Notice of meeting

Combined Shareholders' Meeting

Thursday May 20, 2021
At 2:00 p.m., behind closed doors

Capgemini

Welcome to the Combined Shareholders' Meeting on Thursday May 20, 2021

Warning regarding the health situation – Shareholders' Meeting to be held behind closed doors:

In the ongoing context of the health crisis due to the Covid-19 epidemic and in accordance with the emergency measures adopted by the French government to slow the spread of Covid-19, the **Combined Shareholders' Meeting of Thursday, May 20, 2021** (hereinafter "the Shareholders Meeting") **will be held behind closed doors**, without the physical presence of shareholders and other individuals entitled to attend.

This decision is in accordance with the provisions of Order no. 2020-321 of March 25, 2020 as amended by Order no. 2020-1497 of December 2, 2020 and Decree no. 2020-418 of April 10, 2020 as amended by Decree no. 2020-1614 of December 18, 2020 and extended by Decree no. 2021-255 of March 9, 2021.

At the date of convening of the Shareholders' Meeting, administrative measures restricting or banning travel and gatherings for health reasons prevent members from physically attending the Shareholders' Meeting.

Under these conditions, shareholders will only be able to **vote or grant a proxy to the Chairman or a third party remotely and prior** to the Shareholders' Meeting. No admission cards will be issued and it will not be possible to vote directly on the day of the Shareholders' Meeting. Furthermore, shareholders will not be able to submit draft amendments or new resolutions during the Shareholders' Meeting. The detailed procedures for participating at the Shareholders' Meeting are presented at the end of this Notice of meeting.

Finally, in order to encourage participation in this important moment of exchange that is the Shareholders' Meeting, shareholders are invited to participate in the Shareholders' Meeting remotely.

The Shareholders' Meeting will be **streamed live on Thursday, May 20, 2021 at 2 p.m. (Paris time)** on the Company's website, with a replay subsequently available, in accordance with legal provisions. Shareholders will still be able to **ask questions**, in addition to submitting written question in accordance with legal provisions. Therefore, as in a normal Shareholders' Meeting, time will be set aside for the Chairman to answer questions having generated the greatest interest within the period available.

Shareholders will be able to ask their questions,

— **from Monday, May 17, 2021, and until Wednesday, May 19, 2021**, the eve of the Shareholders' Meeting, on the Shareholders' Meeting web page: https://investors.capgemini.com/en/event/2021-shareholders-meeting/

— and **during the Shareholders' Meeting**, directly using the webcast interface, accessible from the same page.

Shareholders are also asked to regularly consult the Shareholders' Meeting section of the Company's website for all information regarding the Shareholders' Meeting: https://investors.capgemini.com/en/event/2021-shareholders-meeting/

Studio Canal+

5-13 boulevard de la République
92100 Boulogne-Billancourt

Shareholders' Contacts

Email: assemblee@capgemini.com

+ 33 1 47 54 51 41 *(France and international)*
Hotline 0 800 20 30 40 *(France only)*

Contents

Message of the Chairman — 1

A Leader for Leaders — 2

1. Key figures and summary presentation of the Group's activity and results over the past year — 4
2. Governance — 13
3. 2021 compensation policy of the Executive Corporate Officers — 16
4. Agenda — 17
5. Report of the Board of Directors on the draft resolutions — 18
6. Summary of the financial resolutions — 36
7. How to participate at the Shareholders' Meeting — 38

Message of the Chairman

Dear Shareholders,

As you can well understand given the current health situation in the country as I write these few lines, the Capgemini Shareholders' Meeting will be held, as last year, behind closed doors, on **Thursday, May 20, 2021, at 2 p.m.**. Obviously I regret this situation and the fact that we cannot meet with you directly at this annual rendezvous, this unique moment for expressing "*affecto societatis*". Rest assured that we will do everything possible to make this Shareholders' Meeting a moment of exchange and transparency. We will stream the meeting live and ensure you can interact directly during the Q&A session. Nevertheless, I look forward to getting together with you on this occasion and hope that next year we can meet physically in a place conducive to warmly expressing our commitment to Capgemini.

In my message last year I foresaw a "troubled and uncertain" 2020 and it was undeniably marked by the SARS-CoV2 pandemic and its major consequences for the global economy. It is clear that Capgemini navigated this challenge with remarkable resilience and agility. In just a few weeks, the Group was able to switch almost all of its 270,000 employees to working from home and continue delivering high-quality services to all its clients. Drawing on its expanded range of skills thanks to the Altran acquisition, Capgemini consolidated its relationship with clients digitizing their business models, as the relevance of digital transformation was highlighted by the health crisis. I believe we can congratulate ourselves on the Group's agility, as it adapted quickly to an unprecedented crisis. Driven by management energy, the integration of Altran was completed while achieving an economic performance recognized by the financial markets. Results are in line with or above the targets set on publication of the 2020 first-half results. Digital and Cloud services continued to grow at the remarkable rate of 15% over the year. And last February, the new Chief Executive Officer was able to announce new commitments for 2021 confirming Capgemini's good health, with in particular two ambitions: position the Group as leader in the Intelligent Industry sector and strengthen the intensity of our client relationships by gaining partner status at C-suite level.

At the 2020 Shareholders' Meeting, and in accordance with my commitment to you two years ago to propose to the Board of Directors the separation of the duties of Chairman and Chief Executive Officer after the appointment of Mr. Aiman Ezzat as the new Chief Executive Officer, you approved his appointment to the Group's Board of Directors. As Chairman of the Board of Directors and on its behalf, I am extremely pleased with the conditions under which we prepared and then implemented this transition. The succession process was completed calmly and with operating continuity, as evidenced by the Group's excellent 2020 results. As someone deeply passionate about Capgemini, this obviously gives me great satisfaction.

"I believe we can congratulate ourselves on the Group's agility, as it adapted quickly to an unprecedented crisis"

In 2021, the composition of the Board of Directors will be marked by the departure of iconic directors of the Group, as Ms. Anne Bouverot, Mr. Daniel Bernard, and Mr. Pierre Pringuet did not wish to seek renewal of their terms of office. I would like to take this opportunity to warmly thank these three directors who contributed significantly to Capgemini's success in recent years. In this context, the Board of Directors decided to propose to the 2021 Shareholders' Meeting the renewal of the term of office of Mr. Patrick Pouyanné and the appointment of Ms. Tanja Rueckert and Mr. Kurt Sievers as members of the Board of Directors for a term of four years. These proposals are in line with the Group's ambition to further the internationalization of the Board's composition, deepen its sector expertise and enrich the diversity of its profiles.

In addition, under the Say on Pay process you will be asked to vote on my compensation as Chairman and Chief Executive Officer during the first few months of the year and then as Chairman of the Board of Directors, and on Mr. Aiman Ezzat's compensation for fiscal year 2020, first as Chief Operating Officer and then as Chief Executive Officer. You will also be asked to vote on the 2021 compensation policies for the Chairman and the Chief Executive Officer.

On a financial level, the Board of Directors wishes to set the dividend at €1.95 per share, applying the traditional distribution ratio as a proportion of net income. The increase in the dividend reflects improved operating performance and effective liquidity management.

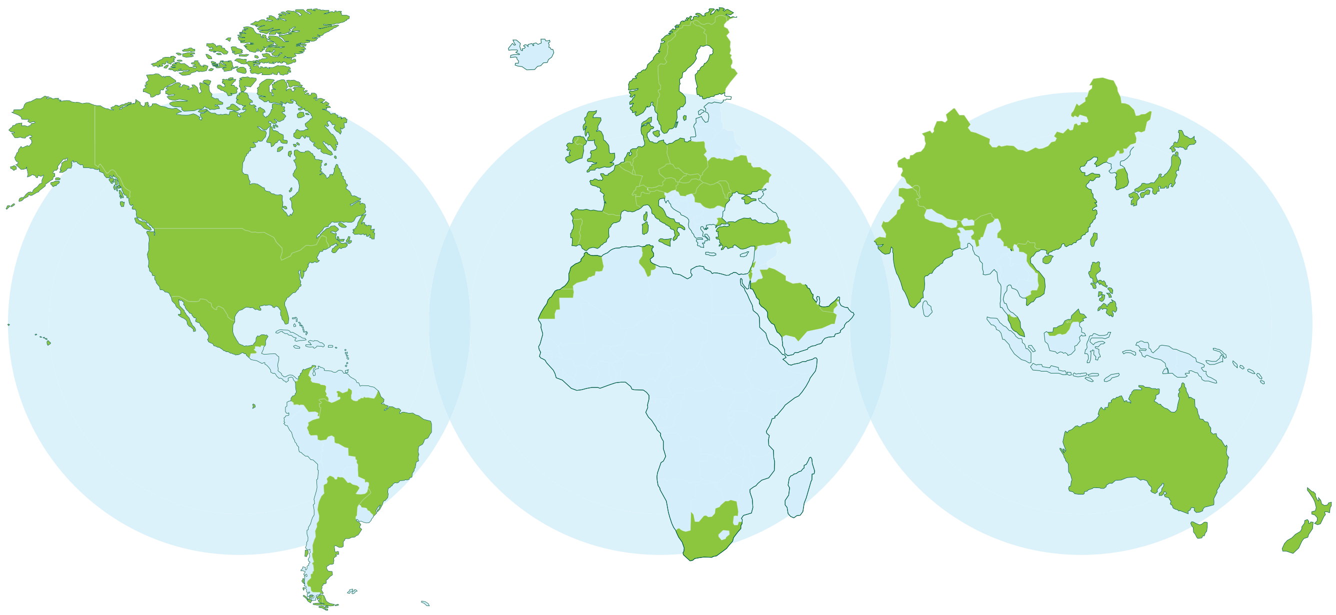
I hope that the information provided will allow you to express your confidence in the Board of Directors and your Executive Corporate Officers and provide them with the necessary support. This confidence will enable them to achieve the objectives announced for 2021 both in terms of Group growth and profitability, but also to work for all Capgemini's stakeholders and fulfill their commitments to society and the environment in the broadest sense, in keeping with the strong values that have driven the Group since its foundation in 1967 by Mr. Serge Kampf.

Paul Hermelin
Chairman of the Board of Directors

Capgemini

A global leader and strategic partner for companies

AMERICAS	EUROPE, MIDDLE EAST AND AFRICA	ASIA PACIFIC
26,660 people	***107,540 people***	***135,570 people***



We are

270,000 employees drawn from over **120** nationalities in nearly **50** countries[1]

Our purpose

Unleashing human energy through technology for an inclusive and sustainable future

Our business lines

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

Our seven values

Honesty
Boldness
Trust
Freedom
Modesty
Team Spirit
Fun

(1.) In April 2020, 50,000 employees of Altran, the world leader in engineering services and R&D, joined Capgemini's teams.

Our clients and partners

85% of the 200 largest public companies on the Forbes Global 2000 List are our clients

95% of our revenues come from existing clients

A client satisfaction level on contracts of **4.2/5**[2]

Our results

€15,848m
revenu
+ 12.2% since 2019

11.9%
operating margin

€1,119m
free cash flow

Our commitments

Over **300,000** beneficiaries supported by our digital literacy programs in 2020

Named on **CDPs**[3] **'A List'**

A **net zero business** by 2030

Contribution to Sustainable Development Goals adopted by the United Nations

(2.) Score obtained through regular assessment of contractually defined clients' expectations.
(3.) Formerly the Carbon Disclosure Project. Not-for-profit charity that runs the global disclosure system for investors, companies, and other organizations to manage their environmental impacts.

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 2020

Capgemini demonstrated remarkable agility in 2020, rapidly adapting to an unprecedented crisis and completing the acquisition and integration of Altran, while delivering results in line with or exceeding objectives announced during the publication of the 2020 first-half results. With revenues of €15,848 million in 2020, the Group reported constant currency growth of 13.7%, at the upper end of the +12.5% to +14.0% target range. The operating margin rate was 11.9% of revenues, a limited contraction of 40 basis points compared to an expected contraction of 60 to 90 bp. Finally, organic free cash flow generation totaled €1,119 million, significantly higher than the target figure of €900 million.

The development of the activity over the past year reflects these two major facts. Firstly, the Group completed the acquisition of Altran Technologies ("Altran"), consolidated from April 1, 2020, making Capgemini the partner of choice for the digital transformation of industrial and technology companies. Secondly, Capgemini successfully dealt with the consequences of the pandemic crisis, with its results demonstrating the strong resilience of its operations and financial model.

Acquisition of Altran

In 2020, Capgemini successfully completed the friendly tender offer for Altran. Altran is a world leader in Engineering and Research & Development (R&D) services, with revenues of €3.2 billion in 2019 and a strong client base, considerable sector expertise and in-depth knowledge of new product developments, industry business processes and operational technologies.

With the acquisition of Altran, Capgemini benefits from a unique ability to support industrial and technology companies in their digital transformation. The new Group can rely on its in-depth knowledge of its clients' businesses, its privileged access to decision-makers and its portfolio of businesses covering Consulting Services in innovation and transformation, a wide range of digital and cloud-based offerings as well as recognized product and software engineering capabilities. With these strong points, Capgemini strengthens its role as a strategic partner for its clients in the Intelligent Industry segment.

Impact of the acquisition on revenues and the Group's business profile

The takeover of Altran became effective on March 13, 2020 and Altran's results are fully consolidated in the Group financial statements from April 1, 2020. A detailed description of this €3.7 billion transaction and its implementation is provided in Note 2 to the Consolidated Financial Statements.

From the second quarter, Capgemini therefore benefited fully from the consolidation of Altran in the Group scope, which more than offset the pandemic's impact on revenues in the last three quarters of the year. 2020 revenues of the new combined entity therefore grew +13.7% at constant exchange rates and -3.2% at constant scope and exchange rates. This so-called "organic" growth is calculated with respect to the combined 2019 revenues of Capgemini and Altran (and other small acquisitions) for the relevant periods.

Due to the relatively comparable geographic spread of the two companies, Altran's consolidation did not significantly alter the breakdown of the new entity's revenues by major geographic region. For fiscal year 2020 as a whole, including Altran's contribution from the second quarter, North America remained the Group's leading region (31% of Group revenues vs. 32% in 2019), followed by the Rest of Europe (29% vs. 27% in 2019), France (22% vs. 21% in 2019), the United Kingdom and Ireland (11% vs. 12% in 2019) and Asia-Pacific and Latin America (7% vs. 8% in 2019).

The Group's business mix changed noticeably from Q2 2020 with the integration of Altran which primarily delivers Engineering Services. While Strategy & Transformation Consulting Services continued to generate 7% of Group total revenues in 2020, Operations & Engineering Services now account for 31% of Group business (vs. 22% in 2019), while Applications & Technology Services remain the Group's core business, but now only represent 62% of Group total revenues (vs. 71% in 2019).

Integration and synergies

The integration process was launched following the effective takeover of Altran and is progressing in line with Group expectations. It notably led to the implementation of an integrated operating structure on January 1, 2021. In the second half of 2020, Capgemini also launched its first three Intelligent Industry offerings focusing on 5G and Edge computing, driving automation systems validation and verification and data driven R&D for Life Sciences.

Full-year cost and operating model synergies of between €70 million and €100 million, before tax, are expected as communicated on the announcement of the acquisition project. Capgemini now expects to reach a run-rate of two-thirds of these synergies in June 2021. Moreover, based on contracts already signed since the combination of the two entities and the many commercial opportunities already identified, the Group is confident it can achieve the commercial synergies announced, which represent additional annual revenues of between €200 million and €350 million within three years.

Deal Financing

The Altran acquisition was financed in line with the financing plan presented in June 2019 (€5.4 billion, encompassing €3.7 billion for the purchase of securities and €1.7 billion of gross debt carried by Altran). Capgemini used available cash of approximately €1.0 billion (including €0.4 billion for the purchase of a share block in 2019) and issued bonds for the balance.

In April 2020, the Group therefore performed a €3.5 billion multi-tranche bond issue, €2.8 billion of which was used to finance the acquisition [1]. The Altran term loans were then refinanced in June 2020 through a second multi-tranche bond issue of €1.6 billion. These refinancing transactions extended the average maturity of the Group's bond debt to 6 years, with a low average cost of 1.8%.

(1) The €0.7 billion excess was allocated to the redemption of the bond issue maturing in July 2020.

Covid-19 pandemic and activity trends over the year

Momentum at the start of the year was broadly in line with the fourth quarter of 2019. The impact of the Covid-19 pandemic on the Group's activities peaked in the second quarter, with the Group then beginning a gradual recovery. By limiting the organic fall in revenues to 3.2% (i.e. at constant scope and exchange rates), the Group demonstrated in 2020 how the sector and geographic diversification of the client base and the high quality offer portfolio developed in recent years have clearly reinforced the resilience of Capgemini's revenues.

An abrupt crisis followed by a gradual recovery

The Covid-19 epidemic began to develop at the end of January before being recognized by the World Health Organization as a pandemic on March 11. In this context, Capgemini's priority was to ensure the Health and Safety of its employees as well as the continuity of services to its clients. The Group implemented prevention and protection measures even before lockdown was announced and is naturally constantly monitoring compliance with the decisions and recommendations of local public authorities. Through proper planning and timely execution, leveraging its internal investments, Capgemini was among the fastest in the industry to massively deploy working-from-home (close to 95% of productive headcount at April 28, Q1 publication date) across its activities worldwide.

The Group was thus in a position, particularly thanks to its digital capabilities, to provide all the services requested by its clients. Furthermore, the Group quickly implemented the client business continuity plans that it had prepared well in advance. Activity in the first quarter was only slightly affected by the pandemic and the Group recorded organic growth of +2.0%.

Conversely, the second quarter was marked by the impact of the lockdown and/or restriction measures taken by public authorities on the activities of the Group's clients and, more generally, on the global economy. The Group therefore recorded a -7.7% drop in revenues in the second quarter on an organic basis.

In line with Group expectations, activity started to pick up gradually from the summer. Organic growth was therefore limited to -3.6% in the third quarter and further improved to a moderate -2.4% contraction in the fourth quarter.

Contrasting impacts across the regions, sectors and businesses

For the year as a whole, France reported the greatest slump in activity at constant scope and exchange rates, contracting significantly more than the Group average. The North America and United Kingdom regions also contracted organically but began a gradual recovery in the second half of the year, with even a return to growth in the fourth quarter for the United Kingdom. The Asia-Pacific and Latin America region pursued strong organic growth, while the Rest of Europe region remained virtually stable. This disparity may be attributed to differences in the duration and severity of lockdown measures, as well as the sector mix in different countries.

The situation in the various sectors was also highly contrasted during the past year. The Public Sector (13% of the new Group's revenues, see below) proved to be buoyant. Financial Services (the largest sector generating 25% of Group revenues) and TMT (Telecom, Media & Technology, 12% of Group revenues) resisted better than the Group average. Conversely, the Manufacturing (22% of Group revenues) and Services (6% of Group revenues, including transportation and tourism) sectors were logically the worst affected by the pandemic.

Finally, again for the year as a whole, organic growth rates for cloud infrastructure services and Business Services (the Operations businesses) were relatively unaffected by the crisis, while the slowdown in Engineering and Strategy & Transformation Consulting Services exceeded the Group average. Applications & Technology services proved to be slightly more resilient than the Group average.

Solidarity measures with stakeholders

In view of this unique situation and the strict cost containment actions put in place, Capgemini also took several decisions aimed at building solidarity between the various stakeholders.

On April 27, 2020, the Board of Directors decided to reduce by 29% the dividend paid in 2020 out of 2019 net profits from €1.90 initially proposed to €1.35 per share.

Furthermore, Paul Hermelin and Aiman Ezzat decided to go beyond the AFEP recommendations by taking two decisions regarding their compensation. They each waived 25% of their 2020 total compensation as executive corporate directors. In addition, during the furlough period in France, their unpaid compensation as executive corporate directors was paid to the Institut Pasteur to finance Covid-19 research initiatives. These measures were approved by the Capgemini Board of Directors.

Capgemini also created a "social response unit" to accelerate and amplify the numerous initiatives already launched by the Group and its employees. This unit initially focused on the most urgent public health needs. It is also working on longer-term projects aimed at developing solutions to address the economic and social impacts on society in the aftermath of the pandemic.

Financial performance

Capgemini reported revenues of €15,848 million in 2020, up 12.2% on 2019 published figures. Constant currency growth was 13.7%, at the upper end of the +12.5% to +14.0% target range. Organic growth (i.e. excluding the impact of currency fluctuations and changes in Group scope) reported a measured contraction of -3.2% for the full year.

The Group therefore benefited from strategic developments launched in recent years to strengthen the resilience of its activities. Digital and Cloud services (Group scope excluding Altran) in particular remained dynamic with constant currency growth of around 15% for the full year, in a crisis context that encouraged clients to prioritize critical digital transformation projects. Digital and Cloud services thus represented around 65% of total Group activities in the fourth quarter of 2020.

The operating margin increased by +8% in value to €1,879 million, representing 11.9% of revenues. The contraction in the operating margin rate year-on-year was therefore limited to 40 bp, a better than expected performance compared to the Group target contraction of 60 to 90 bp. This shows how the Group has substantially improved the resilience of its operating model since the 2008-2009 crisis.

Other operating income and expenses represent a net expense of €377 million, up €69 million year-on-year. This increase is due to the consolidation of other operating expenses specific to Altran, as well as related acquisition and integration costs, only partially offset by the capital gain realized on the divestment of Odigo at the end of the year.

Capgemini operating profit is therefore up +5% at €1,502 million, or 9.5% of revenues.

The financial expense is €147 million, compared with €79 million in 2019. This increase is due to the cost of financing the Altran acquisition and outstanding debt.

The income tax expense is €400 million, an effective tax rate of 29.5%. This amount includes income tax income of €8 million due to the transitional impact of the US tax reform, compared with an income tax expense of €60 million last year. The capital gain realized on the divestment of Odigo is also not taxed. Adjusted for these exceptional items, the effective tax rate is 33.0%, compared with 32.6% in 2019.

Net profit (Group share) grew 12% year-on-year to €957 million. Basic earnings per share rose by 11% year-on-year to €5.71, while normalized earnings per share increased 14% to €7.28. Normalized earnings per share adjusted for the transitional impact of the US tax reform increased 7% to €7.23.

Group cash from operations is €2,056 million compared with €1,981 million in 2019, mainly due to the increase in the operating margin. Conversely, income tax payments totaled €351 million, a marked increase on 2019 (€217 million). After a €44 million increase in working capital requirements, net cash from operating activities fell to €1,661 million from €1,794 million in 2019. Acquisitions (net of disposals) of intangible assets and property, plant and equipment fell slightly to €204 million, representing 1.3% of revenues. Net interest paid and received resulted in a cash outflow of €47 million, compared with €15 million in 2019, mainly due to the increase in Group net debt following the Altran acquisition (see below).

On this basis, organic free cash flow generation reached the remarkable level of €1,119 million, largely exceeding the €900 million target for 2020. Restated for the €225 million impact of unwinding the Altran factoring program, organic free cash flow generation exceeded the 2019 record level of €1,288 million, demonstrating the strength of the Group's business model.

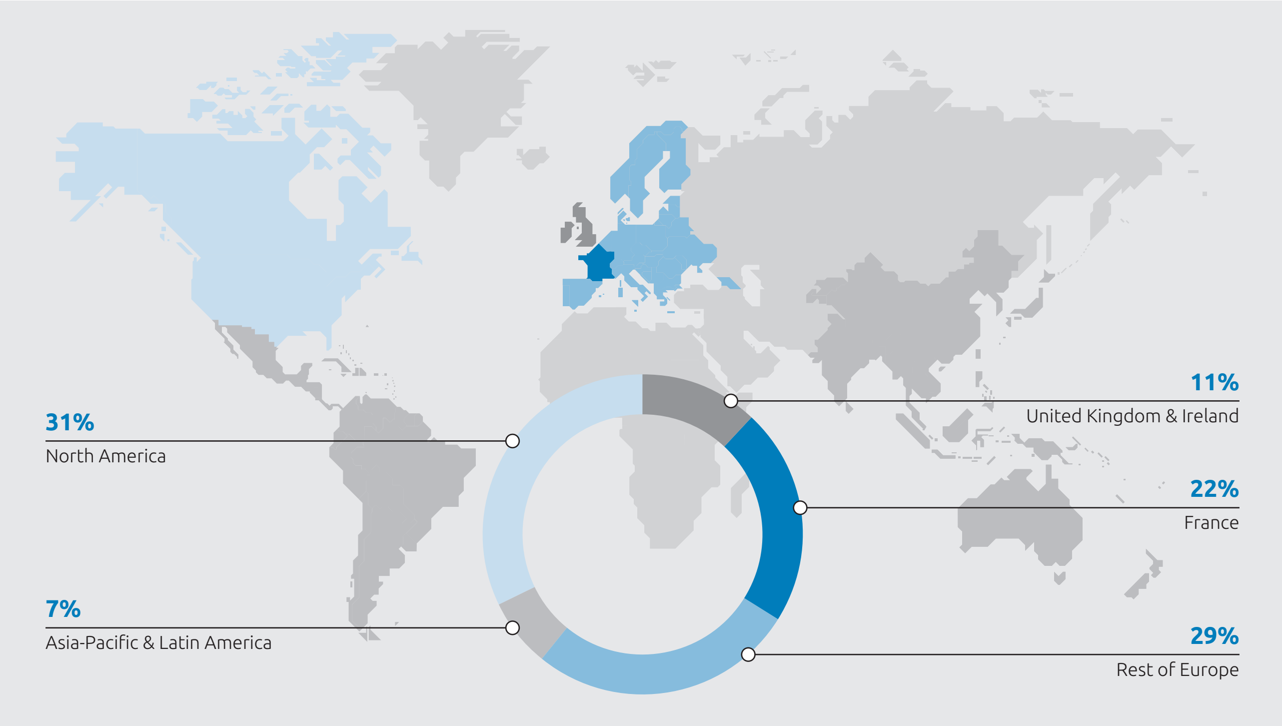
In 2020, Capgemini invested €2,999 million net in external growth transactions. This primarily reflects outflows in 2020 to acquire Altran, less net amounts received on the divestment of Odigo. The 7th employee share ownership plan led to a gross share capital increase of €279 million. In addition, the Group paid €226 million in dividends (equal to €1.35 per share, following a 29% reduction in the initial proposal decided by the Board of Directors as part of solidarity measures) and allocated €519 million to share buybacks.

Capgemini's balance sheet structure changed significantly in the past year with the acquisition of Altran for an enterprise value of €5.2 billion.

As the Altran securities were purchased in two separate stages (before and after the takeover became effective on March 13, 2020), in 2020 this transaction generated a €2.6 billion increase in goodwill (€9.8 billion at the closing date compared with €7.7 billion at the opening date), new intangible assets for €0.5 billion (€1.1 billion at the closing date compared with €0.6 billion at the opening date), and a €2.1 billion decrease in equity (€6.1 billion at the closing date compared with €8.4 billion at the opening date).

At December 31, 2020, the Group had cash and cash equivalents and cash management assets of €3.2 billion. After accounting for borrowings of €8.1 billion and derivative instruments, Group net debt is €4.9 billion at December 31, 2020, compared with €0.6 billion at December 31, 2019. This increase in net debt is primarily due to the Altran acquisition. It is lower than expected due to organic free cash flow generation above expectations and the proceeds from the Odigo divestment.

Operations by major region



Revenues in **North America** grew by +7.9% at constant exchange rates. This increase was driven by Altran's contribution to revenues, mainly visible in the TMT sector. Financial Services enjoyed strong momentum at the year end and reported organic growth for the full year. The operating margin rate improved further to 14.8%, compared with 13.9% in 2019.

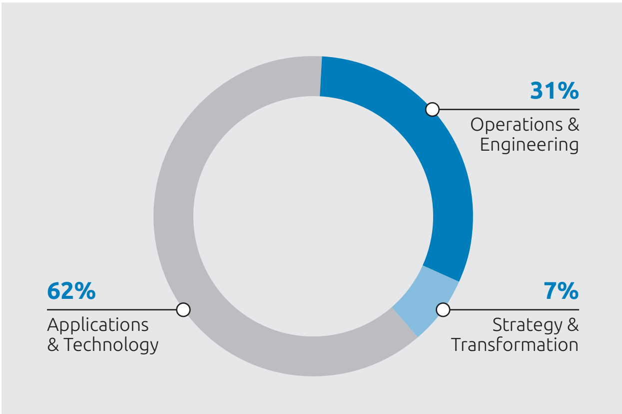
The **United Kingdom and Ireland** region reported +6.7% constant currency growth in revenues, supported by Altran's consolidation (mainly in the Manufacturing and TMT sectors) and robust Public Sector momentum throughout the year on an organic basis. The operating margin increased to 15.5% from 15.2% a year earlier.

France reported revenue growth of +14.2% at constant exchange rates for the period, with the Manufacturing, TMT and Energy & Utilities sectors significantly enhanced by the consolidation of Altran revenues. On a like-for-like basis, the Manufacturing sector was the most affected by the activity slowdown in the past year. Conversely, the Public Sector maintained robust growth throughout the year. Within the Group, France was the hardest hit by the pandemic, notably due to an unfavorable mix of sectors and business lines. Both revenues at constant scope and operating margin contracted visibly, with the latter declining 3.4 points year-on-year to 8.7%.

The **Rest of Europe** region grew +23.7% at constant exchange rates, including Altran revenues. Activity remained almost stable in 2020 on an organic basis, supported by the buoyant Public Sector and TMT sector. The region reported a slightly lower operating margin of 11.4%, compared with 11.8% a year earlier.

Finally, momentum remained strong in the **Asia-Pacific and Latin America** region, with revenues increasing +12.2% at constant exchange rates. This performance is particularly noteworthy as Altran's consolidation had a more limited impact in this region. Organic growth was again sustained, boosted particularly by Financial Services and, to a lesser extent, the Services and TMT sectors. The operating margin rate increased significantly to 13.0% from 11.2% in 2019.

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 revenues**, 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 inter-business flows.

Strategy & **Transformation** Consulting Services benefited from the integration of high value-added Consulting Services developed by Altran in recent years, recording +11.0% growth in total revenues at constant exchange rates.

Applications & Technology services, the Group's core business, reported a slight -0.2% decline in total revenues at constant exchange rates. The Altran acquisition had only a limited impact on growth at constant exchange rates in this service line.

Finally, **Operations & Engineering** total revenues grew +55.5% at constant exchange rates with the consolidation of Altran, which primarily delivers Engineering Services.

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

	2019				2020			
Utilization rate	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**
Strategy & Transformation [(1)]	70%	72%	70%	72%	69%	69%	69%	74%
Applications & Technology	78%	79%	79%	80%	78%	78%	79%	81%

(1) 2019 data has been adjusted to reflect changes in scope between business lines.

Headcount

At December 31, 2020, the total Group headcount is 269,769 employees compared with 219,314 employees one year earlier. This 50,455 net increase (+23.0%) is mainly due to the integration of Altran team members from April 1, 2020 and reflects:

- 97,837 additions; and
- 47,382 departures (including 32,928 resignations), representing a weighted attrition rate of 12.8% (compared with 20.0% in 2019).

Order book

Bookings totaled €16,892 million in 2020, an increase of +13% at constant exchange rates year-on-year. At 107%, the *book-to-bill* ratio reflects the strength of commercial activity in the context of the pandemic.

Other significant events in 2020

Company Purpose

In October 2020, Capgemini unveiled its purpose, which now forms one of the fundamentals of the Group: "Unleashing human energies through technology for an inclusive and sustainable future". The Group's conviction is that the digital transformation and technology must benefit humanity at large. Capgemini intends to be a benchmark in terms of its contribution to society, both in its own activities and those of its clients, by fighting against exclusion and acting for diversity, equal opportunity and the preservation of natural resources.

This purpose was developed in collaboration with its many stakeholders, and with the Group's employees at the heart of the process. It embodies the Group's ambition to ensure the development of its talents while encouraging a spirit of entrepreneurship and creativity. With more than 600,000 employees or former employees over the past decade, the Group also intends to be recognized as a school of excellence, whose talents and skills now resonate well beyond the Company. The Group is also convinced that true diversity is an asset that brings new solutions, creates value, and generates support and enthusiasm on a universal scale.

New Brand Promise

In October 2020, Capgemini rolled out its ambitious and committed new brand platform for its clients, employees and all of its audiences: "*Get the future you want*". It reflects the questions of our time, when global events and the speed of digital transformation are pushing everyone to question the role that technology can play in building an inclusive and sustainable future. The Group is aware that technology is now an indispensable tool for almost all business and societal transformations, but that this potential comes with great responsibilities, and that it must implement a technology that is designed by and for people, that unleashes the energies of people and organizations.

The message conveyed by this new brand promise is aimed both at companies and organizations looking for a trusted partner to accompany them in their development, and at all those who want to work within a responsible company. It is based on the Group's sector expertise and its relevance to its customers' business challenges, its wealth of experience in technologies and its passion for women and men. It also embodies the Group's responsible commitment to sustainable development.

New Environmental Ambitions

More than ever aware of the need to take action on climate change, in July 2020 the Group announced its commitment to achieving carbon neutrality for its operations no later than 2025 and its ambition to be net zero by 2030. These commitments are underpinned by a new set of carbon reduction targets which have been approved by the Science Based Targets Initiative as being in line with the level of action needed to limit the global warming to 1.5°C. Capgemini's previous target, set in 2015, of reducing carbon emissions by 30% per employee by 2030, was achieved by January 2020, nearly a decade early.

Capgemini also set an objective of reducing the carbon emissions of its clients by 10 million carbon metric tons by 2030, over 20 times the Group's own emissions.

Changes in governance

Following the Shareholders' Meeting of May 20, 2020, Mr. Aiman Ezzat became Chief Executive Officer and Mr. Paul Hermelin remained Chairman of the Board of Directors. This internal management transition process enabled the appointment of an internal manager. It was launched in 2017 at the initiative of Mr. Paul Hermelin who was Chairman and Chief Executive Officer at the time. The Group also appointed Mr. Aiman Ezzat as a director with effect from May 20, 2020. Mr. Aiman Ezzat, had been Chief Operating Officer of Capgemini since January 1, 2018 and a member of the Group Executive Board.

In addition, the Group appointed Ms. Belen Moscoso del Prado as a director from May 20, 2020. Ms. Belen Moscoso del Prado, a Spanish citizen, has held several positions in innovation and transformation applied to Digital and data strategy over the course of her career in international corporations. This appointment is in line with the Group's ambition to further the internationalization of the Board of Directors, deepen its sector expertise and enrich the diversity of its profiles.

Acquisitions and divestments

In addition to the acquisition of Altran Technologies completed in April 2020, Capgemini also performed a series of targeted acquisitions during the year.

The Group announced in February the acquisition of Purpose, one of the world's leading social impact agencies. With this acquisition Capgemini furthers its capacity to support clients to transform their business models and practices for impact and engage their stakeholders in making meaningful contributions to society.

Capgemini also developed its Data and Analytics capabilities in Scandinavia with the acquisition of Advectas in February. By joining Capgemini's Insights & Data global business line, the 200+ strong Advectas team has helped to further meet growing client demand for Capgemini's Business Intelligence and data analytics services across the region.

In March, the Group announced the acquisition of WhiteSky Labs, one of the largest independent MuleSoft full-service consultancies in the world, with operations across Australia and Asia. This acquisition strengthens Capgemini's capability to realize the potential of API powered enterprise integration across the region, in order to support the digital transformation of public and private sector organizations.

Finally, in November the Group entered into an agreement to acquire the Australian company RXP Services, a Digital services consulting firm listed on the ASX market. This acquisition will strengthen Capgemini's digital, data and cloud capabilities in Australia, supporting the Group's strong growth ambition in the Asia-Pacific region.

Capgemini also adapted its offering portfolio with the signature in September of an agreement with Apax Partners for the sale of Odigo, a leader in Contact-Center-as-a-Service (CCaaS) solutions principally for large companies. This transaction was completed in December 2020.

Changes in the financial structure

Capgemini performed two multi-tranche bond issues during 2020, primarily in connection with Altran acquisition financing.

In April 2020, the Group performed an initial €3.5 billion bond issue for the bridge loan secured in 2019 to finance the acquisition of Altran Technologies, as well as for general corporate purposes. This issue comprises four tranches:

- a €500 million tranche maturing in 2 years (2022 tranche), paying a coupon of 1.250%,
- a €800 million tranche maturing in 6 years (2026 tranche), paying a coupon of 1.625%,
- a €1 billion tranche maturing in 9 years (2029 tranche), paying a coupon of 2.000%, and
- a €1.2 billion tranche maturing in 12 years (2032 tranche), paying a coupon of 2.375%.

In June 2020, the Group performed a second €1.6 billion bond issue to refinance, at far more favorable conditions, the borrowings previously carried by Altran Technologies. This new bond issue comprises two tranches:

- a €800 million tranche maturing in 5 years, paying a coupon of 0.625%, and
- a €800 million tranche maturing in 10 years, paying a coupon of 1.125%.

In September 2020, the financial rating agency, Standard & Poor's, confirmed Capgemini's long-term credit rating of BBB, with a neutral outlook, awarded in March 2020 in anticipation of the completion of the Altran Technologies acquisition.

Finally, the seventh employee share ownership plan (ESOP) launched in September 2020 and aimed at associating employees with the Group's development and performance, was a great success with a subscription rate of 174%. This new plan increases employee share ownership above 6% of the share capital.

Commercial momentum

Despite the impact of the Covid-19 global pandemic on its activities, Capgemini enjoyed continued strong demand in 2020 from its major clients to support their digital transformation across all its main vertical segments:

- in the Manufacturing and Life Sciences sector:
  - a global pharmaceutical group selected Capgemini to help it develop a patient experience platform for a new revolutionary therapy for individuals with serious auto-immune disorders;
  - the Group was selected as preferred supplier by a global leader in life sciences to support the digitalization of its operations, including the implementation of artificial intelligence and machine learning solutions;
  - Capgemini signed a contract with a leading German car manufacturer to implement a real time analysis and immediate response system for quality issues sent directly by vehicles to support services;
  - Capgemini was chosen by a German mechanical engineering company to digitalize the accounting and purchasing system of its worldwide entities and, in particular, prepare them for the implementation of the SAP S/4 HANA suite;
  - a global leading manufacturer of domestic appliances selected the Group to support the deployment of the S4/HANA suite in the Europe, Middle East and Africa region;
  - a global pharmaceutical company has chosen Capgemini to help transform its clinical trials into a fully digital operation. This project aims to harmonize and simplify the way the client manages its clinical trials in its different geographical areas and to implement a digital information system to support its operations.
- in the Financial Services sector:
  - the Group defined a business process digital transformation program for a major global investment bank based on machine learning and automation tools, encompassing the transfer of their IT platforms to the cloud;
  - Capgemini was selected by a leading British bank as strategic partner for the implementation of a global risk monitoring and regulatory reporting program;
  - in addition, the Group joined with a global provider of insurance and investment solutions to design and develop a lending and universal banking SaaS (Software-as-a-Service) platform;
  - the Group has renewed for 7 years its contract with a major French financial banking institution for the management of their infrastructure platform to transform and operate their servers, network and work stations;
  - Capgemini has been selected by a Dutch pension fund to support the implementation of its strategy through a state-of-the-art digital platform. The platform will be implemented over two years and the contract covers an eight-year execution period.
- in the Energy & Utilities sector:
  - the Group was selected by a leading oil and gas company to set-up a center of excellence for infrastructures and related solutions;
  - Capgemini will deploy a robotic and automation services platform for a major European provider of energy services to local authorities, aimed at automating all internal processes in every country where the client operates;
  - Capgemini signed a contract with a leading global energy producer and distributor for Salesforce CRM development, management and assistance services for its customer digital service centers and its various activity branches;

  - finally, Capgemini has renewed a partnership with an American oil services company. For this client, the Group will work over the next 5 years on the management of the main applications and business analyses for its client.
- in the Retail & Consumer Goods sector:
  - one of the most iconic retailers in the United Kingdom selected Capgemini as strategic partner for the development and maintenance of its applications through 2026. This agreement encompasses a range of services within a single strategic relationship;
  - a national postal services leader designated Capgemini partner of choice for innovation and performance in the transformation of its information system over the next eight years. In particular, the Group will set-up "data factories" to exploit new technologies and optimize total application costs for the Company;
  - the Group signed a five-year agreement with a European milk cooperative as sole IT partner, particularly covering Data & Analytics services, with the objective of reducing IT expenditure over the years while improving the quality of functions provided;
  - Capgemini will support a specialist retailer of educational products with rationalizing, optimizing and modernizing its IT architecture, to enable it to concentrate on implementing market-focused capabilities with a reduced go-to-market period;
  - finally, the Group signed a contract with a global consumer goods company. The solution deployed by Capgemini will help the salesforce in the field exploit the power of predictive analysis to maximize product consumption.
- in the Public Sector:
  - Capgemini will provide the UK Ministry of Defense with an IT services center for a period of 5 years. The center will use Capgemini cutting-edge capabilities in artificial intelligence and smart analytics to develop the self-service use of its services;
  - a national public procurement agency chose the Group to provide consulting and technological assistance services and selected it to supply cloud services for public and para-public services;
  - Capgemini extended its Digital SIAM (Service Integration and Management) agreement with a US public body, for the automation of its digital platform and supplier management services;
  - the Group won a contract to maintain, upgrade and integrate the entire IT infrastructure of a French governmental agency.

The acquisition of Altran Technologies has already enabled Capgemini to record a number of noteworthy successes in 2020, demonstrating the value created by combining the two groups, in particular in the "Intelligent Industry" sector:

- the Group signed an agreement with a global industrial group to build the digital twin of its plants. This single supplier contract, due to the required combination of expertise and capabilities, illustrates the unique value proposal now offered by the Group to its clients;
- Altran's and Capgemini's combined intelligent industry expertise will help improve the industrial network of another global group specializing in energy solutions in several countries. Once again, the new entity's unique combination of expertise and geographical coverage enabled the Group to win this contract without a tender process;
- a major energy player awarded the Group an engineering project to transform one of its industrial sites, due to its capacity to deploy all necessary expertise without forming a consortium;
- finally, considering the expertise of Altran in the car industry, a large European car manufacturer has selected Capgemini to provide the turnkey development program of a light electric vehicle designed to meet the environmental challenges.

Rewards and recognitions

Capgemini's technical and sector expertise was recognized by several prizes and distinctions in 2020, including most notably the following awards:

- ISG named Capgemini as "Global Market Leader 2019-2020" in next-gen Application Development and Maintenance services (January);
- Everest Group named the Group as a Leader in a large number of technology service offerings, such as services for various insurance sectors (January, March and May), Application and Digital services for capital markets (February), *Advanced Analytics and Insights Services 2020* (February), *Finance and Accounting Digital Capability Platform Solutions Service Providers* (March), Intelligent Automation in Business Processes Solution Providers 2020 (May), *Open Banking IT Services* (June) and IT Guidewire services (July);
- Capgemini was positioned as a Leader by Gartner in its Magic Quadrant for Data and Analytics Service Providers (March), followed by *CRM and Customer Experience Implementation Services* (April), Public Cloud Infrastructure Professional and Managed Services, Worldwide (May), Managed Workplace Services, Europe (May) and IT Services for Communications Service Providers, Worldwide (September);
- the Group was named as a Leader by NelsonHall in its NEAT evaluation of learning services (April), in *Digital Banking* (June), in *Cloud-Based HR Transformation* (October) and in Advanced Digital Workplace Services (November);
- Capgemini was also named a Leader by IDC for SAP implementation services (August) and a leading supplier of RPA (Robotic Process Automation) services to financial institutions (November);
- the Group received the first Commerce Cloud Partner Trailblazer Award for B2C at the 2019 Salesforce Lightning Bolt Trailblazer Awards (January);
- Capgemini scooped Frost & Sullivan's 2019 Global Company of the year award for Software Testing solutions (June);
- Capgemini was honored by AI Breakthrough for the second year running for its innovation in artificial intelligence at the 2020 AI Breakthrough Awards (September).

Finally, Capgemini was recognized in 2020 as *One of the World's Most Ethical Companies* by the Ethisphere Institute, for the eighth year in a row. The Group also saw its local initiatives in terms of Corporate Social Responsibility being recognized by various recognitions in many countries, as illustrated by the selected examples below:

- the exemplary work done in India on *Digital Academies* has won us the Indian Chamber of Commerce Award in the "*Employment Enhancing Vocational Skills*" category;
- our *Digital Academy* efforts in the UK with '*Code your Future*', targeting refugees, migrants and young people coming from disadvantaged areas, were recognized by the "best Education Project" prize in the 2020 Global Good Awards;
- Capgemini India received the "*Best companies for women*" and "*Most inclusive companies*" awards by AVTAR Group & Working Mother Media;
- in North America Capgemini was designated a 2020 Top Companies for Executive Women by Working Mother Media, and one of the "best Places to Work" by HRC, with a 100% score in Corporate Equality Index.

Comments on the Capgemini group consolidated financial statements and outlook for 2021

Consolidated Income Statement

Consolidated **revenues** total €15,848 million for the year ended December 31, 2020, compared with €14,125 million in 2019, up 12.2% on reported figures and 13.7% at constant exchange rates.

Operating expenses total €13,969 million, compared with €12,384 million in 2019.

An analysis of costs by nature highlights a €1,560 million increase in personnel costs from €8,918 million in 2019 to €10,478 million in 2020. Personnel costs represent 66.1% of revenues compared with 63.1% in 2019. The average headcount rose 16.4% in 2020 to 251,525, compared with 216,104 in 2019. Offshore employees represent 54% of the total Group headcount in 2020.

An analysis of costs by function reveals:

- the cost of services rendered is €11,712 million, or 73.9% of revenues, up 1.2 points on 2019. The gross margin is 26.1% of revenues in 2020, compared with 27.3% in 2019;
- selling costs total €1,113 million, or 7.0% of revenues;
- general and administrative expenses total €1,144 million (7.2% of revenues).

The **operating margin** is therefore €1,879 million in 2020, compared with €1,741 million in 2019, representing a margin rate of 11.9% (12.3% in 2019).

Other operating income and expense is a net expense of €377 million in 2020, compared with €308 million in 2019. This significant increase is mainly due to:

- the integration of Altran from April 1, 2020 and in particular: the amortization of intangible assets recognized on the business combination, as well as acquisition and integration costs relating to this acquisition and, finally, the inclusion of restructuring expenses specific to Altran; partially offset by
- the capital gain realized on the sale of the Odigo business on December 30, 2020.

Operating profit is €1,502 million (9.5% of revenues), compared with €1,433 million in 2019 (10.1% of revenues).

The **net financial expense** is €147 million, compared with €79 million in 2019. This increase is mainly due to the cost of financing the Altran acquisition.

The **income tax expense** is €400 million, compared with €502 million in 2019. The effective tax rate is 29.5% in 2020, compared with 37.1% in 2019. Excluding the tax income relating to the transitional impact of the 2017 US tax reform of €8 million in 2020 and the tax expense of €60 million in 2019, the effective tax rate fell from 32.6% in 2019 to 30.1% in 2020. This decrease is mainly due to the impact of permanent differences – especially the untaxed capital gain net of costs on the sale of Odigo – partially offset by the non-recognition of tax losses carried forward of the fiscal year due to uncertainties relating to the global health crisis. Excluding the tax income relating to the transitional impact of the 2017 US tax reform of €8 million and the capital gain on Odigo disposal, the adjusted effective tax rate for 2020 would be 33%.

Profit for the year attributable to owners of the Company is €957 million in 2020, compared with €856 million in 2019. Excluding the tax income of €8 million due to the transitional impact of the 2017 US tax reform, normalized earnings per share is therefore €7.23 based on an average of 167,620,101 ordinary shares outstanding in 2020, compared with €6.76 based on an average of 166,171,198 ordinary shares outstanding in 2019.

Consolidated Statement of Financial Position

Equity attributable to owners of the Company totaled €6,103 million at December 31, 2020, down €2,321 million on December 31, 2019. The decrease was mainly due to:

- the impact of the subsequent acquisition of Altran shares after the initial takeover for €2,135 million;
- the negative impact of other comprehensive income of €752 million;
- the elimination of treasury shares in the amount of €518 million;
- the payment to shareholders of dividends of €226 million, compensated by:
  - the impact of incentive and employee share ownership instruments of €387 million, including €278 million in respect of the share capital increase under the ESOP 2020 international employee share ownership plan;
  - the net profit for the period of €957 million.

Non-current assets totaled €14,115 million at December 31, 2020, up €2,543 million on December 31, 2019. This rise was mainly attributable to the recognition of goodwill of €2,578 million on the takeover of the Altran Technologies group in 2020.

Non-current liabilities totaled €9,864 million at December 31, 2020, up €5,268 million on December 31, 2019. This increase is mainly due to the various bond issues performed in the context of acquiring the Altran Technologies group.

Trade receivables and contract assets totaled €3,938 million at December 31, 2020, compared with €3,380 million at December 31, 2019. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €2,792 million at December 31, 2020, compared with €2,461 million at December 31, 2019.

Accounts and notes payable mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than income tax and total €3,358 million at December 31, 2020, compared with €3,011 million at December 31, 2019.

Consolidated net debt totaled €4,904 million at December 31, 2020, compared with €600 million at December 31, 2019. This €4,304 million increase in net debt on December 31, 2019 chiefly reflects:

— cash outflows in respect of the acquisition of Altran shares (including the additional consideration granted on the shares purchased in 2019) of €3,280 million, plus Altran net debt of €1,556 million,

— the payment to shareholders of the 2019 dividend of €226 million;

— net cash outflows of €514 million in respect of transactions in Capgemini SE shares;

partially offset by the generation of organic free cash flow in 2020 of €1,119 million, the share capital increase under the ESOP 2020 international employee share ownership plan for €278 million and the sale of the Odigo business on December 30, 2020.

Outlook for 2021

While the environment tends to improve, the Group remains vigilant on the evolution of the health situation.

In an improving but still uncertain environment, the Group targets for 2021:

— A constant currency growth of +7.0% to +9.0%;
— An operating margin of 12.2% to 12.4%, i.e. at 2019 level;
— An organic free cash flow above €1,300 million.

The inorganic contribution to growth is anticipated at c. 4.5 points.

Income statement of Capgemini SE

The Company reported **operating income** for the year ended December 31, 2020 of €478 million (including €328 million in royalties received from subsidiaries) compared with €447 million last year (including €343 million in royalties).

Operating profit is €238 million, compared with €275 million in 2019.

The **net finance expense** is €29 million (compared with net financial income of €244 million in 2019) and reflects the difference between:

— income of €344 million, mainly comprising foreign exchange gains on the pooling of currency risk at Group level (€278 million), dividends received from subsidiaries (€30 million), reversals of provisions for equity interests (€18 million), income from loans granted to subsidiaries (€10 million) and reversals of provisions for foreign exchange losses (€7 million);

— expenses of €373 million, mainly comprising foreign exchange losses on the pooling of currency risk at Group level (€186 million), charges to provisions for equity interests (€59 million), charges to provisions for foreign exchange losses (€13 million), as well as interest on bond issues and bank borrowings (€111 million).

This €273 million increase in net financial expenses year-on-year is essentially due to the decrease in dividends received from subsidiaries (€153 million), net reversals of provisions for equity interests (€83 million) and the increase in interest on new bond issues (€56 million).

Non-recurring items mainly comprise the accelerated depreciation of company acquisitions costs and represent a net expense of €6 million, compared to nil last year.

After an **income tax expense** of €21 million (compared with €29 million in 2019), notably reflecting the income tax expense of the tax consolidation group, the Company reported a **net profit** of €182 million.

2. Governance

AN INDEPENDENT AND BALANCED BOARD OF DIRECTORS

Paul Hermelin
Chairman of the Board of Directors

"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[1]	Independent Directors[2]	Gender balance[3]	Average age	Internationalization
13 + 2	**75%**	W: **42%** / M: **58%**	**60 years**	**27%**

Average length of office	Director representing employee shareholders	Directors representing employees
6 years	**1**	**2**

NB: Information at December 31, 2020. **1.** Thirteen 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.

MANAGEMENT OF THE GROUP

Since May 20, 2020, the date on which the functions of Chairman of the Board of Directors and Chief Executive Officer were separated, Capgemini SE Group management has been led by Mr. Aiman Ezzat, who was appointed Chief Executive Officer as part of the managerial succession announced on September 16, 2019. Mr. Paul Hermelin served as Chairman and Chief Executive Officer until May 20, 2020 and remains Chairman of the Board of Directors.

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 to 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

For more information regarding Capgemini SE governance or corporate officers' compensation, see Section 2 of the 2020 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' Meetings 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.

ETHICS & GOVERNANCE COMMITTEE

Attendance	Members	Independence	Meetings
100%	4	75%	5

COMPENSATION COMMITTEE

Attendance	Members	Independence	Meetings
96%	5	100%	5

BOARD OF DIRECTORS

Attendance	Members	Independence[1]	Meetings	Executive Sessions
97%	15	75%	12	3

STRATEGY & CSR COMMITTEE

Attendance	Members	Independence	Meetings
100%	6	40%	5

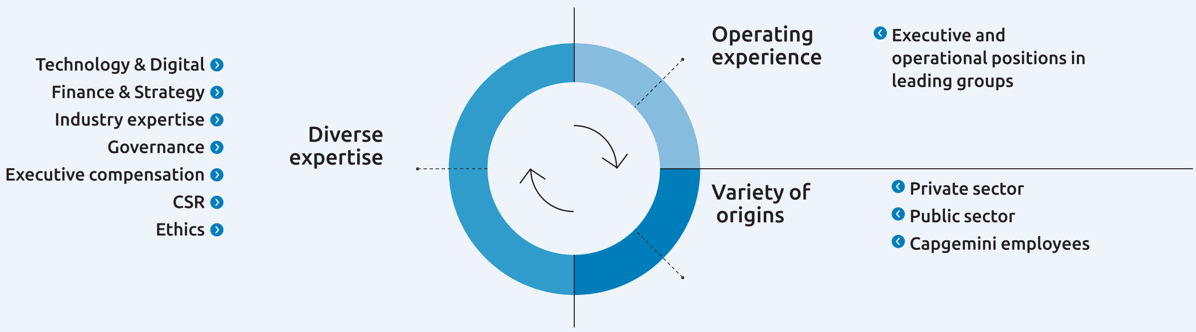
AUDIT & RISK COMMITTEE

Attendance	Members	Independence	Meetings
95%	4	100%	9

NB: Information at December 31, 2020. **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.

A GOOD MATCH BETWEEN DIRECTORS AND THE GROUP'S STRATEGIC FOCUS

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.



The Board of Directors therefore decided to adopt the following **objectives** for its **composition for the period 2018-2022:** **01.** International diversification to reflect changes in Capgemini's geographical spread and businesses. **02.** Diversification of profiles and expertise. **03.** Staggered renewal of terms of office. **04.** Maintenance of a measured number of directors, enabling coherence and collective decision-making.

Activities of the Board in 2020

Group strategy and organization, CSR

- Implementation of strategic priorities
- External growth opportunities, including monitoring the acquisition and integration of Altran
- Review of the main changes in markets and the competitive environment
- Intelligent Industry, Cloud and data strategy
- Monitoring of strategic partnerships
- Monitoring of the CSR strategy

Governance

- Changes in the composition of the Board and its Committees
- Preparation of the Shareholders' Meeting
- Internal assessment of the Board
- Participation in work on the Purpose
- Monitoring of dialogue with shareholders and proxy advisors

Management transition

- Implementation of a governance structure separating the duties of Chairman of the Board and Chief Executive Officer
- Definition of the duties of Chairman of the Board and allocation of roles between the Chairman of the Board and the Lead Independent Director

Group Performance

- Management of the impact of the Covid-19 pandemic and solidarity measures
- Group performance and activities
- Active management of the Group balance sheet and liquidity (including Altran acquisition refinancing transactions)

Audit & Risk

- 2019 Company financial statements
- 2019 consolidated financial statements and 2020 first-half interim consolidated financial statements
- Renewal of the Statutory auditors
- Risk monitoring
- Internal control and Internal audit
- Monitoring of the Group's various ethics and compliance actions

Talent management and compensation

- Monitoring of Group talent management and the management team succession process
- Diversity policy for management bodies
- Compensation of Executive Corporate Officers
- Performance share and free share grants
- New employee share ownership plan

Director training

The Board of Directors is briefed on changes in markets, the competitive environment and the main challenges facing the Company, including with respect to Corporate Social Responsibility.

Capgemini ensures that directors joining the Board receive training in the specific aspects of the Group, its businesses and activity sectors, particularly through meetings with the various members of Group Management.

Specific training sessions are organized throughout the year to help directors increase their knowledge of the Group (through presentations of its ecosystem, challenges, businesses and certain of its regions) and its competitive environment, as well as recent market disruption trends and technological developments. The Board members meet regularly with the members of the Group Executive Board during Board and Committee meetings. Each year a Board meeting dedicated to strategy is held "off-premises" in the form of a seminar and invites key managers of the Group to contribute to Board discussions.

Assessment of the Board of Directors – Priorities for 2021

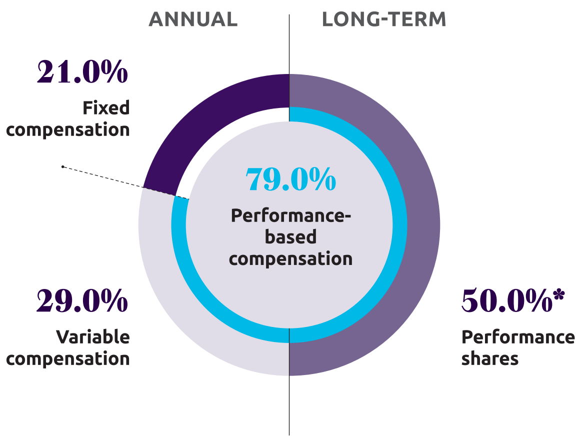
The Lead Independent Director conducted an assessment of the Board of Directors' activities in 2020. Following this assessment, the Board of Directors set the following priorities for 2021:

- monitoring of the integration of Altran and continued dialogue between the Chief Executive Officer and the Board to validate the Group's new strategic direction beyond this determining acquisition;
- continuation of the 2018-2022 objectives set by the Board of Directors: international diversification, diversification of profiles, staggered renewal of terms of office, maintenance of a measured number of directors enabling coherence and collective decision-making. International diversification of the Board will receive special attention;
- organization of executive sessions on a range of governance issues and changes to the structure of Board meetings, for even more interactivity.

3. 2021 compensation policy of the Executive Corporate Officers

The compensation policies for the Chairman and Chief Executive Officer were approved by the Board of Directors on March 18, 2021 on the recommendation of the Compensation Committee. The Chairman of the Board of Directors' compensation policy solely includes fixed compensation, the continuation of the supplementary collective defined benefit pension plan and the coverage provided by the collective health and welfare plans applicable within the Company. The compensation policy for the Chief Executive Officer is summarized below. —

2021 annual compensation target structure of the Chief Executive Officer



*Amount capped at 100% of theoretical annual cash compensation

Criteria for annual variable compensation in 2021

The indicators selected to determine the variable compensation are divided between:

- **financial objectives**, representing 60% of annual variable compensation and based on **01.** attainment of revenue objectives, **02.** attainment of operating margin rate, **03.** attainment of pre-tax net profit and **04.** attainment of free cash flow;
- **quantitative individual objectives**, representing up to 20% of annual variable compensation, tied to the roll-out of the CSR strategy (diversity and carbon footprint);
- **qualitative individual objectives**, representing up to 20% of annual variable compensation, divided between **01.** integration of Altran and **02.** Intelligent Industry strategy.

In compliance with the Say on Pay rules, the compensation policy and the compensation of Executive Corporate Officers paid during the fiscal year or granted in respect of the fiscal year then ended must be presented to the Shareholders' Meeting for an annual vote. —

The compensation policies for (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer and (iii) the Directors in respect of their terms of office for fiscal year 2021, were approved by the Board of Directors on March 18, 2021 on the recommendation of the Compensation Committee. They are presented in the Board of Directors' report on Corporate Governance in Sections 2.3.1 and 2.3.2 of the 2020 Universal Registration Document.

4. Agenda

Resolutions presented at the Ordinary Shareholders' Meeting

- Approval of the 2020 Company financial statements (1st **resolution**);
- Approval of the 2020 consolidated financial statements (2nd **resolution**);
- Appropriation of earnings and setting of the dividend (3rd **resolution**);
- Approval of the regulated agreement governed by Articles L. 225-38 *et seq.* of the French Commercial Code – Special report of the Statutory auditors (4th **resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020 (5th **resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020 (6th **resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors from May 20, 2020 (7th **resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer from May 20, 2020 (8th **resolution**);
- Approval of the report on the compensation of corporate officers relating to the information detailed in Article L. 22-10-9 I of the French Commercial Code (9th **resolution**);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors (10th **resolution**);
- Approval of the compensation policy applicable to the Chief Executive Officer (11th **resolution**);
- Approval of the compensation policy applicable to Directors (12th **resolution**);
- Renewal of the term of office of Mr. Patrick Pouyanné as a director (13th **resolution**);
- Appointment of Ms. Tanja Rueckert as a director (14th **resolution**);
- Appointment of Mr. Kurt Sievers as a director (15th **resolution**);
- Authorization of a share buyback program (16th **resolution**).

Resolutions presented at the Extraordinary Shareholders' Meeting

- Amendment of Article 12, paragraph 2), of the Company's bylaws (17th **resolution**);
- Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1.2% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of the grants) (18th **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 Company's share capital to members of Capgemini group employee savings plans up to a maximum par value amount of €32 million and at a price set in accordance with the provisions of the French Labor Code (19th **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 (20th **resolution**);
- Powers to carry out formalities (21st **resolution**).

5. 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 2020 included in the 2020 Universal Registration Document (available at www.capgemini.com), to which you are invited to refer.

Resolutions presented at the Ordinary Shareholders' Meeting

PRESENTATION OF THE 1ST AND 2ND 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, 2020 as follows:

- the Company financial statements of Capgemini SE showing a net profit of €181,627,000.73;
- the consolidated financial statements of Capgemini showing net profit for the Group of €957 million.

FIRST RESOLUTION

Approval of the 2020 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, 2020, showing net profit for the year of €181,627,000.73, as presented, and the transactions recorded therein and summarized in these reports.

SECOND RESOLUTION

Approval of the 2020 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, 2020, showing net profit for the Group of €957 million, as presented, and the transactions recorded therein and summarized in these reports.

PRESENTATION OF THE 3RD RESOLUTION

Appropriation of earnings and setting of the dividend

Overview

The third resolution relates to the appropriation of earnings for the year ended 2020 and the setting of the dividend.

It is proposed that the dividend be set at €1.95 per share, representing a total distribution of €329,130,432.15 based on the number of shares ranking for dividends at December 31, 2020.

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, 2020, excluding non-recurring income or tax expenses, would be 35%.

Residual distributable profits for the year, i.e. €5,828,678,795.20, 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 2, 2021 and a dividend payment date starting from June 4, 2021.

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, 2020 as follows:

Net profit for the year	€181,627,000.73
No funding of the legal reserve as already fully funded	
i.e. a balance of:	**€181,627,000.73**
Retained earnings of previous years:	€5,976,182,226.62
i.e. distributable earnings:	**€6,157,809,227.35**
allocated to:	
– payment of a dividend of €1.95 per share	€329,130,432.15 (1)
– retained earnings for the balance:	€5,828,678,795.20
giving a total of:	**€6,157,809,227.35**

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2020 and could therefore change if this number varies between January 1, 2021 and the ex-dividend date.

It should be noted that the dividend, set at €1.95 for each of the shares bearing dividend rights on January 1, 2021, 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 2, 2021 and the dividend will be payable from June 4, 2021. 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, 2020, 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 over the past three fiscal years:

	Dividend distribution (1) *(in euros)*	Distributed income (2) *(in euros)*	Dividend per share *(in euros)*
Fiscal year 2019	228,616,423.65	225,689,958.45	1.35
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

(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. In fiscal years 2017, 2018 and 2019, these amounts were only fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) when the beneficiary was tax-resident in France and had opted for taxation at the progressive income tax scale.

PRESENTATION OF THE 4TH RESOLUTION

REGULATED AGREEMENTS – SPECIAL REPORT OF THE STATUTORY AUDITORS

Overview

All agreements governed by Article L. 225-38 of the French Commercial Code authorized by the Board of Directors during the year ended December 31, 2020 concerned the acquisition by the Company of Altran Technologies through a tender offer ("**the Offer**"). In addition, these agreements were all approved by the Shareholders' Meeting of May 20, 2020, with the exception of the agreement authorized by the Board of Directors' meeting of March 31, 2020 presented below and submitted for your approval.

For more information on the terms and conditions of the Offer or on the special report of the Statutory auditors, please refer to the 2020 Universal Registration Document.

Amendment to the Facility Agreement

It is recalled that 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.

On July 15, 2019, several credit institutions including Crédit Agricole Corporate and Investment Bank and Société Générale became parties to the Facility Agreement.

The Board of Directors' meeting of March 31, 2020 authorized the signature of an amendment to the Facility Agreement enabling the Company to enter into loan agreements and issue ordinary bonds without allocating the funds in full to the cancellation of amounts available or the repayment of outstanding loans under the Facility Agreement.

Mrs. Laurence Dors, Director of Crédit Agricole S.A., Mr. Xavier Musca, Chief Operating Officer of Crédit Agricole S.A. and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in discussions or the vote by the Board of Directors due to their duties in these institutions.

In accordance with this authorization, the agent under the Facility Agreement confirmed the consent of the lenders on April 10, 2020.

The Board of Directors noted that the adjusted terms and conditions of the Facility Agreement remain the same as those of the initial Facility Agreement from a commercial standpoint, without additional financial consideration, and are therefore in the Company's interest.

On June 23, 2020, the amount outstanding under the Facility Agreement was repaid in full and the Facility Agreement was canceled.

The fees and interest payable to Crédit Agricole Corporate and Investment Bank and Société Générale in respect of this Facility Agreement were identical to those paid to other financial institutions of the same rank participating in the Facility Agreement. The Company paid during fiscal year 2020:

— to Crédit Agricole Corporate and Investment Bank: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697,
— to Société Générale: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697.

FOURTH RESOLUTION

Approval of the regulated agreement 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 agreement presented in this report and not previously approved by the Shareholders' Meeting, as well as the said report.

PRESENTATION OF THE 5TH TO 9TH RESOLUTIONS

APPROVAL OF THE COMPONENTS OF COMPENSATION AND ALL TYPES OF BENEFITS PAID DURING FISCAL YEAR 2020 OR GRANTED IN RESPECT OF THE SAME FISCAL YEAR TO EXECUTIVE CORPORATE OFFICERS

Overview

Pursuant to Article L. 22-10-34 II (formerly L. 225-100 III) of the French Commercial Code, shareholders are called to express their opinion on the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Executive Corporate Officers.

It is recalled that the Board of Directors' meeting following the Shareholders' Meeting of May 20, 2020, decided to separate the duties of Chairman of the Board of Directors and Chief Executive Officer with immediate effect. During this meeting, Mr. Paul Hermelin was confirmed as Chairman of the Board of Directors and Mr. Aiman Ezzat was appointed Chief Executive Officer.

On the Compensation Committee's recommendation, the Board of Directors, at its meeting of March 18, 2021, approved the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020 and then Chairman of the Board of Directors, as well as to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020 and then Chief Executive Officer. These items were paid or granted in accordance with the compensation policy approved by the Shareholders' Meeting of May 20, 2020 (9th, 10th, 11th and 12th resolutions).

In addition, pursuant to Article L. 22-10-9 I (formerly L. 225-37-3 I) of the French Commercial Code, the Shareholders' Meeting is also called to approve a report on the compensation of corporate officers.

The tables summarizing the components of compensation of the Executive Corporate Officers and the information concerning the compensation of corporate officers submitted to shareholders' vote pursuant to the 5th, 6th, 7th, 8th and 9th resolutions, are presented in the Board of Directors' report on Corporate Governance in Section 2.3.3 of the 2020 Universal Registration Document.

FIFTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020

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 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020.

SIXTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020

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 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020.

SEVENTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors from May 20, 2020

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 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors from May 20, 2020.

EIGHTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer from May 20, 2020

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 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer from May 20, 2020.

NINTH RESOLUTION

Approval of the report on the compensation of corporate officers relating to the information detailed in Article L. 22-10-9 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 detailed in Article L. 22-10-9 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 10TH TO 12TH 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. 22-10-8 (formerly L. 225-37-2) of the French Commercial Code.

The compensation policies for (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer and (iii) the Directors in respect of their terms of office for fiscal year 2021, were approved by the Board of Directors on March 18, 2021 on the recommendation of the Compensation Committee. They are presented in the Board of Directors' report on Corporate Governance in Sections 2.3.1 and 2.3.2 of the 2020 Universal Registration Document.

TENTH 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. 22-10-8 II of the French Commercial Code, as detailed in this report.

ELEVENTH 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. 22-10-8 II of the French Commercial Code, as detailed in this report.

TWELFTH RESOLUTION

Approval of the compensation policy applicable to 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. 22-10-8 II of the French Commercial Code, as detailed in this report.

PRESENTATION OF THE 13TH TO 15TH RESOLUTIONS

RENEWAL OF A DIRECTOR – APPOINTMENT OF TWO DIRECTORS

Overview

The Board of Directors of Capgemini SE, meeting on March 18, 2021 under the chairmanship of Mr. Paul Hermelin, and at the recommendation of the Ethics & Governance Committee, deliberated on the change in the composition of the Board of Directors to be proposed at the upcoming Shareholders' Meeting of May 20, 2021.

The Board of Directors decided to propose to the 2021 Shareholders' Meeting the renewal of the term of office of Mr. Patrick Pouyanné and the appointment of Ms. Tanja Rueckert and Mr. Kurt Sievers as members of the Board of Directors for a term of four years, Ms. Bouverot, Mr. Bernard and Mr. Pringuet having expressed their wish not to renew their terms of office. These proposals are 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. Tanja Rueckert, a German citizen, has acquired throughout her career, solid experience in the software sector as an executive leading business units of international groups and expertise in several fields including the Internet of Things (IoT), artificial intelligence and digital transformation.

Mr. Kurt Sievers, a German citizen, has management experience in a leading international group in the semiconductor sector, at the heart of the Intelligent Industry's development. He also brings to the Board his expertise in the automobile sector, technology and artificial intelligence, and his knowledge of North America and American Corporate Governance.

The Board of Directors has indicated that Ms. Tanja Rueckert and Mr. Kurt Sievers are considered independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The Board of Directors warmly thanked Ms. Anne Bouverot, Mr. Daniel Bernard and Mr. Pierre Pringuet for their contribution to the work of the Board and its Committees during their tenure and welcomed in particular the role played by the Vice-Chairman and the Lead Independent Director in the management succession that took place in May 2020.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 20, 2021, the Board of Directors would count 14 directors, including two directors representing employees and one director representing employee shareholders, with 82% of independent directors (1), 43% of international profiles and 45% of female directors (1).

(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 and of the Code of Commerce respectively.

Date of birth:
June 24, 1963

Nationality:
French

Business address:
TOTAL SE
2, Place Jean Millier
92400 Courbevoie

First appointment:
2017

Expiry of term of office:
2021 (Ordinary Shareholders' Meeting held to approve the 2020 financial statements)

Number of shares held at 12/31/2020:
1,000

PATRICK POUYANNÉ

Independent Director
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Patrick Pouyanné is a graduate of École Polytechnique and a Chief Engineer of France's Corps des Mines. Between 1989 and 1996, he held various administrative positions in the Ministry of Industry and other cabinet positions (technical advisor to the Prime Minister – Édouard Balladur – in the fields of the Environment and Industry from 1993 to 1995, Chief of Staff for the Minister for Information and Aerospace Technologies – François Fillon – from 1995 to 1996). In January 1997 he joined Total in Angola followed by Qatar in 1999. In August 2002, he was appointed President, Finance, Economy and IT for Exploration & Production. In January 2006, he became President, Strategy, Growth and Research and was appointed a member of the Group's Management Committee in May 2006. In March 2011, Mr. Patrick Pouyanné was appointed Vice-President, Chemicals, and Vice-President, Petrochemicals. In January 2012, he became President, Refining & Chemicals and a member of the Group's Executive Committee.

On October 22, 2014, he was appointed Chief Executive Officer of TOTAL S.A. and President of the Group's Executive Committee. TOTAL's Board of Directors appointed him as its Chairman from December 19, 2015. Mr. Pouyanné's term of office was renewed by the Shareholders' Meeting of June 1, 2018 for a period of three years and the Board of Directors confirmed him in his duties of Chairman of the Board and Chief Executive Officer for the same period.

Mr. Pouyanné has been a director of Capgemini SE since May 10, 2017 and a member of the Strategy & CSR Committee since September 1, 2017.

He brings to the Board of Directors of Capgemini SE his expertise in macroeconomic and geopolitical issues and his experience in managing a leading international energy group, a sector where new technologies play an essential role.

Principal office:
Mr. Patrick Pouyanné has been Chairman and Chief Executive Officer of TOTAL S.A. since December 2015. He has been a director of TOTAL SE since May 2015 and is Chairman of the Strategy & CSR Committee.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
- Capgemini SE* (since May 2017)

Chairman and Chief Executive Officer of:
- TOTAL SE* (since December 2015)

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

N/A

* Listed company.

Date of birth:
December 27, 1969

Nationality:
German

Business address:
Bosch Sicherheitssysteme GmbH
Robert Bosch Ring 5-7
85630 Grasbrunn
Germany

First appointment:
2021

Expiry of term of office:
2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number of shares held at March 18, 2021:
0

TANJA RUECKERT

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Tanja Rueckert graduated from the University of Regensburg (Germany) with a PhD in Chemistry.

She has spent the majority of her career in the digital sector working with the SAP group. Following her roles as Executive Vice President and Chief Operating Officer for Products & Innovation with SAP SE, in 2015, she became President of IoT & Digital Supply Chain at SAP SE.

She has been President of the Board of Management of Bosch Building Technologies since August, 2018.

In her role at Bosch Building Technologies, Tanja Rueckert also acts as an advisor for Bosch Climate Solutions, especially in the areas of sustainable energy, services and software, as well as for the Bosch startup Security & Safety Systems (S&ST). Further, she is a member of the Steering Committee of "Plattform Lernende Systeme", Germany's platform for artificial intelligence and member of the Muenchner Kreis.

Ms. Tanja Rueckert is member of the supervisory board of SPIE since September 2017 and of Bosch Rexroth since 2019.

Ms. Tanja Rueckert is a German citizen. She has more than 20 years of experience as an executive in the software industry. During her career, she has worked in Germany and the Silicon Valley in the United States and headed up teams across the globe.

Principal office:
President of the Board of Management of Bosch Building Technologies

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

President of the Board of Management of:
- BOSCH BUILDING TECHNOLOGIES (Germany) (since August 1st, 2018)

Director of:
- SPIE* (since September 14, 2017)
- BOSCH REXROTH (since 2019)

Member of the Steering Committee of:
- THE PLATTFORM LERNENDE SYSTEME (since 2018)

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

President of:
- IoT & DIGITAL SUPPLY CHAIN BUSINESS UNIT OF SAP SE* (until 2018)

Vice-Chair of:
- INDUSTRIAL INTERNET CONSORTIUM (until 2018)

Director of:
- LSG (until 2020)
- CARGO SOUS TERRAIN (until 2018)
- MÜNCHNER KREIS (until 2019)

Chair of the digitalization Committee of:
- ZIA (until 2018)

* Listed company.

Date of birth:
April 9, 1969

Nationality:
German

Business address:
NXP
Semiconductors N.V.
High Tech Campus,
5656 AG, Eindhoven
The Netherlands

First appointment:
2021

Expiry of term of office:
2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number of shares held at March 18, 2021:
0

KURT SIEVERS

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Kurt Sievers earned a Master of Science degree in physics and information technology from Augsburg University (Germany).

Mr. Kurt Sievers is President and Chief Executive Officer of NXP Semiconductors N.V. since May 2020. He joined NXP in 1995, and rapidly moved through a series of Marketing & Sales, Product Definition & Development, Strategy and general management leadership positions across a broad number of market segments. He has been a member of the Executive Management team since 2009, where he has been instrumental in the definition and implementation of the NXP high-performance mixed signal strategy. Mr. Sievers was influential in the merger of NXP and Freescale Semiconductor, which resulted in creating one of the leading semiconductor companies and a leader in automotive semiconductors.

Mr. Kurt Sievers serves on the Board of the German National Electrical and Electronics Industry Association (ZVEI) and chairs the Advisory Board of the international trade-fair Electronica. He also serves as a Board member of PENTA and AENEAS, the clusters for application and technology research in Europe and nano-electronics. He serves as a member of the Asia-Pacific-Committee of German Business (APA) and as a member of the Board at the German Asia-Pacific Business Association (OAV), acting as the spokesperson for the Republic of Korea.

Mr. Kurt Sievers is a German citizen.

Principal office:
Mr. Kurt Sievers is President & Chief Executive Officer and Executive Director of NXP Semiconductors N.V.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

President and Chief Executive Officer of:

- NXP SEMICONDUCTORS N.V.* (The Netherlands) (since May 27, 2020)

Chair of the Advisory Board of:

- THE INTERNATIONAL TRADE FAIR ELECTRONICA (since 2015)

Member of:

- THE BOARD OF THE GERMAN NATIONAL ELECTRICAL AND ELECTRONICS INDUSTRY ASSOCIATION (ZVEI) (since 2012)
- THE BOARD OF AENEAS, INDUSTRY ASSOCIATION (since 2012)
- THE ASIA-PACIFIC-COMMITTEE OF GERMAN BUSINESS (APA) (since 2018)
- THE BOARD OF THE GERMAN Asia-Pacific BUSINESS ASSOCIATION (OAV) (since 2018)

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

- Managing Director of NXP Semiconductors Germany GmbH, until May 2020

* Listed company.

THIRTEENTH RESOLUTION

Renewal of the term of office of Mr. Patrick Pouyanné 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 Mr. Patrick Pouyanné as a director expiring today. 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 2024.

FOURTEENTH RESOLUTION

Appointment of Ms. Tanja Rueckert 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. Tanja Rueckert 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 2024.

FIFTEENTH RESOLUTION

Appointment of Mr. Kurt Sievers 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 M. Kurt Sievers 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 2024.

PRESENTATION OF THE 16TH 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 2020

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting of May 20, 2020 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2020 in connection with the liquidity contract (entered into with Kepler Cheuvreux) and more generally as part of the continued purchase by the Company of its own shares.

The liquidity contract seeks to improve the liquidity of the Capgemini SE share and to allow regular quotations. In 2020, a total of 1,063,201 shares were purchased on behalf of Capgemini SE, at an average price of €99.56 per share, representing 0.63% of the share capital at December 31, 2020. During the same period, 1,104,046 Capgemini shares were sold at an average price of €101.50 per share, representing 0.65% of the share capital at December 31, 2020. At the year-end, the liquidity account presented a balance of 20,964 shares (0.01% of the share capital) and approximately €25 million.

In addition, the Company continued to purchase its own shares in 2020. Excluding the liquidity contract, the Company held 315,692 of its own shares at December 31, 2020, following the various transactions described below:

- purchase of 4,964,862 shares representing 2.94% of the share capital at December 31, 2020, at an average price of €104.45 per share;
- transfer of 1,169,279 shares to employees under the free share grant plan;
- cancellation of 3,664,862 shares.

Of the 4,964,862 shares purchased outside the liquidity contract in 2020, 3,000,000 shares were purchased to neutralize the dilutive impact of the Group's seventh employee share ownership plan (ESOP 2020). These shares were allocated for cancellation and were part of the 3,664,862 shares canceled during the year.

Trading fees (excluding VAT) and the financial transaction tax totaled €1,703,701 in 2020.

At December 31, 2020, excluding the liquidity contract, all 315,692 treasury shares held, representing 0.19% 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 2020, 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 (the "**2020 Multi-year Share Buyback Program**"), 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 "**2016 Multi-year Share Buyback Program**"). The terms of these two multi-year share buyback programs fall within the scope of the authorization granted by the Shareholders' Meeting of May 20, 2020 and any subsequent authorization, such as the one submitted for approval in the 16th resolution.

In addition, as part of the active management of shareholder dilution related to the employee share ownership plan (ESOP 2020), the Board of Directors, at its meeting of June 10 and 11, 2020, authorized additional share buybacks supplementing the 2016 Multi-year Share Buyback Program and the 2020 Multi-year Share Buyback Program, for a maximum amount of €450 million and within the limit of 3 million shares (the "**ESOP 2020 Specific Share Buyback Program**") exclusively for the purpose of canceling shares thus acquired.

During fiscal year 2020, shares buybacks by the Company outside the liquidity contract were performed either under the 2016 Multi-year Share Buyback Program (which had a residual available balance of €50 million at December 31, 2020) or under the ESOP 2020 Specific Share Buyback Program. The 2020 Multi-year Share Buyback Program was not used.

New authorization requested in 2021

As in previous years, 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 €190 per share. The Company envisages using this authorization primarily in the context of its two multi-year share buyback programs and any potential management of shareholder dilution under a new employee share ownership plan, where applicable. The acquisition, disposal and transfer transactions 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.

SIXTEENTH 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. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, to purchase or arrange the purchase of the Company's shares, particularly with a view to:

— the grant 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 grant of free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, the grant 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 grants to employees or corporate officers of the Company or a related company, or to permit the hedging of a structured employee share ownership 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 share by an investment services provider under a liquidity contract that complies with market practices 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, 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 €190 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 grant, 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 €3,200 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 *Autorité des marchés financiers* (AMF – 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 20th resolution adopted by the Combined Shareholders' Meeting of May 20, 2020.

Resolutions presented at the Extraordinary Shareholders' Meeting

PRESENTATION OF THE 17TH RESOLUTION

AMENDMENT OF ARTICLE 12, PARAGRAPH 2), OF THE COMPANY'S BYLAWS

Overview

The seventeenth resolution asks shareholders to amend Article 12, paragraph 2), of the Company's bylaws regarding the deliberations of the Board of Directors and, in particular, the participation of directors at Board meetings using videoconference or telecommunications facilities, in order to remove the exceptions regarding the appointment, compensation or removal from office of the Chairman or the Chief Executive Officer, the basis of the Company's general management, or the closing of the annual financial statements (Company and consolidated) and the preparation of the Management Report and the Group Management Report and to provide, more broadly, that the decisions of the Board of Directors may be taken by video-conferencing and telecommunication means, subject to the conditions set by law and regulations and the Board of Directors' Charter.

The restrictions previously detailed in Article 12, paragraph 2), of the bylaws will be transferred to the Board of Directors' Charter, excluding the exception regarding the compensation of the Chairman and the Chief Executive Office which will be deleted.

This amendment allows more flexibility to be introduced into Board of Directors' decision making which could prove necessary given the current health context and potential measures that could limit or prohibit travel and gatherings.

The amendment to the bylaws submitted for your authorization pursuant to the seventeenth resolution is presented below and would take effect at the end of the Shareholders' Meeting of May 20, 2021.

SEVENTEENTH RESOLUTION

Amendment of Article 12, paragraph 2), of the Company's bylaws

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 12, paragraph 2, of the Company's bylaws as follows:

(Former wording)
Article 12, paragraph 2

The Charter of the Board of Directors may provide that directors who participate in Board of Directors' meetings *via* videoconference or telecommunications facilities making it possible, under the conditions provided for by the regulations, for them to be identified and guaranteeing their effective participation, shall be deemed to be present for purposes of calculating the quorum and majority. However, this provision shall not apply to meetings of the Board of Directors where the agenda relates to the appointment, the compensation or the removal from office of the *Président* ("Chairman") or the *Directeur Général* ("Chief Executive Officer"), the basis of the Company's general management, or the closing of the annual financial statements (Company and consolidated) and the preparation of the Management Report and the Group Management Report.

(Proposed new wording)
Article 12, paragraph 2

The Charter of the Board of Directors may provide, under the conditions provided for by law and regulations, that directors who participate in Board of Directors' meetings *via* videoconference or telecommunications facilities shall be deemed to be present for purposes of calculating the quorum and majority.

PRESENTATION OF THE 18TH RESOLUTION

SHARE GRANTS TO EMPLOYEES AND CORPORATE OFFICERS

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 1.2% of the share capital.

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

At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 18, 2021 wished to continue aligning 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 grant 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 100% of the initial grant.

Proposed performance conditions for performance share grants:

(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) would vest 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, 2021 to December 31, 2023, excluding Group payments to make up the shortfall on its defined benefit pension funds.

For beneficiaries other than Executive Corporate Officers, 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 €3,900 million, while 100% of the shares would vest if this amount is at least €4,200 million and a maximum of 110% would vest if this amount is equal to €4,500 million.

For Executive Corporate Officers, 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 €3,900 million, while 80% of the shares would vest if this amount is at least €4,200 million and a maximum of 100% would vest if this amount is equal to €4,500 million.

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 2023 **diversity and sustainable development objectives** which would determine 15% of grants to all beneficiaries, with each objective equally weighted. 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 2021-2023 to 30% (through internal promotion or recruitment) and the sustainable development objective concerns a 70% reduction in greenhouse gas emissions over the period 2019-2023 for a vesting of 100% of the shares, in accordance with the Group's new carbon neutral ambition for 2025.

More information on the methodology used to measure the greenhouse gas emissions reduction objective can be found in the 2020 Universal Registration Document, Section 4.1.3.

Summary of recommended performance conditions

Performance conditions	Weighting applied for managers (1)	Weighting applied for other beneficiaries	Percentage of the grant relating to each performance condition (2)
Market condition: Performance of the Capgemini share over a three-year period	35%	15%	— 0% if Capgemini share performance < 100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110% — 110% if at least equal to 120% of the average performance of the basket (for beneficiaries other than Executive Corporate Officers)
Financial condition: Organic free cash flow for the three-year cumulative period from January 1, 2021 to December 31, 2023	50%	70%	**For Executive Corporate Officers** — 0% if organic free cash flow generated over the reference period < €3,900 million — 50% if equal to €3,900 million — 80% if equal to €4,200 million — 100% if at least equal to €4,500 million **For beneficiaries other than Executive Corporate Officers** — 0% if organic free cash flow generated over the reference period < €3,900 million — 50% if equal to €3,900 million — 100% if equal to €4,200 million — 110% if at least equal to €4,500 million
CSR condition comprising two objectives: Diversity: increase in the number of women in the Vice-President inflow population over a three-year period (2021-2023)	7.5%	7.5%	— 0% if the % of women in the Vice-President inflow population through recruitment or internal promotion is < 28% — 30% if equal to 28% — 100% if equal to 30% — 110% if at least equal to 31.5% (for beneficiaries other than Executive Corporate Officers)

Performance conditions	Weighting applied for managers (1)	Weighting applied for other beneficiaries	Percentage of the grant relating to each performance condition (2)
Reduction in the carbon footprint in 2023 compared with 2019	7.5%	7.5%	— 0% if the reduction in GHG emissions in 2023 compared with the reference period < 60% — 30% if equal to 60% — 100% if equal to 70% — 110% if at least equal to 80% (for beneficiaries other than Executive Corporate Officers)

(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 Grant.

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 Executive Corporate Officers, it being specified that in this case, the Board of Directors would, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of their 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 2020 Universal Registration Document).

EIGHTEENTH RESOLUTION

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

In accordance with Articles L. 225-197-1 *et seq.* and L. 22-10-59 *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 attainment of the performance targets defined and implemented in accordance with this resolution and for a total number of shares not exceeding 1.2% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter "N") – to grant 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 related to the Company within the meaning of Article 225-197-2 of the French Commercial Code (the "Group"), it being stipulated that this maximum number of shares, existing or to be issued, does not take into account the number of additional shares that may be granted due to an adjustment to the number of shares initially granted following a transaction in the Company's share capital;
2. resolves that for up to a maximum of 10% of "N", these performance shares may also be granted, 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 their term of office;
3. resolves that these performance shares will only vest at the end of a vesting period (the "Vesting Period") of at least three years, it being stipulated that the Board of Directors may introduce, where applicable, a lock-in period following the vesting of the shares the duration of which may vary depending on the country of tax residence of the beneficiary; in those countries where a lock-in period is applied it will be of a minimum period of one year.

   However, the shares will vest before the expiry of the above periods and may be freely sold in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*);
4. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to Executive Corporate Officers (Chairman and Chief Executive Officer, Chief Executive Officer and Chief Operating Officers), members of the general management team (Executive Committee) and key executive manager of the Group at the end of the Vesting Period, compared with the total number of shares ("Initial Grant") indicated in the grant notice sent to beneficiaries will be equal to:

- **i.** for 35%, the number of shares of the Initial Grant multiplied by the percentage attainment 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 (it being stipulated 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 Grant multiplied by the percentage attainment 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, 2021 to December 31, 2023, 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 Grant multiplied by the percentage attainment 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 Grant") indicated in the grant notice sent to beneficiaries will be equal to:

- **i.** for 15%, the number of shares of the Initial Grant multiplied by the percentage attainment 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 (it being stipulated 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 Grant multiplied by the percentage attainment 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, 2021 to December 31, 2023, 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 Grant multiplied by the percentage attainment 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 granted to employees of the Company and its French (within the meaning, particularly, of Article L. 22-10-60, 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 grant 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;

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 grant date,

— draw up one or more list(s) of beneficiaries and the number of shares granted to each beneficiary,

— set the share grant terms and conditions, including with respect to performance conditions,

— determine whether the shares granted 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 granted in order to protect the rights of the beneficiaries and, if so, to define the terms and conditions of such adjustment; it is stipulated that shares granted pursuant to these adjustments shall be considered granted on the same day as the shares initially granted.

— perform, where the grants 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. takes due note that, in the event the Board of Directors uses this authorization, it will inform the Shareholders' Meeting each year of the grants performed pursuant to this resolution, in accordance with Article L. 225-197-4 of the French Commercial Code;

11. 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 30th resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 19TH AND 20TH 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 increase employee share ownership to around 10% of the Company's share capital.

Use of the authorizations granted in 2020

During fiscal year 2020, the Board of Directors used the 31st and 32nd resolutions adopted by the Shareholders' Meeting of May 20, 2020, by launching a seventh employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions exceeding 174%. Close to 41,000 employees in the 26 participating countries subscribed to the plan, representing 16% of the Group's headcount. This new employee share ownership plan (ESOP 2020) will help maintain employee share ownership over 6% of the share capital.

3,000,000 new shares, i.e. the maximum number of shares offered, were subscribed at a unit price of €92.23, representing a total subscription of €278.8 million. The corresponding share capital increase of €24 million at par value was completed on December 17, 2020.

New authorization requested in 2021

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 share capital 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 €32 million (corresponding to 4 million shares and representing approximately 2.3% of the share capital at December 31, 2020) is proposed for these two delegations.

The **19th resolution** is intended to allow the Board to carry out share capital increases up to a maximum par value amount of €32 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 eighteen 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 **20th 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 employee savings mutual funds in certain countries. It shall be used only in the event of use of the delegation provided in the 19th resolution, with a sub-ceiling of €16 million included in the overall ceiling of €32 million provided in the 19th resolution. As for the 19th 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 19th resolution.

At December 31, 2020, employee share ownership represented 6.9% of the Company's share capital.

The next employee share ownership plan should be implemented by December 31, 2021, at the latest, and will make it possible to increase in the long-term employee share ownership to around 10% of the Company's share capital.

NINETEENTH 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 Company's share capital to members of Capgemini group employee savings plans up to a maximum par value amount of €32 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. 22-10-49, 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 €32 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 granting 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 grant, 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 grant 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 grant 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 grant 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 the scope 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 grants 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 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 granting access to the share 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 grant, 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 grant 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 grant 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 grant 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 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 31st resolution adopted by the Shareholders' Meeting of May 20, 2020.

TWENTIETH 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. 22-10-49, 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 share ownership schemes directly or through an Employee Savings 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 Articles 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 19th 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 €16 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 19th 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 these 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 granting 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 securities 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 19th 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 19th 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 19th 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 32nd resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 21ST RESOLUTION

POWERS TO CARRY OUT FORMALITIES

Overview

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

TWENTY-FIRST 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.

6. 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.

Resolution number	Purpose of the resolution	Duration and expiry date	Ceiling *(in euros)*
2021 GSM 16th	Purchase by the Company of its own shares under a share buyback program	18 months (November 20, 2022)	10% of the share capital
2021 GSM 18th	Grant of performance shares	18 months (November 20, 2022)	1.2% of the share capital
2021 GSM 19th	Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for members of Group employee savings plans	18 months (November 20, 2022)	€32 million (par value) (1)
2021 GSM 20th	Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for employees of certain non-French subsidiaries	18 months (November 20, 2022)	€16 million (par value) (1)

Abbreviations: PSR = Pre-emptive Subscription Rights; 2021 GSM = 2021 General Shareholders' Meeting.
(1) Total share capital increases decided pursuant to the 19th and 20th resolutions are capped at €32 million par value.

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

The following table summarizes (pursuant to Articles L. 225-37-4 3° and L. 20-10-10 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 (1) (2) *(in euros)*	Authorization date and resolution number	Expiry date	Used during 2020
a) Purchase by the Company of its own shares under a share buyback program (3)	10% of share capital	05/20/2020 (20th)	11/20/2021	4,964,862 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €104.45 As part of the liquidity contract: **a)** 1,063,201 shares purchased at an average price of €99.56 **b)** 1,104,046 shares sold at an average price of €101.50 **c)** At 12/31/2020, the liquidity account balance comprises 20,964 shares and approximately €25 million in cash and monetary UCITS.
b) Cancellation of treasury shares	10% of share capital per 24-month period	05/20/2020 (22nd)	07/20/2022	3,664,862 shares with a value of €380,753,420.05 were canceled by decision of the Board of Directors on 12/02/2020
c) Share capital increase by capitalizing additional paid-in capital, reserves, profit or other eligible amounts	€1.5 billion (par value)	05/20/2020 (23rd)	07/20/2022	This authorization was not used in 2020
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, **with retention of PSR** (Pre-emptive Subscription Rights)	€540 million (par value) €9.3 billion (issue amount)	05/20/2020 (24th)	07/20/2022	This authorization was not used in 2020

	Purpose of the authorization	Maximum amount (1) (2) *(in euros)*	Authorization date and resolution number	Expiry date	Used during 2020
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, **with cancellation of PSR, by public offering other than private placement**	€135 million (par value) €3.1 billion (issue amount)	05/20/2020 (25th)	07/20/2022	This authorization was not used in 2020
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, **with cancellation of PSR, by private placement**	€135 million (par value) €3.1 billion (issue amount)	05/20/2020 (26th)	07/20/2022	This authorization was not used in 2020
g)	Setting the issue price of shares in the context of a share capital increase **with cancellation of PSR**	€135 million (par value) €3.1 billion (issue amount) 10% of share capital per 12-month period	05/20/2020 (27th)	07/20/2022	This authorization was not used in 2020
h)	Increase in the number of shares to be issued in case of a share capital increase in the context of resolutions (d) to (f) (*Greenshoe*) **with and without PSR**	Within the limit of the ceiling applicable to the initial increase	05/20/2020 (28th)	07/20/2022	This authorization was not used in 2020
i)	Share capital increase by issuing shares and/ or securities granting access to the share capital in consideration for contributions in kind	€135 million (par value) €3.1 billion (issue amount) 10% of share capital	05/20/2020 (29th)	07/20/2022	This authorization was not used in 2020
j)	Grant of performance shares	1.2% of share capital	05/20/2020 (30th)	11/20/2021	1,900,000 performance shares (€15,200,000 par value) were granted to 2,455 beneficiaries by decision of the Board of Directors on 10/07/2020
k)	Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for members of Group savings plans	€24 million (par value) (2)	05/20/2020 (31st)	07/20/2022	2,875,933 shares were issued pursuant to this resolution in the context of the 2020 employee savings plan, representing a par value amount of €23,007,464
l)	Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for employees of certain non-French subsidiaries	€12 million (par value) (2)	05/20/2020 (32nd)	11/20/2021	124,067 shares were issued pursuant to this resolution in the context of the 2020 employee savings plan, representing a par value amount of €992,536

(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 2020 but prior to the Ordinary Shareholders' Meeting of May 20, 2020 were acquired pursuant to the 12th resolution adopted by the Shareholder's Meeting of May 23, 2019.

7. How to participate at the Shareholders' Meeting

Warning regarding the health situation – Shareholders' Meeting to be held behind closed doors:

In the ongoing context of the health crisis due to the Covid-19 epidemic and in accordance with the emergency measures adopted by the French government to slow the spread of Covid-19, the **Combined Shareholders' Meeting of Thursday, May 20, 2021** (hereinafter "the Shareholders" Meeting) **will be held behind closed doors**, without the physical presence of shareholders and other individuals entitled to attend.

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

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

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

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

Justification of the right to participate at the Shareholders' Meeting

In order to grant a proxy or vote by correspondence at this Shareholders' Meeting, shareholders must present evidence of the registration of their shares in their name (or that of the intermediary acting on their behalf if they are domiciled outside France) in the register kept by CACEIS Corporate Trust, or in the register of bearer shares kept by their authorized intermediary, at 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 18, 2021.

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, 2021 is sufficient to enable them to participate at the Shareholders' Meeting.

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

The shareholder may, nonetheless, subsequently sell some or all of his/her shares. In such as 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, 2021, the Company will invalidate or modify the remote vote cast, the proxy granted or the attendance certificate and the authorized account-holding intermediary must, to this end, notify the sale to the Company's 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, 2021, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

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 VOTACCESS internet voting platform for the purposes of the Shareholders' Meeting of May 20, 2021. This platform enables shareholders, **prior to the Shareholders' Meeting, to electronically communicate voting instructions or appoint or remove an agent**, as follows:

- **Custody-only registered shareholders**: custody-only registered shareholders who wish to communicate their method of participation at the Shareholders' Meeting or voting instructions by internet prior to the Shareholders' Meeting can access VOTACCESS *via* the OLIS Actionnaire website; they can connect using the login ID and password communicated to them and already used to consult their registered securities account on the OLIS Actionnaire website (https://www.nomi.olisnet.com); they may then vote or appoint or remove an agent *via* the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.
- **Administered registered shareholders**: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS *via* the OLIS Actionnaire website; they will receive from CACEIS Corporate Trust, together with the notice of the May 20, 2021 Shareholders' Meeting, a login ID enabling them to connect to OLIS Actionnaire (https://www.nomi.olisnet.com); shareholders must then follow the instructions on screen to obtain their password; after receiving the password, they may then vote, or appoint or remove an agent *via* the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

— **Bearer shareholders**: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and proposes this service for this Shareholders' Meeting. If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, or appoint or remove an agent.

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

The VOTACCESS site shall be open from **April 28, 2021 to 3 p.m., Paris time, on May 19, 2021, the eve of the Shareholders' Meeting**.

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

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

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

Bearer shareholders: holders of bearer shares wishing to cast a remote vote or vote by proxy can obtain the aforementioned form and its appendices at the Company's head office or from CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by May 14, 2021.

Correspondence votes or proxies given to the Chairman will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, that is by May 17, 2021.

Where an agent is appointed (other than the Chairman of the Shareholders' Meeting), the completed and signed proxy form must be exceptionally sent to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle 92862 Issy-les-Moulineaux Cedex 09, no later than the fourth day preceding the Shareholders' Meeting, that is by May 16, 2021. The appointed agent must follow the procedure set out below.

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

Shareholders may request confirmation that their votes have been properly recorded and taken into account by the Company, if this information is not already available to them. Any shareholder request to this effect must be made within three months following the date of the Shareholders' Meeting (accompanied by documentation supporting the shareholders' identity). The Company will reply within 15 days of receipt of the confirmation request or the date of the Shareholders' Meeting if the request is made before the meeting.

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

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

— **for registered shareholders**: by sending an email to ct-mandataires-assemblees@caceis.com, specifying their surname, first name, address and CACEIS Corporate Trust identification number for custody-only registered shareholders (information presented on the top left-hand corner of the share account statement) or their financial intermediary identification number for administered registered shareholders, together with the surname and first name of the agent appointed or removed;

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

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least four days prior to the date of the Shareholders' Meeting, that is by May 16, 2021. Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address. All other requests and notifications concerning other matters may not be taken into account and/or processed.

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

Procedure for changing the means of participation

By derogation from Article R. 22-10-28 III of the French Commercial Code and in accordance with Article 7 of Decree no. 2020-418 of April 10, 2020, as extended by Decree no. 2021-255 of March 9, 2021, all shareholders that have already voted remotely or sent a proxy form or requested an admission card or attendance certificate, can chose another means of participation at the Shareholders' Meeting, provided their new instructions are received by CACEIS Corporate Trust within the time periods detailed in this Notice of meeting.

Registered shareholders who wish to change their means of participation are asked to submit their new voting instructions by sending the single voting form duly completed and signed by email to ct-mandataires-assemblees@caceis.com (all other instructions sent to this address will not be taken into account).

The form must specify the shareholders' ID number, their surname, first name and address, indicate "New instructions – cancel and replace" and be signed and dated. Registered shareholders must enclose a copy of their identity papers and, where applicable, the power to represent the legal entity in question.

Bearer shareholders are asked to contact their account-holding institution which will forward the new instructions to CACEIS Corporate Trust, accompanied by an attendance certificate substantiating their position as shareholder.

Written questions

By derogation from Article R. 225-84 paragraph 1 of the French Commercial Code and in accordance with Article 8-2 of Decree no. 2020-418 of April 10, 2020, created by Decree no. 2020-1614 of December 18, 2020 as extended by Decree no. 2021-255 of March 9, 2021, written questions that shareholders may have must be **received** before the end of the second working day preceding the Shareholders' Meeting, that is by May 18, 2021:

- by email to assemblee@capgemini.com; or
- by registered letter, with acknowledgment of receipt, to the Chairman of the Board at the Company's head office.

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.

Pursuant to Article 5-1 II 2° of Order no. 2020-321 of March 25, 2020, created by Order no. 2020-1497 of December 2, 2020 as extended by Decree no. 2021-255 of March 9, 2021, all written questions submitted by shareholders under the system provided by law and the related replies will be published on the Company's website.

Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: https://investors.capgemini.com/en/event/2021-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.

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

Furthermore, the documents to be presented to the Shareholders' Meeting and all other information and documents set out in Article R. 22-10-23 of the French Commercial Code will be available on the **Company's website**, https://investors.capgemini.com/en/event/2021-shareholders-meeting, by April 29, 2021 at the latest (that is 21 days before the Shareholders' Meeting).

How to fill out the form?

1

DO NOT SHADE THE BOX "I WISH TO ATTEND THE SHAREHOLDERS' MEETING": as the 2021 Shareholders' Meeting is being held behind closed doors, it will not be possible for shareholders to physically attend the Shareholders' Meeting. No admission card will be issued.

YOU WISH TO VOTE BY POST OR GRANT A PROXY: FILL OUT THE FORM by choosing one of the three options.

1. VOTE BY POST

Shade this box and follow instructions.

Note: (i) 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.

OR

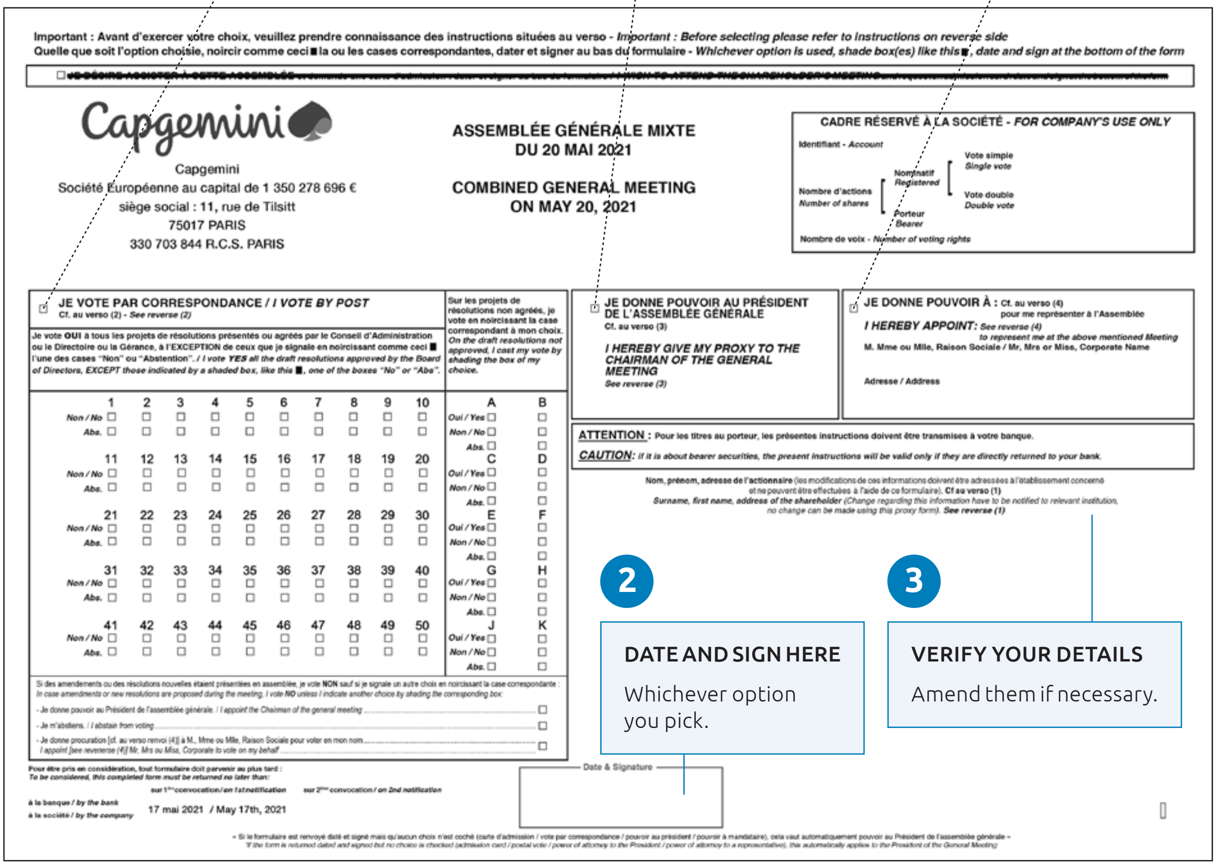
3. GRANT A PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING

Shade this box.

OR

3. GRANT A PROXY TO A PERSON OF YOUR CHOICE

Shade this box and complete contact details of your proxy.



Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side*
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form*

Capgemini
Société Européenne au capital de 1 350 278 696 €
siège social : 11, rue de Tilsitt
75017 PARIS
330 703 844 R.C.S. PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
DU 20 MAI 2021

COMBINED GENERAL MEETING
ON MAY 20, 2021

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY'S USE ONLY*

JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST*

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

JE DONNE POUVOIR À : *I HEREBY APPOINT:*

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Date & Signature

17 mai 2021 / May 17th, 2021

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 CACEIS Corporate Trust.

Forms received after **midnight on May 17, 2021** 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/2021-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 26th, 2021 (n° 37).

Notes

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, 2021** 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 , the documents and information referred to in Article R.225-83 of the French Commercial Code (2):

❑ **Documents to be sent in hard copy** ❑ **Documents to be sent in electronic format**

Done in: ...., on 2021

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 2020 Universal Registration Document which you may consult on the website 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:.. Country of birth:..

Commune and department of birth: ....

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

.... @ ....

Done in: ...., on 2021

Signature

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

Notes

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

Design and prodcution: Agence Marc Praquin

2021 WORLD'S MOST ETHICAL COMPANIES®
WWW.ETHISPHERE.COM
9-TIME HONOREE

Capgemini

European company with a share capital of €1,350,278,696
Registered office: Paris (17e) 11, Rue de Tilsitt
330 703 844 RCS Paris

www.capgemini.com