

# Notice of meeting

Combined Shareholders' Meeting

**Wednesday May 20, 2020**  
At 10:00 a.m.

# Welcome

## to the Combined Shareholders' Meeting On Wednesday May 20, 2020

**Warning Covid-19** : Physical participation at the Shareholders' Meeting may change according to health and/or legal imperatives, in particular in the current context linked to Covid-19. **As a precaution, shareholders are invited to vote by post or by Internet via the VOTACCESS platform or to grant their proxy to the Chairman.**

The Board of Directors' report and the draft resolutions presented herein correspond to the text of the Notice of Meeting published in the BALO official journal on March 23, 2020. They may be subject to further amendments in the final Notice of Meeting to be published in the BALO official journal on April 29, 2020, where necessary, in order to take into account subsequent decisions of the Board of Directors.

We thank you for consulting regularly the section dedicated to the 2020 Shareholders' Meeting on the Company's website: <https://investors.capgemini.com/en/event/2020-shareholders-meeting>

### **Pavillon Gabriel 5 avenue Gabriel, 75008 Paris**

For information on how to access Pavillon Gabriel, please refer to page 54

### **Shareholders' Contacts**



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# Message of the Chairman

## Dear Shareholders,

As I write these lines, I cannot say with certainty that the Capgemini Shareholders' Meeting will take place on **Wednesday, May 20, 2020 at 10 a.m.** (first notice) at Pavillon Gabriel in Paris, as has been planned for some time. Due to the coronavirus health crisis, it is highly uncertain whether many companies will be able to bring their shareholders together in person in a traditional Shareholders' Meeting. The means of organizing these meetings may also be changed by law in the near future. Whatever form our 2020 Shareholders' Meeting takes, the Capgemini Board of Directors and myself will do everything we can to ensure that you are able to vote and therefore participate in this unique moment for expressing the "affectio societatis".

It is clear that our good 2019 results continue the momentum launched several years ago. Revenue growth is again above the market average, in line with our commitment. Our operating margin increased for the ninth year running and we also significantly exceeded our cash generation objective. This high quality financial performance demonstrates the strength of our model and our management rigor. Together with the acquisition of Altran Technologies which will make us the global leader in Intelligent Industry, these further good results provide a firm foundation from which to tackle 2020, which as you know, looks particularly troubled and uncertain.

During the 2018 Shareholders' Meeting, I was honored when you renewed my duties as Chairman and Chief Executive Officer. I expressed my desire to fulfill these duties until 2020, at which time I would resign as Chief Executive Officer while continuing as Chairman of the Board of Directors. This transition phase is drawing to a close as planned and we can applaud the Board of Directors' decision to appoint Mr. Aiman Ezzat as Capgemini's Chief Executive Officer and sole Executive Corporate Officer at the end of the Shareholders' Meeting. I am proud of the Group's ability to train its future managers in-house. As Chairman of the Board, I am committed to extending my support for Mr. Aiman Ezzat in his new role as Chief Executive Officer. I have full confidence in his ability to move our Group forward, building on the momentum we have created. The Board of Directors also naturally wished to propose Mr. Aiman Ezzat as a member of the Board of Directors for a period of four years.

In addition, I am delighted to propose the appointment of Ms. Belen Moscoso del Prado to your vote, confirming our desire to increase the number of women and international profiles on the Board of Directors. Ms. Belen Moscoso del Prado is a Spanish citizen. Throughout her career, she has acquired solid experience in innovation and transformation as applied to digital and data strategy in global groups.

Pursuant to the "Say on Pay" procedure, you are asked to vote on my compensation as Chairman and Chief Executive Officer and that of the Chief Operating Officers for fiscal year 2019. You are also asked to vote on the various 2020 compensation policies and particularly those for the Chairman and Chief Executive Officer and the Chief Operating Officer for the period up to the Shareholders' Meeting and the policies for the Chairman of the Board of Directors and the new Chief Executive Officer after the Shareholders' Meeting.

On the financial front, and at my proposal, the Board of Directors' wishes to increase the dividend to €1.90 per share. This reflects not only the Group's operational performance and the efficient management of its liquid assets, but also our desire to share value creation with our shareholders.



**"2019's good results continue the momentum launched several years ago. Our high quality financial performance demonstrates the strength of our model and our management rigor."**

Finally, this year we present a series of financial resolutions delegating the authority or powers of the Shareholders' Meeting to the Board of Directors, to enable it to increase the share capital or issue securities granting access to share capital, taking account of investors' expectations.

In the unprecedented context of the current Covid-19 epidemic, we are carefully monitoring the situation of the Group and of its employees, the regulatory changes already announced or envisaged by the French Government, as well as the recommendations made by our various stakeholders. This could lead your Board of Directors to amend some of the proposals submitted to you for approval, at a later date than the publication of this message. Should that be the case, you would of course be informed as soon as possible.

I hope that the information made available will enable you to express your confidence in and support of the Board of Directors and your Executive Corporate Officers. They are both essential to achieving the Group's growth and profitability goals and also to respecting stakeholders, our values and independence. These characteristics have shaped the Capgemini group since its foundation and will enable Capgemini to write the next chapter in its history under the management of Mr. Aiman Ezzat. Together with the passion and collective energy that drive the Group, they will contribute to making Capgemini a global and responsible leader in its sector.

**Paul Hermelin**  
Chairman and  
Chief Executive Officer

# CAPGEMINI

## A GLOBAL LEADER IN CONSULTING, TECHNOLOGY SERVICES AND DIGITAL TRANSFORMATION



AMERICAS

---

 26,120 people

---



EUROPE, MIDDLE EAST  
AND AFRICA

---

 75,740 people

---



ASIA PACIFIC

---

 117,440 people

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## WHAT WE DO

Innovative and high-added-value services:

- ⊙ Strategy & Transformation
- ⊙ Applications & Technology
- ⊙ Operations & Engineering

## WHO WE ARE

**219,300**

employees drawn from over **120 nationalities** in more than **40 countries**

## WHAT WE DELIVER

A portfolio of services integrating the best of technologies:

- ⊙ Customer Experience
- ⊙ Cloud
- ⊙ Cybersecurity
- ⊙ Artificial Intelligence & Analytics
- ⊙ Digital Engineering & Manufacturing
- ⊙ Digital Core
- ⊙ ADM

## WHO WE WORK WITH

**76%**

of the 200 largest public companies on the Forbes Global 2000 List are our clients

**96%**

of our revenues come from existing clients

## HOW WE OPERATE

Seven core values:

- ⊙ Honesty
- ⊙ Boldness
- ⊙ Trust
- ⊙ Freedom
- ⊙ Team Spirit
- ⊙ Modesty
- ⊙ Fun

## WHAT WE ACHIEVE

**€14.1bn**

revenue  
**+7%** since 2018

**12.3%**

operating margin

**€1.3bn**

free cash flow

**27,300+** beneficiaries supported by our digital literacy programs

Recognized once again in 2019 as one of the **World's Most Ethical Companies**

Named on **CDP's\* 'A List'**

\* Carbon Disclosure Project

# 1 Key figures and summary presentation of the Group's activity and results over the past year

## General comments on the Group's activity in 2019

Capgemini continued its value creation trajectory in 2019, outpacing the market over time while improving its operating margin and cash generation, in a more contrasted economic environment. This performance validates the strategic directions taken by the Group in recent years and, particularly, the dynamic management of its innovative offerings portfolio, its firmly client-focused approach - combining vertical expertise with a unified commercial approach - and the launch of Capgemini Invent, its digital consulting and transformation brand. Capgemini has in this way strengthened its profitable growth model, which combines strong sector expertise, global production capabilities and cutting-edge Digital services.

In 2019, the Group generated revenues of €14,125 million, up 7.0% compared with 2018. Growth is 5.3% at constant exchange rates, in line with the 2019 target of "around 5.5%" (adjusted target announced at the Q3 2019 publication). Organic growth (*i.e.* excluding the impact of currency fluctuations and changes in Group scope) was 4.2%.

Digital and Cloud now account for over 50% of the Group's activities, with growth exceeding 20% at constant exchange rates in 2019.

The operating margin is €1,741 million, or 12.3% of revenues, an increase of 9% or 20 basis points year-on-year, in line with annual objectives. The portfolio of innovative offerings drove this value creation, as illustrated by the increase in gross margin of the same amount. Geographically, the United Kingdom & Ireland and France were the main contributors to this performance, as well as North America to a lesser extent.

Other operating income and expenses were down to a net expense of €308 million from €346 million in 2018. This was mainly due to the marked decrease in restructuring costs, as anticipated, from €122 million in 2018 to €82 million in 2019.

Operating profit totaled €1,433 million, or 10.1% of revenues, compared with €1,251 million, or 9.5% of revenues, in 2018.

The net financial expense is €79 million, virtually unchanged on last year's expense of €80 million. The income tax expense increased from €447 million in 2018 to €502 million this year and includes €60 million due to the transitional impact of the US tax reform, compared with €53 million last year. Adjusted for this expense, the effective tax rate decreased from 33.7% in 2018 to 32.6%.

Net profit (Group share) grew by a strong 17% to €856 million in 2019. Basic earnings per share was €5.15 for 2019. Normalized earnings per share is €6.40, or €6.76 adjusted for the transitional tax expense (*i.e.* up 12% year-on-year).

Group cash flow from operations increased significantly to €1,981 million from €1,536 million in 2018. Income tax payments totaled €217 million, up slightly on 2018 (€205 million). This was mainly due to a higher operating margin and, to a lesser extent, lower restructuring costs. The Group also benefited from a €30 million improvement in working capital requirements in 2019. Net cash from operating activities therefore increased €398 million year-on-year to €1,794 million. Capital expenditures, net of disposals, are broadly stable year-on-year at €219 million, representing 1.6% of revenues. Net interest paid and received resulted in a cash outflow of €15 million, compared with €7 million in 2018. Organic free cash flow generated by the Group was therefore up €128 million year-on-year to €1,288 million, largely exceeding the €1,100 million objective set at the beginning of the year.

Capgemini disbursed €578 million net for acquisitions in 2019 (including €411 million, excluding costs, for the block of 11.43% of Altran shares), and paid €282 million in dividends. The Group also allocated €150 million to share buybacks under the multi-year program. The 6<sup>th</sup> employee share ownership plan led to a gross capital increase of €254 million.

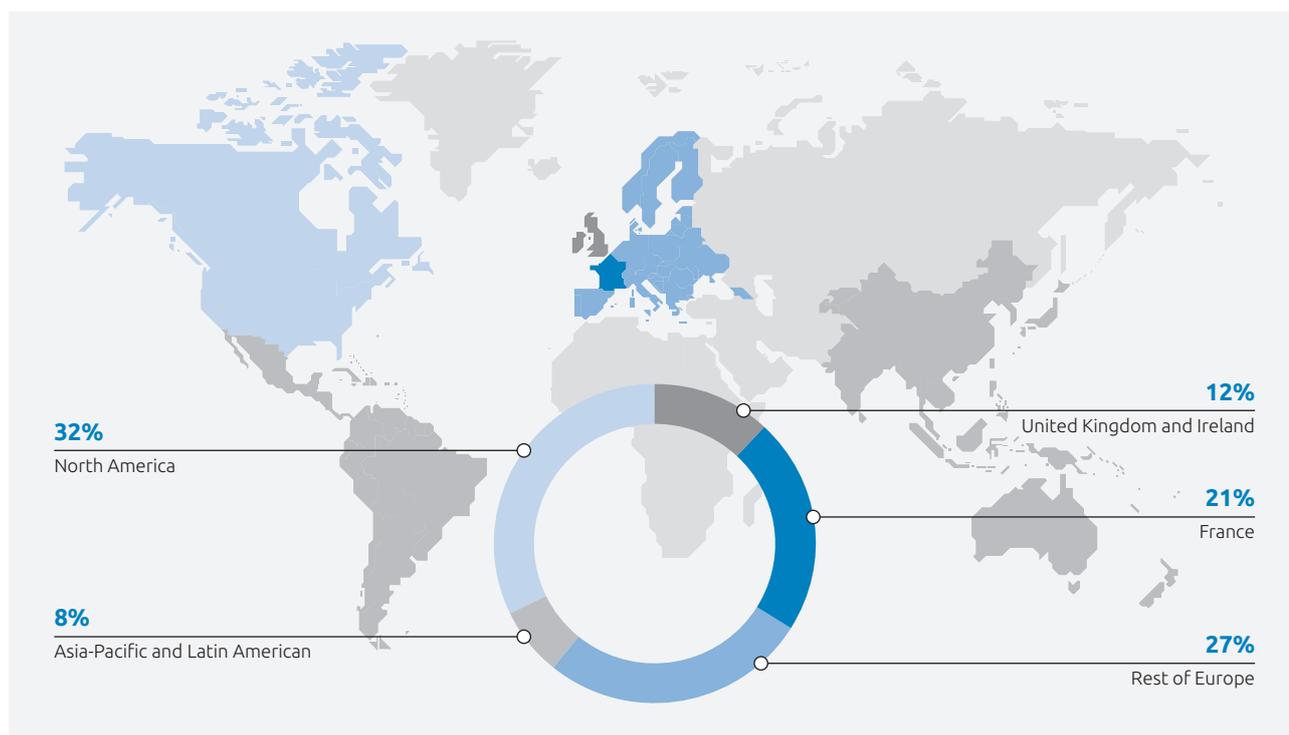
In 2019, Capgemini strengthened its financial structure with a €944 million increase in shareholders' equity and a €584 million reduction in net debt.

The structure of Capgemini's balance sheet remained globally unchanged during 2019. The Altran Technologies shares held by the Group correspond exclusively to the 11.43% of Altran's capital acquired in July 2019 and are recognised at this stage as a financial asset in the Group's balance sheet.

At December 31, 2019 the Group had €2,450 million in cash and cash equivalents compared with €2,004 million a year earlier. After accounting for borrowings (excluding lease liabilities) of €3,270 million, cash management assets and derivative instruments, Group net debt is €600 million at the end of 2019, compared with €1,104 million at January 1, 2019 and €1,184 million at December 31, 2018 (*i.e.* before the application of IFRS 16 from January 1, 2019).

The Altran Technologies shares held by the Group consist of the 11.43% stake in Altran acquired in July 2019 and are currently recognized as a financial asset in the Group's balance sheet for an amount of €413 million (taxes included).

## Operations by major region



**North America** revenues (32% of Group revenues) grew 2.6% at constant exchange rates, on a challenging comparison basis as the region grew 14.4% in 2018. The Services and Energy & Utilities sectors were the most dynamic. The operating margin improved 30 basis points year-on-year to 13.9%.

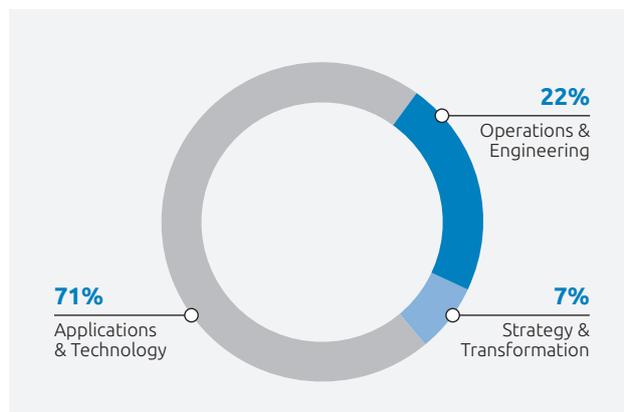
The **United Kingdom & Ireland** region (12% of Group revenues) recorded strong growth of 4.7% at constant exchange rates for the year, despite the slowdown recorded as anticipated in the final months of the year. The Manufacturing, Energy & Utilities and Consumer Goods & Retail sectors were the main growth drivers, while the public sector remained almost stable. The operating margin rate jumped to 15.2%, from 12.6% in 2018.

In **France** (21% of Group revenues), revenues rose year-on-year by a strong 5.9%. Demand was fueled in particular by the Manufacturing, Services and Public sectors. The operating margin rate improved further to 12.1% of revenues, an annual increase of 100 basis points.

Growth momentum remained robust in the **Rest of Europe** (27% of Group revenues), with a 6.2% increase in revenues at constant exchange rates. The Energy & Utilities, Consumer Goods & Retail and Manufacturing sectors were the strongest. Operating margin for the region eroded from 13.0% in 2018 to 11.8%.

Finally, the **Asia-Pacific and Latin America** region (8% of Group revenues) was particularly dynamic. Revenues grew 12.8% at constant exchange rates, with all the main sectors contributing to this performance. The operating margin rate nonetheless declined to 11.2%, from 12.8% in 2018.

## Operations by business



When determining activity trends by business and in accordance with internal operating performance measures, growth at constant exchange rates is calculated based on **total revenue**, *i.e.* before elimination of inter-business billing. The Group considers this to be more representative of activity levels by business. As its businesses change, an increasing number of contracts require a range of business expertise for delivery, leading to a rise in inter-business flows (for information, approximately 7% of total revenues in 2018).

**Strategy & Transformation** Consulting Services (7% of Group total revenues), now grouped under *Capgemini Invent*, recorded a 15.1% increase at constant exchange rates in their total revenues. Growth was driven mainly by the Manufacturing, Energy & Utilities and TMT (Telco, Media & Technology) sectors.

**Applications & Technology** services (71% of Group total revenues), the Group's core business, reported total revenue growth of 4.8% at constant exchange rates. The Services, Energy & Utilities and Manufacturing sectors were the most dynamic in the past year.

Finally, **Operations & Engineering Services** (22% of Group total revenues) grew 4.9% at constant exchange rates. These business lines benefit from the Group's growing success in multi-year contracts, especially for cloud infrastructure services. With the Group's focus

on the Intelligent industry, Digital Engineering & Manufacturing Services (DEMS) continue to develop at a brisk pace.

The following table presents the utilization rates measuring the percentage of work time, excluding vacation, of production employees.

Utilization rate	2018				2019			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Strategy & Transformation	75%	79%	74%	75%	74%	74%	74%	74%
Applications & Technology	77%	78%	77%	77%	78%	79%	79%	80%

## Headcount

At December 31, 2019, the total Group headcount is 219,314 employees compared with 211,313 employees one year earlier. This 8,001 net increase (+3.8%) reflects:

- 64,625 additions; and
- 56,624 departures (including 43,017 resignations), representing a weighted attrition rate of 20.0% compared with 22.0% in 2018 (in 2019 the Group updated its attrition rate calculation methodology to more closely reflect sector practices).

## Order book

Bookings were up sharply, rising 11.3% at constant exchange rates to €15,138 million, with a book-to-bill ratio of 107% over the period. This reflects the Group's ability to win large digital transformation contracts and secure multi-year client commitments.

## Significant events of 2019

### Changes in governance

As part of the internal managerial transition process initiated in 2017 by Mr. Paul Hermelin, Chairman and Chief Executive Officer, the Capgemini SE Board of Directors chose in September 2019 Mr. Aiman Ezzat, currently Chief Operating Officer (COO), to succeed Mr. Paul Hermelin as Chief Executive Officer after the Shareholders' Meeting scheduled for May 20, 2020. Mr. Aiman Ezzat, aged 58, has been Chief Operating Officer of Capgemini since January 1, 2018 and is a member of the Group Executive Board. With more than 20 years' experience at Capgemini, he has developed a deep knowledge of all the Group's businesses. Aiman served as Chief Financial Officer of the Group from December 2012 to 2018. In November 2007, he was appointed as COO of the Financial Services Global Business Unit (GBU) and became its Global Head in December 2008, a position which he held until 2012.

As regards its Board of Directors, the Group also appointed Ms. Xiaoqun Clever as a director with effect from January 1, 2019. Ms. Xiaoqun Clever is a German citizen. She has acquired solid experience in the field of digital transformation and data use over the course of a successful career in the software and data industries. In addition, she brings to the Capgemini SE Board of Directors her excellent knowledge of the Asian and Central European markets, a valuable asset for the Group's future development in these key geographies.

## Acquisition of Altran Technologies

In June 2019, Capgemini and Altran Technologies entered into an agreement for Capgemini to acquire Altran through a friendly public tender offer. Altran is a world leading provider of Engineering and R&D services, with a portfolio of high-profile clients, extensive sector expertise and in-depth understanding of industrial business processes and operational technologies. The combination of the two companies will create a group with revenues of €17 billion and more than 265,000 employees.

The new Group will benefit from a unique ability to support industrial players in their digital transformation, by combining its intimate knowledge of their businesses, its privileged access to decision-makers and its portfolio of offers that spans digital transformation, consulting and innovation, information technologies (IT) and operational technologies (OT). Building on these strengths, Capgemini will reinforce its role as the strategic partner of choice of its clients in this "Intelligent Industry" space.

The public tender offer was launched on October 16, 2019 and closed on January 22, 2020, after the closing of the 2019 fiscal year. On January 27, 2020, Capgemini announced that following settlement-delivery on February 4, 2020, the Group will hold 137,674,545 Altran shares, thereby exceeding the offer success threshold set at 50.1% of the share capital and voting rights (on a fully diluted basis). After taking into account 2,461,800 treasury shares, this represents 54.52% of Altran's share capital and 54.37% of Altran's voting rights. Following the success of the offer, it was automatically reopened from January 28 to February 10, 2020. A court action has been filed with the Paris Court of Appeal against both the clearance decision of the AMF on the offer and the approval by the AMF of Altran's response document. The ruling is expected by the end of March at the latest. Capgemini has taken certain undertakings in this context<sup>(1)</sup>.

### Other external growth and investment transactions

In parallel with its above-described Altran acquisition project, Capgemini continued in 2019 its targeted acquisition strategy.

In February 2019, the Group completed the acquisition of the US company, Leidos Cyber, a leader in private sector corporate security. Through this acquisition, the Group reinforced its capabilities in North America, helping to meet growing client demand for its cybersecurity services across the region and adding value to the global security provisions of Capgemini's clients around the world. Capgemini also strengthened its position in the Energy & Utilities sector with the acquisition in August 2019 of Konexus Consulting, the leading strategy and management consultancy for the energy industry in the German market.

(1) See AMF notice 219C2818 dated December 18, 2019, setting out the commitments made by Capgemini to the AMF; see also Capgemini's press release dated January 14, 2020 stating that Capgemini will, for at least 18 months from January 14, 2020, neither file a new offer nor implement a statutory merger based on a price per Altran share higher than the offer price (i.e. 14.50 euros per share).

In June 2019, Capgemini also launched an investment fund for B2B start-ups and scale-ups, in partnership with ISAI, an investment firm created by Tech entrepreneurs. With a target allocation of €90 million, the ISAI Cap Venture fund aims to take minority stakes in young technology companies who have developed innovative solutions and that have reached a stage of maturity that allows a joint commercial approach with Capgemini.

### Commercial momentum

In 2019, demand for Capgemini's services was driven particularly by the digital transformation needs of its major clients, across all main vertical sectors:

- in the Manufacturing and Life Sciences sector:
  - Capgemini developed an innovative solution for manufacturing components directly in space for a leading global aircraft manufacturer. The Group notably delivers robotic intelligence enabling the design and production of materials for the final structure, for 3D printing and robotics in space,
  - the Group was selected by a leading company in the defense sector to transform the IT offering of certain of its maritime businesses, and thereby leverage innovative digital technologies to improve the user experience, ensure high service availability and reduce IT costs,
  - Capgemini was selected by a leading European car manufacturer as their preferred partner for the design and delivery of its "Global Core Model" (encompassing all Group Management processes and rules), as part of the roll-out of S/4 HANA, the latest generation of SAP's flagship software suite,
  - the Group deployed its Industrial Internet of Things (IIoT) solution for a leading global oilfield services provider. This solution provides a permanent connection between manufacturing operations, machines used and supervising engineers,
  - Capgemini strengthened its partnership with a Scandinavian premium car manufacturer to support its digital transformation and modernize its IT infrastructure,
  - finally, Capgemini signed a new historical 6-year contract worth over €1 billion with Bayer, a global German group with core competencies in the life science fields of health care and agriculture, to transform its IT landscape and accelerate the digitalization of its organization. Capgemini will deliver a wide range of services, comprising management of the transformation of the group's IT infrastructure Cloud and its Enterprise Resource Planning (ERP) and Business Intelligence/Analytics environments, as well as the Service Integration of Bayer's entire new supplier eco-system;
- in the Financial Services sector:
  - Capgemini modernized the IT infrastructure of a Scandinavian consumer credit provider, using a microservices-based architecture that will facilitate applicative maintenance,
  - the Group deployed a new mortgage lending platform for a major Nordic bank, designed to reduce decision time and increase transparency for its customers,
  - finally, Capgemini was selected by a major European bank to implement Salesforce's "nCino" solution for its corporate lending business; this reputed solution will be used to digitalize all lending processes, while improving the customer experience;

- in the Energy & Utilities sector:
  - Capgemini was named by a world leading private utilities company as its strategic partner for the development and maintenance of all its IT systems and technologies for the next five years,
  - a major French energy supplier improved its customer experience with an Odigo CCaaS (*Contact Center as a Service*) offer. Odigo is Capgemini's cloud-based contact center solution,
  - finally, the largest independent oil and gas exploration and production company on the Norwegian continental shelf selected Capgemini to conduct a large program of digital projects to accelerate its digital transformation;
- in the Retail & Consumer Goods sector:
  - an American restaurant chain chose Capgemini for its reputed industry experience, to deliver their next generation of stores equipped with digital technologies,
  - under a five-year agreement, Capgemini will support the digital transformation of the Finance and Accounting functions of the world's largest producer of plant-based consumer products, in around 50 countries,
  - the Group will roll-out a Client Service, Marketing and Commencement solution in 80 countries for a leading luxury brand,
  - finally, Capgemini was selected by the world's leading spice company to help standardize, modernize and manage its IT infrastructure and support services, notably by building and operating a public Cloud;
- in the Public Sector:
  - Capgemini is preparing the overhaul of health data content management systems on behalf of various governments in continental Europe, to improve citizens' experience of the management of patients in the public healthcare sector,
  - the Group has deployed an unprecedented smart city project for a major French regional metropolis, by creating a connected control center to remotely manage public facilities for all municipalities in the region,
  - finally, the UK revenue and customs authority (HMRC) extended its contract with Capgemini for a further two years. Capgemini will continue to act as a strategic supplier to HMRC after over 15 years of close partnership.

### Rewards and recognition

Capgemini's technical and sector expertise was recognized once again by several prizes and distinctions awarded throughout 2019 and particularly:

- by independent bodies:
  - the Group was positioned as a Leader by Gartner in its Magic Quadrant for Managed Workplace Services, Europe (January), CRM and Customer Experience Implementation Services, Worldwide and Data and Analytics Service Providers, Worldwide (February). Finally, for the fifth year running, Odigo (formerly Capgemini Prosodie) was named as a Leader for Contact Centers as a Service (CCaaS) in Western Europe (November),

- Captero was named as a Leader by Everest Group for Healthcare Payer Digital services (March), Services in the Insurance Sector (April, May and September), Finance and Accounting Outsourcing (May), Enterprise Platform IT Services in Banking and Financial Services (August), DevOps Services (October) and finally Data & Analytics Services (October),
  - the Group was named as a Leader by NelsonHall for Cloud and Multi-Process HR Services (February), Advanced Digital Workplace Services (April), Software Testing Services (May), Advanced Analytics Business Process Services (July), Robotic Process Automation and artificial intelligence for Banking (September) and Wealth and Asset Management Services (December),
  - finally, Captero was identified by Zinnov as a Leader for Engineering, Research and Development (June);
- by Group partners:
    - the Group won the 2019 "SAP on Azure" Partner of the Year award from among Microsoft's top global partners (May),
    - Captero received the Pega Partner Award for Excellence in Growth and Delivery 2019, from Pegasystems Inc. (June),
    - Captero was named Systems Integrator (SI) & Value Added Reseller (VAR) Partner of the Year for Europe, Middle-East and Asia (EMEA) by MuleSoft, the provider of the number one platform for building applicative networks (July).

For the seventh year running, the Group was also recognized as one of the world's most ethical companies by the Ethisphere Institute.

### Employee Share Ownership

The sixth employee share ownership plan (November) aimed at associating employees with the Group's development and performance was highly successful, with a subscription rate of 160%. This new employee share ownership plan (ESOP) will help maintain employee share ownership at over 5% of the share capital.

## Comments on the Captero group consolidated financial statements and outlook for 2020

### Consolidated Income Statement

Consolidated **revenues** total €14,125 million for the year ended December 31, 2019, compared with €13,197 million in 2018, up 7.0% on reported figures and 5.3% at constant exchange rates.

Operating expenses total €12,384 million, compared with €11,600 million in 2018.

An analysis of costs by nature highlights a €686 million increase in personnel costs (8.4%) to €8,833 million for 2019. Personnel costs represent 62.5% of revenues compared with 61.7% in 2018. The average headcount rose 5.5% in 2019 to 216,104, compared with 204,904 in 2018. Offshore employees represent 57% of the total Group headcount in 2019.

An analysis of costs by function reveals:

- the cost of services rendered is €10,274 million, or 72.7% of revenues, down 0.2 points on 2018. The gross margin is 27.3% of revenues in 2019, compared with 27.1% in 2018;
- selling costs total €1,123 million, or 8.0% of revenues;
- general and administrative expenses total €987 million (7.0% of revenues).

The **operating margin** is therefore €1,741 million in 2019, compared with €1,597 million in 2018, representing a margin rate of 12.3% (12.1% in 2018).

**Other operating income and expense** decreased from a net expense of €346 million in 2018 to €308 million in 2019, due to significantly lower restructuring costs, partially offset by higher integration costs for companies acquired and an increase in the performance share grant expense in line with share price trends.

**Operating profit** is €1,433 million (10.1% of revenues), compared with €1,251 million in 2018 (9.5% of revenues).

The **net financial expense** is €79 million, compared with €80 million in 2018. This stability is due to movements in currency hedges on inter-company financial transactions, offset by higher interest expenses on lease liabilities, following the application of IFRS 16, Leases, since January 1, 2019.

The **income tax expense** is €502 million, compared with €447 million in 2018. The effective tax rate is 37.1% in 2019, compared with 38.2% in 2018. Adjusted for the transitional impact of the US tax reform of €60 million in 2019 and €53 million in 2018, the effective tax rate fell from 33.7% in 2018 to 32.6% in 2019.

**Profit for the year attributable to owners of the Company** is €856 million in 2019, compared with €730 million in 2018. Normalized earnings per share are therefore €6.76 based on an average of 166,171,198 ordinary shares outstanding in 2019, excluding the tax expense of €60 million due to the transitional impact of the US tax reform, compared with €6.06 based on an average of 167,088,363 ordinary shares outstanding in 2018.

### Consolidated Statement of Financial Position

**Equity attributable to owners of the Company** totaled €8,424 million at December 31, 2019, up €944 million on December 31, 2018. This increase was mainly due to:

- profit for the year of €856 million;
- the €75 million positive impact of other comprehensive income;
- the €92 million change in the fair value of the put option granted to Caixa Participações following the agreement reached out for the transfer of their shares to Captero in 2020;
- a €355 million increase in incentive and employee share ownership instruments and particularly the €253 million net impact of the share capital increase under the ESOP 2019 international

employee share ownership plan, partially offset by the payment of dividends to shareholders totaling €282 million and the elimination of treasury shares for €136 million.

**Non-current assets** totaled €11,572 million at December 31, 2019, up €516 million on January 1, 2019 (including the impact of the first-time application of IFRS 16, Leases). This increase was mainly attributable to:

- a €231 million increase in goodwill due to 2019 acquisitions in the amount of €131 million and translation adjustments of €114 million recognized on goodwill primarily denominated in US dollars;
- the acquisition on July 2, 2019, under the Altran Technologies group acquisition project, of 29,378,319 Altran shares, representing 11.43% of Altran's share capital, at a price of €14.00 per share, for a total disbursement of €413 million.

**Non-current liabilities** totaled €4,596 million at December 31, 2019, down €726 million on January 1, 2019 (including the impact of the first-time application of IFRS 16, Leases), mainly due to the reclassification in current liabilities of the 2015 bond issue maturing in July 2020 in the amount of €681 million.

**Trade receivables, contract assets and contract costs** totaled €3,380 million at December 31, 2019 compared with €3,279 million at December 31, 2018. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €2,461 million at December 31, 2019, compared with €2,323 million at December 31, 2018.

**Accounts and notes payable** mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than

## Income statement of Capgemini SE

The Company reported operating income for the year ended December 31, 2019 of €447 million (including €343 million in royalties received from subsidiaries) compared with €380 million last year (including €310 million in royalties).

**Operating profit** is €275 million, compared with €241 million in 2018.

**Net finance income** totaled €244 million (compared with €307 million in 2018) and reflects the difference between:

- income of €532 million, mainly comprising foreign exchange gains on the pooling of currency risk at Group level (€242 million), dividends received from subsidiaries (€184 million), reversals of provisions for equity interests (€73 million) in Spain and France, income from loans granted to subsidiaries (€18 million) and reversals of provisions for foreign exchange losses and treasury shares (€9 million);

income tax and total €3,011 million at December 31, 2019, compared with €2,944 million at December 31, 2018.

**Consolidated net debt** was €600 million at December 31, 2019, compared with €1,104 million at January 1, 2019 (including the impact of the first-time application of IFRS 16, Leases). This €504 million decrease on January 1, 2019 is mainly due to the generation of organic free cash flow during the year of €1,288 million and the €253 million share capital increase under the ESOP 2019 international share ownership plan, offset by:

- the payment of a €282 million dividend to shareholders;
- cash inflows and outflows on business combinations net of cash and cash equivalents acquired of €165 million;
- net cash outflows of €134 million in respect of transactions in Capgemini SE shares;
- the acquisition on July 2, 2019 of 29,378,319 Altran shares, representing 11.43% of Altran's share capital, at a price of €14.00 per share, for a total disbursement of €413 million.

## Outlook for 2020

For 2020, the Group targets revenue growth of around 4% at constant exchange rates, improved profitability with an operating margin of 12.4% to 12.6% and organic free cash flow of around €1.2 billion.

This outlook does not factor in the impact of the Altran acquisition and is to be considered before the overall development of the pandemic.

- expenses of €288 million, mainly comprising foreign exchange losses on the pooling of currency risk at Group level (€187 million), charges to provisions for equity interests (€31 million), charges to provisions for foreign exchange losses (€7 million), as well as interest on bond issues (€61 million).

This €63 million decrease in net finance income year-on-year was mainly due to the movement in provisions for equity interests.

**Net non-recurring income** is nil compared with a net non-recurring expense of €24 million in 2018.

After an **income tax expense** of €29 million (compared with €20 million in 2018), notably reflecting the income tax expense of the tax consolidation group, the Company reported a **net profit** of €490 million.

## 2 Governance

### AN INDEPENDENT AND BALANCED BOARD OF DIRECTORS



**Paul Hermelin**  
Chairman & Chief Executive Officer

“  
The Capgemini Board of Directors possesses a wide range of expertise, adapted to the current and future challenges facing the Group.  
”



**Pierre Pringuet**  
Lead Independent Director & Chairman of the Ethics & Governance Committee

The Board of Directors seeks to implement a balanced governance structure tailored to Capgemini and able to adapt to the circumstances and challenges specific to the Group. True to its history and the Group’s values, its action seeks to achieve the goal of sustainable and responsible growth, which has defined Capgemini for over 50 years.

Board of Directors <sup>1</sup> <b>12 + 2</b>	Independent Directors <sup>2</sup> <b>82%</b>	Gender balance <sup>3</sup> <b>W : 50% / M : 50%</b>	Average age <b>60 years</b>	Internationalization <b>29%</b>
Average length of office <b>6 years</b>	Director representing employee shareholders <b>1</b>	Directors representing employees <b>2</b>		

NB: Information at December 31, 2019.  
**1.** Twelve directors were elected by shareholders; the two directors representing employees were appointed in accordance with the employee representation system.  
**2.** The directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code. **3.** The directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the French Commercial Code currently in force.

### MANAGEMENT OF THE GROUP

Since January 1, 2020<sup>1</sup>, Capgemini SE Group Management is led by Mr. Paul Hermelin, Chairman and Chief Executive Officer, assisted by Mr. Aiman Ezzat, Chief Operating Officer since January 1, 2018. Group Management is assisted by two bodies comprising the Group’s key operating and functional managers:

#### GROUP EXECUTIVE BOARD

It prepares the broad strategies submitted to the Executive Committee for approval and facilitates the carrying out of the Group’s operations. It also takes the necessary measures with regards to the appointment, setting of quantitative objectives and performance appraisal of executives with a wide range of responsibilities.

#### EXECUTIVE COMMITTEE

It assists Group Management define broad strategies and make decisions regarding the Group’s operating structure, the choice of priority offerings, production rules and organization and the methods of implementing human resources management.

#### FOUR SPECIAL-PURPOSE COMMITTEES ASSIST GROUP MANAGEMENT:

- The Group Review Board
- The Mergers & Acquisitions Committee
- The Investment Committee
- The Risk Committee

**1.** As part of the internal managerial transition process initiated in 2017 and in line with the new planned governance structure following the upcoming Shareholders’ Meeting in May 2020, the Board of Directors’ meeting of December 4, 2019 decided to terminate Mr. Thierry Delaporte’s term of office as Chief Operating Officer with effect from December 31, 2019.

For more information regarding Capgemini SE governance as well as corporate officers’ compensation, see Section 2 of the 2019 Universal Registration Document.

### BOARD OF DIRECTORS

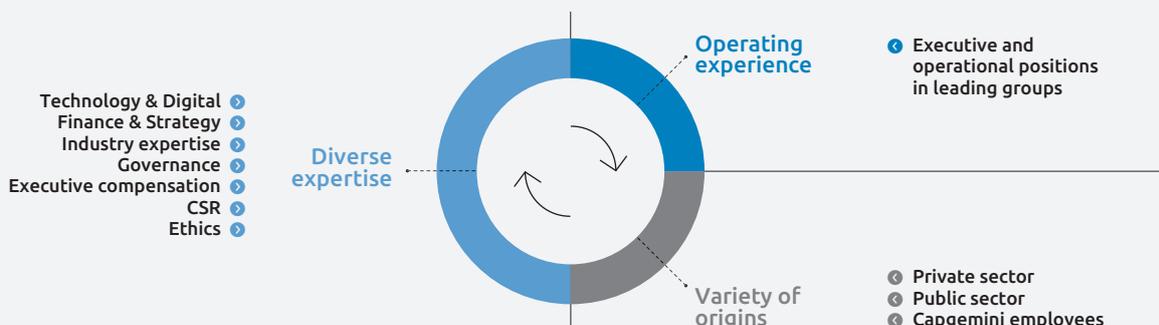
The Board of Directors sets the strategic direction of the Company and the Capgemini Group. It appoints the executive corporate officer(s) responsible for implementing this strategy, approves the financial statements, convenes the Shareholders' Meeting and proposes the annual dividend. It takes decisions on the major issues concerning the day-to-day operation and future of Capgemini, to promote sustainable value creation for its shareholders and all stakeholders.

<b>ETHICS &amp; GOVERNANCE COMMITTEE</b>				<b>BOARD OF DIRECTORS</b>				<b>STRATEGY &amp; CSR COMMITTEE<sup>2</sup></b>			
Attendance	Members	Independence	Meetings	Attendance	Members	Attendance	Members	Independence	Meetings		
100%	4	75%	5	98%	14	97%	6	60%	5		
<b>COMPENSATION COMMITTEE</b>				Independence <sup>1</sup>	Meetings	<b>AUDIT &amp; RISK COMMITTEE</b>					
Attendance	Members	Independence	Meetings	82%	10	Attendance	Members	Independence	Meetings		
100%	4	100%	6	Executive Sessions	3	97%	5	100%	8		

NB : Information at December 31, 2019.

1. The directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code. 2. The Strategy & Investment Committee was renamed the Strategy & CSR Committee in March 2019.

In accordance with its diversity policy, the Board of Directors ensures the balance and plurality of expertise on the Board with regard to the challenges facing the Group. It maintains a range of experience and nationalities and respects gender balance, while ensuring the commitment of all directors to the Group's fundamental values.



## Activities of the Board in 2019

### Group strategy, organization and CSR

- Review of the Group's strategic priorities
- External growth opportunities including acquisition of Altran Technologies by public tender offer
- Review of the main market trends and changes in the Group's competitive environment
- Follow up of the implementation of the Group's new operating model
- Monitoring of the CSR strategy

### Management transition

- Follow-up of management transition with the choice of Mr. Aiman Ezzat to succeed Mr. Paul Hermelin as future Chief Executive Officer
- Initial discussions on the allocation of powers between the Chairman of the Board of Directors and the Chief Executive Officer as part of the separation of these functions at the end of the May 20, 2020 Shareholders' Meeting

### Group performance

- Group performance and activities
- Active management of the Group's balance sheet and liquidity (including financing operations related to the planned acquisition of Altran Technologies)

### Audit & Risk

- 2018 Company financial statements
- 2018 annual and 2019 half-year consolidated financial statements
- Risk monitoring (including mapping)
- Internal control and internal audit
- Follow-up of the Group's various actions in terms of ethics and compliance

### Governance

- Changes in the composition of the Board and its Committees
- Preparation of the Shareholders' Meeting
- External assessment of the Board of Directors
- Monitoring of dialogue with shareholders and proxy advisors

### Talent management and compensation

- Monitoring of Group talent management
- Compensation of the Chairman and Chief Executive Officer and the Chief Operating Officers
- Performance share and free share grants
- New employee share ownership plan

## 3 Agenda

### Resolutions presented at the Ordinary Shareholders' Meeting

1. Approval of the 2019 Company financial statements.
2. Approval of the 2019 consolidated financial statements.
3. Appropriation of earnings and setting of the dividend.
4. Approval of the regulated agreements governed by articles L. 225-38 *et seq.* of the French Commercial Code – Special report of the Statutory auditors.
5. 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.
6. 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.
7. 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. Aiman Ezzat, Chief Operating Officer.
8. 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.
9. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer.
10. Approval of the compensation policy applicable to the Chief Operating Officer.
11. Approval of the compensation policy applicable to the Chairman of the Board of Directors.
12. Approval of the compensation policy applicable to the Chief Executive Officer.
13. Approval of the compensation policy applicable to the members of the Board of Directors.
14. Renewal of the term of office of Ms. Siân Herbert-Jones as a director.
15. Appointment of Ms. Belen Moscoso del Prado Lopez-Doriga as a director.
16. Appointment of Mr. Aiman Ezzat as a director.
17. Appointment of Ms. Lucia Sinapi-Thomas as a director representing employee shareholders in accordance with Article 11-5 of the Bylaws.
  - A. 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).
18. Renewal of the term of office of PricewaterhouseCoopers audit as principal statutory auditor.
19. Appointment of Mazars as principal statutory auditor.
20. Authorization of a share buyback program.



## Resolutions presented at the Extraordinary Shareholders' Meeting

21. Amendment of the Company's Bylaws – Compliance with legislative developments.
22. 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.
23. 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.
24. 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.
25. 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.
26. 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.
27. 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.
28. 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.
29. 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.
30. 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% 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).
31. 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.
32. 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.
33. Powers to carry out formalities.

## 4 Report of the Board of Directors on the draft resolutions

This report presents the proposed resolutions submitted to the Shareholders' Meeting by the Board of Directors. It consists of this introduction and the overview statements preceding the resolutions. The objective of this report is to draw your attention to the important points in the draft resolutions, in accordance with prevailing laws and regulations and with best Corporate Governance practice recommended for companies listed in Paris. It does not purport to be comprehensive and does not replace a careful reading of the draft resolutions prior to voting.

An overview of the financial position, activities and results of the Company and its Group during the last fiscal year and other information required by prevailing law and regulations are also presented in the Management Report on fiscal year 2019 included in the 2019 Universal Registration Document (available at [www.capgemini.com](http://www.capgemini.com)), to which you are invited to refer.

The Board of Directors' report and the draft resolutions presented herein correspond to the text of the Notice of Meeting published in the BALO official journal on March 23, 2020. They may be subject to further amendments in the final Notice of Meeting to be published in the BALO official journal on April 29, 2020, where necessary, in order to take into account subsequent decisions of the Board of Directors.

## Resolutions presented at the Ordinary Shareholders' Meeting

### PRESENTATION OF THE 1<sup>ST</sup> AND 2<sup>ND</sup> RESOLUTIONS

#### APPROVAL OF THE FINANCIAL STATEMENTS

##### Overview

In these two resolutions, we ask you to approve the Company financial statements and the consolidated financial statements of Capgemini for the year ended December 31, 2019 as follows:

- the Company financial statements of Capgemini SE showing a net profit of €490,231,317.28;
- the consolidated financial statements of Capgemini showing net profit for the Group of €856 million.

### FIRST RESOLUTION

#### Approval of the 2019 Company financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' and the Statutory auditors' reports, approves the Company financial statements for the year ended

December 31, 2019, showing net profit for the year of €490,231,317.28, as presented, and the transactions recorded therein and summarized in these reports.

### SECOND RESOLUTION

#### Approval of the 2019 consolidated financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' and the Statutory auditors' reports, approves the consolidated financial statements for the year ended

December 31, 2019, showing net profit for the Group of €856 million, as presented, and the transactions recorded therein and summarized in these reports.

## PRESENTATION OF THE 3<sup>RD</sup> RESOLUTION

### APPROPRIATION OF EARNINGS AND SETTING OF THE DIVIDEND

#### Overview

The third resolution relates to the appropriation of earnings for the year ended 2019 and the setting of the dividend.

It is proposed that the dividend be set at €1.90 per share, representing a total distribution of €321,756,448.10 based on the number of shares ranking for dividends at December 31, 2019.

In line with the Group's historic dividend distribution policy that ensures a balance between the investments required for its long-term development and the redistribution of profits to shareholders, the payout ratio for the year ended December 31, 2019, excluding non-recurring income or tax expenses, would be 35%.

Residual distributable profits for the year, *i.e.* €6,201,872,185.07, shall be added to retained earnings.

For individual beneficiaries who are tax-resident in France, the dividend is 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. Where this option is not made, the dividend will fall within the application scope of the flat-rate income tax advance payment mechanism and will not be eligible for this 40% rebate.

Taking account of the recommendations of certain investors, and so as not to encourage security lending/borrowing transactions around the date of the Shareholders' Meeting, the Board of Directors proposes an ex-dividend date of June 3, 2020 and a dividend payment date starting from June 5, 2020.

## 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	
<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 €1.90 per share	€321,756,448.10 <sup>(1)</sup>
retained earnings for the balance:	€5,880,115,736.97
<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 €1.90 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> <i>(in euros)</i>	Distributed income <sup>(2)</sup> <i>(in euros)</i>	Dividend per share <i>(in euros)</i>
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.

PRESENTATION OF THE 4<sup>TH</sup> RESOLUTION

## REGULATED AGREEMENTS – SPECIAL REPORT OF THE STATUTORY AUDITORS

## Overview

The only regulated agreements authorized by the Board of Directors during the 2019 fiscal year and at the beginning of the 2020 fiscal year and submitted for your approval are those entered into in connection with the proposed acquisition of Altran Technologies S.A. by your Company (the “Offer”).

For more information on the terms and conditions of the Offer or on the special report of the Statutory auditors, please refer to the 2019 Universal Registration Document.

**Facility Agreement in connection with the Offer**

At its meeting of June 24, 2019, the Board of Directors unanimously authorized the signature by the Company of a financing agreement in the form of a bridge loan in connection with the Offer (the “Facility Agreement”) to which several banking institutions including Crédit Agricole SA and Société Générale as well as their respective affiliates could be invited to participate during the sub-underwriting phase.

Ms. Laurence Dors, director of Crédit Agricole SA, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in the deliberation and the vote due to their positions in these institutions.

Pursuant to this authorization, a Facility Agreement of €5,400 million was signed on June 24, 2019 between Capgemini as borrower and BNP Paribas as original lender and *mandated lead arranger and bookrunner*. On July 15, 2019, several credit institutions including Crédit Agricole Corporate and Investment Bank and Société Générale became parties to the Facility Agreement as new lenders and new mandated lead arrangers and bookrunners with a final commitment of €675 million each, corresponding to 12.5% each of the total amount following the sub-underwriting phase. These amounts were reduced to €418,965,517.24 each, in particular as a result of the on-going syndication phase.

This Facility Agreement of an initial term of one year, with two successive six (6) month extension options, exercisable at the Company's request, contains standard provisions for this type of financing.

The commission and interest payable to Crédit Agricole Corporate and Investment Bank and Société Générale in respect of this Facility Agreement are identical to those paid to other financial institutions participating in the Facility Agreement in the same capacity and are consistent with market practice for this type of financing.

The Board of Directors noted that the above-mentioned institutions participate regularly in financing operations both in and outside France. It also observed that (i) this regulated agreement is an essential component of the transaction linked to Altran Technologies S.A.' acquisition, and (ii) its terms and conditions, including the financial terms, are in line with market standards.

The Company paid during the 2019 fiscal year:

- to Crédit Agricole Corporate and Investment Bank: commission of €776,250 and interest of €131,697;
- to Société Générale: commission of €776,250 and interest of €131,697.

**Engagement Letter and Instruction Letter in connection with the Offer**

At its meeting of September 2, 2019, the Board of Directors unanimously authorized the signature by the Company of:

- an engagement letter under which the bank Crédit Agricole Corporate and Investment Bank (“CACIB”) will be mandated to act as a presenting bank and M&A counsel of the Company in the context of the Offer (the “Engagement Letter”); and
- an instruction letter under which CACIB will be formally instructed by the Company to present the Offer and proceed with its filing with the *Autorité des marchés financiers* (French Financial Market Authority), together with the other presenting banks and the guarantor (the “Instruction Letter”).

Ms. Laurence Dors, director of Crédit Agricole SA, and Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, did not participate in the deliberation and the vote due to their positions in Crédit Agricole SA and their positions as director in the Company.

Pursuant to this authorization, the Engagement Letter and the Instruction Letter were signed on September 22, 2019.

The commission payable to CACIB in respect of the Engagement Letter and the Instruction Letter is consistent with market practice and depends on the respective roles of the financial institutions involved.

The Board of Directors noted that (i) the Instruction Letter, and consequently the Engagement Letter, are essential components of the Offer, the filing of the Offer by one or several presenting banks being required by applicable regulation, and (ii) the terms and conditions of the Engagement Letter and the Instruction Letter are aligned with market standards; they are therefore in the best interest of the Company.

No commission was paid to CACIB during the 2019 fiscal year in respect of the Engagement Letter and the Instruction Letter.

**Amendment to the Engagement Letter and Instruction Letter**

In connection with the increase in the Offer price and the various commitments undertaken by the Company towards the French Financial Market Authority, the Board of Directors, at its meeting of January 14, 2020, unanimously authorized the execution of the Amendment to the Instruction and Engagement Letters.

Ms. Laurence Dors, director of Crédit Agricole SA, and Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, did not participate in the deliberation and the vote due to their positions in Crédit Agricole SA and their positions as director in the Company.

Pursuant to this authorization, the Amendment to the Engagement Letter and the Instruction Letter was signed on January 14, 2020.

The Board of Directors noted that (i) the Amendment to the Instruction and Engagement Letters is an essential component of the Offer, in particular with respect to the increase in the Offer Price, and (ii) its terms and conditions are the same as those of the initial instruction and engagement letters from a commercial standpoint and are aligned with market standards. Such Amendment has no impact on the financial conditions of the initial agreements. The Amendment to the Instruction and Engagement Letters is therefore in the best interest of the Company.

### Amendment and *side-letter* to the Facility Agreement

At its meeting of January 14, 2020, the Board of Directors unanimously authorized the execution of the amendment and the *side-letter* to the Facility Agreement to take into account the commitments undertaken by the Company towards the French Financial Market Authority if the Offer is successful.

Ms. Laurence Dors, director of Crédit Agricole SA, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in the deliberation and the vote due to their positions in these institutions.

Pursuant to this authorization, the amendment and the *side-letter* to the Facility Agreement were signed on January 17, 2020.

The Board of Directors noted that the terms and conditions of the amendment and the *side-letter* to the Facility Agreement are the same as those of the initial Facility Agreement from a commercial standpoint, without any additional financial compensation, and are in the best interest of the Company.

### Ajustment to the Facility Agreement

At its meeting of January 14, 2020, the Board of Directors unanimously authorized certain adjustments to the Facility Agreement related to the increase in the Offer price.

Ms. Laurence Dors, director of Crédit Agricole SA, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in the deliberation and the vote due to their positions in these institutions.

The agent under the Facility Agreement confirmed the consent of the lenders on January 22, 2020.

The Board of Directors noted that the terms and conditions of the Facility Agreement are the same as those of the initial agreement from a commercial standpoint, without any additional financial compensation and are therefore in the best interest of the Company.

## FOURTH RESOLUTION

### Approval of the regulated agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code – Special report of the Statutory auditors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Statutory auditors' special report on regulated agreements governed by Article L. 225-38 *et seq.* of the French Commercial

Code, approves the regulated agreements presented in this report and not previously approved by the Shareholders' Meeting, as well as the said report.

## PRESENTATION OF THE 5<sup>TH</sup> TO 8<sup>TH</sup> RESOLUTIONS

### APPROVAL OF THE COMPONENTS OF COMPENSATION AND ALL TYPES OF BENEFITS PAID DURING FISCAL YEAR 2019 OR GRANTED IN RESPECT OF THE SAME FISCAL YEAR TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND THE CHIEF OPERATING OFFICERS

#### Overview

Pursuant to Article L. 225-100 III of the French Commercial Code amended by Order No 2019-1234 of November 27, 2019, shareholders are now called to express their opinion on the fixed, variable and exceptional components of total compensation and all types of benefits paid in respect of the previous fiscal year or granted in respect of the same fiscal year to Executive Corporate Officers.

On the Compensation Committee's recommendation, the Board of Directors, at its meeting of March 11, 2020, approved the fixed, variable and exceptional components of total compensation and all types of benefits paid in respect of the previous fiscal year or granted in respect of the same fiscal year to the Chairman and Chief Executive Officer, Mr. Paul Hermelin, as well as to the Chief Operating Officers, Messrs. Thierry Delaporte and Aïman Ezzat. They were paid or granted in accordance with the

compensation policy approved by the Shareholders' Meeting of May 23, 2019 (8<sup>th</sup> and 9<sup>th</sup> resolutions).

In addition, pursuant to the Article L. 225-37-3 of the French Commercial Code as amended by Order No 2019-1234 of November 27, 2019, the Shareholders' Meeting is also called to approve a report on the compensation of corporate officers.

The tables summarizing all the components of compensation of the Chairman and Chief Executive Officer and the Chief Operating Officers and the information concerning the compensation of corporate officers, submitted to shareholders vote pursuant to the 5<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup> and 8<sup>th</sup> resolutions, are presented in the Board of Directors' report on Corporate Governance, in Section 2.3.3 of the 2019 Universal Registration Document.

## FIFTH RESOLUTION

### 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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the 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.

## SIXTH RESOLUTION

### 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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the 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.

## SEVENTH RESOLUTION

### 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. Aiman Ezzat, Chief Operating Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the 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. Aiman Ezzat, Chief Operating Officer.

## EIGHTH RESOLUTION

### 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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the report on the compensation of corporate officers including the information mentioned in Article L. 225-37-3 I of the French

Commercial Code, as presented in the report on the Company's Corporate Governance referred to in Article L. 225-37 of the same Code.

## PRESENTATION OF THE 9<sup>TH</sup> AND 13<sup>TH</sup> RESOLUTIONS

### APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO CORPORATE OFFICERS

#### Overview

Shareholders are asked to approve the compensation policy of corporate officers, pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code, amended by Order No 2019-1234 of November 27, 2019.

It is recalled that the Board of Directors, at its meeting of September 16, 2019, announced the implementation of a governance structure separating the duties of Chairman and Chief Executive Officer at the end of the Shareholders' Meeting of May 20, 2020, Mr. Paul Hermelin will remain Chairman of the Board while Mr. Aiman Ezzat will become Chief Executive Officer of the Company, as sole Executive Corporate Officer.

The compensation policies for (i) the Chairman and Chief Executive Officer, (ii) the Chief Operating Officer, (iii) the Chairman of the Board of Directors, (iv) the Chief Executive Officer and (v) the Directors in respect of their terms of office for the fiscal year 2020, were approved by the Board of Directors on March 11, 2020 on the recommendation of the Compensation Committee. They are detailed in the Board of Directors' report on Corporate Governance and presented in Sections 2.3.1 and 2.3.2 of the 2019 Universal Registration Document.

## NINTH RESOLUTION

### Approval of the compensation policy applicable to the Chairman and Chief Executive Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components

of the compensation policy for corporate officers, approves the compensation policy for the Chairman and Chief Executive Officer pursuant to Article L. 225-37-2 II of the French Commercial Code, as detailed in this report.

## TENTH RESOLUTION

### Approval of the compensation policy applicable to the Chief Operating Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components

of the compensation policy for corporate officers, approves the compensation policy for the Chief Operating Officer pursuant to Article L. 225-37-2 II of the French Commercial Code, as detailed in this report.

## ELEVENTH RESOLUTION

### Approval of the compensation policy applicable to the Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components

of the compensation policy for corporate officers, approves the compensation policy for the Chairman of the Board of Directors pursuant to Article L. 225-37-2 II of the French Commercial Code, as detailed in this report.

## TWELFTH RESOLUTION

### Approval of the compensation policy applicable to the Chief Executive Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components

of the compensation policy for corporate officers, approves the compensation policy for the Chief Executive Officer pursuant to Article L. 225-37-2 II of the French Commercial Code, as detailed in this report.

## THIRTEENTH RESOLUTION

### Approval of the compensation policy applicable to the members of the Board of Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components

of the compensation policy for corporate officers, approves the compensation policy for the Directors pursuant to Article L. 225-37-2 II of the French Commercial Code, as detailed in this report.

## PRESENTATION OF THE 14<sup>TH</sup>, 15<sup>TH</sup> AND 16<sup>TH</sup> RESOLUTIONS

### RENEWAL OF A DIRECTOR – APPOINTMENT OF TWO DIRECTORS

#### Overview

The Board of Directors of Capgemini SE, meeting on March 11, 2020 under the chairmanship of Mr. Paul Hermelin, Chairman and Chief Executive Officer, and on the report of the Ethics & Governance Committee, deliberated on the change in the composition of the Board of Directors proposed at the upcoming Shareholders' Meeting of May 20, 2020.

The Board of Directors decided to propose to the 2020 Shareholders' Meeting the renewal of the term of office of Ms. Siân Herbert-Jones and the appointment of Ms. Belen Moscoso del Prado as a member of the Board of Directors for a term of four years; Ms. Laura Desmond having expressed her

wish not to renew her term of office. This proposal is in line with the Group's ambition to further the internationalization of its composition, deepen its sector expertise and enrich the diversity of its profiles.

Ms. Belen Moscoso del Prado is a Spanish citizen. She has acquired a solid experience in the field of innovation and transformation applied to Digital and Data strategy over the course of her career in international corporations. The Board has indicated that Ms. Belen Moscoso del Prado 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. Laura Desmond for her contribution to its work and its committees during her tenure.

In addition, as part of the internal management transition process initiated in 2017 on the initiative of Mr. Paul Hermelin, Chairman and Chief Executive Officer, the Board of Directors decided on September 16, 2019 to appoint Mr. Aiman Ezzat, currently Chief Operating Officer, to succeed Mr. Paul Hermelin as Chief Executive Officer after the General Meeting of Shareholders scheduled for May 20, 2020. The Board of Directors also wished to propose

to the 2020 Shareholders' Meeting the appointment of Mr. Aiman Ezzat as a member of the Board of Directors for a term of four years.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 20, 2020, the Board of Directors would count 15 directors, including two directors representing employees, with 75% of independent directors<sup>(1)</sup>, 27% of international profiles and 42% of female directors<sup>(2)</sup>.

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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 directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the French Commercial Code currently in force.



## SIAN HERBERT-JONES

**Independent Director**  
**Member of the Audit & Risk Committee**

### BIOGRAPHY – PROFESSIONAL EXPERIENCE

A British Chartered Accountant, Ms. Siân Herbert-Jones initially worked for 13 years with PricewaterhouseCoopers in its London and then Paris offices, where she was in charge of mergers and acquisitions (from 1983 to 1993). She then joined the Sodexo Group, where she spent 21 years, including 15 years as Chief Financial Officer and member of the Executive Committee (until February 28, 2016). She is currently a director of L'Air Liquide SA (since 2011) where she chairs the Audit and Accounts Committee. She has also been a director of Bureau Veritas since May 17, 2016 and has been a member of the Audit & Risk Committee since May 2017.

Ms. Siân Herbert-Jones joined the Board of Directors of Capgemini SE on May 18, 2016. She has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date.

Of British nationality, she brings strong financial and audit expertise to the Board, as well as her experience with international transactions, particularly in the service sector (BtoB). She also contributes to the Board her multi-cultural management experience and expertise and her experience as an Independent Director on the Boards of leading international companies.

**Principal office:**  
Independent Director

**Date of birth:**

September 13, 1960

**Nationality:**

British

**Business address:**

Capgemini SE  
11, rue de Tilsitt  
75017 Paris

**First appointment:**

2016

**Expiry of term of office:**

2020  
(Ordinary Shareholders' Meeting held to approve the 2019 financial statements)

**Number of shares held at Dec. 31, 2019:**

1,000

### OFFICES HELD IN 2019 OR CURRENT OFFICES AT DECEMBER 31, 2019

**Director of:**

- CAPGEMINI SE\* (since May 2016)
- L'AIR LIQUIDE SA\* (since May 2011)
- BUREAU VERITAS\* (since May 2016)
- COMPAGNIE FINANCIÈRE AURORE INTERNATIONALE, a Sodexo group subsidiary (since February 2016)

### OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

**Chief Financial Officer and member of the Executive Committee of:**

- SODEXO\* (until February 2016)

**Offices held in Sodexo Group:**

**Chairman of:**

- Etin SAS (until February 2016)
- SOFINSOD SAS (until February 2016)
- SODEXO ETINBIS SAS (until February 2016)

**Permanent Representative of Sofinsod SAS on the Supervisory Board of:**

- ONE SCA (until February 2016)

**Director of:**

- SODEXHO AWARDS CO (until February 2016)
- SODEXO JAPAN KABUSHIKI KAISHA Ltd (until February 2016)
- SODEXHO MEXICO SA DE CV (until February 2016)
- SODEXHO MEXICO SERVICIOS DE PERSONAL SADE CV (until February 2016)
- SODEXO REMOTE SITES THE NETHERLANDS B.V (until February 2016)
- SODEXO REMOTE SITES EUROPE Ltd (until February 2016)

- UNIVERSAL SODEXHO EURASIA Ltd (until February 2016)
- SODEXO, INC. (until February 2016)
- SODEXO MANAGEMENT, INC. (until February 2016)
- SODEXO REMOTE SITES USA, INC. (until February 2016)
- SODEXO SERVICES ENTERPRISES LLC (until February 2016)
- UNIVERSAL SODEXHO SERVICES DE VENEZUELA SA (until February 2016)
- UNIVERSAL SODEXHO EMPRESA DE SERVICIOS Y CAMPAMENTOS SA (until February 2016)
- SODEXO GLOBAL SERVICES UK Ltd (until February 2016)

**Member of the Management Board of:**

- SODEXO EN FRANCE SAS (until February 2016)
- SODEXO ENTREPRISES SAS (until February 2016)
- SODEXO PASS INTERNATIONAL SAS (until February 2016)
- ONE SAS (until February 2016)
- ONE SCA (until February 2016)

\* Listed company.



## BELEN MOSCOSO DEL PRADO

### Independent Director

#### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Belen Moscoso del Prado holds a Master's degree in International Economics from Carlos III University in Spain.

She started her career in 1995 at The Walt Disney Company as Communications Manager for Spain and Portugal and later became a Senior Analyst in the European Marketing and Sales Strategy Department. From 2000 to 2008, as a consultant at Bain & Company, she worked on strategic review, performance improvement and post-acquisition integration assignments in Europe and Central America. She joined Europcar in 2008 as Strategic Change Program Manager before becoming Head of Strategy & Partnerships at Solocal from 2010 to 2013. Then, between 2013 and 2015, she was Director of Digital Strategy, Transformation and Innovation at Axa before joining Sodexo to lead its digital transformation.

She is currently Director of Digital & Innovation at Sodexo and has been a member of the Executive Committee since 2015. She also sits on Sodexo's Venture Capital Investment Committee.

Ms. Belen Moscoso del Prado is Chairman of the Board of Directors of FoodChéri and a member of the Consultative Advisory Board of the start-up Wynd.

Ms. Belen Moscoso del Prado is a Spanish citizen. She has acquired a solid experience in the field of innovation and transformation applied to Digital and Data strategy over the course of her career in international corporations.

#### Principal office:

Ms. Belen Moscoso del Prado is Director Digital & Innovation at Sodexo.

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#### OFFICES HELD IN 2019 OR CURRENT OFFICES AT DECEMBER 31, 2019

##### Chairman of the Board of Directors:

— FOODCHERI (since 2018)

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#### OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

N/A

#### Date of birth:

June 15, 1973

#### Nationality:

Spanish

#### Business address:

Capgemini SE  
11, rue de Tilsitt  
75017 Paris

#### First appointment:

2020

#### Expiry of term of office:

2024

(Ordinary Shareholders' Meeting held to approve the 2023 financial statements)

#### Number of shares held at March 11, 2020:

0



## AIMAN EZZAT

### Chief Operating Officer

#### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Aiman Ezzat, born on May 22, 1961, holds a MSc (Master of Science) in chemical engineering from École Supérieure de Chimie Physique Électronique de Lyon in France and an MBA from the Anderson School of Management at UCLA.

Mr. Aiman Ezzat has been Chief Operating Officer of Capgemini since January 1, 2018. He was Chief Financial Officer from December 2012 to the end of May 2018. He is a member of the Group Executive Board. In March 2017, he was named the “Best European CFO” for the technology and software category in the “2017 All European Executive Team” Institutional Investor’s annual ranking of the region’s top corporate leaders.

From December 2008 to 2012, he led the Financial Services Global Business Unit (GBU) after serving as Chief Operating Officer from November 2007. Mr. Aiman Ezzat has also served as Capgemini’s deputy director of Strategy from 2005 to 2007. He played a key role in the development of the Booster turnaround plan for the Group’s activities in the United States, as well as in the development of the Group’s offshore strategy. He was part of the acquisition and integration team of Kanbay, a global IT services firm focused on the Financial Services industry, acquired by Capgemini in 2006.

Before joining Capgemini, from 2000 to 2004, Mr. Aiman Ezzat served as Managing Director of International Operations at Headstrong, a global business and technology consultancy, where he worked with Financial Services clients in Asia, North America and Europe.

Mr. Aiman Ezzat was also previously Global Head of the Oil & Gas and Chemicals practice of Gemini Consulting where he spent 10 years (Gemini Consulting was the former brand of the strategic and transformation consulting arm of the Capgemini group, now Capgemini Consulting).

#### Date of birth:

May 22, 1961

#### Nationality:

French

#### Business address:

Capgemini SE  
11, rue de Tilsitt  
75017 Paris

#### First appointment:

2020

#### Expiry of term of office:

2024

(Ordinary Shareholders’ Meeting held to approve the 2023 financial statements)

#### Number of shares held at Dec. 31, 2019:

49,920

#### OFFICES HELD IN 2019 OR CURRENT OFFICES AT DECEMBER 31, 2019

##### Chief Operating Officer of:

— CAPGEMINI SE\* (since January 2018)

##### Other offices held in Capgemini group:

##### Chairman of:

— SOGETI FRANCE 2005 SAS (since May 2018)

##### Director of:

— SOGETI UK Ltd (UK) (since February 1, 2019)

— CAPGEMINI SINGAPORE PTE Ltd (Singapore) (until November 7, 2019)

— CAPGEMINI HONG KONG Ltd (China) (until October 15, 2019)

— CAPGEMINI ESPAÑA S.L. (Spain) (since March 2018)

— CAPGEMINI CANADA Inc (Canada) (until March 19, 2019)

— GESTION CAPGEMINI QUEBEC Inc (Canada) (until March 21, 2019)

— CAPGEMINI SOLUTIONS CANADA Inc (Canada) (since February 2018)

— CAPGEMINI TECHNOLOGIES Llc (USA) (since December 2017)

— CAPGEMINI NORTH AMERICA Inc (USA) (since July 2013)

— CAPGEMINI AUSTRALIA PTY Ltd (Australia) (until April 30, 2019)

— CAPGEMINI UK Plc (UK) (since February 2013)

— CAPGEMINI (HANGZHOU) Co. Ltd (China) (since August 2010)

— SOGETI SVERIGE AB (Sweden) (until June 17, 2019)

— SOGETI SVERIGE MITT AB (Sweden) (until November 28, 2019)

— RESTAURANT APPLICATION DEVELOPMENT INTERNATIONAL (USA) (since August 2017)

— RADI HOLDING LLC (USA) (since August 2017)

— CGS HOLDING (UK) (until February 1, 2019)

##### Member of the Supervisory Board of:

— SOGETI NEDERLAND BV (Netherlands) (since December 2012)

#### OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

##### Offices held in Capgemini group:

##### Director of:

— CAPGEMINI ITALIA S.P.A. (USA) (until April 2018)

— CAPGEMINI BRASIL SA (Brazil) (until April 2018)

— CAPGEMINI ASIA PACIFIC PTE Ltd (Singapore) (until March 2018)

— CAPGEMINI FINANCIAL SERVICES CANADA Inc. (Canada) (until January 2017)

— CAPGEMINI FINANCIAL SERVICES USA Inc. (USA) (until July 2016)

— CAPGEMINI FINANCIAL SERVICES AUSTRALIA PTY Ltd (Australia) (until March 2015)

— CAPGEMINI BUSINESS SERVICES AUSTRALIA PTY Ltd (Australia) (until August 2015)

— KANBAY (ASIA) Ltd (Mauritius) (until September 2015)

— IGATE GLOBAL SOLUTIONS MEXICO SA DE CV (Mexico) (until July 2016)

— IGATE TECHNOLOGIES Inc (USA) (until July 2016)

— IGATE CORPORATION Inc (USA) (until May 2016)

\* Listed company.

## FOURTEENTH RESOLUTION

### Renewal of the term of office of Ms. Siân Herbert-Jones as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office of Ms. Siân Herbert-Jones as a director. This term

of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2023.

## FIFTEENTH RESOLUTION

### Appointment of Ms. Belen Moscoso del Prado Lopez-Doriga as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Ms. Belen Moscoso del Prado Lopez-Doriga as a director for a period of four years. This

term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2023.

## SIXTEENTH RESOLUTION

### Appointment of Mr. Aiman Ezzat as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mr. Aiman Ezzat as a

director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2023.

## PRESENTATION OF RESOLUTIONS 17 AND A

### APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS

#### Overview

The resolutions 17 and A ask shareholders to renew the term of office of the director representing employee shareholders on the Board of Directors. This term of office is currently held by Ms. Lucia Sinapi-Thomas and will expire at the end of the 2020 Shareholders' Meeting.

Pursuant to legislative provisions and Article 11-5 of the Company's bylaws, as the percentage of share capital held by employees of the Company and companies related to it represents over 3% of the Company's share capital (the employees of the Group hold 5.18% of the share capital at December 31, 2019), a director representing employee shareholders must be elected by the Shareholders' Meeting from among two candidates proposed by employees shareholders. One of these candidates, Ms. Lucia Sinapi-Thomas, was nominated by the Supervisory Board of the various Capgemini FCPE, which together represent 83% of the share capital held by employee shareholders. The other candidate, Ms. Claire Sauvanaud, was directly elected by all registered employee shareholders.

During its meeting of March 11, 2020, the Board of Directors decided to recommend the candidacy of Ms. Lucia Sinapi-Thomas in consideration of the fact that Ms. Lucia Sinapi-Thomas is presented by the FCPE mutual fund representing the largest number of employee shareholders and holding the greatest percentage of the Company's share capital, and given the high quality of her contribution to the work of the Board of Directors and the Compensation Committee over her current term of office. Accordingly, **the Board approved the seventeenth resolution and did not approve the resolution A.**

The candidate obtaining the greatest number of votes will be elected director representing employee shareholders. The director will be appointed for a period of four years, in accordance with the Company's bylaws.



## LUCIA SINAPI-THOMAS

Director representing employee shareholders  
Member of the Compensation Committee

### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Lucia Sinapi graduated from ESSEC business school (1986) and Paris Law University – Panthéon Assas (1988), was admitted to the Paris bar (1989), and has a financial analyst degree (SFAF 1997). She started her career as a tax and business lawyer in 1986, before joining Capgemini in 1992. She has more than 20 years' experience within Capgemini group, successively as Group Tax Advisor (1992), head of Corporate Finance, Treasury and Investors Relations (1999), then head of Risk Management and Insurance (2005), and member of the Group Review Board. She was Deputy Chief Financial Officer from 2013 until December 31, 2015 and was appointed Executive Director Business Platforms of Capgemini group in January 2016. Since January 1, 2019, Ms. Lucia Sinapi-Thomas is Executive Director of Capgemini Ventures.

Ms. Lucia Sinapi-Thomas was appointed to the Dassault Aviation Board of Directors on May 15, 2014, where she is also a member of the Audit Committee. She has also been a director of Bureau Veritas since May 22, 2013 and was appointed to the Audit & Risk Committee on the same date.

Ms. Lucia Sinapi-Thomas joined the Board of Directors of Capgemini SE as a director representing employee shareholders on May 24, 2012. She has been a member of the Compensation Committee since June 20, 2012.

Ms. Lucia Sinapi-Thomas brings to the Board her finance expertise and her extensive knowledge of the Capgemini group, its businesses, offerings and clients, enriched by her ongoing operating responsibilities. In addition, her experience as a director of Euronext listed companies provides her with a perspective offering insight relevant to Capgemini's various activities.

#### Principal office:

Since June 2019, Ms. Lucia Sinapi-Thomas is Chief Executive Officer of Capgemini Ventures.

#### Date of birth:

January 19, 1964

#### Nationality:

French

#### Business address:

Capgemini Service  
76, avenue Kléber,  
75016 Paris

#### First appointment:

2012

#### Expiry of term of office:

2020

(Ordinary Shareholders' Meeting held to approve the 2019 financial statements)

#### Number of shares held at Dec. 31, 2019:

30,597

### OFFICES HELD IN 2019 OR CURRENT OFFICES AT DECEMBER 31, 2019

#### Director of:

- CAPGEMINI SE\* (since May 2012)
- BUREAU VERITAS\* (since May 2013)
- DASSAULT AVIATION\* (since May 2014)

#### Other offices held in Capgemini group:

##### Chairman of:

- CAPGEMINI EMPLOYEES WOLRLDWISE SAS (until June 24, 2019)

##### Chief Executive Officer of:

- CAPGEMINI VENTURES (since June 24, 2019)

##### Chairman of the Supervisory Board of:

- FCPE CAPGEMINI

#### Member of the Supervisory Board of:

- FCPE ESOP CAPGEMINI

#### Director of:

- AZQORE (Switzerland) (since November 2018)
- CAPGEMINI DANMARK A/S (Denmark) (until May 22, 2019)
- SOGETI SVERIGE AB (Sweden) (since November 2008)
- SOGETI SVERIGE MITT AB (Sweden) (until July 1, 2019)
- SOGETI NORGE A/S (Norway) (until May 15, 2019)
- CAPGEMINI BUSINESS SERVICES GUATEMALA S.A. (until August 12, 2019)

### OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

#### Deputy Chief Financial Officer of:

- CAPGEMINI SE\* (until December 2015)

#### Other offices held in Capgemini group:

##### Chairman of:

- PROSODIE SAS (until November 2018)

##### Chief Executive Officer of:

- SOGETI FRANCE SAS (until July 2018)
- CAPGEMINI OUTSOURCING SERVICES S.A.S. (until January 2018)

#### Executive Director of:

- Business Platforms, Capgemini (until June 2018)

#### Director of:

- CAPGEMINI POLSKA Sp.z.o.o. (Poland) (until April 2018)
- CAPGEMINI REINSURANCE INTERNATIONAL S.A. (Luxembourg) (until April 2016)
- EURIWARE SA (until July 2015)

\* Listed company.



## CLAIRE SAUVANAUD

Director representing employee shareholders

### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Claire Sauvanaud is a graduate of the Institut des Sciences Politiques in Paris (1984) and holds an MBA ISA from the HEC Business School (1986) and a Bachelor's degree in Russian from Sorbonne Paris IV University (1982).

She started her career as a management controller with Thalès Group before joining BNP, where she was responsible for financial market transactions for leading French groups. She joined the Capgemini group consulting teams in 1989 (the MAC Group).

In her 30-year career within the Group, Ms. Claire Sauvanaud has held a variety of positions in several countries. During 9 years with Capgemini Consulting, she conducted strategy and management consulting assignments for leading European banking and insurance groups. She specializes in corporate and merchant banking, as well as private banking and asset management. In 1998, she joined the Capgemini Ireland teams, where she formed a consulting team and headed up Capgemini operations and delivery for activities in this country. She returned to France in 2001 where she became secretary to the Financial Services division Executive Committee, and developed the strategy and operating model for this division. She also participated in the creation of Sogeti. In 2003, she became *Account Manager* for technology activities with BNP Paribas, and then managed all Capgemini group activities with this client, under the supervision of the Country Board France.

In 2011, Ms. Sauvanaud joined Capgemini APAC in Singapore where she steered Capgemini's commercial development with leading banking and insurance groups in Asia.

Ms. Claire Sauvanaud was elected Vice Chairwoman of the Singapore Chamber of Commerce's Board of Directors from 2013 to 2016. She was also appointed as External Trade Advisor to the French government from 2013 to 2017. In addition, from 2011 to 2016, Ms. Claire Sauvanaud was Capgemini's spokesperson for World Wealth Report and APAC Wealth Report publications.

Since 2016, she is an *Account Executive*, in charge of Capgemini's relations with the AXA Group. In 2018, she was appointed to the Executive Committee of the Financial Services SBU, where she implemented the Group's *Account Management* initiative.

Ms. Sauvanaud is committed to contributing to the Capgemini SE Board of Directors her experience on the ground and her extensive knowledge of the diverse range of the Group's businesses, cultures and team members, as well as a client and commercial perspective enabling the optimization of the Group's strategic direction.

#### Principal office:

Ms. Claire Sauvanaud is *Account Executive* at Capgemini Financial Services Global Business Unit.

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#### OFFICES HELD IN 2019 OR CURRENT OFFICES AT DECEMBER 31, 2019

N/A

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#### OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

##### Vice-Chairman of the Board of Directors of:

— French Chamber of Commerce of Singapore (until 2016)

#### Date of birth:

June 10, 1962

#### Nationality:

French

#### Business address:

Capgemini Technology Services  
147, quai du Président Roosevelt  
92445 Issy-les-Moulineaux

#### First appointment:

2020

#### Expiry of term of office:

2024  
(Ordinary Shareholders' Meeting held to approve the 2023 financial statements)

#### Number of shares held at March 11, 2020:

6,075

## SEVENTEENTH RESOLUTION

### Appointment of Ms. Lucia Sinapi-Thomas as a director representing employee shareholders in accordance with Article 11-5 of the bylaws

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Ms. Lucia Sinapi-Thomas as a director representing employee shareholders

for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2023.

## RESOLUTION A

### 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)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Ms. Claire Sauvanaud as a director representing employee shareholders for a

period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 31, 2023.

## PRESENTATION OF THE 18<sup>TH</sup> AND 19<sup>TH</sup> RESOLUTIONS

### RENEWAL OF THE TERM OF OFFICE OF A PRINCIPAL STATUTORY AUDITOR – APPOINTMENT OF A PRINCIPAL STATUTORY AUDITOR

#### Overview

The Board of Directors notes that the current terms of the Company's two principal Statutory auditors, PricewaterhouseCoopers audit (the Group's auditor for the last 24 years) and KPMG S.A. (the Group's auditor for the last 18 years) will expire at the end of the Shareholders' Meeting of May 20, 2020.

As a result of the statutory audit reform, these two principal Statutory auditors must be renewed at the latest at the end of the certification of the accounts for the 2025 fiscal year.

The Audit & Risk Committee conducted a tendering process during fiscal year 2019 with the aim of ensuring continuity of the audit.

At the end of the selection process, at the recommendation of the Audit & Risk Committee, the Board of Directors proposes in these 18<sup>th</sup> and 19<sup>th</sup> resolutions:

- to renew the term of office of PricewaterhouseCoopers audit as principal statutory auditor for a six-year period expiring at the close of the Ordinary Shareholders' Meeting

held to approve the financial statements for the year ending December 2025 (18<sup>th</sup> resolution);

- to appoint Mazars as principal Statutory auditors for a six-year period expiring at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2025 (19<sup>th</sup> resolution).

The signing partners would be Ms. Itto El Hariri and Mr. Richard Béjot for PricewaterhouseCoopers audit and Ms. Anne-Laure Rousselou and Mr. Dominique Muller for Mazars.

In addition, in accordance with Article L. 823-1 of the French Commercial Code and the Company's bylaws, at the recommendation of the Audit & Risk Committee, the Board of Directors proposes not to renew the current terms of office of Mr. Jean-Christophe Georghiou and KPMG audit I.S. SAS as substitute Statutory auditors expiring at the end of the Shareholders' Meeting of May 2020.

## EIGHTEENTH RESOLUTION

### Renewal of the term of office of PricewaterhouseCoopers audit as principal statutory auditor

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meeting, renews for a six-year period the term of office as principal statutory auditor of PricewaterhouseCoopers audit whose registered office is located at 63, rue de

Villiers, 92200 Neuilly-sur-Seine, expiring today. This new term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2025.

## NINETEENTH RESOLUTION

### Appointment of Mazars as principal statutory auditor

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meeting, appoints Mazars for a six-year period as principal statutory auditor whose registered office is

located at Tour Exaltis, 61, rue Henri Regnault, 92400 Courbevoie. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2025.

## PRESENTATION OF THE 20<sup>TH</sup> RESOLUTION

### SHARE BUYBACK PROGRAM

#### Overview

We ask you to authorize the Board of Directors to buy back shares of the Company for the objectives and in accordance with the conditions presented in the draft resolution.

#### Use of the authorization granted in 2019

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting of May 23, 2019 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2019 in connection with the liquidity contract (entered into with Kepler Cheuvreux).

The liquidity contract seeks to improve the liquidity of the Capgemini SE share and to allow regular quotations. In 2019 a total of 1,131,001 shares were purchased on behalf of Capgemini SE, at an average price of €104.99 per share, representing 0.67% of the share capital at December 31, 2019. During the same period, 1,286,550 Capgemini SE shares were sold at an average price of €105.03 per share, representing 0.76% of the share capital at December 31, 2019. At the year-end, the liquidity account balance comprised 61,809 treasury shares (0.04% of the share capital) and approximately €19 million in cash.

In addition, the Company continued to purchase its own shares in 2019. Excluding the liquidity contract, the Company held 184,971 of its own shares at December 31, 2019, following the various transactions described below:

- purchase of 1,598,231 shares representing 0.94% of the share capital at December 31, 2019, at an average price of €93.85 per share;
- transfer of 920,029 shares to employees under the free share grant plan;
- cancellation of 698,231 shares.

Trading fees (excluding VAT) and the financial transaction tax totaled €451,500 in 2019.

At December 31, 2019, excluding the liquidity contract, all 184,971 treasury shares held, representing 0.11% of the Company's share capital, were allocated to the grant or sale of shares to employees and/or corporate officers.

Finally, it is noted that during fiscal year 2019, treasury shares held by the Company were not reallocated between the different objectives.

As part of the active management of the share capital, the Board of Directors decided on February 12, 2020 to authorize a new multi-year share buyback program of an amount of €600 million, in continuity with the multi-year share buyback program previously authorized in February 2016 for an initial amount of €600 and increased by €500 million by the Board of Directors on December 7, 2016. The terms of these two multi-year buy-back programs fall within the scope of the authorization granted by the Shareholders' Meeting of May 23, 2019 and any subsequent authorization, such as the one submitted for approval in the 20<sup>th</sup> resolution.

In addition, as part of the active management of the shareholder dilution related to the employee share ownership plan (ESOP 2019), the Board of Directors, at its meeting of July 29, 2019, authorized share buybacks, in addition to the multi-year share buyback program, for a maximum amount of €410 million and within the limit of 2.75 million shares exclusively for the purpose of canceling shares thus acquired. This additional amount may be used within a period of twelve months from July 29, 2019, subject to the renewal by the Shareholders' Meeting of May 20, 2020 of the share buyback authorization currently in force.

As the envelop dedicated to managing shareholder dilution in connection with the ESOP 2019 plan was not used during the 2019 fiscal year, excluding the liquidity contract, shares buybacks by the Company during fiscal year 2019 were performed exclusively under the multi-year buyback program launched in 2016.

#### New authorization requested in 2020

The new resolution submitted for approval provides for the buy back by the Company of its own shares up to the statutory limit of 10% of the number of shares comprising the share capital at the date of such purchases, and a maximum number of treasury shares held after such purchases not exceeding 10% of the amount of the Company's share capital at any time. The maximum purchase price will be set at €150 per share. The acquisition, disposal and transfer transactions described above may be carried out by any means in accordance with prevailing laws and regulations – including through the use of derivative instruments or by means of a block purchase or transfer of shares – and be carried out at any time, except during public offers for the company's shares. This authorization is granted for a limited period of 18 months.

## TWENTIETH RESOLUTION

### Authorization of a share buyback program

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law and in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, to purchase or arrange the purchase of the company's shares, particularly with a view to:

- the allocation or sale of shares to employees and/or corporate officers (on the terms and by the methods provided by law), in particular with a view to the allocation of free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code, the allocation or sale of shares to employees under the French statutory profit-sharing scheme or the implementation of any company or group savings plan (or

similar plan) on the terms provided by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*), and generally, honoring all obligations relating to share option programs or other share allocations to employees or corporate officers of the Company or a related company, or to permit the hedging of a structured employee shareholding plan by a bank, or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code, acting at the Company's request; or

- the delivery of shares on the exercise of rights attached to securities granting access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or

- the cancellation of some or all of the shares purchased; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- the management of the secondary market or maintenance of the liquidity of the Capgemini SE share by an investment services provider under a liquidity contract that complies with the market practice accepted by the *Autorité des marchés financiers* (AMF – the French Financial Markets Authority).

This program is also intended to enable the implementation of any market practice that may be permitted by the AMF and more generally the carrying out of any transaction that complies with prevailing regulations. In such cases, the Company will inform its shareholders by means of a press release.

Purchases of the Company's own shares may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program (including the shares subject to the current purchase) does not exceed 10% of the shares comprising the Company's share capital at that date (including transactions impacting the share capital and performed after this Shareholders' Meeting), it being stipulated that (i) the number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for-share exchange transaction may not exceed 5% of the Company's share capital; and (ii) where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period.

Acquisitions, sales and transfers of shares may be performed at any time other than during the period of a public offer for the company's shares, subject to the limits authorized by prevailing laws and regulations, on one or more occasions and by any means, and particularly on regulated markets, *via* a multilateral trading facility or systematic internalizer or over the counter, including by block purchases or sales, by public offer for cash or shares or using options or other forward financial instruments traded on regulated

markets, *via* a multilateral trading facility or systematic internalizer or over the counter, either directly or through an investment services provider, or in any other manner (with no limit on the portion of the share buyback program carried out by each of these means).

The maximum purchase price of shares purchased pursuant to this resolution will be €150 per share (or the equivalent at the same date in any other currency). The Shareholders' Meeting delegates to the Board of Directors powers to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share allocation, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, to take account of the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized above may not exceed €2,540 million.

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation to the extent authorized by law, to decide and implement this authorization and if necessary to specify the conditions and determine the terms thereof, to implement the share buyback program, and in particular to place stock market orders, enter into any agreement, allocate or reallocate purchased shares to desired objectives subject to applicable legal and regulatory conditions, set any terms and conditions that may be necessary to preserve the rights of holders of securities or other rights granting access to the share capital in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, to make declarations to the French Financial Markets Authority or any other competent authority, to accomplish all other formalities and generally do all that is necessary.

This authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting.

It supersedes from this date, in the amount of any unused portion, the authorization granted by the 12<sup>th</sup> resolution adopted by the Combined Shareholders' Meeting of May 23, 2019.

## 7.2 Resolutions presented at the Extraordinary Shareholders' Meeting

### PRESENTATION OF THE 21<sup>ST</sup> RESOLUTION

#### AMENDMENT OF THE COMPANY'S BYLAWS – COMPLIANCE WITH LEGISLATIVE DEVELOPMENTS

##### Overview

In the 21<sup>st</sup> resolution, it is proposed that you amend the Company's bylaws in order to bring them into compliance with the provisions of Law No. 2019-486 of May 22, 2019 relating to the growth and transformation of companies (the "Pacte Law").

##### Article 7 – Form of shares – Shareholder identification

Article 198 of the Pacte Law amended Article L. 228-2 of the French Commercial Code concerning the identification of owners of bearer shares. For companies whose shares are admitted to trading on a regulated market, the option to request information enabling them to identify their bearer shareholders is now a matter of law. Consequently, it is proposed to delete the last

paragraph of Article 7 of the bylaws, which no longer needs to be included in the bylaws.

##### Article 17 – Non-voting directors (*censeurs*)

Your Board proposes to amend the last paragraph of Article 17 of the Articles of Association in order to replace the term "directors' fees" by "compensation allocated", in accordance with Article 185 of the Pacte Act, which has eliminated the notion of "attendance fees". The amendments to the bylaws submitted for your authorization pursuant to the 21<sup>st</sup> resolution are presented below and would take effect at the end of the 2020 Shareholders' Meeting.

## TWENTY-FIRST RESOLUTION

### Amendment of the Company's bylaws – Compliance with legislative developments

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to amend

Article 7 and the last paragraph of the Article 17 of the Company's bylaws in order to bring them into compliance with legislative developments as follows:

Amendment of the Article 7 of the Company's bylaws:

**(Former wording)**

**Article 7**

#### FORM OF SHARES – SHAREHOLDER IDENTIFICATION

Fully-paid up shares are issued as registered shares but may be held in either registered or bearer form, at shareholders' discretion, subject to compliance with the Law.

Shares are recorded in shareholders' accounts in accordance with the terms and conditions provided by the Law.

Shares are freely transferable.

The Company is authorized to obtain details of identifiable holders of bearer shares.

Therefore as provided by prevailing legal and regulatory provisions, the Company may request from the organization appointed by Law, the name, address, nationality and year of birth for an individual or the name, address and date of registration for a company, of any holders of shares and securities convertible, exchangeable, redeemable or otherwise exercisable for shares carrying voting rights at Shareholders' Meetings. The Company may also obtain details of the number of shares held by each shareholder and any applicable restrictions on said shares.

Amendment of the Article 17 of the Company's bylaws:

**(Former wording)**

**Article 17, last paragraph**

The Board of Directors may remunerate non-voting directors out of the attendance fees granted by the General Shareholders' Meeting.

**(New wording)**

**Article 7**

#### FORM OF SHARES – SHAREHOLDER IDENTIFICATION

Fully-paid up shares are issued as registered shares but may be held in either registered or bearer form, at shareholders' discretion, subject to compliance with the Law.

Shares are recorded in shareholders' accounts in accordance with the terms and conditions provided by the Law.

Shares are freely transferable.

~~The Company is authorized to obtain details of identifiable holders of bearer shares.~~

~~Therefore as provided by prevailing legal and regulatory provisions, the Company may request from the organization appointed by Law, the name, address, nationality and year of birth for an individual or the name, address and date of registration for a company, of any holders of shares and securities convertible, exchangeable, redeemable or otherwise exercisable for shares carrying voting rights at Shareholders' Meetings. The Company may also obtain details of the number of shares held by each shareholder and any applicable restrictions on said shares.~~

**(New wording)**

**Article 17, last paragraph**

The Board of Directors may remunerate non-voting directors out of the ~~attendance fees compensation~~ granted by the General Shareholders' Meeting.

## PRESENTATION OF THE 22<sup>ND</sup> RESOLUTION

### CANCELLATION OF TREASURY SHARES

#### Overview

It is recalled that the Shareholders' Meeting of May 23, 2018 authorized the Board of Directors to cancel, up to a maximum of 10% of the share capital, on one or several occasions, at its sole discretion, all or some of the treasury shares held by the Company or that it comes to hold pursuant to Article L. 225-209 of the French Commercial Code and to reduce the share capital accordingly. During the 2019 fiscal year, 698,231 treasury shares,

excluding the liquidity contract, were cancelled. Shareholders are asked today to renew for a period of 26 months the authorization granted to the Board of Directors to cancel shares bought back up to a maximum of 10% of the share capital by 24-month period, this share capital amount being adjusted for any transactions performed after the date of the Shareholders' Meeting.

## TWENTY-SECOND RESOLUTION

### 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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report and the Statutory auditors' special report, authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at

the times it sees fit, by cancellation of whatever number of treasury shares it decides up to the limits authorized by law, in accordance with Articles L. 225-209 *et seq.* and L. 225-213 of the French Commercial Code.

At the date of each cancellation, the maximum number of shares cancelled by the Company during the twenty-four month period preceding such cancellation, including the shares subject to the current cancellation, may not exceed 10% of the shares comprising the Company's share capital at that date, this limit being applied to a share capital amount adjusted to reflect any transactions impacting the share capital subsequent to this Shareholders' Meeting.

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation, to carry out such cancellation (s) and reduction (s) of share capital as may be performed pursuant to this authorization, to deduct from additional paid-in capital or the distributable reserves of its choice the difference

between the purchase price of the cancelled shares and their par value, to allocate the portion of the legal reserve that becomes available as a result of the capital reduction, to amend the bylaws and to carry out all necessary formalities.

This authorization is granted for a period of twenty-six months as from the date of this Shareholders' Meeting.

The Shareholders' Meeting takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 15<sup>th</sup> resolution adopted by the Combined Shareholders' Meeting of May 23, 2018.

## PRESENTATION OF THE 23<sup>RD</sup> TO 29<sup>TH</sup> RESOLUTIONS

### FINANCIAL AUTHORIZATIONS

#### Overview

#### Financial authorizations requested in 2020

1. Resolutions 23 to 29 are all intended to give the Board of Directors powers to make certain decisions regarding increasing the Company's share capital. The aim of these financial authorizations is to give the Board of Directors flexibility in its choice of potential issue, and to enable it, at the appropriate time, to adapt the nature of the financial instruments issued to the Company's needs and conditions in French or international financial markets.
2. These resolutions may be split into two main categories: those that would result in share capital increases with retention of pre-emptive subscription rights, and those that would result in share capital increases with cancellation of pre-emptive subscription rights.

All share capital increases for cash entitle existing shareholders to a "pre-emptive subscription right", which is detachable and may be traded during the subscription period. For a period of at least five trading sessions after the opening of the subscription period, each shareholder has the right to subscribe for a quantity of new shares proportionate to his/her existing interest in the share capital.

In some of these resolutions, the Board of Directors requests your authorization to cancel this pre-emptive subscription right. Depending on market conditions and the type of securities issued, it may be necessary to cancel pre-emptive subscription rights in order for the newly-issued securities to be placed on the best possible terms, particularly when

speed is essential to the success of an issue. The authorizations requested are nevertheless in line with market practices.

3. These authorizations are indeed subject to limits covering their validity and issue ceilings. Firstly, each authorization is granted for a limited period. In addition, the Board of Directors may only increase the share capital up to strictly defined ceilings, above which the Board of Directors cannot increase the share capital again without calling a new Shareholders' Meeting. These ceilings are presented in the summary table following this report. They consist mainly of a common overall ceiling of €540 million (*i.e.* nearly 40% of the share capital at December 31, 2019) applicable to all share capital increases by issue of shares and/or securities granting access to the share capital, and a sub-ceiling of €135 million (*i.e.* nearly 10% of the share capital at December 31, 2019) common to all share capital increases by issue of shares and/or securities granting access to the share capital with cancellation of pre-emptive subscription rights.

Furthermore, the 23<sup>rd</sup> to 29<sup>th</sup> resolutions may not be used by the Board of Directors following a public offer for the company's shares until the end of the offer period (unless specifically authorized by a Shareholders' Meeting).

#### Use of the authorizations granted previously

It is reminded that the Board of Directors did not make use of the previous financial authorizations granted by the Shareholders' Meeting of May 23, 2018 under the 16<sup>th</sup> to 22<sup>nd</sup> resolutions.

## TWENTY-THIRD RESOLUTION

### 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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the Board of Directors' report and in accordance with Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide share capital increases, on one or more occasions, in the proportions and at the times it sees fit, by capitalizing additional paid-in capital, reserves, profits or any other amounts that may be converted into share capital under the law and the Company's bylaws and by issuing new shares or increasing the par value of existing equity instruments or by a combination of both methods;
2. resolves that the maximum par value amount of share capital increases performed pursuant to this delegation may not exceed €1.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this ceiling will be increased, where applicable, by the par value amount of shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
3. in the event the Board of Directors uses this delegation of authority, delegates to the Board full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular to:

- determine the amount and nature of sums to be capitalized, set the number of new equity instruments to be issued and/or the amount by which the par value of existing equity instruments will be increased and decide the date, which may be retroactive, from which the new equity instruments will rank for dividends or the increase in the par value of existing equity instruments will take effect;
  - decide in the event of a free allocation of equity instruments that fractional rights will not be negotiable or transferable and that the corresponding equity instruments will be sold in accordance with the methods determined by the Board of Directors, it being specified that the sale and allocation of the sales proceeds must be performed within the time period set by Article R. 225-130 of the French Commercial Code;
  - set terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
  - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
  - generally, enter into all agreements, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
4. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the company's shares, until the end of the offer period;
  5. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
  6. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 16<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 23, 2018.

## TWENTY-FOURTH RESOLUTION

### 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

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 and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code and particularly Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with retention of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
  - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €540 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that the maximum aggregate par value amount of increases in the Company's share capital made under this delegation and under those delegations granted by the 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup>, 28<sup>th</sup> and 29<sup>th</sup> resolutions of this Shareholders' Meeting is set at €540 million or the equivalent in any other currency or currency unit established by reference to more than one currency;
  - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
  - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
  - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €9.3 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that the maximum aggregate nominal value of debt instruments that may be issued under this delegation and under those delegations granted by the 25<sup>th</sup>, 26<sup>th</sup>, 27<sup>th</sup>, 28<sup>th</sup> and 29<sup>th</sup> resolutions of this Shareholders' Meeting is set at €9.3 billion or the equivalent in any other currency or currency unit established by reference to more than one currency;
  - these limits will be increased, where applicable, for any redemption premium above par;
  - these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. in the event the Board of Directors uses this delegation:
  - resolves that the issue (s) will be reserved in priority for shareholders, who may subscribe pursuant to their priority rights in proportion to the number of shares owned by them at that time;

- takes due note that the Board of Directors will have the option of instituting pro-rated subscription rights;
  - takes due note that this delegation of authority involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement immediately or in the future;
  - takes due note that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions as of right and any pro-rated subscriptions do not absorb the entire issue, the Board of Directors may use, in the conditions provided by law and in the order it sees fit, any or all of the options listed below:
    - allocate at its discretion some or all of the shares or in the case of securities granting access to the share capital, all or part of securities not subscribed,
    - offer to the public (on the French market or on a foreign market) some or all of the shares or in the case of securities granting access to the share capital, all or part of securities not subscribed,
    - generally limit the share capital increase to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the share capital increase initially decided after the use, where applicable, of the above-two options;
  - resolves that share subscription warrants may also be issued without consideration to holders of existing shares;
- 5.** resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular to:
- decide the issue of shares and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies;
  - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
  - determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued;
  - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
  - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
- set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
  - at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
  - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
  - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
  - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
- 6.** takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
- 7.** resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the company's shares, until the end of the offer period;
- 8.** grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
- 9.** takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 17<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 23, 2018.

## TWENTY-FIFTH RESOLUTION

### **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**

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 and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, by public offers other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital. Such securities may be issued in particular as consideration for securities meeting the conditions laid down in Article L. 225-148 of the French Commercial Code that may be contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad under local rules (for example in connection with a reverse merger);
2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares and/or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.  
  
This decision involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;
3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
  - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the overall ceiling for share capital increases set in paragraph 2 of the 24<sup>th</sup> resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;
  - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
  - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
  - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €3.1 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the overall ceiling set in paragraph 3 of the 24<sup>th</sup> resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;
  - these limits will be increased, where applicable, for any redemption premium above par;
  - these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution, whilst however giving the Board of Directors discretion pursuant to Article L. 225-135, paragraph 5 of the French Commercial Code to grant shareholders, for a period and on terms to be set by the Board of Directors in compliance with applicable laws and regulations, and for all or part of any issue that may be carried out, a priority subscription period that does not give rise to negotiable rights and which must be exercised in proportion to the quantity of shares owned by each shareholder and which may be supplemented by an application to subscribe for shares on a pro-rated basis, it being stipulated that securities not thus subscribed will be offered to the public in France or abroad;
6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;
7. takes due note that this delegation involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement;

8. takes due note that, in accordance with Article L. 225-136 1° paragraph 1 of the French Commercial Code:
- the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 10%) after making any adjustments to that average in the event of differences in dividend ranking dates;
  - the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular:
- decide the issue of shares and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies;
  - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
  - determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued;
  - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated or not and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
  - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
  - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation, in accordance with legal provisions;
  - in the event of an issue of securities intended as consideration for securities contributed to the Company in connection with a public offer with an exchange component (public exchange offer), draw up a list of securities contributed to the exchange, set the conditions of the issue, the exchange ratio and the amount of any cash portion to be paid as an exception to the method for determining the price set in paragraph 8 of this resolution, and determine the terms of the issue in connection with a public exchange offer, or an alternative cash or exchange offer, or a single offer to purchase or exchange the securities in question in return for payment in securities and cash, or a principal public cash offer or public exchange offer accompanied by a subsidiary public exchange offer or public cash offer, or any other form of public offer in compliance with the laws and regulations applicable to public offers;
  - at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
  - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
  - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
  - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the company's shares, until the end of the offer period;
11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
12. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegations granted by the 18<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 23, 2018.

## TWENTY-SIXTH RESOLUTION

### 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

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 and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code and in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code and Article L. 411-2 1° of the French Monetary and Financial Code (*Code monétaire et financier*):

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with cancellation of pre-emptive subscription rights by public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;
2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.

This decision involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
  - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency (without exceeding the limits set by applicable regulations at the time of the issue, *i.e.* currently 20% of the share capital per year), it being stipulated that this amount will count towards the ceiling set in paragraph 3 of the 25<sup>th</sup> resolution of this Shareholders' Meeting and towards the overall ceiling set in paragraph 2 of the 24<sup>th</sup> resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
  - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
  - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €3.1 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 25<sup>th</sup> resolution and the overall ceiling set in paragraph 3 of the 24<sup>th</sup> resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
  - these limits will be increased, where applicable, for any redemption premium above par;
  - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this delegation;
6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;
7. takes due note that this delegation involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement;
8. takes due note that, in accordance with Article L. 225-136 1° paragraph 1 of the French Commercial Code:
  - the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 10%) after making any adjustments to that average in the event of differences in dividend ranking dates,
  - the issue price of securities granting access to the share capital and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;

9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular:
- decide the issue of shares and/or securities granting access, immediately or in the future, to the Company's or other company's share capital;
  - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
  - determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be issued;
  - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
  - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets) attached to shares or securities granting access to share capital to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
  - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation, in accordance with legal provisions;
  - at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
  - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
  - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the company's shares, until the end of the offer period;
11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
12. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 19<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 23, 2018.

## TWENTY-SEVENTH RESOLUTION

### **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**

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 and in accordance with Article L. 225-136 1°, paragraph 2, of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, in the case of a share capital increase by way of an issue of equity instruments with cancellation of pre-emptive subscription rights pursuant to the 25<sup>th</sup> and 26<sup>th</sup> resolutions of this Shareholders' Meeting, to set the issue price as follows:
  - the issue price of shares will be at least equal to the lower of the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price and the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the trading day when the issue price is set, in both cases potentially reduced by a discount of up to 10%;
2. resolves that the par value amount of share capital increases that may be performed immediately or in the future pursuant to this authorization is set, in accordance with the law, at 10% of the share capital per 12-month period (it being stipulated that this limit will be assessed at the date of the decision to issue shares and/or securities granting access to the share capital);
3. takes due note that, in the event the Board of Directors uses this authorization, it will prepare an additional report, certified by the Statutory auditors, describing the definitive terms of the transaction and providing information enabling an assessment of the effective impact on shareholder positions.

## TWENTY-EIGHTH RESOLUTION

### **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**

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 and in accordance with Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide 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 immediately or in the future) with retention or cancellation of pre-emptive subscription rights, at the same price as that of the initial issue, within the limits as to time and quantity specified in applicable regulations at the date of the issue (currently, within thirty days of the closure of subscriptions and up to a maximum of 15% of the initial issue), in particular with a view to granting a *Greenshoe* option in accordance with market practices;
2. resolves that the par value amount of share capital increases decided pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 2 of the 24<sup>th</sup> resolution of this Shareholders' Meeting and that the nominal value of debt instruments issued pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 24<sup>th</sup> resolution of this Shareholders' Meeting or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
3. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation following a third party public offer for the company's shares, until the end of the offer period;
4. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
5. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 21<sup>st</sup> resolution adopted by the Shareholders' Meeting of May 23, 2018.

## TWENTY-NINTH RESOLUTION

### **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**

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 and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-147 and L. 228-91 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, to perform a share capital increase, on one or more occasions, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), as consideration for assets transferred to the Company comprising equity instruments or securities granting access to share capital, in cases where Article L. 225-148 of the French Commercial Code does not apply;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this authorization:
  - the maximum par value amount of share capital increases that may be carried out under this authorization is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency (without exceeding the limits set by applicable regulations at the time of the issue, *i.e.* currently 10% of the share capital), it being stipulated that this amount will count towards the par value ceiling set in paragraph 3 of the 25<sup>th</sup> resolution and towards the overall ceiling set in paragraph 2 of the 24<sup>th</sup> resolution or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization;
  - added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
  - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
  - the maximum nominal value of debt instruments that may be issued immediately or in the future under this authorization is set at €3.1 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 25<sup>th</sup> resolution and the overall ceiling set in paragraph 3 of the 24<sup>th</sup> resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization;

- these limits will be increased, where applicable, for any redemption premium above par;
  - these limits are independent of the amount of any debt instrument issues decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular:
- decide the issue of shares and/or securities granting access to the Company's share capital immediately or in the future in consideration of assets transferred;
  - draw up a list of the equity instruments and securities granting access to the share capital transferred to the Company, approve the valuation of the contributions in kind, set the terms of issues of shares and/or securities presented in consideration for said contributions and the amount of any cash portion to be paid, approve the grant of any specific benefits and reduce, if the contributors agree, the valuation of contributions or the remuneration of specific benefits;
  - determine the terms and conditions of shares and/or securities presented in consideration for contributions in kind and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
  - at its sole discretion, offset the share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
  - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation, in accordance with legal provisions;
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting equity or share capital (including in the case of a public offer for the company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
  - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
  - generally, enter into any agreement, take all measures and accomplish all formalities, in particular to achieve the successful completion of the issue, listing and financial administration of securities issued by virtue of this authorization and for the exercise of the rights attached thereto;
5. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this authorization following a third party public offer for the company's shares, until the end of the offer period;
6. grants this authorization for a period of twenty-six months as from the date of this Shareholders' Meeting;
7. takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 22<sup>nd</sup> resolution adopted by the Shareholders' Meeting of May 23, 2018.

## PRESENTATION OF THE 30<sup>TH</sup> RESOLUTION

### ALLOCATION OF SHARES TO EMPLOYEES

#### Overview

Desirous to continue its motivation policy and involving employees and managers in the Group's development, the Board of Directors is seeking a new authorization to grant additional performance shares, existing or to be issued, subject to internal and external performance conditions, during the next 18 months, (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) up to a maximum of 1% of the share capital.

The performance conditions recommended by the Board of Directors are set out below and in the draft thirtieth resolution presented to you for vote.

At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 11, 2020 wished to strengthen the alignment of performance conditions with the Group's strategic priorities and, in line with what was implemented for the first time in 2018, maintained a performance condition reflecting the Group's corporate, social and environmental responsibility strategy. In addition, the Board of Directors wished to allow, as last year, outperformance to be taken into account by defining targets conditioning 110% of the relative allocation for each of the performance conditions for all beneficiaries, excluding Executive Corporate Officers, while capping the total percentage of shares vested after recognition of all performance conditions at 110% of the initial allocation.

### Performance conditions which it is proposed to apply to performance share grants

The performance conditions recommended by the Board of Directors have been defined on a scope excluding Altran Technologies S.A., whose acquisition is being finalized at the date of this report. In order to take into account this acquisition, the Board of Directors may, if it deems it appropriate, modify the performance conditions and/or the weighting of the different performance conditions.

- (i) A **market performance condition** assessed based on the comparative performance of the Capgemini SE share against the average performance of a basket comprising eight comparable companies in the same business sector and from at least five countries (Accenture/Atos/Tieto/Sopra Steria/CGI Group/Indra/Infosys and Cognizant) and the CAC 40 and Euro Stoxx Technology 600 indices.

This external performance condition would determine 35% of grants to Executive Corporate Officers, members of the general management team and key executive managers of the Group and 15% of grants to other beneficiaries.

No shares would vest in respect of the external performance condition if the relative performance of the Capgemini SE share is less than 100% of the average performance of the basket over a three-year period, 100% of the shares would vest if this performance is 110% of that of the basket and 110% of the target (excluding Executive Corporate Officers) if this performance is 120% of that of the basket.

- (ii) A **financial performance condition** measured by 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.

No shares would vest in respect of this financial performance condition if the cumulative organic free cash flow for the three fiscal years is less than €3,400 million, while 100% of the shares would vest if this amount is at least €3,700 million and a maximum of 110% if this amount is equal to €3,900 million (excluding Executive Corporate Officers).

This proposal takes into account the significant and continuous depreciation of the dollar against the euro, the Group's reporting currency, since beginning 2017 (whereas North America contributed 32% of the Group's revenues at December 31, 2019) and the impact of tax-related cash flows.

This financial performance condition would determine 50% of grants to Executive Corporate Officers, members of the general management team and key executive managers of the Group and 70% of grants to other beneficiaries.

- (iii) A **performance condition** tied to the Group's 2022 **diversity and sustainable development objectives** which would determine 15% of grants to all beneficiaries. The diversity objective is based on a target increase in the percentage of women in the Group's Vice-President inflow population over the period 2020-2022 to 29% and the sustainable development objective concerns a reduction in greenhouse gas emissions/person of 44% over the period 2015-2022 for a vesting of 100% of the shares. Each objective is equally weighted.

*More information on the methodology used to measure the greenhouse gas emissions reduction objective can be found in the 2019 Universal Registration Document, Section 4.1.3.*

### Summary of recommended performance conditions

Performance condition	Weighting applied for managers <sup>(1)</sup>	Weighting applied for other beneficiaries	Percentage of the grant determined by each performance condition <sup>(2)</sup>
<b>Market condition: Performance of the Capgemini SE share</b> over a three-year period	35%	15%	<ul style="list-style-type: none"> <li>— 0% if Capgemini's share performance &lt;100% of the average performance of the basket</li> <li>— 50% if equal to 100%</li> <li>— 100% if equal to 110%</li> <li>— 110% if at least equal to 120% of the average performance of the basket (for beneficiaries other than Executive Corporate Officers)</li> </ul>
<b>Financial condition: organic free cash flow</b> for the three-year cumulative period from January 1, 2020 to December 31, 2022	50%	70%	<ul style="list-style-type: none"> <li>— 0% if organic free cash flow generated over the reference period &lt; €3,400 million</li> <li>— 30% if equal to €3,400 million for Executive Corporate Officers</li> <li>— 50% if equal to €3,400 million for executive managers (other than Executive Corporate Officers) and other beneficiaries</li> <li>— 100% if equal to €3,700 million for all beneficiaries</li> <li>— 110% if at least equal to €3,900 million (for beneficiaries other than Executive Corporate Officers)</li> </ul>
<b>CSR condition comprising two objectives:</b>			
Diversity: increase in the number of women in the Vice-President inflow population over a three-year period (2020-2022)	7.5%	7.5%	<ul style="list-style-type: none"> <li>— 0% if the percentage of women in the Vice-President inflow population through recruitment or internal promotion is &lt;26.5%</li> <li>— 30% if equal to 26.5%</li> <li>— 100% if equal to 29%</li> <li>— 110% if at least equal to 30% (for beneficiaries other than Executive Corporate Officers)</li> </ul>

Performance condition	Weighting applied for managers <sup>(1)</sup>	Weighting applied for other beneficiaries	Percentage of the grant determined by each performance condition <sup>(2)</sup>
Reduction in the carbon footprint in 2022 compared with 2015	7.5%	7.5%	<ul style="list-style-type: none"> <li>— 0% if the reduction in greenhouse gas emissions/person in 2022 compared with reference emissions is &lt;39%</li> <li>— 30% if equal to 39%</li> <li>— 100% if equal to 44%</li> <li>— 110% if at least equal to 45% (for beneficiaries other than Executive Corporate Officers)</li> </ul>

(1) Executive Corporate Officers, members of the general management team and key executive managers of the Group.

(2) For each performance condition: calculation of the number of shares that will ultimately vest among the different levels of performance on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Allocation.

### Other terms and conditions

As in the past three years, the minimum vesting period for shares would remain set at three years, thereby responding favorably to the request from investors. In addition, if a retention period for vested shares were fixed by your Board, it should not be less than one year. The vesting of shares is also subject to the effective presence of beneficiaries in the Company at the grant date, except in the event of death, disability or retirement.

The resolution limits to 10% the maximum number of shares that may be granted to the Executive Corporate Officers, 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.

The resolution also authorizes the Board of Directors to grant up to 15% of the maximum number of shares to Group employees, other than members of the general management team (the Executive Committee), without performance conditions.

In accordance with the recommendations of the AFEP-MEDEF Code, performance share grants are undertaken at the same calendar periods and are decided by either the Board of Directors' meeting held at the end of July or in October.

### Recap of the use of authorizations previously granted by Shareholders' Meetings:

The use by the Board of Directors of previous resolutions for the grant of performance shares is presented in the Group Management Report ("Performance share grants", Section 6.1.4 of the 2019 Universal Registration Document).

## 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% 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% 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
  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

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*);

- 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.

## PRESENTATION OF THE 31<sup>ST</sup> AND 32<sup>ND</sup> RESOLUTIONS

### EMPLOYEE SAVINGS PLANS

#### Overview

As part of the employee incentive policy and in order to align employee interests with those of shareholders and also stabilize the Company's share capital, the Board of Directors wishes to continue making the Company's share capital accessible to a large number of employees, in particular through employee share ownership plans ("ESOP"). Since 2017, such employee share ownership operations may now be offered to Group employees on an annual basis, while ultimately aiming to maintain employee share ownership at around 6% to 8% of the Company's share capital.

#### Use of the authorizations granted in 2019

During fiscal year 2019, the Board of Directors used the 15<sup>th</sup> and 16<sup>th</sup> resolutions adopted by the Shareholders' Meeting of May 23, 2019, by launching a sixth employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions over 160%. Close to 33,700 employees in the 25 participating countries subscribed to the plan, representing 16% of the Group's headcount. This new employee share ownership plan (ESOP) will help maintain employee share ownership over 5% of the share capital.

2,750,000 new shares, *i.e.* the maximum number of shares offered, were subscribed at a unit price of €92.27, representing a total subscription of €253.7 million. The corresponding share capital increase of €22 million at par value was completed on December 18, 2019.

#### New authorization requested in 2020

Shareholders are asked to renew the two authorizations by which the Shareholders' Meeting would delegate to the Board its power to increase the share capital or issue complex securities granting access to equity securities in favor of the Company's employees. This would allow the set-up of a new employee share ownership plan in the next eighteen months.

An overall ceiling of €24 million (corresponding to 3 million shares and representing approximately 1.8% of the share capital at December 31, 2019) is proposed for these two delegations.

The **31<sup>st</sup> resolution** is intended to allow the Board to carry out share capital increases up to a maximum par value amount of €24 million reserved for members of employee savings plans of the Company or the Group. This resolution requires the cancellation of pre-emptive subscription rights. The delegation would be granted for a period of twenty-six months. The maximum discount authorized compared to the Reference Price (as defined in the resolution) would be 20% (or 30% in the case of a lock-up period of 10 years).

The **32<sup>nd</sup> resolution** aims to develop employee share ownership outside France, given the legal or fiscal difficulties or uncertainties that could make it difficult to implement such a plan directly or indirectly through a mutual fund in certain countries. It shall be used only in the event of use of the delegation provided in the 31<sup>st</sup> resolution, with a sub-ceiling of €12 million included in the overall ceiling of €24 million provided in the 31<sup>st</sup> resolution. As for the 31<sup>st</sup> resolution, this resolution provides for the cancellation of pre-emptive subscription rights and would be granted for a period of eighteen months. The maximum discount authorized is the same as in the 31<sup>st</sup> resolution.

At December 31, 2019, employee shareholding represented 5.18% of the Company's share capital.

The next employee share ownership plan should be implemented by December 31, 2020, at the latest, and will make it possible to maintain employee shareholding at around 6% to 8% of the Company's share capital.

## THIRTY-FIRST RESOLUTION

### **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**

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 and in accordance with Articles L. 225-129-2, L. 225-129-4, L. 225-129-6, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code and Articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, the authority to decide on the increase of the share capital with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a

share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for members of one or more employee savings plans (or any other plan for whose members a share capital increase may be reserved on equivalent terms under Articles L. 3332-1 *et seq.* of the French Labor Code or any analogous law or regulation) implemented within a company or a group of French or non-French companies within the scope

of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code, it being further stipulated that this resolution may be used to implement leveraged schemes;

2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
  - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €24 million or the equivalent in any other currency or currency unit established by reference to more than one currency,
  - added to this ceiling will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
  - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceiling will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves that the issue price of the new shares or securities granting access to the share capital will be determined in accordance with the terms set out in Articles L. 3332-18 *et seq.* of the French Labor Code and will be at least equal to 80% of the Reference Price (as defined below) or 70% of the Reference Price where the lock-up period stipulated by the plan in application of Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more; for the purposes of this paragraph the Reference Price refers to an average listed price of the Company's share on the Euronext Paris regulated market over the 20 trading days preceding the decision setting the subscription opening date for members of a company or group employee savings plan (or similar plan);
4. authorizes the Board of Directors to allocate, without consideration, to the beneficiaries indicated above, in addition to shares or securities granting access to the share capital, shares or securities granting access to the share capital to be issued or already issued in full or partial substitution of the discount in the Reference Price and/or as an employer's contribution, it being stipulated that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;
5. resolves to waive in favor of the aforementioned beneficiaries the pre-emptive subscription rights of shareholders to the shares and securities issued pursuant to this delegation, said shareholders also waiving, in the event of the free allocation to such beneficiaries of shares or securities granting access to the share capital, any rights to such shares or securities granting access to the share capital, including the portion of reserves, profits, or additional paid-in capital capitalized as a result of the free allocation of securities on the basis of this resolution;
6. authorizes the Board of Directors, under the terms specified in this delegation, to sell shares as permitted under Article L. 3332-24 of the French Labor Code to members of a company or group employee savings plan (or similar plan), it being stipulated that the aggregate par value amount of shares sold at a discount to members of one or more of the employee savings plans covered by this resolution will count towards the ceilings mentioned in paragraph 2 of this resolution;
7. resolves that the Board of Directors, with the power of sub-delegation to the extent authorized by law, shall have full powers to implement this delegation, and in particular:
  - decide the issue of shares and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies,
  - draw up in accordance with the law a list of companies from which the beneficiaries indicated above may subscribe for shares or securities granting access to the share capital thus issued and who, where applicable, may receive free allocations of shares or securities granting access to the share capital,
  - decide that subscriptions may be made directly by beneficiaries belonging to a Company or Group savings plan (or similar plan), or *via* dedicated employee savings mutual funds (FCPE) or other vehicles or entities permitted under applicable laws and regulations,
  - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
  - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company's assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
  - provide for the possibility of suspending the exercise of the rights attached to shares or securities giving access to the capital in accordance with the legal and regulatory provisions,
  - set the amounts of issues to be made under this authorization and in particular determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and date of ranking for dividend of the securities (which may be retroactive), rules for pro-rating in the event of over-subscription and any other terms and conditions of the issues, subject to prevailing legal and regulatory limits,
  - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share allocation, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
  - in the event of the free allocation of shares or securities granting access to the share capital, determine the nature and number of shares or securities granting access to the share capital, as well as their terms and conditions and the number to be granted to each beneficiary, and determine the dates, time limits, and terms and conditions of allocation of such shares or securities granting access to the share capital subject to prevailing legal and regulatory limits, and in particular choose to either wholly or partially substitute the allocation of such shares or securities granting access to the share capital for the discount in the Reference Price specified above or offset the equivalent value of such shares or securities against the total amount of the employer's contribution or a combination of both options,
  - duly record the completion of share capital increases and make the corresponding amendments to the bylaws,
  - at its sole discretion, offset share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,

- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto or required as a result of the share capital increases;
8. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
  9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 15<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 23, 2019.

## THIRTY-SECOND RESOLUTION

### **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**

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 and in accordance with Articles L. 225-129-2, L. 225-129-4, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

1. takes due note that in certain countries, the legal and/or tax context can make it inadvisable or difficult to implement employee shareholding schemes directly or through a mutual fund (employees and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the French Labor Code of Capgemini group companies whose registered offices are located in one of these countries are referred to below as "non-French Employees"; the "Capgemini group" comprises the Company and the French and non-French companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 *et seq.* of the French Labor Code) and that the implementation in favor of certain non-French Employees of alternative schemes to those performed pursuant to the 31<sup>st</sup> resolution submitted to this Shareholders' Meeting may be desirable;
2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide on the increase of the share capital with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for one of the following categories of beneficiary: (i) non-French Employees, (ii) employee share ownership UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are non-French Employees, and/or (iii) any bank or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees presenting an economic profile comparable to that of an employee share ownership scheme set-up pursuant to a share capital increase performed under the preceding resolution presented to this Shareholders' Meeting;
3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
  - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €12 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 2 of the 31<sup>st</sup> resolution of this Shareholders' Meeting (subject to its approval) or, as the case may be, towards any ceiling stipulated by a similar resolution that may supersede said resolution during the period of validity of this authorization,
- added to those ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and allocating free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to cancel pre-emptive subscription rights to the shares and equities that may be issued pursuant to this delegation, in favor of the aforementioned beneficiary categories;
5. resolves that this delegation of authority may only be used in the event of the use of the delegation granted pursuant to the 31<sup>st</sup> resolution and solely in order to achieve the objective set out in this resolution;
6. resolves that the issue price of new shares or securities granting access to the share capital to be issued pursuant to this delegation will be set by the Board of Directors based on the listed price of the Company's share on the Euronext Paris regulated market; this price will be at least equal to the average listed price of the Company's share over the 20 trading days preceding the decision setting the subscription opening date for a share capital increase performed pursuant to the 31<sup>th</sup> resolution, less the same discount;
7. resolves that the Board of Directors shall have the same powers, with the power of sub-delegation to the extent authorized by law, as those conferred on the Board of Directors by paragraph 7 of the 31<sup>st</sup> resolution and the power to draw up the list of beneficiaries of the cancellation of pre-emptive subscription rights within the above defined category, and the number of shares and securities granting access to the share capital to be subscribed by each beneficiary;
8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting;
9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 16<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 23, 2019.

## PRESENTATION OF THE 33<sup>RD</sup> RESOLUTION

### POWERS TO CARRY OUT FORMALITIES

#### Overview

We also recommend that you confer powers to carry out the formalities required under law.

## THIRTY-THIRD RESOLUTION

### Powers to carry out formalities

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, authorizes the bearer of a copy or extract of the minutes of this

meeting to execute all filing, publication and other formalities required under French law.

## 5 Summary of the financial resolutions

### Table of the financial resolutions submitted to the approval of the Shareholders' Meeting

The following table summarizes the scope, terms and limits of use of the financial resolutions presented to you above that are submitted to the approval of your Shareholders' Meeting.

Source Resolution number	Purpose of the resolution	Authorization duration and expiration	Maximum amount <sup>(1) (2)</sup> <i>(in euros)</i>
2020 GSM 20 <sup>th</sup>	a) Purchase by the Company of its own shares under a share buyback	18 months (November 20, 2021)	10% of share capital
2020 GSM 22 <sup>nd</sup>	b) Cancellation of treasury shares	26 months (July 20, 2022)	10% of share capital per 24-month period
2020 GSM 23 <sup>rd</sup>	c) Share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts	26 months (July 20, 2022)	€1.5 billion (par value)
2020 GSM 24 <sup>th</sup>	d) Share capital increase by issuing shares and/or securities granting access to the share capital or granting a right to allocation of debt instruments, <b>with retention of PSR</b>	26 months (July 20, 2022)	€540 million (par value) €9.3 billion (issue amount)
2020 GSM 25 <sup>th</sup>	e) Share capital increase, <b>with cancellation of PSR</b> , by issuing ordinary shares and/or securities granting access to the share capital or granting a right to allocation of debt instruments <b>by way of public offers other than those referred to in Article L.411-2 of the French Monetary and Financial Code</b>	26 months (July 20, 2022)	€135 million (par value) €3.1 billion (issue amount)
2020 GSM 26 <sup>th</sup>	f) Share capital increase, <b>with cancellation of PSR</b> , by issuing ordinary shares and/or securities granting access to the share capital or granting a right to allocation of debt instruments <b>by way of public offers referred to in Article L.411-2 1° of the French Monetary and Financial Code</b>	26 months (July 20, 2022)	€135 million (par value) €3.1 billion (issue amount)
2020 GSM 27 <sup>th</sup>	g) Setting the issue price of shares in the context of a share capital increase with cancellation of PSR	26 months (July 20, 2022)	€135 million (par value) €3.1 billion (issue amount) 10% of share capital
2020 GSM 28 <sup>th</sup>	h) Increase of the number of shares to be issued in the event of a share capital increase with and without PSR in the context of resolutions (d) to (f) ( <i>Greenshoe</i> )	26 months (July 20, 2022)	Within the limit set out in the applicable regulations (currently 15% of the initial issue)
2020 GSM 29 <sup>th</sup>	i) Share capital increase by issuing ordinary shares and/or securities granting access to the share capital in consideration for contributions in kind	26 months (July 20, 2022)	€135 million (par value) €3.1 billion (issue amount) 10% of share capital
2020 GSM 30 <sup>th</sup>	j) Grant of performance shares	18 months (November 20, 2021)	1% of share capital
2020 GSM 31 <sup>st</sup>	k) Share capital increase by issuing shares and/or securities granting access to the share capital, <b>with cancellation of PSR</b> , to members of Group employee savings plans	26 months (July 20, 2022)	€24 million (par value) <sup>(2)</sup>
2020 GSM 32 <sup>nd</sup>	l) Share capital increase by issuing shares and/or securities granting access to the share capital <b>with cancellation of PSR</b> , in favor of certain non-French subsidiaries	18 months (November 20, 2021)	€12 million (par value) <sup>(2)</sup>

Abbreviations: PSR = pre-emptive subscription rights; 2020 GSM = 2020 General Shareholders' Meeting;

(1) Recap of overall limits:

- a maximum par value amount of €540 million and a maximum issue amount of €9.3 billion for all issues with and without PSR;
- a maximum par value amount €135 million and maximum issue amount €3.1 billion for all issues without PSR;
- issues performed pursuant to j), k) and l) above are not included in these general limits.

(2) Total share capital increases decided pursuant to k) and l) are aggregated at a maximum par value amount of €24 million.

## Authorizations granted by the Shareholders' Meeting to the Board of Directors to increase share capital

The following table summarizes (pursuant to Article L. 225-37-4 3° of the French Commercial Code) authorizations still in effect and those that have expired since the last Shareholders' Meeting.

Purpose of the authorization	Maximum amount <sup>(1) (2)</sup> (in euros)	Authorization date and resolution number	Expiry date	Used during 2019
a) Purchase by the Company of its own shares under a share buyback program <sup>(3)</sup>	10% of share capital	5/23/2019 (12 <sup>th</sup> )	11/23/2020	1,598,231 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €93.85 As part of the liquidity contract: a) 1,131,001 shares purchased at an average price of €104.99 b) 1,286,550 shares sold at an average price of €105.03 c) At 12/31/2019, the liquidity account balance comprises 61,809 shares and approximately €19 million in cash.
b) Cancellation of treasury shares	10% of share capital per 12-month period	5/23/2018 (15 <sup>th</sup> )	7/23/2020	698,231 shares with a value of €65,531,609.64 were canceled by decision of the Board of Directors on 12/4/2019
c) Share capital increase by capitalizing additional paid-in capital, reserves, profit or other eligible amounts	€1.5 billion (par value)	5/23/2018 (16 <sup>th</sup> )	7/23/2020	This authorization was not used in 2019
d) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with retention of PSR</b> (pre-emptive subscription rights)	€540 million (par value) €9.3 billion (issue amount)	5/23/2018 (17 <sup>th</sup> )	7/23/2020	This authorization was not used in 2019
e) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with cancellation of PSR, by public offering</b>	€134 million (par value) €3.1 billion (issue amount)	5/23/2018 (18 <sup>th</sup> )	7/23/2020	This authorization was not used in 2019
f) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with cancellation of PSR, by private placement</b>	€134 million (par value) €3.1 billion (issue amount)	5/23/2018 (19 <sup>th</sup> )	7/23/2020	This authorization was not used in 2019
g) Setting the issue price of shares in the context of a share capital <b>increase with cancellation of PSR</b>	€134 million (par value) €3.1 billion (issue amount) 10% of share capital per 12-month period	5/23/2018 (20 <sup>th</sup> )	7/23/2020	This authorization was not used in 2019
h) Increase of the number of shares to be issued in case of a capital increase in the context of resolutions (d) to (f) ( <i>Greenshoe</i> ) <b>with and without PSR</b>	Within the limit of the ceiling applicable to the initial increase	5/23/2018 (21 <sup>st</sup> )	7/23/2020	This authorization was not used in 2019

Purpose of the authorization	Maximum amount <sup>(1)</sup> <sup>(2)</sup> (in euros)	Authorization date and resolution number	Expiry date	Used during 2019
i) Share capital increase by issuing ordinary shares and/or securities granting access to the share capital in consideration for contributions in kind	€134 million (par value) €3.1 billion (issue amount) 10% of share capital	5/23/2018 (22 <sup>nd</sup> )	7/23/2020	This authorization was not used in 2019
j) Grant of performance shares	1% of share capital	5/23/2019 (14 <sup>th</sup> )	11/23/2020	1,523,015 performance shares (€12,184,120 million par value) were granted to 1,861 beneficiaries by decision of the Board of Directors on 10/2/2019
k) Share capital increase by issuing shares and/or securities granting access to the share capital <b>with cancellation of PSR</b> , reserved for members of Group savings plans	€24 million (par value) <sup>(2)</sup>	5/23/2019 (15 <sup>th</sup> )	11/23/2020	2,637,871 shares were issued pursuant to this 15 <sup>th</sup> resolution within the context of the 2019 employee savings plan, representing a par value amount of €21,102,968
l) Share capital increase by issuing shares and/or securities granting access to the share capital <b>with cancellation of PSR</b> , reserved for employees of certain non-French subsidiaries	€12 million (par value) <sup>(2)</sup>	5/23/2019 (16 <sup>th</sup> )	11/23/2020	112,129 shares were issued pursuant to this 16 <sup>th</sup> resolution within the context of the 2019 employee savings plan, representing a par value amount of €897,032

(1) Recap of overall limits: a maximum par value amount of €540 million and a maximum issue amount of €9.3 billion for all issues with and without pre-emptive subscription rights; issues performed pursuant to j), k) and l) above are not included in these general limits.

(2) Total share capital increases decided pursuant to k) and l) are subject to a maximum par value amount of €24 million.

(3) Shares purchased in the course of 2019 but prior to the Ordinary Shareholders' Meeting of May 23, 2019 were acquired pursuant to the 14<sup>th</sup> resolution of the Shareholder's Meeting of May 23, 2018.

## 6 How to participate at the Shareholders' Meeting

**Warning Covid-19** : Physical participation at the Shareholders' Meeting may change according to health and/or legal imperatives, in particular in the current context linked to Covid-19. **As a precaution, shareholders are invited to vote by post or by Internet via the VOTACCESS platform or to grant their proxy to the Chairman.**

We thank you for consulting regularly the section dedicated to the 2020 Shareholders' Meeting on the Company's website: <https://investors.capgemini.com/en/event/2020-shareholders-meeting>

The Shareholders' Meeting is open to all shareholders, regardless of the number of shares they hold. Shareholders may choose between **one of three means** of participating:

- a) vote by correspondence;
- b) request an admission card to participate in person; or
- c) grant a proxy to the Chairman of the Shareholders' Meeting or any other individual or legal entity of their choice.

**All shareholders may be represented at the Shareholders' Meeting by another shareholder or their spouse or civil union partner.** They may also be represented by any other individual or legal entity of their choice.

### Voting by proxy or correspondence

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

This mean of participation **is to be preferred** as far as possible rather than by post in the current context linked to the Covid-19.

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, request an admission card 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, request an admission card 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 by mail, 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, request an admission card 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, request an admission card 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, in order to avoid congestion.

#### Voting by proxy or by post using the single paper format proxy/post voting form

**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 (see above).

**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 the Company's head office or 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.

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

## Justification of the right to participate at the Shareholders' Meeting

In order to attend this Shareholders' Meeting in person, by proxy or by casting a correspondence vote, 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, the proxy form or the request for an admission card 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. A certificate will also be delivered to any shareholders wishing to attend the Shareholders' Meeting

in person, who have not received an admission card by 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 18, 2020. The attendance certificate must be limited to the only case of non-receipt of the admission card, it does not exempt the shareholder from the obligation to return the single voting form.

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 admission card or 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.

## Attending the Shareholders' Meeting

Shareholders wishing to attend this Shareholders' Meeting should submit a written request to their account-holding institution. An admission card will be addressed directly following this request.

They may also request an admission card using the VOTACCESS platform (see above).

## 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 [assemblee@capgemini.com](mailto:assemblee@capgemini.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 [assemblee@capgemini.com](mailto:assemblee@capgemini.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 mail) 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 three days prior to the date of the Shareholders' Meeting, that is by May 17, 2020. No appointment may be taken into account on the day of the Shareholders' Meeting. 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.

Shareholders who have chosen their method of participation at the Shareholders' Meeting (attendance in person, by remote vote or by granting a proxy to an individual or legal entity of their choice) and informed the Company thereof, may not subsequently change their method of participation. However, attendance at the Shareholders' Meeting by the shareholder in person cancels any proxy or remote vote cast, in accordance with the Company's bylaws.

### Written questions

Written questions that shareholders may have, should be addressed to the Chairman of the Board at the Company's head office by registered letter, with acknowledgment of receipt, or by email to [assemblee@capgemini.com](mailto:assemblee@capgemini.com), no later than the fourth working day preceding the Shareholders' Meeting, that is by May 14, 2020.

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.

### Requests to include points or draft resolutions on the agenda

Requests to include points or draft resolutions on the agenda of this Shareholders' Meeting, presented by shareholders satisfying the applicable legal conditions, must be sent by registered letter, with acknowledgement of receipt, to the head office of the Company, or by email to [assemblee@capgemini.com](mailto:assemblee@capgemini.com), arriving no later than the 25<sup>th</sup> day preceding the Shareholders' Meeting. Furthermore, requests may not be addressed more than 20 days following the date of publication of this notice.

Requests to include draft resolutions must be accompanied by the text of these draft resolutions, a brief presentation stating the grounds for the request and a certificate attesting to the registration in a share account of the required minimum shareholding.

Requests to include points on the agenda must duly state the grounds for the request and be accompanied by a certificate attesting to the registration in a share account of the required minimum shareholding.

The review of the points or the resolutions by the Shareholders' Meeting is contingent on the authors of the request communicating a new certificate justifying the registration of the shares in a share account at 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting.

### 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.

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office, within the legal time periods, or on request to CACEIS Corporate Trust, Service Assemblées Générales

Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9.

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).

# How to fill out the form

**1** YOU WISH TO ATTEND THE MEETING and receive your admission card: **SHADE BOX A.** OR YOU CANNOT ATTEND THE MEETING and you wish to vote by post or be represented by someone else: **FILL OUT THE FORM** by choosing one of the three options.

**1. VOTE BY POST**  
Shade this box and follow instructions.  
**Note:** if neither of the two boxes are ticked for one or more resolutions, the corresponding votes will be counted as FOR, (ii) if several boxes are ticked for the same resolution, the corresponding votes will be considered as null for this resolution.

**2. GRANT A PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
Shade this box.

**3. GRANT A PROXY TO A PERSON OF YOUR CHOICE**  
Shade this box and complete contact details of your proxy.

**2** DATE AND SIGN HERE  
Whichever option you pick.

**3** VERIFY YOUR DETAILS  
Amend them if necessary.

**4** RETURN THE FORM USING THE ENCLOSED PRE-PAID ENVELOPE

— If you are a registered shareholder (custody-only or administered), return the completed form directly to: CACEIS Corporate Trust – Service Assemblées Générales Centralisées 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 09

— If you are a bearer shareholder, return the completed form to your account-holding institution which will forward the form to Capgemini or to CACEIS Corporate Trust.

Forms received after **midnight on May 17, 2020** will not be taken into account in the Meeting vote.

Mandatory shareholder information may be found at the following dedicated website:

<https://investors.capgemini.com/en/event/2020-shareholders-meeting>

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office.

The preliminary Notice of Meeting was published in the BALO official journal on March 23<sup>rd</sup>, 2020 (n° 36).

# 7 Practical information

## How to access the Shareholders' Meeting?

**Pavillon Gabriel**  
**5 avenue Gabriel**  
**75008 Paris**

The welcoming of participants will start at 9:30 a.m.



### Public transport

#### Subway

Line 1: Stations Concorde or Champs-Élysées Clémenceau  
 Lines 8 and 12: Station Concorde  
 Line 13: Station Champs-Élysées Clémenceau

#### Bus

Line 52: stop Grand Palais  
 Lines 24, 42, 84 and 94: stop Concorde



### Car

**Parking Indigo**  
 3608 Place de la Concorde  
 75008 Paris



## Request for documents

This form should be returned to: CACEIS Corporate Trust – *Service Assemblées Générales Centralisées*  
14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 09

I, undersigned (*all fields are mandatory*)

Mr.  Ms. (*please tick the box*)

First name: \_\_\_\_\_

Surnames: \_\_\_\_\_

No: \_\_\_\_\_ Street: \_\_\_\_\_

Zip code: \_\_\_\_\_ Town: \_\_\_\_\_

Country: \_\_\_\_\_

Please find below my Email address (*to be completed in capital letters*)

\_\_\_\_\_@\_\_\_\_\_

Acknowledge having received the documents relating to the **Combined Shareholders' Meeting of May 20, 2020** and referred to in Article R.225-81 of the French Commercial Code, i.e. the agenda, the proposed resolutions, the general comments on the Group's activity over the past year.

Would ask Capgemini to send me, before the Combined Shareholders' Meeting<sup>(1)</sup>, the documents and information referred to in Article R.225-83 of the French Commercial Code<sup>(2)</sup> :

Documents to be sent in hard copy

Documents to be sent in electronic format

Done in: \_\_\_\_\_, on \_\_\_\_\_ 2020

Signature

(1) The registered shareholders may, if they have not already done so, obtain from the Company, copies of the documents and information referred to in Articles R.225-81 and R.225-83 for each subsequent Shareholders' Meeting, by making a single request.

(2) Information relating to Capgemini and to the holding of this Shareholders' Meeting are included in the 2019 Universal Registration Document which you may consult on the website [www.capgemini.com](http://www.capgemini.com).



## Request for registration by Internet

We propose to send you the next Notice of Meeting file electronically for upcoming years.

If you would be interested in participating in this approach, we invite you to send back the document below duly completed and signed to:  
CACEIS Corporate Trust – *Service Assemblées Générales Centralisées* – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 09

In future, I wish to receive the "Capgemini" Notice of meeting via the Internet at my Email address shown below.

To this end, please find below my contact details (*all fields are mandatory*)

Mr.  Ms. (*please tick the box*)

First name: \_\_\_\_\_

Surnames: \_\_\_\_\_

Date of birth: DD / MM / YYYY

Commune and department of birth: \_\_\_\_\_

Country of birth: \_\_\_\_\_

Please find below my Email address (*to be completed in capital letters*)

\_\_\_\_\_@\_\_\_\_\_

Done in: \_\_\_\_\_, on \_\_\_\_\_ 2020

Signature



**WARNING, this document can only be used by the registered shareholders (wether direct or administered).**

# Notes

A series of horizontal dotted lines for taking notes.



This document was printed by an Imprim'vert labeled printer on PEFC-certified paper.

**Design and production: Agence Marc Praquin**

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Capgemini 

European company with a share capital of €1,355,597,592  
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330 703 844 RCS Paris

[www.capgemini.com](http://www.capgemini.com)