

CAPGEMINI SE

Statutory auditors' report on the share capital decrease

(Combined Shareholders' Meeting of May 16, 2024 – Seventeenth resolution)

Statutory auditors' report on the share capital decrease

(Combined Shareholders' Meeting of May 16, 2024 – Seventeenth resolution)

CAPGEMINI SE

11, rue de Tilsitt
75017 Paris

To the Combined Shareholders' Meeting of Capgemini SE,

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

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

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

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

Neuilly-sur-Seine and Courbevoie, March 8, 2024

The Statutory auditors

PricewaterhouseCoopers Audit

Mazars

Itto El Hariri
Associée

Romain Dumont
Associé

Dominique Muller
Associé

Anne-Laure Rousselou
Associée

CAPGEMINI SE

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

(Combined Shareholders' Meeting of May 16, 2024 – Nineteenth to Twenty-fourth resolutions)

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

(Combined Shareholders' Meeting of May 16, 2024 – Nineteenth to Twenty-fourth resolutions)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

CAPGEMINI SE

11 rue de Tilsitt
75017 Paris

To the Combined Shareholders' Meeting of Capgemini SE,

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

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

- delegate to the Board, with the power of sub-delegation, for a 26-month period, the authority to carry out the following transactions and set the final terms and conditions of the related issues and, if necessary, to cancel your pre-emptive subscription rights:
 - issue with retention of pre-emptive subscription rights (19th resolution) of ordinary shares and/or securities governed by Articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3 or L. 228-94, paragraph 2, of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital),
 - issue with cancellation of pre-emptive subscription rights by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code (20th resolution) of ordinary shares and/or securities governed by Articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3 or L. 228-94, paragraph 2, of the French Commercial Code granting

access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital). It being specified that these securities may be issued as payment for shares, meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code, tendered in a public exchange offer made in France or internationally in accordance with local regulations (i.e., a reverse merger or scheme of arrangement);

- issue with cancellation of pre-emptive subscription rights by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code (21st resolution) of ordinary shares and/or securities governed by Articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3 or L. 228-94, paragraph 2, of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital);
- authorize the Board, pursuant to the 22nd resolution and within the framework of the delegation of authority covered in the 20th and 21st resolutions, to set the issue price, within the annual legal limit of 10% of the share capital,
- delegate to the Board, for a 26-month period, all powers necessary to issue ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), in consideration for contributions in kind to the Company consisting of shares or securities granting access to share capital (24th resolution), within the limit of 10% of the share capital.

The nominal amount of share capital increases that may be carried out, either immediately or in the future, pursuant to the 19th, 20th, 21st, 22nd, 23rd and 24th resolutions may not exceed, pursuant to the 19th resolution, €540 million, it being specified that:

- the nominal amount of the capital increases that may be carried out pursuant to the 20th resolution may not exceed €135 million and will count towards the overall ceiling set out in the 19th resolution,
- the nominal amount of the capital increases that may be carried out pursuant to the 21st and 24th resolutions may not exceed €135 million and will count towards the ceiling set in the 20th resolution and the overall ceiling set in the 19th resolution.

The aggregate nominal amount of the debt securities that may be issued, immediately or in the future, pursuant to the 20th, 21st, 22nd, 23rd and 24th resolutions may not exceed, pursuant to the 19th resolution, €5.9 billion, it being specified that:

- the nominal amount of the debt securities that may be issued, immediately or in the future, pursuant to the 20th resolution may not exceed €5.9 billion and will count towards the overall ceiling set in the 19th resolution,

- the nominal amount of the debt instruments that may be issued, immediately or in the future, pursuant to the 21st and 24th resolutions may not exceed €5.9 billion and will count towards the ceiling set in the 20th resolution and the overall ceiling set in the 19th resolution.

The overall ceilings set in the 19th resolution take into account the additional securities to be issued within the framework of the delegations of authority covered in the 19th, 20th, 21st, 22nd and 24th resolutions, under the conditions set out in Article L. 225-135-1 of the French Commercial Code, if you adopt the 23rd resolution.

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

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

Subject to a subsequent examination of the issue terms and conditions that would be decided, we have no matters to report as regards the methods used to set the issue price of the equity securities to be issued given in the Board of Directors' report in respect of the 20th, 21st and 22nd resolutions.

In addition, as this report does not stipulate the methods used to set the issue price in the event that securities are issued pursuant to the implementation of the 19th and 24th resolutions, we do not express an opinion on the components used to calculate the issue price.

Since the final terms and conditions of the issues have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders' pre-emptive subscription rights presented in the 20th and 21st resolutions.

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

Neuilly-sur-Seine and Courbevoie, March 8, 2024

The Statutory auditors

PricewaterhouseCoopers Audit

MAZARS

Itto El Hariri
Partner

Romain Dumont
Partner

Dominique Muller
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CAPGEMINI S.E.

**STATUTORY AUDITORS' REPORT ON THE DELEGATION OF
AUTHORITY TO GRANT FREE SHARES (EXISTING OR TO BE
ISSUED)**

(Combined Shareholders' Meeting of May 16, 2024 – 25th resolution)

PricewaterhouseCoopers Audit
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**STATUTORY AUDITORS' REPORT ON THE DELEGATION OF
AUTHORITY TO GRANT FREE SHARES (EXISTING OR TO BE
ISSUED)**

(Combined Shareholders' Meeting of May 16, 2024 – 25th resolution)

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

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

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

The Board of Directors' report states that:

- The total number of shares, existing or to be issued, that may be granted pursuant to this delegation of authority will be limited to a maximum number of shares not exceeding 1.2% of the Company's share capital as at the date of the Board of Directors' decision. It also states that the granting of

shares to Executive Corporate Officers of the Company will be limited to 10% of the aforementioned amount.

- The Board of Directors will set the performance conditions applicable to the granting of shares, in accordance with the conditions defined in the Board of Directors' report. The Board of Directors may, nonetheless, grant up to 15% of the above ceiling to employees of the Company and its French subsidiaries (within the meaning, particularly, of Article L. 22-10-60, paragraph 1, of the French Commercial Code) and non-French subsidiaries, excluding members of the general management team (the Executive Committee), without performance conditions.

On the basis of its report, the Board of Directors proposes that you delegate it the authority, for a period of 18 months as of the date of this Shareholders' Meeting, to grant free shares, existing or to be issued.

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

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

We have no matters to report as regards the information provided in the Board of Directors' report with respect to the proposed delegation of authority to grant free shares.

Neuilly-sur-Seine and Courbevoie, March 8, 2024

The Statutory Auditors

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Capgemini S.E.

Statutory Auditors' report on the delegation of authority to grant free shares (existing or to be issued)

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**Itto El Hariri
Partner**

**Romain Dumont
Partner**

**Dominique Muller
Partner**

**Anne-Laure Rousselou
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CAPGEMINI S.E.

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

(Combined Shareholders' Meeting of May 16, 2024 – 26th resolution)

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

(Combined Shareholders' Meeting of May 16, 2024 – 26th resolution)

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

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Capgemini SE and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to decide the issue of ordinary shares of the Company and/or various 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 way of subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, with cancellation of shareholders' pre-emptive subscription rights, which is submitted to you for your approval.

This issue will be:

Capgemini S.E.

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

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- 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 similar law or regulation) implemented within a company or group of companies, whether French or non-French, within the scope of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code;
- limited to a maximum nominal amount of €28 million.

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

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

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

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

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

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

Capgemini S.E.

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

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

Neuilly-sur-Seine and Courbevoie, March 8, 2024

The Statutory Auditors

PricewaterhouseCoopers Audit

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Partner

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Rousselou
Partner

CAPGEMINI S.E.

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

(Combined Shareholders' Meeting of May 16, 2024 – 27th resolution)

Capgemini S.E.

Statutory Auditors' report on the issue of ordinary shares and/or various securities granting access to the share capital with cancellation of pre-emptive subscription rights in favor of employees of certain non-French subsidiaries

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

(Combined Shareholders' Meeting of May 16, 2024 – 27th resolution)

CAPGEMINI S.E.

11, rue de Tilsitt
75017 Paris

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To the Shareholders,

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

This issue will be reserved for:

Capgemini S.E.

Statutory Auditors' report on the issue of ordinary shares and/or various securities granting access to the share capital with cancellation of pre-emptive subscription rights in favor of employees of certain non-French subsidiaries

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- i. the employees and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the French Labor Code of Capgemini Group companies whose registered offices are located in countries where the legal and/or tax context could make it inadvisable or difficult to implement employee share ownership plans directly or through company mutual fund (hereinafter the “non-French Employees”); the “Capgemini Group” comprises the Company and the French and non-French companies related to the Company under the terms of Article L. 225-180 of the French Commercial Code and Articles L. 3344-1 *et seq.* of the French Labor Code;
- ii. employee share ownership UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the unitholders or shareholders are non-French Employees;
- iii. any bank or entity controlled by such an establishment, 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 plan set up for the purposes of a share capital increase carried out under the previous resolution submitted to this Combined Shareholders’ Meeting.

The Board of Directors’ reports stipulates that this delegation may be used only in the event of use of the delegation provided for in the 26th resolution.

The maximum nominal amount of share capital increases that may be carried out under this delegation is set at €14 million, it being stipulated that this amount will count towards the ceiling of €28 million provided for in the 26th resolution (subject to its approval) or, as the case may be, towards any ceiling provided for in a similar resolution that may supersede said resolution during the period of validity of this authorization.

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

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

Capgemini S.E.

Statutory Auditors' report on the issue of ordinary shares and/or various securities granting access to the share capital with cancellation of pre-emptive subscription rights in favor of employees of certain non-French subsidiaries

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

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

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

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this authorization to issue shares or securities giving access to the other securities or to issue securities giving access to securities to be issued.

Neuilly-sur-Seine and Courbevoie, March 8, 2024

The Statutory Auditors

PricewaterhouseCoopers Audit

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