

**CAPGEMINI SE**

**Statutory auditors' report on the share capital decrease**

**(Combined Shareholders' Meeting of May 19, 2022 - Twentieth resolution)**

## Statutory auditors' report on the share capital decrease

(Combined Shareholders' Meeting of May 19, 2022 - Twentieth resolution)

### CAPGEMINI SE

11, rue de Tilsitt  
75017 Paris

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To the Combined Shareholders' Meeting of Capgemini SE,

In our capacity as Statutory auditors of your Company and in accordance with Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) relating to a share capital decrease by cancellation of shares bought back by the Company, we hereby report to you on our assessment of the reasons for and terms and conditions of the proposed share capital decrease.

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

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

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

Neuilly-sur-Seine and Courbevoie, March 25, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit

MAZARS

Richard Béjot  
Partner

Itto El Hariri  
Partner

Dominique Muller  
Partner

Anne-Laure Rousselou  
Partner

**CAPGEMINI SE**

**Statutory auditors' report on the issue of shares and/or securities with and/or without pre-emptive subscription rights**

**(Combined Shareholders' Meeting of May 19, 2022 – Twenty-second to Twenty-seventh resolutions)**

**Statutory auditors' report on the issue of shares and/or securities with and/or without pre-emptive subscription rights**

**(Combined Shareholders' Meeting of May 19, 2022 – Twenty-second to Twenty-seventh resolutions)**

**CAPGEMINI SE**

11 rue de Tilsitt  
75017 Paris

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To the Combined Shareholders' Meeting of Capgemini SE,

In our capacity as Statutory auditors of your Company and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* and Article L. 22-10-52 of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegations of authority to the Board of Directors to issue shares and/or securities, which are submitted to you for your approval.

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

- delegate to the Board, with the power of sub-delegation, for a 26-month period, the authority to carry out the following transactions and set the final terms and conditions of the related issues and, if necessary, to cancel your pre-emptive subscription rights:
  - issue with retention of pre-emptive subscription rights (22<sup>nd</sup> resolution) of ordinary shares and/or 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 (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital);
  - issue with cancellation of pre-emptive subscription rights by way of public offers other than those referred to in Article L. 411-2 1<sup>o</sup> of the French Monetary and Financial Code (23<sup>rd</sup> resolution) of ordinary shares and/or 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 (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital). It is stipulated that these securities may be issued as consideration for securities meeting the conditions laid down in Article L. 22-10-54 of the

French Commercial Code contributed to the Company in connection with a public exchange offer initiated by the Company;

- issue with cancellation of pre-emptive subscription rights by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code (24<sup>th</sup> resolution) of ordinary shares and/or 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 (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital);
- authorize the Board, pursuant to the 25<sup>th</sup> resolution and within the framework of the delegation of authority covered in the 23<sup>rd</sup> and 24<sup>th</sup> resolutions, to set the issue price, within the annual legal limit of 10% of the share capital;
- delegate to the Board, for a 26-month period, all powers necessary to issue ordinary shares and/or securities that are equity securities granting access to other equity securities or rights to the allocation of debt instruments and/or securities granting access to equity securities to be issued, in consideration for contributions in kind to the Company consisting of equity securities or securities granting access to share capital (27<sup>th</sup> resolution) , within the limit of 10% of the share capital.

The aggregate par value amount of the share capital increases that may be carried out, either immediately or in the future, pursuant to the 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup>, 25<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions may not exceed, pursuant to the 22<sup>nd</sup> resolution, €540 million, it being specified that:

- the par value amount of share capital increases that may be carried out pursuant to the 23<sup>rd</sup> resolution may not exceed €135 million and will count towards the overall ceiling set in the 22<sup>nd</sup> resolution
- the par value amount of share capital increases that may be carried out pursuant to the 24<sup>th</sup> and 27<sup>th</sup> resolutions may not exceed €135 million individually and collectively and will count towards the ceiling set in the 23<sup>rd</sup> resolution and the overall ceiling set in the 22<sup>nd</sup> resolution.

The maximum nominal value of securities representing debt instruments that may be issued, either immediately or in the future, pursuant to the 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup>, 25<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions may not exceed, pursuant to the 22<sup>nd</sup> resolution, €18.2 billion, it being specified that:

- the nominal amount of debt instruments that may be issued pursuant to the 23<sup>rd</sup> resolution may not exceed €6.1 billion and will count towards the overall ceiling set in the 22<sup>nd</sup> resolution;
- the nominal amount of debt instruments that may be issued pursuant to the 24<sup>th</sup> and 27<sup>th</sup> resolutions may not exceed €6.1 billion individually and collectively and will count towards the ceiling set in the 23<sup>rd</sup> resolution and the overall ceiling set in the 22<sup>nd</sup> resolution.

The overall ceilings set in the 22<sup>nd</sup> resolution take into account the additional securities to be issued within the framework of the delegations of authority covered in the 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup>, 25<sup>th</sup> and 27<sup>th</sup> resolutions, under the conditions set out in Article L. 225-135-1 of the French Commercial Code, if you adopt the 26<sup>th</sup> resolution.

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

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

Subject to a subsequent examination of the issue terms and conditions that would be decided, we have no matters to report as regards the methods used to set the issue price of the equity securities to be issued given in the Board of Directors' report in respect of the 23<sup>rd</sup>, 24<sup>th</sup> and 25<sup>th</sup> resolutions.

In addition, as this report does not stipulate the methods used to set the issue price in the event that securities are issued pursuant to the implementation of the 22<sup>nd</sup> and 27<sup>th</sup> resolutions, we do not express an opinion on the components used to calculate the issue price.

Since the final terms and conditions of the issues have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders' pre-emptive subscription rights presented in the 23<sup>rd</sup> and 24<sup>th</sup> resolutions.

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

Neuilly-sur-Seine and Courbevoie, March 25, 2022,

The Statutory Auditors

PricewaterhouseCoopers Audit

MAZARS

Richard Béjot  
Partner

Itto El Hariri  
Partner

Dominique Muller  
Partner

Anne-Laure Rousselou  
Partner

**CAPGEMINI S.E.**

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

**(Combined Shareholders' Meeting of May 19, 2022 – Twenty-eighth  
resolution)**

**Capgemini SE**

***Statutory auditors' report on the authorization to grant free shares (existing or to be issued) to salaried employees and corporate officers***

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

**(Combined Shareholders' Meeting of May 19, 2022 – Twenty-eighth resolution)**

**CAPGEMINI S.E.**

11, rue de Tilsitt  
75017 Paris

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To the Combined General Meeting of Capgemini SE,

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

The Board of Directors' report states that:

The shares, existing or to be issued, that may be granted pursuant to this authorization will be limited to a maximum number of shares not exceeding 1.2% of the Company's share capital as noted at the date of the Board of Directors' decision. It also states that the grant of shares to Executive Corporate Officers of your Company would be limited to 10% of the aforementioned ceiling.

The Board of Directors will set the performance conditions applicable to the share grants, in accordance with the conditions defined in the Board of Directors' report. The Board of Directors may, nonetheless, grant up to 15% of the above ceiling to employees of the Company and its French subsidiaries (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.

**Capgemini SE**

***Statutory auditors' report on the authorization to grant free shares (existing or to be issued) to salaried employees and corporate officers***

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On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to grant free share, existing or to be issued.

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

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

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

Neuilly-sur-Seine and Courbevoie, March 25, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit

Mazars

Richard Béjot  
Partner

Itto El Hariri  
Partner

Dominique Muller  
Partner

Anne-Laure  
Rousselou  
Partner

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

**Mazars**  
61 rue Henri Regnault  
92400 Courbevoie

**CAPGEMINI S.E.**

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

**(Combined Shareholders' Meeting of May 19, 2022 – Twenty-ninth  
resolution)**

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

**Mazars**  
61 rue Henri Regnault  
92400 Courbevoie

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

**(Combined Shareholders' Meeting of May 19, 2022 – Twenty-ninth resolution)**

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

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To the Combined General Meeting of Capgemini SE,

In our capacity as Statutory auditors of your Company and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to decide the issue of (i) shares of the Company (excluding preference shares) and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, with cancellation of pre-emptive subscription rights, which is submitted to you for your approval.

This issue will be:

- reserved for members of one or more employee savings plans (or any other plan for whose members a share capital increase may be reserved on equivalent terms under Articles L. 3332-1 *et seq.* of the French Labor Code or any analogous law or regulation) implemented within a company or a group of French or non-French companies within the scope of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code;
- limited to a maximum par value amount of €28 million.

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

On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to decide an issue and cancel your pre-emptive

**Capgemini SE**

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

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subscription rights to the equity securities to be issued. Where applicable, it will set the definitive terms and conditions of the issue.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to the issue, presented in this report.

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

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

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

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

Neuilly-sur-Seine and Courbevoie, March 25, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit

Mazars

Richard Béjot  
Partner

Itto El Hariri  
Partner

Dominique Muller  
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Anne-Laure  
Rousselou  
Partner

**CAPGEMINI S.E.**

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

**(Combined Shareholders' Meeting of May 19, 2022 – Thirtieth  
resolution)**

**Capgemini S.E.**

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

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

**(Combined Shareholders' Meeting of May 19, 2022 – Thirtieth resolution)**

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To the Combined General Meeting of Capgemini SE,

In our capacity as Statutory auditors of your Company and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to decide the issue of (i) shares of the Company (excluding preference shares) and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, with cancellation of pre-emptive subscription rights reserved for a category of beneficiaries, which is submitted to you for your approval.

This issue will be reserved for:

- i. employees and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the French Labor Code of Capgemini group companies whose registered offices are located in countries where the legal and/or tax context can make it inadvisable or difficult to implement employee share ownership schemes directly or through an Employee Savings Mutual Fund (hereinafter the “non-French Employees”); the “Capgemini group” comprises the Company and the French and non-French companies related to the 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;
- 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;

**Capgemini S.E.**

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

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- iii. any bank or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees presenting an economic profile comparable to that of an employee share ownership scheme set-up pursuant to a share capital increase performed under the preceding resolution presented to this Shareholders' Meeting;

The Board of Directors' reports stipulates that this delegation may be used only in the event of use of the delegation provided in the 29<sup>th</sup> resolution.

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €14 million, it being stipulated that this amount will count towards the €28 million ceiling set in the 29<sup>th</sup> resolution (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.

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

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to the issue, presented in this report.

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

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

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

**Capgemini S.E.**

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

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In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this delegation.

Neuilly-sur-Seine and Courbevoie, March 25, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit

Mazars

Richard Béjot  
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