

CAPGEMINI SE

STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL DECREASE

(Combined Shareholders' Meeting of May 20, 2020 – Twenty-second resolution)

**STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL DECREASE
(Combined Shareholders' Meeting of May 20, 2020 – Twenty-second resolution)**

CAPGEMINI SE

11 rue de Tilsitt
75017 Paris

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Capgemini SE and in accordance with Article L. 225-209 of the French Commercial Code (*Code de commerce*) relating to a share capital decrease by cancellation of shares bought back by the Company, we hereby report to you on our assessment of the reasons for and terms and conditions of the proposed share capital decrease.

The Board of Directors proposes that you grant it, for a 26-month period commencing on the date of this Shareholders' Meeting, full powers to cancel the shares acquired under the Company's share buyback program pursuant to the provisions of the aforementioned article, provided that the aggregate number of shares canceled in any given 24-month period does not exceed 10% of the Company's share capital.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures require that we ensure that the reasons for and terms and conditions of the proposed share capital decrease, which is not considered to affect shareholder equality, comply with the applicable legal provisions.

We have no matters to report on the reasons for and terms and conditions of the proposed share capital decrease.

The Statutory Auditors

Neuilly-sur-Seine, March 18, 2020

Paris La Défense, March 18, 2020

PricewaterhouseCoopers Audit

KPMG Audit
Division of KPMG S.A.

Richard Béjot

Frédéric Quélin

Stéphanie Ortega

Partner

Partner

Partner

CAPGEMINI SE

**STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES
AND/OR SECURITIES WITH OR WITHOUT PRE-EMPTIVE
SUBSCRIPTION RIGHTS**

**(Combined Shareholders' Meeting of May 20, 2020 – Twenty-fourth
to Twenty-ninth resolutions)**

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND/OR SECURITIES WITH OR WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS

(Combined Shareholders' Meeting of May 20, 2020 – Twenty-fourth to Twenty-ninth resolutions)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Capgemini SE and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegations of authority to the Board of Directors to issue shares and/or securities, which are submitted to you for your approval.

On the basis of its report, the Board of Directors proposes that you:

- delegate to the Board, with the power of sub-delegation, for a 26-month period, the authority to carry out the following transactions and set the final terms and conditions of the related issues and, if necessary, to cancel your pre-emptive subscription rights for:
 - the issue of ordinary shares and/or securities giving access to the Company's share capital, with pre-emptive subscription rights (twenty-fourth resolution);
 - the issue of ordinary shares and/or securities giving access to the Company's share capital, by way of a public offer with cancellation of pre-emptive subscription rights (twenty-fifth resolution);
 - the issue of ordinary shares and/or securities giving access to the Company's share capital, by way of a public offer pursuant to paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) with cancellation of pre-emptive subscription rights and within the limit of 20% of the share capital per year (twenty-sixth resolution);

it being specified, for all securities to be issued pursuant to the twenty-fourth, twenty-fifth and twenty-sixth resolutions, that:

- in accordance with paragraph 1 of Article L. 228-93 of the French Commercial Code, the securities to be issued can give access to shares to be issued by any company in which the Company holds directly or indirectly more than half of the share capital;
- in accordance with paragraph 3 of Article L. 228-93 of the French Commercial Code, the Company's securities can give access to existing shares or grant rights to the allocation of the debt instruments of any company in which the Company holds directly or indirectly more than half of the share capital;
- in accordance with Article L. 228-94 of the French Commercial Code, the Company's securities can give access to existing shares or grant rights to the allocation of the debt instruments of any company in which the Company does not directly or indirectly hold more than half of the share capital;

- authorize the Board, pursuant to the twenty-seventh resolution and within the framework of the delegation of authority covered in the twenty-fifth and twenty-sixth resolutions, to set the issue price, within the annual legal limit of 10% of the share capital;
- delegate to the Board, for a 26-month period, all powers necessary to issue ordinary shares and/or securities giving access to the Company's share capital or securities granting rights to the allocation of debt instruments and/or securities granting rights to shares to be issued, to remunerate contributions in kind to the Company consisting of shares or securities giving access to share capital, within the limit of 10% of the share capital (twenty-ninth resolution).

The aggregate par value amount of the share capital increases that may be carried out, either immediately or in the future, pursuant to the twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth and twenty-ninth resolutions may not exceed, pursuant to the twenty-fourth resolution, €540 million, it being specified that:

- the par value amount of the share capital increases that may be carried out in respect of the twenty-fifth resolution may not exceed €135 million and will count towards the overall ceiling set in the twenty-fourth resolution,
- the par value amount of the share capital increases that may be carried out in respect of the twenty-sixth and twenty-ninth resolutions may not exceed €135 million and will count towards the ceiling set in the twenty-fifth resolution and the overall ceiling set in the twenty-fourth resolution.

The aggregate nominal amount of debt securities that may be issued pursuant to the twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth and twenty-ninth resolutions may not exceed, pursuant to the twenty-fourth resolution, €9.3 billion, it being specified that:

- the par value amount of the share capital increases that may be carried out in respect of the twenty-fifth resolution may not exceed €3.1 billion and will count towards the overall ceiling set in the twenty-fourth resolution,
- the par value amount of the share capital increases that may be carried out in respect of the twenty-sixth and twenty-ninth resolutions may not exceed €3.1 billion and will count towards the ceiling set in the twenty-fifth resolution and the overall ceiling set in the twenty-fourth resolution.

These limits take into account the additional securities to be issued within the framework of the delegations of authority covered in the twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh and twenty-ninth resolutions, under the conditions set out in Article L. 225-135-1 of the French Commercial Code, in the event the shareholders adopt the twenty-eighth resolution.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to these transactions, presented in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying the information disclosed in the Board of Directors' report pertaining to the transactions and the methods used to set the issue price of the securities to be issued.

Subject to a subsequent examination of the terms and conditions of any proposed issues, we have no matters to report as regards the methods used to set the issue price of the securities to be issued given in the Board of Directors' report in respect of the twenty-fifth, twenty-sixth and twenty-seventh resolutions.

In addition, as this report does not stipulate the methods used to set the issue price in the event that securities are issued pursuant to the implementation of the twenty-fourth and twenty-ninth resolutions, we do not express an opinion on the components used to calculate the issue price.

Since the final terms and conditions of the share capital increase have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders' pre-emptive subscription rights presented in the twenty-fifth and twenty-sixth resolutions.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses its delegations of authority to issue securities that are equity securities giving access to other equity securities or the allocation of debt instruments, to issue securities giving access to equity securities to be issued or to issue shares with cancellation of pre-emptive subscription rights.

The Statutory Auditors

Neuilly-sur-Seine, March 18, 2020

Paris La Défense, March 18, 2020

PricewaterhouseCoopers Audit

KPMG Audit
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CAPGEMINI SE

**STATUTORY AUDITORS' REPORT ON THE AUTHORIZATION TO GRANT
FREE SHARES (EXISTING OR TO BE ISSUED) TO SALARIED EMPLOYEES
AND CORPORATE OFFICERS**

(Combined Shareholders' Meeting of May 20, 2020 – Thirtieth resolution)

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**STATUTORY AUDITORS' REPORT ON THE AUTHORIZATION TO GRANT
FREE SHARES (EXISTING OR TO BE ISSUED) TO SALARIED EMPLOYEES
AND CORPORATE OFFICERS**

(Combined Shareholders' Meeting of May 20, 2020 – Thirtieth resolution)

CAPGEMINI SE

11, rue de Tilsitt
75017 Paris

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To the Shareholders,

Further to the modification by the Board of Directors on April 27, 2020 of the maximum amount of shares to be granted under the 30th resolution, we are issuing a new report that replace our first report dated on March 18, 2020.

In our capacity as Statutory Auditors of Capgemini SE and in accordance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed authorization to grant free shares (existing or to be issued) to salaried employees and corporate officers of the Company and its French and non-French subsidiaries, which is submitted to you for your approval.

The Board of Directors' report states that the grant of existing shares or shares to be issued to salaried employees and corporate officers of Capgemini SE and its French and non-French subsidiaries, would be subject to the achievement of performance targets and limited to a maximum number of shares not exceeding 1.2% of the share capital as noted by the Board of Directors at the date of its decision. It also states that the grant of shares to executive corporate officers of your Company would be limited to 10% of the aforementioned amount.

Capgemini SE
STATUTORY AUDITORS' REPORT ON THE AUTHORIZATION TO GRANT
FREE SHARES (EXISTING OR TO BE ISSUED) TO SALARIED EMPLOYEES
AND CORPORATE OFFICERS
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On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to grant free existing shares or shares to be issued.

It is the Board of Directors' responsibility to prepare a report on the proposed transaction. It is our responsibility to provide you with our observations, if any, in respect of the information provided to you on the proposed transaction.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying in particular that the proposed terms and conditions described in the Board of Directors' report comply with the applicable legal provisions.

We have no matters to report on the information provided in the Board of Directors' report, with respect to the proposed authorization to grant free shares.

The Statutory Auditors

Neuilly-sur-Seine, April 28, 2020

Paris La Défense, April 28, 2020

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KPMG Audit
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CAPGEMINI SE

**STATUTORY AUDITORS' REPORT ON THE ISSUE OF ORDINARY
SHARES AND/OR SECURITIES GIVING ACCESS TO THE SHARE
CAPITAL RESERVED FOR MEMBERS OF A CAPGEMINI GROUP
EMPLOYEE SAVINGS PLAN**

(Combined Shareholders' Meeting of May 20, 2020 – Thirty-first resolution)

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STATUTORY AUDITORS' REPORT ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL RESERVED FOR MEMBERS OF A CAPGEMINI GROUP EMPLOYEE SAVINGS PLAN

(Combined Shareholders' Meeting of May 20, 2020 – Thirty-first resolution)

CAPGEMINI SE
11, rue de Tilsitt
75017 Paris

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To the Shareholders,

In our capacity as Statutory Auditors of Capgemini SE and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to decide the issue of ordinary shares and/or securities giving access to the share capital, with cancellation of pre-emptive subscription rights, reserved for members of one or more employee savings plans implemented within a company or group of companies, French or non-French, within the scope of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code (*Code du travail*), subject to a maximum par value amount of €24 million, which is submitted to you for your approval.

This issue is submitted to you for approval pursuant to the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code.

On the basis of its report, the Board of Directors proposes that you grant it the authority, for a 26-month period, to decide an issue and cancel your pre-emptive subscription rights to the ordinary shares and securities to be issued. Where applicable, it will set the definitive terms and conditions of the issue.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to this issue, presented in this report.

Capgemini SE

Statutory Auditors' report on the issue of ordinary shares and/or securities giving access to the share capital reserved for members of a Capgemini Group employee savings plan

Page 3

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying the information disclosed in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the securities to be issued.

Subject to a subsequent examination of the issue terms and conditions that would be decided, we have no matters to report as regards the methods used to set the issue price of the securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the share capital increase have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancelation of shareholders' pre-emptive subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report when the Board of Directors uses this delegation to issue shares and securities that are equity securities giving access to other equity securities and in the event of the issue of securities giving access to equity securities to be issued.

The Statutory Auditors

Neuilly-sur-Seine, March 18, 2020

Paris La Défense, March 18, 2020

PricewaterhouseCoopers Audit

KPMG Audit
Division of KPMG S.A.

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CAPGEMINI S.E.

**STATUTORY AUDITORS' REPORT ON THE ISSUE OF ORDINARY
SHARES AND/OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL
WITH CANCELLATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS
RESERVED FOR EMPLOYEES OF CERTAIN NON-FRENCH SUBSIDIARIES**

(Combined Shareholders' Meeting of May 20, 2020 – Thirty-second resolution)

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STATUTORY AUDITORS' REPORT ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL WITH CANCELLATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS RESERVED FOR EMPLOYEES OF CERTAIN NON-FRENCH SUBSIDIARIES

(Combined Shareholders' Meeting of May 20, 2020 – Thirty-second resolution)

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To the Shareholders,

In our capacity as Statutory Auditors of Capgemini SE and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to decide the issue of ordinary shares and/or securities giving access to the share capital, with cancellation of pre-emptive subscription rights, reserved for employees and corporate officers referred to in Articles L.3332-1 and L.3332-2 of the French Labor Code (*Code du travail*) of the Company and French and non-French companies related to the Company within the meaning of Article L.225-180 of the French Commercial Code and Articles L.3344-1 *et seq.* of the French Labor Code, which is submitted to you for your approval.

The maximum par value amount of the share capital increase that may result from this issue is set at €12 million, it being stipulated that this amount will count towards the €24 million ceiling set in the thirty-first resolution (subject to its approval).

On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to decide an issue and cancel your pre-emptive subscription rights to the ordinary shares and/or securities to be issued. Where applicable, it will set the definitive terms and conditions of the issue.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to this issue, presented in this report.

Capgemini SE

Statutory Auditors' report on the issue of ordinary shares and/or securities giving access to the share capital with cancellation of pre-emptive subscription rights reserved for employees of certain subsidiaries

Page 3

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying the information disclosed in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the securities to be issued.

Subject to a subsequent examination of the issue terms and conditions that would be decided, we have no matters to report as regards the methods used to set the issue price of the securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the share capital increase have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders' pre-emptive subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report when the Board of Directors uses this delegation to issue shares and securities that are equity securities giving access to other equity securities and in the event of the issue of securities giving access to equity securities to be issued.

The Statutory Auditors

Neuilly-sur-Seine, March 18, 2020

Paris La Défense, March 18, 2020

PricewaterhouseCoopers Audit

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