with the exception of the following recommendation of the AFEP-MEDEF Code, which is not strictly followed under the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year, and for which explanations are given in the table below.

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#### Recommendations of the AFEP-MEDEF Code

Article 26.3.3 (Long-term compensation of executive officers), paragraph 6

#### Explanations

*"These plans, the award of which must be proportionate to the annual fixed and variable compensation components, must provide for demanding performance conditions to be fulfilled over a period of several consecutive years. These conditions may be performance conditions that are internal to the company or relative conditions, that is to say linked to the performances of other corporations, a reference sector, etc. If chosen as a criterion, the stock exchange price may be assessed on a relative basis (comparison with similar companies or indexes). Whenever possible and relevant, these internal and relative performance conditions should be combined."*

As part of the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year, approved by the Annual General Meeting of January 31, 2025, the Board of Directors has decided, on the recommendation of the Remuneration Committee, on the principle of a long-term compensation in the form of a free allocation of performance shares of the Company, with the number of shares definitively vested depending on the evolution in the share price over a four-year period ending on December 31, 2028 (see paragraph 4.3.1.3).

Given the Group's particular situation and its financial restructuring, the Board of Directors considered that this single performance condition, assessed over a four-year period, combined with an obligation to retain the shares resulting from the free share allocation until December 31, 2030, was demanding and relevant to the Group's strategy and challenges, by enabling the Chairman and Chief Executive Officer to be associated with long-term performance, to be rewarded in the event of a positive evolution in the Atos SE share price, and by guaranteeing alignment with the Company's corporate interest and the interests of shareholders.

## Recommendations of the AFEP-MEDEF Code

Article 26.3.3 (Long-term compensation of executive officers), paragraph 6

### Explanations

This performance criterion linked to the annualized growth in the share price was considered particularly relevant and appropriate to the Company's situation, in particular for the following reasons:

- Allow a correlation between shareholder gain and that of the beneficiary of performance shares: Atos SE's development strategy must, in the medium to long term, result in value creation for shareholders. The acquisition of shares must therefore be directly proportional to the growth in the share price, and therefore to the shareholder's gain, as this performance criterion is the most appropriate for sharing the creation of value;
- Giving real consideration to the Company's long-term performance: performance is measured over a four-year period. The number of shares received by the Chairman and Chief Executive Officer thus reflects the gains that would have been made over a medium to long-term horizon by a shareholder who had invested in the Rights Issue. This performance measurement period also makes it possible to factor in stock market volatility, and is intended to encourage sustainable performance by avoiding excessive and short-termist risk-taking;
- Ensuring transparency and simplicity: with a performance criterion linked to the annualized share price growth, performance can be measured in real time (insofar as it involves calculating annualized share price growth between two periods).

The Board of Directors therefore considered, on the recommendation of the Remuneration Committee, that this compensation was appropriate and proportionate in the Group's challenging context, subject to a demanding performance condition, a condition of continued presence to be met at each vesting date and an extended holding period, capable of satisfying the objectives set out in the AFEP-MEDEF Code, namely to enable real consideration to be given to the company's long-term performance, to guarantee the long-term commitment of senior executives, and to promote the alignment of their interests with those of the company and its shareholders.

### 4.2.1.2 Main terms of the Governance Term Sheet in the context of the financial restructuring

The accelerated safeguard plan as voted on September 27, 2024 by the classes of affected parties and approved by the Nanterre Commercial Court on October 24, 2024 (the "Accelerated Safeguard Plan") sets out the principles of governance following completion of the financial restructuring, which were set out in a governance term sheet dated July 14, 2024 (the "Governance Term Sheet"), attached to the lock-up agreement and the Accelerated Safeguard Plan.

The Internal Rules of the Board were duly amended by the Board of Directors at its meeting on January 30, 2025 to reflect the terms of the Governance Term Sheet.

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

#### General principles

- The Accelerated Safeguard Plan specifies that this plan will not impact the corporate form of Atos SE, which will remain a European company whose shares are admitted to trading on the regulated market Euronext Paris (compartment B - ISIN: FR0000051732).
- The Company's registered office will be maintained in France.
- The Company will continue to refer to the French AFEP-MEDEF Code of Corporate Governance for listed companies.
- The Company will remain non-controlled within the meaning of Article L. 233-3 of the French Commercial Code

following the transactions provided for in the Accelerated Safeguard Plan.

#### Composition and operation of Management bodies

- The Company will be represented by its Chief Executive Officer, under the supervision of the Board of Directors.
- Following the operations provided for in the Accelerated Safeguard Plan, the Board of Directors will comprise eight members, in addition to the employee representatives who would be appointed in accordance with law.
- Most Board members (at least five) will be independent directors. Following the operations provided for in the Accelerated Safeguard Plan, creditors will not be represented on the Board of Directors.
- The Company's Chief Executive Officer may be appointed Chairman of the Board of Directors by decision of the Board of Directors. In this case, a Lead Director will also be appointed from among the independent directors.
- If the Chief Executive Officer does not act as Chairman of the Board of Directors, the Chairman of the Board of Directors will be appointed from among the independent directors.
- The Board of Directors will be made up of directors of each gender, in accordance with law (with at least 40% of directors representing each sex, excluding representatives of employees' and/or shareholders employees', where applicable).

- Directors must meet customary professional standards, which will be assessed by the Nomination and Governance Committee.
- Directors shall act, in all circumstances, in accordance with their duties and obligations (as set out in the Board Internal Rules), in particular: their duty to act in the Company's best interests and their duty of collegiality, objectivity, loyalty, assiduity, professionalism and confidentiality. Any director in a situation of conflict of interest concerning a decision must (i) inform the Board of Directors of this situation of conflict of interest; (ii) refrain from participating in discussions relating to this decision (unless his/her opinion is specifically sought) and (iii) be deprived of the right to vote on the decision concerned.
- The Board of Directors will meet at least (i) once a month for the first 24 months following the date of completion of the financial restructuring, then (ii) once every two months for the following 12 months, and (iii) once every quarter thereafter.

#### **Board Committees**

- The Board's four current committees will be maintained:
  - the Audit Committee (including at least two-thirds independent directors and chaired by an independent director);
  - the Nomination and Governance Committee (including an employee representative and a majority of independent directors, excluding the Chairman of the Board, and chaired by an independent director);
  - the Remuneration Committee (including an employee representative and a majority of independent directors, and chaired by an independent director);
  - the CSR Committee (chaired by an independent director).

#### **Reserved matters for the Board of Directors**

- Important and strategic corporate decisions will be considered as reserved matters, and will be taken by simple majority or two-thirds majority vote (see "Limitations on the powers of the Chief Executive Officer" in section 4.2.2 below).
- The Chairman of the Board of Directors must ensure that the Board is kept informed regularly and sufficiently in advance to enable it to make an informed decision.

## **4.2.2 Management Mode**

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

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

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

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

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

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

- the cooptation of Philippe Salle as a Director, subject to ratification (this ratification having been approved by 94.18% of the votes cast by shareholders at the Annual General Meeting of January 31, 2025);
- his appointment as Chairman of the Board of Directors with immediate effect; and
- his appointment as Chairman and Chief Executive Officer with effect from February 1, 2025.

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

From October 14, 2024 until January 31, 2025, Jean-Pierre Mustier served as Chief Executive Officer of the Company, and remained a member of the Board of Directors, ensuring an orderly, constructive and effective transition. In particular, he was responsible for monitoring and ensuring the proper implementation of the accelerated safeguard plan, which is essential for the Group's rescue.

### **Combination of roles from February 1, 2025**

The Board of Directors, on the recommendation of the Nomination and Governance Committee, considered that an unified governance structure, to be implemented after a transition period, was the most appropriate given the specific characteristics of the Atos Group in the current context.

This pragmatic approach, taking into account the challenges ahead, aims to ensure clear, stable, and embodied management of the Group, while optimally aligning the strategic objectives validated by the Board of Directors with their effective implementation within the organization. The Chairman and Chief Executive Officer will drive a new dynamic, conducive to the Group's recovery and the responsiveness of teams, directors, and shareholders, while ensuring the necessary stability for all stakeholders.

In line with best governance practice, this management mode is associated with strong measures to balance powers:

- the Board of Directors is composed of 87.5% of independent Directors<sup>1)</sup> and comprises one Employee Director;
- the Board has formed four permanent internal Committees, all chaired by an independent Director and composed at least of a majority of independent members;
- the Lead Independent Director, whose role has been assumed by Elizabeth Tinkham since June 4, 2023, is responsible for ensuring that the Board of Directors applies the highest standards of corporate governance, and that shareholders' concerns in this area are duly taken into account. Her prerogatives and resources were strengthened by the Board of Directors on January 30, 2025 (see paragraph "Missions of the Lead Independent Director" in section 4.2.2 below). In particular, his/her appointment is now mandatory when the roles of Chairman and Chief Executive Officer are combined;
- the Internal Rules of the Board of Directors set forth the Board's reserved matters which require the Board's prior authorization as well as the missions of the Chairman of the Board (see paragraph "Limitations on the powers of the Chief Executive Officer" in section 4.2.2 below); and
- at least once a year, Directors hold meetings, in the absence of the senior executive officers, during which they discuss the Company's affairs and address any relevant topics.

### Missions of the Chairman of the Board

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

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

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

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

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

### Limitations on the powers of the Chief Executive Officer

The Board of Directors has defined, in its Internal Rules as revised at the meeting of January 30, 2025, the reserved matters requiring the prior authorization of the Board, either by a simple majority or by a two-thirds majority:

#### **Board of Directors' Reserved Matters voted by simple majority**

- Approval of the business plan or its modification;
- Approval of the annual budget and any material deviation thereof;
- Capital expenditures and investments not approved in the annual budget in excess of €50 million;
- Any acquisition (whether by one transaction or by a series of related transactions) of the whole or a substantial or material part of the business, undertaking or assets of any other person, in excess of €100 million of enterprise value;
- Any disposal (whether by one transaction or by a series of related transactions) of a business or entity not included in the annual budget and for a total amount (including all liabilities and other off balance sheet commitments) in excess of €20 million of enterprise value;
- The entering into any joint venture agreement, partnership or agreement or arrangement for the sharing of profits or assets, with committed financing or having a value in excess of €50 million;
- Any material diversification of the business unrelated to the business activities previously carried on;
- Approval of the group financing policy, including incurring any financing, borrowing (including refinancing of any existing borrowings) or entering into any factoring, invoice discounting or similar arrangements, guarantee, pledge, security interest or equivalent transactions (or modifying the key terms thereof) in an amount in excess of €100 million;

<sup>1)</sup> In accordance with the rules set by the AFEP-MEDEF Code, the Director representing the Employee is not taken into account to determine the ratio of independent Directors.

- Any decision to buy back or redeem shares or other equity instruments (with the exception of share buybacks carried out under liquidity agreements authorized in advance by the Board);
- Any equity issuances (other than intra-group) or other variations in the issued share capital of any group company or creation of any options or other rights to subscribe for or convert into shares in such company;
- Approval of the Company's financial statements and consolidated financial statements;
- The appointment or dismissal of the statutory auditors;
- Any proposal to the Shareholders' meeting, including allocation of profit;
- Any dissolution, winding-up or liquidation of any Company's subsidiary (other than a Material Subsidiary);
- Hiring and dismissal of the Company's Chief Executive Officer, as well as any person with a gross annual remuneration in excess of €800,000;
- Any change to the terms of employment/corporate mandate of the Company's Chief Executive Officer and the Company's Chief Financial Officer as well as any person with a gross annual remuneration in excess of €800,000;
- Any equity profit-sharing or incentive plan;
- Any non-equity profit-sharing or incentive plan exceeding €500,000 per employee;
- Any related party agreement, including any action, waiver of rights, amendment of agreement in relation to which any Board member, shareholder above 10% or member of top management may be deemed to have an interest in;
- The initiation, engaging in, settlement or taking any material decision by a group company in relation to any litigation or arbitral proceedings where the amount at stake for the group is in excess of €20 million or which would be likely to involve criminal liability for any party thereto;
- Entering into any foreign exchange contracts, interest rate swaps or other derivative instruments: (a) other than in the ordinary course of business, and (b) where the exposure to the Group could potentially exceed €100 million;
- Disposal of any material group-owned intellectual property;
- Making material changes to the accounting procedures, practices, policies or principles by reference to which its accounts are prepared or the basis of their application or its accounting reference date (save as may be necessary to comply with changes in statements of standard accounting practice);
- Delegating any authority of the board to a committee, appointing any member to such committee or making any material amendments to the terms of reference and/or rules of procedure of any such committee;
- Declaring, making or paying a dividend or other distribution (whether in cash, stock or in kind) other than to another group company in the ordinary and usual course of business;
- The entry by any group company into any contract or arrangement which is outside normal course of trading of the company;

- The making of any submission or any business plan to any person with a view to attracting additional financing or refinancing existing debt;
- Making of any non-arm's length transactions (including charitable and political donations);
- Entering into any agreement or arrangement (whether in writing or otherwise) to do any of the foregoing or to allow or permit any of the foregoing.

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

- Any merger, demerger, amalgamation, reconstruction contribution in kind or equivalent transaction;
- Entering into any formal negotiations with a third party with respect to the sale of the group or any material part thereof;
- Any material alteration (including cessation) to the general nature or strategy of the business, any business line or activity of any group company (including intra-group);
- Any dissolution, winding-up or liquidation of any Material Subsidiary or any group reorganization;
- The entry into, amendment or termination by any group company of any contract that is in excess of €500 million;
- The entering into any joint venture agreement with committed financing in excess of €100 million;
- Any decision to initiate a procedure with a view to the admission of securities issued by a Company's subsidiaries to a financial market and/or change of listing of the Company, including delisting of the Company;
- A proposal to the Company's shareholders of changes to the by-laws;
- Any transaction or action that requires a prior approval from the creditors under the financing documentation;
- Modification of the Internal Rules of the Board; and
- Entering into any agreement or arrangement (whether in writing or otherwise) to do any of the foregoing or to allow or permit any of the foregoing.

**Missions of the Lead Independent Director**

As per the Board Internal Rules, the Lead Independent Director is responsible for ensuring that the Board of Directors applies the highest standards of corporate governance, and that shareholders' corporate governance concerns are properly taken into account.

In view of the combined roles of Chairman of the Board and Chief Executive Officer as of February 1, 2025, the Board of Directors, at its meeting on January 30, 2025, taking into account investor expectations and market recommendations and best practices, decided to strengthen both the powers and resources of the Lead Independent Director. In addition, the Internal Rules now stipulate that the appointment of a Lead Independent Director is mandatory when the Chairman of the Board of Directors is responsible for the Company's general management.



The Lead Independent Director performs the duties and has the prerogatives mentioned below, it being specified that the elements in italics reflect the very significant strengthening of the Lead Independent Director's duties and resources in the Board of Directors' Internal Rules applicable since January 30, 2025, compared to the Internal Rules applicable before that date.

The duties of the Lead Independent Director are as follows:

- *prevent and manage conflicts of interest, by bringing to the attention of the Board of Directors any potential conflicts of interest he/she may have identified or been informed of;*
- conduct annual assessment of the work of the Board and its committees, with the assistance of the Nomination and Governance Committee;
- be available to meet with shareholders on items pertaining to governance and report to the Board as appropriate. *He/she informs the Board of any shareholder concerns relating to corporate governance that come to his/her attention;*
- *convene the members of the Board of Directors in executive sessions, at least once a year, without the executive corporate officers being present, on a specific agenda determined by the Board; chair the meetings;*
- work with the Board Chair and the Chair of the Nomination and Governance Committee on succession planning for the Chair and other directors;
- *maintain a regular dialogue with directors, in particular independent directors, to ensure that they have the means to perform their role satisfactorily and are provided with an adequate level of information; and*
- *more generally, ensure compliance with the Board of Directors' Internal Rules and with the principles/recommendations of the AFEP-MEDEF Code.*

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

- *he or she may propose to the Chairman the addition of items to the agenda of any Board meeting, and may be consulted on the agenda and schedule of Board meetings;*
- *he or she has access to all documents and information he or she deems necessary to carry out his or her mission;*
- *he or she is kept regularly informed of the Company's activities. He or she may also meet the Group's operational managers, at his or her request and after informing the Chairman and the Chief Executive Officer;*
- *he or she may ask to attend meetings of committees of which he or she is not a member, with the agreement of the Chair of the Committee in question, who will inform the Chairman of the Board;*

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

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

### Missions of the Vice-Chairman

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

### Communication with shareholders

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

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

- Atos' shareholders, during their Annual General Meeting held on April 30, 2019, decided with 99.93% of the votes to enshrine the Company's raison d'être in its Articles of Association;
- presentations established for financial reports, investor days or General Meetings are posted on the website of the Company;
- the Company is exchanging with its shareholders throughout the year but has, for many years, been conducting a governance roadshow prior to its Annual General Meeting;
- in June 2023, the Board appointed Elizabeth Tinkham as Lead Independent Director; she assumes several prerogatives as described above, including engaging with shareholders on governance matters;
- Atos regularly communicates its strategy to its shareholders and provides market updates, in particular concerning the progress of its financial restructuring and its governance.

### Senior executive officers' succession plan

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

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

### 4.2.3.1 Composition of the Board of Directors



9 Board members



1 Lead Independent Director



87.5% Independent Directors <sup>(1)</sup>



62.5 % of women <sup>(2)</sup>



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.

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<sup>1)</sup> 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.

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

## Composition of the Board of Directors

As of the date of this Universal Registration Document, the Board of Directors was composed of 9 members and a censor as indicated below:

		PERSONAL INFORMATION			EXPERIENCE			POSITION ON THE BOARD			MEMBERSHIP IN COMMITTEES <sup>(3)</sup>
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies <sup>(1)</sup>	Independence	Date of first appointment <sup>(2)</sup>	End of term of office	Seniority on Board	
Chairman and Chief Executive Officer	Philippe SALLE	59	M	French	5,000 <sup>(4)</sup>	1	NO	10/14/2024	AGM 2026	0	N/A
	Laurent COLLET-BILLON	74	M	French	5,000,000	1	YES	06/28/2023	AGM 2026	1	VC, Rem★, C♦
	Elizabeth TINKHAM	63	F	American	500	0	YES	05/18/2022	AGM 2025	2	LD, N&G★
	Sujatha (Suja) CHANDRASEKARAN	57	F	American, Australian, Indian	5,000,500	2	YES	01/14/2024	AGM 2027	1	C♦, N&G
	Joanna DZIUBAK	52	F	French, British	5,000,000	0	YES	01/31/2025	AGM 2027	0	C♦, N&G
	Françoise MERCADAL-DELASALLES	62	F	French	5,000,500	2	YES	01/02/2024	AGM 2025	1	CSR★, Rem
	Jean-Jacques MORIN	64	M	French	5,000,000	1	YES	01/02/2024	AGM 2025	1	C★♦
Directors (L225-17 CCom)	Hildegard MÜLLER	57	F	German	0	2	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	5	Rem, N&G, CSR
Censor	Mandy METTEN	45	F	Dutch	232	0	N/A	01/02/2024 <sup>(5)</sup>	AGM 2026	1	N/A

- Other mandates exercised in listed companies (outside the Atos Group). Mandates exercised in listed companies belonging to the same Group account for one single mandate.
  - Date of first appointment on the Board of Directors of Atos.
  - N&G: Nomination and Governance Committee, Rem: Remuneration Committee, C: Audit Committee, CSR: CSR Committee, VC: Vice-Chairman, LD: Lead Director.
  - 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 2,432,432.432 additional shares via his personal holding company.
  - 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.
- ★ Chair of the Committee.
- ♦ 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.



## Directors' biographies

### Philippe SALLE

Biography – Professional Experience	
<p><b>Chairman and Chief Executive Officer of Atos SE</b></p> <p><b>Professional address:</b> River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p><b>Number of shares:</b> 5,000<sup>(1)</sup></p> <p><b>Date of birth:</b> May 17, 1965</p> <p><b>Nationality:</b> French</p> <p><b>Date of first appointment:</b> October 14, 2024</p> <p><b>Term expires on:</b> Annual General Meeting ruling on the accounts of the 2025 financial year</p>	<p><b>Chairman and Chief Executive Officer of Atos SE</b></p> <p>Philippe Salle began his career with Total in Indonesia in 1988. He then joined Accenture in 1990 where he was promoted to senior consultant. He joined McKinsey in 1995 and became senior manager in 1998. He joined the Vedior group in 1999 (now Randstad, a company listed on Euronext Amsterdam) and became Chairman and CEO of Vedior France in 2002. He became a member of the Executive Board in 2003 and was appointed Head of Southern Europe in 2006. In 2007, he joined the Geoservices group (sold to Schlumberger in 2010), a technology company in the oil sector and under LBO, first as Deputy CEO and then as Chairman and CEO. In June 2011, Philippe Salle was appointed Chairman and CEO of Altran Group (a company listed on Euronext Paris), an engineering consultancy and world leader in innovation. In April 2015, Philippe Salle was appointed Chairman and Chief Executive Officer of the Elio Group (a company listed on Euronext Paris), a world leader in catering and services. Between December 2017, Philippe Salle served as Chief Executive Officer of Emeria (a company under LBO), the world's leading provider of real estate services and technologies.</p> <p>Philippe Salle has also served as Chairman of the Board of Directors of Viridien (formerly CGG) since April 26, 2018, a position he will step down from on April 30, 2025. Additionally, he has been a member of the Board of Directors of Banque Transatlantique since 2010.</p> <p>Philippe Salle is a graduate of the Ecole des Mines de Paris and holds an MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA). He is a Chevalier de l'ordre national du Mérite, Chevalier de la Légion d'honneur and Commandeur de l'ordre du Mérite de la République italienne.</p> <p>Philippe Salle has been a Director and the Chairman of Atos SE Board of Directors since October 14, 2024, and Chairman and Chief Executive Officer since February 1, 2025.</p>
Directorships and other positions in French and foreign companies	
<p><b>Other Directorships and positions</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>Chairman of the Board of Directors of Viridien** (SA) (France)<sup>(2)</sup></li> <li>Member of the Board of Directors of CIC Banque Transatlantique (SA) (France)</li> <li>Director of Emeria (SAS) (France)</li> <li>Chairman of Hodpar (SAS) (France)</li> <li>Chairman of Finellas (SAS) (France)</li> <li>Managing Director of Hodlux SARL (Luxembourg)</li> <li>Chairman of Hodlon Limited (UK)</li> </ul>	<p><b>Other positions held during the last five years</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>Permanent representative of Emeria, Chairman of Emeria Europe</li> <li>Chairman of the Supervisory Boards of Efficity and Efficity International (SAS) (France)</li> <li>Director of Tech-Way (SAS) (France)</li> <li>Director of Emeria Res Newco Limited (UK)</li> <li>Director of Emeria Res UK Limited (United Kingdom)</li> <li>Director of Diot Siaci (France)</li> <li>Chairman of Emeria Holding (France)</li> <li>Chairman of the Supervisory Board of Foncia Saturne (France)</li> <li>Director of the Mister Temp group (France)</li> <li>Chairman of the Board of Directors of Emeria Switzerland (Switzerland)</li> <li>Director of Emeria Benelux (Belgium)</li> </ul>

(\*\*) Listed Company.

- 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, subscribing to 2,432,432,432 shares via his personal holding company.
- Philippe Salle will resign as Chairman of the Board of Directors of Viridien as of April 30, 2025.

## Laurent COLLET-BILLON\*

<b>Vice-Chairman of the Board of Directors</b>	<b>Biography – Professional Experience</b>	
<b>Chair of the Remuneration Committee</b>	<i>Ingénieur général de l'armement de classe exceptionnelle</i> and former Delegate General for Armaments	
<b>Member of the Audit Committee</b>	Laurent Collet-Billon began his career at the Direction Générale de l'Armement (DGA) in 1974. In 1987, he became technical advisor to the Minister of Defense. He returned to the DGA in 1988 to head the “Horus” program (airborne nuclear deterrent component), before taking charge of the surveillance and intelligence satellite programs. From 1997 to 2001, he headed the DGA's Telecommunications and Information Observation Programs Department (SPOTI), responsible for the Ministry of Defense's C4ISR programs, aimed at connecting all IT resources for armed forces interoperability. In May 2001, he became Deputy Delegate General for Armaments, holding the position of number two at DGA. From 2008 to 2017, Laurent Collet-Billon was head of the DGA, responsible for equipping the French armed forces, defense research and development, international cooperation and defense exports, and defense industrial policy, with a global budget of €15 billion per year. He now works as a consultant, notably through La Place Stratégique, an incubator dedicated to promising sovereign technology businesses, which he co-founded in 2020.	
<b>Professional address:</b>		
River Ouest – 80 quai Voltaire 95870 Bezons, France		
<b>Number of shares:</b>		
5,000,000		
<b>Date of birth:</b>		
July 1, 1950		
<b>Nationality:</b>	Laurent Collet-Billon was advisor to the Chairman and CEO of Alcatel-Lucent from 2006 to 2008 and a member of the Thales Board of Directors from 2004 to 2006 and from 2014 to 2017. He was also an auditor at the Centre des Hautes Études de l'Armement (CHEAr). Laurent Collet-Billon is an Officier of the Ordre national du Mérite (French National Order of Merit). He is also a Grand Officier of the Légion d'honneur (Legion of Honor).	
<b>Date of first appointment:</b>		
June 28, 2023		
<b>Term expires on:</b>	Laurent Collet-Billon is a graduate engineer from the Ecole Nationale Supérieure de l'Aéronautique et de l'Espace. He has followed a training in economics and business management) at Sup de Co Paris.	
Annual General Meeting ruling on the accounts of the 2025 financial year	Laurent Collet-Billon has been a Director of Atos SE since June 28, 2023, and Vice-Chairman of the Board since October 14, 2023.	
<b>Directorships and other positions in French and foreign companies</b>		
<b>Other Directorships and positions</b>	<b>Other positions held during the last five years</b>	
<b>Within the Atos Group</b>	<b>Within the Atos Group</b>	
None	None	
<b>Outside the Atos Group</b>	<b>Outside the Atos Group</b>	
<ul style="list-style-type: none"><li>Member of the Board of Directors of Europlasma SA** (France)</li><li>Member of the Board of Directors of Forges de Tarbes (France)</li><li>Member of the Board of Directors of EURENCO (ex-SNPE, Société nationale des poudres et explosifs) (France)</li><li>Member of the Board of Fly R (France)</li><li>Co-Chairman of La Place Stratégique</li><li>Senior Advisor to the Eiréné fund (Weinberg Capital Partners) (France)</li><li>Chairman of LCB Conseil SASU (France)</li></ul>	None	

(\*) Independent Director.

(\*\*) Listed company.

## Elizabeth TINKHAM\*

<p><b>Lead Independent Director</b></p> <p><b>Chair of the Nomination and Governance Committee</b></p> <p><b>Professional address:</b></p> <p>River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p><b>Number of shares:</b></p> <p>500</p> <p><b>Date of birth:</b></p> <p>November 5, 1961</p> <p><b>Nationality:</b></p> <p>American</p> <p><b>Date of first appointment:</b></p> <p>May 18, 2022</p> <p><b>Term expires on:</b></p> <p>Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p><b>Biography – Professional Experience</b></p> <p><b>Former Senior Managing Director and Global Client Account Lead for Microsoft Account in Accenture Ltd</b></p> <p>Elizabeth Tinkham headed Accenture's Global and North American Management Consulting practice for the Communications, Media, and Technology (CMT) verticals. In this capacity, she oversaw revenue growth, M&amp;A activities, and chaired the CMT Investment Board. She became a Senior Managing Director and member of the Global Executive Committee at Accenture plc, where she held various client-facing and executive positions. Her role included serving as the global account lead for Microsoft, where she was responsible for driving account growth and managing the technology partnership between Microsoft and Accenture. Elizabeth Tinkham currently advises innovative, growth-focused companies on the challenges and opportunities associated with transitioning to digital technologies.</p> <p>Elizabeth Tinkham contributes to the state of Washington's educational and equity initiatives through her role as chairman of Washington Stem, a non-profit organization. She is also involved in academia, teaching classes in management consulting and nonprofit board management at the University of Washington's Foster School of Business.</p> <p>Elizabeth Tinkham graduated from Ohio State University with a degree in aeronautical and astronautical engineering.</p> <p>Elizabeth Tinkham is a Director of Atos SE since May 18, 2022, and Lead Independent Director since June 4, 2023.</p>				
	<p><b>Directorships and other positions in French and foreign companies</b></p> <table> <tr> <th data-bbox="466 1005 954 1055">Other Directorships and positions</th><th data-bbox="954 1005 1436 1055">Other positions held during the last five years</th></tr> <tr> <td data-bbox="466 1055 954 1344"> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Member of the Board of Directors of Particle (United States)</li> <li>• Member of the Board of Directors of Athena Alliance (United States)</li> <li>• Member of the Board of Directors of Washington STEM (United-States)</li> </ul> </td><td data-bbox="954 1055 1436 1344"> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Member of the Board of Directors of Headspin (United States)</li> <li>• Affiliate Lecturer, University of Washington, Foster School of Business (United States)</li> </ul> </td></tr> </table>	Other Directorships and positions	Other positions held during the last five years	<p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Member of the Board of Directors of Particle (United States)</li> <li>• Member of the Board of Directors of Athena Alliance (United States)</li> <li>• Member of the Board of Directors of Washington STEM (United-States)</li> </ul>	<p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Member of the Board of Directors of Headspin (United States)</li> <li>• Affiliate Lecturer, University of Washington, Foster School of Business (United States)</li> </ul>
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(\*) Independent Director.

## Sujatha (Suja) CHANDRASEKARAN\*

<p><b>Member of the Audit Committee</b></p> <p><b>Member of the Nomination and Governance Committee</b></p> <p><b>Professional address:</b> River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p><b>Number of shares:</b> 5,000,500</p> <p><b>Date of birth:</b> May 11, 1967</p> <p><b>Nationality:</b> American, Australian and Indian</p> <p><b>Date of first appointment:</b> January 14, 2024</p> <p><b>Term expires on:</b> Annual General Meeting ruling on the accounts of the 2026 financial year<sup>(1)</sup></p>	<table> <tr> <th colspan="2">Biography – Professional Experience</th></tr> <tr> <td colspan="2"> <p><b>Independent Business, Technology and AI Consultant</b></p> <p>Suja Chandrasekaran is a Tech, AI, digital and Cybersecurity expert and industry leader. Beginning from 1996 to 2007, Suja Chandrasekaran held diverse leadership positions at Nestlé. From 2007 to 2009, she served as Regional Vice President and Chief Technology Officer for PepsiCo and was then appointed Senior Vice President and Global Chief Information and eCommerce Officer at The Timberland Company (2009-2011). In 2011, she joined Walmart where she held the position of Senior Vice President and Global Chief Technology Officer and Chief Data Officer, leading technology and digital transformation for Walmart US, Sam's Club, and Walmart. From 2016 to 2019, she served as the Global Chief Information Officer at Kimberly-Clark Corporation. In 2019, she was appointed Senior Executive Vice President and Chief Digital and Information Officer of CommonSpirit Health overseeing global functions such as technology, digital, cybersecurity, data, AI development and clinical engineering.</p> <p>In addition to her executive role, Suja Chandrasekaran sits on several Boards and Committees.</p> <p>Suja Chandrasekaran is the founder of T200 Foundation - Women CXOs in Tech, non profit and is a Board member of T200 Foundation.</p> <p>Suja Chandrasekaran holds a Master of Business Systems (MBS) from Monash University, Australia, and a degree in Electrical and Electronics Engineering from the University of Madras, India.</p> <p>Suja Chandrasekaran is a Director of Atos SE since January 14, 2024.</p> </td></tr> <tr> <th colspan="2">Directorships and other positions in French and foreign companies</th></tr> <tr> <td> <p><b>Other Directorships and positions</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Member of the Board of American Eagle Outfitters Inc, Member of Nomination &amp; Governance, Compensation and Audit Committees** (USA)</li> <li>• Member of the Supervisory Board of Brenntag SE, Member of Audit and Compliance Board** (Germany)</li> <li>• Member of the Supervisory Board of Agendia Inc, Chair of Remuneration Committee (Netherlands)</li> <li>• Member of the Board of Directors Pando AI, Chair of Technology and AI (USA)</li> <li>• Member of the Board of Directors of T200 Foundation (Non-profit 501C3 focused on developing Women in Technology)</li> </ul> </td><td> <p><b>Other positions held during the last five years</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Senior Executive Vice President, Chief, Digital and Information Officer of Common Spirit Health (2019-2022)</li> <li>• Member of the Board of Directors of Cardinal Health Inc.** (USA)</li> <li>• Member of the Board of Directors of Blume Global (USA)</li> <li>• Member of the Board of Directors of Cardinal Health Inc.** (USA)</li> </ul> </td></tr> </table>	Biography – Professional Experience		<p><b>Independent Business, Technology and AI Consultant</b></p> <p>Suja Chandrasekaran is a Tech, AI, digital and Cybersecurity expert and industry leader. 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(\*) Independent Director.

(\*\*) Listed company.

1. The term of office of Sujatha (Suja) Chandrasekaran was renewed at the Annual General Meeting on January 31, 2025 (10<sup>th</sup> resolution) 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, 2026.

## Joanna DZIUBAK\*

<p><b>Member of the Audit Committee</b></p> <p><b>Member of the Nomination and Governance Committee</b></p> <p><b>Professional address:</b> River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p><b>Number of shares:</b> 5,000,000</p> <p><b>Date of birth:</b> September 25, 1972</p> <p><b>Nationality:</b> French and British</p> <p><b>Date of first appointment:</b> January 31, 2025</p> <p><b>Term expires on:</b> Annual General Meeting ruling on the accounts of the 2026 financial year</p>	<table> <tr> <th colspan="2">Biography – Professional Experience</th></tr> <tr> <td colspan="2"> <p><b>Experienced Advisor in Alternative Investments and Director of several companies</b></p> <p>Joanna Dziubak began her professional career in 1995 at Goldman Sachs in the M&amp;A Group in London and was promoted to Managing Director within the Principal Investment Area, where she managed Goldman Sachs' private equity funds and mezzanine debt funds. In 2009, she joined Park Square Capital in London as Partner and Member of the Investment Committee, where she was responsible for the subordinated debt and special situations strategies. During her tenure as an investment executive, she served on the boards of 17 portfolio companies across a range of industries and European countries.</p> <p>In 2016, Joanna Dziubak launched her own advisory firm in Paris and served on a number of boards in an independent non-executive capacity, notably as a member of the Supervisory Commission of Groupe Caisse des Dépôts appointed by the President of the National Assembly.</p> <p>Joanna Dziubak holds a Bachelor of Arts in International Relations, summa cum laude, from University of Pennsylvania, a master's in economics and finance, Lauréat avec Félicitations du Jury, from Sciences Po Paris, and a master's in business administration from Harvard Business School.</p> <p>Joanna Dziubak has been a Director of Atos SE since January 31, 2025.</p> </td></tr> <tr> <th colspan="2">Directorships and other positions in French and foreign companies</th></tr> <tr> <td> <p><b>Other Directorships and positions</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>Member of the Board of Directors of WOOSKILL (France)</li> <li>Non-executive Independent Director of GROUPE COMTE-SERRES (France)</li> </ul> </td><td> <p><b>Other positions held during the last five years</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>Member of the Supervisory Board of Groupe Caisse des Dépôts (France) (2018-2020)</li> </ul> </td></tr> </table>	Biography – Professional Experience		<p><b>Experienced Advisor in Alternative Investments and Director of several companies</b></p> <p>Joanna Dziubak began her professional career in 1995 at Goldman Sachs in the M&amp;A Group in London and was promoted to Managing Director within the Principal Investment Area, where she managed Goldman Sachs' private equity funds and mezzanine debt funds. In 2009, she joined Park Square Capital in London as Partner and Member of the Investment Committee, where she was responsible for the subordinated debt and special situations strategies. During her tenure as an investment executive, she served on the boards of 17 portfolio companies across a range of industries and European countries.</p> <p>In 2016, Joanna Dziubak launched her own advisory firm in Paris and served on a number of boards in an independent non-executive capacity, notably as a member of the Supervisory Commission of Groupe Caisse des Dépôts appointed by the President of the National Assembly.</p> <p>Joanna Dziubak holds a Bachelor of Arts in International Relations, summa cum laude, from University of Pennsylvania, a master's in economics and finance, Lauréat avec Félicitations du Jury, from Sciences Po Paris, and a master's in business administration from Harvard Business School.</p> <p>Joanna Dziubak has been a Director of Atos SE since January 31, 2025.</p>		Directorships and other positions in French and foreign companies		<p><b>Other Directorships and positions</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>Member of the Board of Directors of WOOSKILL (France)</li> <li>Non-executive Independent Director of GROUPE COMTE-SERRES (France)</li> </ul>	<p><b>Other positions held during the last five years</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>Member of the Supervisory Board of Groupe Caisse des Dépôts (France) (2018-2020)</li> </ul>
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(\*) Independent Director.

## Farès LOUIS

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

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



## Françoise MERCADAL-DELASALLES\*

Chair of the CSR Committee	Biography – Professional Experience	
<p><b>Member of the Remuneration Committee</b></p> <p><b>Professional address:</b> River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p><b>Number of shares:</b> 5,000,500</p> <p><b>Date of birth:</b> November 23, 1962</p> <p><b>Nationality:</b> French</p> <p><b>Date of first appointment:</b> January 2, 2024</p> <p><b>Term expires on:</b> Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p><b>Cofounder and President at Auxo, Co-chair of the National Digital Council (Conseil National du Numérique) and non-executive Board Director</b></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>	
	Directorships and other positions in French and foreign companies	
	<p><b>Other Directorships and positions</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Member of the Supervisory Board, Finance Committee and Audit Committee, Chairwoman of the Compensation, Appointment and Governance Committee of Eurazeo** (France)</li> <li>• Member of the Supervisory Board and Chairwoman of the Digital Committee of DIOT-SIACI (France)</li> <li>• Co-founder and President of Auxo Dynamics</li> <li>• Member of the Board of Directors, Audit Committee and CSR Committee of CCF Group (France)</li> <li>• Member of the Board of Directors and Chairwoman of the Audit Committee of Attijariwafa Bank** (Morocco)</li> </ul>	<p><b>Other positions held during the last five years</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• CEO of Crédit du Nord (2018-2022)</li> <li>• Chairwoman of the Board of Directors of Banque Courtois, Banque Rhone Alpes, Société Marseillaise de Crédit (2018-2022)</li> <li>• Co-Chair of the Conseil National du Numérique (2020-2023)</li> <li>• Member of the Board of Directors of INRIA Institut national de Recherche en informatique et en automatique (2020-2022)</li> </ul>

(\*) Independent Director.

(\*\*) Listed Company.

## Jean-Jacques MORIN\*

Chair of the Audit Committee	Biography – Professional Experience	
<p><b>Professional address:</b> ACCOR, 82 rue Henri Farman, 92445, Issy-Les-Moulineaux</p> <p><b>Number of shares:</b> 5,000,000</p> <p><b>Date of birth:</b> December 29, 1960</p> <p><b>Nationality:</b> French</p> <p><b>Date of first appointment:</b> January 2, 2024</p> <p><b>Term expires on:</b> Annual General Meeting ruling on the accounts of the 2024 financial year</p>	<p><b>Accor Group Deputy CEO and Premium, Midscale &amp; Economy Division CEO</b></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 &amp; 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>	
	Directorships and other positions in French and foreign companies	
	Other Directorships and positions	Other positions held during the last five years
	<p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Group Deputy CEO and Premium, Midscale &amp; Economy Division CEO of Accor** (France)</li> <li>• Director and Chairman of the Audit Committee of GROUPE REEL (France)</li> <li>• Director of Adagio (SAS) (France)</li> <li>• President of D-Edge (SAS) (France)</li> <li>• Permanent representative of Accor on the Board of Directors of Société Française de Participation et d'Investissement Européen (SFPIE) (France)</li> <li>• Management controller for Ah Fleet Services (GIE) (France)</li> <li>• Member of the Board of Directors and member of the audit committee of AccorInvest Group SA (Luxembourg)</li> </ul>	<p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Deputy CEO and CFO of Accor Group** (2015-2023)</li> <li>• Member of the Supervisory Board and Chairman of the Finance and Audit Committee of Vallourec** (2018-2021)</li> <li>• Member of the Board of Directors of the SPAC, Accor Acquisition Company** (2021-2023)</li> <li>• Member of the Supervisory Board and Audit Committee of Orbis** (Poland) (2016-2020)</li> <li>• Chairman of the Board and Chairman of Adagio SAS (2022-2024) (France)</li> </ul>

(\*) Independent Director.

(\*\*) Listed Company.

## Hildegard MÜLLER\*

Member of the Remuneration Committee	Biography – Professional Experience	
<p><b>Member of the CSR Committee</b></p> <p><b>Professional address:</b> River Ouest – 80 quai Voltaire 95870 Bezons, France</p> <p><b>Number of shares:</b> 0</p> <p><b>Date of birth:</b> June 29, 1967</p> <p><b>Nationality:</b> German</p> <p><b>Date of first appointment:</b> January 31, 2025</p> <p><b>Term expires on:</b> Annual General Meeting ruling on the accounts of the 2026 financial year</p>	<p><b>President of the German Association of the Automotive Industry (VDA)</b></p> <p>Hildegard Müller began her professional career in 1995 at Dresdner Bank. In 2002, she was a Member of Parliament in the Deutscher Bundestag, a position she held until 2008. Concurrently, from 2005 to 2008, she served as State Minister to the Federal Chancellor in the Bundeskanzleramt. In 2008, she became Chair of the Executive Board at the Bundesverband der Energie - und Wasserversorgung (BDEW) in Germany, where she led the organization until 2016. From 2016 to 2019, she served as Chief Operating Officer for Grid, Network &amp; Infrastructure at Innogy in Germany.</p> <p>In addition to her executive roles, Hildegard Müller has held several prominent non-executive positions. She has served as an Independent Non-Executive Director and Member of the Audit Committee at Siemens Energy in Germany from 2020 to February 2025. She has also been a Member of the Advisory Board at DUK Versorgungswerk since 2014 and has served as an Independent Non-Executive Director at Vonovia since 2013, where she is a member of the Finance, Strategy &amp; Sustainability Committee. Since 2012, she has been a Member of the Advisory Board at IKB Deutsche Industriebank.</p> <p>Hildegard Müller holds a master's degree in business administration from the University of Duesseldorf, Germany. In 1989, she completed an apprenticeship as a Bank Clerk at Dresdner Bank, Germany.</p> <p>Hildegard Müller has been a director of Atos SE since January 31, 2025.</p>	
	Directorships and other positions in French and foreign companies	
	<p><b>Other Directorships and positions</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• President of the German Association of the Automotive Industry (VDA) (Germany)</li> <li>• Member of the Board of Directors of DEKRA SE (Germany)</li> <li>• Member of the Board of Trustees of RAG-Stiftung (Germany)</li> <li>• Member of the Supervisory Board of DUK VERSORGUNGSWERK (Germany)</li> <li>• Independent Non-Executive Director of the Supervisory Board and member of the Finance, Strategy, and Sustainability Committee of VONOVIA** (Germany)</li> <li>• Member of the Advisory Board of IKB DEUTSCHE INDUSTRIEBANK (Germany)</li> <li>• Member of the Supervisory Board of ERGO VERSICHERUNGSGRUPPE (Germany)</li> <li>• Member of the Supervisory Board of HSBC Continental Europe S.A. (Germany)</li> </ul>	<p><b>Other positions held during the last five years</b></p> <p><b>Within the Atos Group</b></p> <p>None</p> <p><b>Outside the Atos Group</b></p> <ul style="list-style-type: none"> <li>• Member of the Advisory Board of VERBUNDNETZ GAS (VNG) (2009–2023) (Germany)</li> <li>• Independent Non-Executive Director of the Supervisory Board and member of the Audit Committee of SIEMENS ENERGY** (2020-2025) (Germany)</li> </ul>

(\*) Independent Director.

(\*\*) Listed Company.

## Censor

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.

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,

Mandy Metten's biography is given below.

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.

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.

## Mandy METTEN

Censor		Biography – Professional Experience	
<b>Professional address:</b> Joseph Bech-Nes 19, 1862 AP Bergen, The Netherlands		<b>Head of Group Executives and Strategic Functions</b> Mandy Metten began her professional journey within the ATOS Group as an Executive Management Consultant specializing in Digital Transformation, Innovation, and Change from October 2007 to June 2014, during which she demonstrated expertise in critical strategic areas. In June 2014, she assumed the role of Manager of Atos Young Professionals, designing and overseeing a comprehensive 2-year development program for young professionals, providing development with training, mentoring and client exposure. As from November 2018, Mandy Metten served as Global Head of Group Campus Management, defining and implementing the Group campus strategy globally, including diversity and inclusion initiatives. Mandy Metten took additional responsibilities at Eviden in April 2023 and currently serves as Head of Group Executives & Strategic Functions.  Mandy Metten was Chairman of the works council of Atos from 2010 to 2015. She also served as the Dutch delegate on Atos Societas Europaea Council (SEC) from 2012 to January 2024 and was a member of the Board Participating Committee (2017- January 2024). From August 2023, she became a Commissaris (Member of the Board of Directors) for Atos Nederland, contributing to the company's governance.  Mandy Metten holds a master's degree in social and organizational Psychology. She completed a multi-level curriculum in Strategy, Economy, and Finance at the LeFebvre Institute.  Mandy Metten was a censor 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.	
<b>Number of shares:</b> 232 <sup>(1)</sup>			
<b>Date of birth:</b> April 8, 1979			
<b>Nationality:</b> Dutch			
<b>Date of first appointment:</b> January 2, 2024			
<b>Term expires on:</b> Annual General Meeting ruling on the accounts of the 2025 financial year			
Directorships and other positions in French and foreign companies			
Other Directorships and positions		Other positions held during the last five years	
<b>Within the Atos Group</b> <ul style="list-style-type: none"><li>Member of the Board of Atos Netherlands</li></ul> <b>Outside the Atos Group</b> None		<b>Within the Atos Group</b> <ul style="list-style-type: none"><li>Member of the SEC Board Committee</li></ul> <b>Outside the Atos Group</b> 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.

## Diversity policy at Board level

The Board of Directors, at its meeting held on December 18, 2024, examined the composition of the Board of Directors and approved the diversity policy applicable at Board level, upon recommendation of the Nomination and Governance Committee.

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

During the Annual General Meeting and the Board of Directors meeting on January 31, 2025, decisions were made regarding the composition of the Board. Subsequently, a change occurred concerning the reclassification of a Director's independence during the Board meeting on March 27, 2025.

As a result, the section below presents updated diversity data as of March 27, 2025, incorporating all decisions made.

### • Age of Directors:

- On December 18, 2024, Directors' age ranged from 45 to 74 with an average of 60 years old.
- On March 27, 2025, Directors' age ranged from 52 to 74 with an average of 61 years old.

The Board considered that the age average was satisfactory and decided to closely monitor the limit of one third exceeding 70 years old set in the Articles of Association.

### • Gender diversity:

- On December 18, 2024, the Board of Directors was composed of 50% women Directors (5 out of 10)<sup>(1)</sup>.
- On March 27, 2025, the Board of Directors was composed of 62.5% women Directors (5 out of 8)<sup>(2)</sup>.

The Board acknowledged that the ratio is satisfactory and above the legal requirement and decided to closely monitor the legal requirement for gender diversity in the process of future cooptations and/or appointments of Directors.

### • Diversity of skills and professional experience:

- On December 18, 2024, the Board acknowledged that (i) the year 2024 was marked by a significant renewal of its composition, with the departure of three members, the co-optation of five new independent members, and the appointment of two new non-independent members, which allowed for a diversification of skills within the Board by

integrating a variety of profiles, bringing expertise in key areas such as technology, finance, governance, corporate social responsibility (CSR)/Human Resources and employee management, and that (ii) this reorganization aims to support the Group's restructuring plan, strengthening the Board of Directors with enhanced expertise in finance and risk management while consolidating skills in other strategic areas. These adjustments align with the Board's objectives to support the Group's transformation.

- Following the Annual General Meeting and the Board of Directors meeting on January 31, 2025, the Board's composition evolved again with the departure of six members (including the second Employee Director, who was appointed censor, and the Director representing employee shareholders) and the appointment of two new Directors. These appointments align with the Board's objectives and further strengthen its expertise across key areas, including technology, cybersecurity, finance, leadership, risk management, governance, CSR, climate, HR, and communication.

As a result, the Board recognized that the diversity of skills and experience was highly satisfactory for current needs, and noted the necessity of continuously assessing and adjusting its composition to ensure it aligns with the skills and expertise required to support and secure Atos' future success.

### • Diversity of nationalities:

- On December 18, 2024, the proportion of Directors of non-French nationality reached 62%, with eight different nationalities within the Board.
- On March 27, 2025, the proportion of Directors of non-French nationality reached 67%, with six different nationalities within the Board.

Consequently, the Board considered that the ratio was highly satisfactory and could be maintained to stay in line with the Group's international dimension;

### • Directors' independence:

- On December 18, 2024, the ratio of independent Directors was 80% (8 out of 10)<sup>(3)</sup>.
- On March 27, 2025<sup>(4)</sup>, the ratio of independent Directors was 87.5% (7 out of 8)<sup>(5)</sup>.

The Board acknowledged that the ratio was satisfactory and contemplated maintaining a high ratio of independent Directors above the recommendations of the AFEP-MEDEF Code.

<sup>1)</sup> Pursuant to the legal ratio, in accordance with articles L. 225-23 and L. 225-27-1 of the French Commercial Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of gender diversity on the Board of Directors.

<sup>2)</sup> In accordance with the law, the Employee Director is not taken into account in determining the ratio of gender on the Board of Directors.

<sup>3)</sup> In accordance with the article 10.3 of the AFEP-MEDEF Code, the Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of independent Directors.

<sup>4)</sup> On December 16, 2024, Hildegard Müller was qualified as a non-independent Director, due to her role in the Supervisory Board of Siemens Energy. Following her resignation on February 20, 2025 from this position, she has been qualified as independent by the Board of Directors on March 27, 2025.

<sup>5)</sup> In accordance with the article 10.3 of the AFEP-MEDEF Code, the Employee Director is not taken into account to determine the ratio of independent Directors.

## Directors' skills

The table below summarizes the skills of the members of the Board of Directors:

Directors' skills matrix following the Annual General Meeting		Philippe Salle	Laurent Collet-Billon	Elizabeth Tinkham	Sujatha Chandrasekaran	Joanna Dziubak	Farès Louis	Françoise Mercadal-Delasalles	Jean-Jacques Morn	Hildegard Müller	Total (in number)	Total in (%)
Industry Expertise	Technologies	✓	✓	✓	✓		✓	✓	✓	✓	8	88.88%
	Cybersecurity	✓	✓	✓	✓		✓			✓	6	75%
	Services	✓	✓	✓	✓	✓	✓		✓	✓	8	88.88%
Technical Expertise	Strategy/Growth	✓	✓	✓	✓	✓		✓	✓	✓	8	88.88%
	Leadership	✓	✓	✓	✓	✓		✓	✓	✓	8	88.88%
	Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	100%
	Finance	✓	✓		✓	✓		✓	✓		6	75%
	Risk Management		✓		✓	✓		✓	✓	✓	6	75%
	CSR/Climate	✓					✓	✓		✓	4	44.44%
	Employees, HR, Communication	✓	✓		✓		✓	✓		✓	6	75%
International experience	(Europe, America, Asia, Africa/Middle East)	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	100%

Mandy Metten (censor) has expertise in technology, strong leadership skills, and experience in corporate social responsibility (CSR), complemented by an international background. She also has experience in the fields of services, industry, strategy, and technical growth. These skills are not included in the skills matrix above.

As regards the financial and accounting skills of Board members, section 4.2.4.3 below gives details of the training and professional experience of the members of the Audit Committee, demonstrating their experience and expertise in these fields.

The Chairman and Chief Executive Officer, along with the Board of Directors, supported by the CSR Committee, ensure they have the necessary expertise to oversee the Group's material sustainability topics.

To achieve this, they draw on a wealth of internal expertise (drawing on in-house experts for deep insights). The Board of Directors and Executive Management can also call on external specialists on specific issues and to integrate industry best practices, and organize targeted training programs for Directors.

In particular, training sessions on the new regulatory landscape in terms of CSR (particularly CSRD), led by recognized experts, are scheduled to reinforce the Board's skills in this critical area.

Finally, when reviewing its composition, the Board of Directors, acting on the basis of the results of the dual materiality assessment, ensures that it is in line with the skills and expertise required to support the Group's material sustainable development challenges. Particular attention will be paid to the Group's sustainable development challenges when additional skills are required.

In the areas of corporate social responsibility and climate, the experience and skills of Farès Louis, Françoise Mercadal-Delasalles and Hildegard Müller are analyzed and explained in section 4.2.4.6 below on the CSR Committee. Regarding Philippe Salle's skills in this field, he has developed in-depth expertise in the challenges of sustainable industrial transformation. His past positions (notably with Emeria and Viridien (formerly CGG, a major player in services and technologies applied to the energy transition)) also testify to his ability to integrate environmental, social and governance (ESG) criteria into corporate strategies. His career path, which has led him to manage groups operating in sectors sensitive to climate and energy issues, gives him invaluable strategic insight into decarbonization, technological innovation in the service of the environment and responsible governance models. He brings to Atos recognized expertise in sustainable transition and the integration of CSR issues into corporate strategies.



## Executive and non-executive members of the Board of Directors

### ESRS 2 - GOV-1

The Board of Directors comprises one executive member (Philippe Salle, as Chairman and CEO) and eight non-executive members.

## 4.2.3.2 Directors' independence

### Definition of an independent Director

#### Recommendations of the AFEP-MEDEF Code

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

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

As recommended by the AFEP-MEDEF Code, as part of the assessment of how significant the relationship with the Company or its Group is (Criterion 3), the Board of Directors at its meeting held on December 18, 2024, on the recommendation of the Nomination and Governance Committee, retained the same criteria as those used in the previous year:

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

## Review of the Directors' independence

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

On December 18, 2024, a detailed annual assessment of independence was carried out for current directors and candidates proposed for appointment at the Annual General Meeting on January 31, 2025.

On March 27, 2025, upon the recommendation of the Nomination and Governance Committee, the Board of Directors reassessed Hildegard Müller's independence and reclassified her as an Independent Director. She was initially considered non-independent on December 16, 2024, due to her role at Siemens Energy, given the business relationships between the Atos and Siemens groups. However, following the end of her mandate on Siemens Energy's Supervisory Board on February 20, 2025, she now meets the independence criteria. Furthermore, there are no significant business relationships between Atos and the other companies where she holds positions.

The findings of these assessments of the Directors' independence are summarized in the table below:

	Philippe Salle	Laurent Collet-Billon	Elizabeth Tinkham	Sujatha (Suja) Chandrasekaran	Joanna Dziubak	Farès Louis*	Françoise Mercadal-Delasalles	Jean-Jacques Morin	Hildegard Müller
Criterion 1	✗	✓	✓	✓	✓	N/A	✓	✓	✓
Criterion 2	✓	✓	✓	✓	✓	N/A	✓	✓	✓
Criterion 3	✓	✓	✓	✓	✓	N/A	✓	✓	✓
Criterion 4	✓	✓	✓	✓	✓	N/A	✓	✓	✓
Criterion 5	✓	✓	✓	✓	✓	N/A	✓	✓	✓
Criterion 6	✓	✓	✓	✓	✓	N/A	✓	✓	✓
Criterion 7	✓	✓	✓	✓	✓	N/A	✓	✓	✓
Criterion 8	✓	✓	✓	✓	✓	N/A	✓	✓	✓
Independence	NO	YES	YES	YES	YES	N/A	YES	YES	YES

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

(\*) Employee Director. As per article 10.3 of the AFEP-MEDEF Code, Employee Directors are not taken into account for the ratios of independent Directors.

**1 Director was not considered as independent** • Philippe Salle in his capacity as an executive corporate officer.

**7 Directors were considered as independent** • Laurent Collet-Billon, Joanna Dziubak and Elizabeth Tinkham were considered as independent in the absence of any of the criteria.  
• 4 directors who hold offices or functions in companies having business relations with the Company could nevertheless be considered as independent, given the low level of sales, below the 1% threshold set by the Board, generated by Atos with all these companies on the one hand, and by these companies with Atos on the other: Françoise Mercadal-Delasalles, Jean-Jacques Morin, Sujatha (Suja) Chandrasekaran and Hildegard Müller.

As of March 27 2025, seven Directors out of eight (i.e., 87.5%) completely satisfied the independence criteria, and were therefore considered to be independent Directors. In

compliance with the recommendations of the AFEP-MEDEF Code, Farès Louis, Employee Director, is not included in calculating that proportion.

### 4.2.3.3 Employee's participation at Board level

#### Employee Directors

As of February 1, 2025, Atos SE's Board of Directors includes one employee director within the meaning of Article L.225-27-1 of the French Commercial Code, appointed in accordance with the procedure set out in the Articles of Association. In accordance with the "PACTE" law, the Company has submitted to the Annual General Meeting held in 2020 an amendment to the Articles of Association aimed at lowering the threshold triggering the appointment of a second employee director from 12 to 8 directors.

In accordance with legal and statutory provisions, Mandy Metten's term of office expired at the end of the Board

meeting of January 31, 2025 at which it was determined that the number of directors whose number and method of appointment are provided for in Articles L. 225-17 and L. 225-18 of the French Commercial Code is equal to or less than eight.

The Employee Director is expressly designated as a member of the Board in the Board Internal Rules. In that respect, he fully participates in the meetings and deliberations of the Board. He has the same rights and obligations as any other Directors, in particular of confidentiality, save for the obligation to hold at least 500 shares of the Company.

#### Director representing employee shareholders

Noting that the threshold of 3% of the Company's share capital held by employees of the Company and its affiliates within the meaning of Article L. 225-180 of the French Commercial Code had been crossed downwards, and consequently that Article L. 225-23 of the French Commercial Code requiring the appointment of a director representing employee shareholders no longer applied, the term of office of Katrina Hopkins expired at the close of the Annual General Meeting of January 31, 2025, in accordance with article 16.2 of the Company's Articles of Association.

At the date of this Universal Registration Document, the Atos SE Board of Directors does not include any directors representing employee shareholders.

#### 4.2.3.4 Directors' training

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

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

#### Employee Participation System and Participatory Committee

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

Strategy and M&A, with a specific focus on the review of asset disposals. The program also emphasizes the importance of Shareholders Dialogue and Activism in fostering effective communication with stakeholders. Concluding the program, trainings are conducted on the CSR and decarbonization activities, Atos' R&D (research and development) and innovation, as well as a visit in Bezons of the innovations demonstrated in Atos' Business Technology and Innovation Center (BTIC).

In addition, specific external trainings are contemplated for Directors on an ad hoc basis. Additional sessions on the new regulatory landscape in terms of CSR (in particular CSRD), led by recognized experts, are also scheduled to reinforce the Board's skills on this major issue.

In addition, in accordance with the law, Employee Directors receive additional training, the content of which is determined each year by the Board of Directors, after consultation with the directors concerned.

#### 4.2.3.5 Shareholding obligations

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

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

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

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

#### 4.2.3.7 Potential conflict of interest and agreements

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

The Board Internal Rules contain specific provisions relating to the identification and management of conflicts of interest, including specific Ring-Fencing Measures (refer to section 4.2.3.9 for more details).

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

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

To the best of the Company's knowledge there are no arrangements, or any type of agreement with the shareholders, creditors, clients, service providers or others by which one of the members of the Board of Directors or senior

executive officer was selected as member of an administrative, managing or supervisory body or as a member of the general management of the Company.

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

Finally, to the best of the Company's knowledge, there are no restrictions accepted by the members of the Board of Directors or senior executive officers concerning the sale of their potential shareholding in the Company's share capital, with the exception of :

- a 180-day retention undertaking given by Philippe Salle as part of his commitment to subscribe to Atos SE's capital increase with preferential subscription rights for 2,432,432 new shares at a unit price of 0.0037 euro per share, representing an investment of 9 million made on December 10, 2024; and
- the provision of the Articles of Association under which each Director, save for the Employee Director, must own at least 500 shares of the Company, and the retention obligations defined by the Board of Directors for the senior executive officers of the Company.

#### 4.2.3.8 Provisions relating to Conflicts of interest in the Board of Directors' Internal rules

The Board of Directors of Atos SE has approved Internal Rules which govern the works of the Board of Directors. The Board Internal Rules were last updated during the Board meeting held on January 30, 2025 in order, in particular, to reflect the terms of the Governance Term Sheet (see section 4.2.1.2 for further details), to strengthen the powers and resources of the Lead Director (see section 4.2.2 for further details) and to take account of current legal provisions.

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

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

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

##### Acceptance of new corporate mandates

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

##### Conflicts of interest

Pursuant to the Board Internal Rules, a Director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the Company. Directors must inform the Chairman of the Board of Directors of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in discussions and decisions on such matter, and the Chairman may request him or her not to attend the deliberations. A conflict of interest arises when a Director or a member of his or her family could personally benefit from the way the Company's business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the Director's judgment (particularly as a client, supplier, business banker, legal representative).

### Ring fencing

Pursuant to the Board Internal Rules (article 7 and Schedule 2), Board members linked to a competing company<sup>1)</sup> shall not:

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

In addition, if the Board of Directors is called upon to consider a proposed transaction involving Atos Group activities in competition with those carried out by one of its shareholders, the director(s) appointed on the proposal of or representing the said shareholder may not, in principle, attend the debate or vote on the related resolution. The Chairman of the Board of Directors, after consulting the Nomination and Governance Committee, may lift this restriction if he/she has obtained

guarantees from the relevant shareholder that it has no conflict of interests in the proposed transaction (e.g., that the relevant shareholder is not involved in the proposed transaction).

### Trading during closed periods

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

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

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

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

- the Group Legal department is in charge of qualifying the agreements either as related-party agreements or as "free" agreements, and of supervising the authorization procedure for related-party agreements; and
- the Group Internal Control department is in charge of regularly assessing whether agreements relating to ordinary transactions entered into under normal conditions do indeed meet these conditions. It communicates the results of its work to the Audit Committee.

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

Instance	Departure	Appointment/cooptation	Renewal
Board of Directors	<b>2024</b>		
	<u>January 2, 2024:</u> Aminata Niane, Valérie Bernis and Vernon Sankey	<u>January 2, 2024:</u> Jean-Jacques Morin <sup>(2)</sup> and Façoise Mercadal-Delasalles <sup>(2)</sup>	
	<u>June 27, 2024:</u> David Layani and Helen Lee Bouygues	<u>January 14, 2024:</u> Monika Maurer <sup>(2)</sup> and Sujatha (Suja) Chandrasekaran <sup>(3)</sup> <u>February 28, 2024:</u> David Layani, Helen Lee Bouygues and Mandy Metten <sup>(5)</sup> <u>April 2, 2024:</u> Alain Crozier <sup>(2)</sup> <u>October 14, 2024:</u> Philippe Salle ★ ★ <sup>(2)</sup>	
	<b>2025</b>		
	<u>January 31, 2025:</u> Astrid Stange, Alain Crozier, Monika Maurer, Jean-Pierre Mustier ★, Katrina Hopkins and Mandy Metten <sup>(5)</sup>	<u>January 31, 2025:</u> Joanna Dziubak <sup>(4)</sup> and Hildegard Müller <sup>(4)</sup>	<u>January 31, 2025:</u> Sujatha (Suja) Chandrasekaran <sup>(3)</sup>

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

Instance	Departure	Appointment/cooptation	Renewal
Audit Committee	<b>2024</b>		
	<u>January 2, 2024:</u> Vernon Sankey	<u>January 2, 2024:</u> Jean-Jacques Morin ★ ★	
	<b>2025</b>		
	<u>January 31, 2025:</u> Astrid Stange	<u>January 31, 2025:</u> Sujatha (Suja) Chandrasekaran and Joanna Dziubak	
Nomination and Governance Committee	<b>2024</b>		
	<u>January 2, 2024:</u> Vernon Sankey	<u>April 2, 2024:</u> Sujatha (Suja) Chandrasekaran	
	<b>2025</b>		
	<u>January 31, 2025:</u> Laurent Collet-Billon and Katrina Hopkins	<u>January 31, 2025:</u> Joanna Dziubak and Farès Louis	
Remuneration Committee	<b>2024</b>		
	<u>January 2, 2024:</u> Valérie Bernis	<u>January 14, 2024:</u> Françoise Mercadal-Delasalles and Katrina Hopkins	
	<u>February 28, 2024:</u> Katrina Hopkins	<u>February 28, 2024:</u> Mandy Metten	
	<b>2025</b>		
	<u>January 31, 2025:</u> Astrid Stange ★ and Mandy Metten	<u>January 31, 2025:</u> Laurent-Collet Billon ★ ★, Hildegard Müller and Farès Louis	
CSR Committee	<b>2024</b>		
	<u>January 2, 2024:</u> Valérie Bernis ★	<u>January 14, 2024:</u> Françoise Mercadal-Delasalles ★ ★	
	<u>February 4, 2024:</u> Astrid Stange	<u>February 4, 2024:</u> Monika Maurer	
	<b>2025</b>		
	<u>January 31, 2025:</u> Monika Maurer	<u>January 31, 2025:</u> Hildegard Müller	
Ad Hoc Committee <sup>(1)</sup>	<b>2024</b>		
	<u>January 2, 2024:</u> Valérie Bernis and Vernon Sankey	<u>January 14, 2024:</u> Jean-Jacques Morin	

1. An Ad Hoc Committee had been set up by the Company, in particular to monitor the evolution of the Company's financial situation, the progress of any legal protection measures, and to proactively exchange and support management in its proposals to the Board of Directors. It was decided to terminate the Ad Hoc Committee in view of the finalization of the financial restructuring of Atos SE on December 18, 2024.
2. The Combined General Meeting of January 31, 2025 approved the ratification of the co-opting of Jean-Jacques Morin, Françoise Mercadal-Delasalles, Monika Maurer, Alain Crozier and Philippe Salle.
3. The Combined General Meeting of January 31, 2025 approved the ratification of the co-opting and the renewal of the term of office of Sujatha (Suja) Chandrasekaran as director.
4. The Combined General Meeting of January 31, 2025 approved the appointment of Joanna Dziubak and Hildegard Müller as directors.
5. As of February 28, 2024, Mandy Metten has been appointed as a salaried director in accordance with Article 16.1 of the Articles of Association of Atos SE. In accordance with this provision and with Article L. 225-27-1 of the Commercial Code, her appointment was made by the Atos SE Works Council, due to the threshold of eight directors on the Board being exceeded.
6. On January 31, 2025, in accordance with Article 16.1, paragraph 5, of the Company's Articles of Association, and after noting that the number of directors had returned to eight, the Board recorded the end of Mandy Metten's term of office as an employee director. At the same meeting, the Board of Directors decided to appoint her as a non-voting director, subject to ratification by the next General Meeting scheduled for June 13, 2025.

★ Former Chair of the Committee.

★ ★ Current Chair of the Committee.



It should be noted that three terms will expire at the conclusion of the next Annual General Meeting on June 13, 2025, which will rule on the financial statements for the 2024 fiscal year. These terms are those of:

- Françoise Mercadal-Delasalles
- Jean-Jacques Morin
- Elizabeth Tinkham

In accordance with Article 15 of the AFEP-MEDEF Code, the Company ensures that the staggering of terms is structured to prevent a full renewal at once and to facilitate a smooth and balanced succession of board members.

## 4.2.4 Operation of the Board of Directors and its Committees

### 4.2.4.1 Attendance to the meetings of the Board of Directors and its Committees in 2024

#### Individual attendance

	Jean-Pierre Mustier	Laurent Collet-Billon	Katrina Hopkins	Farès Louis	Astrid Stange	Elizabeth Tinkham	Jean-Jacques Morin	Françoise Mercadal-Delasalles	Sujatha (Suja) Chandrasekaran	Monika Maurer	David Layani	Helen Lee Bouygués	Mandy Metten	Alain Crozier	Philippe Salle	Valérie Bernis	Aminata Niane	Vernon Sankey
Board of Directors	100%	100%	94.12%	100%	90.20%	92.16%	80%	94%	91.67%	93.75%	68%	76%	97.73%	94.74%	100%	100%	0%	0%
Audit Committee	N/A	100%	N/A	N/A	83%	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Nomination and Governance Committee	N/A	100%	100%	N/A	N/A	100%	N/A	N/A	100%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Remuneration Committee	N/A	N/A	100%	N/A	100%	N/A	N/A	80%	N/A	N/A	N/A	N/A	88%	N/A	N/A	N/A	N/A	N/A
CSR Committee	N/A	N/A	N/A	100%	N/A	N/A	N/A	100%	N/A	50%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ad hoc committee	97%	100%	N/A	N/A	92%	94%	83%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

#### Global attendance rate

Board of Directors	Audit Committee	Nomination and Governance Committee	Remuneration Committee	CSR Committee	Ad hoc Committee
92.07%	94.44%	100%	90%	83.33%	93.33%

### 4.2.4.2 Board of Directors' activity

#### Mission

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

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

#### Operating rules

Pursuant to the Board Internal Rules, the Board of Directors meets at least (i) once a month for the first 24 months following the effective date of the financial restructuring (i.e. December 18, 2024), then (ii) once every two months for the following 12 months, and (iii) once every quarter thereafter.

The Directors may attend Board of Directors' meetings by videoconference or conference call. The decisions of the Board of Directors may be taken by written consultation of the Directors in accordance with the legal and regulatory provisions in force and under the conditions set out in Article 18 of the Company's Articles of Association. The meetings of the Board of Directors follow the agenda determined by the Chairman and communicated to the Directors. Whenever possible, the necessary documents and elements are sent to the Directors with the agenda. The Board of Directors appoints, determining his or her term of office, a secretary who may be chosen from among the Directors or from outside. The Directors have the option of being represented at meetings of the Board of Directors by another Director. Each Director may only represent one of the other Directors during the same Board of Directors. The Board of Directors may only deliberate validly if at least half of its members are present. Decisions are passed by a majority of members present or represented, or by a two-thirds majority for decisions covered by Article 3.2.2 of the Internal Rules. If the votes are split, the Chairman of the session casts the deciding vote.

### Activities in 2024

During the 2024 financial year, the Board of Directors met 51 times. This exceptional number of meetings was necessary in order to allow a regular and timely review by the Board of regular or exceptional events, notably the implementation of the Group's restructuring plan, its refinancing and the review of disposal projects contemplated or decided by the Group.

Global attendance of Directors at these meetings was an average of 92.07%.

The Board of Directors met to discuss the following topics:

#### Financial statements, budget, financial commitments and risks:

- review of the 2025 budget;
- review of the financial information and quarterly reports and forecasts;
- review of and closure of annual and consolidated financial statements for 2023 and 2024 half-year consolidated statements;
- proposal relating to the allocation of the 2024 result;
- review of financial presentations and press releases;
- approval of parental company guarantees and review of off-balance sheet commitments;
- regular review of the Group's financial position (debt, financing and liquidity);
- review of the evolution of significant financial and non-financial risks to which the Group is exposed and the action plans pursued.

#### Financial restructuring and strategy:

- review of the 2024-2027 business plan, as published on April 29, 2024 and updated on September 2, 2024 to reflect results for the first half of 2024;
- support from general management (i) for the appointment of a mandataire ad hoc<sup>(1)</sup> in order to frame the discussions with the banks with a view to reaching a refinancing plan for its financial debt, (ii) then the opening of an amicable conciliation procedure<sup>(2)</sup> to facilitate a global refinancing agreement with the banks and bondholders of Atos SE;
- definition and review of the parameters of the financial restructuring framework of Atos as published on April 9 and 29, 2024; analysis of the financial restructuring proposals received; supervision of the conclusion of an agreement on the terms of the restructuring as part of the conciliation procedure and then of a lock-up agreement; voluntary appointment of an independent expert as part of the restructuring plan; monitoring from the opening to the finalization of the accelerated safeguard procedure, including the authorization of capital transactions; regular updates on the progress of the Company's financial restructuring;
- monitoring and approval of the new financing set up on December 18, 2024.

#### Strategic projects and transactions:

- monitoring the contemplated sale of Tech Foundations and the progress of the discussions with EP Equity Investment ("EPEI"), which were ultimately not pursued in accordance with the press release of February 28, 2024;
- monitoring the contemplated sale of the BDS (Big Data & Security) activity to Airbus, which was ultimately not pursued in accordance with the press release of March 19, 2024;
- regular update on the conclusion of an agreement aimed at protecting the sovereignty interests of the French State with regard to certain activities carried out by the Atos Group;
- monitoring of the project to sell 100% of the BDS division's Advanced Computing activities to the French State, and regular updates on the progress of discussions;
- monitoring of the project to sell the Worldgrid business to ALTEN SA and regular updates on the progress of discussions.

#### Risks and compliance:

- Risks:
  - approval of parental guarantees;
  - review of the results of the risk mapping exercise after its review by the Audit Committee;
  - review and monitoring of risk management ;
  - review of the recommendations of Internal Audit missions;
  - review of main on-going litigations including the Trizetto Litigation;

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

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

• Compliance:

- 2024 annual compliance review and follow-up on the 2023 compliance alerts;
- follow-up on the report from the AFA (French anticorruption agency).

**Compensation:**

- determination of compensation due in respect of the 2023 financial year, in particular with regard to the achievement of performance criteria for variable compensation;
- validation of the partial achievement of the performance conditions applicable to the performance share plans dated July 27, 2021;
- definition of the compensation policies for the Chairman of the Board of Directors, the Directors and the Chief Executive Officer for 2024;
- definition of the compensation policy applicable to the Chairman and Chief Executive Officer for 2025;
- setting the targets associated with the variable portion of the compensation of the Chief Executive Officer for 2024 and the Chairman and Chief Executive Officer for 2025;
- discussion on the setting up of a performance share plan in 2025 in favor of Group employees and senior executive officers.

**Corporate Social Responsibility:**

- review of the extra-financial performance declaration (DPEF) for the year 2023;
- annual review of the results related to the implementation of the Group's CSR strategy in 2023;
- review of the strategic vision for CSR for 2024 in light of the new regulatory landscape for CSR;
- review and monitoring of the new CSR regulatory landscape (CSRD, Taxonomy) and the initiatives implemented within the Group to align with sustainability reporting requirements;
- review of the double materiality assessment carried out in accordance with ESRS requirements and its results, including the list of impacts, risks and opportunities identified;
- monitoring of the process of preparing sustainability information and the performance of sustainability auditors with regard to the certification of sustainability information.

**Governance:**

• General Meeting:

- review of the postponement of the Annual General Meeting in the context of the Company's financial restructuring;
- convening of the Annual General Meeting of January 31, 2025; review and approval of the Board of Directors' report to the Annual General Meeting; responses to written questions from shareholders.

• Company governance:

- review and modification of the Company's General Management;
- review and modification of the composition of the Board of Directors, including (i) cooptation of new members; (ii) approval of the Board's diversity policy; (iii) review of the independence of Board members;
- modification of the composition of the Committees;
- evolution of the Ad hoc Committee's mission in the context of the Company's financial restructuring;
- assessment of the Board's work in 2024.

• governance-related documentation:

- review and approval of the Board of Directors' report on corporate governance;
- review of the 2023 Universal Registration Document and of the 2023 Compliance report;
- annual review of related parties' agreements authorized during previous financial years;
- modification of the Board of Directors' Internal Rules.

The Board regularly heard the reports of the statutory auditors as well as those of its four permanent Committees. The Board also relied on the work of its Ad hoc Committee, whose mission was to monitor developments in the Company's financial situation, the progress of any legal protection measures, and to proactively exchange views and support management in its proposals to the Board of Directors. In view of the completion of Atos SE's financial restructuring on December 18, 2024, it has been decided to terminate the Ad hoc Committee.

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

### 4.2.4.3 The Audit Committee's activity

**Composition**

The Audit Committee is composed of four members, 100% of whom are independent (including its Chair).

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

The Audit Committee is chaired by Jean-Jacques Morin who started his career with Deloitte where he spent five years in auditing and consulting. With over two decades of experience, including multiple roles as CFO of Alstom and Accor, Jean-Jacques Morin has a profound expertise in finance and skillfully handles intricate financial environments. From 2016 to

2020, he was a member of the Audit Committee of Orbis. He also chaired the Finance and Audit Committee of Vallourec (listed of Euronext Paris) from 2018 to 2021. In his current position as Deputy CEO and Premium, Midscale & Economy Division CEO of Accor, Jean-Jacques Morin continues to showcase his broad range of experience and leadership in the financial sector.

Member of the Audit Committee, Sujatha (Suja) Chandrasekaran has developed expertise in financial governance and risk management through her directorships of listed companies such as American Eagle Outfitters, Brenntag SE and Cardinal Health. Her management experience at CommonSpirit Health, Kimberly-Clark and Walmart led her to oversee strategic technology investments,

contributing to the financial performance of these organizations. Her role on several supervisory boards gives her a solid understanding of internal control, regulatory compliance and audit requirements.

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

Finally, Joanna Dziubak, member of the Audit Committee, has in-depth expertise in corporate finance, investment and risk management, acquired during her career in the banking and private equity sectors. After starting out at Goldman Sachs in the M&A group in London, she was promoted to Managing Director in the Principal Investment Area, where she managed private equity and mezzanine debt funds; she was also a partner and member of the investment committee at Park Square Capital. As a former member of the Supervisory Board of Groupe Caisse des Dépôts, she has developed expertise in financial supervision and internal control in regulated environments.

### Mission

The Audit Committee prepares and facilitates the work of the Board of Directors within its fields of competence. For this purpose, it assists the Board of Directors in its analysis of the accuracy and sincerity of accounting, financial and sustainability information, and monitors the quality of internal controls and the information provided to shareholders and the markets. The Committee formulates opinions and recommendations to the Board of Directors according to the following assignments received from the Board:

#### With respect to the accounts:

- to monitor the financial reporting process, and submit recommendations or proposals to ensure integrity of the said process;
- to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, where applicable, quarterly company and consolidated accounts of the Company prepared by the financial management;
- to examine the relevance and the permanence of the accounting principles and rules used to draw up the company and consolidated accounts of the Company and to alert any failure to comply with these rules;
- to be presented with the evolution of the perimeter of consolidated companies and to receive, where applicable, any necessary explanations;
- to meet, whenever it deems necessary, the auditors, the general management, the financial, treasury and accounting management, Internal Audit or any other member of the management; these hearings may take place, when appropriate, without members of the general management being present;
- to examine, prior to their publication, the draft reports of activity, profit and loss accounts and all accounts (including provisional accounts) drawn up for the needs of specific, significant operations (such as contributions, mergers, payment of advances on dividends, etc.), and particularly those that may create a conflict of interest;
- to examine the financial documents distributed by the Company upon approval of the annual accounts as well as

the important financial documents and press releases before their publication and potentially give an assessment of such documents; and

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

#### With respect to the external control of the Company:

- to examine questions concerning either the appointment or renewal of the statutory auditors and, on the recommendation of the CSR Committee, of the Company's sustainability auditors;
- to monitor the conduct of the fulfilment of the mission entrusted to the statutory auditors;
- to approve the provision of any service assignment by the statutory auditors or by their network members for the benefit of the Company or its subsidiaries, other than the certification of the accounts and the services required from the statutory auditors by the law. The Committee bases its recommendations on the analysis of the risk to the independence of the statutory auditor(s) and on the safeguard measures applied by them;
- to be informed of the amounts of fees paid by the Company and its Group to entities in the network to which the auditors belong and to ensure that the amount of such fees or the proportion they represent in their turnover is not likely to jeopardize the independence of the auditors;
- to ensure the rotation of the signatories to the accounts on behalf of the firms having a large network of auditors, as the case may be, and proper time sequence between the end dates of the mandates of the two statutory auditors; and
- to ensure that the statutory auditors comply with their independence requirements.

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

- to assess, along with the persons responsible at Group level, the efficiency and the quality of the systems and procedures for internal control of the Group, to examine the significant off-balance sheet risks and commitments, to meet with the person responsible for Internal Audit, to give its opinion on the organization of the department and to be informed of its work program. The Committee shall be provided with the Internal Auditor's reports or a periodic summary of these reports;
- to examine, along with those responsible for internal audit, the objectives and plans for intervention and action in the area of internal audit, the conclusions of such interventions, the actions, recommendations and follow-up that are given to them and the amount of fees requested, where applicable, apart from the presence of the members of senior management;
- to examine the methods and results of internal audit, and verify that the procedures used shall ensure that the accounts of the Company reflect accurately the authenticity and reality of the Company and are compliant with accounting rules;
- to assess the reliability of the systems and procedures that are used for establishing the accounts, as well as the methods and procedures for reporting and handling accounting and financial information;
- to examine the methods and procedures of reporting and handling accounting and financial information coming from the subsidiaries and/or operational units;

- to be informed by the general management, or by any other means, of any claims by third parties or any internal information revealing any criticism of the accounting documents or internal control procedures of the Company, as well as of procedures implemented for this purpose and the remedies for such claims or criticisms.
- to entrust to internal audit any assignment that it deems necessary;
- to monitor the effectiveness of the Internal Audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information; and
- to regularly make itself aware of the financial situation, the cash position and any significant commitments or risks, notably through a litigation review, and to examine the procedures adopted to assess and manage such risks.

#### **With respect to monitoring the sustainability reporting process:**

- to monitor the sustainability reporting process and the performance of sustainability auditors in certifying sustainability reporting, in conjunction with the CSR Committee.

#### **Operating rules**

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

In 2024, the Audit Committee, in its operation, benefited from Company's internal competences, in particular the Group Chief Financial Officer, the Group General Secretary, the Group General Counsel, the Group Head of Internal Audit, the Group Head of Bid Control and Business risk management, the

Group Head of Investor Relations and Financial Communication, the statutory auditors who attended, as applicable and upon request from the Audit Committee Chairman, meetings of the Audit Committee, and the sustainability auditors. The Group Chief Executive Officer or Chairman and Chief Executive Officer also attended the meetings to answer any questions from the Audit Committee members. All documentation presented to the Audit Committee was communicated to the Audit Committee by the Group Chief Financial Officer several days prior to the meetings.

#### **Activities in 2024**

During the 2024 financial year, the Audit Committee met twelve times. Attendance of members to the meetings was an average of 94.44%.

During the 2024 financial year, the Audit Committee reviewed the accounting and financial documents, before their presentation to the Board; the Audit Committee also reviewed the main accounting items and methods. The Audit Committee examined the quarterly financial reports on the Group's performance, the consolidated accounts for 2023, the half yearly accounts 2024, and the draft financial press releases before their submission to the Board of Directors.

The Audit Committee was regularly informed of the conclusions of the main missions and reviewed the summary reports concerning the Internal Audit activities. The Audit Committee was informed on a regular basis of the monitoring and management of risk of the significant contracts and reviewed the updated risk mapping presented by the Group Head of Internal Audit, which included social and environmental risks. The Audit Committee also periodically reviewed the status of the declared claims and litigations and the provisions. The Audit Committee reviewed relevant sections of the Universal Registration Document. The Audit Committee was regularly informed on the status of the Group's treasury and financing needs and reviewed the significant off-balance-sheet commitments. The Audit Committee also reviewed the Group's liquidity and financing. The Audit Committee heard the intermediate and final reports of the statutory auditors concerning the annual and half-yearly accounts, as well as the reports of their other works carried out in connection with their general audit mission. The Audit Committee also supervised the selection process of sustainability auditors, whose appointment was approved by the Annual General Meeting of January 31, 2025, and the judicial appointment of Forvis Mazars designated by order of the President of the Pontoise Commercial Court, dated December 19, 2024, enabling Forvis Mazars to conduct its audit and certification work on the 2024 financial statements given the postponement of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2023. It also examined the fees and the independence of the statutory auditors.



### 4.2.4.4 The Nomination and Governance Committee's activity

#### Composition

The Nomination and Governance Committee is composed of four members, 100% of whom are independent (excluding Employee Director). The Nomination and Governance Committee is chaired by an independent member and comprises one Employee Director.

#### Mission

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

#### With respect to nominations:

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

#### With respect to corporate governance:

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

#### Selection process for candidates as independent Directors

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

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

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

#### Operating rules

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

#### Activities in 2024

During the 2024 financial year, the Nomination and Governance Committee met eight times, including one joint session with the Remuneration Committee. Attendance of members to the meetings was 100%.

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

- annual review of the composition of the Board of Directors in relation to the Board's diversity policy and proposals relating to the Board's diversity policy;
- search for a new Chairman and CEO;
- search for potential candidates for the position of Board member in light of the diversity policy defined by the Board;
- proposals to co-opt Directors, to appoint new Directors and renew the term of office at the Annual General Meeting;
- proposed composition of the Board committees taking into account changes in the Board's composition;
- proposals in connection with the review of the independence of Directors;
- proposal for the nomination of new Chief Executive Officers and Chairman and Chief Executive Officers; proposals relating to the combination or separation of roles as governance structure;
- review of the key executive officers and their succession plans;
- review and proposals relating to the talent retention policy, particularly with regard to female managers;
- review of the yearly assessment of the Board's work in 2024;
- proposed amendments to the Company's Articles of Association and to the Board of Directors' Internal Rules concerning its operation.



#### 4.2.4.5 The Remuneration Committee's activity

##### Composition

The Remuneration Committee is composed of four members, 100% of whom are independent (excluding Employee Director). The Remuneration Committee is chaired by an independent member and comprises one Employee Director in accordance with the recommendations of the AFEP-MEDEF Code.

##### Mission

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

- to formulate proposals regarding the compensation of the Chairman of the Board and the senior executive officers (amount of the fixed compensation and definition of the rules governing the variable compensation, ensuring the consistency of these rules with the annual assessment of the performances and with the medium-term strategy of the Company, as well as checking the annual application of such rules) and of the Directors;
- to review and formulate recommendations to the Board of Directors regarding the annual compensation policy for senior corporate officers;
- to contribute to the preparation of the profit-sharing policy of the staff of the Company and its subsidiaries. In particular, the Remuneration Committee's task is to formulate proposals regarding the decisions to grant options for the subscription and/or purchase of Company shares, or Company performance shares to the benefit of senior corporate officers and any or all employees of the Company and its subsidiaries;
- to formulate proposals concerning the free allocation of existing shares or those to be issued under the authorizations given by the shareholders' general meeting. It shall propose names of those who shall benefit from the share allocations, the conditions (particularly the duration of the acquisition period and of the period during which the shares must be held) and the criteria of allocation of the shares (the position of the employee at the time of the definitive allocation, conditions of the individual performance or financial performance of the Company, etc.);
- with respect to the members of the Board of Directors, to determine each year the total amount of the compensation which shall be submitted to the approval of the general meeting and the way in which such compensation shall be distributed among the members of the Board of Directors (and, as the case may be, the censor(s)), particularly taking into account the presence of the members at the Board of Directors meetings and the committees of which they are members, the level of liability incurred by the directors (and censor(s) where applicable) and the time devoted to their functions;
- to give its opinion prior to any proposal of an exceptional remuneration proposed by the Board of Directors in view of

remunerating one of its members who shall have been assigned a special task or mandate in accordance with the provisions of Article L. 225-46 of the French Commercial Code;

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

##### Operating rules

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

##### Activities in 2024

During the 2024 financial year, the Remuneration Committee met ten times, including one joint session with the CSR Committee and one joint session with the Nomination and Governance Committee. Attendance of members to the meetings was 90%.

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

- proposals relating to the determination of compensation due in respect of the 2023 financial year, in particular with regard to the achievement of performance criteria for variable compensation;
- proposals for the allocation of the Directors' compensation for 2024;
- proposals for validation of the partial achievement of the performance conditions applicable to the performance share plans dated July 27, 2021;
- proposal related to the deliveries of LTI plans;
- proposals relating to the compensation policies for the Chairman of the Board of Directors, the Directors and the Chief Executive Officer for 2024;
- proposal relating to the definition of the compensation policy applicable to the Chairman and Chief Executive Officer for 2025;
- proposals relating to the targets associated with the variable portion of the compensation of the Chief Executive Officer for 2024 and the Chairman and Chief Executive Officer for 2025;
- discussion on the setting up of a performance share plan in 2025 in favor of the Group's top management.

### 4.2.4.6 The CSR Committee's activity

#### Composition

The CSR Committee is composed of three members, out of which 100% are independent (excluding the Employee Director). The CSR Committee has been chaired by an independent Director since December 2018. The meetings of the CSR Committee are always open to the other members of the Board.

Through their training and professional experience, each member of the Committee has considerable experience and high-level expertise in corporate social responsibility (see biographies in section 4.2.3.1).

Françoise Mercadal-Delasalles has chaired the CSR Committee since January 14, 2024. She has extensive financial experience, at the crossroads of senior public service and the private sector, and has solid expertise in digital technology. Particularly sensitive to the social issues of digital transformation and inclusion, she has been appointed co-president of the National Digital Council (Conseil National Numérique) and High Advisor (Haut Conseiller). Françoise Mercadal-Delasalles led Société Générale's digital transition project. She is responsible for the deployment of the 'Digital for All' program, which is based on an ambitious project to equip employees and a vast program to support the transformation and assimilation of digital technology. She is also co-founder and President of Auxo Dynamics, a digital platform for CSR that supports companies in their transition to sustainable business models, and helps with the management of reporting in accordance with the CSRD and SEC directives.

Farès Louis is a member of the CSR Committee and brings to its work the perspective of employees, resulting from his current position within the Group as Business Developer, but also from his long experience as a staff representative both within trade unions and at the level of European and national works councils. A member of the Board of Directors since April 25, 2019, he has acquired solid expertise in governance.

Hildegard Müller is also a member of the CSR Committee. She has extensive experience in management and governance within large organizations, particularly in the energy and industrial sectors. Her career, which includes positions in major companies such as Siemens Energy, Vonovia and DEKRA SE, demonstrates her expertise in strategic development and energy transition. As a member of Vonovia's Finance, Strategy and Sustainability Committee and with her experience at the head of the BDEW (Bundesverband der Energie- und Wasserwirtschaft), she brings in-depth knowledge of CSR issues, particularly in terms of energy transition and sustainable infrastructure. She thus brings to the CSR Committee a strategic vision and valuable expertise in sustainable development and responsible governance.

#### Mission

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

receive from the Board of Directors the following assignments:

- to review the Group's corporate social responsibility strategy, in all its dimensions including Environment, Social and Governance dimensions ("ESG"), and the rollout of the related initiatives;
- to review the Group's corporate social responsibility (ESG) commitments in light of the challenges specific to the Group's business and objectives;
- to evaluate the risks and opportunities with regard to the corporate social responsibility (ESG) performance;
- to review the corporate social responsibility (ESG) policies taking into account their impact in terms of economic performance;
- to review the summary of ratings awarded to the Group by rating agencies and in extra- financial analysis, and
- in support of the Audit Committee, and to allow the Audit Committee to perform its own duties in that context as described in article 9.3.3(b)(iv) of the Board Internal Rules, to carry out preliminary works in order to monitor the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification, including:
  - to monitor the sustainability reporting process and the process used to determine the information to be published in this regard and where appropriate to make recommendation to ensure its integrity;
  - to monitor the effectiveness of internal control and risk management systems, as well as the internal audit where applicable, with regard to procedures relating to the preparation and processing of sustainability information;
  - to supervise the selection procedure for the sustainability auditors and to issue a recommendation to the Audit Committee on the sustainability auditors proposed for appointment by the Annual General Meeting, including the renewal of their term of office;
  - to monitor the performance by sustainability auditors of the mission to certify sustainability information;
  - to verify the compliance by the sustainability auditors with the conditions of independence prescribed by applicable regulations;
  - to approve, within the framework authorized by the Board of Directors, the provision by the sustainability auditors, or members of their respective networks, of services other than the certification of sustainability information to the Company and the companies that it controls directly and indirectly;
  - to present to the Audit Committee (i) the Company's draft sustainability report, and (ii) the report drawn up by the sustainability auditors, and make appropriate recommendations to the Audit Committee with respect to the conduct of the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification.

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

### Operating rules

During the meetings of the CSR Committee, the Group CSR Officer explains in depth the corporate social responsibility issues addressed by the Company and the evolution of the regulatory framework and those topics are discussed at length with the CSR Committee members. The Chair of the CSR Committee reports to the full Board very regularly on the CSR Committee's works. The CSR Committee is subject to the same general operating rules as those applicable to the other Board Committees. The CSR Committee meets as often as the Company's interest so requires. The CSR Committee works closely with the Audit Committee, in particular to monitor the process of preparing the sustainability information. The CSR Committee may, in carrying out its responsibilities, contact leading managers of the Company after notifying the Chairman of the Board of Directors or the Board of Directors itself and under the condition that it reports back to the Board of Directors. The CSR Committee may use external experts as needed.

## 4.2.4.7 The Ad hoc Committee's activity

### Composition

As of December 18, 2024, the Ad hoc Committee was composed of five members, out of which four were independent.

### Mission

As part of the study of the Group's strategic plan presented at the June 14, 2022 Capital Markets Day to separate the Group into two independent listed companies, and in accordance with the recommendations of the AFEP-MEDEF Code, the Board of Directors decided to set up an Ad hoc Committee to provide recommendations and to oversee the study and implementation of the Group's separation project by the management team as well as to supervise the work of the independent expert.

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

In view of the completion of the Company's financial restructuring on December 18, 2024, it has been decided to terminate the Ad Hoc Committee.

### Activities in 2024

During the 2024 financial year, the CSR Committee met four times, including a joint meeting with the Remuneration Committee. Attendance of members to the meetings was 83.33%.

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

- review and recommendations to the Board of Directors on the extra-financial performance statement (DPEF) for 2023 ;
- annual review of results achieved in implementing the Group's CSR strategy in 2023;
- review of the strategic CSR vision for 2024 in the light of the new CSR regulatory landscape;
- review of the new CSR regulatory landscape (CSRD, Taxonomy) and initiatives implemented within the Group to align with sustainability reporting requirements;
- review of the double materiality assessment carried out in accordance with ESRS requirements and its results, including the list of impacts, risks and opportunities identified;
- monitoring the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification;
- review and recommendations to the Board of Directors on the CSR-related performance metric included in the Chairman and CEO's variable compensation for 2025.

### Activities in 2024

During the 2024 financial year, the Ad hoc Committee met 36 times. Attendance of members to the meetings was 93.33%.

The Ad hoc Committee met to discuss the following matters in particular, with a view to issuing opinions and recommendations to the Board of Directors:

- supervision of the mandat ad hoc, the conciliation and the accelerated safeguard procedure, and of the preparation and implementation of the accelerated safeguard plan;
- monitoring of the Group's short, medium and long-term financial position and outlook;
- monitoring of liquidity position and interim financing arrangements;
- review and analysis of the Group's business plan, revised business plan and strategic orientations;
- review and analysis of bids received under the accelerated safeguard plan;
- monitoring of refinancing and closing operations;
- exchanges with General Management and with the main players involved in the restructuring and refinancing of the Group (experts, mandataire ad hoc and conciliator, advisors).

## 4.2.5 Assessment of the works of the Board of Directors

### Procedure

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

The evaluation has three objectives:

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

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

In accordance with the AFEP-MEDEF Code, the Board of Directors has undertaken since 2009 a formalized annual

assessment. The Lead Independent Director, with the support of the Nomination and Governance Committee, is responsible for overseeing the annual assessment of the performance, operation and effectiveness of the Board and its Committees.

For the 2024 financial year, the performance assessment of the Board of Directors was carried out internally, following the external assessment carried out in 2022. In line with Atos' best practices, an external assessment is carried out every three years, with the next one scheduled for 2025.

For this year's evaluation, each director received a detailed questionnaire designed to assess the Board's performance and development in line with best corporate governance practices. The questionnaire has been updated to reflect the Group's current challenges and recent developments in governance, particularly in the context of refinancing and financial restructuring.

A specific questionnaire was also provided to assess the performance of the permanent Committees (Audit, Nomination and Governance, Remuneration, and CSR) and the Ad Hoc Committee.

### Results of the 2024 assessment and recommendations for 2025

#### General assessment for 2024

#### Areas for improvement and action to be taken in 2025

##### Strategy, refinancing and restructuring

- Strategic understanding and key decisions: The Board receives sufficient information to properly understand the Group's strategy and market positioning, and to effectively assess Atos' strategy as deployed by general management, including its restructuring plan
- Supervision of financial performance and communication: The Board has sufficient information concerning the Group's financial performance and adequately controls the Group's financial communications
- Dialogue with stakeholders: The Board maintains regular and constructive exchanges with the key players in the restructuring and refinancing process, including experts, ad hoc representatives and advisors
- With the financial restructuring completed by the end of the 2024 financial year, refocus discussions on the Group's industrial strategy, competitive positioning and long-term strategic and operational objectives
- Schedule dedicated strategy sessions with contributions from business leaders, external experts, and clients
- Organize regular site visits and presentations from operational units to enhance the Board of Directors' operational insight

##### Risk Management

- Risk Identification and Management: Existing procedures for identifying, preventing and managing risks within the Group
- Report of the Audit and CSR Committees: Satisfactory reports from the Audit Committee and the CSR Committee on compliance and ethics in their respective areas. The Audit Committee dedicates sufficient time to risk-related matters and effectively reports on its work regarding risk mapping and management
- Adequate information: Appropriate information provided to the Board regarding the Group's major risks and risk management
- Regular updates on major risks and monitoring of high-risk contracts
- Systematically formalize an approach covering all types of risk, with an updated matrix for a global view
- Improve the integration of non-financial risks (contracts, clients, CSR) and ensure regular monitoring of projects and their progress

## Board performance and composition

- Access to information and constructive debates: Members receive the necessary information in a timely manner to actively participate in decision-making, and meetings encourage open and constructive discussions
- Structured governance: Well-defined key roles within the Board of Directors, including Lead Director, Vice-Chairman and Committee Chairs
- Adequate level of independence: High level of independence within the Board of Directors
- Diversity of skills: A well-balanced combination of skills and expertise within the Board of Directors to understand strategic challenges, risk management, compliance and ethics, and financial analysis
- Interaction with management: Appropriate interaction between the management team and the Board of Directors
- Committee effectiveness: Clearly defined roles within the Board's four standing Committees and the Ad Hoc Committee
- Individual involvement: Each director makes a real contribution to the work of the Board's work
- Enhance meeting dynamics by prioritizing face to face meetings for strategic decisions.
- Reinforce direct interaction with line managers, analysts and external experts to better address strategic and operational issues

## Effectiveness of Committees

- All Committees: Committee members receive comprehensive agendas and have clear definition of their respective roles and responsibilities in relation to the Board of Directors and management. Good knowledge of the guidelines and regulatory requirements relevant to their area of expertise
- All Committees: Significant impact of the Committee's recommendations on the Board's debates and decisions in key matters
- Audit Committee: Committee members identify and manage the company's key risks. Answers to the Committee's questions to financial management and/or to the head of Internal Audit provided directly and within a reasonable timeframe
- Nomination and Governance Committee: Committee members are provided with sufficient information on talent management, executive performance and succession plans to enable them to assess the skills, qualities and professional backgrounds of directors, and to evaluate their independence
- Remuneration Committee: Committee members have access to satisfactory information enabling them to make relevant recommendations, in particular on executive compensation, performance assessment and employee share ownership plans, with a notable impact on the decisions of the Board and general management
- CSR Committee: Committee members ensure effective monitoring of the Group's CSR policy, with appropriate access to the relevant managers. The Group's strategic CSR priorities - diversity, well-being in the workplace and environmental responsibility - are subject to appropriate qualitative and quantitative oversight
- Ad Hoc Committee: Committee members have access to key information on the Group's financial situation, restructuring and refinancing. They exchange information with management and the experts involved, ensuring effective follow-up and a significant impact on the Board's decisions
- Audit Committee: Continue to improve regular monitoring of risk management and compliance
- Nomination and Governance Committee: Focus on succession planning, diversity and talent development
- Remuneration Committee: Continue to improve coordination with the Nomination and Governance Committee; extend compensation controls to all levels of management
- CSR Committee: Monitor CSR initiatives and progress more frequently
- Ad Hoc Committee: It was decided to terminate the Ad Hoc Committee upon completing the financial restructuring on December 18, 2024



## Results of implementing the recommendations for 2024

Directors believe that the recommendations formulated upon completion of the 2023 assessment were duly taken into account in 2024. In particular, they were as follows:

Topic	Recommendations for 2023	Progress made in 2024
<b>Strategy and Knowledge of Atos' Business</b>	<ul style="list-style-type: none"> <li>Involve more business managers in presentations, and/or members of the scientific community to provide diverse perspectives.</li> <li>Continue to improve the quality of reports to the Board with key performance indicators, including customer satisfaction.</li> </ul>	Efforts were made to improve the Board's understanding of Atos' business. Further progress is needed to ensure sustained focus on strategic oversight and business knowledge.
<b>Risk Management</b>	Increase the number of meetings focused on Corporate Social Responsibility to continue to address risk-related concerns.	The importance of CSR is recognized. An additional area for improvement would be to adopt a more structured approach to integrating CSR within the broader risk framework.
<b>Board Performance and Composition</b>	Continue to improve the Board performance through diverse skill sets, particularly by promoting the following research: finance, risk management, technology and services	Since the last Board evaluation, the composition of the Board has been renewed. The newly co-opted directors meet the objectives set by the Board and enhance its expertise across key areas: technology, cybersecurity, finance, leadership, risk management, governance, CSR, climate, and employees/HR/communication.
<b>Committees</b>	<ul style="list-style-type: none"> <li><b>Audit Committee:</b> increase the frequency of meetings, especially pertaining to CSR.</li> <li><b>Nomination and Governance Committee:</b> plan a dedicated session on succession planning.</li> <li><b>Remuneration Committee:</b> continue to improve the transparency and process for the determination of the CEO's compensation; regular updates on proxy advisors' policies on compensation matters; participate to conferences on this matter locally and internationally.</li> <li><b>CSR Committee:</b> one member proposed to give more focus on the monitoring of diversity and well-being at work.</li> </ul>	<ul style="list-style-type: none"> <li><b>Audit Committee:</b> 12 meetings in 2024 vs 9 in 2023. The new audit leader has been seen as a significant improvement, bringing a strong mindset and the willingness to address issues effectively. CSR is now more integrated into discussion.</li> <li><b>Nomination and Governance Committee:</b> a session dedicated to succession planning was organized</li> <li><b>Remuneration Committee:</b> progress has been made in a very challenging context with multiple CEO changes and the subsequent implementation of various compensation policies.</li> <li><b>CSR Committee:</b> diversity and well-being at work were discussed by the Committee.</li> </ul>



## **4.2.6 General Management and Leadership Team**

### **4.2.6.1 General Management**

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

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

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

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

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

Until January 31, 2025, Jean-Pierre Mustier was Chief Executive Officer of the Company while retaining his directorship, thus ensuring an orderly and efficient transition. In particular, he oversaw the implementation of the accelerated safeguard plan.

### **Chairman and Chief Executive Officer's biography**

The biography of the Chairman and Chief Executive Officer is presented in section 4.2.3.1 of this Universal Registration Document.

### **4.2.6.2 Group Leadership as of March 2025**

The Chairman and Chief Executive Officer has set up a Leadership Team whose composition reflects the Group's organizational structure.

The Leadership Team is responsible for reviewing operational management, coordinating project management and implementing Atos SE's strategy, with the aim of turning around the Group.

Comprising 20 senior executives, it meets on a weekly basis. For more information on its composition, please refer to section 9.2.2 of this Universal Registration Document.