Proposed renewal of the term of office of Mr. Hermelin and changes in the composition of the Board of Directors in view of the 2018 Shareholders’ Meeting

Paris, March 14, 2018 – The Board of Directors of Capgemini SE, meeting on March 13, 2018 under the chairmanship of Mr. Paul Hermelin, Chairman and Chief Executive Officer, and on the report of Mr. Pierre Pringuet, Chairman of the Ethics and Governance Committee and Lead Independent Director, deliberated on the evolution of the composition of the Board of Directors given the expiry of the terms of office of seven directors at the coming Shareholders’ Meeting of May 23, 2018.

In line with the announcements made in October 2017, the Board of Directors decided to propose the renewal of the term of office of Mr. Paul Hermelin as director for a period of four years and intends to confirm him in his duties of Chairman of the Board and Chief Executive Officer if the Shareholders’ Meeting renews his term of office as director.

This renewal of office is part of the preparation of the management succession engaged with the support of the Board of Directors since the end of 2016. Mr. Hermelin had indicated in May 2017 his wish to continue exercising the duties of Chairman and Chief Executive Officer for a period representing approximately half a term of office; he has informed the Board of Directors of his intention to step down as Chief Executive Officer while remaining Chairman of the Board. It is recalled that, as part of this transition, two Chief Operating Officers were appointed on October 11, 2017 upon his proposal.

The Board also wished to combine efforts in recent years to renew the Board’s composition, increase the number of women and diversify profiles with a reduced number of directors reinforcing cohesion, and collective and efficient decision-making.

The Board therefore decided to propose the renewal of the terms of office of Ms. Laurence Dors, Chairman of the Compensation Committee and of Mr. Xavier Musca, Chairman of the Audit and Risk Committee, both independent directors, for a period of four years.

The Board of Directors further proposed the appointment of Mr. Frédéric Oudéa as a member of the Board of Directors for a period of four years. Chief Executive Officer of Société Générale, Mr. Oudéa will bring to the Board his experience in managing a leading banking group with an ambitious international development plan and highly innovative in digital. The Board has indicated that Mr. Oudéa would be considered independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The Board of Directors warmly thanked Ms. Caroline Watteeuw-Carlisle, Mr. Yann Delabrière, Mr. Phil Laskawy and Mr. Bruno Roger whose contributions to the work of the Board and its Committees during their respective terms of office accompanied the different phases of the Group’s development.
Assuming the adoption of these resolutions by the Shareholders’ Meeting of May 23, 2018, the composition of the Board of Directors will decrease from 16 to 13 directors, with 80% of independent directors and 45% of female directors and a reduced average age of 59 years old.

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1 The directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the AFEP-MEDEF Code.

2 The two directors representing employees are not taken into account in calculating this percentage, in accordance with Article L.225-27 of the French Commercial Code.