

# Notice of meeting Combined Shareholders' Meeting

**Tuesday May 16, 2023  
at 2:00 p.m.**

Pavillon Gabriel  
5 avenue Gabriel  
Paris (8<sup>e</sup>)

# Welcome to the Combined Shareholders' Meeting on Tuesday May 16, 2023

## Pavillon Gabriel

5 avenue Gabriel, 75008 Paris

The welcoming of participants will start at 1:15 p.m.

(for information on how to access Pavillon Gabriel, please refer to page 37)

### Shareholders' contacts



Email:  
[assemblee@capgemini.com](mailto:assemblee@capgemini.com)



**+33 1 47 54 51 41**  
(France and international))

**Hotline 0 800 20 30 40**  
(France only)

## Contents

Message of the Chairman — 1

A global leader and strategic partner for companies — 2

1. Key figures and summary presentation of the Group's activity and results over the past year — 4
2. Governance — 11
3. 2023 compensation policy of the Executive Corporate Officers — 16
4. Agenda — 17
5. Report of the Board of Directors on the draft resolutions — 18
6. Summary of the financial resolutions — 32
7. How to participate at the Shareholders' Meeting — 34
8. Practical information — 37

# Chairman's message

**Dear Shareholders,**

The Combined Shareholders' Meeting of Capgemini will be held on **Tuesday, May 16, 2023 at 2 p.m.** (first notice) at Pavillon Gabriel in Paris. The Capgemini Board of Directors and I are counting on your presence at this unique moment for expressing the "*affectio societatis*" that unites each year the shareholders of a company and its Board of Directors and management. This year you are asked to vote on seventeen resolutions.

While 2021 was in many ways an extraordinary year for Capgemini, 2022 was quite literally outstanding. With growth of 16.6% at constant exchange rates and an operating margin of 13%, Capgemini overwhelmingly confirmed the relevance of its strategy and reinforced the ambition set out by its Chief Executive Officer, Aiman Ezzat, to become a strategic partner in the technological and business transformation of its clients. These results are coupled with a ramp up in the Group's ESG commitments, both to our 360,000 team members, the Company's primary asset – as demonstrated by the 12% increase in the average number of individual training hours – and to our planet, with a 46% decrease in the carbon footprint per Group's employee in 2022 compared to 2019. This remarkable momentum not only allows Capgemini to look to its future with ambition and serenity despite an uncertain macro-economic context, but also to continue winning market share.

2023 will see the departure from the Board of Ms. Xiaoqun Clever, who did not wish to seek the renewal of her term of office as director, and Ms. Tanja Rueckert, who has decided to withdraw from the Board of Directors with effect from the end of the Shareholders' Meeting. I warmly thank them for their respective contributions to the work of the Board and its Committees during their terms of office. Shareholders are therefore asked to appoint Ms. Megan Clarken and Ms. Ulrica Fearn 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.



**Capgemini's historic 2022 results overwhelmingly confirm the relevance of the Group's priorities and its ambition to assert itself as a strategic partner in the technological and business transformation of its clients.**

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. Amiman Ezzat's compensation as Chief Executive Officer for fiscal year 2022. You will also be asked to vote on the 2023 compensation policies for the Chairman and the Chief Executive Officer.

On a financial level, the Board of Directors wishes to set the dividend at €3.25. The corresponding payout ratio is 35% of net profit (Group share), reflecting compliance with the Group's historical 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 2023 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

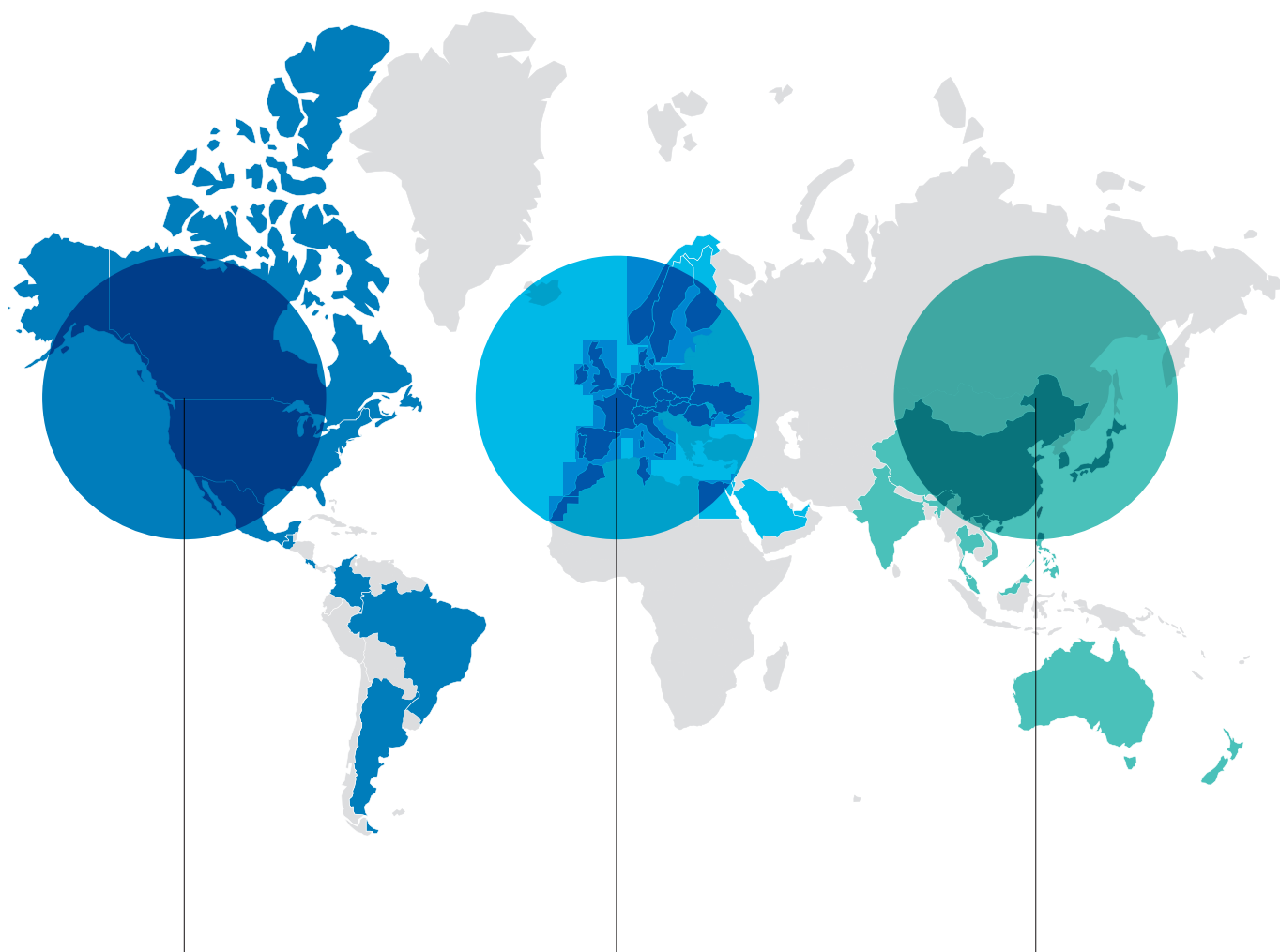


## A global leader and strategic partner for companies

**360,000**  
people

Over  
**50**  
countries

More than  
**160**  
nationalities



AMERICAS

**33,000**  
people

EUROPE, MIDDLE EAST  
AND AFRICA

**130,000**  
people

ASIA PACIFIC

**197,000**  
people

## Our purpose

**Unleashing  
human energy  
through  
technology  
for an inclusive  
and sustainable  
future**

## Our business lines

**Strategy & Transformation  
Application & Technology  
Engineering  
Operations**

## Our seven values

**Honesty  
Boldness  
Trust  
Freedom  
Fun  
Modesty  
Team spirit**

## Our clients

**4.2/5**

Client satisfaction level on contracts<sup>(1)</sup>

## Our results

**€21,995 m**

Revenues



**13.0%**

Operating margin<sup>(2)</sup>

**€1,852 m**

Organic free cash flow<sup>(3)</sup>

## Our commitments and recognitions

Over  
**1.1 m**

beneficiaries supported by our digital inclusion programs in 2022

**A**

in CDP's "Climate Change 2022" scoring

A net zero business  
**by 2040**

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

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

(2) Operating margin is one of the Group's key performance indicators. It is defined as the difference between revenues and operating costs, and calculated before "Other operating income and expense."

(3) Organic free cash flow is equal to cash flow from operations less acquisitions of property, plant, equipment and intangible assets (net of disposals) and repayments of lease liabilities, adjusted for cash out relating to the net interest cost.

# 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 2022

In a macroeconomic environment affected by the war in Ukraine, inflationary pressures and rising interest rates, Capgemini recorded another year of strong growth, with results exceeding or in line with 2022 financial targets.

The Group reported revenues of €21,995 million in 2022, up +21.1% vs. 2021 published figures. Constant currency growth was +16.6%, above the 2022 target range of +14% to +15%, which was revised upwards on the publication of the half-year results. The operating margin increased by +22%, representing 13.0% of revenues. This 10-basis point improvement falls in the middle of the target range of 0 to 20 basis points for 2022. Finally, organic free cash flow stood above €1,700 million, as targeted for 2022, reaching €1,852 million.

The Group is benefiting from structural demand from large corporations and organizations for digital transformation projects covering an increasing scope of their value chain, particularly in the Intelligent Industry (which addresses the transformation of the value chain, from the design and development of intelligent products and services to intelligent supply chain, extending through to the smart manufacturing of products and intelligent service operations) and Customer First (which focuses on the transformation of the experience that our clients deliver to their customers, including the value of their products and services and the quality of each customer interaction) business areas.

Continued momentum in Cloud and Data reflects the priority given by the Group's clients to their investments in technology. These investments are increasingly made as part of high added-value strategic projects requiring strong industry expertise.

### Financial performance

Revenues increased by 21.1% to €21,995 million, a +16.6% rise at constant exchange rates. As acquisitions contributed +1.3 points to growth, organic growth (i.e. excluding the impact of currency fluctuations and changes in Group scope) reached +15.3%.

The operating margin increased by +22% to €2,867 million, representing 13.0% of revenues, compared with 12.9% in 2021. This 10-basis point improvement reflects the increase in the same proportion of the gross margin, while the 30-basis point increase in selling costs was offset by the fall in general and administrative expenses in proportion to revenues. Therefore, the shift in the project mix towards more innovative and value creating offers more than offset the higher cost of developing Group talent and the post-pandemic return of some operating costs – such as travel and facilities costs.

Other operating income and expenses is a net expense of €474 million, down from €501 million in 2021. The mechanical increase in the share grant expense linked to the increase in the Capgemini share price over the past four years was more than offset by lower restructuring costs and acquisition costs.

Capgemini's operating profit is therefore up +30% at €2,393 million, and 80-basis points to 10.9% of revenues.

The financial expense is €129 million, compared with €159 million in 2021. This marked improvement is mainly due to higher interest income.

The income tax expense is €710 million compared with €526 million last year. It includes €73 million due to the transitional impact of the 2017 US tax reform, compared with €36 million in 2021. Adjusted for exceptional items, the effective tax rate is down slightly at 28.1%, compared with 29.2% in 2021.

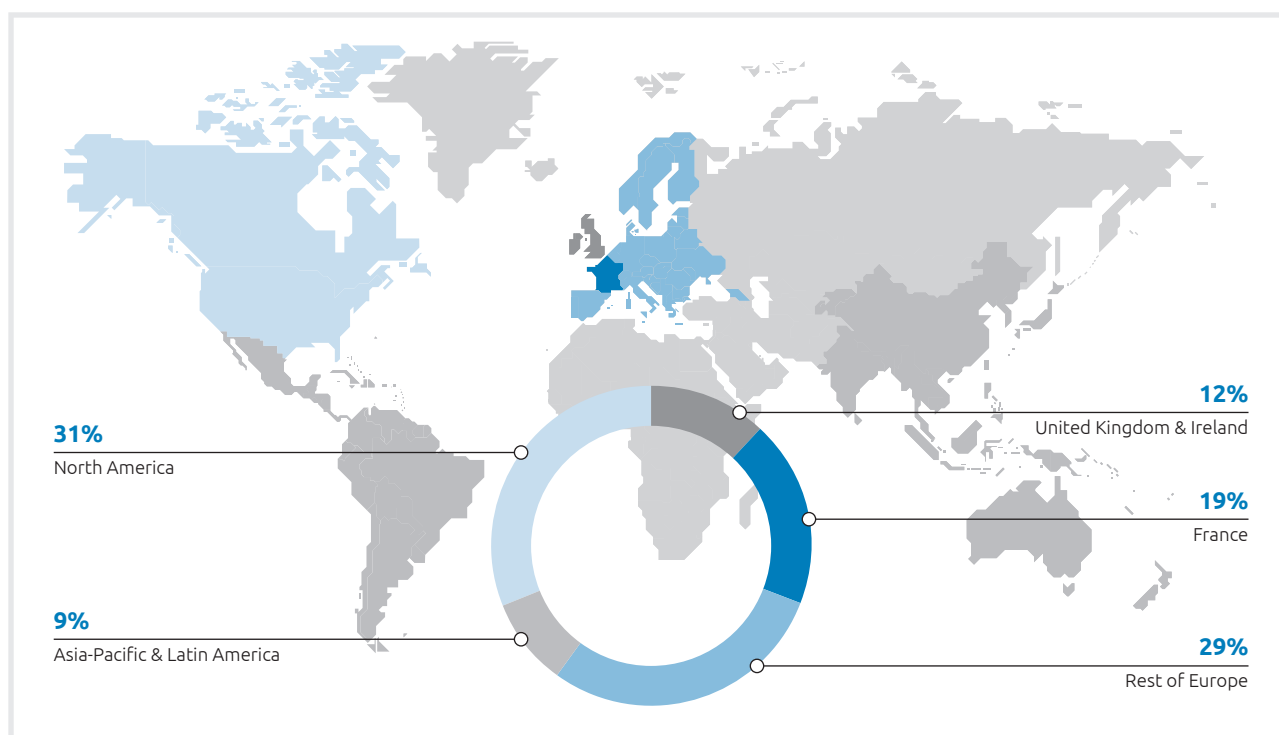
Including the share of the profit (loss) of associates (loss of €4 million) and after deducting non-controlling interests (€3 million), net profit (Group share) is up by +34% year-on-year to €1,547 million, while basic earnings per share increased by +32% to €9.09. Normalized earnings per share is €11.09. Normalized earnings per share adjusted for the transitional tax expense is €11.52, up +25% year-on-year.

Group cash from operations is up considerably to €3,161 million compared with €2,492 million in 2021, mainly due to the combined impact of revenue growth and an increase in the operating margin rate. Income tax payments increased by €11 million, much slower this year than the increase in the income tax expense, to €451 million. After an unusual 2021, which saw a €529 million fall in working capital requirements, 2022 recorded a marked increase, as expected, of €193 million. Net cash from operating activities is therefore relatively stable at €2,517 million compared with €2,581 million last year. Acquisitions (net of disposals) of intangible assets and property, plant and equipment totaled €283 million, representing 1.3% of revenues, compared with 1.4% in 2021. Net interest paid and received resulted in a significantly lower cash outflow of €71 million, compared with €126 million in 2021. On this basis, organic free cash flow generation is almost stable year-on-year at €1,852 million, compared with €1,873 million in 2021.

In 2022, Capgemini invested €204 million in acquisitions. The Group also paid dividends of €409 million (€2.40 per share) and allocated €811 million (net) to share buyback programs. Finally, the 9<sup>th</sup> employee share ownership plan was highly successful and helped maintain Capgemini employee share ownership above 8% of the share capital. It led to a gross share capital increase of €508 million.

Capgemini's balance sheet structure changed little in 2022. At December 31, 2022, the Group had cash and cash equivalents and cash management assets of €4.2 billion. After accounting for borrowings of €6.8 billion and derivative instruments, Group net debt is €2.6 billion at December 31, 2022, down compared with €3.2 billion at December 31, 2021.

## Operations by region



All Group regions posted double-digit growth at constant exchange rates in 2022, driven by strong underlying momentum visible across almost all sectors.

Revenues in **North America** (31% of Group revenues) grew by +15.0% at constant exchange rates, driven by strong momentum in the Financial Services, TMT (Telecoms, Media and Technology) and Manufacturing sectors. The operating margin rate remained virtually stable at 15.6%, compared to 15.9% in 2021.

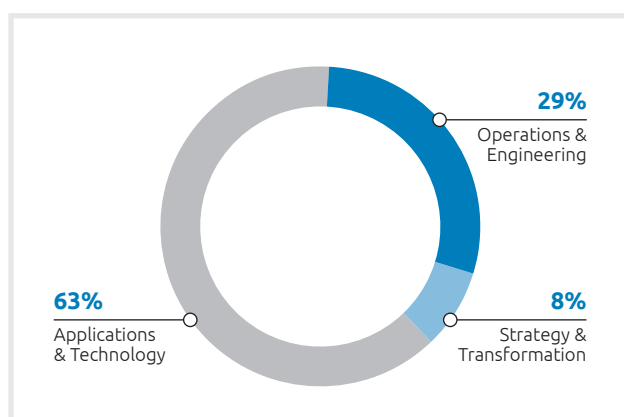
The **United Kingdom and Ireland** region (12% of Group revenues) recorded another year of strong growth, with revenues up +19.4% at constant exchange rates. The Public Sector was once again very dynamic, as were the Consumer Goods and Energy & Utilities sectors. The operating margin held at a record level of 18.0%, as achieved in 2021.

**France** (19% of Group revenues) revenues were up +12.5% at constant exchange rates, primarily fueled by the Manufacturing sector, and, to a lesser extent, the Consumer Goods sector. The operating margin increased by 190 basis points year-on-year to 12.1%.

The **Rest of Europe** region (29% of Group revenues) grew +16.1% at constant exchange rates, with the Manufacturing and Consumer Goods sectors as the top contributors. The operating margin contracted slightly to 11.6% from 12.3% a year earlier.

Finally, revenues in the **Asia-Pacific and Latin America** region (9% of Group revenues) increased sharply by +30.6% at constant exchange rates, boosted by 2021 Group acquisitions in the region and solid underlying organic momentum in the Financial Services and Manufacturing sectors. The operating margin was 10.6% compared with 11.5% in 2021.

## 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 billing flows.

All Group business lines also reported double-digit growth rates in 2022 at constant exchange rates.

**Strategy & Transformation Consulting Services** (8% of Group revenues) reported a +28.2% rise in total revenues, showcasing the Group's ability to support clients' strategic projects.

**Applications & Technology** services (63% of Group revenues and Capgemini's core business) reported a +18.0% increase in total revenues, driven by digital transformation demand from large corporations and organizations across a growing share of their value chain.

Finally, **Operations & Engineering** total revenues (29% of Group revenues) grew +13.4%, primarily driven by robust momentum in

Engineering Services and supported by solid growth in Infrastructure and Cloud services.

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

Utilization rate	2021				2022			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Strategy & Transformation	72%	75%	73%	73%	69%	69%	68%	69%
Applications & Technology	83%	84%	82%	79%	79%	80%	80%	81%

## Headcount

At December 31, 2022, the total Group headcount was 359,567 employees compared with 324,684 employees one year earlier.

The net increase was 34,883, or +10.7%. The total number of entries into the Group was 142,625. The weighted voluntary attrition rate (computed on a last-twelve-month basis) amounts to 25.5% at the end of 2022 compared to 23.5% in 2021, however it has been trending down in the last months of the year.

## Order book

Bookings totaled €23,719 million in 2022, a year-on-year increase of +16.8% at constant exchange rates, representing a *book-to-bill* ratio for the year of 1.08. This performance is driven by the growing weight of major digital transformation projects and multi-year contracts that mobilize an increasingly wide range of Group activities.

## Significant events in 2022

### Ukraine & Russia

Since the end of 2021, Capgemini has proactively taken measures to ensure the safety of its teams and their families in Ukraine and has implemented continuity plans for its clients. Capgemini continues to monitor events very closely to support its employees in this difficult context.

In Russia, the Group has set up a transition in 2022. As of December 31, 2022, all operating activities of its Russian subsidiary have ended and the process of liquidating this subsidiary is underway.

The war in Ukraine had no material impact on the Group's performance. Indeed, with much less than 1% of the Group's turnover and less than 1% of its workforce in Ukraine and Russia at the beginning of the conflict, the Group's total exposure is very limited.

### Changes in governance

Following the Shareholders' Meeting of May 19, 2022, the Group appointed Ms. Maria Ferraro and Mr. Olivier Roussat as new Directors from May 19, 2022, for a 4-year mandate.

A Canadian citizen, Ms. Maria Ferraro is Chief Financial Officer of Siemens Energy AG and Siemens Energy Management GmbH, as well as Chief Inclusion & Diversity Officer at Siemens Energy. During her career, she has acquired expertise in financial matters and solid experience in the industry, technology and energy sector within a global Group at the heart of the development of the Intelligent Industry. She brings to the Board her inclusion and diversity expertise, as well as her knowledge of European and Asian markets.

A French citizen, Mr. Olivier Roussat is Chief Executive Officer of Bouygues SA, 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 brings to the Board his industry experience, particularly in the telecoms and media sector, as well as his expertise in digital and technology transformation.

During this Shareholders' Meeting, the terms of office of Messrs. Paul Hermelin, Xavier Musca and Frédéric Oudéa were also renewed for a period of four years. In addition, the Board of Directors, convening after the Shareholders' Meeting, approved the continuation of a governance structure separating the duties of Chairman and Chief Executive Officer and reappointed Mr. Paul Hermelin as non-executive Chairman of the Board to continue benefiting from his experience, his expertise and his in-depth knowledge of the Group. Mr. Frédéric Oudéa was also reappointed as Lead Independent Director.

The Board of Directors also warmly thanked Ms. Laurence Dors, who had 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. Mr. Pouyanné was appointed to replace her as Chairman of the Compensation Committee.

### Acquisitions

Capgemini continued its bolt-on acquisition strategy in 2022, announcing eight transactions.

Firstly, in May, the Group announced the signature of an agreement to acquire Chappuis Halder & Cie, a strategy and management consulting Group specializing in the Financial Services industry. This acquisition will strengthen the Group's capabilities to advise Banking, Wealth Management and Insurance clients in North America, Europe and South-East Asia, mainly by shaping the future of their business and driving their digital transformation projects.

In June, Capgemini completed the acquisition of Rufus Leonard, a London-based brand design and experience agency, to enhance the Group's Customer First services in the UK.

In September, the Group announced the acquisition of Aodigy Asia Pacific, a Singapore-based Company specializing in digital transformation on the Salesforce platform, strengthening its ability to deliver these services in the Asia-Pacific region.

Also in September, Capgemini enhanced its Digital Customer Experience offerings across Europe with the acquisition of Knowledge Expert, a digital transformation service provider specializing in Pega technologies.

The Group then performed several acquisitions in October:

- signature of an agreement to purchase Braincourt, a specialist in Business Intelligence and data science services, to enhance Capgemini's in-demand data and analytics capabilities in Germany and Northern Europe;



- acquisition of Quorsus, a UK-based firm specializing in consultancy services to financial institutions in post-trade technologies, operations, regulatory solutions, and market infrastructure. Quorsus' expertise will allow Capgemini to strengthen its capital markets offering;
- signature of an agreement to acquire Quantmetry, an independent consulting firm specializing in mathematical data modeling and artificial intelligence technological solutions, to strengthen Capgemini's capabilities in France.

Finally, in November, Capgemini announced the acquisition of 23red, a UK based creative agency with clients mainly in the Public and 3<sup>rd</sup> Sectors.

### Changes in the financial structure

Capgemini's financial structure did not undergo any major changes in 2022.

Strong cash generation in the fiscal year not only financed the Group's bolt-on acquisition and return to shareholders policies, but also enabled a further reduction in net debt.

Finally, the ninth employee share ownership plan (ESOP) launched in September 2022 and aimed at associating employees with the Group's development and performance was a great success. The resulting €508 million gross share capital increase represents 2% of the Group's share capital and contributes to maintaining Capgemini employee share ownership above 8% of the share capital.

### Commercial momentum

Capgemini enjoyed a further surge in client demand for digital transformation services across all its main sectors in 2022:

- in the Manufacturing and Life Sciences sector:
  - in the Intelligent Industry market, a US technology Company selected Capgemini to deliver digital cockpit systems and software to increase its profitability while contributing to the Company's transformation,
  - also in this market, a scientific instruments manufacturer in the Asia-Pacific region outsourced the development of its flagship software to the Group,
  - still in the Intelligent Industry market, a German-based global industrial Group selected Capgemini to develop a production and logistics services platform,
  - in the Enterprise Management market, a global pharmaceuticals Company signed a contract with the Group for the roll-out of a SAP S/4HANA platform covering sales, purchasing, manufacturing, logistics, finance and accounting processes,
  - Capgemini was also selected by a global aircraft manufacturer to deliver a long-term cloud-first transformation program for its commercial aircraft and helicopter businesses. As a strategic partner, Capgemini will now provide a fully managed service for the core cloud infrastructure of the client's business,
  - a French automotive manufacturer selected Capgemini to extend one of its production databases, initially used in the product quality domain, to other areas of activity (supply chain, purchasing, manufacturing, engineering and sales) and new geographic regions,
  - Capgemini was selected by a global telecommunications manufacturer to deploy its cloud-based identity solution (IDaaS), to manage identities and IT infrastructure access,
- the Group signed a multi-year contract to support the digital transformation of a German-based pharmaceuticals Group, thus constituting the first deployment of SAP RISE for a DAX 40 Company,
- in the Customer First market, a global leader in railway equipment manufacturing selected Capgemini to help devise and deploy a SaaS platform designed in partnership with Microsoft, to deliver digital rail services to its end-clients in line with its mid-term strategic goal,
- with the same client, the Group has signed a major engineering contract covering 18 countries, setting the basis for a strategic partnership in digital transformation and sustainability;
- in the Financial Services sector:
  - in the Customer First market, a Middle-Eastern insurance Company chose to partner with Capgemini for the deployment of its cloud-based Customer Relationship Management platform,
  - also in this market, an insurance Company in the Asia-Pacific region selected the Group as its key partner for the implementation of a new cloud-based claims management system,
  - in the same market, a US investment Company selected the Group to help create one of the first ESG data marketplaces for asset management companies,
  - a European bank selected Capgemini to accelerate the digital transformation of its IT infrastructure supporting its core banking activities, to create an open, reliable platform using cutting-edge technology,
  - Capgemini and a global banking Group signed a multi-year contract to facilitate real-time data acquisition and improve the quality of this data and of its integrated reporting,
  - a French multinational insurance Company selected Capgemini to develop next generation services based on a cloud infrastructure,
  - a leading UK bank selected the Group to create an ESG database to measure greenhouse gas emissions funded by its lending and financing activities in capital markets,
  - Capgemini entered into a strategic partnership with a leading supplier of software solutions for car financing companies to support the cloud-based digital transformation and harmonization of back-office processes across Europe,
  - a leading financial institution in the Middle East selected Capgemini to implement innovative technology monitoring and research activities to contribute to its ambitions in digital banking services,
  - Capgemini signed a multi-year global contract aiming to transform an American insurance Company into a technology-driven organization focused on bringing the best customer experience through digital strategy;
- in the Retail & Consumer Goods sector:
  - in the Intelligent Industry market, Capgemini was selected by an international steel production conglomerate to create a platform to monitor demand in real time and thereby improve the availability of products and materials,

- in the Enterprise Management market, a US consumer goods company selected the Group for a 15-year partnership to automate all its financial services and reduce the lead time for obtaining information to be used across the Company,
  - in the Customer First market, the Group signed a contract with a global fast-food chain to accelerate its digital transformation to the cloud enabling new customer experiences,
  - a French retail Group selected Capgemini to manage its cloud services across both a private cloud (OVH, Oracle) and a public cloud (Azure),
  - a Swiss global watchmaker selected the Group to support its path to zero carbon emissions by working with the sustainable development team to secure its carbon accounting, using the Salesforce Net Zero Cloud platform;
- in the TMT (Telecoms, Media & Technology) and Services sector:
  - in the Intelligent Industry market, a leading Japanese online retailer and e-commerce company selected Capgemini to support the constant development and integration of new products in its fully virtual 4G/5G network,
  - in the Customer First market, a South-East Asian telecommunications company selected Capgemini to redevelop its mobile app to improve performance and reduce security issues,
  - in the same market, a US cable television service selected Capgemini to improve its customer experience through network automation and thereby improve efficiency and boost its competitive edge,
  - a US electronics and IT giant selected the Group to adapt its graphics processors used extensively in the AI industry to an open-source environment, to enable the widest possible adoption,
  - the Group signed a multi-year contract with a major European telecom operator as a sole supplier for a unique IT testing solution leveraging local and offshore delivery to optimize cost,
  - a Media & Technology major company selected Capgemini for a multi-year contract in view of developing the next generation of cloud-native products and enhancing its data estate to drive more meaningful connections across services offered to end-clients;
- in the Public Sector:
  - in the Enterprise Management market, one of the main European Union institutions entered into a framework agreement with Capgemini for assistance with research into the probable impacts of a new regulation and ex-post assessment of measures adopted,
  - Capgemini formed a long-term strategic partnership with a European air force to promote the use of data science to improve its organization,
  - in consortium with a global system telecommunication player, Capgemini signed a pluriannual contract with a European ministry of Interior for the transformation program of Mission Critical Communications dedicated to First Responders;

- in the Energy & Utilities sector:

- in the Intelligent Industry market, a US energy conglomerate selected Capgemini to deploy a SaaS product lifecycle management solution,
- in the same market, the Group was selected by a supplier of energy efficiency services to local authorities to develop the next generation of smart meters,
- in the Enterprise Management market, a Canadian renewable energy producer signed a multi-year contract with Capgemini to implement and manage the company's transformation, in support of its new cybersecurity program,
- still in this market, Capgemini was selected by a European energy supplier to develop its online business,
- a global energy leader selected the Group to design and implement dashboards to support the development of its carbon capture and sequestration activities,
- Capgemini has been chosen by a recognized player in the nuclear industry for a multi-tower deal covering both Infrastructure management and application management activities, and will be entrusted with every new IT infrastructure project as a privileged partner.

### Awards and recognitions

Capgemini's technical and sector expertise was recognized by several prizes and distinctions in 2022, including most notably the following awards:

- Capgemini was recognized by Frost & Sullivan as "2021 Company of the year" for Best Practices in Digital Transformation in Life Sciences (January);
- Capgemini was positioned as a Leader by Everest Group in 2021 in a wide range of technology service offerings, such as Finance and Accounting Outsourcing (January), Advanced Analytics and Insights (February), Artificial Intelligence Services (April), IT Services in Banking and Financial Services (April), Intelligent Process Automation Expertise (May), Salesforce Services in Insurance (June), Sustainability Enablement Technology Services (June), Banking, Financial and Insurance IT services (July), Insurance Platforms IT Services (August), Connected Medical Device Services (September), Data and Analytics Services (September) and Life Sciences Digital Services (October);
- the Group was positioned as a Leader in the NelsonHall NEAT evaluation for Advanced Digital Workplace Services (January), Cloud HR Transformation Services (February), Learning Services (August) and finally Procurement Transformation (September);
- ISG ranked the Group as a Leader in digital banking services in the US, UK and Nordic countries (January, March), for ServiceNow Ecosystem Partners in the US, Australia, Brazil, Malaysia and Singapore (August), for the SAP ecosystem in France (September), for Enterprise Service Management in the US (September), for Next-gen Administration Solutions (October) and for Finance and Accounting Outsourcing Services (November);

- Capgemini was positioned as a Leader by Avasant for Digital Workplace Services (February), Banking Digital Services (October) and Property and Casualty Insurance Digital Services (November);
- Capgemini was positioned as a Leader by Gartner in its Magic Quadrant for Data and Analytics Service Providers (March), SAP S/4HANA Application Services (July), Public Cloud IT Transformation Services (August) and IT Services for Communications Service Providers (August).

The Group's technical and sector expertise has also been praised by its partners:

- Capgemini announced it had won three 2021 Brandon Hall Group Excellence in Technology awards for its Hot Desk and Answer Generator tools (February);
- Capgemini won the SAP® EMEA North Partner Excellence Award 2022 for SAP Business Technology Platform Adoption (March). This was Capgemini's third award of this type;
- Capgemini was named a winner for the second time in the 2022 BIG Innovation Awards presented by the Business Intelligence Group for its unique end-to-end Digital Customer Invoicing Solution (May);
- Capgemini was named Microsoft Power Apps Partner of the Year and Germany Partner of the Year at the 2022 Microsoft Partner of the Year Awards (June);
- Capgemini received the 2021 Google Cloud Industry Solutions Partner of the Year award for the second year running (June);
- Capgemini won the Microsoft Business Applications 2022-2023 Inner Circle Award for the fourth year running (October);
- Capgemini won the 2022 Salesforce Partner Innovation Award in the "Experience" category for its outstanding work with Pensioenfonds Detailhandel, one of the largest pension funds in the Netherlands (November).

Finally, the Group's progress in terms of sustainable development was recognized by several distinctions, some of which are presented below:

- Capgemini was admitted to the Dow Jones Sustainability Index (DJSI) Europe, as a leader among 268 companies in the IT services & internet Software and Services industry;
- the Group was also included in the Bloomberg Gender Equality Index (GEI) 2022, which includes 418 companies from 45 countries selected for their performance as regards gender equality;
- Capgemini has also been awarded the "EDGEplus" certification by the Economic Dividends for Gender Equality (EDGE) Certified Foundation, which recognizes the Group's commitment to intersectional equity in all its dimensions;
- the Group was again recognized for its leadership in the fight against climate change when it retained its position on the "A List" published by the CDP (Carbon Disclosure Project), after the tightening of standards. In addition to this prestigious international distinction, Capgemini announced in September 2022 that its short-term (2030) and new long-term (2040) net zero carbon reduction targets had been validated by SBTi (Science-Based target initiative), making it one of the first companies globally to have its targets validated according to SBTi's new net-zero standard implemented in 2022;
- Capgemini was recognized in 2022 as One of the World's Most Ethical Companies by the Ethisphere Institute, for the tenth year in a row;
- finally, the Group was awarded the "*Grand Prix de la Gouvernance Durable*" for 2022 by L'AGEFI, a French financial media Group. This distinction recognizes the Group's strategic orientation towards long-term sustainable growth, reflecting Capgemini's renewed commitment to promoting exemplary, transparent and inclusive governance.

## Comments on the Capgemini group consolidated financial statements and outlook for 2023

### Consolidated Income Statement

Consolidated **revenues** total €21,995 million for the year ended December 31, 2022, compared with €18,160 million in 2021, up 21.1% on reported figures and 16.6% at constant exchange rates.

Operating expenses total €19,128 million, compared with €15,820 million in 2021.

An analysis of costs by nature highlights a €2,777 million increase in personnel costs from €12,192 million in 2021 to €14,969 million in 2022. Personnel costs represent 68.1% of revenues compared with 67.1% in 2021. The average headcount rose in 2022 to 347,758, compared with 292,690 in 2021. Offshore employees represent 58.5% of the total Group headcount in 2022.

An analysis of costs by function reveals:

- the cost of services rendered is €16,163 million, or 73.5% of revenues, down 0.1 points on 2021. The gross margin is 26.5% of revenues in 2022, compared with 26.4% in 2021;
- sales expenses total €1,518 million, or 6.9% of revenues;

- general and administrative expenses total €1,447 million (6.6% of revenues).

The **operating margin** is therefore €2,867 million in 2022, compared with €2,340 million in 2021, representing a margin rate of 13.0% (12.9% in 2021).

**Other operating income and expense** is a net expense of €474 million in 2022, compared with €501 million in 2021, mainly due to lower integration and restructuring costs.

**Operating profit** is therefore €2,393 million (10.9% of revenues), compared with €1,839 million in 2021 (10.1% of revenues).

The **net financial expense** is €129 million, compared with €159 million in 2021. This decrease was due to the combined impact of:

- a fall in net finance costs due to an increase in income from cash and cash equivalents and lower interest on bond issues and;
- the increase in the period in derivative hedging costs on intercompany loans denominated in foreign currencies.

The **income tax expense** is €710 million, compared with €526 million in 2021. The effective tax rate is 31.3% in 2022, stable on 2021.

Excluding the tax expense relating to the transitional impact of the 2017 US tax reform of €73 million in 2022 and €36 million in 2021, the effective tax rate fell from 29.2% in 2021 to 28.1% in 2022.

**Profit for the year attributable to owners of the Company** is €1,547 million in 2022, compared with €1,157 million in 2021.

Excluding the tax expense relating to the transitional impact of the 2017 US tax reform of €73 million in 2022 and €36 million in 2021, normalized earnings per share is €11.52 based on an average of 170,251,066 ordinary shares outstanding in 2022, compared with €9.19 based on an average of 168,574,058 ordinary shares outstanding in 2021.

## Consolidated Statement of Financial Position

**Equity attributable to owners of the Company** totaled €9,727 million on December 31, 2022, up €1,260 million on December 31, 2021. This increase was mainly due to:

- the positive impact of other comprehensive income of €245 million, including translation adjustments of €112 million;
- the net profit for the period of €1,547 million;
- the impact of incentive and employee share ownership instruments of €706 million, including €507 million in respect of the share capital increase under the ESOP 2022 international employee share ownership plan, partially offset by:
- the payment to shareholders of dividends of €409 million,
- the cancellation of treasury shares in the amount of €826 million.

**Non-current assets** totaled €15,137 million on December 31, 2022, up €103 million on December 31, 2021, mainly due to the increase in goodwill as a result of acquisitions in the period and foreign exchange impacts on goodwill denominated in US dollars, offset by the use of deferred tax assets in the period.

## Income Statement of Capgemini SE

The Company reported **operating income** for the year ended December 31, 2022 of €646 million (including €428 million in royalties received from subsidiaries) compared with €531 million last year (including €367 million in royalties).

**Operating profit** is €315 million, compared with €243 million in 2021.

**Net finance income** is €177 million (compared with €404 million in 2021) and reflects the difference between:

- income of €995 million, mainly comprising foreign exchange gains on the pooling of currency risk at Group level (€494 million), dividends received from subsidiaries (€435 million), income from loans granted to subsidiaries (€24 million) and reversals of provisions for foreign exchange losses (€22 million);
- expenses of €818 million, mainly comprising foreign exchange losses (€421 million) and charges to provisions

**Non-current liabilities** totaled €7,671 million on December 31, 2022, down €1,366 million vs. December 31, 2021. This decrease is mainly due to the transfer to current liabilities of the short-term portion of the 2015 bond issue maturing in July 2023.

**Trade receivables and contract assets** totaled €5,253 million on December 31, 2022, compared with €4,606 million on December 31, 2021. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €3,643 million on December 31, 2022, compared with €3,084 million on December 31, 2021.

**Accounts and notes payable** mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than income tax and total €4,749 million on December 31, 2022, compared with €4,361 million on December 31, 2021.

**Consolidated net debt** totaled €2,566 million on December 31, 2022, compared with €3,224 million on December 31, 2021. This €658 million decrease in net debt vs. December 31, 2021 chiefly reflects organic free cash flow generation of €1,852 million and the €507 million share capital increase following the issue of new shares under the ESOP 2022 international employee share ownership plan, partially offset by:

- net cash outflows of €826 million in respect of transactions in treasury shares;
- the payment to shareholders of dividends of €409 million;
- outflows on Company acquisitions, net of cash and cash equivalents acquired, of €204 million.

## Outlook for 2023

The Group's financial targets for 2023 are:

- revenue growth of +4% to +7% at constant currency;
- operating margin of 13.0% to 13.2%;
- organic free cash flow around €1.8 billion.

The inorganic contribution to growth should be 0.5 points at the lower end of the target range and 1.0 point at the upper end.

for foreign exchange losses (€204 million) on the pooling of currency risk at Group level, interest on bond issues and bank borrowings (€119 million) and charges to provisions for equity interests (€41 million).

This €227 million decrease in net financial income year-on-year is mainly due to the change in provisions for foreign exchange losses (€181 million) and the net charge to provisions for equity interests (€36 million).

**Non-recurring items** mainly comprise the accelerated depreciation of Company acquisition costs and represent a net expense of €8 million compared to €7 million last year.

After an **income tax expense** of €54 million (compared with €12 million in 2021), notably reflecting the income tax expense of the tax consolidation Group, the Company reported a **net profit** of €430 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.

<b>13+2</b> Board of Directors <sup>1</sup>	<b>83%</b> Independent Directors <sup>2</sup>	<b>w: 42% m: 58%</b> Gender Balance <sup>3</sup>	<b>57 years</b> Average age	<b>40%</b> Internationalization
<b>4 years</b> Average length of office	<b>1</b> Director representing employee shareholders	<b>2</b> Directors representing employees		

**NB:** Information at December 31, 2022. **1.** 13 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 2022 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 operation and future of Capgemini, to promote sustainable value creation for its shareholders and all stakeholders.



**NB:** Information at December 31, 2022. <sup>1</sup> 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.

## Assessment of the Board of Directors – Priorities for 2023

With respect to 2022, under the responsibility of the lead Independent Director and with the assistance of an external service provider, an external assessment was performed focusing mainly on the composition of the Board of Directors, its activities and the individual contribution of Directors. Following this assessment, the Board of Directors set the following priorities for 2023:

### — Oversight of strategic objectives

Continued increased involvement of the Board in the definition and oversight of strategic priorities, primarily by implementing monitoring indicators.

### — Talent management

Continued oversight of the development and retention of Group talent.

### — Sustainable Development

Greater oversight of the Group's sustainability offering strategy with clients; continued oversight of the Group's CSR strategy and particularly the climate strategy.



## Activities of the Board in 2022

Group strategy and organization, CSR	Governance	Finance
<ul style="list-style-type: none"> <li>— Update of the Group's medium-term strategic direction and validation of monitoring indicators</li> <li>— External growth opportunities and analysis thereof</li> <li>— Review of the main changes in markets, technology and the competitive environment</li> <li>— Intelligent Industry strategy and sustainable development offering strategy</li> <li>— Monitoring of the roll-out of the Group's CSR strategy, including the climate strategy</li> </ul>	<ul style="list-style-type: none"> <li>— Governance method (retention of the separated governance structure)</li> <li>— Changes in the composition of the Board and its Committees</li> <li>— Preparation of the Shareholders' Meeting</li> <li>— External assessment of the Board</li> <li>— Monitoring of dialogue with shareholders and proxy advisors</li> <li>— Review of the Executive Corporate Officer succession process and the emergency succession process</li> </ul>	<ul style="list-style-type: none"> <li>— Budget</li> <li>— Medium-term financial ambitions</li> <li>— Share buyback program</li> <li>— Financial communication</li> </ul>
Group Performance	Audit & Risk	Talent management, diversity and compensation
<ul style="list-style-type: none"> <li>— Group performance and activities</li> <li>— Monitoring the "New Normal"</li> <li>— Monitoring customer satisfaction</li> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>— 2021 Company financial statements</li> <li>— 2021 consolidated financial statements and 2022 first-half interim consolidated financial statements</li> <li>— Risk monitoring (including mapping)</li> <li>— Internal control and Internal audit</li> <li>— Monitoring of the Group's various ethics and compliance actions</li> </ul>	<ul style="list-style-type: none"> <li>— Monitoring of Group talent management</li> <li>— Diversity policy for management bodies</li> <li>— Monitoring of the Group executive succession process excluding the Chief Executive Officer and preparation of potential executives</li> <li>— Compensation of Executive Corporate Officers, equity ratio</li> <li>— Performance share and free share grants</li> <li>— New employee share ownership plan</li> </ul>

## 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.

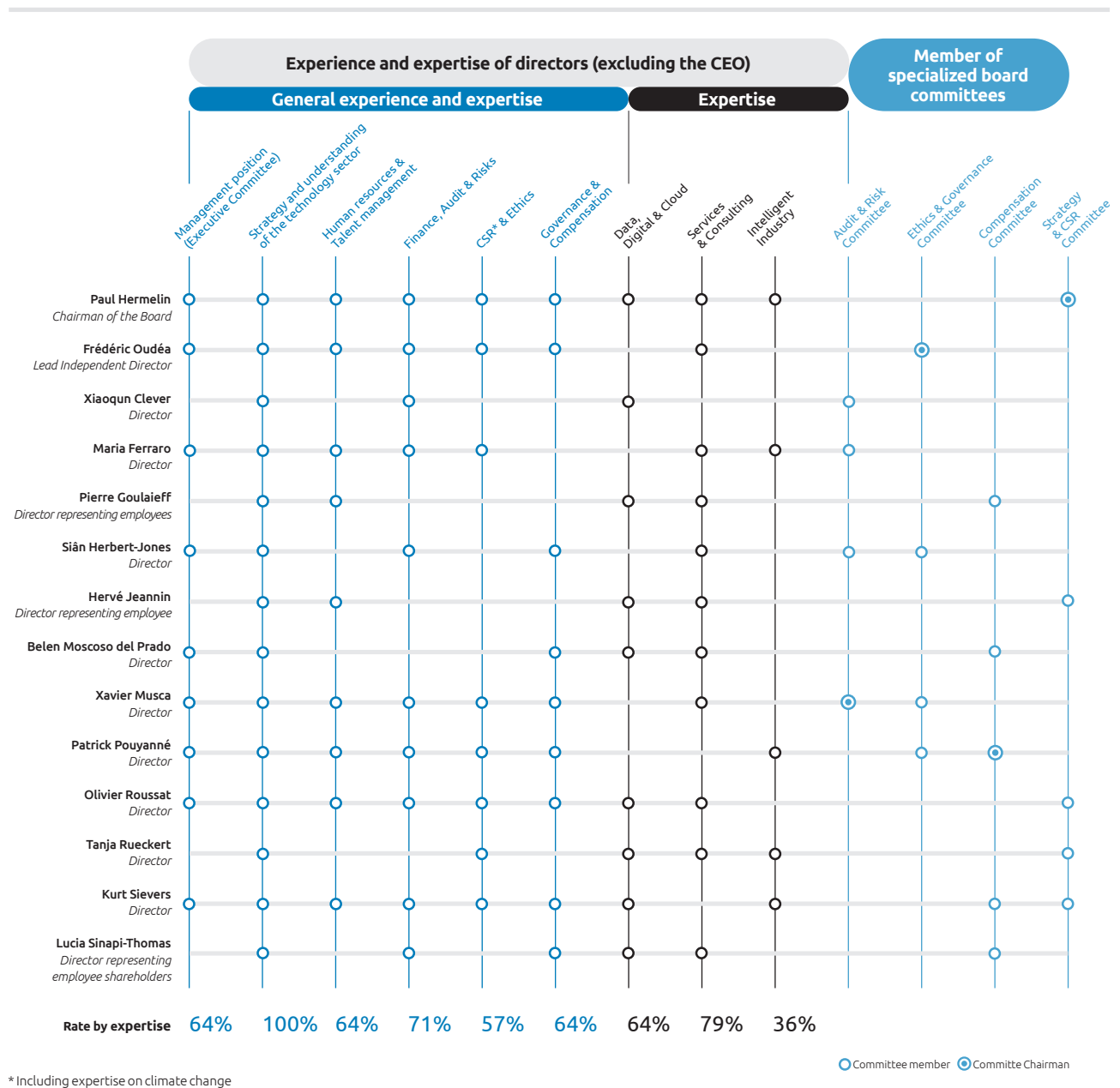
In addition, each year a Board meeting dedicated to strategy is held in the form of a seminar and invites key managers of the Group to contribute to Board discussions. These seminars also enable Directors to constantly refine their understanding of the challenges facing the Group through themed-based 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 2022, presentations were made during Board of Directors' meetings and at the annual strategy seminar. These primarily focused on the latest technology trends (5G, quantics and the metaverse), issues associated with the new talents ecosystem, the sustainable development market and the Group's competitive environment. There were also more operations-based presentations, focusing on the Intelligent Industry strategy and presenting the "Insights & Data" business line and the Group's activities in India and the Americas.

In addition, an in-depth presentation of the Group's climate strategy and net zero program was also made to members of the Strategy & CSR Committee in 2022, in addition to the annual meeting focusing on the roll-out of the Group's CSR strategy.

The experience and expertise brought by each Director comprising the Board of Directors at December 31, 2022 (excluding the Chief Executive Officer) may be summarized as follows.



The Board of Directors considers that Directors carrying out or having carried out the duties of Chief Executive Officer or Chief Operating Officer of an international group listed on the stock market bring to the Board all the general expertise listed above (strategy; human resources and talent management; finance, audit and risks, CSR and ethics; governance and compensation). This is the case for Messrs. Hermelin, Oudéa, Musca, Pouyanné, Roussat and Sievers.

In addition, among the Directors demonstrating CSR expertise, the Board of Directors considers that Ms. Ferraro and Ms. Rueckert, as

well as Messrs. Hermelin, Oudéa, Musca, Pouyanné, Roussat and Sievers bring specific expertise relating to climate change issues.

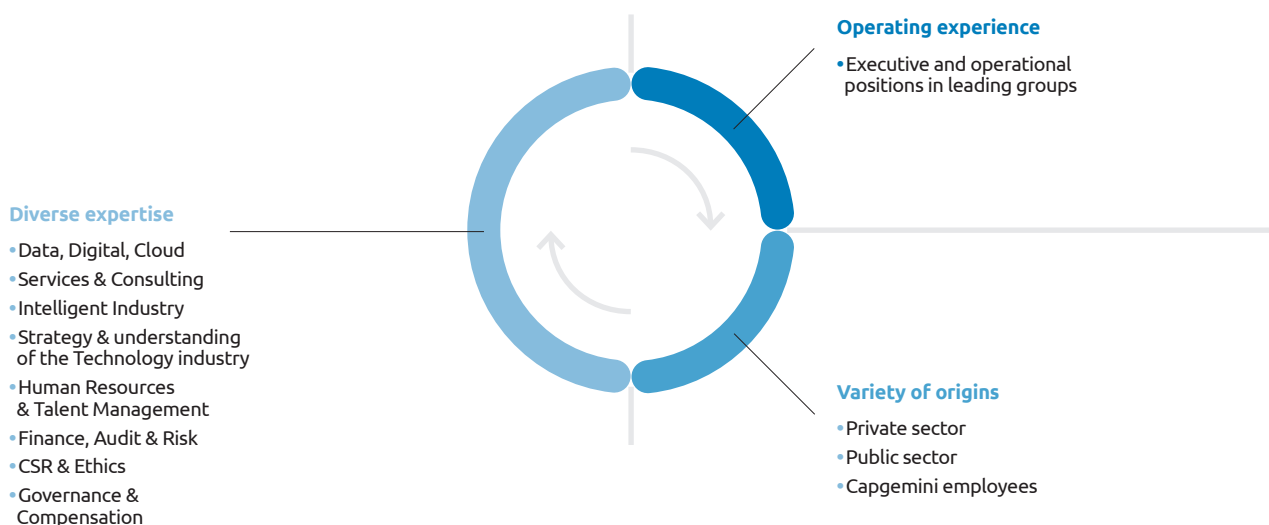
A detailed individual presentation of Directors at December 31, 2022, setting out their career path and the offices and duties they hold and linking to the expertise each of them bring to the Board, is presented in Section 2.1.4 of the 2022 Universal Registration Document.

The Board also considers that Mr. Aiman Ezzat, Director and Chief Executive Officer of Capgemini SE, brings all the above experience and expertise to the Board of Directors.



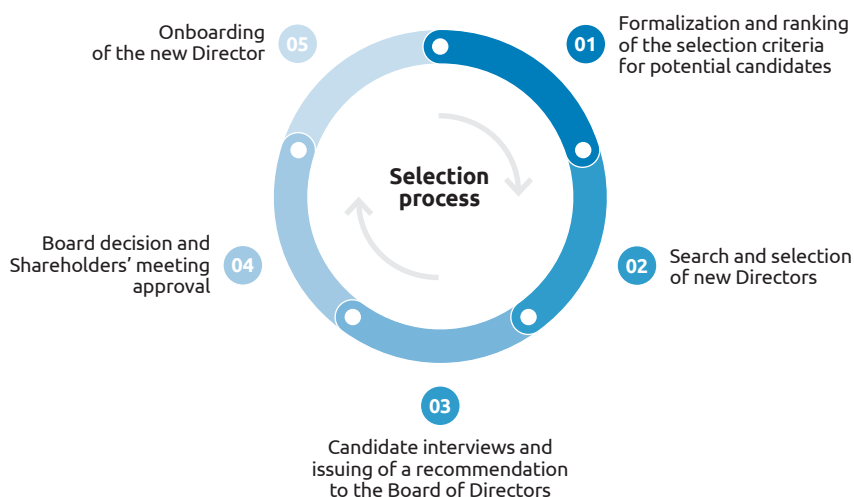
## A GOOD MATCH BETWEEN DIRECTORS AND THE GROUP'S STRATEGIC FOCUS

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 2022-2026**: **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.

## DIRECTOR SELECTION PROCESS

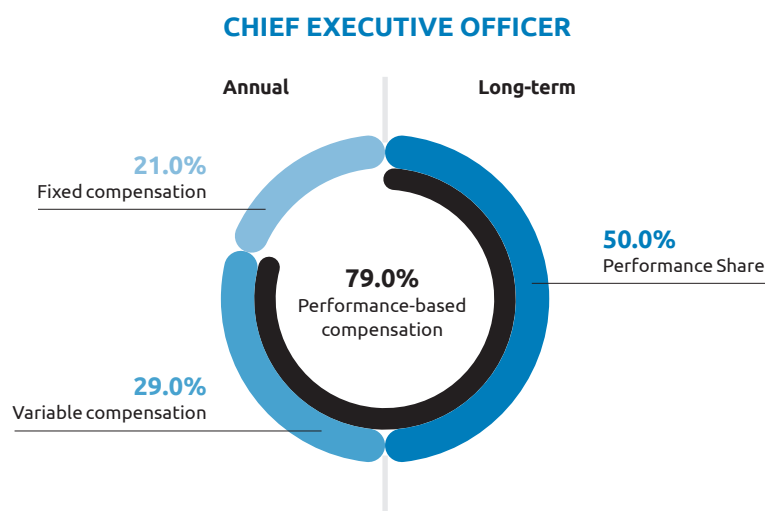


### 3. 2023 compensation policy of the Executive Corporate Officers

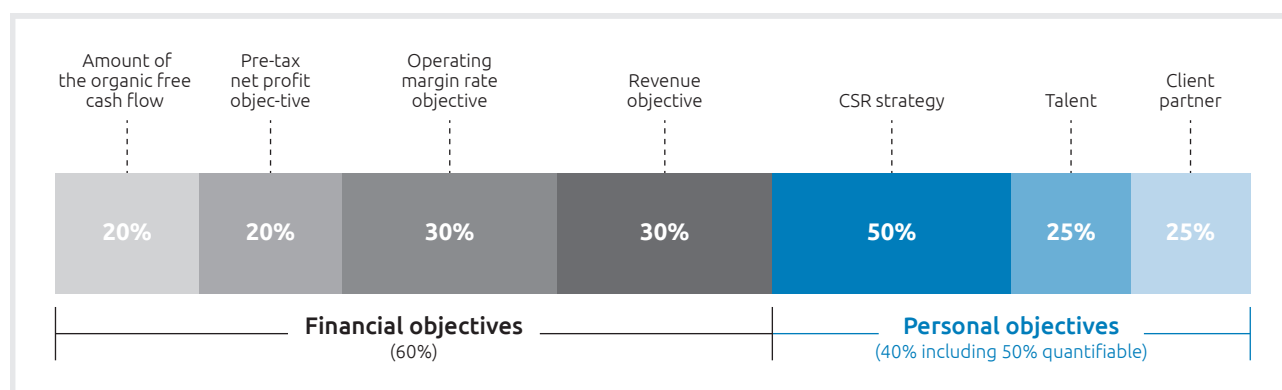
The compensation policies for the Chairman and Chief Executive Officer were approved by the Board of Directors on March 16, 2023 on the recommendation of the Compensation Committee. The 2023 Chairman of the Board of Directors' compensation policy

includes an annual fixed compensation for his term of office as Chairman of the Board, as well as compensation for attendance at Board meetings. The compensation policy for the Chief Executive Officer is summarized below.

#### 2023 annual compensation target structure of the Chief Executive Officer



#### Criteria for 2023 annual variable compensation of the Chief Executive Officer



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 and (iii) the Directors in respect of their terms of office for fiscal year 2023, were approved by the Board of Directors, at its meeting of March 16, 2023, 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 2022 Universal Registration Document.

## 4. Agenda

Item on the agenda (without any corresponding resolution submitted to the shareholders' vote): presentation of the Group's climate strategy and of the main actions undertaken to this end.

### Resolutions presented at the Ordinary Shareholders' Meeting

- Approval of the 2022 Company financial statements (**1<sup>st</sup> resolution**);
- Approval of the 2022 consolidated financial statements (**2<sup>nd</sup> resolution**);
- Appropriation of earnings and setting of the dividend (**3<sup>rd</sup> resolution**);
- Regulated agreements – Special report of the Statutory auditors (**4<sup>th</sup> 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 (**5<sup>th</sup> resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2022 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors (**6<sup>th</sup> resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2022 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer (**7<sup>th</sup> resolution**);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors (**8<sup>th</sup> resolution**);
- Approval of the compensation policy applicable to the Chief Executive Officer (**9<sup>th</sup> resolution**);
- Approval of the compensation policy applicable to Directors (**10<sup>th</sup> resolution**);

- Appointment of Ms. Megan Clarken as a director (**11<sup>th</sup> resolution**);
- Appointment of Ms. Ulrica Fearn as a director (**12<sup>th</sup> resolution**);
- Authorization of a share buyback program (**13<sup>th</sup> resolution**).

### Resolutions presented at the Extraordinary Shareholders' Meeting

- 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) (**14<sup>th</sup> 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 (**15<sup>th</sup> 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 (**16<sup>th</sup> resolution**);
- Powers to carry out formalities (**17<sup>th</sup> 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 submitted for approval. 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 2022 included in the 2022 Universal Registration Document (available at [www.capgemini.com](http://www.capgemini.com)), to which you are invited to refer.

The Group's climate strategy, as described in Section 4.2.1.3 of the 2022 Universal Registration Document, will be presented during the next Shareholders' Meeting.

### Resolutions presented at the Ordinary Shareholders' Meeting

#### PRESENTATION OF THE 1<sup>ST</sup> AND 2<sup>ND</sup> RESOLUTIONS

##### APPROVAL OF THE FINANCIAL STATEMENTS

###### Overview

In these two resolutions, we ask you to approve the Company financial statements and the consolidated financial statements of Capgemini for the year ended December 31, 2022 as follows:

- the Company financial statements showing a net profit of €429,792,134.41;
- the consolidated financial statements of the Company showing net profit for the Group of €1,547 million.

#### FIRST RESOLUTION

##### Approval of the 2022 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, 2022, showing net profit for the year of €429,792,134.41, as presented, and the transactions recorded therein and summarized in these reports.

#### SECOND RESOLUTION

##### Approval of the 2022 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, 2022, showing net profit for the Group of €1,547 million, as presented, and the transactions recorded therein and summarized in these reports.

#### PRESENTATION OF THE 3<sup>RD</sup> RESOLUTION

##### APPROPRIATION OF EARNINGS AND SETTING OF THE DIVIDEND

###### Overview

The third resolution relates to the appropriation of earnings for fiscal year 2022 and the setting of the dividend.

It is proposed that the dividend be set at €3.25 per share, representing a total distribution of €564,141,867.25 based on the number of shares ranking for dividends at December 31, 2022.

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, 2022, excluding non-recurring tax income or expenses, would be 35%.

Residual distributable profits for the year, i.e. €5,913,323,426.71, 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 at the progressive income tax scale. 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 May 30, 2023 and a dividend payment date starting from June 1<sup>st</sup>, 2023.

## 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, 2022 as follows:

— Net profit for the year	€429,792,134.41
— Funding of the legal reserve	€1,120,490.40

**i.e. a balance of: €428,671,644.01**

Retained earnings of previous years: €6,048,793,649.95

**i.e. distributable earnings: €6,477,465,293.96**

allocated to:

— payment of a dividend of €3.25 per share	€564,141,867.25 <sup>(1)</sup>
— retained earnings for the balance:	€5,913,323,426.71

**giving a total of: €6,477,465,293.96**

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2022 and could therefore change if this number varies between January 1, 2023 and the ex-dividend date.

It should be noted that the dividend, set at €3.25 for each of the shares bearing dividend rights on January 1, 2023, 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 at the progressive income tax scale instead of application of the single flat-rate deduction.

The ex-dividend date will be May 30, 2023 and the dividend will be payable from June 1<sup>st</sup>, 2023. 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, 2022, 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 <sup>(1)</sup> (in euros)	Distributed income <sup>(2)</sup> (in euros)	Dividend per share (in euros)
Fiscal year 2021	413,739,657.60	408,433,627.20	2.40
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

(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, 2021 and 2022 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 4<sup>TH</sup> 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, 2022, 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 no agreements had continuing effect in 2022.

.....

## 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 regulated agreements entered into in fiscal year 2022, falling within the application scope of the aforementioned Article L. 225-38.

PRESENTATION OF THE 5<sup>TH</sup> TO 7<sup>TH</sup> RESOLUTIONS**APPROVAL OF THE COMPONENTS OF COMPENSATION AND ALL TYPES OF BENEFITS PAID DURING FISCAL YEAR 2022 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 2022 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 2022 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 2022 Universal Registration Document. It is

stipulated that Paul Hermelin's and Aiman Ezzat's compensation was approved by the Board of Directors' meeting of March 16, 2023, at the recommendation of the Compensation Committee, in accordance with the compensation policy approved by the Shareholders' Meeting of May 19, 2022 (8<sup>th</sup>, 9<sup>th</sup> and 10<sup>th</sup> resolutions). Payment is contingent on the approval of the 6<sup>th</sup> and 7<sup>th</sup> 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 5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> resolutions, are presented in Sections 2.3.1 and 2.3.3 of the 2022 Universal Registration Document, in the Board of Directors' report on Corporate Governance.

.....

## 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 2022 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 2022 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 2022 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 2022 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 8<sup>TH</sup> TO 10<sup>TH</sup> 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 2023, were approved by the Board of Directors meeting of March 16, 2023 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 2022 Universal Registration Document.

## EIGHTH RESOLUTION

## Approval of the compensation policy applicable to the Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and 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, as presented in the aforementioned report on Corporate Governance.

## NINTH 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.

## TENTH 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 11<sup>TH</sup> AND 12<sup>TH</sup> RESOLUTIONS

## APPOINTMENT OF TWO DIRECTORS

## Overview

The Board of Directors, at its meeting of March 16, 2023, 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 2023 Shareholders' Meeting the appointment of Ms. Megan Clarken and Ms. Ulrica Fearn as members of the Board of Directors for a period of four years. These proposals are in line with the Board's ambition to enrich the diversity of its profiles, in particular in terms of international diversification, and deepen its sector expertise.

Ms. Megan Clarken, a New Zealand citizen, is Chief Executive Officer of a global technology company operating in commerce media. She has acquired throughout her career a solid expertise in technology, data and digital transformation as well as experience in the media and retail sectors. She would also bring to the Board her inclusion and diversity expertise, as well as her knowledge of the US and Asia Pacific markets.

Ms. Ulrica Fearn, a Swedish citizen, has acquired throughout her career a strong financial expertise from multiple senior positions in leading global companies in the energy, telecommunications and Consumer Goods & Retail sectors, all of which are industries leveraging technology as part of their sustainable transformation journey.

The Board of Directors considers Ms. Megan Clarken and Ms. Ulrica Fearn to be independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

Ms. Xiaoqun Clever has expressed her wish not to renew her term of office. Ms. Tanja Rueckert, further to a change in her responsibilities within Bosch, has decided to stand down from the Board of Directors, effective following the end of the Shareholders' Meeting of May 16, 2023.

The Board of Directors warmly thanked Ms. Xiaoqun Clever and Ms. Tanja Rueckert for their respective contributions to the work of the Board and its Committees throughout their term of office.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 16, 2023, the composition of the Board of Directors would therefore count 15 Directors, including two Directors

representing employees and one director representing employee shareholders. 83% of its members will be independent<sup>(1)</sup>, 40% will have international profiles and 42% will be women<sup>(1)</sup>.



## MEGAN CLARKEN

### Independent Director

#### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Megan Clarken is Chief Executive Officer of Criteo since November 2019.

Born in New Zealand, Ms. Megan Clarken held senior leadership positions for large publishers and online technology providers in Australia, before joining Nielsen in 2004. From 2004 to 2019, Ms. Clarken held numerous senior positions at Nielsen in both commercial and product leadership, including Chief Commercial Officer of Nielsen Global Media, President of Watch, Nielsen's Media Measurement services, and President of Product leadership. Ms. Clarken's previous roles at Nielsen include Managing Director of Media Client Services in Asia Pacific, Middle East and Africa and Managing Director of Nielsen's digital business across the Asia Pacific region. Ms. Megan Clarken was also a champion of diversity & inclusion during her 15 years at Nielsen Global Media.

Ms. Megan Clarken was appointed as Chief Executive Officer of Criteo S.A. effective November 25, 2019 and has served as a member of the Board of Directors of Criteo S.A. since August 2020.

Ms. Megan Clarken has acquired throughout her career a solid expertise in technology, data and digital transformation as well as experience in the media and retail sectors. She would also bring to the Board her inclusion and diversity expertise, as well as her knowledge of the US and Asia Pacific markets.

#### Principal office:

Chief Executive Officer of Criteo S.A.

#### Date of birth:

October 30, 1966

#### Nationality:

New Zealander

#### Business address:

Criteo S.A.  
32 rue Blanche  
75009 Paris  
France

#### First appointment:

2023

#### Expiry of term of office:

2027 (Ordinary Shareholders' Meeting held to approve the 2026 financial statements)

#### Number of shares held at March 16, 2023:

0

#### OFFICES HELD IN 2022 OR CURRENT OFFICES AT DECEMBER 31, 2022

##### Chief Executive Officer of:

— CRITEO S.A.\* (France) (since November 25, 2019)

##### Member of the Board of Directors of:

— CRITEO S.A.\* (France) (since August 2020)

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

N/A

\* Listed company.

(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.



**ULRICA FEARN****Independent Director****BIOGRAPHY – PROFESSIONAL EXPERIENCE**

Ms. Ulrica Fearn is a Swedish citizen and holds a master's degree in business and finance from the University of Halmstad, Sweden.

Ms. Ulrica Fearn is Chief Financial Officer of Carlsberg Group since January 1<sup>st</sup>, 2023. Before joining Carlsberg, she was Chief Financial Officer of Equinor, the leading energy company in Norway. Prior to Equinor, she was Director, Group Finance at the British telecommunications company, BT Group. She began her career at Diageo, where she spent almost 20 years in various senior finance and other management roles across Europe, APAC and the USA.

Ms. Ulrica Fearn will bring to the Board her strong financial expertise from multiple senior positions in leading global companies in the energy, telecommunications and Consumer Goods & Retail sectors, all of which are industries leveraging technology as part of their sustainable transformation journey.

**Principal office:**

Member of the Executive Board and Chief Financial Officer of Carlsberg

**OFFICES HELD IN 2022 OR CURRENT OFFICES AT DECEMBER 31, 2022****Member of the Executive Board of:**

— CARLSBERG A/S\* (Denmark) (since January 1<sup>st</sup>, 2023)

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

N/A

**Date of birth:**

January 24, 1973

**Nationality:**

Swedish

**Business address:**

Carlsberg A/S  
1 J.C. Jacobsens Gade  
1799 Copenhagen  
Denmark

**First appointment:**

2023

**Expiry of term of office:**

2027 (Ordinary Shareholders' Meeting held to approve the 2026 financial statements)

**Number of shares held at**

**March 16, 2023:**

0

\* Listed company.

**ELEVENTH RESOLUTION****Appointment of Ms. Megan Clarken 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. Megan Clarken 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 2026.

**TWELFTH RESOLUTION****Appointment of Ms. Ulrica Fearn 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. Ulrica Fearn 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 2026.

**PRESENTATION OF THE 13<sup>TH</sup> RESOLUTION****SHARE BUYBACK PROGRAM****Overview**

In the 13<sup>th</sup> resolution, we ask you to renew the authorization granted to the Company to buy back its own shares (18<sup>th</sup> resolution approved by the Shareholders' Meeting of May 19, 2022).

**Objective**

The Company envisages using this authorization primarily in the context of current or future multi-year share buyback programs, as well as for any specific share buyback programs to manage shareholder dilution under the 2022 employee share ownership plan or, if appropriate, any 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.

The objectives of the share buyback program are presented below in the 13<sup>th</sup> resolution, as well as in the description of the share buyback program in Section 6.4.2. of the 2022 Universal Registration Document.

**Authorization ceiling**

- 10% of the share capital
- maximum purchase price: €350
- maximum budget: €6,070 millions

**Authorization period**

Eighteenth months

**Use of the authorization granted in 2022**

Shareholders are reminded that the Ordinary Shareholders' Meeting of May 19, 2022 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2022 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 2022, under this contract, a total of 2,039,082 shares were purchased on behalf of Company, representing 1.17% of the share capital at December 31, 2022, at an average price of €173.70 per share. During the same period, 1,955,457 Capgemini shares were sold, representing 1.13% of the share capital at December 31, 2022, at an average price of €174.92 per share. At the year-end, the liquidity account presented a balance of 87,589 shares (0.05% of the share capital) and approximately €16 million.

In addition, the Company continued to purchase its own shares in 2022. Excluding the liquidity contract, the Company held 1,576,988 of its own shares at December 31, 2022, following the various transactions described below:

- purchase of 4,652,548 shares representing 2.68% of the share capital at December 31, 2022, at an average price of €174.26 per share;
- transfer of 1,152,194 shares to employees under the free share grant plan;
- cancellation of 2,309,411 shares.

Of the 4,652,548 shares purchased outside the liquidity contract in 2022, 2,254,875 shares were purchased under the multi-year share buyback program and 2,397,673 shares were purchased pursuant to specific programs to neutralize the dilutive impact of the Group's employee share ownership plans.

1,369,137 shares were allocated to the grant or sale of shares to employees and/or corporate officers and 3,283,411 shares were allocated for cancellation, including 2,309,411 shares canceled on December 15, 2022.

Trading fees (excluding VAT) and the financial transaction tax totaled €3,065,731 in 2022.

At December 31, 2022, excluding the liquidity contract, of the 1,576,988 treasury shares held, representing 0.91% of the Company's share capital:

- 602,988 shares were allocated to the grant or sale of shares to employees and/or corporate officers; and
- 974,000 shares were allocated for cancellation.

Finally, it is noted that during fiscal year 2022, treasury shares held by the Company were not reallocated between the different objectives.

Information on transactions performed during 2022 is presented in Chapter 6, Sections 6.1.2 and 6.4.1. of the 2022 Universal Registration Document.

**THIRTEENTH 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, 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 *Autorité des marchés financiers* (AMF – the French Financial Markets Authority) and more generally the carrying out of any transaction that complies with prevailing regulations. In such cases, the Company will inform its shareholders by means of a press release.

Purchases of the Company's own shares may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program (including the shares subject to the current purchase) does not exceed 10% of the shares comprising the Company's share capital at that date (including transactions impacting the share capital and performed after this Shareholders' Meeting), it being stipulated that (i) the number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for-share exchange transaction may not exceed 5% of the Company's share capital; and (ii) where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period. 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 €6,070 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 18<sup>th</sup> resolution adopted by the Combined Shareholders' Meeting of May 19, 2022.

## Resolutions presented at the Extraordinary Shareholders' Meeting

### PRESENTATION OF THE 14<sup>TH</sup> RESOLUTION

#### SHARE GRANTS TO EMPLOYEES AND CORPORATE OFFICERS

##### Overview

Desirous to continue its motivation and retention 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 14<sup>th</sup> resolution presented to you for vote.

At the recommendation of the Compensation Committee, the Board of Directors, at its meeting of February 20, 2023, 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 and the growing importance of this subject by increasing its weight. In addition, the Board of Directors wished to allow, as in the past three years, outperformance to be taken into account by defining targets conditioning 110% of the relative grant for some of the performance conditions for all beneficiaries, 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** determining 40% of grants to all beneficiaries, assessed based on the comparative performance of the Capgemini SE share against the average performance of a basket comprising nine comparable companies in the same business sector and from at least five countries (Accenture/Alten/Atos/Tieto/Sopra Steria/CGI Group/Indra/Infosys and Cognizant are recommended) and the CAC 40 and Euro Stoxx Technology 600 indices.

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 would vest if this performance is 120% of that of the basket;

(ii) a **financial performance condition**, determining 40% of grants to all beneficiaries, measured by the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2023 to December 31, 2025, excluding Group payments to its defined benefit pension funds or its other post-employment defined benefit plans.

For all beneficiaries, 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 €5,400 million, while 100% of the shares would vest if this amount is at least €5,800 million and a maximum of 110% would vest if this amount is equal to €6,200 million;

- (iii) a **performance condition**, determining 20% of grants to all beneficiaries and tied to the Group's 2025 **diversity and sustainable development objectives**, with each objective equally weighted. The diversity objective is based on the

increase in the percentage of women in Executive leadership positions to 30% by the end of the 2023-2025 period and the sustainable development objective would aim to achieve carbon neutrality of our own activities by 2025 compared to the situation in 2019, in accordance with the Group's ambition.

*More information on the methodology used to measure the greenhouse gas emissions reduction objective can be found in the 2022 Universal Registration Document, Section 4.2.1.3.*

### Summary of recommended performance conditions

Performance conditions	Weighting applied	Percentage of the grant determined by each performance condition <sup>(1)</sup>
<b>Market condition:</b> <b>Performance of the Capgemini share over a three-year period</b>	40%	<ul style="list-style-type: none"> <li>— 0% if Capgemini share performance &lt; 100% of the average performance of the basket</li> <li>— 50% if equal to 100%</li> <li>— 100% if equal to 110%</li> <li>— 110% if at least equal to 120% of the average performance of the basket</li> </ul>
<b>Financial condition:</b> <b>Organic free cash flow</b> for the three-year cumulative period from January 1, 2023 to December 31, 2025	40%	<ul style="list-style-type: none"> <li>— 0% if organic free cash flow generated over the reference period &lt; €5,400 million</li> <li>— 50% if equal to €5,400 million</li> <li>— 100% if equal to €5,800 million</li> <li>— 110% if at least equal to €6,200 million</li> </ul>
<b>CSR condition comprising two objectives:</b> Diversity: increase in the number of women in Executive leader positions over a three-year period (2023-2025)	10%	<ul style="list-style-type: none"> <li>— 0% if the percentage of women in Executive leader positions at the end of the three-year period &lt; 28.5%</li> <li>— 50% if equal to 28.5%</li> <li>— 100% if equal to 30%</li> <li>— 110% if at least equal to 31.5%</li> </ul>
Reduction in the carbon footprint in 2025 compared with 2019	10%	<ul style="list-style-type: none"> <li>— 0% if the reduction in GHG emissions in 2025 compared with the reference period &lt; 85%</li> <li>— 50% if equal to 85%</li> <li>— 100% if equal to 100%</li> </ul>

<sup>(1)</sup> 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 Group Management team (the Group 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 2022 Universal Registration Document).

## FOURTEENTH 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 L. 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 all beneficiaries 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 40%, 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 40%, 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, 2023 to December 31, 2025, excluding Group payments to its defined benefit pension funds or its other post-employment defined benefit plans, 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 20%, 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 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 Group Management team (the Group Executive Committee) without performance conditions;
  6. 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;
  7. 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 paragraph 4 above and/or the weighting of said performance conditions when deemed appropriate;
  8. gives powers to the Board of Directors to implement this authorization (with the power of sub-delegation to the extent authorized by law), and in particular to:



- set the share allocation date,
- draw up one or more list (s) of beneficiaries and the number of shares allocated to each beneficiary,
- set the share allocation terms and conditions, including with respect to performance conditions,
- determine whether the shares allocated 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 allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in

capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from reserves and/or additional paid-in capital of the Company the amounts necessary to increase the legal reserve to 10% of the new share capital amount following these share capital increases and amend the bylaws accordingly,

- carry out all formalities and, more generally, to do whatever is necessary;

9. 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;

10. 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 28<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 19, 2022.

## PRESENTATION OF THE 15<sup>TH</sup> AND 16<sup>TH</sup> 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 2022

During fiscal year 2022, the Board of Directors used the 29<sup>th</sup> and 30<sup>th</sup> resolutions adopted by the Shareholders' Meeting of May 19, 2022, by launching a ninth employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions totaling €508 million from over 50,000 employees from 29 participating countries. This new employee share ownership plan (ESOP 2022) will help maintain employee share ownership at around 8% of the share capital.

3,500 000 new shares were subscribed at a unit price of €145.25. The corresponding share capital increase of a par value amount of €28,000,000 was completed on December 15, 2022.

#### New authorization requested in 2023

Shareholders are asked to renew the two authorizations by which the Shareholders' Meeting would delegate to the Board its power to increase the share capital or issue complex securities granting access to share capital in favor of the Company's employees. This would allow the set-up of a new employee share ownership plan in the next eighteen months.

An overall ceiling of €28 million (corresponding to 3.5 million shares and representing approximately 2% of the share capital at December 31, 2022) is proposed for these two authorizations.

The **15<sup>th</sup> 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%, it being stipulated that the Board of Directors would be authorized, if it deems it appropriate, to reduce or remove the 20% discount, subject to prevailing legal and regulatory limits, notably to take account of market practices or applicable legal or tax regimes in the countries of residence of the beneficiaries of the share capital increase.

The **16<sup>th</sup> 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 15<sup>th</sup> resolution, with a sub-ceiling of €14 million included in the overall ceiling of €28 million provided in the 15<sup>th</sup> resolution. As for the 15<sup>th</sup> 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 15<sup>th</sup> resolution.

At December 31, 2022, employee share ownership represented 8.4% of the Company's share capital.

The next employee share ownership plan could be launched before December 31, 2023.

.....

## FIFTEENTH 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), it being stipulated that the Shareholders' Meeting expressly authorizes the Board of Directors, or its delegate, if it deems it appropriate, to reduce or remove the aforementioned discount, subject to prevailing legal and regulatory limits, notably to take account of market practices or applicable legal or tax regimes in the countries of residence of the beneficiaries of the share capital increase; 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 29<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 19, 2022.

## SIXTEENTH 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 15<sup>th</sup> 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 15<sup>th</sup> 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 15<sup>th</sup> 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 15<sup>th</sup> 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 15<sup>th</sup> 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 30<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 19, 2022.

## PRESENTATION OF THE 17<sup>TH</sup> RESOLUTION

### POWERS TO CARRY OUT FORMALITIES

Overview.....

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

.....

## SEVENTEENTH 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 financial resolutions presented to the Shareholders' Meeting

The following table summarizes the purpose and duration of the financial resolutions presented above and the ceilings on their use, submitted to the Shareholders' Meeting for approval.

Resolution number	Purpose of the resolution	Duration and expiry date	Ceiling (in euros)
2023 GSM 13 <sup>th</sup>	Purchase by the Company of its own shares under a share buyback program	18 months (November 16, 2024)	10% of the share capital
2023 GSM 14 <sup>th</sup>	Grant of performance shares	18 months (November 16, 2024)	1.2% of the share capital
2023 GSM 15 <sup>th</sup>	Share capital increase by issuing shares and/or securities granting access to the share capital <b>with cancellation of PSR</b> , reserved for members of Group employee savings plans	18 months (November 16, 2024)	€28 million (par value) <sup>(1)</sup>
2023 GSM 16 <sup>th</sup>	Share capital increase by issuing shares and/or securities granting access to the share capital <b>with cancellation of PSR</b> , reserved for employees of certain non-French subsidiaries	18 months (November 16, 2024)	€14 million (par value) <sup>(1)</sup>

Abbreviations: PSR = Pre-emptive Subscription Rights, 2023 GSM = 2023 General Shareholders' Meeting.

(1) Total share capital increases decided pursuant to the 15<sup>th</sup> and 16<sup>th</sup> resolutions are capped at €28 million par value.

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

The following table summarizes (pursuant to Article L. 225-37-4 3° of the French Commercial Code) authorizations still in effect and those that have expired since the last Shareholders' Meeting.

Purpose of the authorization	Maximum amount <sup>(1) (2)</sup> (in euros)	Authorization date and resolution number	Expiry date	Used during 2022
a) Purchase by the Company of its own shares under a share buyback program <sup>(3)</sup>	10% of the share capital	05/19/2022 (18 <sup>th</sup> )	11/19/2023	4,652,548 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €174.26  As part of the liquidity contract: a) 2,039,082 shares purchased at an average price of €173.70 b) 1,955,457 shares sold at an average price of €174.92 c) At December 31, 2022, the liquidity account balance comprises 87,589 shares and approximately €16 million in cash and monetary UCITS.
b) Cancellation of treasury shares	10% of share capital per 24-month period	05/19/2022 (20 <sup>th</sup> )	07/19/2024	2,309,411 shares were canceled for a value of €399,078,683 (excluding costs), by decision of the Board of Directors on 12/07/2022
c) Share capital increase by capitalizing additional paid-in capital, reserves, profit or other eligible amounts	€1.5 billion (par value)	05/19/2022 (21 <sup>st</sup> )	07/19/2024	This authorization was not used in 2022
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, <b>with retention of PSR</b> (Pre-emptive Subscription Rights)	€540 million (par value) €18.2 billion (issue amount)	05/19/2022 (22 <sup>nd</sup> )	07/19/2024	This authorization was not used in 2022

Purpose of the authorization	Maximum amount <sup>(1) (2)</sup> (in euros)	Authorization date and resolution number	Expiry date	Used during 2022
<b>e)</b> Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with cancellation of PSR, by public offering other than private placement</b>	€135 million (par value) €6.1 billion (issue amount)	05/19/2022 (23 <sup>rd</sup> )	07/19/2024	This authorization was not used in 2022
<b>f)</b> Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, <b>with cancellation of PSR, by private placement</b>	€135 million (par value) €6.1 billion (issue amount)	05/19/2022 (24 <sup>th</sup> )	07/19/2024	This authorization was not used in 2022
<b>g)</b> Setting the issue price of shares in the context of a share capital increase <b>with cancellation of PSR</b>	€135 million (par value) €6.1 billion (issue amount) 10% of share capital per 12-month period	05/19/2022 (25 <sup>th</sup> )	07/19/2024	This authorization was not used in 2022
<b>h)</b> 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> ) <b>with and without PSR</b>	Within the limit of the ceiling applicable to the initial increase	05/19/2022 (26 <sup>th</sup> )	07/19/2024	This authorization was not used in 2022
<b>i)</b> 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) €6.1 billion (issue amount) 10% of share capital	05/19/2022 (27 <sup>th</sup> )	07/19/2024	This authorization was not used in 2022
<b>j)</b> Grant of performance shares	1.2% of the share capital	05/19/2022 (28 <sup>th</sup> )	11/19/2023	1,982,000 performance shares (€15,856,000 par value) were granted to 5,835 beneficiaries by decision of the Board of Directors on 10/03/2022  13,750 shares subject to presence conditions only (€110,000 par value) were granted to 18 beneficiaries by decision of the Board of Directors on 10/03/2022
<b>k)</b> Share capital increase by issuing shares and/or securities granting access to the share capital <b>with cancellation of PSR</b> , reserved for members of Group savings plans	€28 million (par value) <sup>(2)</sup>	05/19/2022 (29 <sup>th</sup> )	11/19/2023	3,350,042 shares were issued pursuant to this resolution in the context of the 2022 employee savings plan, representing a par value amount of €26,800,336
<b>l)</b> Share capital increase by issuing shares and/or securities granting access to the share capital <b>with cancellation of PSR</b> , reserved for employees of certain non-French subsidiaries	€14 million (par value) <sup>(2)</sup>	05/19/2022 (30 <sup>th</sup> )	11/19/2023	149,958 shares were issued pursuant to this resolution in the context of the 2022 employee savings plan, representing a par value amount of €1,199,664

(1) Recap of overall limits: a maximum par value amount of €540 million and a maximum issue amount of €18.2 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 €28 million.

(3) Shares purchased in the course of 2022 but prior to the Ordinary Shareholders' Meeting of May 19, 2022 were acquired pursuant to the 16<sup>th</sup> resolution adopted by the Shareholders' Meeting of May 20, 2021.

## 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 Uptevia, 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 12, 2023.

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 12, 2023 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 Uptevia 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 12, 2023. 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 12, 2023, 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 12, 2023, 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 16, 2023. 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 their Shareholder Account website; they can connect using the login ID and password communicated to them and already used to consult their registered securities account on the Shareholder Account website (<https://www.investor.uptevia.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 Shareholder Account website; they will receive from Uptevia, together with the notice of the May 16, 2023 Shareholders' Meeting, a login ID enabling them to connect to the Shareholder Account website (<https://www.investor.uptevia.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 26, 2023 to 3 p.m., Paris time, on May 15, 2023**, 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 Uptevia, Service Assemblées Générales Centralisées, 12 place des États-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 10, 2023.

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 Uptevia, Service Assemblées Générales Centralisées,

12 place des États-Unis, CS 40083, 92549 Montrouge Cedex, that is by May 13, 2023.

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@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com), specifying their surname, first name, address and Uptevia 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@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.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 Uptevia – Service Assemblées Générales Centralisées – 12 place des États-Unis, CS 40083 – 92549 Montrouge Cedex (or by fax to 01 49 08 05 80).

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 13, 2023. 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 measure)

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](mailto:assemblee@capgemini.com), no later than the fourth working day preceding the Shareholders' Meeting, that is by

May 10, 2023. The questions should be accompanied by a certificate attesting to the registration of shares either in a registered share account held by Uptevia, 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 Shareholders' 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 Shareholders' 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.

## Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/en/event/2023-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 Uptevia – Service Assemblées Générales Centralisées – 12 place des États-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

The VOTACCESS website will be open from April 26, 2023 at 10 a.m. until the eve of the Shareholders' Meeting, that is on **May 15, 2023 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 16, 2023.**

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/182130285> (meeting number **182-130-285**) to watch the Shareholders' Meeting live and ask written questions during the Q&A session opened by the Meeting Chairman.

Articles R. 225-81 and R. 225-83 of the French Commercial Code, by email to [assemblee@capgemini.com](mailto: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/2023-shareholders-meeting/>, by April 25, 2023 at the latest (that is 21 days before the Shareholders' Meeting).

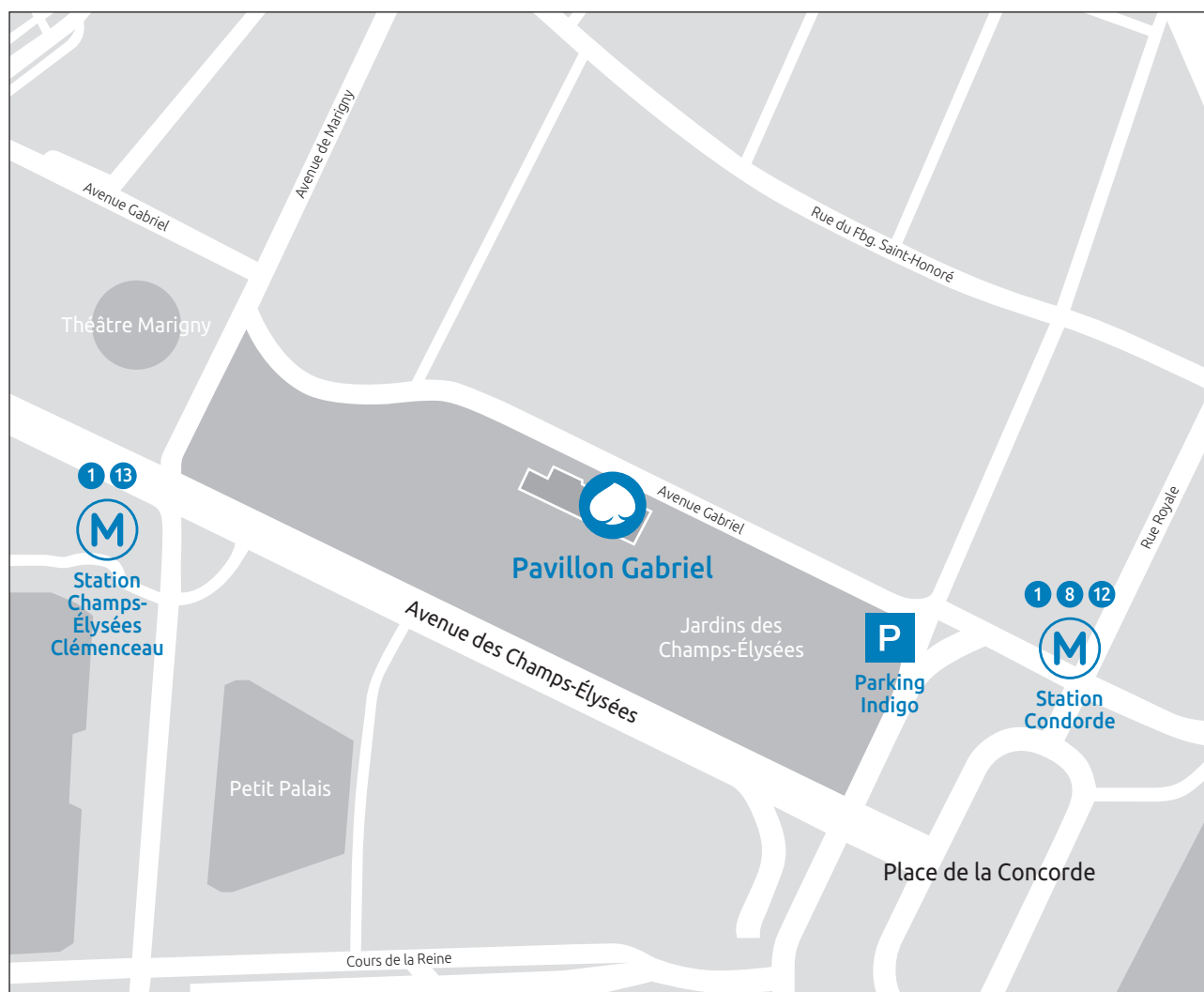
The Shareholders' Meeting will be **streamed live on Tuesday, May 16, 2023 at 2 p.m.** (Paris time) on the Company's website at <https://investors.capgemini.com/en/event/2023-shareholders-meeting/>, with a replay subsequently available.

## 8. Practical information

### How to access the Shareholders' Meeting?

**Pavillon Gabriel**  
**5 avenue Gabriel**  
**75008 Paris**

The welcoming of participants  
 will start at 1:15 p.m.



#### Public transport

Subway



Concorde



Champs-Élysées Clémenceau



#### Car

Parking Indigo

3608 Place de la Concorde  
 75008 Paris



## How to fill out the form?

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.

### 1. VOTE BY POST

Shade this box and follow instructions.

**Note:** (i) if neither of the two boxes are ticked for one or more resolutions, the corresponding votes will be counted as FOR, (ii) if several boxes are ticked for the same resolution, the corresponding votes will be considered as null for this resolution.

OR

### 2. GRANT A PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING

Shade this box.

OR

### 3. GRANT A PROXY TO A PERSON OF YOUR CHOICE

Shade this box and complete contact details of your proxy.

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

☒ JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

**Capgemini**  
Société Européenne au capital de 1 388 656 904 €  
siège social : 11, rue de Tilsitt  
75017 PARIS  
330 703 844 R.C.S. PARIS

**ASSEMBLÉE GÉNÉRALE MIXTE  
DU 16 MAI 2023  
COMBINED GENERAL MEETING  
ON MAY 16, 2023**

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

Identifiant - Account  
Nombre d'actions  
Number of shares  
Nom/Prénom  
Registered  
Shareholder  
Vote simple  
Single vote  
Vote double  
Double vote  
Nombre de voix - Number of voting rights

☒ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Cf. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondante à mon choix.  
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

☒ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3) - See reverse (3)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**

☒ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée  
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  
**I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting

Adresse / Address

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

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)  
Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

**2**  
**DATE AND SIGN HERE**  
Whichever option you pick.

**3**  
**VERIFY YOUR DETAILS**  
Amend them if necessary.

Si des amendements ou des résolutions nouvelles étaient présentées en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante.  
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.

- Je donne pouvoir au Président de l'Assemblée Générale / I appoint the Chairman of the general meeting  
- Je m'abstiens, j'ai abstenu from voting  
- Je donne procuration [cf. au verso renvoi (4)] à M. Mme ou Mlle, Raison Sociale pour voter en mon nom  
I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate to vote on my behalf

Pour être prise en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:

à la banque / by the bank  
à la société / by the company  
13 mai 2023 / May 13<sup>th</sup>, 2023

sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification  
sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification

\* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est noté (case d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale.  
\* If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), the automatically applies to the President of the General Meeting

4

## RETURN THE FORM USING THE ENCLOSED PRE-PAID ENVELOPE

- If you are a registered shareholder (custody-only or administered), return the completed form directly to: Uptevia – Service Assemblées Générales Centralisées, 12 place des États-Unis, CS 40083, 92549 Montrouge Cedex.
- If you are a bearer shareholder, return the completed form to your account-holding institution which will forward the form to Capgemini or to Uptevia.

Forms received after **midnight on May 13, 2023** will not be taken into account in the Meeting vote.



Mandatory shareholder information may be found at the following dedicated website :

<https://investors.capgemini.com/en/event/2023-shareholders-meeting/>

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office.

The preliminary Notice of meeting was published in the BALO official journal on March 29<sup>th</sup>, 2023 (N° 38).



## Request for documents

**This form should be returned to: Uptevia – Service Assemblées Générales Centralisées, 12 place des États-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 16, 2023** 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<sup>(1)</sup>, the documents and information referred to in Article R. 225-83 of the French Commercial Code<sup>(2)</sup>:

☐ Documents to be sent in hard copy ☐ Documents to be sent in electronic format

Done in: ....., on ..... 2023

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 2022 Universal Registration Document which you may consult on the website [www.capgemini.com](http://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: Uptevia – Service Assemblées Générales Centralisées, 12 place des États-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 ..... 2023

Signature

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





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

**Design and production: Agence Marc Praquin**



European company with a share capital of €1,388,656,904  
Registered office: Paris (17<sup>e</sup>), 11 rue de Tilsitt  
330 703 844 RCS Paris

[www.capgemini.com](http://www.capgemini.com)