



Convening of the Annual General Meeting to approve the 2023 financial statements to be held on January 31, 2025 and evolution of the Atos Board of Directors

Paris, France, December 19, 2024

Convening of Annual General Meeting

The meeting notice (*avis de réunion*) for the General Meeting scheduled for January 31, 2025, containing the agenda, the draft resolutions, and the participation and voting procedures for this Meeting, will be published in the Official Legal Gazette (*Bulletin des Annonces Légales Obligatoires BALO*) on December 25, 2024, and will be available on the Company's website (<https://atos.net/en/investors/annual-general-meeting>).

Evolution of the composition of Atos Board of Directors

Atos' Board of Directors, upon the recommendation of the Nominations and Governance Committee, chaired by Elizabeth Tinkham, Lead Independent Director, has approved the following changes to its composition to be proposed at the General Meeting called to approve the 2023 financial statements to be held on January 31, 2025, in line with the needs identified by the Board and in the context of the Group's transformation.

As announced in the Company's press release of October 15, 2024, **Jean Pierre Mustier** will step down from his position as Chief Executive Officer of the Company and his directorship on January 31, 2025, at the end of the General Meeting, thus ensuring an orderly, constructive, and efficient transition. As of February 1, 2025, **Philippe Salle** will become Chairman and Chief Executive Officer of Atos SE.

The Board of Directors has also been informed that **Alain Crozier**, **Monika Maurer**, and **Astrid Stange** have decided not to seek renewal of their terms of office as directors, which will expire at the end of the General Meeting of January 31, 2025.

Ratification of the cooptation of Directors

The ratification of the cooptation of the following Directors will be submitted to the vote of the shareholders at the Annual General Meeting of January 31, 2025:

- **Françoise Mercadal-Delasalles**, independent director of Atos since January 2, 2024;
- **Jean-Jacques Morin**, independent director of Atos since January 2, 2024;
- **Sujatha Chandrasekaran**, independent director of Atos since January 14, 2024;
- **Monika Maurer**, independent director of Atos since January 14, 2024;
- **Alain Crozier**, independent director of Atos since April 2, 2024; and

- **Philippe Salle**, non-independent director and Chairman of the Board since October 14, 2024, and Chairman and Chief Executive Officer with effect from February 1, 2025.

Renewal of the mandate of a director

It will be proposed to the vote of the shareholders at the Annual General Meeting on January 31, 2025, to renew the term of office of **Sujatha Chandrasekaran** as a director, for a duration that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

Appointment of two new directors

It will be proposed to the vote of the shareholders at the General Meeting on January 31, 2025, to appoint **Joanna Dziubak** as independent director, and **Hildegard Müller** as director¹, for a duration that will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ending December 31, 2026.

Subject to approval of the proposed ratifications, renewal and appointments by the Annual General Meeting, the Board of Directors will comprise **eight members** (in addition to the director representing employees), including **six independent members, 62.5% women and six nationalities** represented on the Board.

Directors representing employees and employees shareholders

The Board of Directors will be reduced to eight members (in addition to the employee representative appointed in accordance with legal provisions). In accordance with article 16.1 of the Company's articles of association, the number of directors representing employees will be reduced to one, and **Mandy Metten's** term of office will consequently expire at the end of the Board meeting acknowledging that the number of directors has been reduced to eight.

Furthermore, noting that the threshold of 3% of the Company's share capital held by employees of the Company and its affiliates within the meaning of Article L. 225-180 of the French Commercial Code has been crossed downwards, and that Article L. 225-23 of the French Commercial Code, requiring the appointment of a director representing employee shareholders, no longer applies, **Kat Hopkins'** term of office will expire at the end of the General Meeting of January 31, 2025, subject to the approval by the said Meeting of amendments to the articles of association to this effect. It is planned that the said General Meeting will vote on an amendment to article 16.2 of the Company's articles of association, to include, in a final paragraph, provisions outlining the consequences of a downward crossing of the threshold making the appointment of a director representing employee shareholders mandatory and the effective date of expiry of the said term of office.

Philippe Salle, Chairman of the Board of Directors of Atos SE, declared: *"I am delighted with the proposed appointment of new directors and the renewal of a term of office on our Board of Directors. These changes bring a valuable blend of continuity and new perspectives, which will enable the Board to continue its work and further strengthen its skills. First and foremost, I would like to express my deep gratitude to Jean Pierre*

¹ At its meeting on December 18, 2024, the Board of Directors decided to qualify Hildegard Müller as a non-independent director, given her mandate as a member of the Supervisory Board of Siemens Energy AG and the existing business links between the Atos and Siemens groups.

Mustier for his exceptional contribution during this crucial period of transformation for the Group. I would also like to warmly thank Alain Crozier, Kat Hopkins Monika Maurer, Mandy Metten and Astrid Stange for their commitment to the work of the Board, which has strengthened our mission and our collective vision."

About Joanna Dziubak

A former executive at Goldman Sachs and Park Square Capital, and founder of an advisory firm, Joanna Dziubak would bring her experience in **strategy, financing and M&A essential to the Group's growth**. Her in-depth **financial expertise** and **strategic vision** would reinforce the diversity of skills on the Board. In addition, with a **wealth of experience as a director in various sectors and as a committee member**, her leadership and governance expertise would also contribute effectively to the Board's work.

Biography of Joanna Dziubak

Joanna Dziubak began her professional career in 1995 at Goldman Sachs in the M&A Group in London, and was promoted to Managing Director within the Principal Investment Area, where she managed Goldman Sachs' private equity funds and mezzanine debt funds. In 2009, she joined Park Square Capital in London as Partner and Member of the Investment Committee, where she was responsible for the subordinated debt and special situations strategies. During her tenure as an investment executive, she served on the boards of 17 portfolio companies across a range of industries and European countries.

In 2016, Joanna Dziubak launched her own advisory firm in Paris and served on a number of boards in an independent non-executive capacity, notably as a member of the Supervisory Commission of Groupe Caisse des Dépôts appointed by the President of the National Assembly.

Joanna Dziubak holds a Bachelor of Arts in International Relations, summa cum laude, from University of Pennsylvania, a Master in Economics and Finance, Lauréat avec Félicitations du Jury, from Sciences Po Paris, and a Master in Business Administration from Harvard Business School.

About Hildegard Müller

Hildegard Müller is an experienced leader with a career in **politics and industrial and banking groups**, including roles as Minister of State in the German Federal Chancellery and as a member of supervisory boards such as Siemens Energy AG and Vonovia SE. Being President of the **German Association of the Automotive Industry (VDA)** since 2020, she has **in-depth international expertise in industrial and economic issues and challenges** as well as **extensive transformation processes**, especially in the automotive and energy sectors, and would be an undeniable asset to the Board's work.

Biography of Hildegard Müller

Hildegard Müller began her professional career in 1995 at Dresdner Bank. In 2002, she was a Member of Parliament in the Deutscher Bundestag, a position she held until 2008. Concurrently, from 2005 to 2008, she served as State Minister to the Federal Chancellor in the

Bundeskanzleramt. In 2008, she became Chair of the Executive Board at the Bundesverband der Energie - und Wasserwirtschaft (BDEW) in Germany, where she led the organization until 2016. From 2016 to 2019, she served as Chief Operating Officer for Grid, Network & Infrastructure at Innogy in Germany.

In addition to her executive roles, Hildegard Müller has held several prominent non-executive positions. Since 2020, she has served as a member of the Supervisory Board and Member of the Audit Committee of Siemens Energy AG in Germany. She has also been a member of the Advisory Board at DUK Versorgungswerk since 2014 and has served as a member of the Supervisory Board of Vonovia since 2013, where she is a member of the Finance, Strategy & Sustainability Committee. Since 2012, she has been a member of the Advisory Board at IKB Deutsche Industriebank.

Hildegard Müller holds a Master's Degree in Business Administration from the University of Düsseldorf, Germany. In 1989, she completed an apprenticeship as a bank clerk at Dresdner Bank, Germany.

About Atos

Atos is a global leader in digital transformation with c. 82,000 employees and annual revenue of c. € 10 billion. European number one in cybersecurity, cloud and high-performance computing, the Group provides tailored end-to-end solutions for all industries in 69 countries. A pioneer in decarbonization services and products, Atos is committed to a secure and decarbonized digital for its clients. Atos is a SE (Societas Europaea), and listed on Euronext Paris.

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.

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