

Convening Notice

2020 Combined Shareholders' Meeting

Convening notice

Tuesday June 16, 2020

at 2:00 pm

Auditorium – River Ouest

80 quai Voltaire

95870 Bezons



Combined Shareholders' meeting of June 16, 2020

Addendum to the Brochure

COVID-19 Warning:

In the current context of health emergency, and in order to limit the spread of COVID-19, the Company's Board of Directors decided during its meeting held on May 22, 2020, to hold the Annual General Meeting on June 16, 2020 behind closed doors, without the physical attendance of the shareholders and other persons entitled to attend.

Therefore, the terms and conditions to participate to the General Meeting are amended and shareholders will only be able to vote remotely and prior to the General Meeting.

No admission card ("carte d'admission") will be issued. Shareholders are invited to vote in advance or to grant a proxy to the Chairman of the Meeting:

- ▶ by logging on the Votaccess secure platform before 3 p.m. on Monday June 15, 2020 (Paris time),
- ▶ or by sending back by mail the voting form duly completed and signed before Friday June 12, 2020.

Shareholders can also grant a proxy to a third party; these proxies will be processed in accordance with article 6 of the decree no. 2020-418 of April 10, 2020.

In order for the General Meeting to remain a special opportunity for dialogue between the management and the shareholders of the Company, the General Meeting will be webcasted on the Company's website and available for replay in the section dedicated to the General Meeting.

As the General Meeting will be held behind closed doors, the shareholders are invited to send their questions in writing along with a share account registration certificate, preferably by email (assemblee.generale@atos.net) before the General Meeting and no later than June 10, 2020. It will not be possible to ask questions orally, amend resolutions or propose new resolutions during the meeting.

The detailed terms and conditions to participate to the General Meeting are specified in the convening notice (*avis de convocation*) published in the Official Bulletin (*Bulletin Officiel des Annonces Légales*) of Friday May 29, 2020.

Shareholders are invited to regularly consult the updates in the section of the website dedicated to the General Meeting <https://atos.net/en/investors/annual-general-meeting>.



Message from the Chairman of the Board of Directors

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Atos SE, it is my pleasure to invite you to the Annual General Meeting of the Company which will be held on Tuesday June 16, 2020 at 2:00 pm.

From a strategic perspective and regarding the financial results, 2019 was a very important year for our Company. The total revenue reached € 11,588 million, up +1.4% organically, and the operating margin rose to € 1,190 million, i.e. 10.3% of revenue, compared to 9.8% in 2018 at constant scope and exchange rates. Order entry reached € 12.2 billion and a full qualified pipeline amounted to € 7.4 billion, compared to € 6.9 billion at the end of 2018, demonstrating our business dynamism.

These positive results reflect the Company's strategic vision. The acquisition of Syntel in the second half of 2018 was a major event in the Company's progress towards creating a comprehensive digital transformation company, which has world-class technology, an obsessive outcome-based focus and the agility to deliver exceptional results for our customers. The sale of Atos' stake in Worldline has given the Company increased financial flexibility to develop its strategic ambitions, while enhancing shareholder returns.

In the era of Data Management, and despite the Covid-19 crisis, Atos is well positioned, as far as technological skills are concerned, based on its outstanding expertise, and also commercially through its increased customer centricity thanks to the Spring program launched earlier this year, and also financially through its strengthened balance sheet, to contribute to the post-crisis reconstruction, to benefit from the many opportunities it is facing and, in consequence, to drive shareholder and stakeholder value. I am convinced that Atos will emerge from the crisis stronger than ever, ready for the next step keeping in mind its values.

Atos' strategic intentions are underpinned by its sense of purpose, its *raison d'être*, which was presented to shareholders in 2019. It is the Company's sense of purpose to contribute fully and actively to making the digital space safe, secure and sustainable for our customers and all who work in the Company, in line with its stated fiduciary and social responsibility.



During 2019, Atos received a number of awards for its efforts in sustainability and its willingness to provide transparent, standardized and commonly accepted indicators. This transparency is a long-standing commitment by Atos to its clients, employees, shareholders and the communities in which it operates. It is a critical time for the technology industry, for the environment and for society as a whole which makes this commitment as important as ever.

This General Meeting will be the opportunity to present you with the Group's activity report for the financial year 2019, to vote in particular on the 2019 financial statements, and to renew the delegations of authority to the Board of Directors to perform financial operations. Moreover, several amendments to the Company's Articles of Associations will be proposed in order to strengthen our governance and for our Articles of Association to comply with the Pacte law and the Soihili law.

As it is the case every year, this General Meeting will be a special moment in your Company's life. Any shareholder may participate regardless of the number of shares he/she owns. However, in the current health context and in order to fight against the spread of Covid-19, the organization of the Annual General Meeting may change. Shareholders are invited to regularly consult the section dedicated to the Shareholders' Meeting on the Company's website and are reminded that they may vote by mail or by Internet without physically attending the Meeting.

I thank you for the trust you have shown to the Atos Group as well as for the attention you will give to the enclosed proposed resolutions.

Bertrand MEUNIER

Chairman of the Board of Directors



Message from the CEO

What were Atos' highlights in 2019?

2019 was the year of Atos repositioning as a pure digital player with the acquisition of Syntel and the disengagement from Worldline, while enhancing shareholder return in particular with the distribution of € 2.3 billion of Worldline shares and by reimbursing the Group debt.

We also ended the year on a strong note, with an organic growth above +2% in the fourth quarter. These results were notably driven by an acceleration of our performance in Cloud, and in Big Data and Cybersecurity across the year. From a financial perspective, we also improved our operational profitability in 2019 and delivered a solid free cash flow exceeding 600 million euros. I am proud of the dedication of the Atos teams in attaining such a performance.

I believe that this strong performance is a reflection of our particular ability, both as a Company and as individuals, to associate technological excellence and industry-specific expertise, in order to deliver innovation to support our customers' end-to-end digital transformation with a superior user experience.

It is precisely what demonstrated our 110,000 colleagues across the globe during the Covid-19 crisis by providing outstanding reaction to our clients' challenges through the implementation of the "Always Ready" program which combines the Group's solutions specifically geared to the current situation. As international leader in digital transformation, we have also mobilized our technological leadership, our skills and our innovation resources to participate to the global effort against Covid-19.

Today, our minds and efforts are focused towards the post-Covid period as we are actively preparing the "new normal" - this new era which will witness an acceleration of the specific needs for our clients, in particular Data Platforms, Cybersecurity, Cloud migration, Digital Workplace and Decarbonization, that we have embedded into our "Future Ready" portfolio of solutions.

How do you see this next step? What can be expected for 2020?

The Group is strongly positioned to navigate through this crisis thanks to strong and longstanding relationships with its clients in all sectors, and also thanks to resilient activities and to a solid balance sheet which offers a strong financial flexibility. However, we will succeed mainly thanks to the enthusiasm and the aim of our teams to continue to take our Company to the next level.



With the launch of Spring transformation plan, the Group is moving to an Industry approach, developing and attracting the highest level of expertise in each Industry, reshaping its portfolio of offerings as well as its go-to-market to serve our customers even better.

To make this transformation a success, we invest in our people - we help our employees acquire new digital skills, to achieve relevant certifications for our clients and elevate the "employee experience". We invest in technologies, including bolt-on acquisitions targeted in key offerings of our portfolio. Last but not least, we invest in our multiple partnerships and alliances.

What will be the key trends of 2020 and beyond?

The first trends are adaptability and innovation: our clients' needs evolve at a brisk pace and it will be amplified by the impacts of the Covid-19 crisis. They all need a partner with the capabilities and flexibility to anticipate and adapt. This need for adaptability applies to every area of their business, from remote collaboration across the globe to smarter production sites. Second trend: the company as a platform - the development of digital platforms has become a must-have in most industries. These platforms support the explosion of business-critical applications, many of which require local processing of data.

Both trends serve one common goal: being able to deliver a superior customer experience – the experience of their customers – which includes the ability to bring them innovation in real time. Both trends share a common prerequisite: security, in the broadest possible sense. It encompasses cybersecurity and data privacy, but also data portability, assuring them that they do not depend on a single technology provider, particularly when it comes to the Cloud.

Finally, the tidal wave which is even more amplified by the current crisis is the wave of decarbonization. Our clients are increasingly eager to join forces with a partner who can support them on this path, and accelerate their journey towards being sustainable, carbon-neutral companies, even aiming at positive carbon impact.

Atos is ideally positioned to seize the opportunities brought by all those key trends and to enhance value creation for its shareholders and all its stakeholders.

Elie GIRARD

Chief Executive Officer

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The ATOS group in 2019

FY 2019 Key financial figures

Organic growth

+1.4%

vs +0.4% in 2018

Operating margin rate

+9.8%

vs +9.8% in 2018

Free cash flow

€0.6bn

Book to bill

106%

121% in Q4

Normalized diluted EPS*

€7.74

Total headcount

108,317

* From continuing operations

Key ESG indicators for 2019

20.97

tCO2 emissions / m€ revenue

reduced by **-24%** since 2015

31%

% of women within Atos

+3 points since 2015
Industry comparable: 29%
to 32%

51,376

New Digital certifications

vs **40,316** in 2018
leading to **177,100** end of 2019

59%

Great Place To Work

+9 points since 2015
in the first quartile of Digital
industry

Revenue was € 11,588 million, +1.4% organically, particularly led by the Cloud performance and Big Data & Cybersecurity.

Operating margin was € 1,190 million, representing 10.3% of revenue, compared to 9.8% in 2018 at constant scope and exchange rates. Each Division contributed to the operating margin increase, Infrastructure & Data Management benefitting from automation and the RACE program, Business & Platform Solutions from the cost synergies with Syntel, Big Data & Cybersecurity from the topline growth. Finally, corporate central costs were reduced thanks to continued efforts on expense optimization.

In a year with much less contracts coming for renewal, the commercial dynamism of the Group was particularly high in 2019 with order entry reaching € 12.2 billion, representing a book to bill ratio of 106% compared to 111% in 2018 at constant rate. During the fourth quarter, the book to bill reached 121%.

Net income from continuing operations Group share was € 414 million, and Normalized net income from continuing operations Group share reached € 834 million. Basic and diluted EPS both reached € 3.84 and Normalized basic and diluted EPS both reached € 7.74.

Free cash flow reached € 605 million in 2019, excluding € 37 million of one-off items related to the Optional Exchangeable Bonds (OEB)¹⁾.

Net debt was -€ 1.7 billion at the end of 2019 reflecting the free cash flow generated during the year, the sale of Worldline shares in November 2019, the acquisition of IDnomic during the year, the dividends paid in cash and the share buy-back to deliver performance shares.

1) €500 million zero coupon bonds due 2024 exchangeable into Worldline shares issued by Atos on November 6, 2019.

The ATOS group in 2019

2019 performance by Division

Infrastructure & Data Management: Accelerated transition to hybrid cloud and digital workplace

Infrastructure & Data Management revenue was € 6,321 million, down -0.6% at constant scope and exchange rates. The Division managed to turn back to growth in the third quarter 2019 and continued the positive trend, achieving +0.3% organically during the fourth quarter. Thanks to a successful commercial dynamic further to all the actions implemented in the last 18 months, North America pursued its growth in the fourth quarter.

The Division pursued its business model transformation by increasing the share of revenue in Hybrid Cloud Orchestration, in Digital Workplace and in Transformation Services projects and continued the digital transformation of its main clients through automation and artificial intelligence.

Regarding FY 2019, Financial Services posted a double-digit growth, mainly fueled by the ramp-up of significant contracts in North America, notably with CNA Financial Corporation, and in the United Kingdom with Aegon, National Savings & Investments and Aviva, which have more than compensated one large contract not renewed in 2018 in North America.

Telcos, Media & Utilities grew thanks to additional sales achieved with BBC in the United Kingdom, new logos notably with National Grid and Entergy Corporation in North America, as well as the ramp-up of the contracts with Scottish Water in the United Kingdom and with a Spanish mobile telco operator. In France, the activity was challenging with businesses not repeated in Utilities compared to Q4 last year. The Industry performed a strong activity in Unified Communication & Collaboration in Benelux & The Nordics and in the Other Business Units while the situation was more challenging in Germany.

Manufacturing, Retail & Transportation slightly stepped back, facing the effects of the non-renewal of a contract with Marriott International in North America in 2018, a strong reduction of activity in Unified Communication & Collaboration in several geographies such as North America and Benelux & The Nordics, as well as volumes reduction and contract ramp downs in Germany. The Industry benefitted from the ramp-up of several contracts signed in North America during the year which partially offset the above effects.

The situation in Public Sector remained challenging, mostly in the United Kingdom impacted by the Transition & Transformation phases completed last year as well as lower volume. Operating margin in Infrastructure & Data Management was € 614 million, representing 9.7% of revenue. The increase of +40 basis points was mainly driven by strong cost saving actions including the RACE program across geographies as well as the adaptation of the Group workforce in several countries, in particular in Germany which benefited from the effects of the acceleration of the adaptation plan launched in H1.

In the United Kingdom, the operating margin was affected in H2 by contractual price constraints in Business Process Outsourcing (BPO).

Business & Platform Solutions: Syntel synergies generated but softness in some industries

Business & Platform Solutions revenue reached € 4,216 million, +0.9% at constant scope and exchange rates in 2019. The activity was contrasted over the year, with a first semester at +2.3% organic growth while the Division was slightly down at -0.5% over the second semester. Indeed, Business & Platform Solutions faced tensions in Financial Services in North America both in Q3 and Q4. The reduction of the number of low margin contracts implemented in H1 2019 at the time of the transfer of contracts under Syntel management impacted the revenue organic growth both in Q3 and Q4. Finally, towards the end of the year, growth was impacted by a slowdown in the Automotive industry in Germany.

Regarding FY 2019, growth was strong in Manufacturing, Retail & Transportation, which benefitted from good performance in almost all geographies. In particular, a solid growth was recorded thanks to the application management services contract with Siemens in Germany, S4HANA engagements in Austria, ramp-up of contracts such as Philips in Benelux & The Nordics, as well as increased volumes in the United Kingdom.

Revenue in Financial Services slightly grew mainly thanks to a contract with a large insurance company in the United Kingdom as well as cloud business with an insurance company in Benelux & The Nordics and ramp-up of contracts in Germany, while the situation remained challenging in France and in North America which was impacted by volume reductions.

The Division posted a slight decrease in Telcos, Media & Utilities. Indeed, higher volumes with Italian and Spanish utilities strongly supported the performance in this Industry while the situation was more challenging in Germany impacted by the ramp-down with one large customer in application management.

The situation was more contrasted in Public & Health which performed an increased activity for digital projects in France as well as new contracts in Italy and in Iberia. Conversely, it faced volume reduction in healthcare in North America due to migrations delivered last year to hospitals which were not repeated as well as project completions in the United Kingdom.

Operating margin was € 492 million, representing 11.7% of revenue, an improvement of +10 basis points. Syntel synergies contributed positively to the Division margin improvement at the level expected. Operating margin improvement achieved in the first semester slowed down in the second half, due to the slow-down of the revenue organic growth of the Division, the ramp down in Germany of a high margin application management contract with one large customer, as well as some cost overruns in Atos legacy contracts.

Big Data & Cybersecurity: Very strong revenue growth in H2 led by a strong demand for High Performance Computing and Cybersecurity services

Revenue in Big Data & Cybersecurity was € 1,050 million, up +18.3% organically, maintaining a strong performance all over the year and pursuing the extension of the Division's markets both in terms of industries served and geographies.

Big Data activity performed a very high growth, mainly coming from the ramp-up of large contracts in France with notably Météo-France, a French research institute and a Ministry, in Germany with HRLN Supercomputing Service and Forschungszentrum Jülich, in the United Kingdom with the European Centre for Medium Range Weather Forecast, and in Benelux & The Nordics with notably CSC in Finland. It largely compensated for the non-repeated high level of product sales performed last year in North America. Cybersecurity activities were supported by new business opportunities in North America combined with good performance in Benelux & The Nordics which largely offset revenue from licenses not repeated this year in the United Kingdom. The overall performance of the Division was also driven by mission critical systems thanks to solid performance recorded in Central Europe.

Operating margin was € 149 million, representing 14.2% of revenue broadly stable compared to 2018. All in all, the Division generated a solid profitability from operations while continuing to invest in Research & Development and commercial investment on offerings in both Cybersecurity and Big Data solutions. Operating margin was high in growing geographies such as France, Benelux & The Nordics and Other Business Units, while North America benefited from a favorable revenue mix.

Commercial activity

The commercial dynamism of the Group was particularly high in 2019 with order entry reaching € 12.2 billion, representing a book to bill ratio of 106% compared to 111% in 2018 at constant rate. During the fourth quarter, the book to bill reached 121%.

Several large new contracts were signed over the period in Infrastructure & Data Management, which contributed to growth in Hybrid Cloud and Digital Workplace. In particular, large order entries were recorded in North America with a leading healthcare company, with National Grid, the NG911 contract with the State of California and with Entergy. In addition, Germany closed several major deals notably with BASF and Itergo, whereas Benelux & The Nordics concluded a large contract in the Public & Health sector. Business & Platform Solutions signed new contracts notably in Benelux & The Nordics such as Fortum within Manufacturing, Retail & Transportation and a Dutch insurance company within Financial Services. Big Data & Cybersecurity pursued its strong commercial dynamics, fueled by a large win in the United Kingdom with the European Centre for Medium-Range Weather Forecast and in France with Météo France as well as in Germany with Bayer.

Full backlog increased to € 21.9 billion from € 21.4 billion at the end of 2018, representing almost 1.9 years of revenue. The full qualified pipeline reached € 7.4 billion compared to € 6.9 billion at the end of 2018.

Operating income and net income

Operating income reached € 660 million in 2019, compared to € 630 million in 2018, resulting from the following items:

Staff reorganization amounted to €-100 million with the acceleration of the adaptation of the Group workforce in several countries. The increase in 2019 came mostly from the specific plan in Germany.

Rationalization costs were €-34 million resulting from the closure of office premises and data center consolidation, mainly in North America and France.

Integration and acquisition costs amounted to €-41 million and were mainly related to the integration costs of Syntel to generate synergies as well as migration and standardization of internal IT platforms from previous acquisitions.

€-157 million were recorded as Purchase Price Allocation amortization, compared to €-107 million in 2018. Syntel customer relationships and technologies amortization was €-67 million in 2019.

Equity based compensation plans amounted to €-73 million in 2019 compared to €-36 million in 2018, the small amount recorded in 2018 reflected the lower performance and the decrease in the number of shares granted in 2018.

In 2019, other items increased from € -40 million to € -125 million. Most of the increase came from:

- ▶ the sale of Worldline shares in November 2019. From an accounting standpoint, the book value of the Worldline shares was the valuation at the time of the distribution of the shares on May 7 (stock price at € 54.7) plus the portion of Worldline net income from May to October. As the sale of Worldline shares was fixed at € 53, the Group recorded a loss of €-53 million in its consolidated financial statements net of costs of disposal;
- ▶ the settlement signed with a large telco operator in Germany over H2 2019 led to the recognition of a one-time charge of € 23 million.

Net financial expense amounted to €-208 million for the period compared to €-67 million for 2018. The increase mainly came for circa €-50 million from additional interest expenses to finance Syntel acquisition, € -54 million related to the part of the Optional Exchangeable Bonds which is treated as a derivative from an accounting standpoint and €-27 million of lease liability interests further to the first time application of IFRS 16. Finally, foreign exchange was of €-4 million compared to a gain of €+4 million last year.

The ATOS group in 2019

The tax charge was €82 million corresponding to an annualized Effective Tax Rate (ETR) of 18.2%.

Due to the deconsolidation of Worldline, non-controlling interests are no longer significant for the Group.

Share of net profit of associates accounted for under equity method amounted to € 47 million coming from the contribution of Worldline since May 1, 2019.

As a result, the Group reported a net income from continuing operations Group share of € 414 million for 2019, representing 36% of Group revenue.

The net income from discontinued operation Group share amounted to € 2,986 million and was made of the contribution from Worldline net result from January 1, 2019 to April 30, 2019 and of the net gain on distribution of Worldline shares net of costs to distribute (after tax). This net gain was € 2,931 million.

Both basic EPS Group share from continuing operations and diluted EPS Group share from continuing operations were at € 3.84.

The normalized net income from continuing operations Group share excluding unusual, abnormal and infrequent items (net of tax) was € 834 million, representing 7.2% of Group revenue for the period, compared to € 803 million, representing 7.5% of Group revenue in 2018.

Both normalized basic EPS from continuing operations and normalized diluted EPS from continuing operations were at € 7.74 compared to € 7.57 for both in 2018.

Free cash flow

Operating Margin before Depreciation and Amortization (OMDA) was € 1,802 million representing 15.5% of revenue, compared to 11.4% in 2018 (before application of IFRS 16).

Reorganization, rationalization and associated costs, and integration and acquisition costs reached € -173 million compared to € -146 million in 2018, in line with the Group objective to maintain these costs at 1% of the revenue of the year plus the costs to implement the synergies with Syntel as well as the transformation plan in Germany.

Capital expenditures amounted to € -324 million, representing 2.8% of revenue compared to 3.5% in 2018, reflecting the evolution of the business mix of the Group with a significant increase of the Business & Platform Solutions as part of the result of the Syntel integration, and the increasing use of Cloud compared to classic infrastructures.

The Change in working capital requirement was € -130 million. The DSO ratio reached 47 days compared to 46 days at the end of December 2018 excluding Worldline. The level of trade receivables sold with no recourse to banks with transfer of risks as defined by IFRS9 remained at the same level as at December 31, 2018.

Cash out related to tax paid reached € -99 million, up from the prior year, mainly due to Syntel scope.

The cost of net debt increased to € -64 million compared to € -30 million in 2018 mainly due to the new financing structure further to the acquisition of Syntel in October 2018.

Finally, Other changes amounted to € -25 million, compared to € -37 million in 2018. The 2019 number included a positive one-off effect of € 37 million related to the issuance of OEB (derivative instrument net of fees). The remaining amount increased year on year due to pension and early retirement programs in France and in Germany, break-up fees related to supplier contract terminations already disclosed in H1, global transformation programs and foreign exchange impacts.

As a result, free cash flow reached € 605 million (€ 642 million free cash flow reported under IFRS including € 37 million of one-off items related to the OEB) compared to € 451 million in 2018 (without Worldline).

Net cash evolution

Net acquisitions / disposals in 2019 amounted to €+625 million, mainly coming from the Accelerated Bookbuilding Offering of Worldline shares on the market for €+780 million in November 2019, reduced by costs of disposal and tax, as well as the costs related to the May 2019 distribution in kind of Worldline shares to Atos shareholders. The main acquisitions are IDnomic and X-Perion.

Capital increases mostly related to proceeds from the employee share plan totaled €+18 million in 2019.

In 2019 the Group performed a share buy-back for €-113 million to deliver performance shares to beneficiaries.

The cash-out for the payment of dividend on 2018 results was €-58 million.

Finally, mainly due to the British Pound decrease versus Euro, foreign exchange rate fluctuation effect on debt or cash in foreign currencies totaled €-14 million.

As a result, the Group net debt position as of end of 2019 was €-1,736 million compared to €-2,837 million at the end of 2018.

Human resources

The total headcount was 108,317 at the end of 2019 compared to 122,110 at the end of 2018. This evolution is strongly impacted by a -11,514 headcounts scope impact mainly related to the deconsolidation of Worldline.

Excluding this scope effect, the staff decreased by -1.9% accompanying and anticipating the effect of automation and robotization mainly in Infrastructure & Data Management and to a lesser extent in Business & Platform Solutions.

During the year, the Group hired 18,516 staff (of which 94% direct employees). Hiring was mainly achieved in "Other Business Units" (representing 66% of all direct hiring), notably in offshore/nearshore countries such as India and Poland.

Attrition rate was 15.1% at Group level, of which 20.6% in offshore/nearshore countries, stable compared to 2018.

Moving the Group to an Industry approach

As of 2020, the Group initiates a transformation, called "SPRING", aiming at reshaping its portfolio of offerings, reinforcing its go-to-market approach, and setting-up an Industry led organization.

In this context, six Industries are created:

- ▶ Manufacturing;
- ▶ Financial Services & Insurance;
- ▶ Public Sector & Defense;
- ▶ Telecom, Media & Technology;
- ▶ Resources & Services;
- ▶ Healthcare & Life Sciences.

At the same time, the Company gathers Global Business Units into 5 Regional Business Units (RBU), each of them under a single leadership:

- ▶ North America;
- ▶ Central Europe: former Germany, and Central & Eastern Europe excluding Italy;
- ▶ Northern Europe: former United Kingdom & Ireland, and Benelux & The Nordics;
- ▶ Southern Europe: former France, Iberia, and Italy;
- ▶ Growing Markets: former Asia-Pacific, South America, and Middle East & Africa.

Starting Q1 2020, revenue will be reported by Industry and by Regional Business Unit. Starting H1 2020, operating margin will be also reported by Industry and by Regional Business Unit. In order to facilitate the transition period, the Group will also report by Division the revenue in Q1 2020 and in Q2 2020.

2020 objectives post Covid-19

As the 2020 objectives disclosed on February 19, 2020 took place before the impact of the Covid-19 pandemic, the Group updated its three objectives for the full year 2020 on April 22, 2020, based on the current macroeconomic scenario of a progressive recovery over H2 2020 and 2021, as well as the management's daily discussions with Group customers:

- ▶ Revenue organic evolution: between -2% and -4% (versus c. +2% pre Covid-19);
- ▶ Operating margin rate: 9% to 9.5% of revenue (versus +20 bps to + 40 bps above 2019 (10.3% reported) pre Covid-19);
- ▶ Free cash flow: € 0.5 billion to € 0.6 billion (versus c. € 0.7 billion pre Covid-19)²⁾.

The Group suspends its targets for 2021, the last year of the three-year plan presented at the Investor Day held on January 30, 2019. The Group will present its vision as well as its mid-term targets at the 2020 Analyst Day (date to be rescheduled).

²⁾ This assumes no change in sales of receivables compared to December 31, 2019, as per previous objective pre Covid-19.

The Board of Directors

The Board of Directors as from January 28, 2020



Bertrand Meunier*

Chairman of the Board of Directors of Atos SE



Farès Louis***

Business Developpeur



Elie Girard

Chief Executive Officer of Atos SE



Cedrik Neike

Member of the Managing Board of Siemens AG and CEO Smart Infrastructure



Vivek Badrinath*

Chief Executive Officer of Vodafone Towers Europe



Colette Neuville*

Chairman (founder) of the ADAM



Nicolas Bazire*

General Manager of Groupe Arnault SE



Aminata Niane*

International Consultant



Valérie Bernis*

Company Director



Lynn Paine*

John G. McLean Professor of Business Administration, Harvard Business School, Senior Associate Dean for International Development



Jean Fleming**

Leadership Coach



Vernon Sankey*

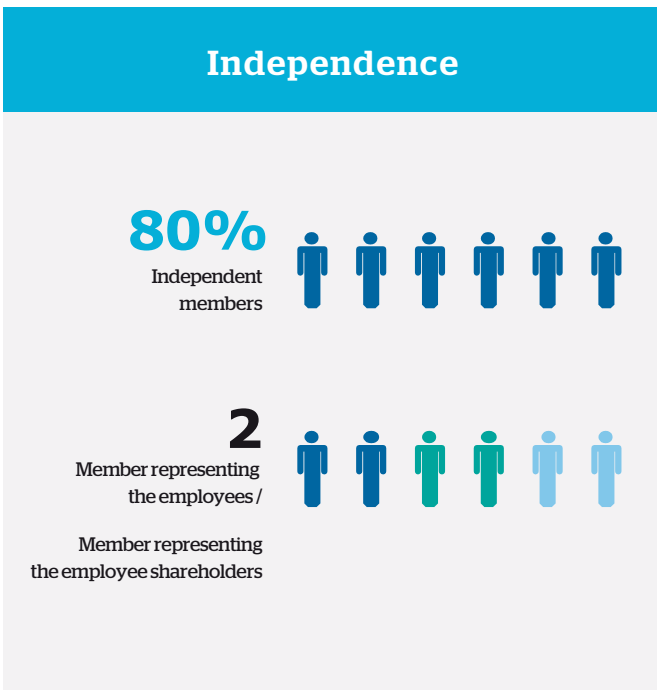
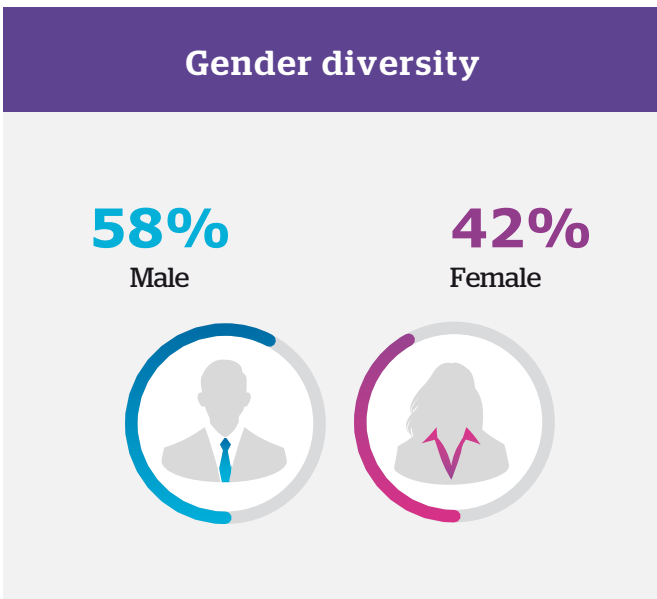
Officer in companies

* Independent Director

** Director representing the employee shareholders

*** Employee Director

Gouvernance structure as from January 28, 2020



Agenda

Ordinary items

1. **Approval of the Company financial statements** for the financial year ending December 31, 2019
2. **Approval of the consolidated financial statements** for the financial year ending December 31, 2019
3. **Allocation of the net income** for the financial year ending December 31, 2019
4. Ratification of the appointment of a director: Mr. **Elie GIRARD**
5. Ratification of the appointment of a director: Mr. **Cedrik NEIKE**
6. Renewal of Mr. **Nicolas BAZIRE** as member of the Board of Directors
7. Renewal of Ms. **Valérie BERNIS** as member of the Board of Directors
8. Renewal of Ms. **Colette NEUVILLE** as member of the Board of Directors
9. Renewal of Mr. **Cedrik NEIKE** as member of the Board of Directors
10. Election of a Director representing employee shareholders - Appointment of Ms. **Jean FLEMING**
11. **Renewal of Grant Thornton's term** of office as statutory auditors
12. **Acknowledgment of the termination of IGEC's term of office** as substitute statutory auditors
13. **Approval of the separation agreement between Worldline SA and Atos SE** in accordance with the procedure referred to in article L. 225-38 of the French Commercial Code
14. **Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Thierry BRETON, Chairman and Chief Executive Officer until October 31, 2019
15. **Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board as from November 1, 2019
16. **Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Elie GIRARD, Deputy Chief Executive Officer from April 2, 2019 until October 31, 2019
17. **Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2019 or awarded under the same financial year to Mr. Elie GIRARD, Chief Executive Officer as from November 1, 2019
18. **Approval of the information relating to the compensation of the company officers** referred to in article L. 225-37-3 I of the French Commercial Code
19. **Approval of the compensation policy** applicable to Directors
20. **Approval of the compensation policy** applicable to the Chairman of the Board of Directors
21. **Approval of the compensation policy** applicable to the Chief Executive Officer
22. **Authorization to be granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

Extraordinary items

23. **Authorization granted to the Board of Directors** to reduce the share capital by cancelling treasury shares
24. **Delegation of authority to grant to the Board of Directors** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities while maintaining preferential subscription rights
25. **Delegation of authority to grant to the Board of Directors** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights
26. **Delegation of authority to grant to the Board of Directors** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights
27. **Delegation of powers to the Board of Directors** to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital
28. **Delegation of authority to grant to the Board of Directors** to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights
29. **Delegation of authority to grant to the Board of Directors** to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items
30. **Delegation of authority to grant to the Board of Directors** to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a Company saving plan as employees and executive officers of the Company and its affiliated companies
31. **Delegation of authority to grant to the Board of Directors** to increase the Company's share capital by issuing shares reserved for certain categories of persons with the removal of preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans
32. **Authorization given to the Board of Directors** to grant free shares to the employees and executive officers of the Company and/or its affiliated companies
33. **Amendment of article 16 of the Articles of Association** - Legal compliance regarding the second Employee Director
34. **Amendment of articles 20 and 26 of the Articles of Association** to replace the use of the terms "directors' fees" by "compensation"
35. **Amendment of article 18 of the Articles of Association** - Written consultation of the Board of Directors
36. **Legal compliance with article 10 of the Articles of Association** relating to declarations of threshold crossings as per Company's Articles
37. **Powers**

How to participate to our General Meeting?

Warning

In the current health context, shareholders might not be authorized to physically participate to the General Meeting and are invited to regularly consult the section dedicated to the General Meeting on the Company's website: <https://atos.net/en/investors/annual-general-meeting>

In such a case, shareholders might be prevented from on the resolutions submitted to the Company's General Meeting voting during the Meeting and may only be allowed to vote by mail, by filling in the voting form and sending it back to the Company no later than Friday June 12, 2020, or by using Votaccess through their respective financial intermediaries until Monday June 15, 2020 at 3pm (Paris time). The shareholders would also be allowed to give a proxy to a person of their choice or to the Chairman of the General Meeting. In any case, shareholders are encouraged to vote by mail.

The Company also reminds that in accordance with article L. 225-108 of the French Commercial Code, the shareholders shall be allowed to raise questions, in writing, as from the date of publication of the notice of meeting and until the fourth business day before the date of the General Meeting. The Company shall answer these questions.

How to participate to our General Meeting?

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

- ▶ by **participating personally**;
- ▶ by **voting by mail**;
- ▶ by **voting online**;
- ▶ by **being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice**, under the conditions provided for in article L. 225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

Conditions to participate to this Meeting:

- ▶ the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the General Meeting, i.e. on Friday June 12, 2020, at 0.00 Paris time.
- ▶ the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the General Meeting, i.e. on June 12, 2020, at 0.00 Paris time by sending to the Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 or to the registered offices of the Company - Atos SE, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares ("attestation de participation") delivered by their bank or broker. It is specified that the date of delivery of the certificate shall range between the second business day before the General Meeting and the day of the General Meeting.

A Procedure to participate to the General Meeting

If you will attend the General Meeting personally

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

If you are the owner of **registered shares**, please:

- ▶ send the form attached to the notice of meeting in the "T envelope" enclosed (**tick the A box**, date and sign at the bottom of the form), or
- ▶ log onto the website www.sharinbox.societegenerale.com using your login information previously received; or
- ▶ you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;

If you are the owner of **bearer shares**, please :

- ▶ request from your bank or broker that an admission card be addressed to you; or
- ▶ log onto your bank or financial broker's web portal using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose bank or broker has adhered to the system.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators from Monday to Friday, between 8:30 am and 6:00 pm Paris time from France and from the other countries at +33 (0) 825.315.315 (cost: 0.15€/min including VAT).

How to participate to our General Meeting?

If you cannot attend the General Meeting

▶ You have the possibility to:

- ▶ **Vote** or **give proxy** online;
- ▶ **Vote** or **give proxy** by postal mail.

A. Vote or give proxy by internet

Vote online

Atos SE gives shareholders access to a dedicated online voting website ahead of the General Meeting under the following conditions:

▶ Owners of registered shares :

You should log onto the secure www.sharinbox.societegenerale.com website using your usual previously communicated login information. You should then select the Atos SE Shareholders' Meeting in your list of transactions in progress on the home page. Follow the instructions and then click on "Vote" in the voting rights section. You will then be redirected automatically to the voting website. If you have lost or forgotten your login information, simply click on "Get your codes" on the login page.

▶ Owners of bearer shares:

You should log onto the web portal of your bank or broker, with your usual login information, to connect to the Votaccess site and vote. You simply click on the icon displayed on the line corresponding to your Atos SE shares. You will only be able to vote in this way if your bank or broker is a member of the Votaccess system.

.....
*The Votaccess website will be open from **9:00 a.m. on May 29, 2020 until 3:00 p.m. on June 15, 2020 (Paris Time)**. To avoid overloading the dedicated site, and all the more this year as the sanitary context modifies the terms of conditions to hold general meetings, we recommend that you do not wait until the last day to vote.*

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

In accordance with article R. 225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any other person of your choice) or withdraw a proxy electronically by logging onto the www.sharinbox.societegenerale.com website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to

connect to the Votaccess site as described above, and this no later than June 15, 2020 at 3 p.m. (Paris time).

If your bank or broker is not a member of the Votaccess system, you can give or withdraw proxy by sending an e-mail under the conditions set out in item B) below.

B. Vote or give proxy by postal mail

On the proxy form, enter your surname, first name and address (or if your name and address are already printed, check that they are correct), and date and sign the form.

- ▶ **If you would like to vote by postal mail:** Tick the Box "*I vote by post*" and follow the instructions set out in the "How to fill in your form" part hereafter.
- ▶ **If you would like to give proxy to the Chairman of the Meeting:** Tick the Box "*I hereby give my proxy to the Chairman of the General Meeting*" and follow the instructions set out in the "How to fill in your form" part hereafter.
- ▶ **If you would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:** Tick the Box "*I hereby appoint*" and follow the instructions set out in the "How to fill in your form" part hereafter.

How to participate to our General Meeting?

Pursuant to the provisions of article R.225-79 of the French Commercial Code, the form for designating or revoking the proxy holder may be addressed by electronic means according to the following process:

▶ Registered shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: assemblee.generale@atos.net, a scanned copy of the proxy form signed and indicating your first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.

▶ Bearer shareholders:

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: assemblee.generale@atos.net, a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "attestation de participation" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by email) to Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS (32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 or by email).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest on June 12, 2020, and no notification shall be taken into account on the day of the Meeting.

Votes by postal mail or by proxy shall only be taken into account if the forms are dully filled and signed (with the justification of share ownership enclosed), received at:

▶ Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 ; ou

▶ The Company's registered offices - Atos SE, Legal and Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex ;

at the latest on June 12, 2020.

By exception to the provisions of article R.225-85 of the French Commercial Code, a shareholder who shall already have voted by mail, sent a proxy, or asked for his/her admission card for the Meeting, with or without the "attestation de participation", shall be able to select another means of participation to the meeting, provided his instruction is received by the Company in due time as provided by applicable law.

How to participate to our General Meeting?

How to fill in your form?

The voting form and the way to fill in the form have changed since the Annual General Meeting held in 2019. You are invited to follow the instructions specified on this form, together with the specifications transcribed below.

You will attend the General Meeting personally:

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

You will not attend the General Meeting personally:

You would like to vote by postal mail :

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

You would like to give proxy to the Chairman :

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

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

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

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

Important : To be taken into account, the dully filled in and signed voting form shall be received at the registered offices of the Company or by Société Générale no later than **June 12, 2020**.

Please take into account the **mailing delays** resulting from the current sanitary crisis.

A To attend the General Meeting personally: Tick here

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

C Resolutions not agreed by the Board: if applicable

D Resolutions proposed during the meeting: Fill out this box

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

F You wish to give proxy to an identified person: tick here and fill out this person's information

H Date and sign here

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

How to participate to our General Meeting?

B You wish to transfer your shares prior to the General Meeting, after having voted by mail, sent a proxy or requested an admission card or an « *attestation de participation* »

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

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

C You wish to send a written question

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on June 10, 2020:

- ▶ at the registered offices, **by registered letter with acknowledgement of receipt** to the Chairman of the Board of Directors, Atos SE, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France; or
- ▶ to the following email address: assemblee.generale@atos.net.

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

The written questions may be answered directly on the Company's website, at the following address: www.atos.net, in the "Investors" section.

D How do you come to the General Meeting?

The Annual General Meeting of June 16, 2020 shall start at 2:00 pm sharp. Accordingly, you are requested:

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

Before entering, you will be invited to comply with the social distancing measures implemented by the Company to take into account the sanitary conditions resulting from the Covid-19 pandemic.

Warning:

Considering the sanitary conditions resulting from the Covid-19 pandemic, the public transport schedule is subject to variation. We advise you to **visit the devoted websites of the SNCF and of the RATP**



By public transportation

Public transports schedules are subject to variations for instance in the event of a strike. We advise you to visit the dedicated websites of the SNCF and of the RATP

► **Tramway T2** - From Paris Porte de Versailles to Pont de Bezons via La Défense Grande Arche (From 5:30 am to 1 am the next day)

- From 7 to 10 am and from 4 to 8 pm: a train every 4' to 6'
- From 10 am to 4 pm: a train every 9'
- Before 7 am and after 8 pm: a train every 9' to 15'
- After 10 pm: a train every 15'
- After 11 am: a train every 20'

It is important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262.

► RATP lines

- RATP Bus 262
From Maisons-Laffitte (RER A) / Pont de Bezons
- RATP Bus 272 RATP Bus 367
Argenteuil station /Sartrouville Gare de Rueil station (RER A) / Pont de Bezons via Nanterre Université



Taking the A86 by car

► **From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise.

► **From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot

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

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

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

The parking is open for your convenience.

Report of the Board of Directors on the resolutions

Ordinary items

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

Approval of the Company and consolidated financial statements for the financial year ending December 31, 2019

1st and 2nd resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2019. The management report on the 2019 financial year is included in the 2019 Universal Registration Document of the Company filed with the AMF on March 3, 2020.

2 Resolutions regarding the renewal of mandates

Renewal of the mandates of Directors

4th to 10th resolutions

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

Since the 2019 Annual General Meeting, the composition of the Board of Directors has been modified as a result of the following events:

	Departure	Appointment	Renewal
Board of Directors	Marie-Christine LEBERT (04/25/2019) Thierry BRETON (10/31/2019) Roland BUSCH (01/17/2020) Jean-Louis GEORGELIN (02/18/2020)	Vivek BADRINATH ¹⁾ Jean-Louis GEORGELIN ²⁾ (04/30/2019) Farès LOUIS ³⁾ (04/25/2019) Elie GIRARD ⁴⁾ (12/16/2019) Cedrik NEIKE ⁶⁾ (01/28/2020)	Thierry BRETON ⁵⁾ Aminata NIANE ¹⁰⁾ Lynn PAINE ¹⁰⁾ Vernon SANKEY ⁵⁾ (04/30/2019)
Audit Committee	Roland BUSCH (01/17/2020)	Vivek BADRINATH (02/18/2020)	N/A
Nomination and Remuneration Committee	N/A	N/A	N/A
CSR Committee	Marie-Christine LEBERT (04/25/2019)	N/A	N/A

1) For 2 years.

2) Jean-Louis GEORGELIN was appointed as censor for 1 year.

3) Farès LOUIS will serve for the remainder of Marie-Christine LEBERT's term of office, i.e. until 2020 Annual General Meeting.

4) Elie GIRARD will serve for the remainder of Thierry BRETON's term of office, i.e. until 2022 Annual General Meeting.

5) For 3 years.

6) Cedrik NEIKE will serve for the remainder of Roland BUSCH's term of office, i.e. until 2020 Annual General Meeting.

Report of the Board of Directors on the resolutions

Composition of the Board of Directors

As of the date of this notice of meeting, the Board of Directors is composed of 12 members as indicated below:

		Personal information			Experience		Position on the board			Membership in committees ⁽³⁾ (And other office)	
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies ⁽⁴⁾	Independence	Date of first appointment ⁽²⁾	End of term of office		Seniority on Board
Chairman	Bertrand MEUNIER	64	M	French/British	14 000	0	YES	02/10/2009	AGM 2021	11	Audit, N&R
Chief Executive Officer	Elie GIRARD	42	M	French	51 632	0	NO	12/16/2019	AGM 2022	0	N/A
Directors (L225-17 CCom)	Vivek BADRINATH	50	M	French	500	1	YES	04/30/2019	AGM 2021	1	Audit
	Nicolas BAZIRE	62	M	French	1 040	4 ⁽⁴⁾	YES	02/10/2009	AGM 2020	11	N&R ★
	Valérie BERNIS	61	F	French	505	0	YES	04/15/2015	AGM 2020	4	CSR ★
	Cedrik NEIKE	47	M	French/German	500	1	NO	01/28/2020	AGM 2020	0	N/A
	Colette NEUVILLE	83	F	French	1 012	1	YES	04/13/2010	AGM 2020	9	N/A
	Aminata NIANE	63	F	Senegalese	1 012	0	YES	05/27/2010	AGM 2021	9	Lead Independent Director
	Lynn PAINE	70	F	American	1 000	0	YES	05/29/2013	AGM 2021	6	Audit, CSR
Vernon SANKEY	71	M	British	1 296	0	YES	02/10/2009	AGM 2022	11	Audit ★, CSR	
Director representing the employee shareholders (L225-23 CCom)	Jean FLEMING	51	F	British	1496	0	NO	05/26/2009	AGM 2020	10	N&R
Employee Director (L225-27-1 CCom)	Farès LOUIS	58	M	French	0	0	NO	04/25/2019	AGM 2020	1	N/A

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

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

3) N&R : Nomination and Remuneration Committee, Audit : Audit Committee, CSR : CSR Committee

4) Mr. BAZIRE undertook to resign from his office as Director of Suez in 2020

★ Chairman of Committee

In this context:

- (i) the temporary appointments of Elie GIRARD and Cedrik NEIKE as Directors must be ratified by this Annual General Meeting; and
- (ii) the terms of office as Directors of Nicolas BAZIRE, Valérie BERNIS, Jean FLEMING, Farès LOUIS, Cedrik NEIKE and Colette NEUVILLE expire at the end of this General Meeting.

In accordance with the recommendations of the AFEP-MEDEF Code, Article 14 of the Articles of Association provides for a gradual renewal of terms of office by rotation for one-third of the members of the Board of Directors. Consequently, the proposed renewals of terms of office are for different durations in order to ensure this gradual renewal.

Proposals for ratification of temporary appointments

4th and 5th resolutions

It is proposed that you ratify the following temporary appointments as Directors made by the Board of Directors:

Resolution n°	Concerned Individual*	The board of Directors motivations	Term of office**
4	Elie GIRARD (replacing the vacant seat of Thierry BRETON)	In line with the market practices, the Board decided to co-opt the Chief Executive Officer of the Company as a Director in order to help the Board to shape the Company's strategic orientations.	3 years expiring at 2022 Annual General Meeting
5	Cedrik NEIKE (replacing the vacant seat of Dr. Roland BUSCH)	The Board decided to coopt Cedrik NEIKE, member of the Siemens' Managing Board and CEO of Smart Infrastructure at Siemens, in accordance with the agreements signed with Siemens within the framework of the acquisition of Siemens Information Technology Services, which included the possibility for Siemens to nominate a candidate for the position of Director of the Company. In view of Mr. NEIKE's current background, skills and responsibilities, the Board approved this proposal.	1 year expiring at this Annual General Meeting

* Additional information on the candidates to the Board of Directors, including attendance rates, can be found in pages 62 à 68 of the brochure.

** The term of office corresponds to the remainder of the predecessor's term of office.

Report of the Board of Directors on the resolutions

Proposals for renewal of terms of office

6th to 9th resolutions

The Board of Directors has examined its composition with regard to its policy of diversity, notably in terms of skills and professional experience within the Board, and has decided, on the recommendation of the Nomination and Remuneration Committee, to propose to this Annual General Meeting the following renewals of terms of office, taking into account the appointment in 2020 of a Director representing employee shareholders and two employee Directors, for a term of three years in the case of the latter:

Resolution n°	Concerned Individual*	The board of Directors motivations	Term of office**
6	Nicolas BAZIRE	Nicolas BAZIRE is Chairman of the Company's Nomination and Remuneration Committee. He supervised the succession plan that led to the change in governance of the Company following the departure of Thierry BRETON and the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer. His independence was confirmed during the Board meeting held on December 16, 2019. In view of the strategic role he played, and the experience he can bring to this transition, the Board therefore wishes to renew Mr. BAZIRE's term of office.	1 year
7	Valérie BERNIS	Valérie BERNIS was appointed Chairman of the Corporate Social and Environmental Responsibility Committee created in December 2018, due to her extensive professional experience on these subjects. The Committee is expected to play an increasing role in making recommendations to the Board in accordance with the wishes of the Board itself as expressed during the assessment of the Board's work. Her independence was confirmed during the Board meeting held on December 16, 2019. Accordingly, the Board wishes to renew the mandate of Mrs. BERNIS.	2 years
8	Colette NEUVILLE	The Board wishes to continue to benefit from Colette NEUVILLE's experience in corporate governance resulting from her various mandates within associations for the protection of minority shareholders and investors as well as member of boards of Directors of listed companies. Her independence was confirmed at the Board meeting held on December 16, 2019. Consequently, the Board wishes to renew the term of office of Mrs. NEUVILLE.	2 years
9	Cedrik NEIKE	During its meeting held on January 28, 2020, the Board co-opted Cedrik NEIKE as a Director for the remaining term of office of Dr. Roland BUSCH, who resigned (i.e. until the end of this General Meeting). Cedrik NEIKE is a member of the Managing Board of Siemens and CEO of Smart Infrastructure at Siemens. His candidacy was proposed by Siemens in accordance with the agreements signed within the framework of the acquisition of Siemens Information Technology Services, which included the possibility for Siemens to nominate a candidate for the position of Director of the Company. In view of Mr. NEIKE's current background, skills and responsibilities, as well as his very recent co-optation, the Board wishes to propose the renewal of his term of office.	3 years

* Additional information on the candidates to the Board of Directors, including attendance rates, can be found in pages 62 to 68 of the brochure.

** Pursuant to the Articles of Association, the terms of office being between 1 and 3 years can be implemented in order to achieve an annual rotation of the members of the Board of Directors.

Election of a Director representing employee shareholders

10th resolution

The term of office of Jean FLEMING, Director representing employee shareholders, expires at the end of this Annual General Meeting. Mrs. FLEMING had been appointed for 3 years by the 2017 Annual General Meeting.

No candidate for her replacement has been proposed by the Supervisory Board of the Atos Stock Plan Mutual Fund; a process for the election of new members of the Supervisory Board has been initiated in order to be an incentive for new candidates for this position for a future Annual General Meeting. The Board of Directors of the Company wished nevertheless to maintain the presence of a Director representing employee shareholders, and decided to designate Jean FLEMING as a candidate for renewal of her functions, given her experience and the quality of her contribution to the work of the Board.

Mrs. FLEMING's term of office would be renewed for a period of 2 years, expiring at the end of the 2022 Annual General Meeting, in order to contribute to the gradual renewal of the terms of office within the Board of Directors. Additional information on Jean FLEMING's candidacy can be found in page 68 of the brochure.

Statutory auditors: renewal of a term of office and acknowledgement of the expiration of another term of office

11th and 12th resolutions

The statutory auditors are, by law, entrusted with a general mission of control and supervision over the Company. In particular, in complete independence, they must certify that the accounts (company and consolidated accounts) of the closed financial year, submitted to your approval, are true and accurate. Under current legislation, the Company must designate at least two incumbent statutory auditors, independent from one another. As of this day, the two incumbent statutory auditors are Deloitte & Associés and Grant Thornton.

Report of the Board of Directors on the resolutions

Proposal to renew the term of office of Grant Thornton

Grant Thornton' term of office as incumbent statutory auditors was renewed for a duration of six (6) years by the 2014 Annual General Meeting. Its term of office shall expire at the end of this Annual General Meeting.

After careful review, the Company's Audit Committee recommended the Board of Directors to propose the renewal of Grant Thornton' term of office as incumbent statutory auditors.

The Board of Directors approved this proposal and recommends that, under the 11th resolution, you decide in favor of the renewal of Grant Thornton's term of office for six (6) years in accordance with the law. The term of office would expire at the end of the 2026 Annual General Meeting.

Proposal not to renew I.G.E.C.

Before the so-called "Law Sapin 2" n°2016-1691 came into force, the Company was compelled to appoint substitute statutory auditors to replace the incumbent statutory auditors in case of refusal, obstacle, or resignation of the latter. Since law "Sapin 2" came into force, on December 11, 2016, the designation of a substitute statutory auditor is not required anymore, and the Company may decide neither to renew nor to replace a substitute statutory auditor whose term of office is expiring.

Under the 12th resolution, it is proposed to acknowledge the expiration of I.G.E.C.'s term of office as substitute statutory auditors at the end of this Annual General Meeting, and to decide not to replace it. The term of office of the second substitute auditor which ended on the 2018 Annual General Meeting was not renewed.

3 Resolutions regarding the approval of a related-party transaction

Approval of the separation agreement between Worldline SA and Atos SE in accordance with the procedure referred to in art. L 225-38 of the French Commercial Code

13th resolution

The Board of Directors request, under the terms of the 13th resolution, that you approve the separation agreement between Worldline SA and Atos SE.

The companies Atos S.E. ("Atos") and Worldline S.A. ("Worldline") entered into a separation agreement on May 6, 2019, following the authorization granted during the Board of Directors meeting held

on April 30, 2019 after the Annual General Meeting. This agreement contractually transcribes the various aspects regarding the allocation of the costs related to the distribution of Worldline shares by Atos SE to its shareholders (representing 23.5% of the share capital), which led to the deconsolidation of its former subsidiary, and allocates in a coordinated way their separation activities, in particular in the areas such as intellectual property rights, procurement activities, group processes and procedures, migration and integration of IT systems, security, offshore resources, insurance, real estate sub-leasing, parent guarantees and data protection. This agreement also provides the method of allocation of any additional costs in respect of the activities identified.

Out of the total initially estimated at 291 million euros of separation costs, mainly IT costs, it was agreed that Atos would support 18.2 million euros in 2019 and Worldline would support 10.9 million euros in 2020. At the end of 2019, these separation costs was reassessed in particular regarding the IT planning and amounted to 37.8 million euros (mostly IT costs). As full and final settlement of the conventional split of the separation costs, Atos SE incurred a total of 22.5 million euros in 2019, part of which was paid directly to Worldline. The balance of reassessed separation costs remains with Worldline; No costs are left with Atos as of January 1, 2020.

The conclusion of this agreement is in the interest of the Company because an agreement allows the good governance of the project which requires the clarification of the roles of each of the two companies, as well as the identification and definition of the various costs that the separation operation involves for each companies. Then, the agreement determines a fair and balanced distribution according to the benefit they obtain respectively from each of the concerned budget items. Lastly, it allows to certain technical and business cooperation and help to ensure a high level of operational continuity for both companies, including through retention of the employees benefiting from long-term incentive instruments issued by the other party, provided that the initial performance conditions are achieved.

4 Approval of the compensation of company officers for the year 2019

Sections G.3.2 and G.3.3 of the 2019 Universal Registration Document form an integral part of the Corporate Governance report of the Company and submit information mentioned in paragraph I of article L.225-37-3 of the French Commercial Code on company officers' compensation for the year 2019. We request you, pursuant to article L. 225-100 II of the French Commercial Code, to approve this information in the scope of the **18th resolution** of this General Meeting.

In accordance with article L. 225-100 III of the French Commercial

Report of the Board of Directors on the resolutions

Code, we request you to approve, specifically, the fixed, variable, long-term and exceptional elements making up the aggregate compensation and advantages of all kinds paid for the financial year that ended on December 31, 2019, or awarded for that same year:

- ▶ to **Thierry BRETON, Chairman and Chief Executive Officer** until October 31, 2019, under the **14th resolution** (cf. sections G.3.2.3 and G.3.2.5 to G.3.3 of the 2019 Universal Registration Document) ;
- ▶ to **Bertrand MEUNIER, Chairman of the Board** from November 1, 2019, under the **15th resolution** (cf. sections G.3.2.2 and G.3.2.5 to G.3.3 of the 2019 Universal Registration Document) ;
- ▶ to **Elie GIRARD as Deputy Chief Executive Officer** from April 2, 2019 to October 31, 2019, under the **16th resolution** (cf. sections G.3.2.4 1. and G.3.2.5 to G.3.3 of the 2019 Universal Registration Document) ;
- ▶ to **Elie GIRARD as Chief Executive Officer** from November 1, 2019, under the **17th resolution** (cf. sections G.3.2.4 2. and G.3.2.5 to G.3.3 of the 2019 Universal Registration Document).

Summary of the information relating to the compensation of the company officers referred to in para. I of the article L.225-37-3 of the French Commercial Code

18th resolution

As complement to the information supplied with regards to resolutions 14 to 17, Directors' elements of compensation due for the financial year 2019 and these paid during financial year 2019 for the financial year 2018 are presented below.

	2019 (in euros)	
	Paid ^(a)	Owed ^(b)
Vivek Badrinath	N/A	25,979
Nicolas Bazire	45,500	47,500
Valérie Bernis	36,500	43,500
Thierry Breton	-	-
Roland Busch	32,000	36,000
Jean Fleming ⁽¹⁾	35,000	38,000
Jean-Louis Georgelin	N/A	14,240
Elie Girard	N/A	-
Marie Christine Lebert ⁽²⁾	N/A	N/A
Farès Louis ⁽³⁾	N/A	N/A

Bertrand Meunier	49,250	98,333 ⁽⁴⁾
Colette Neuville	39,500	37,500
Aminata Niane	41,000	62,500
Lynn Paine	41,750	49,000
Pasquale Pistorio	59,000	-
Vernon Sankey	48,500	66,500
Total	428,000	519,052

N/A: Non applicable

(a) Compensation paid in 2019 for the year 2018

(b) Compensation owed for the year 2019

(1) Ms. Jean Fleming, Director representing the employee shareholders is employed by the Atos Group.

(2) Ms. Marie-Christine Lebert, Employee Director up until April 25, 2019, was employed by the Atos Group. The Employee Director does not receive Directors' compensation.

(3) Mr. Farès Louis, Employee Director as from April 25, 2019, is employed by the Atos Group. The Employee Director does not receive Directors' compensation.

(4) The amount allocated to Mr. Bertrand Meunier takes into account his mandate as Director, member of the Audit Committee, Member of the Nomination and Remuneration Committee and his mandate as Chairman of the Board of directors.

Mr. Thierry Breton and Mr. Elie Girard declined to receive any Directors' compensation for the year 2019.

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Thierry BRETON, Chairman and Chief Executive Officer until October 31, 2019

14th resolution

Mr. Thierry Breton was appointed Chairman of the Management Board on November 16, 2008 and was Chairman and Chief Executive Officer from February 10, 2009 to October 31, 2019, when he resigned from his mandates (to claim his mandatory retirement benefits) within the Company as noted by the Board of Directors.

The Board of Directors acknowledged, during its meeting on October 31, 2019, upon recommendation of the Nomination and Remuneration Committee, the consequences of his departure according to the compensation policy approved by the Annual General Meeting on April 30, 2019 under the 17th resolution as stated in the table below:

Report of the Board of Directors on the resolutions

	2019 (in euros)
Fixed compensation	1,166,667
Variable compensation	0
Fringe benefits	11,773
Value of options granted during the year	0
Value of performance shares granted during the year	0
Total	1,178,440
Fixed component	100%
Variable component*	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

* Mr. Thierry Breton has waived all of his potential or due variable compensation

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board of Directors as from November 1, 2019

15th resolution

Mr. Bertrand Meunier was appointed Chairman of the Board of Directors with effect from November 1, 2019, following the Board's decision to separate the offices of Chairman of the Board and Chief Executive Officer.

The Board of Directors had not taken any decision regarding the setting of the compensation of the Chairman of the Board of Directors upon his appointment in the absence of a policy concerning his office, although article L. 225-37-2 of the French Commercial Code provides that in the event of exceptional circumstances, the Board of Directors may derogate from the implementation of the compensation policy provided this position remains temporary, in line with the company's interests and necessary to ensure the company's continuity or viability.

On that basis, the Board of Directors held on December 16, 2019, decided, upon the proposal of the Nomination and Remuneration Committee, to grant Mr. Bertrand Meunier an exceptional compensation, deducted from the 2019 envelope of the Directors' compensation, amounting to € 43,833 as compensation for the additional work relating to his duties as Chairman of the Board of Directors for the last two months of 2019.

Mr. Bertrand Meunier did not receive any variable annual or pluriannual compensation for the year 2019 and did not receive any fringe benefits nor any other element of compensation.

Mr. Bertrand Meunier received the amount of € 54,500 for his duties as Director.

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Elie GIRARD, Deputy Chief Executive Officer from April 2 to October 31, 2019

16th resolution

Mr. Elie Girard served as Deputy Chief Executive Officer from April 2 to October 31, 2019. The compensation policy for the Deputy Chief Executive Officer was approved by the Annual General Meeting held on April 30, 2019 under the 26th resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Elie Girard comply with this policy.

	2019* (in euros)
Fixed compensation	347,727
Variable compensation	316,230
Fringe benefits	3,479
Value of options granted during the year	106,101
Value of performance shares granted during the year	751,180
Total	1,524,717
Fixed component	23.0%
Variable component	77.0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

* Amounts corresponding to the period from April 2 to October 31, 2019. These amounts do not include the compensation paid to Mr. Elie Girard by virtue of his employment contract within the Atos Group for the period from January 1 to April 1, 2019. For information purposes, Mr. Elie Girard received over this period, in respect of the year 2019, a fixed compensation of € 102,478, a variable compensation of € 70,000 and an amount of fringe benefits of € 1612. In addition, he received when he resigned from his employment contract, an amount of € 37,016 to compensate the loss of accrued annual leave for 2019 and previous years.

Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Elie GIRARD, Chief Executive Officer as from November 1, 2019

17th resolution

Mr. Elie Girard was appointed Chief Executive Officer as from November 1, 2019. On October 31, 2019, the Board of Directors set, upon the proposal of the Nomination and Remuneration Committee, the 2019 compensation terms for Mr. Elie Girard as Chief Executive Officer in compliance with the compensation policy approved by the Annual General Meeting on April 30, 2019 under the 17th resolution.

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As part of its recommendations regarding compensation terms, the Nomination and Remuneration Committee relied on a market positioning study for similar positions in CAC 40 companies, carried out by an independent specialized firm. It took into account several other factors, including the career path and the profile of the new Chief Executive Officer, the complexity and the span of control of the position in relation to the Group's strategic ambitions and the internal transformation projects to lead. On this basis and in accordance with the compensation policy, the Nomination and Remuneration Committee proposed to align the global compensation of the Chief Executive Officer with the market median, with a fixed part aligned with the first quartile, thus placing emphasis on the variable compensation in the compensation package. The maximum share of equity-based compensation at around 50% of the global compensation has been kept unchanged in order to maintain the balance between short-term and long-term incentives.

	2019* (in euros)
Fixed compensation	150,000
Variable compensation	183,430
Fringe benefits	994
Value of options granted during the year	0
Value of performance shares granted during the year	0
Total	334,424
Fixed component	45.2%
Variable component	54.8%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

* Amounts corresponding to the period from November 1 to December 31, 2019.

5 Approval of the compensation policy of company officers as from the year 2020

In the scope of the 19th, 20th and 21st resolutions, you are asked, in accordance with article L. 225-37-2 II of the French Commercial Code, to approve, with respect to each category of company officers, the compensation policy applicable to them, as decided by the Board of Director on recommendation of the Nomination and Compensation Committee. These policies are entirely submitted in section G.3 of the 2019 Universal Registration Document, which form an integral part of the Corporate Governance report, and are synthetically submitted below.

Pursuant to article L. 225-37-2 III of the French Commercial Code, in the event of exceptional circumstances, the Board of Directors may derogate from the implementation of the compensation policy

provided this derogation remains temporary, in line with the company's interests and necessary to ensure the company's continuity or viability. The Board of Directors may, upon the proposal of the Nomination and Remuneration Committee, implement these provisions to adjust and, if applicable, amend the performance conditions set under Section G.3 of the 2019 Universal Registration Document, applicable to the compensation elements of the Chief Executive Officer for year 2020, to take into account of the non-measurable consequences of the economic crisis triggered by Covid-19 epidemic, and sanitary actions implemented in Countries where the activities of Atos Group are located.

As mentioned in the Company's press release dated April 22, 2020, the Chairman of the Board of Directors and the Chief Executive Officer have decided to reduce by 30% their compensation during the three-month period from March to May 2020. It is specified that this reduction applies to the fixed and variable portions of Mr. Elie Girard's compensation (Mr. Bertrand Meunier does not receive variable compensation).

Approval of the compensation policy applicable to Directors

19th resolution

In the scope of the 19th resolution, you are requested to approve the compensation policy applicable to the Directors (cf. sections G.3.1.1 and G.3.1.2 of the 2019 Universal Registration Document).

General principles of the compensation policy applicable to Directors

In accordance with the resolution voted by the shareholders at the Annual General Meeting held on April 30, 2019, the annual envelope of Directors' compensation was set at € 800,000 for the members of the Board of Directors for financial year 2019 and for subsequent financial years until further decision of the General Meeting.

The rules for allocating Directors' compensation are set by the Board of Directors, based on a proposal from the Nomination and Remuneration Committee. In addition to the increase of the envelope, the Board, during its meeting held on March 18, 2019, decided to modify the principles for allocating the envelope of Director's fees according to the following objectives:

- (i) increase in the variable portion of the compensation, the payment of which depends on the attendance rate of Directors at meetings;
- (ii) increased compensation for the chairs of the various committees, in particular the Chair of the Audit Committee.

In accordance with the allocation rules that were decided, for the year 2019, and for subsequent years until modification of the compensation policy on this matter, the allocation of the total amount of Directors' compensation shall be based on the following principles:

Report of the Board of Directors on the resolutions

- ▶ for the Board of Directors:
 - a fixed annual compensation of € 20,000 per Director, as well as a variable compensation of € 2,500 per meeting attended by the Director;
 - the Lead Independent Director receives an additional fixed compensation of € 20,000 per year;
 - The Censor receives a fixed annual compensation of € 10,000 and a variable compensation of € 2,500 per attended meeting.
- ▶ for the Committees, the compensation depends on the attendance to the meetings:
 - € 3,000 per meeting attended by the Chair of the Audit Committee;
 - € 2,000 per meeting attended by the Chairs of the other Committees (Nomination and Remuneration Committee and CSR Committee),
 - for other members of the Committees, € 1,000 per meeting attended by each member;
- ▶ The Board may decide that successive meetings held on the same day shall be equivalent to one meeting for the calculation of Directors' compensation;
- ▶ For the purpose of calculating the Directors' compensation, the Board may consider the existence of a single meeting, in the event that several meetings held on different days but within a short period of time are related;
- ▶ The Employee Director(s) do(es) not receive any compensation for the exercise of that mandate.

Directors are reimbursed of expenses incurred as part of their mandate, in particular, travel and accommodation.

No Director receives any compensation for any mandate held in Group companies other than Atos SE, save for the Employee Director or the Director representing the employee shareholders. The Employee Directors and the Directors representing the employee shareholders receive a salary from the relevant Company subsidiary by virtue of their employment agreement, which is not related to the performance of their mandate as Directors of the Company.

Approval of the compensation policy applicable to the Chairman of the Board of Directors

20th resolution

In the scope of the 20th resolution, you are requested to approve the compensation policy applicable to the Chairman of the Board of Directors (cf. sections G.3.1.1 and G.3.1.3 of the 2019 Universal Registration Document).

General principles of the compensation policy applicable to the Chairman of the Board of Directors

Mr. Bertrand Meunier was appointed Chairman of the Board of Directors with effect as of November 1, 2019, following the Board's decision to separate the offices of Chairman of the Board and Chief Executive Officer.

The term of office of the Chairman of the Board is two years and will expire at the 2021 Annual General Meeting.

The mandate of the Chairman of the Board of Directors may be terminated at any moment by the Board of Directors.

Mr. Bertrand Meunier is not bound by any employment agreement with the Company or any other group Company.

The Board of Directors had not taken any decision regarding the setting of the compensation of the Chairman of the Board of Directors upon his appointment in the absence of a policy concerning his office.

The Board of Directors, met on December 16, 2019 and February 18, 2020, and on the recommendations of the Nomination and Remuneration Committee, approved the compensation policy for the Chairman of the Board of Directors, which is submitted to the approval of this Annual General Meeting. The Board of Directors has taken into account the additional missions, which it has entrusted to the Chairman of the Board of Directors under its internal rules after having obtained the opinion of an Ad hoc Committee of the Board of Directors. The Board of Directors heard the recommendations of an Ad hoc Committee made up of four independent Directors (Mr. Vernon SANKEY as Chairman, Ms. Aminata NIANE, Ms Colette NEUVILLE, and Ms Lynn PAINE) to review the missions entrusted with the Chairman of the Board of Directors pursuant to the separation of offices.

The objective of the compensation policy for the Chairman of the Board of Directors is to offer a transparent, competitive and motivating global compensation consistent with market practices. To preserve the independence of his judgment on the action of the executive management of the Company, the compensation of the Chairman of the Board of Directors does not include any variable component depending on long- and short-term performance.

After examination of similar mandates among other CAC 40 companies, the Board of Directors took the following into account in order to set the structure and the amount of the Chairman's compensation:

- ▶ the absence of a pre-existing executive corporate officer mandate;
- ▶ the specific missions entrusted to the Chairman of the Board in addition to his legal missions.

In accordance with the objectives of the compensation policy, the following principles were adopted by the Board of Directors on the recommendation of the Nomination and Remuneration Committee:

Report of the Board of Directors on the resolutions

What we do

- A single fixed annual compensation based on the comparable market practices
- Provision of a secretariat and an office
- Reimbursement of expenses incurred in connection with his missions

What we do not do

- No additional Director's compensation.
- No exceptional compensation
- No severance payment, i.e. indemnities or rights due or likely to be due as a result of the termination or change in function of company executive officers
- No commitment corresponding to indemnities in return for a non-competition clause
- No attendance fees for functions and mandates held in Group companies
- No additional pension scheme beyond the basic and supplementary mandatory schemes.

Approval of the compensation policy applicable to the Chief Executive Officer

21st resolution

In the scope of the 21st resolution, you are requested to approve the compensation policy applicable to the Chief Executive Officer (cf. sections G.3.1.1 and G.3.1.4 of the 2019 Universal Registration Document).

General principles of the compensation policy applicable to the Chief Executive Officer

The compensation policy for the Chief Executive Officer applies to the current Chief Executive Officer, Mr. Elie Girard, as well as to any newly appointed company executive officer (as Chief Executive Officer or Deputy Chief Executive Officer).

Mr. Elie Girard was appointed Chief Executive Officer on November 1, 2019 and Director on December 16, 2019. His mandate as Director will be subject to ratification by this Annual General Meeting under the 4th resolution, and if ratified, his mandate will expire at the end of the Annual General Meeting to be held in 2022. The duration of his mandate as Chief Executive Officer will be aligned with the duration of his mandate as Director. The Chief Executive Officer may be removed from office at any time by the Board of Directors. Mr. Elie Girard is not bound by any employment contract with the Company or any other entities within the Group.

The Chief Executive Officer's compensation policy aims to support the Company's strategy and to align the Chief Executive Officer's long-term interests with those of the shareholders by:

- ▶ offering a transparent, competitive and motivating global compensation consistent with market practices,
- ▶ establishing a close link between performance and short-term and long-term compensation,

- ▶ including CSR criteria in long-term variable compensation, that directly participate in the company's social and environmental strategy,
- ▶ retaining and involving employees in the long-term performance of the company.

The global compensation structure is thus designed according to a "pay-for-performance" approach, focusing on the variable part over annual and multiannual terms.

In accordance with the objectives of the compensation policy, the following principles were adopted by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee:

What we do

- Preponderance of the variable components in the short and long term
- Nature and weighting of performance criteria according to strategic priorities
- Precise, simple, and measurable objectives closely linked to Company's objectives as disclosed to the shareholders
- No variable compensation when the minimum achievement thresholds are not reached
- Cap on variable compensation in the event of outperformance
- Balance between cash and equity-based compensation
- Participation of first managerial lines, key employees and expert in Long-Term Incentive plans benefiting company executive officers
- Rule regarding the holding of a portion of Atos SE shares for the whole duration of the mandate, defined for each grant of equity-based compensation
- Prohibition to conclude any financial hedging transaction on the equity instruments granted, throughout the tenure

What we do not do

- No exceptional compensation
- No severance payment, i.e. indemnities or rights due or likely to be due as a result of the termination or change in function of company executive officers
- No commitment corresponding to indemnities in return for a non-competition clause
- No supplementary compensation related to mandates or functions held in Group subsidiaries
- No pension benefits on top of the mandatory basic and complementary pension schemes
- No combination of a company office and an employment contract

Thus, the global compensation of the Chief Executive Officer exclusively includes compensation in cash, with a fixed part and a variable part, multi-year variable equity-based compensation and fringe benefits.

To set the on-target global compensation structure and the level of its components, the recommendations of the Nomination and Remuneration Committee are based on market positioning studies for similar functions in CAC 40 companies and also take into account the Group's main competitors practices in France and abroad as well as the internal practices applicable to senior executives and managers. Market positioning studies are carried out by international firms specializing in executive compensation.

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Fixed compensation:

The objective of fixed compensation is to recognize the importance and complexity of the duties as well as the experience and the career path of the Chief Executive Officer.

Variable compensation:

The objective of annual variable compensation is to encourage the Chief Executive Officer to reach the annual performance objectives set by the Board of Directors in close connection with the Group's ambitions as regularly disclosed to the shareholders. The variable compensation is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives.

The target level is set as a percentage of fixed compensation. In order to monitor the Company's performance more closely and establish a proactive way to support its strategic plan, the selection and the weighting of the performance criteria may be reviewed each year. The objectives related to selected performance criteria are set, and then subject to review, on a half-year basis. Thus, objectives for the first-half of the year are set on the basis of the Company's budget approved by the Board of Directors in December and objectives for the second-half of the year on the basis of the updated annual budget "B2" approved in July.

For each performance indicator, the Board of Directors sets:

- ▶ a target objective, in line with the strategic plan (budget), the achievement of which results in a 100% achievement rate, entitling to the on-target variable compensation linked to this indicator;
- ▶ a floor which defines the threshold below which no variable compensation in relation to this indicator is due;
- ▶ a cap which defines the threshold above which the variable compensation in relation to this indicator is capped at 130% of the on-target amount;
- ▶ an elasticity curve accelerating the amount of the variable compensation due upwards and downwards depending on the achievement of the strategic plan.

The underlying objectives are determined by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market.

Pursuant to article L.225-100, III of the French Commercial Code, the payment of the variable compensation due for the first and the second semesters is subject to the vote of the Annual General Meeting approving the financial statements for the previous year.

Multiannual equity-based compensation:

Atos is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly Atos' first managerial lines and experts, including the Chief Executive Officer.

The total equity-based compensation of the Chief Executive Officer is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation.

The equity-based compensation takes the form of performance share plans and / or stock-option plans. The instruments used do not guarantee minimum allocation or minimum gain to beneficiaries.

The vesting of shares under performance share plans is fully subject to the achievement of performance conditions, which must be fulfilled over a period of at least three years, based on key success factors of the Group's strategy through clear and measurable criteria. The selected performance criteria include the corporate social and environmental responsibility.

The vesting of stock-options under stock-option plans is fully subject to the achievement of external stock market performance conditions to meet over a period of at least three years.

In addition, the vesting of equity instruments (shares or stock-options) is subject to a continuous tenure of the beneficiary as company officer during the vesting period, except in the event of death, disability or retirement. In the event of retirement, the acquisition of equity instruments remains subject to the achievement of performance conditions.

Holding obligation:

In the context of the grant decision, the Board of Directors sets the percentage of acquired equity instruments that company executive officers must retain up to the end of their mandates. This percentage may not be lower than 15% of the grant. The Board also sets a general rule for the holding of Atos SE shares applicable to the Chief Executive Officer of 15% of the shares awarded to him since the beginning of his mandates, aside from the specific rules usually set at the time of each award.

Financial hedging instruments:

At the time of each award, the Chief Executive Officer is asked to acknowledge the prohibition to conclude any financial hedging instruments over the equity instruments being the subject of the award throughout his mandate, and to undertake to abide by it. The financial transactions in question are, in particular, forward sales, short sales, the purchase of put options or the sale of call options.

Fringe benefits

The Chief Executive Officer benefits from the use of a company car with driver. In addition, company executive officers benefit from the collective life, disability and health insurance schemes applicable in the Company on the same terms as the employees.

Other compensation elements

The Chief Executive Officer does not receive any exceptional compensation nor compensation elements or fringe benefits related to his mandates from Atos SE's subsidiaries. He does not have any employment contract and will not receive any severance payment nor any compensation for non-compete clause in the event of termination of his mandate. The Chief Executive Officer does not benefit from any supplementary pension plan and is personally responsible to build up a pension supplement beyond the compulsory basic and complementary pension schemes.

Report of the Board of Directors on the resolutions

6 Resolutions regarding the purchase and cancellation of Company shares

Authorization to be granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company

22nd resolution

We request that you renew, for a duration of eighteen (18) months, in favor of the Board of Directors, the authorization to purchase shares of the Company within the context of the implementation of a share buy-back program.

These purchases could be carried out in particular:

- ▶ to ensure liquidity and an active market of the Company's shares;
- ▶ to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) the free share award regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- ▶ to keep them and subsequently use them in payment or exchange or other in the context of external growth operations; and
- ▶ to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 23rd resolution of this General Meeting.

This authorization shall not be used during public offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company.

The maximum purchase price shall not exceed € 120 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be € 1,310,578,968 on the basis of the share capital as of December 31, 2019.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the 2019 Annual General Meeting.

Extraordinary items

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

23rd resolution

We request you to renew the authorization granted to the Board of Directors, for a duration of twenty-six (26) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 2019 Annual General Meeting.

7 Resolutions to the effect of granting a delegation to the Board for financial operations

Delegation of authority to grant to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities, while maintaining preferential subscription rights

24th resolution

It is proposed that, as previously authorized by the 2018 Annual General Meeting, the Board of Directors should have the ability to increase the authorized share capital with preferential subscription rights ("PSR") in order to finance the Company's development, either by issuing shares (excluding preferred shares) or by issuing securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or granting the rights to receive debt securities.

For all capital increases paid up in cash, a PSR is granted to the shareholders, which is detachable and can be traded throughout the subscription period: for a minimum of five (5) trading days as from the start of the subscription period, each shareholder has the right to subscribe for a number of new shares that is proportional to his/her stake in the capital.

The maximum nominal amount of share capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the case of an issuance of securities giving access to the Company's share capital), pursuant to this resolution would be fixed at 30% of the Company's share capital on the date of this Annual General Meeting.

This limit will also count towards the total limit (see Article L.225-129-2 of the French Commercial Code) of the nominal amount of the capital increases capable of being carried out in accordance with the 25th, 26th, 27th, 28th, 30th and 31st resolutions of this Annual General Meeting.

To these limits will also be added, if necessary, in the event of further financial transactions, the nominal amount of the shares to be issued in addition to preserve, the rights of the holders of securities or other rights giving access to the share capital.

It is specified that, within this global limit, the nominal amount of the capital increases capable of being carried out, without PSR, in accordance with the 25th, 26th, 27th and 28th resolutions of this Annual General Meeting should not exceed 10% of the share capital as stated at the date of this Annual General Meeting.

This authorization and the 25th and 26th resolutions of this Annual General Meeting as well, provide for the possibility of using all financial instruments giving access to share capital in order to maintain flexibility in carrying out growth or financing transactions and to perform transactions to optimize the Company's capital structure as well.

This resolution and certain resolutions submitted to this Annual General Meeting would permit your Board of Directors to decide to issue securities giving access to the Company's share capital. The characteristics and details related to such securities are described below under 25th resolution of this Annual General Meeting.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, this delegation, as already granted by the 2018 Annual General Meeting, has not been used.

Report of the Board of Directors on the resolutions

Delegation of authority to grant to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

25th resolution

This authorization would enable the Board of Directors to carry out growth and financing transactions by issuing, with the cancellation of preferential subscription right (“**PSR**”), in France and/or abroad, by means of a public offering, shares and/or securities giving access to the share capital of the Company or of any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a “**Subsidiary**”).

This resolution would also enable the issue of securities giving access to the Company’s or a Subsidiary’s existing share capital or of securities carrying a right to the allocation of debt securities.

In the context of this resolution, you are asked to cancel the PSR. In fact, depending on market conditions, the types of investor concerned by the issue and the category of securities issued, it may be preferable, or even necessary, to cancel the PSR, in order to place the securities under the best possible conditions, in particular when the speed of the transactions is a vital condition for their success, or when the securities are issued on foreign financial markets. This type of cancellation can make it possible to obtain a greater pool of capital as a result of more favorable issue conditions.

In exchange for the cancellation of PSR, your Board of Directors could implement a priority right, on a reducible basis where applicable.

The nominal maximum amount of the capital increases with the cancellation of PSR that may be carried out immediately or in the future, pursuant to this authorization, would be set at 10% of the Company’s share capital at the date of this Annual General Meeting. The nominal amount of the issuances that may be carried out pursuant to the delegation, will count towards the limit stipulated by paragraph 2 of the 24th resolution of this Annual General Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede the said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR carried out pursuant to the 26th, 27th and 28th resolutions of this Annual General Meeting shall be deducted from the nominal maximum amount of this delegation.

To these limits will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial

transactions, in order to preserve the rights of the holders of securities or other rights giving access to the share capital.

The issue price of the shares issued directly would be at least equal to the minimum stipulated by the regulatory provisions that are applicable on the issue date (currently, the weighted average prices of the last three trading sessions on the regulated market of Euronext Paris preceding the launch of the offer, as applicable minus a maximum discount of 5%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates).

This delegation of power shall permit the issuance of shares or securities giving access to the Company’s share capital or securities granting the rights to receive debt securities as described below.

Certain resolutions presented in this Annual General Meeting shall enable your Board to decide on the issuance of securities giving access to share capital either by issuance of new shares such as bonds convertible or redeemable into shares or bonds with warrants attached or through the delivery of existing shares such as “OCEANEs” (bonds which are convertible into new shares or exchangeable for existing shares) ; such securities could either be in the form of debt securities as in the example above or equity securities such as shares with warrants attached. However, it is prohibited by law, to issue equity securities that are convertible into or exchangeable for debt securities.

Securities giving access to share capital that are in the form of debt securities (e.g. bonds convertible into or redeemable for shares or bonds with warrants attached) could create an entitlement to allocation of shares, at any time or during certain periods or at certain set dates. Such allocation could be made through conversion (e.g. bonds convertible into shares), redemption (e.g. bonds redeemable for shares), exchange (e.g. bond exchangeable for shares), or presentation of a warrant (e.g. bonds with warrants attached) or any other method, for the duration of the instrument, with or without preferential subscription right for shareholders with respect to the securities thus issued.

In accordance with the law, the authorizations granted by this Meeting, for the purpose of issuing securities giving access to share capital entail a waiver by the shareholders of their PSR for equity shares to which such securities grant an entitlement. If the resolutions were adopted, by operation of law, you would waive your PSR to any shares that the Company would issue in order to redeem a bond redeemable in shares.

The issue price of the securities that give access to the capital would be set in such a way that, for all shares issued as a result of securities that give access to the capital, the total that the Company receives in respect of said securities that give access to the capital is at least equal to the minimum regulatory price per share (as said price stood on the date of issue of the securities that give access to the capital).

Report of the Board of Directors on the resolutions

This resolution, as well as the 25th and 27th resolutions presented to this Annual General Meeting, would allow your Board of Directors to issue securities carrying a right to allocation of debt securities, such as bonds with warrants attached and bonds convertible or redeemable by any other debt security or shares with warrants attached. Where applicable, these securities may have warrants attached that carry a right to the allotment, acquisition or subscription for bonds or other debt securities. If these resolutions are adopted, your Board of Directors may determine the nature and characteristics of the securities to be created that will carry a right to the allotment of debt securities. Where necessary, the Board of Directors may, in particular, decide at the time of issue or during the existence of the securities concerned:

- ▶ that these securities will have warrants attached that carry a right, either during specified periods or on set dates, to the allotment, acquisition or subscription for bonds or other debt securities; or
- ▶ that the Company shall have the option of issuing debt securities in order to settle interest, the payment of which was suspended by the Company; or
- ▶ that said securities shall take the form of complex bonds, within the meaning defined by the stock market authorities (for example, as a result of their redemption or remuneration rules or other rights such as indexing or possible options); or
- ▶ that the securities will be redeemed early, including via delivery of Company assets or amortization; or
- ▶ that the securities will be bought back on the stock market or that the Company will offer to purchase or exchange them.

Lastly, this resolution would enable the issuance of shares or securities giving access to the Company's share capital to pay for securities of a company that meets the requirements of article L.225-148 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France or abroad according to local rules, in which case the Board of Directors would be free to set the conversion rate and the above-described pricing rules would not apply. It should be noted that no priority subscription rights will be granted to shareholders within the framework of such issuances.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the 2018 Annual General Meeting has not been used.

Delegation of authority to grant to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights

26th resolution

You are being asked within the framework of this resolution to renew in favor of the Board of Directors an authorization to allow the Company to issue shares by "private placement" with an increase in share capital or offers in combined securities without a preferential right to subscription ("**PSR**") only for (i) persons who provide investment services of portfolio management of third party accounts or (ii) qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

The purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offering. You are asked to cancel the PSR in order to allow the Board of Directors to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "**Subsidiary**"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or securities that grant entitlement to allocations of debt securities.

The nominal amount of increases in capital without PSR that could be carried out immediately or in the future, pursuant to this delegation of authority is set to 10% of the Company's share capital on the date of this Annual General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 24th resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 25th, 27th and 28th resolutions of this Annual General Meeting shall be deducted from the maximum nominal amount of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation shall not exceed the limits set forth by the applicable law as of the date of the issue. Otherwise, to this limit will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities giving access to the Company's share capital.

Report of the Board of Directors on the resolutions

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 25th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 25th resolution.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the 2018 Annual General Meeting, has not been used.

Delegation of powers to the Board of Directors to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital

27th resolution

You are being asked to renew the authorization granted to the Board of Directors during the 2018 Annual General Meeting to proceed, within the limits of private exchange offering(s), to operations of external growth financed by shares or by securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital (cf. description of these financial titles during the presentation of the 25th resolution). In the context of this resolution, you are asked to cancel the preferential subscription rights ("PSR") in order to grant the Board of Directors with the flexibility required to grasp external growth opportunities that could arise.

The nominal amount of the share capital increases without PSR that may be carried out immediately or in the future by virtue of this delegation is set to 10% of the share capital at the date of this Annual General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 24th resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 25th, 26th, and 28th resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

This authorization would enable the Board, in particular, to set the terms of the issue, the conversion ratio and, if necessary, the amount of any equalization payment to be made in cash. The Board shall vote on the report of the *commissaires aux apports*, which covers, inter alia, the value of the contributions.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the 2018 Annual General Meeting, has not been used.

Delegation of authority to grant to the Board of Directors to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights

28th resolution

In the event of any capital increase with or without preferential subscription rights which would be decided pursuant to a delegation of authority granted by your General Meeting, and in the event of an oversubscription to the share capital increases, we propose you to renew the authorization granted to the Board of Directors during the 2018 Annual General Meeting, to increase the number of securities to be issued at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable (currently, within thirty days of the closing of the subscription period). This over-allotment option should be exercised subject to a maximum of 15% of the initial issue.

The nominal amount of the increase in share capital that could be made under the present resolution will counts towards the global cap provided in the resolution by which the initial issuance was decided and on the amount of the global cap decided in the paragraph 2 of the 24th resolution of this Annual General Meeting, and in case of an increase in share capital without preferential subscription right, on the amount of the cap decided in the paragraph 3 of the 25th resolution, or, as the case may be, towards the upper limit stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of the present delegation.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

This delegation would be granted for a period of twenty-six (26) months. For information, the delegation having the same object granted by the 2018 Annual General Meeting, has not been used.

Report of the Board of Directors on the resolutions

Delegation of authority to grant to grant to the Board of Directors to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items

29th resolution

We propose that you renew the authorization granted to the Board of Directors during the 2018 Annual General Meeting, to capitalize reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of € 5,111 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

This delegation would be granted for a period of twenty-six (26) months. For information, the previous delegation having the same object granted by the 2018 Annual General Meeting has not been used.

8 Resolutions allowing for the implementation of share incentive plans

Delegation of authority to grant to the Board of Directors to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies

30th resolution

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other equity securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued shares or other equity securities of the Company, reserved to the employees and executive officers of the Company or affiliated companies adhering to a Company saving plan or any other qualifying plan pursuant to the legal and regulatory provisions.

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2% of the share capital on the day

of this Annual General Meeting, it being specified that the amount will be deducted on the amount of the global cap provided for in paragraph 2 of the 24th resolution of this Annual General Meeting and is set without taking account of the nominal amount of the shares or other capital securities to potentially issue in order to maintain the rights of the holders to securities or of the holders of other rights giving access to the capital of the Company, Company stock options or free allotment of Company's shares.

The delegation would end up the previous delegation approved by the 2019 Annual General Meeting. Nevertheless, it is specified, to the extent necessary, that the implementation and completion of any operation decided by the Board of Directors pursuant to the delegation granted by the Annual 2019 General Meeting shall not be affected by the approval of this resolution.

This delegation entails cancellation of the shareholders' preferential subscription right to shares and other equity securities and securities giving access the share capital, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to.

It is specified that the Board of Directors could set the subscription price of the securities issued by virtue of this delegation and that it will be determined under the conditions set out in article L.3332-19 of the Labor Code, it being specified that the maximum discount cannot exceed 25% of the average of the quoted share price of Atos SE on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the day of the decision setting the opening date for the subscription period.

It is also specified that the Board of Directors, pursuant to article L.3332-21 of the Labor Code, may provide for the attribution of free shares or other securities giving access to the share capital by way of contribution of the Company, or as applicable of the discount, subject to the consideration that their pecuniary countervalue, evaluated at the subscription price, does not have for effect to exceed the limits established by law or regulations.

It is specified that by the end of 2018, the Atos Group implemented a vast employee shareholding plan on the basis of the delegation granted by the 2018 Annual General Meeting, involving employees in 40 countries and which has led to a share capital increase in February 2019. This plan offered to employees to purchase Atos SE shares and benefit from a 20% discount on the reference share price. An incentive contribution from the employer applied up to one three (3) free share for the same amount of subscribed share to any eligible employee.

The principle of an employee shareholding plan similar to the 2018 plan (but with a discount on the reference share price and other modifications allowing for the plan to be more attractive for the employees) was decided by the Board of Directors and shall be implemented pursuant to the delegation granted by the 2019 Annual General Meeting or pursuant to this delegation.

Report of the Board of Directors on the resolutions

Delegation of authority to grant to the Board of Directors to increase the Company's share capital by issuing shares reserved for certain categories of persons with the removal of preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans

31st resolution

In the scope of the 31st resolution, it is proposed to delegate authority in favor of the Board of Directors, with faculty of sub-delegation within the conditions set by law, to issue shares (preference shares excluded) and/or of securities giving immediately or mid-term access to the share capital of the Company or of other companies, without preferential subscription rights, in favor of:

- (i) employees and corporate officers of the Company's affiliated companies in conditions under article L. 225-180 of the French Commercial Code and article L.3344-1 of the French Labor Code and having its registered office outside France; and/or
- (ii) of Alternative Investment Funds (FIA) or Undertakings for the Collective Investment in Transferable Securities (OPCVM) or other entities, having or not legal personality, of shareholding invested in shares of the Company whose holder of shares or shareholder will be people abovementioned in paragraph (i); and/or
- (iii) any banking institution or its subsidiary of such institution, acting upon the Company's request to implement a shareholding scheme or employee saving plan (with or without a component dedicated to shareholding in the Company) in favor of people abovementioned under (i).

This resolution aims to structure in favor of the Group's employees an offer of shares or to let them benefit from alternative shareholding plans to the ones set in the 30th resolution.

It is intended to let employees located in countries where it is not wished, or possible, due to local constraints (regulatory or other) to roll out a secured offering of shares by the mean of a company mutual fund (FCPE), to benefit from employee shareholding or saving plans equivalent or similar in terms of economic benefits applicable to other employees of Atos Group.

The nominal amount of the share capital increase which could be performed pursuant to this resolution would be limited to 0.2% of the share capital on the day of this Annual General Meeting. This amount should be applied to the global cap set in paragraph 2 of the 25th resolution. The nominal amount of the shares to be issued will possibly be added to these caps, in order to preserve the rights of holders of securities giving access to share capital or other rights giving access to share capital, pursuant to the legal and regulatory provisions and, if applicable, contractual provisions allowing other adjustments.

The subscription price should be determined by the Board of Directors by reference of the price of Atos SE share price on the regulated market of Euronext Paris, or of the average of the share prices over the twenty trading sessions preceding the day of the decision of the Board of Directors setting the opening date for the subscription period (the price shall be determined in the same conditions set under the articles L. 3332-18 et seq. of the French Labor Code), the maximum discount may not exceed 25%. Your Board of Directors could reduce or suppress this discount, if appropriate, in particular to consider legal, accounting, tax and social regimes which are applicable in the beneficiary's country of residence. Special provisions are also provided for beneficiaries located in United Kingdom.

The period of validity of this authorization would be set at eighteen (18) months.

Authorization given to the Board of Directors to grant free shares to the employees and executive officers of the Company and/or its affiliated companies

32nd resolution

Context of the authorization request

It is proposed to you to authorize your Board of Directors to grant performance shares to employees or executive officers of the Company and/or of companies affiliated to it under the terms and conditions described hereunder. Atos committed to involve its employees in the long-term performance and financial results of the Company, in particular through long term incentive plans. These plans are in favor of Atos' first managerial lines, key employees and experts.

After consulting the Nomination and Remuneration Committee, the Board of Directors is considering the grant of performance shares to the Chief Executive Officer and to a selection limited, on the request of the Chief Executive Officer, to circa 1.2% of Group employees, with a target of growth and long-term value creation for the shareholders, the employees, and all stakeholders, under the same terms and conditions as those approved by the 2019 Annual General Meeting, subject to the provision of a new internal CSR performance indicator. This addition is the result of an active dialogue undertaken by the Company with its shareholders, in particular on corporate social responsibility topics. The Board of Directors wished for the Company's ambitious performances and objectives in the reduction of carbon emission to be even more highlighted, as requested by the shareholders, and for their strategic feature to be acknowledged by everyone.

More precisely, the 2020 grant of performance shares, to take place in July 2020, would be made under the following terms and conditions:

- ▶ a vesting period of three (3) years as from the grant date upheld;
- ▶ three (3) internal financial performance indicators and two (2) performance conditions (one external and one internal), related to the social and environmental responsibility of the Company, the achievement of which over three years conditions the vesting of all or part of the performance shares;

Report of the Board of Directors on the resolutions

- ▶ the obligation on the beneficiary to remain a company officers during the acquisition period, save in case of death, invalidity or retirement.

Specific conditions of the authorization

1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of thirty-eight (38) months, to grant, on one or more occasions, performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that any authorization on the same object, i.e. the authorization granted during the 2019 Annual General Meeting is canceled as from this Annual General Meeting up to its unused portion.

2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed delegation shall not exceed 0.9% of the share capital on the day of this Annual General Meeting.

3. Sub-cap for the grant to the company officers

Within the maximum amount mentioned in item 2 hereabove, the total number of shares granted to the company officers pursuant to the proposed authorization, shall not represent more than 0.09% of the share capital on the day of this Annual General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the company officers of a portion of the granted shares until expiration of their term of office.

4. Vesting period

The grant of the shares to their beneficiaries will become final after a vesting period of three (3) years. No holding period will be applicable.

5. Performance conditions

The vesting of the all or part of amount of performance shares over a three (3) years period shall be subject to the achievement of three (3) internal financial performance indicators and two (2) CSR-related performance indicators, one of which external and the other internal.

Internal performance conditions

The vesting of all or part of the performance shares over a three (3) years period shall be subject to the achievement of the targets set by the Board of Directors in line with the annual financial objectives communicated by the Company. For 2020, they relate to the targets revised to take into account the consequences of the Covid-19 epidemic. For 2021 and 2022, the targets shall be in line with the mid-term financial targets set by the Board of Directors and disclosed to the market, in particular during the Analyst Day.

The vesting shall be subject to the completion of four (4) internal performance indicators:

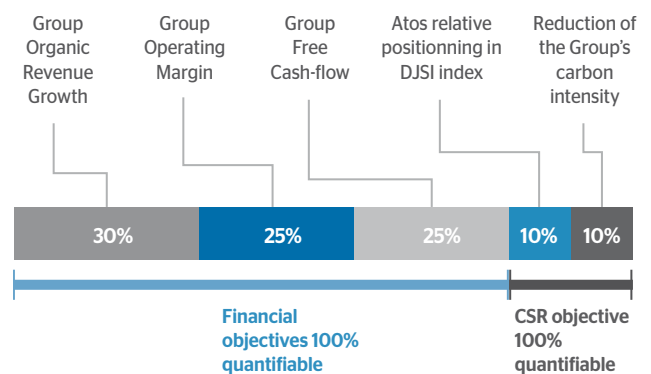
- ▶ 3 financial indicators (i) Organic Revenue growth conditioning 30% of the grant, (ii) Operating Margin conditioning 25% of the grant, and (iii) Free Cash Flow conditioning 25% of the grant;
- ▶ The CSR-related indicator: the decrease of carbon emissions conditioning 10% of the grant.

External performance condition

The external CSR performance condition, based on the Dow Jones Sustainability Index ("DJSI") (World or Europe), will condition 10% of the allocation. The target level of achievement will be based on a comparison of the average scores obtained by the Group over the performance period with the average scores achieved by the other companies making up the DJSI index over the same period.

The floor, target and cap values of the internal financial performance conditions, based on average rates or a cumulative amount (for the FCF), will be determined by the Board of Directors both in line with the annual objectives as revised for 2020 and the mid-term targets announced to the market for the years 2021 and 2022.

The indicators would be linked to the key factors of the Group's strategy:



Financial indicators would be calculated on a consolidated basis, taking into account any changes in the scope of consolidation and exchange rates.

The external CSR indicator would be based on the Company's relative position in the DJSI in-dex during the performance period and the internal CSR indicator would measure the reduction in the Group's carbon intensity in relation to sales at the end of the performance period.

An elasticity curve related to each performance indicator based on its level of achievement at the end of the three-year period would allow the percentage of the final grant of performance shares to be accelerated upwards or downwards.

The final number of shares vested may not under any circumstances be greater than the number initially granted.

Report of the Board of Directors on the resolutions

Indicators' measurement	Elasticity curve	% granted
<i>External Revenue Org Growth:</i>	Floor	30%
Average of the External Revenue Organic growth rates of the 3 years (2020-2022) (« A »)	Target	100%
	Maximum	150%
<i>Operating Margin rate:</i>	Floor	50%
Average OM rate over 3 years (2020-2022) (« B »)	Target	100%
	Maximum	130%
<i>Cumulated FCF:</i>	Floor	50%
Cumulated amount of FCF at the end of 2022 (« C »)	Target	100%
	Maximum	130%
<i>DJSI (World or Europe):</i>	Floor:	
Average of the yearly DJSI scores (World or Europe) of Atos compared to the average of the other companies over the 3-year period (« D »)	70 th percentile	50%
	Target:	
	80 th percentile	100%
	Maximum :	
	90 th percentile	150%
<i>Reducing the Group's carbon intensity:</i>	Floor : 0%	50%
Percentage change in tonnes of CO2 equivalent (tCO2e) per million euros of sales at the end of the 3 years (2022) (« E »)	Target : 10%	100%
	Maximum : 15%	150%
A * 30% + B * 25% + C * 25% + D * 10% + E * 10% = Average acquisition rate		
<i>(The average acquisition rate may not exceed 100%)</i>		

At the time of the grant decision, the Board of Directors will set the percentage (at least 15%) of acquired shares that the Chief Executive Officer must retain until the end of his term of office. The Chief Executive Officer will be asked to take note of the Company's prohibition to enter into any financial hedging transaction over the shares that are the subject of the grant during his term of office, and to commit himself to comply with this prohibition.

The Board of Directors could, if necessary, modify the above performance conditions to take into account the currently non-measurable consequences of the economic crisis caused by the Covid-19 epidemic and the health measures deployed in the countries where the Atos Group operates; however, the performance conditions would remain demanding and in line with the Group's objectives, and the other elements (presence condition, vesting period and retention rule) would remain applicable in any event.

6. Continued employment condition

The vesting of the shares will be subject to a continued employment condition within the Group during the three (3) years of the vesting period, except in case of retirement or death.

9 Resolutions amending the Articles of Association

Amendment of Article 16 of the Articles of Association relating to Employee Directors and the Director representing employee shareholders

33rd resolution

It is proposed that you amend Article 16 of the Company's Articles of Association in order to take into account the new legislative environment in force. .

Concerning Employee Directors (article 16-1)

You are asked to apply the new provisions of the "PACTE" law no. 2019-486 relating to the growth and transformation of companies that have modified the terms and conditions of employee representation on the Board of Directors, by reducing in the Articles of Association from 12 to 8 the number of Directors from which the appointment of a second Employee Director becomes mandatory. If you adopt this modification required by the law in force, the Company would be obliged to proceed with the appointment of this second Employee Director within six months following this Annual General Meeting by the Company's committee entitled "Atos SE Works Council".

On this occasion, it is proposed that you specify in the Articles of Association:

- ▶ that the functions of an Employee Director cease when the number of Directors falls below 8 and when the company employing him/her ceases to be a direct or indirect subsidiary of the Company;
- ▶ that Employee Directors, in accordance with the law, are not included in the calculation of the minimum and maximum number of Directors; and
- ▶ that the absence of appointment of an Employee Director not attributable to the Company does not affect the validity of the deliberations of the Board of Directors.

Concerning the Director representing employee shareholders (Article 16-2)

You are requested to confirm in the Articles of Association the option for the Board of Directors, corresponding to good corporate governance practice, to maintain the appointment of a Director representing employee shareholders even if they represent less than 3% of the share capital (threshold provided for in Article L. 225-23 of the French Commercial Code).

Amendment of Articles 20 and 26 of the Articles of Association in order to replace the reference to the terms “Directors’ fees” by “compensation”

34th resolution

Under the 34th resolution, you are only asked to bring Articles 20 and 26 of the Articles of Association into compliance with the new wording of Article L. 225-45 of the French Commercial Code as amended by Ordinance no. 2019-1234 of November 27th, 2019, by replacing the reference to the terms “Directors’ fees” by “compensation”; the other provisions of these articles would remain unchanged.

Amendment of Article 18 of the Articles of Association – Written consultation of the Board of Directors

35th resolution

Under the 35th resolution, it is proposed that you amend Article 18 of the Company’s Articles of Association in order to provide for the possibility, introduced by Law no. 2019-744 of July 19th, 2019 on the simplification, clarification and updating of company law, that certain decisions of the Board of Directors be taken by written consultation of the Directors.

These decisions are listed exhaustively in Article L. 225-37 of the French Commercial Code, to which the Articles of Association would refer: (i) authorizations to grant sureties, endorsements and guarantees; (ii) the co-opting of a Director in the event of a vacancy due to death or resignation; (iii) the amendment of the Articles of Association to bring them into compliance with legal and regulatory provisions (subject to ratification by an extraordinary shareholders’ meeting), (iv) the transfer of the Company’s registered office in the same department; and (v) the calling of a shareholders’ meeting.

Legal compliance of Article 10 of the Articles of Association relating to notices of crossing statutory thresholds

36th resolution

It is proposed to this Annual General Meeting to update the provisions of the Articles of Association relating to the notice of thresholds crossing, in terms of share capital or voting rights, in order to bring the regime for the notice of thresholds crossing provided for in the Company’s Articles of Association into line with the regime for the notice of thresholds crossings provided for in the French Commercial Code: this is solely to confirm that the Articles of Association take into account the various cases of assimilation, accounted for in shares or voting rights, provided for by law for the notice of statutory thresholds crossings.

The thresholds that must be reported would remain unchanged from the current version of the Articles of Association.

10 Resolutions regarding the powers

Powers

37th resolution

It is proposed to grant all powers to the holder of an original, copy or excerpt from the minutes of this Meeting to make any submissions, publications, declarations and formalities which may be necessary.

Proposed resolutions

Ordinary items

First resolution

Approval of the Company financial statements for the financial year ending December 31, 2019

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the Company's financial statements for the 2019 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2019, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Second resolution

Approval of the consolidated financial statements for the financial year ending December 31, 2019

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the consolidated financial statements for the 2019 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2019, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Third resolution

Allocation of the net income for the financial year ending December 31, 2019

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, resolved to allocate the distributable profit in an amount equal to EUR 3,528,636,808.73, as follows:

	In euros
Earnings for the financial year 2019	3,528,636,808.73
Previous retained earnings	0.00
Total distributable profit equal to	3,528,636,808.00
To allocate as follows	
Legal reserve	206,517.50
Retained earnings	3,528,430,291.23
Other reserves	0.00

After allocation under this resolution, these equity items would amount to the following amounts:

	In euros
Legal Reserve	10,921,491.40
Retained earnings	3,528,430,291.23
Other reserves	0.00

In accordance with applicable legal provisions, the General Meeting noted that the following ordinary dividends were paid in the three financial years preceding the 2019 financial year (not taking into account the exceptional distribution of Worldline shares in 2019):

Financial year	Number of remunerated shares ⁽¹⁾	Dividends per share (in €)	Total (in €)
2018	106,860,125	1.70 ⁽²⁾	181,662,212.50
2017	105,432,217	1.70 ⁽²⁾	179,234,768.90
2016	104,728,064	1.60 ⁽²⁾	167,564,902.40

1) Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

2) The dividend was eligible to the 40 per cent tax deduction.

Fourth resolution

Ratification of the appointment of a director: Mr. Elie GIRARD

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to ratify the appointment, made on a provisional basis by the Board of Directors at its meeting of December 16, 2019, of Mr. Elie GIRARD, as Director of the Company, to replace Mr. Thierry BRETON, who resigned, for the remainder of his predecessor's term of office, i.e. until the end of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending in 2021.

Fifth resolution

Ratification of the appointment of a director: Mr. Cedrik NEIKE

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to ratify the appointment, made on a provisional basis by the Board of Directors at its meeting of January 28, 2020, of Mr. Cedrik NEIKE, as Director of the Company, to replace Mr. Roland BUSCH, who resigned, for the remainder of his predecessor's term of office, i.e. until the end of this General Meeting.

Sixth resolution

Renewal of Mr. Nicolas BAZIRE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Nicolas BAZIRE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of one (1) year, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

Seventh resolution

Renewal of Ms. Valérie BERNIS as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Valérie BERNIS will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of two (2) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

Eighth resolution

Renewal of Ms. Colette NEUVILLE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Colette NEUVILLE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of two (2) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

Ninth resolution

Renewal of Mr. Cedrik NEIKE as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Cedrik NEIKE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three (3) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2022.

Tenth resolution

Election of a director representing employee shareholders - Appointment of Ms. Jean FLEMING

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, in accordance with Article 16 of the Articles of Association, to proceed to the election of a Director representing the employee shareholders, for a period of two (2) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

The General Meeting officially notes that the Board of Directors of the Company has designated Ms. Jean FLEMING as candidate to the office of Director representing employee shareholders, and that no candidate to this position has been proposed by the Supervisory Board of the Atos Stock Plan mutual fund.

Eleventh resolution

Renewal of Grant Thornton's term of office as statutory auditors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Board of Directors' report, noting that the term of office as statutory auditors of the company Grant Thornton expires today, decides, on the proposal of the Board of Directors, to renew its term of office for a period of six (6) financial years, which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ending in 2025.

Twelfth resolution

Acknowledgement of the termination of IGEC's term of office as substitute statutory auditors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Board of Directors' report, having noted that the term of office of the company *Institut de Gestion et d'Expertise Comptable* (IGEC) as substitute statutory auditors expires today, notes the termination of the term of office of *Institut de Gestion et d'Expertise Comptable* (IGEC) as substitute statutory auditor and decides, in accordance with the applicable legal provisions and pursuant to Article 27 of the Articles of Association, not to replace it.

Proposed resolutions

Thirteenth resolution

Approval of the separation agreement between Worldline SA and Atos SE in accordance with the procedure referred to in article L. 225-38 of the French Commercial Code

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report and the special report of the auditors on the agreements subject to the provisions of article L. 225-38 of the French Commercial Code, approves the report's conclusions and the Separation Agreement between Worldline SA and Atos SE, referred to in this report.

Fourteenth resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Thierry Breton, Chairman and Chief Executive Officer until October 31, 2019

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 225-100-III of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2019 or awarded for the same financial year to Mr. Thierry BRETON, by virtue of his office as Chairman and Chief Executive Officer, up until October 31, 2019, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2019 Universal Registration Document, in Section G.3.

Fifteenth resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board as from November 1, 2019

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 225-100-III of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2019 or awarded for the same financial year to Mr. Bertrand MEUNIER, by virtue of his office as Chairman of the Board of Directors as from November 1, 2019, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2019 Universal Registration Document, in Section G.3.

Sixteenth resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Elie GIRARD, Deputy Chief Executive Officer from April 2nd until October 31, 2019

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 225-100-III of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2019 or awarded for the same financial year to Mr. Elie GIRARD, by virtue of his office as Deputy Chief Executive Officer from April 2nd to October 31, 2019, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2019 Universal Registration Document, in Section G.3.

Seventeenth resolution

Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2019 or awarded for the same financial year to Mr. Elie GIRARD, Chief Executive Officer as from November 1, 2019

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 225-100-III of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2019 or awarded for the same financial year to Mr. Elie GIRARD, by virtue of his office as Chief Executive Officer as from November 1, 2019, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2019 Universal Registration Document, in Section G.3.

Eighteenth resolution

Approval of the information relating to the compensation of the company officers referred to in Article L. 225-37-3 I of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 225-100 II of the French Commercial Code, the information referred to in Article L. 225-37-3 I of the abovementioned Code which is included in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2019 Universal Registration Document, in Section G.3.

Nineteenth resolution

Approval of the compensation policy applicable to Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-37-2 II of the French Commercial Code, the compensation policy applicable to Directors, as set out in the 2019 Universal Registration Document, in Section G.3.

Twentieth resolution

Approval of the compensation policy applicable to the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-37-2 II of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors, as set out in the 2019 Universal Registration Document, in Section G.3.

Twenty-first resolution

Approval of the compensation policy applicable to the Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 225-37-2 II of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as set out in the 2019 Universal Registration Document, in Section G.3.

Twenty-second resolution

Authorization to be granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of article L. 225-209 et seq. of the French Commercial Code, articles 241-I et seq. of the General Regulation of the French Financial Market Authority ("AMF"), Regulation (EU) no 596/2014 of the European Parliament and Council of April 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8, 2016 of the European Commission and the market practices admitted by AMF, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase

Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out:

- ▶ to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the market practice accepted by the AMF;
- ▶ to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 et seq. of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 et seq. of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the board of directors or the person acting upon its delegation so decides;
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides; or
- ▶ to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- ▶ to cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to the 23rd resolution of this General Meeting, hereafter.

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

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

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

Proposed resolutions

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

The maximum purchase price shall not exceed EUR 120 per share (excluding fees).

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

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,310,578,968, as calculated on the basis of the share capital as at December 31, 2019, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

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

adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

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

Extraordinary items

Twenty-third resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to article L. 225-209 and seq. of the Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L. 225-209 of the Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorization is given for a duration of twenty-six (26) months, starting from the day of this General Meeting and cancels any as yet unused part of any previous delegation of authority, with immediate effect, for the unused part, the authorization granted for the same purpose.

Twenty-fourth resolution

Delegation of authority to grant to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities while maintaining preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, and the statutory auditors' special report, and pursuant to the provisions of articles L. 225-129 et seq., and, in particular, article L. 225-129-2 of the French Commercial Code, and the provisions of article L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "Subsidiary") (whether new or existing), for consideration or for free, in accordance with articles L. 228-91 et seq. of the French Commercial Code, provided that such shares and securities may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities in accordance with articles L. 228-91 et seq. of the French Commercial Code;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:
 - ▶ the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 30% of the share capital on the day of this General Meeting, it being specified that the nominal amount of share capital increases carried out under the 25th, 26th, 27th, 28th, 30th and 31st resolutions of this Meeting shall be deducted from this amount;
 - ▶ said cap shall, if necessary, be increased by the nominal amount of shares that may to be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital;
 - ▶ it is specified that the upper limits provided for in the 29th and 32nd resolutions of this General Meeting are separate and that the amount of the capital increases carried out pursuant to these resolutions will not count towards the total upper limit referred to above;
3. resolves that the Board of Directors may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;
5. in the event that the Board of Directors uses this delegation of authority:
 - ▶ resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;

Proposed resolutions

- ▶ officially notes that the Board of Directors has the power to introduce a reducible subscription right;
 - ▶ officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future;
 - ▶ officially notes that in accordance with article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the increase decided upon,
 - in its discretion, to distribute all or part of the shares, or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, such securities, the issue of which has been decided upon but that have not been subscribed,
 - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, securities which have not been subscribed for, to the public in France or abroad,
 - ▶ resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold;
- 6.** resolves that the Board of Directors, with the power to sub-delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
- ▶ decide to increase the capital and determine the securities to be issued;
 - ▶ decide on the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - ▶ provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
 - ▶ at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
 - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;

- ▶ formally records completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
7. officially notes that, with effect from the date hereof, this delegation of authority cancels any as yet unused part of any previous delegation of authority granted for the same purpose, i.e. any delegation of authority relating to capital increases with preferential subscription rights, covering the securities referred to in this resolution.

Twenty-fifth resolution

Delegation of authority to grant to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of articles L. 225-129 et seq. of the French Commercial Code, and in particular those of articles L. 225-129-2, L. 225-135, L. 225-136 and L. 225-148 of said Code and those of articles L. 228-91 et seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority (i) to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by making public offerings of shares, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "**Subsidiary**") (whether new or existing shares), issued for consideration or for free, in accordance with articles L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to the existing share capital of the Company or a Subsidiary or conferring a right to the allocation of debt securities in accordance with articles L. 228-91 et seq. of the French Commercial Code. These securities may, in particular, be issued for the purpose of paying for securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in article L. 225-148 of the French Commercial Code;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - ▶ the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be 10% of the share capital on the date of this General Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the 24th resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the 26th, 27th and 28th resolutions of this Meeting shall be deducted from this amount;
 - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;
6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to article L. 225-135, sub-paragraph 5, of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering in France and/or abroad;

Proposed resolutions

7. officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon;
8. officially notes that this delegation of authority automatically entails an express waiver by the shareholders, in favor of the holders of the securities giving access to the Company's capital that will be issued under this resolution, of their preferential subscription rights to the shares to which these securities will entitle them immediately or in the future;
9. officially notes that, pursuant to article L. 225-136 1°, sub-paragraph 1 of the French Commercial Code:
 - ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the beginning of the offer, and as the case may be, with a maximum discount of 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
 - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
10. acknowledges that the provisions of paragraph 9 shall not apply to the cases referred to in article L. 225-148 of the Commercial Code.
11. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - ▶ decide to increase the capital and determine the securities to be issued;
 - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - ▶ in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (*offre publique d'échange* (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, the terms for setting the price provided for in paragraph 9 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (*offre publique d'achat* (OPA)) or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;

Proposed resolutions

- ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
 - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
12. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any general delegation of authority relating to capital increases without preferential rights to subscribe for shares and/or securities giving access to the share capital of the Company and/or the issuance of securities giving right to the allocation of debt securities by means of a public offering.

Twenty-sixth resolution

Delegation of authority to grant to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with articles L. 225-129 et seq. of the French Commercial Code, in particular articles L. 225-129-2, L. 225-135, and L. 225-136 of said Code, and with article L. 228-91 and seq. of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions

and at the times it sees fit, in France and/or abroad, through an offer covered by article L.411-2, 1° of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly ("**Subsidiary**") (whether in the form of new or existing shares) issued for consideration or for free, governed by article L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities giving access to the existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities governed by article L. 228-91 et seq. of the French Commercial Code;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - ▶ the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 24th resolution of this General Meeting, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases with preferential subscription right that may be carried out pursuant to the 25th, 27th and 28th resolutions of this Meeting shall be deducted from this amount;
 - ▶ in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue; and
 - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;

Proposed resolutions

4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;
6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
7. officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
8. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
9. officially notes the fact that, in accordance with article L. 225-136 1°, sub-paragraph 1 of the French Commercial Code:
 - ▶ the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the beginning of the offer, and as the case may be, with a maximum discount of 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
 - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
10. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
 - ▶ decide to increase the share capital and determine the securities to be issued;
 - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;

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- ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
- 11.** officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases without preferential subscription rights by means of an offer covered by L.411-2, 1° of the French Monetary and Financial Code.
- ### Twenty-seventh resolution
- #### Delegation of powers to the Board of Directors to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital
- The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of articles L. 225-129 et seq. of the French Commercial Code, and in particular those of article L. 225-147, sub-paragraph 6 of said Code and the provisions of articles L. 228-91 et seq. of said Code:
- 1.** delegates all powers to the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of article L. 225-148 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares),
 - 2.** decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the 24th resolution of this Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could replace said resolution during the validity period of this delegation, and (ii) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the 25th, 26th and 28th resolutions of this meeting, will be deducted from such amount;
 - 3.** resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - ▶ decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
 - ▶ determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (*soulte*) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
 - ▶ determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
 - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
 - ▶ formally note completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;
 - 4.** officially acknowledges, where necessary, of the absence of preferential subscription right to the shares or securities issued and that this delegation entails the waiver by the shareholders of their preferential subscription rights to the shares to which the securities which would be issued on the basis of this delegation may give entitlement;
 - 5.** decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' Meeting; this restriction shall remain in effect until the end of the offer period;

Proposed resolutions

6. officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital. The authorization is given for a period of twenty-six (26) months with effect from the date of this General Meeting.

Twenty-eighth resolution

Delegation of authority to grant to the Board of Directors to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, in accordance with article L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights, at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and subject to a maximum of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;
2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the amount of the upper limit provided for in the resolution under which the initial issue is decided and towards the amount of the total upper limit stipulated by paragraph 2 of the 24th resolution of this Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the 25th resolution of this Meeting, or, where applicable, towards the upper limits stipulated by resolutions of the same nature that might succeed said resolutions during the period of validity of this delegation of authority.
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
4. officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights. It is given for a period of twenty-six (26) months with effect from the date of this Meeting.

Twenty-ninth resolution

Delegation of authority to grant to the Board of Directors to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and in accordance with articles L. 225-129 et seq of the French Commercial Code, and in particular article L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed the amount of € 5,111 million to which will be added, if necessary, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital;
2. in the event that the Board of Directors uses this delegation of authority, grants the Board, with the power to sub-delegate under the conditions prescribed by law, all necessary powers to implement this delegation of authority, in particular in order to:
 - ▶ determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect;
 - ▶ decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable and that the relevant capital securities will be sold under the conditions prescribed by the applicable law and regulation; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation;
 - ▶ make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments);

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- ▶ formally note the completion of each capital increase and amend the Articles of Association accordingly;
 - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto;
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
 4. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused portion of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases by the capitalization of premiums, reserves, profits or otherwise. This delegation of authority is given for a period of twenty-six (26) months with effect from the date of this General Meeting.

Thirtieth resolution

Delegation of authority to grant to the Board of Directors to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a Company saving plan as employees and executive officers of the Company and its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report and ruling pursuant to articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1 and L. 228-91 et seq of the French Commercial Code and article L. 3332-18 of the French Labor code:

1. delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/or abroad of shares or other equity securities of the Company, or securities that immediately or in future give access through any means, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and executive officers of the Company or affiliated companies under the meaning of article L. 225-180 of the French Commercial code and article L. 3344-1 of the French Labor code, as long as these employees or executive officers adhere to a company savings plan or any other qualifying plan pursuant to the legal and regulatory provisions;
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2% of the share capital on the day of this General Meeting, it being specified that this amount shall be deducted from the amount of the aggregate cap provided for in paragraph 2 of the 24th resolution of this Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual provisions that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to;
4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors or its proxy and will be determined by reference to an average of Atos SE share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of decision setting the opening date of the subscription period, under the conditions laid down in article L. 3332-19 of the French Labor Code, it being specified that the maximum discount may not exceed 25% of this average price;
5. decides that pursuant to article L.3332-21 of the French Labor Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;
6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or assimilated plan) as provided for by article L.3332-24 of the French Labor Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution, shall be deducted, up to the nominal amount of the shares thus transferred, from the amount referred to in paragraph 2 above.
7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
8. grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:

Proposed resolutions

- ▶ to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
 - ▶ to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
 - ▶ to set the procedures for participation in these issuances,
 - ▶ to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
 - ▶ to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,
 - ▶ at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase, and;
 - ▶ in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the Articles of Association of the Company, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights.
9. decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months starting from the date of this General Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object. It is specified, as far as necessary, that the implementation and final completion of any operation decided by the Board of Directors under a previous delegation with the same purpose shall not be affected by the approval of this resolution.

Thirty-first resolution

Delegation of authority to grant to the Board of Directors to increase the Company's share capital by issuing shares reserved for categories of persons with cancellation of preferential subscription rights in favor of such persons in connection with the implementation of employee shareholding plans

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report and ruling pursuant to Articles L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions set by law, its authority to decide to increase the share capital, without preferential subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, by issuing shares (excluding preference shares) and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code giving immediate or future access to the Company's share capital (including equity securities giving entitlement to the allocation of debt securities), reserved for the following category of beneficiaries: (i) employees and corporate officers of companies related to the Company under the terms of article L. 225-180 of the French Commercial Code and article L. 3341-1 of the French Labor Code and having their registered offices outside of France; (ii) Alternative Investment Funds (AIF) or UCITS or other entities, with or without legal personality, with shareholding structures invested in the Company's securities whose unit holders or shareholders are persons mentioned in (i); (iii) any banking institution or subsidiary of such an institution acting at the Company's request to set up a shareholding or savings plan (whether or not including a shareholding component in Company securities) for the benefit of the persons mentioned in (i), insofar as the subscription made by the authorized persons mentioned in (ii) and (iii) hereabove would be necessary or desirable to allow to employees or executive officers mentioned in (i) hereabove to benefit from employee shareholding or saving plans equivalent or similar in terms of economic benefits applicable to other employees of Atos Group; it being specified that this resolution may be used to implement leveraged formulas;
2. resolves to set the following limits on the amounts of the authorized capital increases if the Board of Directors uses this delegation of authority:
 - ▶ the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at 0.2% of the share capital on the date of this General Meeting, or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling provided for in paragraph 2 of the 25th resolution of this General Meeting;
 - ▶ to this ceiling shall be added, where applicable, the nominal amount of the shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the capital or other rights giving access to the capital;

Proposed resolutions

3. decides to cancel the shareholders' preferential subscription right to the shares in favor of the aforementioned category of beneficiaries;
4. decides that the issue price of the new shares or securities giving access to the share capital shall be determined by the Board of Directors in relation to the Company's share price on the regulated market of Euronext Paris on the day of the decision setting the opening date of the subscription period for the beneficiaries indicated above, or on any other date set by this decision, or in relation to an average of the Company's share price on the regulated market of Euronext Paris over the twenty trading days preceding the selected date (notably, price being possibly determined in the same conditions as those laid down in articles L. 3332-18 et seq. of the French Labor Code), and may include a maximum discount of 25%. This discount may be adjusted at the discretion of the Board of Directors, in particular to take into account the legal, accounting, tax and social security regimes applicable locally. Alternatively, the issue price of the new shares shall be equal to the issue price of the shares issued in connection with the capital increase that would be carried out for the benefit of the members of a company savings plan pursuant to the 30th resolution of this Shareholders' Meeting; for the specific purposes of an offer made to beneficiaries referred to in (ii) of paragraph 1 residing in the United Kingdom within the framework of a Share Incentive Plan, the Board of Directors may also decide that the subscription price of the new shares or securities giving access to the Company's share capital to be issued under this plan shall be equal to the lower of (i) the share price on the regulated market of Euronext Paris at the beginning of the reference period used to determine the subscription price under this plan and (ii) the market price at the end of the period, with the reference dates determined in accordance with applicable local regulations. This price shall be set without any discount to the price used;
5. resolves that the Board of Directors, with the option of sub-delegation under the conditions set by law, shall have full powers to implement this delegation, and in particular to:
 - ▶ determine the conditions that the beneficiaries of the capital increases must meet, notably the seniority conditions;
 - ▶ determine the number, date and subscription price of the shares and securities giving access to the capital to be issued pursuant to this resolution, as well as the other terms and conditions of the issue, including the date from which the shares issued pursuant to this resolution will be entitled to dividends, even retroactively;
 - ▶ provide for the possibility of suspending the exercise of the rights attached to the shares or securities giving access to the share capital in accordance with the legal and regulatory provisions;
 - ▶ determine the list of beneficiaries within the aforementioned category and the number of shares to be issued to each of them as well as, where applicable, the list of employees and corporate officers who are beneficiaries of the savings and/or shareholding schemes concerned;
 - ▶ set the terms and conditions according to which the Company will have the option to purchase or exchange on the stock market, at any time or during specified periods, the securities giving access to the capital with a view to cancelling them or not, taking into account the provisions of the law;
 - ▶ determine and make any adjustments to take into account the impact of transactions on the Company's share capital or shareholders' equity, in particular in the event of a change in the nominal value of the share, a capital increase by capitalization of reserves, profits or premiums, a free allocation of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or any other assets, capital redemption, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offer and/or change of control), and set any other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments);
 - ▶ at its sole initiative, charge the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
 - ▶ record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
 - ▶ in general, enter into any and all agreements, in particular in order to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this resolution and for the exercise of the rights attached thereto;
6. resolves that the delegation of authority granted to the Board of Directors by this resolution shall be granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Thirty-second resolution

Authorization given to the Board of Directors to grant free shares to the employees and executive officers of the Company and/or its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L. 225-197-1 et seq. of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 0.9% of the share capital as on the date of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to

Proposed resolutions

preserve the potential rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the Chairman and Chief Executive Officer in accordance with this authorization shall not represent more than 0.09% of the share capital on the date of this General Meeting.

The beneficiaries of the grants authorized under this resolution must be employees or executive officers of the Company and/or of companies or economic interest groups linked with it under the meaning of article L. 225-197-2 of the French Commercial Code, in France or outside of France, as determined by the Board of Directors in accordance with articles L. 225-197-1 et seq. of the French Commercial Code. The vesting of shares at the end of the vesting period shall be subject to performance conditions set by the Board of Directors.

As far as executive officers are concerned, the Board of Directors shall be able, under terms and conditions set by law, either to impose inalienability clauses on vested free shares prior to the beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as three (3) years as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set, if applicable, a vesting period longer than three (3) years and/or set a holding period.

In case of disability of the beneficiary falling within the second or third categories of article L.341-4 of the French Social Security Code or equivalent abroad, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable.

In case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable.

The General Meeting notes that in case new free shares are granted, this authorization will entail progressively as these shares vest, share capital increase through incorporation of reserves, benefits or premiums in favour of the beneficiaries of these shares and an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares to be issued by virtue of this authorization.

The General Meeting delegates all powers to the Board of Directors with the possibility of sub delegation within the conditions prescribed by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions here above specified, in order notably to:

- ▶ determine the categorie(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries;
- ▶ determine the vesting period and, if applicable, the holding period, and, as the case may be, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification;

- ▶ determine the conditions and performance criteria for the grant(s);
- ▶ decide on the amount of the grant(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights;
- ▶ proceed, as the case may be, during the vesting period, to the adjustments of the number of free shares granted as necessary to preserve the rights of the beneficiaries depending on potential operations on the share capital or equity of the Company, it being specified that the shares granted pursuant to these adjustments shall be deemed to have been granted on the same day as the shares initially granted;
- ▶ set off, as applicable, in case of issuance of new shares, on reserves, benefits, or premiums, the amounts required for the full payment of these shares;
- ▶ on its own decision, after each increase, to attribute the costs of the capital increase to the relating premiums and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;
- ▶ more generally, to take all measures to perform the capital increase within the conditions set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to acknowledge the capital increase(s) resulting from every issuance carried out by using this authorization, correspondingly, to amend the Articles of Association of the Company, to request the listing on the regulated market of Euronext Paris of all securities issued by virtue of this authorization and to ensure the financial service for the shares in question and the exercise of the associated rights.

The General Meeting decides that this authorization shall be valid for a term of thirty-eight (38) months starting from this General Meeting; and officially notes the fact that his delegation cancels with effect from this day any unused portion, if any, of any previous delegation having the same purpose.

Thirty-third resolution

Amendment of Article 16 of the Articles of Association - Legal compliance regarding the second Employee Director

The General meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the provisions of law no. 2019-486 relating to the growth and transformation of companies, which modified the terms and conditions of employee representation on the Board of Directors, resolves to amend article 16 of the Articles of Association, which will from this date state the following:

Proposed resolutions

Current wording	New wording		
Article 16 Directors representing the employees and the employee shareholders	Article 16 Employee directors and director representing the employee shareholders		
16.1 - Directors representing the employees	16.1 - Employee Directors		
The Board of Directors comprises up to two Directors representing the employees.	The Board of Directors comprises up to two Employee Directors.		
The first director shall be appointed in accordance with article L.225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-3° of such article, i.e. an appointment by the trade union that obtained the most votes during the first round of the elections mentioned in the French Labor Code in the Company and its subsidiaries, whether direct or indirect, the registered offices of which is located in France.	The first director shall be appointed in accordance with article L. 225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-3° of such article, i.e. an appointment by the trade union that obtained the most votes during the first round of the elections mentioned in the French Labor Code in the Company and its subsidiaries, whether direct or indirect, the registered offices of which is located in France.		
When the Company has more than twelve Directors, the number and designation mode of which are provided under articles L.225-17 and L.225-18 of the Commercial Code, the appointment of a second director representing the employees shall be mandatory, under the conditions hereunder.	When the Company has more than twelve Directors, the number and designation mode of which are provided under articles L. 225-17 and L. 225-18 of the Commercial Code, other than the director designated pursuant to article 16.2 of the Articles of Association, the appointment of a second employee director shall be mandatory, under the conditions hereunder.		
This second director is appointed in accordance with article L.225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-4° of such article, i.e. an appointment by the committee of the Company which has the status of European company, referred to as "Atos SE Company Council".	This second director is appointed in accordance with article L. 225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-4° of such article, i.e. an appointment by the committee of the Company which has the status of European company, referred to as "Atos SE Company Council".		
	In the event 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, other than the director designated pursuant to article 16.2 of the Articles of Association, becomes equal to or less than eight, the number of Employee Directors shall be reduced to one, the term of office of the second employee director ending at the end of the meeting of the Board of Directors during which the removal from the scope of application is noted.		
	Employee Directors are not taken into account to determine the minimum and maximum number of directors provided for in article 13 of the Articles of Association.		
The Board of Directors ensures the implementation of and the compliance with these provisions.	The Board of Directors ensures the implementation of and the compliance with these provisions.		
		The term of office of the Directors representing the employees shall be three (3) years. The mandate of a director representing the employees shall expire at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of office of the aforesaid director expires.	The term of office of the Employee Directors shall be three (3) years. The mandate of an Employee Director shall expire at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of office of the aforesaid director expires.
			The term of office of an Employee Director ends automatically as of the date on which the company employing him or her ceases to be a direct or indirect subsidiary of the Company.
		This mandate may be renewed once.	This mandate may be renewed once.
		In the event of vacancy of one Director representing the employees for any reason whatsoever, the vacant seat shall be filled under the conditions provided by applicable regulations. The term of office of the director so appointed shall end when the term of office of the other Director appointed in accordance with this paragraph 16.1 expires.	In the event of vacancy of one Employee Director for any reason whatsoever, the vacant seat shall be filled under the conditions provided by applicable regulations. The term of office of the director so appointed shall end when the term of office of replaced director normally expires.
			In addition to the provisions of article L. 225-29 paragraph 2 of the Commercial Code, it is specified, as necessary, that the absence of appointment of an employee director not attributable to the Company does not affect the validity of the deliberations of the Board of Directors.
		Article 15 of these Articles of Association does not apply to the Directors representing the employees.	Article 15 of these Articles of Association does not apply to the Employee Directors.
		The Board of Directors may grant powers to the Chief Executive Officer to perform any action in order to implement this paragraph 16.1.	The Board of Directors may grant powers to the Chief Executive Officer to perform any action in order to implement this paragraph 16.1.
		16.2 - Director representing the employee shareholders	16.2 - Director representing the employee shareholders
		Where the report, presented each year by the Board of Directors at the General Meeting in application of Article L. 225-102 of the Commercial Code, establishes that the employees of the Company and the affiliated companies in the meaning of Article L. 225-180 of the Commercial Code represent more than 3% of the share capital of the Company, a Director representing the employee shareholders is appointed by the Ordinary General Meeting of shareholders according to the procedures set forth in these Articles of Association.	Where the report, presented each year by the Board of Directors at the General Meeting in application of article L. 225-102 of the Commercial Code, establishes that the employees of the Company and the affiliated companies in the meaning of article L. 225-180 of the Commercial Code represent more than 3% of the share capital of the Company, or at the discretion of the Board of Directors if below 3%, a Director representing the employee shareholders is appointed by the Ordinary General Meeting of shareholders according to the procedures set forth in these Articles of Association.

Proposed resolutions

[.]	[paragraphs remaining unchanged]
<i>Last paragraph:</i>	<i>Last paragraph:</i>
In the event of a vacancy, for whatever reason, of the Director representing the employee shareholders, the choosing of a candidate to replace him is done in the conditions presented above. Until the date of replacement of the Director representing the employee shareholders, the Board of Directors can validly meet and deliberate.	In the event of a vacancy, for whatever reason, of the Director representing the employee shareholders, the choosing of a candidate to replace him is done in the conditions presented above, or through the co-opting of a Director by the Board of Directors among the members of the Supervisory Board of the mutual fund holding the greatest number of Company shares, subject to the ratification by the next ordinary general meeting. Until the date of replacement of the Director representing the employee shareholders, the Board of Directors can validly meet and deliberate.

Thirty-fourth resolution

Amendment of Articles 20 and 26 of the Articles of Association to replace the use of the terms “directors’ fees” by “compensation”.

The General meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors’ report, decides to replace the terms “directors’ fees” by “compensation”, in accordance with article L. 225-45 of the French Commercial Code, and consequently to amend:

- ▶ the first paragraph of article 20 of the Articles of Association “Remuneration of Directors”, currently worded as follows:

“The members of the Board of Directors may receive directors’ fees, the total amount of which, determined by the General Meeting, is freely distributed by the Board of Directors.”

which will from this date state the following:

“The members of the Board of Directors may receive a compensation, the total amount of which, determined by the General Meeting, is freely distributed by the Board of Directors.”

- ▶ the last paragraph of article 26 “Censors” of the Articles of Association, currently worded as follows:

“The Board of Directors can decide to pay the censors a share of the directors’ fees allocated to it by the General Meeting and authorize the reimbursement of expenditures made by the censors in the interests of the Company”

which will from this date state the following:

“The Board of Directors can decide to pay the censors a share of the compensation allocated to it by the General Meeting and authorize the reimbursement of expenditures made by the censors in the interests of the Company”

The other provisions of the articles 20 and 26 remain unchanged.

Thirty-fifth resolution

Amendment of Article 18 of the Articles of Association - Written consultation of the Board of Directors

The General meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors’ report, decides to implement the possibility given by article L. 225-37 of the French Commercial Code to consult the Board of Directors through written consultation, and consequently to add a new paragraph after the last paragraph of article 18 of the Articles of Association – “Calls and deliberations of the Board of Directors”, which would state the following:

“The decisions regarding specific duties of the Board of Directors referred to in article L. 225-37 of the French Commercial Code can be taken through written consultation of the directors.”

The other provisions of the articles 18 remain unchanged.

Thirty-sixth resolution

Legal compliance with Article 10 of the Articles of Association relating to declarations of threshold crossings as per Company’s Articles

The General meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors’ report, decides to align the provisions of the Articles of Association relating to the obligations to declare any crossing of the thresholds provided for by the Articles of Association with the legal provisions concerning the characterization as holding of share capital or voting rights, and consequently to amend the first paragraph of article 10 of the Articles of Association “Obligation to declare the crossing of thresholds”, currently worded as follows:

“In addition to the thresholds provided for by applicable legal and regulatory provisions, any individual or legal entity who, acting alone or in concert, manages to hold, directly or indirectly, a number of shares representing a proportion of the capital or voting rights greater than or equal to two percent, and then all multiples of one percent, must inform the Company of the total number of shares, voting rights or securities giving access to the capital or voting rights of the Company that it possesses, by registered letter with return receipt requested sent to the registered office, within a period of five trading days as of the crossing of the relevant threshold(s).”

Which will from this date state the following:

"In addition to the thresholds provided for by applicable legal and regulatory provisions, any individual or legal entity who, acting alone or in concert, manages to hold, directly or indirectly, a number of shares representing, taking into account assimilated securities within the meaning of article L. 233-9 of the French Commercial Code, a proportion of share capital or voting rights greater than or equal to two percent, and then all multiples of one percent, must inform the Company of the total number of shares, voting rights or securities giving access to the capital that it possesses, and of the assimilated securities within the meaning of article L. 233-9 of the French Commercial Code, within a period of five trading days as of the crossing, under the conditions of notification and content provided for by the legal and regulatory provisions applicable to declarations of the crossing of legal thresholds and, in particular, by specifying the information to be provided to the Autorité des Marchés Financiers (French Financial Markets Authority) when legal thresholds are crossed in accordance with its General Regulations."

The other provisions of the article 10 remain unchanged.

Thirty-seventh resolution

Powers

The General Meeting, grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.

— **Additional information on candidates to the board of directors**

Additional information on candidates to the Board of Directors



Proposal to ratify the appointment of a director:

Mr. Elie GIRARD

Elie GIRARD

Biography - Professional Experience

Chief Executive Officer of Atos SE

Elie Girard is a graduate of the École Centrale de Paris and of Harvard University. He began his career as auditor at Andersen, before joining the Ministry for the Economy, Finance and Industry in the Treasury department.

Between 2004 and 2007, Elie Girard worked for the Office of the Minister for the Economy, Finance and Industry in France.

He joined Orange in 2007 and was appointed Chief of Staff to the Chairman and Chief Executive Officer. From 2010 to 2014, he was Senior Executive Vice-President in charge of Strategy & Development of the Orange Group, member of the Group Executive Committee.

In April 2014, Elie Girard joined Atos as Deputy Chief Financial Officer of Atos Group. He was appointed Group Chief Financial Officer in February 2015 and Group Senior Executive Vice President in February 2018. In March 2019, Elie was appointed Group Deputy Chief Executive Officer. He became Chief Executive Officer of Atos in November 2019.

Directorships and positions

Other directorships and positions as at December 31, 2019

Germany

- ▶ Chairman of the Supervisory Board: Atos Information Technology GmbH

France

- ▶ None

Etranger

- ▶ None

Other positions held during the last five years

Within the Atos Group

France

- ▶ Deputy Chief Executive Officer: Atos SE

- ▶ CEO: Atos Investissement 10, Atos Investissement 12, Atos Investissement 19,

Atos Investissement 20, Atos Investissement 21, Atos Investissement 22, Atos Investissement 23, Atos Investissement 24, European Silicon Technologies SAS, Bull International SAS, Atos Participation 2

- ▶ Deputy CEO: Bull SAS

- ▶ Permanent representative of Atos Investissement 10, CEO: BlueKiwi Software SAS

Abroad:

Netherlands:

- ▶ Director: Atos International BV, Atos International Global Functions BV, Unify Holdings BV, Unify Germany Holdings BV, Unify Overseas Holdings BV

United Kingdom:

- ▶ Director: Bull Holdings Ltd, Bull ND Holdings Ltd, Canopy the Open Cloud Company Ltd

USA:

- ▶ Director: Syntel Inc., Atos Syntel Inc.

Germany:

- ▶ Member of the Supervisory Board: Atos IT Solutions and Services GmbH

Poland:

- ▶ Chairman of the Supervisory Board: Atos Polska SA

China:

- ▶ Supervisor: Atos Worldgrid Information Technology (Beijing) Co., Ltd.

Luxembourg:

- ▶ Chairman of the Board of Directors: St Louis RE

Outside the Atos Group

- ▶ None

Professional address:

River Ouest - 80 quai Voltaire
95870 Bezons, France

Number of shares:

51,632

Date of birth:

April 12, 1978

Nationality:

French

Date of first appointment:

December 16, 2019 (as a Director)

Term expires on:

AGM ruling on the accounts of the 2021 financial year

Individual attendance rate:

Board: 100%

Additional information on candidates to the Board of Directors



Proposal to ratify the appointment and to renew as member of the Boards of Directors: Mr. Cedrik NEIKE

Cedrik NEIKE

Biography - Professional Experience

Member of the Managing Board of Siemens AG and CEO Smart Infrastructure

Cedrik Neike is a graduate of University College London and London School of Economics where he received a Bachelor in Engineering and Business Finance. He also holds a MBA from Insead Business School (France).

Cedrik Neike joined Siemens in 1997 as Product line Manager for wireless internet. In 2001, he moved to Cisco Systems where he held several executive positions in Germany and USA, including in particular SVP, Global Service Provider, Service Delivery Worldwide, and SVP, Global Service Provider, Sales, EMEA, Russia and APJ.

In April 2017 he was appointed Member of the Managing Board of Siemens AG**.

Professional address:

Siemens AG
Werner-von-Siemens-Straße 1 80333
Munich, Germany

Number of shares:

500

Date of birth:

March 7, 1973

Nationality:

German, French

Date of first appointment:

January 28, 2020

Term expires on:

AGM ruling on the accounts of the 2019 financial year

Individual attendance rate:

Board: N/A

Directorships and positions

Other directorships and positions as at December 31, 2019

Within the Atos Group

▶ None

Outside the Atos Group

- ▶ Siemens France Holding SA, France
- ▶ Siemens Ltd., India
- ▶ Siemens Pte. Ltd., Singapore
- ▶ Siemens Schweiz AG, Switzerland (Chairman)

Other positions held during the last five years

Within the Atos Group

▶ None

Outside the Atos Group

▶ None

** Listed company

Additional information on candidates to the Board of Directors



Proposal to renew Mr. Nicolas BAZIRE as member of the Boards of Directors

Nicolas BAZIRE*

Biography - Professional Experience

General Manager of Groupe Arnault SE

Nicolas Bazire is a graduate of the Ecole Navale (1978), the Paris Institut d'Etudes Politiques (1984), former student of the Ecole Nationale d'Administration, Magistrate on the French Cour des Comptes (Court of Audit). Nicolas Bazire is a honorary Conseiller R f rendaire with the Cour des Comptes.

In 1993 he became Cabinet Director for French Prime Minister Edouard Balladur. He served as a Managing Partner at Rothschild & Cie Banque from 1995 to 1999.

He was appointed General Manager at Groupe Arnault in 1999, and became a member of the LVMH Board of Directors; he is also a member of the Executive Committee.

Nicolas Bazire is a Reserve Officer in the French Naval Reserve. He is an Officer in the French Ordre National du M rite (National Order of Merit) and a Chevalier in the French L gion d'honneur.

Directorships and positions

Other directorships and positions as at December 31, 2019

Within the Atos Group

▶ None

Outside the Atos Group

France

▶ Vice-Chairman of the Supervisory Board:

- Les Echos SAS

▶ Deputy CEO:

- Financiere Agache SA

- Semyrhamis SA

▶ Director:

- LVMH Mo t Hennessy Louis Vuitton SE**

- Agache D veloppement SA

- Europatweb SA

- Groupe Les Echos SA

- LV Group SA

- Suez SA**

- Carrefour SA**

- Louis Vuitton (Fondation d'Entreprise)

- Christian Dior SE**

- Madrigall SA

▶ Permanent Representative:

- Groupe Arnault SE, Director of Financiere Agache SA

- Groupe Arnault SE, Director of Semyrhamis SA

- Ufipar SAS, Director of Louis Vuitton Malletier SA

Abroad

▶ Permanent Representative:

- Ufipar SAS, Director of Soci t  Anonyme des Bains de Mer et du Cercle des  trangers   Monaco (S.B.M.)**

Other positions held during the last five years

Within the Atos Group

▶ None

Outside the Atos Group

▶ Member of the Supervisory Committee of Montaigne Finance SAS

▶ Permanent representative of Montaigne Finance SAS, director of GA Placements SA

Chairman of the Nomination and Remuneration Committee

Professional address:

River Ouest - 80 quai Voltaire
95870 Bezons, France

Number of shares:

1,040

Date of birth:

July 13, 1957

Nationality:

French

Date of first appointment:

February 10, 2009

Date of last renewal:

May 24, 2017

Term expires on:

AGM ruling on the accounts of the 2019 financial year

Individual attendance rate:

Board: 80%

N&R Committee: 100%

* Independent Director.

** Listed company.

Additional information on candidates to the Board of Directors



Chairman of the CSR Committee

Professional address:

River Ouest – 80 quai Voltaire
95870 Bezons, France

Number of shares:

505

Date of birth:

December 9, 1958

Nationality:

French

Date of first appointment:

April 15, 2015, ratified by AGM held on May 28, 2015

Date of last renewal:

May 24, 2017

Term expires on:

AGM ruling on the accounts of the 2019 financial year

Individual attendance rate:

Board: 80%

CSR Committee: 100%

Proposal to renew Mrs. Valerie BERNIS as member of the Boards of Directors

Valérie BERNIS*

Biography – Professional Experience

Company Director

Valérie Bernis is a graduate of the Institut Supérieur de Gestion and Université des Sciences Economiques in Li-moges. In 1996, after 2 years spent as Communication and Press Advisor to the Prime Minister, she joined Com-pagnie de Suez as Executive Vice-President – Communications, and then in 1999, she became Executive Vice-President Financial and Corporate Communications and Sustainable Development.

During the same period, she served for 5 years as Chairman and CEO of Paris Première, a French TV channel. Valérie Bernis is currently a mem-ber of the Board of Directors of l'Occitane and France Télévisions.

Directorships and positions

Other directorships and positions as at December 31, 2019

Within the Atos Group

▶ None

Outside the Atos Group

France

- ▶ Member of the Board of Directors: France Télévisions
- ▶ General Secretary of Board of Directors: AROP (Opéra de Paris)
- ▶ Board Member: Fondation contre Alzheimer

Etranger

- ▶ Independent member of the Board of Directors and member of Nomination Committee: l'Occitane International SA (Luxemburg)**

Other positions held during the last five years

Within the Atos Group

▶ None

Outside the Atos Group

- ▶ Member of the Supervisory Board: Euro Disney SCA**
- ▶ Member of the Board of Directors: Suez SA**
- ▶ Vice-Chairman : Fondation Engie
- ▶ Member of the Board of Directors : Palais de Tokyo SAS

* Independent Director.

** Listed company.

Additional information on candidates to the Board of Directors



Proposal to renew Mrs. Colette NEUVILLE as member of the Boards of Directors

Colette NEUVILLE*

Biography - Professional Experience

Chairman (founder) of the ADAM

Colette Neuville is a law graduate and a graduate of the Paris Institut d'Etudes Politiques and holds a post-graduate degree in economics and political science. She served as an Economist for NATO, the Moroccan administration (National Office for Irrigation), and the Loire-Bretagne agency.

Ms. Neuville is the founding Chairman of ADAM (Association de Défense des Actionnaires Minoritaires) and member of the commission "Epargnants et Actionnaires Minoritaires" (Retail Investors and Minority shareholders) of the Autorité des Marchés Financiers (French Financial Markets Authority).

She is the Lead Independent Director of the Board of Directors, member of the Audit Committee and of the Corporate Committee, and Chairman of the Remuneration Committee of Getlink SE. She is member of the Board of Directors of the FAIDER and the ARCAF.

Directorships and positions

Other directorships and positions as at December 31, 2019

Within the Atos Group

▶ None

Outside the Atos Group

France

- ▶ Director: Getlink SE**¹⁾ (also member of the Audit Committee and of the Corporate Committee, Chairman of the Remuneration Committee, member of the nomination committee and Lead Independent Director since February 2014), ARCAF (association des fonctionnaires épargnants pour la retraite), FAIDER (fédération des associations indépendantes de défense des épargnants pour la retraite)
- ▶ Member: Consultative Commission Epargnants ("Retail Investors") of the AMF, of the Club of the Chairmen of Remuneration Committees and of the Institut Français des Administrateurs (French Institute of Directors).

Other positions held during the last five years

Within the Atos Group

▶ None

Outside the Atos Group

- ▶ Director (and member of the Audit Committee): Numericable-SFR** from November 27, 2014 to January 12, 2016
- ▶ Member: Governance committee of the Ecole de Droit & Management de Paris of the Paris II University Panthéon-Assas

Professional address:

River Ouest - 80 quai Voltaire
95870 Bezons, France

Number of shares:

1,012

Date of birth:

January 21, 1937

Nationality:

French

Date of first appointment:

May 30, 2012 (Director) - June 12, 2008
(member of Supervisory Board) - April 13,
2010 (Censor) ratified by General Meeting
of May 27, 2010

Date of last renewal:

May 24, 2017

Term expires on:

AGM ruling on the accounts of the 2019
financial year

Individual attendance rate:

Board: 80%

* Independent Director.

** Listed company.

1) This mandate ended at the General Meeting held on April 30, 2020.

Additional information on candidates to the Board of Directors



Director representing the employee shareholders

Member of the Nomination and Remuneration Committee

Professional address:

Midcity Place
71 High Holborn
London
WC1V6EA
UK

Number of shares:

1,496

Date of birth:

March 4, 1969

Nationality:

British

Date of first appointment:

May 26, 2009

Date of last renewal:

May 24, 2017

Term expires on:

AGM ruling on the accounts of the 2019 financial year

Individual attendance rate:

Board: 70%
Committee N&R: 60%

Election of a Director representing the employee shareholders - Appointment of Ms. Jean FLEMING

Jean FLEMING

Biography - Professional Experience

Leadership Coach

Jean Fleming is a graduate of the London South Bank University where she obtained an MSc in Human Resources and from Brunel University where she obtained a BA in Business Administration.

Former Client Executive, Business Process Services, she is now a Leadership Coach.

Jean Fleming was appointed Director representing the employee shareholders.

Directorships and positions

Other directorships and positions as at December 31, 2019

▶ None

Other positions held during the last five years

▶ None

Overview of current financial authorizations

Authorization	Authorization amount (value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
"EGM April 30, 2019 18th resolution Authorization to buyback the Company shares"	10% of the share capital adjusted at any moment	1,640,000	8.49%	10/30/2020 (18 months)
"EGM April 30, 2019 19th resolution Share capital decrease"	10% of the share capital adjusted as at the day of the decrease	0	10% of the share capital adjusted as at the day of the decrease	06/30/2021 (26 months)
"EGM April 30, 2019 20th resolution Capital increase reserved to employees ⁽¹⁾ "	2,143,158	0	2,143,158	06/30/2021 (26 months)
"EGM April 30, 2019 21st resolution Authorization to allot free shares to employees and executive officers"	964,421	870,313 ⁽⁴⁾	94,108	06/30/2022 (38 months)
"EGM April 30, 2019 22nd resolution Authorization to grant stock options to employees and executive officers"	214,315	209,200	5,115	06/30/2021 (26 months)
"EGM May 24, 2018 14th resolution Share capital increase with preferential subscription right"	31,700,186	0	31,700,186	07/24/2020 (26 months)
"EGM May 24, 2018 15th resolution Share capital increase without preferential subscription right by public offer ^{(1) (2)} "	10,566,728	0	10,566,728	07/24/2020 (26 months)
"EGM May 24, 2018 16th resolution Share capital increase without preferential subscription right by private placement ^{(1) (2)} "	10,566,728	0	10,566,728	07/24/2020 (26 months)
"EGM May 24, 2018 17th resolution Share capital increase without preferential subscription right to remunerate contribution in kind ^{(1) (2)} "	10,566,728	0	10,566,728	07/24/2020 (26 months)
"EGM May 24, 2018 18th resolution Increase in the number of securities in case of share capital increase with or without preferential subscription right ^{(1) (2) (3)} "	"Extension by 15% maximum of the initial issuance"	0	Extension by 15% maximum of the initial issuance	07/24/2020 (26 months)
"EGM May 24, 2018 19th resolution Share capital increase through incorporation of premiums, reserves, benefits or other"	3 865 million	0	3 865 million	07/24/2020 (26 months)

1) Any share capital increase pursuant to the 15th, 16th, 17th, 18th resolutions of the Combined General Meeting of May 24, 2018 and the 20th resolution of the Combined General Meeting of April 30, 2019 shall be deducted from the cap set by the 14th resolution of the Combined General Meeting of May 24, 2018.

2) The share capital increases without preferential subscription right carried out pursuant to the 15th, 16th, 17th and 18th resolutions of the Combined General Meeting of May 24, 2018 are subject to an aggregate sub-cap corresponding to 10% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. € 10,566,728). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate sub-cap.

3) The additional issuance shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 14th resolution of the Combined General Meeting of May 24, 2018, and (iii) in case of share capital increase without preferential subscription rights, the amount of the sub-cap mentioned at 2 here above.

4) Initial grant of 907,500 performance shares on July 24, 2019, among which 49,187 were cancelled. Moreover, 12,000 performance shares were granted pursuant to the plan dated October 23, 2019.

Notes

A series of horizontal dotted lines for taking notes.

Request for documents and information



Form to be returned to:

Société Générale
Département Titres et Bourse
Service des Assemblées
SGSS/SBO/CIS/ISS/GMS
32 rue du Champ de Tir
CS 30812
44308 Nantes Cedex 3

COMBINED GENERAL MEETING OF TUESDAY JUNE 16, 2019

I, the undersigned,

Name, surname:

Residing at:

Postcode: City: Country:

Owner of: shares of ATOS SE:

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

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

requests a copy of the documents and information concerning the Combined General Meeting of June 16, 2020 as provided for by article R. 225-83 of the French Commercial Code.

Signed in, on 2020

Signature

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

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

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

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



About Atos

Atos is a global leader in digital transformation with 110,000 employees in 73 countries and annual revenue of € 12 billion. European number one in Cloud, Cybersecurity and High-Performance Computing, the Group provides end-to-end Orchestrated Hybrid Cloud, Big Data, Business Applications and Digital Workplace solutions. The Group is the Worldwide Information Technology Partner for the Olympic & Paralympic Games and operates under the brands Atos, AtosSyntel, and Unify. Atos is a SE (Societas Europaea), listed on the CAC40 Paris stock index.

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

Atos SE Headquarters

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

For more information:
Please contact: assemblee.generale@atos.net

Or visit our website : atos.net

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