

**PricewaterhouseCoopers Audit**  
63, rue de Villiers  
92200 Neuilly-sur-Seine Cedex

**Mazars**  
61 rue Henri Regnault  
92400, avenue Gambetta

**CAPGEMINI S.E.**

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

**(Combined Shareholders' Meeting of May 20, 2021 – Eighteenth  
resolution)**

**PricewaterhouseCoopers Audit**  
63, rue de Villiers  
92200 Neuilly-sur-Seine Cedex

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

**(Combined Shareholders' Meeting of May 20, 2021 – Eighteenth resolution)**

**CAPGEMINI S.E.**

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 Annual General Meeting of Capgemini SE,

In our capacity as Statutory Auditors of your Company and in accordance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby present our report on the authorization to grant free shares (existing or to be issued) to employees and corporate officers of the Company and its French and non-French subsidiaries related to the Company within the meaning of Article 225-197-2 of the French Commercial Code, which is submitted to you for your approval.

The Board of Directors' report states that:

- this grant would be limited to a maximum number of shares not exceeding 1.2% of the Company's share capital as noted by the Board of Directors at the date of its decision and subject to performance conditions. It also states that the grant of shares to Executive Corporate Officers of your Company would be limited to 10% of the aforementioned ceiling.
- the shares would be granted subject to the performance conditions detailed in the Board of Directors' report. The Board of Directors could nonetheless grant up to 15% of the above ceiling to Group employees, other than members of the general management team (the Executive Committee), without performance conditions.

**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.

Neuilly-sur-Seine and Courbevoie, March X, 2021

The Statutory Auditors

PricewaterhouseCoopers Audit

Mazars

Richard Béjot  
Partner

Itto El Hariri  
Partner

Dominique Muller  
Partner

Anne-Laure  
Rousselou  
Partner

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**CAPGEMINI S.E.**

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

**(Combined Shareholders' Meeting of May 20, 2021 – Nineteenth  
resolution)**

**PricewaterhouseCoopers Audit**  
63, rue de Villiers  
92200 Neuilly-sur-Seine Cedex

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

**(Combined Shareholders' Meeting of May 20, 2021 – Nineteenth resolution)**

**CAPGEMINI S.E.**  
11, rue de Tilsitt  
75017 Paris

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To the Annual General Meeting of Capgemini SE,

In our capacity as Statutory auditors of your Company and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to decide the issue of (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, with cancellation of pre-emptive subscription rights, which is submitted to you for your approval.

This issue will be:

- 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;

**Capgemini SE**

***Statutory auditors' report on the issue of ordinary shares and/or securities granting access to the share capital, with cancellation of pre-emptive subscription rights, reserved for members of a Capgemini group employee savings plan***

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- limited to a maximum par value amount of €32 million, it being stipulated that this amount will count towards the overall ceiling of €32 million applicable to the 19<sup>th</sup> and 20<sup>th</sup> resolutions.

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, with the power of sub-delegation, for an 18-month period, to decide an issue and cancel your pre-emptive subscription rights to the equity 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 the issue, 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 transaction and the methods used to set the issue price of the equity 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 equity securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the issue 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.

**Capgemini SE**

*Statutory auditors' report on the issue of ordinary shares and/or securities granting access to the share capital, with cancellation of pre-emptive subscription rights, reserved for members of a Capgemini group employee savings plan*

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

Neuilly-sur-Seine and Courbevoie, March 26, 2021

The Statutory Auditors

PricewaterhouseCoopers Audit

Mazars

Richard Béjot  
Partner

Itto El Hariri  
Partner

Dominique Muller  
Partner

Anne-Laure  
Rousselou  
Partner

**CAPGEMINI S.E.**

**STATUTORY AUDITORS' REPORT ON THE ISSUE OF ORDINARY  
SHARES AND/OR SECURITIES GRANTING 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, 2021 – Twentieth  
resolution)**



**Capgemini SE**

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

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**STATUTORY AUDITORS' REPORT ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES GRANTING 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, 2021 – Twentieth resolution)**

**CAPGEMINI S.E.**

11, rue de Tilsitt  
75017 Paris

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To the Annual General Meeting of Capgemini SE,

In our capacity as Statutory auditors of your Company and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to decide the issue of (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, with cancellation of pre-emptive subscription rights, which is submitted to you for your approval.

This issue will be reserved for:

- i. 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 countries where the legal and/or tax context can make it inadvisable or difficult to implement employee share ownership schemes directly or through an employee savings mutual fund (hereinafter the “non-French Employees”); the “Capgemini group” comprises the Company and the French and non-French companies related to the

**Capgemini SE**

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

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- ii. 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; 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;
- 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;

The Board of Directors' reports stipulates that this delegation shall be used only in the event of use of the delegation provided in the 19<sup>th</sup> resolution, with a sub-ceiling of €16 million included in the overall ceiling of €32 million provided in the 19<sup>th</sup> resolution.

On the basis of its report, the Board of Directors proposes that you grant it the authority, with the power of sub-delegation, for an 18-month period, to decide an issue and cancel your pre-emptive subscription rights to the equity 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 the issue, 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 transaction and the methods used to set the issue price of the equity securities to be issued.

Subject to a subsequent examination of the issues 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 equity securities to be issued given in the Board of Directors' report.

**Capgemini SE**

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

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Since the final terms and conditions of the issue 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, where applicable, when the Board of Directors uses this delegation.

Neuilly-sur-Seine and Courbevoie, March 26, 2021

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