

ATOS SE

European company with a share capital of € 109,993,166
registered offices located at River Ouest – 80 quai Voltaire, 95870 Bezons
323 623 603 RCS Pontoise

Atos SE launches an employee shareholding plan for 2021

Paris, August 31, 2021. Atos SE announces the launch of the employee shareholding plan entitled « Share 2021 » under the framework of article L. 225-138-1 of the French Commercial Code (*Code de commerce*) and articles L. 3332-18 et seq. of the French Labor Code (*Code du travail*). The objective of this plan is to strengthen the Group's relationship with its employees by offering them the possibility of being more closely associated with the Group's future performance.

This offering of shares will be made to all employees of the Group located in France, Australia, Austria, Belgium, Brazil, Bulgaria, Canada, China, Croatia, Czech Republic, Denmark, Finland, Germany, Greece, Hong-Kong, Hungary, India, Ireland, Italy, Luxembourg, Malaysia, Mexico, Morocco, Netherlands, Philippines, Poland, Portugal, Romania, Senegal, Serbia, Singapore, Slovakia, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, United Arab Emirates, United Kingdom, United State of America and Uruguay, who will be eligible for the Group savings plan (*Plan d'Épargne Groupe* « PEG »), subject to obtaining the required authorization from local authorities.

The subscription period will take place from September 1, 2021 to September 20, 2021 (inclusive).

The settlement-delivery of the shares shall occur as of October 28, 2021.

The terms and conditions of the transaction are described hereafter.

DETAILS OF THE TRANSACTION

ISSUER

ATOS SE
Euronext Paris (France) – compartment A
Common Share ISIN code: FR0000051732
Security registered with the *Service de Règlement Différé* (SRD)

PURPOSE OF THE OFFERING – REASONS FOR THE OFFERING

Pursuant to the authorization granted by the Combined General Shareholders' Meeting held on May 12, 2021 under the 18th resolution, the Board of Directors of Atos SE decided on July 27, 2021 to issue shares reserved for employees under the framework of article L. 225-138-1 of the French Commercial Code (*Code de commerce*) and articles L. 3332-18 et seq. of the French Labor Code (*Code du travail*).

OFFERED SECURITIES

Pursuant to the authorization granted by the Combined General Shareholders' Meeting held on May 12, 2021 under the 18th resolution, the Board of Directors of Atos SE decided on July 27, 2021 on the principle of a capital increase of the Company, up to 2% of the share capital on the day of this Combined General Shareholders' Meeting, for the benefit of employees of Atos SE and of the group companies affiliated with Atos SE pursuant to Article L. 225-180 of the French Commercial Code (*Code de commerce*) and Article L. 3344-1 of the French Labor Code (*Code du travail*) who are members of the Atos Group savings plan (« PEG »), and delegated to the Chief Executive Officer the power to set the subscription price by applying a 25% discount to the reference price.

On August 30, 2021, the Chief Executive Officer set the subscription price to € 31.74. This subscription price is equal to 75% of the reference price (the average of the opening share price of Atos SE on Euronext Paris during the twenty trading days preceding this date), or in other terms, the reference price with a discount of 25%.

The newly created Atos SE shares will carry entitlement as from January 1st, 2021.

CONDITIONS OF THE SUBSCRIPTION

- Beneficiaries of the share offering reserved for employees: the beneficiaries of the offering are employees of companies in the offering perimeter that are members of the PEG, regardless of the nature of their employment contract subject to a minimum period of employment. Pre-retirees and retirees in France who became members of the PEG before retirement remain beneficiaries and may carry on payments subject to having held assets in the PEG.
- Companies in the employee offering perimeter:
 - Atos SE (European company), with a share capital of € 109 993 166 with its registered office located at River Ouest – 80 quai Voltaire, 95870 Bezons and
 - Companies with their registered offices in France, Australia, Austria, Belgium, Brazil, Bulgaria, Canada, China, Croatia, Czech Republic, Denmark, Finland, Germany, Greece, Hong-Kong, Hungary, India, Ireland, Italy, Luxembourg, Malaysia, Mexico, Morocco, Netherlands, Philippines, Poland Portugal, Romania, Senegal, Serbia, Singapore, Slovakia, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, United Arab Emirates, United Kingdom, United State of America, and Uruguay which are part of the accounting consolidation perimeter of Atos SE pursuant to section L. 233-16 of the French Commercial Code (*Code de commerce*) and that have become members of the PEG, subject to having received the local authorizations in some of these countries.
- Does a preferential subscription right in case of capital increase exist: this offering does not include a preferential subscription right.
- Terms and conditions of the subscription: the shares will be subscribed through an employee shareholding fund (FCPE). However, by exception, in Canada, Croatia, Denmark, Germany, Greece, Italy, Portugal, Serbia, Spain and United States of America, the shares will be subscribed directly.

- Matching contribution: the subscriptions will award a matching contribution up to a cap of two Atos SE shares.
- Voting rights: the voting rights of the holders of the FCPE units shall be exercised during the General Shareholders' Meetings of Atos SE by the FCPE Supervisory Board or directly by the subscribing employees in the countries where the shares are subscribed directly.
- Subscription cap: the beneficiaries' annual payments shall not exceed, in accordance with article L. 3332-10 of the French Labor Code (*Code du travail*), one-fourth of their gross annual remuneration.
- Lock-up period applicable to the Atos SE shares: the subscribers shall hold their units of the FCPE or the shares until October 28, 2026, except in the occurrence of an early release event.

INDICATIVE TIMELINE OF THE OFFERING

- The subscription period for the employees: From September 1, 2021 to September 20, 2021 (inclusive).
- Settlement-delivery of the shares: October 28, 2021.

LISTING

The admission of the newly-issued Atos SE shares to trading on Euronext Paris (ISIN code: FR0000051732) is scheduled to occur as of October 28, 2021.

SPECIAL NOTE REGARDING THE INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation for the purchase of Atos SE shares. The offering of Atos SE shares reserved for employees will be conducted only in countries where such an offering has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities or under an exemption of the requirement to prepare a prospectus or register the offering. In particular, in the United States of America, the shares have not been and will not be registered under the Securities Act of 1933. More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the required authorizations have been obtained. This press release and its copies are not aimed for, and therefore should not be sent to, countries in which such prospectus would not have been approved or where such an exemption is not available or in which any required filing procedures and/or notifications would not have yet been made, or in which the required authorizations would not have been obtained.

EMPLOYEE CONTACT

The beneficiaries may address all questions regarding this offering to the contact person specified in the documentation related to the subscription that has been made available to the employees.

Contacts

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About Atos

Atos is a global leader in digital transformation with 105,000 employees and annual revenue of over €11 billion. European number one in cybersecurity, cloud and high-Performance Computing, the Group provides tailored end-to-end solutions for all industries in 71 countries. A pioneer in decarbonization services and products, Atos is committed to a secure and decarbonized digital for its clients. Atos operates under the brands Atos and Atos|Syntel. Atos is an SE (Societas Europaea), listed on the CAC 40 Paris stock index.

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