

# Convening Notice

## Combined General Meeting 2021

### **Convening Notice**

On Wednesday May 12, 2021

At 2:00 p.m.

At the registered offices of the Company  
River Ouest - 80 quai Voltaire - 95870 Bezons

The meeting will exceptionally be held behind closed doors  
without the physical presence of shareholders  
and other persons entitled to attend

# Message from the Chairman of the Board of Directors



Dear Madam, dear 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 behind closed doors on Wednesday May 12, 2021 at 14:00 (Paris time).

The growing dialogue with stakeholders on environmental footprint, and especially with shareholders on carbon emissions in relation to the recommendations to meet the Paris Agreement, has led your Board of Directors to highlight the ambitious commitment made by the Company's senior management. In the 15<sup>th</sup> resolution, the Board of Directors seeks a favorable opinion on the "zero net emissions" ambition presented by the Company on February 18, 2021.

This General Meeting will also be the opportunity to present you with the Group's activity report for the financial year 2020 and to vote notably on the proposed payment of a dividend of 0.90€ per share under the 3<sup>rd</sup> resolution. This convening notice includes the relevant information for you to vote on the proposed resolutions submitted by your Board of Directors to your General Meeting.

This General Meeting will be, as always, a special moment in your Company's life. In the current health context and in order to prevent the spread of Covid-19, the Board of Directors of the Company decided to hold this General Meeting behind closed doors, without the physical presence of the shareholders and other persons entitled to attend. The meeting will nevertheless be webcasted for you to be able to watch it; and during the live webcast we will maintain a specific session to answer questions duly raised by authenticated shareholders.

In this respect, Atos' technology continues to benefit corporate governance with two innovations for this event:

- Expansion of electronic voting through the Atos Vote application, already used at the October 27, 2020 Shareholders' Meeting, to all registered shareholders of the Company, and
- The possibility to ask questions live during the Shareholders' Meeting via the Atos Vote application, both for registered shareholders and for bearer shareholders having expressed such a wish when submitting their participation instructions electronically.

This brochure describes in detail how to participate in the Shareholders' 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

Dear Madam, dear Sir, dear Shareholders,

2020 has undoubtedly been a complex year for the society as a whole and for many of our clients. But it was also a year of significant achievements for Atos.

First of all, the agility and resilience that the Group has shown enabled us to fully support our clients throughout this exceptional period. Our business continuity plans and security capabilities ensured service availability, including seamless continuation of mission-critical activities across healthcare, the public sector and critical infrastructure. We contributed to the fight against Covid-19, leveraging our technologies to support vaccine research at numerous centres and laboratories around the world. And we are now leading the conversation about how to move forward in the post-Covid-19 era and prepare for the rebound we are all hoping for.

2020 was also the year in which we laid the foundation for our medium-term strategy, which I had the honour to present to you at the Ordinary General Meeting of Shareholders on October 27<sup>th</sup>.

Our ambition to be “the leader in secure and decarbonized digital” supported by the Spring transformation and the adoption of a sector-by-sector approach, was welcomed by our clients and enabled us to achieve 46% of our 2020 revenue in Digital, Cloud, Security and Decarbonization areas, up from 40% in 2019. Moreover, book to bill was strong throughout the year, with a ratio of 119%.

In 2020, we signed 10 acquisitions to complement the Group’s capabilities and propel Atos towards its ambition. We have also strengthened our global partnerships and enlarged our ecosystem not only with major players but also with start-ups that drive innovation, through Atos Scaler, our new accelerator.

We have consolidated our portfolio of offerings by developing notably our decarbonization solutions or launching Atos OneCloud, with a €2 billion investment.

Finally, we have achieved significant milestones in ESG, which is an integral part of our strategy. As a reminder, we are doing more for the planet than any other company in our sector.

Thanks to the enthusiasm, willingness and technological excellence of the Atos teams, we will maintain the commercial momentum and high performance levels we saw in 2020 while concentrating on additional structural actions to improve profitability and strengthen focus on innovation, competitiveness and quality for the benefit of our customers, our shareholders and all our stakeholders.

**Élie GIRARD**

Chief Executive Officer

# Overview

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## Warning - Covid-19

In the ongoing context of the health crisis due to the Covid-19 epidemic and in accordance with the emergency measures adopted by the French government to reduce the spread of Covid-19, the Board of Directors of the Company, held on March 25 and 31, 2021, decided to hold the General Meeting behind closed doors, without the physical presence of the shareholders and other persons entitled to attend.

This decision is made in accordance with the provisions of (i) ordinance no. 2020-321 of March 25, 2020 extended and amended by ordinance no. 2020-1497 of December 2, 2020, (ii) decree no. 2020-418 of April 10, 2020 extended and amended by decree no. 2020-1614 of December 18, 2020, and (iii) decree no. 2021-255 of March 9, 2021.

Indeed, at the date of the convening of the Meeting, administrative measures restricting or prohibiting travels or collective gatherings, considering the usual attendance at the Company's general meetings of shareholders, prevent the physical attendance of shareholders at the General Meeting.

As for the General Meetings held in 2020, no admission card "*carte d'admission*" will be delivered. Shareholders are invited to exercise their voting rights remotely either online or by mail:

- ▶ As far as registered shareholders are concerned, by logging on the secured website Atos Vote, up until Tuesday May 11, 2021 at 3 p.m. (Paris time),
- ▶ As far as bearer shareholders are concerned, by logging on the secured website Votaccess, if they have access to it through their bank portal, up until Tuesday May 11, 2021 at 3 p.m. (Paris time)

- ▶ Or, as far as all shareholders are concerned, by returning by mail, under the required conditions, the voting form, which will be taken into account if received up until May 9, 2021.

Shareholders can also, by the same means, grant a proxy to the Chairman of the General Meeting or to a third party:

- ▶ the proxies to the Chairman of the General Meeting shall be received no later than the deadlines mentioned above, depending on the way the instruction is transferred;
- ▶ the proxies granted to a third party will be processed in accordance with Article 6 of decree no. 2020-418 of April 10, 2020, instructions to be received no later than May 8, 2021.

The General Meeting will be webcasted live on the Company's website, via the section dedicated to the General Meeting <https://atos.net/fr/investisseurs/assemblee-actionnaires>. The video recording will then be available for replay in the same section.

In addition to the prior submission of written questions, the shareholders will have the possibility to raise their questions live, during the General Meeting, through the Atos Vote application, an innovative and secured digital tool, accessible to the owners of registered shares and to those of the owners of bearer shares who will have expressed such wish when submitting their instructions for advance participation through Votaccess.

Shareholders are invited to regularly consult the updates on the section of the website dedicated to the General Meeting <https://atos.net/fr/investisseurs/assemblee-actionnaires>.

# Agenda

## Ordinary items

1. **Approval of the Company financial statements** for the financial year ending December 31, 2020
2. **Approval of the consolidated financial statements** for the financial year ending December 31, 2020
3. **Allocation of the net income** for the financial year ending December 31, 2020 and payment of the ordinary dividend
4. Renewal of Mr. **Vivek BADRINATH** as member of the Board of Directors
5. Renewal of Mr. **Bertrand MEUNIER** as member of the Board of Directors
6. Renewal of Ms. **Aminata NIANE** as member of the Board of Directors
7. Renewal of Ms. **Lynn PAINE** as member of the Board of Directors
8. **Approval of the special report of the auditors** regarding the agreements and undertakings referred to in articles L. 225-38 *et seq.* of the Commercial Code
9. **Approval of the elements making up the total compensation and benefits of any kind** paid during the financial year ending December 31, 2020 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board
10. **Approval of the elements making up the total compensation and benefits of any kind** paid during the financial year ending December 31, 2020 or awarded for the same financial year to Mr. Élie GIRARD, Chief Executive Officer
11. **Approval of the information relating to the compensation of the company officers** referred to in article L. 22-10-9 I of the French Commercial Code
12. **Approval of the compensation policy** applicable to Directors
13. **Approval of the compensation policy** applicable to the Chairman of the Board of Directors
14. **Approval of the compensation policy** applicable to the Chief Executive Officer
15. **Opinion on the Company's decarbonization ambition "Net Zero"**
16. **Authorization to be granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

## Extraordinary items

17. **Authorization to be granted to the Board of Directors** to reduce the share capital by cancelling treasury shares
18. **Delegation of authority to be granted to the Board of Directors** to increase the share capital of the Company with the removal of the preferential subscription rights in favor of members of a company saving plan as employees and executive officers of the Company and its affiliated companies
19. **Delegation of authority to be granted to the Board of Directors** to increase the share capital of the Company 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
20. **Authorization to be granted to the Board of Directors** to grant free shares to the employees and executive officers of the Company and/or its affiliated companies
21. **Amendment of articles 25, 28 and 33 of the Articles of Association** - Compliance with applicable legal and regulatory provisions
22. **Powers**

# The Atos group in 2020

## 2020 Key figures

<b>Revenue</b> <b>€ 11,181m</b> -2.3% yoy, constant currency -3.0% yoy, organic	<b>OMDA</b> <b>€ 1,661m</b> 14.9% of revenue -70 bps yoy	<b>Operating Margin</b> <b>€ 1,002m</b> 9.0% of revenue -112 bps yoy	<b>Headcount</b> <b>104,430</b> o/w 1,830 from bolt-on acquisitions
<b>Net income</b> <b>€ 550m</b> € 414m in 2019*	<b>Normalized Diluted EPS</b> <b>€ 6.65</b> € 7.74 in 2019*	<b>Free Cash Flow</b> <b>€ 513m</b> 51% of operating margin	<b>Net Debt</b> <b>€ 467m</b> Net debt free assuming the full conversion of the OEB

\* from continuing operations

## 2020 Key non-financial information

<b>Net promoter score from our clients</b> <b>65%</b> vs 59% in 2019	<b>tCO2 Emissions / M€ revenue</b> <b>14.9*</b> reduced by -50% since 2015	<b>% of total spend assessed by Ecovadis</b> <b>63%</b> vs 56% in 2019
<b>New Digital Certifications</b> <b>85,216</b> vs 51,376 in 2019	<b>Great Place To Work</b> <b>65%</b> +9 points vs 2019 first quartile of Digital industry	<b>% of Women in Executive Management (top 450)</b> <b>30%</b> from 13% in 2019

\* Scopes under control: 1, 2 & 3a; including homeworking; including Covid-19 impact of -2.7 tons / M€ revenue

## The Atos group in 2020

Atos consolidated and statutory financial statements for the year ended December 31, 2020, were approved by the Board of Directors on February 17, 2021.

Revenue was € 11,181 million, -3.0% organically and -2.3% at constant currency. In the context of the Covid-19 crisis and regular restrictions and lockdowns in most of the countries where the Group operates, revenue decrease was limited thanks to the resilient profile of our business model. Indeed, the Group benefited from strong demand in Cloud migrations, Digital Workplace solutions to enable people to work from home, and Big Data & Cybersecurity services. Conversely, the revenue was impacted by application project postponement as well as less fertilization on existing contracts.

Operating margin was € 1,002 million, representing 9.0% of revenue, compared to 10.1% in 2019 at constant scope and exchange rates. The Group achieved the bottom of the range of its objective set as soon as April 2020 at the beginning of the Covid crisis, and before its extension throughout the year and further lockdowns and restrictions.

Normalized net income Group share reached € 725 million and Net income Group share was € 550 million.

Free cash flow reached € 513 million compared to € 605 million in 2019 (excluding € +37 million of one-off related to the Optional Exchangeable Bond - OEB).

Net debt was € 467 million compared to € 1,736 million at the end of 2019. Assuming the full conversion of the OEB, the Group was net debt free as of December 31, 2020.

### 2021 objectives

In 2021, the Group targets the following objectives for its 3 key financial criteria, based on the current macroeconomic scenario of a progressive recovery over the year:

- ▶ Revenue growth at constant currency: +3.5% to +4.0%
- ▶ Operating margin rate: +40 to 80bps versus 2020
- ▶ Free cash flow: €550m to €600m

Manufacturing reported a revenue of € 2,010 million, -9.6% organically. New business started with a large German automotive manufacturer, increasing activity with Beverage customers, and new Digital Workplace projects in North America allowed to limit the impact of the global economic context. The Industry was impacted in Automotive, Aerospace and Industrial Services sectors, especially in Southern Europe, North America and Central Europe, while the Industry was also impacted by lower volumes with Siemens, mainly in North America. Although strong actions were performed all along the year, the volume reductions led to an operating margin at € 67 million, representing 3.3% of revenue.

Financial Services & Insurance revenue was € 2,116 million, -3.6% organically. The Industry successfully ramped-up a large insurance contract in the United Kingdom. The Industry was impacted by several banking institutions which have postponed and reduced discretionary expenses. Operating margin was € 261 million, representing 12.3% of revenue. Despite lower revenue generation, the Industry benefited

from the strong contribution of Syntel activities and cost synergies, as well as from cost saving actions.

Public Sector & Defense recorded a revenue at € 2,565 million, +7.5% organically. This performance was driven by Northern Europe, led by a large Big Data project with a weather forecast institution, higher volumes with European Union Institutions in Cloud solutions, and a strong activity with various government agencies. Central Europe also contributed to this growth thanks to several projects in Big Data and the ramp-up of a new project in Germany. Growing Markets revenue also increased despite the impact of the postponement of the Tokyo Olympic Games. Operating margin reached € 259 million, representing 10.1% of revenue.

Telecom, Media & Technology revenue reached € 1,574 million, -5.3% organically. The Industry generated a strong performance in Digital projects, Cloud services, and Digital Workplace solutions, more particularly in Northern Europe and in North America. The Industry was impacted by legacy Unified Communication & Collaboration, as well as project postponements. Operating margin remained roughly stable at € 134 million, representing 8.5% of revenue.

Resources & Services revenue reached € 1,627 million, -8.7% organically. Energy & Utilities generated growth, particularly in North America in Digital Workplace, and in Growing Markets with new Big Data projects. The situation with customers operating in Retail & Transportation was very challenging in the context of Covid crisis. Operating margin reached € 121 million, representing 7.4% of revenue. Despite the drastic cost saving plan initiated as soon as Q2, the margin was strongly impacted by the revenue effect in the sub-Industries that are the most affected by the pandemic such as Transportation, Hospitality and non-food Retail.

Healthcare & Life Sciences revenue was € 1,288 million, growing by +0.7% organically. In Central Europe, the Industry was fueled by the ramp-up of Digital Workplace contracts. Similarly, the Industry benefited from a strong activity in Digital and Big Data in Southern Europe and in Growing Markets. North America was fueled by contract ramp-ups, although product sales performed last year were not repeated. The situation was more challenging in Northern Europe. Operating margin was € 160 million, representing 12.4% of revenue and almost at the level of last year on a like-for-like basis.

### 2020 performance by Regional Business Unit

Most of the geographies progressively recovered during the second half of the year with a slightly better economic environment in particular for Application projects. Indeed, businesses such as Digital Workplace solutions, Cloud transformation, Big Data and Digital Security supported this trajectory. In North America, revenue organic evolution did not improve in Q4 due to non-repeatable sales last year.

Operating margin reached 9.0% of revenue representing € 1,002 million. The strong cost actions implemented as soon as Q2 have well mitigated the revenue effect in most of the geographies. The situation remained challenging in Central Europe due to the lack of flexibility in labor costs as well as some one-offs on difficult contracts in H1.

## The Atos group in 2020

### Commercial activity

The commercial dynamism of the Group was particularly high in 2020 with order entry reaching € 13.3 billion, representing a book to bill ratio of 119% compared to 106% in 2019 at constant exchange rates.

During the fourth quarter, the book to bill reached 130%. The main wins included deals with Primetals (Manufacturing), National Employment Savings Trust (Financial Services & Insurance), Dutch Ministry of Defense (Public Sector & Defense), Windtre (Telecom, Media & Technology) and Guys & St Thomas' (Healthcare & Life Sciences).

The main new deals signed in 2020 included large contracts with a German specialized manufacturer (Manufacturing), with Willis Administrative Services Corp (Financial Services & Insurance), with a Ministry of Industry (Public Sector & Defense), and with Goli (Resources & Services).

Main contract renewals were concluded with Siemens for € 3 billion over 5 years, with a large Application Management contract in the Automotive sector (Manufacturing), with the European Commission and the Texas Department of Information Resources (Public Sector & Defense), and with Conduent (Telecom, Media & Technology).

Full backlog increased to € 23.7 billion from € 21.7 billion at the end of 2019, representing almost 2.1 years of revenue. The full qualified pipeline reached € 9.0 billion compared to € 7.3 billion at the end of 2019.

### Operating income and net income

Operating income reached € +650 million in 2020, compared to € +660 million in 2019, resulting from the following items:

Staff reorganization amounted to € -127 million with the acceleration of the adaptation of the Group workforce in several countries and in particular in Germany. The increase in 2020 came mostly from specific measures in other European countries.

Rationalization costs were € -36 million roughly stable compared to 2019, and primarily resulting from the closure of office premises and data center consolidation, mostly in France.

Integration and acquisition costs amounted to € -42 million, roughly stable compared to 2019. They were mainly related to the integration costs of Syntel to generate synergies.

€ -153 million were recorded as Purchase Price Allocation amortization, at the level of 2019, the main item being € -65 million for Syntel customer relationships and technologies.

Equity-based compensation plans amounted to € -74 million in 2020, at the same level as in the previous year.

Other items amounted to € -125 million in 2019 and reached € +80 million in 2020 including the following exceptional items:

- ▶ The transaction in February 2020 on Worldline shares had an impact of € +171 million (after transaction costs) as follows:
  - The Accelerated Bookbuilding Offering (ABO) of Worldline shares on the market at a share price of € 61.5 led to a net gain on disposal, before tax, of € +120 million, including the derecognition

of the intangible assets generated by the Worldline purchase price allocation in May 2019 upon the loss of control over Worldline and while Worldline was accounted for under the equity method;

- The retained interest of Atos in Worldline group (c. 3.8%) was valued at the fair value at the disposal date, resulting in an additional profit of € +54 million presented as a net gain on disposal.
- The remaining other items mainly included other long-term employee benefits in Germany, France and the UK, unusual impacts from settlements and a limited number of bankruptcies. They also included costs to implement on transformation programs.

Net financial expense significantly decreased from € -208 million in 2019 to € -51 million for the period and was composed of a net cost of financial debt of € -33 million and non-operational financial costs of € -18 million. In 2020, the Group recorded a net gain of € +56 million related to the net revaluation of the EOB derivative and the underlying 3.8% Worldline stake, both measured at fair value. In 2019, the Group booked a loss of € -54 million only related to the OEB derivative as Worldline stake was accounted in 2019 for under the equity method from May 2019 to December 2019 and therefore was not measured at fair value through profit & loss.

The tax charge was € -51 million corresponding to an annualized Effective Tax Rate (ETR) of 8.6% including the impact of the Worldline shares transaction.

Non-controlling interests amount to € -3 million at the same level as in the previous year.

Share of net profit of associates accounted for under equity method amounted to € +5 million in 2020 compared to € +47 million in 2019. This decrease reflects the change in accounting for Worldline shares pursuant to the ABO in February 2020 (from equity method to financial asset measured at fair value).

As a result, the Group reported a net income Group share of € +550 million for 2020, representing 4.9% of Group revenue.

Both basic EPS Group share and diluted EPS Group share were at € 5.05.

The normalized net income Group share excluding unusual, abnormal and infrequent items (net of tax) amounted to € +725 million, representing 6.5% of Group revenue for the period, compared to € +834 million (from continuing operations), representing 7.2% of Group revenue in 2019.

Both normalized basic EPS and normalized diluted EPS were at € 6.65 in 2020, compared to € 7.74 in 2019 (from continuing operations).

### Free cash flow

Operating Margin before Depreciation and Amortization (OMDA) was € +1,661 million representing 14.9% of revenue, compared to 15.5% in 2019.

Reorganization, rationalization and associated costs, and integration and acquisition costs reached € -191 million compared to € -173 million in 2019.



## The Atos group in 2020

Capital expenditures amounted to € -320 million, representing 2.9% of revenue compared to 2.8% in 2019.

The change in working capital requirement was € -63 million from € -130 million in 2019. The DSO ratio reached 46 days compared to 47 days at the end of December 2019. The level of trade receivables sold with no recourse to banks with transfer of risks as defined by IFRS 9 remained at the same level as at the end of December 31, 2019.

Cash out related to tax paid reached € -113 million compared to € -99 million in 2019.

The cost of net debt decreased to € -33 million compared to € -64 million in 2019 mainly explained by the early redemption of the € 600 million bond in April 2020, and the full reimbursement in November 2019 of the \$ 1,900 million term loan used to fund the Syntel acquisition.

Finally, other changes amounted to € -66 million, compared to € -25 million in 2019. Adjusted from the positive one-off item of € +37 million related to the issuance of the OEB (derivative instrument net of fees) in 2019, other changes are stable compared to 2019.

As a result, free cash flow reached € 513 million compared to € 605 million achieved in 2019 (excluding € +37 million of one-off item related to the OEB).

### Net cash evolution

Net acquisitions / disposals in 2020 amounted to € +932 million compared to € +625 in 2019 and originated mainly from the ABO of Worldline shares on the market for € +1,402 million, net of costs of disposal and tax, reduced by the consideration paid on the acquisitions of the year, mainly Maven Wave, EcoAct, Paladion and Digital Security.

Capital increases totaled € +36 million in 2020. This is mainly explained by the shares issued in connection with the Group shareholding programs for employees, Share 2020 in 2020.

In 2020 the Group performed share buy-backs for € -45 million compared to € -113 million in 2019. These share buy-back programs are related to the delivery of long-term incentive plans and aim at avoiding dilution for the shareholders. The decrease is due to the fact that, in 2019, Atos had to acquire shares for two performance share plans instead of the usual one (performance share plan 2016 with 3-year vesting and performance share plan 2015 with 4.5-year vesting).

In the context of the Covid-19 crisis, the Group decided not to distribute any dividend to the owners of the parent. In 2019, the distribution amounted to € -55 million in cash (as option in shares was significantly taken up).

Foreign exchange rate fluctuation effect on debt or cash in foreign currencies totaled € -162 million, mainly coming from the exchange rate of the US dollar and Indian Rupee against the Euro.

As a result, the Group's net debt position as of end 2020 was € -467 million compared to € -1,736 million at the end of 2019. This includes the OEB for € 500 million while the Group still owns 3.8% of Worldline shares which are exchangeable at maturity of the OEB. Assuming the full conversion of the OEB, the Group was net debt free as of end 2020.

### Human resources

The total headcount was 104,430 at the end of December 2020, down by -2.4% compared to 106,980 at the end of June 2020 and by -3.6% compared to December 2019. During the year, the Group welcomed 1,837 new employees from acquisitions.

Excluding this scope effect, the staff decreased by -5.4% taking into account Covid-19 crisis and accompanying and anticipating the effect of automation and robotization. During the full year of 2020, the Group hired 11,800 staff, compared to 18,520 in 2019. Hiring has been mainly achieved in offshore/nearshore countries such as India and Poland. Attrition rate was 10.9% at Group level (15.1% in full year 2019), of which 14.9% in offshore/nearshore countries.

### Acquisitions

In line with its mid-term plan, the Group completed 10 bolt-on acquisitions in 2020. All of them belong to the targeted areas of the Group for bolt-on acquisitions:

- ▶ Digital, through the acquisitions of Miner & Kasch, Alia Consulting and Eagle Creek;
- ▶ Cloud, with the purchase of Maven Wave and Edifixio;
- ▶ Security, with the acquisitions of Paladion, digitalsecurity, SEC Consult and Motiv;
- ▶ Decarbonization, with EcoAct.

The 10 acquisitions have been all self-financed. They represented a total revenue amount above 300 million euros (2019 revenue). These companies will support the Business Mix improvement ambitioned by the Group to reach 65% of its mid-term revenue on Digital, Cloud, Security and Decarbonization.

# Board of Directors

## Governance Structure



**13**

Board members



**17**

meetings in 2020



**95.61%**

attendance



**60%**

Independent  
Directors



**46.15%**  
of women\*



**57.85**  
average age



**3** employee  
representatives



**6** different nationalities  
**2** members with dual  
nationality

\* 40% (4 out of 10) pursuant to the legal ratio. The Director representing the Employee shareholders and the Employee Directors are not taken into account to determine the ratio of gender diversity on the Board of Directors (art. L. 225-23 and L. 225-27-1 of the French Commercial Code).

## Members of the Board of Directors



**Bertrand Meunier**

Chairman of the Board of Directors of Atos SE



**Cedrik Neike**

Member of the Managing Board of Siemens AG and CEO of Digital Industries



**Élie Girard**

Chief Executive Officer of Atos SE



**Colette Neuville\***

Chairman and founder of the ADAM



**Vesela Asparuhova\*\***

Service Delivery Manager



**Aminata Niane\***

International Consultant



**Vivek Badrinath\***

Chairman of the Management Board of Vantage Towers



**Lynn Paine\***

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



**Valérie Bernis\***

Company Director



**Édouard Philippe\***

Mayor of Le Havre and Former Prime Minister



**Jean Fleming\*\*\***

Leadership Coach



**Vernon Sankey**

Officer in companies



**Farès Louis\*\***

Business Developer Cybersecurity Products

\* Independent Director

\*\* Employee Director

\*\*\* Director representing the employee shareholders



# How to participate to the General Meeting?

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## Warning - Covid-19

The General Meeting will exceptionally be held behind closed doors without the physical presence of the shareholders and other persons entitled to attend. Therefore, in accordance with the provisions of decree n°2020-418 of April 10, 2020 amended and extended by decree n° 2021-255 of March 9, 2021, the shareholders will only be able to exercise their voting rights remotely prior to the General Meeting following the conditions described hereafter.

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## How to participate to the General Meeting?

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

- ▶ by **voting by mail;**
- ▶ by **voting by internet;**
- ▶ by **being represented or by granting proxy by mail or online to the Chairman of the 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. 22-10-39 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 May 10, 2021, 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 May 10, 2021, 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

The General Meeting being held behind closed doors, without the physical presence of the shareholders, the shareholders have the possibility to:

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

### 1 Vote or give proxy by Internet

Pursuant to the provisions of article R. 225-61 of the French Commercial Code, Atos SE gives shareholders access to two dedicated online voting websites ahead of the General Meeting, during the below mentioned period, and under the following conditions:

#### ▶ Vote by internet

##### ▶ Owners of registered shares:

You should log onto the dedicated secure website <https://voting.atosone.com>, also available through the free and secured mobile application pursuant to the identification process detailed in the present convening notice. The Atos Vote application can be downloaded directly on your smartphone through your application store. You should then select the related Atos SE Shareholders' Meeting date on the Home page and follow the instructions.

##### ▶ 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 secured website 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.

Both dedicated websites will be open from 9:00 a.m. on **April 23, 2021 until 3:00 p.m. on May 11, 2021** (Paris Time).

To avoid overloading the dedicated websites, we recommend that you **do not wait until the last day** to log on these websites.

## How to participate to the General Meeting?

### ► 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) by logging onto the <https://voting.atosone.com> website or the smartphone Application Atos Vote 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. The notification of the designation of the Chairman of the Meeting as proxy using one of the secure platforms

mentioned above must be received no later than May 11, 2021 at 3 p.m. (Paris time). However, pursuant to decree n°2020-418 of April 10, 2020, the notification of designation of any other person as proxy holder must be notified before May 8, 2021.

The form of designation or revocation of a third party as proxy holder (any other person than the Chairman of the Meeting) may be sent electronically following the conditions described in item 2 hereafter.

## 2 Vote or give proxy by postal mail

### ► Vote by postal mail or give proxy to the Chairman of the Meeting

A convening notice including a voting form to vote by mail or to give proxy will automatically be sent to all the owners of registered shares. The owners of bearer shares should liaise with their banker or broker to be provided with the voting form, at the latest six days prior to the General Meeting. This voting form will be given or sent together with the documents provided by law.

Votes by mail and proxies given to the Chairman of the Meeting will be admissible provided the forms are duly completed and signed (along with the justification of shares ownership) and received at the latest on May 9, 2021, by means of the T envelop sent with the convening notice, 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**

Atos SE,  
Direction Juridique et Compliance,  
River Ouest, 80 Quai Voltaire  
95877 Bezons Cedex

## How to participate to the General Meeting?

### ► Designation or revocation of a proxy holder by postal mail or by email

Shareholder may notify the appointment of a third party proxy holder (any other person than the Chairman of the Meeting) or the revocation by post using the voting form sent either directly for registered shareholders (using the T envelope enclosed with the convening notice), or by the financial institution holding the securities account for bearer shareholders 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.

Pursuant to the provisions of article R. 22-10-24 of the French Commercial Code, the form for designating or revoking of the proxy holder may also 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: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com), 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: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com), 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.

Only the notifications of designation or revocation of proxy to third parties duly signed, filled and received at the latest on May 8, 2021 will be taken into account. In addition, only notifications of designation or revocation of proxies may be addressed to the address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com), any other demand or notification related to any other subject will not be processed or taken into account.

It is specified that for any proxy granted by a shareholder with no name of a beneficiary, the Chairman of the General Meeting shall issue a vote in accordance with the recommendation from the Board of Directors. For the shareholders owning bearer shares, the form must be sent along with an "*attestation de participation*" (proving your shareholder capacity) delivered by an accredited financial intermediary.

## How to participate to the General Meeting?

### I vote by post mail : how to fill in my form?

#### 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 are presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.

#### 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.

### 3 Processing of proxy's vote

The appointed proxy holder sends his/her voting instructions for the exercise of his/her mandates in the form of a scanned copy of the single form to Société Générale by e-mail to the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

The form must contain the surname, first name and address of the proxyholder, the mention "As proxy holder", and must be dated and signed. The votes are indicated in the "I am voting by mail" section of the form. The proxy holder must enclose a copy of identity proof and, if applicable, a power of attorney for the legal entity he or she represents.

In accordance with the decree n°2020-418 of April 10, 2020, in order to be taken into account, the message must reach Société Générale no later than the fourth day prior to the date of the Meeting, i.e. May 8, 2021.

In addition, for its own voting rights, the proxy holder must send its voting instructions in accordance with the usual procedures.



## How to participate to the General Meeting?

**Important :** If sent by postal mail, the duly filled in and signed voting form, to be taken into account, shall be received at the registered offices of the Company or by Société Générale no later than **May 9, 2021**.

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

### 4 Select another participation mode

By exception to the provisions of article R.22-10-28 of the French Commercial Code, it is specified that 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 general law:

#### ► Owners of registered shares:

You must send your new voting instructions using the single voting form duly completed and signed, to Société Générale by email at: [ag2021.fr@socgen.com](mailto:ag2021.fr@socgen.com) and enclose a copy of your identification proof and, if applicable, a copy of your proxy.

#### ► Owners of bearer shares:

You must send your new voting instructions along with your “*attestation de participation*” (proving your shareholder capacity) to your bank or broker which is entitled to send it to Société Générale.

## How to participate to the General Meeting?

### **B** You wish to transfer your shares prior to the General Meeting, after having selected your participation mode

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

### **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 registered offices**

by registered letter with acknowledgement of receipt to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex, France

**Or**

**to the following email address:**  
[assemblee.generale@atos.net](mailto:assemblee.generale@atos.net)

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

In the current health context, shareholders are encouraged to favour electronic communication.

By way of derogation from the provisions of the first paragraph of article R. 225-84 of the French Commercial Code, written questions will be taken into account as long as they are received before the end of the second working day before the General Meeting.

It is specified that all the written questions raised by shareholders and the answers given to them will be published directly on the Company's website <https://atos.net/en/investors/annual-general-meeting> as soon as possible after the General Meeting and at the latest before the end of the fifth working day following the date of the Meeting.

## **D** Live questions during the General Meeting

In addition to the prior submission of written questions, the shareholders will have the possibility to raise their questions live during the General Meeting through the Atos Vote application, an innovative and secured digital tool, accessible to the owners of registered shares and to those of the owners of bearer shares who will have expressed such wish when submitting their instructions for advance participation through Votaccess.

The login details to Atos Vote are specified in pages 20 and 21 of this convening notice.

To this end, the application will be accessible on the date of the General Meeting to the shareholders whose capacity can be assessed as of the record date (on the second business day preceding the Shareholders' Meeting, i.e. May 10, 2021, at zero time, Paris time) pursuant to the shareholding intermediation system applicable in France. Therefore, the owners of registered shares will access the application through the same authentication procedure as for the submission of their advance voting instructions as reported in the Company's official convening notice. This functionality is also accessible to the eligible owners of bearer shares at their option upon the submission through Votaccess via their bank portal of their instructions for advance participation at the General Meeting; they will use to log in to Atos Vote the email address left within Votaccess. On the date of the General Meeting, eligible shareholders can also access Atos Vote through the section of Atos' site dedicated to general meetings of shareholders:

▶ <https://atos.net/fr/investisseurs/assemblee-actionnaires> (French) or

▶ <https://atos.net/en/investors/annual-general-meeting> (English).

The Chairman of the General Meeting will ensure that such questions are answered during the General Meeting to the extent possible.

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### **Remote electronic voting:**

Pursuant to the provisions of article R. 225-61 of the French Commercial Code, Atos SE gives eligible shareholders access to two dedicated online voting websites, Atos Vote© and Votaccess, as the case may be, ahead of the General Meeting; if they choose this method, they will have to accept the conditions of use and the privacy policy which will be submitted to them for acceptance.

Upon receipt by the Company of your voting instructions, they are irrevocable, except in the case of transfers of shares notified as provided for by Article R. 225-85-IV of the French Commercial Code. Therefore, if you elect this channel of submission of your vote, you will no longer be required to cast your vote by the other method, i.e. by print mail, as reported in this convening notice brochure.

In the event of transmission by the shareholder of instructions relating to his/her shareholding rights through several channels, for the same shares and the same general meeting, only the first instruction received by the Company will be taken into account. Any other instruction received later will be disregarded and considered null and void.

In accordance with the Directive (EU) "Shareholder Rights" II 2017/828, the shareholder may also request to receive a mail confirming whether the vote has been validly recorded and counted by the company, to be received after the General Meeting.

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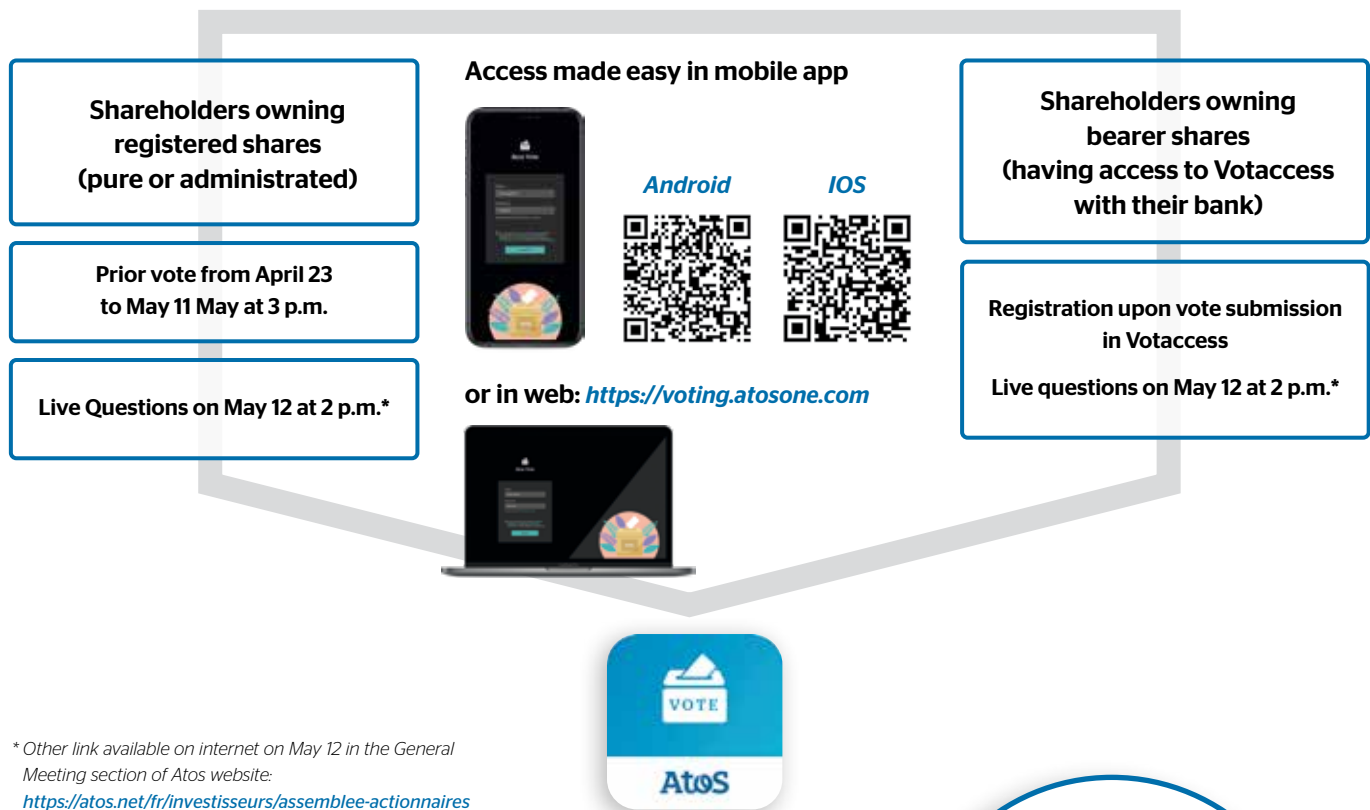
## How to participate to the General Meeting?

# Focus Atos Vote

## What functionalities for which shareholders?

Atos uses its Atos Vote© application in the context of this General Meeting:

- ▶ Electronic voting open to all registered shareholders of the Company, and
- ▶ Possibility to ask questions live during the General Meeting, both for registered shareholders and for certain bearer shareholders.



\* Other link available on internet on May 12 in the General Meeting section of Atos website:  
<https://atos.net/fr/investisseurs/assemblee-actionnaires>

## Where to find your shareholder number?

As a registered shareholder, you have the possibility to transmit your instructions remotely, using the Atos Vote application, as well as to ask your questions live during the broadcasting of the General Meeting on the Internet, using a unique identifier required if your email address is not recognized by Atos Vote: this shareholder number, specific to this General Meeting, appears on the voting form attached to your invitation to the General Meeting received by mail.

Refer to instructions on reverse side used, shade box(es) like this ■, date and sign at the bottom of the form.

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

Identifiant - Account: **XXXXX2**

Vote simple / Single vote

Vote double / Double vote

JE DONNE POUVOIR À : CL. au verso (E)  
 I HEREBY APPOINT: See reverse (E)

**Atos**

**ASSEMBLÉE GÉNÉRALE MOTE DU 12 MAI 2021**  
 A. MOTE au siège social de la société  
 COMBINED GENERAL MEETING OF MAY 12th, 2021  
 10:00 am at the registered office

Enter the 5 consecutive digit numbers on the Atos Vote log in page, represented here by **XXXXX**, and located on the voting form in the frame reserved to the Company, next to the line « Identifiant - Account »

## How to participate to the General Meeting?

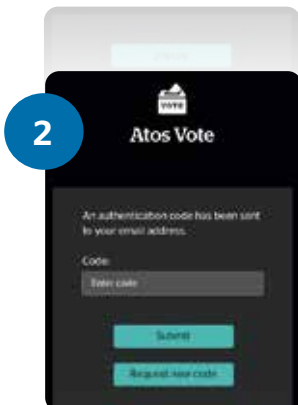
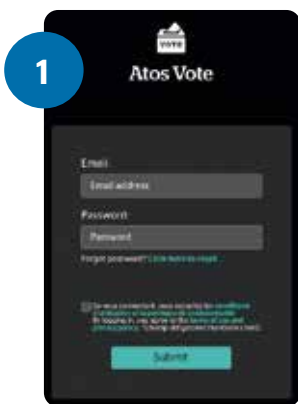
# Focus Atos Vote

### How to log in - 3 situations

When you connect to Atos Vote in order to vote remotely or ask your questions live during the General Meeting, you will be able to identify yourself according to the instructions below, depending on your situation:

#### 1 - Shareholders who are Atos employees

Please input your Atos email address. This will facilitate **Single Sign-On** option for you. You can otherwise go to case 2.



#### 2 - Shareholders with registered email

Please input your **email address** as previously provided and known to Atos. This will enable the following:

We confirm, based on your email, that you are an authorized shareholder, and we check if you have a **password** associated to your account

##### Existing User?

Provide the password already associated to your account

##### New User?

You will be able to set-up a password for your account

You will receive by email a unique temporary **authentication code**, which you will need to submit.

**Log-in is complete!**

#### 3 - Shareholders with email not registered beforehand



First, provide:

- ▶ **Your shareholder identifier**  
(see your voting form and instructions on page 20 of this brochure)
- ▶ **Your family name**

We check that user is an authorized shareholder.

Second, your **email** is registered and your **password** is set-up.

From here, follow the same **log-in process** described in steps **1** and **2**

# 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, 2020

##### 1<sup>st</sup> and 2<sup>nd</sup> resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2020. The management report on the 2020 financial year is included in the 2020 Universal Registration Document of the Company filed with the AMF on April 8, 2021.

If this 1<sup>st</sup> resolution is not approved, the 3<sup>rd</sup> resolution (*Allocation of the net income for the financial year ending December 31, 2020 and payment of the ordinary dividend*) will become void and will not be submitted to the vote of the shareholders.

#### Allocation of the net income for the financial year ending December 31, 2020 and payment of the ordinary dividend

##### 3<sup>rd</sup> resolution

In the scope of the 3<sup>rd</sup> resolution, we propose that you set the 2020 dividend at EUR 0.90 per share, which corresponds to an aggregate amount of EUR 98,945,910.90 calculated on the basis of the number of 109,993,166 shares, making up the share capital as at December 31, 2020, including 53,265 shares held in treasury on that date, whose amount may vary according to the evolution of the number of shares entitled to a dividend until its detachment date.

The ex-dividend date will be May 14, 2021 and the ordinary dividend will be paid on May 18, 2021.

When paid to individuals with tax residence in France, the dividend is subject to a non-final withholding tax (Prélèvement Forfaitaire Non Libérateur "PFNL") at a rate of 12.8% assessed on the gross amount distributed (excluding social security contributions of 17.2%). This PFNL

is credited against the 12.8% final withholding which is considered as a final taxation under article 200 A-1, A 1° of the French General Tax Code. Nevertheless, upon the exercise of an express, global and irrevocable option, the dividend may be subject to the progressive income tax scale (article 200 A-2 of the French General Tax Code). In such a case, the dividends shall be taken into account in the determination of the overall income subject to the progressive tax scale of the income tax, after a 40% allowance on the gross amount received (article 158-3-2° of the French General Tax Code). This option is to be exercised upon the filing of the income tax return and at the latest before the declaration deadline. The non-final withholding tax of 12.8% is chargeable on the year as of which the dividend is paid. If it is above the tax actually due, it is refunded.

Pursuant to the 3<sup>rd</sup> paragraph of article 117 quarter of the French General Tax Code, natural persons belonging to a tax household whose reference fiscal income ("revenu fiscal de référence") for the penultimate tax year which is lower than €50,000 for the taxpayers who are single, divorced or widowed and below €75,000 for the taxpayers who are subjected to a joint taxation can request to be exempted from this withholding under the conditions provided by article 242 quarter of the French General Tax Code. Besides, the dividend shall be subject to social contributions of 17.2% levied at source.

If the 1<sup>st</sup> resolution (*Approval of the Company financial statements for the financial year ending December 31, 2020*) is not approved, this 3<sup>rd</sup> resolution will become void and will not be submitted to the vote of the shareholders.

The following dividends were paid in the three financial years preceding the 2020 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividend per share (in €)	Total (in €)
2019	N/A <sup>(2)</sup>	N/A <sup>(2)</sup>	N/A <sup>(2)</sup>
2018	106,860,125	1.70 <sup>(3)</sup>	181,662,212.50
2017	105,432,217	1.60 <sup>(3)</sup>	179,234,768.90

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

2) In 2020, considering the Covid-19 crisis, the Company intended to act responsibly and spread the efforts requested across all its stakeholders. As a result, the Board of Directors decided on April 21, 2020 to withdraw its proposal to pay a dividend and therefore the related option to receive the dividend in shares at the Annual General Meeting held on June 16, 2020.

3) The dividend was eligible to the 40% tax deduction

## Report of the Board of Directors on the resolutions

## 2 Resolutions regarding the renewal of mandates

### Renewal of the mandates of Directors

#### 4<sup>th</sup> to 7<sup>th</sup> resolutions

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

In 2020, the composition of the Board of Directors has been modified as a result of the following events:

	Board of Directors	Audit Committee	Nomination and Governance Committee <sup>(1)</sup>	Remuneration Committee <sup>(1)</sup>	CSR Committee
Departure	Roland Busch (01/17/2020) Jean-Louis Georgelin (02/18/2020) Nicolas Bazire (06/16/2020)	Roland Busch (01/17/2020) Bertrand Meunier (12/01/2020)	-	-	-
Appointment	Cedrike Neike (01/28/2020) Vesela Asparuhova (10/21/2020) Édouard Philippe (10/27/2020)	Vivek Badrinath* (02/18/2020)	Bertrand Meunier* Lynn Paine Édouard Philippe (12/01/2020)	Aminata Niane* Valérie Bernis Jean Fleming (12/01/2020)	Colette Neuville (12/01/2020)
Renewal	Élie Girard Cedrik Neike Valérie Bernis Jean Fleming Farès Louis Colette Neuville (06/16/2020)	-	-	-	-

1) On December 1, 2020, the Board of Directors decided to split the missions previously allocated to the Nomination and Remuneration Committee between two committees: the Nomination and Governance Committee and the Remuneration Committee.

\* Chair of the Committee

#### Composition of the Board of Directors

As of the date of this notice of meeting, the Board of Directors is composed of 13 members as indicated below:

		Personal information			Experience		Position on the board			Membership in committees <sup>(3)</sup>	
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies <sup>(1)</sup>	Independence	Date of first appointment <sup>(2)</sup>	End of term of office		Seniority on Board
<b>Chairman</b>	<b>Bertrand MEUNIER</b>	65	M	French/British	14 000	1	NO	07/03/2008	AGM 2021	12	N&G ★
<b>Chief Executive Officer</b>	<b>Élie GIRARD</b>	42	M	French	70398	0	NO	12/16/2019	AGM 2022	1	N/A
<b>Directors</b> (L225-17 CCom)	<b>Vivek BADRINATH</b>	51	M	French	500	1	YES	04/30/2019	AGM 2021	1	Audit ★ ◆
	<b>Valérie BERNIS</b>	62	F	French	505	2	YES	04/15/2015	AGM 2022	5	Rem, RSE ★
	<b>Cedrik NEIKE</b>	48	M	French/German	500	1	NO	01/28/2020	AGM 2023	1	N/A
	<b>Colette NEUVILLE</b>	83	F	French	1 012	0	YES	04/13/2010	AGM 2022	10	CSR
	<b>Aminata NIANE</b>	64	F	Senegalese	1 012	0	YES	05/27/2010	AGM 2021	10	Rem ★
	<b>Lynn PAINE</b>	71	F	American	1 000	0	YES	05/29/2013	AGM 2021	7	Audit ◆, N&G, CSR
<b>Director representing the employee shareholders</b> (L225-23 CCom)	<b>Édouard PHILIPPE</b>	50	M	French	501	0	YES	10/27/2020	AGM 2023	0	N&G
	<b>Vernon SANKEY</b>	71	M	British	1 296	0	NO	02/10/2009	AGM 2022	12	Audit ◆, CSR
<b>Employee Directors</b> (L225-27-1 CCom)	<b>Vesela ASPARUHOVA</b>	38	F	Bulgarian	0	0	NO	10/15/2020	AGM 2023	0	N/A
	<b>Farès LOUIS</b>	58	M	French	0	0	NO	04/25/2019	AGM 2023	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&G: Nominations and Governance Committee, Rem: Remuneration Committee, Audit: Audit Committee, CSR: CSR Committee

★ Chairman of the Committee

◆ Vivek Badrinath, Lynn Paine and Vernon Sankey have the required and financial accounting skills by virtue of their educational and career background for the purpose of their membership in the Audit Committee

## Report of the Board of Directors on the resolutions

In this context, the terms of office as Directors of Vivek BADRINATH, Bertrand MEUNIER, Aminata NIANE and Lynn PAINE expire at the end of this Annual General Meeting.

### Proposals for renewal of terms of office

#### 4<sup>th</sup> to 7<sup>th</sup> 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 Governance Committee, to propose to this Annual General Meeting the following renewals of terms of office:

Resolution n°	Concerned Individual*	The Board of Directors motivations	Term of office**
4	<b>Vivek BADRINATH</b>	Vivek BADRINATH brings to the Board his skills as leader of a listed multinational company, high level professional of the telecommunication and information technology industry and expert in digital transformation, and a rich multicultural profile. The Board wishes to continue to benefit from these skills and wants to allow Vivek BADRINATH to fully invest as Chairman of the Audit Committee since his appointment in December 2020.	3 years expiring at 2024 Annual General Meeting
5	<b>Bertrand MEUNIER</b>	Bertrand MEUNIER was appointed Chairman of the Board of Directors in November 2019 following the separation of the offices of Chairman of the Board and Chief Executive Officer. He was also appointed Chairman of the Nominations and Governance Committee created in December 2020. The Board wishes to continue to benefit from his long-term experience in the information technology industry, his financial expertise and expertise in mergers and acquisitions, which are essential to lead the Board's discussions on Atos' strategy. The Board also intends to maintain the balance in the Company governance which allows complementarity between Bertrand Meunier and Élie Girard.	3 years expiring at 2024 Annual General Meeting
6	<b>Aminata NIANE</b>	Aminata NIANE, former Lead Independent Director, was appointed Chairman of the Remuneration Committee created in December 2020. Aminata NIANE brings to the Board her experience as former leader of public and private organizations, and usefully complements the Board with her international and multicultural profile; as such she brings her African leading woman perspectives. The Board wishes to continue to benefit from her experienced profile and allow her to fully invest as Chairman of the Remuneration Committee.	3 years expiring at 2024 Annual General Meeting
7	<b>Lynn PAINE</b>	Lynn PAINE is a member of the Audit Committee, the Nomination and Governance Committee created in December 2020, and of the CSR Committee. Her involvement in the works of the Board of Directors, through her membership in these Committees, as well as her attendance in the Board's meetings and debates, are significant. Furthermore, the Board of Directors wishes to continue to benefit from Ms. Lynn PAINE's skills in management and corporate governance, and from her academic expertise and practice in these domains as Professor and Senior Associate Dean at Harvard University. Her north American perspective is very useful to the works of the Board considering the value of this geographic area for Atos and the digital industry as a whole.	3 years expiring at 2024 Annual General Meeting

\* Additional information on the candidates to the Board of Directors, including attendance rates, can be found in pages 50 to 53 of the brochure.

\*\* Pursuant to the Articles of Association, the term of office is 3 years, subject to an annual rotation of the third of the Directors being achieved.

### 3 Resolutions regarding the approval of a related-party transaction

#### Approval of the special report of the auditors regarding the related-party

##### 8<sup>th</sup> resolution

The Board of Directors request, under the terms of the 8<sup>th</sup> resolution, that you approve the special report of the statutory auditors on related-party agreements and the agreements and commitments it discloses, which were approved by the Board of Directors during the past financial year.

The agreements approved by the Board of Directors during the 2020 financial year and subject to your approval are the following:

##### *Customer Relationship Agreements with three entities of Siemens Group*

On May 20, 2011, the Company and Siemens AG entered into a Customer Relationship Agreement regarding their future provider-customer relationship. The initial term of the contract was 7 years and Siemens committed to a certain volume of services (€5.5 billion).

On October 28, 2015, the Company and Siemens AG proceeded to an anticipated renewal of their partnership by amending the Customer Relationship Agreement mainly as follows:

- I• extension of the term of the Customer Relationship Agreement for an additional period of 3.5 years, and in this context, increased commitment of Siemens especially regarding the minimum volume of services for an additional amount of €3.23 billion (i.e. a contract length extended until December 31, 2021, and a total amount of services of €8.73 billion);
- II• in addition to managed services, application management and systems integration projects included in the initial contract, incorporation in the scope of the Customer Relationship Agreement of Cloud, industrial data analytics, and Cybersecurity services.



## Report of the Board of Directors on the resolutions

On September 22, 2020, Atos SE and Siemens Group entered into three new Customer Relationship Agreements, the key characteristics of which are as follows:

- I • three contracts with a 5-year duration signed by Atos SE respectively with Siemens AG, Siemens Gas and Power GmbH & Co. KG<sup>1)</sup> and Siemens Healthineers AG;
- II • new volume commitments from the Siemens group for a total amount of 3 billion euros;
- III • scope extension to cover more broadly Digital Workplace, Application modernization, Digital Platforms and end-to-end Integration & Security in order to support Siemens' digital strategic objectives, such as the modernization of services, data driven IT and Cloud transformation.

On September 22, 2020, the Board of Directors approved the three new Customer Relationship Agreements considering they were concluded in the Company's interest, as they extend the commercial relationship with Siemens and increase its scope, thus contributing to the extension of the strategic partnership between the two groups.

1) The legal denomination of the Company changed to Siemens Energy Global GmbH & Co. KG in October 2020.

### 4 Approval of the compensation of company officers for the year 2020

Sections 4.3.2 and 4.3.3 of the 2020 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. 22-10-9 of the French Commercial Code on company officers' compensation for the year 2020. We request you, pursuant to article L. 22-10-34 I of the French Commercial Code, to approve this information in the scope of the **11<sup>th</sup> resolution** of this General Meeting.

In accordance with article L. 22-10-34 II of the French Commercial 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, 2020, or awarded for that same year:

- ▶ to **Bertrand Meunier, Chairman of the Board**, under the **9<sup>th</sup> resolution** (cf. sections 4.3.2.2 and 4.3.2.4 to 4.3.3 of the 2020 Universal Registration Document);
- ▶ to **Élie Girard, Chief Executive Officer**, under the **10<sup>th</sup> resolution** (cf. sections 4.3.2.3. and 4.3.2.4 to 4.3.3 of the 2020 Universal Registration Document).

### Summary of the information relating to the compensation of the company officers referred to in para. I of article L. 22-10-9 of the French Commercial Code

#### 11<sup>th</sup> resolution

As complement to the information supplied with regards to resolutions 9 and 10, Directors' elements of compensation due for the financial year 2020 and these paid to the Directors during financial year 2020 for the financial year 2019 are presented below.

	2020 (en euros)	
	Paid <sup>a)</sup>	Owed <sup>b)</sup>
Vesela Asparuhova <sup>1)</sup>	N/A	N/A
Vivek Badrinath	25,979	57,000
Nicolas Bazire	47,500	27,680
Valérie Bernis	43,500	57,000
Roland Busch	36,000	929
Jean Fleming <sup>2)</sup>	38,000	52,000
Jean-Louis Georgelin	14,240	3,842
Élie Girard	-	-
Farès Louis <sup>3)</sup>	N/A	N/A
Bertrand Meunier	98,333 <sup>4)</sup>	-
Cedrik Neike	N/A	46,025
Colette Neuville	37,500	53,000
Aminata Niane	62,500	72,000
Lynn Paine	49,000	55,000
Édouard Philippe	N/A	9,607
Vernon Sankey	66,500	69,000
<b>Total</b>	<b>519,052</b>	<b>503,083</b>

N/A: Non applicable

a) Compensation paid in 2020 for the year 2019

b) Compensation owed for the year 2020

- 1) Ms. Vesela Asparuhova, Employee Director since October 21, 2020 is employed by the Atos Group. Employee Directors do not receive Directors' compensation.
- 2) Ms. Jean Fleming, Director representing the employee shareholders is employed by the Atos Group
- 3) Mr. Farès Louis, Employee Director, is employed by the Atos Group. Employee Directors do not receive Directors' compensation.
- 4) The amount allocated to Mr. Meunier takes into account his mandates in 2019, i.e. 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. Bertrand MEUNIER and Mr. Élie GIRARD declined to receive any Directors' compensation for the year 2020.

## Report of the Board of Directors on the resolutions

### Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2020 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board of Directors

#### 9<sup>th</sup> 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 compensation policy applicable to the Chairman of the Board of Directors was approved by the Annual General Meeting held on June 16, 2020 under the 20<sup>th</sup> resolution.

The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Bertrand Meunier comply with this policy which provides for a gross annual fixed compensation of € 400,000 as the sole component.

Considering the unprecedented sanitary crisis caused by the Covid-19 pandemic and its resulting social and economic impacts, Mr. Bertrand Meunier decided, in agreement with the Board of Directors, to reduce his fixed compensation by 30% during a three-month period from March to May 2020. Thus, the gross annual fixed compensation paid for the year 2020 amounted to € 370,000.

	2020 (in euros)
Fixed compensation	370,000
Variable compensation	0
Fringe benefits	0
Directors' compensation	0
<b>Total</b>	<b>370,000</b>
Relative share of the fixed component	100%
Relative share of the variable component	0%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

### Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2020 or awarded for the same financial year to Mr. Élie GIRARD, Chief Executive Officer

#### 10<sup>th</sup> resolution

Mr. Élie Girard was appointed Chief Executive Officer as from November 1, 2019 as a result of the implementation of the company executive officer's succession plan. The compensation policy applicable to the Chief Executive Officer was approved by the Shareholders' General Meeting held on June 16, 2020 under the 21<sup>st</sup> resolution.

The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Élie Girard comply with this policy.

Considering the exceptional circumstances entailed by the Covid-19 crisis, the Board of Directors, during its meeting held on April 21, 2020, decided to update the 2020 financial targets which were communicated by the Company on April 22, 2020 when the publication of its first quarter 2020 revenue was released, notwithstanding the uncertainty as to the scope and the period of the sanitary measures prescribed by authorities against the pandemic likely to impact the business recovery. However, in order to participate to the efforts made by the various stakeholders, the Board of Directors did not modify the budget targets set before the Covid-19 crisis for the determination of the Chief Executive Officer's variable compensation for the first half of the year. The revised annual targets were achieved as confirmed by the publication of the 2020 results released on February 18, 2021.

**Solidarity measures:** Mr. Élie Girard decided, in agreement with the Board of Directors, to reduce his fixed and variable compensation by 30% during a three-month period from March to May 2020, to waive 3,000 share rights i.e. 9.4% of the 2020 allocation of performance shares initially granted. This additional effort made at his own initiative is coupled with the impacts of Covid-19 on his compensation of the decision to not modify the budget targets defined before Covid-19 for the determination of his variable compensation for the first semester as well as for the determination of his multiannual equity-based compensation.

Overall, **the effort made on his total annual compensation is estimated at around 1 million euros**, i.e. 27% of the expected total compensation if the Board of Directors would have decided to adjust the compensation targets for the Chief Executive Officer for 2020 first half according to updated annual targets as updated and disclosed on April 22, 2020, which were achieved. This estimate is based on a payout percentage of the on-target variable compensation for the first half of the year in line with the payout percentage acknowledged for the second half of the year and on an equity-based compensation, based on the percentage of the total compensation decided by the Board of Directors.

## Report of the Board of Directors on the resolutions

	<b>2020</b> (in euros)
Fixed compensation	878,750
Variable compensation	683,525
Fringe benefits	18,997
Value of options granted during the year	0
Value of performance shares granted during the year	1,378,339
<b>Total</b>	<b>2,959,611</b>
Relative share of the fixed component	30%
Relative share of the variable component	70%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a

### Fixed compensation:

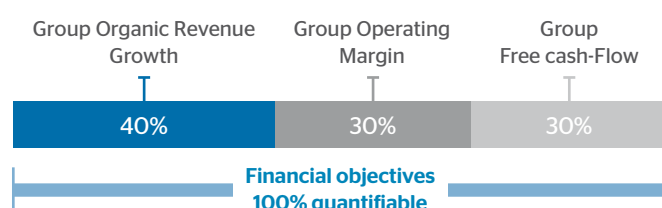
Reflecting the 30% reduction offered by Mr. Élie Girard from March to May, the gross annual fixed compensation paid for the year 2020 amounts to € 878,750.

### Variable compensation:

Reflecting the 30% reduction offered by Mr. Élie Girard from March to May, the target annual variable compensation amounts to € 1,098,438: €504,688 for the first semester and €593,750 for the second semester.

Thus, the total variable compensation due for 2020 (€ 683,525) corresponds to 62.2% of the target annual variable compensation.

As a reminder, the nature and weighting of each of the indicators making up the 2020 variable compensation of the Chief Executive Officer are as follows:



Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board during the meetings held on July 24, 2020 and February 17, 2021. The variable compensation of the Chief Executive Officer stood at € 115,069 for the first semester of 2020 (22.8% of the on-target bonus), and at € 568,456 (95.7% of the on-target bonus) for the second semester of 2020.

Indicators	First semester 2020		Second semester 2020	
	Weight	Payout*	Weight	Payout*
Group Organic Revenue Growth	40%	<100%	40%	<100%
Group Operating Margin	30%	<100%	30%	<100%
Group Free Cash Flow <sup>1)</sup>	30%	<100%	30%	<100%
<b>Payout in % of the semester on-target bonus</b>		<b>22,8%</b>		<b>95,7%</b>

\* On the basis of the elasticity curves capped at 130% for each indicator.

1) Before acquisitions/disposal and variation of equity and dividends.

Budget achievements are as follows:

Budget « Full Year Forecast 2 »	2020
Group Organic Revenue Growth	99.9%
Group Operating Margin	97.2%
Group Free Cash Flow <sup>1)</sup>	95.1%

1) Before acquisitions/disposal and variation of equity and dividends.

Objectives which are set every semester on the basis of the Company's budget are in line with the financial guidance announced to the market at the beginning of the year. As the 2020 objectives were disclosed on February 19, 2020 before the Covid-19 impact, the Group has updated on the occasion of its Q1 revenue release on April 22, 2020 its objectives for the full year 2020.

The budget targets set for the first half of the year remained unchanged, in line with those disclosed on February 19, 2020. With the aim of maintaining motivation and following an approach similar to that adopted for employees eligible for variable compensation, the Board of Directors decided to extend the elasticity curves initially defined down to the floor values corresponding to zero payment.

The budget targets set for the second half of the year are in line with the post-Covid objectives for 2020 disclosed on April 22, 2020.

### Fringe benefits:

Mr. Élie Girard benefited from the use of a company car with driver and from the collective life, disability and health insurance schemes applicable to employees. The annual employer's contribution in respect of the life and disability scheme amounts to € 2,481. The annual employer's contribution in respect of the healthcare plan stands at € 2,842. The benefit in kind related to the use of the company car with driver is assessed to € 13,674.

## Report of the Board of Directors on the resolutions

### Multiannual equity-based compensation:

The Board of Directors decided, during its meeting held on July 24, 2020, and upon the recommendation of the Remuneration Committee, to allocate 31,800 performance shares in favor of the Chief Executive Officer. Mr. Élie Girard having voluntarily waived 3,000 performance shares, the final allocation amounts to 28,800 performance shares.

Mr. Élie Girard is required to remain owner of 15% of any such acquired shares for the duration of his duties and cannot conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate as Chief Executive Officer.

This grant was decided in accordance with the approval given by the Annual General Meeting on June 16, 2020 under the 21<sup>st</sup> resolution ("Compensation policy applicable to the Chief Executive Officer"), in the context of the authorization granted by the same Annual General Meeting under the 32<sup>nd</sup> resolution.

It represents 3.7% of the total number of performance shares granted and 0.03% of the share capital on the Annual General Meeting authorization date.

As a reminder, the vesting of all or part of the shares granted on July 24, 2023 is subject to the achievement of performance conditions over a three-year period as well as to a continuous tenure of the beneficiary as company officer, except in the event of retirement, death or disability.

The number of performance shares definitively vested for each beneficiary will depend on the "average acquisition rate" calculated according to the weighting of the performance indicators and their respective achievement levels, as shown in the table below:

Performance Indicator	Weight	% of the grant according to the achievement level		
		Floor	Target	Cap
Average of the External Revenue growth rates over 3 years (2020-2022) (« A »)	30%	Floor	Target	Cap
		30%	100%	150%
Average rate of Operating Margin over 3 years (2020-2022) (« B »)	25%	Floor	Target	Cap
		50%	100%	130%
Cumulated amount of Free Cash Flow at the end of the 3-year period (in 2022) (« C »)	25%	Floor	Target	Cap
		50%	100%	130%
Average of the yearly Atos scores in the DJSI (World or Europe) compared to other companies over the 3-year period (« D »)	10%	Floor	Target	Cap
		50%	100%	150%
Percentage of CO <sub>2</sub> emissions variation per € million revenue (tCO <sub>2</sub> /M€) over the 3-year period (« E »)	10%	Floor	Target	Cap
		50%	100%	150%
<b>A * 30% + B * 25% + C * 25% + D * 10% + E * 10% = Average acquisition rate</b> (The average acquisition rate may not exceed 100%)				

Upon the recommendation of the Remuneration Committee, the Board of Directors decided to set the financial targets in line with mid-term financial objectives as presented on June 24, 2020, on the occasion of the 2020 Analyst Day, under the assumption of a return to a normal economic activity by mid-2021.

The Board of Directors could, if necessary, modify the above performance conditions to take into account the non-measurable consequences, at the date of setting of the objectives, of the economic crisis caused by the Covid-19 pandemic 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.

The Board of Directors will decide on the achievement of the performance indicators and the resulting average acquisition rate after consultation of the Remuneration Committee. Achievement rates of performance indicators and the final acquisition percentage will be disclosed in the universal registration document for the financial year 2022, made available to the shareholders in connection with the Annual General Meeting.

The value of the performance shares is determined, on the grant date, pursuant to IFRS 2 standard, and recognized in the consolidated financial statements. This value corresponds to a historical value on the grant date calculated for accounting purposes. This value does not represent a current market value nor the actual value that may be received by the beneficiary upon vesting provided that the performance shares finally vest.

### Other compensation elements:

As a reminder, Mr. Élie Girard does not receive exceptional compensation nor compensation elements or fringe benefits related to his mandate from Atos SE or any of its subsidiaries. He does not have any employment contract and he is not entitled to any severance payment nor any compensation for non-compete clause in the event of termination of his mandate. He does not receive any director's compensation.

Besides, Mr. Élie Girard is no longer eligible to any supplementary pension plan since the decision of the Board of Directors on December 16, 2019.

## 5 Approval of the compensation policy of company officers as from the year 2021

In the scope of the 12<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup> resolutions, you are asked, in accordance with article L. 22-10-8 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 Remuneration Committee. These policies are entirely submitted in section 4.31 of the 2020 Universal Registration Document, which form an integral part of the Corporate

## Report of the Board of Directors on the resolutions

Governance report, and are synthetically submitted below.

Pursuant to article L. 22-10-8 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 Remuneration Committee, implement these provisions to adjust and, if applicable, amend the performance conditions set under Section 4.31 of the 2020 Universal Registration Document, applicable to the compensation elements of the Chief Executive Officer for year 2021, to take into account the non-measurable consequences of the economic crisis triggered by Covid-19 epidemic, and sanitary measures implemented in countries where the activities of Atos Group are located.

### Approval of the compensation policy applicable to Directors

#### 12<sup>th</sup> resolution

In the scope of the 12<sup>th</sup> resolution, you are requested to approve the compensation policy applicable to the Directors (cf. sections 4.3.1.1 and 4.3.1.2 of the 2020 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 ("compensation" having replaced the terms "directors' fees") 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 Remuneration Committee. The allocation rules for the Directors' compensation are based on the following principles:

- ▶ 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, in the event that the Board of Directors decides to appoint one among its members, receives an additional fixed compensation of € 20,000 per year;
- ▶ 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,
  - 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 written resolutions are not remunerated;
- ▶ The Employee Director(s) do(es) not receive any compensation for this mandate;
- ▶ Directors are reimbursed of expenses incurred as part of their mandate, in particular, travel and accommodation.

The Directors' compensation policy as applicable in 2019 was renewed in 2020 at the Annual General Meeting held on June 16, 2020. During its Board meeting held on December 14, 2020, the Board of Directors decided:

- ▶ To maintain the global amount of €800,000 for the envelope. This yearly envelope is tacitly renewed as per the resolution approved at the 2019 Annual General Meeting;
- ▶ That the allocation rules will continue to apply including for the new committees (i.e., following the separation of the Nomination and Remuneration Committee into two committees, effective on December 1, 2020);
- ▶ To renew for 2021 the rules of allocation used in 2020.

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

#### 13<sup>th</sup> resolution

In the scope of the 13<sup>th</sup> resolution, you are requested to approve the compensation policy applicable to the Chairman of the Board of Directors (cf. sections 4.3.1.1 and 4.3.1.3 of the 2020 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 Annual General Meeting to be held in 2021 to decide on the financial statements for the financial year 2020.

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, 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 non-executive Chairman of the Board of Directors, which was submitted to the approval of the Annual General Meeting held on June 16, 2020. The Board of Directors has taken into account the

## Report of the Board of Directors on the resolutions

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 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 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 its committee in charge of remuneration:

What we do	What we do not do
<ul style="list-style-type: none"> <li>• A single fixed annual compensation based on the comparable market practices</li> <li>• Provision of a secretariat and an office</li> <li>• Reimbursement of expenses incurred in connection with his missions</li> </ul>	<ul style="list-style-type: none"> <li>• No additional Director's compensation.</li> <li>• No exceptional compensation</li> <li>• 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</li> <li>• No commitment corresponding to indemnities in return for a non-competition clause</li> <li>• No attendance fees for functions and mandates held in Group companies</li> <li>• No additional pension scheme beyond the basic and supplementary mandatory schemes.</li> </ul>

### Approval of the compensation policy applicable to the Chief Executive Officer

#### 14<sup>th</sup> resolution

In the scope of the 14<sup>th</sup> resolution, you are requested to approve the compensation policy applicable to the Chief Executive Officer (cf. sections 4.3.1.1 and 4.3.1.4 of the 2020 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. Élie Girard, as well as to any newly appointed company executive officer (as Chief Executive Officer or Deputy Chief Executive Officer).

Mr. Élie Girard was appointed Chief Executive Officer on November 1, 2019 and Director on December 16, 2019. His mandate as Director was ratified by the shareholders at the Annual General

Meeting held on June 16, 2020 under the 4th resolution, for a term of office expiring at the end of the Annual General Meeting to be held in 2022, to decide on the 2021 financial statements. The duration of his mandate as Chief Executive Officer is 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. Élie 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 in long-term variable compensation CSR criteria 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 Remuneration Committee:

What we do	What we do not do
<ul style="list-style-type: none"> <li>• Preponderance of the variable components in the short and long term</li> <li>• Nature and weighting of performance criteria according to strategic priorities</li> <li>• Precise, simple, and measurable objectives closely linked to Company's objectives as disclosed to the shareholders</li> <li>• No variable compensation when the minimum achievement thresholds are not reached</li> <li>• Cap on variable compensation in the event of outperformance</li> <li>• Balance between cash and equity-based compensation</li> <li>• Participation of first managerial lines, key employees and expert in Long-Term Incentive plans benefiting company executive officers</li> <li>• Rule regarding the holding of a portion of Atos shares for the whole duration of the mandate, defined for each grant of equity-based compensation</li> <li>• Prohibition to conclude any financial hedging transaction on the equity instruments granted, throughout the tenure</li> </ul>	<ul style="list-style-type: none"> <li>• No exceptional compensation</li> <li>• 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</li> <li>• No commitment corresponding to indemnities in return for a non-competition clause</li> <li>• No supplementary compensation related to mandates or functions held in Group subsidiaries</li> <li>• No pension benefits on top of the mandatory basic and complementary pension schemes</li> <li>• No combination of a company office and an employment contract</li> </ul>

## Report of the Board of Directors on the resolutions

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 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.

### 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 ambition and its strategy, the selection and the weighting of the performance criteria may be reviewed each year as part of the annual compensation policy's review and approval. The objectives related to selected performance criteria are set by the Board of Directors, 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 budget "Full Year Forecast 2" approved in July.

For each performance indicator, the Board of Directors sets:

- ▶ a target objective, in line with the 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 to get on track towards achieving the Group's mid-term target.

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. 22-10-8 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, 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 as executive company officers. 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 mandate, 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.

## Report of the Board of Directors on the resolutions

### 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 any other compensation elements or fringe benefits related to his mandate from Atos SE or any of its 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.

## 6 Opinion on the company's decarbonization ambition "Net Zero"

### Advisory opinion on the Company's decarbonization ambition

#### 15<sup>th</sup> resolution

It is proposed that you deliver, in favor of the Board of Directors, a favorable opinion on the decarbonization ambition "Net Zero" of the Company and its Group as annexed to the Board of Directors' report to this Meeting.

It is pointed out that the prospective indications regarding the Company's decarbonization ambition are subject to many risks and insecurity, which are difficult to forecast and that, for most of them, are out of the control of the Company. Consequently, the real results, trends and developments may significantly differ from the ones detailed in these prospective indications. The Group doesn't make any commitment to update these prospective indications nor to submit them to the shareholders.

## 7 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 of the Company

#### 16<sup>th</sup> 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 buyback 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 17<sup>th</sup> 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 Euros 120 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be € 1,319,917,920 on the basis of the share capital as of December 31, 2020.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the 2020 Annual General Meeting.

## Extraordinary items

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

#### 17<sup>th</sup> 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 2020 Annual General Meeting.



## 8 Resolutions allowing for the implementation of share incentive plans

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

#### 18<sup>th</sup> resolution

We request that you delegate to the Board of Directors, for a period of eighteen (18) 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 24<sup>th</sup> resolution of the Annual General Meeting held on June 16, 2020 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 2020 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 2020 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 during 2020, the Atos Group implemented a vast employee shareholding plan on the basis of the delegation granted by the 2019 Annual General Meeting, involving employees in 40 countries and which has led to a share capital increase in July 2020. This plan offered to employees to purchase Atos SE shares and benefit from a 25% discount on the reference share price. Any eligible employee received an incentive contribution from the employer, up to two (2) free shares for the same amount of subscribed share(s).

The principle of an employee shareholding plan similar to the 2020 plan (with a 25% 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 2020 Annual General Meeting or pursuant to this delegation.

### Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company 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

#### 19<sup>th</sup> resolution

In the scope of the 19<sup>th</sup> 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, with the removal of the 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

## Report of the Board of Directors on the resolutions

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 18<sup>th</sup> 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 24<sup>th</sup> resolution of the Annual General Meeting held on June 16, 2020. 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 the United Kingdom.

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

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

#### 20<sup>th</sup> 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 Remuneration Committee, the Board of Directors is considering the grant of performance shares to the Chief Executive Officer and to a limited selection of person, on the request of the Chief Executive Officer, to circa 1% 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 2020 Annual General Meeting, subject to the modification of the third internal financial performance indicator which will be now based on the operating margin conversion rate to free cash flow.

More precisely, the 2021 grant of performance shares, to take place in July 2021, would be made under the following terms and conditions:

- ▶ a vesting period of three years as from the grant date upheld;
- ▶ three internal financial performance indicators and two 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;
- ▶ the obligation on the beneficiary to remain an employee or a company officer 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 2020 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.

## Report of the Board of Directors on the resolutions

### 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 executive 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 executive 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. 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) the external revenue growth at constant currency conditioning 30% of the grant, (ii) Operating Margin conditioning 25% of the grant, and (iii) the operating margin conversion rate to free cash flow conditioning 25% of the grant;

▶ 1 indicator related to Corporate Social Responsibility (CSR): 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 were determined by the Board of Directors both in line with the annual objectives for 2020 and with the mid-term targets announced to the market for the years 2022 and 2023.

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 index during the performance period (2021-2023) 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 (2023), in line with the "Net Zero 2028" commitment taken by Atos.

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.

Indicators' measurement	Performance		% granted
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<b>External Revenue growth at constant currency:</b>	Floor	35%	30%
	Target	40%	100%
	Maximum	45%	150%
Average of the External Revenue growth rates at constant currency of the 3 years (2021-2023) ('A')			

<b>Operating Margin rate:</b>	Floor	9.7%	50%
	Target	10.0%	100%
	Maximum	10.3%	130%
Average Operating Margin rate over 3 years (2021-2022) ('B')			

<b>Operating Margin conversion rate to Free Cash Flow:</b>	Floor	52.5%	50%
	Target	54.0%	100%
	Maximum	55.5%	130%
Average of the Operating Margin conversion rates to Free Cash Flow of the 3 years (2021-2023) ('C')			

<b>DJSI (World or Europe):</b>	Floor	70 <sup>th</sup> percentile	50%
	Target	80 <sup>th</sup> percentile	100%
	Maximum	90 <sup>th</sup> percentile	150%
Average of the yearly DJSI scores (World or Europe) of Atos compared to the average of the other companies over the 3-year period (2021-2023) ('D')			

<b>Reducing the Group's carbon intensity:</b>	Floor	-15% vs. 2020	50%
	Target	-21% vs. 2020	100%
	Maximum	-25% vs. 2020	150%
Percentage of variation in tons of CO <sub>2</sub> equivalent (tCO <sub>2</sub> e) per million euros of revenue at the end of the 3 years (2023) in line with Net Zero 2028 commitment ('E')			

$$A * 30\% + B * 25\% + C * 25\% + D * 10\% + E * 10\% = \text{Average acquisition rate}$$

(The average acquisition rate may not exceed 100%)

## Report of the Board of Directors on the resolutions

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 Atos 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 Articles 25, 28 and 33 of the Articles of Association – Compliance with applicable legal and regulatory provisions

#### 21<sup>st</sup> resolution

It is proposed that you amend Articles 25, 28 and 33 of the Company's Articles of Association in order to take into account the recent recodification of the French Commercial Code in order to put together in a dedicated new chapter all the provisions applicable to listed companies (pursuant to Ordinance n° 2020-1142 of September 16, 2020, and Decree n°2020-1742 of December 29, 2020). The relevant articles subject to this proposition of modification would be simplified or amended in compliance with the new numbering of the French Commercial Code's articles.

Amended Article	Former wording	New wording
Article 25 Regulated Conventions Last paragraph	« The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 225-1 and L. 226-1 of the Commercial Code. »	« The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 22-10-2 and L. 226-1 of the Commercial Code. »
Article 28 Common rules to all shareholder's meetings 3 <sup>rd</sup> paragraph	« The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the registration (« inscription en compte ») of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the second working day preceding the meeting at 00:00 hour (Paris time). »	« The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the registration (« inscription en compte ») of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the second working day preceding the meeting at 00:00 hour (Paris time). »
Article 33 Deliberations of the General Meetings 1 <sup>st</sup> paragraph	« All shareholders have the same number of voting rights as they do shares. In accordance with the provisions of Article L. 225-123 paragraph 3 of the Commercial Code, the General Meeting held on May 28, 2015 confirmed that each share entitles to one vote at the general meetings of shareholders. »	« All shareholders have the same number of voting rights as they do shares. The General Meeting held on May 28, 2015 confirmed that each share entitles to one vote at the General Meetings of shareholders. »

The other provisions of the articles 25, 28 and 33 of the Articles of Association remain unchanged.

## 10 Resolutions regarding the powers

### Powers

#### 22<sup>nd</sup> 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.

# Company's decarbonization ambition « Net Zero »

On February 18, 2021, the Company announced that it was raising its decarbonization ambition to reach "net zero" by 2028. With this ambition, Atos is committing to reducing the global carbon emissions under its control and influence by 50% by 2025<sup>(1)</sup> (full scopes 1, 2, 3<sup>(2)</sup>), and to offset all its residual emissions by 2028.

The Company's new trajectory is (a) 22 years ahead of the 2050 target set by the Paris Agreement, (b) 7 years ahead of the target previously set by the Group (2035) and (c) 5 years ahead of the most stringent Science Based Targets (SBTi) decarbonization pathway to limit the global temperature rise to 1.5°C above pre-industrial levels.

The decision to raise its ambition was motivated by the success of the Company's decarbonization plans, which have already materialized into a reduction of the Group's global carbon emissions (scopes 1, 2 and 3) by 15% in 2020 (from 3.3 to 2.8 million tons CO<sub>2</sub>), of which an estimated 10% is structural improvement in addition to the conjunctural Covid-19 effect. It also reflects Atos' commitment to further accelerate its customers' digital decarbonization. As a reminder, Atos is ranked #1 in the digital sector worldwide by the Dow Jones Sustainability Index (DJSI).

In order to achieve this Net Zero 2028 ambition, the Group will focus its decarbonization plans in two main directions:

## 1 Further accelerate the reduction of the CO<sub>2</sub> emissions under Atos operational control:

In this respect, Atos datacenters will further move to carbon free and renewable energy (currently powering 70% of all Atos datacenters), consolidate so that to reduce the overall energy consumption and improve their energy efficiency through advanced cooling technologies and waste heat recycling. From a real-estate standpoint, the development of flexible working will also allow to further optimize the office space and energy consumption across all regions. Finally, Atos will transition towards full electric company fleet car by 2024.

## 2 Engage suppliers and customers to decrease the CO<sub>2</sub> emissions under Atos' influence:

In this purpose, Atos has introduced systematic decarbonization criteria for the supply chain, and engaged its major suppliers on a decarbonization trajectory, with regular third-party assessment of their environmental performance. Additionally, Atos continuously improves the energy efficiency of its products, illustrated by the release in 2020 of the #1 greenest machine among the top 100 largest supercomputers in the world.

To ensure that its commitment to decarbonization is reflected at all levels across the company and to raise employee awareness on digital sustainability, Atos introduced in 2020 an internal carbon pricing mechanism (80 € / ton CO<sub>2</sub>), which includes incentives to select the greenest suppliers, and applies to all Atos' operations, as well as the "Atos Green" app, which provides Atos employees with insights to ensure the lowest possible environmental impact.

In parallel, Atos plans to establish a reinforced carbon offsetting program, focusing mainly on carbon sequestration, for all its residual emissions.

For its customers, Atos is developing a distinctive decarbonization offering to support its clients in rapidly implementing comprehensive decarbonization strategies. Capitalizing on the acquisition of EcoAct in 2020 and the development of a dedicated portfolio, Atos now offers CO<sub>2</sub> reduction commitments through DLAs (Decarbonization Level Agreements) in large contracts. These commitments, which are measurable and auditable by third parties, bind Atos to indemnify clients if the year-over-year carbon reduction contractually agreed commitments are not met (Atos basically assumes the carbon offsetting of the gap versus the commitment).

1) 2019 baseline: Atos' new ambition has been fully validated by the Science Based Targets (SBT) initiative.

2) As defined by the Greenhouse Gas Protocol: <https://ghgprotocol.org/>



# Proposed resolutions

## Ordinary items

### First resolution

#### Approval of the Company financial statements for the financial year ending December 31, 2020

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 2020 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2020, 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, 2020

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 2020 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2020, 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, 2020 and payment of the ordinary dividend

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 4,907,002,604.40 including the previous Retained earning balance taking into account the allocation to the ordinary dividends and to the Retained earnings, as follows :

	In euros
Earnings for the financial year 2020	1,378,572,313.17
Previous retained earnings	3,528,430,291.23
Total distributable profit equal to	4,907,002,602.40
<b>To allocate as follows</b>	
Ordinary dividends (€0.90 x 109,939,901 shares <sup>1)</sup> )	98,945,910.90
Retained earnings	4,808,056,693.50
Legal Reserve	0.00
Other reserves	0.00

1) The total dividend distribution is calculated on the basis of the number of 109,993,166 shares comprising the share capital on December 31, 2020, including 53,265 shares held in treasury on that date, and may be modified depending on changes in the number of shares conferring a right to dividend until the ex-dividend date.

The dividend is set at € 0.90 per share for each of the shares entitled to dividends. After allocation under this resolution, these equity items would amount to the following amounts:

	In euros
Legal Reserve	10,999,316.60
Retained earnings	4,808,056,693.50
Other reserves <sup>1)</sup>	0.00

1) On the basis of the number of 109,993,166 shares comprising the share capital on December 31, 2020, including 53,265 shares held in treasury on that date and entitled to ordinary dividends paid as from January 1, 2021.

When paid to individuals with tax residence in France, the dividend is subject to a non-final withholding tax (Prélèvement Forfaitaire Non Libérateur "PFNL") at a rate of 12.8% assessed on the gross amount distributed (excluding social security contributions of 17.2%). This PFNL is credited against the 12.8% final withholding which is considered as a final taxation under article 200 A-1, A 1° of the French General Tax Code. Nevertheless, upon the exercise of an express, global and irrevocable option, the dividend may be subject to the progressive income tax scale (article 200 A-2 of the French General Tax Code). In such a case, the dividends shall be taken into account in the determination of the

overall income subject to the progressive tax scale of the income tax, after a 40% allowance on the gross amount received (article 158-3-2° of the French General Tax Code). This option is to be exercised upon the filing of the income tax return and at the latest before the declaration deadline. The non-final withholding tax is chargeable on the year as of which the dividend is paid. If it is above the tax actually due, it is refunded.

Pursuant to the 3rd paragraph of article 117 quarter of the French General Tax Code, natural persons belonging to a tax household whose reference fiscal income (“*revenu fiscal de référence*”) for the penultimate tax year which is lower than €50,000 for the taxpayers who are single, divorced or widowed and below €75,000 for the taxpayers who are subjected to a joint taxation can request to be exempted from this withholding under the conditions provided by article 242 quarter of the French General Tax Code.

Besides, the dividend shall be subject to social contributions of 17.2% levied at source.

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2020 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividend per share (in €)	Total (in €)
2019	N/A <sup>(2)</sup>	N/A <sup>(2)</sup>	N/A <sup>(2)</sup>
2018	106,860,125	1.70 <sup>(3)</sup>	181,662,212.50
2017	105,432,217	1.60 <sup>(3)</sup>	179,234,768.90

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

2) In 2020, considering the Covid-19 crisis, the Company intended to act responsibly and spread the efforts requested across all its stakeholders. As a result, the Board of Directors decided on April 21, 2020 to withdraw its proposal to pay a dividend and therefore the related option to receive the dividend in shares at the Annual General Meeting held on June 16, 2020.

3) The dividend was eligible to a 40 percent tax deduction.

The ex-dividend date will be May 14, 2021 and the ordinary dividend will be paid on May 18, 2021. In the event that, upon payment of such dividend, the Company holds any of its own shares, the sums corresponding to unpaid dividends attributable to such treasury shares will be allocated to the Other reserves.

## Fourth resolution

### Renewal of Mr. Vivek BADRINATH 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. Vivek BADRINATH 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 2023.

## Fifth resolution

### Renewal of Mr. Bertrand MEUNIER 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. Bertrand MEUNIER 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 2023.

## Sixth resolution

### Renewal of Ms. Aminata NIANE 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. Aminata NIANE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her 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 2023.

## Seventh resolution

### Renewal of Ms. Lynn PAINE 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. Lynn PAINE will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her 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 2023.

## Eighth resolution

### Approval of the special report of the auditors regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and the special report of the auditors regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French Commercial Code, approves this report in all its provisions as well as the agreements and undertakings it mentions, which have been approved by the Board of Directors.

## Proposed resolutions

### **Ninth resolution**

#### **Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2020 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2020 to Mr. Bertrand MEUNIER, by reason of his office as Chairman of the Board of Directors, as presented in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and mentioned in the 2020 Universal Registration Document, Section 4.3.

### **Tenth resolution**

#### **Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2020 or awarded for the same financial year to Mr. Élie GIRARD, Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2020 or awarded for the same financial year to Mr. Élie GIRARD, by virtue of his office as Chief Executive Officer, 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 2020 Universal Registration Document, in Section 4.3.

### **Eleventh resolution**

#### **Approval of the information relating to the compensation of the company officers referred to in article L. 22-10-9 I of the French Commercial Code**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the abovementioned Code which is

included in the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, and contained in the 2020 Universal Registration Document, in Section 4.3.

### **Twelfth 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. 22-10-8 II of the French Commercial Code, the compensation policy applicable to Directors, as set out in the 2020 Universal Registration Document, in Section 4.3.

### **Thirteenth 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. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors, as set out in the 2020 Universal Registration Document, in Section 4.3.

### **Fourteenth 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. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as set out in the 2020 Universal Registration Document, in Section 4.3.

### **Fifteenth resolution**

#### **Opinion on the Company's decarbonization ambition "Net Zero"**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, issues a favorable opinion on the elements of the decarbonization ambition "Net Zero" of the Company and its Group as annexed to the Board of Directors' report to this Meeting.



## Sixteenth 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 articles L. 22-10-62 *et seq.* and articles L. 225-210 *et seq.* of the French Commercial Code, articles 241-1 *et seq.* of the General Regulation of the French Financial Market Authority ("AMF"), Regulation (EU) no 596/2014 of the European Parliament and Council of April 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8, 2016 of the European Commission and the market practices admitted by AMF, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out:

- ▶ to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the market practice accepted by the AMF;
- ▶ to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 22-10-56 *et seq.* and L. 225-177 *et seq.* of the French Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 *et seq.* of the French Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the board of directors or the person acting upon its delegation so decides;
- ▶ to remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides; 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 17<sup>th</sup> 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.

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

The maximum purchase price shall not exceed 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.

## Proposed resolutions

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,319,917,920 as calculated on the basis of the share capital as at December 31, 2020, this maximum amount may be adjusted to take into account the amount of the capital on the day of the General Meeting.

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

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

## Extraordinary items

### Seventeenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial

Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L. 22-10-62 of the French Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to undertake the corresponding amendment of the articles of association, and necessary formalities.

This authorization is given for a duration of twenty-six (26) months, starting from the day of this General Meeting and cancels 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.

### Eighteenth resolution

#### **Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company with the removal of the preferential subscription rights in favor 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 *et seq.* 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;

## Proposed resolutions

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 24<sup>th</sup> resolution of the Combined General Meeting held on June 16, 2020, 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 Labour 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 Labour 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:
  - ▶ 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 eighteen (18) 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.

## Proposed resolutions

### Nineteenth resolution

#### **Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company 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**

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 employees 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 24<sup>th</sup> resolution of the Combined General Meeting held on June 16, 2020;
  - ▶ 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;
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 18<sup>th</sup> resolution of this General 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 eighteen (18) months as from the date of this General Meeting.

## Twentieth resolution

### Authorization to be granted 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. 22-10-59 *et seq.* and 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 preserve the potential rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the company executive officers 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. 22-10-59 *et seq.* and 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.

## Proposed resolutions

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 category(ies) 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.

### Twenty-first resolution

#### Amendment of articles 25, 28 and 33 of the Articles of Association - Compliance with applicable legal and regulatory provisions

The General meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, and in order for the Articles of Association to be fully compliant with legal and regulatory provisions, pursuant to ordinance n° 2020-1142 of September 16, 2020, and decree n°2020-1742 of December 29, 2020, decides consequently to amend:

- ▶ The last paragraph of Article 25 of the Articles of Association « Regulated Conventions » currently worded as follows:

*« The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 225-1 and L. 226-1 of the Commercial Code »*

Which will from this date state the following:

*« The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 22-10-2 and L. 226-1 of the Commercial Code »*

- ▶ The third paragraph of article 28 « Common rules to all shareholder's meetings » of the Articles of Association, currently worded as follows:

*« The Geeral Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to*

*take part in General Meetings through the registration ("inscription en compte") of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the second working day preceding the meeting at 00:00 hour (Paris time). »*

Which will from this date state the following:

*« The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the registration ("inscription en compte") of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the second working day preceding the meeting at 00:00 hour (Paris time). »*

► The last paragraph of article 33 of the Articles of Association « Deliberations of the General Meetings » currently worded as follows:

*« All shareholders have the same number of voting rights as they do shares. In accordance with the provisions of Article L. 225-123 paragraph 3 of the Commercial Code, the General Meeting held on May 28, 2015 confirmed that each share entitles to one vote at the general meetings of shareholders. »*

Which will from this date state the following:

*« All shareholders have the same number of voting rights as they do shares. The General Meeting held on May 28, 2015 confirmed that each share entitles to one vote at the general meetings of shareholders. »*

The other provisions of the articles 25, 28 and 33 remain unchanged.

## Twenty-second 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.





# Overview of current financial authorizations

Authorization	Authorization amount (value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM June 16, 2020 <b>22<sup>nd</sup> resolution</b> Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	445,000 <sup>(1)</sup>	9,59%	12/16/2021 (18 months)
EGM June 16, 2020 <b>23<sup>rd</sup> resolution</b> 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	08/16/2022 (26 months)
EGM June 16, 2020 <b>24<sup>th</sup> resolution</b> Share capital increase with preferential subscription right	32,764,474	0	32,764,474	08/16/2022 (26 months)
EGM June 16, 2020 <b>25<sup>th</sup> resolution</b> Share capital increase without preferential subscription right by public offer <sup>(2)(3)</sup>	10,921,491	0	10,921,491	08/16/2022 (26 months)
EGM June 16, 2020 <b>26<sup>th</sup> resolution</b> Share capital increase without preferential subscription right by private placement <sup>(2)(3)</sup>	10,921,491	0	10,921,491	08/16/2022 (26 months)
EGM June 16, 2020 <b>27<sup>th</sup> resolution</b> Share capital increase without preferential subscription right to remunerate contribution in kind <sup>(2)(3)</sup>	10,921,491	0	10,921,491	08/16/2022 (26 months)
EGM June 16, 2020 <b>28<sup>th</sup> resolution</b> Increase in the number of securities in case of share capital increase with or without preferential subscription right <sup>(2)(3)(4)</sup>	Extension by 15% maximum of the initial issuance	0	Extension by 15% maximum of the initial issuance	08/16/2022 (26 months)
EGM June 16, 2020 <b>29<sup>th</sup> resolution</b> Share capital increase through incorporation of premiums, reserves, benefits or other	5 111 million	0	5 111 million	08/16/2022 (26 months)
EGM June 16, 2020 <b>30<sup>th</sup> resolution</b> Capital increase reserved to employees <sup>(2)</sup>	2,184,298	0	2,184,298	08/16/2022 (26 months)
EGM June 16, 2020 <b>31<sup>st</sup> resolution</b> Capital increase reserved to operations reserved to employees in certain countries through equivalent and complementary framework <sup>(2)</sup>	218,429	0	218,429	08/16/2022 (26 months)
EGM June 16, 2020 <b>32<sup>nd</sup> resolution</b> Authorization to allot free shares to employees and executive officers	982,934	851,960 <sup>(5)</sup>	130,974	08/16/2023 (38 months)
EGM April 30, 2019 <b>22<sup>nd</sup> resolution</b> Authorization to grant stock options to employees and executive officers	214,315	209,200 <sup>(6)</sup>	5,115	06/30/2021 (26 months)

1) The purchase of 215,000 shares carried out from March 23, 2020 to March 24, 2020 is not included as it deducted from the amount authorized under the 18<sup>th</sup> resolution of the Combined General Meeting of April 30, 2019.

2) Any share capital increase pursuant to the 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup>, 28<sup>th</sup>, 30<sup>th</sup> and 31<sup>st</sup> resolutions of the Combined General Meeting of June 16, 2020 shall be deducted from the cap set by the 24<sup>th</sup> resolution of the Combined General Meeting of June 16, 2020.

3) The share capital increases without preferential subscription right carried out pursuant to the 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup> and 28<sup>th</sup> resolutions of the Combined General Meeting of June 16, 2020 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 June 16, 2020 (i.e. € 10,921,491). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate sub-cap.

4) 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 24<sup>th</sup> resolution of the Combined General Meeting of June 16, 2020, and (iii) in case of share capital increase without preferential subscription rights, the amount of the sub-cap mentioned at 3 here above.

5) Initial Grant of 870,630 performance shares on July 24, 2020, among which 18,670 were cancelled.

6) including 46,300 cancelled stock-options.

# Additional information on candidates to the Board of Directors



## Chairman of the Audit Committee

### Professional address:

Vantage Towers AG, Prinzenallee  
11-13, D-40549 Düsseldorf

Amtsgericht Düsseldorf,  
HRB 92244

### Number of shares:

500

### Date of birth:

June 27, 1969

### Nationality:

French

### Date of first appointment:

April 30, 2019

### Term expires on:

AGM ruling on the accounts  
of the 2020 financial year

## Vivek BADRINATH\*

### Biography - Professional Experience

#### Chairman of the Management Board of Vantage Towers

Vivek Badrinath holds Engineering degrees from the *Ecole Polytechnique* and the *Ecole Nationale Supérieure des Télécommunications* (ENST) and also holds a post-graduate degree in stochastic modeling and statistics from Paris-Sud University.

He started his career in 1992 at the French Ministry of Industry.

Vivek Badrinath joined Vodafone's Executive Committee as CEO of Africa, Middle East, Asia and Pacific in October 2016. He oversees Vodafone's operations in the Vodacom Group, in India, Australia, Egypt, Ghana, Kenya and New Zealand. He was also Interim CEO of Vodafone Business in 2019.

In 1996, he joined Orange in the Group's Long Distance Networks Department before becoming CEO of Thomson India in 2000. He returned to Orange in 2004 as Chief Technical Officer of the mobile division and was appointed to the Group's Executive Committee in 2009 as Director of the networks and operators division. Between April 2010 and April 2012, Vivek Badrinath was CEO of Orange Business Services before being appointed Deputy CEO in charge of Innovation, Marketing and Technologies on May 1, 2013. He was Deputy Chief Executive Officer, Marketing, Digital Solutions, Distribution and Information Systems for AccorHotels between March 2014 and October 2016. He joined the Vodafone Group in 2016 and was CEO of Vodafone Rest of the World until March 2020. Since March 2020, he chairs the Management Board of Vantage Towers.

Vivek Badrinath is a Chevalier in the French *Ordre national du mérite* (National Order of Merit) and in the French *Légion d'honneur*.

### Directorships and positions

#### Other directorships and positions as at December 31, 2020

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France

▶ None

###### Abroad

(all mandates relating to his main function at Vodafone)

▶ Director:

- Vodafone Idea Limited\*\* (India)
- Vodafone Egypt\*\*

#### Other positions held during the last five years

##### Within the Atos Group

▶ None

##### Outside the Atos Group

- ▶ Director and member of the Audit Committee: Nokia (2014-2016)
- ▶ Director: Accor (2016-2018)
- ▶ Director: Vodafone Qatar (2016-2018), Vodacom\*\* (South Africa), Safaricom\*\* (Kenya), Vodafone Hutchison Australia (Joint-Venture with Hutchison Whampoa in Australia)
- ▶ CEO: Vodafone Towers Europe

\* Independent Director

\*\* Listed company



## Bertrand MEUNIER

### Biography - Professional Experience

#### Chairman of the Board of Directors of Atos SE

Bertrand Meunier is a graduate of the *Ecole Polytechnique* and of Paris VI University. He joined PAI Partners in 1982 up until 2010. Bertrand Meunier joined CVC Capital Partners Ltd as a Managing Partner in 2012.

He became Chairman of the Board of Directors of Atos in November 2019.

### Directorships and positions

#### Chairman of the Board of Directors

#### Chairman of the Nomination and Governance Committee

#### Professional address:

River Ouest - 80 quai Voltaire  
95870 Bezons, France

#### Number of shares:

14,000

#### Date of birth:

March 10, 1956

#### Nationality:

French, British

#### Date of first appointment:

February 10, 2009 (Director) -  
July 3, 2008 (Member of  
Supervisory Board) ratified  
by General Meeting of  
February 10, 2009

#### Date of last renewal:

May 24, 2018

#### Term expires on:

AGM ruling on the accounts  
of the 2020 financial year

#### Other directorships and positions as at December 31, 2020

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France

▶ Director : Suez\*\*

#### Other positions held during the last five years

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France

▶ Director: Parex, Vedici, Elsan Holding

###### Abroad

▶ Managing Partner: CVC Capital Partners Ltd  
(United Kingdom)

▶ Director: Continental Foods (Belgium), CVC Capital  
Partners (Luxembourg), CVC Group Ltd (Luxembourg),  
PDC Brands (USA)

\*\* Listed company

## Additional information on candidates to the Board of Directors



### Chairman of the Remuneration Committee

**Professional address:**

BP 29495 - DAKAR, Senegal

**Number of shares:**

1,012

**Date of birth:**

December 9, 1956

**Nationality:**

Senegalese

**Date of first appointment:**

May 27, 2010

**Date of last renewal:**

April 30, 2019

**Term expires on:**

AGM ruling on the accounts of the 2020 financial year

## Aminata NIANE\*

### Biography - Professional Experience

#### International Consultant

Aminata Niane holds an Engineering Degree in Science and Technology of Food Industries (Montpellier, France) and a Master in Business Administration (Birmingham, UK).

Then she started her career in 1983 as an engineer in big Senegalese companies in the food-processing sector (SIPL and SONACOS).

This experience continued in 1987 in the Senegalese administration (Ministry of Commerce, Senegalese Institute for Standardization), then in 1991 in the first structures supporting the private sector, financed by the French Cooperation and the World Bank (Support Unit to the Business Environment and Private Sector Foundation).

Finally, after several years of entrepreneurial experience in strategy consulting, she was appointed in 2000 Managing Director of APIX, National Agency for Investment Promotion and Major Projects. She handled the creation and the management until May 2012. Then, she was Special Advisor of the President of the Republic of Senegal until May 2013.

Today she is International Consultant, after being with the African Development Bank, Lead Advisor-Office of the Vice-President Infrastructure, Private Sector and Regional Integration, and Manager for the return of the Bank to its registered offices in Abidjan.

### Directorships and positions

#### Other directorships and positions as at December 31, 2020

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France

▶ None

###### Abroad

- ▶ Director : Groupe Envol Immobilier Sénégal (Senegal), Banque Atlantique Sénégal (Senegal)
- ▶ Chairman of the association "Social Change Factory"

#### Other positions held during the last five years

▶ None

\* Independent Director

## Additional information on candidates to the Board of Directors



### Lynn PAINE\*

#### Biography - Professional Experience

##### **Baker Foundation Professor, John G. McLean Professor of Business Administration, Emerita, Harvard Business School, Senior Associate Dean for International Development**

Lynn Paine is Baker Foundation Professor, John G. McLean Professor of Business Administration, Emerita, and Senior Associate Dean for International Development at Harvard Business School. She previously served as Senior Associate Dean for Faculty Development. She is former chair of the School's General Management unit and a specialist in corporate governance. An American with worldwide recognition, she currently teaches corporate governance in both the MBA and executive programs.

She co-founded and chaired the "Leadership and Corporate Accountability" required course, which she has taught in the MBA program as well as the Advanced Management Program. Ms. Paine has also taught in numerous other executive programs including the Senior Executive Program for China, Leading Global Business, the Senior Executive Program for Africa, Preparing to Be a Corporate Director, Women on Boards, and Making Corporate Boards more Effective.

In addition to providing executive education and consulting services to numerous firms, she has served on a variety of Advisory Boards and panels. In particular, she was a member of the Conference Board Commission on Public Trust and Private enterprise and the Conference Board's Task Force on Executive Compensation. She also served on the Academic Advisory Council of the Hills Program on Governance at the Center for Strategic and International Studies (CSIS), in Washington, D.C.; on the Governing Board of the Center for Audit Quality in Washington D.C.; and the Advisory Board of the Conference Board's Governance Center in New York. She was a Director of RiskMetrics Group (NYSE) prior to the company's merger with MSCI.

#### Directorships and positions

##### **Other directorships and positions as at December 31, 2020**

###### **Within the Atos Group**

▶ None

###### **Outside the Atos Group**

###### **Abroad**

- ▶ Global Advisory Council, Odebrecht S.A., São Paulo (Brazil)
- ▶ Selection Panel, Luce Scholars Program, Henry Luce Foundation, NYC (USA)

###### **France**

▶ None

##### **Other positions held during the last five years**

###### **Within the Atos Group**

▶ None

###### **Outside the Atos Group**

- ▶ Senior Associate Dean, Harvard Business School, Boston, Massachusetts (USA) (2010-2016)
- ▶ Governing Board (Public Member), Center for Audit Quality, Washington D.C. (USA) (2007-2016)
- ▶ Academic Advisory Council, Hills Program on Governance - Center for Strategic and International Studies, Washington, D.C. (USA) (2001-2017)
- ▶ Senior Advisor to Independent Monitor for Volkswagen AG\*\* (Germany) (2017-2020)

##### **Member of the Audit Committee**

##### **Member of the Nomination and Governance Committee**

##### **Member of the CSR Committee**

##### **Professional address:**

Harvard Business School,  
Soldiers Field Road,  
Boston, Massachusetts 02163

##### **Number of shares:**

1,000

##### **Date of birth:**

July 17, 1949

##### **Nationality:**

American

##### **Date of first appointment:**

May 29, 2013

##### **Date of last renewal:**

April 30, 2019

##### **Term expires on:**

AGM ruling on the accounts of the 2020 financial year

\* Independent Director.

\*\* Listed company.



# 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 WEDNESDAY MAY 12, 2021

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<sup>(1)</sup>: .....

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 May 12, 2021 as provided for by article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2021

**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 5<sup>th</sup> 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.

<sup>1)</sup> Insert the name of the broker or bank handling your account



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# About Atos

Atos is a global leader in digital transformation with 105,000 employees and annual revenue of over € 11 billion. European number one in cybersecurity, cloud and high performance computing, the Group provides tailored end-to-end solutions for all industries in 71 countries. A pioneer in decarbonization services and products, Atos is committed to a secure and decarbonized digital for its clients. Atos operates under the brands Atos and AtosSyntel. 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 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

River Ouest  
80, quai Voltaire  
95877 Bezons Cedex  
Tel.: +33 1 73 26 00 00

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

For more information:  
Please contact: [assemblee.generale@atos.net](mailto:assemblee.generale@atos.net)

Or visit our website : [atos.net](https://atos.net)

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