

Notice of Meeting
**Combined
Shareholders'
Meeting**

**Wednesday May 20, 2026
at 2:00 p.m.**

Pavillon Vendôme
7 Place Vendôme
Paris (1^{er})

Welcome to the Combined Shareholders' Meeting on Wednesday May 20, 2026

Pavillon Vendôme
7 Place Vendôme, 75001 Paris

The welcoming of participants will start at 1:00 p.m.

(For information on how to access Pavillon Vendôme, please refer to page 61)

Shareholders' contacts



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Chairman's message

Dear Shareholders,

The Capgemini Combined Shareholders' Meeting will be held on **Wednesday, May 20, 2026 at 2 p.m.** (first notice) at Pavillon Vendôme 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 thirty resolutions.

In a complex macroeconomic environment, the Group exceeded its revenue growth objective and met its margin and organic free cash flow objectives in 2025, demonstrating the strength and clarity of the strategy proposed by its Chief Executive Officer, Aiman Ezzat, and approved by the Board of Directors. The improvement of our underlying growth dynamics throughout the year has been driven by a strong demand for cloud, data & AI and digital business process services, as well as a greater number of large transformational deals.

Capgemini is helping its clients to scale AI from small experiments to enterprise-wide programs by integrating AI throughout our portfolio, deploying it in delivery, and strengthening our partner ecosystem to accelerate path to value. Generative and agentic AI already accounted for over 10% of Group bookings in Q4, demonstrating that our clients recognize us as a trusted partner for their AI-driven business and technology transformation.

With regard to the composition of the Board of Directors, you are asked to renew the term of office as director of Ms. Maria Ferraro as well as my own term of office, to appoint Ms. Véronique Weill and Mr. Luc Rémont as members of the Board of Directors for a term of four years, and to ratify the co-optation of Ms. Lila Tretikov, decided by the Board of Directors on January 5, 2026, to replace Ms. Megan Clarcken. These proposals support the Board's ambition to maintain a diverse range of profiles and industry expertise as well as a strong level of international diversity, while further enhancing gender parity on the Board.

Furthermore, the Board of Directors proposes to retain, at the end of the next Shareholders' Meeting, a governance structure separating the duties of Chairman and Chief Executive Officer and to reappoint me as Chairman of the Board, subject to the renewal of my term of office as director by the Shareholders' Meeting.

2026 will also be marked by the departure of Mr. Xavier Musca and Mr. Frédéric Oudéa, who have chosen not to seek the renewal of their terms of office. I would like to warmly thank them for their respective contributions to the work of the Board and its Committees, in particular as Chairman of the Audit & Risk Committee, and as Lead Independent Director and Chairman of the Ethics & Governance Committee. The Board of Directors also intends to appoint Mr. Patrick Pouyanné as Lead Independent Director at the end of the Shareholders' Meeting.

"I am delighted with the Group's resilience and performance over the past fiscal year, delivered in a complex macroeconomic environment. By exceeding our growth targets while preserving our profitability in such a volatile context, we clearly confirmed our strategic positioning and the value Capgemini brings to its clients."



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 2025. You will also be asked to vote on the 2026 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 36% of net profit (Group share), in line with the Group's historic 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.

Paul Hermelin

Chairman of the Board of Directors

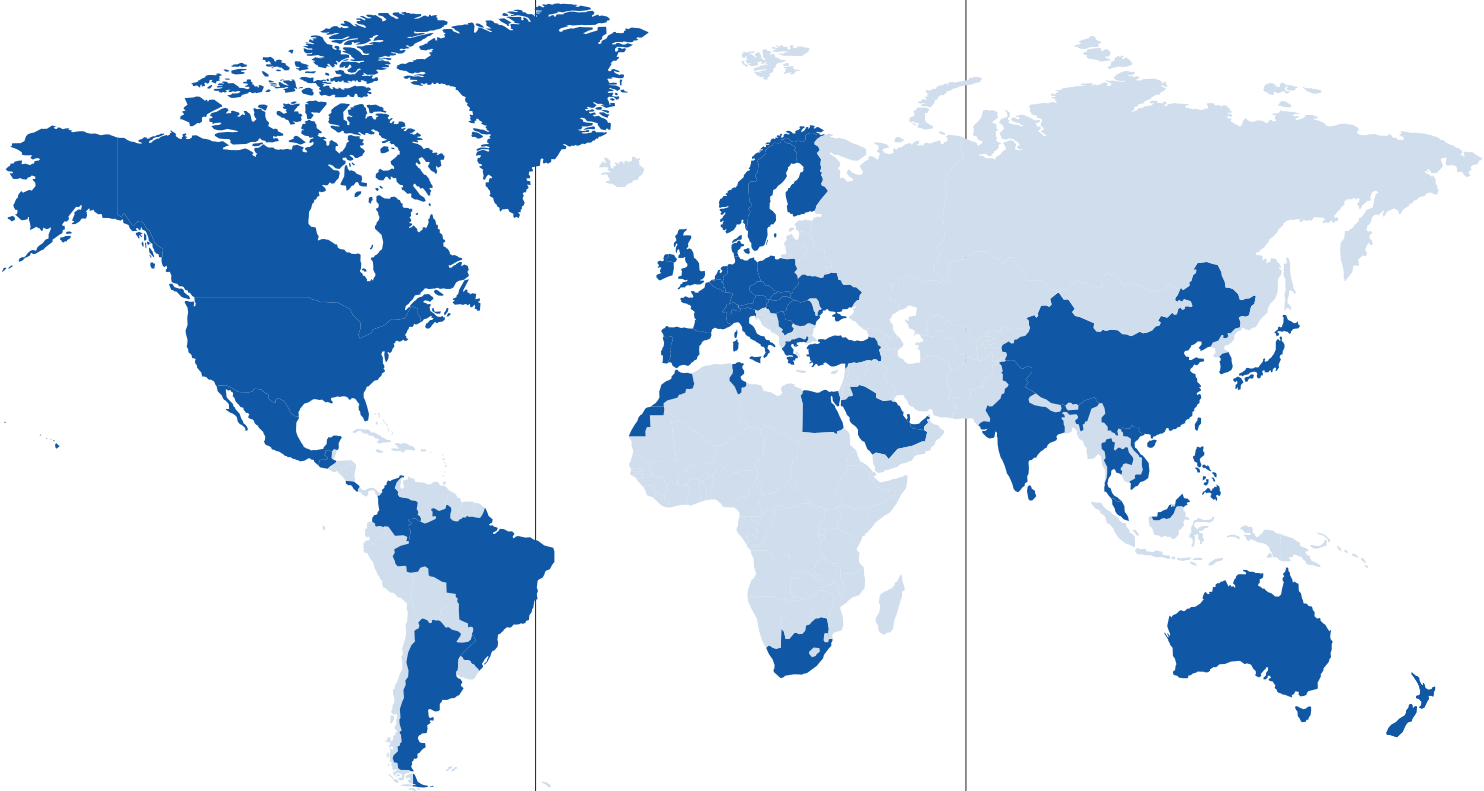


A global leader and strategic partner for companies

More than
423,000
people

Over
50
countries

More than
160
nationalities



Americas

33,000
people

**Europe, Middle East
and Africa**

132,000
people

Asia-Pacific

258,000
people



Our people

40.5%

of women in the global headcount*

Around

8%

of the capital is owned by employees*

97.2

Average number of learning hours per employee, including learning in the flow of work*

Our businesses

Strategy & Transformation
Application & Technology
Engineering
Operations

Our seven values

Honesty
Boldness
Trust
Freedom
Fun
Modesty
Team spirit

Client satisfaction level on contracts⁽¹⁾

4.3/5

Our financial results

Revenues

€22,465m

Operating margin⁽²⁾

13.3%

Organic free cash flow⁽³⁾

€1,949m

Our ratings and commitments

Member of the

DJBIC

Europe Index

A net zero business by

2040

A

in CDP's "Climate Change 2025" scoring

35%

of women in leadership positions in 2030

* As an exception, these figures do not account for WNS and other acquisitions completed at the end of 2025, unlike the rest of the data of this double-page section, which includes them.

- (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 2025

Capgemini delivered a solid performance in 2025 with a tangible acceleration in growth throughout the year, a resilient operating margin and a strong cash flow generation. The Group benefited from the targeted initiatives implemented over the past year to make it more agile with a stronger emphasis on growth, and from a demand environment that proved slightly better than expected toward the year end.

Overall, Capgemini reported revenues of €22,465 million in 2025, up +3.4% year-on-year at constant currency. This performance stands above the top end of the growth outlook as initially announced in February 2025 (-2.0% to +2.0% at constant currency) and upgraded in October 2025 (+2.0% to +2.5% at constant currency). After a return to positive growth in Q2, the constant currency growth rate continued to improve to reach +10.6% year-on-year in Q4, reflecting a further improvement in underlying performance. The Group benefited also in Q4 from the contribution of the acquisitions closed during this quarter (WNS and Cloud4C – see the "Significant Events in 2025" section below).

The operating margin was stable year-on-year, at 13.3% of revenues, within the range targeted for 2025. Organic free cash flow was essentially stable at €1,949 million, in line with the target of "around €1.9 billion" for 2025.

Capgemini continued to demonstrate the relevance of its positioning and the strength of its partner ecosystem through strong performance on large deals while demand remained selective and even subdued in some markets. Clients maintained a strong focus on efficiency, operational agility and cost optimization while accelerating their AI (Artificial Intelligence) transformation roadmaps. This environment has fueled a sustained demand for Capgemini's Cloud, Data & AI services notably to provide the foundational capabilities required to scale AI. The commercial pipeline is also starting to benefit from the growing momentum in Defense, Sovereignty and Intelligent Operations.

Capgemini also expanded in 2025 its investments in its AI and Generative AI-related service offerings, partner ecosystem and talent upskilling initiatives. Thanks to its increased capabilities and extensive expertise in delivering client-specific solutions across industries, the Group further strengthened its positioning as a recognized leader in this area of AI. This is illustrated by the strong growth of its Generative AI-related bookings, which contributed more than 8% of Group bookings in 2025 compared with close to 4% in 2024.

Financial performance

Capgemini reported revenues of €22,465 million in 2025, up +1.7% year-on-year. Excluding the -1.7% headwind from currency fluctuation, constant currency growth was +3.4%.

In a volatile environment, the Group demonstrated the resilience of its operating margin. The cost of services rendered increased to €16,390 million and 72.9% of revenues, up by 30 basis points year-on-year. Conversely, selling expenses decreased to €1,611 million, down by 20 basis points to 7.2% of revenues, and general & administrative expenses decreased to €1,481 million, down by 10 basis points to 6.6% of revenues. Overall, total operating expenses amounted to €19,482 million in 2025 compared with €19,162 million in 2024. Nonetheless, operating margin is up by €49 million to €2,983 million or 13.3% of revenues, stable year-on-year.

Looking at costs by nature, the slight decrease in personnel costs (from 68.6% of revenues in 2024 to 68.1% in 2025) and in depreciation, amortization and provisions (from 2.9% in 2024 to 2.6% in 2025) was offset most notably by the increase in purchases and subcontracting expenses (from 13.0% to 13.7%).

Other operating income and expenses represented a net expense of €784 million in 2025, compared to €578 million in 2024. This increase is notably attributable to higher restructuring charges, and also to higher transformation costs and acquisition costs.

Capgemini's operating profit was €2,199 million, or 9.8% of revenues, compared with €2,356 million, or 10.7% of revenues in 2024.

The Group reported a net financial expense of €30 million in 2025, compared to a net income of €13 million in 2024, reflecting primarily higher interest expense on the financial debt, with a bond issuance completed in September 2025 for a total amount of €4.0 billion, and lower interest income on cash assets.

The income tax expense was €534 million in 2025, representing an effective tax rate of 24.6%, compared to €681 million and 28.8% in 2024.

Taking into account the share of profits of associates and joint ventures and non-controlling interests, the Group share in net profit decreased -4.2% year-on-year to €1,601 million. Basic earnings per share is down by -3.7% to €9.46. Normalized earnings per share was up by +5.8% to €12.95.

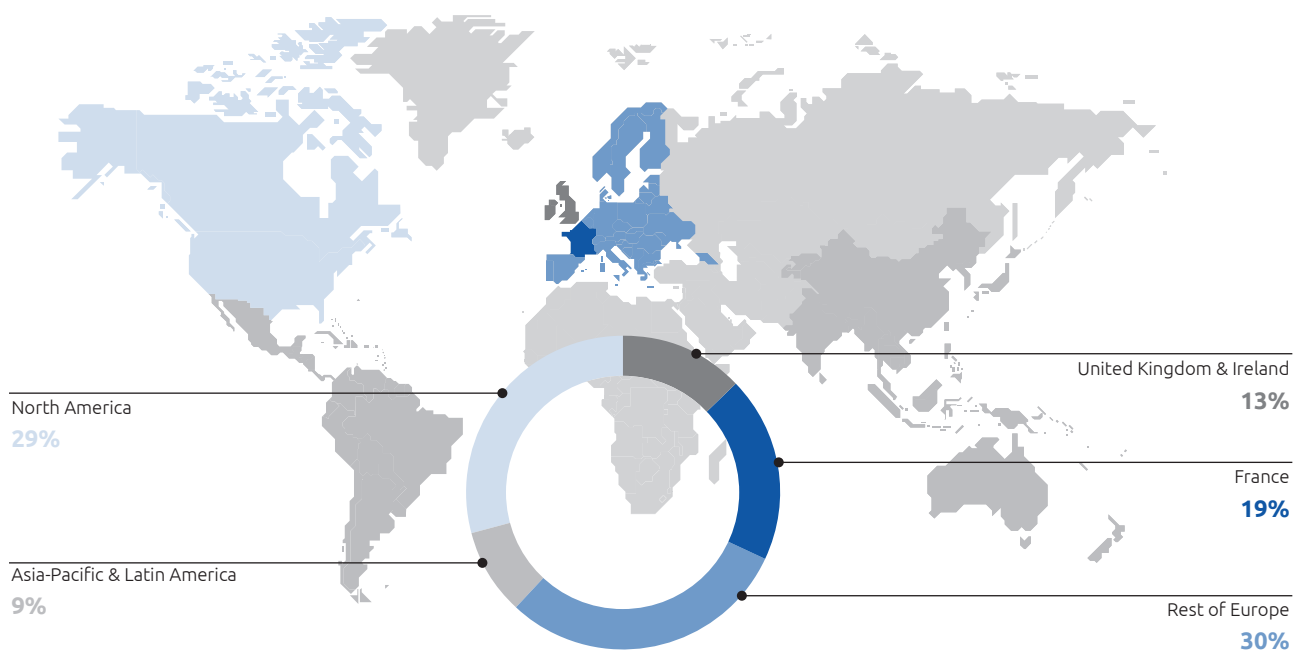
Group cash from operations amounted to €3,198 million in 2025 vs. €3,261 million in 2024, mostly due to the slight decline in the Group share in net profit as mentioned above. Income tax payments decreased by €47 million to €474 million, while working capital requirement increased from €214 million in 2024 to €242 million in 2025. Consequently, net cash from operating activities was slightly down to €2,482 million, compared with €2,526 million the year before. Capital expenditure (net of disposals) amounted to €222 million or 1.0% of revenues, compared with 1.4% in 2024. Interest paid and received resulted in a net cash outflow of €15 million, compared with a net cash inflow of €37 million in 2024. Lastly, lease debt repayments were virtually stable in 2025 at €296 million. As a result, the Group maintained in 2025 a strong generation of organic free cash flow at €1,949 million vs. €1,961 million in 2024.

In 2025, Capgemini actively deployed close to €4.6 billion of capital, funded by the organic free cash flow of the year and bond issuances. Capgemini invested €3.8 billion in acquisitions, notably to acquire WNS. The Group also paid dividends of €578 million (€3.40 per share) to Capgemini SE shareholders and allocated €542 million to share buybacks (or €544 million including fees and liquidity program): €200 million under its multiyear program and €342 million to neutralize the dilution of the 12th employee share ownership plan (ESOP). This ESOP plan, which proved highly successful and thus contributed to maintaining employee shareholding at around 8% of the share capital, led to a gross capital increase of €299 million (or €297 million net of fees).

In June 2025, the Group redeemed in full and at maturity its €800 million bond issued in June 2020 and issued new bonds in September 2025 for a total of €4.0 billion.

At December 31, 2025, Capgemini had cash, cash equivalents and cash management assets of €3.0 billion. After accounting for borrowings of €8.3 billion as well as for derivative instruments, the Group's net debt is €5.3 billion, compared with €2.1 billion at December 31, 2024.

Operations by region



The acceleration in Capgemini's growth throughout 2025 was fueled by improvements in revenue growth rates across all regions.

At constant exchange rates, revenues in **North America** (29% of Group revenues) increased by +7.3% compared to 2024. This resulted from continued underlying traction throughout the year and the acquisition of WNS, which strengthens the Group in the region. The strong performance of Financial Services and, to a lesser extent in the TMT (Telecoms, Media & Technology) and Manufacturing sectors, were the main growth drivers. The operating margin increased to 16.9% from 16.5% in 2024.

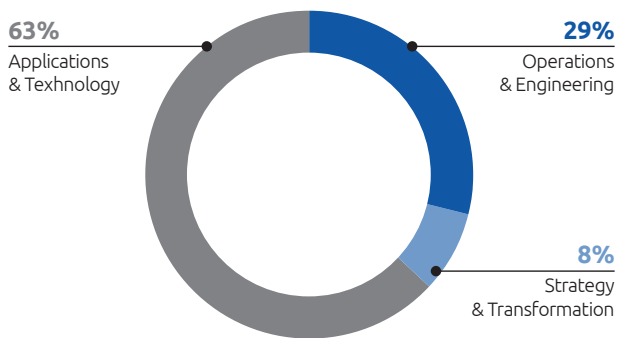
The **United Kingdom and Ireland** region (13% of Group revenues) posted a +10.5% increase in revenue with growth across the board. This strong performance was primarily driven by robust underlying momentum notably in the Financial Services, TMT and Public sectors. The operating margin was 18.0% compared to 19.7% in 2024.

France (19% of Group revenues) revenues decreased by -4.1%, in a challenging environment. This evolution was mostly driven by the persistent weakness of the Manufacturing sector and the contraction of the Energy & Utilities and Consumer Goods & Retail sectors. The operating margin was 10.9% compared to 10.2% in 2024.

In the **Rest of Europe** region (30% of Group revenues), revenues declined by -0.7%. The good performance of the Public Sector and the growth in Energy & Utilities and Services sectors were offset by a weak Manufacturing sector. The operating margin was 11.4%, down slightly from 12.0% a year earlier.

Finally, revenues in the **Asia-Pacific and Latin America** region (9% of Group revenues) were up +13.8% driven by Financial Services as well as the solid traction in the Consumer Goods & Retail and TMT sectors. The operating margin increased marginally to 12.6% compared with 12.4% 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** services (8% of Group revenues) reported +2.4% growth in total revenues in 2025, reflecting contrasted trends across regions.

Applications & Technology services (63% of Group revenues and Capgemini's core business) reported a +4.6% increase in total revenues.

Finally, total revenues in **Operations & Engineering** services (29% of Group revenues) increased +4.9% with solid growth in Digital Business Process Services.

The following table presents the utilization rates of productive employees:

Utilization rate	2024				2025			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Strategy & Transformation	67%	69%	69%	69%	67%	69%	68%	71%
Applications & Technology	79%	80%	80%	81%	79%	80%	79%	79%

Headcount

At December 31, 2025, the Group's total headcount stood at 423,405, up 82,287 or +24% year-on-year, primarily reflecting the integration of WNS team members.

The onshore workforce was stable year-on-year at 144,218 employees. The offshore workforce increased by 82,299 year-on-year, or +42%, to 279,187 employees, i.e., 66% of the total headcount.

The average headcount increased from 337,813 in 2024 to 364,028 in 2025, mostly due to the integration of WNS. The total number of entries into the Group in 2025 was 155,241. The voluntary attrition rate decreased to 14.9% in 2025 (before integration of WNS data which will be taken into account from 2026 onwards) compared to 15.7% in 2024.

Bookings

With bookings of €24,356 million in 2025 and €7,202 million in Q4, the Group maintained a strong commercial momentum, achieving a solid book-to-bill of 1.08 for the year, and 1.21 in Q4. When compared to 2024 bookings, this represents, at constant exchange rates, an increase of +3.9% for the year and of +9.1% in Q4.

Generative AI bookings amounted to more than 8% of Group bookings for the year and more than 10% in Q4.

Significant events in 2025

Acquisition of WNS and other significant transactions

On October 17, 2025, Capgemini completed the acquisition of WNS, a digital-led business transformation and services company and leader in the Digital BPS (Business Process Services) market for a total cash consideration of \$3.3 billion, excluding WNS' net financial debt which was negligible at the time of the transaction. This acquisition was mostly financed with a part of the proceeds of the bond issuance which had been completed in September 2025.

With the closing of this transaction, the Group has created a global leader in Agentic-AI-powered Intelligent Operations. By combining Capgemini's global reach, strategy and transformation capabilities, technology and AI leadership with WNS's industry expertise and technology platforms, the Group is uniquely positioned to help its clients transform their business processes with AI, and thus deliver efficiency and agility while achieving superior business outcomes.

Capgemini carried out several other transactions in 2025. Most notably, the Group completed on November 3, 2025, the acquisition of Cloud4C, a leading provider of automation-driven managed services for hybrid, private, public and sovereign cloud environments. Their 1,600-strong team, that specializes in platform-based services with AI operations and automation capabilities, will expand Capgemini's footprint in the fast-growing cloud managed services market.

Commercial momentum

In 2025, Capgemini won many noteworthy business deals across all its main sectors and businesses.

In the Manufacturing and Life Sciences sector

- In the Intelligent Industry market, Capgemini has been selected by a global leader in space systems to provide a wide range of engineering and innovation services to deliver tangible benefits such as supplier rationalization, cost optimization, a transnational service model, and resource upskilling.
- In the same market, a global leader in defense technologies has signed with the Group a multi-year framework agreement, as part of their engineering transformation roadmap, to deliver end-to-end digital services for all their design offices and for all divisions of the group across the globe.

- In the same market, Capgemini has secured a strategic contract to support a leading global aerospace company to accelerate production cadence while significantly reducing non-conformities, combining the use of Generative AI to create design solutions based on historical analysis and continuous support through globally distributed technical teams.
- Again in the Intelligent Industry market, a US leader in the pharma industry, looking to significantly increase production capacity in Europe in the next three years, has selected Capgemini to transform and accelerate the digitalization of their manufacturing processes, thanks to the Group's industry expertise and proficiency in Manufacturing Execution Systems.
- In the same market, the Group has been chosen by a European leader in the defense sector to develop a digital twin for various components of a defense platform. Our comprehensive activities include mechanical analysis, prediction and correlation of test results, and the development of advanced programming tools.
- In the same market, a leading European automotive supplier has entrusted Capgemini to provide turnkey Advanced Driver Assistance System (ADAS) validation for next-generation vehicles, using a cross-geo delivery model and strong expertise in software integration, data acquisition, and compliance.
- In the Data & AI area, a European premium car maker has selected Capgemini to support and drive the client's journey towards integrating AI throughout their operations and ensure widespread adoption, and to scale their AI strategies and capabilities to optimize operations, accelerate technological innovation, and enhance customer experiences.
- In the area of sustainability services, the Group was chosen by a leading player in defense systems to design a scalable Information System to secure ESG data monitoring, reliability and auditability over the long term and ensure compliance with European regulatory requirements (CSRD, Duty of Care).

In the Financial Services sector

- In the Enterprise Management market, a UK-based global leader in banking services has entrusted Capgemini for a flagship HR Transformation initiative focused on enhancing employee experience by transitioning to a Workday platform the payroll processing for approximately 55,000+ employees.
- In the Cloud area, a Tier-1 bank in the Nordics has chosen Capgemini as a strategic partner to deliver business value by leveraging cloud solutions across the client's operations to improve their overall efficiency and agility.
- In the area of Data & AI, a major bank in the Asia-Pacific region has enlisted Capgemini to design and implement a streamlined strategic data platform for management and regulatory reporting, to improve operational management and regulatory compliance.
- In the same area, the Group has been selected by a UK-based global leader in banking services to implement advanced solutions leveraging Generative AI across their business lines to deliver key outcomes focused on risk management, finance transformation, and investment banking operations.

- Again in the Data & AI area, a leading bank in the Asia-Pacific region has signed a strategic partnership with Capgemini to entail AI-powered business process and technology transformation and help the firm to access scale AI operations. The Group will not only simplify and hyper-automate operations but also deliver innovative experience for client employees and customers.
- In the cybersecurity area, Capgemini has been engaged by a major French insurance group to establish a multi-domain expertise center for project-support activities (risk analysis, compliance assessment) and data security. The Group will also provide expert governance and client-specific tools dedicated to capabilities management and productivity gains.

In the Consumer Goods & Retail sector

- In the Customer First market, a leading European retailer has selected Capgemini as its long-term strategic partner to develop, enhance and maintain the client's customer service platform based on Salesforce solutions. The Group will also take full responsibility for the related Application Development & Maintenance (ADM) services.
- In the same market, a global leader in consumer goods has chosen the Group to provide an integrated marketing operations network, leveraging automation and Agentic AI to improve the overall efficiency of their brand marketing activities and reduce the cost of their global customer engagement centers.
- In the Enterprise Management market, a global specialist retailer has enlisted the Group to migrate the Finance, HR and Supply Chain functions of its Brazilian branch to the SAP S4/Hana solution.
- In the Data & AI area, Capgemini has been selected by a major U.S. consumer goods company to develop AI co-scientist agents to improve their R&D and product development activities via shorter and more digital development cycles, leveraging internal and external data sources as well as predictive models.
- In the same area, a leading U.S. consumer goods company has entrusted the Group with a multi-year contract to provide Data & Analytics services to its operations, bringing flexibility and costs transparency to accelerate the firm's transformation agenda and AI-based worker augmentation.
- In the Cybersecurity area, a leading luxury goods retailer in the Middle East region has selected Capgemini to build and run their information security capabilities to strengthen the Group's security posture across its multi-cloud hybrid infrastructure, while ensuring compliance with local regulatory requirements.

In the TMT (Telecoms, Media & Technology) sector

- In the Intelligent Industry market, a leading European network equipment provider has selected Capgemini to drive the end-to-end transformation of its network deployment services for mobile core products across Europe. This project will also leverage the Group's GenAI/Hybrid AI assets to deliver tangible cost savings.

- In the Customer First market, Capgemini has been selected by a leading Scandinavian telecom operator to deliver a unified digital commerce solution enabling personalized journeys, dynamic pricing, and seamless system integration. It will enhance customer experience, accelerate product launches, and ensure consistency across all digital touchpoints, while laying the foundation for agentic solutions deployment.
- In the Enterprise Management market, a U.S. high tech company has enlisted Capgemini as a strategic partner to design and deploy a multi-year finance transformation roadmap within all finance capabilities. Ultimately, the Group will operate the client's operational Finance activities while optimizing them with AI.
- In the Data & AI area, Capgemini was chosen by a U.S. communication operator to implement an Agentic AI-powered DataOps solution to accelerate its data strategy, delivering tangible productivity gains and faster data hydration through intelligent automation and GenAI integration.
- In the Cybersecurity area, a leader in the U.S. telco market has selected the Group to advise, implement and support a best-in-class cybersecurity software solution in both their business and large cellular network infrastructure.

In the Public Sector

- In the Enterprise Management market, a major public security body in Europe has selected Capgemini as the digital transformation partner for S/4 SAP implementation within a multi-year engagement. The Group will replace the current legacy systems with a modern, integrated and future-proof platform to enhance service delivery, reduce cost of operations, and ensure data quality.
 - In the Cloud area, Capgemini secured a multi-year framework agreement as a strategic partner to a key public sector client in Europe. Our solution is anchored in the integration of cutting-edge cloud technologies, including Sovereign Cloud capabilities tailored for high-security environments to enable a next-generation digital platform for public service delivery.
 - In the Cloud Area, another major public security body in Europe has selected Capgemini as its long-term digital transformation partner. This partnership encompasses the design, build, modernization, and operation of security procedures, processes, and infrastructure, building on cloud computing and AI technologies.
- In the same area, Capgemini has been enlisted as a strategic partner to deliver and manage a sovereign cloud infrastructure for a European Public Sector client. This involves transitioning critical IT systems and applications to the sovereign cloud and safeguarding dedicated hardware in regional data centers.
 - In the Data & AI area, a healthcare governmental agency in the Middle East region has entrusted the Group to deliver measurable business value by harnessing advanced AI solutions to transform healthcare operations, elevate patient outcomes, ensure regulatory compliance, and drive cost-efficiency.

In the Energy & Utilities sector

- In the Enterprise Management market, Capgemini has signed a multi-year key partnership with a U.K. civic authority for a wide range of consulting, engineering and application services, to secure U.K. water companies for continuous water quality monitoring regulatory programs and improvement of water catchment management more broadly, globally.
- In the Cloud area, a major European power utility has selected the Group for a multi-year project to design and implement a hybrid service delivery model, custom built to deliver services agnostic of hosting platform to diverse client business units of the Company, leveraging enhanced automation and cloud infrastructure operations.
- In the Data & AI area, a leading player in nuclear energy has enlisted the Group to deploy autonomous humanoid robots to replace manual intervention in nuclear radiation zones, directly improving worker safety and operational resilience. This is Physical AI: the convergence of AI and robotics into intelligent machines that navigate and act with human-like dexterity.
- In the same area, Capgemini has been selected by a major energy infrastructure operator in the U.K. to design and deploy a GenAI-based employee query and knowledge management platform, contributing to a modern, scalable HR service delivery model and enhanced employee experience.
- Finally, in the area of sustainability services, Capgemini has been enlisted by a national energy system operator in the U.K. to provide application development and deployment services to enable increased and faster connection of renewable energy sources into the national power grid, thus contributing to the country's Net Zero ambitions.

Comments on the Capgemini group consolidated financial statements and outlook for 2026

Consolidated Income Statement

Consolidated revenues total €22,465 million for the year ended December 31, 2025, compared with €22,096 million in 2024, up 1.7% on reported figures and 3.4% at constant exchange rates.

Operating expenses total €19,482 million, compared with €19,162 million in 2024.

The **operating margin** is therefore €2,983 million in 2025, compared with €2,934 million in 2024, representing a margin rate of 13.3% as previous year.

Other operating income and expenses is a net expense of €784 million in 2025, compared with €578 million in 2024.

Operating profit is therefore €2,199 million (9.8% of revenues), compared with €2,356 million in 2024 (10.7% of revenues).

The **net financial expense** is €30 million, compared with net financial income of €13 million in 2024.

The **income tax expense** is €534 million, compared with €681 million in 2024. The effective tax rate is 24.6% in 2025, lower than in 2024.

Profit for the year attributable to owners of the Company is €1,601 million in 2025, compared with €1,671 million in 2024, after taking into account share of profit of associates and joint ventures and non-controlling interests.

Normalized earnings per share is €12.95 based on an average of 169,347,632 ordinary shares outstanding in 2025, compared with €12.23 based on an average of 170,201,409 ordinary shares outstanding in 2024.

Consolidated Statement of Financial Position

Equity attributable to owners of the Company totaled €11,648 million on December 31, 2025, down €127 million on December 31, 2024. This decrease was mainly due to:

- the negative impact of other comprehensive income of €(1,192) million, including translation adjustments of €(1,205) million;
- the payment to Capgemini SE shareholders of dividends of €578 million;
- the cancelation of treasury shares in the amount of €545 million;

partially offset by:

- the net profit for the period of €1,601 million;
- the impact of incentive and employee share ownership instruments of €586 million.

Non-current assets totaled €19,564 million on December 31, 2025, up €3,212 million on December 31, 2024, mainly due to the increase in goodwill as a result of acquisitions in the period.

Non-current liabilities totaled €9,533 million on December 31, 2025, up €3,379 million vs. December 31, 2024, mainly due to bond issues during the fiscal year.

Trade receivables and contract assets totaled €5,466 million on December 31, 2025, compared with €5,219 million on December 31, 2024. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €3,717 million on December 31, 2025, compared with €3,684 million on December 31, 2024.

Accounts and notes payable mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than income tax and totaled €4,609 million on December 31, 2025, compared with €4,693 million on December 31, 2024.

Consolidated net debt totaled €5,306 million on December 31, 2025, compared with €2,107 million on December 31, 2024. This €3,199 million increase in net debt vs. December 31, 2024 is mainly due to:

- net cash outflows of €543 million in respect of transactions in treasury shares;
- payments to shareholders of dividends of €581 million, of which 578 million to Capgemini SE shareholders;
- outflows on company acquisitions, net of cash and cash equivalents acquired, of €3,775 million;

partially offset by:

- organic free cash flow generation of €1,949 million;
- capital increase of €297 million following the issue of new shares under the ESOP international employee share ownership plan.

Outlook for 2026

The Group's financial targets for 2026 are:

- revenue growth of around +6.5% up to +8.5% at constant exchange rates. The inorganic contribution is estimated at around 4.5 points to 5 points;
- operating margin of 13.6% to 13.8%;
- organic free cash flow of around €1.8 billion to €1.9 billion.

The organic free cash flow target takes into account an increase in restructuring cash outflow of around €200 million compared to 2025 related to the Fit-for-growth initiatives.

Income Statement of Capgemini SE

The Company reported **operating income** for the year ended December 31, 2025 of €431 million comprising royalties received from subsidiaries, compared with €715 million last year (including €434 million in royalties). The €281 million difference year-on-year follows the application by the Company of ANC Regulation No. 2022-06 on modernizing the financial statements. This notably led to the reclassification of the rebilling of performance shares in net financial income for the year, accounting for €277 million of the difference.

Operating profit is €326 million, compared with €314 million in 2024.

Net financial income is €333 million (compared with €567 million in 2024) and reflects the difference between:

- income of €1,644 million, mainly comprising dividends received from subsidiaries (€707 million), foreign exchange gains on the pooling of currency risk at Group level (€484 million), the rebilling of performance shares delivered to Group employees (€225 million), reversals of provisions for foreign exchange losses (€60 million) and for equity interests and treasury shares (€50 million), bank interest (€40 million), income from loans granted to subsidiaries (€12 million) and disposals of equity interests (€30 million);

- expenses of €1,311 million, mainly comprising foreign exchange losses (€441 million), the cost of delivering performance shares (€225 million), charges to provisions for foreign exchange losses (€174 million) on the pooling of currency risk at Group level, charges to provisions for equity interests (€155 million), interest on bond issues and bank borrowings (€155 million), interest on Group borrowings including cash pooling (€77 million), as well as the net carrying amount of financial fixed assets sold (€69 million).

The €234 million decrease in net financial income year-on-year is mainly due to the change in provisions for foreign exchange losses on the pooling of currency risk at Group level (€188 million) as well as a €39 million change in provisions related to equity interests and marketable securities.

Non-recurring items mainly comprise the accelerated depreciation of company acquisition costs and represent a net expense of €2 million compared to €9 million last year.

After an **income tax expense** of €70 million (compared with €39 million in 2024), notably reflecting the income tax expense of the tax consolidation Group, the Company reported a **net profit** of €587 million.

2. Governance

An independent and balanced Board of Directors

Paul Hermelin
Chairman of the Board of Directors



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 had defined Capgemini for over 50 years.

13+2

Board of Directors⁽¹⁾

83%

Independent Directors⁽²⁾

60 years

Average age

40%

Internationalization

6 years

Average length of office

w: 42%

M: 58%

Gender balance⁽³⁾

2

Directors representing employees

1

Director representing employee shareholders

NB: Information at December 31, 2025.

⁽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. Aïman Ezzat.

Group Executive Board

It prepares the broad strategies submitted to the Executive Committee for approval and facilitates the carrying out of the Group's operations. It also takes the necessary measures with regards to the appointment, setting of quantitative objectives and performance appraisal of executives with a wide range of responsibilities.

Executive Committee

It assists Group management to define broad strategies and make decisions regarding the Group's operating structure, the choice of priority offerings, production rules and organization, and the methods of implementing human resources management.

Four special-purpose committees assist Group management

The Group Review Board

The Mergers & Acquisitions Committee

The Investment Committee

The Risk Committee

For more information regarding Capgemini SE governance or corporate officers' compensation, see Section 2 of the 2025 Universal Registration Document.



Board of Directors

Board of Directors

95%
Attendance

15
Members

83%
Independence ⁽¹⁾

11
Meetings

3
Executive Sessions

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

4
Members

100%
Independence

4
Meetings

Compensation Committee

93%
Attendance

5
Members

100%
Independence

3
Meetings

Strategy & CSR Committee

89%
Attendance

6
Members

60%
Independence

5
Meetings

Audit & Risk Committee

96%
Attendance

4
Members

100%
Independence

7
Meetings

NB: Information at December 31, 2025.

(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 2026

With respect to 2025, under the responsibility of the Lead Independent Director and with the assistance of an external service provider, an external assessment was conducted, 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 2026:

— Strategy

Continued involvement of the Board in defining strategy and monitoring strategic priorities, developing activities in the United States and developing AI/Agentic AI activities.

Monitor the integration of WNS and Cloud4C.

— Succession plans

Continue work on preparing the succession of Executive Corporate Officers including monitoring the development of members of the Group Executive Board.

Continue planning for the replacement of Directors over the period 2026-2030.

— Board operations

Introduce an annual Board agenda of the Board of Directors to further reinforce the focus on strategic issues and risk monitoring.

Activities of the Board in 2025

Group strategy and organization, CSR	Governance	Finance
<ul style="list-style-type: none"> — Definition and monitoring of the Group's medium-term strategic priorities and activities in the United States — Acquisition of WNS and agentic AI-powered Intelligent Operations strategy; monitoring of other external growth opportunities and current integrations — Artificial Intelligence strategy (generative and agentic) (offering portfolio and Group operations) — Review of the main changes in markets, technology and the competitive environment — 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 Committees (independence of Directors and Board diversity policy) — Preparation of the Shareholders' Meeting — Internal assessment of the Board and launch of the three-yearly external assessment — Monitoring of dialogue with shareholders and proxy advisors — Review of the Executive Corporate Officers succession process (including in emergency situations) and preparation of future governance deadlines — Amendments to the Bylaws to bring them into compliance with the Attractiveness Law 	<ul style="list-style-type: none"> — Budget — Financial communication, including review of the process for preparing the financial results press release — Financing transactions related to the acquisition of WNS — Share buyback program — Sureties, endorsements and guarantees
Group Performance	Audit & Risk	Talent management, diversity and compensation
<ul style="list-style-type: none"> — Group performance and activities — Optimization of the Group's organization — Monitoring customer satisfaction 	<ul style="list-style-type: none"> — 2024 Company financial statements — 2024 consolidated financial statements and 2025 first-half interim consolidated financial statements — Statutory Auditor terms of office — Risk monitoring (including mapping) encompassing cybersecurity — 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 and Directors and the 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 presentations (market developments, technology trends, competitive environment, focus on a specific geography or line of business, etc.) 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 2025, in addition to operating presentations and issues discussed during Board meetings (described in the Section above on the activities of the Board), two training sessions were organized ahead of Board of Directors' meetings. These focused on the activities of Capgemini Invent (the Group's consulting activity), market trends from the perspective of the Group's major technological partners, and on artificial intelligence (AI). In 2025, the Board of Directors focused particularly on artificial intelligence (generative AI and agentic AI) in its broader context (training, presentations at Board meetings, risk monitoring and strategic discussions), covering AI-related trends, issues and opportunities, as they impact the Group service offering or the agentic AI powered Intelligent Operations strategy, as accelerated by the acquisition of WNS.

The experience and expertise brought by each Director sitting on the Board of Directors at December 31, 2025 may be summarized as follows.

	Experience and expertise of directors											Member of specialized Board committees				
	General experience & expertise							Expertise								
	Management position (Executive Committee)	Strategy and understanding of technology sector	Human resources & talent management	Finance, Audit & Risks	ESG*, Ethics & Compliance	Governance & Compensation	International experience	Data, Digital & Cloud	Services	Industry	Audit & Risk Committee	Ethics & Governance Committee	Compensation Committee	Strategy & CSR Committee		
Paul Hermelin Chairman of The Board	●	●	●	●	●	●	●	●	●	●				○		
Aïman Ezzat Chief Executive Officer	●	●	●	●	●	●	●	●	●	●				●		
Frédéric Oudéa Lead Independent Director	●	●	●	●	●	●	●		●		○					
Jean-Marc Chéry Director	●	●	●	●	●	●	●	●		●				●		
Megan Clarcken Director	●	●	●	●	●	●	●	●	●					●		
Ulrica Fearn Director	●	●	●	●	●		●		●	●	●					
Maria Ferraro Director	●	●	●	●	●	●	●		●	●	●					
Pierre Goulaieff Director representing employees		●	●			●	●	●	●					●		
Siân Herbert-Jones Director	●	●		●	●	●	●	●	●	●	●	●				
Hervé Jeannin Director representing employees		●	●		●			●	●	●				●		
Christophe Merveilleux du Vignaux Director representing employee shareholders		●		●	●	●	●	●	●					●		
Belen Moscoso del Prado Director	●	●	●		●	●	●	●	●	●				●		
Xavier Musca Director	●	●	●	●	●	●			●		○	●				
Patrick Pouyanné Director	●	●	●	●	●	●	●	●	●	●		●	○			
Kurt Sievers Director	●	●	●	●	●	●	●	●		●				●	●	
Rate by expertise	80%	100%	87%	80%	93%	87%	87%	73%	87%	67%						

● Committee member ○ Committee Chairman

* Including expertise on climate change.

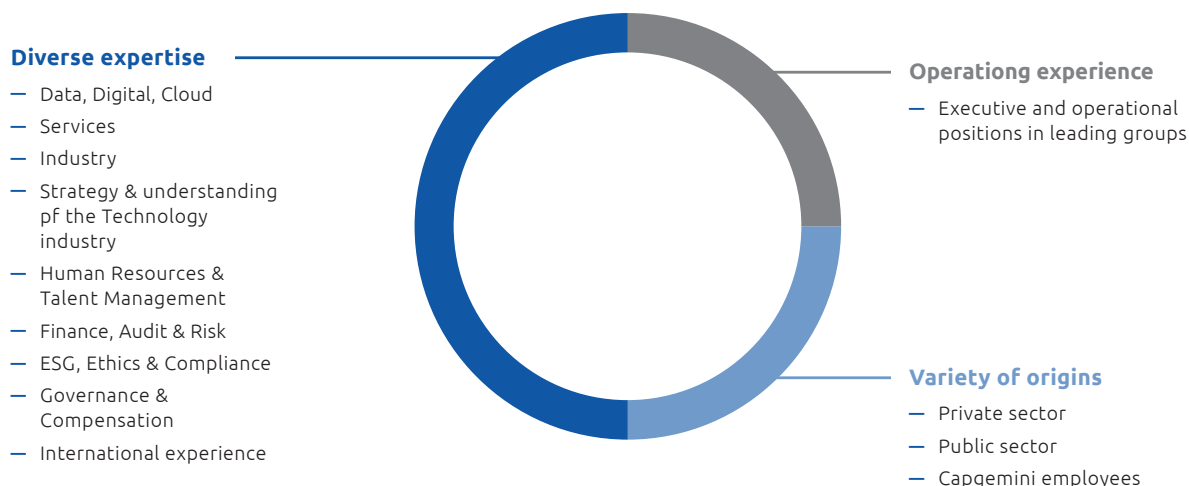
The Board of Directors considers that Directors carrying out or having carried out the duties of Chief Executive Officer or Chief Operating Officer of an international group listed on the stock market bring to the Board all the general expertise listed above (Strategy; Human Resources and Talent Management; Finance, Audit and Risks; ESG, Ethics and Compliance; Governance and Compensation). This is the case for Ms. Clarcken and Messrs. Chéry, Musca, Oudéa, Pouyanné and Sievers. The Board also considers that Mr. Ezzat, Director and Chief Executive Officer of Capgemini SE, and Mr. Hermelin, former Chief Executive Officer of Capgemini, bring all the above experience and expertise to the Board of Directors.

Among the Directors demonstrating ESG expertise, the Board of Directors considers that Ms. Clarcken, Ms. Fearn, Ms. Ferraro, Ms. Herbert-Jones and Ms. Moscoso del Prado as well as Messrs. Chéry, Ezzat, Hermelin, Musca, Oudéa, Pouyanné and Sievers bring specific expertise relating to climate change issues. Expertise and experience with regard to sustainability issues more broadly is summarized in Section 4.1.6.1 of the 2025 Universal Registration Document.

Finally, a detailed individual presentation of Directors at December 31, 2025, 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 2025 Universal Registration Document.

A good match between Directors and the Group's strategic focus

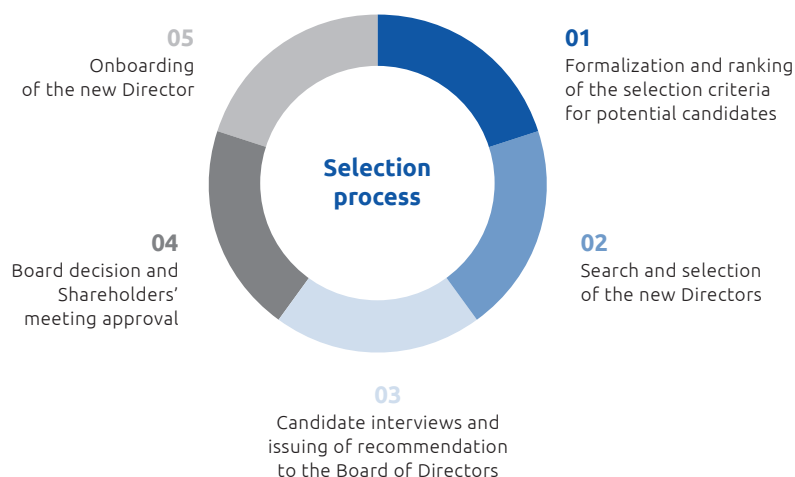
In accordance with its diversity policy, the Board of Directors ensures the balance and plurality of expertise on the Board with regard to the challenges facing the Group. It maintains a range of experience and nationalities and respects gender balance, while ensuring the commitment of all directors 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.

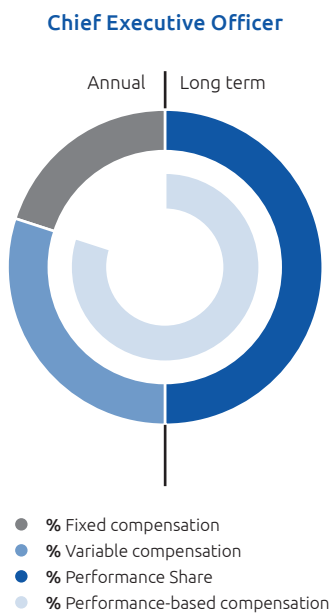
Director selection process



3. 2026 compensation policy of the Corporate Officers

The compensation policies for the Chairman and Chief Executive Officer, which are unchanged, were approved by the Board of Directors on March 16, 2026, on the recommendation of the Compensation Committee. The 2026 Chairman of the Board of Directors' compensation policy includes a director's compensation for his term of office as Chairman of the Board and as Chairman of the Strategy & CSR Committee, as well as compensation for attendance at Board and Strategy & CSR Committee meetings. The compensation policy for the Chief Executive Officer is summarized below.

2026 annual compensation target structure



Criteria for 2026 annual variable compensation of the Chief Executive Officer

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

- **financial objectives**, representing 60% of the fixed compensation if the targets set are achieved: 01. Group revenues, 02. Group operating margin rate, 03. Group organic free cash flow, and 04. Net profit before taxes;
- **quantitative individual performance objectives**, representing 20% of the fixed compensation, assuming targets set for the two objectives are achieved, aligned with the CSR strategy (gender diversity and cybersecurity);
- **qualitative individual performance objectives**, equally weighted covering 01. AI and Agentic AI development and deployment at clients and internally, 02. Development of strategic partnering with clients, 03. Execution and progress in the geographical strategic plan, in particular, in the United States, and 04. Integration of recent large acquisitions (WNS, Cloud4C).

In compliance with the Say on Pay rules, the compensation policy and the compensation of 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 for their respective terms of office for fiscal year 2026, were approved by the Board of Directors' meeting of March 16, 2026, at the recommendation of the Compensation Committee. These policies are presented in the Board of Directors' report on Corporate Governance in Sections 2.3.1 and 2.3.2 of the 2025 Universal Registration Document.

4. Agenda

Resolutions presented at the Ordinary Shareholders' Meeting

- Item on the agenda (without any corresponding resolution submitted to the shareholders' vote): presentation of the Group's climate strategy and of the main actions undertaken to this end.
- Approval of the 2025 Company financial statements (1st resolution);
 - Approval of the 2025 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 2025 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 2025 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);
 - Increase in the total compensation amount for Directors and approval of the compensation policy applicable to Directors (10th resolution);
 - Renewal of the term of office of Mr. Paul Hermelin as a director (11th resolution);
 - Renewal of the term of office of Ms. Maria Ferraro as a director (12th resolution);
 - Ratification of the co-optation of Ms. Lila Tretikov as a director (13th resolution);
 - Appointment of Ms. Veronique Weill as a director (14th resolution);
 - Appointment of Mr. Luc Rémont as a director (15th resolution);
 - Renewal of the term of office of Forvis Mazars as Statutory auditor responsible for certifying the financial statements (16th resolution);
 - Appointment of Grant Thornton as Statutory auditor responsible for certifying the financial statements (17th resolution);
 - Renewal of the term of office of Forvis Mazars as Statutory auditor responsible for certifying sustainability information (18th resolution);
 - Authorization of a share buyback program (19th 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 (**20th resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum par value amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or any other amounts (**21st resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future (**22nd resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**23rd resolution**);
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**24th resolution**);
- 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 (**25th 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 (**26th 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) (**27th 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 (**28th resolution**);
- Delegation of authority to the Board of Directors, for a period of eighteen months, to issue with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of a specific category of beneficiaries for the set-up of structured offers for employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution (**29th resolution**);
- Powers to carry out formalities (**30th 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, the overview statements preceding the resolutions and a summary table of financial delegations 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, other information required by prevailing law and regulations and the sustainability statement are also presented in the management report on fiscal year 2025 included in the 2025 Universal Registration Document (available at www.capgemini.com) to which you are invited to refer.

The Group's climate strategy, as described in Chapter 4 of the 2025 Universal Registration Document, will be presented during the next Shareholders' Meeting.

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, 2025 as follows:

- the Company financial statements showing a net profit of €586,548,250.20;
- the consolidated financial statements of the Company showing net profit for the Group of €1,601 million.

.....

FIRST RESOLUTION

Approval of the 2025 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, 2025, showing net profit for the year of €586,548,250.20, as presented, and the transactions recorded therein and summarized in these reports.

SECOND RESOLUTION

Approval of the 2025 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, 2025, showing a net profit for the Group of €1,601 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 2025 and the setting of the dividend.

Residual distributable profits for the year, i.e. €6,407,830,738.05, will be added to retained earnings.

It is proposed that the dividend be set at €3.40 per share, representing a total distribution of €577,757,481.40 based on the total number of shares at December 31, 2025. This total amount will be adjusted based on the number of shares ranking for dividends at the ex-dividend date. The residual amount added to retained earnings will be adjusted accordingly.

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 and global 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.

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, 2025, excluding non-recurring tax income or expenses, would be 36%.

Taking account of the recommendations of certain investors, and so as not to encourage security lending/borrowing transactions around the date of the Shareholders' Meeting, the Board of Directors proposes an ex-dividend date of June 2, 2026 and a dividend payment date starting from June 4, 2026.

.....

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, 2025 as follows:

— Net profit for the year	€586,548,250.20
— Funding of the legal reserve	-
i.e. a balance of:	€586,548,250.20
Retained earnings of previous years:	€6,399,039,969.25
i.e. distributable earnings of:	€6,985,588,219.45
allocated to:	
— payment of a dividend of €3.40 per share:	€577,757,481.40 ⁽¹⁾
— retained earnings for the balance:	€6,407,830,738.05
Giving a total of:	€6,985,588,219.45

(1) The total amount of the distribution is calculated based on the total number of shares at December 31, 2025 and will be adjusted according to the number of shares ranking for dividends on the ex-dividend date. The residual amount added to retained earnings will be adjusted accordingly.

It should be noted that the dividend, set at €3.40 for each of the shares bearing dividend rights on January 1st, 2026, 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 and global 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 June 2, 2026 and the dividend will be payable from June 4, 2026. At the time of payment, the fraction of the dividend corresponding to shares not ranking for dividends will be allocated to 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 2024	582,581,401.40	577,852,565.80	3.40
Fiscal year 2023	586,867,584.20	580,137,141.40	3.40
Fiscal year 2022	564,141,867.25	558,812,501.00	3.25

(1) Theoretical values based on the total number of shares at December 31 each year.

(2) Amounts effectively paid after adjustment for the number of shares ranking for dividends at the ex-dividend date, due mainly, where applicable, to treasury shares or the issuance of new shares and/or the cancellation of existing shares. In fiscal years 2022, 2023 and 2024, 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 tax-resident in France and had opted for taxation at the progressive income tax scale rather than under the flat-rate income tax advance payment mechanism.

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, 2025, 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 2025.

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 2025, 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 2025 OR GRANTED IN RESPECT OF THE SAME FISCAL YEAR TO 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 2025 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 2025 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 2025 Universal Registration Document. It is stipulated that Messrs. Paul Hermelin's and Aiman Ezzat's compensation was

approved by the Board of Directors, at its meeting of March 16, 2026, at the recommendation of the Compensation Committee, in accordance with the compensation policy approved by the Shareholders' Meeting of May 7, 2025 (8th and 9th resolutions). Mr. Aiman Ezzat's variable and exceptional compensation components for fiscal year 2025 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 2025 Universal Registration Document, in the Board of Directors' report on Corporate Governance.

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FIFTH RESOLUTION

Approval of the report on the compensation of corporate officers relating to the information detailed in Article L. 22-10-9 I of the French Commercial Code

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

of the French Commercial Code, the report on the compensation of corporate officers including the information detailed in Article L. 22-10-9 I of the French Commercial Code, as presented in the aforementioned report on Corporate Governance.

SIXTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2025 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 2025 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 2025 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 2025 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 AND 9TH RESOLUTIONS

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO EXECUTIVE CORPORATE OFFICERS

Overview

Shareholders are asked to approve the compensation policy for Executive 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, and (ii) the Chief Executive Officer for their respective

terms of office for fiscal year 2026 were approved by the Board of Directors' meeting of March 16, 2026 at the recommendation of the Compensation Committee. These policies are unchanged in structure and quantum from those approved by shareholders in 2025. They are presented in the Board of Directors' report on Corporate Governance in Sections 2.3.1 and 2.3.2 of the 2025 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.

PRESENTATION OF THE 10TH RESOLUTION

DIRECTORS' COMPENSATION

Overview

We ask you to approve the increase in the total compensation amount as well as the compensation policy for Directors.

It is recalled that the Shareholders' Meeting of May 19, 2022 authorized the payment of compensation to Directors of a total maximum amount of €1,700,000 per year, superseding the previous authorization. This increase in the total amount enabled the Board of Directors to continue the objective of the international diversification of the Board to reflect changes in Capgemini's geographies and businesses, the diversity of profiles and the expertise represented, but also to involve competent and strongly committed Directors.

On the recommendation of the Compensation Committee, the Board of Directors proposes to increase the total compensation amount for directors by around 10% in order, in particular, to (i) continue to renew its composition, enrich the diversity of its profiles, and deepen its industrial expertise, (ii) increase the

fixed compensation amount for attendance of one of the four specialized Board committees in line with CAC 40 companies practice (€4,250 per meeting instead of €3,000) and (iii) increase the fixed compensation amount for attendance at Board meeting (€6,000 per meeting instead of €5,500).

The 10th resolution therefore seeks, on the one hand, to increase to €1,900,000 the total annual compensation amount for Directors from 2026, until a new decision by the Shareholders' Meeting (it being specified that this authorization would supersede the authorization granted by the Shareholders' Meeting of May 19, 2022) and, on the other hand, to approve the Directors' compensation policy 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 (Section 2.3.1 of the 2025 Universal Registration Document). The Directors' compensation policy for 2026 was approved by the Board of Directors' meeting of March 16, 2026 at the recommendation of the Compensation Committee.

TENTH RESOLUTION

Increase in the total compensation amount for Directors and 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:

- sets, in accordance with Article L. 225-45 of the French Commercial Code, the total annual compensation amount for Directors at €1,900,000 from fiscal year 2026, and

- 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 15TH RESOLUTIONS**RENEWAL OF THE TERMS OF OFFICE OF TWO DIRECTORS – RATIFICATION OF THE CO-OPTION OF ONE DIRECTOR – APPOINTMENT OF TWO DIRECTORS****Overview**

The Board of Directors, meeting on March 16, 2026 under the chairmanship of Mr. Paul Hermelin, deliberated, pursuant to the recommendations of the Ethics & Governance Committee, on changes in its composition, which you are asked to approve.

Messrs. Xavier Musca and Frédéric Oudéa having indicated their desire not to seek reappointment⁽¹⁾, the Board of Directors warmly thanked them for their respective contributions to the work of the Board of Directors and its committees, and particularly as Chairman of the Audit & Risk Committee for the first one, and Lead Independent Director and Chairman of the Ethics & Governance Committee for the second one.

Based on the report of the Ethics & Governance Committee, the Board of Directors decided to propose to the 2026 Shareholders' Meeting, i) the renewal of the terms of office of Mr. Paul Hermelin and Ms. Maria Ferraro and ii) the appointment of Ms. Véronique Weill⁽²⁾ and Mr. Luc Rémont as members of the Board of Directors, for terms of four years. This proposal supports the Board's ambition to maintain a diverse range of profiles and industry expertise, while further enhancing gender parity on the Board.

The Board of Directors proposes to retain, at the end of the next Shareholders' Meeting, a governance structure separating the duties of Chairman and Chief Executive Officer and to reappoint Mr. Paul Hermelin as Chairman of the Board for a final term, subject to the renewal of his term of office as director by the Shareholders' Meeting. The Board of Directors considers that the reappointment of Mr. Hermelin as Chairman of the Board will provide the best possible framework for organizing the forthcoming successions of the Chairman of the Board and the Chief Executive Officer during the 2026-2030 period.

The Board of Directors also intends to appoint Mr. Patrick Pouyanné as Lead Independent Director at the end of the Shareholders' Meeting. As an experienced executive, Mr. Patrick Pouyanné has extensive knowledge of the Company, having served as an independent member of the Board for nine years and participated in the previous Chief executive Officer succession process. He is Chairman of the Compensation Committee and member of the Ethics & Governance Committee.

Mr. Rémont will bring to the Board his executive management experience in leading international groups in the energy and energy transition sectors, where technology plays a key role. He will also contribute his financial expertise and merger and acquisitions experience, as well as his knowledge of the financial sector.

Ms. Véronique Weill has held numerous roles in the insurance and banking sectors in senior management positions within international companies. She will bring to the Board her financial expertise, her solid experience in corporate governance and CSR, as well as her knowledge of new technology and digital issues in the financial services sector.

The Board of Directors considers Mr. Luc Rémont and Ms. Véronique Weill to be independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The co-option of Ms. Lila Tretikov to replace Ms. Megan Clarcken, decided by the Board of Directors on January 5, 2026, will also be presented for ratification at the next Shareholders' Meeting⁽³⁾.

Ms. Lila Tretikov will bring to the Board her technological skills and her recognized expertise in Artificial Intelligence as well as business transformation through technology.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 20, 2026, the composition of the Board of Directors would remain stable with 15 directors, including two directors representing employees and one director representing employee shareholders. 83% of its members would be independent⁽⁴⁾, 40% would have international profiles and 50% would be women⁽⁴⁾.

It is specified that the provisions of Order 2024-934 enacting the "Women on Boards" Directive into French law, published on October 15, 2024, will only apply to Capgemini SE from January 1, 2027. Nevertheless, the Company will already comply with its provisions at the end of the Shareholders' Meeting of May 20, 2026, subject to the approval of the above-mentioned resolutions. The percentage of women on the Board calculated according to the new applicable rules, i.e. including the director representing employee shareholders, would be 46%.

(1) Due to the loss of his status as an independent director for Mr. Musca (tenure exceeding 12 years following the Shareholders' Meeting of May 20, 2026) and for personal reasons regarding Mr. Oudéa.

(2) Subject to regulatory confirmation that Ms. Weill is able to accept this mandate.

(3) Ms. Lila Tretikov will serve for the remainder of her predecessor's term of office, i.e. until the 2027 Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2026.

(4) 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.



PAUL HERMELIN

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE

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

Mr. Paul Hermelin joined the Capgemini Group in May 1993, where he was first in charge of coordinating central functions. In May 1996, he was appointed member of the Management Board and Chief Executive Officer of Capgemini France. In May 2000, following the merger of Capgemini and Ernst & Young Consulting, he became Chief Operating Officer of the Group and Director. On January 1, 2002, he became Chief Executive Officer of the Capgemini Group, followed by Chairman and Chief Executive Officer on May 24, 2012. Under his guidance and leadership, Capgemini has become a world leader in the transformation and digitization of companies, seeking to leverage technology to achieve inclusive and sustainable progress.

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

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

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

Principal office:

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

OFFICES HELD IN 2025 OR CURRENT OFFICES AT DECEMBER 31, 2025

Chairman of the Board of Directors of:

- CAPGEMINI SE* (since May 20, 2020)

Senior Advisor of:

- EURAZEO* (since February 2022)

Chairman of:

- Aix-en-Provence International Music Festival

Director of:

- AFEP (French Association of Private Companies)

Other offices held in Capgemini Group:

Director of:

- CAPGEMINI INTERNATIONAL BV (Netherlands) (since March 15, 2019)
- CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED (India) (since August 11, 2017)

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

n/a

* Listed company.

Date of birth:

April 30, 1952

Nationality:

French

Business address:

Capgemini SE,
 11, rue de Tilsitt
 75017 Paris

First appointment:

2000

Expiry of term of office:

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

Number of shares held at

December 31, 2025:

200,388





MARIA FERRARO

Independent Director
Member of the Audit & Risk Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

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

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

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

She joined the Board of Directors of Capgemini SE on May 19, 2022 and was appointed a member of the Audit & Risk Committee at the same date.

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

Principal office:

Member of the Executive Board and Chief Financial Officer of Siemens Energy AG and Siemens Energy Management GmbH.

Chief Inclusion and Diversity Officer.

Date of birth:

May 21, 1973

Nationality:

Canadian

Business address:

Siemens Energy AG,
 Siemenspromenade 9
 91058 Erlangen
 Germany

First appointment:

2022

Expiry of term of office:

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

Number of shares held at December 31, 2025:

500

OFFICES HELD IN 2025 OR CURRENT OFFICES AT DECEMBER 31, 2025

Director of:

— CAPGEMINI SE* (since May 19, 2022)

Offices held in Siemens Group:

Member of the Executive Board of:

- SIEMENS ENERGY AG* (Germany) (since May 1, 2020)
- SIEMENS ENERGY MANAGEMENT GMBH (Germany) (since May 1, 2020)

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

Director of:

— SIEMENS GAMESA RENEWABLE ENERGY S.A.* (Spain) (until December 2022)

* Listed company.



LILA TRETIKOV

Independent director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

A French and American national, Ms. Lila Tretikov is a leading expert on Artificial Intelligence and innovation-driven business transformation. Since 2024, she has been Partner and Head of AI Strategy at New Enterprise Associates, Inc., a global venture capital firm based in Silicon Valley.

Ms. Tretikov studied computer science (specializing in AI) and visual art at the University of California, Berkeley.

Prior to joining New Enterprise Associates, Ms. Tretikov was employed by Microsoft Corporation from 2018. She notably held the position of Corporate Vice President & Deputy Chief Technology Officer from April 2020 to January 2024, driving large-scale AI transformation.

Previously, Ms. Tretikov served as Senior Vice President of Engie SA, a multinational energy company, and Chief Executive Officer and Vice Chairman of the Terrawatt Initiative, a non-profit corporation launched by Engie, Total, IBM and other multinationals to accelerate decarbonization of global industries. She was previously Chief Executive Officer and Executive Director of The Wikimedia Foundation and Wikipedia Endowment, which support Wikipedia.

Ms. Tretikov sits on the Board of Directors of UBS Group AG, Volvo Car Corporation, Xylem Inc. and Zendesk Inc. She joined the Board of Directors of Capgemini SE on January 5, 2026.

Ms. Tretikov brings to the Board her technological skills and her expertise in Artificial Intelligence as well as business transformation through technology.

Date of birth:

January 25, 1978

Nationality:

French and American

Business address:

New Enterprise Associates, Inc.
104 5th Avenue
19th Floor
New York,
NY 10011
United-States

First appointment:

2026

Expiry of term of office:

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

Number of shares held at January 5, 2026:

0

Principal office:

Head of AI Strategy at New Enterprise Associates, Inc.

OFFICES HELD IN 2025 OR CURRENT OFFICES AT DECEMBER 31, 2025

Director of:

- BACKFLIP AI, INC. (United-States) (since November 2024)
- CAPGEMINI SE* (France) (since January 5, 2026)
- CUSP AI LIMITED (United Kingdom) (since August 2025)
- HORIZON 3 AI, INC. (United-States) (since May 2025)
- VOLVO CAR CORPORATION AB* (Sweden) (since April 2021)
- XYLEM Inc.* (United-States) (since January 2020)
- ZENDESK Inc. (United-States) (since May 2024)

Offices held in UBS group:

Director of:

- UBS Group AG* (Switzerland) (since April 2025)
- UBS AG (Switzerland) (since April 2025)

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

Director of:

- AFFINIDI (until 2025)
- NAMR (France) (until 2024)
- ONFIDO LIMITED (United Kingdom) (until 2025)

* Listed company.



VÉRONIQUE WEILL

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

A French national, Ms. Weill has held numerous roles in the financial services sector, with a background of more than 20 years in investment banking in the United States, the United Kingdom and France, then 10 years at AXA, as well as in the field of new technologies and digital.

After graduating from the *Institut d'Études Politiques* (IEP) in Paris and obtaining a Bachelor of Arts from the Sorbonne, Ms. Weill started her career at Arthur Andersen Audit in Paris. From 1985 to 2006, she held various management positions at JP Morgan in Paris, London and New York, in particular as European Head, then Global Head of Operations and Technology for Asset Management and Private Banking, followed by Global Head of Operations for Investment Banking and Shared Services.

Back in France in 2006, she joined the AXA Group as Chief Executive Officer of AXA Business Services and Head of Operational Excellence; she was appointed to the Management Committee in 2010 as Chief Operating Officer, then Group Chief Customer Officer in charge of Customers, the Brand and Digital at AXA Group. She was also Chairwoman of the Board of Directors of various subsidiaries in France, Spain and Italy and served on the Scientific Board of the AXA Research Fund.

In August 2017, Ms. Weill joined Publicis Groupe as General Manager in charge of mergers and acquisitions, operations, IT and real estate, and was a member of the group Management Committee.

Since July 2020, Ms. Véronique Weill has been Chairwoman of the Board of Directors of CNP Assurances.

She is currently Lead Independent Director of Kering, Director of Valeo and the Gustave Roussy Foundation and a member of the Supervisory Board of Rothschild & Co.

Ms. Véronique Weill will bring to the Board her financial expertise, her solid experience in corporate governance and CSR, as well as her knowledge of new technology and digital issues in the financial services sector.

Principal office:

Chairwoman of the Board of Directors of CNP Assurances.

Date of birth:

September 16, 1959

Nationality:

French

Business address:

CNP Assurances
4, Promenade
Cœur de Ville
92130 Issy-les-Moulineaux

First appointment:

2026

Expiry of term of office:

2030 (Ordinary Shareholders' Meeting held to approve the 2029 financial statements)

Number of

shares held at

March 16, 2026:

0

OFFICES HELD IN 2025 OR CURRENT OFFICES AT DECEMBER 31, 2025

Chairwoman of the Board of:

- CNP ASSURANCES (since July 2020)
- CNP ASSURANCES HOLDING (since July 2023)
- CNP SEGUROS HOLDING BRASIL (Brazil) (since September 2020)
- HOLDING XS1 (Brazil) (since September 2020)

Director of:

- KERING* (since April 2022)
- VALEO* (since May 2016)

Member of the Supervisory Board of:

- ROTHSCHILD & CO (since May 2020)

Member of the Board of Directors in the group representing donors and sponsors:

- Gustave Roussy Foundation (non-profit organization) (since May 2011)

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

Member of the European Advisory Board of:

- SALESFORCE* (United-States) (until March 2022)

* Listed company.



LUC RÉMONT

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

A French national, Mr. Rémont is a graduate of the *Ecole Polytechnique* and the *École Nationale Supérieure des Techniques Avancées* (ENSTA Paris).

He began his career in 1993 as an engineer at the French *Direction Générale de l'Armement* (DGA). From 1996 to 2007, he held various positions at the French Ministry of Economy, Finance and Industry. Firstly, at the Treasury Department, he was in charge of relations with the European Bank for Reconstruction and Development (EBRD) and the World Bank and then the French State's holdings in transport sector companies. He then served as Technical Advisor for investments, followed by Deputy Chief of Staff for several French Ministers of Finance from 2002 to 2007.

In 2007, Mr. Luc Rémont joined Merrill Lynch, becoming Managing Director of the financing and investment bank, Bank of America Merrill Lynch, in France in 2009. He joined the Schneider Electric group in April 2014 as President of Schneider Electric France, and was then appointed Managing Director of Schneider Electric international Operations in charge of South America, Africa and the Middle East, India, East Asia and the Pacific from April 2017 to November 2022.

Mr. Luc Rémont was then Chairman and Chief Executive Officer of EDF from November 2022 to May 2025.

He has been Chairman of the Board of Directors of Waga Energy since January 2026. He has also been director of Reel Group since December 2025 and a non-voting member on the Board of Directors of Technip Energies since February 2026. He was a member of the Board of Directors of Naval Group from 2014 to 2020 and a director of Worldline from 2014 to 2023.

Mr. Rémont will bring to the Board his executive management experience in leading international groups in the energy and energy transition sectors, where technology plays a key role. He will also contribute his financial expertise and merger and acquisitions experience, as well as his knowledge of the financial sector.

Principal office:

Chairman and Chief Executive Officer of EDF until May 2025.

Date of birth:

September 7, 1969

Nationality:

French

Business address:

Waga Energy
5 Avenue Raymond Chanas
38320 Eybens

First appointment:

2026

Expiry of term of office:

2030 (Ordinary Shareholders' Meeting held to approve the 2029 financial statements)

Number of shares held at March 16, 2026:

0

OFFICES HELD IN 2025 OR CURRENT OFFICES AT DECEMBER 31, 2025

Chairman of the Board of Directors of:

— WAGA ENERGY* (since January 2026)

Chairman and Chief Executive Officer of:

— EDF (until May 2025)

Director of:

— EDF (until May 2025)

— REEL GROUP (since December 2025)

Non-voting member on the Board of Directors of:

— TECHNIP ENERGIES* (since February 2026)

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

Director of:

— WORLDLINE* (until June 2023)

Chairman of the Board of:

— SCHNEIDER ELECTRIC INDIA PRIVATE LIMITED (India) (until November 2022)

* Listed company.

ELEVENTH RESOLUTION**Renewal of the term of office of Mr. Paul Hermelin as a director**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, renews for a four-year period the term of office of Mr. Paul Hermelin 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 2029 financial statements.

TWELFTH RESOLUTION**Renewal of the term of office of Ms. Maria Ferraro as a director**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, renews for a four-year period the term of office of Ms. Maria Ferraro 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 2029 financial statements.

THIRTEENTH RESOLUTION**Ratification of the co-optation of Ms. Lila Tretikov as a director**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, ratifies the co-optation of Ms. Lila Tretikov as a director from January 5, 2026 performed provisionally

by the Board of Directors on January 5, 2026, replacing Ms. Megan Clarken, who resigned, for the remainder of her term of office. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2026 financial statements.

FOURTEENTH RESOLUTION**Appointment of Ms. Veronique Weill as a director**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, appoints Ms. Véronique Weill as a

director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2029 financial statements.

FIFTEENTH RESOLUTION**Appointment of Mr. Luc Rémont as a director**

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, appoints Mr. Luc Rémont as a director for a period of four years. This term of office will expire at

the close of the Ordinary Shareholders' Meeting held to approve the 2029 financial statements.

PRESENTATION OF THE 16TH AND 17TH RESOLUTIONS

RENEWAL OF THE TERM OF OFFICE OF A STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING THE FINANCIAL STATEMENTS – APPOINTMENT OF A STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING THE FINANCIAL STATEMENTS

Overview

The Board of Directors informs shareholders that the terms of office of the Company's two Statutory auditors responsible for certifying the financial statements, Forvis Mazars (the Group's statutory auditor for the past six years) and PricewaterhouseCoopers Audit (the Group's statutory auditor for the past 30 years) expire at the close of the Shareholders' Meeting of May 20, 2026.

Following the statutory audit reforms introducing the mandatory rotation of Statutory auditors responsible for certifying the financial statements, PricewaterhouseCoopers Audit's term of office cannot be renewed.

In accordance with prevailing regulations, the Audit & Risk Committee conducted a fully independent tendering process in fiscal year 2024 with the aim of ensuring audit continuity.

Following completion of this selection process, and at the recommendation of the Audit & Risk Committee, the Board of Directors asks shareholders, in the 16th and 17th resolutions:

- to renew the term of office of Forvis Mazars as Statutory auditor responsible for certifying the financial statements, for a six-year period expiring at the close of the Ordinary Shareholders' Meeting held to approve the 2031 financial statements (16th resolution);
- to appoint Grant Thornton as Statutory auditor responsible for certifying the financial statements, for a six-year period expiring at the close of the Ordinary Shareholders' Meeting held to approve the 2031 financial statements (17th resolution).

The signatory partners for Forvis Mazars would be Mr. Grégory Derouet and Ms. Emilie Loreal, and for Grant Thornton would be Ms. Virginie Palethorpe and Mr. Vincent Papazian.

SIXTEENTH RESOLUTION

Renewal of the term of office of Forvis Mazars as Statutory auditor responsible for certifying the financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meeting, and having read the Board of Directors' report, renews for a six-year period the term of office as Statutory auditor responsible for certifying the

financial statements of Forvis Mazars, whose registered office is located at 45, rue Kleber 92300 Levallois Perret, expiring today. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2031 financial statements.

SEVENTEENTH RESOLUTION

Appointment of Grant Thornton as Statutory auditor responsible for certifying the financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meeting, and having read the Board of Directors' report, appoints Grant Thornton, whose registered office is located at 29 rue du Pont 92578 Neuilly-sur-

Seine, as Statutory auditor responsible for certifying the financial statements for a six-year period. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2031 financial statements.

PRESENTATION OF THE 18TH RESOLUTION

RENEWAL OF THE TERM OF OFFICE OF THE STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING SUSTAINABILITY INFORMATION

Overview

As part of the enactment into French law of Directive 2022/2464 on the publication of sustainability information by companies (CSRD), your Company, as a public interest entity, is required to publish a sustainability report. In order to give a high level of reliability to this report, in accordance with applicable rules, the audit and certification of this sustainability information is envisaged.

To this end, Forvis Mazars was appointed for the remaining term of its audit engagement to certify the Company's financial statements, i.e. a period of two fiscal years expiring at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2025.

The Board of Directors asks shareholders, at the recommendation of the Audit & Risk Committee, to renew the term of office of Forvis Mazars as Statutory auditor responsible for certifying sustainability information, for a six-year period expiring at the close of the Ordinary Shareholders' Meeting held to approve the 2031 financial statements (18th resolution).

The renewal of Forvis Mazars' term of office as Statutory auditor responsible for certifying sustainability information will contribute to ensuring the consistency of financial and sustainability information, while leveraging its knowledge of the Group and its non-financial reporting process.

EIGHTEENTH RESOLUTION

Renewal of the term of office of Forvis Mazars as Statutory auditor responsible for certifying sustainability information

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meeting, and having read the Board of Directors' report, renews for a six-year period the term of office as Statutory auditor responsible for certifying sustainability information of Forvis Mazars, whose registered office is located at 45, rue Kleber 92300 Levallois Perret, it being noted

that Forvis Mazars shall be represented by a natural person meeting the conditions necessary to certify sustainability information in accordance with the conditions set out in Article L. 821-18 of the French Commercial Code. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the 2031 financial statements.

PRESENTATION OF THE 19TH RESOLUTION**SHARE BUYBACK PROGRAM****Overview**

The 19th resolution asks shareholders to renew the authorization granted to the Company to buy back its own shares (14th resolution approved by the Shareholders' Meeting of May 7, 2025).

Objective

The Company envisages using this authorization primarily in the context of i) any multi-year share buyback programs, ii) any specific share buyback program to manage shareholder dilution due to a new employee share ownership plan, if appropriate, and iii) the ongoing liquidity contract. 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 19th resolution, as well as in the description of the share buyback program in Section 6.4.2 of the 2025 Universal Registration Document.

Authorization ceiling

- 10% of the share capital;
- Maximum purchase price per share: €250;
- Maximum budget: €4,240 million.

Authorization period

- Eighteen months.

Use of the authorization granted in 2025

Shareholders are reminded that the Ordinary Shareholders' Meeting of May 7, 2025 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2025 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 2025, under the liquidity contract, a total of 2,666,148 shares were purchased on behalf of the Company, representing 1.57% of the share capital at December 31, 2025, at an average price of €140.97 per share. During the same period, 2,665,930 Capgemini shares were sold, representing 1.57% of the share capital at December 31, 2025, at an average price of €141.48 per share.

At the year-end, the liquidity account presented a balance of 119,404 shares (approximately 0.07% of the share capital) and approximately €15 million.

In addition, the Company continued to purchase its own shares in 2025. Excluding the liquidity contract, the Company held 67,239 of its own shares at December 31, 2025, following the various transactions described below:

- purchase of 4,321,158 shares representing 2.54% of the share capital at December 31, 2025, at an average price of €125.36 per share;
- transfer of 1,412,361 shares to employees under the free share grant plan;
- cancellation of 4,118,800 shares.

Out of the 4,321,158 shares purchased outside the liquidity contract in 2025:

- 2,700,000 shares were purchased pursuant to a specific program to neutralize the dilutive impact of the Group ESOP 2025 employee share ownership plan;
- 1,621,158 shares were purchased under the multi-year share buyback program. Out of these 1,621,158 shares, 202,358 shares were allocated to the grant or sale of shares to employees and/or corporate officers and 1,418,800 shares were allocated to cancellation. These latter buybacks contribute to neutralizing the dilution associated with previous employee share ownership plans not yet fully neutralized.

Therefore, a total of 4,118,800 shares were allocated to cancellation and 202,358 shares were allocated to the grant or sale of shares to employees and/or corporate officers.

Trading fees (excluding VAT) and the financial transaction tax totaled €2,311,050 in 2025.

At December 31, 2025, excluding the liquidity contract, all 67,239 treasury shares held, representing 0.04% of the Company's share capital, were allocated to the grant or sale of shares to employees and/or corporate officers. Lastly, no treasury shares were reallocated between the various objectives in 2025.

Information on transactions performed during 2025 is presented in Chapter 6, Sections 6.1.2 and 6.4.1. of the 2025 Universal Registration Document.

NINETEENTH RESOLUTION

Authorization of a share buyback program

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and having read the Board of Directors' report, authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law and in accordance with Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, to purchase or arrange the purchase of the Company's shares, particularly with a view to:

- the grant or sale of shares to employees and/or corporate officers (on the terms and by the methods provided by law), in particular with a view to the grant of free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, the grant or sale of shares to employees under the French statutory profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) on the terms provided by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code, and generally, honoring all obligations relating to share option programs or other share grants to employees or corporate officers of the Company or a related company, or to permit the hedging of a structured employee share ownership plan by a bank, or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code, acting at the Company's request; or
- the delivery of shares on the exercise of rights attached to securities granting access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the cancellation of some or all of the shares purchased; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- the management of the secondary market or maintenance of the liquidity of the Capgemini share by an investment services provider under a liquidity contract that complies with market practices accepted by the *Autorité des marchés financiers* (AMF – the French Financial Markets Authority).

This program is also intended to enable the implementation of any market practice that may be permitted by the 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 €250 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 €4,240 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 14th resolution adopted by the Combined Shareholders' Meeting of May 7, 2025.

Resolutions presented at the extraordinary Shareholders' Meeting

PRESENTATION OF THE 20ST RESOLUTION

AUTHORIZATION TO CANCEL TREASURY SHARES

Overview

It is recalled that the Shareholders' Meeting of May 16, 2024 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.

During the 2025 fiscal year, 4,118,800 treasury shares were cancelled.

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 applies to the share capital amount adjusted for any transactions performed after the date of the Shareholders' Meeting.

TWENTIETH RESOLUTION

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

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

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.

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 is applied to the share capital amount adjusted to reflect any transactions impacting the share capital subsequent to this Shareholders' Meeting.

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 17th resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 21ST TO 26TH RESOLUTIONS

FINANCIAL AUTHORIZATIONS

Overview

Financial authorizations requested in 2026

1. Resolutions 21 to 26 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 opportunities offered by the 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 his/her existing interest in the share capital.

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

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, 2025) applicable to all share capital increases by issuing shares and/or securities granting access to the share capital (excluding increases performed by capitalizing additional paid-in capital, reserves, profits or any other amounts), and a sub-ceiling of

€135 million (i.e. nearly 10% of the Company’s share capital at December 31, 2025) common to all share capital increases by issuing shares and/or securities granting access to the share capital with cancellation of pre-emptive subscription rights.

Furthermore, the 21st to 26th 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 authorization 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 21st to 26th resolutions.

Use of the authorizations granted previously

It is recalled that the Board of Directors did not make use of the previous financial delegations granted by the Shareholders’ Meeting of May 16, 2024 under the 18th to 24th resolutions.

PRESENTATION OF THE 21ST RESOLUTION

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

Overview

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

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

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

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

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

This delegation would supersede that granted by the 18th resolution adopted by the Shareholders’ Meeting of May 16, 2024.

TWENTY-FIRST RESOLUTION

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

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

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide share capital increases, on one or more occasions, in the proportions and at the times it sees fit, by capitalizing additional paid-in capital, reserves, profits or any other amounts that may be converted into share capital under the law and the Company's bylaws and by issuing new 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, any 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 18th resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 22ND RESOLUTION

SHARE CAPITAL INCREASE WITH RETENTION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS

Overview

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

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €540 million (i.e. nearly 40% of the Company's share capital at December 31, 2025), it being stipulated that this amount will count towards the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital that may be carried out under this delegation and those delegations granted by the 23rd, 24th, 25th and 26th resolutions.

Should debt instruments granting access, immediately or in the future to share capital be issued, the nominal amount of such issues may not exceed €4,200 billion, it being stipulated that this amount will count towards the overall ceiling applicable to all issues of debt

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

Added to these ceilings, where applicable, 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 19th resolution adopted by the Shareholders' Meeting of May 16, 2024.

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TWENTY-SECOND RESOLUTION

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

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

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with retention of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:
 - the maximum par value amount of share capital increases that may be carried out, 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 23rd, 24th, 25th and 26th 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, where applicable, 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 €4,200 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 23rd, 24th, 25th and 26th resolutions of this Shareholders' Meeting is set at €4,200 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 which have not been 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 which have not been subscribed,
 - generally limit the share capital increase to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the share capital increase initially decided after the use, where applicable, of the above-two options;

- resolves that share subscription warrants may also be issued without consideration to holders of existing shares, it being stipulated that fractional rights and the corresponding securities will be sold in accordance with applicable laws and regulations;
5. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:
 - decide the issue of shares and/or securities granting access, immediately or in the future, to the Company's or other company's share capital,
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital,
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued,
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
 - determine the way in which shares will be paid-up,
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to the share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions,
 - provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in accordance with legal and regulatory provisions,
 - 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 on 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 19th resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 23RD RESOLUTION

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

Overview

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

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

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

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million (i.e. nearly 10% of the Company’s share capital at December 31, 2025), it being stipulated that this amount will count towards the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital and the ceiling set in paragraph 2 of the 22nd resolution.

Should debt instruments granting access, immediately or in the future be issued, the nominal amount of such issues may not exceed €4,200 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 set in paragraph 3 of the 22nd resolution.

Added to these ceilings, where applicable, 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.

With regard to the issue price of shares issued under this resolution, it is recalled that Law no. 2024-537 of June 13, 2024 which seeks to boost business financing and the attractiveness of France, removed the legal obligation to apply a so-called “floor” price (i.e. the weighted average price of the Company’s share during the three trading sessions preceding the start of the offer period reduced by a discount of up to 10%). Accordingly, the 22nd resolution adopted by the Shareholders’ Meeting of May 16, 2024 (the so-called “free price” resolution) will not be renewed as it is no longer necessary (it is recalled that this authorization allowed the Board of Directors to exempt itself, up to 10% of the share capital per year, from applying this legal price “floor” and freely set the issue price of shares without pre-emptive subscription rights).

Accordingly, by application of Article L. 22-10-52 paragraph 1 of the French Commercial Code based on the wording resulting from Law no. 2024-537 of June 13, 2024, the Board of Directors, by virtue of this delegation and in order to carry out transactions under the best conditions taking account of existing market constraints, may freely set the issue price, provided it is at least equal to the lowest of: (i) the average price of the Company’s share on the Euronext Paris regulated market, weighted for trading volumes, during the three trading sessions preceding the setting of the price, or (ii) the average price of the Company’s share on the Euronext Paris regulated market, weighted for trading volumes, during the last trading session preceding the setting of the issue price, or (iii) the average price of the Company’s share on the Euronext Paris regulated market, weighted for trading volumes, during the trading session when the issue price is set, in the three instances potentially reduced by a discount of up to 10% after, where applicable, any adjustments to these averages in the event of differences in dividend ranking dates. It is noted that option (i) corresponds to the method applicable in principle before the entry into force of Law no. 2024-537 of June 13, 2024 which seeks to boost business financing and the attractiveness of France and that options (ii) and (iii) correspond to those previously presented in the 22nd resolution adopted by the Shareholders’ Meeting of May 16, 2024, known as the “free price”.

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 result of the issue of such securities, be at least equal to the minimum subscription price per share referred to in the preceding paragraph.

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

This delegation would supersede that granted by the 20th resolution adopted by the Shareholders’ Meeting of May 16, 2024.

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TWENTY-THIRD RESOLUTION

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

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

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with cancellation of pre-emptive subscription rights, by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital (including equity securities granting rights to the allocation of debt instruments) of the Company or other companies (including companies in which the Company owns directly or indirectly more than half the share capital), it being stipulated that the shares may be paid-up in cash, by offset of debt, or by capitalizing reserves, profits or additional paid-in capital. Such securities may be issued in particular as consideration for securities meeting the conditions laid down in Article L. 22-10-54 of the French Commercial Code that may be contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad under local rules (for example in connection with a "reverse merger" or a "scheme of arrangement");
2. delegates to 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 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation,
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:
 - added to these ceilings, where applicable, 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;
 - the maximum nominal value of debt instruments that may be issued immediately or in the future under this delegation is set at €4,200 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 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation,
 - these limits will be increased, where applicable, for any redemption premium above par,
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3, of the French Commercial Code;
5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this resolution, whilst however giving the Board of Directors discretion pursuant to Article L. 22-10-51 of the French Commercial Code to grant shareholders, for a period and on terms to be set by the Board of Directors in compliance with applicable laws and regulations, and for all or part of any issue that may be carried out, a priority subscription period that does not give rise to negotiable rights and which must be exercised in proportion to the quantity of shares owned by each shareholder and which may be supplemented by an application to subscribe for shares on a pro-rated basis, it being stipulated that securities not thus subscribed may be offered to the public in France or abroad;

6. resolves that if subscriptions, including where applicable by shareholders, do not absorb the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided, in the case of issues of shares or securities where the primary instrument is a share, that the share capital increase reaches at least three-quarters of the amount of the issue decided;
 7. takes due note that this delegation involves the express waiver by shareholders, in favor of holders of securities issued granting access to the Company's share capital, of their pre-emptive subscription rights to the shares to which the securities will grant entitlement immediately or in the future;
 8. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, in accordance with Article L. 22-10-52, paragraph 1 of the French Commercial Code, its authority to freely set the issue price within the following limits:
 - the issue price of shares will be at least equal to the lower of: (i) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the three trading sessions preceding the setting of the price, or (ii) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the last trading session preceding the setting of the issue price, or (iii) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the trading session when the issue price is set, in the three instances potentially reduced by a discount of up to 10% after, where applicable, any adjustments to these averages 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 result of the issue of such securities, be at least equal to the minimum subscription price defined in the previous paragraph;
 9. takes due note that, in the event the Board of Directors uses the delegation provided for in the preceding paragraph, 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;
 10. resolves that the Board of Directors shall have full powers, with the power of sub-delegation to the extent authorized by law, to implement this delegation of authority, and in particular to:
 - decide the issue of shares and/or securities granting access, immediately or in the future, to the Company's or other company's share capital,
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital,
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued,
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
- determine the way in which shares will be paid-up,
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to the share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
 - set the terms on which the Company, where applicable, will have the option of purchasing or exchanging securities granting access to the share capital on the stock market, at any time or during specified periods, whether or not such purchase or exchange is performed with a view to cancellation in accordance with legal provisions,
 - provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in accordance with legal and regulatory provisions,
 - 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 increase 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 on 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;
11. 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;
 12. 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;

13. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
14. takes due note that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 20th resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 24TH RESOLUTION

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

Overview

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

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

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

The maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million (i.e. nearly 10% of the Company's share capital at December 31, 2025), it being stipulated that this amount will count towards the ceiling for share capital increases without pre-emptive subscription rights set in paragraph 3 of the 23rd resolution, as well as the overall ceiling applicable to all share capital increases by issuing shares and/or securities granting access to the share capital set in paragraph 2 of the 22nd resolution.

Should debt instruments granting access, immediately or in the future be issued, the nominal amount of such issues may not exceed €4,200 million, it being stipulated that this amount will count towards the overall ceiling applicable to issues of debt instruments in the case of all share capital increases by issuing shares and/or securities granting access to the share capital set in paragraph 3 of the 22nd resolution.

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

With regard to the price of shares issued under this resolution, it is recalled that Law no. 2024-537 of June 13, 2024 which seeks to boost business financing and the attractiveness of France, removed the legal obligation to apply a so-called "floor" price (i.e. the weighted average price of the Company's share during the three trading sessions preceding the start of the offer period reduced by a discount of up to 10%). Accordingly, the 22nd resolution adopted by the Shareholders' Meeting of May 16, 2024 (the so-called "free price" resolution) will not be renewed as it is no longer necessary (it is recalled that this authorization allowed the Board of Directors to exempt itself, up to 10% of the share capital per year, from applying this legal price "floor" and freely set the issue price of shares without pre-emptive subscription rights).

Accordingly, by application of Article L. 22-10-52 paragraph 1 of the French Commercial Code based on the wording resulting from Law no. 2024-537 of June 13, 2024, the Board of Directors, by virtue of this delegation and in order to carry out transactions under the best conditions taking account of existing market constraints, may freely set the issue price, provided it is at least equal to the lowest of: (i) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the three trading sessions preceding the setting of the price, or (ii) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the last trading session preceding the setting of the issue price, or (iii) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the trading session when the issue price is set, in the three instances potentially reduced by a discount of up to 10% after, where applicable, any adjustments to these averages in the event of differences in dividend ranking dates. It is noted that option (i) corresponds to the method applicable in principle before the entry into force of Law no. 2024-537 of June 13, 2024 which seeks to boost business financing and the attractiveness of France and that options (ii) and (iii) correspond to those previously presented in the 22nd resolution adopted by the Shareholders' Meeting of May 16, 2024, known as the "free price".

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 result of the issue of such securities, be at least equal to the minimum subscription price per share referred to in the preceding paragraph.

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 16, 2024.



TWENTY-FOURTH RESOLUTION

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

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

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide a share capital increase with cancellation of pre-emptive subscription rights, by 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 the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide issues of shares or securities granting access, directly or indirectly, to the Company's share capital to be carried out further to the issue, by companies in which the Company directly or indirectly owns more than half the share capital, of securities granting access to the Company's share capital.
This decision involves the waiver by shareholders, in favor of holders of securities that may be issued by companies of the Company's group, of their pre-emptive subscription rights to the shares or securities granting access to the Company's share capital to which these securities grant entitlement;
3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation of authority:
 - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 3 of the 23rd resolution and the overall ceiling set in paragraph 2 of the 22nd resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation,
 - in all events, equity securities issued pursuant to this delegation may not exceed the limits set by applicable regulations at the issue date (currently 30% of the share capital per year),
 - added to these ceilings, where applicable, 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 €4,200 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 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this delegation,
 - these limits will be increased, where applicable, for any redemption premium above par,
 - these limits are independent of the amount of any debt instrument issue decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3, of the French Commercial Code;
5. resolves to cancel shareholders' pre-emptive subscription rights in respect of the securities covered by this 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. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, in accordance with Article L. 22-10-52, paragraph 1 of the French Commercial Code, its authority to freely set the issue price within the following limits:
- the issue price of shares will be at least equal to the lower of: (i) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the three trading sessions preceding the setting of the price, or (ii) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the last trading session preceding the setting of the issue price, or (iii) the average price of the Company's share on the Euronext Paris regulated market, weighted for trading volumes, during the trading session when the issue price is set, in the three instances potentially reduced by a discount of up to 10% after, where applicable, any adjustments to these averages 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. takes due note that, in the event the Board of Directors uses the delegation provided for in the preceding paragraph, 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;
10. resolves that the Board of Directors, with the power of sub-delegation to the extent authorized by law, shall have full powers to implement this delegation of authority, and in particular:
- decide the issue of shares and/or securities granting access, immediately or in the future, to the Company's or other company's share capital,
 - determine the amount of the issue, the issue price and the amount of any premium that may be required on issue or, as the case may be, the amount of reserves, profits or any other amounts to be incorporated in the share capital,
 - determine the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be issued,
 - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,
 - determine the way in which shares will be paid-up,
 - set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to the share capital, 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 on 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;
11. 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;
12. 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;
13. grants this delegation of authority for a period of twenty-six months as from the date of this Shareholders' Meeting;
14. 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 16, 2024.

PRESENTATION OF THE 25TH RESOLUTION

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

Overview

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

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

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

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

This delegation would supersede that granted by the 23rd resolution adopted by the Shareholders' Meeting of May 16, 2024.

TWENTY-FIFTH 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

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, the 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 cancellation of pre-emptive subscription rights, at the same price as that of the initial issue, within the limits as to time and quantity specified in applicable regulations at the date of the issue (currently, within thirty days of the closure of subscriptions and up to a maximum of 15% of the initial issue), in particular with a view to granting a Greenshoe option in accordance with market practices;
2. resolves that the par value amount of share capital increases decided pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial

issue is decided and the overall ceiling set in paragraph 2 of the 22nd resolution of this Shareholders' Meeting and that the nominal value of debt instruments issued pursuant to this resolution shall count towards the ceiling stipulated in the resolution pursuant to which the initial issue is decided and the overall ceiling set in paragraph 3 of the 22nd resolution of this Shareholders' Meeting or, as the case may be, towards the ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this delegation;

3. resolves that the Board of Directors may not, without prior authorization of a Shareholders' Meeting, use this delegation of authority following a third party public offer for the Company's shares, until the end of the offer period;
4. grants this delegation 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 23rd resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 26TH 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.

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 (i.e. nearly 10% of the Company's share capital at December 31, 2025), it being stipulated that this amount will count towards the specific ceiling for share capital increases without pre-emptive subscription rights set in paragraph 3 of the 23rd resolution, as well as the overall ceiling applicable to all share capital increases

by issuing shares and/or securities granting access to the share capital set in paragraph 2 of the 22nd resolution.

Should debt instruments granting access, immediately or in the future be issued, the nominal amounts of such issues may not exceed €4,200 million, it being stipulated that this amount will count towards the overall ceiling set out in paragraph 3 of the 22nd resolution.

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

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

This delegation would supersede that granted by the 24th resolution adopted by the Shareholders' Meeting of May 16, 2024.

TWENTY-SIXTH 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

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 share capital, in cases where Article L. 22-10-54 of the French Commercial Code does not apply;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this authorization:
 - the maximum par value amount of share capital increases that may be carried out under this authorization is set

at €135 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 3 of the 23rd resolution and the overall ceiling set in paragraph 2 of the 22nd resolution or, as the case may be, towards any ceilings stipulated by resolutions of the same kind that may supersede said resolutions during the period of validity of this authorization,

- in all events, shares and securities granting access to the share capital issued pursuant to this authorization may not exceed the limits set by applicable regulations at the issue date (currently 20% of the share capital),
- added to these ceilings, where applicable, 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 €4,200 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 22nd resolution of this Shareholders' Meeting or, as the case may be, towards any overall ceiling stipulated by a resolution of the same kind that may supersede said resolution during the period of validity of this 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, 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 increase 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 on 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 24th resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 27TH 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 27th resolution presented to you for vote.

At the recommendation of the Compensation Committee, the Board of Directors, at its meeting of March 16, 2026, wished to further align the performance conditions with the Group's strategic priorities and, in line with what was first implemented in 2018, maintained a performance condition reflecting the Group's corporate, social and environmental responsibility strategy. In addition, the Board of Directors wished to allow, as in the past six 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 30% of grants to all beneficiaries, assessed based on the comparative performance of the Capgemini SE share against the average performance of a basket comprising seven comparable companies in the same business sector and from at least five countries (Accenture/Alten/Tieto/Sopra Steria/CGI Group/Infosys and Cognizant are recommended) and the CAC 40 and Euro Stoxx Technology 600 indices.

For Executive Corporate Officers, 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.

For beneficiaries other than Executive Corporate Officers, no shares would vest in respect of the external performance condition if the relative performance of the Capgemini SE

share is less than 80% of the average performance of the basket over a three-year period, 100% of the shares would vest if this performance is 100% of that of the basket and 110% of the target would vest if this performance is 110% of that of the basket;

- ii. A **financial performance condition**, determining 30% of grants to all beneficiaries, measured by the amount of audited and published organic free cash flow for a three-year period, 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 €5,500 million, while 100% of the shares would vest if this amount is at least €6,200 million and a maximum of 110% would vest if this amount is equal to €6,500 million;

- iii. A **financial performance condition**, determining 20% of grants to all beneficiaries, based on average annual revenue growth over a three-year period, calculated at constant exchange rates and in accordance with current IFRS as applied by Capgemini.

For all beneficiaries, no shares would vest in respect of this financial performance condition if average annual revenue growth over a three-year period is less than 8%, while 100% of the shares would vest if this performance is at least 15% and a maximum of 110% would vest if this performance is equal to 18%;

- iv. A **performance condition**, determining 20% of grants to all beneficiaries and tied to the Group's 2028 **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 33% at the end of 2028 and the sustainable development objective would aim to reduce in absolute value the greenhouse gas emissions of our own activities, excluding employee commuting, in 2028 compared to the situation in 2024, 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 2025 Universal Registration Document, Section 4.2 "E1 – Climate change".

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	30%	For Executive Corporate Officers <ul style="list-style-type: none"> — 0% if Capgemini share performance < 100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110% — 110% if at least equal to 120% of the average performance of the basket For beneficiaries other than Executive Corporate Officers <ul style="list-style-type: none"> — 0% if Capgemini share performance < 80% of the average performance of the basket — 50% if equal to 80% — 100% if equal to 100% — 110% if at least equal to 110% of the average performance of the basket
Financial condition: Cumulative organic free cash flow over a three-year period	30%	<ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €5,500 million — 50% if equal to €5,500 million — 100% if equal to €6,200 million — 110% if at least equal to €6,500 million
Financial condition: Average revenue growth over a three-year period	20%	<ul style="list-style-type: none"> — 0% if average revenue growth over the reference period < 8% — 50% if equal to 8% — 100% if equal to 15% — 110% if at least equal to 18%
CSR condition comprising two objectives: Diversity: increase in the number of women in Executive leadership positions at the end of 2028	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 < 31.5% — 50% if equal to 31.5% — 100% if equal to 33% — 110% if at least equal to 34.5%
Reduction in absolute value in GHG emissions (excluding employee commuting) in 2028 compared with 2024	10%	<ul style="list-style-type: none"> — 0% if GHG emissions are > 2024 — 50% if GHG emissions are equal to 2024 — 100% if GHG emissions are < 8% compared with 2024 — 110% if GHG emissions are < 10% compared with 2024

(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

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 AFEP-MEDEF Code, performance share grants are undertaken at the same calendar periods and are decided by either the Board of Directors' meeting held at the end of July or in October/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 2025 Universal Registration Document).

TWENTY-SEVENTH 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, subject to the overperformance achievement, will be equal to:

- i. for 30%, 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 for Executive Corporate Officers and 80% of the average performance of the basket measured over the same period for beneficiaries other than Executive Corporate Officers);
- ii. for 30%, 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 cumulative organic free cash flow over a three-year period ending December 31, 2028, 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), in accordance with current IFRS as applied by Capgemini,
 - this relative performance will be measured according to objectives set by the Board of Directors;

PRESENTATION OF THE 28TH AND 29TH 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 aiming to maintain employee share ownership at around 8% of the Company's share capital.

Use of the authorizations granted in 2025

During fiscal year 2025, the Board of Directors used the 17th and 18th resolutions adopted by the Shareholders' Meeting of May 7, 2025, by launching a twelfth employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions totaling €299 million from over 43,000 employees from 36 participating countries. This new employee share ownership plan (ESOP 2025) will help maintain employee share ownership at around 8% of the share capital.

2,700,000 new shares were subscribed at a unit price of €110.70. The corresponding share capital increase of a par value amount of €21,600,000 was completed on December 18, 2025.

New authorization requested in 2026

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% of the share capital at December 31, 2025) is proposed for these two authorizations.

The **28th 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 **29th 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 28th resolution, with a sub-ceiling of €14 million included in the overall ceiling of €28 million provided in the 28th resolution. As for the 28th 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 28th resolution.

At December 31, 2025, employee share ownership represented 8.4% of the Company's share capital.

The next employee share ownership plan could be launched before December 31, 2026.

TWENTY-EIGHTH 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 similar law or regulation) implemented within a company or group of companies, whether French or non-French, within the scope of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code; 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 during the 20 trading sessions 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, it being specified that the maximum par value amount of share capital increases that may be performed, immediately or in the future, due to the grant without consideration of shares or securities granting access to the share capital under this clause will count towards the ceiling amount stipulated in paragraph 2 above;
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 on 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 17th resolution adopted by the Shareholders' Meeting of May 7, 2025.

TWENTY-NINTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of eighteen months, to issue with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of a specific category of beneficiaries for the set-up of structured offers for 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 28th 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 28th 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 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 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 28th 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 sessions preceding the decision setting the subscription opening date for a share capital increase performed pursuant to the 28th resolution, less the same discount;
7. resolves that the Board of Directors shall have the same powers, with the power of sub-delegation to the extent authorized by law, as those conferred on the Board of Directors by paragraph 7 of the 28th 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 18th resolution adopted by the Shareholders' Meeting of May 7, 2025.

PRESENTATION OF THE 30TH RESOLUTION

POWERS TO CARRY OUT FORMALITIES

Overview

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

THIRTIETH 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, declaration 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)
2026 GSM 19 th	a) Purchase by the Company of its own shares under a share buyback program	18 months (November 20, 2027)	10% of the share capital
2026 GSM 20 th	b) Cancellation of treasury shares	26 months (July 20, 2028)	10% of share capital per 24-month period
2026 GSM 21 st	c) Share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts	26 months (July 20, 2028)	€1.5 billion (par value)
2026 GSM 22 nd	d) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, with retention of PSR	26 months (July 20, 2028)	€540 million (par value) €4,200 billion (issue amount) for debt instruments
2026 GSM 23 rd	e) Share capital increase, with cancellation of PSR , by issuing shares and/or securities granting access to the share capital or granting a right to allocation of debt instruments, by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code.	26 months (July 20, 2028)	135 million (par value) ⁽¹⁾ 4,200 billion (issue amount) for debt instruments ⁽¹⁾
2026 GSM 24 th	f) Share capital increase, with cancellation of PSR , by issuing shares and/or securities granting access to the share capital or granting a right to allocation of debt instruments, by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code.	26 months (July 20, 2028)	€135 million (par value) ⁽¹⁾ €4,200 billion (issue amount) for debt instruments ⁽¹⁾
2026 GSM 25 th	g) 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 20, 2028)	Depending on the initial resolution used ⁽¹⁾ Maximum of 15% of the initial issue
2026 GSM 26 th	h) Share capital increase by issuing shares and/or securities granting access to the share capital in consideration for contributions in kind	26 months (July 20, 2028)	€135 million (par value) ⁽¹⁾ €4,200 billion (issue amount) for debt instruments ⁽¹⁾
2026 GSM 27 th	i) Grant of performance shares	18 months (November 20, 2027)	1.2% of the share capital
2026 GSM 28 th	j) 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 20, 2027)	€28 million (par value) ⁽²⁾
2026 GSM 29 th	k) Share capital increase by issuing shares and/or securities granting access to the share capital, with cancellation of PSR , reserved for employees of certain non-French subsidiaries	18 months (November 20, 2027)	€14 million (par value) ⁽²⁾

Abbreviations: PSR = Pre-emptive Subscription Rights, 2026 GSM = 2026 General Shareholders' Meeting.

(1) Recap of general limits:

- a maximum par value amount of €540 million for share capital increases and a maximum issue amount of €4,200 million for debt securities, for all issues with and without PSR (except issues that may be carried out pursuant to c);
- including a par value sub-ceiling of €135 million for share capital increases without PSR that may be carried out pursuant to (e) to (h).

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

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

The following table summarizes (pursuant to Articles 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 2025
a) Purchase by the Company of its own shares under a share buyback program ⁽³⁾	10% of the share capital	05/07/2025 (14 th)	11/07/2026	4,321,158 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €125.36 Under the liquidity contract: a) 2,666,148 shares were purchased at an average price of €140.97 b) 2,665,930 shares were sold at an average price of €141.48 c) At December 31, 2025, the liquidity account balance comprises 119,404 shares and approximately €15 million in cash and monetary UCITS
b) Cancellation of treasury shares	10% of share capital per 24-month period	05/16/2024 (17 th)	07/16/2026	4,118,800 shares were canceled for a value of €516,670,118 (excluding costs and taxes), by decision of the Board of Directors on 12/02/2025
c) Share capital increase by capitalizing additional paid-in capital, reserves, profit or other eligible amounts	€1.5 billion (par value)	05/16/2024 (18 th)	07/16/2026	This authorization was not used in 2025
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) €5,900 million (debt instruments granting access to share capital – issue amount)	05/16/2024 (19 th)	07/16/2026	This authorization was not used in 2025
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) €5,900 million (debt instruments granting access to share capital – issue amount)	05/16/2024 (20 th)	07/16/2026	This authorization was not used in 2025
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) €5,900 million (debt instruments granting access to share capital – issue amount)	05/16/2024 (21 st)	07/16/2026	This authorization was not used in 2025
g) Setting the issue price of shares in the context of a share capital increase with cancellation of PSR	€135 million (par value) €5,900 million (debt instruments granting access to share capital – issue amount) 10% of share capital per 12-month period	05/16/2024 (22 nd)	07/16/2026	This authorization was not used in 2025

Purpose of the authorization	Maximum amount ^{(1) (2)} (in euros)	Authorization date and resolution number	Expiry date	Used during 2025
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	05/16/2024 (23 rd)	07/16/2026	This authorization was not used in 2025
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) €5,900 million (debt instruments granting access to share capital – issue amount) 10% of share capital	05/16/2024 (24 th)	07/16/2026	This authorization was not used in 2025
j) Grant of performance shares ⁽⁴⁾	1.2% of the share capital	05/07/2025 (16 th)	11/07/2026	54,542 performance shares (€436,336 par value) were granted to 33 beneficiaries by decision of the Board of Directors on 02/17/2025 1,597,000 performance shares (€12,776,000 par value) were granted to 3,510 beneficiaries by decision of the Board of Directors on 10/27/2025
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⁾	05/07/2025 (17 th)	11/07/2026	2,327,886 shares were issued pursuant to this resolution in the context of the 2025 employee share ownership plan, representing a par value amount of €18,623,088
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⁾	05/07/2025 (18 th)	11/07/2026	372,114 shares were issued pursuant to this resolution in the context of the 2025 employee share ownership plan, representing a par value amount of €2,976,912

(1) Recap of overall limits: a maximum par value amount of €540 million and a maximum issue amount of €5,900 million for debt instruments granting access to share capital, 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 2025 but prior to the Ordinary Shareholders' Meeting of May 7, 2025 were acquired pursuant to the 16th resolution adopted by the Shareholders' Meeting of May 16, 2024.

(4) Performance shares granted in the course of 2025 but prior to the Extraordinary Shareholders' Meeting of May 7, 2025 were granted pursuant to the 25th resolution adopted by the Shareholders' Meeting of May 16, 2024.

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 accordance with Article R. 22-10-28 of the French Commercial Code, 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 fifth working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 13, 2026.

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 13, 2026 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 fifth working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 13, 2026. 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 fifth working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 13, 2026, 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 fifth working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 13, 2026, 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 20, 2026. 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 already used to consult their registered securities account on the Shareholder Account website (<https://www.investors.uptevia.com>); they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site.
- **Administered registered shareholders:** administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can access VOTACCESS via the VoteAG website (<https://www.voteag.com>); they will receive from Uptevia, together with the notice of the May 20, 2026 Shareholders' Meeting, a login ID and a temporary code enabling them to

connect; shareholders must then follow the instructions on screen to personalize their password; they may then vote, request an admission card or appoint or remove an agent via the VOTACCESS site.

- **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 29, 2026 to 3 p.m., Paris time, on May 19, 2026**, 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 14, 2026.

Remote 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 17, 2026.

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. 22-10-24 of the French Commercial Code

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 17, 2026. **An agent may not be appointed on 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 13, 2026. 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.

The VOTACCESS website will be open from April 29, 2026 at 10 a.m. until the eve of the Shareholders' Meeting, that is on **May 19, 2026 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 20, 2026.

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://meetings.lumiconnect.com/100-528-982-910> (meeting number **100-528-982-910**) to watch the Shareholders' Meeting live and ask written questions during the Q&A session opened by the Meeting Chairman.

Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/en/event/2026-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 the Company's website: <https://investors.capgemini.com/en/event/2026-shareholders-meeting/>.

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/2026-shareholders-meeting/>, by April 29, 2026 at the latest (that is 21 days before the Shareholders' Meeting).

Audiovisual broadcasting

In accordance with article R. 22-10-29-1 of the French Commercial Code, the Shareholders' Meeting of **Wednesday, May 20, 2026** at 2 p.m. (Paris time) will be subject, in its entirety, of a live audiovisual broadcasting available *via* the following link: <https://investors.capgemini.com/en/event/2026-shareholders-meeting/>. A recording of the Shareholders' Meeting will be available for consultation on

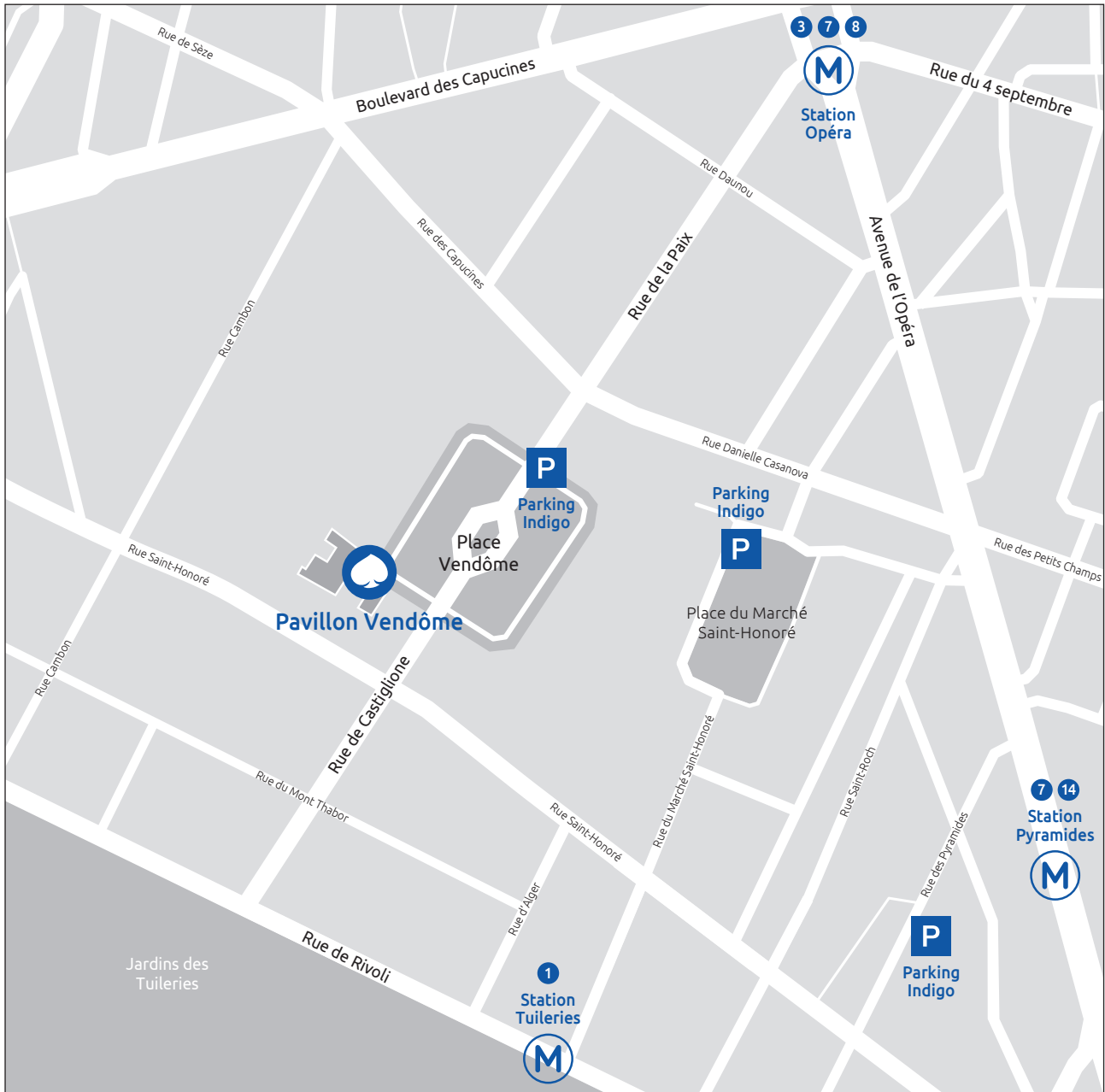
the Company's website no later than seven (7) working days after the date of the Shareholders' Meeting, and at least for the minimum legal and regulatory period from the date it is posted online.

8. Practical information

How to access the Shareholders' Meeting?

**Pavillon Vendôme,
7 Place Vendôme
75001 Paris**

The welcoming of participants
will start at 1:00 p.m



Subway

M Opéra

M Tuileries

M Pyramides



Car

Parking Indigo

28 Place Vendôme, 75001 Paris

39 Place du Marché Saint-Honoré, 75001 Paris

14 Rue des Pyramides, 75001 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.

2. GRANT A PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING
 Shade this box.

3. GRANT A PROXY TO A PERSON OF YOUR CHOICE
 Shade this box and complete contact details of your proxy.

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

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



Capgemini
 Société Européenne au capital de 1 359 429 368 €
 siège social : 11, rue de Tilsitt
 75017 PARIS
 330 703 844 R.C.S. PARIS
<https://www.capgemini.com/fr-fr/>

**ASSEMBLÉE GÉNÉRALE MIXTE
 DU 20 MAI 2026**

**COMBINED GENERAL MEETING
 ON MAY 20, 2026**

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

Identifiant - Account
 Nominé(e) / Registered
 Porteur / Bearer
 Vote simple / Single vote
 Vote double / Double vote
 Nombre de voix - Number of voting rights

<p><input type="checkbox"/> JE VOTE PAR CORRESPONDANCE / I VOTE BY POST Cf. au verso (2) - See reverse (2)</p> <p>Je vote (OUI) à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ■ l'une des cases "Non" ou "Abstention" / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote « No » or « I abstain ».</p> <table border="1" style="width: 100%; text-align: center;"> <tr><th></th><th>1</th><th>2</th><th>3</th><th>4</th><th>5</th><th>6</th><th>7</th><th>8</th><th>9</th><th>10</th><th></th><th>A</th><th>B</th></tr> <tr><td>Non / No</td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input 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au verso (4) pour me représenter à l'Assemblée I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting M ou Mme, Raison Sociale / Mr or Mrs, Corporate Name</p> <p>Adresse / Address</p>
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ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions must be valid only if they are directly returned to your bank.

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

Date & Signature

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 17, 2026** 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/2026-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 23, 2026 (n° 35).

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 20, 2026** 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 2026

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 2025 Universal Registration Document which you may consult on the website www.capgemini.com.

CHANGES IN SHAREHOLDERS' MEETING NOTICE PROCEDURES AND COMMUNICATION FROM JULY 1, 2026

Following Decree no. 2026-94 of February 13, 2026 modernizing how certain types of commercial company communicate with their shareholders, Capgemini can notify registered shareholders of Shareholders' Meetings held after July 1, 2026 by electronic means. It is therefore important that the Company holds a valid email address for all shareholders.

To this end, Uptevia will send you a letter at a later date, to which we suggest you give your full attention.

Furthermore, pursuant to the provisions of decree above mentioned, as the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code are published on the Company's website and in accordance with Article R. 225-88 of the same Code, the Company will no longer send out these documents and information as from the next Shareholders' Meeting.

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



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Design and production: Agence Marc Praquin.



European company with a share capital of €1,359,429,368
Registered office: Paris (17^e), 11 Rue de Tilsitt
330 703 844 RCS Paris

www.capgemini.com