

Notice of meeting

Combined Shareholders' Meeting

Thursday May 19, 2022
at 2:00 P.M.

Pavillon Gabriel
5 avenue Gabriel
Paris (8^e)

Capgemini 

Welcome to the Combined Shareholders' Meeting on Thursday May 19, 2022

Disclaimer – Sanitary situation

Due to the evolving nature of the Covid-19 pandemic, shareholders are also asked to regularly consult the **2022 Shareholders' Meeting** section of the Company's website: <https://investors.capgemini.com/en/event/2022-shareholders-meeting/>.

This section will be updated to indicate, where necessary, the final details of how the Shareholders' Meeting will be held and how to participate and/or changes to these details to reflect developments in the sanitary situation and legislative or regulatory provisions.

As a precaution, shareholders are invited to vote by post or by internet *via* the VOTACCESS platform or to grant their proxy to the Chairman (see procedure below).

Shareholders unable to attend the Shareholders' Meeting will be able to **ask questions live and remotely** during the Shareholders' Meeting, in addition to *via* the legal process for submitting written questions. To this end, shareholders must login **in advance** to the VOTACCESS platform in accordance with the procedure described in point 7 of this Notice of meeting.

The Shareholders' Meeting will be **streamed live on Thursday, May 19, 2022 at 2 p.m.** (Paris time) on the Company's website at <https://investors.capgemini.com/en/event/2022-shareholders-meeting/> with a replay subsequently available.

Pavillon Gabriel 5 avenue Gabriel, 75008 Paris

The welcoming of participants will start at 1:30 p.m.

For information on how to access Pavillon Gabriel, please refer to page 59

Shareholders' contacts



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Chairman's message

Dear shareholders,

The Combined Shareholders' Meeting of Capgemini will be held on **Thursday, May 19, 2022 at 2 p.m.** (first notice) at Pavillon Gabriel in Paris. The Capgemini Board of Directors and I are particularly looking forward to meeting with you again after two successive years of meetings behind closed doors due to the health situation. We are counting on your presence in numbers at this unique moment for expressing the "*affectio societatis*" that unites the shareholders of a Company and its Board of Directors and management. This year you are asked to vote on thirty-one resolutions.

2021 was in many ways an exceptional year for Capgemini. The performance delivered by the Group in 2021 is remarkable on all fronts, ranking this year among the most memorable: revenues up 14.6%, an operating margin rate of 12.9% and organic free cash flow generation of €1,873 million. The Group headcount stood at nearly 325,000 at December 31, 2021, up 20% on the end of 2020. The Group's ability to attract talent is one of its major assets today.

These results are a striking illustration that the Group is now a strategic partner to its customers. It helps them succeed in their digital transformation, notably by leveraging its expertise in three key areas: cloud migration, mastering data and artificial intelligence. In addition, our ESG policy, released this fall, enables us to harness the tremendous potential of technology to prepare an inclusive and sustainable future.

With regards to the composition of the Board of Directors, you are asked to renew the terms of office of Messrs. Xavier Musca and Frédéric Oudéa as well my own and to appoint Ms. Maria Ferraro and Mr. Olivier Roussat as members of the Board of Directors for a period of four years. These proposals are in line with the Group's ambition to further the international diversification of its composition, deepen its sector expertise and enrich the diversity of its profiles.

In addition, following a successful management hand-over phase, the Board of Directors proposes to retain, at the end of the next Shareholders' Meeting, a governance structure separating the duties of Chairman and Chief Executive Officer and to reappoint me as non-executive Chairman of the Board, subject to the renewal of my term of office by the Shareholders' Meeting.



2021 will remain a memorable year for Capgemini, both in terms of results and the striking confirmation of our strategic ambitions

During the Board Meeting following the Shareholders' Meeting, the Board of Directors also proposes to reappoint Mr. Oudéa as Lead Independent Director, subject to the renewal of his term of office as director by the Shareholders' Meeting.

2022 will also be marked by the departure of Mrs. Laurence Dors, who did not wish to seek the renewal of her office as director. I warmly thank her for her contribution to the work of the Board and its Committees during her term of office, particularly as Chairman of the Compensation Committee. Mr. Patrick Pouyanné will take over as Chairman of the Compensation Committee at the end of the Shareholders' Meeting.

In addition, under the Say on Pay process you will be asked to vote on my compensation as Chairman of the Board of Directors and on Mr. Aïman Ezzat's compensation as Chief Executive Officer for fiscal year 2021. You will also be asked to vote on the 2022 compensation policies for the Chairman and the Chief Executive Officer.

On a financial level, the Board of Directors wishes to set the dividend at €2.40. The corresponding payout ratio is 35% of net profit (Group share), in line with the Group's distribution policy.

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 2022 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



A global leader and strategic partner for companies

AMERICAS

////
30,000 people

EUROPE,
MIDDLE EAST
AND AFRICA

////
117,000 people

ASIA PACIFIC

////
178,000 people



NB: Capgemini announced on March 11, 2022 to discontinue its presence in Russia.

We are

325,000 employees drawn from over **160** nationalities in more than **50** countries

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	Modesty
Boldness	Team Spirit
Trust	Fun
Freedom	

Our clients and partners

98% of our revenues come from existing clients

A client satisfaction level on contracts of **4.2/5**¹

Our results

€18,160m

revenue

+ 14.6% vs. 2020

12.9%

operating margin

€1,873m

free cash flow

Our commitments

Over **330,000** beneficiaries supported by our digital inclusion programs in 2021

A in **CDP's**² **"Climate Change 2021"** scoring

A **net zero business** well ahead of 2050

Help our clients **save 10 million tons of carbon** by 2030

(1.) Score obtained through regular assessment of contractually defined clients' expectations.

(2.) 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 2021

In a context of strong global economic recovery, 2021 highlighted an acceleration in the digital transformation of companies. Capgemini was therefore ideally placed to reap the benefits of its investment in innovate offerings and its position as a strategic partner for its clients.

In 2021, Capgemini's results thus exceeded objectives, as raised twice during the year. This performance was also supported by the successful integration of Altran, which has strengthened Capgemini's global leadership in the Intelligent Industry and generated the targeted revenue and cost synergies ahead of plan.

The Group reported revenues of €18,160 million in 2021, up +15.1% at constant exchange rates, slightly above the revised target range of +14.5% to +15.0%. The operating margin increased by +25% in value to €2,340 million. At 12.9% of revenues, the margin rate is significantly above the minimum target rate of 12.7%. Organic free cash flow generation totaled €1,873 million, up €754 million on 2020, largely exceeding the €1,700 million target for 2021.

Financial performance

Group revenues increased +14.6% on 2020 published figures, with constant currency growth of 15.1%. Acquisitions had a net impact on growth of 4.9 points, mainly due to the consolidation of Altran from April 1, 2020. Organic growth (i.e., excluding the impacts of currency fluctuations and changes in Group scope) is therefore +10.2%. The activity acceleration observed in the second quarter was thus confirmed in the second half of the year, across all Group regions.

Digital and Cloud services – which account for around 65% of Capgemini's activity across the entire Group scope including Altran – accelerated steadily throughout the year, reporting strong double-digit growth at constant exchange rates, reflecting the priority given by Group clients to critical digital transformation projects. As expected, the Group also benefited from the synergies generated by the Altran acquisition, in particular in the Intelligent Industry market.

The operating margin increased by +25% in value to €2,340 million, representing 12.9% of revenues. This is 1.0 point higher than in 2020 and 0.6 point above the pre-pandemic level (12.3% for fiscal year 2019). This significant increase in the operating margin rate is underpinned by an improvement in the gross margin, supplemented by lower operating expenses driven by the Altran cost synergies and certain cost avoidance in context of the pandemic.

Other operating income and expenses represent a net expense of €501 million, up €124 million year-on-year. This increase is mainly due to the €120 million capital gain realized in 2020 on the divestment of Odigo. The mechanical increase in the share grant expense linked to the increase in the Capgemini share price and higher integration costs tied to Altran, were largely offset by lower restructuring costs and acquisition costs.

Capgemini's operating profit is therefore up +22% at €1,839 million, or 10.1% of revenues.

The financial expense is €159 million, compared with €147 million in 2020. This slight increase is primarily due to the full-year impact of debt charge associated with the acquisition of Altran.

The income tax expense is €526 million, compared with €400 million in 2020. This amount includes an expense of €36 million due to the transitional impact of the 2017 US tax reform, as opposed to an income of €8 million last year. Adjusted for exceptional items, the effective tax rate is 29.2%, compared with 33.0% in 2020.

Including the share of profit of associates (€5 million) and after deducting non-controlling interests (€2 million), net profit (Group share) rises by +21% year-on-year to €1,157 million, while basic earnings per share increase by +20% to €6.87. Excluding the capital gain realized on the sale of Odigo, the increase reaches +38% for both financial measures. Normalized earnings per share is €8.97. Normalized earnings per share adjusted for the transitional tax expense is €9.19, up +27% year-on-year.

Group cash from operations is €2,492 million compared with €2,056 million in 2020, mainly due to the combined impact of revenue growth and an increase in the operating margin rate. Conversely, income tax payments totaled €440 million, a marked increase on 2020 (€351 million). After a €529 million decrease in working capital requirements, net cash from operating activities increased to €2,581 million from €1,661 million in 2020. Acquisitions (net of disposals) of intangible assets and property, plant and equipment totaled €262 million, representing 1.4% of revenues, compared with 1.3% in 2020. Net interest paid and received resulted in a cash outflow of €126 million, compared with €47 million in 2020, mainly due to the first interest payments on the Altran acquisition debt.

On this basis, organic free cash flow generation totaled €1,873 million, up €754 million on 2020. This performance primarily reflects the strong growth in Group revenues and the improvement in its operating margin during the year, combined with a marked reduction in working capital.

In 2021, Capgemini invested €369 million net in acquisitions. The Group also paid dividends of €329 million (€1.95 per share) and allocated €200 million to share buybacks under its multi-year program. Finally, the 8th employee share ownership plan, set-up in the second half of the year, led to a gross capital increase of €589 million.



Capgemini's balance sheet structure changed little in 2021. Given its strong gross cash position, the Group completed the early redemption of two bond tranches in 2021. A €500 million tranche maturing in November 2021 was redeemed in August and a €500 million tranche maturing in April 2022 was redeemed in December.

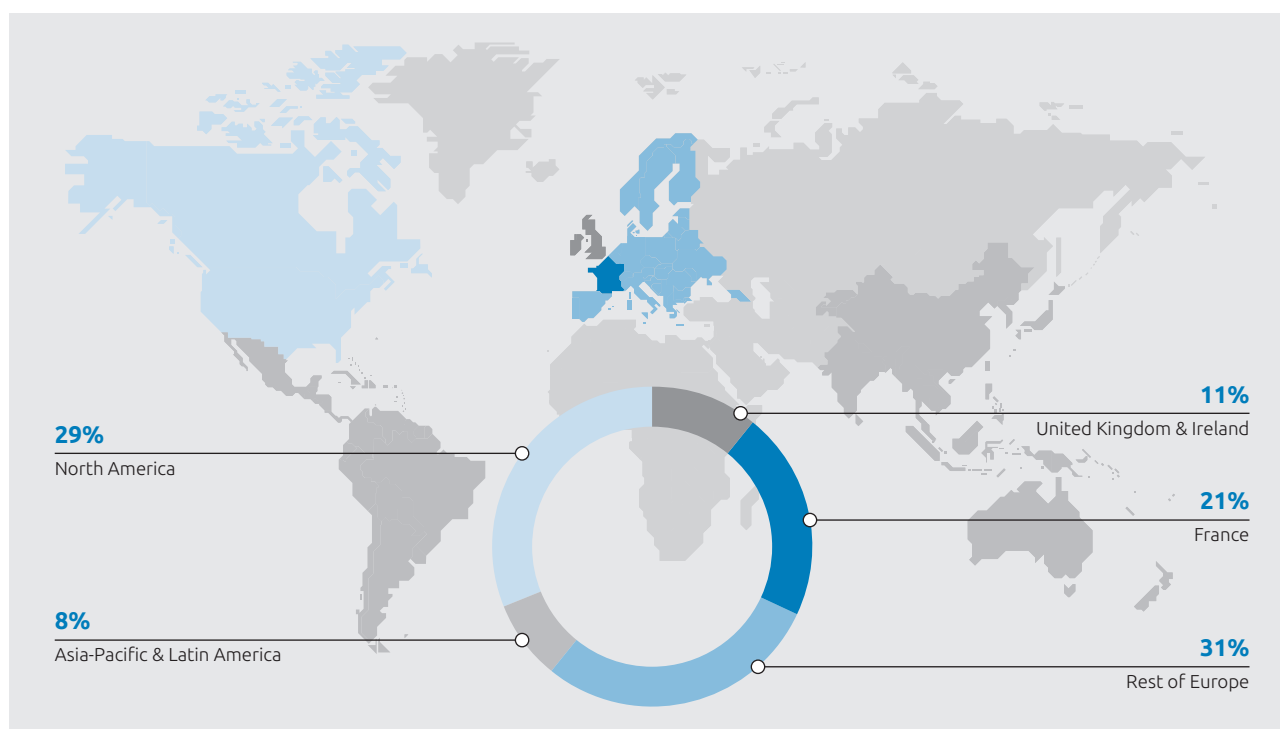
At December 31, 2021, the Group had cash and cash equivalents and cash management assets of €3.5 billion. After accounting for borrowings of €6.7 billion and derivative instruments, Group net debt is €3.2 billion at December 31, 2021, down significantly compared with €4.9 billion at December 31, 2020.

Altran integration and synergies

Capgemini successfully completed the operational integration of Altran, which began when the Group took effective control in April 2020, with particularly great results notably in terms of talent retention, joint offerings development and commercial momentum.

As a testimony to the strong strategic and operational rationale of this acquisition and its successful integration, the Group has already achieved the expected revenue and cost synergies, ahead of the targeted three-year timeframe. Cost and operating model synergies reached a run rate of more than 80 million euros at the end of 2021, compared with a target of 70 to 100 million euros after three years. Similarly, revenue synergies already exceeded 350 million euros in 2021, compared with a target of 200 to 350 million euros after three years.

Operations by major region



All Group regions posted double-digit growth at constant exchange rates in 2021, reflecting the sharp acceleration in the Group's activities. This acceleration is also visible in most sectors, but particularly in Manufacturing and Consumer Goods which were heavily affected by the pandemic in 2020. Only the Energy & Utilities sector reported muted growth.

Revenues in **North America** (29% of Group revenues) grew by +12.0% at constant exchange rates, driven mainly by the TMT (Telecom, Media and Technology), Consumer Goods and Manufacturing sectors. The operating margin rate improved further to 15.9%, from 14.8% in 2020.

The **United Kingdom and Ireland** region (11% of Group revenues) had a particularly strong year, with revenue growth of +18.3% at constant exchange rates. This performance was led by the Public Sector, which remained very dynamic throughout the year, and the strong recovery in Financial Services at the end of the year. The operating margin reached a record 18.0%, compared with 15.5% a year earlier.

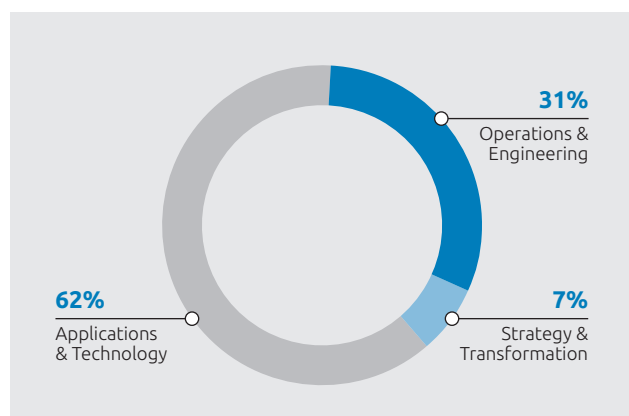
France (21% of Group revenues) reported revenue growth of +10.3% at constant exchange rates, largely driven by a strong recovery in the Manufacturing sector, and, to a lesser extent, the Services and Consumer Goods sectors. The operating margin improved by 150 basis points year-on-year to 10.2%.

The **Rest of Europe** region (31% of Group revenues) grew +17.6% at constant exchange rates, again benefiting from the significant rebound in the Manufacturing sector. This momentum was also supported by a recovery in the TMT and Consumer Goods sectors. The operating margin increased to 12.3% from 11.4% a year earlier.

Finally, revenues in the **Asia-Pacific and Latin America** region (8% of Group revenues) increased sharply by +27.3% at constant exchange rates. Organic momentum increased steadily throughout the year and was supplemented by Group acquisitions in Asia-Pacific. All major sectors therefore reported double-digit growth at constant exchange rates. The operating margin rate is down to 11.5% from 13.0% in 2020.



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.

All Group business lines also reported double-digit growth rates in 2021 at constant exchange rates.

Strategy & Transformation Consulting Services (7% of Group revenues) reported a +27.0% rise in total revenues, reflecting the strong recovery in Group client discretionary expenditure.

Applications & Technology services (62% of Group revenues and Capgemini's core business) reported a +13.1% increase in total revenues.

Finally, **Operations & Engineering** total revenues (31% of Group revenues) grew +18.5% at constant exchange rates, taking into account the acquisition of Altran and the sale of Odigo. Organic growth was primarily driven by the strong recovery in Engineering Services during the year. In addition, both Infrastructure and Cloud services and Business Services showed solid growth.

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

Utilization rate	2020				2021			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Strategy & Transformation	66%	66%	66%	71%	72%	73%	73%	72%
Applications & Technology	82%	80%	81%	83%	83%	84%	82%	79%

Headcount

At December 31, 2021, the total Group headcount is 324,684 employees compared with 269,769 employees one year earlier. This 54,915 net increase (+20.4%) reflects:

- 140,599 additions; and
- 85,684 departures (including 69,756 resignations), representing a weighted attrition rate of 23.5% (compared with 12.8% in 2020).

Order book

Bookings totaled €19,462 million in 2021, a year-on-year increase of +15.8% at constant exchange rates, representing a *book-to-bill* ratio for the year of 1.07. This reflects the Group's ability to position itself on major digital transformation projects and win multi-year client contracts.

Significant events in 2021

New medium-term financial ambitions

On March 31, 2021, Capgemini organized a virtual Capital Markets Day for financial analysts and institutional investors. Aiman Ezzat, Chief Executive Officer and Carole Ferrand, Chief Financial Officer, along with other members of the Group Executive Committee, outlined Capgemini's strategic, operational and financial ambitions for 2025.

The Group's sustainable growth strategy is focused on delivering increased value to clients with an industry-driven approach. It will leverage the accelerating markets of Intelligent Industry (focused on Intelligent Products & Systems, Intelligent Operations and Intelligent Platforms & Ecosystems), and Customer First (focused on the relationship between Capgemini's clients and their customers). In addition, the rapid adoption of Cloud and Data/artificial intelligence will act as a significant growth driver across the Group's entire portfolio of offerings.

Finally, Capgemini will maintain its strict execution discipline and aims to expand its operating margin. Group profitability will benefit, first and foremost, from additional added value delivered by a portfolio of sector-specific innovative offerings. With the emergence of new hybrid working methods, Capgemini will be able to implement its new operating environment, known as the New Normal, generating additional cost savings and enabling a more efficient deployment of resources. The integration of Altran and ongoing industrialization and automation efforts will also produce synergies for the Group.

The Group has therefore set the following new financial ambitions for the medium-term:

- achieve annual revenue growth of +7% to +9% at constant currency on average through 2025;
- reach an operating margin of 14% by 2025.

New ESG (Environmental, Social and Governance) policy

On December 6, 2021, Capgemini presented a framework of 8 priorities and 11 ambitious objectives gathered together in a new ESG policy in accordance with commitments made in early 2021. This marks a new concrete milestone for the Group's responsible approach.

Building on a long history of initiatives, Capgemini has set a framework of priorities and ambitious objectives through this ESG policy, covering each of the three ESG pillars and impacting the 11 United Nations' Sustainable Development Goals relevant to its business.

In addition, on December 14, 2021, Capgemini held a webinar on environmental, social and governance issues. Aiman Ezzat, Chief Executive Officer, accompanied by several Group operational managers, presented Capgemini's ESG policy, priorities and objectives to financial analysts and institutional investors.



Changes in governance

Following the Shareholders' Meeting of May 20, 2021, the Group appointed Ms. Tanja Rueckert and Mr. Kurt Sievers as new directors from May 20, 2021.

Ms. Tanja Rueckert, a German citizen, brings to the Board of Directors her solid experience in the software sector as an executive leading business units of international groups and her expertise in several fields including the Internet of Things (IoT), artificial intelligence and digital transformation.

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

During the Shareholders' Meeting of May 20, 2021, Mr. Patrick Pouyanné's term of office as an Independent Director was also renewed for a period of four years. In addition, the Board of Directors, which convened after the Shareholders' Meeting, decided to appoint Mr. Frédéric Oudéa as Lead Independent Director and Chairman of the Ethics & Governance Committee to replace Mr. Pierre Pringuet, whose term of office expired at the end of the Shareholders' Meeting. Mr. Frédéric Oudéa was also appointed Vice-Chairman of the Board of Directors to replace Mr. Daniel Bernard, whose term of office expired at the end of the Shareholders' Meeting.

On January 7, 2021, the Group also announced the appointment of Mr. Olivier Sévillia as Group Chief Operating Officer from January 1st, 2021. In this role, he is responsible for the Group's Strategic Business Units and sales, with a focus on applying Capgemini's deep and broad industry expertise to be a strategic business partner to its clients.

Acquisitions and co-development

Capgemini continued its targeted acquisition strategy in 2021, while seeking to reduce its leverage which increased significantly in 2020 with the acquisition of Altran. The Group focused its attention on the Asia-Pacific area, as demonstrated by the main transactions completed and presented below.

Firstly, in March, the Group finalized the acquisition of RXP Services, a Digital services consulting firm listed in Australia, announced in November 2020. 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.

In May, the Group announced the acquisition of Multibook's SAP services in Japan and South-East Asia. This acquisition will enable the Group to further build its SAP capabilities and enrich its client and Business Services portfolio in Japan and South-East Asia.

Capgemini also strengthened its SAP capabilities and its client portfolio in Australia with the acquisition of Acclimation in July. Leveraging leading cloud technologies, Acclimation's 100+ experts in SAP solutions at offices in Melbourne, Sydney, Brisbane and Perth strengthen our ability to accompany our clients and accelerate their transformation to the cloud.

In November, the Group announced the acquisition of Empired, a cloud transformation and Digital services provider listed in Australia. With this acquisition, Capgemini realizes new scale and breadth of expertise across Australia and New Zealand, as the combined size and broad services portfolio of the new entity position the Group as a digital, data and cloud market leader in the region, with extensive capabilities across the entire Microsoft technology product suite.

Also in November, Capgemini acquired Possible Future, a leading Paris-based sustainable innovation consultancy. Its approach seeks to create new products and services with a strong economic, environmental and social impact, by leveraging the multi-disciplinary skills of its teams, the experience and know-how of its clients and the intelligence and creativity of their ecosystems.

Finally, in December, the Group completed the acquisition of VariQ, a provider of software development, cybersecurity, and cloud services for federal government departments and agencies across the United States. VariQ will be integrated into Capgemini Government Solutions LLC, the Group's independent operating division working with US government agencies. This acquisition will strengthen the Group's position in the US federal market and build momentum for continued growth.

In addition, Capgemini and Orange announced in May their intention to co-develop a new company, named "Bleu", which will provide a "Trusted Cloud" (a sovereign cloud solution based on a platform that complies with French government policy), designed to meet the needs of public administrations and enterprises with critical infrastructures subject to confidentiality, security and resilience requirements. In partnership with Microsoft, Bleu aims to offer its customers an independent Trusted Cloud with a rich catalog of digital solutions and the best collaborative tools.

Changes in the financial structure

Capgemini's financial structure did not undergo any major changes in 2021.

The Group was able to reduce its net debt thanks to strong cash generation in 2021. Given its significant surplus gross treasury position, the Group also repaid early two bond tranches in 2021. A €500 million tranche maturing in November 2021 was repaid in August and a second €500 million tranche expiring in April 2022 was repaid in December.

Finally, the eighth employee share ownership plan (ESOP) launched in September 2021 and aimed at associating employees with the Group's development and performance was a great success with subscriptions totaling €589 million. This share capital increase represents 2.1% of the Company's share capital and increases Capgemini employee share ownership to around 9%.

Commercial momentum

After fiscal year 2020 marked by the pandemic, Capgemini witnessed a surge in client demand for digital transformation services across all its main sectors in 2021:

- in the Manufacturing and Life Sciences sector:
 - in the promising *Intelligent Industry* market, a world leader in the aeronautics industry signed an Engineering Services contract with Capgemini for a connected intelligence solution to enable more advanced analysis of its manufacturing data and accelerate its digital transformation,
 - also in this market, a major automotive supplier chose the Group for a project to develop and validate equipment for autonomous vehicles,
 - in the Customer Relationship Management services market or *Customer First*, another major growth area for the Group, Capgemini accompanied a European automotive manufacturer in the digital transformation of its operations, through the implementation of several software solutions enabling a streamlined and personalized digital customer journey,



- a North American medical device manufacturer signed a 2-year extension with the Group on various projects notably concerning cardiac rhythm management and the electrophysiology division,
 - a global automotive manufacturer selected Capgemini to deliver cloud architecture design and build services, orchestration and security services and also application development and support services and DevOps activation,
 - the Group has been chosen by a consortium of leading industrial and public sector players for a structuring R&D project for French medical research to accelerate access to new treatments at an acceptable cost, in order to ensure France's competitiveness and its health independence;
- in the Financial Services sector:
- the Group was selected by a global Financial Services client to perform one of the largest Microsoft Office 365 migrations,
 - a major global bank extended its contract with Capgemini for transformation and innovation consulting,
 - Capgemini was selected by a UK bank to build a chaos engineering platform to be used as a service by all the bank's systems and services,
 - a British insurance company selected the Group for the deployment and integration of solutions developed by Guidewire,
 - Capgemini has been selected by a South American bank for cloud infrastructure services in a private environment;
- in the Retail & Consumer Goods sector:
- a European food company selected Capgemini to provide advanced engineering and artificial intelligence services for the design of an intelligent factory, again illustrating the potential of the *Intelligent Industry* market,
 - in the same market, a leading U.S. player in consumer electronics selected Capgemini to help address the shortage of chips by adapting one of their products to use alternative solutions,
 - in the *Customer First* market, a global food chain renewed a strategic supplier contract with the Group for the development, deployment and maintenance of e-commerce and food service technology solutions,
 - one of Scandinavia's leading food producers selected Capgemini as its main supplier across all IT areas, supporting its ambitions for a more innovative value chain, for a period of 10 years;
- in the TMT (Telecom, Media & Technology) and Services sector:
- in the *Intelligent Industry* market, a global leader in telecommunications equipment selected Capgemini to develop private 5G networks for the deployment of the Internet of Things (IoT) for industrial players,
 - also in this market, a national railroad Company selected Capgemini to deploy an intelligent traffic management solution,
 - in the *Customer First* market, Capgemini was selected by an Asian airline to participate in a major overhaul of its digital capabilities at its customer service centers, using Salesforce Service Cloud and Mulesoft Anypoint Platform technologies;
- in the Public Sector:
- in the *Customer First* market, Capgemini signed a 4-year exclusive framework agreement with a European transport department, covering IT services for application development and management,
 - the armed forces of a European country selected Capgemini for a three-year strategic SAP co-sourcing contract (with a possible four-year extension) for their human resources services,
 - the Group was selected by a European police force as strategic partner for the transformation of its IT Infrastructure services under a 5-year contract,
 - Capgemini will create for a French public institution, with the support of its partner OVHcloud, a data collection tool for the roll-out of e-healthcare in France,
 - the Group signed a 5-year contract with a major European airport to provide end-user services and service desk support. The contract also includes a 3-year extension to Capgemini's existing applications and infrastructure support services;
- in the Energy & Utilities sector:
- a global petrochemicals company selected Capgemini as its sole service provider for the digital transformation of its product manufacturing process,
 - Capgemini and a Canadian electricity distribution and service supplier signed a three-year agreement for application management, project delivery and data services,
 - the Group assisted a leading European electricity company to assess and monetize the impact of its circular economy strategy,
 - Capgemini signed a multi-year contract extension with a leading energy company in Norway on the digitization and transformation of the Company's systems, processes and working methods into the Cloud,
 - a leading French energy company selected Capgemini to support the implementation of automation and artificial intelligence to resolve incidents.

The Group also unveiled sustainable development offerings during the year. Capgemini launched "Sustainable IT" (in June) to reduce the IT carbon footprint and Net Zero strategy (in September) designed to help its clients materialize their climate objectives and accelerate their trajectory to "net zero emissions". As a responsible company, Capgemini's sustainable development offerings contribute to the dual goal of attaining carbon neutrality for its own operations by 2025 and "net zero emissions" well before 2050 and supporting its clients in order to save 10 million metric tons of CO₂ by 2030.

Rewards and recognitions

Capgemini's technical and sector expertise was recognized by several prizes and distinctions in 2021, including most notably the following awards:

- Capgemini was recognized by HFS Research as a new innovator for its innovative healthcare payment solutions (January);
- the Group was recognized as a Leader by Zinnov for its Engineering, Research and Development (ER&D) and Internet of Things (IoT) activities (January);



- Everest Group named Capgemini as a Leader in a large number of technology service offerings, such as Application and Digital services for capital markets (January), Application and Digital services (ADS) (March), Next Generation Application Management Service Providers 2021 (March), Life Sciences Digital services Provider 2021 (April), artificial intelligence (AI) Services (April), Intelligent Process Automation (IPA) Solutions (June), Data and Analytics Service Providers 2021 (August), Applications and Digital services (ADS) in Banking (August), Automotive Engineering Services (September), IT managed security services 2021 (September) and 5G Engineering Services (October);
 - the Group was named as a Leader by NelsonHall in its NEAT evaluation for Quality Engineering Services (January), SAP ERP Cloud Migration Services (March), Banking Services (March), Intelligent Automation (IA) in Banking (June), Learning Services (August) and finally Procurement Transformation (September);
 - Capgemini was positioned as a Leader by Gartner in its Magic Quadrant for Application Testing Services, Worldwide (February), Data and Analytics Service Providers (April), SAP S/4HANA Application Services (July) and IT Services for Communications Service Providers (October);
 - ISG named the Group as a Leader in its Next-gen Application Development & Maintenance (ADM) (February and November), Life Sciences Digital services (May) and Procurement BPO and Transformation Services Global (June) reports;
 - Capgemini was positioned as a Leader by Avasant for Manufacturing Digital services (March), Intelligent Automation Services (April) and F&A Business Process Transformation (April);
 - the Group was also named as a Leader by IDC in its Worldwide Retail Commerce Platform Service Providers 2020 and Worldwide Retail Co-Innovation Services Providers 2020 assessments (March), its artificial intelligence (AI) Services 2021 assessment (August) and for Smart Manufacturing.
- The Group's technical and sectoral expertise has also been praised by its partners:
- Capgemini has won three Amazon Web Services (AWS) Partner Awards for 2021 in France, Germany and the United Kingdom. These awards recognize Amazon partners who have made the most of AWS services and continued to grow throughout the year;
 - the Group received the Pega Partner Sales Excellence 2020 award for the EMEA region (March) and the Pega Partner Innovation award for the tenth year running (May);
 - Capgemini has been named Global Practice Development Partner of the Year 2021 by MuleSoft (March);
 - Capgemini received the 2020 Google Cloud Industry Solutions Partner of the Year award for its industrial solutions (July);
 - Capgemini has been recognized as Microsoft's digital transformation Partner of the Year 2021 (July).
- Finally, Capgemini was recognized in 2021 as *One of the World's Most Ethical Companies* by the Ethisphere Institute, for the ninth year in a row.
- Capgemini was also recognized for its leadership in the fight against climate change when it was included in the CDP (Carbon Disclosure Project) "A List". In addition to this prestigious international distinction, the Group's local Corporate Social Responsibility initiatives received a number of awards in several countries.

Comments on the Capgemini group consolidated financial statements and outlook for 2022

Consolidated Income Statement

Consolidated **revenues** total €18,160 million for the year ended December 31, 2021, compared with €15,848 million in 2020, up 14.6% on reported figures and 15.1% at constant exchange rates.

Operating expenses total €15,820 million, compared with €13,969 million in 2020.

An analysis of costs by nature highlights a €1,714 million increase in personnel costs from €10,478 million in 2020 to €12,192 million in 2021. Personnel costs represent 67.1% of revenues compared with 66.1% in 2020. The average headcount rose in 2021 to 292,690, compared with 251,525 in 2020. Offshore employees represent 58% of the total Group headcount in 2021.

An analysis of costs by function reveals:

- the cost of services rendered is €13,368 million, or 73.6% of revenues, down 0.3 points on 2020. The gross margin is 26.4% of revenues in 2021, compared with 26.1% in 2020;
- selling costs total €1,196 million, or 6.6% of revenues;
- general and administrative expenses total €1,256 million (6.9% of revenues).

The **operating margin** is therefore €2,340 million in 2021, compared with €1,879 million in 2020, representing a margin rate of 12.9% (11.9% in 2020).

Other operating income and expense is a net expense of €501 million in 2021, compared with €377 million in 2020. Restated by the capital gain realized on the sale of the Odigo business in 2020, the other operating income and expense remain stable compared to 2020. Indeed, the decrease in restructuring costs was offset by the impact of a higher Capgemini share price on the long-term share-based compensation expense.

Operating profit is €1,839 million (10.1% of revenues), compared with €1,502 million in 2020 (9.5% of revenues).

The **net financial expense** is €159 million, compared with €147 million in 2020. This increase was mainly due to the full year impact of the coupons on the bonds issued in the second quarter of 2020 and the decrease in income from cash management assets, partially offset by interest savings following the repayment by Altran Technologies of all its term loans in June 2020 for a nominal amount of nearly €1.6 billion.

The **income tax expense** is €526 million, compared with €400 million in 2020. The effective tax rate is 31.3% in 2021, compared with 29.5% in 2020.



Adjusted for the untaxed capital gain realized on the divestment of Odigo in 2020 and excluding the tax expense relating to the transitional impact of the 2017 US tax reform of €36 million in 2021 and tax income of €8 million in 2020, the effective tax rate is 29.2% in 2021, down compared with 33% in 2020.

Profit for the year attributable to owners of the Company is €1,157 million in 2021, compared with €957 million in 2020.

Excluding the tax expense relating to the transitional impact of the 2017 US tax reform of €36 million in 2021 and tax income of €8 million in 2020, the normalized earnings per share is €9.19 based on an average of 168,574,058 ordinary shares outstanding in 2021, compared with €7.23 based on an average of 167,620,101 ordinary shares outstanding in 2020.

Consolidated Statement of Financial Position

Equity attributable to owners of the Company totaled €8,467 million at December 31, 2021, up €2,364 million on December 31, 2020. This increase was mainly due to:

- the positive impact of other comprehensive income of €1,027 million, of which €524 million of translation adjustment;
- the net profit for the period of €1,157 million;
- the impact of incentive and employee share ownership instruments of €745 million, including €589 million in respect of the share capital increase under the ESOP 2021 international employee share ownership plan, partially offset by:
 - the payment to shareholders of dividends of €329 million,
 - the elimination of treasury shares in the amount of €197 million.

Non-current assets totaled €15,034 million at December 31, 2021, up €919 million on December 31, 2020, mainly due to the increase in goodwill from the acquisition of period and due to foreign exchange effects on goodwill denominated in US dollar.

Income Statement of Capgemini SE

The Company reported **operating income** for the year ended December 31, 2021 of €531 million (including €367 million in royalties received from subsidiaries) compared with €478 million last year (including €328 million in royalties).

Operating profit is €243 million, compared with €238 million in 2020.

Net finance income is €404 million (compared with a net financial expense of €29 million in 2020) and reflects the difference between:

- income of €747 million, mainly comprising dividends received from subsidiaries (€452 million), foreign exchange gains on the pooling of currency risk at Group level (€248 million), reversals of provisions for equity interests (€20 million), income from loans granted to subsidiaries (€13 million) and reversals of provisions for foreign exchange losses (€13 million);
- expenses of €343 million, mainly comprising foreign exchange losses on the pooling of currency risk at Group level

Non-current liabilities totaled €9,037 million at December 31, 2021, down €827 million on December 31, 2020. This decrease is due to the anticipated reimbursement on December 29, 2021 of the bond issue in 2020 maturing in April 2022 and the decrease in provisions for pensions and other post-employment benefits tied to changes in the discount rate curve in 2021.

Trade receivables and contract assets totaled €4,606 million at December 31, 2021, compared with €3,938 million at December 31, 2020. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €3,084 million at December 31, 2021, compared with €2,792 million at December 31, 2020.

Accounts and notes payable mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than income tax and total €4,361 million at December 31, 2021, compared with €3,358 million at December 31, 2020.

Consolidated net debt totaled €3,224 million at December 31, 2021, compared with €4,904 million at December 31, 2020. This €1,680 million decrease in net debt on December 31, 2020 chiefly reflects organic free cash flow generation of €1,873 million, partially offset by:

- the payment to shareholders of a dividend of €329 million;
- outflows on Company acquisitions, net of cash and cash equivalents acquired, of €369 million.

Outlook for 2022

The Group's financial targets for 2022 are:

- revenue growth of +8% to +10% at constant currency;
- operating margin of 12.9% to 13.1%;
- organic free cash flow above €1,700 million.

The inorganic contribution to growth should be of 1 point at the lower end of the target range and 2 points at the upper end.

(€165 million), interest on bond issues and bank borrowings (€130 million), charges to provisions for equity interests (€21 million), as well as charges to provisions for foreign exchange losses (€22 million).

This €433 million improvement in net financial income year-on-year is mainly due to the increase in dividends received from subsidiaries (€422 million).

Non-recurring items mainly comprise the accelerated depreciation of company acquisitions costs and represent a net expense of €7 million compared to €6 million last year.

After an **income tax expense** of €12 million (compared with €21 million in 2020), notably reflecting the income tax expense of the tax consolidation group, the Company reported a **net profit** of €628 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.
”



Frédéric Oudéa
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 12 + 2	Independent Directors ² 82%	Gender balance ³ W: 45% / M: 55%	Average age 58 years	Internationalization 43%
Average length of office 5 years	Director representing employee shareholders 1	Directors representing employees 2		

NB: Information at December, 2021. **1.** Twelve directors were elected by shareholders; the two directors representing employees were appointed in accordance with the employee representation system. **2.** The directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code. **3.** The directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the French Commercial Code.

MANAGEMENT OF THE GROUP

Since May 20, 2020, Capgemini SE Group management has been led by Mr. Aiman Ezzat.

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 2021 Universal Registration Document.



BOARD OF DIRECTORS

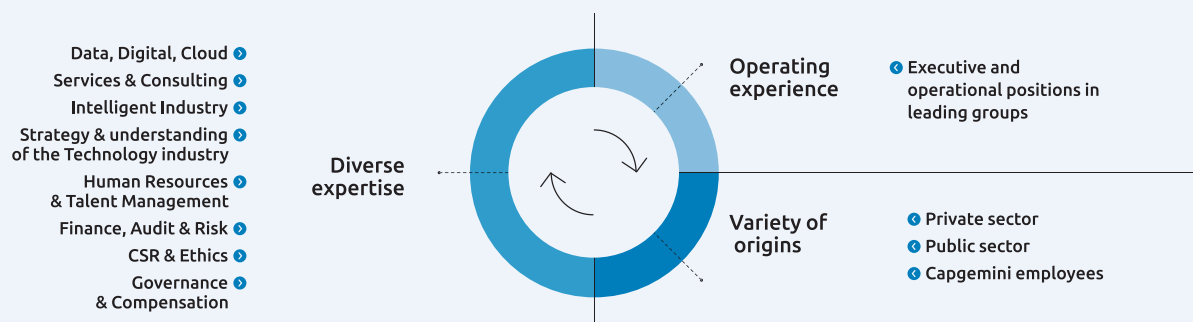
The Board of Directors sets the strategic direction of the Company and the Capgemini Group. It appoints the executive corporate officer(s) responsible for implementing this strategy, approves the financial statements, convenes the Shareholders' Meetings and proposes the annual dividend. It takes decisions 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				BOARD OF DIRECTORS				STRATEGY & CSR COMMITTEE			
Attendance	Members	Independence	Meetings	Attendance	Members	Independence ¹	Meetings	Attendance	Members	Independence	Meetings
100%	4	100%	6	100%	14	82%	9	100%	6	60%	6
COMPENSATION COMMITTEE								AUDIT & RISK COMMITTEE			
Attendance	Members	Independence	Meetings	Executive Sessions				Attendance	Members	Independence	Meetings
93%	5	100%	6	2				100%	4	100%	8

NB: Information at December 31, 2021. **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.



The experiences and expertise brought by each director comprising the Board of Directors at December 31, 2021 may be summarized as follows.



For more information regarding the members of the Board of Directors of the Company, see Section 2 of the 2021 Universal Registration Document.



Activities of the Board in 2021

Group strategy and organization, ESG	Governance	Finance
<ul style="list-style-type: none"> — Update of the Group's medium-term strategic direction — External growth opportunities and monitoring the integration of Altran — Review of the main changes in markets and the competitive environment — Customer First and Intelligent Industry strategy — Approval of ESG priorities and objectives — Monitoring of the roll-out of the Group's CSR strategy 	<ul style="list-style-type: none"> — Changes in the composition of the Board and its Committees — Preparation of the Shareholders' Meeting — Internal assessment of the Board — Monitoring of dialogue with shareholders and proxy advisors — Methods of operation of the Board — Review of the Executive Corporate Officer emergency succession process 	<ul style="list-style-type: none"> — Budget — Group Financial Policy — Medium-term financial ambitions — Share buyback program
Group Performance	Audit & Risk	Talent management, diversity and compensation
<ul style="list-style-type: none"> — Group performance and activities — Management of the impact of the Covid-19 pandemic — Monitoring the "New Normal" — Monitoring customer satisfaction 	<ul style="list-style-type: none"> — 2020 Company financial statements — 2020 consolidated financial statements and 2021 first-half interim consolidated financial statements — Risk monitoring (including mapping) — Internal control and Internal audit — Monitoring of the Group's various ethics and compliance actions 	<ul style="list-style-type: none"> — Monitoring of Group talent management — 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.

In addition, each year a Board meeting dedicated to strategy is held in the form of a seminar and invites key managers of the Group to contribute to Board discussions. These seminars also

enable Directors to constantly refine their understanding of the challenges facing the Group through themed-based presentations and site visits.

The Board organizes a range of specific training sessions throughout the year to help Directors increase their knowledge of the Group (through presentations of its ecosystem, challenges, businesses, offerings and certain of its regions) and its competitive environment, as well as recent market disruption trends and technological developments. In 2021, these sessions notably focused on artificial intelligence and the Group's portfolio of sustainable development offerings.

Internal assessment – Priorities for 2022

The Lead Independent Director conducted an assessment of the Board of Directors' activities in 2021. Following this assessment, the Board of Directors set the following priorities for 2022:

— Definition and monitoring of strategic objectives

Continued increased involvement of the Board in the definition and monitoring of strategic priorities and better coordination of work between the Strategy & CSR Committee and the Board in this area.

— Composition of the Board of Directors

Renewal for the period 2022-2026 of the following four objectives for the composition of the Board: (i) international diversification, (ii) diversification of profiles and expertise, (iii) staggered renewal

of terms of office and (iv) maintenance of a measured number of Directors enabling coherence and collective decision-making. In particular:

- search for profiles primarily satisfying the international and expertise diversification objectives,
- scheduling of the renewal and replacement of Directors, taking into account the staggered renewal of offices, gender balance and independence.

— Activities of the Board of Directors

Continuation of meetings with Group operating managers during Board meetings or training sessions.

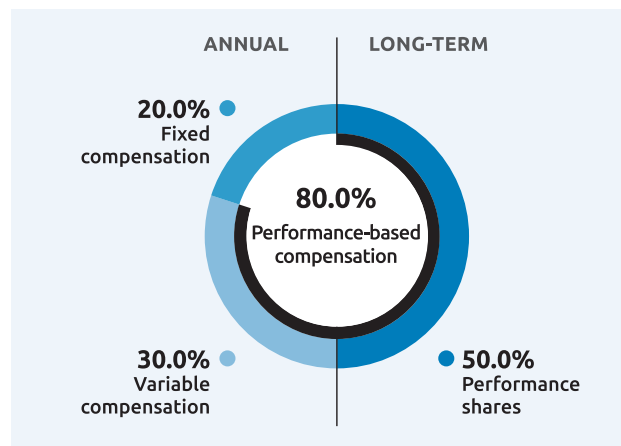


3. 2022 compensation policy of the Executive Corporate Officers

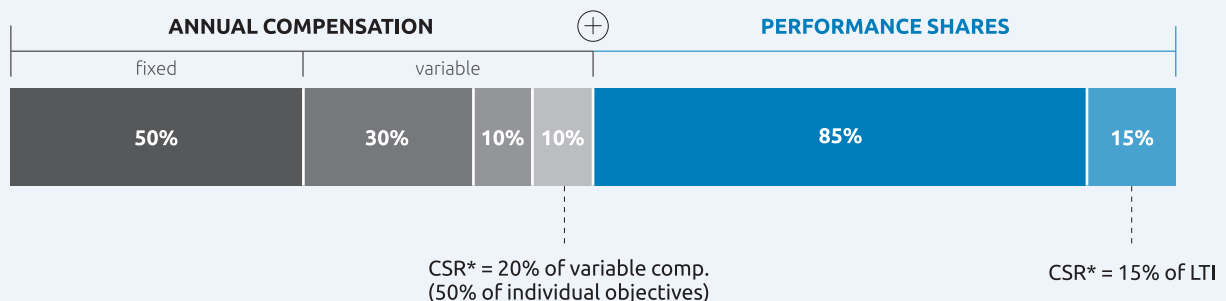
The compensation policies for the Chairman and Chief Executive Officer were approved by the Board of Directors on March 17, 2022 at the recommendation of the Compensation Committee. The 2022 Chairman of the Board of Directors' compensation policies include: (I) for the first part of 2022, a prorated fixed compensation

as Chairman of the Board, and (II) for the second part of 2022, a pro-rated compensation as director and the continuation of the supplementary collective defined benefit pension plan. The compensation policy for the Chief Executive Officer is summarized below.

2022 annual compensation target structure of the Chief Executive Officer



WEIGHT OF CSR INDICATORS



* Percentage of women in key executive manager positions and reduction in greenhouse gas emissions

Criteria for 2022 annual variable compensation of the Chief Executive Officer

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

- **financial objectives**, representing 60% of annual variable compensation and based on attainment of **01.** Group revenues objectives, **02.** Group operating margin rate target, **03.** net profit before taxes target and **04.** Group organic free cash flow target;
- **quantifiable individual performance objectives**, representing up to 20% of annual variable compensation, tied to the roll-out of the CSR strategy (diversity and carbon footprint);
- **qualitative individual performance objectives**, representing up to 20% of annual variable compensation, divided between **01.** Talent attractiveness; **02.** strategic partnering with clients; and **03.** Strategic roadmap implementation.

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 is 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 et (iii) the Directors in respect of their terms of office for fiscal year 2022, were approved by the Board of Directors, at its meeting of March 17, 2022, at 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 2021 Universal Registration Document.



4. Agenda

Resolutions presented at the Ordinary Shareholders' Meeting

- Approval of the 2021 Company financial statements (**1st resolution**);
- Approval of the 2021 consolidated financial statements (**2nd resolution**);
- Appropriation of earnings and setting of the dividend (**3rd resolution**);
- Regulated agreements – Special report of the Statutory auditors (**4th 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 (**5th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2021 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors (**6th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2021 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer (**7th resolution**);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the period from January 1, 2022 to May 19, 2022 (**8th resolution**);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the period from May 20, 2022 to December 31, 2022 (**9th resolution**);
- Approval of the compensation policy applicable to the Chief Executive Officer (**10th resolution**);
- Approval of the compensation policy applicable to Directors (**11th resolution**);
- Increase in the total compensation amount for Directors (**12th resolution**);
- Appointment of Ms. Maria Ferraro as a director (**13th resolution**);
- Appointment of Mr. Olivier Roussat as a director (**14th resolution**);
- Renewal of the term of office of Mr. Paul Hermelin as a director (**15th resolution**);
- Renewal of the term of office of Mr. Xavier Musca as a director (**16th resolution**);
- Renewal of the term of office of Mr. Frédéric Oudéa as a director (**17th resolution**);
- Authorization of a share buyback program (**18th resolution**);

Resolutions presented at the Extraordinary Shareholders' Meeting

- Amendment of Article 11, paragraph 2), of the Company's bylaws (**19th resolution**);
- Authorization to the Board of Directors, for a period of twenty-six months, to cancel shares bought back by the Company under the share buyback programs (**20th resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum par value amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or any other amounts (**21st resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future (**22nd resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**23rd resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**24th resolution**);
- Authorization to the Board of Directors, on the issue of ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital per twelve-month period (**25th resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares or securities granting access to the share capital, immediately or in the future) with retention or cancellation of pre-emptive subscription rights (**26th resolution**);
- Authorization to the Board of Directors, for a period of twenty-six months, to issue ordinary shares and/or securities granting access to the Company's share capital, in consideration for contributions in kind to the Company of shares or securities granting access to share capital, immediately or in the future, up to a maximum of 10% of the share capital (**27th 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) (**28th 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 €28 million and at a price set in accordance with the provisions of the French Labor Code (**29th 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 (**30th resolution**);
- Powers to carry out formalities (**31st 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 2021 included in the 2021 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 the Company for the year ended December 31, 2021 as follows:

- the Company financial statements showing a net profit of €627,915,613.35;
- the consolidated financial statements of the Company showing net profit for the Group of €1,157 million.

FIRST RESOLUTION

Approval of the 2021 Company financial statements

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

year ended December 31, 2021, showing net profit for the year of €627,915,613.35, as presented, and the transactions recorded therein and summarized in these reports.

SECOND RESOLUTION

Approval of the 2021 consolidated financial statements

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

year ended December 31, 2021, showing net profit for the Group of €1,157 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 2021 and the setting of the dividend.

It is proposed that the dividend be set at €2.40 per share, representing a total distribution of €413,739,657.60 based on the number of shares ranking for dividends at December 31, 2021.

In line with the Group's historic dividend distribution policy that ensures a balance between the investment required for its long-term development and the redistribution of profits to shareholders, the payout ratio for the year ended December 31, 2021, excluding non-recurring tax income or expenses, would be 35%.

Residual distributable profits for the year, i.e. €6,043,487,619.55, will 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 1, 2022 and a dividend payment date starting from June 3, 2022.

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, 2021 as follows:

Net profit for the year	€627,915,613.35
No funding of the legal reserve as already fully funded	
i.e. a balance of:	€627,915,613.35
Retained earnings of previous years:	€5,829,311,663.80
i.e. distributable earnings:	€6,457,227,277.15
allocated to:	
– payment of a dividend of €2.40 per share	€413,739,657.60 ⁽¹⁾
– retained earnings for the balance:	€6,043,487,619.55
giving a total of:	€6,457,227,277.15

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2021 and could therefore change if this number varies between January 1, 2022 and the ex-dividend date.

It should be noted that the dividend, set at €2.40 for each of the shares bearing dividend rights on January 1, 2022, 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*) for private individuals tax-resident in France where an express, global and irrevocable election is made for taxation under the progressive scale of personal income tax instead of application of the single flat-rate deduction.

The ex-dividend date will be June 1, 2022 and the dividend will be payable from June 3, 2022. 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, 2021, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

Pursuant to Article 243 *bis* of the French Tax Code, it is recalled that the following amounts were paid in respect of the past three fiscal years:

	Dividend distribution ⁽¹⁾ (in euros)	Distributed income ⁽²⁾ (in euros)	Dividend per share (in euros)
Fiscal year 2020	329,130,432.15	328,497,563.55	1.95
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

(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 2018, 2019 and 2020, 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 a private individual tax-resident in France and had opted for taxation at the progressive income tax scale instead of application of the single flat-rate deduction.

PRESENTATION OF THE 4th RESOLUTION

REGULATED AGREEMENTS – SPECIAL REPORT OF THE STATUTORY AUDITORS

Overview

The Statutory auditors' special report identifying no new regulated agreements entered into during the fiscal year ended December 31, 2021, we ask you to approve the content of this report.

Pursuant to Article L. 225-40-1 of the French Commercial Code, the Board of Directors also conducted an annual review of regulated agreements entered into and authorized in prior years and took note that these agreements had no continuing effect in 2021.

It is recalled that the regulated agreements authorized by the Board of Directors in fiscal years 2019 and 2020 were authorized in the context of the Company's project to acquire Altran Technologies

through a public tender offer ("the Offer") and concerned the filing of the Offer and its financing. These agreements were approved by the 2020 and 2021 Shareholders' Meetings.

The Company successfully completed the Offer during the first-half of 2020 and holds the entire share capital and voting rights of Altran Technologies. Furthermore, on June 23, 2020, the amount outstanding under the Facility Agreement was repaid in full and the Facility Agreement was canceled. Accordingly, the regulated agreements authorized in fiscal years 2019 and 2020 in the context of the Offer had no effect during fiscal year 2021.



FOURTH RESOLUTION

Regulated agreements – Special report of the Statutory auditors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and 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 said special report and takes due note that it does not refer to any new related-party agreements entered into in fiscal year 2021, falling within the application scope of the aforementioned Article L. 225-38.

PRESENTATION OF THE 5th TO 7th RESOLUTIONS

APPROVAL OF THE COMPONENTS OF COMPENSATION AND ALL TYPES OF BENEFITS PAID DURING FISCAL YEAR 2021 OR GRANTED IN RESPECT OF THE SAME FISCAL YEAR TO EXECUTIVE CORPORATE OFFICERS

Overview

Pursuant to Article L. 22-10-34, I of the French Commercial Code, we ask you to approve 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 Sections 2.3.1 and 2.3.3 of the 2021 Universal Registration Document, in the report on Corporate Governance.

Pursuant to Article L. 22-10-34 II of the French Commercial Code, we also ask you to approve the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2021 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors, and Mr. Aiman Ezzat, Chief Executive Officer, as presented in Section 2.3.3 of the 2021 Universal Registration Document. It is stipulated that

Messrs. Paul Hermelin's and Aiman Ezzat's compensation was approved by the Board of Directors, at its meeting of March 17, 2022, at the recommendation of the Compensation Committee, in accordance with the compensation policy approved by the Shareholders' Meeting of May 20, 2021 (10th and 11th resolutions). Payment is contingent on the approval of the 6th and 7th resolutions by the Shareholders' Meeting.

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 and 7th resolutions, are presented in Sections 2.3.1 and 2.3.3 of the 2021 Universal Registration Document, in the Board of Directors' report on Corporate Governance.

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FIFTH 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, and having read the Board of Directors' report on the resolutions and the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 I

of the French Commercial Code, 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 aforementioned report on Corporate Governance.

SIXTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2021 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report on the resolutions and the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable

and exceptional components of total compensation and all types of benefits paid during fiscal year 2021 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors, as presented in the aforementioned report on Corporate Governance.

SEVENTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2021 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer

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

L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2021 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer, as presented in the aforementioned report on Corporate Governance.

**PRESENTATION OF THE 8th TO 11th RESOLUTIONS****APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO CORPORATE OFFICERS****Overview**

Shareholders are asked to approve the compensation policy for corporate officers in accordance with the provisions of Article L. 22-10-8 II of the French Commercial Code, as presented in the Board of Directors' report on Corporate Governance.

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 2022, were approved by the Board of Directors, at its meeting of March 17, 2022, at 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 2021 Universal Registration Document.

EIGHTH RESOLUTION**Approval of the compensation policy applicable to the Chairman of the Board of Directors for the period from January 1, 2022 to May 19, 2022**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report on the resolutions and 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, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors for the period from January 1, 2022 to May 19, 2022 inclusive, as presented in the aforementioned report on Corporate Governance.

NINTH RESOLUTION**Approval of the compensation policy applicable to the Chairman of the Board of Directors for the period from May 20, 2022 to December 31, 2022**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report on the resolutions and 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, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors for the period from May 20, 2022 to December 31, 2022 inclusive, as presented in the aforementioned report on Corporate Governance.

TENTH 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 having read the Board of Directors' report on the resolutions and 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, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer, as presented in the aforementioned report on Corporate Governance.

ELEVENTH 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 having read the Board of Directors' report on the resolutions and 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, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for Directors, as presented in the aforementioned report on Corporate Governance.

PRESENTATION OF THE 12th RESOLUTION**TOTAL COMPENSATION AMOUNT FOR DIRECTORS****Overview**

In this resolution, we ask you to approve the increase in the total compensation amount for Directors.

It is recalled that the Shareholders' Meeting of May 18, 2016 authorized the payment of compensation to Directors (formerly referred to as "attendance fees") of a total maximum amount of

€1,200,000 per year, superseding the previous resolution. This increase in the total amount allowed the objectives set by the Board of Directors to be attained. It enabled the continued renewal of the Board of Directors, with four new Directors welcomed in 2016, including two Directors representing employees. This increase also focused on Directors heavily involved in the work of



the committees (as Chairmen or members of several committees) and on Directors non-resident in France, thereby retaining the international outlook of the Board of Directors, consistent with the Group's development and global presence.

You are asked to increase the total compensation amount for Directors in order (i) to integrate the proposed amendment to the compensation package of the Chairman of the Board of Directors aimed at removing his fixed compensation and solely granting Director's compensation, following the Shareholders' Meeting, the total amount of which would be significantly lower due to the end of the management hand-over phase and the end of his additional assignments, (ii) to continue the objective of the

international diversification of the Board of Directors to reflect changes in Capgemini's geographies and businesses, the diversity of profiles and the expertise represented, but also to involve competent and strongly committed Directors, and finally (iii) to revalue the compensation package of Directors by around 10% (excluding the Chairman of the Board of Directors).

The 12th resolution therefore seeks to increase to €1,700,000 the total annual compensation amount for Directors, until a new decision by the Shareholders' Meeting. This authorization would supersede the authorization granted by the Shareholders' Meeting of May 18, 2016.

TWELFTH RESOLUTION

Increase in the total compensation amount for Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, sets, in accordance

with Article L. 225-45 of the French Commercial Code, the total annual compensation amount for Directors at €1,700,000 from fiscal year 2022.

PRESENTATION OF THE 13th TO 17th RESOLUTIONS

APPOINTMENT OF TWO DIRECTORS – RENEWAL OF THE TERMS OF OFFICE OF THREE DIRECTORS, INCLUDING THE TERM OF OFFICE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Overview

The Board of Directors, at its meeting of March 17, 2022, chaired by Mr. Paul Hermelin, at the recommendation of the Ethics & Governance Committee, deliberated on the change in the composition of the Board of Directors that you are asked to approve.

The Board of Directors will propose to the 2022 Shareholders' Meeting the renewal of the terms of office of Messrs. Paul Hermelin, Xavier Musca and Frédéric Oudéa and the appointment of Ms. Maria Ferraro and Mr. Olivier Roussat as members of the Board of Directors for a period of four years. These proposals are in line with the Group's ambition to further the international diversification of its composition, deepen its sector expertise and enrich the diversity of its profiles.

Following a successful management hand-over phase, the Board of Directors proposes to retain, at the end of the next Shareholders' Meeting of May 19, 2022, a governance structure separating the duties of Chairman and Chief Executive Officer and to reappoint Mr. Paul Hermelin as non-executive Chairman of the Board, subject to the renewal of his term of office by the Shareholders' Meeting. The reappointment of Mr. Hermelin would enable the Board to continue to benefit from his experience, his expertise and his in-depth knowledge of the Group.

During the Board Meeting following the Shareholders' Meeting of May 19, 2022, the Board of Directors also proposes to reappoint Mr. Oudéa as Lead Independent Director, subject to the renewal of his term of office as a director by the Shareholders' Meeting.

Ms. Maria Ferraro, a Canadian citizen, has acquired throughout her career financial expertise and solid experience in the manufacturing, technology and energy sectors within a global group at the heart of the Intelligent Industry's development. She would bring to the Board her inclusion and diversity expertise, as well as her knowledge of European and Asian markets.

Mr. Olivier Roussat, a French citizen, is Chief Executive Officer of a global construction, energy and transport infrastructures group, which is also a leader in the French media sector and a major telecoms player in France. He would bring to the Board his sector experience, particularly in the telecoms and media sector, as well as his expertise in digital and technology transformation.

The Board of Directors considers Ms. Maria Ferraro and Mr. Olivier Roussat to be independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The Board of Directors warmly thanked Ms. Laurence Dors, who expressed her wish not to renew her term of office, for her contribution to the work of the Board and its Committees throughout her term of office, and particularly as Chairman of the Compensation Committee. Mr. Patrick Pouyanné will become Chairman of the Compensation Committee following the Shareholders' Meeting.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 19, 2022, the Board of Directors would comprise 15 Directors, including two Directors representing employees and one Director representing employee shareholders. 83% of its members will be independent⁽¹⁾, 40% will have international profiles and 42% will be women⁽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 the French Commercial Code.

**Date of birth:**

May 21, 1973

Nationality:

Canadian

Business address:

Siemens Energy AG
Freyeslebenstr. 1
91058 Erlangen
Germany

First appointment:

2022

Expiry of term of office:

2026 (Ordinary
Shareholders' Meeting
held to approve the
2025 financial
statements)

**Number of shares held
at March 17, 2022:**

0

MARIA FERRARO**Independent Director****BIOGRAPHY – PROFESSIONAL EXPERIENCE**

Ms. Maria Ferraro was appointed Member of the Executive Board and Chief Financial Officer of Siemens Energy AG and Member of the Executive Board and Chief Financial Officer of Siemens Energy Management GmbH effective May 1, 2020. Prior to her appointment, she held several senior management positions in Corporate Finance within Siemens in the United Kingdom, as well as in Canada, Germany and the United States.

Before being appointed Chief Financial Officer of Siemens Energy, Ms. Maria Ferraro held the position of Chief Financial Officer for the Operating Company Digital Industries as well as Chief Diversity Officer at Siemens AG.

Ms. Maria Ferraro was born and educated in Canada. She is a designated Chartered Accountant and spent her early career with PricewaterhouseCoopers (PwC) and Nortel Networks, holding a variety of roles in Canada and on a global level whilst gaining in-depth experience in European and Asian markets.

Ms. Maria Ferraro has acquired throughout her career financial expertise and solid experience in the manufacturing, technology and energy sectors within a global group at the heart of the Intelligent Industry's development. She would bring to the Board her inclusion and diversity expertise, as well as her knowledge of European and Asian markets.

Principal office:

Chief Financial Officer of Siemens Energy AG and Siemens Energy Management GmbH
Chief Inclusion and Diversity Officer

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021**Director of:**

— SIEMENS GAMESA RENEWABLE ENERGY S.A.* (Spain) (since May 2020)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)**Director of:**

— SIEMENS LTD. SEOUL (South Korea) (until May 2020)

* Listed company.



OLIVIER ROUSSAT

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Olivier Roussat is a graduate of Institut national des sciences appliquées (INSA) in Lyon.

He began his career with IBM in 1988 where he held a range of positions in data network services, service delivery and pre-sales. He joined Bouygues Telecom in 1995 to set up the network management center and network processes. He then became head of network operations, and telecoms and IT service delivery. In May 2003, he was appointed network manager and became a member of the Executive Committee of Bouygues Telecom. In January 2007, Mr. Olivier Roussat took charge of the Performance and Technology unit which groups Bouygues Telecom's cross-disciplinary technical and IT departments, including networks, information systems, process engineering, purchasing, corporate services and property development. He was also given responsibility for Bouygues Telecom's headquarters and Technopôle buildings.

Mr. Olivier Roussat became Deputy Chief Executive Officer of Bouygues Telecom in February 2007 and was appointed Chief Executive Officer in November 2007. He was then Chairman and Chief Executive Officer of Bouygues Telecom from May 2013 to November 2018, before being appointed Chairman of the Board of Directors until February 2021. He was appointed Chairman of the Board of Directors of Colas SA from October 2019 until February 2021.

On August 30, 2016, Mr. Olivier Roussat was appointed Deputy CEO of Bouygues and on February 17, 2021, he was appointed Chief Executive Officer of Bouygues.

Chief Executive Officer of a global construction, energy and transport infrastructures group, which is also a leader in the French media sector and a major telecoms player in France, Mr. Olivier Roussat would bring to the Board his sector experience, particularly in the telecoms and media sector, as well as his expertise in digital and technology transformation.

Principal office:

Mr. Olivier Roussat is Chief Executive Officer of Bouygues SA.

Date of birth:

October 13, 1964

Nationality:

French

Business address:

Bouygues SA
32 avenue Hoche
75008 PARIS

First appointment:

2022

Expiry of term of office:

2026 (Ordinary Shareholders' Meeting held to approve the 2025 financial statements)

Number of shares held

at March 17, 2022:

0

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Chief Executive Officer of:

— BOUYGUES S.A.* (since February 17, 2021)

Chairman of the Board of Directors of:

— BOUYGUES TELECOM (from November 2018 to February 2021)
— COLAS* (from October 2019 to February 2021)

Director of:

— TF1* (since April 9, 2009)
— BOUYGUES CONSTRUCTION (since November 15, 2016)
— COLAS* (since April 20, 2021)
— BOUYGUES TELECOM (since April 16, 2021)

Member of the Board of:

— BOUYGUES IMMOBILIER (since December 9, 2016)

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

Deputy Chief Executive Officer of:

— BOUYGUES S.A.* (until February 17, 2021)

Chairman and Chief Executive Officer of:

— BOUYGUES TELECOM (until November 2018)

* Listed company.



Date of birth:
April 30, 1952

Nationality:
French

Business address:
Capgemini SE,
11, rue de Tilsitt
75017 Paris

First appointment:
2000

Expiry of term of office:
2022 (Ordinary
Shareholders' Meeting
held to approve the
2021 financial
statements)

**Number of shares held
at December 31, 2021:**
195,988

PAUL HERMELIN

Chairman of the Board of Directors
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Paul Hermelin is a graduate of École Polytechnique and École Nationale d'Administration. He spent the first fifteen years of his professional life in the French government, primarily in the Ministry of Finance. He held a number of positions in the Budget Office and on various ministry staffs, including that of Finance Minister, Jacques Delors. He was chief of staff to the Minister of Industry and Foreign Trade from 1991 to 1993.

Mr. Paul Hermelin joined the Capgemini group in May 1993, where he was first in charge of coordinating central functions. In May 1996, he was appointed member of the Management Board and Chief Executive Officer of Capgemini France. In May 2000, following the merger of Capgemini and Ernst & Young Consulting, he became Chief Operating Officer of the Group and director. On January 1, 2002, he became Chief Executive Officer of the Capgemini group, followed by Chairman and Chief Executive Officer on May 24, 2012.

Following the separation of the duties of Chairman and Chief Executive Officer on May 20, 2020 as part of the Group Management succession, Mr. Paul Hermelin remained Chairman of the Capgemini SE Board of Directors.

Mr. Paul Hermelin has been a member of the Strategy & CSR Committee since July 24, 2002 and its Chairman since May 20, 2020.

Mr. Paul Hermelin brings to the Board his experience, his expertise and his in-depth knowledge of the Group which he led for 18 years.

Mr. Paul Hermelin is also Senior Advisor with the Eurazeo Group since February 2022.

Principal office:

Mr. Paul Hermelin has been Chairman of the Capgemini SE Board of Directors since May 20, 2020.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Chairman of the Board of Directors of:

- CAPGEMINI SE* (since May 20, 2020)

Chairman of:

- French Tech Grande Provence
- Aix-en-Provence International Music Festival

Other offices held in Capgemini group:

Director of:

- CAPGEMINI INTERNATIONAL BV (since March 2019)
- CAPGEMINI TECHNOLOGY SERVICES INDIA LTD (since August 2017)

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

Chairman and Chief Executive Officer of:

- CAPGEMINI SE* (until May 2020)

Director of:

- AXA* (until April 2017)

Chairman of:

- THE BRIDGE S.A.S.** (until October 2019)

Offices held in Capgemini group:

Chairman of:

- SOGETI FRANCE 2005 S.A.S. (until May 2018)
- ODIGO S.A.S (formerly CAPGEMINI 2015 S.A.S.) (until October 2018)
- CAPGEMINI SERVICE S.A.S. (until May 20, 2020)
- CAPGEMINI LATIN AMERICA S.A.S. (until May 20, 2020)

Chairman of the Board of Directors of:

- CAPGEMINI NORTH AMERICA, INC. (USA) (until May 20, 2020)
- CAPGEMINI AMERICA, INC. (USA) (until May 20, 2020)

Manager of:

- SCI PARIS ETOILE (until May 20, 2020)

Chief Executive Officer of:

- CAPGEMINI NORTH AMERICA, INC. (USA) (until May 20, 2020)

Director of:

- CGS HOLDINGS Ltd (UK) (until May 20, 2020)

Chairman of the Supervisory Board of:

- CAPGEMINI N.V. (Netherlands) (until November 27, 2020)

* Listed company.

** In liquidation.

**XAVIER MUSCA**

Independent Director
Chairman of the Audit & Risk Committee
Member of the Strategy & CSR Committee (since May 20, 2021)

BIOGRAPHY – PROFESSIONAL EXPERIENCE

A graduate of Institut d'Etudes Politiques in Paris and École Nationale d'Administration, Mr. Xavier Musca began his career at the General Finance Inspectorate in 1985. In 1989, he joined the Treasury Directorate, where he became Head of the European Affairs Bureau in 1990. In 1993, he was called to the Prime Minister's staff, then returned to the Treasury Directorate in 1995. Between 2002 and 2004, he was Principal Private Secretary to Francis Mer, Minister for the Economy, Finance and Industry and was then appointed Treasury Director in 2004. He was subsequently appointed Chief Executive Officer of Treasury and Economic Policy in June 2005. In these positions, he played a key role in preparing major European and global summits at the start of the financial crisis. He was the French negotiator at IMF and World Bank meetings and coordinated the bailout of the European Union banking sector with his European counterparts. In 2009, he became Deputy Secretary General to the French President in charge of economic affairs and was responsible for negotiations at the G20 meeting in London on April 2, 2009 on placing the global financial system on a sounder footing and improving supervision and the fight against tax havens. He was appointed Secretary General to the French President in 2011.

On June 13, 2012, Mr. Xavier Musca was appointed Deputy Chief Executive Officer of Crédit Agricole SA, responsible for International retail banking, Asset management and Insurance. He has been Deputy Chief Executive Officer of Crédit Agricole SA, as effective second Executive Director of Crédit Agricole SA, since May 2015.

Xavier Musca is a Knight (2009) and Officer (2022) of the Legion of Honor and of the National Order of Merit and the Order of Agricultural Merit.

Mr. Xavier Musca joined the Board of Directors of Capgemini SE on May 7, 2014. He has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date and was appointed Chairman on December 7, 2016. He has been a member of the Ethics & Governance Committee since May 20, 2021.

Mr. Xavier Musca brings to the Board of Directors his management experience with a major international group and his financial expertise. He has in-depth knowledge of the financial sector, including both retail and BtoB services, which accounts for some 25% of Group revenues. He also provides the Board with his knowledge of economic globalization issues.

Principal office:

Mr. Xavier Musca has been Deputy Chief Executive Officer of Crédit Agricole SA since July 2012.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021**Director of:**

— CAPGEMINI SE* (since May 2014)

Offices held in Crédit Agricole Group:

Deputy Chief Executive Officer (since July 2012) and effective second Executive Director (since May 2015) of:

— CREDIT AGRICOLE S.A.* (Member of the Management Committee – Member of the Executive Committee)

Director of:

— AMUNDI S.A.* (since July 2012)

Chairman of the Board of Directors of:

— CA CONSUMER FINANCE (since July 2015)

Director – Vice-Chairman of:

— PREDICA (since November 2012)

— CA ITALIA (since 2015)

Director of:

— CA ASSURANCES (since November 2012)

— CARIPARMA (ITALY) (since October 2016)

Permanent Representation of Crédit Agricole SA on the Board of Directors of:

— PACIFICA (since October 2012)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)**Offices held in Crédit Agricole Group:****Chairman of the Board of Directors of:**

— AMUNDI S.A.* (until May 2021)

Director of:

— CACI (until 2017)

* Listed company.

**Date of birth:**

July 3, 1963

Nationality:

French

Business address:Tours Société Générale,
75886 Paris Cedex 18**First appointment:**

2018

Expiry of term of office:2022 (Ordinary
Shareholders' Meeting
held to approve the
2021 financial
statements)**Number of shares held
at December 31, 2021:**

1,000

FREDERIC OUDÉA**Independent Director****Lead Independent Director, Vice-Chairman and Chairman of the Ethics & Governance Committee
(since May 20, 2021)****BIOGRAPHY – PROFESSIONAL EXPERIENCE**

Mr. Frédéric Oudéa is a graduate of the École Polytechnique and the École Nationale d'Administration.

From 1987 to 1995, Mr. Frédéric Oudéa held various positions in the French senior civil service (Audit Department of the Ministry of Finance, Ministry of Economy and Finance, Budget Ministry, Private Office of the Minister of Budget and Communication). In 1995, he joined Société Générale and in 1996 he was appointed Deputy Head then Head of the bank's Corporate Banking arm in London. In 1998, he became Head of Global Supervision and Development of the Equities division. In May 2002, he was named Deputy Chief Financial Officer of Société Générale Group, followed by Chief Financial Officer in January 2003. In 2008 he was appointed CEO of the Group, before becoming Chairman and Chief Executive Officer in 2009. Following the regulatory split between the roles of Chairman and Chief Executive, he was appointed Chief Executive Officer in May 2015. In 2010, he was named Chairman of the Steering Committee on Regulatory Capital ("SCRC") at the Institute of International Finance ("IIF").

Mr. Frédéric Oudéa has been a member of the Board of Directors of École Polytechnique since February 15, 2022.

Mr. Frédéric Oudéa is a Knight of the Legion of Honor and the National Order of Merit.

Mr. Frédéric Oudéa joined the Board of Directors of Capgemini SE on May 23, 2018 and was appointed a member of the Ethics & Governance Committee on the same date. He is Lead Independent Director, Vice-Chairman and Chairman of the Ethics & Governance Committee since May 20, 2021.

Mr. Frédéric Oudéa brings to the Board his experience in managing a leading banking group with an ambitious international development plan and highly innovative in digital.

Principal office:

Mr. Frédéric Oudéa has been Chief Executive Officer of Société Générale since May 2015.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021**Director of:**

— CAPGEMINI SE* (since May 2018)

Chief Executive Officer of:

— SOCIÉTÉ GÉNÉRALE* (since May 2015)

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

N/A

* Listed company.



THIRTEENTH RESOLUTION

Appointment of Ms. Maria Ferraro 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. Maria Ferraro 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 2025.

FOURTEENTH RESOLUTION

Appointment of Mr. Olivier Roussat as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mr. Olivier Roussat 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 2025.

FIFTEENTH RESOLUTION

Renewal of the term of office of Mr. Paul Hermelin 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. Paul Hermelin as a director, which expires

at the close of this Shareholders' Meeting. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2025.

SIXTEENTH RESOLUTION

Renewal of the term of office of Mr. Xavier Muscat 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. Xavier Musca as a director, which expires

at the close of this Shareholders' Meeting. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2025.

SEVENTEENTH RESOLUTION

Renewal of the term of office of Mr. Frédéric Oudéa 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. Frédéric Oudéa as a director, which expires

at the close of this Shareholders' Meeting. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2025.

PRESENTATION OF THE 18th 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 2021

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting of May 20, 2021 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2021 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 share and to allow more regular quotations. In 2021, under this contract, a total of 390,487 shares were purchased on behalf of Company, representing 0.23% of the share capital at December 31, 2021, at an average price of €154.32 per share. During the same period, 407,487 Capgemini shares were sold, representing 0.24% of the share capital at December 31, 2021, at an average price of €156.80 per share. At the year-end, the liquidity

account presented a balance of 3,964 shares (0.01% of the share capital) and approximately €28 million.

In addition, the Company continued to purchase its own shares in 2021. Excluding the liquidity contract, the Company held 386,045 of its own shares at December 31, 2021, following the various transactions described below:

- purchase of 1,064,097 shares representing 0.62% of the share capital at December 31, 2021, at an average price of €187.95 per share;
- transfer of 993,744 shares to employees under the free share grant plan.

Trading fees (excluding VAT) and the financial transaction tax totaled €724,842 in 2021.

At December 31, 2021, excluding the liquidity contract, all 386,045 treasury shares held, representing 0.22% 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 2021, 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 million 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, 2021 and any subsequent authorization, such as the one submitted for approval in the 18th resolution.

Following share buybacks in 2021, the 2016 Multi-year Share Buyback Program was used in full and €450 million remained available under the 2020 Multi-year Share Buyback Program at December 31, 2021.

In addition, as part of the active management of shareholder dilution related to the employee share ownership plan (“**ESOP 2021**”), the Board of Directors, at its meeting of June 16 and 17, 2021, 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 €760 million and within the limit of 4 million shares (the “**ESOP 2021 Specific Share Buyback Program**”) exclusively for the purpose of canceling shares thus acquired. This additional amount may be used within

a period of twelve months from June 16 and 17, 2021, subject to the adoption of the 18th resolution submitted for your approval.

During fiscal year 2021, shares buybacks by the Company outside the liquidity contract were performed either under the 2016 Multi-year Share Buyback Program or the 2020 Multi-year Share Buyback Program. The ESOP 2021 Specific Share Buyback Program has not yet been used at December 31, 2021.

New authorization requested in 2022

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 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 €350 per share. The Company envisages using this authorization primarily in the context of the 2020 Multi-year Share Buyback Program and, where applicable, any new multi-year program that may succeed it, as well as for the ESOP 2021 Specific Share Buyback Program and, where applicable, any potential management of shareholder dilution under a new employee share ownership plan. 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.

EIGHTEENTH RESOLUTION

Authorization of a share buyback program

The Shareholders’ Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders’ Meetings, and 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 French Financial Markets Authority (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 French Financial Markets Authority (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. Pursuant to the law, the number of shares held at a given date may not exceed 10% of the Company’s share capital at that date.

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 €350 per share (or the equivalent at the same date in any other currency or currency unit established by reference to more than one 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 €6,030 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 16th resolution adopted by the Shareholders' Meeting of May 20, 2021.

Resolutions presented at the Extraordinary Shareholders' Meeting

PRESENTATION OF THE 19th RESOLUTION

AMENDMENT OF ARTICLE 11, PARAGRAPH 2), OF THE COMPANY'S BYLAWS

Overview

The 19th resolution asks shareholders to amend Article 11, paragraph 2), of the Company's bylaws regarding the number of Company shares that Directors must hold throughout their term of office.

It is recalled that Article 11, paragraph 2), of the Company's bylaws currently requires each Director to hold at least one 1,000 Company shares throughout their term of office.

At the end of February 2022, this represented an investment of around €190,000 (at a reference share price of €190), more than twice the average compensation of Directors having sat at least 12 months on the Board of Directors in fiscal year 2021.

In this context, shareholders are asked to reduce the number of shares to be held by each Director from 1,000 to 500, in line with the AFEP-MEDEF Code which provides for a material holding with regard to compensation granted. The number of shares to be held by directors if this amendment is approved would, therefore, be close to one year's average annual compensation.

The amendment to the bylaws submitted for your authorization pursuant to the 19th resolution is presented below and would take effect at the end of the Shareholders' Meeting of May 19, 2022.

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NINETEENTH RESOLUTION

Amendment of Article 11, paragraph 2), of the Company's bylaws

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and having

read the Board of Directors' report, resolves to amend Article 11, paragraph 2, of the Company's bylaws as follows:

(Former wording)

- 2) Each director must hold at least one thousand (1,000) Company shares throughout their term of office. This obligation does not apply to directors representing employees or employee shareholders appointed in accordance with the law or these bylaws.

(Proposed new wording)

- 2) Each director must hold at least five hundred (500) ~~one thousand~~ ~~(1,000)~~ Company shares throughout their term of office. This obligation does not apply to directors representing employees or employee shareholders appointed in accordance with the law or these bylaws.

PRESENTATION OF THE 20th RESOLUTION

AUTHORIZATION TO CANCEL TREASURY SHARES

Overview

It is recalled that the Shareholders' Meeting of May 20, 2020 authorized the Board of Directors to cancel, up to a maximum of 10% of the share capital, on one or several occasions, at its sole discretion, all or some of the treasury shares held by the Company or that it comes to hold pursuant to Article L. 22-10-62 *et seq.* of the French Commercial Code and to reduce the share capital accordingly.

This authorization was not used in 2021.

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

TWENTIETH RESOLUTION

Authorization to the Board of Directors, for a period of twenty-six months, to cancel shares bought back by the Company under the share buyback programs

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and having read the Board of Directors' report and the Statutory auditors' special report, authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it sees fit, by cancellation of whatever number of treasury shares it decides up to the limits authorized by law, in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code.

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

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation, to carry out such cancellation(s) and reduction(s) of share capital as may be performed pursuant to this authorization, to deduct from additional paid-in capital or the distributable reserves of its choice the difference between the purchase price of the canceled shares and their par value, to allocate the portion of the legal reserve that becomes available as a result of the capital reduction, to amend the bylaws accordingly and to carry out all necessary formalities.

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

The Shareholders' Meeting takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 22nd resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 21st TO 27th RESOLUTIONS

FINANCIAL AUTHORIZATIONS

Overview

Financial authorizations requested in 2022

- Resolutions 21 to 27 are all intended to give the Board of Directors powers to make certain decisions regarding increasing the Company's share capital. The aim of these financial authorizations is to give the Board of Directors flexibility in its choice of potential issue, and to enable it, at the appropriate time, to adapt the nature of the financial instruments issued to the Company's needs and conditions in French or international financial markets.
- These resolutions may be split into two main categories: those that would result in share capital increases with retention of pre-emptive subscription rights, and those that would result in share capital increases with cancellation of pre-emptive subscription rights.

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

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

- It is stipulated that the authorizations requested are in line with market practices. They are indeed subject to limits covering their validity and issue ceilings. Firstly, each authorization is granted for a limited period. In addition, the Board of Directors may only increase the share capital up to strictly defined ceilings, above which the Board of Directors cannot increase the share capital again without calling a new Shareholders' Meeting. They consist mainly of a common overall ceiling of €540 million (i.e. nearly 40% of the Company's share capital at December 31, 2021) applicable to all share capital increases by issuing shares and/or securities granting access to the share capital, and a sub-ceiling of €135 million (i.e. nearly 10% of the Company's share capital at December 31, 2021) common to all share capital increases by issuing shares and/or securities granting access to the share capital with cancellation of pre-emptive subscription rights.



Furthermore, the 21st to 27th resolutions may not be used by the Board of Directors following a public offer for the company's shares until the end of the offer period (unless specifically authorized by a Shareholders' Meeting).

4. In addition to the possibility to issue shares (excluding preference shares), these financial authorizations provide the ability, where applicable, to issue all types of 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).

5. Should the Board of Directors use a delegation of authority or powers granted by the Shareholders' Meeting, it would prepare at the time of its decision, where applicable and in accordance with the law and regulations, an additional report describing the definitive terms and conditions of the transaction and indicating its impact on the position of holders of equity instruments or securities granting access to the share capital, in particular with respect to their share in equity. This report and, where applicable, the Statutory auditors' report would be made available to holders of equity instruments and securities granting access to the share capital and brought to the attention of the next Shareholders' Meeting.

6. Details of the purpose and terms and conditions of issues of shares and/or securities granting access to the share capital are presented below in the report on each of the 21st to 27th resolutions.

Use of the authorizations granted previously

It is recalled that the Board of Directors did not make use of the previous financial authorizations granted by the Shareholders' Meeting of May 20, 2020 under the 23rd to 29th resolutions.

PRESENTATION OF THE 21st RESOLUTION

SHARE CAPITAL INCREASE BY CAPITALIZING ADDITIONAL PAID-IN CAPITAL, RESERVES, PROFITS OR ANY OTHER AMOUNTS

Overview

This resolution asks shareholders to authorize the Board of Directors to increase the share capital, on one or more occasions, by capitalizing additional paid-in capital, reserves, profits or any other amounts, up to a maximum par value amount of €1.5 billion, an independent ceiling separate from the ceilings set in the other resolutions presented to this Shareholders' Meeting.

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.

This transaction would lead to the issue of new equity securities or an increase in the par value of existing equity securities or a combination of both methods.

This delegation of authority would be granted for a period of twenty-six months.

This delegation would supersede that granted by the 23rd resolution adopted by the Shareholders' Meeting of May 20, 2020.

TWENTY-FIRST RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum par value amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or any other amounts

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having read the Board of Directors' report and in accordance with Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide share capital increases, on one or more occasions, in the proportions and at the times it sees fit, by capitalizing additional paid-in capital, reserves, profits or any other amounts that may be converted into share capital under the law and the Company's bylaws and by issuing new shares or increasing the par value of existing equity instruments or by a combination of both methods;
2. resolves that the maximum par value amount of share capital increases performed pursuant to this delegation is set at €1.5 billion or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this ceiling will be increased, where

applicable, by the par value amount of shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;

3. in the event the Board of Directors uses this delegation of authority, delegates to the Board full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular to:
 - determine the amount and nature of sums to be capitalized, set the number of new equity instruments to be issued and/or the amount by which the par value of existing equity instruments will be increased and decide the date, which may be retroactive, from which the new equity instruments will rank for dividends or the increase in the par value of existing equity instruments will take effect;



- decide in the event of a free grant of equity instruments that fractional rights will not be negotiable or transferable and that the corresponding equity instruments will be sold in accordance with the methods determined by the Board of Directors, it being stipulated that the sale and allocation of the sales proceeds must be performed within the time period set by Article R. 225-130 of the French Commercial Code;
 - set, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
4. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the company's shares, until the end of the offer period;
 5. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
 6. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 23rd resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 22nd RESOLUTION

SHARE CAPITAL INCREASE WITH RETENTION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS

Overview

This resolution asks shareholders to authorize the Board of Directors to increase the share capital, on one or more occasions, by issuing shares of the Company (excluding preference shares), and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies.

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €540 million, it being stipulated that this amount will count towards the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital that may be carried out under this delegation and those delegations granted by the 23rd, 24th, 25th, 26th and 27th resolutions.

Should debt instruments be issued to accompany the aforementioned share capital increases, the nominal amount of such issues may not exceed €18.2 billion, it being stipulated that this amount will count towards the overall ceiling applicable to all issues of debt

instruments that may be carried out under this delegation and those delegations granted by the 23rd, 24th, 25th, 26th and 27th resolutions.

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.

The issue price of shares and securities granting access to the share capital, immediately or in the future, will be set by the Board of Directors.

This delegation of authority would be granted for a period of twenty-six months.

This delegation would supersede that granted by the 24th resolution adopted by the Shareholders' Meeting of May 20, 2020.

TWENTY-SECOND RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code and particularly Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with retention of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or

without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (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 being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;



2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:

- the maximum par value amount of share capital increases that may be carried out under this delegation is set at €540 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that the maximum aggregate par value amount of increases in the Company's share capital made under this delegation and under those delegations granted by the 23rd, 24th, 25th, 26th and 27th resolutions of this Shareholders' Meeting is set at €540 million or the equivalent in any other currency or currency unit established by reference to more than one currency;
- added to 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;

3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:

- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €18.2 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that the maximum aggregate nominal value of debt instruments that may be issued under this delegation and under those delegations granted by the 23rd, 24th, 25th, 26th and 27th resolutions of this Shareholders' Meeting is set at €18.2 billion or the equivalent in any other currency or currency unit established by reference to more than one currency;
- these limits will be increased, where applicable, for any redemption premium above par;
- these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3, of the French Commercial Code;

4. in the event the Board of Directors uses this delegation of authority:

- resolves that the issue(s) will be reserved in priority for shareholders, who may subscribe pursuant to their priority rights in proportion to the number of shares owned by them at that time;
- takes due note that the Board of Directors will have the option of instituting pro-rated subscription rights;
- takes due note that this delegation of authority involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the

shares to which these securities will grant entitlement immediately or in the future;

- takes due note that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions pursuant to priority rights and any pro-rated subscriptions do not absorb the entire issue, the Board of Directors may use, in the conditions provided by law and in the order it sees fit, any or all of the options listed below:

- allocate at its discretion some or all of the shares or in the case of securities granting access to the share capital, some or all of the securities not subscribed,
- offer to the public (on the French market or on a foreign market) some or all of the shares or in the case of securities granting access to the share capital, some or all of the securities not subscribed,
- generally limit the share capital increase to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the share capital increase initially decided after the use, where applicable, of the above-two options;

- resolves that share subscription warrants may also be issued without consideration to holders of existing shares;

5. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:

- decide the issue of shares and/or securities granting access, immediately or in the future, to the Company's or other company's share capital;
- determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
- determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued;
- for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
- determine the way in which shares will be paid-up;
- 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 the share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
- set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;



- 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 legal and regulatory provisions;
 - 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;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share 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, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
6. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
 7. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the company's shares, until the end of the offer period;
 8. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
 9. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 24th resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 23rd RESOLUTION

SHARE CAPITAL INCREASE WITH CANCELLATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS BY WAY OF PUBLIC OFFERS OTHER THAN THOSE REFERRED TO IN ARTICLE L. 411-2 1° OF THE FRENCH MONETARY AND FINANCIAL CODE

Overview

This resolution asks shareholders to authorize the Board of Directors to increase the share capital, on one or more occasions, by issuing shares of the Company (excluding preference shares), and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies, with cancellation of pre-emptive subscription rights, **by way of public offers other than those referred to in Article 411-2 1° of the French Monetary and Financial Code**. Such securities may be issued in particular as consideration for securities meeting the conditions laid down in Article L. 22-10-54 of the French Commercial Code that may be contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad under local rules (for example in connection with a "reverse merger" or a "scheme of arrangement").

This delegation would also allow the Board of Directors to decide issues of shares or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.

Pursuant to this resolution, you are asked to cancel pre-emptive subscription rights. Depending on market conditions, the nature of investors concerned by the issue and the type of securities issued, it may be preferable, or even necessary to cancel pre-emptive subscription rights in order for the securities to be placed on the best possible terms, particularly when speed is essential to the success of an issue. The Board of Directors may, nonetheless, decide to grant shareholders a priority subscription period pursuant to Article L. 22-10-51 of the French Commercial Code.

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million, it being stipulated that this amount will count towards the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital.

Should debt instruments be issued to accompany the aforementioned share capital increases, the nominal amount of such issues may not exceed €6.1 billion, it being stipulated that this amount will count towards the overall ceiling applicable to all issues of debt instruments in the case of share capital increases by issuing shares and/or securities granting access to the share capital.

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.

Pursuant to the provisions of Article L. 22-10-52, paragraph 1, of the French Commercial Code, the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the offer start date, less 10%) after making any adjustments to that average in the event of differences in dividend ranking dates. The issue price of securities granting access to the share capital, immediately or in the future, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price per share set by regulations.



This delegation of authority would be granted for a period of twenty-six months.

This delegation would supersede that granted by the 25th resolution adopted by the Shareholders' Meeting of May 20, 2020.

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TWENTY-THIRD RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code and particularly Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and the provisions of Articles L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with cancellation of pre-emptive subscription rights, by way of public offers other than those referred to in Article L. 411-2-1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (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 being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital. Such securities may be issued in particular as consideration for securities meeting the conditions laid down in Article L. 22-10-54 of the French Commercial Code that may be contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad under local rules (for example in connection with a "reverse merger" or a "scheme of arrangement");
 2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares and/or securities granting access, directly or indirectly, to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital;
- This decision involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:
 - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the overall ceiling for share capital increases set in paragraph 2 of the 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;
 - added to 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 set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
 - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €6.1 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the overall ceiling set in paragraph 3 of the 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;
 - these limits will be increased, where applicable, for any redemption premium above par;
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution, whilst however giving the Board of Directors discretion pursuant to Article L. 22-10-51 of the French Commercial Code to grant shareholders, for a period and on terms to be set by the Board of Directors in compliance with applicable laws and regulations, and for all or part of any issue that may be carried out, a priority subscription period that does not give rise to negotiable rights and which must be exercised in proportion to the quantity of shares owned by each shareholder and which may be supplemented by an application to subscribe for shares on a pro-rated basis, it being stipulated that securities not thus subscribed may be offered to the public in France or abroad;
 6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;
 7. takes due note that this delegation involves the express waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which the securities will grant entitlement immediately or in the future;
 8. takes due note that, in accordance with paragraph 1 of Article L. 22-10-52 of the French Commercial Code:
 - the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 10%) after making any adjustments to that average in the event of differences in dividend ranking dates;
 - the issue price of securities granting access to the share capital, immediately or in the future, and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;
 9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:
 - decide the issue of shares and/or securities granting access, immediately or in the future, to the Company's or other company's share capital;
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued;
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
- determine the way in which shares will be paid-up;
 - 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 to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
 - 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 legal and regulatory provisions;
 - in the event of an issue of securities intended as consideration for securities contributed to the Company in connection with a public offer with an exchange component (public exchange offer), draw up a list of securities contributed to the exchange, set the conditions of the issue, the exchange ratio and the amount of any cash portion to be paid, without the method for determining the price set in paragraph 8 of this resolution becoming applicable, and determine the terms of the issue in connection with a public exchange offer, or an alternative cash or exchange offer, or a single offer to purchase or exchange the securities in question in return for payment in securities and cash, or a principal public cash offer or public exchange offer accompanied by a subsidiary public exchange offer or public cash offer, or any other form of public offer in compliance with the laws and regulations applicable to public offers;
 - at its sole discretion, offset share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share 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, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;



- generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto;
- 10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the company's shares, until the end of the offer period;
- 11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this

resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;

- 12. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
- 13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 25th resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 24th RESOLUTION

SHARE CAPITAL INCREASE 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

Overview

This resolution asks shareholders to authorize the Board of Directors to increase the share capital, on one or more occasions, by issuing shares (excluding preference shares), and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies, with cancellation of pre-emptive subscription rights, **by way of public offers referred to in Article 411-2 1° of the French Monetary and Financial Code.**

This delegation would enable the Company to optimize its access to capital and benefit from the best market conditions, as this financing method is both faster and simpler than a share capital increase by way of a public offer other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code. Shareholders are asked to cancel pre-emptive subscription rights to allow the Board of Directors to carry out financing transactions, in accordance with simplified terms and conditions, by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code.

This delegation would also allow the Board of Directors to decide issues of shares or securities granting access to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million, it being stipulated that this amount will count towards the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital and the ceiling set in the previous resolution.

Should debt instruments be issued to accompany the aforementioned share capital increases, the nominal amount of such issues may not exceed €6.1 billion, it being stipulated that this amount will count towards the overall ceiling applicable to issues of debt instruments in the context of all share capital increases by issuing shares and/or securities granting access to the share capital and the ceiling set in the previous resolution.

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.

Pursuant to the provisions of Article L. 22-10-52, paragraph 1, of the French Commercial Code, the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the offer start date, less 10%) after making any adjustments to that average in the event of differences in dividend ranking dates. The issue price of securities granting access to the share capital, immediately or in the future, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price per share set by regulations.

This delegation of authority would be granted for a period of twenty-six months.

This delegation would supersede that granted by the 26th resolution adopted by the Shareholders' Meeting of May 20, 2020.

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TWENTY-FOURTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code and in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and the provisions of Articles L. 22-10-51, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code and Article L. 411-2 1° of the French Monetary and Financial Code:

- 1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with cancellation of pre-emptive subscription rights, by public offers referred to in Article L. 411-2-1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without

a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (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 being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;

2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares or securities granting access, directly or indirectly, to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital;

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

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:
 - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 3 of the 23rd resolution and the overall ceiling set in paragraph 2 of the 22nd resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
 - in all events, equity securities issued pursuant to this delegation may not exceed the limits set by applicable regulations at the issue date (currently 20% of the share capital per year);
 - 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 set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:

- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €6.1 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 23rd resolution and the overall ceiling set in paragraph 3 of the 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
- these limits will be increased, where applicable, for any redemption premium above par;
- these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this delegation;

6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;

7. takes due note that this delegation involves the express waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which the securities will grant entitlement immediately or in the future;

8. takes due note that, in accordance with Article L. 22-10-52 paragraph 1 of the French Commercial Code:

- the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less 10%) after making any adjustments to that average in the event of differences in dividend ranking dates;
- the issue price of securities granting access to the share capital, immediately or in the future, and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;



9. resolves that the Board of Directors, with the power of sub-delegation to the extent authorized by law, shall have full powers to implement this delegation of authority, and in particular:
- decide the issue of shares and/or securities granting access, immediately or in the future, to the Company's or other company's share capital;
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued;
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
 - determine the way in which shares will be paid-up;
 - 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 the share capital to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
 - 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 legal and regulatory provisions;
 - 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;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share 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, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached.
10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the company's shares, until the end of the offer period;
11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
12. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 26th resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 25th RESOLUTION

SETTING OF THE ISSUE PRICE UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL PURSUANT TO A SHARE CAPITAL INCREASE WITH CANCELLATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS

Overview

This resolution asks shareholders to authorize the Board of Directors, in the event of a share capital increase by issuing equity securities with cancellation of pre-emptive subscription rights pursuant to the 23rd and 24th resolutions, to set the issue price of shares at an amount at least equal to the lower of the average price of the Capgemini share on the Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price and the average price of the share on the Euronext

Paris regulated market, weighted for trading volumes on the trading day when the issue price is set, in both cases potentially reduced by a discount of up to 10%.

The par value amount of share capital increases that may be performed immediately or in the future pursuant to this authorization is set, in accordance with the law, at 10% of the share capital per 12-month period.

TWENTY-FIFTH RESOLUTION**Authorization to the Board of Directors, on the issue of ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital per twelve-month period**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Article L. 22-10-52 of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, in the case of a share capital increase by way of an issue of equity instruments with cancellation of pre-emptive subscription rights pursuant to the 23rd and 24th resolutions of this Shareholders' Meeting, to set the issue price as follows:
 - the issue price of shares will be at least equal to the lower of the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price and the average price of the share on the Euronext Paris regulated market, weighted for trading volumes on the trading day when the issue price is set, in both cases potentially reduced by a discount of up to 10%;
 - the issue price of securities granting access to the share capital, immediately or in the future, and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;
2. resolves that the par value amount of share capital increases that may be performed immediately or in the future pursuant to this authorization is set, in accordance with the law, at 10% of the share capital per 12-month period (it being stipulated that this limit will be assessed at the date of the decision to issue shares and/or securities granting access to the share capital);
3. takes due note that, in the event the Board of Directors uses this authorization, it will prepare an additional report, certified by the Statutory auditors, describing the definitive terms of the transaction and providing information enabling an assessment of the effective impact on shareholder positions.

PRESENTATION OF THE 26th RESOLUTION**INCREASE IN THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A SHARE CAPITAL INCREASE WITH RETENTION OR CANCELLATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS****Overview**

This resolution asks shareholders to authorize the Board of Directors to increase the number of shares to be issued in the event of a share capital increase with retention or cancellation of pre-emptive subscription rights, at the same price as that of the initial issue, within the limits as to time and quantity specified in applicable regulations at the date of the issue (currently, within thirty days of the closure of subscriptions and up to a maximum of 15% of the initial issue), in particular with a view to granting a greenshoe option in accordance with market practices.

The maximum par value amount of share capital increases that may be carried out under this delegation will count towards the

ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital. The nominal amount of debt instruments issued pursuant to this resolution will count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 22nd resolution.

This delegation of authority would be granted for a period of twenty-six months.

This delegation would supersede that granted by the 28th resolution adopted by the Shareholders' Meeting of May 20, 2020.

TWENTY-SIXTH RESOLUTION**Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares or securities granting access to the share capital, immediately or in the future) with retention or cancellation of pre-emptive subscription rights**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares or securities granting access to the share capital immediately or in the future) with retention or cancellation of pre-emptive subscription rights, at the same price as that of the initial issue, within the limits as to time and quantity specified in applicable regulations at the date of the issue (currently, within thirty days of the closure of subscriptions and up to a maximum of 15% of the initial issue), in particular with a view to granting a Greenshoe option in accordance with market practices;



2. resolves that the par value amount of share capital increases decided pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 2 of the 22nd resolution of this Shareholders' Meeting and that the nominal value of debt instruments issued pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 22nd resolution of this Shareholders' Meeting or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;
3. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the company's shares, until the end of the offer period;
4. grants this delegation for a period of twenty-six months as from the date of this Shareholders' Meeting;
5. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 28th resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 27th RESOLUTION

SHARE CAPITAL INCREASES IN CONSIDERATION FOR CONTRIBUTIONS IN KIND

Overview

This resolution asks shareholders to authorize the Board of Directors to issue shares and/or securities granting access to the share capital, immediately or in the future, with cancellation of pre-emptive subscription rights, in consideration for contributions in kind, up to a maximum of 10% of the share capital at the date of the Board of Directors' decision.

Pursuant to legal or regulatory provisions, the Board of Directors would approve the valuation of the contributions in kind after having read the Statutory Appraiser's report if such a report is issued pursuant to Articles L. 225-147 and L. 22-10-53 of the French Commercial Code. This report would be presented to the following Shareholders' Meeting.

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million, it being stipulated that this amount will count towards the overall ceiling applicable to all share capital increases by issuing shares and/or

securities granting access to the share capital and the ceiling set in paragraph 3 of the 23rd resolution.

Should debt instruments be issued to accompany the aforementioned share capital increases, the nominal amount of such issues may not exceed €6.1 billion, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 23rd resolution and the overall ceiling set in paragraph 3 of the 22nd resolution.

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.

This delegation of authority would be granted for a period of twenty-six months.

This delegation would supersede that granted by the 29th resolution adopted by the Shareholders' Meeting of May 20, 2020.

TWENTY-SEVENTH RESOLUTION

Authorization to the Board of Directors, for a period of twenty-six months, to issue ordinary shares and/or securities granting access to the Company's share capital, in consideration for contributions in kind to the Company of shares or securities granting access to share capital, immediately or in the future, up to a maximum of 10% of the share capital

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, to perform a share capital increase, on one or more occasions, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (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), as consideration for assets transferred to the Company comprising equity instruments or securities granting access to the share capital, in cases where Article L. 22-10-54 of the French Commercial Code does not apply;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this authorization:
 - the maximum par value amount of share capital increases that may be carried out under this authorization is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 3 of the 23rd resolution and the overall ceiling set in paragraph 2 of the 22nd resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization;



- in all events, shares and securities granting access to the share capital issued pursuant to this authorization may not exceed the limits set by applicable regulations at the issue date (currently 10% of the share capital);
 - 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 authorization, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
- the maximum nominal value of debt instruments that may be issued immediately or in the future under this authorization is set at €6.1 billion or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 23rd resolution and the amount of the overall ceiling set in paragraph 3 of the 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization;
 - these limits will be increased, where applicable, for any redemption premium above par;
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this authorization, and in particular to:
- decide the issue of shares and/or securities granting access to the Company's share capital immediately or in the future in consideration of assets transferred;
 - draw up a list of the equity instruments and securities granting access to the share capital transferred to the Company, approve the valuation of the contributions in kind, set the terms of issues of shares and/or securities presented in consideration for said contributions and the amount of any cash portion to be paid, approve the grant of any specific benefits and reduce, if the contributors agree, the valuation of contributions or the remuneration of specific benefits;
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities presented in consideration for contributions in kind and amend, during the life of these securities, the above terms and characteristics in compliance with applicable formalities;
 - 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;
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
 - 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 legal and regulatory provisions;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share 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, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this authorization and for the exercise of the rights;
5. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this authorization following a third party public offer for the company's shares, until the end of the offer period;
6. grants this authorization for a period of twenty-six months as from the date of this Shareholders' Meeting;
7. takes due note that, in the event the Board of Directors uses the delegation granted pursuant to this resolution, the Statutory Appraiser's report, if issued pursuant to Articles L. 225-147 and L. 22-10-53 of the French Commercial Code, will be brought to the attention of the next Shareholders' Meeting;
8. takes due note that this authorization supersedes from this date, in the amount of any unused portion, the delegation granted by the 29th resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 28th 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 28th resolution presented to you for vote.

At the recommendation of the Compensation Committee, the Board of Directors, at its meeting of March 17, 2022, 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 in the past two 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 are recommended) 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, 2022 to December 31, 2024, 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 €5,300 million, while 100% of the shares would vest if this amount is at least €5,700 million and 110% would vest if this amount is equal to €6,100 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 €5,300 million, while 80% of the shares would vest if this amount is at least €5,700 million and 100% would vest if this amount is equal to €6,100 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 2024 **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 2022-2024 to 30% (through internal promotion or recruitment) and the sustainable development objective concerns an 85% reduction in greenhouse gas emissions over the period 2019-2024 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 2021 Universal Registration Document, Section 4.1.3.



Summary of recommended performance conditions

Performance condition	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%	<ul style="list-style-type: none"> — 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, 2022 to December 31, 2024	50%	70%	<p>For Executive Corporate Officers</p> <ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €5,300 million — 50% if equal to €5,300 million — 80% if equal to €5,700 million — 100% if at least equal to €6,100 million <p>For beneficiaries other than Executive Corporate Officers</p> <ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €5,300 million — 50% if equal to €5,300 million — 100% if equal to €5,700 million — 110% if at least equal to €6,100 million
CSR condition comprising two objectives:			
Diversity: increase in the number of women in the Vice-President inflow population over a three year period (2022-2024)	7.5%	7.5%	<ul style="list-style-type: none"> — 0% if the percentage of women in the Vice-President inflow population through recruitment or internal promotion during the three-year period 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)
Reduction in the carbon footprint in 2024 compared with 2019	7.5%	7.5%	<ul style="list-style-type: none"> — 0% if the reduction in GHG emissions in 2024 compared with the reference period < 70% — 30% if equal to 70% — 100% if equal to 85% — 110% if at least equal to 100% (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 between 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 four 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 2021 Universal Registration Document).



TWENTY-EIGHTH 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 stipulated 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;

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 managers 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 stipulated that:
 - the performance target to be met in order for the shares to vest will be the performance of the Capgemini 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 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 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 stipulated 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, 2022 to December 31, 2024, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that organic free cash flow is defined as 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 stipulated 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 those 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 stipulated that:
 - the performance target to be met in order for the shares to vest will be the performance of the Capgemini 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 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 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 stipulated 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, 2022 to December 31, 2024, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that organic free cash flow is defined as 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 stipulated 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 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;
 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. confers powers on 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 preserve 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 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 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 18th resolution adopted by the Shareholders' Meeting of May 20, 2021.



PRESENTATION OF THE 29th AND 30th 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 are now offered to Group employees on an annual basis, while ultimately aiming to increase employee share ownership to between 8% and 10% of the Company's share capital.

Use of the authorizations granted in 2021

During fiscal year 2021, the Board of Directors used the 19th and 20th resolutions adopted by the Shareholders' Meeting of May 20, 2021, by launching an eighth employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions totaling €589 million from over 49,000 employees from 29 participating countries. This new employee share ownership plan (ESOP 2021) will help maintain employee share ownership to more than 8% of the capital.

3,606,687 new shares were subscribed at a unit price of €163.36. The corresponding share capital increase of a par value amount of €28,853,496 was completed on December 16, 2021.

New authorization requested in 2022

Shareholders are asked to renew the two authorizations by which the Shareholders' Meeting would delegate to the Board of Directors its power to increase the share capital or issue securities granting access to the 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 €28 million (corresponding to 3.5 million shares and representing approximately 2% of the share capital at December 31, 2021) is proposed for these two delegations.

The 29th resolution is intended to allow the Board to carry out share capital increases up to a maximum par value amount of €28 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 30th 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 29th resolution, with a sub-ceiling of €14 million included in the overall ceiling of €28 million provided in the 29th resolution. As for the 29th 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 29th resolution.

At December 31, 2021, employee share ownership represented 8.4% of the Company's share capital.

The next employee share ownership plan could be launched before December 31, 2022.

TWENTY-NINTH 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 €28 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 a share capital increase with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, 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 €28 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 the 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 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 19th resolution adopted by the Shareholders' Meeting of May 20, 2021.

THIRTIETH 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 29th 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 a share capital increase with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, 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 €14 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 29th 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 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 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 29th 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 29th 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 29th 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 20th resolution adopted by the Shareholders' Meeting of May 20, 2021.

PRESENTATION OF THE 31st RESOLUTION

POWERS TO CARRY OUT FORMALITIES

Overview

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

THIRTY-FIRST RESOLUTION

Powers to carry out formalities

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, confers full powers on 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	Maximum amount ^{(1) (2)} (in euros)
2022 GSM 18 th	a) Purchase by the Company of its own shares under a share buyback program	18 months (November 19, 2023)	10% of the share capital
2022 GSM 20 th	b) Cancellation of treasury shares	26 months (July 19, 2024)	10% of share capital per 24-month period
2022 GSM 21 st	c) Share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts	26 months (July 19, 2024)	€1.5 billion (par value)
2022 GSM 22 nd	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	26 months (July 19, 2024)	€540 million (par value) €18.2 billion (issue amount) for debt instruments
2022 GSM 23 rd	e) Share capital increase, with cancellation of PSR , by issuing shares and/or securities granting access to the share capital or granting a right to allocation of debt instruments, by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code.	26 months (July 19, 2024)	€135 million (par value) €6.1 billion (issue amount) for debt instruments
2022 GSM 24 th	f) Share capital increase, with cancellation of PSR , by issuing shares and/or securities granting access to the share capital or granting a right to allocation of debt instruments, by way of offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code.	26 months (July 19, 2024)	€135 million (par value) €6.1 billion (issue amount) for debt instruments
2022 GSM 25 th	g) Setting the issue price of shares and/or securities granting access to the share capital in the context of a share capital increase with cancellation of PSR	26 months (July 19, 2024)	€135 million (par value) €6.1 billion (issue amount) for debt instruments 10% of the share capital
2022 GSM 26 th	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) (<i>Greenshoe</i>) with and without PSR	26 months (July 19, 2024)	Within the limit set out in the applicable regulations (currently 15% of the initial issue)
2022 GSM 27 th	i) Share capital increase by issuing shares and/or securities granting access to the share capital in consideration for contributions in kind	26 months (July 19, 2024)	€135 million (par value) €6.1 billion (issue amount) for debt instruments 10% of the share capital
2022 GSM 28 th	j) Grant of performance shares	18 months (November 19, 2023)	1.2% of the share capital
2022 GSM 29 th	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 employee savings plans	18 months (November 19, 2023)	€28 million (par value) ⁽²⁾
2022 GSM 30 th	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	18 months (November 19, 2023)	€14 million (par value) ⁽²⁾

Abbreviations: PSR = Pre-emptive Subscription Rights; 2022 GSM = 2022 General Shareholders' Meeting.

(1) Recap of overall limits:

- a maximum par value amount of €540 million and a maximum debt security issue amount of €18.2 billion for all issues with and without PSR;
- a maximum par value amount €135 million and a maximum debt security issue amount of €6.1 billion for all issues without PSR;
- issues performed pursuant to j), k) and l) above are not included in these general limits.

(2) Total share capital increases decided pursuant to k) and l) are subject to a maximum par value amount of €28 million.



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

The following table summarizes 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 2021
a) Purchase by the Company of its own shares under a share buyback program ⁽³⁾	10% of the share capital	05/20/2021 (16 th)	11/20/2022	1,064,097 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €187.95 As part of the liquidity contract: a) 390,487 shares purchased at an average price of €154.32 b) 407,487 shares sold at an average price of €156.80 c) At December 31, 2021, the liquidity account balance comprises 3,964 shares and approximately €28 million in cash and monetary UCITS.
b) Cancellation of treasury shares	10% of share capital per 24-month period	05/20/2020 (22 nd)	07/20/2022	This authorization was not used in 2021
c) Share capital increase by capitalizing additional paid-in capital, reserves, profit or other eligible amounts	€1.5 billion (par value)	05/20/2020 (23 rd)	07/20/2022	This authorization was not used in 2021
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 (24 th)	07/20/2022	This authorization was not used in 2021
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 (25 th)	07/20/2022	This authorization was not used in 2021
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 (26 th)	07/20/2022	This authorization was not used in 2021
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 (27 th)	07/20/2022	This authorization was not used in 2021
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) (<i>Greenshoe</i>) with and without PSR	Within the limit of the ceiling applicable to the initial increase	05/20/2020 (28 th)	07/20/2022	This authorization was not used in 2021



Purpose of the authorization	Maximum amount ⁽¹⁾ ⁽²⁾ (in euros)	Authorization date and resolution number	Expiry date	Used during 2021
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 (29 th)	07/20/2022	This authorization was not used in 2021
j) Grant of performance shares	1.2% of the share capital	05/20/2021 (18 th)	11/20/2022	1,834,500 performance shares (€14,676,000 par value) were granted to 5,238 beneficiaries by decision of the Board of Directors on 10/06/2021 14,325 shares subject to presence conditions only (€114,600 par value) were granted to 63 beneficiaries by decision of the Board of Directors on 12/01/2021
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	€32 million (par value) ⁽²⁾	05/20/2021 (19 th)	11/20/2022	3,444,930 shares were issued pursuant to this resolution in the context of the 2021 employee savings plan, representing a par value amount of €27,559,440
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	€16 million (par value) ⁽²⁾	05/20/2021 (20 th)	11/20/2022	161,757 shares were issued pursuant to this resolution in the context of the 2021 employee savings plan, representing a par value amount of €1,294,056

(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 €32 million.

(3) Shares purchased in the course of 2021 but prior to the Ordinary Shareholders' Meeting of May 20, 2021 were acquired pursuant to the 20th resolution adopted by the Shareholder's Meeting of May 20, 2020.



7. How to participate at the Shareholders' Meeting

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

Shareholders may choose one of the following **three methods** of participating :

- a) request an admission card to attend the Meeting in person; or failing this,
- b) vote in advance online or by post; or
- c) grant 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.

Justification of the right to participate at the Shareholders' Meeting

In order to attend, 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 17, 2022.

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 17, 2022 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 postal/proxy voting form or the admission card request 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 share register to be duly noted. A certificate will also be delivered to any shareholders wishing to attend the Shareholders' Meeting in person, who have not received

an admission card by 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 17, 2022. An attendance certificate will only be issued if an admission card is not received and does not exempt the shareholder from the obligation to return the single voting form.

The shareholder may, nonetheless, subsequently sell some or all of his/her shares. In such 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 17, 2022, the Company will invalidate or modify the remote vote cast, the proxy granted, the admission card 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 17, 2022, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

Attending the Shareholders' Meeting

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

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

Voting by proxy or by correspondence

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

Capgemini shareholders may use the VOTACCESS internet voting platform for the purposes of the Shareholders' Meeting of May 19, 2022. This platform enables shareholders, **prior to the Shareholders' Meeting, to electronically communicate voting instructions, request an admission card or appoint or remove an agent**, as follows :

- **Custody-only registered shareholders**: custody-only registered shareholders who wish to communicate their method of participation at the Shareholders' Meeting or voting instructions by internet prior to the Shareholders' Meeting can access VOTACCESS *via* the OLIS Actionnaire website; they can connect using the login ID and password communicated to them and already used to consult their registered securities account on the OLIS Actionnaire website (<https://www.nomi.olisnet.com>); they may then vote, request an admission card or appoint or remove an agent *via* the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic Notice of meeting.

- **Administered registered shareholders**: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS *via* the OLIS Actionnaire website; they will receive from CACEIS Corporate Trust, together with the notice of the May 19, 2022 Shareholders' Meeting, a login ID enabling them to connect to OLIS Actionnaire (<https://www.nomi.olisnet.com>); shareholders must then follow the instructions on screen to obtain their password; after receiving the password, they may then vote, request an admission card or appoint or remove an agent *via* the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic Notice of meeting.
- **Bearer shareholders**: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and proposes this service for this Shareholders' Meeting. If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, request an admission



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

The VOTACCESS site will be open from **April 27, 2022 to 3 p.m., Paris time, on May 18, 2022**, 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 postal/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 accepted 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, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by May 13, 2022.

Correspondence or proxy votes will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at CACEIS Corporate Trust, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, that is by May 16, 2022.

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 submitted before then.

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 post) to CACEIS Corporate Trust, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, France (or by fax to 01.49.08.05.82).

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least three days prior to the date of the Shareholders' Meeting, that is by May 16, 2022. An agent may not be appointed the day of the meeting. Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address. All other requests and notifications concerning other matters may not be taken into account and/or processed.

Shareholders who have informed the Company that they wish to participate in a meeting in person, remotely or by granting a proxy to an individual or legal entity of their choice, may not alter their method of participation. However, attendance at a meeting by a shareholder in person shall cancel any votes cast by proxy or remotely in accordance with the Company's bylaws.

Written questions (legal process)

Written questions that shareholders may have, should be addressed to the Chairman of the Board of Directors at the Company's head office by registered letter, with acknowledgment of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by May 13, 2022.

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.



Questions live and remotely during the Shareholders' Meeting

Shareholders unable to attend the Shareholders' Meeting will be able to **ask questions live and remotely** during the Shareholders' Meeting, in addition to *via* the legal process for submitting written questions.

To do this, shareholders must login **in advance** to the VOTACCESS platform and communicate their instructions (grant a proxy to the Chairman or a third party, vote on the resolutions, request an admission card), check the box **"I will not be attending the CAPGEMINI SE General Meeting, but I would like to be in a position to ask a question during the Q&A session"** (at the bottom of the page) and provide their email address. The day before the General Meeting, shareholders who have made this choice will receive a link and login details that will allow them to watch live the event and to send their questions. Shareholders are responsible for ensuring that the information communicated is complete and valid.

The VOTACCESS website will be open from April 27, 2022 at 10 a.m. until the eve of the Shareholders' Meeting, that is on **May 18, 2022 at 3 p.m.** (Paris time). To avoid congestion on the VOTACCESS website, shareholders are recommended not to wait until the eve of the Shareholders' Meeting to input their instructions.

Shareholders who have followed this procedure will receive, **no later than two hours before the beginning of the Shareholders' Meeting**, an email including their identification number and password.

The Shareholders' Meeting will begin at 2 p.m. on May 19, 2022.

On the day of the Shareholders' Meeting, shareholders possessing their identification number and password may connect to the LUMI TECHNOLOGIES platform at the following address: <https://web.lumiagm.com/168219459> (meeting number **168-219-459**) to watch the Shareholders' Meeting live and ask written questions during the Q&A session opened by the Meeting Chairman.

Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/en/event/2022-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, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex.

Shareholders may also request the receipt by electronic mail, within the periods and under the conditions set out in Article R. 225-88 of the French Commercial Code, of 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/2022-shareholders-meeting/>, by April 28, 2022 at the latest (that is 21 days before the Shareholders' Meeting).

The Shareholders' Meeting will be **streamed live on Thursday, May 19, 2022 at 2 p.m.** (Paris time) on the Company's website at <https://investors.capgemini.com/en/event/2022-shareholders-meeting/>, with a replay subsequently available.

1 **YOU WISH TO ATTEND THE MEETING** and receive your admission card: SHADE THIS **BOX**

YOU CANNOT ATTEND THE MEETING and you wish to vote by post or be represented by someone else: FILL OUT THE FORM by choosing one of the three options.

Shade this box and complete contact details of your proxy.

Amend them if necessary.



8. Practical information

How to access the Shareholders' Meeting?

Pavillon Gabriel
5 avenue Gabriel
75008 Paris

The welcoming of participants
will start at 1:30 p.m.



Public transport

Subway



Concorde



Champs-Élysées Clémenceau



Car

Parking Indigo

3608 Place de la Concorde
75008 Paris



Notes



Request for documents

This form should be returned to: CACEIS Corporate Trust – Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex

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 19, 2022** 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⁽¹⁾, 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 2022

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) The information relating to Capgemini and to the holding of this Shareholders' Meeting are included in the 2021 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 – Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex

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 2022

Signature

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



Notes



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European Company with a share capital of €1,379,132,192
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