



Press Release

Atos SE announces the completion of the settlement and delivery of its €233 million rights issue

Paris, France – December 10, 2024 - Following the announcement on December 2, 2024 by Atos SE (Euronext Paris : ATO) (the "**Company**" or "**Atos**") of the results of its rights issue of 233 million euros (the "**Rights Issue**"), Atos announces today that it has completed the settlement and delivery of the Rights Issue and the admission of the new shares to trading on the regulated market of Euronext Paris ("**Euronext Paris**").

As a result, the Rights Issue was subscribed for a definitive total amount of €233,332,767.7659 (including issue premium), representing an issuance of 63,062,910,207 new shares (the "**New Shares**") at a subscription price of €0.0037 per share (including, as a reminder, €0.0001 par value per share and €0.0036 issue premium), broken-down as follows:

- a subscription on an irreducible and reducible basis (*à titre irréductible et à titre réductible*) of 18,476,832,229 New Shares as part of the offering, for a total subscription amount of €68,364,279.2473, comprising:
 - 15,443,618,322 New Shares subscribed on an irreducible basis (*à titre irréductible*), for a total subscription amount (including issue premium) of €57,141,387.7914; and
 - 3,033,213,907 New Shares subscribed on a reducible basis (*à titre réductible*), for a total subscription amount (including issue premium) of €11,222,891.4559;

This includes the New Shares subscribed by Philippe Salle, Chairman of the Board of Directors and future Chief Executive Officer of the Company, who subscribed, in accordance with his subscription commitment, 2,432,432,432 New Shares, representing a total amount of €9 million.

- a subscription of 44,586,077,978 New Shares as a result of the exercise of the backstop commitments, for a total subscription amount of €164,968,488.5186, comprising:
 - 20,270,270,176 New Shares subscribed in cash by the participating bondholders (in proportion of their final commitment to finance the new preferred bond financings), in accordance with their subscription commitment under the first-rank subscription guarantee of the Rights Issue (the "**First-Rank Subscription Guarantee**"), corresponding to an amount (including issue premium) of approximately €75 million; and

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- 24,315,807,802 New Shares subscribed by the participating creditors, in accordance with their subscription commitment under the second-rank subscription guarantee of the Rights Issue (the "**Second-Rank Subscription Guarantee**"), corresponding to an amount (including issue premium) of €89,968,488.8674, by equitization of an equivalent portion of the unsecured debt they held in proportion of their definitive participation in the new secured financings and the First-Rank Subscription Guarantee.

The total number of New Shares issued in the context of the Rights Issue has been slightly adjusted compared to the total number of new shares mentioned in the Company's press release of December 2, 2024, in order to take into account the existence of fractional shares in the allocation of New Shares among the participating creditors as part of the implementation of the First-Rank Subscription Guarantee and the Second-Rank Subscription Guarantee in accordance with the accelerated safeguard plan of Atos approved by the specialised Commercial Court of Nanterre on October 24, 2024 (the "**Accelerated Safeguard Plan**"). 63,062,910,207 New Shares have been issued (i.e. a reduction of 198 shares compared to the total number of 63,062,910,405 New Shares mentioned in the December 2, 2024 press release). Consequently, the final total amount (including issue premium) of the Rights Issue is €233,332,767.7659 (i.e. a reduction of €0.7326 compared to the total amount of €233,332,768.4985 mentioned in the December 2, 2024 press release).

The New Shares are of the same class as the Company's existing ordinary shares and are subject to all the provisions of the Company's bylaws. They carry all rights attached and are entitled, as from their issue date, to all distributions decided by the Company as from that date.

They are immediately assimilated with existing shares of the Company already traded on Euronext Paris and are tradable, as from this date, on the same trading line under the same ISIN code FR0000051732.

Impact of the Rights Issue on the Atos's Shareholding structure

As a result of the completion of the Rights Issue, the Company's share capital now amounts to €6,317,504.70 and is comprised of 63,175,046,985 shares with a par value of €0.0001 each.

Based on public information available to date, the allocation of the share capital of the Company following the Rights Issue is set out as below:

Shareholders	Number of ordinary shares	% of share capital	Number of exercisable voting rights	% of exercisable voting rights ¹
Participating Creditors ²	44,586,077,978	70.58%	44,586,077,978	70.58%
Employees ³	2,915,492	0.00%	2,915,492	0.00%
Board of Directors ⁴	2,432,876,880	3.85%	2,432,876,880	3.85%
Treasury Shares	77,312	0.00%	0	0.00%
Others ⁵	16,153,099,323	25.57%	16,153,099,323	25.57%
TOTAL	63,175,046,985	100.00%	63,174,969,673	100.00%

¹ Percentages of voting rights are calculated in relation to the number of voting rights exercisable at a General Meeting, i.e. the number of theoretical voting rights less shares deprived of voting rights, such as treasury shares.

² For indicative purposes only and pending publication of the declarations of legal thresholds' crossings, it is anticipated that on the settlement-delivery date of the Rights Issue, (i) the funds managed by D.E. Shaw hold 9.95% of the Company's share capital and voting rights (it being specified that, in addition, under the mechanism provided for in the Accelerated Safeguard Plan and described in the amendment to the 2023 universal registration document filed with the AMF on November 7, 2024 under number D.24-0429-A01, the plan supervisor (*commissaire à l'exécution du plan*) will hold 1.26% of the Company's share capital and voting rights until such time as the percentage held by the funds managed by D.E. Shaw no longer requires regulatory approval or they obtain the necessary regulatory approvals to cross the 10% threshold, as the case may be), (ii) the funds managed by Bousard & Gavaudan hold 5.74% of the Company's share capital and voting rights and (iii) the funds managed by Tresidor hold 5.02% of the Company's share capital and voting rights.

³ Information on employee share ownership is given as at 30 November 2024.

⁴ Information concerning the shareholding of the members of the Board of Directors is given on the basis of the information known to the Company as at 10 December 2024. As a reminder, Mr Philippe Salle, Chairman of the Board of Directors, participated in Atos' Rights Issue by subscribing to 2,432,432,432 New Shares for a total amount of €9 million, in accordance with his subscription commitment.

⁵ The "Others" category includes all shareholders holding less than 5% of the share capital and voting rights and not included in the "Participating creditors", "Employees", "Board of Directors" and "Treasury shares" categories.

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Implementation of the financial restructuring plan will result in a massive issue of new shares and a substantial dilution of Atos existing shareholders that could have a very unfavorable impact on the market price of the share

As mentioned by the Company in its press release of December 2, 2024, post completion of the Rights Issue, the new shares subscribed by the creditors, as a consequence of the exercise of the backstop, represent c. 70.6% of total shares, corresponding to a substantial dilution of the existing shareholders.

In light of the recent volatility on the Atos stock, it is reminded that a massive number of new shares should still be issued and the existing shareholders will suffer from a substantial dilution of their stake in the Company's share capital as a result of the future reserved capital increases corresponding to the equitization of c. €3 billion of old debt and the exercise of the warrants, resulting in a c. 90.8% ownership by creditors.

As some creditors of the Company, who have not supported or voted in favor of the Accelerated Safeguard Plan, will become holders of new shares, a significant number of shares could be traded rapidly at the moment of the completion of the financial restructuring capital increases, or such trades could be anticipated by the market, which could have an unfavorable impact on the market price of the share.

Availability of the Prospectus

The Rights Issue was subject to a Prospectus approved by the AMF under number 24-474 on 7 November 2024 (the "**Prospectus**"), consisting of:

- (i) Atos' 2023 universal registration document filed with the AMF on May 24, 2024 under number D.24-0429,
- (ii) the amendment to the 2023 universal registration document filed with the AMF on 7 November 2024 under number D.24-0429-A01 (the "**Amendment**"),
- (iii) a securities note (including the Prospectus summary) dated November 7, 2024 (the "**Securities Note**"), and
- (iv) a supplement to the Prospectus approved by the AMF under number 24-501 dated 25 November 2024 (the "**Supplement**").

Copies of the Prospectus and the Supplement are available free of charge at Atos' registered office (River Ouest – 80 Quai Voltaire – 95870 Bezons) and available on the websites of Atos (www.atos.net) as well as on the website of the AMF (www.amf-france.org).

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Risk Factors

Investors' attention is drawn to the risk relating to Atos described in paragraph 7.2 "*Risk Factors*" of the 2023 Atos Universal Registration Document, as updated by Chapter 2 "*Risk Factors*" of the Amendment and Chapter 1.2 of the Supplement, the risk factors relating to the Rights Issue or the New Shares mentioned in section 2 "*Risk Factors*" of the Securities Note, as updated by Chapter 3.1 of the Supplement, before making any investment decision.

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Atos SE confirms that information that could be qualified as inside information within the meaning of Regulation No. 596/2014 of 16 April 2014 on market abuse and that may have been given on a confidential basis to its financial creditors has been published to the market, either in the past or in the context of this press release, with the aim of reestablishing equal access to information relating to the Atos Group between the investors.

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Forward-looking information

This press release contains “forward-looking statements”, including statements regarding the future prospects and development of the Atos Group. All statements other than statements of historical data included in this press release, including, without limitation, statements regarding Atos’ financial condition, business strategy, plans and objectives of management for future operations, are forward-looking statements. These forward-looking statements can be identified by the use of the future or conditional tense, or forward-looking terminology such as “consider”, “envisage”, “think”, “aim”, “expect”, “intend”, “should”, “aim”, “estimate”, “believe”, “wish”, “may” or, where appropriate, the negative of these terms, or any other similar variants or expressions. This information is not historical data and should not be construed as a guarantee that the facts and data stated will occur. These forward-looking statements are based on data, assumptions and estimates considered reasonable by Atos. These forward-looking statements are based on data, assumptions and estimates considered reasonable by Atos. They may change or be modified as a result of uncertainties linked in particular to the economic, financial, competitive and regulatory environment. In addition, the materialization of certain risks described in section 7.2 “Risk factors” of Atos’ 2023 universal registration document, as updated by chapter 2 “Risk factors” of the amendment to Atos’ 2023 universal registration document and Chapter 1.2 of the Supplement to the Prospectus approved by the AMF under number 24-501 dated 25 November 2024, and in section 2 “Risk factors” of the securities note, as updated by Chapter 3.1 of the Supplement, is likely to have a material adverse effect on Atos’ business, financial condition and results and its ability to achieve its objectives. All forward-looking statements included in this press release speak only as of the date of this press release. Except as required by applicable law or regulation, Atos undertakes no obligation to publicly update any forward-looking statement contained in this press release to reflect any change in Atos’ objectives or in the events, conditions or circumstances on which any forward-looking statement is based, and disclaims any intention or obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise. Atos’ past performance should not be taken as a guide to future performance.

About Atos

Atos is a global leader in digital transformation with circa 82,000 employees and annual revenue of circa €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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