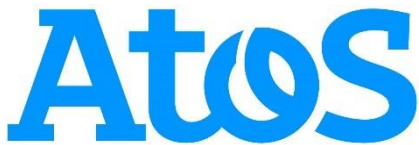


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JUNE 14, 2017



Press Release

Atos €233 million rights issue concluded

A further important step of its financial restructuring

- Following the subscription period, which ended on November 27, 2024, total demand amounted to 18,476,832,229 New Shares, representing a subscription rate of c.29%, broken down as follows:
 - 15,443,618,322 New Shares have been subscribed on an irreducible basis (*à titre irréductible*); and
 - 3,033,213,907 New Shares have been subscribed on a reducible basis (*à titre réductible*)
- In accordance with the backstop commitments provided for in the Accelerated Safeguard Plan:
 - Up to 20,270,270,270 New Shares maximum to be subscribed in cash by participating bondholders under the First-Rank Subscription Guarantee; and
 - Up to 24,315,807,906 New Shares maximum to be subscribed by offsetting claims from participating creditors under the Second-Rank Subscription Guarantee
- After completion of the Rights Issue and taking into account the completion of the Share Capital Reduction provided for in the Accelerated Safeguard Plan, the Company's share capital will amount to €6,317,504.7183 and will be comprised of 63,175,047,183 shares with a par value of €0.0001 each

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

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Paris, France – December 2, 2024 - Atos SE (Euronext Paris: ATO) (the “**Company**” or “**Atos**”) announces today the results of its rights issue for a gross amount, including issue premium of €233,332,768.4985, by way of issuance of 63,062,910,405 new shares (the “**New Shares**”) at a subscription price of €0.0037 per share (including, as a reminder, €0.0001 par value¹ per share and €0.0036 issue premium) (the “**Rights Issue**”).

This Rights Issue is backstopped for €164,968,489.25 by the participating creditors, of which:

- (i) €75 million by cash subscription by the participating bondholders (the “**First-Rank Subscription Guarantee**”), and
- (ii) €89,968,489.25 by equitization of a portion of the non-secured debt held by the creditors participating to the new preferred financings of the Company (the “**Second-Rank Subscription Guarantee**”, together with the First-Rank Subscription Guarantee, the “**Subscription Guarantee Commitments**”),

in accordance with the accelerated safeguard plan approved by the specialised Commercial Court of Nanterre on October 24, 2024 (the “**Accelerated Safeguard Plan**”).

The completion of the Rights Issue represents an important step in the completion of Atos’ financial restructuring process as set out in its Accelerated Safeguard Plan.

Results of the Rights Issue

Following the subscription period which ended on November 27, 2024, the total demand for subscriptions on a irreducible and reducible basis amounted to 18,476,832,229 New Shares, representing a subscription rate of c.29% based on the initial maximum number of shares to be issued of 63,062,910,405 (for an initial maximum gross amount (including issue premium) of €233,332,768.4985).

These 18,476,832,229 New Shares have been subscribed as follows:

- The number of New Shares subscribed on an irreducible basis (*à titre irréductible*) amounted to 15,443,618,322 New Shares, for a total subscription amount of €57,141,387.7914; and
- The number of New Shares subscribed on a reducible basis (*à titre réductible*) amounted to 3,033,213,907 New Shares, for a total subscription amount 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, *i.e.* a total amount of €9 million.

¹ In accordance with the terms of the Accelerated Safeguard Plan approved by the specialized Commercial Court of Nanterre on October 24, 2024, the Company’s Board of Directors decided on November 6, 2024 to reduce the Company’s share capital due to losses, by reducing the par value of the Company’s shares from €1.00 to €0.0001 per share, subject to the condition precedent of the decision by the Board of Directors (or by the Chief Executive Officer, acting on delegation of the Board of Directors), to issue the new shares in connection with the Rights Issue, which took place on 2 December 2024 (the “**Share Capital Reduction**”). As a result, the Share Capital Reduction, became effective on that date, and the Company’s share capital now amounts to €11,213.6778, divided into 112,136,778 shares with a par value of €0.0001 each. It is reminded that the amount of the Share Capital Reduction, *i.e.* €112,125,564.3222, was allocated to a special reserve account not available for distribution.

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As the subscriptions on an irreducible basis and on a reducible basis have not fully absorbed the Rights Issue, the Chief Executive Officer of the Company, acting on sub-delegation from the Board of Directors, in accordance with the terms of the second resolution of the class of holders of the Company's share capital included in Appendix 12 to the Accelerated Safeguard Plan and under the conditions provided for in Article L. 225-134 of the French *Code de commerce*, decided on December 2, 2024 that 44,586,078,176 New Shares not absorbed by the irreducible and reducible subscriptions, corresponding to an amount (including issue premium) of c.€165 million, will be subscribed by the participating creditors in accordance with their Subscription Guarantees, as follows:

- Up to 20,270,270,270 New Shares maximum to be 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, corresponding to an amount (including issue premium) of €75 million, representing 32% of the New Shares issued; and
- Up to 24,315,807,906 New Shares maximum to be subscribed by the participating creditors, in accordance with their subscription commitment under the Second-Rank Subscription Guarantee, corresponding to an amount (including issue premium) of €89,968,489.25, by equitization of a portion of €89,968,489.25 of the unsecured debt they held in proportion of their definitive participation in the new secured financings and the First-Rank Subscription Guarantee, representing c.39% of the New Shares issued.

As a result, the Rights Issue will be subscribed:

- for a total amount of €233,332,768.4985 (including issue premium), *i.e.* 63,062,910,405 New Shares issued at a unit price of €0.0037 (including, as a reminder, €0.0001 par value per share and €0.0036 issue premium),
- representing a total subscription of 100% on the basis of the maximum initial of shares to be issued of 63,062,910,405 (for an initial maximum deal size of €233,332,768.4985).

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

After completion of the Rights Issue, the Company's share capital will amount to €6,317,504.7183 and will be comprised of 63,175,047,183 shares with a par value of €0.0001 each taking into account the Share Capital Reduction.

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 voting rights	% of voting rights
Participating Creditors	44,586,078,176	70.58%	44,586,078,176	70.58%
Treasury Shares	77,078	0.00%	0	0.00%
Free Float	18,588,891,929	29.42%	18,588,891,929	29.42%
TOTAL	63,175,047,183	100.00%	63,174,970,105	100.00%

Settlement and Delivery of the New Shares

According to the indicative timetable the settlement-delivery of the New Shares and their admission to trading on the regulated market of Euronext Paris ("**Euronext Paris**") are expected to take place on 10 December 2024.

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

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

Global coordinator, joint bookrunner and advisors to the Company

Barclays Bank Ireland PLC is acting as Global Coordinator and Joint Bookrunner (the "**Global Coordinator and Joint Bookrunner**") and Deutsche Bank AG and ING Bank N.V. are acting as Joint Bookrunners ("**Joint Bookrunners**") in respect of the Rights Issue.

Rothschild & Co and Perella Weinberg Partners act as financial advisors to the Company, Darrois Villey Maillot Brochier as legal advisor to the Company and Linklaters as legal advisor to the Global Coordinator and the Joint Bookrunners.

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Reminder on the Accelerated Safeguard Plan

The operations of the Atos' financial restructuring planned as part of the Accelerated Safeguard Plan, in addition to the Rights Issue, include:

- the conversion into equity of €2.9 billion (principal amount) of existing financial debts (including claims converted into equity under the Second-Rank Subscription Guarantee as part of the Rights Issue),
- the reinstallation in the form of new debts maturing after 6 years or more of €1.95 billion of existing financial debts,
- the receipt of €1.5 to 1.675 billion of new money debts (including in particular the €0.25 billion RCF and guarantee lines as indicated below) and new money equity resulting from the Rights Issue which involved a total cash contribution of €143,364,279.246 (including the €75 million as part of the First Rank Subscription Guarantee) and the equitization amounting to €89,968,489.25, and, as the case may be, of the additional voluntary cash subscription by participating creditors of up to €75 million within the framework of the Potential Capital Increase as provided for in the Accelerated Safeguard Plan,
- an amount of €0.25 billion of new preferred financings (new money debts in the form of RCF and guarantee lines) dedicated to meeting the needs for bank guarantees,
- the issue of a maximum of 22,398,648,648 share subscription warrants (the "BSA"), giving the right to subscribe to one new ordinary share per BSA, allocated free of charge to certain participating creditors upon completion of all the financial restructuring capital increases in accordance with the Accelerated Safeguard Plan, in consideration for their subscription and backstop commitments under the new preferential financing arrangements entered into prior to the judgment opening Atos' accelerated safeguard proceedings,

These operations are detailed in the draft of the Accelerated Safeguard Plan available on the Company's website ("financial restructuring" tab) and in the Prospectus (as this term is defined below).

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

Post completion of the Rights Issue, the new shares subscribed by the creditors, as a consequence of the exercise of the backstop, will represent c. 70.6% of total shares, corresponding to a substantial dilution of the existing shareholders.

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As stated by Atos in its previous communications and 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. 90.7% ownership by creditors.

As some creditors of the Company, who have not supported or voted in favor of the Safeguard Plan, will become holders of new shares, a significant number of shares could be sold rapidly from the date of completion of the financial restructuring capital increases, or such sales 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**") and
- (iii) a securities note (including the Prospectus summary) dated November 7, 2024 (the "**Securities Note**") and a supplement to the Prospectus approved by the AMF under number 24-501 dated 25 November 2024 (the "**Supplement**"), and available on the websites of Atos (www.atos.net) as well as on the website of the AMF (www.amf-france.org). Copies of the Prospectus and the Supplement are available free of charge at Atos' registered office (River Ouest – 80 Quai Voltaire – 95870 Bezons).

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.

*

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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This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "Prospectus Regulation"). Potential investors are advised to read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. The approval of the prospectus by the AMF should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market.

With respect to each Member State of the European Economic Area (other than France) and the United Kingdom (a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring the publication of a prospectus in any Relevant State. As a result, the securities may and will be offered in any Relevant State only (i) to qualified investors within the meaning of the Prospectus Regulation, for any investor in a Member State of the European Economic Area, or Regulation (EU) 2017/1129 as part of national law under the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation"), for any investor in the United Kingdom, (ii) to fewer than 150 individuals or legal entities (other than qualified investors as defined in the Prospectus Regulation or the UK Prospectus Regulation, as the case may be), or (iii) in accordance with the exemptions set forth in Article 1 (4) of the Prospectus Regulation or under any other circumstances which do not require the publication by Atos of a prospectus pursuant to Article 3 of the Prospectus Regulation, of the UK Prospectus Regulation and/or to applicable regulations of that Relevant State.

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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 in section 2 “Risk factors” of the securities note, 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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