4.3 Compensation and stock ownership of Company officers

4.3.1 Compensation policy for the Company officers

4.3.1.1 General principles of the Company officers' compensation

4.3.1.1.1 Setting, amending and implementing the compensation policy

Setting the compensation policy

The compensation policy for the Company officers is set by the Board of Directors, upon the proposal of the Remuneration Committee, and submitted to the vote of the General Meeting.

The role and missions of the Remuneration Committee in the context of setting, amending and implementing the compensation policy are stated in the Internal Rules of the Board of Directors (cf. section 4.2.4.5).

The Board of Directors defines the elements of analysis that it wishes the Remuneration Committee to provide in support of its recommendations and determines the time horizon to be considered to set the Company executives' compensation.

The principles governing the determination of the compensation of the Company officers are established in the framework of the AFEP-MEDEF Code to which the Company refers.

In particular, the compensation must aim to promote the performance and competitiveness of the Company, to ensure its growth and the sustainable value creation for its shareholders, its employees and all its stakeholders.

Thus, the Remuneration Committee ensures the competitiveness of the Company executive officers' compensation, through regular compensation surveys, and recommends a compensation structure that respects the corporate interest, by ensuring that no element represents a disproportionate share of the global compensation. The compensation elements thus defined are justified and assessed in a consistent way with the compensation components for the managers and employees of the Group.

In compliance with the corporate interest, the Company executive officers' global compensation structure is designed according to a "pay-for-performance" approach, focusing on a significant variable part over annual and multiannual terms.

The variable compensation is subject to the achievement of precise, demanding and measurable objectives which are closely linked to the Group's objectives, as regularly disclosed to the shareholders, and linked to the Company's extra-financial strategy. No minimum payment is guaranteed and, in the event of outperformance, the variable compensation due or awarded is capped.

The approach adopted in terms of compensation structure provides the Company executive officer with a transparent, competitive and motivating framework for achieving the Group's ambitions, and allows the Company to be committed only to a limited part of the overall compensation if the Company's performance, in the short or medium term, turns out to be unsatisfactory.

The compensation policy thus contributes to the strategy and sustainability of the Company while respecting the corporate interest.

Amending the compensation policy

The compensation policy is reviewed periodically, especially to assess its effectiveness. During this review, the Remuneration Committee shall consider changes in the Company employees' wages and employment conditions prior to formulating its recommendations and proposals to the Board of Directors.

The compensation policy for Company's officers can also be reassessed each year by the Board of Directors. To this end, it regularly uses studies from comparable companies or legal opinions possibly prepared by third parties, in accordance with the Board's Internal Rules which authorize it. This practice helps preventing conflicts of interest that could possibly arise in the context of the preparation of meetings of the Remuneration Committee and of the Board of Directors.

The last reassessment of the compensation policy for Company executive officers was carried out in October 2024, on the recommendation of the Remuneration Committee, taking into account changes in governance, including the combining of the roles of Chairman of the Board of Directors and Chief Executive Officer with effect from February 1, 2025, and the need to take into account the Group's current context and align the compensation policy for executive corporate officers with the Group's strategy.

Implementing the compensation policy

The compensation policy is implemented by the Board of Directors in accordance with the resolutions adopted by the General Meeting. On the recommendation of the Remuneration Committee, the Board of Directors sets beforehand the objectives of each performance indicator on which the variable compensation of the Company executive officers is based and defines the elasticity curves accelerating the amount of the variable compensation due upwards and downwards to get on track towards achieving the Group's mid-term targets.

4.3.1.1.2 Methodology for assessing performance criteria

The performance criteria set for the annual variable compensation and the long-term multiannual compensation are relevant, in line with the strategic objectives and predominantly quantifiable. The variable compensation is based on financial or non-financial criteria, including CSR related criteria, the achievement of which may be externally audited in the context of the publication of the Universal Registration Document or in the context of publications by external organizations as well as objectively predefined qualitative criteria.

4.3.1.1.3 Handling conflicts of interest

The Company complies with the conditions set out in the AFEP-MEDEF Code relating to the management of conflicts of interest. In particular, the Lead Independent Director is responsible for preventing and managing conflicts of interest, by bringing to the attention of the Board of Directors any conflicts of interest he or she may have identified or which may have been brought to his or her attention.

The Charter of the Atos Board of Directors sets out the duties and obligations of Directors, which also aim to prevent any conflict of interest in the performance of their duties (cf. sections 4.2.3.8 and 4.2.3.9). In particular, it provides that the corporate officers and Directors must make every effort to avoid any conflict that may exist between their moral and material interests and those of the Company. Without prejudice to the prior authorization and control formalities required by law and the Articles of Association, he or she must inform the Chairman of any conflict of interest, even potential, in which he or she may be directly or indirectly involved. In cases where he or she cannot avoid finding himself/herself in a conflict of interest, he or she shall abstain from participating in discussions and any decision on the matters concerned. The Chairman may ask him/her not to attend the deliberations. The Chairman of the Board of Directors, pursuant to the Board's Internal Rules, shall arbitrate any conflict of interest that may concern a Director, in conjunction with the Lead Independent Director.

In the event of a governance or ethical issue concerning the executive corporate officer, which could concern, in particular, his/her compensation, which deserves an in-depth examination, the Company may seek the opinion of a College of Ethics (*Collège des Déontologues*) with members from outside the Company. This College is composed of two honorary judges and a law professor acting independently, and may be consulted, in accordance with its charter, by the Chairman of the Board of Directors or the General Secretary on governance, compliance and ethics issues. A report from the College of Ethics would then be presented to the Company's Board of Directors. In addition, the Company's Board of Directors ensures that the number of independent Directors on its Board of Directors is sufficient, in particular with regard to the AFEP-MEDEF Code.

4.3.1.1.4 Modification of the compensation policy

The compensation policies applicable to the Directors and the Chairman of the Board of Directors for 2024, voted by the Annual General Meeting held on January 31, 2025 under the 24th and 25th resolutions, were approved, respectively, by 88.27% and 99.50% of the shareholders' votes.

At its meetings on December 21, 2024 and March 27, 2025, the Board of Directors decided, on the recommendation of the Remuneration Committee, to submit to the next Annual General Meeting called to approve the financial statements for the year ended December 31, 2024, scheduled for June 13, 2025, a modification to the compensation policy applicable to Directors for 2025 in order, among other things:

- to reduce this envelope to 1,000,000 euros for the 2025 financial year and subsequent years until otherwise decided;
- to review the rules for allocating the envelope for Directors' remuneration;

All the proposed modifications are detailed precisely and exhaustively in the following sections (see section 4.3.1.2 for the Directors' compensation policy).

The Annual General Meeting held on January 31, 2025 also approved the compensation policies applicable to the Chief Executive Officer for 2024 (26th resolution) and the Chairman and Chief Executive Officer for 2025 (27th resolution), respectively by 93.64% and 92.49% of the shareholders' votes.

4.3.1.1.5 Derogation

In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, in the event of exceptional circumstances, the Board of Directors, on the recommendation of the Remuneration Committee, may depart from the compensation policy when such departure is temporary, consistent with the Company's corporate interest and necessary to ensure the Company's long-term survival or viability.

Exceptional circumstances may arise in particular from a change, or even a substantial change, in the economy, the Group's market conditions or the competitive environment, a significant change in the Group's scope of consolidation such as a transforming operation (merger, disposal, etc.), the acquisition or creation of a significant new activity or the elimination of a significant activity, or a change in accounting methods/standards.

In this context, the Board of Directors may, on the recommendation of the Remuneration Committee, adjust the performance criteria and conditions for annual variable and multi-year compensation, it being specified that the ceilings for such compensation may not be changed under any circumstances.

These adjustments will be duly justified and strictly implemented. Such compensation will be submitted to the *ex post* vote of the General Meeting and may only be paid if the latter votes in favor. These modifications must necessarily maintain the alignment of the interests of the shareholders and the beneficiaries. It would be reported in detail by the Board of Directors to the shareholders.

4.3.1.1.6 Compensation policy for the newly appointed Company officers

If a new Chairman and Chief Executive Officer, a Chief Executive Officer or a Deputy Chief Executive Officer is appointed, the compensation policy applicable to the current Chairman and Chief Executive Officer will be applied.

If a new Director is appointed, the compensation policy applicable to current Directors will be applied.

However, the Board of Directors, on the proposal of the Remuneration Committee, may take into account specific situations and responsibilities with respect to each company officer in defining the components of his/her remuneration policy.

For any other appointment, the Board of Directors, on the proposal of the Remuneration Committee, will take into account the particular situation of the person concerned and the responsibilities attached to his or her function.

In the event of external hiring of a new executive corporate officer, the Board of Directors may decide to grant an amount (in cash or in equity instruments) in order to compensate for the loss to the new hire related to the departure from his/her former position, possibly subject to a reimbursement clause notably in the event of early departure. In all cases, the payment of such compensation will be conditioned on the approval by the General Meeting in accordance with Article L. 22-10-34 of the French Commercial Code.

4.3.1.2 Compensation policy for the Directors

4.3.1.2.1 General principles and term of office

Directors' term of office is three years, subject to the statutory provisions concerning age limit and implementation of the renewal by thirds each year of the Directors which can justify terms of office of one or two years. Directors' term of office may be renewed subject to the same provisions.

Employee Directors' term of office is three years, renewable once. The term of office of the Directors representing the employee shareholders is three years.

Directors may be dismissed at any time by the General Meeting. However, Employee Directors may be dismissed in case of wilful misconduct while performing their mandate. The term of office of an Employee Director ends automatically by anticipation in case of termination of his/her employment agreement or in case his/her employer ceases to be an Atos affiliate.

The employment agreements of certain Directors may be terminated in accordance with applicable provisions of French labor law (resignation, contractual termination or dismissal or any other equivalent measure) by complying with notice periods and indemnification rules set by the French Labor Code and the collective agreements.

Censors are appointed for a term of one year, expiring at the close of the ordinary general meeting called to approve the financial statements for the previous year and held in the year in which the censor's term of office expires. Censors may be re-elected twice.

4.3.1.2.2 Applicable compensation policy

For the 2024 financial year

In accordance with the 23rd resolution voted by the shareholders at the Annual General Meeting held on January 31, 2025, **the annual envelope** of Directors' compensation was set at €1,400,000 for financial year 2024. This envelope, previously set at €800,000, was increased at this Meeting in order to:

- for the years 2024, 2025 and until otherwise decided, to include in this envelope an additional remuneration to the Vice-Chairman of the Board of Directors appointed on October 14, 2023, amounting to €125,000, to take account of the increased responsibilities and workload associated with this position; and
- for the 2024 financial year, to take into account the context of major strategic transformation and increased challenges facing the Group, combined with an intensification of the role of Directors, exceptional commitment on their part and a consequent increase in the number of meetings of the Board and its committees (121 instances held in 2024).

The **compensation policy** applicable to Directors for 2024 was approved by the Annual General Meeting held on January 31, 2025 in its 24th resolution. Under this policy, it was decided:

- to increase the total annual compensation of Directors, currently set at €800,000, to €1,400,000, as proposed to the Annual General Meeting under the 23rd resolution referred to above;
- to grant to the Vice-Chairman a gross annual fixed compensation of €125,000, in addition to his Director fees;
- to renew for 2024 the rules of allocation among the members of the Board of Directors used in 2023, with the exception of the compensation allocated to the Vice-Chairman as specified above.

The **rules for allocating** Directors' global compensation are set by the Board of Directors, based on a proposal from the Remuneration Committee. For the 2024 fiscal year, 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 Vice-Chairman, in the event that the Board of Directors decides to appoint one among its members, receives an additional fixed compensation of €125,000 per year;
  - 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;
- Directors are reimbursed of expenses incurred as part of their mandate, in particular, travel and accommodation.

Directors do not receive any other kind of remuneration than those mentioned above. In particular, no Director receives any compensation for any mandate held in Group companies other than Atos SE, save for the Employee Directors or the Director representing the employee shareholders. In fact, these persons receive a salary from the relevant Company subsidiary by virtue of their employment agreement, which is not related to the performance of their mandate as Directors of the Company.

For the 2025 financial year

In respect of the 2025 financial year, the Board of Directors, meeting on December 21, 2024, on the recommendation of the Remuneration Committee, has decided to propose to the Annual General Meeting called to approve the financial statements for the year ended December 31, 2024, scheduled for June 13, 2025, **to reduce the annual envelope of Directors' compensation from 1,400,000 euros to 1,000,000 euros** for fiscal 2025 and subsequent years until otherwise decided, as announced at the Annual General Meeting of January 31, 2025.

Subsequently, at its meeting on March 24, 2025, **the Board reviewed the compensation policy for Directors**, on the recommendation of the Remuneration Committee. Having noted, on the basis of a benchmark, that the variable part of Directors' compensation, based on Board and Committee attendance, was lower than the average and median compensation of Directors in comparable industrial companies, the Board decided that it was desirable to modify the Directors' compensation policy in order to continue to attract the best talent. In this context, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to propose to the Annual General Meeting called to approve the financial statements for the year ended December 31, 2024, scheduled for June 13, 2025, **to modify the rules for allocating Directors' global compensation** in accordance with the following principles:

- for the Board of Directors:
  - maintaining a fixed annual compensation of **€20,000** per Director (*unchanged from 2024*);
  - maintaining an additional fixed annual compensation of **€20,000** for the Lead Independent Director, in the event that the Board of Directors decides to appoint one among its members (*unchanged from 2024*);
  - reducing the additional fixed annual compensation of the Vice-Chairman from €125,000 to **€100,000**, in the event that the Board of Directors decides to appoint one of its members as Vice-Chairman;
  - increasing the Directors' variable compensation from €2,500 to **€3,500** for fiscal 2025 per meeting attended;
- for the Committees, the compensation depends on the attendance to the meetings:
  - Chair of the Audit Committee: an increase in variable compensation from €3,000 to **€6,000** per meeting attended,
  - Chairs of the other Committees: an increase in variable compensation from €2,000 to **€5,000** per meeting attended,
  - Members of the Committees (excluding the Chairman): an increase in variable compensation from €1,000 to **€3,000** per meeting attended by each member.

At its meeting on March 6, 2025, the Board of Directors, acting on the recommendation of the Remuneration Committee, also decided to propose to shareholders at the Annual General Meeting that compensation be paid to the censors of the Board of Directors, in accordance with the provisions of the Articles of Association and Internal Rules, and that the censor(s) receive 50% of the amounts relating to the above-mentioned compensation rules.

The following rules remain fully applicable:

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

Directors do not receive any other kind of remuneration than those mentioned above. In particular, no Director receives any compensation for any mandate held in Group companies other than Atos SE, save for the Employee Directors or the Director representing the employee shareholders. In fact, these persons receive a salary from the relevant Company subsidiary by virtue of their employment agreement, which is not related to the performance of their mandate as Directors of the Company.

The Directors' compensation policy for 2025 will be submitted for approval to the Annual General Meeting called to approve the financial statements for the year ending December 31, 2024.

4.3.1.3 Compensation policy for the executive officers

Following the appointment of Philippe Salle as Chairman and Chief Executive Officer with effect from February 1, 2025, the Board of Directors of Atos SE, held on October 14, 2024, decided, on the proposal of the Remuneration Committee, on the elements of the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year. The Board of Directors, meeting on December 21, 2024 and on March 6, 2025, on the recommendation of the Remuneration Committee and the CSR Committee, set the variable annual compensation targets for 2025.

The Annual General Meeting held on January 31, 2025 approved, under the 27th resolution and pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Chairman and Chief Executive Officer for 2025.

This compensation policy applies to the current Chairman and Chief Executive Officer, as well as to any new executive corporate officer appointed (as Chairman and Chief Executive Officer, Chief Executive Officer or Deputy Chief Executive Officer).

The compensation policy does not apply to Jean-Pierre Mustier, in his capacity as Chief Executive Officer from October 14, 2024 to January 31, 2025, as he has informed the Board of Directors of his intention not to receive any compensation in respect of his office as Chief Executive Officer.

It is specified that in his capacity as Chairman of the Board of Directors and Director from October 14, 2024 to January 31, 2025, Philippe Salle has informed the Board of Directors that he does not wish to receive any compensation, either in his capacity as Chairman of the Board of Directors or as a Director.

4.3.1.3.1 General principles and mandate of the executive corporate officers

At its meeting on October 14, 2024, the Board of Directors decided to appoint Philippe Salle as Chairman and Chief Executive Officer with effect from February 1, 2025. The Chairman and Chief Executive Officer may be removed from office at any time by the Board of Directors.

Philippe Salle has no employment contract with the Company or any other Group company.

The compensation policy for corporate officers for 2025 aims to support the implementation of the strategy decided upon, particularly in the context of the Group's refinancing and transformation, to align the long-term interests of executives with those of stakeholders, by:

- offering a transparent, competitive and motivating remuneration package in line with market practices and the Company's economic and financial situation;
- establishing a strong link between short-term and long-term performance and remuneration;
- integrating CSR criteria into short-term variable compensation, including a criterion linked to the Company's climate objectives, as a direct contribution to the Company's corporate social responsibility strategy;
- building loyalty and involving employees in the Company's long-term performance;
- linking part of the Chairman and Chief Executive Officer's compensation to the Group's challenges and strategy.

The structure of total compensation is thus designed according to a "pay-for-performance" approach, favoring a significant variable component associated with annual and multi-year horizons.

In line with the objectives of the compensation policy, the following principles have been adopted by the Board of Directors, on the recommendation of the Remuneration Committee:

What we do	What we do not do
• Preponderance of variable components subject to short- and long-term performance criteria • Transparency and weighting of performance criteria in line with strategic priorities • Predominantly quantifiable criteria and combination of financial and non-financial objectives • Precise, simple and demanding objectives, in line with the Company's communication to the market • Cap on variable compensation in the event of outperformance • Balance between cash compensation and compensation in shares • Requirement to retain a portion of Atos shares acquired or shares resulting from the exercise of stock options for the entire term of office, defined at the time of each grant of share-based compensation • Prohibition on entering into any financial hedging transactions in respect of the shares allocated, throughout the term of office • Potential non-competition indemnity and potential indemnity on taking up office	• No variable compensation when the minimum achievement thresholds by criteria are not reached • No severance pay, i.e. no indemnities or rights due or likely to become due as a result of the termination or change of office of the Company's senior executives • No supplementary compensation related to mandates or functions held in Group subsidiaries • No supplementary pension scheme • No combination of a company office and an employment contract

Accordingly, the total compensation package proposed by the Board and approved by the shareholders comprises cash compensation, including a fixed and a variable component subject to performance conditions, a multi-year variable incentive compensation in shares subject to a performance condition, and an exceptional compensation conditional on the early refinancing of Atos' debt, under the conditions described below.

Target compensation structure 2025

The proposed compensation, in line with the above principles, is balanced, taking into account the appointment of the new Chairman and Chief Executive Officer and the review of his total compensation package, with 80% of target compensation subject to performance conditions. The target annual variable compensation is maintained at 100% of the fixed compensation, and the annualized multi-year variable compensation in shares [1] corresponds to 131% of the Chairman and Chief Executive Officer's maximum total gross compensation (i.e., €3 million), so that it does not represent a disproportionate share of it.

The compensation structure, and in particular the split between short and long-term, is aligned with the current difficult context, its time horizon and the importance of safeguarding the Group's interests, involving the new Chairman and Chief Executive Officer in long-term performance, guaranteeing alignment with corporate and stakeholder interests.

In setting the target structure of total compensation and the level of its components, the Remuneration Committee's recommendations take into account Atos' specific situation and the need to guarantee the continuity of the Group's activities while pursuing its transformation strategy.

1) *Annualized grant, representing a total market value of 3,937,500 euros (see section "Multi-year variable compensation in shares for 2025" for further details).*

4.3.1.3.2 Compensation of the Chairman and Chief Executive Officer for 2025

Fixed annual compensation for 2025

The fixed compensation of the Chairman and Chief Executive Officer is designed to recognize the importance and complexity of his responsibilities, and is also correlated to the experience, career path and particular circumstances of the Chairman and Chief Executive Officer.

Applying these principles, and taking into account Philippe Salle's extensive experience in similar high-level positions, as well as his strategic leadership and operational expertise in several sectors, the Board of Directors, on the recommendation of the Remuneration Committee, has decided to propose to the Annual General Meeting, in accordance with Article L. 22-10-8 of the French Commercial Code, to set Philippe Salle's gross annual fixed compensation at €1,200,000 for fiscal year 2025, in respect of his term of office as Chairman and Chief Executive Officer. The fixed compensation will be paid in proportion to the time spent as Chairman and Chief Executive Officer.

This decision reflects the exceptional challenges currently facing the Atos group, and the essential leadership required to navigate this complex environment, particularly in the role of Chairman and Chief Executive Officer. In its decision, the Board took into account Philippe Salle's extensive experience in similar high-level positions, as well as his strategic leadership and operational expertise in several sectors, including the technology sector, and his financial expertise, which are essential to meet the Group's strategic needs following the implementation of the restructuring operations. These criteria for the profile of a new Chairman and Chief Executive Officer were identified as determining factors in the work of the Nomination and Governance Committee in charge of the succession plan, as was the need to entrust this responsibility to an experienced leader, who has demonstrated in his previous positions a set of skills that can enable Atos to project itself into the future.

The fixed remuneration also takes into consideration the need to attract, motivate and retain a high-caliber executive, taking into account the need to safeguard the Group's activities and meet current challenges, and to take into account the exceptional conditions and circumstances surrounding the recruitment and appointment of Mr. Philippe Salle as Chairman and Chief Executive Officer.

Variable annual compensation for 2025

General principles of variable annual compensation

The Board of Directors, on the recommendation of the Remuneration Committee, decided to fix an annual variable compensation which is conditional and aims to encourage the Chairman and Chief Executive Officer to reach the annual performance objectives set by the Board of Directors in close connection with the Group's strategy and challenges as regularly disclosed to the shareholders, in accordance with the following general principles.

The annual variable compensation is based on predefined readable and demanding performance criteria, predominantly quantitative, with financial and non-financial criteria. 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.

For 2025, the objectives related to each of the selected performance criteria and the resulting review are set by the Board of Directors on an annual basis. For each performance indicator, the Board of Directors sets:

- a target objective, 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 150% of the on-target amount in the case of outperformance;
- 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. The extra-financial targets that would be set on a qualitative basis are predefined by the Board of Directors in an objective manner such that assessment of their achievement is undisputable.

In addition, the Board of Directors may exercise its discretion in determining the executive officers' 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 executive officers' performance and that of the Group. This adjustment would be made to the executive officer's variable annual compensation by the Board of Directors on the recommendation of the Remuneration Committee, subject to the cap of 150% 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, II of the French Commercial Code, the payment of the variable compensation to the Chairman and Chief Executive Officer due for a year is subject to the vote of the Annual General Meeting approving the financial statements for the year ended.

Variable annual compensation for 2025

At its meeting on October 14, 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee, to set the annual variable portion of the Chairman and Chief Executive Officer's compensation on the basis of targets, with a target set at 100% of the fixed compensation of €1,200,000 (i.e. a target annual variable compensation of €1,200,000) for the full year, with a maximum payment limited to 150% of the target annual variable compensation in the event of outperformance (i.e. a maximum annual variable compensation of €1,800,000) and no minimum payment, so that the maximum amount of his fixed and variable compensation would be €3,000,000 in 2025.

The cap on the annual variable portion of compensation is set at 150% of his fixed compensation, in the same way as the Chief Executive Officer's compensation policy for 2024. The proposed cap on the annual variable portion, which is aligned with current market practices both in the French market and in the technology industry, reflects the need to achieve exceptional results and performance in order to preserve the Company and implement the strategy.

On the recommendation of the Remuneration Committee and the CSR Committee, the Board of Directors has decided that the annual variable remuneration for 2025 will be based on financial and non-financial criteria as follows:

- 30% based on the evolution of the Group operating margin;
- 30% based on the Group net change in cash;
- 20% based on the execution of the transformation plan, subject to KPIs which have been defined by the Board for each stream of the plan and which are measurable and monitored accordingly by the Board of Directors;
- 20% based on corporate social responsibility objectives, including:
  - a 10% criterion linked to the Group's climate objectives, i.e., reduction in all carbon emissions (scopes 1, 2 and 3) by 2025 compared with the 2019 baseline; and
  - a 10% criterion linked to the retention of key people.

The objectives underlying this variable compensation, as determined annually by the Board of Directors, are deemed relevant and demanding in view of the current context and the Group's financial and strategic challenges.

In the current context, where the objective is to ensure the long-term viability of the Company, in the interests of employees, customers and shareholders, the Board of Directors has proposed to retain two non-financial and quantifiable indicators for the 2025 compensation policy, on the one hand, reduction in all carbon emissions (scopes 1, 2 and 3) by 2025 compared with the 2019 baseline, and, on the other, the Group's human capital policy (retention of key people). Key people are those identified as top talents, high-level scientists, critical leaders or holders of key technical certifications.

Achievement rates recorded by the Board of Directors at the end of the reporting period will be communicated in the Universal Registration Document for fiscal year 2025.

If the Chairman and Chief Executive Officer leaves the Group during the year, the amount of the variable part of his remuneration for the year will be calculated pro rata to his time with the Group during the period concerned.

At the beginning of the year, the Board of Directors, on the recommendation of the Remuneration Committee, defines the elasticity curves enabling the amount of variable remuneration due to be accelerated upwards or downwards, depending on the level of achievement of each objective.

Payment of this compensation is subject to approval by the Annual General Meeting of Shareholders, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Multi-year variable compensation in shares for 2025

On the recommendation of the Remuneration Committee, the Board of Directors has decided to propose the introduction of a new system of conditional long-term variable compensation in the form of a free allocation of Company performance shares, with the number of shares definitively allocated depending on share price performance over a four-year period ending December 31, 2028.

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

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

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

In addition, the performance criterion linked to annualized growth in the share price was considered **particularly demanding**, in particular for the following reasons:

- This performance criterion has been set taking into account other recent corporate restructurings.
- At a share price of €0.0037 [1], the Company's market capitalization stands at around €750 million. Thus, doubling this reference value, the threshold below which no performance shares would vest, would imply creating €750 million of additional value, an ambitious objective given the operating context and challenges facing the Company.

1) It should be specified that as of today, the share price is significantly lower than the reference value, which implies a corresponding increase in the market value.

- Finally, the recent volatility of Atos SE's share price has undoubtedly been accentuated by the fact that the market has taken into account the capital increases carried out under the Company's accelerated safeguard plan and by a quotation value of €0.0001 which automatically accentuates daily variations in the share price. These two factors contribute to the image of excessive volatility, which should be mitigated notably by the reverse stock split to be implemented by the Company.
- In this context, the Board of Directors, on the recommendation of the Remuneration Committee, considered that the criterion linked to annualized growth in the share price, under the conditions described below, is particularly demanding.

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

Multi-year variable compensation in shares for 2025 is described in greater detail below:

- The compensation will take the form of a free allocation of performance shares, subject to a condition of continuous presence at each Vesting Date (as defined below), and a performance condition linked to the increase of Atos SE's share price over a four-year period (the "Performance Share Award").
- The Performance Share Award will entitle the Chairman and Chief Executive Officer to a number of shares (the "Total Allocated Shares") calculated to represent a value of €15.75 million based on the subscription price of the Rights Issue implemented in the context of the accelerated safeguard plan of Atos, i.e., €0.0037 (the "Initial Share Price").
- The Performance Share Award will vest (upon which the relevant number of shares will be issued or transferred to the Chairman and Chief Executive Officer) as to a maximum of 33.33% of the Total Allocated Shares on December 31, 2026 (1st vesting date), 33.33% of the Total Allocated Shares on December 31, 2027 (2nd vesting date), and 33.34 % of the Total Allocated Shares on December 31, 2028 (3rd vesting date) (in each case, a "Vesting Date").
- In order for the Chairman and Chief Executive Officer to have 100% of the Total Allocated Shares on December 31, 2028, the share price at that date shall be equal to at least four times the Initial Share Price. The vesting and performance conditions are as follows:
  - On each Vesting Date, if the share price (based on the volume weighted average over the previous three months) is below double the Initial Share Price, no shares will vest. If the share price is double the Initial Share Price, 68% of the shares in that tranche will vest. If the share price is three times the Initial Share Price, 80% of the shares in that tranche will vest. If the share price is four times (or more times) the Initial Share Price, 100% of the shares in that tranche will vest.
  - Where the share price on a Vesting Date is between double, three and four times the Initial Share Price, the number of shares in the relevant tranche which vest will be determined on a straight-line basis between 68%, 80% and 100%.
  - Pursuant to a catch-up mechanism, to the extent the first two tranches of the Performance Share Award do not vest to the maximum extent, the unvested portion of shares may vest at the second and third Vesting Dates, provided that, for the second Vesting Date, the share price has increased compared to the first Vesting Date and the above vesting and performance conditions have been reached at the second Vesting Date, and, for the third Vesting Date, the share price has increased compared to the first and/or the second Vesting Date and the above vesting and performance conditions have been reached at the third Vesting Date.
  - In the event that, during the vesting period, Atos undertakes financial transactions that have an impact on its share capital (and in particular, as this may be the case as a result of a post-closing reverse share split and/or a potential further share capital reduction to address penny stock), the Board of Directors will carry out adjustments in order to preserve the allocated shares in compliance with applicable laws and regulations or, as the case may be, in accordance with common contractual provisions applicable in the context of specific financial transactions providing for other adjustment cases.
  - The Board of Directors, on the recommendation of the Remuneration Committee and, if necessary, could modify the above performance condition in the case of occurrence of unpredictable and special circumstances which justify it, provided that the performance condition remains demanding and in line with the Group's objectives, and the other elements (presence condition, vesting period and holding obligation) remain applicable.
- All the shares acquired under this arrangement, regardless of an earlier Vesting Date, are required to be held through December 31, 2030 (the "Release Date") and cannot be sold until such Release Date. In addition, 30% of the shares must be held in the nominative form and may not be sold until the later of the Release Date and the date the Chairman and Chief Executive Officer ceases to hold this office.
- The Performance Share Award is subject to a condition of continuous presence at each Vesting Date as Chairman and Chief Executive Officer. If his term of office as Chairman and Chief Executive Officer ceases, he will retain any shares he has acquired pursuant to the Performance Share Award, but the award will lapse and no further shares will vest.
- There is no guaranteed minimum in terms of vested shares or gain.

- At the time of grant decision, the Chairman and Chief Executive Officer will be 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 Chairman and Chief Executive Officer will not be granted other equity-based compensation until December 31, 2028. The Performance Share Award is therefore capped at the number of Total Allocated Shares on the grant date.
- Therefore, on an annualized basis, the allocation represents a total market value of €3,937,500, corresponding to 131% of the Chairman and Chief Executive Officer's maximum total gross compensation (i.e., €3 million), so that it does not represent a disproportionate share of it.

Payment of this compensation will be subject to the approval of the Annual General Meeting, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Exceptional compensation

On the recommendation of the Remuneration Committee, the Board of Directors decided to provide for the principle of exceptional compensation for the Chairman and Chief Executive Officer, subject to the early refinancing of Atos' debt.

The Board of Directors considered that this exceptional compensation was appropriate and proportionate, given the very special circumstances and challenges posed by the financing of the Atos group, following its financial restructuring. The criterion set, relating to the early refinancing of Atos' debt before December 31, 2026 or before December 31, 2027, is highly demanding, based on a precise rationale and event, designed to encourage and reward the strategic realization of an early refinancing, which would contribute to accelerating the Group's financial stability and sustainability.

As such, this approach aims to align the interests of the executive with those of the Company and its stakeholders, while reflecting the importance of this refinancing in a context marked by very specific circumstances. It is therefore a strictly conditional remuneration package, commensurate with the unique stakes and responsibilities incumbent on the Chairman and Chief Executive Officer.

If Atos SE were to successfully refinance its debt earlier than its terms (it being specified that the debt refinanced shall include the 1.5 Lien debt [1]), the Chairman and Chief Executive Officer will receive an exceptional compensation as follows:

- if the Atos debt is successfully refinanced (as approved by the Board of Directors) by the end of the 2026 fiscal year, the Chairman and Chief Executive Officer will receive an exceptional compensation equal to three times his gross fixed annual compensation, i.e., €3.6 million; or
- if the Atos debt is successfully refinanced (as approved by the Board of Directors) by the end of the 2027 fiscal year, the Chairman and Chief Executive Officer will receive an exceptional compensation equal to two times his gross fixed annual compensation, i.e., €2.4 million.

Payment of this compensation will be subject to the approval of the Annual General Meeting, in accordance with Article L. 22-10-34, II of the French Commercial Code.

Severance payment

The Chairman and Chief Executive Officer will not benefit from any severance payment.

Non-compete indemnity

The Chairman and Chief Executive Officer will be paid a monthly indemnity equal to one twelfth of his annual gross compensation (fixed plus on-target variable), calculated on the basis of the last twelve months preceding the termination of his duties, for undertaking, upon a period of up to two years from the end of his office, not to hold or exercise, directly or indirectly, any position as an employee, executive or corporate officer, 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 France, Germany, the UK and the US.

No indemnity will be paid once the Chairman and Chief Executive Officer claims his pension rights. In any event, no benefit can be paid over the age of 65.

The Board of Directors may choose to waive the application of the non-compete undertaking.

Other compensation components

Retirement supplement under the supplementary pension scheme

The Chairman and Chief Executive Officer does not benefit from a supplementary pension scheme.

Compensation for a mandate as Director

The Chairman and Chief Executive Officer will not receive any compensation in this capacity.

Benefits in kind

The Chairman and Chief Executive Officer is covered by the health insurance scheme applicable within Atos SE. The Chairman and Chief Executive Officer's travel expenses will be paid by the Company.

Employment contract

In accordance with the recommendations of the AFEP-MEDEF Code, the Chairman and Chief Executive Officer does not have an employment contract.

1) For more details regarding Atos's debt, please refer to the Company's accelerated safeguard plan, available on the Company's website www.atos.net (section Investors, Financial Restructuring)

4.3.2 Elements of the compensation due or awarded for the financial year 2024 to the Company executive officers, and submitted to the shareholders' vote

With the exception of the components of the compensation due or awarded in respect of the 2024 financial year to Mr. Yves Bernaert, Chief Executive Officer until January 14, 2024, which have already been approved [1] at the Annual General Meeting on January 31, 2025 convened to approve the financial statements for the year ended December 31, 2023, the amounts and elements presented below, resulting from the implementation of the compensation policies approved by the Annual General Meeting on January 31, 2025, are subject to shareholder approval at the Annual General Meeting convened to approve the financial statements for the year ended December 31, 2024, scheduled for June 13, 2025, pursuant to Article L. 22-10-34 of the French Commercial Code.

They form an integral part of the report of the Board of Directors on corporate governance.

4.3.2.1 Elements of compensation due or awarded for the financial year 2024 to the members of the Board of Directors (Say on pay ex post)

It should be noted that the compensation policy applicable in 2024 to members of the Board of Directors, set by the Board of Directors on the recommendation of the Remuneration Committee, was approved by the Annual General Meeting on January 31, 2025 under the 23rd and 24th resolutions (approved by 88.33% and 88.27% respectively).

In accordance with the compensation policy applicable in 2024:

- the amount of total annual compensation for Directors, set at €800,000 for 2023, has been increased to €1,400,000 for 2024, in order to take into account the context of major strategic transformation and increased challenges faced by the Group, combined with an intensification of the role of Directors, exceptional commitment on their part and a consequent increase in the number of meetings of the Board and its committees (121 instances held by December 21, 2024);
- the Vice-Chairman of the Board of Directors, appointed on October 14, 2023, in particular receives a fixed compensation of €125,000 for the 2024 financial year, to take account of the increased responsibilities and workload associated with this position;
- the rules governing the allocation of compensation among the members of the Board of Directors remain unchanged in 2024, with the exception of the compensation allocated to the Vice-Chairman as specified above, and are governed by the following principles:
  - *for the Board of Directors*:
    - a fixed annual compensation of €20,000 per Director, plus a variable compensation of €2,500 per meeting attended,
    - the Lead Independent Director, if the Board of Directors decides to appoint one from among its members, receives an additional fixed compensation of €20,000 a year.
  - *for the Committees*, the compensation depends on the attendance to the meetings:
    - a variable compensation of €3,000 per meeting for the Chairman of the Audit Committee and €2,000 per meeting for the Chairs of the other Committees, and
    - a variable compensation of €1,000 per meeting per member for other committee members.

1) *As Mr. Yves Bernaert resigned on January 14, 2024, the Board of Directors decided to submit the compensation awarded and paid to Mr. Yves Bernaert in respect of 2024 to the Annual General Meeting called to approve the financial statements for 2023, which took place on January 31, 2025 (21st resolution adopted by 94.74% of votes cast).*

The table below sets out the individual compensation received by members of the Board of Directors (fixed and variable parts combined) in consideration of their Directorship in respect of the 2023 and 2024 financial years.

(in €)[1]	2024 fiscal year	2023 fiscal year
Carlo d'Asaro Biondo	N/A	33,707
Vesela Asparuhova	N/A	70,182
Vivek Badrinath	N/A	33,213
Valérie Bernis	1,899.82	79,363
Sujatha (Suja) Chandrasekaran	98,132.44	N/A
Laurent Collet-Billon	268,531.60	51,875
Alain Crozier	77,868.73	N/A
Katrina Hopkins[2]	109,415.50	67,713
David Layani	-[3]	N/A
Helen Lee Bouygues	40,180.83	N/A
Farès Louis	25,483.50[4]	-[4]
Monika Maurer	99,245.14	N/A
Françoise Mercadal-Delasalles	111,971.26	N/A
Mandy Metten	97,421.04	N/A
Bertrand Meunier	N/A	-[5]
Jean-Jacques Morin	136,079.76	N/A
Jean-Pierre Mustier	-[6]	-[6]
Aminata Niane	81.07	54,608
Lynn Paine	N/A	14,891
Edouard Philippe	N/A	31,897
René Proglio	N/A	53,560
Caroline Ruellan	N/A	42,768
Philippe Salle	-[7]	N/A
Vernon Sankey	81.07	89,192
Astrid Stange	145,021.90	82,639
Elizabeth Tinkham	152,069	94,289
Total	**1,363,482.68**	**799,897**

N/A: Non applicable.

1. Gross before taxes.
2. Katrina Hopkins, Director representing the employee shareholders betwee, May 18, 2022 and January 31, 2025, is employed by the Atos Group.
3. David Layani has waived his right to receive any Director's compensation with respect to the 2024 year..
4. In 2023, Farès Louis has waived his right to receive compensation for his mandate as Employee Director. In respect of the 2024 fiscal year, Farès Louis also waived his right to receive any Directors' compensation, except when Board meetings were held on a weekend, a public holiday or during his vacations, for which meetings he received the variable portion of his remuneration as director.
5. Bertrand Meunier has declined to receive any Directors' compensation for the year 2023.
6. Jean-Pierre Mustier has declined to receive any Directors' compensation for the years 2023 and 2024.
7. Philippe Salle has declined to receive any Directors' compensation for the year 2024.

In accordance with Article 22.1 of the AFEP-MEDEF Code, the variable portion of Directors' compensation represents the majority (82%) of the total amount of Directors' compensation in 2024.

In 2024, the members of the Board of Directors did not receive any other compensation from Atos SE or its subsidiaries, except for:

- Katrina Hopkins, Director representing the employee shareholders,
- Farès Louis and Mandy Metten, Employee Directors.

They each received a compensation in 2024 in connection with their employment contract with the Group.

The Board of Directors being formed in accordance with the provisions of Article L. 225-18-1 of the French Commercial Code, the payment of the compensation allocated to the Directors has not been suspended.

The elements of compensation awarded or paid to members of the Board of Directors in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for Directors as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

4.3.2.2 Elements of compensation due or awarded for the financial year 2024 to Jean-Pierre Mustier, Chairman of the Board of Directors until October 14, 2024

Jean-Pierre Mustier held the position of Chairman of the Board from October 14, 2023 to October 14, 2024, the date of his resignation as Chairman of the Board of Directors.

The compensation policy applicable in 2024 to Jean-Pierre Mustier, as Chairman of the Board of Directors from January 1, 2024 until October 14, 2024, was approved by the Annual General Meeting held on January 31, 2025 under the 25th resolution (approved at 99.50%).

The only component of this policy is a gross fixed annual compensation of €250,000.

However, Jean-Pierre Mustier informed the Board of his wish not to receive his remuneration for his mandate. The related amounts will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children, i.e., an amount of €196,900 gross calculated prorata temporis from January 1, 2024 until October 14, 2024.

Jean-Pierre Mustier

	2024		2023	
(in €)	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation*	0	0	0	0
Annual variable compensation	-	-	-	-
Fringe Benefits	-	-	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	-	-	-	-
Total	**0**	**0**	**0**	**0**
Relative share of the fixed component	n/a	n/a	n/a	n/a
Relative share of the variable component vs total compensation (fixed and variable)	n/a	n/a	n/a	n/a
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	n/a	n/a

(*) No fixed remuneration was paid to Jean-Pierre Mustier who informed the Board of his wish not to be paid. An amount of €196,900 will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children. As a reminder for 2023, the amount paid to the company's CSR program in India was 75,995 euros.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to the Chairman of the Board of Directors from January 1 to October 14, 2024

Elements of compensation to be voted on	Amounts allocated for 2024 or accounting value	Amounts paid in 2024 or accounting value	Presentation of elements of compensation
Fixed compensation[1]	€ 0	€ 0	4.3.2.3
Annual variable compensation		-	4.3.2.3
Performance shares		-	4.3.2.3
Multi-year variable compensation, exceptional compensation		-	4.3.2.3
Director fees[2]	€ 0	€ 0	4.3.2.3
Additional benefits to compensation		-	4.3.2.3

1. No remuneration was paid to Jean-Pierre Mustier who informed the Board of his wish not to be paid. An amount of € 196,900 will be paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children.
2. Jean-Pierre Mustier has declined to receive any Directors' compensation with respect to fiscal year 2024.

The elements of compensation awarded or paid to Mr. Jean-Pierre Mustier as Chairman of the Board of Directors in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for the Chairman of the Board as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

4.3.2.3 Elements of compensation due or awarded for the financial year 2024 to Philippe Salle, Chairman of the Board of Directors as from October 14, 2024

Philippe Salle was appointed Chairman of the Board on October 14, 2024.

The compensation policy applicable in 2024 to Philippe Salle, as Chairman of the Board of Directors from October 14, 2024, was approved by the Annual General Meeting held on January 31, 2025 under the 25th resolution (approved at 99.50%).

This policy provides for a gross annual fixed compensation of €250,000 as the sole component.

However, Philippe Salle informed the Board of his wish not to receive his remuneration for his mandate.

As a result, no remuneration was paid for the financial year 2024 to Philippe Salle including in respect of his Director fees since his appointment in this capacity on October 14, 2024 that Philippe Salle declined to receive.

Philippe Salle

	2024		2023	
(in €)	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation*	0	0	-	-
Annual variable compensation	-	-	-	-
Fringe Benefits	-	-	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	-	-	-	-
Total	**0**	**0**	**-**	**-**
Relative share of the fixed component	n/a	n/a	-	-
Relative share of the variable component vs total compensation (fixed and variable)	n/a	n/a	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	-	-

(*) Philippe Salle has informed the Board of his wish wish not to receive any compensation in respect of his office as Chairman of the Board of Directors in 2024.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to the Chairman of the Board of Directors since October 14, 2024

Elements of compensation to be voted on	Amounts allocated for 2024 or accounting value	Amounts paid in 2024 or accounting value	Presentation of elements of compensation
Fixed compensation[1]	€ 0	€ 0	4.3.2.3
Annual variable compensation		-	4.3.2.3
Performance shares		-	4.3.2.3
Multi-year variable compensation and exceptional compensation		-	4.3.2.3
Director fees[2]	€ 0	€ 0	4.3.2.3
Additional benefits to compensation		-	4.3.2.3

1. No remuneration was paid to Philippe Salle who informed the Board of his wish not to be paid.
2. Philippe Salle has declined to receive any Directors' compensation with respect to fiscal year 2024.

The elements of compensation awarded or paid to Philippe Salle as Chairman of the Board of Directors in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for the Chairman of the Board as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

4.3.2.4 Elements of compensation due or awarded for the financial year 2024 to Yves Bernaert, Chief Executive Officer until January 14, 2024

Yves Bernaert resigned from his position of Chief Executive Office with effect from January 14, 2024.

The compensation policy applicable in 2024 to Yves Bernaert, as Chief Executive Officer, was approved by the Annual General Meeting held on June 28, 2023 under the 16th resolution. The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Yves Bernaert comply with this policy.

The elements of the compensation paid or allocated to Yves Bernaert in 2024 are on page 156 of the Universal Registration Document 2023.

Yves Bernaert having resigned on January 14, 2024, the Board of Directors has decided to submit the elements of the compensation awarded and paid to Yves Bernaert for the year 2024 to the approval of the Annual General Meeting held on January 31, 2025 to approve the financial statements for the year ended December 31, 2023 (21st resolution adopted with 94.74% of the vote).

4.3.2.5 Elements of compensation due or awarded for the financial year 2024 to Paul Saleh, Chief Executive Officer from January 14, 2024 until July 23, 2024

Paul Saleh has been appointed as Chief Executive Officer with effect from January 14, 2024 has resigned from his mandate as Chief Executive Officer with effect from July 23, 2024.

The compensation policy applicable in 2024 to Paul Saleh as Chief Executive Officer was approved by the Annual General Meeting held on January 31, 2025 (26th resolution adopted with 93,64% of the vote).

Fixed compensation

Compensation policy

In accordance with the compensation policy approved by the General Meeting of June 28, 2023, for the period from January 14, 2024, the date of his appointment, to May 31, Paul Saleh received a gross annual fixed compensation of €600,000, paid pro rata temporis.

The Annual General Meeting called to approve the accounts for the financial year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code, on the proposal of the Board of Directors, on the recommendation of the Remuneration Committee, set the gross annual fixed compensation of Paul Saleh at €1,200,000 with retroactive effect from June 1 for the 2024 financial year, for his term of office as Chief Executive Officer.

Compensation awarded or paid

Consequently, Paul Saleh's fixed remuneration was paid prorata temporis, from January 14, 2024 until July 23, 2024, date of his effective resignation, i.e., a gross amount of €403,226 for the year 2024.

Variable compensation

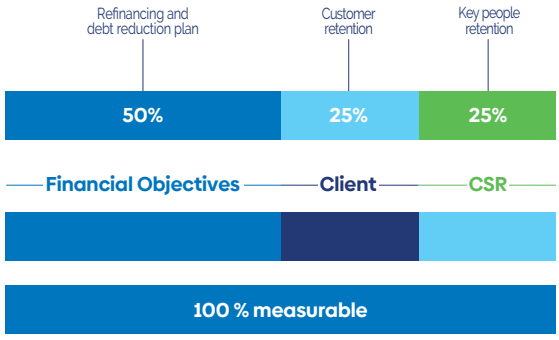
Compensation policy

The Annual General Meeting called to approve the accounts for the financial year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code, on the proposal of the Board of Directors, on the recommendation of the Remuneration Committee, has set the annual variable portion of the compensation of Paul Saleh, in his capacity as Chief Executive Officer, at 100% of the fixed portion of his compensation presented to the Annual General Meeting (i.e. €1,200,000 gross) if 100% of the objectives are achieved, this portion may go up to a maximum of 150% of this amount (i.e. €1,800,000 euros) if the objectives are exceeded, with no guaranteed minimum.

It is composed of three performance conditions deemed relevant and demanding by the Board of Directors in view of the current context and the financial and strategic challenges the Group has faced.

The criteria set out below count for 50%, 25% and 25% respectively:

- The conclusion of an agreement with the shareholders and creditors on the company's refinancing and debt reduction Plan, consistent with its corporate interest, allowing the deployment of the strategic plan as validated by the Board of Directors on April 8, 2024, and amended if necessary during the financial year;
- Retention of the 50 most important customers;
- Retention of key people.



The variable compensation actually awarded for the 2024 financial year is paid *prorata temporis*.

Compensation awarded or paid

On the proposal of the Remuneration Committee, the Board of Directors meeting on March 6, 2025, noted the achievement of the following objectives, to determine the variable compensation of Paul Saleh as Chief Executive Officer for the 2024 financial year:

- 75% of the refinancing and debt reduction Plan objective achieved;
- 100% of the objective to retain the 50 top clients achieved; and
- 150% of the objective to retain key people achieved.

Overall performance

Indicators	Year 2024 Weight	Completion rate[1]	Variable portion allocated *(as a % of the fixed portion(2))*	Variable amount allocated *prorata temporis*
Refinancing and debt reduction Plan	50%	75%	37.5%	€237,097
Customer retention	25%	100%	25%	€158,064
Key people retention	25%	150%	37.5%	€237,097
Total variable compensation allocated	**100%**		**100%**	**€632,258**

1. After application of the elasticity curves allowing the amount of variable compensation due to be accelerated upwards or downwards depending on the level of achievement of each of the objectives and capped at 150% for each indicator.
2. % of the fixed portion of €1,200,000.

The total variable portion for 2024 of Paul Saleh's compensation as Chief Executive Officer, calculated *prorata temporis*, taking into account the start of his term of office on January 14, 2024 until his resignation with effect from July 23, 2024, amounted to €632,258, corresponding to an achievement percentage of 100%.

In accordance with the law, the amount of annual variable compensation is subject to the approval of the Annual General Meeting called to approve the accounts for the 2024 financial year, scheduled for June 13, 2025, in accordance with Article L. 22-10-34, II of the French Commercial Code.

In total, for the 2024 financial year, the overall compensation (fixed and variable) of Paul Saleh as Chief Executive Officer amounted to €1,035,484.

Multiannual variable compensation

Compensation policy

The Annual General Meeting called to approve the accounts for the financial year ending December 31, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code, on the proposal of the Board of Directors, on the recommendation of the Remuneration Committee, has set a conditional multiannual variable compensation. This compensation in cash, capped at €1 million, is intended to reward the exceptional commitment of the Chief Executive Officer, if the long-term viability of the Group is assured. This is a long-term compensation over two years, subject to a condition of continuous presence as of December 31, 2025, as a corporate officer and a performance condition linked to the implementation of a strategy allowing the maintenance of a mix of activities remaining attractive for employees, customers, financial creditors and shareholders, ensuring the sustainability of the group.

The only exception to the presence condition concerns special circumstances: in the event of the dismissal of the Chief Executive Officer due to a change in governance directly related to the implementation of the restructuring plan, which occurs before December 31, 2024, in which case Paul Saleh could have received compensation equal to €500,000, regardless of the end date of his term of office, subject to full satisfaction of the performance condition on that date.

Compensation awarded or paid

Following his resignation from the Group on July 23, 2024, the condition of presence was not met and the aforementioned special circumstances did not apply, Mr. Paul Saleh lost all right to receive the multiannual variable compensation.

Other compensation elements

Fringe benefits

Paul Saleh benefited from the collective life scheme on the same terms as the Group employees.

The employer's contribution in respect of the life scheme amounts to €7,676.

Paul Saleh did not benefit from any supplementary pension scheme from the Company and was personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance and non-compete payments

Paul Saleh did not receive any payment in connection with the termination of his mandate as Chief Executive Officer.

The tables below show all the amounts awarded or paid to Paul Saleh in his capacity as Chief Executive Officer:

Paul Saleh

	2024		2023	
(in €)	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	403,226	403,226	-	-
Annual variable compensation	632,258	0	-	-
Fringe Benefits	7,676	7,676	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	0	-	-	-
Value of other long-term compensation granted during the year	0*			
Total	**1,043,160**	**410,902**	**-**	**-**
Relative share of the fixed component	40%	100%	-	-
Relative share of the variable component vs total compensation (fixed and variable)	60%	0%	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	-	-

(*) Following his resignation from the Group on July 23, 2024, Mr. Paul Saleh lost all entitlement to any multi-annual variable remuneration (see section 4.3.2.5, "Multiannual variable compensation"), as the condition of presence was not met and the aforementioned special circumstances did not apply.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Paul Saleh, CEO from January 14, 2024 to July 23, 2024

Elements of compensation to be voted on	Amounts allocated for 2024 or accounting value	Amounts paid in 2024 or accounting value	Presentation of elements of compensation
Fixed compensation[1]	€403,226	€403,226	4.3.2.5
Annual variable compensation[1]	€632,258[2]	-	4.3.2.5
Performance shares	-	-	4.3.2.5
Multi-year variable compensation, exceptional compensation and director fees	€0[3]	-	4.3.2.5
Additional benefits to compensation[1]	€7,676	€7,676	4.3.2.5

1. Cf. supra in 4.3.2.4.
2. Subject to the approval of the Annual General Meeting called to approve the financial statements for the financial year 2024.
3. Following his resignation from the Group on July 23, 2024, Mr. Paul Saleh lost all entitlement to any multi-annual variable remuneration (see section 4.3.2.5, "Multiannual variable compensation"), as the condition of presence was not met and the aforementioned special circumstances did not apply.

The elements of compensation awarded or paid to Paul Saleh as Chief Executve Officer in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for the Chief Executve Officer as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

4.3.2.6 Elements of compensation due or awarded for the financial year 2023 to Jean-Pierre Mustier, Chief Executive Officer from July 23, 2024 until December 31, 2024

Jean-Pierre Mustier who has been appointed as Chief Executive Officer [1] with effect from July 23, 2024 has resigned from his mandate as Chief Executive Officer with effect from January 31, 2025.

The Annual General Meeting of January 31, 2025 under the 26th resolution approved the remuneration policy applicable in 2024 to the Chief Executive Officer (approved at 93.64%). However, Mr. Jean-Pierre Mustier has informed the Board of Directors that he does not wish to receive remuneration for his term as Chief Executive Officer.

Jean-Pierre Mustier

	2024		2023	
(in €)	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation*	0	0	-	-
Annual variable compensation*	0	-	-	-
Fringe Benefits*	0	0	-	-
Value of options granted during the year	-	-	-	-
Value of performance shares granted during the year	-	-	-	-
Total*	**0**	**0**	**-**	**-**
Relative share of the fixed component	n/a	n/a	-	-
Relative share of the variable component vs total compensation (fixed and variable)	n/a	n/a	-	-
Other compensation elements and indemnities or benefits due as a result of termination or change of functions	n/a	n/a	-	-

* Jean-Pierre Mustier informed the Board of Directors that he did not wish to receive any compensation for his term as CEO.

Fringe benefits

Jean-Pierre Mustier did not benefit from any fringe benefits under his mandate as Chief Executive Office.

Jean-Pierre Mustier did not benefit from any supplementary pension scheme from the Company and was personally responsible for building up a pension supplement beyond the mandatory basic and complementary schemes.

Severance and non-compete payments

Jean-Pierre Mustier did not receive any payment in connection with the termination of his mandate as Chief Executive Officer on January 31, 2025.

Recapitulative table - shareholders vote on the remuneration components paid during, or allocated for, the said year to Jean-Pierre Mustier, CEO since July 23, 2024

Elements of compensation to be voted on	Amounts allocated for 2024 or accounting value	Amounts paid in 2024 or accounting value	Presentation of elements of compensation
Fixed compensation*	€ 0	€ 0	4.3.2.6
Annual variable compensation*	€ 0	€ 0	4.3.2.6
Performance shares	-	-	4.3.2.6
Multi-year variable compensation, exceptional compensation and director fees*	€ 0	€ 0	4.3.2.6
Additional benefits to compensation*	€ 0	€ 0	4.3.2.6

(*) Cf. supra in 4.3.2.4. Mr. Jean-Pierre Mustier informed the Board of Directors that he did not wish to receive any compensation for his term as CEO.

1) *It should be noted that Mr. Jean-Pierre Mustier held this position in addition to that of Chairman of the Board and was therefore Chairman and Chief Executive Officer from July 23, 2024 to October 14, 2024.*

The elements of compensation awarded or paid to Jean-Pierre Mustier as Chief Executve Officer in 2024 are consistent with the provisions adopted by the Board of Directors, on the recommendation of the Remuneration Committee, constituting the compensation policy for the Chief Executve Officer as voted by the Annual General Meeting held on January 31, 2025.

The Company has not deviated from the compensation policy implementation process, as approved by shareholders during the abovementioned Annual General Meeting. The Company has not departed from the implementation of the compensation policy.

4.3.2.7 Ratios on compensation multiples

In accordance with Article L.22-10-9 of the French Commercial Code, the ratios used to measure differences between the compensation of corporate officers and that of the Company's employees are presented in the table below. The ratios have been prepared in accordance with the AFEP guidelines last updated in February 2021.

Methodology

The scope used to calculate the ratio is consistent with the 2023 Universal Registration Document published by Atos. It includes all Atos companies based in France as well as the Atos international companies (Germany, the Netherlands, the United Kingdom and Switzerland) which comprise the global functions of the Atos Group in Europe. Thus, the selected scope represents more than 9,800 Atos employees, of which 95% are based in France and constitutes a coherent and legitimate representative perimeter for the Atos SE company whose roots are deeply European with two headquarters in Bezons (France) and Munich (Germany).

As the Company does not employ any employees, there is no need to present the ratios provided for in Article L. 22-10-9 I 6° of the French Commercial Code on the basis of the scope of "employees of the Company". As an alternative, this table presents the pay ratio on the basis of a scope deemed representative by the Company.

The compensation underlying the determination of the ratios correspond to the total gross compensation paid during the financial year. They include all the elements of compensation in cash (base salary, performance bonuses, exceptional bonuses, benefits in kind) as well as equity-based compensation valued at their fair value, on the grant date, as recognized in the consolidated accounts in accordance with IFRS 2. This value corresponds to a historical value on the grant date calculated for accounting purposes. It does not represent a current market value nor the actual value that may be received by the beneficiaries upon vesting provided that the performance shares finally vest.

The selected scope only covers employees who were continuously employed during the financial years concerned. For part-time employees, compensation was established on a full-time-equivalent basis.

As for corporate officers, the table presents the Chairman of the Board of Directors and the Chief Executive Officer, as well as the Deputy Chief Executive Officer, whose term of office ended on October 3, 2023. In accordance with the AFEP's guidelines, the compensation presented in the table below is associated with the officers' position and not their person, so that a change in officer for the same position does not affect the presentation of the information.

	2024	2023	2022	2021	2020
Company performance					
Profitability: Group's operating margin as a percentage of its revenue	2.1%	4.4%	3.1%	3.5%	9.0%
Value creation: Annual change in the 3-year moving average of the enterprise value compared to previous year	-62%	-34.4%	-37.1%	-16.4%	-10.8%
Pay ratio for the Chairman of the Board of Directors[1]					
Evolution (in %) of the compensation of the Chairman of the Board of Directors	-37.5%	0%	0%	-14.6%	n/a
Evolution (in %) of the average compensation of the employees	-5.6%	-0.9%	8.4%	-6.2%	+1.7%
Pay ratio on employees' average compensation	4.0	6.0	6.0	6.5	7.1
Evolution of the ratio (in %) compared to the previous year	-33.8%	0.9%	-7.7%	-9.0%	n/a
Pay ratio on employees' median compensation	5.0	7.8	7.8	8.0	9.2
Evolution of the ratio (in %) compared to the previous year	-35.9%	0%	-2.9%	-13.2%	n/a
Pay ratio for the Chief Executive Officer[2]					
Evolution (in %) of the compensation of the CEO	-56%	95.3%	-32.9%	-40.4%	-15.8%
Evolution (in %) of the average compensation of the employees	-5.6%	-0.9%	8.4%	-6.2%	+1.7%
Pay ratio on employees' average compensation	15.3	32.8	16.6	26.9	42.3
Evolution of the ratio (in %) compared to the previous year	-53.4%	97.2%	-38.1%	-36.4%	-17.2%
Pay ratio on employees' median compensation	19	42.1	21.6	33.2	54.7
Evolution of the ratio (in %) compared to the previous year	-54.9%	95.2%	-35%	-39.3%	-16.7%
Pay ratio for the Deputy Chief Executive Officer[3]					
Evolution (in %) of the compensation of the Deputy CEO	n/a	164.8%	n/a	n/a	n/a
Evolution (in %) of the average compensation of the employees	n/a	-0.9%	8.4%	n/a	n/a
Pay ratio on employees' average compensation	n/a	32	12	n/a	n/a
Evolution of the ratio (in %) compared to the previous year	n/a	167.3%	n/a	n/a	n/a
Pay ratio on employees' median compensation	n/a	41	15.5	n/a	n/a
Evolution of the ratio (in %) compared to the previous year	n/a	164.6%	n/a	n/a	n/a

1. In 2024, the position of Chairman of the Board was held by Jean-Pierre Mustier until October 14, 2023, and Philippe Salle, as from October 14, 2024. The compensation of the Chairman of the Board taken into account in the table for 2024 was calculated on the basis of the compensation policy voted for the Chairman of the Board in respect of the 2024 fiscal year.
2. In 2024, the position of Chief Executive Officer was held by Yves Bernaert until January 14, 2024, and Paul Saleh from January 14, 2024 to July 23, 2024, then by Mr. Jean-Pierre Mustier as from July 23, 2024. The compensation of the Chief Executive Officer taken into account in the table for 2024 was calculated based on the compensation policy voted by the shareholders on January 31, 2025. It corresponds to the sum of the annual fixed salary voted (€600,000 for the period from January 1, 2024 to May 31, 2024 and €1,200,000 for the period from June 1, 2024 to December 31, 2024) and the annualized fringe benefits calculated prorata temporis of the mandate of each Chief Executive Officer. The multi-annual variable remuneration awarded during the financial year, which is no longer applicable given that the presence condition has not been met and the special circumstances justifying it, is not taken into account in the table for 2024.
3. In 2023, the position of Deputy Chief Executive Officer was held by Philippe Oliva until October 3, 2023. The compensation of the Deputy Chief Executive Officer indicated in the table for 2023 has been annualized.

4.3.2.8 Compliance of total compensation of company executive officers with the AFEP-MEDEF Code recommendations

The Company committed in 2008 to implement the recommendations of the AFEP-MEDEF Code of corporate governance for listed companies, relating, in particular, to the conditions of compensation of company executive officers, and to regularly report thereon.

The Company's governance practices are fully compliant with the AFEP-MEDEF Code, in its applicable version dated December 2022, with the exception of the recommendation of the AFEP-MEDEF Code detailed in section 4.2.1.1, which is not strictly followed under the compensation policy applicable to the Chairman and Chief Executive Officer in respect of the 2025 financial year, and for which explanations are given in such section.

4.3.2.9 Detail of compensation, due or paid to the Company officers by the Company and its subsidiaries – AMF Tables n°1 & 2

AMF Table n°1 (in euros)	2024	2023
Jean-Pierre Mustier, Chairman of the Board of Directors until October 14, 2024		
Compensation awarded for the relevant year[1]	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	-	-
Value of other long-term compensation granted during the year	-	-
TOTAL	**-**	**-**
Philippe Salle, Chairman of the Board of Directors as from October 14, 2024		
Compensation awarded for the relevant year[2]	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	-	-
Value of other long-term compensation granted during the year	-	-
TOTAL	**-**	**-**
Yves Bernaert, CEO until January 14, 2024		
Compensation awarded for the relevant year[2]	22,039	229,361
Value of options granted during the year	-	-
Value of performance shares granted during the year	-	412,200
Value of other long-term compensation granted during the year	-	-
TOTAL	**22,039**	**641,561**
Paul Saleh, CEO from January 14, 2024 until July 23, 2024		
Compensation awarded for the relevant year	1,043,160	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	-	-
Value of other long-term compensation granted during the year[3]	-	-
TOTAL	**1,043,160**	**-**
Jean-Pierre Mustier, CEO as from July 23, 2024		
Compensation awarded for the relevant year****	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year	-	-
Value of other long-term compensation granted during the year[4]	-	-
TOTAL	**-**	**-**

1. No compensation was paid to Jean-Pierre Mustier who informed the Board of his wish not to be paid. For 2023, an amount of € 75,995 was paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children. The amount to be paid for 2024 is 196,900 euros.
2. Philippe Salle has informed the Board of his wish wish not to receive any compensation in respect of his office as Chairman and Board member of the Board of Directors in 2024.
3. Following his resignation from the Group on July 23, 2024, Mr. Paul Saleh lost all entitlement to any multi-annual variable remuneration (see section 4.3.2.5, "Multiannual variable compensation"), as the condition of presence was not met and the aforementioned special circumstances did not apply.
4. Jean-Pierre Mustier informed the Board of Directors that he did not wish to receive any compensation for his term as CEO.

	2024		2023	
AMF Table n°2 (in euros)	Due	Paid	Due	Paid
Jean-Pierre Mustier, Chairman of the Board of Directors until October 14, 2024				
Fixed remuneration[1]	-	-	-	-
Annual variable remuneration	-	-	-	-
Exceptional remuneration	-	-	-	-
Compensation allocated due to the directorship[1]	-	-	-	-
Fringe benefits	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**
Philippe Salle, Chairman of the Board of Directors as from October 14, 2024				
Fixed remuneration[2]	-	-	-	-
Annual variable remuneration	-	-	-	-
Exceptional remuneration	-	-	-	-
Compensation allocated due to the directorship[2]	-	-	-	-
Fringe benefits	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**
Yves Bernaert, CEO until January 14, 2024				
Fixed remuneration	21,739	21,739	145,455	145,455
Annual variable remuneration	-	-	82,173	-
Exceptional remuneration	-	-	-	-
Compensation allocated due to the directorship	-	-	-	-
Fringe benefits	300	300	1,733	1,733
TOTAL	**22,039**	**22,039**	**229,361**	**147,188**
Paul Saleh, CEO from January 14, 2024 until July 23, 2024				
Fixed remuneration	403,226	403,226	-	-
Annual variable remuneration	632,258	-	-	-
Exceptional remuneration	-	-	-	-
Compensation allocated due to the directorship	-	-	-	-
Fringe benefits	7 676	7 676	-	-
TOTAL	**1 043,160**	**410,902**	**-**	**-**
Jean-Pierre Mustier, CEO as from July 23, 2024				
Fixed remuneration[3]	-	-	-	-
Annual variable remuneration[3]	-	-	-	-
Exceptional remuneration	-	-	-	-
Compensation allocated due to the directorship[3]	-	-	-	-
Fringe benefits[3]	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**

1. No fixed compensation was paid to Jean-Pierre Mustier who informed the Board of his wish not to be paid. For 2023, an amount of €75,995 was paid by the Group to the Company's CSR program in India which funds schooling for under-privileged children. The amount to be paid for 2024 is €196,900.
2. No fixed remuneration was paid to Philippe Salle who informed the Board of his wish not to be paid.
3. Jean-Pierre Mustier informed the Board of Directors that he did not wish to receive any compensation for his term as CEO.

4.3.2.10 AMF Table 11

Executive Officers	Employment contract	Supplementary pension scheme	Benefits or entitlements due or likely to become due as a result of termination or change of position	Benefits relating to a non-competition clause
Jean-Pierre Mustier Chairman of the Board of Directors until October 14, 2024	No	No	No	No
Philippe Salle[1] Chairman of the Board of Directors as from October 14, 2024	No	No	No	No
Yves Bernaert CEO until January 14, 2024	No	No	No	Yes[2]
Paul Saleh[1] CEO as from January 14 until July 23, 2024	No	No	Yes[2]	No
Jean-Pierre Mustier[1] CEO as from July 23, 2023	No	No	Yes[2]	No

1. In accordance with the recommendations of the AFEP-MEDEF Code, Philippe Salle, Paul Saleh et Jean-Pierre Mustier had no employment contract at the date of their appointments.
2. Yves Bernaert, Paul Saleh and Jean-Pierre Mustier did not receive any payment in connection with the termination of their mandate as Chief Executive Officer .

4.3.3 Performance share plans and stock subscription or purchase option plans

4.3.3.1 Past grants of Performance Shares – AMF Table 9

The outstanding 1,508,840 rights to performance shares reported hereafter represented 0.001% of Atos SE's share capital as of December 31, 2024.

Past grants of Performance Shares – AMF Table 9

	Plan dated 07/27/2021	Plan 1 dated 05/18/2022	Plan 2 dated 05/18/2022	Plan 1 dated 06/13/2022	Plan 1 dated 06/28/2023	Plan 2 dated 06/28/2023	Plan 1 dated 11/16/2023
General Meeting authorization date	05/12/2021	05/18/2022	05/18/2022	05/18/2022	06/28/2023	06/28/2023	06/28/2023
Board of Directors meeting date	07/27/2021	05/18/2022	05/18/2022	06/13/2022	06/28/2023	06/28/2023	11/16/2023
Number of beneficiaries	1,004	12	1,027	2	32	493	1
Total number of granted perf. shares	862,100	313,500 [3]	929,055	39,000	672,875 [3]	1,125,834	100,000
Of which to the executive officers	-	99,000	-	39,000	278,000	-	100,000
CEO: Rodolphe Belmer [1]		99,000	-	-	-	-	-
Deputy CEO: Nourdine Bihmane [2]		-	-	19,500		-	-
CEO: Nourdine Bihmane [1] [2]					139,000		
Deputy CEO: Philippe Oliva [1] [2]		-	-	19,500	139,000	-	-
Yves Bernaert [1]							100,000
Vesting date	07/29/2024	05/18/2025	05/18/2025	06/18/2025	06/18/2026	06/28/2025 and 06/28/2026	11/16/2026
End of holding period	07/29/2024	05/18/2025	05/18/2025	06/18/2025	06/18/2026	06/28/2025 and 06/28/2026	11/16/2026
Performance conditions	Yes	Yes	Yes	Yes	Yes	No for 2025 Yes for 2026	Yes
Achievement of performance conditions	Yes	-	-	-	-	-	-
Number of vested shares, as at Dec. 31, 2024	0	0	0	0	0	0	0
Number of shares cancelled, as at Dec. 31, 2024	378,681	235,500	342,519	39,000	432,700	307,653	100,000
Outstanding performance shares, as at Dec. 31, 2024	-	78,000	372,484	-	240,175	818,181	-

1. The performance shares granted to Mr. Rodolphe Belmer under the May 18, 2022 plan were forfeited following his departure on July 12, 2022. All performance shares granted under the 2022 plan and 2023 plan for Philippe Oliva and Nourdine Bihmane were forfeited following their departure on December 31, 2023 and March 29, 2024. The performance shares granted on November 16, 2023 under the 2023 plan for Yves Bernaert were forfeited following his departure on January 14, 2024.
2. Messrs. Bihmane and Oliva were awarded of performance shares under their employment contracts prior to their appointment as Corporate Officers. Those shares were forfeited following their departure from the Group.
3. Number of shares in case of superformance and achievement of 130% of performance targets.

The characteristics of the French plan and the International plan implemented each year are identical in all respects (same acquisition dates). The calculation of the level of performance achieved was validated by the Board of Directors on April 4, 2024 on the basis of the 2023 results.

Performance conditions	Plan dated 07/27/2021*
Average of the External Revenue Organic growth rates over 3 years (2021-2023)	Above the target set by the Board of Directors
And	
Average Operating Margin over 3 years (2021-2023)	Above the target set by the Board of Directors
And	
Cumulated amount of FCF at the end of the 3-year plan (end of 2022)	Above the target set by the Board of Directors
And	
External CSR criteria	Above the target set by the Board of Directors
And	
Internal CSR criteria	Below the target set by the Board of Directors
Years in question	2021, 2022 et 2023

(*) The financial performance targets of the 2021 Performance Share Plan have been adjusted by the Board of Directors at its meeting on July 26, 2022.

% of the grant if the employment condition is met at the vesting date	
Plan dated 07/27/2021	100%

Performance conditions	Plans dated 05/18/2022 and 06/13/2022	Plans dated 06/28/2023 and 11/16/2023
Relative* stock market performance of the Atos share over the 3-year period (2023- 2024) compared to the median of the stock market performance of a basket made of industry competitor	Floor: 100% Target: 110% Cap: 125%	
Average of the External Revenue Organic growth rates over the 3-year period (2021, 2022 and 2023 plans)	In line with the Group's 2022 and 2023 financial targets presented to the market on June 14, 2022.	In line with the Group's revised guidance presented to the market on July 28, 2023
Average rate of Operating Margin over the 3-year period (2021, 2022 and 2023 plans)		
Cumulated amount of Free Cash Flow at the end of the 3-year period (2022 and 2023 plans Or Average of the Operating Margin conversion rates to Free Cash Flow over the 3-year period (for the plan dated July 27, 2021)		
Average of the yearly Atos scores in the DJSI (World or Europe) compared to other companies over the 3-year period	Floor: 70th percentile Target and Cap: 85th percentile	
Percentage of CO_2 emissions variation per € million revenue (tCO_2/M€) over the 3-year period 2023	Floor: -31.9% Target and Cap: -34.1%	
Achieve a minimum of 90% training rate for all Atos Group employees on Atos Code of Ethics, Atos Cybersecurity, Atos Safety Awareness and Atos Environmental Management System		Floor: 90% Target: 98%
Improve (a) the retention rate for Atos and (b) the employee satisfaction rate based on regular surveys (2024-2025)		(a) Floor: 81% Target: 84% (b) Floor: 60% Target: 70%
Period in question	2022-2024	2023 -2025

(*) This criterion applies only to Plan 1 of May 18 and June 13, 2022.

% of the grant if the employment condition is met at the vesting date
Each performance indicator conditions a percentage of the initial grant. Elasticity curves accelerate upwards and downwards the percentage of the grant related to each performance indicator according to its level of achievement over the 3-year period. Thus, the percentage of vested shares depends on the "Average acquisition rate" calculated according to the level of achievement of each performance indicator and its weighting.

	Performance indicator	Weight	% of the grant according to the achievement level		
Plan 1 dated 05/18/2022 and 06/13/2022	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 ("A")	20%	Floor Target Cap	100% 110% 125%	65% 100% 130%
	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024) ("B")	20%	Floor Target Cap	-1.2% -0.7% -0.22%	30% 100% 150%
	Average of the Operating Margin % over the 3-year period (2022-2024) ("C")	20%	Floor Target Cap	3.9% 4.4% 5.4%	50% 100% 130%
	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024) ("D")	20%	Floor Target Cap	-2,045 -1,704 -1,227	50% 100% 130%
	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022- 2024)* ("E")	10%	Floor Target	70th percentile 85th percentile	50% 100%
	% of reduction of CO_2 emissions (in tCO_2e) at the end of 2024 (vs. baseline 2021), with a target of -34.1% (full scopes 1, 2 and 3 according to SBTi net zero requirements) ("F")	10%	Floor Target	-31.9% vs 2021 - 34.1% vs 2021	50% 100%
	A * 20% + B * 20% + C * 20% + D * 20% + E * 10% + F * 10% = Average Acquisition Rate (The average acquisition rate may not exceed 130% except for the Corporate Officers whose acquisition rate may not exceed 100%)				

	Performance indicator	Weight	% of the grant according to the achievement level		
Plan 2 dated 05/18/2022	Average of the External Revenue Organic growth rates over the 3-year period (2022-2024) ("A")	25%	Floor Target Cap	-1.2% -0.7% -0.22%	30% 100% 150%
	Average of the Operating Margin % over the 3-year period (2022-2024) ("B")	25%	Floor Target Cap	3.9% 4.4% 5.4%	50% 100% 130%
	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2024) ("C")	25%	Floor Target Cap	-2,045 -1,704 -1,227	50% 100% 130%
	Average of the yearly DJSI scores (World or Europe) of Atos vs. other companies over the 3-year period (2022- 2024)* ("D")	12.5%	Floor Target	70th percentile 85th percentile	50% 100%
	% of reduction of CO_2 emissions (in tCO_2e) at the end of 2024 (vs. baseline 2021), with a target of -34.1% (full scopes 1, 2 and 3 according to SBTi net zero requirements) ("E")	12.5%	Floor Target	-31.9% vs 2021 -34.1% vs 2021	50% 100%
	A * 25% + B * 25% + C * 25% + D * 12.5% + E * 12.5% = Average acquisition rate (The average acquisition rate may not exceed 100%)				

(*) For 2024, the performance indicator used is the 2024 S&P Global Corporate Sustainability Assessment.

	Performance indicator	Weight	% of the grant according to the achievement level		
Plan 1* dated 06/28/2023 and 11/16/2023 and, Plan 2** dated 06/28/2023	Average of the External Revenue Organic growth rates over the 3-year period (2023-2025) ("A")	25%	Floor	2.7%	30%
			Target	3.2%	100%
			Cap	3.7%	150%
	Average of the Operating Margin % over the 3-year period (2023-2025) ("B")	25%	Floor	5.8%	50%
			Target	6.3%	100%
			Cap	6.8%	130%
	Cumulated amount in millions € of Free Cash Flow at the end of the 3-year plan (end of 2025) ("C")	25%	Floor	-108	50%
			Target	-8	100%
			Cap	92	130%
	Achieve a minimum of 90% training rate for all Atos Group employees on Atos Code of Ethics, Atos Cybersecurity, Atos Safety Awareness and Atos Environmental Management System (2023-2025)	12.5%	Floor	90%	50%
			Target	98%	100%
	Improve (a) the retention rate for Atos (6.25%) and (b) the employee satisfaction rate based on regular surveys (2024-2025) (6.25%)	12.5%	Floor	81%	50%
			Target	84%	100%
			Floor	60%	50%
			Target	70%	100%
	A * 25% + B * 25% + C * 25% + D * 12.5% + E * 12.5% = Average acquisition rate (*The average acquisition rate may not exceed 130% except for the except for the Corporate Officers whose acquisition rate may not exceed 100%) (**The average acquisition rate may not exceed 100%)				

4.3.3.2 Achievement of the performance conditions related to the performance share plans in the course of vesting or acquired during the year

The performance conditions related to the performance share plan dated May 18, 2022 are based on indicators measured over three years. The performance conditions of this plan were partially met, with an acquisition rate of 10% of the performance shares for the 2022 Plan #1 and 12,5% of the performance shares for the 2022 Plan #2. The shares will definitively be acquired subject to meeting the condition of presence ending May 18, 2025.

Based on 3-year targets

Relative stock market performance of the Atos share*	2022 - 2024
Objective achievement (%)	Not achieved
Criterion completion	Below floor
Group external revenue organic growth	2022 - 2024
Objective achievement (%)	-1.6%
Criterion completion	Below target
Group operating margin	2022 - 2024
Objective achievement (%)	3.2%
Criterion completion	Below target
Average of the Operating Margin conversion rates to Free Cash Flow	2022 - 2024
Objective achievement (%)	-3 498
Criterion completion	Below target
External performance condition linked to the social and environmental performance	2022 – 2024
Objective achievement (%)	>90 percentile
Criterion completion	Above objective
Internal performance condition linked to the social and environmental performance	2022 - 2024
Objective achievement (%)	-16%
Criterion completion	Below target
Achievement of performance conditions – Plan #1	10%
Achievement of performance conditions – Plan #2	12,5%

(*) This criteria only applies to Plan #1

2023 Performance share plans

The performance conditions related to the performance share plans dated June 28, 2023 and November 16, 2023 are based on indicators measured over a 3-year period. The achievement rates of these indicators as well as final acquisition percentage will be disclosed in the Universal Registration Document for the financial year 2025.

4.3.3.3 Performance shares granted to or became available for Company officers during the year – AMF Tables No 6 and No 7

During fiscal year 2024, Yves Bernaert, Paul Saleh and Jean-Pierre Mustier as Chief Executive Officer, have not benefited from the grant of performance shares.

AMF Table 6	Plan Date	Plan	Number of shares	Vesting date	Availability date
No performance shares allocated during 2024 fiscal year					

Yves Bernaert, Paul Saleh and Jean-Pierre Mustier did not acquire any performance shares during the fiscal year 2024 in their capacity as Chief Executive Officer.

AMF Table 7	Plan Date	Number of shares available during the financial year	Vesting Date	Acquisition Date
Yves Bernaert	Not applicable	Not applicable	Not applicable	Not applicable
Paul Saleh	Not applicable	Not applicable	Not applicable	Not applicable
Jean-Pierre Mustier	Not applicable	Not applicable	Not applicable	Not applicable

4.3.3.4 Past awards of subscription or purchase options – AMF Tables 8

The Company executive officers and the employees did not hold any exercisable options on December 31, 2024.

AMF Table 8 – Not applicable

4.3.3.5 Stock options granted to, or exercised by, the Company executive officers during the year – AMF Tables 4 and 5

During 2024, the Company executive officers were not granted any options to purchase or subscribe shares of the Company. In addition, they did not hold any exercisable options on December 31, 2024.

AMF Table 4 – Not applicable

AMF Table 5 – Not applicable

4.3.3.6 Stock options granted to the top ten employees who are not Company executive officers, and stock options exercised by them, during the year

During 2024, the employees were not granted any options to purchase or subscribe shares of the Company. The employees did not hold any exercisable options in 2024.

4.3.3.7 History of the multiannual cash variable compensation paid to each Company executive officer – AMF Table 10

During 2024, Paul Saleh did benefit from a multiannual cash variable compensation.

Tableau AMF n° 10	Plan Date	Performance Conditions	Performance Period	Gross Amount at Target (100%)
Paul Saleh*	April 18, 2024	Yes	2024-2025	1 000 000 €

(*) Paul Saleh lost the benefit of the Multiannual variable compensation. As he left the company on July 23, 2024, he therefore no longer meets the presence condition of this plan.