



Press Release

Atos SE announces the final amounts of the subscriptions to the Reserved Capital Increases for creditors under the Accelerated Safeguard Plan

- Atos SE announces today the final amounts of the subscriptions to the three Reserved Capital Increases for creditors under the Accelerated Safeguard Plan, allowing in particular the equitization of approximately 2.9 billion euros (principal amount) of existing financial debt
- A total of 115,860,932,658 New Shares will be issued under the three Reserved Capital Increases, broken down as follows:
 - 27,166,773,007 New Shares subscribed by the Non-Participating Creditors (or, as the case may be, their respective affiliates) at a subscription price of €0.0663 per New Share, by way of offsetting against claims, as part of a capital increase with waiver of preferential subscription rights reserved exclusively for Non-Participating Creditors (or, as the case may be, their respective affiliates) for a total gross amount of €1,801,157,050.3641, including issue premium;
 - 84,857,868,064 New Shares subscribed by the Participating Creditors (or, as the case may be, their respective affiliates) at a subscription price of €0.0132 per New Share, by way of offsetting against claims, as part of a capital increase with waiver of preferential subscription rights reserved exclusively for Participating Creditors (and their respective affiliates) for a total gross amount of €1,120,123,858.4448, including issue premium; and
 - 3,836,291,587 New Shares subscribed by the Participating Creditors (or, as the case may be, their respective affiliates) at a subscription price of €0.0037 per New Share, in cash and by way of offsetting against claims, as part of a capital increase with waiver of preferential subscription rights reserved exclusively for Participating Creditors (and their respective affiliates) for a total gross amount of €14,194,278.8719, including issue premium
- Settlement-delivery of the New Shares issued under these Reserved Capital Increases is scheduled to take place concomitantly, on December 18, 2024, according to the indicative timetable

- After completion of the Reserved Capital Increases, the Company's share capital will amount to €17,903,597.9643 and will be comprised of 179,035,979,643 shares with a par value of €0.0001 each
- The completion of these Reserved Capital Increases will be followed by the issue of share subscription warrants (*bons de souscription d'actions* or *BSA*) allocated free of charge to certain Participating Creditors in consideration for subscription and backstop commitments in respect of the new preferred financings entered into prior to the judgment opening Atos' accelerated safeguard proceedings

The 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 share price.

Paris, France – December 16, 2024 – Following the announcement on December 12, 2024 by Atos SE (Euronext Paris : ATO) (the "**Company**" or "**Atos**") of the launch of the three capital increases with waiver of shareholders' preferential subscription rights reserved for creditors provided for under the Accelerated Safeguard Plan (as this term is defined below), Atos announces today the final amounts of the subscriptions to these three capital increases reserved for creditors, leading to the issue of a total number of 115,860,932,658 new shares (the "**New Shares**"), broken down as follows:

- (i) 27,166,773,007 New Shares subscribed by the creditors who are not participating in the Company's new preferred financings (the "**Non-Participating Creditors**") or, as the case may be, their respective affiliates, by offsetting against the amount of an equivalent portion of the claims held by the Non-Participating Creditors against the Company, as part of a capital increase with waiver of shareholders' preferential subscription rights reserved exclusively for the benefit of the Non-Participating Creditors (or, as the case may be, their respective affiliates), representing a total subscription amount of €1,801,157,050.3641 (including issue premium), at a subscription price of €0.0663 per New-Shares (i.e. €0.0001 par value and €0.0662 issue premium) the "**Equitization Capital Increase Reserved for Non-Participating Creditors**"),
- (ii) 84,857,868,064 New Shares subscribed by the creditors who are participating in the Company's new preferred financings (the "**Participating Creditors**") or, as the case may be, their respective affiliates, by offsetting against the amount of an equivalent portion of the claims held by the Participating Creditors against the Company, as part of a capital increase with waiver of shareholders' preferential subscription rights reserved exclusively for the benefit of the Participating Creditors (or, as the case may be, their respective affiliates), representing a total subscription amount of €1,120,123,858.4448 (including issue premium), at a subscription price of €0.0132 per New Share (i.e. €0.0001 par value and €0.0131 issue premium) (the "**Equitization Capital Increase Reserved for Participating Creditors**"),

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(iii) 3,836,291,587 New Shares subscribed by the Participating Creditors or, as the case may be, their respective affiliates, representing a total subscription amount of €14,194,278.8719 (including issue premium), at a subscription price of €0.0037 per New Share (i.e. €0.0001 par value and €0.0036 issue premium), as part of a capital increase with waiver of shareholders' preferential subscription rights reserved exclusively for the benefit of the Participating Creditors (or, as the case may be, their respective affiliates) (the "**Additional Reserved Capital Increase for Participating Creditors**", and together with the Equitization Capital Increase Reserved for Non-Participating Creditors and the Equitization Capital Increase Reserved for Participating Creditors, the "**Reserved Capital Increases**"), comprising:

- 571,081,078 New Shares subscribed in cash, representing a total subscription amount of €2,112,999.9886, including issue premium; and
- 3,265,210,509 New Shares subscribed by way of offsetting against a portion of the claims held by the Participating Creditors against the Company, representing a total subscription amount of €12,081,278.8833, including issue premium.

As a reminder, the main purpose of the Reserved Capital Increases is to enable the equitization of approximately 2.9 billion euros (principal amount) of Atos' existing financial debt. The Reserved Capital Increases follow the €233 million rights issue completed on December 10, 2024 (the "**Rights Issue**") and are carried out as part of the accelerated safeguard plan of Atos, which was approved by the specialized commercial Court of Nanterre on October 24, 2024 (the "**Accelerated Safeguard Plan**").

The completion of the Reserved Capital Increases will be followed by the issue of 22,398,648,580 share subscription warrants (the "**Warrants**"), giving the right to subscribe for one new ordinary share per Warrant, allocated free of charge to certain Participating Creditors in accordance with the Accelerated Safeguard Plan, in consideration for subscription and guarantee commitments in respect of the new preferential financing made prior to the judgment opening the accelerated safeguard proceedings of Atos. The Warrants may be exercised at any time until the expiry of a period of 36 months following the date of their settlement-delivery.

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Impact of the Reserved Capital Increases and the potential exercise of all the Warrants on the Atos' shareholding structure

As a result of the completion of the Reserved Capital Increases, the Company's share capital will amount to €17,903,597.9643 and will be comprised of 179,035,979,643 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 Reserved Capital Increases is set out as below:

Shareholders	% of share capital	% of voting rights
Participating Creditors ¹	74.4%	74.4%
Non-Participating Creditors	15.2%	15.2%
Employees ²	0.0%	0.0%
Board of Directors ³	1.4%	1.4%
Treasury shares	0.0%	0.0%
Free Float	9.0%	9.0%
TOTAL	100%	100%

By way of illustration, following the completion of the Reserved Capital Increases and assuming that all the Warrants are exercised (it being specified that the Warrants may be exercised until the end of a period of 36 months following their settlement-delivery date), the Company's share capital would amount to 20,143,462.8223 and would be comprised of 201,434,628,223 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 Reserved Capital Increases and assuming the exercise of all the Warrants is set out as below:

¹ 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 Reserved Capital Increases, (i) the funds managed by D.E. Shaw hold 8.56% of the Company's share capital and voting rights, (ii) the funds managed by Tresidor hold 6.24% of the Company's share capital and voting rights and (iii) the funds managed by ING Bank N.V. (through its French subsidiary) hold 5.34% of the Company's share capital and voting rights.

² Information on employee share ownership is given as at 30 November 2024.

³ 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.

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Shareholders	% of share capital	% of voting rights
Participating Creditors ⁴	77.3%	77.3%
Non-Participating Creditors	13.5%	13.5%
Employees ²	0.0%	0.0%
Board of Directors ³	1.2%	1.2%
Treasury shares	0.0%	0.0%
Free Float	8.0%	8.0%
TOTAL	100%	100%

Any thresholds crossings (upwards or downwards) by shareholders of the Company, following the settlement-delivery of the Reserved Capital Increases and the exercise of the Warrants, shall, as the case may be, be subject to applicable notifications (pursuant to regulations or the articles of association) and will be communicated to the market pursuant to applicable regulations.

Settlement – delivery of the New Shares

The settlement-delivery of the New Shares resulting from the Reserved Capital Increases is scheduled for December 18, 2024. The New Shares issued under the Reserved Capital Increases will be admitted to trading on the regulated market of Euronext Paris ("**Euronext Paris**") as from their issue date, i.e. December 18, 2024.

The New Shares will be of the same class as the Company's existing ordinary shares and will be subject to all the provisions of the Company's articles of association. 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 the existing shares of the Company already traded on Euronext Paris and will be tradable, as from that date, on the same trading line under the same ISIN code FR0000051732.

According to the indicative timetable, the Warrants are expected to be allocated free of charge to the relevant Participating Creditors on December 18, 2024, following the completion of the Reserved Capital Increases. No application will be made for the Warrants to be admitted to trading on a regulated market.

⁴ 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 Reserved Capital Increases and assuming exercise of all the Warrants, (i) the funds managed by D.E. Shaw hold 9.08% of the Company's share capital and voting rights, (ii) the funds managed by Tresidor hold 6.35% of the Company's share capital and voting right, (iii) the funds managed by Deutsche Bank AG holds 5.00% of the Company's share capital and voting rights and (iv) the funds managed by ING Bank N.V. (through its French subsidiary) hold 5.09% of the Company's share capital and voting rights.

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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 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 will be issued under the Reserved Capital Increases and the existing shareholders will suffer from a substantial dilution of their stake in the Company's share capital as a result of the equitization of c. €3 billion of old debt and the exercise of the Warrants, resulting in a c. 90.8% ownership by creditors.

For indicative purposes only, a shareholder holding 1% of the Company's share capital⁵ would see its stake fall (on a diluted basis), post completion of the Reserved Capital Increases, to 0.35% of the Company's share capital and 0.31% post exercise of all the Warrants⁶.

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.

Reminder on the Accelerated Safeguard Plan

As a reminder, the operations of Atos' financial restructuring provided for under the Accelerated Safeguard Plan, with the €233 million Rights Issue which was settled and delivered on December 10, 2024, include in particular:

- the equitization of €2.9 billion (principal amount) of existing financial debts (via the Reserved Capital Increases with a settlement-delivery scheduled for December 18, 2024, and including the claims converted into equity under the second-rank subscription guarantee as part of the Rights Issue),
- the reinstatement in the form of new debts maturing after 6 years or more of €1.95 billion of existing financial debts,

⁵ i.e. 631,750,469 shares, based on the number of shares comprising the Company's share capital at December 11, 2024.

⁶ Calculated on the basis of the number of shares comprising the Company's share capital on December 11, 2024.

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- the receipt of €1.5 to €1.675 billion of new preferred financings (new money debt – including €0.25 billion of bank guarantee and RCF mentioned below) and new money equity resulting from the Rights Issue, which resulted in a cash contribution of c. €143 million (including the €75 million contributed as part of the first-rank subscription guarantee for the Rights Issue) and the equitization of claims amounting to c. €90 million, as well as additional voluntary cash subscriptions by the Participating Creditors under the Additional Reserved Capital Increase for Participating Creditors, with a total amount, including issue premium, of €2,112,999.9886, as provided in the Accelerated Safeguard Plan,
- €0.25 billion in 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 22,398,648,580 Warrants.

According to the indicative timetable, these operations are scheduled to take place on December 18, 2024, following the completion of the Reserved Capital Increases. These operations are detailed in the Accelerated Safeguard Plan available on the Company's website ("Financial Restructuring" tab) and in the Prospectus (as this term is defined below).

The Company will issue a further press release following the effective completion of the Reserved Capital Increases and the other financial restructuring operations referred to above.

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Availability of the Prospectus

The Reserved Capital Increases were subject to a prospectus approved by the AMF under number 24-515 on December 11, 2024 (the "**Prospectus**"), comprising:

- (i) the 2023 Universal Registration Document (*Document d'Enregistrement Universel*) of Atos filed with the AMF on May 24, 2024 under number D.24-0429,
- (ii) the first amendment to the 2023 Universal Registration Document filed with the AMF on November 7, 2024 under number D.24-0429-A01 (the "**First Amendment**"),
- (iii) the second amendment to the 2023 Universal Registration Document filed with the AMF on December 11, 2024 under number D.24-0429-A02 (the "**Second Amendment**"), and
- (iv) the securities note (including the summary of the Prospectus), dated December 11, 2024 (the "**Securities Note**").

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

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 New Shares. The approval of the Prospectus by the AMF should not be understood as an endorsement of the offer or admission to trading of the New Shares on Euronext Paris.

Risk Factors

Investors' attention is drawn to the risk factors relating to the Company included in chapter 7.2 "*Risk Factors*" of the 2023 Universal Registration Document, as updated by chapter 2 "*Risk Factors*" of the First Amendment and by chapter 2 "*Risk Factors*" of the Second Amendment, and the risks factors relating to the Reserved Capital Increases or the New Shares mentioned in section 2 "*Risk Factors*" of the Securities Note (*Note d'Opération*), 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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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 first amendment to Atos' 2023 universal registration document and by chapter 2 “Risk factors” of the second 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