

NOTICE OF MEETING COMBINED SHAREHOLDERS' MEETING

**Thursday May 16, 2024
at 2:00 p.m.**

Pavillon Gabriel
5 avenue Gabriel
Paris (8^e)

Welcome to the Combined Shareholders' Meeting on Thursday May 16, 2024

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 55)

Shareholders' contacts



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(France only)

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Chairman's message

Dear Shareholders,

The Capgemini Combined Shareholders' Meeting will be held on **Thursday, May 16, 2024 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, its Board of Directors and its management. This year you are asked to vote on twenty-eight resolutions.

Capgemini's performance in 2023 was remarkable in several respects. While our sector experienced an economic slowdown, our revenue not only grew by 2.4% but, even more significant in terms of the Group's resilience, agility and operational excellence, our profitability improved yet again to 13.3% of revenue, up 30 basis points on 2022. These results are also supported by substantial organic free cash flow generation.

The value that Capgemini strives to deliver to its clients as a partner in their business and technological transformation would now appear to be unanimously recognized. This is particularly the case in generative Artificial Intelligence, a highly promising sector central to the challenges facing many of our clients. Capgemini is already a major player in this sector, explaining the €2 billion investment plan announced by the Group last July. When it comes to our sustainability offerings, their momentum is remarkable and we help our clients accelerate every step of their transition to a world with net-zero carbon dioxide emissions. Capgemini is therefore perfectly equipped, in these areas as in many others, to further improve its performance in 2024 while supporting its clients in their transition to a more digital and sustainable economy.

Meeting on February 13, 2024, the Board of Directors decided to propose to the Shareholders' Meeting of May 16, 2024 the renewal of the term of office as Director of Mr. Aiman Ezzat for a period of four years and expressed its intention to confirm Mr. Aiman Ezzat as Chief Executive Officer at the close of the Shareholders' Meeting. The Board of Directors unanimously approved this choice, at the recommendation of the Ethics & Governance Committee, reaffirming its support for Mr. Aiman Ezzat to continue rolling out the strategy proposed and implemented for the Group. The Board also decided to propose the reappointment of Ms. Siân Herbert-Jones and Ms. Belen Moscoso del Prado as members of the Board of Directors for a period of four years.



Despite a challenging macroeconomic climate, Capgemini's remarkable 2023 results confirm more than ever the Group's resilience, agility, positioning and strategy.

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. Aiman Ezzat's compensation as Chief Executive Officer for fiscal year 2023. You will also be asked to vote on the 2024 compensation policies for corporate officers.

On a financial level, the Board of Directors proposes to set the dividend at €3.40 per share. The corresponding payout ratio is therefore 35% of net profit (Group share), strictly in line with the Group's distribution policy.

Finally, we present this year a series of financial resolutions delegating the authority or powers of the Shareholders' Meeting to the Board of Directors, to enable it to increase the share capital or issue securities granting access to share capital, taking account of investors' expectations.

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 support essential to achieving the Group's growth and profitability objectives, but also to respecting its stakeholders, values and independence, characteristics that have driven the Group since its foundation. They will enable Capgemini to write the next Chapter in its history with Mr. Aiman Ezzat at the helm, with the passion and collective energy that characterize the Group, and continue making Capgemini a global and responsible leader in its sector.

Paul Hermelin

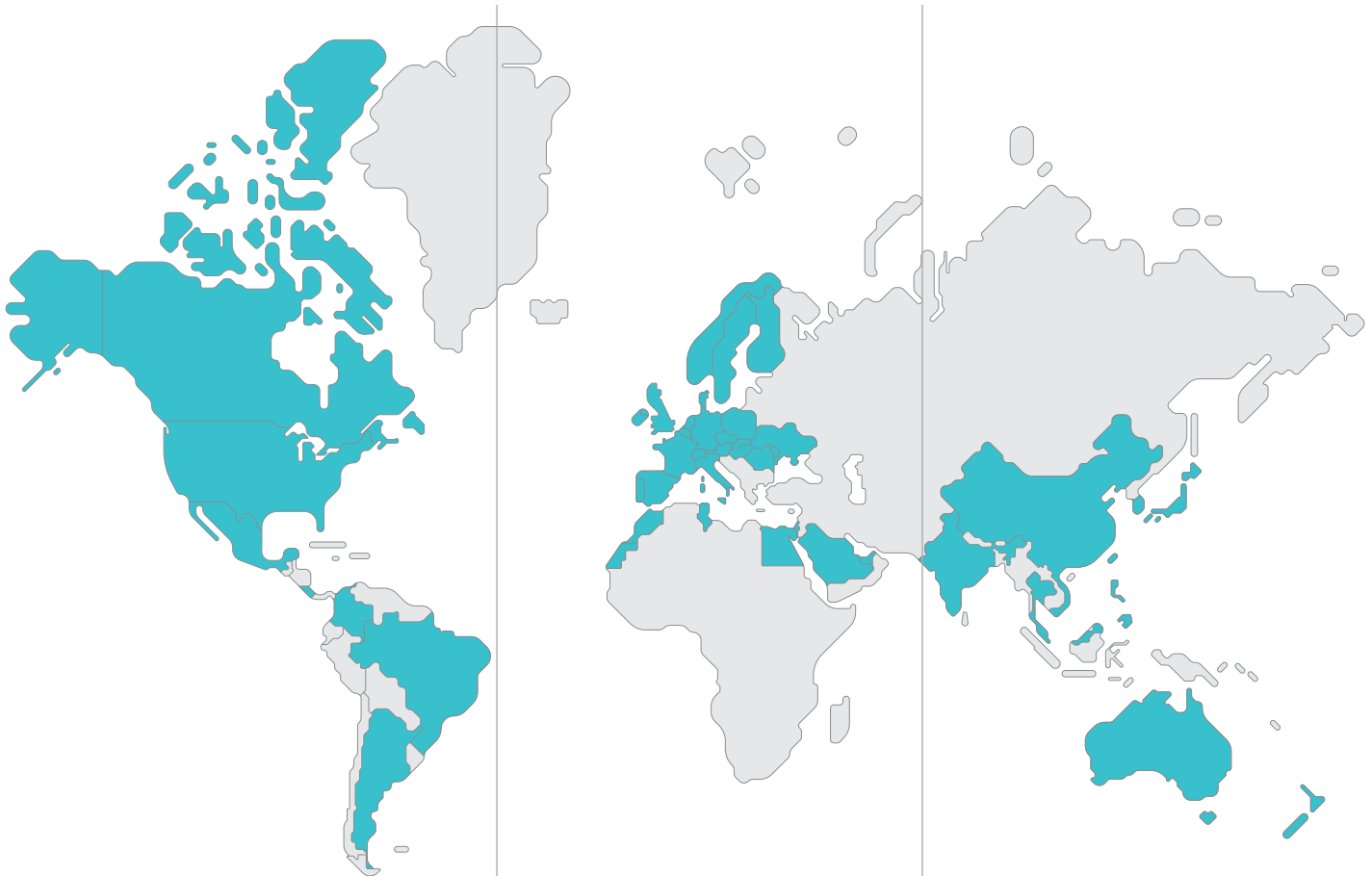
Chairman of the Board of Directors

A GLOBAL LEADER AND STRATEGIC PARTNER FOR COMPANIES

340,000
PEOPLE

OVER
50
COUNTRIES

MORE THAN
160
NATIONALITIES



AMERICAS

EUROPE, MIDDLE EAST
AND AFRICA

ASIA PACIFIC

30,000
PEOPLE

129,000
PEOPLE

181,000
PEOPLE

OUR PEOPLE

33.9

AVERAGE AGE OF EMPLOYEES

26.2%

OF WOMEN IN LEADERSHIP POSITIONS

AROUND

8.9%

OF THE CAPITAL IS OWNED
BY EMPLOYEES

17.8m

HOURS OF EMPLOYEE TRAINING

OUR BUSINESSES

Strategy & Transformation
Application & Technology
Engineering
Operations

OUR SEVEN VALUES

Honesty
Boldness
Trust
Freedom
Modesty
Team spirit
Fun

CLIENT SATISFACTION LEVEL ON CONTRACTS

4.2/5

CLIENT SATISFACTION LEVEL⁽¹⁾

OUR RESULTS

REVENUES

€22,522m

+4.4%

YEAR-ON-YEAR
AT CONSTANT CURRENCY

OPERATING MARGIN⁽²⁾

13.3%

+30

BASIS POINTS
YEAR-ON-YEAR

ORGANIC FREE CASH FLOW⁽³⁾

€1,963m

OUR RATINGS AND COMMITMENTS

MEMBER OF THE

DJSI

EUROPE INDEX

A

IN CDP'S "CLIMATE
CHANGE 2023" SCORING

A NET ZERO
BUSINESS BY

2040

30%

OF WOMEN IN LEADERSHIP
POSITIONS IN 2025

(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 expenses."

(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 2023

Capgemini delivered a solid performance in 2023 despite the weak economic environment, with results exceeding or in line with its financial targets for the year. After two years of record growth, persisting macroeconomic challenges and rising geopolitical tensions led to a gradual market slowdown in 2023 that came in line with Group expectations.

Capgemini reported revenues of €22,522 million in 2023 up from €21,995 million the year before. Revenue growth at constant currency was +4.4%, within the target range of +4% to +7%. As anticipated, constant currency growth decelerated throughout the year, starting at +10.7% in Q1 and ending at -0.2% in Q4. The operating margin increased by +4% in value to €2,991 million or 13.3% of revenues. This year-on-year improvement of 30 basis points exceeds the target of 0-20 basis points set for 2023. Finally, organic free cash flow amounted to €1,963 million, above the target of "around €1.8 billion" set for the year.

While large corporations and organizations hold firm on their digital and sustainable ambitions, they are increasingly prioritizing operational agility and cost efficiency. This translates into strong demand for transformation programs with short payback, which leverages the Group's high value-added service offerings most notably in Intelligent Industry, as well as in activities driven by Cloud, Data & Artificial Intelligence. However, client decision cycles lengthened in 2023 when compared with the strong demand environment that the Group had experienced in 2021 and 2022. These business trends impacted sectors and regions to varying degrees, resulting in greater contrast between Group operations. In this respect, Capgemini's highly diversified business profile also contributed to the resilience of its performance in 2023.

Financial performance

Revenues increased by +2.4% year-on-year to €22,522 million in 2023, up +4.4% at constant exchange rates. With acquisitions contributing +0.5 points to growth, organic growth (i.e., excluding the impact of currency fluctuations and changes in Group scope) reached +3.9%.

The ongoing shift in Capgemini's portfolio of offerings towards more value creating services – combined with strengthened operational efficiency in a context of rising inflation and market slowdown – translated into a 40 basis points improvement of the gross margin to 26.9% of revenues. As a result, the cost of services rendered was €16,474 million, or 73.1% of revenues compared to 73.5% in 2022. Selling expenses totaled €1,598 million or 7.1% of revenues, compared with 6.9% in 2022, while general and administrative expenses totaled €1,459 million or 6.5% of revenues, compared with 6.6% in 2022. Consequently, operating expenses totaled €19,531 million in 2023 compared with €19,128 million in 2022, and operating margin increased to 13.3% of revenues or €2,991 million, up 30 basis points and +4% in value year-on-year.

Looking at operating costs by nature, it should be noted that the marginal increase in personnel costs – from 68.1% in 2022 to 68.2% of revenues in 2023 – was more than offset by the decrease in purchase and subcontracting from 13.9% to 13.2%. Travel expenses tend to stabilize and represented 1.4% of revenues in 2023.

Other operating income and expenses was a net expense of €645 million, compared with €474 million in 2022. This increase is mainly attributable to higher restructuring charges, which increased by €97 million, and to a change in French accounting practices as set by the French National Accounting Council (ANC), which resulted in an additional €63 million non-cash expense related to the annual employee share ownership plan ESOP 2023.

Capgemini's operating profit was €2,346 million, or 10.4% of revenues, compared with €2,393 million in 2022.

The net financial expense was €42 million, compared with €129 million in 2022, this evolution being mainly driven by higher interest income in a context of rising interest rates.

The income tax expense was €626 million compared with €710 million last year. The effective tax rate was slightly down at 27.2%, compared with 28.1% in 2022 (excluding €73 million tax expenses related to the impact of the US tax reform).

Taking into account the share of profits of associates and non-controlling interests, for an aggregate amount of -€15 million, the Group share in net profit rose by +7% year-on-year to €1,663 million. Basic earnings per share increased also by +7% to €9.70. Normalized earnings per share was €12.44 compared with €11.09 in 2022 and €11.52 excluding the tax expenses related to the impact of the US tax reform.

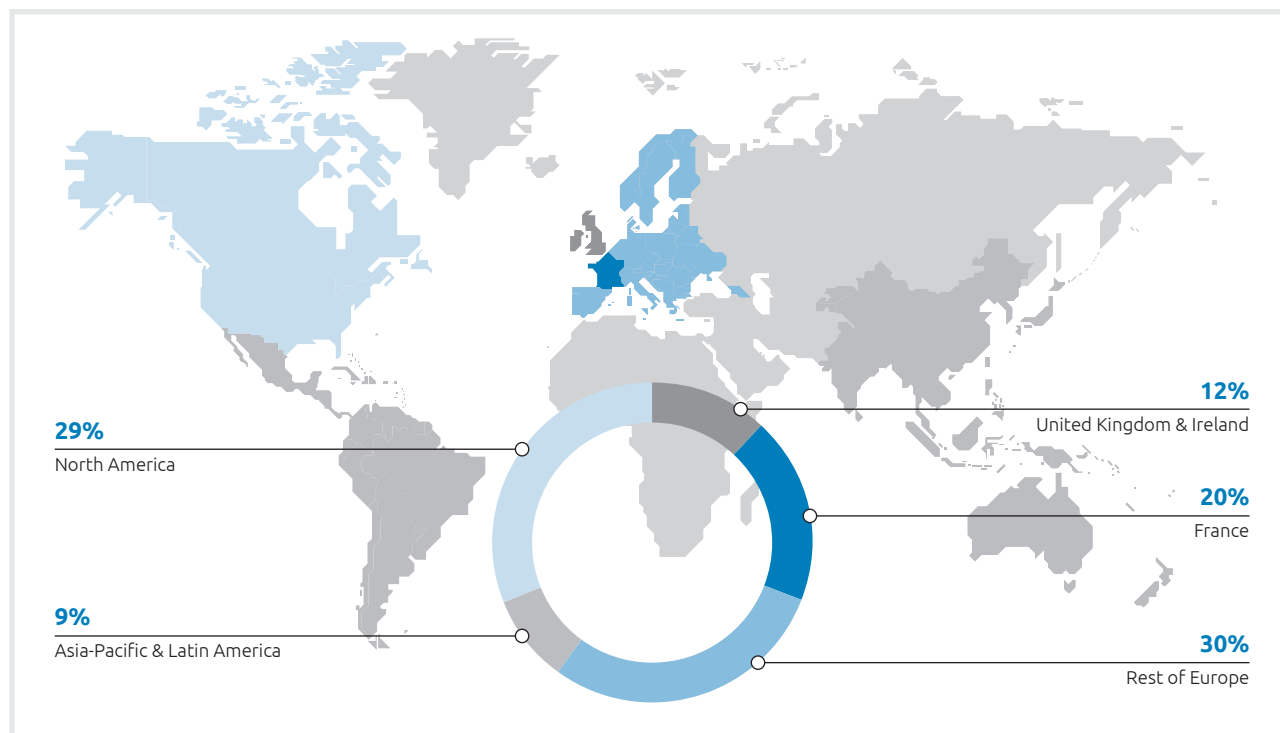
Group cash from operations increased to €3,308 million, compared with €3,161 million in 2022, mainly due to the combined impact of revenue growth and improved operating margin. Income tax payments increased by €12 million to €463 million. Working capital requirement increased from €193 million in 2022 to €320 million in 2023. Consequently, net cash from operating activities was almost stable at €2,525 million, compared with €2,517 million the year before. Capital expenditure (net of disposals) totaled €254 million or 1.1% of revenues, compared with 1.3% in 2022. Interest paid and received resulted in a cash outflow limited to €11 million, compared with €71 million in 2022. As a result, organic free cash flow generation reached a record level of €1,963 million in 2023, compared with €1,852 million in 2022.

Capgemini invested €343 million in acquisitions during the past year. The Group also paid dividends of €559 million (€3.25 per share) and allocated €883 million (net) to share buyback programs. Finally, the 10th employee share ownership plan, which proved highly successful and thus contributed to maintaining employee shareholding between 8% to 9% of the share capital, led to a gross capital increase of €467 million.

Capgemini continued to strengthen its financial structure in 2023 on the back of its strong cash flow generation. At December 31, 2023, the Group had cash and cash equivalents and cash management

assets of €3.7 billion. After accounting for borrowings of €5.7 billion and derivative instruments, Group net debt is €2.0 billion, down compared with €2.6 billion at December 31, 2022.

Operations by region



At constant exchange rates, the **United Kingdom and Ireland** region (12% of Group revenues) maintained a robust momentum in 2023 with revenues growing +7.9%. This performance was primarily driven by the Public Sector as well as the Consumer Goods & Retail and Manufacturing sectors, while activities in the Financial Services and TMT sectors were roughly stable year-on-year. The operating margin reached a record level of 18.6% compared with 18.0% in 2022.

The **Rest of Europe** region (30% of Group revenues) also performed well with revenue growth of +7.6% fueled to a large extent by the Public Sector and the Manufacturing sector. The Energy & Utilities sector was also buoyant while growth in Financial Services was limited. The operating margin was 11.7%, up from 11.6% a year earlier.

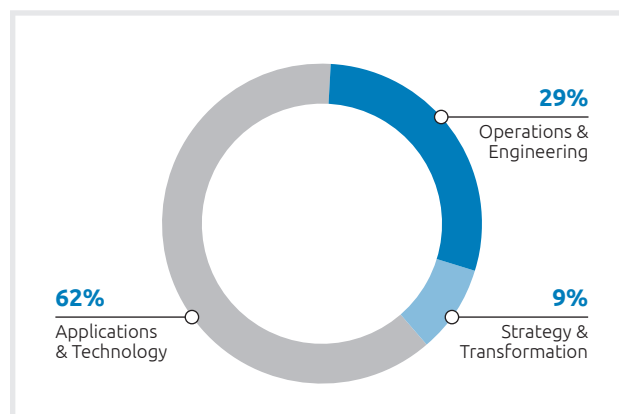
France (20% of Group revenues) revenues grew +6.1%, mainly supported by strong growth in the Manufacturing and Consumer Goods & Retail sectors. TMT was the only sector to contract in 2023. The operating margin further improved by 50 basis points year-on-year to 12.6%.

Conversely, revenues in **North America** (29% of Group revenues) decreased slightly by -1.3%. The Manufacturing and Services sectors showed good growth. Revenue decline was particularly visible in the TMT and Consumer Goods & Retail sectors, but more limited in the Financial Services sector. The operating margin was 15.6% as in 2022.

Finally, revenues in the **Asia-Pacific and Latin America** region (9% of Group revenues) grew +4.6%. Growth was mostly driven by the Asia-Pacific region where Consumer Goods & Retail, Services, Manufacturing and the Public Sector enjoyed double-digit growth rates, whereas Financial Services remained virtually stable, and TMT

contracted visibly. The operating margin improved substantially to 12.2% compared with 10.6% the year before.

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.

At constant exchange rates, **Strategy & Transformation** consulting services (9% of Group revenues) reported a +8.6% growth in total revenues in 2023. This sustained momentum illustrates the strength of the Group's strategic positioning as a partner for its clients' digital and sustainable ambitions.

Applications & Technology services (62% of Group revenues and Capgemini's core business) reported a +4.5% increase in total revenues.

Finally, **Operations & Engineering** services total revenues (29% of Group revenues) grew +2.8%.

The following table presents the utilization rates of productive employees.

Utilization rate	2022				2023			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Strategy & Transformation	69%	69%	68%	69%	66%	68%	67%	70%
Applications & Technology ⁽¹⁾	78%	78%	78%	78%	78%	79%	79%	80%

(1) 2022 data restated for comparison purpose.

Headcount

At December 31, 2023, the Group's total headcount stood at 340,443, compared with 359,567 employees one year before. This represents a net decrease of 19,124, or -5.3% year-on-year. The average headcount is up year-on-year, from 347,758 in 2022 to 349,793, in 2023.

The total number of entries into the Group in 2023 was 62,654. The voluntary attrition rate amounted to 16.7% in 2023 compared to 25.5% in 2022.

Bookings

Bookings totaled €23,887 million in 2023, a year-on-year increase of +2.6% at constant exchange rates, representing a *book-to-bill* ratio for the year of 1.06. This reflects sustained commercial momentum despite lengthened decision cycles.

Significant events in 2023

Acquisitions

Capgemini continued its bolt-on acquisition strategy with three deals announced in 2023 (for more information, please refer to Chapter 1 – Section 1.3.2).

Commercial momentum

Capgemini benefited in 2023 from a strong client demand for digital transformation services across all its main sectors:

In the Manufacturing and Life Sciences sector:

- in the Intelligent Industry market, Capgemini created a dedicated & secured Software Offshore Delivery Center based out of India for a leading US manufacturer of medical devices to accelerate their digital transformation ;
- in the same market, the Group was selected by a large US defense manufacturer to design and develop a digital plant to modernize how they schedule procure materials and innovative products manufacturing, combining our capabilities in complex engineering and manufacturing methods, data acquisition, connectivity & IT infrastructure ;
- again in the Intelligent Industry market, a global consumer electronics player selected Capgemini to optimize the supply chain for its US-based gigafactory via the implementation of SAP S/4 HANA to enable battery production and distribution at scale, while improving waste management and recyclability ;
- in the Customer First market, the Group won several exclusive framework agreements to implement Salesforce solutions across various regions and business units ;

- in the same market, a French-based world leader in gases, technologies and services for industry and health renewed its trust in Capgemini to support its digital business strategy in B2B e-commerce and distributor network management ;
- a premium European car manufacturing group chose the Group to build and operate a cloud-based development platform, leveraging Data & AI and high-performance computing technologies to support its autonomous driving development platform ;
- a German leader in the healthcare industry chose Capgemini to provide innovative IT and digital transformation services for its operating business segments, as part of a major change and transformation program of public and private cloud to enable innovation and meet sustainability and profitability goals ;
- the Group was selected by a leading global provider of advanced materials and performance coatings to unify its diverse ERP landscape and transform business processes to create standard, best-practice operating procedures across its operations ;
- in the area of sustainability services, Capgemini was chosen by a premium car manufacturer to improve energy management and use of data analytics across all manufacturing areas including maintenance, quality, in-plant logistics and production execution ;

In the Financial Services sector:

- in the Customer First market, a US-based credit union focused on serving the armed forces chose Capgemini as the partner of choice to modernize these customer service applications with redesigned processes and improved experience for both customers and employees ;
- in the same market, the Group was selected by one of the largest general insurance company in India to revamp their health Insurance portal and enhance the customer experience ;
- a leading Belgium financial institution awarded to Capgemini a contract to provide on-site support, and a Level-1 Service Desk for their 12,000 bank and insurance customers across all their branches ;
- the Group was selected as preferred strategic partner by a large US-based life insurance company to modernize their operations, improve maturity of service delivery and drive cost efficiency by leveraging technology and automation solutions ;

- a leading American digital bank and payment services company renewed its strategic partnership with Capgemini for an additional three years. The Group will provide them with ongoing support on their digital transformation and cloud adoption journey;
- Capgemini was selected by a leading credit scoring institution in the Middle-East region to leverage Data & AI within their IT infrastructure and drive business value *via* better data quality and analytical capabilities;
- a central bank in Europe chose the Group to accelerate their digital ambitions, helping them to optimize their on-premise datacenter landscape, strengthen the maturity of their datacenter services, and support their transitioning to the cloud;
- a major US bank selected Capgemini to modernize their Consumer Credit Decisioning Platforms by leveraging Data & AI to build a unified and intelligent system to better manage credit risk across consumer loans portfolios.
- a global US leader in workforce solutions chose the Group to transform their Finance & Accounting operations with a goal of driving operating efficiencies by deploying Data & AI and automation solutions;
- Capgemini signed a multiyear contract with a European global leader in the semi-conductor industry to develop a secured and cloud-based communication platform, in order to improve product innovation and customer service management, while strongly contributing to their environmental sustainability targets;
- in the area of sustainability services, a global leader in media & entertainment services selected Capgemini for a multi-year contract to design and implement intelligent operations with measurable benefits in terms of sustainable impact.

In the Public Sector:

- one of the largest US convenience retailers selected Capgemini to leverage Data & AI solutions across several key business value themes, including improving demand forecasting, AI-augmented merchandise ordering process and generating valuable insights to improve the customer experience;
- the Group signed a multi-year transformational agreement with a leading UK distribution services company to implement a new cloud-native digital platform, serving their multi-million e-commerce customers, and enabling the client to move to a product-centric delivery model with a key focus on increasing business agility;
- a leading Asia-Pacific integrated logistics services provider chose Capgemini as their sole strategic IT services partner, providing end-to-end services ranging from application services to cloud & infrastructure services, service management, service desk and end-user services;
- in the area of sustainability services, a world leader in cosmetics asked the Group to help them to monitor and steer greenhouse gas emissions across their entire value chain, by designing and rolling-out a solution to consolidate, analyze and report their carbon footprint at product reference level.
- in the Customer First market, a German public institution chose Capgemini to design and implement a large transformative customer experience program, including Data & AI strategy and public cloud advisory services;
- in the same market, the Group was chosen by a governmental employment agency in Europe to implement a new Customer Relationship Management (CRM) and Customer 360 View solution for its 1,200 agents;
- Capgemini was selected by a large governmental body in Asia-Pacific as a key technology partner to deliver IT infrastructure managed services and help this nation-wide public service to offer better support to its end-users;
- a UK government-owned company managing a large transport infrastructure signed a multi-year contract with the Group for digital workplace and other end-user services for its professional community;
- as a long-time partner to transnational R&D initiative in the field of nuclear energy, based in France, Capgemini provides Engineering Services to help to design decarbonized power plants of the future and won a new contract to help design a critical component of the overall program;
- in the area of sustainability services, the Group was selected by a large French regional public agency to reduce local citizens' carbon footprint by designing and developing an application to promote soft mobility, limit car traffic and encourage the use of public transport.

In the TMT (Telecoms, Media & Technology) and Services sector:

- in the Customer First market, a leading UK-based recruitment services firm chose Capgemini to design a roadmap to leverage Data & AI and machine learning in order to drive growth and margin improvement, and create a sustainable competitive advantage *via* better customer intimacy;
- the Group signed a multi-year agreement with a leading Danish telecommunications company, expanding on a decade-long partnership, to assume the responsibility for their business-critical systems and provide application development and management as a service;
- Capgemini was selected by a leading Nordic telco operator to accelerate their 5G small-cell product development roadmap and time-to-market, building on our 5G software knowledge and deep ecosystem partnership with network infrastructure suppliers;

In the Energy & Utilities sector:

- in the Intelligent Industry market, Capgemini was selected to design a digital factory for a global leader in nuclear energy, from engineering up to commissioning of the future nuclear projects and plants;
- in the same market, a pan-European joint venture initiative designed to provide green batteries to the automotive industry selected the Group to support the launch and up-scaling of a gigafactory;
- again in the Intelligent Industry market, Capgemini was chosen by a leading European power & gas utility company to support a program aimed to replace natural gas by High Calorific Value Gas in France;

- in the Customer First market, a major Brazilian energy utility chose the Group to transform client-facing workforce management to deliver operational efficiencies and process optimization in order to improve customer satisfaction;
- in the area of sustainability services, Capgemini has partnered with a leading National Water Distribution company in Asia to design and roll-out a digital water-metering related

cloud-based storage system to obtain real-time data about water usage and leak detection;

- in the same area, the Group was selected by a UK-based leading player of smart metering systems to support the deployment of equipment which enables to expand the smart metering network and to maximize use of renewable energy sources.

Comments on the Capgemini group consolidated financial statements and outlook for 2024

Consolidated Income Statement

Consolidated revenues total €22,522 million for the year ended December 31, 2023, compared with €21,995 million in 2022, up 2.4% on reported figures and 4.4% at constant exchange rates.

Operating expenses total €19,531 million, compared with €19,128 million in 2022.

The **operating margin** is therefore €2,991 million in 2023, compared with €2,867 million in 2022, representing a margin rate of 13.3% (13.0% in 2022).

Other operating income and expenses is a net expense of €645 million in 2023, compared with €474 million in 2022, increasing due to higher restructuring costs and from the prospective change of the IFRS 2 expense methodology measuring the benefit granted to the employees under share ownership plans.

Operating profit is therefore €2,346 million (10.4% of revenues), compared with €2,393 million in 2022 (10.9% of revenues).

The **net financial expense** is €42 million, compared with €129 million in 2022. This decrease was mainly due to a fall in net finance costs due to an increase in income from cash and cash equivalents.

The **income tax expense** is €626 million, compared with €710 million in 2022. The effective tax rate is 27.2% in 2023, lower than in 2022.

Profit for the year attributable to owners of the Company is €1,663 million in 2023, compared with €1,547 million in 2022, after taking into account share of profit of associates and non-controlling interests.

Normalized earnings per share is €12.44 based on an average of 171,350,138 ordinary shares outstanding in 2023, compared with €11.09 based on an average of 170,251,066 ordinary shares outstanding in 2022.

Consolidated Statement of Financial Position

Equity attributable to owners of the Company totaled €10,454 million on December 31, 2023, up €727 million on December 31, 2022. This increase was mainly due to:

- the net profit for the period of €1,663 million;
- the impact of incentive and employee share ownership instruments of €755 million, including €465 million in respect of the share capital increase under the ESOP 2023 international employee share ownership plan, partially offset by:
- the payment to shareholders of dividends of €559 million;

- the cancellation of treasury shares in the amount of €880 million;

- the negative impact of other comprehensive income of €258 million, including translation adjustments of €255 million;

Non-current assets totaled €14,956 million on December 31, 2023, down €181 million on December 31, 2022, mainly due to the use of deferred tax assets in the period offset by the increase in goodwill as a result of acquisitions in the period and foreign exchange impacts on goodwill denominated in US dollars.

Non-current liabilities totaled €6,978 million on December 31, 2023, down €693 million vs. December 31, 2022. This decrease is mainly due to the transfer to current liabilities of the short-term portion of the 2018 bond issue maturing in October 2024.

Trade receivables and contract assets totaled €5,088 million on December 31, 2023, compared with €5,253 million on December 31, 2022. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €3,624 million on December 31, 2023, compared with €3,643 million on December 31, 2022.

Accounts and notes payable mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than income tax and total €4,568 million on December 31, 2023, compared with €4,749 million on December 31, 2022.

Consolidated net debt totaled €2,047 million on December 31, 2023, compared with €2,566 million on December 31, 2022. This €519 million decrease in net debt vs. December 31, 2022 chiefly reflects organic free cash flow generation of €1,963 million and the €465 million share capital increase following the issue of new shares under the ESOP international employee share ownership plan, partially offset by:

- net cash outflows of €876 million in respect of transactions in treasury shares;
- the payment to shareholders of dividends of €559 million;
- outflows on company acquisitions, net of cash and cash equivalents acquired, of €343 million.

Outlook for 2024

The Group's financial target for 2024 are:

- revenue growth of 0% to 3% at constant currency;
- operating margin of 13.3% and 13.6%;
- organic free cash flow of around €1.9 billion.

The inorganic contribution to growth should be marginal at the lower end of the target range, and up to 1 point at the upper end.

Income Statement of Capgemini SE

The Company reported **operating income** for the year ended December 31, 2023 of €675 million (including €441 million in royalties received from subsidiaries) compared with €646 million last year (including €428 million in royalties).

Operating profit is €318 million, compared with €315 million in 2022.

Net financial income is €534 million (compared with €177 million in 2022) and reflects the difference between:

- income of €1,278 million, mainly comprising dividends received from subsidiaries (€431 million), foreign exchange gains on the pooling of currency risk at Group level (€405 million), reversals of provisions for foreign exchange losses (€204 million) and equity interests (€121 million), bank interest (€54 million) and income from loans granted to subsidiaries (€34 million);
- expenses of €744 million, mainly comprising foreign exchange losses (€378 million) and charges to provisions for foreign exchange losses (€132 million) on the pooling of currency risk at Group level, interest on bond issues and bank

borrowings (€172 million) and interest on Group borrowings including cash pooling (€55 million).

This €357 million increase in net financial income year-on-year is mainly due to the change in provisions and reversals of provisions for foreign exchange losses (€252 million) and the change in net provisions for equity interests (€151 million) partially offset by the decrease in foreign exchange gains and losses on the pooling of currency risk at Group level (€46 million).

Non-recurring items mainly comprise the accelerated depreciation of company acquisition costs and the capital gain realized on the disposal of Altran Technologies India securities and represent a net expense of €6 million compared to €8 million last year.

After an **income tax expense** of €42 million (compared with €54 million in 2022), notably reflecting the income tax expense of the tax consolidation Group, the Company reported a **net profit** of €805 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.

13+2 Board of Directors ¹	83% Independent Directors ²	w: 42% m: 58% Gender Balance ³	58 years Average age	40% Internationalization
5 years Average length of office	1 Director representing employee shareholders	2 Directors representing employees		

NB: Information at December 31, 2023 . **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
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For more information regarding Capgemini SE governance or corporate officers' compensation, see Section 2 of the 2023 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.

Ethics & Governance Committee

100%
Attendance

100%
Independence

4

Members

4

Meetings

Board of Directors

93%
Attendance

15

Members

83%

Independence¹

8

Meetings

2

Executive Sessions

Strategy & CSR Committee

93%
Attendance

60%
Independence

6

Members

5

Meetings

Compensation Committee

95%
Attendance

100%
Independence

5

Members

4

Meetings

Audit & Risk Committee

96%
Attendance

100%
Independence

4

Members

7

Meetings

NB: Information at December 31, 2023. ¹ The directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code.

Assessment of the Board of Directors – Priorities for 2024

With respect to 2023, the Lead Independent Director conducted an internal assessment which focused particularly 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 2024:

— Oversight of medium-term strategic direction

Continued increased involvement of the Board in the definition and oversight of strategic priorities, both during the annual strategic seminar and at Board meetings.

— Oversight of acquisitions

More in-depth oversight of acquisitions and their integration at Board level, in addition to the work performed by the Strategy & CSR Committee.

— Talent management

Even greater involvement of the Ethics & Governance Committee and the Board of Directors in talent management and succession plan issues. Continuation of meetings with Group operating managers during Board meetings or training sessions.

Activities of the Board in 2023

Group strategy and organization, CSR	Governance	Finance
<ul style="list-style-type: none"> Review of indicators monitoring the Group's medium-term strategic direction External growth opportunities and analysis thereof Review of the main changes in markets, technology and the competitive environment Intelligent Industry strategy and sustainable development and generative artificial intelligence offering strategy Monitoring of the roll-out of the Group's CSR strategy, including the climate strategy 	<ul style="list-style-type: none"> Changes in the composition of the Board and its Committees Preparation of the Shareholders' Meeting Internal assessment of the Board Monitoring of dialogue with shareholders and proxy advisors Review of the Executive Corporate Officer succession process and the emergency succession process 	<ul style="list-style-type: none"> Budget Medium-term financial ambitions Share buyback program Financial communication
Group Performance	Audit & Risk	Talent management, diversity and compensation
<ul style="list-style-type: none"> Group performance and activities Monitoring the "New Normal" Monitoring customer satisfaction 	<ul style="list-style-type: none"> 2022 Company financial statements 2022 consolidated financial statements and 2023 first-half interim consolidated financial statements Risk monitoring (including mapping) Internal control and Internal audit Monitoring of the Group's various ethics and compliance actions 	<ul style="list-style-type: none"> Monitoring of Group talent management Diversity policy for management bodies Monitoring of the Group executive succession process excluding the Chief Executive Officer and preparation of potential executives Compensation of Executive Corporate Officers, equity ratio Performance share and free share grants New employee share ownership plan

Director training

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

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

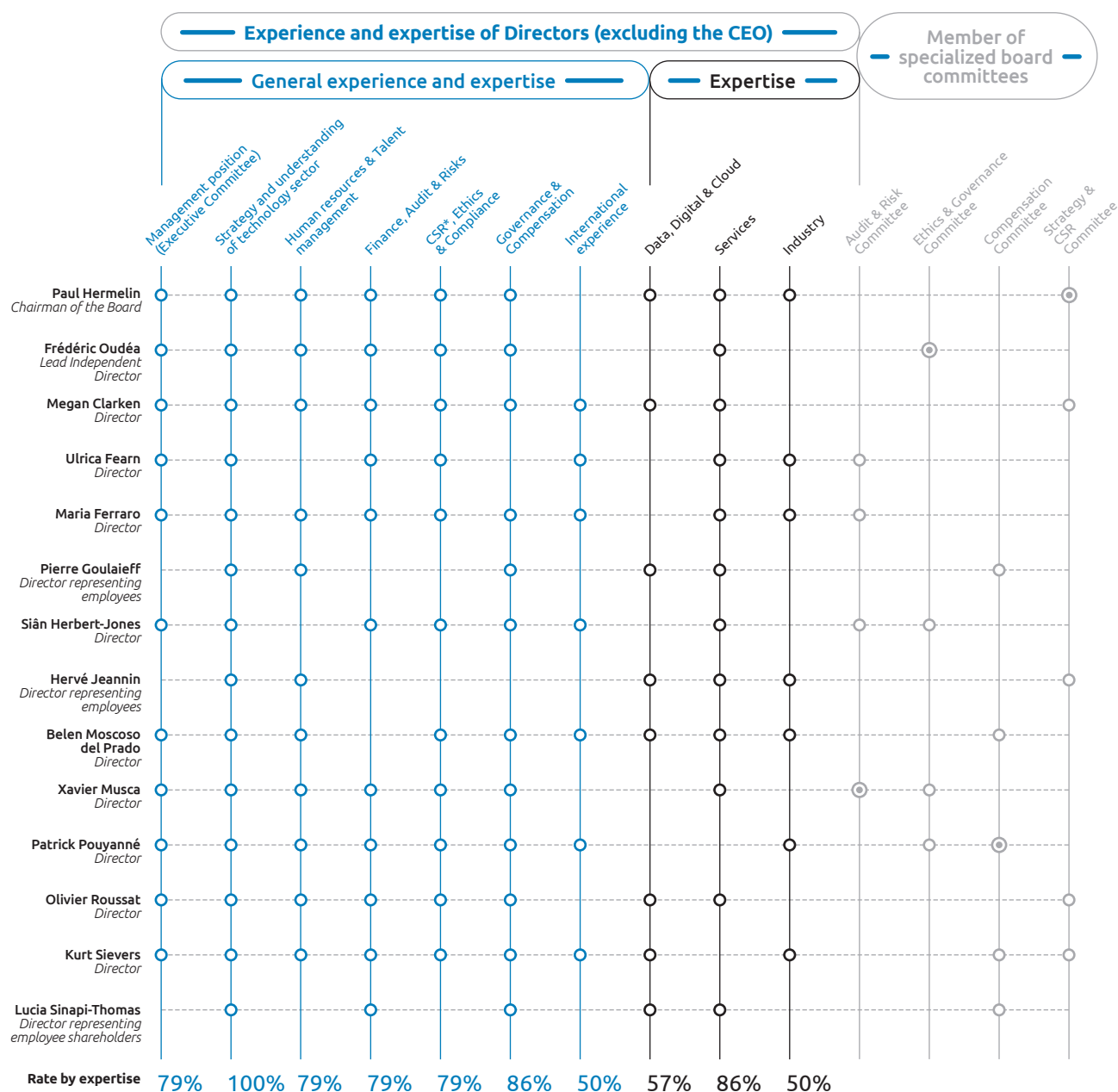
In addition, each year a Board meeting dedicated to strategy is held in the form of a seminar and invites key managers of the Group to contribute to Board discussions. These seminars also enable Directors to constantly refine their understanding of the challenges facing the Group through themed-based presentations and site visits.

The Board organizes a range of specific training sessions throughout the year to help Directors increase their knowledge of the Group (through presentations of its ecosystem, challenges, businesses,

offerings and certain of its regions) and its competitive environment, as well as recent market disruption trends and technological developments. In 2023, presentations were made before or during Board of Directors' meetings and at the annual strategy seminar. These primarily focused on the latest technology trends (generative artificial intelligence, quantum and new technologies in financial services), challenges in attracting and retaining talent, cybersecurity and the Group's competitive environment. There were also more operations-based presentations, focusing on Group strategy in the Consumer Goods sector, the "Cloud Infrastructure Services" business line, the Group's portfolio of offerings, Group offerings in sustainable development and intelligent industry, as well as the Group's activities in the United States.

An in-depth presentation of the Group's climate strategy and net zero program was also made to members of the Board of Directors in 2023, 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 sitting on the Board of Directors at December 31, 2023 (excluding the Chief Executive Officer) may be summarized as follows.



* Including expertise on climate change

○ Committee member ● Committee Chairman

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, Ethics and Compliance; Governance and Compensation). This is the case for Ms. Clarken and Messrs. Hermelin, Oudéa, Musca, Pouyanné, Roussat and Sievers.

In addition, among the Directors demonstrating CSR expertise, the Board of Directors considers that Ms. Clarken, Ms. Ferraro and Ms. Moscoso del Prado as well as Messrs. Hermelin, Oudéa, Musca,

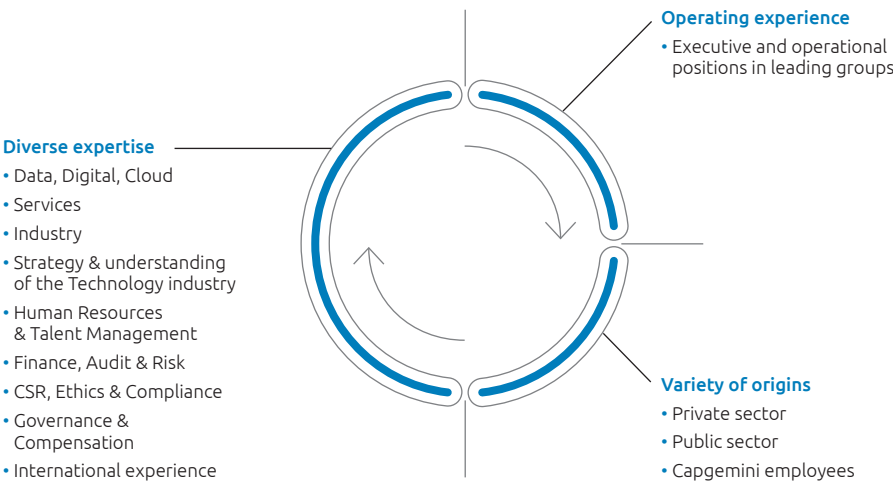
Pouyanné, Roussat and Sievers bring specific expertise relating to climate change issues.

A detailed individual presentation of Directors at December 31, 2023, 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 2023 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.

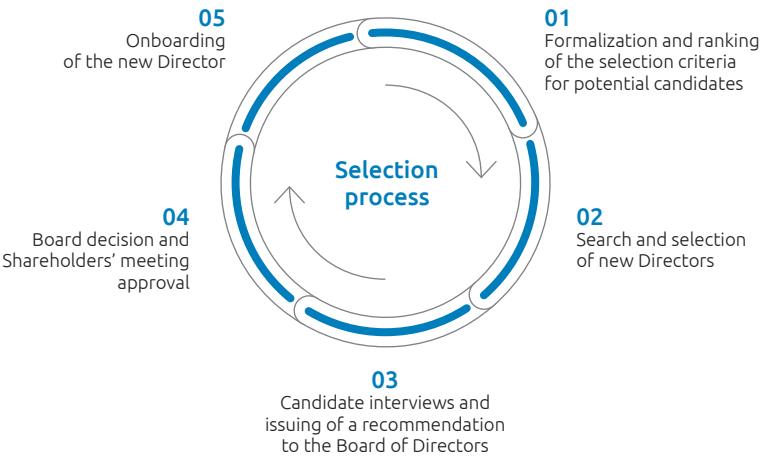
A GOOD MATCH BETWEEN DIRECTORS AND THE GROUP'S STRATEGIC FOCUS

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

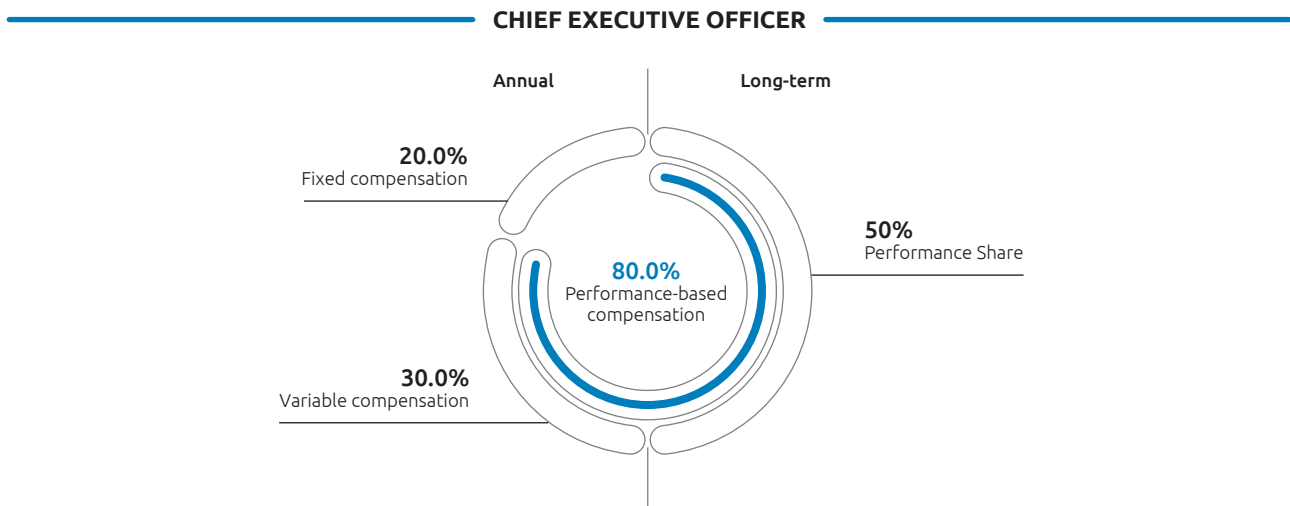


3. 2024 compensation policy of the Executive Corporate Officers

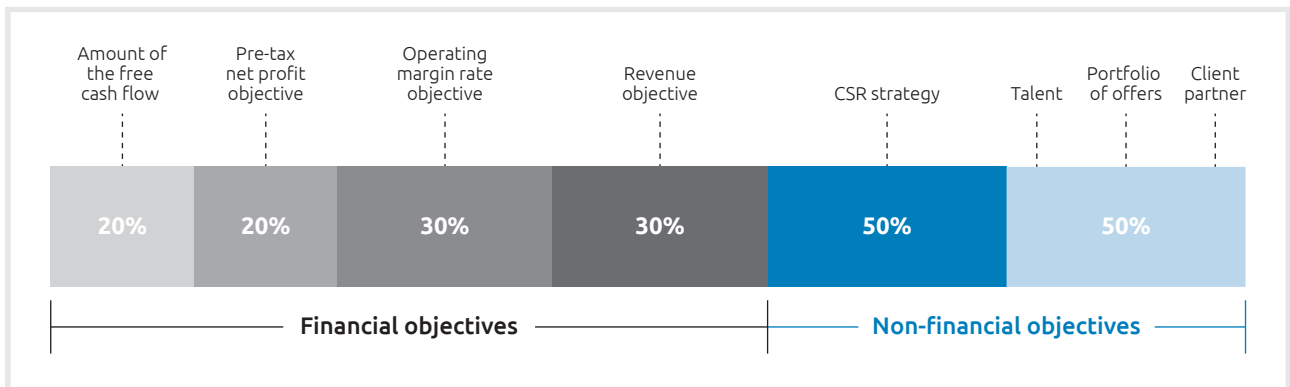
The compensation policies for the Chairman and Chief Executive Officer were approved by the Board of Directors on February 13, 2024 on the recommendation of the Compensation Committee. The 2024 Chairman of the Board of Directors' compensation policy

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.

2024 annual compensation target structure



Criteria for 2024 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 2024, were approved by the Board of Directors, at its meeting of February 13, 2024, 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 2023 Universal Registration Document.

4. Agenda

Resolutions presented at the Ordinary Shareholders' Meeting

- Approval of the 2023 Company financial statements (**1st resolution**);
- Approval of the 2023 consolidated financial statements (**2nd resolution**);
- Appropriation of earnings and setting of the dividend (**3rd resolution**);
- Regulated Agreements – Special Report of the Statutory auditors (**4th resolution**);
- Approval of the report on the compensation of corporate officers relating to the information detailed in Article L. 22-10-9 I of the French Commercial Code (**5th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2023 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors (**6th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2023 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer (**7th resolution**);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors (**8th resolution**);
- Approval of the compensation policy applicable to the Chief Executive Officer (**9th resolution**);
- Approval of the compensation policy applicable to Directors (**10th resolution**);
- Renewal of the term of office of Ms. Siân Herbert-Jones as a director (**11th resolution**);
- Renewal of the term of office of Ms. Belen Moscoso del Prado Lopez-Doriga as a director (**12th resolution**);
- Renewal of the term of office of Ms. Aiman Ezzat as a director (**13th resolution**);
- Appointment of Mr. Christophe Merveilleux du Vignaux as a director representing employee shareholders pursuant to Article 11-5 of the bylaws (**14th resolution**);
- Appointment of Ms. Laurence Metzke as a director representing employee shareholders pursuant to Article 11-5 of the bylaws (not approved by the Board of Directors) (**Resolution A**);
- Appointment of Mazars as a statutory auditor certifying sustainability information (**15th resolution**);
- Authorization of a share buyback program (**16th resolution**).



Resolutions presented at the Extraordinary Shareholders' Meeting

- Authorization to the Board of Directors, for a period of twenty-six months, to cancel shares bought back by the Company under the share buyback programs (**17th resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum par value amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or any other amounts (**18th resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future (**19th resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**20th resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**21st resolution**);
- Authorization to the Board of Directors, on the issue of ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital per twelve-month period (**22nd resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of securities to be issued in the event of a share capital increase (through the issue of ordinary shares or securities granting access to the share capital, immediately or in the future) with retention or cancellation of pre-emptive subscription rights (**23rd resolution**);
- Authorization to the Board of Directors, for a period of twenty-six months, to issue ordinary shares and/or securities granting access to the Company's share capital, in consideration for contributions in kind to the Company of equity securities or securities granting access to share capital, immediately or in the future, up to a maximum of 10% of the share capital (**24th 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) (**25th 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 (**26th 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 (**27th resolution**);
- Powers to carry out formalities (**28th 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 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 past fiscal year and other information required by prevailing law and regulations are also presented in the Management Report on fiscal year 2023 included in the 2023 Universal Registration Document (available at www.capgemini.com) to which you are invited to refer.

Resolutions presented at the Ordinary Shareholders' Meeting

PRESENTATION OF THE 1ST AND 2ND RESOLUTIONS

APPROVAL OF THE FINANCIAL STATEMENTS

Overview

In these two resolutions, we ask you to approve the Company financial statements and the consolidated financial statements of Capgemini for the year ended December 31, 2023 as follows:

- the Company financial statements showing a net profit of €804,593,226.11;
- the consolidated financial statements of the Company showing net profit for the Group of €1,663 million.

FIRST RESOLUTION

Approval of the 2023 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, 2023, showing net profit for the year of €804,593,226.11, as presented, and the transactions recorded therein and summarized in these reports.

SECOND RESOLUTION

Approval of the 2023 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, 2023, showing net profit for the Group of €1,663 million, as presented, and the transactions recorded therein and summarized in these reports.

PRESENTATION OF THE 3RD RESOLUTION

APPROPRIATION OF EARNINGS AND SETTING OF THE DIVIDEND

Overview

The third resolution relates to the appropriation of earnings for fiscal year 2023 and the setting of the dividend.

It is proposed that the dividend be set at €3.40 per share, representing a total distribution of €586,867,584.20 based on the number of shares ranking for dividends at December 31, 2023.

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, 2023, excluding non-recurring tax income or expenses, would be 35%.

Residual distributable profits for the year, i.e. €6,136,378,434.87, 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 29, 2024 and a dividend payment date starting from May 31, 2024.

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, 2023 as follows:

— Net profit for the year	€804,593,226.11
— Funding of the legal reserve	-

i.e. a balance of: €804,593,226.11

Retained earnings of previous years: €5,918,652,792.96

i.e. distributable earnings of: €6,723,246,019.07

allocated to:

— payment of a dividend of €3.40 per share:	€586,867,584.20 ⁽¹⁾
— retained earnings for the balance:	€6,136,378,434.87

giving a total of: €6,723,246,019.07

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2023 and could therefore change if this number varies between January 1, 2024 and the ex-dividend date.

It should be noted that the dividend, set at €3.40 for each of the shares bearing dividend rights on January 1, 2024, 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 29, 2024 and the dividend will be payable from May 31, 2024. 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, 2023, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

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

	Dividend distribution ⁽¹⁾ (in euros)	Distributed income ⁽²⁾ (in euros)	Dividend per share (in euros)
Fiscal year 2022	564,141,867.25	558,812,501.00	3.25
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

(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 2020, 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 4TH RESOLUTION

REGULATED AGREEMENTS – SPECIAL REPORT OF THE STATUTORY AUDITORS

Overview

As the Statutory auditors' special report identifies no new regulated agreements entered into during the fiscal year ended December 31, 2023, 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 2023.

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 2023, falling within the application scope of the aforementioned Article L. 225-38.

PRESENTATION OF THE 5TH TO 7TH RESOLUTIONS**APPROVAL OF THE COMPONENTS OF COMPENSATION AND ALL TYPES OF BENEFITS PAID DURING FISCAL YEAR 2023 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 2023 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 2023 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 2023 Universal Registration Document. It is stipulated that Messrs. Paul Hermelin's and Aiman Ezzat's compensation was

approved by the Board of Directors, at its meeting of February 13, 2024, at the recommendation of the Compensation Committee, in accordance with the compensation policy approved by the Shareholders' Meeting of May 16, 2023 (8th and 9th resolutions). Mr. Aiman Ezzat's variable and exceptional compensation components for fiscal year 2023 will only be paid subject to approval of the 7th resolution by the Shareholders' Meeting.

The tables summarizing the components of compensation of the Executive Corporate Officers and the information concerning the compensation of corporate officers submitted to shareholders' vote pursuant to the 5th, 6th and 7th resolutions, are presented in Sections 2.3.1 and 2.3.3 of the 2023 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 2023 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 2023 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 2023 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 2023 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer, as presented in the aforementioned report on Corporate Governance.

PRESENTATION OF THE 8TH TO 10TH 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

for their respective terms of office for fiscal year 2024, were approved by the Board of Directors' meeting of February 13, 2024 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 2023 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 11TH TO 13TH RESOLUTIONS

RENEWAL OF THE TERMS OF OFFICE OF THREE DIRECTORS, INCLUDING THE TERM OF OFFICE OF THE CHIEF EXECUTIVE OFFICER

Overview

At its meeting on February 13, 2024, the Board of Directors decided to propose the renewal of Mr. Aïman Ezzat's term of office as director for a period of four years, and expressed its intention to confirm Mr. Ezzat in his role as Chief Executive Officer after the Shareholders' Meeting.

The Board of Directors unanimously agreed with this proposal, based on the recommendation of the Ethics & Governance Committee, thereby reaffirming its support for Mr. Ezzat as he continues to implement the Group's strategy.

The Board of Directors will also propose the renewal of the terms of office of Ms. Siân Herbert-Jones and Ms. Belen Moscoso del Prado, for a period of four years. Ms. Herbert-Jones and Ms. Moscoso del Prado are considered to be independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 16, 2024, 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⁽¹⁾, 40% will have international profiles and 42% will be women⁽¹⁾.

(1) The Directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the AFEP-MEDEF Code and the French Commercial Code.

**Date of birth:**

September 13, 1960

Nationality:

British

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

2016

Expiry of term of office:2024 (Ordinary
Shareholders' Meeting
held to approve the 2023
financial statements)**Number of shares held****at December 31, 2023:**
1,000**SIÂN HERBERT-JONES****Independent Director****Member of the Audit & Risk Committee****Member of the Ethics & Governance Committee****BIOGRAPHY – PROFESSIONAL EXPERIENCE**

A British Chartered Accountant, Ms. Siân Herbert-Jones initially worked for 13 years with PricewaterhouseCoopers in its London and then Paris offices, where she was in charge of mergers and acquisitions (from 1983 to 1993). She then joined the Sodexo Group, where she spent 21 years, including 15 years as Chief Financial Officer and member of the Group Executive Committee (until February 28, 2016). She was a director of Air Liquide S.A. (from 2011 to 2023), where she chaired the Audit & Accounts Committee. She has been a director of Bureau Veritas since May 17, 2016 and has been a member of the Audit & Risk Committee since May 2017. She has chaired this Committee since February 2021.

Ms. Siân Herbert-Jones joined the Board of Directors of Capgemini SE on May 18, 2016. She has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date and has been a member of the Ethics & Governance Committee since May 19, 2022.

Of British nationality, she brings strong financial and audit expertise to the Board, as well as her experience with international transactions, particularly in the service sector (BtoB). She also contributes to the Board her multi-cultural management experience and expertise and her experience as an Independent Director on the Boards of leading international companies.

Principal office:

Independent Director

OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023**Director of:**

- CAPGEMINI SE* (since May 2016)
- L'AIR LIQUIDE S.A.* (until May 2023)
- BUREAU VERITAS* (since May 2016)

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

- COMPAGNIE FINANCIÈRE AURORE INTERNATIONALE, a Sodexo group subsidiary (until December 2021)

* Listed company.



Date of birth:
June 15, 1973

Nationality:
Spanish

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

First appointment:
2020

Expiry of term of office:
2024 (Ordinary
Shareholders' Meeting
held to approve the 2023
financial statements)

**Number of shares held
at December 31, 2023:**
1,000

BELÉN MOSCOSO DEL PRADO LOPEZ-DORIGA

Independent Director
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

In 2023, Ms. Belen Moscoso del Prado Lopez-Doriga was appointed Chief Digital & Data Officer and member of the Executive Committee of the Lesaffre Group, a global leader in fermentation and micro-organisms.

Before joining Lesaffre, Belen was Chief Digital & Innovation Officer and member of the Executive Committee at Sodexo. She also sat on Sodexo's Venture Capital Investment Committee and was Chairman of the Foodchéri Board of Directors. Aligned with her commitments, she was also an Executive Committee sponsor of SoTogether, Sodexo's diversity and inclusion global program.

Between 2008 and 2015, she held several positions leading digital transformations: at Axa Group, as Director of Digital Strategy, Transformation, and Innovation and at Solocal, as Head of Strategy, M&A and Partnerships.

For eight years, she was a consultant at Bain & Company, where she accompanied clients on strategic reviews, performance improvements and post-acquisition integration assignments in Europe and Central America. She started her career in 1995, in Spain, at The Walt Disney Company, where she held different positions in marketing.

During her career, she has also advised multiple start-ups and promoted building winning relations with corporations to develop long-lasting partnerships.

Ms. Belen Moscoso del Prado Lopez-Doriga holds a Master's degree in International Economics from Carlos III University in Spain.

She joined the Board of Directors of Capgemini SE on May 20, 2020 and was appointed a member of the Compensation Committee on the same date.

Ms. Belen Moscoso del Prado Lopez-Doriga is a Spanish citizen. She has acquired solid experience in the field of innovation and transformation applied to Digital and Data strategy over the course of her career in international corporations.

Principal office:

Ms. Belen Moscoso del Prado Lopez-Doriga is Chief Digital & Data Officer and a member of the Executive Committee of Lesaffre Group.

OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

Director of:

— CAPGEMINI SE* (since May 20, 2020)

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

Chairman of the Board of Directors of:

— FOODCHERI (until December 2022)

Member of the Consultative Advisory Board of:

— WYND (until February 2021)

Director of:

— ADVEO INTERNATIONAL (until October 2019)

* Listed company.

**AIMAN EZZAT**

Director
Chief Executive Officer
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Aiman Ezzat, born on May 22, 1961, holds a MSc (Master of Science) in chemical engineering from École Supérieure de Chimie Physique Electronique de Lyon in France and an MBA from the Anderson School of Management at UCLA.

Mr. Aiman Ezzat has been Chief Executive Officer of Capgemini SE since May 20, 2020. He has also been a Director of Capgemini SE and a member of the Strategy & CSR Committee since the same date. He is also a Director of Air Liquide since May 4, 2021. In September 2021, he was named the “Best European CEO” for the technology and software category in Institutional Investor’s “2021 All Europe Executive Team” annual ranking.

Mr. Aiman Ezzat was Chief Operating Officer of Capgemini SE from January 1, 2018 to May 20, 2020. He was Chief Financial Officer of the Group from December 2012 to the end of May 2018. In March 2017, he was named the “Best European CFO” for the technology and software category in Institutional Investor’s “2017 All European Executive Team” annual ranking.

From December 2008 to 2012, he led the Financial Services Global Business Unit (GBU) after serving as Chief Operating Officer from November 2007. Mr. Aiman Ezzat also served as Capgemini’s Deputy Director of Strategy from 2005 to 2007. He played a key role in the development of the Booster turnaround plan for the Group’s activities in the United States, as well as in the development of the Group’s offshore strategy. In 2006, he was part of the acquisition and integration team for Kanbay, a global IT services firm focused on the Financial Services industry.

Before joining Capgemini, from 2000 to 2004, Mr. Aiman Ezzat served as Managing Director of International Operations at Headstrong, a global business and technology consultancy, where he worked in the Financial Services sector.

This came after nine years at Gemini Consulting (Gemini Consulting was the former brand of the strategic and transformation consulting arm of the Capgemini Group, which subsequently became Capgemini Consulting and then Invent), where he held a number of roles including Global Head of the Oil, Gas and Chemicals practice.

Mr. Aiman Ezzat is a Knight of the Legion of Honor.

Principal office:

Mr. Aiman Ezzat has been Chief Executive Officer of Capgemini SE since May 20, 2020.

OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023**Chief Executive Officer of:**

- CAPGEMINI SE* (since May 20, 2020)

Director of:

- CAPGEMINI SE* (since May 20, 2020)
- L’AIR LIQUIDE S.A.* (since May 4, 2021)

Other offices held in Capgemini Group:**Chairman of:**

- SOGETI FRANCE 2005 S.A.S. (since May 2018)
- CAPGEMINI SERVICE S.A.S. (since May 20, 2020)
- CAPGEMINI LATIN AMERICA S.A.S. (since May 20, 2020)
- CAPGEMINI 2023 (since May 23, 2023)

Chairman of the Board of Directors of:

- CAPGEMINI NORTH AMERICA, INC. (United States) (since May 20, 2020)
- CAPGEMINI AMERICA, INC. (United States) (since May 20, 2020)

Chairman of the Supervisory Board of:

- CAPGEMINI NV (Netherlands) (since November 27, 2020)

Chief Executive Officer of:

- CAPGEMINI NORTH AMERICA, INC. (United States) (since May 20, 2020)

Director of:

- CAPGEMINI INTERNATIONAL BV (Netherlands) (since May 20, 2020)
- PURPOSE GLOBAL PNC (United States) (since April 17, 2020)
- CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED (India) (since January 19, 2021)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)**Offices held in Capgemini Group:****Chief Operating Officer of:**

- CAPGEMINI SE* (until May 20, 2020)

Chairman of:

- ALTRAN TECHNOLOGIES S.A.S. (until June 7, 2021)

Director of:

- CAPGEMINI SINGAPORE PTE LTD (Singapore) (until November 2019)
- CAPGEMINI HONG KONG LTD (China) (until October 2019)
- CAPGEMINI CANADA INC. (Canada) (until March 2019)
- GESTION CAPGEMINI QUEBEC INC. (Canada) (until March 2019)
- CAPGEMINI AUSTRALIA PTY LTD (Australia) (until April 2019)
- SOGETI SVERIGE AB (Sweden) (until June 2019)
- SOGETI SVERIGE MITT AB (Sweden) (until November 2019)

- CGS HOLDING (United Kingdom) (until February 2019)
- SOGETI UK LTD (United Kingdom) (until July 1, 2020)
- CAPGEMINI ESPAÑA S.L. (Spain) (until July 28, 2020)
- CAPGEMINI SOLUTIONS CANADA INC. (Canada) (until June 19, 2020)
- CAPGEMINI TECHNOLOGIES LLC (United States) (until June 19, 2020)
- CAPGEMINI UK PLC (United Kingdom) (until July 1, 2020)
- CAPGEMINI (Hangzhou) CO. LTD (China) (until November 4, 2020)
- RESTAURANT APPLICATION DEVELOPMENT INTERNATIONAL (United States) (until June 19, 2020)
- RADI HOLDING LLC (United States) (until June 12, 2020)

Member of the Supervisory Board of:

- SOGETI NEDERLAND BV (Netherlands) (until November 27, 2020)

* Listed company.

ELEVENTH RESOLUTION**Renewal of the term of office of Ms. Siân Herbert-Jones as a director**

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office of Ms. Siân Herbert-Jones as a director, expiring

at the close of this Shareholders' Meeting. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2027 financial statements.

TWELFTH RESOLUTION**Renewal of the term of office of Ms. Belen Moscoso del Prado Lopez-Doriga as a director**

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office of Ms. Belen Moscoso del Prado Lopez-Doriga as a

director, expiring at the close of this Shareholders' Meeting. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2027 financial statements.

THIRTEENTH RESOLUTION**Renewal of the term of office of Mr. Aiman Ezzat as a director**

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office of Mr. Aiman Ezzat as a director, expiring at the

close of this Shareholders' Meeting. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2027 financial statements.

PRESENTATION OF THE 14TH RESOLUTION AND RESOLUTION A**APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS****Overview**

The 14th resolution and Resolution A ask shareholders to elect a director representing employee shareholders on the Board of Directors of the Company. This office is currently held by Ms. Lucia Sinapi-Thomas and will expire at the end of the 2024 Shareholders' Meeting.

Pursuant to legislative provisions and Article 11 – 5 of the Company's bylaws, as the percentage of share capital held by employees of the Company and companies related to it represents over 3% of the Company's share capital (the employees of the Group hold 8.9%

of the share capital at December 31, 2023), a director representing employee shareholders must be elected by the Shareholders' Meeting from among two candidates proposed by employee shareholders. One of these candidates, Mr. Christophe Merveilleux du Vignaux, was nominated by the members of the Supervisory Board of the various Capgemini employee savings mutual funds (FCPE), which together represent 7.3% of the share capital held by employee shareholders. The other candidate, Ms. Laurence Metzke, was directly elected by all registered employee shareholders.

During its meeting of February 13, 2024, the Board of Directors decided to recommend the candidacy of Mr. Christophe Merveilleux du Vignaux, as he is nominated by the FCPE mutual funds representing the largest number of employee shareholders and holding the greatest percentage of the Company's share capital. **Accordingly, the Board approved the 14th resolution and did not approve resolution A.**

The candidate obtaining the greatest number of votes will be elected director representing employee shareholders. The director will be appointed for a period of four years, in accordance with the Company's bylaws.



Date of birth:
July 26, 1967

Nationality:
French

Business address:
Capgemini
Technology Services,
76 avenue Kleber
75016 Paris

First appointment:
2024

Expiry of term of office:
2028 (Ordinary
Shareholders' Meeting
held to approve the 2027
financial statements)

**Number of shares held
at February 13, 2024:**
14,841

CHRISTOPHE MERVEILLEUX DU VIGNAUX

Director representing employee shareholders

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Merveilleux du Vignaux is a graduate of HEC business school (1989). He started his career in 1991 with Coopers & Lybrand (PWC) as a financial auditor and then as a corporate finance consultant, before joining Capgemini in 1998.

He has 25 years' experience within the Group, successively in the Mergers & Acquisitions department, as Business Risk Manager and then as Chief Financial Officer of Capgemini in India between 2004 and 2008.

He was then appointed Chief Financial Officer of several Strategic Business Units (SBU), for a range of scopes including the European, APCA and Americas regions. In particular, he was Chief Financial Officer of the Americas SBU between 2016 and 2022.

Since 2022, he is Head of Transformation in the Group Finance Department, responsible for the implementation of the OneFinance transformation program.

Mr. Merveilleux du Vignaux brings to the Board of Directors his finance expertise and in-depth knowledge of the Group and its operations.

Mr. Merveilleux du Vignaux is Chairman of the Supervisory Board of the Capgemini Employee Savings Mutual Fund (FCPE) since April 2022.

Principal office:
Head of Finance Transformation

OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

Offices held in Capgemini Group:

Chairman of the Supervisory Board of:

- FCPE CAPGEMINI (since April 2022)

Director of:

- CAPGEMINI SOLUTIONS CANADA INC. (Canada) (since January 2017)
- CAPGEMINI CANADA INC. (Canada) (since March 2019)
- GESTION CAPGEMINI QUEBEC INC. (Canada) (since March 2019)
- CAPGEMINI BRASIL LTDA (Brazil) (since April 2023)
- CAPGEMINI HONG KONG LTD (Hong Kong) (since January 2013)
- CAPGEMINI (KUNSHAN) CO. LIMITED (China) (since December 2013)
- CAPGEMINI (CHINA) CO. LIMITED (China) (since February 2014)

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

Alternate Director of:

- CAPGEMINI BRASIL SA (Brazil) (until April 2023)

Director of:

- CAPGEMINI SINGAPORE PTE. LTD. (Singapore) (until November 2019)
- CAPGEMINI BUSINESS SERVICES (China) LTD (until April 2022)
- CHAPPUIS HALDER AND CO LTD (Hong Kong) (until January 2023)

**LAURENCE METZKE****Director representing employee shareholders****BIOGRAPHY – PROFESSIONAL EXPERIENCE**

Ms. Laurence Metzke is a graduate of ESCP-Europe Business School and studied in the United Kingdom and Germany. She has a European Master of Management and a German business degree.

Laurence started her career in Germany in 1992 as a consultant specializing in transformation and change management issues with Gruber, Titze & Partners, which later became Gemini Consulting Germany. She contributed to several major transformation projects for clients in a range of sectors (public services, automobile, manufacturing industry, etc.), located in Germany and other European countries (Switzerland, United Kingdom, Norway, Italy).

In 2000, she joined Gemini Consulting France and then refocused her career on Human Resources, as Global Learning & Development Manager for the Strategic Consulting Profession. In 2005, she was appointed Human Resources Director for Global Sales, with this role subsequently extended in 2007 to encompass Group Marketing & Communications. In 2013, she was appointed Human Resources Director, Infrastructures Services. From 2016 to 2018, Laurence was Human Resources Director, Group Competitiveness, encompassing the Group IT, Group Delivery, Procurement and Group Industrialization entities.

In July 2018, she was appointed Chief Human Resources Officer of Capgemini Invent, where she contributed to growing the entity by pursuing a talent acquisition, HR development and training agenda. In January 2023, she also assumed responsibility for Capgemini Invent's Platforms of Excellence.

Date of birth:

March 12, 1969

Nationality:

French & German

Business address:

Capgemini Invent,
147 quai du Président
Roosevelt
92130 Issy-les-
Moulineaux

First appointment:

2024

Expiry of term of office:

2028 (Ordinary
Shareholders' Meeting
held to approve the 2027
financial statements)

**Number of shares held
at February 13, 2024:**

6,695

Principal office:

Ms. Laurence Metzke is Chief Human Resources Officer at Capgemini Invent.

OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023**Director of:**

— CAPGEMINI DEUTSCHLAND GmbH (Germany)

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

— N/A

FOURTEENTH RESOLUTION**Appointment of Mr. Christophe Merveilleux du Vignaux as a director representing employee shareholders pursuant to Article 11-5 of the bylaws**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Ms. Christophe Merveilleux du Vignaux as a director representing

employee shareholders for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2027 financial statements.

RESOLUTION A**Appointment of Ms. Laurence Metzke as a director representing employee shareholders pursuant to Article 11-5 of the bylaws (resolution not approved by the Board of Directors)**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Ms. Laurence Metzke as a director representing employee

shareholders for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2027 financial statements.

PRESENTATION OF THE 15th RESOLUTION**APPOINTMENT OF A STATUTORY AUDITOR TO CERTIFY SUSTAINABILITY INFORMATION****Overview**

Pursuant to the recent enactment into French law of Directive no. 2022/2464 on corporate sustainability reporting (CSRD), your Company is required, as a public interest entity, to publish its first sustainability report in 2025, based on fiscal year 2024. In order to confer a high level of confidence in this report, in accordance with the new rules applicable, it is planned to audit and certify this sustainability information.

On the recommendation of the Audit & Risk Committee, shareholders are asked to appoint Mazars to perform this engagement, for the remaining term of its office as statutory auditor of the Company, that is for a period of two years expiring at the close of the Ordinary Shareholders' Meeting held to approve the 2025 financial statements (15th resolution).

As Mazars is already the Company's statutory auditor and is also responsible for verifying the Group's non-financial performance disclosure, entrusting it with the task of certifying the sustainability

information will help to ensure consistency of the financial and sustainability information, while leveraging their knowledge of the Group and its non-financial reporting process.

FIFTEENTH RESOLUTION

Appointment of Mazars as a statutory auditor certifying sustainability information

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, appoints Mazars, whose registered office is located at Tour Exaltis, 61, rue Henri Regnault, 92400 Courbevoie, as a statutory auditor responsible for the sustainability information certification engagement, for the remaining term of its office as statutory auditor of the Company,

that is for a period of two years, it being specified that Mazars will be represented by a natural person meeting the necessary conditions for conducting a sustainability information certification engagement in accordance with the provisions of Article L. 821-81 of the French Commercial Code. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2025 financial statements.

PRESENTATION OF THE 16TH RESOLUTION

Share buyback program

Overview

The 16th resolution asks shareholders to renew the authorization granted to the Company to buy back its own shares (13th resolution approved by the Shareholders' Meeting of May 16, 2023).

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 any new employee share ownership plan, if appropriate. 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 16th resolution, as well as in the description of the share buyback program in Section 6.4.2. of the 2023 Universal Registration Document.

Authorization ceiling

- 10% of the share capital
- Maximum purchase price: €350
- Maximum budget: €6,040 millions

Authorization period

- Eighteenth months

Use of the authorization granted in 2023

Shareholders are reminded that the Ordinary Shareholders' Meeting of May 16, 2023 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2023 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 2023, under this contract, a total of 1,713,144 shares were purchased on behalf of the Company, representing 0.99% of the share capital at December 31, 2023, at an average price of €170.17 per share. During the same period, 1,768,353 Capgemini shares were sold,

representing 1.02% of the share capital at December 31, 2023, at an average price of €170.55 per share. At the year-end, the liquidity account presented a balance of 32,380 shares (approximately 0.02% of the share capital) and approximately €27 million.

In addition, the Company continued to purchase its own shares in 2023. Excluding the liquidity contract, the Company held 1,258,016 of its own shares at December 31, 2023, following the various transactions described below:

- purchase of 5,218,915 shares representing 3.02% of the share capital at December 31, 2023, at an average price of €169.28 per share;
- transfer of 1,363,887 shares to employees under the free share grant plan;
- cancellation of 4,174,000 shares.

Out of the 5,218,915 shares purchased outside the liquidity contract in 2023, 2,018,915 shares were purchased under the multi-year share buyback programs and 3,200,000 shares were purchased pursuant to a specific program to neutralize the dilutive impact of the Group ESOP 2023 employee share ownership plan.

1,216,562 shares were allocated to the grant or sale of shares to employees and/or corporate officers and 4,002,353 shares were allocated to cancellation.

Trading fees (excluding VAT) and the financial transaction tax totaled €2,870,470 in 2023.

At December 31, 2023, excluding the liquidity contract, out of the 1,258,016 treasury shares held, representing 0.73% of the Company's share capital:

- 455,663 shares were allocated to the grant or sale of shares to employees and/or corporate officers; and
- 802,353 shares were allocated to cancellation.

Finally, it is noted that during fiscal year 2023, treasury shares held by the Company were not reallocated between the different objectives.

Information on transactions performed during 2023 is presented in Chapter 6, Sections 6.1.2 and 6.4.1. of the 2023 Universal Registration Document.

SIXTEENTH 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 cancelation of some or all of the shares purchased; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- the management of the secondary market or maintenance of the liquidity of the Capgemini share by an investment services provider under a liquidity contract that complies with market practices accepted by the *Autorité des marchés financiers* (AMF – the French Financial Markets Authority).

This program is also intended to enable the implementation of any market practice that may be permitted by the French Financial Markets Authority (AMF) and more generally the carrying out of any transaction that complies with prevailing regulations. In such cases, the Company will inform its shareholders by means of a press release.

Purchases of the Company's own shares may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program (including the shares subject to the current purchase) does not exceed 10% of the shares comprising the Company's share capital at that date (including transactions impacting the share capital and performed after this Shareholders' Meeting), it being stipulated that (i) the number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for-share exchange transaction may not exceed 5% of the Company's share capital;

and (ii) where the shares are repurchased to improve liquidity on the terms set out in the 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 €6,040 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 13th resolution adopted by the Combined Shareholders' Meeting of May 16, 2023.

Resolutions presented at the Extraordinary Shareholders' Meeting

PRESENTATION OF THE 17TH RESOLUTION

AUTHORIZATION TO CANCEL TREASURY SHARES

Overview

It is recalled that the Shareholders' Meeting of May 19, 2022 authorized the Board of Directors to cancel, up to a maximum of 10% of the share capital, on one or several occasions, at its sole discretion, all or some of the treasury shares held by the Company or that it comes to hold pursuant to Article L. 22-10-62 *et seq.* of the French Commercial Code and to reduce the share capital accordingly.

4,174,000 treasury shares were canceled in fiscal year 2023.

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

SEVENTEENTH RESOLUTION

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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and having read the Board of Directors' report and the Statutory auditors' special report, authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it sees fit, by cancellation of whatever number of treasury shares it decides up to the limits authorized by law, in accordance with Articles L. 22-10-62 *et seq.* and L. 225-210 of the French Commercial Code.

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

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

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

The Shareholders' Meeting takes due note that this authorization supersedes from this date, in the amount of any unused portion, the authorization granted by the 20th resolution adopted by the Shareholders' Meeting of May 19, 2022.

PRESENTATION OF THE 18TH TO 24TH RESOLUTIONS

FINANCIAL AUTHORIZATIONS

Overview

Financial authorizations requested in 2024

1. The 18th to 24th resolutions are all intended to give the Board of Directors powers to make certain decisions regarding increasing the Company's share capital. The aim of these financial authorizations is to give the Board of Directors flexibility in its choice of potential issue, and to enable it, at the appropriate time, to adapt the nature of the financial instruments issued to the Company's needs and the state of and possibilities offered by French or international financial markets.
2. These resolutions may be split into two main categories: those that would result in share capital increases with retention of pre-emptive subscription rights, and those that would result in share capital increases with cancellation of pre-emptive subscription rights.

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

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

3. It is stipulated that the authorizations requested are in line with market practices. They are indeed subject to limits covering their validity and issue ceilings. Firstly, each authorization is granted for a limited period. In addition, the Board of Directors may only increase the share capital up to strictly defined ceilings, above which the Board of Directors cannot increase the share capital again without calling a new Shareholders' Meeting. They consist mainly of a common overall ceiling of €540 million (i.e. nearly 40% of the Company's share capital at December 31, 2023) applicable to all share capital increases by issuing shares and/or securities granting access to the share capital (with the exception of those realized by capitalizing additional paid-in capital, reserves, profits or other) and a sub-ceiling of €135 million (i.e. nearly 10% of the Company's share capital at December 31, 2023) common to all share capital increases by issuing shares and/or securities granting access to the share capital with cancellation of pre-emptive subscription rights.

Furthermore, the 18th to 24th resolutions may not be used by the Board of Directors following a public offer for the Company's shares until the end of the offer period (unless specifically authorized by a Shareholders' Meeting).

4. In addition to the possibility to issue shares (excluding preference shares), these financial authorizations provide the ability, where applicable, to issue all types of securities governed by Articles L. 228-92, paragraph 1, L. 228-93, paragraphs 1 and 3 or L. 228-94, paragraph 2, of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital).
5. Should the Board of Directors use a delegation of authority or powers granted by the Shareholders' Meeting, it would

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

6. Details of the purpose and terms and conditions of issues of shares and/or securities granting access to the share capital are presented below in the report on each of the 18th to 24th resolutions.

Use of the authorizations granted previously

It is recalled that the Board of Directors did not make use of financial authorizations granted by the Shareholders' Meeting of May 19, 2022 under the 21st to 27th resolutions.

PRESENTATION OF THE 18TH RESOLUTION

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

Overview

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

Added to these ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating

other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital.

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

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

This delegation would supersede that granted by the 21st resolution adopted by the Shareholders' Meeting of May 19, 2022.

EIGHTEENTH RESOLUTION

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

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

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

holders of securities or other rights granting access to the share capital;

3. in the event the Board of Directors uses this delegation of authority, delegates to the Board full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation, and in particular to:
 - determine the amount and nature of sums to be capitalized, set the number of new equity securities to be issued and/or the amount by which the par value of existing equity securities will be increased and decide the date, which may be retroactive, from which the new equity securities will rank for dividends or the increase in the par value of existing equity securities will take effect;
 - decide in the event of a free grant of equity securities that fractional rights will not be negotiable or transferable and that the corresponding equity securities will be sold in accordance with the methods determined by the Board of Directors, it being stipulated that the sale and allocation of the sales proceeds must be performed within the time period set by Article R. 225-130 of the French Commercial Code;

- set, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
- duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
- generally, enter into all agreements, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue

of this delegation and for the exercise of the rights attached thereto;

4. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the Company's shares, until the end of the offer period;
5. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
6. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 21st resolution adopted by the Shareholders' Meeting of May 19, 2022.

PRESENTATION OF THE 19TH RESOLUTION

SHARE CAPITAL INCREASE WITH RETENTION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS

Overview

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

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €540 million, it being stipulated that this amount will count towards the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital that may be carried out under this delegation and those delegations granted by the 20th, 21st, 22nd, 23rd and 24th resolutions.

Should debt instruments granting access immediately or in the future to the share capital be issued, the nominal amount of such issues may not exceed €5,900 million, it being stipulated that this amount will count towards the overall ceiling applicable to

all issues of debt instruments that may be carried out under this delegation and those delegations granted by the 20th, 21st, 22nd, 23rd and 24th resolutions.

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

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

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

This delegation would supersede that granted by the 22nd resolution adopted by the Shareholders' Meeting of May 19, 2022.

NINETEENTH RESOLUTION

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

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

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with retention of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means,

to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;

2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:
 - the maximum par value amount of share capital increases that may be carried out, immediately or in the future, under this delegation is set at €540 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that the maximum aggregate par value amount of increases in the Company's share capital made under this delegation and under those delegations granted by the 20th, 21st, 22nd, 23rd and 24th resolutions of this Shareholders' Meeting is set at €540 million or the equivalent in any other currency or currency unit established by reference to more than one currency;

- added to these ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital;
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and granting free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €5,900 million or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that the maximum aggregate nominal value of debt instruments that may be issued under this delegation and under those delegations granted by the 20th, 21st, 22nd, 23rd and 24th resolutions of this Shareholders' Meeting is set at €5,900 million or the equivalent in any other currency or currency unit established by reference to more than one currency;
 - these limits will be increased, where applicable, for any redemption premium above par;
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3, of the French Commercial Code;
4. in the event the Board of Directors uses this delegation of authority:
- resolves that the issue(s) will be reserved in priority for shareholders, who may subscribe pursuant to their priority rights in proportion to the number of shares owned by them at that time;
 - takes due note that the Board of Directors will have the option of instituting pro-rated subscription rights;
 - takes due note that this delegation of authority involves the waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which these securities will grant entitlement immediately or in the future;
 - takes due note that, in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions pursuant to priority rights and any pro-rated subscriptions do not absorb the entire issue, the Board of Directors may use, in the conditions provided by law and in the order it sees fit, any or all of the options listed below:
 - allocate at its discretion some or all of the shares or in the case of securities granting access to the share capital, some or all of the securities whose issue has been decided but are not subscribed,
 - offer to the public (on the French market or on a foreign market) some or all of the shares or in the case of securities granting access to the share capital, some or all of the securities whose issue has been decided but are not subscribed,
 - generally limit the share capital increase to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the share capital increase initially decided after the use, where applicable, of the above-two options;
5. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:
- resolves that share subscription warrants may also be issued without consideration to holders of existing shares, it being stipulated that fractional rights and the corresponding securities will be sold in accordance with applicable legislative and regulatory provisions;
 - 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;
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued;
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
 - determine the way in which shares will be paid-up;
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to the share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
 - provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in accordance with legal and regulatory provisions;

- offset or not share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share grant, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights;
6. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
 7. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the Company's shares, until the end of the offer period;
 8. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
 9. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 22nd resolution adopted by the Shareholders' Meeting of May 19, 2022.

PRESENTATION OF THE 20TH RESOLUTION

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

Overview

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

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

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

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

and/or securities granting access to the share capital provided for in paragraph 2 of the 19th resolution.

Should debt instruments granting access immediately or in the future to the share capital be issued, the nominal amount of such issues may not exceed €5,900 million, it being stipulated that this amount will count towards the overall ceiling applicable to all issues of debt instruments in the case of share capital increases by issuing shares and/or securities granting access to the share capital provided for in paragraph 3 of the 19th resolution.

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

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

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

This delegation would supersede that granted by the 23rd resolution adopted by the Shareholders' Meeting of May 19, 2022.

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TWENTIETH RESOLUTION

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

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

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

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

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:
 - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the overall ceiling for share capital increases set in paragraph 2 of the 19th resolution of this Shareholders' Meeting or, as the case may be, towards any overall

ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;

- added to these ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and granting free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
 - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €5,900 million or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the overall ceiling set in paragraph 3 of the 19th resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation;
 - these limits will be increased, where applicable, for any redemption premium above par;
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3, of the French Commercial Code;
 5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution, whilst however giving the Board of Directors discretion pursuant to Article L. 22-10-51 of the French Commercial Code to grant shareholders, for a period and on terms to be set by the Board of Directors in compliance with applicable laws and regulations, and for all or part of any issue that may be carried out, a priority subscription period that does not give rise to negotiable rights and which must be exercised in proportion to the quantity of shares owned by each shareholder and which may be supplemented by an application to subscribe for shares on a pro-rated basis, it being stipulated that securities not thus subscribed may be offered to the public in France or abroad;
 6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;

7. takes due note that this delegation involves the express waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which the securities will grant entitlement immediately or in the future;
8. takes due note that, in accordance with paragraph 1 of Article L. 22-10-52 of the French Commercial Code:
 - the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less a maximum discount of 10%) after making any adjustments to that average in the event of differences in dividend ranking dates;
 - the issue price of securities granting access to the share capital, immediately or in the future, and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:
 - decide the issue of shares and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies;
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued;
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
 - determine the way in which shares will be paid-up;
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to the share capital to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
 - provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in accordance with legal and regulatory provisions;
 - in the event of an issue of securities intended as consideration for securities contributed to the Company in connection with a public offer with an exchange component (public exchange offer), draw up a list of securities contributed to the exchange, set the conditions of the issue, the exchange ratio and the amount of any cash portion to be paid, without the method for determining the price set in paragraph 8 of this resolution becoming applicable, and determine the terms of the issue in connection with a public exchange offer, or an alternative cash or exchange offer, or a single offer to purchase or exchange the securities in question in return for payment in securities and cash, or a principal public cash offer or public exchange offer accompanied by a subsidiary public exchange offer or public cash offer, or any other form of public offer in compliance with the laws and regulations applicable to public offers;
 - offset or not share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share grant, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights;
10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the Company's shares, until the end of the offer period;

11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
12. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 23rd resolution adopted by the Shareholders' Meeting of May 19, 2022.

PRESENTATION OF THE 21ST RESOLUTION

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

Overview

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

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

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

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million, it being stipulated that this amount will count towards the ceiling specific to share capital increases without pre-emptive subscription rights provided for in paragraph 3 of the 20th resolution and the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital provided for in paragraph 2 of the 19th resolution.

Should debt instruments granting access immediately or in the future to the share capital be issued, the nominal amount of such issues may not exceed €5,900 million, it being stipulated that this amount will count towards the ceiling provided for in paragraph 4 of the 20th resolution and the overall ceiling applicable to issues of debt instruments in the case of share capital increases by issuing shares and/or securities granting access to the share capital provided for in paragraph 3 of the 19th resolution.

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

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

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

This delegation would supersede that granted by the 24th resolution adopted by the Shareholders' Meeting of May 19, 2022.

TWENTY-FIRST RESOLUTION

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

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

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with cancellation of pre-emptive subscription rights, by way of public offers referred to in Article L. 411-2-1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in

euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or

additional paid-in capital;

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

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

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

- the maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 3 of the 20th resolution and the overall ceiling set in paragraph 2 of the 19th resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;

- in all events, equity securities issued pursuant to this delegation may not exceed the limits set by applicable regulations at the issue date (currently 20% of the share capital per year);

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

- in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and granting free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;

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

- the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €5,900 million or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 20th resolution and the overall ceiling set in paragraph 3 of the 19th resolution of this Shareholders' Meeting or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;

- these limits will be increased, where applicable, for any redemption premium above par;

- these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3, of the French Commercial Code;

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

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

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

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

- the issue price of shares issued directly will be at least equal to the minimum stipulated by applicable regulations at the date of the issue (currently, the weighted average price of the Company's share on the Euronext Paris regulated market during the three trading days preceding the date on which the price is set, less a maximum discount of 10%) after making any adjustments to that average in the event of differences in dividend ranking dates;

- the issue price of securities granting access to the share capital, immediately or in the future, and the number of shares to which conversion, redemption or more generally transformation of each security granting access to the share capital would confer entitlement, will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;

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

- decide the issue of shares and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies;

- determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital;

- determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued;

- for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities;
 - determine the way in which shares will be paid-up;
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to the share capital to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
 - provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in accordance with legal and regulatory provisions;
 - offset or not share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share grant, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached.
10. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the Company's shares, until the end of the offer period;
 11. takes due note that, in the event the Board of Directors uses the delegation of authority granted pursuant to this resolution, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations conferred in this resolution;
 12. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
 13. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 24th resolution adopted by the Shareholders' Meeting of May 19, 2022.

PRESENTATION OF THE 22nd RESOLUTION

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

Overview

This resolution asks shareholders to authorize the Board of Directors, in the event of a share capital increase by issuing equity securities with cancellation of pre-emptive subscription rights pursuant to the 20th and 21st resolutions, to set the issue price of shares at an amount at least equal to the lower of the average price of the Capgemini share on the Euronext Paris regulated market, weighted for trading volumes on the last trading day preceding the setting of the issue price and the average price of the share on the Euronext

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

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

TWENTY-SECOND RESOLUTION

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

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Article L. 22-10-52 paragraph 2 of the French Commercial Code:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, in the case of a share capital increase by way of an issue of equity securities with cancellation of pre-emptive subscription rights pursuant to the 20th and 21st resolutions of this Shareholders' Meeting, to set the issue price as follows:

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

PRESENTATION OF THE 23RD RESOLUTION

INCREASE IN THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF A SHARE CAPITAL INCREASE WITH RETENTION OR CANCELATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS

Overview

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

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

ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital. The nominal amount of debt instruments issued pursuant to this resolution will count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 19th resolution.

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

This delegation would supersede that granted by the 26th resolution adopted by the Shareholders' Meeting of May 19, 2022.

TWENTY-THIRD RESOLUTION

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

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

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

issue is decided and the overall ceiling set in paragraph 2 of the 19th resolution of this Shareholders' Meeting and that the nominal value of debt instruments issued pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 19th resolution of this Shareholders' Meeting or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;

3. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the Company's shares, until the end of the offer period;
4. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
5. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 26th resolution adopted by the Shareholders' Meeting of May 19, 2022.

PRESENTATION OF THE 24th RESOLUTION

SHARE CAPITAL INCREASES IN CONSIDERATION FOR CONTRIBUTIONS IN KIND

Overview

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

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

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million, it being stipulated that this amount will count towards the ceiling specific to share capital increases without pre-emptive subscription rights provided for in paragraph 3 of the 20th resolution and the overall ceiling applicable to all share capital increases by issuing shares

and/or securities granting access to the share capital provided for in paragraph 2 of the 19th resolution.

Should debt instruments granting access immediately or in the future to the share capital be issued, the nominal amount of such issues may not exceed €5,900 million, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 20th resolution and the overall ceiling set in paragraph 3 of the 19th resolution.

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

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

This delegation would supersede that granted by the 27th resolution adopted by the Shareholders' Meeting of May 19, 2022.

TWENTY-FOURTH RESOLUTION

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

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

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law, to perform a share capital increase, on one or more occasions, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), as consideration for assets transferred to the Company comprising equity securities or securities granting access to the share capital, in cases where Article L. 22-10-54 of the French Commercial Code does not apply;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this authorization:
 - the maximum par value amount of share capital increases that may be carried out under this authorization is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 3 of the 20th resolution and the overall ceiling set in paragraph 2 of the 19th resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that

may supersede said resolutions during the period of validity of this authorization;

- in all events, shares and securities granting access to the share capital issued pursuant to this authorization may not exceed the limits set by applicable regulations at the issue date (currently 10% of the share capital);
 - added to these ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
 - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and granting free shares during the period of validity of this authorization, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves to set the following limits on authorized debt instruments on the issue of securities representing debt instruments granting access, immediately or in the future, to the share capital of the Company or other companies:
 - the maximum nominal value of debt instruments that may be issued immediately or in the future under this authorization is set at €5,900 million or the equivalent in any other currency or currency unit established by reference to more than one currency at the issue date, it being stipulated that this amount will count towards the ceiling set in paragraph 4 of the 20th resolution and the overall ceiling set in paragraph 3 of the 19th resolution of this Shareholders' Meeting or, as the case may be, towards the amount of any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization;

- these limits will be increased, where applicable, for any redemption premium above par;
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3, of the French Commercial Code;
4. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this authorization, and in particular to:
- decide the issue of shares and/or securities granting access to the Company's share capital immediately or in the future in consideration of assets transferred;
 - draw up a list of the equity securities and securities granting access to the share capital transferred to the Company, approve the valuation of the contributions in kind, set the terms of issues of shares and/or securities presented in consideration for said contributions and the amount of any cash portion to be paid, approve the grant of any specific benefits and reduce, if the contributors agree, the valuation of contributions or the remuneration of specific benefits;
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities presented in consideration for contributions in kind and amend, during the life of these securities, the above terms and characteristics in compliance with applicable formalities;
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to the share capital to be issued, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase;
 - 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;
 - offset or not share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve;
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions;
 - provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in accordance with legal and regulatory provisions;
 - determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital (or any other amounts), a free share grant, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set, in accordance with legal and regulatory provisions and, where applicable, any contractual provisions stipulating other additional methods of preservation, all terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments);
 - duly record completion of each share capital increase and make the corresponding amendments to the bylaws;
 - generally, enter into all agreements, in particular to achieve the successful completion of the issue, take all measures and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this authorization and for the exercise of the rights;
5. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this authorization following a third party public offer for the Company's shares, until the end of the offer period;
6. grants this authorization for a period of twenty-six months as from the date of this Shareholders' Meeting;
7. takes due note that, in the event the Board of Directors uses the delegation granted pursuant to this resolution, the Statutory Appraiser's report, if issued pursuant to Articles L. 225-147 and L. 22-10-53 of the French Commercial Code, will be brought to the attention of the next Shareholders' Meeting;
8. takes due note that this authorization supersedes from this date, in the amount of any unused portion, the delegation granted by the 27th resolution adopted by the Shareholders' Meeting of May 19, 2022.

PRESENTATION OF THE 25th 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 25th resolution presented to you for vote.

At the recommendation of the Compensation Committee, the Board of Directors' meeting of February 13, 2024, 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 (weighting increased in 2023). In addition, the Board of Directors wished to allow, as in the past four 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 an unchanged 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, 2024 to December 31, 2026, 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 €5,700 million, while 100% of the shares would vest if this amount is at least €6,100 million and a maximum of 110% would vest if this amount is equal to €6,500 million;

- (iii) A **performance condition**, determining 20% of grants to all beneficiaries and tied to the Group's 2026 **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 31% by the end of the 2024-2026 period and the sustainable development objective would aim to reduce greenhouse gas emissions of our own activities, excluded employee commuting, by 2026 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 2023 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 ⁽¹⁾
Market condition: Performance of the Capgemini share over a three-year period	40%	<ul style="list-style-type: none"> — 0% if Capgemini share performance < 100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110% — 110% if at least equal to 120% of the average performance of the basket
Financial condition: Organic free cash flow for the three-year cumulative period from January 1, 2024 to December 31, 2026	40%	<ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €5,700 million — 50% if equal to €5,700 million — 100% if equal to €6,100 million — 110% if at least equal to €6,500 million
CSR condition comprising two objectives:		
Diversity: increase in the number of women in Executive leader positions over a three-year period (2024-2026)	10%	<ul style="list-style-type: none"> — 0% if the percentage of women in Executive leader positions at the end of the three-year period < 29.5% — 50% if equal to 29.5% — 100% if equal to 31% — 110% if at least equal to 32.5%
Reduction in GHG emission/employee (excluded employee commuting) in 2026 compared with 2019	10%	<ul style="list-style-type: none"> — 0% if the reduction in GHG emissions/employee in 2026 compared with the reference period < 70% — 50% if equal to 70% — 100% if equal to 75% — 110% if at least equal to 77.5%

⁽¹⁾ 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 five 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 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 AFEF-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/November.

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 2023 Universal Registration Document).

TWENTY-FIFTH RESOLUTION

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

In accordance with Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law – subject to the attainment of the performance targets defined and implemented in accordance with this resolution and for a total number of shares not exceeding 1.2% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter "N") – to grant shares of the Company (existing or to be issued), to employees of the Company and employees and corporate officers of its French and non-French subsidiaries related to the Company within the meaning of Article 225-197-2 of the French Commercial Code (the "Group"), it being stipulated that this maximum number of shares, existing or to be issued, does not take into account the number of additional shares that may be granted due to an adjustment to the number of shares initially granted following a transaction in the Company's share capital;
2. resolves that for up to a maximum of 10% of "N", these performance shares may also be granted, in accordance with applicable laws, to the Executive Corporate Officers of the Company, it being stipulated that in this case, the Board of Directors will, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of their term of office;
3. resolves that these performance shares will only vest at the end of a vesting period (the "Vesting Period") of at least three years, it being stipulated that the Board of Directors may introduce, where applicable, a lock-in period following the vesting of the shares the duration of which may vary depending on the country of tax residence of the beneficiary; in those countries where a lock-in period is applied it will be of a minimum period of one year.

However, the shares will vest before the expiry of the above periods and may be freely sold in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L. 341-4 of the French Social Security Code;

4. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to 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, 2024 to December 31, 2026, 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 authorization granted by the 14th resolution adopted by the Shareholders' Meeting of May 16, 2023.

PRESENTATION OF THE 26TH AND 27TH 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 2023

During fiscal year 2023, the Board of Directors used the 15th and 16th resolutions adopted by the Shareholders' Meeting of May 16, 2023, by launching a tenth employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions totaling €467 million from over 50,000 employees from 32 participating countries. This new employee share ownership plan (ESOP 2023) will help maintain employee share ownership at around 8% of the share capital.

3,200,000 new shares were subscribed at a unit price of €145.81. The corresponding share capital increase of a par value amount of €52,600,000 was completed on December 19, 2023.

New authorization requested in 2024

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 equity securities 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 2.0% of the share capital at December 31, 2023) is proposed for these two authorizations.

The **26th 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 27th 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 26th resolution, with a sub-ceiling of €14 million included in the overall ceiling of €28 million provided in the 26th resolution. As for the 26th 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 26th resolution.

At December 31, 2023, employee share ownership represented 8.9% of the Company's share capital.

The next employee share ownership plan could be launched before December 31, 2024.

TWENTY-SIXTH 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 delegation 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,
 - offset or not 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 15th resolution adopted by the Shareholders' Meeting of May 16, 2023.

TWENTY-SEVENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of eighteen months, to issue with cancelation 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 26th 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 26th 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 delegation,
 - 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 26th 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 26th 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 26th 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 16th resolution adopted by the Shareholders' Meeting of May 16, 2023.

PRESENTATION OF THE 28TH RESOLUTION

POWERS TO CARRY OUT FORMALITIES

Overview

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

TWENTY-EIGHTH 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 ^{(1) (2)} (in euros and/or percentage of share capital)
2024 GSM 16 th	a) Purchase by the Company of its own shares under a share buyback program	18 months (November 16, 2025)	10% of the share capital
2024 GSM 17 th	b) Cancellation of treasury shares	26 months (July 16, 2026)	10% of share capital per 24-month period
2024 GSM 18 th	c) Share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts	26 months (July 16, 2026)	€1.5 billion (par value)
2024 GSM 19 th	d) Share capital increase by issuing shares and/or securities granting access to the share capital with retention of PSR	26 months (July 16, 2026)	€540 million (par value) €5,900 million (issue amount) for debt instruments
2024 GSM 20 th	e) Share capital increase, with cancellation of PSR , by issuing shares and/or securities granting access to the share capital, by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code	26 months (July 16, 2026)	€135 million (par value) ⁽¹⁾ €5,900 million (issue amount) for debt instruments ⁽¹⁾
2024 GSM 21 st	f) Share capital increase, with cancellation of PSR , by issuing shares and/or securities granting access to the share capital, by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code	26 months (July 16, 2026)	€135 million (par value) ⁽¹⁾ €5,900 million (issue amount) for debt instruments ⁽¹⁾
2024 GSM 22 nd	g) Setting the issue price of shares and/or securities granting access to the share capital in the context of a share capital increase with cancellation of PSR	26 months (July 16, 2026)	Ceilings set in the 20 th and 21 st resolutions ⁽¹⁾ 10% of the share capital
2024 GSM 23 rd	h) Increase in the number of shares to be issued in case of a share capital increase in the context of resolutions (d) to (f) (Greenshoe) with and without PSR	26 months (July 16, 2026)	Depending on the initial resolution used ⁽¹⁾ Maximum of 15% of the initial issue
2024 GSM 24 th	i) Share capital increase by issuing shares and/or securities granting access to the share capital in consideration for contributions in kind	26 months (July 16, 2026)	€135 million (par value) ⁽¹⁾ €5,900 million (issue amount) for debt instruments ⁽¹⁾ 10% of the share capital
2024 GSM 25 th	j) Grant of performance shares	18 months (November 16, 2025)	1.2% of share capital
2024 GSM 26 th	k) Share capital increase by issuing shares and/or securities granting access to the share capital with cancellation of PSR , reserved for members of Group employee savings plans	18 months (November 16, 2025)	€28 million (par value) ⁽²⁾
2024 GSM 27 th	l) Share capital increase by issuing shares and/or securities granting access to the share capital with cancellation of PSR , reserved for employees of certain non-French subsidiaries	18 months (November 16, 2025)	€14 million (par value) ⁽²⁾

Abbreviations: PSR = Pre-emptive Subscription Rights, 2024 GSM = 2024 General Shareholders' Meeting.

(1) Recap of overall limits:

- an overall ceiling of a par value amount of €540 million for share capital increases and of €5,900 million for all debt instrument for all issues with and without PSR;
- a sub-ceiling of a par value amount of €135 million for all issues without PSR.

(2) Total share capital increases decided pursuant to k) and l) are subject to a maximum par value amount of €28 million (amount independent of the general ceiling set out above).

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 ^{(1) (2)} (in euros)	Authorization date and resolution number	Expiry date	Used during 2023
a) Purchase by the Company of its own shares under a share buyback program ⁽³⁾	10% of the share capital	05/16/2023 (13 th)	11/16/2024	5,218,915 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €169.28 As part of the liquidity contract: a) 1,713,144 shares were purchased at an average price of €170.17 b) 1,768,353 shares were sold at an average price of €170.55 c) At December 31, 2023, the liquidity account balance comprises 32,380 shares and approximately €27 million in cash and monetary UCITS.
b) Cancellation of treasury shares	10% of share capital per 24-month period	05/19/2022 (20 th)	07/19/2024	4,174,000 shares were canceled for a value of €695,162,881 (excluding costs), by decision of the Board of Directors on 12/06/2023
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 st)	07/19/2024	This authorization was not used in 2023
d) Share capital increase by issuing shares and/or securities granting access to the share capital with retention of PSR (Pre-emptive Subscription Rights)	€540 million (par value) €18.2 billion (debt instruments granting access to share capital issue amount)	05/19/2022 (22 nd)	07/19/2024	This authorization was not used in 2023
e) Share capital increase by issuing shares and/or securities granting access to the share capital, with cancellation of PSR, by public offering other than private placement	€135 million (par value) €6.1 billion (debt instruments granting access to share capital issue amount)	05/19/2022 (23 rd)	07/19/2024	This authorization was not used in 2023
f) Share capital increase by issuing shares and/or securities granting access to the share capital with cancellation of PSR, by private placement	€135 million (par value) €6.1 billion (debt instruments granting access to share capital issue amount)	05/19/2022 (24 th)	07/19/2024	This authorization was not used in 2023
g) Setting the issue price of shares in the context of a share capital increase with cancellation of PSR	€135 million (par value) €6.1 billion (debt instruments granting access to share capital issue amount) 10% of share capital per 12-month period	05/19/2022 (25 th)	07/19/2024	This authorization was not used in 2023

Purpose of the authorization	Maximum amount ⁽¹⁾ ⁽²⁾ (in euros)	Authorization date and resolution number	Expiry date	Used during 2023
h) Increase in the number of shares to be issued in case of a share capital increase in the context of resolutions (d) to (f) (Greenshoe) with and without PSR	Within the limit of the ceiling applicable to the initial increase	05/19/2022 (26 th)	07/19/2024	This authorization was not used in 2023
i) Share capital increase by issuing shares and/or securities granting access to the share capital in consideration for contributions in kind	€135 million (par value) €6.1 billion (debt instruments granting access to share capital issue amount) 10% of share capital	05/19/2022 (27 th)	07/19/2024	This authorization was not used in 2023
j) Grant of performance shares	1.2% of the share capital	05/16/2023 (14 th)	11/16/2024	1,872,500 performance shares (€14,980,000 par value) were granted to 5,038 beneficiaries by decision of the Board of Directors on 11/06/2023
k) Share capital increase by issuing shares and/or securities granting access to the share capital with cancelation of PSR , reserved for members of Group savings plans	€28 million (par value) ⁽²⁾	05/16/2023 (15 th)	11/16/2024	3,066,521 shares were issued pursuant to this resolution in the context of the 2023 employee share ownership plan, representing a par value amount of €24,532,168
l) Share capital increase by issuing shares and/or securities granting access to the share capital with cancelation of PSR , reserved for employees of certain non-French subsidiaries	€14 million (par value) ⁽²⁾	05/16/2023 (16 th)	11/16/2024	133,479 shares were issued pursuant to this resolution in the context of the 2023 employee share ownership plan, representing a par value amount of €1,067,832

(1) Recap of overall limits: a maximum par value amount of €540 million and a maximum debt instruments granting access to share capital 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 2023 but prior to the Ordinary Shareholders' Meeting of May 16, 2023 were acquired pursuant to the 18th resolution adopted by the Shareholders' Meeting of May 19, 2022.

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 14, 2024.

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 14, 2024 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 14, 2024. 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 14, 2024, 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 14, 2024, 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, 2024. 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, 2024 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 24, 2024 to 3 p.m., Paris time, on May 15, 2024**, 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 – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense 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, 2024.

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 – Cœur Défense,

90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex), that is by May 13, 2024.

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, 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, 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 – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex).

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, 2024. **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, no later than the fourth working day preceding the Shareholders' Meeting, that is by

May 10, 2024. 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/2024-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 – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense 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 24, 2024 at 10 a.m. until the eve of the Shareholders' Meeting, that is on **May 15, 2024 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, 2024.

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/121036001> (meeting number **121-036-001**) 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.

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/2024-shareholders-meeting/>, by April 25, 2024 at the latest (that is 21 days before the Shareholders' Meeting).

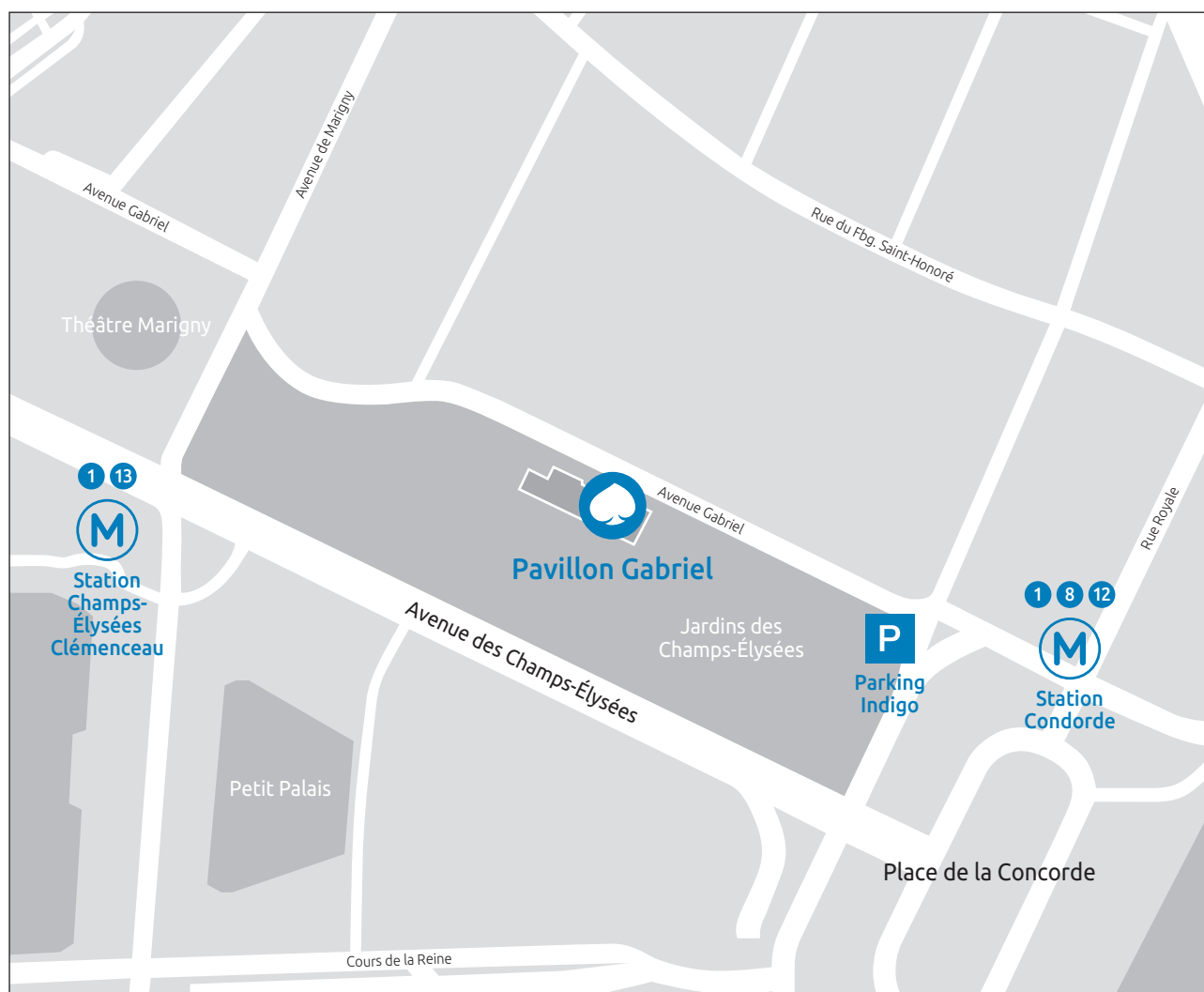
The Shareholders' Meeting **will be streamed live on Thursday, May 16, 2024 at 2 p.m.** (Paris time) on the Company's website at <https://investors.capgemini.com/en/event/2024-shareholders-meeting/>, with a replay subsequently available.

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, notifiez 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 DESIRE ASSISTER A CETTE ASSEMBLEE et demander 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 1 380 864 904 €
 Siège social : 11, rue de Tilsitt
 75017 PARIS
 330 703 844 R.C.S. PARIS

**ASSEMBLEE GENERALE MIXTE
 DU 16 MAI 2024
 COMBINED GENERAL MEETING
 ON MAY 16, 2024**

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY
 Identifiant - Account
 Nombre d'actions / Number of shares
 Nom / Prénom / Registered / Prénom / Nom
 Adresse / Address
 Voto simple / Single vote
 Voto 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)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci (Une des cases "Non" ou "Abstention"). / I vote YES at all the resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box. See this, one of the boxes "No" or "Abst."

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

JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

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

Noter, prénom, adresse de l'actionnaire (les modifications de coordonnées doivent être adressées à l'intermédiaire concerné) et ne pas modifier les données de l'assemblée. / Note, first name, address of the shareholder (Change regarding the information here in is 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.

13 mai 2024 / May 13th, 2024

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 – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense 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, 2024** 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/2024-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 29th, 2024 (n° 39).

Request for documents

This form should be returned to: Uptevia – Service Assemblées générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense 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, 2024** and referred to in Article R. 225-81 of the French Commercial Code, i.e. the agenda, the proposed resolutions, the general comments on the Group's activity over the past year.

Would ask Capgemini to send me, before the Combined Shareholders' Meeting ⁽¹⁾, the documents and information referred to in Article R. 225-83 of the French Commercial Code ⁽²⁾:

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

Done in:, on 2024

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 2023 Universal Registration Document which you may consult on the website www.capgemini.com.

Request for registration by internet

We propose to send you the next Notice of meeting file electronically for upcoming years.

If you would be interested in participating in this approach, we invite you to send back the document below duly completed and signed to: Uptevia – Service Assemblées générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense 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 2024

Signature

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



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European company with a share capital of €1,380,864,904
Registered office: Paris (17^e), 11 Rue de Tilsitt
330 703 844 RCS Paris
www.capgemini.com