



## Combined Shareholders' Meeting on May 20, 2020

### Addendum to the notice of meeting

#### Shareholders' Meeting held behind closed doors

In the evolving context of the Covid-19 pandemic, the Board of Directors of Capgemini SE, meeting on April 27, 2020, has decided, as an exception, to hold the Shareholders' Meeting behind closed doors.

In accordance with emergency measures adopted by the French government to tackle the spread of Covid-19 and in particular Order no. 2020-321 of March 25, 2020 and Decree no. 2020-418 of April 10, 2020, the Shareholders' Meeting of Wednesday, May 20, 2020 will be held without the physical presence of shareholders and other individuals entitled to attend.

Under these conditions, shareholders may **solely exercise their right to vote or grant a proxy to the Chairman remotely and prior to** the Shareholders' Meeting, either online using the VOTACCESS secure platform, or by submitting their postal voting form. Proxies granted to third parties will be processed in accordance with Article 6 of Decree no. 2020-418 of April 10, 2020. No admission cards will be issued.

Shareholders are invited to participate in the Shareholders' Meeting remotely. The Shareholders' Meeting will be **streamed live on Wednesday, May 20, 2020 at 10 a.m. (Paris time)** on the Company's website, with a replay subsequently available: <https://investors.capgemini.com/en/event/2020-shareholders-meeting>.

As the Shareholders' Meeting is being held behind closed doors, it will not be possible to ask questions orally, amend resolutions or propose new resolutions during the meeting.

Therefore, in order to encourage participation in this unique moment for expressing "*affectio societatis*" that is the Shareholders' Meeting, and in addition to the submission of written questions in accordance with legal provisions, shareholders will be able to ask questions from May 15 and during the Shareholders' Meeting (in accordance with the instructions set out on the Company's website). Time will be set aside during the Shareholders' Meeting for the Chairman to answer the questions attracting the most interest.

The detailed procedures for participating in the Shareholders' Meeting are presented in the notice of meeting published on April 29, 2020 in the French Journal of Mandatory Legal Announcements (BALO).

Shareholders are also asked to consult regularly the Shareholders' Meeting Section on the Company's website: <https://investors.capgemini.com/en/event/2020-shareholders-meeting>.

This Section will be updated regularly with details of how to participate in the Shareholders' Meeting and/or changes to these details to reflect legislative or regulatory developments subsequent to the publication of the notice of meeting on April 29, 2020.

#### Draft resolutions – Amendments

In addition, at its meeting of April 27, 2020, the Board of Directors decided to proceed with some adjustments to the 3<sup>rd</sup> and 30<sup>th</sup> resolutions compared to those presented in the notice of meeting:

##### **Amendment to the 3<sup>rd</sup> resolution relating to appropriation of earnings and setting of the dividend**

At its meeting on April 27, 2020, the Board of Directors decided to reduce by 29% the dividend proposed for approval at the next Shareholders' Meeting, to €1.35 per share instead of €1.90.

##### **Amendment to the 30<sup>th</sup> resolution relating to the authorization to the Board of Directors to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries**

Capgemini is now the sole shareholder of Altran Technologies S.A., following the squeeze-out which took effect on April 15, 2020. The Board of Directors therefore wishes to include managers of Altran Technologies and its subsidiaries in the next performance share plan.

In this context, it is proposed to the Shareholders' Meeting to increase the maximum amount of shares to be granted, under the 30<sup>th</sup> resolution presented to the Shareholders' Meeting, to 1.2% of the share capital, corresponding to an increase of 20% compared to the proposition presented in the previous Board of Directors' report and in proportion to Altran's future contribution to Group revenues.

Amended draft resolutions are presented below:

## Resolution presented at the Ordinary Shareholders' Meeting

### 3<sup>rd</sup> resolution amended

#### THIRD RESOLUTION

##### Appropriation of earnings and setting of the dividend

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the recommendations of the Board of Directors to appropriate the net profit for the year ended December 31, 2019 as follows:

Net profit for the year	
No funding of the legal reserve as already fully funded	€490,231,317.28
<b><i>i.e. a balance of:</i></b>	<b>€490,231,317.28</b>
Retained earnings of previous years:	€5,711,640,867.79
<b><i>i.e. distributable earnings:</i></b>	<b>€6,201,872,185.07</b>
<b>allocated to:</b>	
payment of a dividend of €1.35 per share	€228,616,423.65 <sup>(1)</sup>
retained earnings for the balance:	€5,973,255,761.42
<b>giving a total of:</b>	<b>€6,201,872,185.07</b>

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2019 and could therefore change if this number varies between January 1, 2020 and the ex-dividend date.

It should be noted that the dividend, set at €1.35 for each of the shares bearing dividend rights on January 1, 2020, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) where an express, global and irrevocable election is made for taxation under the progressive scale of personal income tax.

The ex-dividend date will be June 3, 2020 and the dividend will be payable from June 5, 2020. If, at the time of payment of the dividend, the number of treasury shares held by the Company has changed compared to that held on December 31, 2019, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

Pursuant to Article 243 bis of the French Tax Code, it is recalled that the following amounts were paid in respect of the past three fiscal years:

	Dividend distribution <sup>(1)</sup> (in euros)	Distributed income <sup>(2)</sup> (in euros)	Dividend per share (in euros)
Fiscal year 2018	284,399,341.00	281,199,101.20	1.70
Fiscal year 2017	286,422,361.40	284,362,859.00	1.70
Fiscal year 2016	261,229,107.40	261,683,477.50	1.55

(1) Theoretical values calculated based on the number of shares bearing dividend rights on December 31 each year.

(2) Amounts effectively paid after adjusting the number of shares bearing dividend rights for any change in the number of treasury shares, the issuance of new shares and/or the cancellation of existing shares between January 1 and the ex-dividend date. The amount distributed for 2016 fiscal year was fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*). Results relating to the 2017 and 2018 fiscal years were only eligible for the 40% tax rebate if the French tax beneficiary had opted for taxation under the progressive scale.

# Resolution presented at the Extraordinary Shareholders' Meeting

## 30<sup>th</sup> resolution amended

### THIRTIETH RESOLUTION

**Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1.2% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of the grants)**

In accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law – subject to the achievement of the performance targets defined and implemented in accordance with this resolution and for a total number of shares not exceeding 1.2% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter "N") – to allocate shares of the Company (existing or to be issued), to employees of the Company and employees and corporate officers of its French and non-French subsidiaries;
2. resolves that for up to a maximum of 10% of "N", these performance shares may also be allocated, in accordance with applicable laws, to the Executive Corporate Officers of the Company, it being specified that in this case, the Board of Directors will, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of his term of office;
3. resolves that these performance shares will only vest at the end of a vesting period (the "Vesting Period") of at least three years, it being stipulated that the Board of Directors may introduce, where applicable, a lock-in period following the vesting of the shares the duration of which may vary depending on the country of tax residence of the beneficiary; in those countries where a lock-in period is applied it will be of a minimum period of one year.  
  
However, the shares will vest before the expiry of the above periods and may be freely sold in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*);
4. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to Executive Corporate Officers (Chairman and Chief Executive Officer, Chief Executive Officer and Chief Operating Officers), members of the general management team (Executive Committee) and key executive manager of the Group at the end of the Vesting Period, compared with the total number of shares ("Initial Allocation") indicated in the allocation notice sent to beneficiaries will be equal to:
  - i. for 35%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen external performance target, it being specified that:
    - the performance target to be met in order for the shares to vest will be the performance of the Capgemini SE share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
    - this relative performance will be measured by comparing the stock market performance of the Capgemini SE share with the average share price performance of the basket over the same period according to objectives set by the Board of Directors (provided that no shares will vest in respect of shares subject to this external performance target, if, over the calculation reference period, the performance of the Capgemini SE share is less than 100% of the average performance of the basket measured over the same period);
  - ii. for 50%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen internal financial performance target based on organic free cash flow, it being specified that:
    - the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2020 to December 31, 2022, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that the organic free cash flow is defined as the cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flow),
    - this relative performance will be measured according to objectives set by the Board of Directors;
  - iii. for 15%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen Corporate Social and Environmental performance target based on Group objectives, it being specified that the performance target to be met in order for the shares to vest will be measured according to objectives set by the Board of Directors;
5. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to beneficiaries, other than referred to in paragraph 4 above at the end of the Vesting Period, compared

with the total number of shares ("Initial Allocation") indicated in the allocation notice sent to beneficiaries will be equal to:

- i. for 15%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen external performance target, it being specified that:
    - the performance target to be met in order for the shares to vest will be the performance of the Capgemini SE share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
    - this relative performance will be measured by comparing the stock market performance of the Capgemini SE share with the average share price performance of the basket over the same period according to objectives set by the Board of Directors (provided that no shares will vest in respect of shares subject to this external performance target, if, over the calculation reference period, the performance of the Capgemini SE share is less than 100% of the average performance of the basket measured over the same period);
  - ii. for 70%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen internal financial performance target based on organic free cash flow, it being specified that:
    - the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2020 to December 31, 2022, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that the organic free cash flow is defined as the cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flow),
    - this relative performance will be measured according to objectives set by the Board of Directors;
  - iii. for 15%, the number of shares of the Initial Allocation, multiplied by the percentage achievement of the chosen Corporate Social and Environmental performance target based on Group objectives, it being specified that the performance target to be met in order for the shares to vest will be measured according to objectives set by the Board of Directors;
6. resolves that by exception, and for an amount not exceeding 15% of "N", shares may be allocated to employees of the Company and its French (within the meaning, particularly, of Article L. 225-197-6, paragraph 1, of the French Commercial Code) and non-French subsidiaries, excluding members of the general management team (the Executive Committee) without performance conditions;
  7. takes due note that this authorization involves the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of performance shares if the allocation concerns shares to be issued;
  8. takes due note that, pursuant to the law, the Board of Directors has the power, by way of a duly reasoned decision made after this decision, to amend the performance conditions set out in paragraphs 4 and 5 above and/or the weighting between said performance conditions when deemed appropriate, in particular in order to take into account the acquisition of Altran Technologies S.A.;
  9. gives powers to the Board of Directors to implement this authorization (with the power of sub-delegation to the extent authorized by law), and in particular to:
    - set the share allocation date,
    - draw up one or more list(s) of beneficiaries and the number of shares allocated to each beneficiary,
    - set the share allocation terms and conditions, including with respect to performance conditions,
    - determine whether the shares allocated for nil consideration are existing shares or shares to be issued and, where applicable, amend this choice before the vesting of shares,
    - decide, in the event that transactions are carried out before the shares vest that affect the Company's equity, whether to adjust the number of the shares allocated in order to protect the rights of the beneficiaries and, if so, define the terms and conditions of such adjustment,
    - perform, where the allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from reserves and/or additional paid-in capital of the Company the amounts necessary to increase the legal reserve to 10% of the new share capital amount following these share capital increases and amend the bylaws accordingly,
    - carry out all formalities and, more generally, to do whatever is necessary;
  10. resolves that this authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting and supersedes from this date, in the amount of any unused portion, the delegation granted by the 14<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 23, 2019.

The other resolutions presented in the previous notice of meeting remain unchanged.

The detailed procedures for participating in the Shareholders' Meeting, the final agenda and draft resolutions submitted to the Shareholders' Meeting are presented in the notice of meeting published on April 29, 2020 in the French Journal of Mandatory Legal Announcements (BALO).