

CAPGEMINI

European company (*Société Européenne*) with a share capital of €1,355,597,592
Head office: Paris (17th District) 11, rue de Tilsitt
330 703 844 RCS Paris

NOTICE OF MEETING

COVID-19 Disclaimer - Shareholders' Meeting held behind closed doors:

In the evolving context of the COVID-19 pandemic and in accordance with the provisions adopted by the French government and particularly Order no. 2020-321 of March 25, 2020 and Decree no. 2020-418 of April 10, 2020, **the Board of Directors' meeting of April 27, 2020 decided to hold the Shareholders' Meeting behind closed doors**, without the physical presence of shareholders and other individuals entitled to attend.

Under these conditions, shareholders **will only be able to vote remotely and prior to the Shareholders' Meeting**. Shareholders are asked to grant a proxy to the Meeting Chairman or to vote by correspondence, either using the voting form or online on the VOTACCESS secure voting platform (detailed procedures are set out in this Notice of Meeting).

It is recalled that as the Shareholders' Meeting will be held behind closed doors, **admission card requests submitted by shareholders will not be processed**.

The means of participating detailed in this Notice of Meeting supersede those contained in the previous Notice of Meeting published in the French Journal of Mandatory Legal Announcements (BALO) no. 36 of March 23, 2020.

Shareholders are asked to regularly consult the Shareholders' Meeting section of the Company's website <https://investors.capgemini.com/en/event/2020-shareholders-meeting> which will be regularly updated with details of how to participate at the Shareholders' Meeting and/or changes to these details to reflect legislative or regulatory developments subsequent to the publication of this Notice.

The Shareholders' Meeting will be streamed live on the Company's website with a replay subsequently available: <https://investors.capgemini.com/en/event/2020-shareholders-meeting>.

The shareholders of Capgemini (the "**Company**") are invited to attend the Combined Shareholders' Meeting on Wednesday, May 20, 2020 at 10 a.m. (first notice), which will exceptionally be held behind closed doors, without the physical presence of shareholders and other individuals entitled to attend, at Pavillon Gabriel, 5 avenue Gabriel, Paris (8th District), to deliberate the following agenda and draft resolutions:

AGENDA

RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

- Approval of the 2019 Company financial statements.
- Approval of the 2019 consolidated financial statements.
- Appropriation of earnings and setting of the dividend.
- Approval of the regulated agreements governed by articles L.225-38 et seq. of the French Commercial Code – Special report of the Statutory Auditors.

- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2019 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer.
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2019 or granted in respect of the same fiscal year to Mr. Thierry Delaporte, Chief Operating Officer.
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2019 or granted in respect of the same fiscal year to Mr. Aimar Ezzat, Chief Operating Officer.
- Approval of the report on the compensation of corporate officers relating to the information mentioned in Article L.225-37-3 I of the French Commercial Code.
- Approval of the compensation policy applicable to the Chairman and Chief Executive Officer.
- Approval of the compensation policy applicable to the Chief Operating Officer.
- Approval of the compensation policy applicable to the Chairman of the Board of Directors.
- Approval of the compensation policy applicable to the Chief Executive Officer.
- Approval of the compensation policy applicable to the members of the Board of Directors.
- Renewal of the term of office of Ms. Siân Herbert-Jones as a director.
- Appointment of Ms. Belen Moscoso del Prado Lopez-Doriga as a director.
- Appointment of Mr. Aimar Ezzat as a director.
- Appointment of Ms. Lucia Sinapi-Thomas as a director representing employee shareholders in accordance with Article 11-5 of the Bylaws.
- Appointment of Ms. Claire Sauvanaud as a director representing employee shareholders in accordance with Article 11-5 of the Bylaws (resolution not approved by the Board of Directors).
- Renewal of the term of office of PricewaterhouseCoopers Audit as principal statutory auditor.
- Appointment of Mazars as principal statutory auditor.
- Authorization of a share buyback program.

RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Amendment of the Company's Bylaws – Compliance with legislative developments.
- Authorization to the Board of Directors, for a period of twenty-six months, to cancel shares bought back by the Company under the share buyback programs.
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or any other amounts.
- Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital.
- Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital by way of public offers other than those referred to in Article L.411-2 of the French Monetary and Financial Code.
- Delegation of authority to the Board of Directors, for a period of twenty-six months to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital by way of public offers referred to in Article L.411-2 1° of the French Monetary and Financial Code.

- Authorization to the Board of Directors, on the issue of ordinary shares or securities granting access to the Company's share capital with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital per twelve-month period.
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares and/or of securities granting access to the share capital) with retention or cancellation of pre-emptive subscription rights.
- Authorization to the Board of Directors, for a period of twenty-six months, to issue ordinary shares and/or securities granting access to the Company's share capital, in consideration for contributions in kind to the Company of shares or securities granting access to share capital, up to a maximum of 10% of the share capital.
- 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).
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital to members of Capgemini Group employee savings plans up to a maximum par value amount of €24 million and at a price set in accordance with the provisions of the French Labor Code.
- Delegation of authority to the Board of Directors, for a period of eighteen months, to issue with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution.
- Powers to carry out formalities.

DRAFT RESOLUTIONS

At its meeting of April 27, 2020, the Board of Directors decided to proceed with some adjustments to the 3rd and 30th resolutions compared to those presented in the Notice of Meeting published in the French Journal of Mandatory Legal Announcements (BALO) on March 23, 2020 (no. 36).

Modification of the 3rd resolution relating to appropriation of earnings and setting of the dividend

The Board of Directors decided, at its meeting of April 27, 2020, to reduce by 29% the dividend that will be submitted to the approval of the Shareholders' Meeting. The dividend will thus amount to €1.35 per share instead of €1.90.

Modification of the 30th 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 30th 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.

The third and thirtieth resolutions as amended are presented below in their entirety.

The other resolutions remain unchanged and are presented in the Notice of Meeting published in the French Journal of Mandatory Legal Announcements (BALO) of March 23, 2020 (no. 36). This Notice of Meeting is available on the Company's website: <https://investors.capgemini.com/en/event/2020-shareholders-meeting>.

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

(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⁽¹⁾ (in euros)	Distributed income⁽²⁾ (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

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- (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.
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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 14th resolution adopted by the Shareholders' Meeting of May 23, 2019.

In application of Decree no. 2020-418 of April 10, 2020, published in the French Official Journal on April 11, 2020, the means of participating at the Shareholders' Meeting detailed in the Notice of Meeting published in the French Journal of Mandatory Legal Announcements (BALO) on March 23, 2020 are updated as follows:

A. – How to participate remotely at the Shareholders' meeting

The Shareholders' Meeting is open to all shareholders, regardless of the number of shares they hold.

As the Shareholders' Meeting is being held behind closed doors, without the physical presence of shareholders, shareholders may choose **one of the following methods** of participating remotely:

- a) voting online or by post; or
- b) granting a proxy, online or by post, to the Chairman of the Shareholders' Meeting or to their spouse or civil union partner or any other individual or legal entity of their choice.

Given the present context linked to COVID-19, shareholders are asked to vote or grant a proxy online, as postal delivery times are uncertain in the current circumstances.

It is recalled that the Shareholders' Meeting will be held behind closed doors and that shareholders will not be able to physically attend the Shareholders' Meeting. **Admission card requests submitted by shareholders will therefore not be processed.**

Shareholders who have already voted remotely or sent a proxy form or requested an admission card or attendance certificate, **can exceptionally chose another means of participation**, provided their instructions are received by the Company no later than:

- May 17, 2020, for shareholders voting using a paper form;
- May 19, 2020 at 3 p.m., for shareholders voting electronically.

Any previous instructions received will be revoked.

1. Justification of the right to participate at the Shareholders' Meeting

In order to grant a proxy or vote by correspondence at this Shareholders' Meeting, shareholders must present evidence of the registration of their shares in their name (or that of the intermediary acting on their behalf if they are domiciled outside France) in the register kept by CACEIS Corporate Trust, or in the register of bearer shares kept by their authorized intermediary, at 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 18, 2020.

Only those shareholders satisfying the requisite conditions at this date will be authorized to participate at the Shareholders' Meeting.

For **registered shareholders**, the registration of their shares in a named securities accounts at 12.00 a.m., Paris time, on May 18, 2020 is sufficient to enable them to participate at the Shareholders' Meeting.

For **bearer shares**, the authorized intermediary must deliver an attendance certificate. This certificate must be forwarded to the Company or CACEIS Corporate Trust together with the remote voting form or the proxy form issued in the name of the shareholder or on his/her behalf if he/she is not resident in France, to enable the registration in the register of the shares to be duly noted.

The shareholder may, nonetheless, subsequently sell some or all of his/her shares. In such a case:

- if the registration in the share register evidencing the sale is performed before 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 18, 2020, the Company will invalidate or modify the remote vote cast, the proxy

granted or the attendance certificate and the authorized account keeper intermediary must, to this end, notify the sale to the Company or its agent and communicate the necessary information;

- if the registration in the share register evidencing the sale is performed after 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 18, 2020, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

2. Voting by proxy or by post

Participation at the Shareholders' Meeting via Internet – Use of the VOTACCESS platform

Capgemini shareholders may use the internet VOTACCESS voting platform for the purposes of the Combined Shareholders' Meeting of May 20, 2020. This platform enables shareholders, **prior to the Shareholders' Meeting, to electronically communicate voting instructions or appoint or remove an agent**, as follows:

Custody-only registered shareholders: custody-only registered shareholders who wish to communicate their method of participation at the Shareholders' Meeting or voting instructions by internet prior to the Shareholders' Meeting can access VOTACCESS via the OLIS Actionnaire website; they can connect using the login ID and password communicated to them and already used to consult their registered securities account on the OLIS Actionnaire website (<https://www.nomi.olisnet.com>); they may then vote or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Administered registered shareholders: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS via the OLIS Actionnaire website; they will receive from CACEIS Corporate Trust, together with the notice of the May 20, 2020 Shareholders' Meeting, a login ID enabling them to connect to OLIS Actionnaire (<https://www.nomi.olisnet.com>); shareholders must then follow the instructions on screen to obtain their password; after receiving the password, they may then vote, or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Bearer shareholders: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and that proposes this service for this Shareholders' Meeting.

If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, or appoint or remove an agent.

Accordingly, bearer shareholders interested in this service are invited to contact their account-holding institution to obtain the terms and conditions of use.

The VOTACCESS site shall be open from April 29, 2020 to 3 p.m., Paris time, on May 19, 2020, the eve of the Shareholders' Meeting.

Shareholders possessing their login ID and access code are recommended not to wait until the last few days to communicate their method of participation.

Voting by proxy or by correspondence using the single paper format proxy/voting form (by post)

Registered shareholders: A single postal/proxy voting form and appendices will be addressed to all registered shareholders who have not subscribed to the e-notice service.

Bearer shareholders: Holders of bearer shares wishing to cast a remote vote or vote by proxy can obtain the aforementioned form and its appendices at the Company's head office or from CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by May 14, 2020.

Correspondence or proxy votes will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, that is by May 17, 2020.

Where an agent is appointed (other than the Chairman of the Shareholders' Meeting), the completed and signed proxy form must be exceptionally sent to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle 92862 Issy-les-Moulineaux Cedex 09, no later than the fourth day preceding the Shareholders' Meeting, that is by May 16, 2020. The appointed agent must follow the procedure set out in point 3 below.

Holders of bearer shares should enclose the attendance certification with the form.

3. Notification of the appointment or removal of an agent electronically, pursuant to Article R.225-79 of the French Commercial Code (*Code de commerce*)

The appointment or removal of an agent may also be notified electronically in accordance with the following procedures:

- **for registered shareholders:** by sending an email to ct-mandataires-assemblees@caceis.com, specifying their surname, first name, address and CACEIS Corporate Trust identification number for custody-only registered shareholders (information presented on the top left-hand corner of the share account statement) or their financial intermediary identification number for administered registered shareholders, together with the surname and first name of the agent appointed or removed;
- **for bearer shareholders:** by sending an e-mail to ct-mandataires-assemblees@caceis.com, specifying their surname, first name, address and full bank details, as well as the surname and first name of the agent appointed or removed; shareholders must also ask the financial intermediary holding their share account to send written confirmation (by post) to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to 01.49.08.05.82).

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least four days prior to the date of the Shareholders' Meeting, that is by May 16, 2020. Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address, all other requests and notifications concerning other matters may not be taken into account and/or processed.

Voting instructions relating to proxies must be sent by the agent within the same time period to the aforementioned email address (ct-mandataires-assemblees@caceis.com) for the related proxies to be taken into account.

B. – Written questions

Written questions that shareholders may have, should be sent no later than the fourth working day preceding the Shareholders' Meeting, that is by May 14, 2020:

- by email to assemblee@capgemini.com; or

- to the Chairman of the Board at the Company's head office by registered letter, with acknowledgment of receipt.

The questions should be **accompanied by a certificate attesting to the registration** of shares either in a registered share account held by CACEIS Corporate Trust, or in bearer share accounts held by an authorized intermediary.

In the current health context, shareholders are encouraged to prefer communication by email.

In accordance with Article L.225-108 of the French Commercial Code, the answer to a written question will be considered to have been given where it appears on the Company's website in the Question and Answer section.

C. – Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/en/event/2020-shareholders-meeting>. The Board of Directors' Report on the draft resolutions is also available online on this site.

Shareholders may request, within the periods and under the conditions set out in Article R.225-88 of the French Commercial Code and Article 3 of Order no. 2020-321 of March 25, 2020, the documents provided for in Articles R.225-81 and R.225-83 of the French Commercial Code, by email to assemblee@capgemini.com.

Furthermore, the documents to be presented to the Shareholders' Meeting and all other information and documents set out in Article R.225-73-1 of the French Commercial Code will be available on the **Company's website**, <https://investors.capgemini.com/en/event/2020-shareholders-meeting>, by April 29, 2020 at the latest (that is 21 days before the Shareholders' Meeting).

The Shareholders' Meeting will be streamed live on the Company's website, with a replay subsequently available.

The Board of Directors