

# Code of Ethics

**Atos**

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# Foreword

At Atos we are convinced that our future success depends on the principle that business should be conducted both profitably and responsibly. This is why Ethics and Compliance are key priorities for Atos, from the very top of the company to the heart of our operations. This goes beyond our zero-tolerance approach to corruption and our commitment to comply with applicable laws in all countries; we want to conduct our business in line with the highest ethical principles, and we have set out these principles in our Code of Ethics. In the name of the Board of Atos, we commit to this Code of Ethics, and we count on every employee throughout the organisation to do likewise.



**Bertrand Meunier**  
Chairman of the Board

# Introduction

A culture of integrity, ethics and compliance is key to earn the trust of our customers, partners and beyond that, from stakeholders in society. It is the individual and collective responsibility of all employees to develop this trust by making ethics a living process, by knowing how to anticipate and manage risks in how we behave and operate business on a daily basis.

This culture of integrity and ethics is enabled by the Code of Ethics, which is part of the DNA of Atos. The Code of Ethics explains the rules all employees and partners shall follow and provides us with an essential guide to doing the right thing in all situations. It also explains what to do if any employee has a legitimate reason to believe the standards in our Code of Ethics have been breached. They are encouraged to speak up, and their concerns will be addressed diligently and seriously.

The Executive Board joins me in requiring each and every employee in the Group, irrespective of their location, seniority and position, to commit to this Code of Ethics. Our future growth can only be ethical and sustainable.



**Rodolphe Belmer**  
Chief Executive Officer

# The Atos Sense of Purpose (Raison d'être)



*"Atos' mission is to help design the information technology space. Its services and expertise, multiculturally delivered, support the advance of knowledge, education and science and contribute to the development of scientific and technological excellence. Across the world, the Company enables its customers, employees and as many people as possible to live, work and develop sustainably and confidently in the information technology space."*

(Atos' Sense of Purpose (Raison d'être) approved at the Atos 2019 Annual General Meeting)



Atos' sense of purpose describes how its operations in their entirety contribute to the common interest. Atos' sense of purpose is structured around the notion of "information technology space" or digital. Contribute to making it safe, accessible to all and sustainable: such is the purpose for which Atos bears unique responsibility. This ambition has been organized into 3 pillars:

- guaranteeing safety, inclusion, security and trust in the digital space;
- contributing to the environmental transition;
- promoting scientific and technological excellence.

Therefore, ethical behaviour of all Atos employees is crucial to ensure safety and trust in digital. Atos' commitment to integrity and a strong foundation of ethics and compliance enables the confidence of the Group's employees, customers, and society at large, which is key to the digital space to which Atos contributes. All Atos employees are required to adhere to the Code of Ethics. Employees undertake to keep up to date with changes to the Code of Ethics through communications and training provided by Atos.

## Code of Ethics purpose and scope

This Code of Ethics defines the key principles for Atos' continued success. It enables all employees to be guided by good practices that they must apply in difficult situations that they may encounter in their relations within and outside the Group. Where the local laws of the country in which Atos operates differs from the principles set out in the Code of Ethics, the more stringent regulation shall prevail, where permitted under applicable law.

The content of the Code of Ethics is not exhaustive and additional explanations, examples and recommendations on

these principles may be provided in specific policies, training sessions for Atos employees. It shall also be shared with third parties assisting Atos in developing its business, to ensure that everyone understands which behaviours and actions are acceptable and which are not. Therefore, Atos expects all of them to comply with both the letter and the spirit of the Code of Ethics, in addition to the laws and regulations of the countries where they operate. Global Compliance Team and the Compliance Officers within the business are available to answer employees' questions about the Code of Ethics and to support them in making the right decisions in carrying out their duties.

## Zero tolerance of bribery, corruption or influence peddling

Atos does not tolerate any form of bribery, corruption or influence peddling. As a participant to the United Nations Global Compact, Atos adheres to United Nations principles on human rights, labour, environment and anti-corruption. The tenth principle states "Businesses should work against corruption in all its forms, including extortion and bribery".

Corruption includes the act of offering, giving, soliciting, receiving or accepting, directly or indirectly (active or passive corruption), any inducement or reward (money, gift, hospitality, entertainment, trip, service, etc.) in the public or in the private sector, in order to influence behavior or decision in Atos'

favor. It includes inducements to gain business, but also to offer or receive inducements to act or refrain from acting in a particular manner. Corruption can be large or small-scale, for example acts such as making facilitation payments are a form of corruption.

Influence peddling involves a scheme where an undue benefit is provided or offered by one person and accepted by another, who may have solicited such benefit or not, in order for that person accepting the benefit to misuse his/her influence to obtain a favorable decision from a public authority or administration to the advantage of the person who offered the benefit.

Atos thus undertakes to:

- adopt a zero-tolerance approach to bribery, influence peddling, facilitation payments and all other forms of corruption,
- develop policies and effective programs to prevent and detect corruption within the Atos organization and its business operations.

As an ethical company, Atos also adopts a zero-tolerance approach to financial crime, including money-laundering.

More detailed guidance for employees, business partners and other stakeholders can be found in Annex "Anticorruption Code of conduct".

## Conflicts of interest

A conflict of interest is a situation in which an employee has a financial or personal interest, either direct or indirect, which may influence the independent, impartial and objective exercise of his/her functions within the Group.

All Atos employees have a duty to disclose to their line manager and Compliance Officer, any situation that involves personal, familial relationships that may give rise to a real or potential conflict of interest as soon as it is known. In order to ensure effective risk management and a compliant working environment, employees are expected to declare situations that could be perceived by others as conflicts of interest, even where there is no actual conflict.

In addition, all Atos employees shall obtain the prior written approval of their Compliance Officer and HR representative, before:

- accepting or continuing to exercise any management position as an officer or director (executive or non-executive) in any organisation not belonging to the Group,

- entering into or maintaining, directly or indirectly, any financial or personal interest with any Atos partner or competitor, except for the purpose of purely financial investment without power of control, and in accordance with Atos' policies on Insider Information,

- engaging or keeping interests, directly or indirectly, in any other activity either as a business consultant, owner, director or employee within the consulting or IT sectors or in a manner that interferes with his/her employment with Atos.

Any current position or interest likely to constitute an actual or potential conflict of interest not previously disclosed shall immediately be disclosed to the line manager and Compliance Officer. The same expectation applies to perceived conflict of interest situations.

In addition, Atos employees who wish to be politically active shall maintain a complete separation between such political activities and their professional responsibilities.

## Fair competition

Fair competition is one of the fundamentals of the open-market economy. Compliance with competition law is a pre-requisite, and is one of the core principles of Atos. It is in the interest of Atos to evolve in a market where the highest standards of doing business are respected.

Atos is committed to the fair treatment of all its current and potential partners and to creating a level playing field. This means that Atos treats its partners with respect and does not take unfair advantage. In accordance with legal regulations, Atos treats its partners at arm's length unless there are objective justifications to a different treatment.

Neither Atos employees nor third parties assisting Atos in developing its business may be party to an agreement, understanding or concerted practice which would contravene the applicable laws and regulations on anti-competitive practices. Atos employees will apply a high standard of

care when participating in trade associations, partnerships, consortia, joint ventures or any situation that brings them into contact with competitors.

Atos also dedicates great attention to the way it treats information exchanged with third parties. Atos will not directly or indirectly exchange commercially sensitive information with competitors (e.g. prices, margins, volumes, R&D projects etc.) except where such exchanges are strictly in accordance with all applicable laws and regulations. Atos will not engage in price-fixing or unlawful agreement on procurement conditions, sharing markets, partners or procurement sources, unlawful collusion in bids, tacit coordination of its behaviour on the market with its competitors, or ban of any supplier or client in a way that infringes competition laws.

Atos may have a dominant position in a given sector but will never take unfair advantage of this dominant position.

# Anti-Fraud

Misappropriation of resources or assets, or deliberate misstatements or omissions in financial reporting may constitute occupational fraud, and as such, may lead to the imposition of penalties on Atos, as well as civil or criminal proceedings.

Similarly, knowingly giving wrong information to a client in order to secure a contract could constitute a fraudulent act resulting in civil or criminal proceedings. Thus, Atos does not tolerate any form of fraud or intentional misstatements. Fraudulent acts may be reported to Group Compliance, using the Alert system. Further details of the Alert system are contained in the Whistleblowing section below, and in the associated policies and procedures.

## Protection of Atos assets

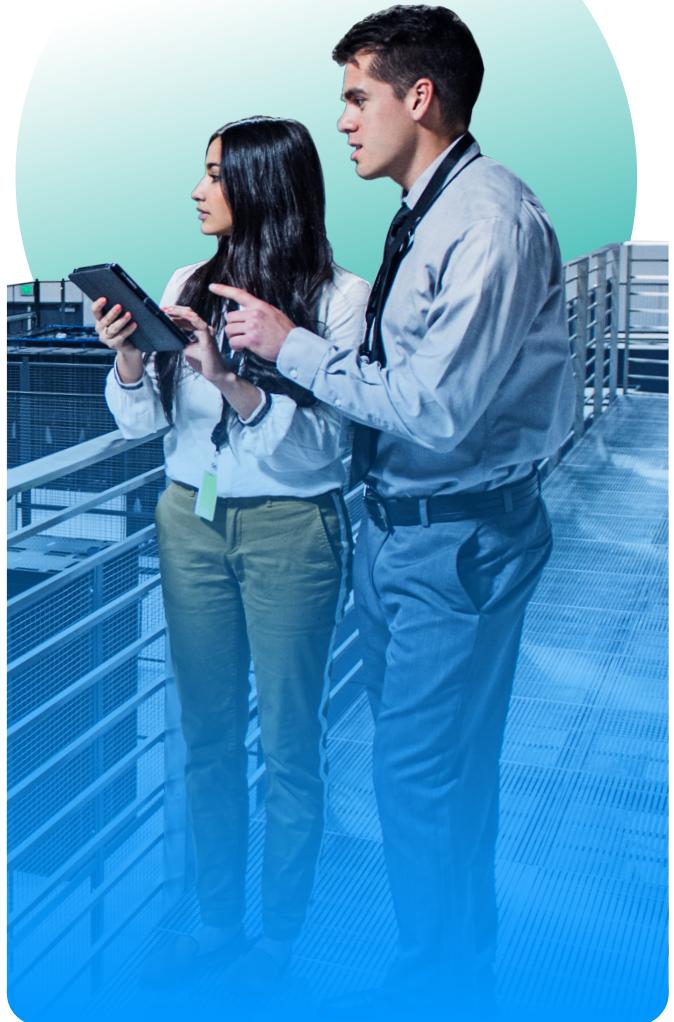
Atos has many valuable assets, on which its future depends, whether such assets are tangible such as hardware, or real estate or intangible assets such as information, know-how/ trade secrets, software or invention whether protected by intellectual property rights or not.

It is the duty of all employees to help protect such assets and preserve them against all forms of deterioration, damage, theft or misappropriation, even after having left the Group. Atos assets must be used only for conducting Atos business and in accordance with the guidelines defined by the Group. In no circumstances should they be misappropriated or used for personal benefit.

## Protection of confidentiality and privileged information

Atos aims to foster the trust and reliability that its customers and the general public can expect from Atos' products and data technology by protecting the confidential information it owns or which is made available to it by its partners (clients, suppliers or business partners) during the performance of business operations, and promoting and sharing only reliable information.

Atos employees have an obligation to protect the confidentiality of information and data acquired in carrying out their duties and responsibilities, to use such information only for business purposes, to disclose it only to persons who need to know it for the purposes defined by the management or agreed with the third party concerned, and to protect it against unauthorized or accidental disclosure by use of physical or IT protection devices. Encryption is one of the possible safety tools which is available; Atos IT security officers can help in the selection of the most suitable device in a given situation.



Atos is listed on the Euronext Paris Stock Exchange. Accordingly, and as provided by law in order to ensure that there is a fair and open market in Atos shares, Atos has defined key protecting mechanisms and rules in relation to stock trading and use or disclosure of privileged information, as defined under securities law, i.e. any information of a precise nature that has not been made public and which, if it were made public, would be likely to have a significant impact on the market price of Atos shares.

For detailed information on this subject, including closed periods, please refer to the Atos "Guide to the Prevention of Insider Trading".

# Safe workplace

Atos acts in accordance with applicable laws and standards regarding health and safety. Being able to ensure safe and hygienic conditions for all employees is a priority. Atos has both a moral and a legal responsibility to ensure the safety of employees and others who may be affected by the Group's activities.

Not only does Atos act in accordance with applicable health and safety laws and standards, but it offers a range of support to promote the well-being of employees. Based on its strength as a technology company, Atos has the ability to act quickly and effectively to protect its employees notably in the case of Public Health Emergencies of International Concern declared by the World Health Organization, such as pandemics.

# Ethical and inclusive workplace

As participant of the United Nations Global Compact, Atos supports within its sphere of influence the International Labour Organization's Declaration on Fundamental Principles and Rights at Work and the Universal Declaration of Human Rights. This includes the principles of no discrimination, of integrity and of security of any person.

The Group will not accept any kind of harassment and/or bullying in the workplace and is committed to maintaining a work environment where everyone is treated with dignity and respect, to enable all employees to feel valued, appreciated, and free to be who they are at work.

Atos is proud of its global and diverse workforce, it values the unique identity and varied background of its employees. It condemns absolutely any discrimination against individuals or groups.

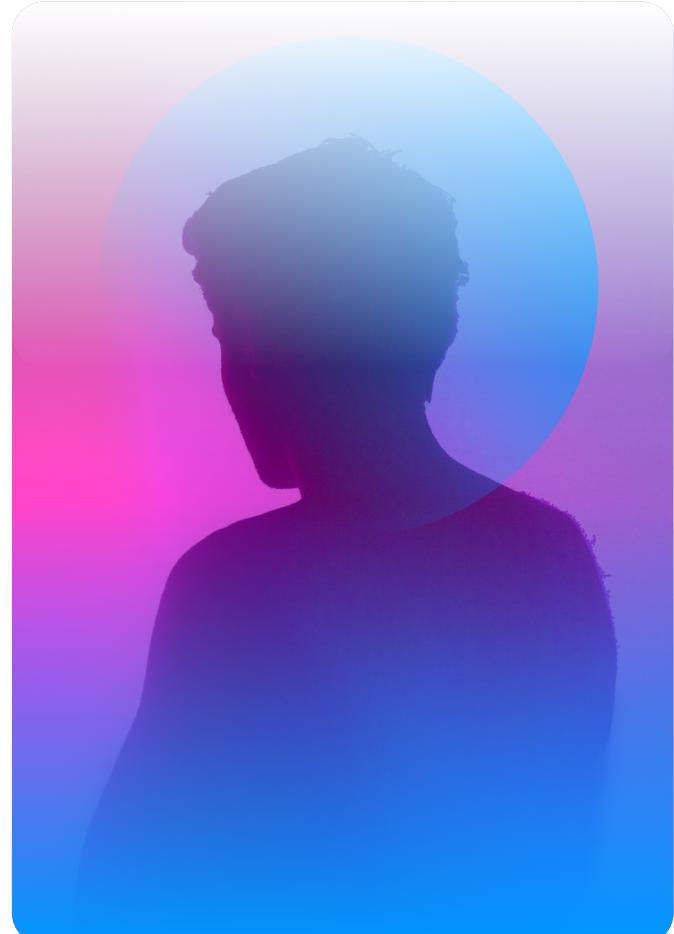
Atos' employee lifecycle processes are designed to promote inclusion and prevent all discrimination of any kind. Across the globe, Atos has created a variety of programs to embed a culture of inclusivity and ensure that all employees have an equal opportunity to contribute fully and feel that they belong.

# Human rights

Atos respects internationally proclaimed human rights and shall not tolerate any violations of the principles of the Universal Declaration of Human Rights of 1948 and of the International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work.

Atos clearly rejects the use of child labor (Principle 5), and the use of forced, bonded or compulsory labor (Principle 4). Atos also clearly rejects human trafficking and all forms of human slavery, in accordance with the UN Human Trafficking Protocol and the UN Slavery Convention. Atos also abides by all applicable wage and working hours laws and regulations, and provides a safe and healthy workplace to ensure employees' health.

To gain greater visibility on our strategic suppliers' activities, Atos works with an expert third party, which analyses suppliers from four perspectives: Environment, Labour and Human Rights, Ethics and Sustainable Procurement. Atos seeks a relevant information about its strategic suppliers' CSR approach, their strengths, weaknesses and any unethical behaviour reported in the media or by NGOs, in order to allow Atos Procurement identify and manage potential risks within the supply chain.



# Data protection

Atos processes significant volumes of personal data for its own use and on behalf of its customers. The importance and value of personal data from all stakeholders used in day to day business requires it to be managed in line with the highest standards and strictest regulations. Atos respects strict principles relating to processing personal data and hence has adopted formal commitments and policies as well as strong organizational and security measures to guarantee a high level of protection to such data.

Atos employees are expected to act in accordance with these policies to ensure that:

- the processing of personal data is lawful, fair and transparent; and carried out for a defined and limited purpose, and strictly limited to the data necessary to achieve the purpose;
- the data are accurate and retained for a duly limited period of time;
- the adequate technical and organizational measures are put in place to ensure the availability, integrity and confidentiality of the data.



# Trade regulations and export control

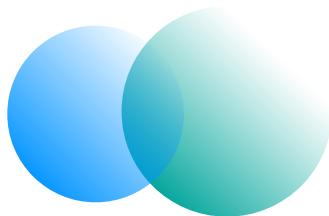
Due to its business activities and its global presence, Atos is subject to an array of national and international laws and regulations under which a license and/or compliance to specific requirements may be requested from the relevant authorities before any equipment, services or technology can be transferred, exported, re-exported, brokered or transported.

These include:

- export control laws and regulations, for military or dual use products or services,

- sanctions against specific countries or entities, under which some business dealings with them might be forbidden or controlled.

Compliance with all national and international regulations applicable wherever Atos is located or operates is of utmost importance for Atos. Therefore, Atos expects its employees and partners to follow the internal rules regarding those regulations.



# Environment

Over the past decade Atos has developed a unique decarbonization expertise, positioning the company as decarbonization leader in the IT industry. Atos has committed to the most demanding Science Based Targets to reduce its carbon emissions, both under control and under influence, so that to contribute to limit the global warming of the planet to 1.5C compared to the pre-industrial level.

Atos complies with legal environmental regulations and other relevant requirements relating to the environmental impact of the operations of the Group. In addition, Atos commits to the adoption of appropriate procedures and controls, and actively addresses environmental challenges, in particular those concerning climate change, carbon emissions, energy, and travel.

As digital technologies can improve the climate performance of all market sectors and hence help progress towards a decarbonized economy, Atos is determined to invest in research to find new ways of decreasing CO<sub>2</sub> emissions and to innovate and develop digital solutions that its clients can use to tackle climate change and meet their business challenges.

In line with this strong ambition, Atos takes binding commitments to reduce the carbon emissions for its customers in all large service contracts, and offset the remaining CO<sub>2</sub> in case of underperformance. Suppliers to Atos are required to provide products and services which contribute to the Group's environmental progress, and support its decarbonization strategy.

# Whistleblowing system – employees' rights and duties

If an Atos employee or a third party considers that a law, regulation, one of the principles set out in this Code of Ethics has been or is about to be breached, or in the event of a threat or serious prejudice to the general interest of the Group, he/she may report to his/her immediate superior, his/her local Compliance Officer or to the Group Compliance Officer using the email address [GroupComplianceOfficer@atos.net](mailto:GroupComplianceOfficer@atos.net), in accordance with local laws relating to Whistleblowing. The employee who raises the alert as well as the person targeted by the alert shall benefit from the strictest confidentiality, subject to the intervention of a judicial authority.

Atos will not apply any sanction or retaliatory measure or discriminate against this employee, provided that he/she acted in good faith, selflessly, and without the intention to cause harm, even if the events relating to the alert of which he/she became personally aware, prove inaccurate or no action is subsequently taken. If necessary, the employee's protection may be assured, on his/her request, by mobility within the Group.

The Compliance team shall review the admissibility of the alert and if it is admissible, will conduct a preliminary investigation of the events flagged in the alert. If necessary, the support

of experts from other teams may be sought, including Group Internal Audit. As a preliminary step, all investigation team members are subject to a check to ensure there is no conflict of interest in their involvement in the investigation and to sign a non-disclosure agreement to ensure confidentiality.

The people mentioned in the alert will be informed thereof within a reasonable period following receipt of the alert, in accordance with the time limits and conditions laid down by applicable laws. Data subjects can exercise their rights (for example access rights, and the right to correct) in accordance with applicable laws and all data relating to alerts and investigations will be handled strictly in accordance with applicable data protection laws.

All alerts that reveal fraudulent behaviour, significant lapses or material shortcomings in internal controls shall result in corrective measures and/or disciplinary measures and/or legal action as appropriate.

Anonymous reports are considered where this is permitted by local law. Further information on the whistleblowing system can be found in the Group Alert System Procedure.

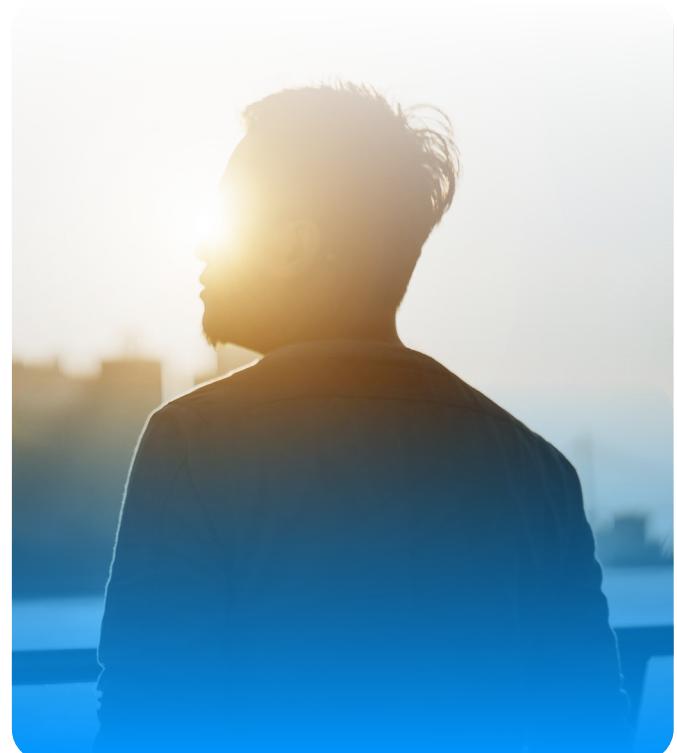
## Applicability and enforcement of the Code of Ethics

The commitments set out in this Code of Ethics must be reflected in the ethical behaviour and conduct of every employee of the Group in all circumstances.

Breaches of employees' obligations or prohibitions set out in the Code of Ethics may give rise to disciplinary sanctions in accordance with disciplinary policies as set forth in the internal rules, where applicable, and local law. Atos has established a global Compliance organization to prevent non-compliance with the Code of Ethics.

The Group Compliance team and all Compliance Officers worldwide, co-ordinated by the Group Chief Compliance Officer, undertake to raise awareness of the ethical conduct to be adopted, create the necessary tools, including this Code of Ethics, and ensure all employees are appropriately trained to strengthen the Group's ethical business culture and aim for excellence.

The contents of this Code of Ethics apply to employees immediately upon approval. Employees are responsible for adhering to the Code of Ethics throughout the duration of their employment relationship with Atos. It is the responsibility of all employees to follow the training made available to them which explains the content of the Code of Ethics and illustrates this with examples of acceptable and unacceptable business practices.



# Annex: Anti-corruption Code of Conduct

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- 12.** What is corruption?
- 13.** What is influence peddling
- 14.** Conflicts of interest
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- 15.** Interactions with public officialsg
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# Introduction

As a participant to the United Nations Global Compact, Atos adheres to United Nations principles on human rights, labor, environment and anti-corruption. The tenth principle states "Businesses should work against corruption in all its forms, including extortion and bribery." This Anti-corruption Code of Conduct, which is an annex to the Code of Ethics, has been written to help ensure that this commitment is fulfilled, and to explain Atos's zero tolerance approach to all forms of corruption and influence peddling. It shall also be shared with third parties assisting Atos in developing its business, to ensure that everyone understands which behaviours and actions are acceptable and which are not.

The purpose of this Code of Conduct is to remind all stakeholders of Atos's anti- corruption measures, applicable rules and expected behaviors. It cannot cover every

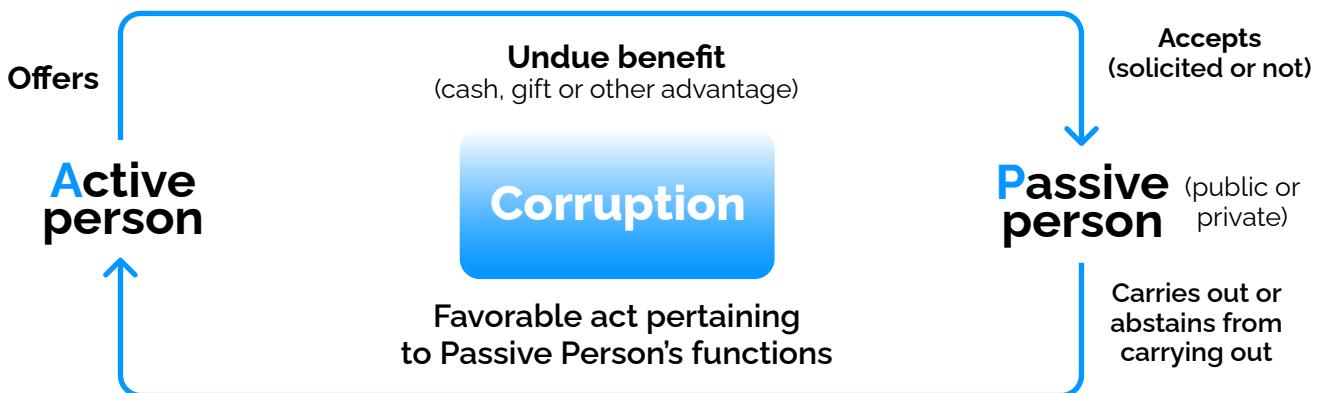
eventuality, but is intended to give Atos' employees guidance and examples to inform their judgement were they to find themselves in a difficult situation. It has been drafted in the light of the Atos corruption risk mapping, and will be revised and brought up to date from time to time as the perceived risks evolve.

This Code of Conduct is not a stand-alone document and should be read in conjunction with the Code of Ethics, and recommendations, explanations and examples provided in policies, procedures and training sessions for Atos employees. Further advice and support are available from Compliance Officers and the Global Compliance team.



# What is corruption?

Broadly speaking, "Corruption is the abuse of entrusted power for private gain." (Transparency International). Corruption involves a scheme where an undue benefit is directly or through a third party provided or offered by an Active Person and accepted by a Passive Person, who may have solicited such benefit or not, in order for that Passive Person to improperly carry out or abstain from carrying out an act pertaining directly or indirectly to his/her function, which can be a public or private sector function. Corruption can take many forms and may involve third-party intermediaries.



It should be clearly stated that:

- corruption applies equally in the private and public sector, and to small inducements as well as large, for example facilitation payments are a form of corruption, and are therefore prohibited,
- both the active person, who provides or offers the undue advantage, and the passive one, who accepts it, are sanctionable, and this applies equally if the advantage is given not to that person him/herself, but to someone who is close to him/her (e.g. spouse or family member),
- the expected return from the passive person can either be to carry out an act pertaining to his/her functions, or to abstain from carrying out such act.

## Typical examples of prohibited behaviors

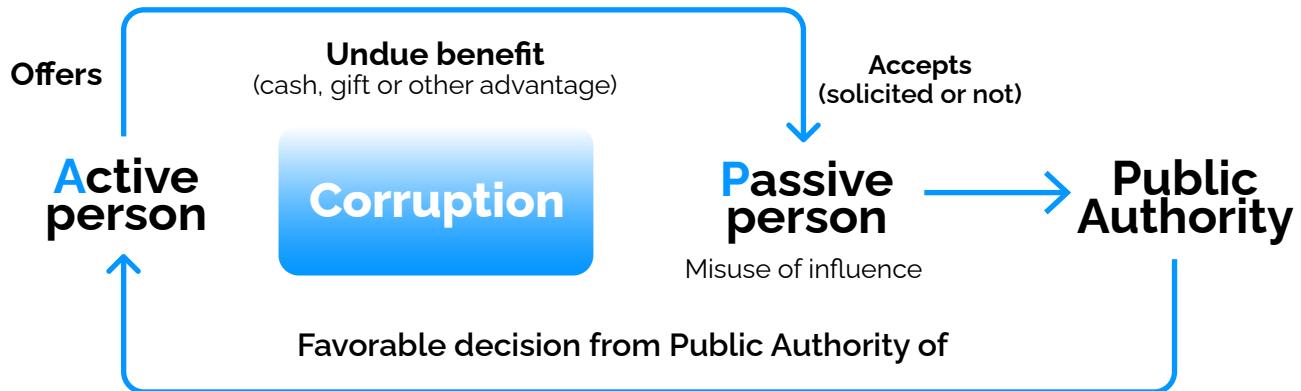
- Offering or accepting gifts or invitations to/from customers, suppliers, business partners, public officials, members of the works council or other decision makers in order to influence a decision involving Atos.
- Providing or receiving cash or other financial incentives to/from decision makers in order to influence a decision involving Atos.
- Hiring individuals connected with decision makers in order to influence a decision involving Atos.
- Sponsoring activities or making charitable donations to organizations related to decision makers in order to influence a decision involving Atos.

## Scenarios and recommendations on how to behave

- **Scenario 1:** A supplier makes you understand that if you select him in the context of a bid, or succeed in convincing your purchasing colleagues, to select him, you will be rewarded with personal benefit.
- **What to do:** You must refuse this proposal and make it clear that this is not acceptable at Atos. You can usefully remind him that suppliers are selected in accordance with Atos internal policies which ensure that no supplier is unjustly favored over another. You must report to your manager and to the Compliance department.
- **Scenario 2:** Atos answers a bid for a client and is asked to engage a specific subcontractor, whose role is not clearly defined. You understand rather quickly that the subcontractor may not provide actual services, but that Atos will be requested by the client to pay the fees anyway to be awarded with the deal.
- **What to do:** You must have a clear view on the services offered by the subcontractor and remind both the client and the subcontractor that Atos will only pay for services effectively rendered and needed. You must report to your Procurement Bid Manager, your manager and to the Compliance department.

# What is influence peddling

Influence peddling is a form of corruption involving abuse of influence in public life. Influence Peddling involves a scheme where an undue benefit is provided or offered by an Active Person and accepted by a Passive Person, who may have solicited such benefit or not, in order for that Passive Person to misuse his/her influence to obtain a favorable decision from a public authority or administration to the advantage of the Active Person.



## Scenarios and recommendations on how to behave

- **Scenario 1:** A supplier makes it clear to you that he has personal connections with a public official and that, if Atos selects his company in the context of a current bid, he will be able to use his influence to secure the award of a public grant to one of your family members, who is developing his own project.
- **What to do:** You must decline the offer from your supplier, either implicit or explicit, to contact the public official and remind him that, in accordance with the Group internal policies, the selected supplier will be the one answering the best to Atos' needs. You must report to your manager and to the Compliance department.
- **Scenario 2:** You find out that a sales representative hired by Atos to develop business in a country where Atos has no presence plans to offer personal benefits to public officials in order to secure the award of Government contracts to Atos.
- **What to do:** You must contact the sales representative to tell him that the offering of such personal benefits to public officials is strictly prohibited, as it could be interpreted as an attempt to influence decision-makers for the award of Government contracts. You shall ensure that the relationship with such representative is closely monitored in order to avoid any such, or similar, conduct. You could also usefully suggest the sales representative to read carefully the Atos Code of Ethics and follow the UN Fight against corruption e-training. You must report to your manager and to the Compliance department.

## Situations where increased vigilance is required

There are various situations which require specific vigilance to ensure that employees, business partners and others acting on behalf of Atos do not engage in inappropriate practices.

1. Conflicts of interest
2. Contracting with third parties (either customers, suppliers, business partners, sub-contractors, consultants, agents, intermediaries, distributors etc)
3. Interactions with public officials
4. Gifts and invitations
5. Facilitation payments
6. Donations and sponsorship
7. Lobbying

# Conflicts of interest

A conflict of interest is a situation in which an employee has a financial or personal interest, either direct or indirect, which may influence the independent, impartial and objective exercise of his/her functions within the Group.

A conflict of interest in itself might not be an issue, provided that it is disclosed in a timely manner. However, if it is not appropriately and promptly disclosed or not well managed, it can be a contributing factor to unethical behavior. Such behavior could be corruption, or other types of unethical behavior, which are covered in the main part of the Code of Ethics.

All Atos employees have a duty to disclose to their line manager and Compliance Officer, any situation that involves personal or familial relationships that may give rise to a real or potential conflict of interest as soon as it is known. In order to ensure effective risk management and a compliant working environment, employees are expected to declare situations that could be perceived by others as conflicts of interest, even where there is no actual conflict.

## Typical examples of situations needing to be disclosed

- An employee who is being offered to act as adviser to a client
- An employee who is being offered a secondary employment that might have a bearing on their role within Atos
- An employee's spouse, or family member who is proposed to take a significant financial interest in a company that could be a potential partner, supplier or competitor of Atos
- An employee's spouse or family member who is offered a job by a client, a direct competitor to Atos or supplier of Atos

## Scenarios and recommendations on how to behave

- **Scenario:** You find out that the company where your sister-in-law has been working for years, is currently bidding for Atos. She has not mentioned it to you, as you hardly never discuss business, but still you wonder whether you should disclose the situation.
- **What to do:** You must report this to your manager. Any conflict of interest, even if only apparent or potential shall be disclosed to ensure it has no impact on the award of the deal (e.g. you may be asked not to participate in the selection process).

# Contracting with third parties

Third parties are part of the Atos ecosystem, contributing to an ethical business environment. To manage the risk of corruption within this ecosystem, the following precautions have been put in place and must be followed:

All third parties Atos considers contracting with are subject to pre-contractual compliance checks (suppliers, sub-contractors, intermediaries involved in the sales process, as well as customers). Contractual relationships are monitored throughout the term of the agreement, and compliance

clauses are included in contracts to provide the right to suspend or terminate in case of compliance breaches. Internal processes prior to contracting and when working with third parties must always be followed.

## Scenarios and recommendations on how to behave

- **Scenario 1:** You are the decision-maker in the context of a tender for a large project initiated by Atos and one of the bidders, who knows you are a tennis fan, offers you two tickets to attend the Roland Garros championship's final.
- **What to do:** As there is a current tendering process which you are leading it would not be ethical for you to accept this invitation. You should explain to the bidder that you are not allowed to accept any initiations in these circumstances. You should also inform your manager that the bidder has made this offer to you.
- **Scenario 2:** You are negotiating a contract with a new client, and a consultant contacts you on behalf of that client to let you know that he could help getting the deal done if you agree to pay him a high commission upfront.
- **What to do:** You must decline the offer from the consultant and ask the client whether the consultant contacted you on his initiative or not; if so, you must let the client know that this is not acceptable at Atos and that you are not allowed to pay such upfront commission to secure a contract. You must inform your manager and Compliance Officer.

# Interactions with public officials

The term "public official" refers to a wide range of people in the context of anticorruption laws. A public official is any person who is employed or is acting in an official capacity for a government entity or public international organization, or any department or agency of such an entity or organization.

This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, civil servants, and judges, as well as candidates for such offices (e.g. political party officials). It includes persons who perform public functions such as professionals working for public agencies and authorities, or public international organizations, such as the UN or World Bank. A public official may also refer to senior executives, officers or employees of a state-owned or state-controlled companies. This definition includes relatives and close friends of public officials.

For any question as to whether a person (e.g., potential or current business partner or supplier) is considered a public official, employees may consult with the Compliance department.

Interactions with public officials are traditionally considered as an area where corruption and influence peddling activities are more likely to occur because of these persons' potential

influence over official actions. Moreover, many countries have specific laws addressing interactions with persons holding public functions (e.g. for example regarding gifts and invitations). Hence, all Atos employees must take particular care and apply enhanced monitoring in all dealings with public officials. Atos employees must be cognizant of the risks attached to interactions with public officials or their close relatives and seek guidance from Compliance.

Furthermore, no Atos employee may make or authorize a political contribution to a public official or a political party, whether in cash or in kind, by or on behalf of the Atos Group. Hence, prohibited transactions include but are not limited to financial donations made to a political party or campaign on behalf of the Atos Group, and the use of Atos facilities or equipment for a political campaign or activities. Please refer to the Donations and Sponsorship paragraph for more information.

# Gifts and Invitations

A gift can be money, items, loans, services, employment positions or other kind of benefit given without expectation of consideration or value in return. An invitation is a benefit, for example meals, entertainment such as tickets to cultural, social or sports events, payment of travel or lodging expenses.

Providing and receiving gifts and invitations is a commonly accepted business practice. In some cases, however, these contributions either provided or received could be interpreted as a way of influencing a decision or result, and may constitute an act of corruption. Gifts and invitations that are not related to professional activities, and/or do not comply with Atos standards and local regulations, and/or that may be interpreted as a way of influencing a decision or result are prohibited.

All Atos employees must be alert to the potential for gifts or invitations to be interpreted as having undue influence, and be careful to avoid this, and ensure that gifts or invitations either provided or received:

1. comply with Atos standards and applicable local regulations. In particular: conditional gifts (where there is something expected in return), solicited gifts, gifts in cash or cash equivalent, are prohibited.
2. are reasonable, so as not to be seen as an attempt to gain influence. The value of the gift shall remain equal or below the thresholds, which have been defined by Compliance at an appropriate level depending on the country. Above this value, they may be authorized only subject to line management's approval. Multiple gifts of small value to the same recipient should be avoided as this may also be seen as an attempt to gain influence.

3. are sent to or from a person's business address only.
4. are entered into the Gift & Invitation Tool, for tracking and managerial validation.
5. would not be embarrassing for the employee or for the Group were the gift or invitation to be publicly disclosed (for example in the media).

In case of unexpected gifts or invitations already received, employees are required to check with their line manager whether the gift shall be kept, shared, or returned.

There are enhanced rules relating to the Olympic Games and the sponsoring of events. Atos sponsorship events gifts or invitations offered by employees, board members or representatives of Atos must be validated by the Group Chief Compliance Officer.

## Scenarios and recommendations on how to behave

- **Scenario 1:** A consulting firm, which has contacted you several times in the context of prospecting campaigns, invites you to a full-day event organized in one of the most luxury places of the city where you live. Looking at the agenda of the day, you find out that it is mostly entertainment and networking and that there is no business presentation.
- **What to do:** Log the invitation in Gift & Invitation Tool to ensure there is a record of the invitation and decision made and discuss it with your manager. In deciding whether to approve it your manager will need to consider the value of the invitation, and if it might be seen as influencing any upcoming decisions. The fact that the day involves no business content is more likely to lead to the invitation being declined.
- **Scenario 2:** As part of your activity, you often use the services of a supplier (e.g. event agency, hotel..), who wants to reward you for your loyalty. As a thank you, they offer free service (e.g. organization of an event, stay in a hotel, invitation to an event such as a networking event in the form of a golf or entertainment day for instance...) for your personal benefit.
- **What to do:** If the gift is for your personal benefit, meaning it has no link with your professional activities within Atos (such as a free stay in a hotel for vacations), it could create the appearance of a conflict of interest if you accept it. Therefore, you should politely decline the offer. If the gift is business related, like a personal invitation to a business or networking event organized by the supplier, you should log the invitation in Gift & Invitation Tool to ensure there is a record of the invitation and decision made and discuss it with your manager. In deciding whether to approve it your manager will need to consider the value of the invitation, and if it might be seen as influencing any upcoming decisions. If the invitation does not involve business content, it is more likely to lead to the invitation being declined.
- **Scenario 3:** A close friend of a public official makes you understand that he could help Atos to obtain a public authorization required to complete a deal or operate in a country, if you provide him with a ticket for the Olympic Games.
- **What to do:** You should politely refuse this request and explain that it is against the Group's policies to provide conditional gifts. You should inform your manager and Compliance Officer about this request from a close friend of a public official.

# Facilitation payments

A facilitation payment is a small payment or gift, also called a "facilitating", "speed" or "grease" payment made to a public official in order to perform or expedite administrative procedures, which should be obtained through regular legal means.

Facilitation payments are a form of bribery and therefore are not allowed or tolerated by Atos. In exceptional circumstances, employees may find themselves in emergency situations where their personal security or safety may be threatened. If this occurs and that the obstacle can be removed, and

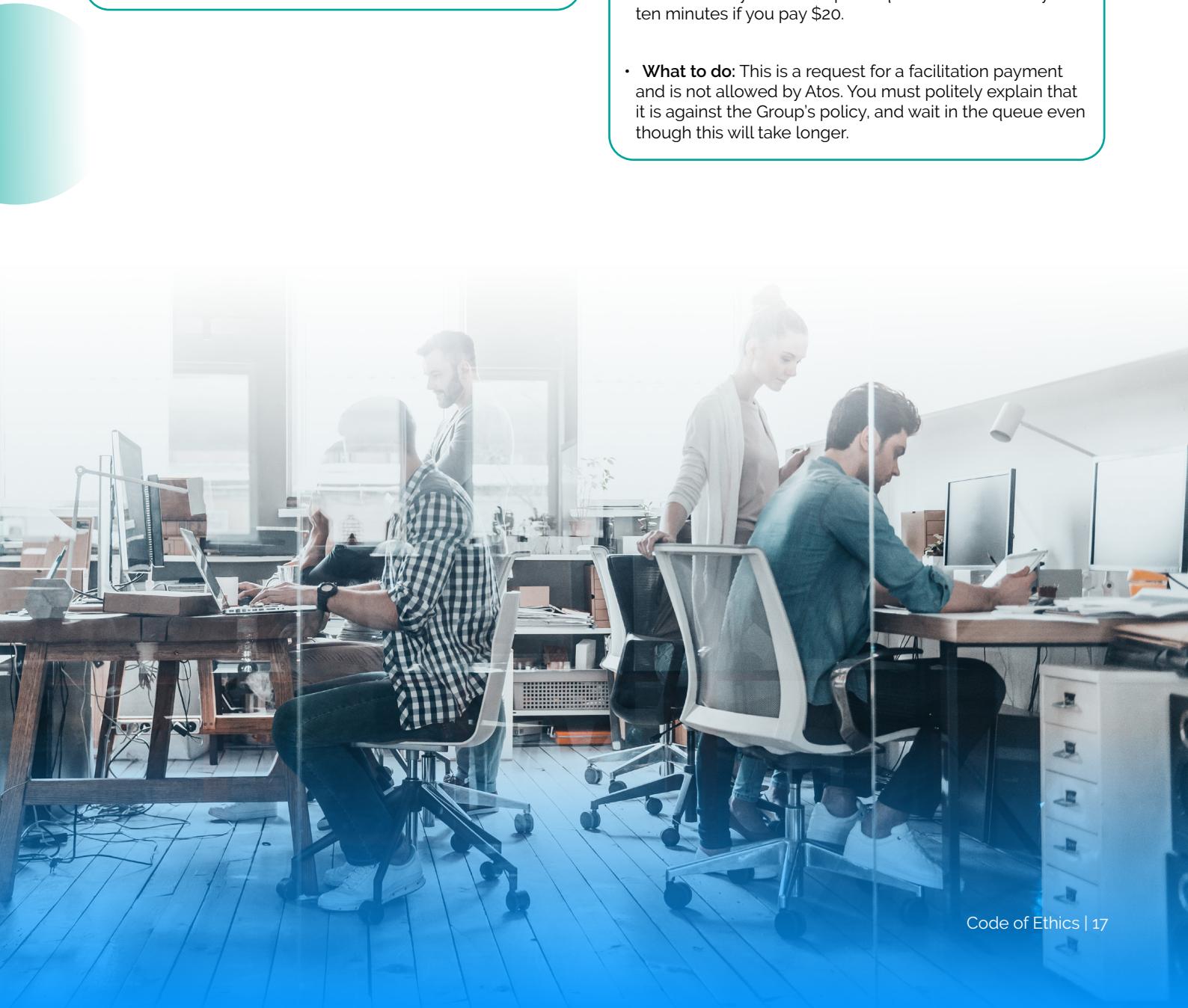
the threat alleviated by a payment to a public official, such payment can be made. Such payment should however be notified by the employee to his/her manager once he/she is in a safe location and record must be kept of the details which caused the payment to be made.

## Typical examples of prohibited behaviors

- Paying small amounts to speed up the obtaining of a license or a permit to which the potential payer is entitled;
- Offering gifts to customs agents to speed up regular clearance of customs duties.

## Scenario and recommendations on how to behave

- **Scenario:** You are traveling on business and waiting to go through passport control. There is a very long queue, and you are in a hurry. An official approaches you and explains that the queue will take four hours but that he would be able to show you to an express queue which will only take ten minutes if you pay \$20.
- **What to do:** This is a request for a facilitation payment and is not allowed by Atos. You must politely explain that it is against the Group's policy, and wait in the queue even though this will take longer.



# Donations and sponsorship

Donations are payments in cash or kind made for the benefit of society, for charitable, education, social or other similar causes. Such payments are made without demand or expectation of return.

Sponsorships are transactions where Atos makes a payment in cash or in kind to associate its name with an activity, event or other organization, and receives in consideration for such payment, rights and benefits such as the use of the sponsored organization's name, advertising credits in media, events and publications, use of facilities and opportunities to promote its name, products or services

Donations and sponsorships are part of Atos's commitment to contribute positively to society and reflect its identity as a responsible corporate citizen, as stated in the Sense of Purpose ("Raison d'Être").

Nevertheless, such donations must be carefully managed. Particular care must be taken to ensure that the risk of corruption is avoided in relation to donations or sponsorships. Part of the decision to sponsor or donate to a cause is to:

- ensure that the entity being sponsored by Atos has also in place a strong governance to ensure Atos is not unwillingly dragged into corruption cases due to the actions of the sponsored organization,
- ensure that any potential links between the organization and potential decision makers are clearly understood to avoid unethical actions or decisions.

Atos procedures relating to sponsorships and charitable donations should always be carefully followed.

The following donations and sponsorships are prohibited:

- donations or sponsorships for political purposes,
- donations for religious purposes,
- donations to individuals or organizations which would damage Atos's reputation.

## Typical examples of prohibited behaviors

- Sponsoring an arts center where a possible customer is active to influence the customer's decision to choose Atos
- Contributing to an educational charity where the charity's recipients are related a potential customer.

## Scenario and recommendations on how to behave

- **Scenario:** In the context of a bid, one of the decision-makers on the client side tells you that if you sponsor the charity founded by his wife, he will make sure that the deal will be awarded to Atos.
- **What to do:** In this scenario there is a direct link between the sponsored charity and the decisions maker at the client. It is a form of corruption which is not tolerated by Atos and therefore you must refuse this request. You should also inform your line manager and Compliance Officer.

# Lobbying

Lobbying refers to activities aimed at influencing laws, regulations, standards or public decisions in order to favor the interests, generally of economic nature, of an organization. Atos, as a corporate citizen, takes the opportunity to discuss with law and decision makers and participate in the public affairs. Nevertheless, this activity has to be done transparently.

To enable Atos to comply with transparency reporting requirements under local laws, all employees involved in lobbying activities must disclose this activity to Public Affairs if applicable or Compliance.

All lobbying activities in the name of Atos must be carried out in accordance with local laws, in particular with respect of such disclosing requirements aimed at ensuring transparency.

# Whistleblowing system

The Atos whistleblowing system is available for Atos employees and third parties to use if they have any concerns that a law, regulation, one of the principles set out in this Code of Ethics has been or is about to be breached, or in the event of a threat or serious prejudice to the general interest of the Group, which is the case about corruption in Atos.

Further information about the Whistleblowing system, the specific protection given to Whistleblowers, confidentiality, data protection and how to raise an alert are explained in the main section of the Atos Code of Ethics, as well as in the Group Alert System Procedure.

Atos has a zero-tolerance approach to corruption. Therefore, in the event that corruption or influence peddling is identified following an internal investigation, disciplinary sanctions, including dismissal, may be taken against employees, in accordance with disciplinary policies as set forth in the internal rules, where applicable, and local law. Atos may also cease to trade with business partners and other third parties where there are findings of corruption

# About Atos

Atos is a global leader in digital transformation with 109,000 employees and annual revenue of € 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.

Find out more about us

[atos.net](http://atos.net)

[atos.net/career](http://atos.net/career)

Let's start a discussion together

