

From:

EP Equity Investment S.à r.l. ("EPEI" or "we")

To:

M. Jean-Pierre Mustier
Président du Conseil d'Administration d'Atos SE
River Ouest
80, Quai Voltaire
95870 BEZONS

CC:

Me Hélène Bourbouloux (Conciliator)
CIRI
Attn: Pierre-Olivier Chotard & Julien Bracq
Rothschild & Co
Attn: Alexis Masson & Simon Behaghel
Perella Weinberg Partners
Attn: Tanguy Riviere & Romain Lanier

On 25 June 2024

STRICTLY CONFIDENTIAL

RE: PROJECT ALPHAFIN – CONFIRMATION OF CONTINUED INTEREST

Dear Sir,

We wish to confirm hereby our continued interest, following up on:

- our final offer letter dated 31 May 2024 for an investment in and restructuring of ATOS SE (the "**Company**" or "**ATOS**", together with its subsidiaries the "**Group**") including the successive updated financial terms dated 5 June 2024, 7 June 2024 and 9 June 2024 (the "**Final Offer**") which has expired on 15 June 2024, and
- ATOS' press release dated 11 June 2024 announcing that Atos had decided not to proceed with our Final Offer and the selection of the restructuring proposal submitted by the Onepoint consortium (consisting of Onepoint, Butler Industries and Econocom, and a group of some of the Company's financial creditors; the "**Onepoint consortium**").

We understand that the Onepoint consortium is facing difficulties in completing the restructuring plan they proposed for ATOS.

In that context, and should the selected consortium abort in its effort, we wish to express our continued interest in a potential investment in ATOS.

In the event the ATOS Board expresses interest in re-engaging with us, we stand ready to consider submission of an updated and revised offer for an investment in and restructuring of the Company, conditioned on the following pre-requirements:

- (i) understanding of the development of current trading as well as current prospects of the Company, and
- (ii) understanding of the divestment processes relating to the Sensitive Perimeter (Project Etoile) and Worldgrid (Project Spark), including the expected timeline and expected aggregate minimum net cash proceeds paid by the buyers, and
- (iii) considering the risks that the current situation poses to maintaining trust with ATOS clients, providing EPEI the ability, with the presence and agreement of the company and the

regulatory authorities, to establish and contact and follow-up with major clients until the change of control to reassure them meanwhile about the future and to help maintain a trusting relationship.

We understand that one of the key elements for a successful outcome of the Company's restructuring will be a satisfactory agreement with a sufficient/adequate majority of the bondholders and bank creditors. In this respect, we are ready to consider allowing the bondholders and other creditors to participate through cash funding to up to 49% of ATOS' capital (i.e., allowing them to contribute equity cash to the Company alongside us in proportion to their shareholding).

We wish to be able to engage in negotiations on an exclusive basis and to be able to conclude and announce an agreement in principle expeditiously to avoid prolonging uncertainties.

This confirmation of continued interest shall be governed by, construed, and interpreted in accordance with French law. Any claims or disputes arising out of, or in connection with, this confirmation of continued interest shall be subject to the exclusive jurisdiction of the Commercial Court of Paris (*Tribunal de Commerce de Paris*).

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Please feel free to contact us or our advisors if you have any further questions. We look forward to hearing from you soon.

Yours faithfully,

**EP Equity Investment
S.A.R.L.**

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S.A.R.L.**