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## **SHAREHOLDERS' MEETING OF MAY 23, 2018**

**Paris, May 24, 2018 – The Shareholders' Meeting of Capgemini SE, held yesterday at Pavillon d'Armenonville in Paris, adopted all resolutions presented for vote. Paul Hermelin's term of office as director was renewed by shareholders and the Board of Directors subsequently confirmed his duties as Chairman of the Board of Directors and Chief Executive Officer. The Shareholders' Meeting also approved the appointment of Frédéric Oudéa as a new director.**

The Shareholders' Meeting provided an opportunity for Paul Hermelin to communicate his vision of Capgemini in the years to come. The Chief Operating Officers also spoke; Thierry Delaporte on the evolution of the Group's service portfolio, and Aiman Ezzat on the management and development of the Group's go-to-market.

Paul Hermelin, Chairman and Chief Executive Officer of the Capgemini Group, stated: "*Bolstered by the repeated support of its shareholders and the Board of Directors – whom I would like to thank – Capgemini can reaffirm its ambitions: to position itself as an industry leader through the quality of its customer references, its offers and its talent. We are also committed to digital inclusion, which is a priority for us in terms of our Corporate Social Responsibility.*"

Shareholders adopted the distribution of a dividend of €1.70 per share for fiscal year 2017. The dividend will be paid from June 6, 2018, with an ex-dividend date of June 4, 2018.

The Shareholders' Meeting approved the following resolutions on the Board's composition:

- Paul Hermelin's term of office as director was renewed. The Board then confirmed Paul Hermelin's duties as Chairman of the Board of Directors and Chief Executive Officer, as well as those of Thierry Delaporte and Aiman Ezzat as Chief Operating Officers.
- Frédéric Oudéa<sup>1</sup>, Chief Executive Officer of Société Générale, was appointed as a member of the Board of Directors for a four-year term. He will bring to the Board his experience in managing a leading banking group with an ambitious international development plan and known for its innovative digital services.
- The terms of office as director of Laurence Dors, Chairman of the Compensation Committee and of Xavier Musca, Chairman of the Audit & Risk Committee, both considered independent directors, were also renewed for a four-year term.

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<sup>1</sup> A biography of the new director, Frédéric Oudéa, is presented in the appendix.



- The Board of Directors following the Shareholders' Meeting also deliberated on the composition of its Committees and appointed Daniel Bernard as Chairman of the Strategy & Investment Committee, and Frédéric Oudéa as a member of the Ethics & Governance Committee.

Following this Shareholders' Meeting, Capgemini SE's Board of Directors has 13 directors<sup>2</sup>, including two directors representing employees. 80% of directors are independent<sup>3</sup> and 45% are women<sup>4</sup>, with a reduced average age of 59 years old. This reflects the Board's desire to combine efforts in recent years to renew its composition, increase the number of women, and diversify profiles within a reduced number of directors; to reinforce cohesion and collective and efficient decision-making. In line with its diversity policy, the Board will continue the international diversification of its composition in the coming years.

The Chairman and Chief Executive Officer's 2017 compensation components were approved, along with the principles and criteria for determining the remuneration of the Chairman and Chief Executive Officer and the two Chief Operating Officers. The Shareholders' Meeting also approved the regulated commitments concerning the Chief Operating Officers, Thierry Delaporte and Aiman Ezzat.

Finally, the Shareholders' Meeting approved all the financial delegations granted to the Board of Directors.

A detailed breakdown of voting results can be found on the Capgemini website at

<https://investors.capgemini.com/combined-general-meeting>

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<sup>2</sup> The composition of the Board of Directors is presented in the appendix.

<sup>3</sup> 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.

<sup>4</sup> The two directors representing employees are not taken into account in calculating this percentage, in accordance with Article L.225-27 of the French Commercial Code (*Code de Commerce*).



is a multicultural company of 200,000 team members in over 40 countries. The Group reported 2017 global revenues of EUR 12.8 billion.

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## APPENDIX 1

### Biography



#### **Frédéric Oudéa**

#### **Chief Executive Officer of Société Générale**

Born in 1963, Frédéric Oudéa is a graduate of the École Polytechnique and the École Nationale d'Administration.

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

## APPENDIX 2

### **Composition of the Capgemini SE Board of Directors following the Combined Shareholders' Meeting of May 23, 2018**

Paul Hermelin – *Chairman and Chief Executive Officer*

Daniel Bernard – *Vice-Chairman*

Anne Bouverot

Laurence Dors

Carole Ferrand

Robert Fretel – *Director representing employees*

Siân Herbert-Jones

Kevin Masters – *Director representing employees*

Xavier Musca

Frédéric Oudéa

Patrick Pouyanné

Pierre Pringuet – *Lead Independent Director*

Lucia Sinapi-Thomas - *Director representing employee shareholders*