

# Convening Notice

Combined General Meeting 2022



**Convening Notice**

On Wednesday, May 18, 2022  
At 2:00 p.m.

Auditorium – River Ouest 80 quai Voltaire, 95870 Bezons

**Atos**



## 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 on Wednesday, May 18, 2022, at 2:00 p.m. (Paris time).

This year we will again have the pleasure of welcoming you at our Company's headquarters in Bezons. The General Meeting will also be broadcasted live on the Company's website to allow every shareholder to attend.

First of all, this General Meeting will allow us to present the Group's activity report for the year 2021, and to vote on the approval of the 2021 financial statements.

This General Meeting will also be the occasion to strengthen the diversity of skills within the Board of Directors in order to support the transformation of the Group. We will therefore submit to your vote the appointment of three new independent directors: Ms. Elizabeth TINKHAM, Ms. Astrid STANGE and Mr. René PROGLIO. We will also submit to your vote the renewal of the term as director of Mr. Rodolphe BELMER, Mr. Vernon SANKEY and Ms. Valerie BERNIS. The election of a new director representing employee shareholders is also proposed with a choice between two candidates.

This convening notice contains all the necessary information for you to decide on the proposed resolutions submitted by your Board of Directors to your General Meeting. It also details the terms and conditions for participating in this General Meeting, it being specified that once again this year, the Atos Vote® tool will be available for the registered shareholders wishing to express their vote prior to the General Meeting, but also for any shareholder expressing the wish to do so, to remotely ask questions live during the General Meeting.

After significant headwinds faced in 2021, the Board of Directors is convinced that, under the new leadership of Rodolphe Belmer, Atos now has a solid base for a sustainable performance improvement. The Group transformation is already firmly underway: 2022 will be a pivotal year for the Group, paving the way for a recovery driven by an ambitious turnaround plan - due to be presented by Rodolphe BELMER and his teams during the Capital Markets Day to be held in May 2022.

Looking forward to welcome you soon, I would like to thank you for your confidence in the Atos Group and for your attention to the proposed resolutions.

**Bertrand MEUNIER**

Chairman of the Board of Directors



## Message from the CEO

Dear Madam, dear Sir, dear Shareholders,

The Group faced significant headwinds in 2021, reflected in the Group's 2021 financial results.

2022 will therefore be a pivotal year in which to start the Group's turnaround and to resume its growth trajectory, optimize economic performance and create value for all its stakeholders.

The Company is fully committed to achieve a rapid implementation of this turnaround.

As early as January 2022, we launched its first step, by conducting a comprehensive analysis of the Group's finances. This analysis led to the recording of significant assets impairments to take into account, mainly, the strategic repositioning of the Group's portfolio, initiated in 2021, towards its high-growth activities (Digital, Cloud, Security and Decarbonization), while divesting from the classic infrastructure services and Unified Communication & Collaboration.

On February 10, 2022, we announced a second key milestone with the implementation of a new Group organization around three distinct business lines and four regions. This new simplified and more efficient organization will be the backbone of the new Atos, enabling a better commercial and economic delivery, as well as accelerated decision-making and increased accountability.

On March 1, 2022, several new top-level executives were appointed to the Group Executive Board. Their experience and leadership will be essential to orchestrate the rebound of the Group.

Finally we will soon present you with a strategic plan detailing the drivers of our turnaround plan, as well as our priorities to put the Company back on track for profitable growth and value creation.

We share the conviction that Atos has all the assets at hand to get back on track, and first and foremost its highly dedicated and talented people around the world. The Group has a unique technological know-how and leading positions in cybersecurity, high-performance computing, cloud, artificial intelligence and digital transformation which are the growth engines of today and tomorrow.

### **Rodolphe Belmer**

Chief Executive Officer

# Overview

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## Ordinary items

1. **Approval of the Company financial statements** for the financial year ending December 31, 2021
2. **Approval of the consolidated financial statements** for the financial year ending December 31, 2021
3. **Allocation of the net income** for the financial year ending December 31, 2021
4. Ratification of the nomination of a director:  
**Mr. Rodolphe BELMER**
5. Renewal of **Mr. Rodolphe BELMER** as member of the Board of Directors
6. Renewal of **Ms. Valérie BERNIS** as member of the Board of Directors
7. Renewal of **Mr. Vernon SANKEY** as member of the Board of Directors
8. Appointment of **Mr. René PROGLIO** as member of the Board of Directors
9. Appointment of **Ms. Astrid STANGE** as member of the Board of Directors
10. Appointment of **Ms. Elizabeth TINKHAM** as member of the Board of Directors
11. Election of a Director representing the employee shareholders – Appointment of **Ms. Katrina HOPKINS**
12. Election of a Director representing the employee shareholders – Appointment of **Mr. Christian BEER**
13. **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
14. **Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to **Mr. Bertrand MEUNIER**, Chairman of the Board





## Extraordinary items

- 15. Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to **Mr. Élie GIRARD**, Chief Executive Officer
- 16. Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to **Mr. Pierre BARNABÉ**, interim Chief Executive Officer
- 17. Approval of the elements making up the total compensation and benefits** of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to **Mr. Adrian GREGORY**, interim Deputy Chief Executive Officer
- 18. Approval of the information relating to the compensation of the company officers** referred to in article L. 22-10-91 of the French Commercial Code
- 19. Approval of the compensation policy** applicable to directors
- 20. Approval of the compensation policy** applicable to the Chairman of the Board of Directors
- 21. Approval of the compensation policy** applicable to the Chief Executive Officer
- 22. Authorization to be granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company
- 23. Delegation of authority to grant to the Board of Directors** to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities while maintaining preferential subscription rights
- 24. Delegation of authority to grant to the Board of Directors** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings other than those referred to in article L. 411-2 of the French Monetary and Financial Code, without preferential subscription rights
- 25. Delegation of authority to grant to the Board of Directors** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a public offering mentioned in article L. 411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights
- 26. Delegation of powers to the Board of Directors** to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital
- 27. Delegation of authority to grant to the Board of Directors** to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights
- 28. Delegation of authority to grant to the Board of Directors** to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items
- 29. 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
- 30. 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
- 31. 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
- 32. Modification of Article 10-§1 of the Articles of Association** in order to decrease the statutory threshold triggering the obligation to declare the crossing of thresholds
- 33. Powers**

# The Atos group in 2021

## 2021 Key Financial figures

**Revenue**  
**€ 10.8bn**

-2.5% yoy, cst. curr  
-4.3% yoy, organic

**Operating Margin**  
**€ 383m**

3.5% of revenue

**OMDA**  
**€ 1,095m**

10.1% of revenue

**Headcount**  
**109,135**

+2.9% organic

**Net income**  
**€ -2,962m**

**Normalized Net income**  
**€ -215m**

**Free Cash Flow**  
**€ -419m**

**Net Debt**  
**€ 1,226m**

Net debt/OMDA at 1.1

## 2021 Key non-financial information

**Net promoter score  
from our clients**  
**66%**

+1 point vs 2020

**CO<sub>2</sub> Emissions  
scopes 1,2 and 3**  
**2.4 mtons**

reduced by -27% since 2019

**% of total spend assessed by Ecovadis  
or alternative assessments**  
**68%**

vs 63% in 2020

**New Digital Certifications**  
**100,026**

vs 85,216 in 2020

**Great Place To Work  
Atos Trust Index®**  
**66%**

+1 point vs 2020

**% of Women in Executive Management  
(top 450)**  
**32%**

from 13% in 2019

## The Atos group in 2021

Atos consolidated and statutory financial statements for the year ended December 31, 2021 were approved by the Board of Directors on February 28, 2022 and on March 16, 2022.

Revenue was € 10,839 million in 2021, a -2.5% decrease at constant currency compared to 2020 (-4.3% organically). In the context of an acceleration of customers' move to the Cloud, a significant decline of the classic IT business could not be offset by the growth in Digital, Cloud, Security and Decarbonization activities and the contribution from bolt-on acquisitions. In the fourth quarter, revenue declined by -7.5% at constant currency (-8.9% organically), as the aforementioned trends were compounded by an unexpected reassessment of the cost to go of a large financial services BPO contract in the UK, leading to a major revision of the project's completion rate, as well as project slippages partly due to supply chain pressure. Excluding the impact of the UK BPO contract reassessment, revenue decline in the fourth quarter was -5.4% at constant currency (-6.9% organically)

Operating margin amounted to € 383 million, or 3.5% of revenue, a -540 bps decrease at constant currency compared to 2020. The group's profitability was primarily impacted by the under absorption of fixed costs in the declining classic IT infrastructure business, the reassessment of the large UK BPO contract, increased overheads linked to the Spring program started in 2020 and incremental recruitment and retention costs on a tight talent market.

Normalized net income Group share was €-215 million. Net income Group share was €-2,962 million, including significant goodwill and other assets impairments as well as provisions, reserves for bad debt and contract assets impairment, for a total amount of € 2.5 billion. Out of this amount, € 2.4 billion resulted from a comprehensive review of assets recoverability and legacy contract profitability, in light of the Group's decision to focus on Digital, Cloud, Security and Decarbonization activities, away from classic IT services.

Free cash flow was €-419 million, primarily reflecting a lower OMDA, a negative change in working capital of €-156 million and the cost associated to the German turnaround plan for € 180 million.

Net debt was €-1,226 million at the end of 2021, translating into a net debt / OMDA (IFRS) of 11. Assuming the full conversion of the OEB, the Group net debt was €-883 million.

### Group transformation firmly engaged

In early 2022, under the leadership of new CEO Rodolphe Belmer, Atos has engaged in an in-depth transformation, in order to accelerate the Group's return to growth.

Leveraging on the unique technological know-how of the Group's 109,000 employees, and its leading positions in cybersecurity, high-performance computing, cloud, and digital, Atos intends to articulate its transformation around four key priorities: adapt and simplify its governance, energize sales and commercial momentum, rationalize its cost structure and reposition its activity portfolio through a disposal and acquisition program.

A major first step in Atos's transformation was achieved in February 2022 with the announcement of the Group's adapted and simplified governance, structured around three distinct business lines and four regions, served by a centralized commercial direction and corporate functions.

Each Business Line regroups the activities that fall under the same business model and operate in the same competitive landscape:

Tech Foundations bundles Atos's asset-intensive activities reaching maturity, such as Data Center & Hosting, Digital Workplace, Unified Communication & Collaboration as well as Business Process Outsourcing.

Digital is a skills & capabilities-driven service business and will serve Atos's customers in Digital, Cloud and Decarbonization and help them succeed in their digital transformation.

Big Data & Security is a high-growth, R&D-intensive business and focuses on Cybersecurity products & services, High performance & Edge computing and Mission critical systems.

The four Regions: Northern Europe & APAC, Central Europe, Southern Europe and Americas, have ownership of accounts, regional resources and full P&L, in order to ensure optimal customer centricity and accelerated operational cadence.

The managerial governance of the company has been streamlined in order to accelerate decision-making and increase accountability. It is structured around a newly created Executive Board of 12 members, compared to 21 previously.

A detailed turnaround plan and 2023-2025 objectives will be presented in May 2022, during a dedicated capital markets day.

### 2022: a pivotal year

The continued decline in classic IT services, combined with personnel cost inflation and supply chain tensions, will put further pressure on revenue and profitability, particularly in the first half of the year.

However, the second half should see an improvement, with revenue growth at constant currency turning positive, and an uptick in operating margin. This improvement will be the reflect of performance optimization actions already implemented, an easier comparison basis and a more favorable revenue mix.

Free cash flow should improve significantly compared to 2021, and will largely depend on operating margin delivery and further working capital fluctuations.

For the full-year, Atos expects:

- ▶ Revenue growth at constant currency of -0.5% to +1.5%;
- ▶ Operating margin of 3% to 5%;
- ▶ Free cash flow between €-150 million and € 200 million.

## The Atos group in 2021

### 2021 performance by Regional Business Unit

In 2021, revenue growth in Southern Europe and Growing Markets could not offset contractions in North America, Northern Europe and Central Europe. All Regional Business Units recorded a decrease in operating margin; in addition to region-specific reasons outlined below, these decreases reflected higher structure costs linked to the Spring program and incremental recruitment and retention costs on a tight talent market.

**North America** revenue decreased by -4.0% at constant currency, as a decline in classic data centers activities was only partially mitigated by a good performance in consulting, systems integration and application development, cloud and Big Data & Security. By industry, Public Sector & Defense, Resources & Services and Healthcare & Life Sciences were down, while Telecom, Media & Technology, Manufacturing and Financial Services & Insurance recorded growth. Operating Margin remained at a high level, at 10.5%, however down year-on-year due to lower fixed costs absorption in classic activities, a higher recourse to subcontracting to compensate staff attrition, and high-margin transactions recorded in 2020, that did not reoccur in 2021.

**Northern Europe** revenue decreased by -3.0% at constant currency, due to the reassessment of the cost to go on a BPO contract with a large UK customer in Financial Services & Insurance, which led to a major revision of the project's completion rate. In other Industries, growth in Telecom, Media & Technology, Manufacturing and Healthcare & Life Sciences compensated revenue decrease in Public Sector & Defense and Resources & Services. Operating Margin decreased markedly, to 1.8%, primarily impacted by the UK BPO contract reassessment and, to a lesser extent, by some difficulties in project deliveries.

**Central Europe** revenue was down -6.8% year-on-year, reflecting the decline in classic IT services, especially in the Manufacturing Industry, as well as lower product sales in Unified Communications & Collaboration and Big Data & Security. In other Industries, revenue was down in Telecom Media & Technology, Public Sector & Defense, and Resources & Services, while Healthcare & Life Sciences and Financial Services & Insurance were broadly stable. Operating margin decreased to 1.1%, impacted by lower fixed costs absorption and difficulties in the delivery of some projects.

**Southern Europe** revenue grew +3.0%, in spite of a challenging Q4 with lower product sales. Revenue grew in most Industries: Healthcare & Life Sciences in particular, with a double-digit growth, as well as Manufacturing, Financial Services & Insurance, Public Sector & Defense and Resources & Services. Telecom, Media & Technology contracted due to lower Unified Communications & Collaboration activity. Operating margin decreased to 2.2%, impacted by (i) an unfavourable business mix evolution, with lower high-margin Big Data & Security sales offset by lower-margin product sales, and (ii) price increases from some suppliers.

**Growing Markets** revenue increased by +2.7% at constant currency. Healthcare & Life Sciences grew double-digit, driven by Australia and

Asia, and Manufacturing and Financial Services delivered robust growth. This was partially mitigated by a lower level of Unified Communications & Collaboration activity in Telecom, Media & Technology, project slippage in Resources & Services, and lower activity in Public Sector & Defense. Operating margin was impacted by a less favorable business mix and price reductions with a large customer in Financial Services & Insurance.

**Global structures** costs increased, reflecting a larger centralization of global functions, and management of global industries in accordance with the Spring program.

### 2021 performance by Industry

Most industries recorded a decrease in their global revenue at constant currency, as well as a lower operating margin compared to 2020.

Manufacturing managed to grow its revenue and operating margin, partially recovering from a strong decline in 2020. Financial Services & Insurance revenue and, to a larger extent, operating margin, were negatively impacted by the UK BPO contract reassessment in Q4. Public Sector & Defense recorded a marked decrease in revenue and profitability, driven by North America, after a strong performance in 2020. In Telecom, Media & Technology, revenue decreased slightly, with a sharper decrease in profitability. Resources & Services contracted as volume reductions in retail and energy & utilities could not be compensated by a partial recovery in transport and hospitality. Revenue grew in Healthcare & Life Sciences, after a resilient 2020, while operating margin was significantly lower.

### Operating Margin to Operating Income

Operating income was a loss of €-2,768 million in 2021, compared to a € 650 million income in 2020.

Staff reorganization costs in 2021 included costs associated to the German turnaround plan for €-180 million.

In light of the Group's decision to focus on Digital, Cloud, Security and Decarbonization activities, away from classic infrastructure services and Unified Communications & Collaboration, a comprehensive review of assets recoverability and legacy contract profitability was carried out. This review led to impairment of goodwill and other non-current assets, provisions for supplier commitments, as well as additional provisions, reserve for bad debt and write-off of contract assets for a total amount of €-2,355 million, booked at the end of the year. The break down is as follows:

- ▶ €-1,324 million of goodwill impairment;
- ▶ €-532 million of impairment of other non-current assets (€-165 million) and provisions for supplier commitments (€-367 million);
- ▶ €-499 million of other assets write-offs, provisions for onerous contracts, bad debt reserves and others.



## The Atos group in 2021

### Operating income to Net income Group share

Net financial expense amounted to €151 million increasing from €51 million in 2020, mainly reflecting the lower value of Worldline shares underlying the Optional Exchangeable Bond.

The tax charge was €39 million in 2021 and included the derecognition of deferred tax assets for an amount of € 446 million.

As a result of the above and of non-controlling interest (€ 3 million) and share of profit of associate (nil), net income Group share was a loss of €-2,962 million for 2021.

Both basic EPS Group share and diluted EPS Group share were at €-2703, compared to € 505 in 2020.

The normalized net income Group share excluding unusual, abnormal and infrequent items (net of tax) amounted to €-215 million, compared to € +725 million in 2020.

Both normalized basic EPS and normalized diluted EPS were at €-1.97 in 2021, compared to € 665 in 2020.

### Free cash flow and net debt

In 2021, free cash flow was €-419 million compared to € 513 million in 2020. In addition to a lower Operating Margin before Depreciation and Amortization (OMDA), this negative performance mainly stemmed from:

- ▶ A negative change in working capital of €-156 million, primarily reflecting a reduction in cash in advance measures and accelerated supplier payments at the end of 2021, partially offset by the impact on contract assets and trade receivables of a lower activity level in the fourth quarter;
- ▶ High staff reorganization costs due to the German turnaround plan (€ 180 million).

Other items below free cash flow amounted to €-340 million and included mainly net acquisitions/ disposals for €-275 million, dividends for €-101 million and foreign exchange fluctuation effects for € 71 million.

As a result, the Group's net debt position as of end 20201 was €-1,226 million compared to €-467 million at the end of 2020. This includes the Optional Exchangeable Bond (OEB) for € 500 million while the Group still owns the underlying Worldline shares which are exchangeable at maturity of the OEB. Assuming the full conversion of the OEB, the Group net debt would have amounted to €-883 million.

### Commercial activity

Commercial activity remained sound in 2021, as order entry reached € 10.8 billion, representing a book to bill ratio of 99%.

Full backlog was stable at constant currency compared to the end of 2020, at € 23.6 billion, representing 2.1 years of revenue. The full qualified pipeline reached € 7.0 billion compared to € 8.9 billion at the end of 2020 at constant currency.

### Human resources

The total headcount was 109,135 at the end of December 2021, up +4.5% compared to 104,430 at the end of December 2020 (+2.9% organically).

In 2021, the Group hired 25,886 employees, mainly in offshore/nearshore countries such as India, Poland and Romania, and welcomed 1,668 new employees from acquisitions.

Attrition rate was 18.6% after 10.9% in 2020 - cumulated attrition over two years (2021 and 2020) reached 14.7%, compared to 15.1% in 2019.

### Acquisitions

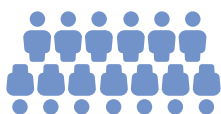
In 2021, the Group announced 9 bolt-on acquisitions in the following areas:

- ▶ Digital: Processia, IDEAL GRP, Ipsotek;
- ▶ Cloud: VisualBi, Appcentrica, Nimbix, Datasentics and Cloudreach;
- ▶ Security: Cryptovision.

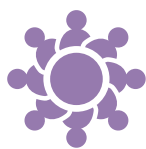
These acquisitions represent a total annual revenue of more than € 170 million (2021) and will support the Group's business mix evolution.

# Board of Directors

## Governance Structure as of April 15, 2022



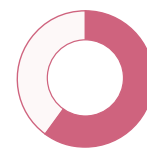
**13**  
Board  
members



**19**  
meetings  
in 2021



**96.76%**  
attendance



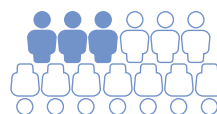
**60%**  
Independent  
Directors



**46.2%**  
of women\*



**59.5**  
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).*

## Composition of the Board of Directors as of April 15, 2022



**Bertrand Meunier**

Chairman of the Board of Directors of Atos SE



**Cedrik Neike<sup>(1)</sup>**

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



**Rodolphe Belmer**

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\***

Chief Executive Officer of Vantage Towers



**Lynn Paine\***

Baker Foundation Professor, John G. McLean Professor of Business Administration, Emerita



**Valérie Bernis\***

Company Director



**Édouard Philippe\***

Mayor of Le Havre and Former Prime Minister



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

Leadership Coach



**Vernon Sankey**

Companies Officer



**Farès Louis\*\***


Business Developer Cybersecurity Products

\* Independent Director

\*\* Employee Director

\*\*\* Director representing the employee shareholders

1) Mr. Cedrik Neike, a non-independent Director since January 2020, has submitted his resignation to the Board of Directors with effect after the end of the Annual General Meeting



# How to participate to the General Meeting?

## Warning - Covid-19

In the ongoing context of the health crisis due to the Covid-19 epidemic, the procedures for holding and participating in the General Meeting may have to change in order to comply with any new regulations relating to the health situation that may come into force.

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

The General Meeting will be webcasted live on the Company's website, via the above-mentioned website. 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 prior to the Meeting through Votaccess.



## How to participate to the General Meeting?

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

- ▶ by **attending in person**;
- ▶ by **voting by mail**;
- ▶ by **voting by internet**;
- ▶ by **being represented by giving a proxy to the Chairman of the Meeting, to his/her spouse or partner with whom a civil solidarity pact has been concluded, to another Shareholder, or to any person (natural or legal) of his/her choice**, in accordance with the conditions prescribed in Article L. 22-10-39 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy given by a Shareholder without naming a proxy holder, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

## Conditions to participate to this Meeting:

- ▶ the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day preceding the General Meeting, *i.e.* May 16, 2022, at 00:00 a.m., Paris time;
- ▶ the **owners of bearer shares** must give evidence of their identity and capacity as Shareholders by the second business day preceding the General Meeting, *i.e.*, on May 16, 2022, at 00:00 a.m., Paris time, by sending 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 - France, or to the registered office of the Company - Atos SE Legal and Compliance Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France, a certificate justifying their ownership of the shares ("attestation de participation") delivered by the authorized intermediary holding their account.

It is specified that the date of delivery of the certificate must be between the second business day preceding the General Meeting and the day of the Meeting.

## A

## Procedure to participate to the General Meeting

### If you wish to attend the general meeting personally

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

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

- ▶ send the form attached to the notice of meeting in the "T envelope" enclosed (tick the A box, date and sign at the bottom of the form), or
- ▶ log onto the 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; or
- ▶ present yourself directly on the day of the General Meeting to the appropriate booth with your identification document.

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

- ▶ request from the authorized intermediary who manages your securities account that an admission card be addressed to you; or
- ▶ log onto the web portal of the authorized intermediary who manages your securities account using your usual login information to access the Votaccess website and vote. You should then click on the icon which will appear on the line corresponding to Atos SE shares. It is specified that may only access the Votaccess system the owner of bearer shares whose accountholder has adhered to the system; or
- ▶ present yourself directly on the day of the General Meeting to the appropriate booth with your identification document and a certificate of participation issued by your financial intermediary on May 16, 2022 at midnight, Paris time.

**If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators from Monday to Friday, between 9:30 am and 6:00 pm Paris time from France and from the other countries at +33 (0) 2 51 85 67 89 (cost: 0.15€/min including VAT).**

## How to participate to the General Meeting?

### If you cannot attend the general meeting

#### ▶ You have the possibility to:

- 1 **Vote or give proxy** by **internet**; or
- 2 **Vote or give proxy** by **postal mail**.

#### 1 **Vote or give proxy by internet**

##### **Vote by internet**

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

##### ▶ **Owners of registered shares:**

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 **April 29, 2022 at 9:00 a.m.** until **May 17, 2022 at 3:00 p.m.** (Paris time). To avoid overloading the dedicated websites, we recommend that you **do not wait until the last day to log on these websites**.*

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

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

Votaccess site as described above, and this no later than May 17, 2022 at 3:00 p.m. (Paris time).

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 hereafter.

#### **Conditions for remote electronic voting**

*In accordance with article R. 225-61 of the French Commercial Code, eligible Shareholders of Atos SE have access to two websites, Atos Vote® and Votaccess, depending on their situation, dedicated to voting prior to the General Meeting; if they choose this method, they will have to accept the terms of use and the confidentiality policy that will be submitted to them for acceptance.*

*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.*

*Pursuant to the (EU) "Shareholders' Rights" Directive II 2017/828, the Shareholder may also request that a letter be sent to him/her at the end of the General Meeting confirming that his/her vote has been validly recorded and counted by the Company.*

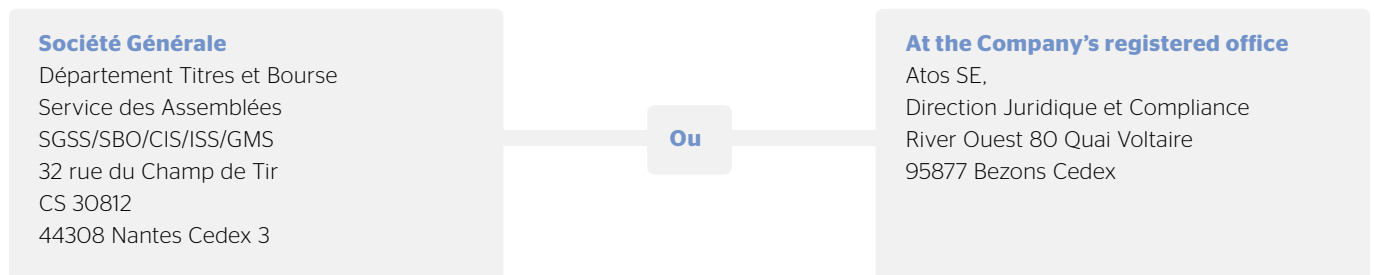
## How to participate to the General Meeting?

### 2 Voting or giving proxy by mail

#### ▶ Voting by mail or giving a proxy to the Chairman of the Meeting

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

Votes by mail and proxies given to the Chairman of the Meeting will only be taken into account if they are duly completed and signed (and accompanied by proof of ownership of the shares), and if they are received by May 15, 2022 at the latest, using the T envelope enclosed with the convening notice, at:



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

Shareholders may notify the appointment of a third-party proxy (any person other than the Chairman of the Meeting) or the revocation of their proxy by mail using the voting form sent either directly to registered Shareholders (using the T envelope enclosed with the postal convening notice, as the case may be) or, for bearer Shareholders, by the holder of the securities account 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.

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

##### ▶ Registered Shareholders:

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

##### ▶ Bearer Shareholders:

You must send an e-mail attachment with an electronic signature, obtained by you from an authorized third party certifier under the legal and regulatory conditions in force, to the following e-mail address [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com) a scanned copy of the signed proxy voting form, specifying your surname, first name, address and identifier with their financial intermediary, as well as the surname, first name and address of the appointed or revoked proxy, together with a scanned copy of a certificate of participation issued by the authorized intermediary holding your account then ask your financial intermediary who manages their securities account to send written confirmation (by mail or e-mail) to Société Générale - Département Titres et Bourse - Services des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 - France or by e-mail.

Only notifications of appointment or revocation of proxies that are duly signed, completed and received by May 15, 2022 at the latest will be taken into account. Moreover, only notifications of appointment or revocation of proxies to third parties may be sent to the following e-mail address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com), any other request or notification relating to any other purpose will not be taken into account or processed.

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

## How to participate to the General Meeting?

### How to fill in your voting form?

#### ▶ You will attend the General Meeting personally:

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

#### ▶ You will not attend the General Meeting personally:

##### **You would like to vote by postal mail:**

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

##### **You would like to give proxy to the Chairman:**

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

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

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

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

**E**

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

**B**

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

**C**

**Resolutions not agreed by the Board:** if applicable

**D**

**Resolutions proposed during the meeting:** Fill out this box

**H**

**Date and sign here**

**G**

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

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



## How to participate to the General Meeting?

**A**

**To attend the General Meeting personally: Tick here**

**F**

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

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

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

**Atos**

**ATOS SE**  
 Société européenne au capital de 110 763 699 €  
 Siège social : River Ouest - 80 Quai Voltaire  
 95870 BEZONS - FRANCE  
 323 623 603 RCS Pontoise

**ASSEMBLÉE GÉNÉRALE MIXTE DU 18 MAI 2022**  
**A 14h00 au siège social de la société**  
 River Ouest - Auditorium  
 80 quai Voltaire - 95870 Bezons

**COMBINED GENERAL MEETING OF MAY 18th, 2022**  
**At 02:00 pm at the registered offices**  
 River Ouest - Auditorium  
 80 quai Voltaire - 95870 Bezons

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

Identifiant - Account

Nombre / Number

Fractions / Shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

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

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

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

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

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting

- Je m'abstiens. / I abstain from voting

- Je donne procuration [cf. au verso verso (A) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (A) to Mr, Mrs or Miss, Corporate Name to vote on my behalf)

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

à la banque / to the bank 15/05/2022

Date & Signature

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

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

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

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

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

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

- Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (sans l'admission card) / voted vote (power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

### Changes in the method of participation

In accordance with the provisions of article R. 22-10-28 III and IV of the French Commercial Code, when a Shareholder has already cast a vote by mail or by internet, sent a proxy or requested an admission card or a certificate of participation to attend the meeting, he or she may not choose another method of participation.

## How to participate to the General Meeting?

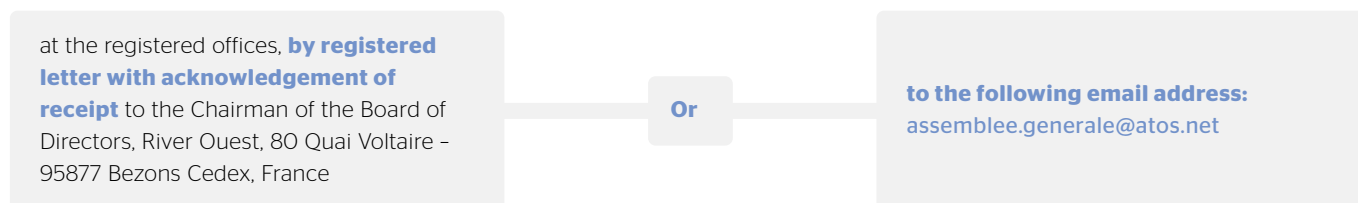
### **B** You wish to transfer your shares prior to the general meeting, after having voted by mail or by internet, sent a proxy or requested an admission card or an “attestation de participation”

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

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

### **C** You wish to send a written question

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, *i.e.* on May 12, 2022:



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.

The written questions may be answered directly on the Company's website, at the following address:

<https://atos.net/en/investors/annual-general-meeting> in accordance with legal and regulatory provisions.

### **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 page 20 of this convening notice.

To this end, the application will be available 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 16, 2022, 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 this convening notice.

This functionality is also available to owners of bearer shares eligible for Votaccess, via their bank's portal, as an option when submitting their advance voting instructions to the Shareholders' Meeting: they will use the email address recorded in Votaccess to connect to Atos Vote. On the date of the Shareholders' Meeting, eligible shareholders can also access Atos Vote via the section of the Atos website dedicated to Shareholders' Meetings:

- ▶ <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.

## How to participate to the General Meeting?

### E How do you come to the general meeting?

The Annual General Meeting of May 18, 2022 shall start at 2:00 pm sharp. Accordingly, you are requested:

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



#### By public transportation

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

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

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

#### ▶ RATP lines

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



#### Taking the A86 by car

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

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

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

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

After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest

The parking is open for your convenience.

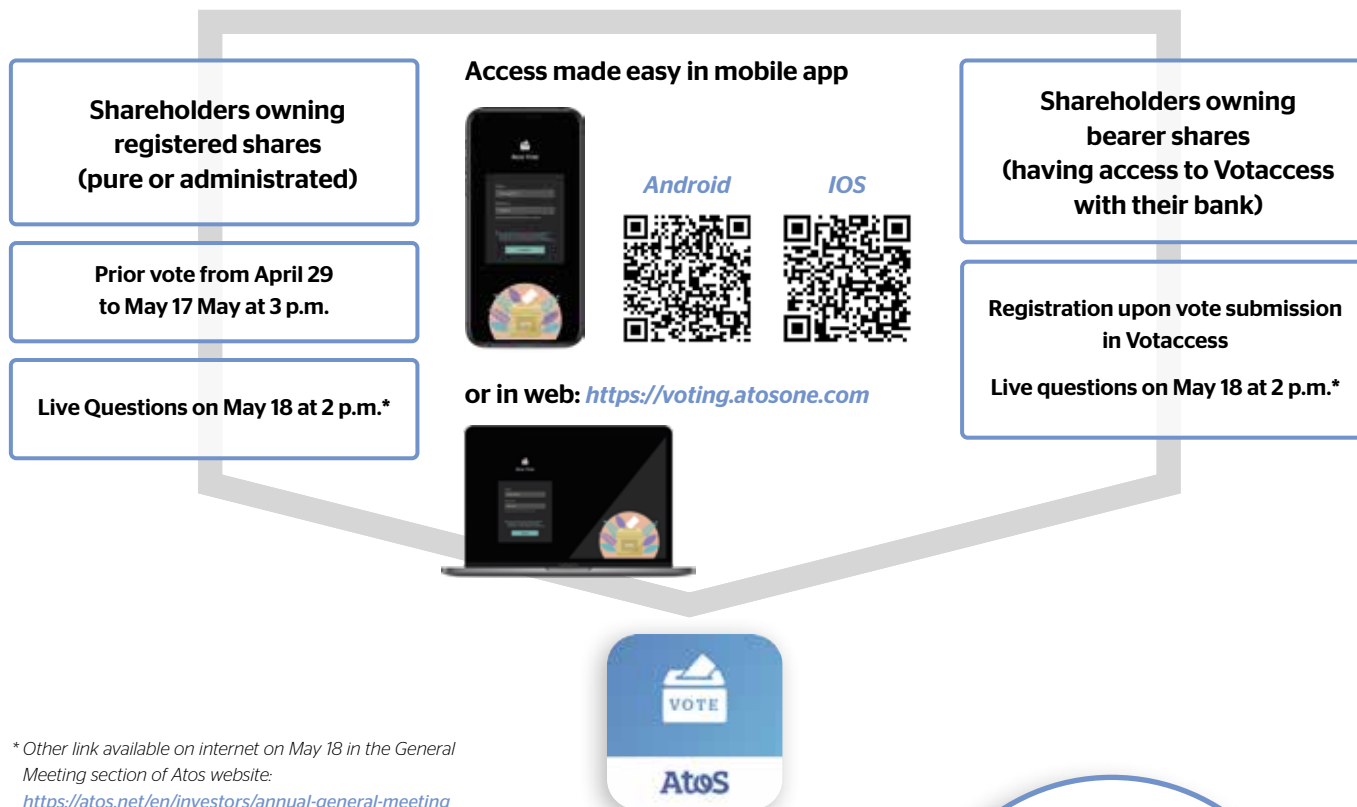
## How to participate to the General Meeting?

# 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 18 in the General Meeting section of Atos website:  
<https://atos.net/en/investors/annual-general-meeting>

### 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. If you received the convening notice by email (e-notice), the shareholder number was provided by Société Générale Securities Services by email.

The image shows a sample of the Atos voting form. A circular callout highlights a specific section of the form:

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

Identifiant - Account: **XXXXXX2**

Number of shares / Number of votes: **XXXXXX**

Number of votes / Number of voting rights: **XXXXXX**

The callout also points to the text: "Enter the 5 consecutive digit numbers on the Atos Vote log in page, represented here by **XXXXXX**, 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?

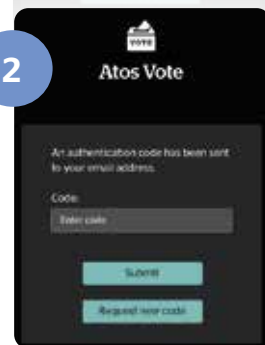
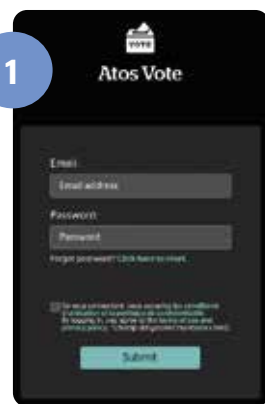
# Focus Atos Vote

### 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, 2021

##### 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, 2021. The management report on the 2021 financial year is included in the 2021 Universal Registration Document of the Company filed with the AMF on April 6, 2022 and available on the websites of the Company (<https://atos.net/fr/investisseurs/informations-financieres/rapports-financiers>) and of the AMF (<https://www.amf-france.org/fr>).

##### **Financial statements certified without any reserve**

*Additional accounting work carried out by the Group in 2021 resulted in the absence of any qualification in the Statutory auditors' report on the 2021 consolidated financial statements. The Statutory auditors had already issued an unqualified report on the condensed consolidated financial statements for the first half of 2021.*

*In fact, following the qualified opinion issued by the Statutory auditors on the consolidated financial statements for the financial year ending December 31, 2020, due to a limitation of work concerning two U.S. legal entities, the Board of Directors delegated the current Chairman and the former Chairman of the Audit Committee to meet on a weekly basis from April to July 2021 with an ad hoc steering committee and the Statutory auditors, to oversee the additional accounting work performed by a dedicated task force and required by the qualification of the Statutory auditors.*

*The Board of Directors and its Audit Committee closely supervised*

*the full accounting review of these U.S. entities and the resulting remediation and prevention plan, which were formally on the agenda of six meetings of the Board of Directors held after April 1, 2021, including four dedicated exceptional meetings. The follow-up of this matter was also addressed during meetings where it was not formally included on the agenda.*

*The Board was assisted by the Audit Committee, which held four extraordinary meetings dedicated to these topics in 2021, and followed up on the design and the implementation of the remediation and prevention plan at all meetings held from April to December 2021.*

*For more details on this additional accounting work of the Board of Directors and its Audit Committee, please refer to section 4.2.4.2 "Board of Director's activity" of the 2021 Universal Registration Document.*

#### Allocation of the net income for the financial year ending December 31, 2021

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

The financial year ending December 31, 2021 will result in a loss of €744,080,650.07. It is proposed to allocate this entire loss to the "Retained earnings" account.

Due to a negative net income attributable to the Group in 2021, the Board of Directors of the Company, at its meeting held on February 28, 2022, decided not to propose the payment of a dividend at this Annual General Meeting.

The following dividends were paid in the three financial years preceding the 2021 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividend per share (in €)	Total (in €)
2020	109,214,290	0.90	98,292,861.00
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

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 and nominations

#### Renewal of the mandates of Directors and nominations

##### 4<sup>th</sup> to 12<sup>th</sup> resolutions

#### A strengthened Board of Directors

The Board of Directors has taken into account the Company's needs and anticipated challenges ahead, by appointing, in October 2021, Rodolphe BELMER as the new CEO. Thanks to his strong experience and leadership capacities, he was considered best-suited to lead the profound transformation of the Company. He effectively took up his CEO functions on January 1, 2022, after a transition period ensured by Pierre BARNABÉ and Adrian GREGORY as interim co-CEOs. After reviewing its composition and in accordance with its diversity policy, the Board of Directors proposes to appoint three new independent directors, including two women, in order to strengthen the diversity of skills. The Board of Directors would thus have 64% of independent directors (compared with 60% at present\*) and would fully respect the rules on gender balance (with 42% women directors). Following this reorganization, the Board of Directors would increase from thirteen to fourteen members\*, including three directors representing employees and employee shareholders.

\* Taking into account the announced resignation of Cedrik NEIKE with effect from the end of the General Meeting and the loss of independence in May 2022 of Aminata NIANE after 12 years on the Board

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

Since the 2021 Annual General Meeting, 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	Remuneration Committee	CSR Committee
Departure	Elie Girard (10/22/2021)	-	-	-	-
Appointment	Rodolphe Belmer <sup>1)</sup> (10/23/2021)	-	-	-	-
Renewal	Vivek Badrinath Bertrand Meunier Aminata Niane Lynn Paine (05/12/2021)	-	-	-	-

1) Provisional appointment by the Board of Directors on October 20, 2021 to replace Mr. Elie Girard, submitted for ratification to this Annual General Meeting.

The Board of Directors has anticipated the following changes in the composition of its committees in 2022:

- ▶ The Board of Directors decided on December 16, 2021, on the recommendation of the Nomination and Governance Committee, to appoint Vesela ASPARUHOVA to replace Jean FLEMING as a director representing employees on the Compensation Committee. This decision will take effect at the close of the Annual General Meeting of May 18, 2022;
- ▶ Following this Annual General Meeting, the Board of Directors contemplates to change the composition of its Audit Committee, Remuneration Committee and CSR Committee to reflect its new composition approved by this General Meeting.

## Report of the Board of Directors on the resolutions

### Composition of the Board of Directors

As of the date of this notice of meeting, the Board of Directors is composed of 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	25,000	0	NO	07/03/2008	AGM 2024	13	N&G ★
<b>Chief Executive Officer</b>	<b>Rodolphe BELMER<sup>(4)</sup></b>	52	M	French	500	1	NO	10/23/2021	AGM 2022	0	N/A
<b>Directors</b> (L.225-17 Ccom)	<b>Vivek BADRINATH</b>	52	M	French	500	1	YES	04/30/2019	AGM 2024	2	C ★ ◆
	<b>Valérie BERNIS</b>	63	F	French	505	2	YES	04/15/2015	AGM 2022	6	Rem. CSR ★
	<b>Cedrik NEIKE</b>	48	M	French/German	500	2	NO	01/28/2020	AGM 2023	2	N/A
	<b>Colette NEUVILLE</b>	84	F	French	1,022	0	YES	04/13/2010	AGM 2022	11	CSR
	<b>Aminata NIANE</b>	65	F	Senegalese	1,012	0	YES	05/27/2010	AGM 2024	11	Rem ★
	<b>Lynn PAINE</b>	72	F	American	1,000	0	YES	05/29/2013	AGM 2024	8	Audit ◆, N&G, CSR
	<b>Édouard PHILIPPE</b>	51	M	French	501	0	YES	10/27/2020	AGM 2023	1	N&G
	<b>Vernon SANKEY</b>	72	M	British	1,296	0	NO	02/10/2009	AGM 2022	12	Audit ◆, CSR
<b>Director representing the employee shareholders</b> (L.225-23 CCom)	<b>Jean FLEMING</b>	52	F	British	1,829	0	NO	05/26/2009	AGM 2022	12	Rem
<b>Employee Directors</b> (L.225-27-1 CCom)	<b>Vesela ASPARUHOVA</b>	39	F	Bulgarian	0	0	NO	10/15/2020	AGM 2023	1	N/A
	<b>Farès LOUIS</b>	59	M	French	0	0	NO	04/25/2019	AGM 2023	2	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, C: Audit Committee, CSR: CSR Committee

4) Mandate of Chief Executive Officer became effective on January 1, 2022

★ Chairman of the Committee

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

In this context:

- I • the provisional appointment of Rodolphe BELMER as a director must be ratified by this Annual General Meeting;
- II • the terms of office as directors of Rodolphe BELMER, Valérie BERNIS, Colette NEUVILLE and Vernon SANKEY expire at the end of this Annual General Meeting;
- III • the Board of Directors, in accordance with its diversity policy adopted on December 16, 2021, wishes to submit to the Shareholders' Meeting the appointment of three new directors, Elizabeth TINKHAM, Astrid STANGE and René PROGLIO, in order to strengthen the diversity of skills within the Board of Directors; and
- IV • the term of office of Jean FLEMING as director representing employee shareholders expires at the close of this Annual General Meeting.

In accordance with the recommendations of the AFEP-MEDEF Code, article 14 of the bylaws provides for the staggered renewal of the terms of office of one third of the members of the Board of Directors. Consequently, the proposed renewals of terms of office and appointments are for different durations in order to ensure this staggered renewal.

### Proposal to ratify provisional appointment

#### 4<sup>th</sup> resolution

It is proposed that you ratify the provisional appointment of Mr. Rodolphe BELMER as a director made on October 20, 2021, by the Board of Directors to replace Élie GIRARD.

Resolution n°	Concerned individual*	Motivation of the Board of Directors	Term of office**
4	<b>Rodolphe BELMER</b> (to replace Élie GIRARD)	In line with market practices, the Board decided to co-opt the Chief Executive Officer of the Company as a director in order to facilitate the Board's elaboration of the Company's strategic orientations.	3 years expiring at the 2022 AGM***

\* Additional information on the candidates for the Board of Directors is attached on pages 66 to 73 of the brochure.

\*\* The term of office corresponds to the remaining term of office of the predecessor.

\*\*\* The provisional appointment of Élie Girard to replace Thierry Breton, until the General Meeting called to approve the 2021 financial statements, was itself ratified by the General Meeting of June 16, 2020



## Report of the Board of Directors on the resolutions

### Proposals for renewal of terms of office and appointments

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

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 modify its composition in order to strengthen the diversity of skills within the Board of Directors and to support the transformation of the Group. Consequently, we propose to this Annual General Meeting the following renewals of terms of office and appointments:

Resolution n°	Concerned Individual*	Motivation of the Board of Directors	Term of office**
5	<b>Rodolphe BELMER</b> (renewal)	In line with market practices, the Board decided to co-opt the Chief Executive Officer of the Company as a director in order to facilitate the Board's development of the Company's strategic orientations.	3 years
6	<b>Valérie BERNIS</b> (renewal)	Valérie BERNIS has been appointed as Chairman of the CSR Committee put in place in January 2019, due to her wide professional experience on such subjects. This Committee has gained a major role in reviewing the CSR activities and making recommendations to the Board on this matter. Her status of independent member has been confirmed during the meeting of the Board of Director held on December 16, 2021. Consequently, the Board wishes to renew the term of office as Director of Ms. BERNIS.	3 years
7	<b>Vernon SANKEY</b> (renewal)	Vernon SANKEY, member and former Chairman of the Audit Committee, brings to the Company his financial and accounting skills he acquired in the course of his various mandate as CEO, Chairman and Director of several companies located in Switzerland and the United Kingdom, as well as his skills and personal commitment to corporate responsibility within the CSR Committee. Consequently, the Board wishes to renew the term of office as Director of M. SANKEY.	3 years
8	<b>René PROGLIO</b> (appointment)	René PROGLIO is a partner at PJT Partners, former Head of Morgan Stanley in France and Partner for 20 years at Arthur Andersen. He would bring his extensive financial and accounting knowledge as well as his strategic vision in terms of acquisitions and disposals to the Atos Board of Directors. Mr. PROGLIO would qualify as independent member of the Board.	2 years
9	<b>Astrid STANGE</b> (appointment)	Astrid STANGE is the former Chief Operating Officer (COO) of the AXA group and a former Senior Partner and Managing Director of the Boston Consulting Group (BCG). She would bring her experience of large-scale digital and operational transformations on the client side and her intimate knowledge of the financial and insurance sector to the Atos Board of Directors. Ms. STANGE would qualify as independent member of the Board.	2 years
10	<b>Elizabeth TINKHAM</b> (appointment)	Elizabeth TINKHAM is a former Senior Managing Director at Accenture. She would bring her extensive experience in the cloud business and her in-depth knowledge of hyperscalers to the Atos Board of Directors. Ms. TINKHAM would qualify as independent member of the Board.	3 years

\* Additional information on the candidates to the Board of Directors can be found in pages 66 to 73 of the brochure.

\*\* In accordance with the bylaws, terms of office of between 1 and 3 years may be implemented to achieve an annual rotation of the members of the Board of Directors.

### Election of a director representing employee shareholders

#### 11<sup>th</sup> and 12<sup>th</sup> resolutions

The term of office of Jean FLEMING, Director representing employee shareholders, expires at the end of this Annual General Meeting. Ms. FLEMING was appointed for two years by the 2020 Annual General Meeting.

Consequently, and pursuant to article L. 225-13 of the French Commercial Code, it is proposed at this General Meeting to elect a director representing employee shareholders from among the candidates mentioned in the 11<sup>th</sup> and 12<sup>th</sup> resolutions.

In accordance with Article 16 of the Articles of Association, the candidate mentioned in the 11<sup>th</sup> and 12<sup>th</sup> resolutions who receives the highest number of votes cast will be appointed as Director for a term of three (3) years.

We also propose that you take note that:

- I • the college of direct employee shareholders within the meaning of article L. 225-102 of the French Commercial Code and the Supervisory Board of the Atos Stock Plan employee mutual fund nominated Katrina HOPKINS as candidate for the position of Director representing employee shareholders (11<sup>th</sup> resolution);
- II • the Supervisory Board of the Atos Stock Plan employee mutual fund nominated Christian BEER as candidate for the position of Director representing employee shareholders (12<sup>th</sup> resolution).

The Board of Directors recommends that shareholders vote in favor of the appointment of Katrina HOPKINS as Director representing employee shareholders (11<sup>th</sup> resolution), given the legitimacy of her candidacy from both the college of direct shareholders and the Supervisory Board of the Atos Stock Plan employee mutual fund.

Additional information on the candidates to the functions of directors is attached on pages 72 and 73 of the brochure.

## Report of the Board of Directors on the resolutions

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

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

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

The Board of Directors request, under the terms of the 13<sup>th</sup> resolution, that you approve the special report of the Statutory auditors on related-party agreements and the agreements and commitments referred to in articles L. 225-38 *et seq.* of the French Commercial Code, it being specified that this report does not mention any new agreement nor any new commitment of this kind.

### 4 Approval of the compensation of company officers for the year 2021

Sections 4.3.2 and 4.3.3 of the 2021 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 2021. 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 **18<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, 2021, or awarded for that same year:

- ▶ to **Bertrand MEUNIER, Chairman of the Board**, under the **14<sup>th</sup> resolution** (cf. sections 4.3.2.2 and 4.3.2.6 to 4.3.3 of the 2021 Universal Registration Document);
- ▶ to **Élie GIRARD, Chief Executive Officer**, under the **15<sup>th</sup> resolution** (cf. sections 4.3.2.3 and 4.3.2.6 to 4.3.3 of the 2021 Universal Registration Document);
- ▶ to **Pierre BARNABÉ, Interim Chief Executive Officer**, under the **16<sup>th</sup> resolution** (cf. sections 4.3.2.4 and 4.3.2.6 to 4.3.3 of the 2021 Universal Registration Document);
- ▶ to **Adrian GREGORY, Interim Deputy Chief Executive Officer**, under the **17<sup>th</sup> resolution** (cf. sections 4.3.2.5 and 4.3.2.6 to 4.3.3 of the 2021 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

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

As complement to the information supplied with regards to resolutions 14 to 17, Directors' elements of compensation due for the financial year 2021 and these paid to the Directors during financial year 2021 for the financial year 2020 are presented below.

	2021 (en euros)	
	Paid <sup>(a)</sup>	Owed <sup>(b)</sup>
Vesela Asparuhova <sup>(2)</sup>	N/A	N/A
Rodolphe Belmer	-	-
Vivek Badrinath	57 000	97 500
Nicolas Bazire	27 680	-
Valérie Bernis	57 000	79 500
Roland Busch	929	-
Jean Fleming <sup>(3)</sup>	52 000	71 000
Jean-Louis Georgelin	3 842	-
Elie Girard	-	-
Farès Louis <sup>(4)</sup>	N/A	N/A
Bertrand Meunier	-	-
Cedrik Neike	46 025	65 000
Colette Neuville	53 000	68 000
Aminata Niane	72 000	77 000
Lynn Paine	55 000	84 000
Edouard Philippe	9 607	72 000
Vernon Sankey	69 000	80 500
<b>Total</b>	<b>503 083</b>	<b>694 500</b>

N/A: Non applicable

a) Compensation paid in 2021 for the year 2020

b) Compensation owed for the year 2021

1) Gross before taxes.

2) Ms. Vesela Asparuhova, Employee Director since October 21, 2020 is employed by the Atos Group. Employee Directors do not receive Directors' compensation.

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

4) Mr. Farès Louis, Employee Director, is employed by the Atos Group. Employee Directors do not receive Directors' compensation.

Mr. Élie GIRARD, Mr. Rodolphe BELMER and Mr. Bertrand MEUNIER declined to receive any Directors' compensation for the year 2021.

## Report of the Board of Directors on the resolutions

The variable part of the remuneration of the Directors represents, for 2021, the majority of the remuneration (74.1%), which is in line with article 21.1 of the AFEP-MEDEF Code.

The members of the Board of Directors did not receive any other compensation from Atos SE or its subsidiaries in 2021, except for:

- ▶ Mr. Bertrand Meunier, Chairman of the Board of Directors;
- ▶ Mr. Élie Girard, Chief Executive Officer.
- ▶ Ms. Jean Fleming, Director representing employee shareholders, and Ms. Vesela Asparuhova and Mr. Farès Louis, employee Directors, who received compensation in 2021 under their employment contracts with the Group.

### Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to Mr. Bertrand MEUNIER, Chairman of the Board of Directors

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

The compensation policy applicable in 2021 to the Chairman of the Board of Directors, Mr. Bertrand Meunier, who has held this office since November 1, 2019, was approved by the Annual General Meeting on May 12, 2021 under the 13<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.

	2021 (in euros)
Fixed compensation	400,000
Variable compensation	0
Fringe benefits	0
Directors' compensation	0
<b>Total</b>	<b>400,000</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	<b>n/a</b>

### Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to Mr. Élie GIRARD, Chief Executive Officer

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

Mr. Élie Girard, who had been appointed Chief Executive Officer as of November 1, 2019, has resigned from his offices as Chief Executive Officer and Director with effect from October 22, 2021. The compensation policy applicable to Mr. Élie Girard was approved by the Annual General Meeting on May 12, 2021 under the 14<sup>th</sup> resolution.

The components of the total compensation and benefits of any kind paid or granted to Mr. Élie Girard are consistent with this policy.

	2021 (in euros)	2020 (in euros)
Fixed compensation	772,817	878,750
Variable compensation	0	683,525
Fringe benefits	17,137	18,997
Value of options granted during the year	0	0
Value of performance shares granted during the year	0	1,378,339
<b>Total</b>	<b>789,955</b>	<b>2,959,611</b>
Relative share of the fixed component	98%	30%
Share of variable compensation in total compensation (fixed and variable)	0%	70%
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	<b>n/a</b>	<b>n/a</b>

#### Fixed compensation:

Élie Girard's fixed remuneration was paid *pro rata temporis* until October 22, 2021, i.e. €772,817 for the year 2021 as from January 1, 2021.

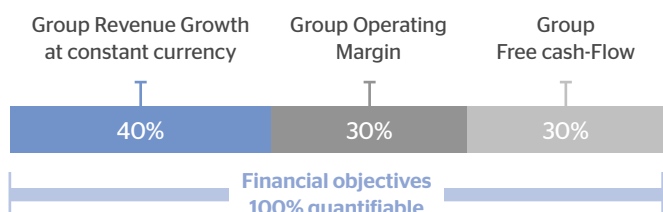
#### Variable compensation:

The target annual variable compensation of Élie Girard for the 2021 year amounted to €966,022: €593,750 for the first half and €372,272 for the second half *pro rata temporis* taking into account his resignation.

## Report of the Board of Directors on the resolutions

Élie Girard's total variable compensation is nil for each semester of the year 2021. Non-achievement of the performance criteria and the resulting absence of variable compensation have been validated by the Board during meeting held on July 27, 2021 and February 28, 2022.

As a reminder, the nature and weighting of each of the indicators making up the 2021 variable compensation of the Chief Executive Officer are as follows:



Indicators	First semester 2021		Second semester 2021	
	Weight	Payout*	Weight	Payout*
Group Revenue Growth at constant currency	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>0.00%</b>		<b>0.00%</b>

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

<sup>1)</sup> before acquisitions/disposal and variation of equity and dividends.

Budget achievements are as follows:

Budget « Full Year Forecast 2 »	2021
Group Revenue Growth at constant currency	97.52%
Group Operating Margin	57.43%
Group Free Cash Flow <sup>(1)</sup>	0.00%

<sup>1)</sup> 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.

### Fringe benefits:

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 €2,007. The annual employer's contribution in respect of the healthcare plan stands at €2,438. The benefit in kind related to the use of the Company car with driver is assessed to €12,692.

### Multiannual equity-based compensation:

Élie Girard has decided to waive his eligibility to receive performance shares for 2021. The Remuneration Committee and the Board of Directors have taken note of the Chief Executive Officer's request. Consequently, no performance shares have been granted to Élie Girard for 2021.

Mr. Élie Girard's rights under the stock-options and performance share plans (dated July 24, 2019 and July 24, 2020) lapsed on the date of his departure in accordance with the continuous presence condition provided for under these plans.

### Other compensation elements:

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

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

Lastly, Mr. Élie Girard was not awarded any severance payment nor any compensation for non-compete clause at the time or after his departure.

## Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to Mr. Pierre BARNABÉ, Interim Chief Executive Officer

### 16<sup>th</sup> resolution

Following the resignation of Élie Girard from his position as Chief Executive Officer with effect from October 22, 2021, Pierre Barnabé was appointed Interim Chief Executive Officer by decision of the Board of Directors on October 20, 2021. Mr. Barnabé held this position during the interim period from October 23 to December 31, 2021, prior to Rodolphe Belmer taking up his duties on January 1, 2022.

## Report of the Board of Directors on the resolutions

In accordance with the recommendations of the AFEP-MEDEF Code, Pierre Barnabé's employment contract was suspended during this interim period.

During his term of office, Pierre Barnabé received a fixed monthly compensation corresponding to the fixed monthly compensation he would have received under his employment contract had it not been suspended, *i.e.*, a total of €72,738 for the period from October 23, 2021 to December 31, 2021.

The variable compensation of Pierre Barnabé in respect of his office was calculated in accordance with the variable compensation he would have received under his employment contract. Pursuant to article L. 22-10-34, II of the French Commercial Code, its payment will be subject to the approval of the General Meeting called to approve the financial statements for the year ending December 31, 2021, in the case of variable compensation during the period from October 23, 2021 to December 31, 2021.

Pierre Barnabé's target annual variable compensation, as Interim Chief Executive Officer, amounts to €109,107 for the second half of the year *prorata temporis*.

The total variable compensation due for his term of office as interim Chief Executive Officer in 2021 amounts to €87,286 and thus represents 80% of the target variable compensation.

Pierre Barnabé did not receive any performance shares in respect of his corporate mandate.

He continued to benefit, by virtue of his mandate, from the pension and provident plans and his company car, which he enjoyed as part of his employment contract, which are value at €1,889 for the period of his mandate.

	<b>2021</b> <i>(in euros)</i>	<b>2020</b> <i>(in euros)</i>
Fixed compensation	72,738	n/a <sup>1)</sup>
Variable compensation	87,286	n/a
Fringe benefits	1,889	n/a
Value of options granted during the year	0	n/a
Value of performance shares granted during the year	0	n/a
<b>Total</b>	<b>161,913</b>	<b>n/a</b>
Relative share of the fixed component	45%	n/a
Share of variable compensation in total compensation (fixed and variable)	55%	n/a
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	<b>n/a</b>	<b>n/a</b>

1) No compensation was paid in 2020 as the related interim position was held only in 2021.

### Summary of elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to Mr. Adrian GREGORY, Interim Deputy Chief Executive Officer

#### 17<sup>th</sup> resolution

Adrian Gregory was appointed interim Deputy Chief Executive Officer by decision of the Board of Directors on October 20, 2021. Adrian Gregory held this position during the interim period from October 23 to December 31, 2021, prior to Rodolphe Belmer taking up his duties on January 1, 2022. Mr. Gregory's employment contract was not suspended taking into account the foreseeable short duration of this mandate during such a transitional period.

Adrian Gregory did not receive any compensation for his duties as interim Deputy Chief Executive Officer. For this reason, no summary table or equity ratio is presented. In accordance with legal requirements, this resolution is presented to decide on the fixed, variable, long-term and exceptional elements making up Mr. Gregory's aggregate compensation and advantages of all kinds paid for the financial year that ended on December 31, 2021, or awarded for that same year, all equal to 0.

For information, Adrian Gregory received during the fiscal year 2021 in relation to his unsuspended employment agreement a fixed salary amounting to €402,897 and a variable compensation of €275,671. He received a car allowance amounting to €14,220.

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

In the scope of the 19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</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 2021 Universal Registration Document, which form an integral part of the Corporate Governance report, and are synthetically submitted below.



## Report of the Board of Directors on the resolutions

### Approval of the compensation policy applicable to Directors

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

In the scope of the 19<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 2021 Universal Registration Document).

#### *General principles of the compensation policy applicable to Directors*

In accordance with the resolution voted by the shareholders at the Annual General Meeting held on April 30, 2019, the annual envelope of Directors' compensation was set at €800,000 for the members of the Board of Directors for financial year 2019 and for subsequent financial years until further decision of the General Meeting. The rules for allocating Directors' compensation are set by the Board of Directors, based on a proposal from the 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 2020 was renewed in 2021 at the Annual General Meeting held on May 12, 2021. During

its Board meeting held on December 16, 2021, 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 to the members of the Board of Directors;
- ▶ To renew for 2022 the rules of allocation for the members of the Board of Directors used in 2021.

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

#### 20<sup>th</sup> resolution

In the scope of the 20<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 2021 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 expired at the Annual General Meeting held in 2021 to decide on the 2020 financial statements. The Board of Directors, on the recommendation of the Remunerations Committee, decided to propose to this General Meeting the renewal of Bertrand Meunier's term of office as Director. The shareholders General Meeting on May 12, 2021 decided pursuant to the 5<sup>th</sup> resolution to approve the renewal of his term of office for three years.

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

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, 2021 and February 28, 2021, and on the recommendations of the Remuneration Committee, decided to propose to renew the compensation policy for the Chairman of the Board of Directors in effect since 2020, as approved during the Annual General Meetings held on June 16, 2020 and on May 12, 2021. This policy takes into account the additional missions, which the Board of Directors 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

## Report of the Board of Directors on the resolutions

of the Board of Directors does not include any variable component depending on long and short-term performance.

After examination of similar mandates, 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.

After reviewing this compensation structure for the Chairman of the Board in December 2021 in comparison with the CAC40 and Next20 companies, the Board of Directors, on the recommendation of the Compensation Committee, decided to keep it identical in 2022. The Board of Directors praised the particularly important commitment of its Chairman during the year 2021, in particular given the current events of the Company.

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

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

In the scope of the 21<sup>st</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 2021 Universal Registration Document).

#### **A remuneration package for the CEO which reflects upcoming challenges**

*Considering the particularly challenging environment and need for the Company to attract a high-caliber external candidate, the Board had to review the new CEO's remuneration package. While maintaining a stable pay-mix, and a high proportion of performance-based remuneration, the Board of directors decided to increase the relative size of the fixed component compared*

*to the target-based annual variable remuneration. The resulting package represents a limited increase of 12% of the on target compensation compared to the previous CEO.*

#### **An attractive and incentivizing short-term remuneration**

*The short-term remuneration for 2022 will be based on 50% qualitative and 50% financial criteria, with the aim to incentivize the clear definition and implementation of Atos' new strategic plan. The qualitative criteria will be based on the validation by the Board of Directors of the mid-term strategic plan and the presentation of this plan on the occasion of the Capital Markets Day. The financial targets, i.e., revenue growth, operating margin and free cash flow, will be closely tied to Atos' ambition.*

#### **A more stringent long-term incentive**

*The Board also proposes to implement changes to the long-term incentive plan. In particular, the introduction of a relative TSR as a measure of the alignment with shareholders' interest, as well as a more stringent vesting scale on the CSR criteria by limiting the opportunity to 100% and setting a more challenging target on the DJSI criteria.*

#### **Avoiding windfall effects with the LTI grant**

*Given the volatility of the Atos' share price, in December 2021 the Board of Directors decided a reduction in the size of the grant in favor of the Chief Executive Officer, by calculating the number of shares granted based on the average share price of Atos during the 20 trading days preceding the Chief Executive Officer's appointment to the Company, instead of the share price at the time of the grant - the goal being to avoid a windfall effect. Depending on the share price on the grant date expected in May after the General Meeting, this correction of the reference share price determining the number of performance shares to be granted is likely to significantly reduce the IFRS value of the performance shares granted to the Chief Executive Officer in 2022.*

#### **Severance payment and non-compete indemnity**

*Given the context of the Group in 2021 and the external recruitment of a new Chief Executive Officer, the Board of Directors decided to introduce a severance payment in the remuneration policy, tied to performance conditions, in case of an involuntary departure occurring during the first three years of mandate, and whose features take into account the need for attractiveness at the time of his recruitment and facilitate consideration of the circumstances for the defined involuntary departure. The Board of directors also set up a non-compete indemnity with a clear delimited scope. The sum of the severance payment and the non-compete indemnity may not exceed a maximum of two years of gross annual compensation.*

## Report of the Board of Directors on the resolutions

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

The Board of Directors, meeting on October 20, 2021, appointed Rodolphe Belmer as Chief Executive Officer and co-opted him as a Director. Mr. Belmer assumed his duties as Chief Executive Officer on January 1, 2022. His term of office as Director will be proposed for ratification by the shareholders at the Annual General Meeting of May 18, 2022, at which time it will also be proposed that the shareholders reappoint Mr. Belmer as Director for a term expiring at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the year 2024. 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. Rodolphe Belmer is not bound by any employment contract with the Company or any other entities within the Group.

The compensation policy for the Chief Executive Officer, which will be effective retroactively to January 1, 2022 subject to approval by the shareholders at this Annual General Meeting, aims to support the Company's strategy in a difficult context with an ambition of turnaround and, to align the Chief Executive Officer's long-term interests with those of the shareholders, by:

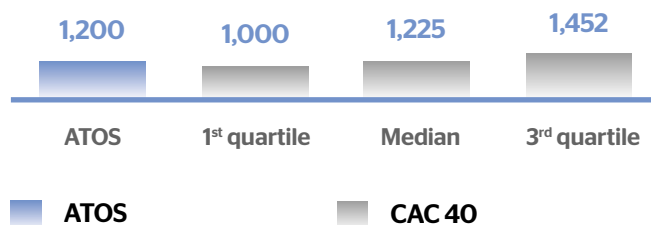
- ▶ offering a transparent, competitive and motivating global compensation consistent with market practices and the Company's economic and financial condition,
- ▶ establishing a close link between performance and short-term and long-term compensation,
- ▶ including in long-term, and possibly in short-term, 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.

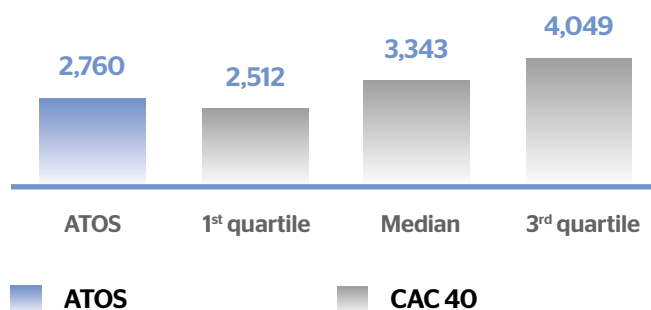
The structure of the overall remuneration, including an increase in the fixed annual compensation compared to that of the previous Chief Executive Officer, is well justified by the need for the Company to attract a high-caliber external candidate, who has demonstrated in the position of Chief Executive Officer of a listed company his ability to lead teams in a phase of reorganization and rebound. These criteria for the profile of a new Chief Executive Officer had been identified as crucial further to the works of the Nomination and Governance Committee in charge of the succession plan. The new Chief Executive Officer has received assurances from the Company that, despite the absence of any welcome indemnity, he will benefit from a compensation structure that will incentivize him to work on the Company's recovery when it faces a difficult situation.

Besides, the so determined fixed annual compensation of the Chief Executive Officer is in line with the median and below the average of CAC40 companies (reference panel used in particular in the recruitment process initiated when the Company belonged to this index). The maximum potential total compensation for the new Chief Executive Officer remains well positioned in relation to the benchmark for CAC40 companies.

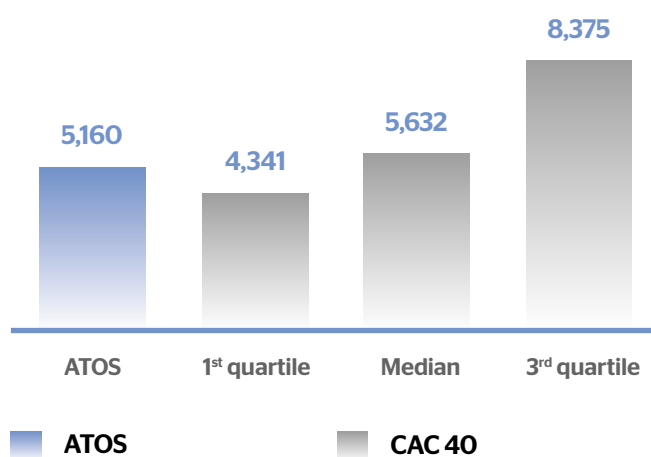
### CEO's annual fixed compensation



### CEO's maximum short-term compensation



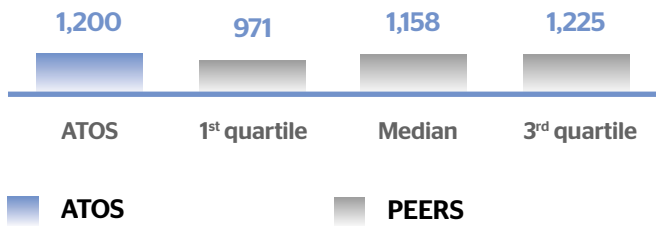
### CEO's maximum annual compensation package



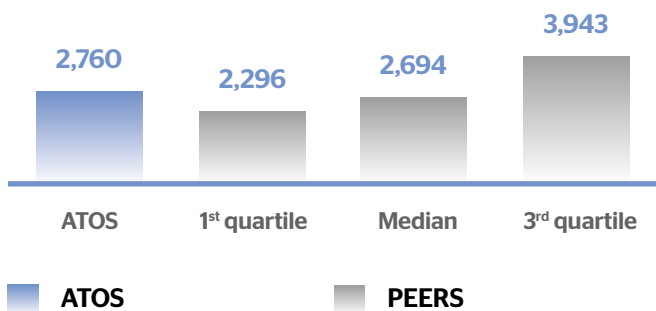
In addition, for information purposes, the Board of Directors also compared the different components of Mr. Belmer's compensation with his international peers as detailed below. Although relevant given the global competitive environment in which Atos operates, including major American and Indian players, the Board of Directors did not retain this peer group as a relevant element of comparison in determining the quantum. Mr. Belmer's potential maximum compensation remains well below international practice for similar positions.

## Report of the Board of Directors on the resolutions

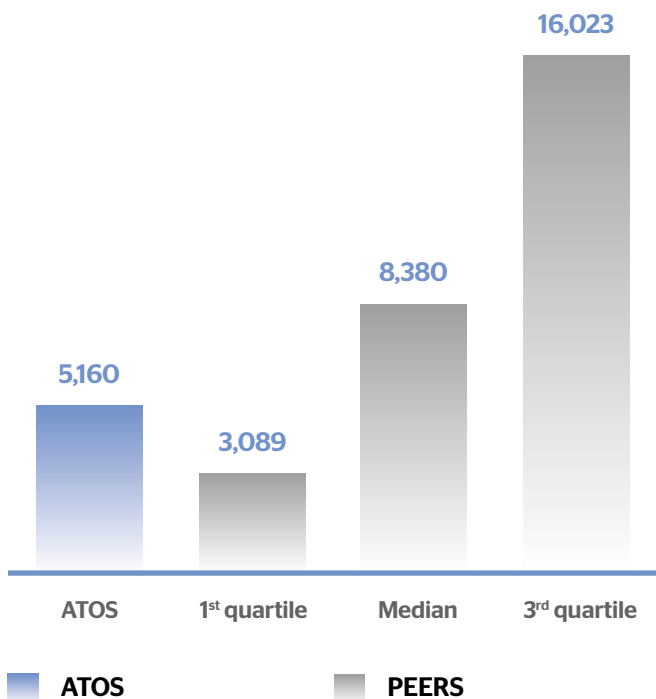
### CEO's annual fixed compensation



### CEO's maximum short-term compensation



### CEO's maximum annual compensation package



Selected peers for the international comparison which operate in a similar or comparable field are the following: Accenture; Capgemini; Cognizant Technology; DXC Technology; IBM; Sopra Steria; T-Systems; Wipro.

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

- Preponderance of the variable components in the short and long term
- Nature and weighting of performance criteria according to strategic priorities
- Precise, simple, and measurable objectives in line with the Company's communications to the market
- No variable compensation when the minimum achievement thresholds by criteria are not reached
- Cap on variable compensation in the event of outperformance
- Balance between cash and equity-based compensation
- Participation of executives and digital key talents in Long-Term Incentive plans benefiting company executive officers
- 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
- Prohibition to conclude any financial hedging transaction on the equity instruments granted, throughout the tenure
- Severance payment in the event of involuntary departure, non-compete indemnity, duly justified exceptional indemnity, potential taking up indemnity

#### What we do not do

- No supplementary compensation related to mandates or functions held in Group subsidiaries
- No pension benefits on top of the mandatory basic and complementary pension schemes
- No combination of a company office and an employment contract

Thus, the global compensation of the Chief Executive Officer mainly consists of a compensation in cash, with a fixed part and a variable part, a 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 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 related to quantitative and financial objectives, and a qualitative one only in respect of the first half of 2022, with a contemplated introduction of objectively predefined non-financial criteria.

## Report of the Board of Directors on the resolutions

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, as the case may be, objectives for the first half of the year would be 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 would be set on the basis of the updated budget "Full Year Forecast 2" approved in July.

It is envisaged that this appraisal will be conducted on an annual basis starting in 2023. Also, the Chief Executive Officer's variable compensation would be based on both financial and non-financial quantitative criteria (including CSR performance) as from 2023.

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, set at 130% of the on-target amount in the case of overachievement;
- ▶ 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 ensure a successful achievement of the financial objectives announced to the market, and potentially non-financial quantitative objectives as from 2023. Qualitative objectives are predefined by the Board of Directors in an objective manner such that measurement of its achievement is undisputable.

In addition, the Board of Directors may exercise its discretion in determining the Chief Executive Officer's short-term variable compensation in the event of special circumstances that might justify an upward or downward adjustment of one or more of the objectives or criteria making up his or her compensation, so as to ensure that the results of the application of the criteria described above reflect both the Chief Executive Officer's performance and that of the Group. This adjustment would be made to the Chief Executive Officer's variable annual or half-yearly compensation by the Board of Directors on the recommendation of the Remuneration Committee, subject to the ceiling of 130% of the variable annual target compensation applicable in the event of outperformance. It would be reported in detail by the Board of Directors to the shareholders.

Pursuant to article L. 22-10-34 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 to, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to the sum of 100% of the gross fixed annual compensation and 100% of the effective annual variable compensation calculated in accordance with the terms described above (excluding any outperformance).

The first grant in favor of Rodolphe Belmer is expected to occur in May 2022 on the basis of a valuation limited to the sum of 100% of the gross fixed annual compensation and 100% of the target annual variable compensation (excluding potential overachievement). It is expected that the valuation of this grant will be based on the IFRS 2 value of the Atos share price, based on the closing price of the share on the day of the granting decision of the Board of Directors. However, given the volatility of the Atos share price and the exchanges with some of the Company's shareholders, the Board of Directors meeting on December 16, 2021 decided to apply, at the time of its decision to grant the shares, a reduction on the amount of the grant authorized by the Chief Executive Officer's compensation policy, by calculating the number of shares granted on the basis of the average share price of Atos during the 20 trading days preceding the date of the Chief Executive Officer's appointment to the Company, *i.e.*, € 36.54, instead of the share price at the time of the grant. This decision, aimed at avoiding a windfall effect, could potentially significantly reduce the IFRS value of the Chief Executive Officer's 2022 performance share grant if the share price remains below this predefined amount.

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, and starting in 2022, the relative total shareholder return compared to a basket of competing companies, with a view to aligning the interests of the Chief Executive Officer with those of the shareholders.



## Report of the Board of Directors on the resolutions

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 until the definitive vesting date, 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 each 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 respective 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.

### **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 remuneration or benefits from Atos SE or other Group companies in relation to his mandate. He is not bound by any employment contract and does not benefit from any supplementary pension scheme and is personally responsible for building up a pension supplement beyond the compulsory basic and complementary schemes.

Given the context of the Group in 2021 and the external recruitment of a new Chief Executive Officer, the Board of Directors decided, in the interests of the attractiveness of the remuneration offered to the latter and in the interests of the Group, to introduce the following remuneration elements in the remuneration policy in strict compliance with the AFEP-MEDEF code.

First, the Chief Executive Officer will be entitled to a severance payment in the event of involuntary departure during the first three years of his term of office, *i.e.*, until December 31, 2024, in any form whatsoever, following a merger or demerger (excluding projects in line with the Company's strategy defined as of the date of Rodolphe

Belmer's appointment), a takeover or change of control within the meaning of article L. 233-3 of the French Commercial Code, or a significant change in the Group's strategy.

As an exception, no such indemnity would be due in the event of involuntary departure resulting from serious or gross misconduct, a change of position at the initiative of the Chief Executive Officer to take up new duties in another group, a change of position within the Group or retirement.

The maximum amount of the indemnity would be 200% of the theoretical gross annual compensation (fixed and target annual variable) in the event of departure during the first two years following the assumption of duties by the Chief Executive Officer, and 100% of such compensation in the event of departure during the third year of his assumption of duties. The compensation would be calculated on the basis of the last twelve months prior to the termination of the duties and subject to the satisfaction of demanding performance conditions and to the assessment of the Board of Directors, on the recommendation of the Remuneration Committee:

- ▶ in case of involuntary departure in 2022: severance payment would be triggered only if the recovery plan presented by Rodolphe Belmer during the second quarter 2022 is approved by the Board of Directors, and the first steps for implementation have been taken;
- ▶ in case of involuntary departure in 2023 and 2024: severance payment would be triggered only if the implementation of the recovery plan is underway and milestones are met as per the plan.

It would be reported in detail by the Board of Directors to the shareholders. This indemnity in case of involuntary departure may only be paid after approval by the General Meeting in accordance with article L. 22-10-34, II, paragraph 2 of the French Commercial Code.

Secondly, Rodolphe Belmer has undertaken, for a period of eighteen months from the end of his term of office as Chief Executive Officer, not to hold, directly or indirectly, any position as an employee, executive or corporate officer, in any form whatsoever, or any consulting activity on behalf of companies operating in the sector of digital services and products related to information processing and the engineering and security of computer systems, including any related study or research and development activity. In consideration for this commitment given with regards to France, Germany, the United Kingdom and the United States of America, Rodolphe Belmer will receive a monthly indemnity equal to 100% of one twelfth of his theoretical gross annual compensation (fixed plus target variable), calculated on the basis of the last twelve months preceding the termination of his duties, and paid monthly for the duration of the non-competition undertaking on the Company's usual salary payment date. If the Chief Executive Officer exercises his right to retirement, no indemnity may be paid to him beyond the age of 65. The Board of Directors may decide to release the Chief Executive Officer from his non-competition undertaking upon termination of his duties.

## Report of the Board of Directors on the resolutions

In any event, the sum of the severance payment and the non-compete indemnity may not exceed a maximum amount equal to twice the theoretical gross annual compensation (fixed plus target variable) applicable on the date of termination of the office. During the third year of the Chief Executive Officer's term of office, the maximum quantum of the two cumulated indemnities would then be based on the fixed and variable annual compensation actually paid instead of the theoretical compensation. From the fourth year of the Chief Executive's Officer's term of office, the severance payment entitlement would no longer apply and only the non-compete indemnity may be paid.

Furthermore, unvested performance shares would lapse upon any kind of departure by virtue of the presence requirement under the plan rules.

Finally, in the event of special circumstances justifying it, characterized by their importance for the Company, the involvement they require and the difficulties they present, the Board of Directors may decide to grant exceptional compensation to the Chief Executive Officer. Reasons must be given for the payment of such compensation and the event that the event leading to its payment must be explained. Such compensation may not exceed 100% of the Chief Executive Officer's gross fixed annual compensation. Its payment may only be made after approval by the Annual General Meeting deciding on the compensation for the year in question ("ex post say on pay").

### 6 Resolutions regarding the purchase and cancellation of company shares

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

##### 22<sup>nd</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 held on May 12, 2021.

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

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

The maximum purchase price shall not exceed €120 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be €1,328,763,984 on the basis of the share capital as of December 31, 2021.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the 2021 Annual General Meeting.

## Extraordinary items

### 7 Resolutions delegating authority to the board for financial transactions

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

##### 23<sup>rd</sup> resolution

It is proposed that, as previously authorized by the 2020 Annual General Meeting, the Board of Directors should have the ability to increase the authorized share capital with preferential subscription rights ("**PSR**") in order to finance the Company's development, either by issuing shares (excluding preferred shares) or by issuing securities (whether shares or debt securities) giving access to the share capital to be issued of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "**Subsidiary**"). This resolution would also enable the issuance of securities, that are equity securities, giving access to the Company's

## Report of the Board of Directors on the resolutions

or a Subsidiary's existing share capital or granting the rights to receive debt securities.

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

The maximum nominal amount of share capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the case of an issuance of securities giving access to the Company's share capital), pursuant to this resolution would be fixed at **40% of the Company's share capital** on the date of this Annual General Meeting.

This limit will also count towards the total limit (see article L. 225-129-2 of the French Commercial Code) of the nominal amount of the capital increases capable of being carried out in accordance with the 24<sup>th</sup>, 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup>, 29<sup>th</sup> and 30<sup>th</sup> resolutions of this Annual General Meeting.

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

It is specified that, within this global limit, the nominal amount of the capital increases capable of being carried out, without PSR, in accordance with the 24<sup>th</sup>, 25<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Annual General Meeting should not exceed 10% of the share capital as stated at the date of this Annual General Meeting.

This authorization and the 24<sup>th</sup> and 25<sup>th</sup> resolutions of this Annual General Meeting as well, provide for the possibility of using all financial instruments giving access to share capital in order to maintain flexibility in carrying out growth or financing transactions and to perform transactions to optimize the Company's capital structure as well.

This resolution and certain resolutions submitted to this Annual General Meeting would permit your Board of Directors to decide to issue securities giving access to the Company's share capital. The characteristics and details related to such securities are described below under 24<sup>th</sup> resolution of this Annual General Meeting.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, this delegation, as already granted by the 2020 Annual General Meeting, has not been used.

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

#### 24<sup>th</sup> resolution

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

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

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

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

The nominal maximum amount of the capital increases with the cancellation of PSR that may be carried out immediately or in the future, pursuant to this authorization, would be set at **10% of the Company's share capital** at the date of this Annual General Meeting. The nominal amount of the issuances that may be carried out pursuant to the delegation, will count towards the limit stipulated by paragraph 2 of the 23<sup>rd</sup> resolution of this Annual General Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR carried out pursuant to the 25<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Annual General Meeting shall be deducted from the nominal maximum amount of this delegation.

## Report of the Board of Directors on the resolutions

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

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

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

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

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

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

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

on the date of issue of the securities that give access to the capital).

This resolution, as well as the 23<sup>rd</sup> and 25<sup>th</sup> resolutions presented to this Annual General Meeting, would allow your Board of Directors to issue securities carrying a right to allocation of debt securities, such as shares with warrants attached. Where applicable, these securities may have warrants attached that carry a right to the allotment, acquisition or subscription for bonds or other debt securities. If these resolutions are adopted, your Board of Directors may determine the nature and characteristics of the securities to be created that will carry a right to the allotment of debt securities. Where necessary, the Board of Directors may, in particular, decide at the time of issue or during the existence of the securities concerned:

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

Lastly, this resolution would enable the issuance of shares or securities giving access to the Company's share capital to pay for securities of a company that meets the requirements of article L. 22-10-54 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France or abroad according to local rules, in which case the Board of Directors would be free to set the conversion rate and the above-described pricing rules would not apply. It should be noted that no priority subscription rights will be granted to shareholders within the framework of such issuances.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the 2020 Annual General Meeting has not been used.

## Report of the Board of Directors on the resolutions

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

#### 25<sup>th</sup> resolution

You are being asked within the framework of this resolution to renew in favor of the Board of Directors an authorization to allow the Company to make public offers, resulting in capital increases or offers of combined securities without a preferential right to subscription ("PSR") only for qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

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

The nominal amount of increases in capital without PSR that could be carried out immediately or in the future, pursuant to this delegation of authority is set to 10% of the Company's share capital on the date of this Annual General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 23<sup>rd</sup> resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 24<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Annual General Meeting shall be deducted from the maximum nominal amount of this delegation.

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

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 24<sup>th</sup> resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 24<sup>th</sup> resolution.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the 2020 Annual General Meeting, has not been used.

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

#### 26<sup>th</sup> resolution

You are being asked to renew the authorization granted to the Board of Directors during the 2018 Annual General Meeting to proceed, within the limits of private exchange offering(s), to operations of external growth financed by shares or by securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital (cf. description of these financial titles during the presentation of the 24<sup>th</sup> resolution). In the context of this resolution, you are asked to cancel the preferential subscription rights ("PSR") in order to grant the Board of Directors with the flexibility required to grasp external growth opportunities that could arise.

The nominal amount of the share capital increases without PSR that may be carried out immediately or in the future by virtue of this delegation is set to 10% of the share capital at the date of this Annual General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 23<sup>rd</sup> resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 24<sup>th</sup>, 25<sup>th</sup>, and 27<sup>th</sup> resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

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



## Report of the Board of Directors on the resolutions

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the 2020 Annual General Meeting, has not been used.

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

#### 27<sup>th</sup> resolution

In the event of any capital increase with or without preferential subscription rights which would be decided pursuant to a delegation of authority granted by your General Meeting, and in the event of an oversubscription to the share capital increases, we propose you to renew the authorization granted to the Board of Directors during the 2020 Annual General Meeting, to increase the number of securities to be issued at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable (currently, within thirty days of the closing of the subscription period). This over-allotment option should be exercised subject to a maximum of 15% of the initial issue.

The nominal amount of the increase in share capital that could be made under the present resolution will counts towards the global cap provided in the resolution by which the initial issuance was decided and on the amount of the global cap decided in the paragraph 2 of the 23<sup>rd</sup> resolution of this Annual General Meeting, and in case of an increase in share capital without preferential subscription right, on the amount of the cap decided in the paragraph 3 of the 24<sup>th</sup> resolution, or, as the case may be, towards the upper limit stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of the present delegation.

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

This delegation would be granted for a period of twenty-six (26) months. For information, the delegation having the same object granted by the 2020 Annual General Meeting, has not been used.

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

#### 28<sup>th</sup> resolution

We propose that you renew the authorization granted to the Board of Directors during the 2018 Annual General Meeting, to capitalize

reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of €5,694 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

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

This delegation would be granted for a period of twenty-six (26) months. For information, the previous delegation having the same object granted by the 2020 Annual General Meeting has not been used.

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## Resolutions allowing for the implementation of employee share ownership and long-term incentive plans

### Delegation of authority to grant to the Board of Directors to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan

#### 29<sup>th</sup> resolution

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other equity securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued ordinary shares or other equity securities of the Company, reserved to the actual or former 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 23<sup>rd</sup> resolution of this Annual General Meeting and is set without taking into account 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 2021 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 2021 General Meeting shall not be affected by the approval of this resolution.

## Report of the Board of Directors on the resolutions

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 in 2021, the Atos Group implemented a vast employee shareholding plan on the basis of the delegation granted by the 2021 Annual General Meeting, involving employees in 40 countries and which has led to a share capital increase in October 2021. This plan offered to employees to purchase Atos SE shares and benefit from a 25% discount on the reference share price. An incentive contribution from the employer applied up to two (2) free shares for the same amount of subscribed share to any eligible employee, as well as a "loyalty" share as a contribution in the case of subscribers to the 2021 share plan subscribing as from 2021 to two consecutive shares plans implemented by the Company.

The principle of an employee shareholding program comparable to that implemented in 2021 (with a 25% discount on the reference share price and certain other adjustments to make the plan attractive to employees, e.g. the "loyalty" share) has been decided by the Board of Directors and will be implemented on the basis of the delegation granted by the 2021 Annual General Meeting or the present delegation.

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

#### 30<sup>th</sup> resolution

In the scope of the 30<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, without preferential subscription rights, in favor of:

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

This resolution aims to structure in favor of the Group's employees an offer of shares or to let them benefit from alternative shareholding plans to the ones set in the 29<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 23<sup>rd</sup> resolution. The nominal amount of the shares to be issued will possibly be added to these caps, in order to preserve the rights of holders of securities giving access to share capital or other rights giving access to share capital, pursuant to the legal and regulatory provisions and, if applicable, contractual provisions allowing other adjustments.

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

This delegation would be granted for a period of eighteen (18) months and would supersede the unused portion, if any, of any previous authorization of the same nature.

## Report of the Board of Directors on the resolutions

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

#### 31<sup>st</sup> resolution

##### **Motivate and retain key employees**

*In reaction to the increase in competitiveness to retain talent and the more challenging environment, the Board of Directors decided to implement a second performance share plan as a tool to incentivize talents and respond to retention needs. The Board of Directors, on the recommendation of the Remuneration Committee, has enlarged the scope of beneficiaries of these performance share plans; it has also included Executive Committee members (excluding the CEO) within the performance share plan n°2, up to 50% of the value of their allocation in order to keep them fully committed and motivate them on Atos' mid-term performance delivery.*

#### Context of the authorization request

It is proposed that you authorize the Board of Directors to freely grant shares to employees or officers of the Company and/or its affiliates under the conditions set out below.

Atos is committed to involving its employees in the company's long-term performance and financial results, including through long-term incentive plans. In particular, compensation must be designed to promote the Company's performance and competitiveness, to ensure its growth and the creation of sustainable value for its shareholders, employees and all its stakeholders. Therefore, the Company associates the executive managers and key digital talents to the long-term incentive plans from which the executive directors benefit, if necessary by differentiating the level of requirement between the Chief Executive Officer, the members of the Executive Committee, and the other key talents benefiting from these instruments. In addition, Atos France has signed a special profit-sharing agreement with the representative trade unions, which is still in force.

For the year 2022, after consultation with the Remuneration Committee, the Board of Directors is considering a strategy consisting of two long-term incentive plans with separate categories of eligible beneficiaries and each serving specific purposes. This would introduce greater flexibility into the long-term incentive policy for the Group's employees, while aligning the interests of the Company's Chief Executive Officer and the Group Executive Committee with those of the shareholders. In this way, the Company is responding to the competitive developments of the last two years in the area of incentives and retention of key employees and associates in the industry in which the Group operates.

Specifically, the 2022 free allocation of shares, scheduled for May 2022, subject to the approval of this Shareholders' Meeting, would be governed by the following two plan structures:

- I • A first performance share plan applicable only to the Chief Executive Officer of the Company (for the totality of his allocation) and to the members of the Executive Committee (for 50% of their allocation) – hereafter "Plan n°1".
- II • A second plan to grant freely shares, subject to performance or not, applicable to the members of the Executive Committee (for 50% of their allocation), as well as to Atos' executive managers and key digital talents (for 100% of their allocation) – hereafter "Plan n°2".

#### Specific conditions of the authorization

##### 1. Type of authorization

It is proposed that you authorize your Board of Directors, for a period of thirty-eight (38) months, to grant freely, on one or more occasions, shares, whether or not for performance, to employees or officers of the Company and/or its affiliates. The resolution submitted to your meeting specifies, moreover, that any authorization of the same nature, *i.e.* that granted at the 2021 Annual General Meeting, is cancelled as from the present Annual General Meeting to the extent of the unused portion.

##### 2. Authorization limit

The maximum number of shares that may be granted under Plans n° 1 and n° 2 pursuant to the proposed delegation may not exceed 1.5% of the share capital as of the date of this Annual General Meeting.

##### 3. Sub-ceiling for grants to executive directors

Within the envelope referred to in point 2 above, the total number of shares granted to the Company's executive officers under the proposed authorization may not represent more than 0.11% of the share capital as of the date of this Annual General Meeting.

In addition, if this option is exercised, the Board of Directors will set a rule that a portion of the allocation is to be retained by the executive directors until the end of their term of office.

##### 4. Vesting period

###### Plan n°1

The allocation of shares to their beneficiaries will become final at the end of a three (3) year vesting period. No holding period will apply.

###### Plan n°2

The allocation of shares to their beneficiaries will become final for the first tranche (representing 1/3 of the allocation) at the end of a two (2) year vesting period and for the second tranche (representing 2/3 of the allocation) at the end of a three (3) year vesting period. No holding period will apply.

## Report of the Board of Directors on the resolutions

### 5. Performance conditions

#### Plan n°1

The definitive acquisition of all or part of the performance shares over a period of three years will be subject to the achievement of:

- ▶ three internal financial performance indicators including (i) revenue organic growth, (ii) operating margin, and (iii) cumulative free cash flow, each weighted at 20%;
- ▶ one external stock market performance criterion (TSR) weighted at 20%;
- ▶ two external and internal social and environmental responsibility (CSR) performance indicators, each weighted at 10%.

#### Internal Financial Performance Criteria:

The final vesting of all or part of the performance shares over a period of three years will be subject to the achievement of objectives set by the Board of Directors in line with the annual financial objectives communicated by the Company and with the new strategic plan to be communicated in May 2022

#### Stock market performance criterion:

The relative stock market performance of the Atos SE share, with dividend reinvestment, will be measured over the three-year period (2022-2024) against the median stock market performance of a

basket of competing companies in the same industry.

#### External and internal CSR performance criteria:

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

The external CSR indicator would be based on the Company's relative positioning in the DJSI index during the performance period (2022-2024).

The internal CSR indicator, also weighted at 10%, would be based on the reduction of CO<sub>2</sub> emissions achieved over the performance period.

An elasticity curve relating to each performance indicator depending on its level of achievement at the end of the three-year period would allow the percentage of the final allocation of performance shares to vary upwards or downwards. As an exception, no upward variation in the event of outperformance may be applied to the non-financial criteria relating to CSR.

Outperformance is possible for a maximum of 130% of the total grant. However, the Chief Executive Officer does not receive shares for outperformance, keeping the total ceiling of the grant at 100%.

Indicators	Performance		% vesting (curves)
<b>Atos share price performance</b> Relative total shareholder return, with dividend reinvestment <b>(20%)</b>	Relative stock market performance of the Atos share over the 3 year period (2022-2024) compared to the median of the stock market performance of a basket made of industry competitors	<b>Floor:</b> 100% <b>Target:</b> 110% <b>Ceiling:</b> 125%	65% 100% 130%
<b>Group 1 performance</b> ER Organic growth <b>(20%)</b>	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024)	<b>Floor:</b> bottom of the mid-term (MT) objective <b>Target:</b> mid-point of the MT objective <b>Cap:</b> ≥ +10% of the max MT objective	30% 100% 150%
<b>Group 2 performance</b> Operating margin (%) <b>(20%)</b>	Average of the Operating Margin % over the 3-year period (2022-2024)	<b>Floor:</b> bottom of the MT objective <b>Target:</b> mid-point of the MT objective <b>Cap:</b> ≥ +10% of the max MT objective	50% 100% 130%
<b>Group 3 performance</b> Cumulated FCF <b>(20%)</b>	Cumulated amount of FCF at the end of the 3-year plan (end of 2024)	<b>Floor:</b> bottom of the MT objective <b>Target:</b> mid-point of the MT objective <b>Cap:</b> ≥ +10% of the max MT objective	50% 100% 130%
<b>External CSR criterion</b> DJSI (World or Europe) <b>(10%)</b>	Average of the yearly <b>DJSI</b> scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024)	<b>Floor:</b> 70 <sup>th</sup> percentile <b>Target:</b> 85 <sup>th</sup> percentile	50% 100% (cap)
<b>Internal CSR criterion</b> Reduction of CO <sub>2</sub> e emission <b>(10%)</b>	% of <b>reduction of CO<sub>2</sub> emissions</b> (in tCO <sub>2</sub> e) at the end of 2024 (vs. baseline 2021), with a <b>target of -34.1%</b> (full scopes 1,2 and 3 according to SBTi net zero requirements). <i>NB: this target corresponds to -13% each year compared to the previous year</i>	<b>Floor:</b> -31.9% <b>Target:</b> -34.1%	50% 100% (cap)

**An average vesting rate will be calculated based on the weighting assigned to each indicator, with a possible outperformance of up to 130% of the total grant (except for the Chief Executive Officer whose performance is capped at 100%).**

## Report of the Board of Directors on the resolutions

At the time of the decision to grant the shares, the Board of Directors will set the percentage (at least 15%) of shares acquired that the Chief Executive Officer must keep until the end of his term of office. The Chief Executive Officer will be asked to take note of the prohibition imposed by the Company on entering into any financial hedging transactions in respect of the shares that are the subject of the grant throughout his term of office, and to undertake to comply with this prohibition.

### Plan n°2

The final vesting of the first tranche of Plan n° 2, representing 1/3 of the total allocation, will not be subject to the achievement of any performance conditions.

The final vesting of the second tranche of Plan n° 2, representing 2/3 of the total allocation, at the end of a three-year period will be subject to the achievement of the following performance conditions:

- ▶ three internal financial performance indicators including (i) revenue organic growth, (ii) operating margin, and (iii) cumulative free cash flow, each weighted at 25%;
- ▶ two external and internal social and environmental responsibility performance indicators, each weighted at 12.5%.

#### Internal Financial Performance Criteria:

The definitive acquisition of all or part of the performance shares over a period of three (3) years will be subject to the achievement

of objectives set by the Board of Directors in line with the annual financial objectives communicated by the Company and with the new strategic plan to be communicated in May 2022.

#### External and Internal CSR Performance Criteria:

The external CSR performance condition, based on the Dow Jones Sustainability Index ("DJSI") (World or Europe), will be weighted at 12.5% of the award. The target level of achievement will be based on a comparison of the average of the scores obtained by the Group during the performance period with the average of the scores achieved by the other companies making up the DJSI index over the same period.

The external CSR indicator would be based on the Company's relative positioning in the DJSI during the performance period (2022-2024).

The internal CSR indicator, also weighted at 12.5%, would be based on the reduction of CO<sub>2</sub> emissions achieved over the performance period.

An elasticity curve relating to each performance indicator depending on its level of achievement at the end of the three-year period would allow the percentage of the final allocation of performance shares to vary upwards or downwards. As an exception, no upward variation in the event of outperformance may be applied to the non-financial criteria relating to CSR.

The final number of shares acquired may in no case exceed the number initially allocated.

Indicators	Performance		% vesting (curves)
<b>Group 1 performance</b> ER Organic growth (25%)	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024)	<b>Floor:</b> bottom of the mid-term (MT) objective <b>Target:</b> mid-point of the MT objective <b>Cap:</b> ≥ +10% of the max MT objective	30% 100% 150%
<b>Group 2 performance</b> Operating margin (%) (25%)	Average of the Operating Margin % over the 3-year period (2022-2024)	<b>Floor:</b> bottom of the MT objective <b>Target:</b> mid-point of the MT objective <b>Cap:</b> ≥ +10% of the max MT objective	50% 100% 130%
<b>Group 3 performance</b> Cumulated FCF (25%)	Cumulated amount of FCF at the end of the 3-year plan (end of 2024)	<b>Floor:</b> bottom of the MT objective <b>Target:</b> mid-point of the MT objective <b>Cap:</b> ≥ +10% of the max MT objective	50% 100% 130%
<b>External CSR criterion</b> DJSI (World or Europe) (12,5%)	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022-2024)	<b>Floor:</b> 70 <sup>th</sup> percentile <b>Target:</b> 85 <sup>th</sup> percentile	50% 100% (cap)
<b>Internal CSR criterion</b> Reduction of CO <sub>2</sub> emission (12,5%)	% of <b>reduction of CO<sub>2</sub> emissions</b> (in tCO <sub>2</sub> e) at the end of 2024 (vs. baseline 2021), with a <b>target of -34.1%</b> (full scopes 1,2 and 3 according to SBTi net zero requirements). <i>NB: this target corresponds to -13% each year compared to the previous year</i>	<b>Floor:</b> -31.9% <b>Target:</b> -34.1%	50% 100% (cap)

**Total grant capped at 100%**



## Report of the Board of Directors on the resolutions

### 6. Presence requirement

For Plan n°1 and Plan n°2, the final vesting of the shares will be subject to the beneficiary's presence within the Atos Group during the entire vesting period applicable to the plan or tranche concerned, except in case of retirement or death.

The Board of Directors could, upon recommendation of the Compensation Committee and if necessary, modify the above performance conditions, in case of occurrence of particular and unforeseeable circumstances such as those resulting in 2020-2021 from the economic crisis caused by the Covid-19 pandemic and the sanitary measures deployed in the countries where the Atos Group has activities; 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 case.

#### Previous wording

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

#### New wording

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

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## Resolution amending the articles of association

### Amendment of Article 10-§1 of the Articles of Association to lower the statutory threshold for reporting threshold crossings

#### 32<sup>nd</sup> resolution

Given the increased fragmentation of the Company's shareholding structure, it is proposed that you amend the first paragraph of Article 10 of the bylaws "Obligation to declare the crossing of thresholds" in order to lower the statutory threshold for the obligation to declare the crossing of thresholds from 2% to 1%. The Board of Directors thus wishes to facilitate the identification of, and the dialogue with, the Company's shareholders. The proposed amendments are as follows:

## 10 Resolutions regarding the proxy to carry out formalities

### Powers

#### 33<sup>rd</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.



This document is for information purposes only.

# Proposed resolutions

## Ordinary items

### First resolution

#### Approval of the Company financial statements for the financial year ending December 31, 2021

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 2021 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2021, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Pursuant to article 223 quater of the French General Tax Code, the General Meeting approves the non-deductible expenses and charges for tax purposes, referred to in article 39(4) of the said Code, which amount to 1,988.83 euros for the financial year 2021, to which corresponds a theoretical additional tax charge of 527.04 euros.

### Second resolution

#### Approval of the consolidated financial statements for the financial year ending December 31, 2021

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 2021 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2021, 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, 2021

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the

management report of the Board of Directors, notes that the financial year ending December 31, 2021 shows a loss of 744,080,650.07 euros.

The General Meeting decides to allocate this entire loss to the Retained earnings account, which will be decreased from 4,808,709,743.40 euros to 4,064,629,093.33 euros.

Following this allocation, the amount of the Company's equity would amount to 5,816,000,582.10 euros.

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2021 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividend per share (in €)	Total (in €)
2020	109,214,290	0,90	98,292,861.00
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

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.

### Fourth resolution

#### Ratification of the nomination of a director: Mr. Rodolphe BELMER

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to ratify the appointment, made on a provisional basis by the Board of Directors at its meeting of October 20, 2021, with effect as from October 23, 2021, of Mr. Rodolphe BELMER, as Director of the Company, to replace Mr. Élie GIRARD, who resigned, for the remainder of his predecessor's term of office, i.e. until the end of the General Meeting called to approve the financial statements for the fiscal year ending in 2021.

## Proposed resolutions

### Fifth resolution

#### Renewal of Mr. Rodolphe BELMER 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. Rodolphe BELMER 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 2024.

### Sixth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Valérie BERNIS will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of 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 2024.

### Seventh resolution

#### Renewal of Mr. Vernon SANKEY 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. Vernon SANKEY 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 2024.

### Eighth resolution

#### Appointment of Mr. René PROGLIO 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, decides to appoint Mr. René PROGLIO as member of the Board of Directors for a period of two (2) years. Consequently, his term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2023.

### Ninth resolution

#### Appointment of Ms. Astrid STANGE 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, decides to appoint Ms. Astrid STANGE as member of the Board of Directors for a period of two (2) years. Consequently, her term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2023.

### Tenth resolution

#### Appointment of Ms. Elizabeth TINKHAM 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, decides to appoint Ms. Elizabeth TINKHAM as member of the Board of Directors for a period of three (3) years. Consequently, her term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2024.

### Eleventh resolution

#### Election of a Director representing the employee shareholders – Appointment of Ms. Katrina HOPKINS

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, in accordance with provisions of article L. 225-23 of the French Commercial Code and Article 16 of the Articles of Association, to proceed to the election of a director representing the employee shareholders. The candidate mentioned in 11<sup>th</sup> and 12<sup>th</sup> resolutions who collects the largest number of expressed votes will be considered as appointed for a period of three years which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2024.

The General Meeting notes that the college of direct employee shareholders within the meaning of article L. 225-102 of the French Commercial Code and the Supervisory Board of the Atos Stock Plan employee mutual fund designated Ms. Katrina HOPKINS, as candidate to the office of director representing the employee shareholders.

## Proposed resolutions

### Twelfth resolution

#### **Election of a Director representing the employee shareholders – Appointment of Mr. Christian BEER**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides, in accordance with provisions of article L. 225-23 of the French Commercial Code and Article 16 of the Articles of Association, to proceed to the election of a director representing the employee shareholders. The candidate mentioned in 11th and 12<sup>th</sup> resolutions who collects the largest number of expressed votes will be considered as appointed for a period of three years which will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2024.

The General Meeting notes that the Supervisory Board of the Atos Stock Plan employee mutual fund designated Mr. Christian BEER, as candidate to the office of Director representing the employee shareholders.

### Thirteenth 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 which does not mention any new agreement concluded or new undertaking made during the past financial year.

### Fourteenth resolution

#### **Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 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, 2021 to Mr. Bertrand MEUNIER, 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 2021 Universal Registration Document, Section 4.3.

### Fifteenth resolution

#### **Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 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, 2021 or awarded for the same financial year to Mr. Élie GIRARD, 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 2021 Universal Registration Document, in Section 4.3.

### Sixteenth resolution

#### **Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to Mr. Pierre BARNABÉ, interim 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, 2021 or awarded for the same financial year to Mr. Pierre BARNABÉ, interim 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 2021 Universal Registration Document, in Section 4.3.

### Seventeenth resolution

#### **Approval of the elements making up the total compensation and benefits of any kind paid during the financial year ending December 31, 2021 or awarded for the same financial year to Mr. Adrian GREGORY, interim Deputy 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, 2021 or awarded for the same financial year



## Proposed resolutions

to Mr. Adrian GREGORY, interim Deputy 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 2021 Universal Registration Document, in Section 4.3.

### **Eighteenth 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 2021 Universal Registration Document, in Section 4.3.

### **Nineteenth resolution**

#### **Approval of the compensation policy applicable to Directors**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to Directors, as set out in the 2021 Universal Registration Document, in Section 4.3.

### **Twentieth resolution**

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to article L. 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 2021 Universal Registration Document, in Section 4.3.

### **Twenty-first resolution**

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, after having reviewed the Company's report on corporate governance referred to in article L. 225-37 of the French Commercial Code, approves, pursuant to

article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as set out in the 2021 Universal Registration Document, in Section 4.3.

### **Twenty-second resolution**

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of 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

## Proposed resolutions

- ▶ 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 the Combined General Meeting, dated May 12, 2021.

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.

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,328,763,984 as calculated on the basis of the share capital as at December 31, 2021, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

The General Meeting also 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

### Twenty-third resolution

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

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

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities (whether shares or debt securities) giving access to share capital to be issued of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "**Subsidiary**"), for consideration or for free, in accordance with articles L. 228-91 *et seq.* of the French Commercial Code, provided that such shares and securities may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities which are equity securities giving access to existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities in accordance with articles L. 228-91 *et seq.* of the French Commercial Code;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:
  - ▶ the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 40% of the share capital on the day of this General Meeting, it being specified that the nominal amount of share capital increases carried out under the 24<sup>th</sup>, 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup>, 29<sup>th</sup> and 30<sup>th</sup> resolutions of this Meeting shall be deducted from this amount;
  - ▶ said cap shall, if necessary, be increased by the nominal amount of shares that may be issued in addition in the event of further

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

- ▶ it is specified that the upper limits provided for in the 28<sup>th</sup> and 31<sup>st</sup> resolutions of this Meeting are separate and that the amount of the capital increases carried out pursuant to these resolutions will not count towards the total upper limit referred to above;
3. resolves that the Board of Directors may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
  4. in the event that the Board of Directors uses this delegation of authority:
    - ▶ resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;
    - ▶ decides that the Board of Directors has the power to introduce a reducible subscription right;
    - ▶ officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future;
    - ▶ decides that in accordance with article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the issue, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
      - ▶ to limit the issue to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the issue decided upon,
      - ▶ in its discretion, to distribute all or part of the shares or securities, the issue of which has been decided upon but that have not been subscribed,
      - ▶ to offer all or part of the shares or securities which have not been subscribed for, to the public in France or abroad,
    - ▶ resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold;

## Proposed resolutions

5. resolves that the Board of Directors, with the power to sub-delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
- ▶ decide to increase the capital and determine the securities to be issued;
  - ▶ decide on the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
  - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
  - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
  - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
  - ▶ provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
  - ▶ at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
  - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
  - ▶ formally records completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
6. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting; delegation of authority which cancels, with effect from the date hereof, any as yet unused part of any previous delegation of authority granted for the same purpose, *i.e.* any delegation of authority relating to capital increases with preferential subscription rights, covering the securities referred to in this resolution.

## Twenty-fourth resolution

### **Delegation of authority to grant to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings other than those referred to in article L. 411-2 of the French Monetary and Financial Code, without preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of articles L. 225-129 *et seq.* of the French Commercial Code, and in particular those of articles L. 225-129-2, L. 225-135, L. 225-136 and L. 22-10-54 of said Code and those of articles L. 228-91 *et seq.* of said Code:

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1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority (i) to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by making public offerings of shares, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities (whether shares or debt securities) giving access to the Company's share capital to be issued or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "**Subsidiary**"), issued for consideration or for free, in accordance with articles L. 228-91 *et seq.* of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities which are equity securities giving access to the existing share capital of the Company or a Subsidiary or conferring a right to the allocation of debt securities in accordance with articles L. 228-91 *et seq.* of the French Commercial Code. These shares or securities giving access to the capital may, in particular, be issued for the purpose of paying for securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in article L. 22-10-54 of the French Commercial Code;
2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by one of its Subsidiaries, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Subsidiaries, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
  - ▶ the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be 10% of the share capital on the date of this General Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the 23<sup>rd</sup> resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the 25<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Meeting shall be deducted from this amount;
- ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital;
4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
5. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to article L. 22-10-51, of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering other than those referred to in article L. 411-2 of the French Monetary and Financial Code, in France and/or abroad;
6. officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon;
7. officially notes that this delegation of authority automatically entails an express waiver by the shareholders, in favor of the holders of the securities giving access to the Company's capital that will be issued under this resolution, of their preferential subscription rights to the shares to which these securities will entitle them immediately or in the future;
8. officially notes that, pursuant to article L. 22-10-52 of the French Commercial Code:
  - ▶ the issue price of the shares issued directly shall be fixed in accordance with the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the beginning of the public offering), and as the case may be, with a maximum discount of 5%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
  - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;

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9. acknowledges that the provisions of paragraph 8 shall not apply to the cases referred to in article L. 22-10-54 of the French Commercial Code.
10. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
- ▶ decide to increase the capital and determine the securities to be issued;
  - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
  - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
  - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
  - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
  - ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
  - ▶ in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (offre publique d'échange (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (soulte), if any, the terms for setting the price provided for in paragraph 8 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (offre publique d'achat (OPA)) or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;
  - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
  - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
  - ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

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11. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting; delegation which cancels, with effect from the date hereof, any as yet unused part of any previous delegation granted for the same purpose, *i.e.* any general delegation of authority relating to capital increases without preferential rights to subscribe for shares and/or securities giving access to the share capital of the Company and/or the issuance of securities giving right to the allocation of debt securities by means of a public offering other than those referred to in article L. 411-2 of the French Monetary and Financial Code.

### Twenty-fifth resolution

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

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

- delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through a public offering covered by article L. 411-2, 1° of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities (whether shares or debt securities) giving access to the Company's share capital to be issued or to a company in which the Company owns more than one half of the share capital, either directly or indirectly ("**Subsidiary**") issued for consideration or for free, governed by article L. 228-91 *et seq.* of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities which are equity securities giving access to the existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities governed by article L. 228-91 *et seq.* of the French Commercial Code;
- delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by one of its Subsidiaries, of securities

giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Subsidiaries, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;

- resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
  - ▶ the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 23<sup>rd</sup> resolution of this Meeting, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases with preferential subscription right that may be carried out pursuant to the 24<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Meeting shall be deducted from this amount;
  - ▶ in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue; and
  - ▶ if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital;
- resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
- resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
- officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
- officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the Shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;



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8. officially notes the fact that, in accordance with article L. 22-10-52 of the French Commercial Code:
- ▶ the issue price of the shares issued directly shall be fixed in accordance with the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the beginning of the public offering), and as the case may be, with a maximum discount of 5%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
  - ▶ the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
- ▶ decide to increase the share capital and determine the securities to be issued;
  - ▶ decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - ▶ determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
  - ▶ determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
  - ▶ if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
  - ▶ set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
  - ▶ provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
  - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
  - ▶ determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
  - ▶ formally record completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
10. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting; delegation which cancels, with effect from the date hereof, any as yet unused part of any previous delegation granted for the same purpose, *i.e.* any delegation of authority relating to capital increases without preferential subscription rights by means of a public offering covered by L. 411-2, 1° of the French Monetary and Financial Code.



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### Twenty-sixth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of articles L. 225-129 *et seq.* of the French Commercial Code, and in particular those of article L. 22-10-53 of said Code and the provisions of articles L. 228-91 *et seq.* of said Code:

1. delegates all powers to the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of article L. 22-10-54 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares),
2. decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the 23<sup>rd</sup> resolution of this Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could replace said resolution during the validity period of this delegation, (ii) said maximum nominal amount, if necessary, be increased by the nominal amount of shares that may be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of securities giving access to the share capital or other rights giving access to the share capital and (iii) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the 24<sup>th</sup>, 25<sup>th</sup> and 27<sup>th</sup> resolutions of this Meeting, will be deducted from such amount;
3. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
  - ▶ decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
  - ▶ determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (*soulte*) to be paid, approve the grant of special benefits, and, if the

contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;

- ▶ determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
  - ▶ on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
  - ▶ formally note completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;
4. officially acknowledges, where necessary, of the absence of preferential subscription right to the shares or securities issued and that this delegation entails the waiver by the shareholders of their preferential subscription rights to the shares to which the securities which would be issued on the basis of this delegation may give entitlement;
  5. decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
  6. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting; authorization which cancels, with effect from the date hereof, any as yet unused part of any previous authorization granted for the same purpose, *i.e.* any authorization relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital.

### Twenty-seventh resolution

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

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

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights, at

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the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and subject to a maximum of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;

2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the amount of the upper limit provided for in the resolution under which the initial issue is decided and towards the amount of the total upper limit stipulated by paragraph 2 of the 23<sup>rd</sup> resolution of this Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the 24<sup>th</sup> resolution of this Meeting, or, where applicable, towards the upper limits stipulated by resolutions of the same nature that might succeed said resolutions during the period of validity of this delegation of authority.
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting; authorization which cancels, with effect from the date hereof, any as yet unused part of any previous authorization granted for the same purpose, *i.e.* any authorization to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights.

### Twenty-eighth resolution

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

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

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed the amount of € 5,694 million to which will be added, if necessary, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders

of securities giving access to the share capital or other rights giving access to the capital;

2. in the event that the Board of Directors uses this delegation of authority, grants the Board, with the power to sub-delegate under the conditions prescribed by law, all necessary powers to implement this delegation of authority, in particular in order to:
  - ▶ determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect;
  - ▶ decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable and that the relevant capital securities will be sold under the conditions prescribed by the applicable law and regulation; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation;
  - ▶ make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments);
  - ▶ formally note the completion of each capital increase and amend the Articles of Association accordingly;
  - ▶ in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the General Meeting; this restriction shall remain in effect until the end of the offer period;
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting; delegation which cancels, with effect from the date hereof, any as yet unused portion of any previous delegation granted for the same purpose, *i.e.* any delegation of authority relating to capital increases by the capitalization of premiums, reserves, profits or otherwise.

## Twenty-ninth 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

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 ordinary shares or securities that immediately or in future give access through any means, to ordinary shares existing or to be issued, reserved to the members of a company or group savings plan (or any other qualifying plan pursuant to the legal and regulatory provisions) 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;
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 23<sup>rd</sup> resolution of this Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual provisions that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the ordinary shares which the securities issued on the basis of this delegation may provide entitlement to;
4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors or its proxy and will be determined by reference to an average of Atos SE share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of decision setting the opening date of the subscription period, under the conditions laid down in article L. 3332-19 of the French Labor Code, it being specified that the maximum discount may not exceed 25% of this average price;
5. decides that pursuant to article L. 3332-21 of the French Labor Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as a substitution for all or in part of the discount referred to in paragraph 4 above, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;
6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or assimilated plan) as provided for by article L. 3332-24 of the French Labor Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution, shall be deducted, up to the nominal amount of the shares thus transferred, from the amount referred to in paragraph 2 above;
7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
8. grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
  - ▶ to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through a company mutual fund (FCPE),
  - ▶ 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

## Proposed resolutions

to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the Articles of Association of the Company, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights.

9. decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months starting from the date of this General Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object. It is specified, as far as necessary, that the implementation and final completion of any operation decided by the Board of Directors under a previous delegation with the same purpose shall not be affected by the approval of this resolution.

### Thirtieth 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 shares, the subscription of which may be carried out either in cash or by the set-off of receivables, 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 23<sup>rd</sup> resolution of this Meeting;
  - ▶ to this ceiling shall be added, where applicable, the nominal amount of the shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the capital or other rights giving access to the capital;
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 downward 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 29<sup>th</sup> resolution of this 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 shares to be

## Proposed resolutions

issued under this plan shall be equal to the lower of (i) the share price or an average 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 or an average market price at the end of the period, with the reference dates and periods 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 and cancels, as the case may be, with effect from this day any unused portion of any prior delegation with the same object.

### Thirty-first 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 1.5% 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 in accordance with legal and regulatory provisions applicable or, as the case may be, any contractual provisions providing for other cases of adjustment, to preserve the potential rights of the holders of securities or other rights giving access to the share capital. 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 0.11% 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 or not to performance conditions set by the Board of Directors. As an exception, the vesting of shares granted to the Company executive officers will mandatorily be subject to the performance conditions.



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The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as two (2) years as from the date of their grant by the Board of Directors. As an exception, the minimum vesting period applicable to the shares granted to the Company executive officers is set at three (3) years.

As far as the Company executive officers are concerned, the Board of Directors shall be able, under terms and conditions set by law, either to decide that the vested free shares cannot be transferred until the term of the beneficiary's mandate, or to determine the quantity of these vested free shares to keep under the registered form until the term of their mandate.

The General Meeting gives all powers to the Board of Directors to set a vesting period longer than the period mentioned above and/or a holding period.

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

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

The General Meeting notes that this authorization automatically implies that the shareholders waive their preferential subscription rights in favor of the beneficiaries of the shares to be issued pursuant to this resolution.

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.

### Thirty-second resolution

#### Modification of Article 10-§1 of the Articles of Association in order to decrease the statutory threshold triggering the obligation to declare the crossing of thresholds

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, and in order to decrease the statutory threshold triggering the obligation to declare the crossing of thresholds from 2% to 1%, decides to modify:

- ▶ the first paragraph of Article 10 of the Articles of Association "Obligation to declare the crossing of thresholds" currently drafted as follows:

"In addition to the thresholds provided for by applicable legal and regulatory provisions, any individual or legal entity who, acting alone or in concert, comes to hold, directly or indirectly, a number of shares representing, taking into account assimilated securities within the meaning of article L. 233-9 of the French Commercial Code, a proportion of share capital or voting rights greater than or equal to two percent, and then all multiples of one percent, must inform the



## Proposed resolutions

Company of the total number of shares, voting rights or securities giving access to the capital that it holds, and of the assimilated securities within the meaning of article L. 233-9 of the French Commercial Code, within a period of five trading days as of the crossing, under the conditions of notification and content provided for by the legal and regulatory provisions applicable to declarations of the crossing of legal thresholds and, in particular, by specifying the information to be provided to the Autorité des Marchés Financiers (French Financial Markets Authority) when legal thresholds are crossed in accordance with its General Regulations.”

Which will be now drafted as follows:

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

Other provisions of Article 10 remain unchanged.

### Thirty-third resolution

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#### 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.

## Notes

A series of horizontal dotted lines for taking notes.

# Overview of current financial authorizations

Taking into account the resolutions passed by the Annual General Meetings of June 16, 2020 and May 12, 2021, the authorizations to intervene on the share capital and to issue shares and other securities currently in force granted by the General Meeting to the Board of Directors are as follows, as of December 31, 2021:

Authorization	Authorization amount (value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM May 12, 2021 <b>16<sup>th</sup> resolution</b> Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	120,000 <sup>(1)</sup>	98,9%	11/12/2022 (18 months)
EGM May 12, 2021 <b>17<sup>th</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	07/12/2023 (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)
AGM 12 mai 2021 <b>18<sup>e</sup> résolution</b> Share capital increase reserved to employees <sup>(2)</sup>	2,199,863	737,166	1,462,697	11/12/2022 (18 months)
EGM May 12, 2021 <b>19<sup>th</sup> resolution</b> Capital increase reserved to operations reserved to employees in certain countries through equivalent and complementary framework <sup>(2)</sup>	219,986	219,986 <sup>(5)</sup>	0 <sup>(5)</sup>	11/12/2022 (18 months)
EGM May 12, 2021 <b>20<sup>th</sup> resolution</b> Authorization to allot free shares to employees and executive officers	989,938	853,900 <sup>(6)</sup>	136,038	07/12/2024 (38 months)

1) The purchase of 820,000 shares carried out from February 16, 2021 to February 26, 2021 and March 1, 2021 to March 5, 2021 is not included. It has been deducted from the amount authorized under the 22<sup>nd</sup> resolution of the Combined General Meeting of June 16, 2020.

2) Any share capital increase pursuant to the 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup>, 28<sup>th</sup> resolutions of the Combined General Meeting of June 16, 2020 and to the 18<sup>th</sup> and 19<sup>th</sup> resolutions of the Combined General Meeting of May 12, 2021 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) The Board of Directors held on July 27, 2021 made use of the 19<sup>th</sup> resolution in order to realize a share capital increase up to a maximum of 219,986 newly issued shares. The completion of this capital increase took place on March 21, 2022 via the issue of 33,367 new shares. As a result, on this same date the unused balance of this resolution amounted to 186,619 shares.

6) Initial Grant of 862,100 performance shares on July 27, 2021, among which 8,200 were cancelled.

# Additional information on candidates to the Board of Directors



## Rodolphe BELMER

### Biography - Professional experience

#### Director and Chief Executive Officer of Atos SE

A graduate of France's HEC business school, Mr. Rodolphe Belmer began his career at Procter & Gamble France before joining McKinsey in 1998. In 2001, he joined the Canal+ group and was appointed Head of Marketing and Strategy in 2002. From 2003 he oversaw the editorial division of the group, initially as CEO of Canal+, and from 2006, as Head of all pay-TV channels. He led the group's diversification into free-to-air television in 2011, notably through the acquisition and relaunch of D8 and D17, before being appointed as CEO of the Canal+ group in 2012. On December 1, 2015, he joined Eutelsat as Deputy CEO, then was appointed CEO as from March 1, 2016 and Director as from November 4, 2016.

Rodolphe Belmer has been appointed Director of Atos SE as from October 23, 2021 and has taken up the position of CEO as from January 1, 2022.

#### Director and Chief Executive Officer

##### Professional address:

River Ouest - 80 quai Voltaire  
95870 Bezons, France

##### Number of shares:

500

##### Date of birth:

August 21, 1969

##### Nationality:

French

##### Date of first appointment:

October 23, 2021 (as a Director)

##### Date of last renewal:

N/A

##### Term expires on:

AGM ruling on the accounts of the 2021 financial year

### Directorships and positions

#### Other directorships and positions as at December 31, 2021

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France

- ▶ Chairman of Auteurs Solidaires
- ▶ Chairman of Séries Mania
- ▶ Director of Brut
- ▶ Director of Voodoo

###### Abroad

- ▶ Independent Director of Netflix Inc.\*\* (USA)

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

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France

- ▶ CEO and director of Eutelsat Communications SA
- ▶ CEO and director of Eutelsat SA\*\*
- ▶ Member of the Supervisory board of Mediawan\*\*
- ▶ Chairman of RBC

###### Abroad

- ▶ Chairman and Board member of Eutelsat Inc. (USA)
- ▶ Chairman and Board member of Eutelsat Americas (Mexico)
- ▶ Board member of Broadband for Africa (United Kingdom)
- ▶ Chairman and Board Member of Eutelsat Networks LLC (Russia)
- ▶ Manager of Eurobroadband Infrastructure Sàrl (Switzerland)
- ▶ Manager of Eurobroadband Retail Sàrl (Switzerland)
- ▶ Board member of Hispasat S.A. (Spain)
- ▶ Board member of OneWeb Plc (United Kingdom)

\*\* Listed Company

## Additional information on candidates to the Board of Directors



### Valérie BERNIS\*

#### Biography - Professional experience

##### Company Director

Valérie Bernis is a graduate of the *Institut Supérieur de Gestion and Université des Sciences Economiques* in Limoges.

In 1996, after 2 years spent as Communication and Press Advisor to the Prime Minister, she joined Compagnie de Suez as Executive Vice-President - Communications, and then in 1999, she became Executive Vice-President Financial and Corporate Communications and Sustainable Development. During the same period, she served for 5 years as Chairman and CEO of Paris Première, a French TV channel.

Valérie Bernis is currently a Member of the Board of Directors of l'Occitane and France Télévisions. She is also a member of the Board of Directors of Lagardère SA.

#### Directorships and positions

##### Other directorships and positions as at December 31, 2021

###### Within the Atos Group

▶ None

###### Outside the Atos Group

###### France

- ▶ Director: France Télévisions (also Chairman of the Remuneration Committee and CSR Committee, and member of the Strategic Committee and Commitments Committee)
- ▶ Director: Lagardère SA\*\* (formerly Lagardère SCA) (also member of the Audit Committee)
- ▶ General Secretary of Board of Directors: AROP (Opera de Paris)
- ▶ Board Member: Fondation contre Alzheimer

###### Abroad

- ▶ Independent Director and member of Nomination Committee, Audit Committee and CSR Committee: l'Occitane International SA (Luxemburg)\*\*

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

###### Within the Atos Group

▶ None

###### Outside the Atos Group

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

#### Chairman of the CSR Committee

#### Member of the Remuneration Committee

##### Professional address:

River Ouest - 80 quai Voltaire  
95870 Bezons, France

##### Number of shares:

505

##### Date of birth:

December 9, 1958

##### Nationality:

French

##### Date of first appointment:

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

##### Date of last renewal:

June 16, 2020

##### Term expires on:

AGM ruling on the accounts of the 2021 financial year

\* Independent Director

\*\* Listed company



## Additional information on candidates to the Board of Directors



## Vernon SANKEY

### Biography - Professional experience

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#### Officer in companies

Vernon Sankey graduated from Oriel College, Oxford University (United Kingdom).

He joined Reckitt and Colman plc in 1971, and became Chief Executive Officer in Denmark, France, the USA and in Great Britain. He was Group Chief Executive Officer in the United-Kingdom in the period 1992-1999.

Since then, he has held several non-executive positions as Chairman or Board member in several major international companies such as Pearson plc, Zurich Insurance AG, Taylor Woodrow plc, Thomson Travel plc, Gala plc, Photo-Me plc, Firmenich SA, etc. and was a founder member of the Management Board of the FSA (Food Standards Agency) UK.

#### Member of the Audit Committee

#### Member of the CSR Committee

#### Professional address:

51 Walnut Court, St Mary's Gate,  
London W85UB, UK

#### Number of shares:

1,296

#### Date of birth:

May 9, 1949

#### Nationality:

British

#### Date of first appointment:

February 10, 2009 (Director) –  
December 16, 2005 (Member  
of Supervisory Board) ratified  
by General Meeting of May 23,  
2006

#### Date of last renewal:

April 30, 2019

#### Term expires on:

AGM ruling on the accounts of  
the 2021 financial year

### Directorships and positions

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#### Other directorships and positions as at December 31, 2021

##### Within the Atos Group

▶ None

##### Outside the Atos Group

▶ None

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

##### Within the Atos Group

▶ None

##### Outside the Atos Group

###### France

▶ None

###### Abroad

▶ Chairman, former Director: Harrow School Enterprises  
Ltd (United Kingdom)

▶ Member: Pi Capital (United Kingdom)

## Additional information on candidates to the Board of Directors



### René PROGLIO\*

#### Biography - Professional experience

##### Partner in the Strategic Advisory Group at PJT Partners

René Proglío is a graduate of French business school HEC and holds a Chartered Accountant Diploma.

Mr. Proglío is a partner in the Strategic Advisory Group of PJT Partners. With more than 30 years of experience in the French mergers and acquisitions market, Mr. Proglío brings a strategic vision as well as leading financial expertise to companies.

Mr. Proglío joined PJT Partners in September 2021. He was previously at Morgan Stanley, where he served as Vice President and Head of the French market. Mr. Proglío joined Morgan Stanley in 2003 as a Managing Director in the Investment Banking group and led the advisory business in Paris before taking overall responsibility for the French business.

He began his career at Arthur Andersen in the Audit and Consulting groups, where he served as a partner for 20 years and held various management positions.

#### Directorships and positions

##### Other directorships and positions

###### Within the Atos Group

▶ None

###### Outside the Atos Group

###### France

- ▶ Partner of PJT Partners\*\*, since 2021
- ▶ Censor of Tinubu Square SA (France)

###### Abroad

- ▶ Director of Photo-Me International Plc\*\* (United-Kingdom)

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

###### Within the Atos Group

▶ None

###### Outside the Atos Group

- ▶ Vice Chairman and Managing Director at Morgan Stanley\*\* from 2008 to 2021

#### New candidate to the Board of Directors

##### Number of shares:

0

##### Date of birth:

June 29, 1949

##### Nationality:

French

\* Candidate who can be qualified as independent

\*\* Listed company

## Additional information on candidates to the Board of Directors



### Astrid STANGE\*

#### Biography - Professional experience

##### Former COO at AXA and former Senior Partner and Managing Director at BCG

Astrid Stange studied economics at the Ruhr University in Bochum. In 1993, she obtained a doctorate from the Department of Economics of the Technische Universität Braunschweig.

Ms. Stange is the former Chief Operating Officer (COO) of AXA and a former Senior Partner and Managing Director of the Boston Consulting Group (BCG). Astrid has always been at the forefront of leading large and complex technology-enabled transformations, both in consulting and executive roles.

Ms. Stange started her executive career at Bertelsmann Buch AG as head of direct marketing in 1995. She became Senior Partner and Managing Director of the Boston Consulting Group where she started in 1998 as a member of the Global Insurance Practice. From 2008 to 2013, she led BCG's Insurance practice in Germany and then became Global Sector Leader for Life Insurance. Ms. Astrid Stange joined AXA in 2014 as member of the Executive Board of AXA Konzern AG (Germany), in charge of strategy, human resources, organization and client management. In December 2017, Ms. Stange was appointed Chief Operating Officer (COO) of AXA and member of the Management Committee of AXA SA. As COO, she led a major transformation of the company regarding technology and data. In 2018, she also took the operational responsibility for the new built unit AXA Group Operations which delivers infrastructure and application services, security, emerging technologies, but also BPO and procurement services to AXA Group.

Since May 2020 Ms. Stange is a member of Deutsche Lufthansa Group's Supervisory board.

Ms. Stange left AXA in October 2021. She has since decided to take on advisory mandates, in particular to support company founders (Insurtech, Tech, NGO).

#### Nouvelle candidate aux fonctions d'administrateur

##### Number of shares:

0

##### Date of birth:

December 27, 1965

##### Nationality:

German

#### Directorships and positions

##### Other directorships and positions

###### Within the Atos Group

▶ None

###### Outside the Atos Group

###### France

▶ None

###### Abroad

▶ Member of the Supervisory board at Deutsche Lufthansa AG\*\* (Germany)

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

###### Within the Atos Group

▶ None

###### Outside the Atos Group

▶ Chief Operating Officer and member of the Executive Committee : AXA\*\* (France), from 2017 until October 2021

▶ CEO AXA Group Operations SAS (France), from 2018 until October 2021

▶ Chairman of the Board, AXA Group Operations SAS (France), from 2018 until October 2021

▶ Member of the Supervisory Board, Financial Controller, GIE AXA (France), from 2017 until October 2021

\* Candidate who can be qualified as independent

\*\* Listed company.

## Additional information on candidates to the Board of Directors



### Elizabeth TINKHAM\*

#### Biography - Professional experience

##### Former Senior Managing Director and Microsoft Account Lead at Accenture Ltd

Elizabeth Tinkham was a Senior Managing Director and member of the Global Executive Committee at Accenture plc, where she held a variety of client facing and executive positions. She was the global account lead for Microsoft, responsible for driving account growth as well as the technology partnership between Microsoft and Accenture. Prior to heading the Microsoft account, Ms. Tinkham led Accenture's Global and North American Management Consulting practice for the Communications, Media and Technology (CMT) verticals. Her responsibilities included revenue growth, M&A activity and chairing the CMT Investment Board.

Ms. Tinkham now advises innovative, growth-focused companies on the challenges and opportunities inherent to shifting to digital technologies. She sits on the board of directors of Particle.io, a San Francisco start-up specializing in the Internet of Things; Headspin, a mobile application testing platform; and Athena Alliance, a digital platform for executive education, networking and placement for top women in business. She also advises the state of Washington on educational and equity issues through her role as chairman of Washington Stem, a non-profit organization.

Ms. Tinkham teaches classes in management consulting and in nonprofit board management at the University of Washington's Foster School of Business. She is the recipient of the Gamble Teaching Award for Innovation in Teaching.

Ms. Tinkham graduated from Ohio State University with a degree in aeronautical and astronautical engineering. She serves on the Dean's Advisory Board in the College of Engineering and is a winner of a Distinguished Alumni Award.

#### Directorships and positions

##### Other directorships and positions

###### Within the Atos Group

▶ None

###### Outside the Atos Group

###### France

▶ None

###### Abroad

▶ Director: Headspin (United States)

▶ Director: Particle (United States)

▶ Director : Athena Alliance (United States)

▶ Chairman of the Board of Directors: Washington STEM (United States)

▶ Affiliate Lecturer, University of Washington, Foster School of Business

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

###### Within the Atos Group

▶ None

###### Outside the Atos Group

▶ Senior Managing Director: Accenture Ltd\*\* (United States), until March 2017

#### New candidate to the Board of Directors

##### Number of shares:

0

##### Date of birth:

November 5, 1961

##### Nationality:

American

\* Candidate who can be qualified as independent

\*\* Listed company.

## Additional information on candidates to the Board of Directors



**New candidate for the position of Director representing the employee shareholders**

**Number of shares:**

306

**Date of birth:**

June 18, 1979

**Nationality:**

British

## Katrina (Kat) HOPKINS

### Biography - Professional experience

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#### **Atos Vice President, Group Head Talent and Career Management, Learning & Development at Atos International (UK)**

Katrina Hopkins is Vice President of Atos and Group Head of Talent, Career and Learning at Atos International. Ms. Hopkins is a Human Resources Manager with over 20 years of experience.

She has been with Atos since 2011 and joined the Group as part of Atos' acquisition of Siemens IT Solutions & Services. She has held various roles within the Human Resources Department, both regionally and globally, and is currently responsible for Talent Development, Performance and Learning within the Atos Group.

Ms. Hopkins holds a BSc (with Honors), in Psychology and is a Fellow of the Chartered Institute of Personnel and Development.

### Directorships and positions

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#### **Other directorships and positions**

**Within the Atos Group**

- ▶ Member of the Supervisory Board of the Atos Stock Plan Employee Mutual Fund (FCPE) since 2022

**Outside the Atos Group**

- ▶ None

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

**Within the Atos Group**

- ▶ None

**Outside the Atos Group**

- ▶ None



## Additional information on candidates to the Board of Directors



### Christian BEER

#### Biography - Professional experience

##### Head of Business Partner Service in Network and Communication Practice at Atos in Germany / Chairman of the Supervisory Board of the Employee Mutual Fund (FCPE)

Mr. Beer has 25 years of experience in the digital industry and joined Atos in 2004.

Mr. Beer has been a member of the Supervisory Board of the Atos Stock Plan Employee Mutual Fund (FCPE) since 2020 and has chaired it since November 2021. He is also a Senior Expert within the Atos Expert Community since its founding in 2017.

Mr. Beer is a graduate engineer from the University of Applied Sciences in Nuremberg and holds a business management certificate from the University of Erlangen-Nuremberg.

#### Directorships and positions

##### Other directorships and positions

###### Within the Atos Group

- ▶ Member of the Supervisory Board of the Atos Stock Plan Employee Mutual Fund (FCPE) since 2020

###### Outside the Atos Group

- ▶ None

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

###### Within the Atos Group

- ▶ None

###### Outside the Atos Group

- ▶ None

#### New candidate for the position of Director representing the employee shareholders

##### Number of shares:

3,740

##### Date of birth:

August 7, 1969

##### Nationality:

German

## Notes

A series of horizontal dotted lines for taking notes.

# Request for documents and information



**Form to be returned to:**

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

## COMBINED GENERAL MEETING OF WEDNESDAY MAY 18, 2022

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 18, 2022 as provided for by article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2022

**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



# About Atos

Atos is a global leader in digital transformation with 109,000 employees and annual revenue of c. € 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 is a SE (Societas Europaea), listed on Euronext Paris and included in the CAC 40 ESG and Next 20 Paris Stock indexes.

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.

## Documents made available to shareholders:

In accordance with the law, all documents relating to this General Meeting will be made available to shareholders within the legal deadlines at the Company's registered office: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, since April 27, 2022, the documents and information referred to in Article R. 225-73-1 of the French Commercial Code have been published on the Company's website [www.atos.net](http://www.atos.net), under the heading "Investors", in accordance with the legal and regulatory provisions in force.

For more information:

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

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

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