



Board of Directors' report on Corporate Governance¹

Dear Shareholders,

Pursuant to the provisions of article L.225-37 of the French Commercial Code, the Board of Directors of Atos SE (the "Company") hereby presents its Report on Corporate Governance, approved during its meeting held on February 20, 2019.

The 2018 Registration Document includes all corporate governance-related items required under articles L. 225-37 *et seq* of the French Commercial Code to be included in the Board of Directors' report on Corporate Governance. Consequently, the following table allows identifying in the 2018 Registration Document the required information.

Information required under L. 225-37 <i>et seq</i> of the French Commercial Code	Section of the 2018 Registration Document
Governance (L. 225-37-4 CCom)	
List of mandates and functions in any company exercised by each corporate officer during the financial year	G.2.3.1
Agreements entered into between a subsidiary and a corporate officer or a shareholder holding more than 10% of the voting rights	N/A
Table of on-going delegations to proceed to share capital increases	G.5.7.7
Choice of terms and conditions to exercise the general management of the Company	G.2.2.
Composition of the Board of Directors and conditions of organization of the works of the Board of Directors	G.2.3, G.2.4
Diversity policy at Board of Directors and Comex levels and results in terms of gender diversity for the 10% highest responsibility positions within the Company	G.2.3.1, D.2.4.3
Limitations of powers on the Chief Executive Officer	G.2.2
Recommendations of Corporate Governance Code which are not followed and place where Code may be consulted	G.2.1
Specific terms and conditions of participation in General Meetings	G.1.3.2
Executive Compensation (L. 225-37-2 and L. 225-37-3 CCom)	
Presentation of draft resolutions on compensation policy to be submitted to the General Meeting in the context of the <i>ex ante</i> vote ²	G.3.2.1, G.4.3
Corporate officers' compensation paid during the closed financial year	G.3.1, G.3.2.2, G.4.2
Undertakings in favor of corporate officers in case of taking up, ending or change of functions.	G.3.2.1, G.3.2.2

¹ This report is extracted from Atos 2018 Registration Document filed with the AMF on February 22, 2019.

² These elements are complemented by the Board of Directors' report on the resolutions submitted at the Combined General Meeting of April 30, 2019 (see pages 17 and following of the Convening Brochure for this AGM).

Information required under L. 225-37 <i>et seq</i> of the French Commercial Code	Section of the 2018 Registration Document
Elements likely to have an impact in case of public offer (L. 225-37-5 CCom)	
Structure of share capital of the Company	G.5.1.2, G.5.2, G.5.7.3
Limitations on the exercise of voting rights and share transfers as per the articles of association	G.1.3.2, G.5.7.4, G.5.7.5
Direct or indirect shareholdings in the share capital of the Company	G.5.1.2, G.5.2, G.5.7.3
List of holders of any securities with special control rights	N/A
Control mechanisms in employee shareholding systems	G.5.7.5
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	G.5.7.5
Rules applicable to the appointment and replacement of Board of Directors members and the amendment of the articles of association of the Company	G.1.3.1., G.1.3.2.
Powers of the Board of Directors' (in particular for the issuance or buyback of shares)	G.1.3.1, G.2.2, G.2.4.2, G.5.7.6, G.5.7.7
Agreements entered into by the Company which are modified or terminated in case of change of control of the Company	G.5.7.5
Agreements providing for indemnities to Board of Directors members or employees upon termination of their employment contract, by resignation or termination without real and serious cause, or pursuant to a purchase or exchange public offer	G.3.2.1, G.3.2.2, G.5.7.5

In addition to the legally required items under articles L. 225-37 *et seq* of the French Commercial Code (as above mentioned), and pursuant to the "Comply or Explain rule", the 2018 Registration Document also includes the following additional corporate governance-related items recommended under the AFEP-MEDEF Code of Corporate Governance to be included in the Board of Directors' report on Corporate Governance.

Consequently, the following table allows identifying in the 2018 Registration Document the recommended information. It is specified that the items recommended by the AFEP-MEDEF Code which also fall within the list of legally required items under articles L. 225-37 *et seq* of the French Commercial Code (as above mentioned) are not depicted in the below table.

Information recommended under the AFEP-MEDEF Code of Corporate Governance	Section of the AFEP-MEDEF Code	Section of the 2018 Registration Document
Internal rules of the Board of Directors	2.2	G.2.3.9
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its Group	8.5.3	G.2.3.2
Assessment of the works of the Board of Directors	9.3	G.2.5
Number of meetings of Board of Directors and of Board Committees held in the past financial year and information relating to Directors' individual attendance at such meetings	10.1	G.2.4
Start and end dates of Directors' term of office, Directors' nationality, age and principal position, list of names of the members of each Board's committees	13.3	G.2.3.1, G.2.4
Description of the Committees activities in the past financial year	14.2	G.2.4
Number of shares held by the Directors	19	G.2.3.1
Rules for allocation of Directors' fees and individual amounts of payments made in this regards to the Directors	20.4	G.3.1

Information recommended under the AFEP-MEDEF Code of Corporate Governance	Section of the AFEP-MEDEF Code	Section of the 2018 Registration Document
Minimum number of registered shares that the Company officers must retain	22	G.1.3.1, G.2.3.4
Recommendation of the High Committee and reasons why the Company decided not to comply with it	27.2	N/A

The Board of Directors of Atos SE

Represented by Thierry BRETON, Chairman