



Press Release

Update on the rights issue following the receipt of a non-binding offer from the French State to acquire the Advanced Computing activities

Paris, France – November 25, 2024 – Following the receipt of a non-binding offer from the French State regarding the acquisition of Advanced Computing business¹, Atos SE (Euronext Paris: ATO) (the "**Company**" or "**Atos**") announces today the approval by the French *Autorité des marchés financiers* (the "**AMF**") of the supplement under number 24-501 dated 25 November 2024 (the "**Supplement**") which supplements and should be read in conjunction with the prospectus approved by the AMF on 7 November 2024, under number 24-474 (the "**Prospectus**") in connection with the rights issue of a gross amount of EUR 233,332,768.4985, including issue premium launched on 8 November 2024 (the "**Rights Issue**").

Impact on the Timetable: Extension of the Subscription Period and Right of Withdrawal

Pursuant to Article 23 of the Prospectus Regulation (EU) 2017/1129, investors who have already agreed to subscribe to new shares (the "**New Shares**") prior to the publication of the Supplement shall have the right to withdraw their acceptance within two working days after the publication of the Supplement. As a result, the withdrawal period will be open on 26 and 27 November 2024. Investors who wish to exercise their right of withdrawal must contact their financial intermediary with whom they have placed their subscription order for intermediary registered or bearer shareholders and Societe Generale Securities Services for direct registered shareholders.

This withdrawal period will result in the postponement of the end of the subscription period to 27 November 2024 (initially scheduled for 25 November 2024).

The changes to the timetable are set out in the Supplement and the new indicative timetable is as follows:

Updated indicative timetable for the Rights Issue	
25 November 2024	Approval of the Supplement by the AMF

¹ See the press release published by the Company on 25 November 2024.

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

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 JUNE 14, 2017

	<p>Issuance of a press release by the Company announcing the approval of the Supplement and describing the investors' right of withdrawal, as well as the procedures for making the Supplement available</p> <p>Publication of the Supplement and posting on the Company and AMF websites</p> <p>Publication by Euronext of the notice relating to the approval of a Supplement announcing the updated timetable.</p>
From 26 to 27 November 2024	Right to withdraw their acceptance for the investors who have already agreed to subscribe for New Shares prior to the publication of this Supplement
27 November 2024	Closing of the subscription period for the Rights Issue
2 December 2024	<p>Issuance by the Company of a press release announcing the result of subscriptions to the Rights Issue.</p> <p>Decision by the Company's Chief Executive Officer to (i) allocate the New Shares not subscribed for in the Rights Issue, to be subscribed for by the Participating Bondholders and the Participating Creditors under the Subscription Guarantee Commitments and (ii) record the completion of the Share Capital Reduction provided for in the Accelerated Safeguard Plan.</p> <p>Publication by Euronext of the notice of admission of the New Shares resulting from the Rights Issue and indicating the allocation scale for subscriptions on a reducible basis (<i>à titre réductible</i>).</p>
10 December 2024	<p>Settlement-delivery of the New Shares in respect of the Rights Issue</p> <p>Admission of the New Shares to trading on Euronext Paris</p>
<p><i>The public will be informed of any changes to the above indicative timetable by means of a press release issued by the Company and posted on its website, and a notice issued by Euronext.</i></p>	

Settlement and Delivery

According to the indicative timetable the settlement-delivery of the New Shares and their admission to trading on Euronext Paris are expected to take place on 10 December 2024. The New Shares will carry all rights attached from the date of issue and will be entitled to all distributions decided by the Company 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.

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

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 JUNE 14, 2017

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.

Availability of the Prospectus

The Prospectus approved by the AMF under number 24-474 on 7 November 2024, 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 summary of the Prospectus) dated November 7, 2024 (the "**Securities Note**") and that the Supplement to the Prospectus approved by the AMF under number 24-501 dated 25 November 2024 are 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.

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

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 JUNE 14, 2017

Disclaimer

This document must not be published, released or distributed, directly or indirectly, in the United States, Canada, Japan or Australia.

This press release and the information contained herein do not constitute an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of ordinary shares in any State or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The distribution of this press release may, in certain jurisdictions, be restricted by local legislations. Persons into whose possession this press release comes are required to inform themselves about and to observe any such potential local restrictions.

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.

The distribution of this press release has not been made, and has not been approved, by an "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Article 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this press release relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this press release or any of its contents.

This press release is not an offer of securities for sale nor the solicitation of an offer to purchase securities in the United States or any other jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration under or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Atos does not intend to register any portion of the planned offer in the United States or to conduct a public offering of securities in the United States.

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN.

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 JUNE 14, 2017

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.

Contacts

Investor relations:

David Pierre-Kahn | investors@atos.net | +33 6 28 51 45 96
Sofiane El Amri | investors@atos.net | +33 6 29 34 85 67

Individual shareholders: 0805 65 00 75

Press contact: globalprteam@atos.net