

Notice of
Meeting

Combined Shareholders' Meeting

**Wednesday May 7, 2025
at 2:00 p.m.**

Pavillon Gabriel
5 avenue Gabriel
Paris (8^e)

Welcome to the Combined Shareholders' Meeting on Wednesday May 7, 2025

Pavillon Gabriel
5 avenue Gabriel, 75008 Paris

The welcoming of participants will start at 1:15 p.m.
(for information on how to access Pavillon Gabriel, please refer to page 40)

Shareholders' contacts



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(France only)

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Chairman's message

Dear Shareholders,

The Capgemini Combined Shareholders' Meeting will be held on **Wednesday, May 7, 2025 at 2 p.m.** (first notice) at Pavillon Gabriel in Paris. The Capgemini Board of Directors and I are counting on your presence at this unique moment for expressing the "*affectio societatis*" that unites each year the shareholders of a company, its Board of Directors and its management. This year you are asked to vote on nineteen resolutions.

Despite a challenging global macro-economic environment, the Group demonstrated strong resilience in 2024 maintaining operating margin and cash flow generation levels thanks to growth in its high value-added offerings and its ecosystem of leading technology partners. Our client's confidence was reflected in their renewed demand for efficiency, operational agility and cost optimization programs, which helped fuel demand for our Cloud, Data and Artificial Intelligence (AI) services. Capgemini is also recognized by market analysts as a global leader in AI, thanks to our constant investment in this area, to the extent that AI accounted for approximately 5% of our order backlog in the fourth quarter of 2024.

Our clients therefore continue to show a strong appetite for technology and recognize the value we bring as a preferred partner in their business and technology transformation. In 2025, we will continue, I am sure, to demonstrate the relevance and strength of our positioning as well as the resilience of our operating model, while making revenue growth the year's priority.

With regard to the composition of the Board of Directors, you are asked to renew the terms of office as Director of Messrs. Patrick Pouyanné and Kurt Sievers and appoint Mr. Jean-Marc Chéry as member of the Board of Directors for a period of four years.

"The Group demonstrated strong resilience in 2024, maintaining operating margin and cash flow generation levels, thanks to growth in its high value-added offerings and its ecosystem of leading technology partners."



In addition, under the Say on Pay process you will be asked to vote on my compensation as Chairman of the Board of Directors and on Mr. Aiman Ezzat's compensation as Chief Executive Officer for fiscal year 2024. You will also be asked to vote on the 2025 compensation policies for corporate officers.

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

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

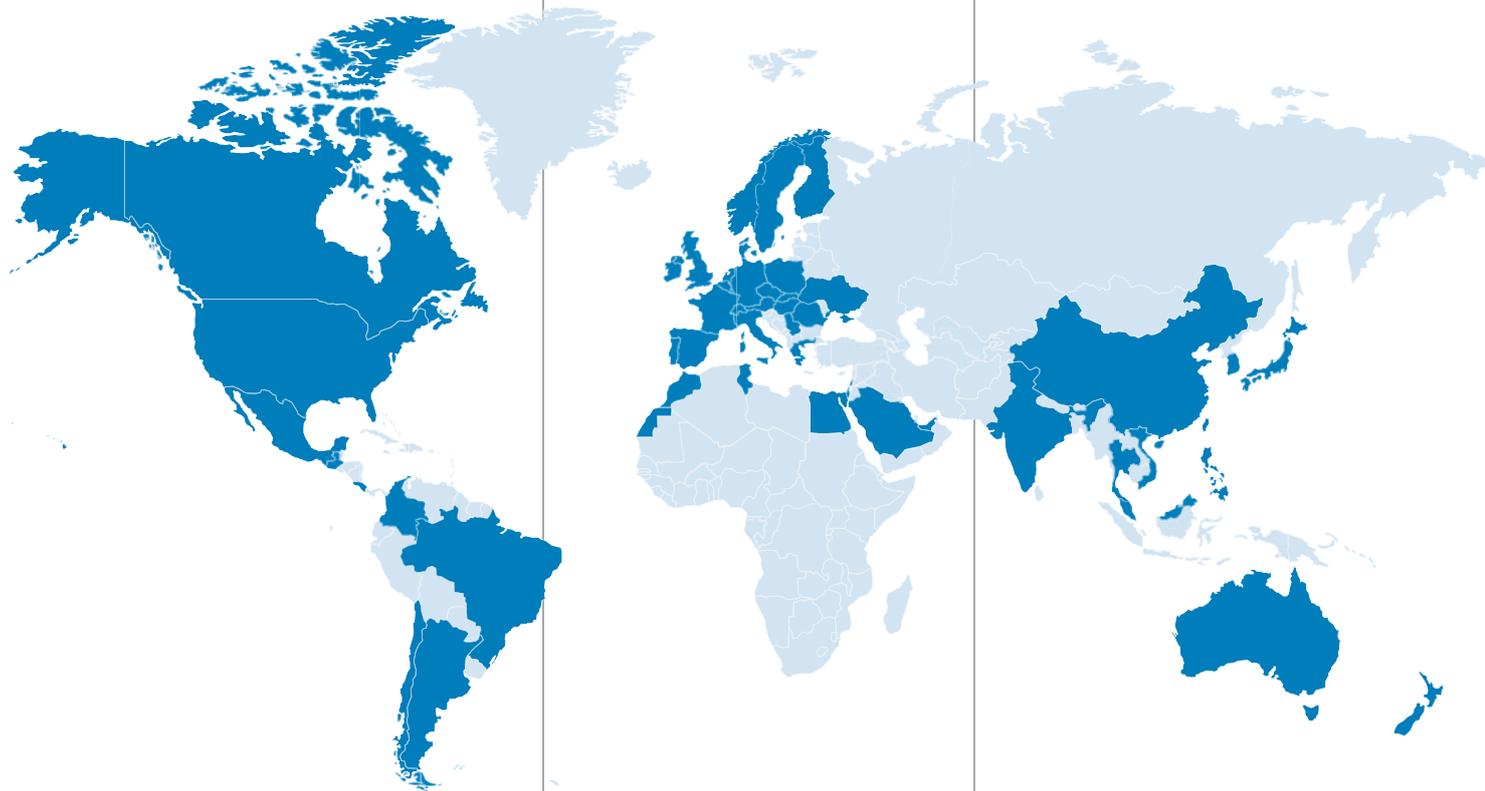


A global leader and strategic partner for companies

More than
340,000
people

Over
50
countries

More than
160
nationalities



Americas

Europe, Middle East
and Africa

Asia Pacific

30,000
people

126,000
people

184,000
people

Our people

39.7%

of women in the global headcount

Around

8%

of the capital is owned by employees

25.73m

hours of employee training

Our businesses

Strategy & Transformation
Application & Technology
Engineering
Operations

Our seven values

Honesty
Boldness
Trust
Freedom
Team spirit
Modesty
Fun

Client satisfaction level on contracts ⁽¹⁾

4.3/5

Our financial results

Revenues

€22,096m

Operating margin ⁽²⁾

13.3%

Organic free cash flow ⁽³⁾

€1,961m

Our ratings and commitments

Member of the

DJSI

Europe Index

A net zero business by

2040

A

in CDP's "Climate Change 2024" scoring

35%

of women in leadership positions in 2030

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

(2) Operating margin is one of the Group's key performance indicators. It is defined as the difference between revenues and operating costs, and calculated before "Other operating income and 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 2024

In a demand environment that remained pressured by persisting macroeconomic and geopolitical concerns, the expected recovery of the IT Services industry as a whole, and of Capgemini in particular, proved weaker than initially anticipated. Despite this adverse backdrop, the Group demonstrated the resilience of its operating model and strengthened its leadership in Artificial Intelligence (AI) and Generative AI.

After bottoming out in Q1 as expected, at -3.3% at constant currency, Capgemini's revenue trends gradually improved through the year. This improvement was mostly driven by the progressive recovery of activity in North America and in the Financial Services sector. However, the Group also faced unexpectedly strong headwinds in the second half of the year, primarily in the Manufacturing sector and in France. As a result, the reacceleration was weaker than initially expected and led Capgemini to revise its initial revenue growth outlook for the full year, from +0% to +3% to -2.0% to -2.4%. While the Group also narrowed its operating margin target from 13.3% to 13.6% to 13.3% to 13.4%, it confirmed its organic free cash flow target at around €1.9 billion.

Overall, Capgemini reported revenues of €22,096 million in 2024. Revenue was down -2.0% year-on-year at constant currency, at the top end of the revised target range of -2.0% to -2.4%. The operating margin was stable at 13.3% of revenues, in line with the target set for 2024. Finally, organic free cash flow remained strong at €1,961 million, in line with the 2024 target and the previous year despite lower revenues.

Clients focused on driving efficiency, prioritizing operational agility and cost optimization while discretionary spend, which was initially expected to return, remained soft throughout the year. This environment has fueled a strong demand for transformation programs which translated into continued traction for Capgemini's Cloud, Data & AI services as well as its innovative offerings, most notably in intelligent supply chain, digital core and Generative AI projects.

Through active investments in AI and Generative AI-related service offerings, key partnerships and talent development, Capgemini has further strengthened its AI capabilities and built extensive expertise in delivering tailored solutions to clients across industries, thus positioning the Group as a recognized leader. This is translating into a strong demand for Capgemini's Generative AI practice as evidenced in Group bookings.

Financial performance

Capgemini reported revenues of €22,096 million in 2024, down -1.9% year-on-year. Constant currency growth was -2.0%, organic growth (i.e., excluding the impact of currency fluctuations and changes in Group scope) was -2.4%.

The ongoing shift in Capgemini's offerings portfolio towards higher value services, coupled with enhanced operational efficiency, generated a 50 basis points increase in gross margin to 27.4% of

revenues, reflecting the resilience of its operating model. This enabled the Group to absorb the incremental investment in selling efforts aimed at driving future growth. It also offset the slight increase in G&A expenses. This translates into a decrease of cost of services rendered to €16,044 million and 72.6% of revenues. Conversely, selling expenses increased to €1,634 million, up by 30 basis points to 7.4% of revenues, and general & administrative expenses increased to €1,484 million, up by 20 basis points to 6.7% of revenues. Overall, operating expenses decreased to €19,162 million in 2024 compared with €19,531 million in 2023, and operating margin stood at €2,934 million and 13.3% of revenues, stable year-on-year.

Looking at operating costs by nature, the slight increase in personnel costs (from 68.2% of revenues in 2023 to 68.6% in 2024) was offset most notably by the decrease in purchase and subcontracting expenses (from 13.2% to 13.0%) as well as in travel expenses (from 1.4% to 1.3%).

Other operating income and expense was a net expense of €578 million, down €67 million year-on-year. This decrease is mainly attributable to lower restructuring charges, which decreased by €55 million.

Capgemini's operating profit was €2,356 million or 10.7% of revenues, compared with €2,346 million or 10.4% of revenues, in 2023.

Capgemini reported a net financial income of €13 million in 2024, compared to a net expense of €42 million in 2023, reflecting higher interest income.

The income tax expense was €681 million, up from €626 million last year. This represents an increase in the effective tax rate from 27.2% in 2023 to 28.8% this year.

Taking into account the share of profits of associates and joint ventures and non-controlling interests, for an aggregate amount of -€17 million, the Group share in net profit rose by +0.5% year-on-year to €1,671 million. Basic earnings per share increased by +1.2% to €9.82. Normalized earnings per share was €12.23, compared with €12.44 in 2023.

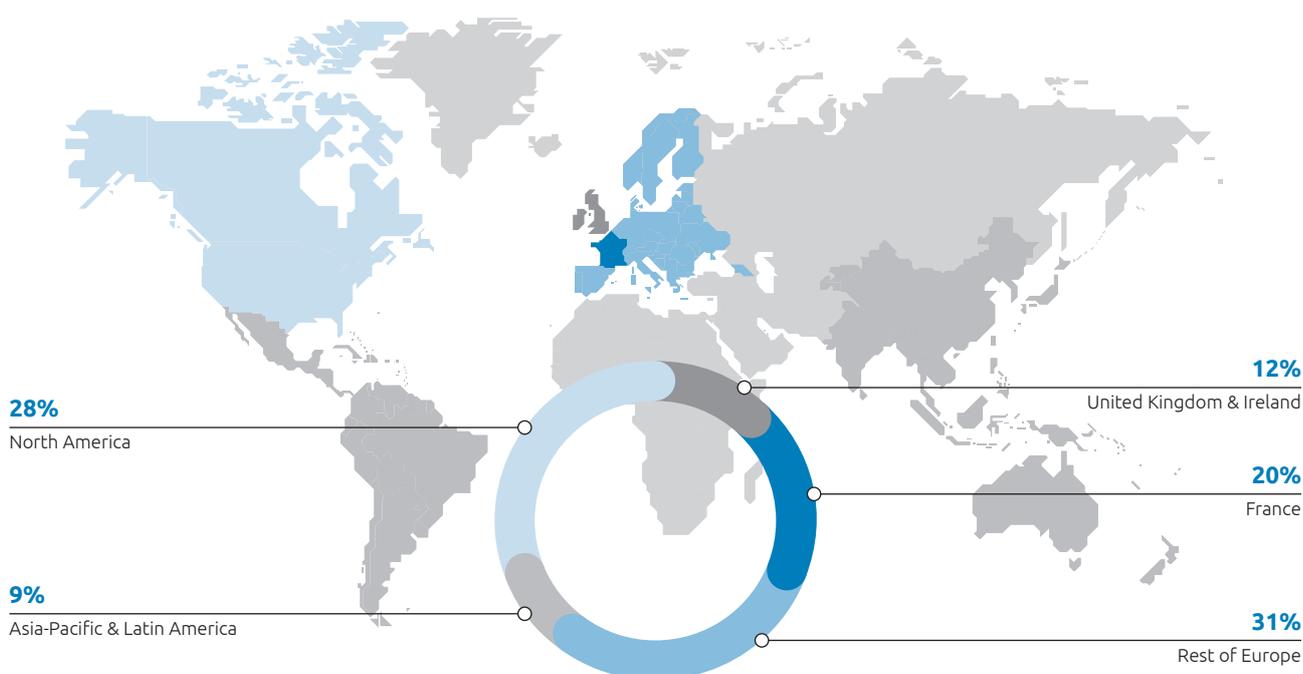
Group cash from operations decreased from €3,308 million in 2023 to €3,261 million in 2024, mostly due to the slight decline in Group revenues. Income tax payments increased by €58 million to €521 million while working capital requirement decreased from €320 million in 2023 to €214 million in 2024. Consequently, net cash from operating activities was virtually stable at €2,526 million, compared with €2,525 million the year before. Capital expenditure (net of disposals) increased to €310 million or 1.4% of revenues, compared with 1.1% in 2023. Interest paid and received resulted in a net cash inflow of €37 million, compared with a cash outflow of €11 million in 2023. Lastly, lease debt repayments were virtually stable, down by €5 million to €292 million in 2024. As a result, the Group reiterated in 2024 the record high level of organic cash flow of 2023, with €1,961 million (€1,963 million in 2023).

In 2024, Capgemini actively redeployed close to €2.0 billion of capital, essentially funded by the organic free cash flow of the year. Capgemini invested €827 million in acquisitions. The Group also paid dividends of €580 million (€3.40 per share) to Capgemini SE shareholders and allocated €972 million to share buybacks (or €989 million including fees and liquidity program): €498 million on its multiyear program and €474 million to neutralize the dilution of the 11th employee share ownership plan (ESOP). This ESOP plan, which proved highly successful and contributed to maintaining

employee shareholding at around 8% of the share capital, led to a gross capital increase of €415 million (or €413 million net of fees).

In October 2024, the Group also redeemed in full and at maturity its €600 million bond issued in April 2018. At December 31, 2024, the Group had cash, cash equivalents and cash management assets of €3.1 billion. After accounting for borrowings of €5.1 billion and derivative instruments, Group net debt is €2.1 billion, slightly up compared with €2.0 billion at December 31, 2023.

Operations by region



At constant exchange rates, revenues in **North America** (28% of Group revenues) decreased by -4.1% with improving trends in H2. The Financial Services, Consumer Goods & Retail and Telco, Media & Technology (TMT) sectors were the main drivers of improvement. In contrast, the Manufacturing and Public sectors slowed down in H2. The operating margin increased to 16.5%, from 15.6% in 2023.

The **United Kingdom and Ireland** region (12% of Group revenues) remained resilient, posting a -1.0% decline in revenue primarily driven by the contraction of the Consumer Goods & Retail sector. The region's return to growth in H2 was driven by the recovery in Financial Services and the continued strength in the Energy & Utilities sector. The operating margin reached 19.7% compared with 18.6% in 2023.

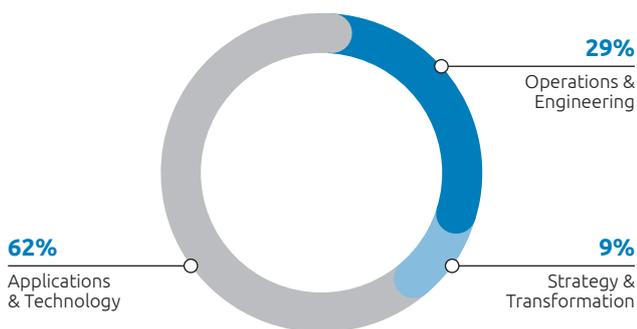
France (20% of Group revenues) revenues decreased by -3.5%, in an environment that led to a visible degradation in H2. This evolution was mostly driven by the contraction of the Manufacturing sector.

However, as in most regions, Financial Services visibly improved through the year. The operating margin contracted from 12.6% to 10.2%.

In the **Rest of Europe** region (31% of Group revenues), revenues stood at +0.1% with solid Public and Energy & Utilities sectors and Financial Services returning to growth. The Manufacturing sector also negatively weighed on activity in the region. The operating margin was 12.0%, slightly up from 11.7% a year earlier.

Finally, revenues in the **Asia-Pacific and Latin America** region (9% of Group revenues) were slightly down -0.3% driven by a slower Financial Services sector in Asia-Pacific. However, the Public Sector in Asia-Pacific, and the Consumer Goods & Retail sector in Latin America, both enjoyed double-digit growth rates. The operating margin slightly improved to 12.4% compared with 12.2% the year before.

Operations by business



When determining activity trends by business and in accordance with internal operating performance measures, growth at constant exchange rates is calculated based on total revenues, i.e., before elimination of inter-business billing. The Group considers this to be more representative of activity levels by business. As its businesses change, an increasing number of contracts require a range of business expertise for delivery, leading to inter-business billing flows.

At constant exchange rates, **Strategy & Transformation** consulting services (9% of Group revenues) reported +3.2% growth in total revenues in 2024. This continued momentum illustrates the strength of the Group's positioning as a strategic partner to its clients.

Applications & Technology services (62% of Group revenues and Capgemini's core business) reported a -2.1% decrease in total revenues.

Finally, **Operations & Engineering** services total revenues (29% of Group revenues) decreased -2.1%.

The following table presents the utilization rates of productive employees:

Utilization rate	2023				2024			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Strategy & Transformation	66%	68%	67%	70%	67%	69%	69%	69%
Applications & Technology	78%	79%	79%	80%	79%	80%	80%	81%

Headcount

At December 31, 2024, the Group's total headcount stood at 341,118, compared with 340,443 employees one year before. This represents a net increase of 675 employees, or +0.2% year-on-year. The onshore workforce decreased by -1.1% at 144,230 employees, while the offshore workforce was up by +1.2% to 196,888 employees, i.e., 58% of the total headcount.

The average headcount is down year-on-year, from 349,793 in 2023 to 337,813 in 2024. The total number of entries into the Group in 2024 was 70,616. The voluntary attrition rate amounted to 15.7% in 2024 compared to 16.7% in 2023.

Bookings

With bookings of €23,821 million in 2024, the Group maintained a strong commercial momentum despite client decision cycles that remain long, achieving a solid book-to-bill of 1.08 for the year. When compared to 2023 bookings, this represents, at constant exchange rates, a decrease of -0.5% for the year.

Generative AI bookings amounted to close to 4% of Group bookings for the year and around 5% for Q4.

Significant events in 2024

Commercial momentum

In 2024, 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, a major US manufacturing company selected the Group to implement a scalable solution set of IoT (Internet of Things) technology to provide real-time operational data to engineers, operators, maintenance team, and leadership, enabling data-driven decisions and analysis.
- In the same market, Capgemini was chosen by a leading European shipbuilding group to leverage data to reduce

development cycles for its core product while modernizing engineering and production cycles. The Group executed a complex program with multiple partners to lay the foundation for their new PLM (Product Lifecycle Management) system and ensure digital continuity across the product development cycle.

- Again in the Intelligent Industry market, a Japanese manufacturer of optical and digital precision technology chose the Group to take up their product sustenance activities, including Pre-compliance Testing and Robotic Automation. This project will generate direct cost savings for the client and accelerate the launch of their next-generation diagnostic devices.
- In the Customer First market, a major European carmaker selected the Group to implement an end-to-end sales process transformation program, in view of driving revenue growth *via* a new and innovative retailer model.
- In the same market, Capgemini won a contract with a US-based global leader of industrial solutions to provide customer's services and support for automotive body shops across North America, *via* an automated and integrated solution improving efficiency, profitability, and speed to market.
- Capgemini was selected by a global tire manufacturing and mobility solution provider as a strategic global partner for its IT-driven business transformation. This new multi-year major agreement takes root in our successful ERP (Enterprise Resource Planning) transformation program which will now expand into the domains of R&D, Manufacturing, Supply Chain and Customer Experience in North America & APAC, leveraging our Intelligent Industry for Automotive expertise.
- A major European aerospace actor extended for at least three more years its agreement with Capgemini to support their digital transformation, including maintenance of their corporate data lake and support to their migration to the cloud on Microsoft Azure.

- In the area of sustainability services, Capgemini was enlisted to assist a Japan-based global carmaker in advancing connected and autonomous vehicle technologies, enabling the development or enhancement of sustainable products and promoting eco-friendly transportation technologies and practices like smart infrastructure development and efficient transportation networks.

In the Financial Services sector:

- In the Customer First market, Capgemini was selected by a US insurance group to provide a digital solution which will leverage client data to identify and track new business opportunities, in view of generating incremental revenues and improve the overall customer experience.
- Capgemini was chosen by a German international IT asset manager and financing expert to accompany their digital transformation by enabling a greenfield SAP S/4HANA global rollout to achieve excellence in operations and to develop into a data-driven company by implementing automated, scalable and intelligent business processes.
- The Group was selected by a leading European banking group as one of their few global partners to support their drive for increased operational efficiency across all their business units and regions, leveraging our global delivery model and business and technology capabilities.
- A major Swiss insurance group chose Capgemini to deploy and maintain a cloud-based solution for ECM (Enterprise Content Management), enabling significant costs savings by moving on-premise applications to the cloud and consolidating multiple platforms into a single one.
- In the area of Data & AI, the Group was enlisted by a leading French bank to build innovative use cases based on LLM models to be deployed within the bank customer omnichannel program for intelligent mail-classification and automatic drafting of replies, automated appointment scheduling and phone call synthesis.
- In the same area, a leading financial services company in the Middle-East region chose Capgemini to deploy a case management solution for their Credit Decisioning Platform, to improve their credit review and risk management processes.

In the Consumer Goods & Retail sector:

- In the Customer First market, a global leader in the cosmetics industry selected Capgemini to enhance their IT operations supporting Sales and Marketing. Generative AI will be used as a productivity lever for optimization and performance, advanced support assistance for complex issues, and automating tasks to streamline the software development lifecycle.

- In the same market, one of the largest multi-brand restaurant retail companies in the US enlisted the Group to be their long-term strategic digital transformation partner to achieve faster time-to-market and expand their digital sales through enhanced digital, data, cloud and AI capabilities.
- Again in the Customer First market, Capgemini was chosen by a US retail giant to provide to their operations in Mexico with a predictive support model covering essential processes for the maintenance and modernization of their applications, in view of mitigating operating risks and ensuring business continuity.
- A major retail assets manager in Latin America selected the Group to implement SAP S/4HANA Digital Core and migrate the entire group to SAP Rise to provide a scalable base for new business demands.
- In the Data & AI area, a leading European discount retailer selected Capgemini to provide a Generative AI-based solution to create qualitative and cost-effective marketing content in view of improving customer engagement, driving traffic on their online sales channels and enhancing search engine visibility.
- In the area of sustainability services, the Group was chosen by a well-known US international restaurant franchise to deliver sustainability benefits at scale, leveraging digital and cloud to optimize store operations and data analytics, generating notably a reduction in food waste and energy consumption.

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

- In the Intelligent Industry market, Capgemini was selected by a Canadian provider of solutions for the global communication industry to deploy automation in view of transforming a resource centric model into an agile and innovative outcome-based approach, leveraging the Group's unique engineering capabilities to drive value-added services and customer-first mission.
- The Group won a cloud transformation deal with a Tier-1 telecom network equipment provider, in view of migrating to Google Cloud Platform their service platform in charge of managing telecommunications networks around the world on behalf of operators.
- Capgemini was enlisted by a global leader in technology and innovation to build their Marketing Analytics Platform and integrate data from the enterprise data lake with other telemetry sources for the global marketing team, enabling timely business decisions for the global marketing team and lower operating costs through efficiency gains.
- A US-based global media conglomerate selected Capgemini to take over in a record time a complex and critical end-user managed service in the cloud for over 250,000 users, illustrating the Group's ability to shape and deliver a very large deal, with a value exceeding €500 million.



- Capgemini established a Generative AI factory for a US telecom operator that supports diverse business groups, including marketing, consumer, network, HR, and enterprise, to accelerate the deployment of innovative Generative AI-based solutions and enhance the overall customer and employee experience.

In the Public Sector:

- Capgemini won a 5-year agreement to provide IT hosting and migration services to a major health infrastructure in the UK, to improve the stability and security of their cloud environment and help them to continue their cloud journey.
- A public electoral service in the Asia-Pacific region chose the Group to implement an IT solution to enhance the capabilities of their funding and disclosure online portal, by introducing self-service processes to transform the submission experience and enable greater transparency for the funding disclosure process.
- Capgemini signed a 2-year contract with a European Ministry of Defense to support the deployment of a new generation of defense equipment, by setting up data foundation and data governance processes and developing use cases which support Situational Awareness and Asset Management.
- A UK homeland security agency selected the Group to continue to provide critical cloud, infrastructure and cybersecurity services in view of enhancing the security of the civilian population.

- Capgemini was chosen by a major UK ministerial agency to support them in setting up an AI strategy, establishing AI maturity across ministries and public bodies, developing standardized AI risk assessment framework and deploying AI Innovation squads to accelerate AI projects.

In the Energy & Utilities sector:

- Capgemini was selected by a global energy leader to set up an Enterprise big data platform to deliver new data use cases and applications for their centralized intelligent fuel supply management, integrating data from multiple sources and surfacing the data in a series of dynamic and user-focused workflows to enable rapid decision making, scenario planning, and real-time monitoring.
- A leading global energy equipment manufacturer chose the Group to provide identity and Access Management services for the entire enterprise, enabling standardization and efficiency of processes across all business units.
- After initially providing transformation services, Capgemini was selected by a major power utility in the Asia-Pacific region for a full-scale SAP S/4HANA public cloud implementation.
- In the area of Sustainability services, the Group will help a major European utility to set up a data and digital-centric equipment supply chain which will support the construction of a large power station, focusing on increased equipment traceability and dynamic construction schedule management, thereby helping the client to optimize the use of materials and resources.

Comments on the Capgemini Group consolidated financial statements and outlook for 2025

Consolidated Income Statement

Consolidated revenues total €22,096 million for the year ended December 31, 2024, compared with €22,522 million in 2023, down -1.9% on reported figures and -2.0% at constant exchange rates.

Operating expenses total €19,162 million, compared with €19,531 million in 2023.

The **operating margin** is therefore €2,934 million in 2024, compared with €2,991 million in 2023, representing a margin rate of 13.3% as previous year.

Other operating income and expense is a net expense of €578 million in 2024, compared with €645 million in 2023, decreasing due to lower restructuring and integration costs.

Operating profit is therefore €2,356 million (10.7% of revenues), compared with €2,346 million in 2023 (10.4% of revenues).

The **net financial revenue** is €13 million, compared with net financial expense of €42 million in 2023. This variation was mainly due to an increase in income from cash and cash equivalents.

The **income tax expense** is €681 million, compared with €626 million in 2023. The effective tax rate is 28.8% in 2024, higher than in 2023.

Profit for the year attributable to owners of the Company is €1,671 million in 2024, compared with €1,663 million in 2023,

after taking into account share of profit of associates and joint-ventures and non-controlling interests.

Normalized earnings per share is €12.23 based on an average of 170,201,409 ordinary shares outstanding in 2024, compared with €12.44 based on an average of 171,350,138 ordinary shares outstanding in 2023.

Consolidated Statement of Financial Position

Equity attributable to owners of the Company totaled €11,775 million on December 31, 2024, up €1,321 million on December 31, 2023. This increase was mainly due to:

- the net profit for the period of €1,671 million;
- the positive impact of other comprehensive income of €498 million, including translation adjustments of €443 million;
- the impact of incentive and employee share ownership instruments of €716 million;

partially offset by:

- the payment to Capgemini SE shareholders of dividends of €580 million;
- the cancellation of treasury shares in the amount of €986 million.

Non-current assets totaled €16,352 million on December 31, 2024, up €1,396 million on December 31, 2023, mainly due to the increase in goodwill as a result of acquisitions in the period and foreign exchange impacts on goodwill denominated in US dollars.

Non-current liabilities totaled €6,154 million on December 31, 2024, down €824 million vs. December 31, 2023. This decrease is mainly due to the transfer to current liabilities of the short-term portion of the 2020 bond issue maturing in June 2025.

Trade receivables and contract assets totaled €5,219 million on December 31, 2024, compared with €5,088 million on December 31, 2023. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €3,684 million on December 31, 2024, compared with €3,624 million on December 31, 2023.

Accounts and notes payable mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than income tax and totaled €4,693 million on December 31, 2024, compared with €4,568 million on December 31, 2023.

Consolidated net debt totaled €2,107 million on December 31, 2024, compared with €2,047 million on December 31, 2023. This €60 million increase in net debt vs. December 31, 2023 is mainly due to:

- net cash outflows of €989 million in respect of transactions in treasury shares;
- payments to shareholders of dividends of €584 million, of which 580 million to Capgemini SE shareholders;
- outflows on company acquisitions, net of cash and cash equivalents acquired, of €827 million.

partially offset by:

- organic free cash flow generation of €1,961 million;
- capital increase of €413 million following the issue of new shares under the ESOP international employee share ownership plan.

Outlook for 2025

The Group's financial targets for 2025 are:

- revenue growth of -2.0% to +2.0% at constant currency;
- operating margin of 13.3% to 13.5%;
- organic free cash flow around €1.9 billion.

Income Statement of Capgemini SE

The Company reported **operating income** for the year ended December 31, 2024 of €715 million (including €434 million in royalties received from subsidiaries) compared with €675 million last year (including €441 million in royalties).

Operating profit is €314 million, compared with €318 million in 2023.

Net financial income is €567 million (compared with €534 million in 2023) and reflects the difference between:

- income of €1,315 million, mainly comprising dividends received from subsidiaries (€680 million), foreign exchange gains on the pooling of currency risk at Group level (€351 million), reversals of provisions for foreign exchange losses (€133 million) and equity interests (€40 million), bank interest (€76 million) and income from loans granted to subsidiaries (€19 million);
- expenses of €748 million, mainly comprising foreign exchange losses (€330 million), charges to provisions for equity interests (€95 million) and charges to provisions for foreign exchange losses (€59 million) on the pooling of currency risk at Group level, interest on bond issues and bank

borrowings (€158 million) and interest on Group borrowings including cash pooling (€96 million).

This €33 million increase in net financial income year-on-year is mainly due to higher dividends received from subsidiaries (€249 million), offset by the change in provisions and reversals of provisions for foreign exchange losses and the change in net provisions for equity interests (€187 million), lower income from loans granted to subsidiaries (€15 million), higher net interest (€5 million) and finally a decrease in foreign exchange differences on the pooling of currency risk at Group level (€5 million).

Non-recurring items mainly comprise the accelerated depreciation of company acquisition costs and represent a net expense of €9 million compared to €6 million last year.

After an **income tax expense** of €38 million (compared with €42 million in 2023), notably reflecting the income tax expense of the tax consolidation Group, the Company reported a **net profit** of €834 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 has defined Capgemini for over 50 years.

12 + 2
Board of Directors¹

82%
Independent Directors²

59 years
Average age

43%
Internationalization

5 years
Average length of office

w: 45%
M: 55%
Gender balance³

2
Directors representing employees

1
Director representing employee shareholders

NB: Information at December 31, 2024. 1. 12 directors were elected by shareholders; the two directors representing employees were appointed in accordance with the employee representation system. 2. The directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code. 3. The directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the French Commercial Code.

Management of the Group

Since May 20, 2020, Capgemini SE Group management has been led by Mr. Aiman Ezzat.

Group Executive Board

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

Executive Committee

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

Four special-purpose committees assist Group management

The Group Review Board

The Mergers & Acquisitions Committee

The Investment Committee

The Risk Committee

For more information regarding Capgemini SE governance or corporate officers' compensation, see Section 2 of the 2024 Universal Registration Document.

Board of Directors

Board of Directors

95%

Attendance

14

Members

82%

Independence¹

7

Meetings

4

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

5

Meetings

Compensation Committee

87%

Attendance

5

Members

100%

Independence

3

Meetings

Strategy & CSR Committee

83%

Attendance

5

Members

50%

Independence

6

Meetings

Audit & Risk Committee

100%

Attendance

4

Members

100%

Independence

7

Meetings

NB: Information at December 31, 2024. 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 2025

With respect to 2024, the Lead Independent Director conducted an internal assessment which focused particularly on the composition of the Board of Directors, its activities and the individual contribution of Directors. Following this assessment, the Board of Directors set the following priorities for 2025:

— Strategy

Continued increased involvement of the Board in the definition and oversight of strategic priorities and more in-depth monitoring of acquisitions, activity development in the United States and new business priorities.

— Composition of the Board of Directors

Planning of the reappointment and replacement of Directors during the period 2025-2026, particularly taking account of the staggered renewal of terms of office, the composition of committees and the diversity of profiles.

— Talent management

Greater oversight by the Ethics & Governance Committee and the Board of Directors of succession and career development plans for the Executive Committee and talent management.



Activities of the Board in 2024

Group strategy and organization, CSR		Governance	Finance
<ul style="list-style-type: none"> — Monitoring of the Group’s medium-term strategic direction — Acquisition strategy and monitoring acquisitions and post-acquisition integration — Review of the main changes in markets, technology and the competitive environment — Monitoring of the strategy, particularly in the manufacturing sector, regarding Intelligent Industry, regarding sustainability and generative AI offerings and monitoring of strategic priorities in the American market. — Update of the Group’s mid-term ESG priorities as part of the update of the ESG policy — Monitoring of the roll-out of the Group’s CSR strategy, including the climate strategy 	<ul style="list-style-type: none"> — Reappointment of the Chief Executive Officer — Changes in the composition of the Board and its Committees — Preparation of the Shareholders’ Meeting — Internal assessment of the Board — Monitoring of dialogue with shareholders and proxy advisors — Review of the Executive Corporate Officer succession process and the emergency succession process — Role of the Audit & Risk Committee with regard to sustainability reporting — Review of the Board of Directors’ Charter and the Audit & Risk Committee Charter 	<ul style="list-style-type: none"> — Budget — Financial communication — 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 — Monitoring customer satisfaction 	<ul style="list-style-type: none"> — 2023 Company financial statements — 2023 consolidated financial statements and 2024 first-half interim consolidated financial statements — Risk monitoring (including mapping) — Internal control and Internal audit — Monitoring of the Group’s various ethics and compliance actions 	<ul style="list-style-type: none"> — Monitoring of Group talent management — Diversity policy for management bodies — Monitoring of the Group executive succession process excluding the Chief Executive Officer and preparation of potential executives — Compensation of Executive Corporate Officers and Directors and the equity ratio — Performance share and free share grants — New employee share ownership plan 	

Director training

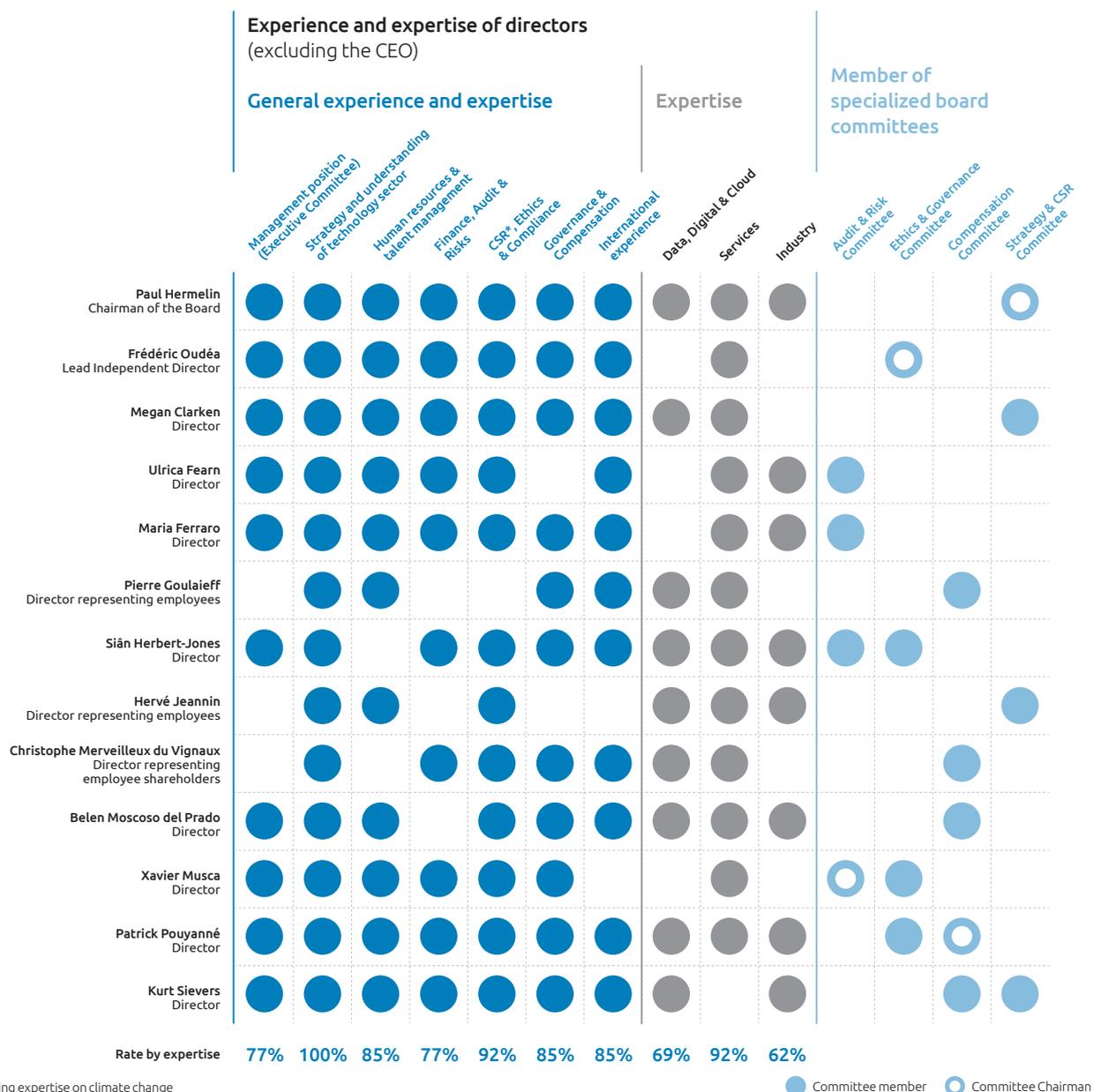
The Board of Directors is briefed on changes in markets, the competitive environment and the main challenges facing the Company, including with respect to Corporate Social Responsibility.

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-based presentations and site visits.

The Board organizes a range of specific training sessions throughout the year to help Directors increase their knowledge of the Group (through presentations of its ecosystem, challenges, businesses, offerings and certain of its regions) and its competitive environment, as well as recent market disruption trends and technological developments. In 2024, 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 primarily focused on synthetic biology, the Group’s offerings in the life sciences sector, market trends and market analysts, the Group’s operating model with regard to staffing and current transformation programs within the Group.

The experience and expertise brought by each Director sitting on the Board of Directors at December 31, 2024 (excluding the Chief Executive Officer) may be summarized as follows.



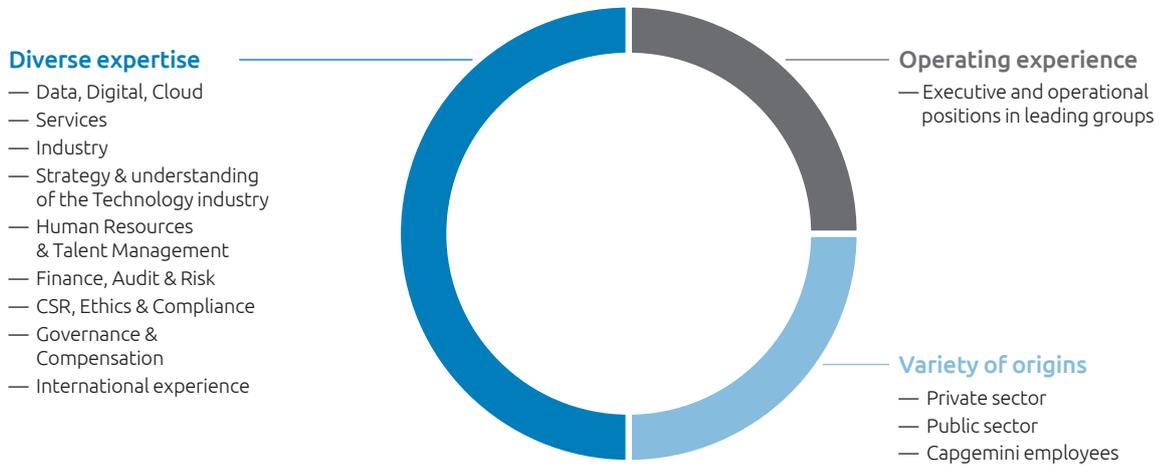
The Board of Directors considers that Directors carrying out or having carried out the duties of Chief Executive Officer or Chief Operating Officer of an international group listed on the stock market bring to the Board all the general expertise listed above (Strategy; Human Resources and Talent Management; Finance, Audit and Risks; CSR, Ethics and Compliance; Governance and Compensation). This is the case for Ms. Clarcken and Messrs. Oudéa, Musca, Pouyanné and Sievers. The Board also considers that Mr. Aiman 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 CSR 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. Ezzat, Hermelin, Oudéa, Musca, Pouyanné and Sievers bring specific expertise relating to climate change issues. For a more detailed presentation of expertise and experience within the Board of Directors with regard to the climate and sustainability issues more broadly, please refer to Section 4.1.6.1 of the 2024 Universal Registration Document.

Finally, a detailed individual presentation of Directors at December 31, 2024, 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 2024 Universal Registration Document.

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

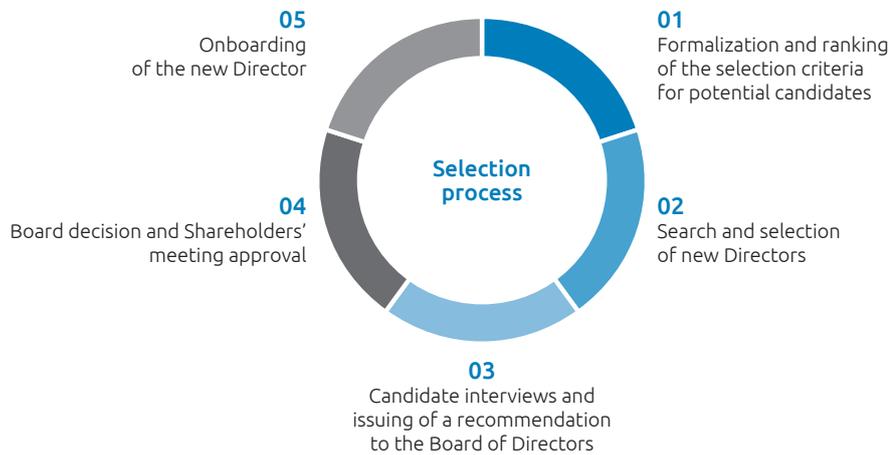
In accordance with its diversity policy, the Board of Directors ensures the balance and plurality of expertise on the Board with regard to the challenges facing the Group. It maintains a range of experience and nationalities and respects gender balance, while ensuring the commitment of all directors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

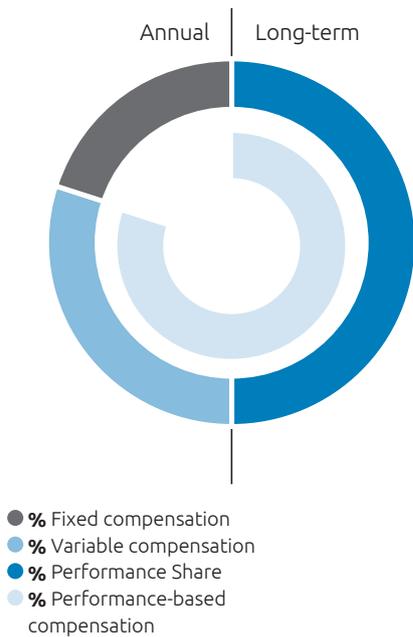


3. 2025 compensation policy of the Corporate Officers

The compensation policies for the Chairman and Chief Executive Officer were approved by the Board of Directors on February 17, 2025 on the recommendation of the Compensation Committee. The 2025 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.

2025 annual compensation target structure

Chief Executive Officer



Criteria for 2025 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. Net profit before taxes, and 04. Group organic free cash flow;
- **quantitative individual performance objectives**, representing 20% of the fixed compensation, assuming targets set for the two objectives are achieved, aligned with the ESG strategy (diversity and cybersecurity);
- **qualitative individual performance objectives**, equally weighted covering 01. AI and GenAI deployment, 02. Strategic partnering with clients, and 03. Strategy in execution and its progress in key geography.

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 2025, were approved by the Board of Directors' meeting of February 17, 2025, at the recommendation of the Compensation Committee. These policies are unchanged in structure and *quantum* from those approved by shareholders last year. They are presented in the Board of Directors' report on Corporate Governance in Sections 2.3.1 and 2.3.2 of the 2024 Universal Registration Document.

4. Agenda

Resolutions presented at the Ordinary Shareholders' Meeting

- Approval of the 2024 Company financial statements (1st resolution);
- Approval of the 2024 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 2024 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 2024 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer (7th resolution);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors (8th resolution);
- Approval of the compensation policy applicable to the Chief Executive Officer (9th resolution);
- Approval of the compensation policy applicable to Directors (10th resolution);
- Renewal of the term of office of Mr. Patrick Pouyanné as a director (11th resolution);
- Renewal of the term of office of Mr. Kurt Sievers as a director (12th resolution);
- Appointment of Mr. Jean-Marc Chéry as a director (13th resolution);
- Authorization of a share buyback program (14th resolution).

Resolutions presented at the Extraordinary Shareholders' Meeting

- Amendment of paragraph 2 of Article 12 and paragraphs 6 to 10 of Article 19 of the Company's bylaws (15th 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) (16th 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 (17th 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 (18th resolution);
- Powers to carry out formalities (19th resolution).



5. Report of the Board of Directors on the draft resolutions

This report presents the proposed resolutions submitted to the Shareholders' Meeting by the Board of Directors.

It consists of this introduction and the overview statements preceding the resolutions submitted for approval. The objective of this report is to draw your attention to the important points in the draft resolutions, in accordance with prevailing regulations and with best Corporate Governance practice recommended for companies listed in Paris. It does not purport to be comprehensive

and does not replace a careful reading of the draft resolutions prior to voting.

An overview of the financial position, activities and results of the Company and its Group during the past fiscal year, other information required by prevailing law and regulations and the sustainability statement are also presented in the management report on fiscal year 2024 included in the 2024 Universal Registration Document (available at www.capgemini.com) to which you are invited to refer.

Resolutions presented at the Ordinary Shareholders' Meeting

PRESENTATION OF THE 1st AND 2nd RESOLUTIONS

APPROVAL OF THE FINANCIAL STATEMENTS

Overview

In these two resolutions, we ask you to approve the Company financial statements and the consolidated financial statements of Capgemini for the year ended December 31, 2024 as follows:

- the Company financial statements showing a net profit of €833,783,657.38;
- the consolidated financial statements of the Company showing a net profit for the Group of €1,671 million.

.....

FIRST RESOLUTION

Approval of the 2024 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, 2024, showing a net profit for the year of €833,783,657.38, as presented, and the transactions recorded therein and summarized in these reports.

SECOND RESOLUTION

Approval of the 2024 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, 2024, showing a net profit for the Group of €1,671 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 2024 and the setting of the dividend.

It is proposed that the dividend be set at 3.40 per share, representing a total distribution of €582,581,401.40 based on the total number of shares at December 31, 2024. This amount 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.

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, 2024, excluding non-recurring tax income or expenses, would be 35%.

Residual distributable profits for the year, i.e. €6,394,311,133.65, will be added to retained earnings.

For individual beneficiaries who are tax-resident in France, the dividend is fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) where an express, global and irrevocable election is made for taxation at the progressive income tax scale. Where this option is not made, the dividend will fall within the application scope of the flat-rate income tax advance payment mechanism and will not be eligible for this 40% rebate.

Taking account of the recommendations of certain investors, and so as not to encourage security lending/borrowing transactions around the date of the Shareholders' Meeting, the Board of Directors proposes an ex-dividend date of May 20, 2025 and a dividend payment date starting from May 22, 2025.

.....

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, 2024 as follows:

— Net profit for the year	€833,783,657.38
— Funding of the legal reserve	-
i.e. a balance of:	€833,783,657.38
Retained earnings of previous years:	€6,143,108,877.67
i.e. distributable earnings of:	€6,976,892,535.05
allocated to:	
— payment of a dividend of €3.40 per share:	€582,581,401.40 ⁽¹⁾
— retained earnings for the balance:	€6,394,311,133.65
giving a total of:	€6,976,892,535.05

(1) The total amount of the distribution is calculated based on the total number of shares at December 31, 2024 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 1, 2025, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) for private individuals tax-resident in France where an express, global and irrevocable election is made for taxation at the progressive income tax scale instead of application of the single flat-rate deduction.

The ex-dividend date will be May 20, 2025 and the dividend will be payable from May 22, 2025. 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⁾ <i>(in euros)</i>	Distributed income ⁽²⁾ <i>(in euros)</i>	Dividend per share <i>(in euros)</i>
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
Fiscal year 2021	413,739,657.60	408,433,627.20	2.40

(1) Theoretical values calculated based on the total number of shares on December 31 each year.
 (2) Amounts effectively paid after adjustment based on the number of shares bearing dividend rights on the ex-dividend date resulting, where applicable, from treasury shares or the issuance of new shares and/or the cancellation of existing shares. In fiscal years 2021, 2022 and 2023, these amounts were only fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) when the beneficiary was a private individual tax-resident in France and had opted for taxation at the progressive income tax scale instead of application of the single flat-rate deduction.

PRESENTATION OF THE 4th RESOLUTION

REGULATED AGREEMENTS – SPECIAL REPORT OF THE STATUTORY AUDITORS

Overview.....

As the Statutory auditors' special report identifies no new regulated agreements entered into during the fiscal year ended December 31, 2024, 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 2024.

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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 2024, 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 2024 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 2024 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 2024 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 2024 Universal Registration Document. It is stipulated that Messrs. Paul Hermelin's and Aiman Ezzat's compensation was

approved by the Board of Directors, at its meeting of February 17, 2025, at the recommendation of the Compensation Committee, in accordance with the compensation policy approved by the Shareholders' Meeting of May 16, 2024 (8th and 9th resolutions). Mr. Aiman Ezzat's variable and exceptional compensation components for fiscal year 2024 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 2024 Universal Registration Document, in the Board of Directors' report on Corporate Governance.

FIFTH RESOLUTION

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

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

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

SIXTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2024 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 2024 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 2024 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 2024 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer, as presented in the aforementioned report on Corporate Governance.

PRESENTATION OF THE 8th TO 10th RESOLUTIONS

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO CORPORATE OFFICERS

Overview

Shareholders are asked to approve the 2025 compensation policy for corporate officers in accordance with the provisions of Article L. 22-10-8 II of the French Commercial Code, as presented in the Board of Directors' report on Corporate Governance.

The compensation policies for (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer and (iii) the Directors for

their respective terms of office for fiscal year 2025 were approved by the Board of Directors' meeting of February 17, 2025 at the recommendation of the Compensation Committee. These policies are unchanged in structure and *quantum* from those approved by shareholders last year. They are presented in the Board of Directors' report on Corporate Governance in Sections 2.3.1 and 2.3.2 of the 2024 Universal Registration Document.

EIGHTH RESOLUTION

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

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

policy for corporate officers, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as presented in the aforementioned report on Corporate Governance.

NINTH RESOLUTION

Approval of the compensation policy applicable to the Chief Executive Officer

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

policy for corporate officers, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer, as presented in the aforementioned report on Corporate Governance.

TENTH RESOLUTION

Approval of the compensation policy applicable to Directors

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

policy for corporate officers, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for Directors, as presented in the aforementioned report on Corporate Governance.

PRESENTATION OF THE 11th TO 13th RESOLUTIONS

RENEWAL OF THE TERMS OF OFFICE OF TWO DIRECTORS – APPOINTMENT OF A DIRECTOR

Overview

The Board of Directors, meeting on February 17, 2025 under the chairmanship of Mr. Paul Hermelin, deliberated, pursuant to the recommendations of the Ethics and Governance Committee, on changes in its composition, which you are asked to approve.

The Board of Directors decided to propose to the 2025 Shareholders' Meeting, i) the renewal of the terms of office of Messrs. Patrick Pouyanné and Kurt Sievers and ii) the appointment of Mr. Jean-Marc Chéry as member of the Board of Directors, for a term of four years. This proposal is in line with the Board's ambition to enrich the diversity of its profiles and deepen its industry expertise.

Mr. Jean-Marc Chéry, a French national, is the President and Chief Executive Officer of STMicroelectronics, a global semiconductor company at the heart of the Intelligent Industry, committed to

manufacturing sustainable technologies and offering its customers innovative solutions. He would also bring to the Board his expertise in technology, artificial intelligence, and industry knowledge, particularly in the automotive and energy sectors.

The Board considers Mr. Jean-Marc Chéry to be independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 7, 2025, the composition of the Board of Directors would therefore count 15 Directors, including two Directors representing employees and one director representing employee shareholders. 83% of its members would be independent⁽¹⁾, 40% would have international profiles and 42% would be women⁽¹⁾.

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



PATRICK POUYANNÉ

Independent Director
Chairman of the Compensation Committee
Member of the Ethics & Governance Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Patrick Pouyanné is a graduate of École Polytechnique and a Chief Engineer of France's Corps des Mines. Between 1989 and 1996, he held various administrative positions in the Ministry of Industry and other cabinet positions (technical advisor to the Prime Minister – Edouard Balladur – in the fields of the Environment and Industry from 1993 to 1995, Chief of Staff for the Minister for Information and Aerospace Technologies – François Fillon – from 1995 to 1996). In January 1997 he joined Total in Angola followed by Qatar in 1999. In August 2002, he was appointed President, Finance, Economy and IT for Exploration & Production. In January 2006, he became President, Strategy, Growth and Research and was appointed a member of the Group's Management Committee in May 2006. In March 2011, Mr. Patrick Pouyanné was appointed Vice-President, Chemicals, and Vice-President, Petrochemicals. In January 2012, he became President, Refining & Chemicals and a member of the Group's Executive Committee.

On October 22, 2014, he was appointed Chief Executive Officer of TOTAL S.A. and President of the Group's Executive Committee. TOTAL's Board of Directors appointed him as its Chairman from December 19, 2015. Following the renewal of Mr. Pouyanné's term of office as Director by the Shareholders' Meetings of June 1, 2018 and then May 28, 2021 and May 24, 2024 for a period of three years, the Board of Directors confirmed him in his duties of Chairman of the Board and Chief Executive Officer for the same period.

On June 1, 2022, Mr. Pouyanné was appointed Chairman of the French non-profit, Entreprises pour l'Environnement (EpE). Mr. Pouyanné has also been the Chairman of the non-profit L'Alliance pour l'Education-United Way since June 2018. In addition, he is a member of the Board of Directors of École Polytechnique (since September 2018), Association Française des Entreprises Privées (since 2014), Institut du Monde Arabe (since 2017) and the foundation La France s'engage (since 2017).

Mr. Pouyanné is an Officer of the Legion of Honor.

Mr. Pouyanné has been a Director of Capgemini SE since May 10, 2017 and Chairman of the Compensation Committee since May 19, 2022. He has been a member of the Ethics & Governance Committee since May 20, 2021.

He brings to the Board of Directors of Capgemini SE his expertise in macroeconomic and geopolitical issues and his experience in managing a leading international energy group, a sector facing climate change challenges and where new technologies play an essential role.

Principal office:

Mr. Patrick Pouyanné has been Chairman and Chief Executive Officer of TotalEnergies SE (formerly TOTAL SE) since December 2015. He has been a director of TotalEnergies SE since May 2015 and is Chairman of the Strategy & CSR Committee.

OFFICES HELD IN 2024 OR CURRENT OFFICES AT DECEMBER 31, 2024

Director of:

- CAPGEMINI SE* (since May 2017)
- École Polytechnique (a Public scientific, cultural and professional institution under French law) (since September 2018)
- AFEP (French Association of Large Companies) (since 2014)
- Institut du Monde Arabe (since 2017)
- Foundation La France s'engage (since 2017)

Chairman and Chief Executive Officer of:

- TOTALENERGIES SE* (since December 2015)

Chairman of:

- Association L'Alliance pour l'Education-United Way (since June 2018)
- French non-profit Entreprises pour l'Environnement (EpE) (since June 2022)

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

n/a

* Listed company.

Date of birth:

June 24, 1963

Nationality:

French

Business address:

TotalEnergies,
 2, place Jean Millier
 92400 Courbevoie

First appointment:

2017

Expiry of term of office:

2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number

of shares held at
 December 31, 2024:
 1,000





KURT SIEVERS

Independent Director
Member of the Strategy & CSR Committee
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Kurt Sievers, a German citizen, graduated with a Master of Science degree in physics and information technology from Augsburg University (Germany).

Mr. Kurt Sievers is President and Chief Executive Officer of NXP Semiconductors N.V. since May 2020. He joined NXP in 1995, and rapidly moved through a series of Marketing & Sales, Product Definition & Development, Strategy and general management leadership positions across a broad number of market segments. He has been a member of the Executive Management team since 2009, where he has been instrumental in the definition and implementation of the NXP high-performance mixed signal strategy. Mr. Sievers was influential in the merger of NXP and Freescale Semiconductor, which created one of the leading semiconductor companies and a leader in automotive semiconductors.

Mr. Kurt Sievers serves on the Board of the German National Electrical and Electronics Industry Association (ZVEI) and the Global Semiconductor Alliance (GSA). He also serves as Chairman of AENEAS, a European cluster for application and technology research and nano-electronics. He serves as a member of the Asia-Pacific Committee of German Business (APA) and as a member of the Board at the German Asia-Pacific Business Association (OAV), acting as the spokesperson for the Republic of Korea.

He joined the Board of Directors of Capgemini SE on May 20, 2021 and was appointed a member of the Strategy & CSR Committee and the Compensation Committee on the same date.

He brings to the Board of Directors his management experience in a leading international group in the semiconductor sector, a sector at the heart of the Intelligent Industry's development and ecological transition challenges, as well as industrial sovereignty. Mr. Sievers also brings his expertise in the automotive sector, technology and artificial intelligence, and his knowledge of North America and American Corporate Governance.

Principal office:

Mr. Kurt Sievers is President and Chief Executive Officer and Executive Director of NXP Semiconductors N.V.

Date of birth:

April 9, 1969

Nationality:

German

Business address:

NXP Semiconductors N.V.,
 High Tech Campus,
 5656 AG, Eindhoven,
 Netherlands

First appointment:

2021

Expiry of term of office:

2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number

of shares held at December 31, 2024:

1,000

OFFICES HELD IN 2024 OR CURRENT OFFICES AT DECEMBER 31, 2024

Director of:

— CAPGEMINI SE* (since May 20, 2021)

— THE ASIA-PACIFIC COMMITTEE OF GERMAN BUSINESS (APA) (since 2018)

President and Chief Executive Officer of:

— NXP SEMICONDUCTORS N.V.* (Netherlands) (since May 27, 2020)

— THE BOARD OF THE GERMAN ASIA-PACIFIC BUSINESS ASSOCIATION (OAV) (since 2018)

Member of:

— THE BOARD OF THE GLOBAL SEMICONDUCTOR ALLIANCE (GSA) (since March 2021)

— THE BOARD OF THE GERMAN NATIONAL ELECTRICAL AND ELECTRONICS INDUSTRY ASSOCIATION (ZVEI) (since 2012)

Chairman of:

— THE BOARD OF AENEAS, INDUSTRY ASSOCIATION (since 2021)

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

Chief Executive Officer of:

— NXP SEMICONDUCTORS GERMANY GMBH (until May 2020)

Chair of the Advisory Board of:

— SALON INTERNATIONAL ELECTRONICA (until June 2021)

Chairman of:

— ESIA (European Semiconductor Industry Association) (until December 2023)

* Listed company.



JEAN-MARC CHÉRY

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Jean-Marc Chéry is graduated with a degree in Engineering from the ENSAM engineering school in Paris, France.

Mr. Chéry is President of the Managing Board and Chief Executive Officer of STMicroelectronics (ST) since May 2018. He chairs the STMicroelectronics' Executive Committee.

Mr. Chéry began his career in the Quality organization of Matra, the French engineering group. In 1986, he joined Thomson Semiconducteurs, which subsequently became ST, and held various management positions in product planning and manufacturing, rising to lead ST's silicon wafer manufacturing plant in Tours, France, and later in Rousset, France. In 2005, Mr. Chéry successfully led the Company-wide 6-inch wafer-manufacturing restructuring program before taking charge of ST's Front-End Manufacturing operations in Asia Pacific. In 2008, he was promoted to Chief Technology Officer and assumed additional responsibilities for Manufacturing and Quality (2011) and the Digital Product Sector (2012). In 2014, Mr. Chéry was appointed ST's Chief Operating Officer responsible for Technology and Manufacturing operations. In July 2017, Mr. Chéry was appointed Deputy CEO with overall responsibility for Technology and Manufacturing, as well as for Sales and Marketing operations.

Mr. Chéry had sat on the Board of Directors of Legrand since 2021 and has chaired its Commitment and CSR Committee since May 2023. He is also a member of France Industrie. He has been Chair of the Board of Directors at the Global Semiconductor Alliance (GSA) since December 2024. He has served as Chairman of the France – Malaysia Business Council at Medef International since 2018. Previously, Mr. Chéry was President of the European microelectronics R&D program (AENEAS) and served as President of the European Semiconductor Industry Association (ESIA) in 2019-2021.

Mr. Chéry was promoted Knight of the Legion of Honor by the French Ministry of Economy and Finance in July 2019.

Mr. Chéry will bring to the Board his experience as President and Chief Executive Officer of a global semiconductor company at the heart of the Intelligent Industry, committed to manufacturing sustainable technologies and offering its customers innovative solutions. He would also bring to the Board his expertise in technology, artificial intelligence, and industry knowledge, particularly in the automotive and energy sectors.

Principal office:

President of the Managing Board and Chief Executive Officer of STMicroelectronics.

OFFICES HELD IN 2024 OR CURRENT OFFICES AT DECEMBER 31, 2024

President of the Managing Board and Chief Executive Officer of:

— STMICROELECTRONICS* (since May 2018)

Member of the Board of Directors of:

— LEGRAND S.A.* (France) (since May 2021)

Chairman of:

— GLOBAL SEMICONDUCTOR ALLIANCE (GSA) (since December 2024)

— Council of France-Malaysia Business Leaders of Medef International (since 2018)

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

President of:

— European Semiconductor Industry Association (ESIA) (until December 2021)

— European Microelectronics R&D Program (AENEAS) (until 2021)

* Listed company.

Date of birth:

July 5, 1960

Nationality:

French

Business address:

STMicroelectronics,
Chemin du
Champ-des-Filles, 39
1228 Plan-les-Ouates,
Switzerland

First appointment:

2025

Expiry of term

of office:

2029 (Ordinary
Shareholders'
Meeting held
to approve the 2028
financial statements)

Number

of shares held at

February 17, 2025:

0

ELEVENTH RESOLUTION

Renewal of the term of office of Mr. Patrick Pouyanné as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office of Mr. Patrick Pouyanné 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 2028 financial statements.

TWELFTH RESOLUTION

Renewal of the term of office of Mr. Kurt Sievers as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office of Mr. Kurt Sievers 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 2028 financial statements.

THIRTEENTH RESOLUTION

Appointment of Mr. Jean-Marc Chéry as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Mr. Jean-Marc Chéry

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 2028 financial statements.

PRESENTATION OF THE 14th RESOLUTION

SHARE BUYBACK PROGRAM

Overview

The 14th resolution asks shareholders to renew the authorization granted to the Company to buy back its own shares (16th resolution approved by the Shareholders' Meeting of May 16, 2024).

Objective

The Company envisages using this authorization primarily in the context of i) share buyback programs, including any specific share buyback programs to manage shareholder dilution under any new employee share ownership plan, if appropriate, and ii) 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 14th resolution, as well as in the description of the share buyback program in Section 6.4.2. of the 2024 Universal Registration Document.

Authorization ceiling

- 10% of the share capital
- Maximum purchase price: €350
- Maximum budget: €5,990 million

Authorization period

- Eighteen months

Use of the authorization granted in 2024

Shareholders are reminded that the Ordinary Shareholders' Meeting of May 16, 2024 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2024 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 2024, under this contract, a total of 1,828,135 shares were purchased on behalf of the Company, representing 1.07% of the share capital at December 31, 2024, at an average price of €188.83 per share. During the same period, 1,741,329 Capgemini shares were sold, representing 1.02% of the share capital at December 31, 2024, at an average price of €190.00 per share. At the year-end, the liquidity account presented a balance of 119,186 shares (approximately 0.07% of the share capital) and approximately €14 million.

In addition, the Company continued to purchase its own shares in 2024. Excluding the liquidity contract, the Company held 1,277,242 of its own shares at December 31, 2024, following the various transactions described below:

- purchase of 5,425,649 shares representing 3.17% of the share capital at December 31, 2024, at an average price of €179.07 per share;
- transfer of 1,440,341 shares to employees under the free share grant plan;
- cancellation of 3,966,082 shares.

Out of the 5,425,649 shares purchased outside the liquidity contract in 2024:

- 2,700,000 shares were purchased pursuant to a specific program to neutralize the dilutive impact of the Group ESOP 2024 employee share ownership plan;
- 2,725,649 shares were purchased under the multi-year share buyback program. Out of these 2,725,649 shares, 2,261,920 shares were allocated to the grant or sale of shares to employees and/or corporate officers and 463,729 shares were allocated to cancellation (thereby allowing part of the residual shareholder dilution related to certain prior year ESOP employee share ownership plans to be neutralized).

Therefore, a total of 3,163,729 shares were allocated to cancellation and 2,261,920 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 €3,274,081 in 2024.

At December 31, 2024, excluding the liquidity contract, all 1,277,242 treasury shares held, representing 0.75% of the Company's share capital, were allocated to the grant or sale of shares to employees and/or corporate officers.

Finally, it is noted that during fiscal year 2024, treasury shares held by the Company were not reallocated between the different objectives.

Information on transactions performed during 2024 is presented in Chapter 6, Sections 6.1.2 and 6.4.1. of the 2024 Universal Registration Document.

FOURTEENTH 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 €350 per share (or the equivalent at the same date in any other currency or currency unit established by reference to more than one currency). The Shareholders' Meeting delegates to the Board of Directors powers to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share grant, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, to take account of the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized above may not exceed €5,990 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 16th resolution adopted by the Combined Shareholders' Meeting of May 16, 2024.

Resolutions presented at the Extraordinary Shareholders' Meeting

PRESENTATION OF THE 15th RESOLUTION

AMENDMENT TO THE COMPANY BYLAWS – COMPLIANCE WITH CHANGES IN LEGISLATION

Overview

Under the 15th resolution, shareholders are asked to amend the Company's bylaws in order to comply with the provisions of Law 2024-537 of June 13, 2024, which seeks to boost business financing and the attractiveness of France (the "Attractiveness" Law), on the modernization of convening and deliberation procedures for Board of Directors' meetings and General Shareholders' Meetings.

These changes are of a purely technical nature, in order to allow an alignment with the new legal provisions.

Shareholders are therefore asked to amend:

- paragraph 2 of Article 12 of the Company's bylaws relating to Board deliberations insofar as Directors are now entitled

to participate in Board of Directors' meetings using any telecommunication means (the bylaws or the Board of Directors' Charter may however limit the nature of the decisions that can be taken using this method of consultation); and

- paragraphs 6 to 10 of Article 19 of the Company's bylaws relating to General Shareholders' Meetings to harmonize the wording of the bylaws with that of legislative and regulatory provisions regarding shareholder participation and voting using any telecommunication means.

The bylaw amendments submitted for your approval pursuant to the 15th resolution are presented below and will become effective at the end of the 2025 General Shareholders' Meeting.

FIFTEENTH RESOLUTION

Amendment of paragraph 2 of Article 12 and paragraphs 6 to 10 of Article 19 of the Company's bylaws

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report on the resolutions, resolves to

amend paragraph 2 of Article 12 and paragraphs 6 to 10 of Article 19 of the Company's bylaws as follows:

Amendment of paragraph 2 of Article 12 of the Company's bylaws:

(Former wording)

ARTICLE 12 – BOARD OF DIRECTORS' MEETINGS (paragraph 2)

- The Charter of the Board of Directors may provide, under the conditions provided for by law and regulations, that Directors who participate in Board of Directors' meetings via videoconference or telecommunications facilities shall be deemed to be present for purposes of calculating the quorum and majority.

(New wording)

ARTICLE 12 – BOARD OF DIRECTORS' MEETINGS (paragraph 2)

- ~~The Charter of the Board of Directors may provide, under the conditions provided for by law and regulations, that Directors who participate in Board of Directors' meetings via videoconference or telecommunications facilities shall be deemed to be present for purposes of calculating the quorum and majority. The Charter of the Board of Directors may provide that a limited number of decisions may not be taken at meetings held under these conditions.~~
Directors who participate in Board of Directors' meetings via a telecommunication means enabling their identification, under the conditions provided for by law and regulations, shall be deemed to be present for purposes of calculating the quorum and majority. The Charter of the Board of Directors may provide that a limited number of decisions may not be taken at meetings held under these conditions.

Amendment of paragraphs 6 to 10 of Article 19 of the Company's bylaws:

(Former wording)

ARTICLE 19 – SHAREHOLDERS' MEETINGS (paragraphs 6 to 10)

Shareholders may participate in Shareholders' Meetings in person, by proxy or by casting a remote vote in accordance with the terms and conditions set by applicable regulations.

Shareholders who have informed the Company that they wish to participate in a meeting in person, remotely or by proxy 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.

(New wording)

ARTICLE 19 – SHAREHOLDERS' MEETINGS (paragraphs 6 to 10)

Shareholders may participate in Shareholders' Meetings in person, by proxy or by casting a ~~remote postal~~ vote in accordance with the terms and conditions set by applicable regulations.

Shareholders who have informed the Company that they wish to participate in a meeting in person, ~~remotely by post~~ or by proxy 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 post~~.

To be taken into account, remote votes or proxy forms must be received by the Company at least three days prior to the date of the meeting. If the Board of Directors so decides when convening the meeting, shareholders voting by proxy or remotely may participate in voting using any telecommunication or teletransmission means, including the internet, in accordance with the conditions set out in applicable regulations at the time of use. Where an electronic form is submitted, the shareholder's signature may take the form of a secure signature or a reliable identification procedure guaranteeing the link with the related action and potentially consisting of a user identification and password. Where applicable, this decision of the Board of Directors shall be communicated in the Notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

Where a shareholder has given proxy to a third party and has also voted remotely, if there is any difference in the two votes, the remote vote will be taken into account and the proxy ignored.

If the Board of Directors so decides when convening the Meeting, shareholders may participate and vote at the Meeting using any telecommunication or teletransmission means enabling their identification, including the internet, in accordance with the conditions set out in applicable regulations at the time of use. Where applicable, this decision of the Board of Directors shall be communicated in the Notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

To be taken into account, ~~remote postal~~ votes or proxy forms must be received by the Company at least three days prior to the date of the meeting. If the Board of Directors so decides when convening the meeting, shareholders voting by proxy or ~~remotely post~~ may ~~participate in voting vote~~ using any telecommunication ~~or teletransmission~~ means ~~including the internet~~, in accordance with the conditions set out in applicable regulations at the time of use. Where an electronic form is submitted, the shareholder's signature may take the form of a secure signature or a reliable identification procedure guaranteeing the link with the related action and potentially consisting of a user identification and password. Where applicable, this decision of the Board of Directors shall be communicated in the Notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

Where a shareholder has given proxy to a third party and has also voted ~~remotely by post~~, if there is any difference in the two votes, the ~~remote postal~~ vote will be taken into account and the proxy ignored.

If the Board of Directors so decides when convening the Meeting, shareholders may participate and vote at the Meeting using ~~any a~~ telecommunication ~~or teletransmission~~ means enabling their identification, ~~including the internet~~, in accordance with the conditions set out in applicable regulations at the time of use. Where applicable, this decision of the Board of Directors shall be communicated in the Notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

PRESENTATION OF THE 16th 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 16th resolution presented to you for vote.

At the recommendation of the Compensation Committee, the Board of Directors' meeting of February 17, 2025 wished to continue aligning performance conditions with the Group's strategic priorities and, in line with what was implemented for the first time in 2018, maintained a performance condition reflecting the Group's corporate, social and environmental responsibility strategy (weighting increased in 2023). In addition, the Board of Directors wished to allow, as in the past five years, outperformance to be taken into account by defining targets conditioning 110% of the relative grant for some of the performance conditions for all beneficiaries, while capping the total percentage of shares vested after recognition of all performance conditions at 100% of the initial grant.

Proposed performance conditions for performance share grants:

- (i) A **market performance condition** determining 40% of grants to all beneficiaries, assessed based on the comparative performance of the Capgemini SE share against the average performance of a basket comprising eight comparable companies in the same business sector and from at least five countries (Accenture/Alten/Tieto/Sopra Steria/CGI Group/Indra/Infosys and Cognizant are recommended) and the CAC 40 and Euro Stoxx Technology 600 indices.

No shares would vest in respect of the external performance condition if the relative performance of the Capgemini SE share is less than 100% of the average performance of the basket over a three-year period, 100% of the shares would vest if this performance is 110% of that of the basket and 110% of the target would vest if this performance is 120% of that of the basket.

- (ii) A **financial performance condition**, determining 40% of grants to all beneficiaries, measured by the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2025 to December 31, 2027, excluding Group payments to its defined benefit pension funds or its other post-employment defined benefit plans.

For all beneficiaries, no shares would vest in respect of this financial performance condition if the cumulative organic free cash flow for the three fiscal years is less than €5,700 million, while 100% of the shares would vest if this amount is at least €6,200 million and a maximum of 110% would vest if this amount is equal to €6,500 million;

(iii) A **performance condition**, determining 20% of grants to all beneficiaries and tied to the Group’s 2027 **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 32% by the end of the 2025-2027 period and the sustainable development objective would aim to reduce in absolute value the greenhouse gas emission of our own

activities, excluded employee commuting, by 2027 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 2024 Universal Registration Document, Section 4.3 “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	40%	<ul style="list-style-type: none"> — 0% if Capgemini share performance < 100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110% — 110% if at least equal to 120% of the average performance of the basket
Financial condition: Organic free cash flow for the three-year cumulative period from January 1, 2025 to December 31, 2027	40%	<ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €5,700 million — 50% if equal to €5,700 million — 100% if equal to €6,200 million — 110% if at least equal to €6,500 million
CSR condition comprising two objectives: Diversity: increase in the number of women in Executive leader positions over a three-year period (2025-2027)	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 < 30.5% — 50% if equal to 30.5% — 100% if equal to 32% — 110% if at least equal to 33.5%
Reduction in absolute value in GHG emission (excluded employee commuting) in 2027 compared with 2024	10%	<ul style="list-style-type: none"> — 0% if GHG emission are > those of 2024 — 50% if GHG emission are equal those of 2024 — 100% if GHG emission are < 4.5% compared with 2024 — 110% if GHG emission are < 6.6% 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

As in the past six years, the minimum vesting period for shares would remain set at three years, thereby responding favorably to the request from investors. In addition, if a retention period for vested shares were fixed by your Board, it should not be less than one year. The resolution limits to 10% the maximum number of shares that may be granted to Executive Corporate Officers, it being specified that in this case, the Board of Directors would, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of their term of office. The resolution also authorizes the Board of Directors to grant up to 15% of the maximum number of shares to Group employees, other than members of the Group Management team (the Group Executive Committee), without performance conditions.

In accordance with the recommendations of the 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 2024 Universal Registration Document).



SIXTEENTH RESOLUTION

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

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

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

However, the shares will vest before the expiry of the above periods and may be freely sold in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L. 341-4 of the French Social Security Code;
4. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to all beneficiaries at the end of the Vesting Period, compared with the total number of shares ("Initial Grant") indicated in the grant notice sent to beneficiaries will be equal to:
 - i. for 40%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen external performance target, it being stipulated that:
 - the performance target to be met in order for the shares to vest will be the performance of the Capgemini share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
 - this relative performance will be measured by comparing the stock market performance of the Capgemini share with the average share price performance of the basket over the same period according to objectives set by the Board of Directors (it being stipulated that no shares will vest in respect of shares subject to this external performance target, if, over the calculation reference period, the performance of the Capgemini share is less than 100% of the average performance of the basket measured over the same period);
 - ii. for 40%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen internal financial performance target based on organic free cash flow, it being stipulated that:
 - the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2025 to December 31, 2027, excluding Group payments to its defined benefit pension funds or its other post-employment defined benefit plans, it being understood that organic free cash flow is defined as cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flow),
 - this relative performance will be measured according to objectives set by the Board of Directors;
 - iii. for 20%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen Corporate Social and Environmental Responsibility performance target based on Group objectives, it being stipulated that the performance target to be met in order for the shares to vest will be measured according to objectives set by the Board of Directors;
5. resolves that by exception, and for an amount not exceeding 15% of "N", shares may be granted to employees of the Company and its French subsidiaries (within the meaning, particularly, of Article L. 22-10-60, paragraph 1, of the French Commercial Code) and non-French subsidiaries, excluding members of the Group Management team (the Group Executive Committee) without performance conditions;
6. takes due note that this authorization involves the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of performance shares if the grant concerns shares to be issued;

7. takes due note that, pursuant to the law, the Board of Directors has the power, by way of a duly reasoned decision made after this decision, to amend the performance conditions set out in paragraph 4 above and/or the weighting of said performance conditions when deemed appropriate;
8. gives powers to the Board of Directors to implement this authorization (with the power of sub-delegation to the extent authorized by law), and in particular to:
 - set the share allocation date,
 - draw up one or more list(s) of beneficiaries and the number of shares allocated to each beneficiary,
 - set the share allocation terms and conditions, including with respect to performance conditions,
 - determine whether the shares allocated for nil consideration are existing shares or shares to be issued and, where applicable, amend this choice before the vesting of shares,
 - decide, in the event that transactions are carried out before the shares vest that affect the Company's equity, whether to adjust the number of the shares granted in order to preserve the rights of the beneficiaries and, if so, to define the terms and conditions of such adjustment; it is stipulated that shares granted pursuant to these adjustments shall be considered granted on the same day as the shares initially granted,
 - perform, where the allocations concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from reserves and/or additional paid-in capital of the Company the amounts necessary to increase the legal reserve to 10% of the new share capital amount following these share capital increases and amend the bylaws accordingly,
 - carry out all formalities and, more generally, to do whatever is necessary;
9. takes due note that, in the event the Board of Directors uses this authorization, it will inform the Shareholders' Meeting each year of the grants performed pursuant to this resolution, in accordance with Article L. 225-197-4 of the French Commercial Code;
10. resolves that this authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting and supersedes from this date, in the amount of any unused portion, the authorization granted by the 25th resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 17th AND 18th RESOLUTIONS

EMPLOYEE SAVINGS PLANS

Overview

As part of the employee incentive policy and in order to align employee interests with those of shareholders and also stabilize the Company's share capital, the Board of Directors wishes to continue making the Company's share capital accessible to a large number of employees, in particular through employee share ownership plans ("ESOP"). Since 2017, such employee share ownership operations are now offered to Group employees on an annual basis, while ultimately aiming to increase employee share ownership to around 8% of the Company's share capital.

Use of the authorizations granted in 2024

During fiscal year 2024, the Board of Directors used the 26th and 27th resolutions adopted by the Shareholders' Meeting of May 16, 2024, by launching an eleventh employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions totaling €415 million from over 55,000 employees from 32 participating countries. This new employee share ownership plan (ESOP 2024) 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 €153.66. The corresponding share capital increase of a par value amount of €21,600,000 was completed on December 19, 2024.

New authorization requested in 2025

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, 2024) is proposed for these two authorizations.

The **17th 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 cancelation 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 **18th 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 17th resolution, with a sub-ceiling of €14 million included in the overall ceiling of €28 million provided in the 17th resolution. As for the 17th resolution, this resolution provides for the cancelation 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 17th resolution.

At December 31, 2024, employee share ownership represented 8.5% of the Company's share capital.

The next employee share ownership plan could be launched before December 31, 2025.

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SEVENTEENTH 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, 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 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 over the 20 trading days preceding the decision setting the subscription opening date for members of a company or group employee savings plan (or similar plan);
4. authorizes the Board of Directors to grant, without consideration, to the beneficiaries indicated above, in addition to shares or securities granting access to the share capital, shares or securities granting access to the share capital to be issued or already issued in full or partial substitution of the discount in the Reference Price and/or as an employer's contribution, it being stipulated that the benefit resulting from this grant may not exceed the applicable legal or regulatory limits, 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 in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share grant, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the Company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
 - in the event of the free grant of shares or securities granting access to the share capital, determine the nature and number of shares or securities granting access to the share capital, as well as their terms and conditions and the number to be granted to each beneficiary, and determine the dates, time limits, and terms and conditions of grant of such shares or securities granting access to the share capital subject to prevailing legal and regulatory limits, and in particular choose to either wholly or partially substitute the grant of such shares or securities granting access to the share capital for the discount in the Reference Price specified above or offset the equivalent value of such shares or securities against the total amount of the employer's contribution or a combination of both options,
 - duly record the completion of share capital increases and make the corresponding amendments to the bylaws,
 - offset or not share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto or required as a result of the share capital increases;
8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting;
 9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 26th resolution adopted by the Shareholders' Meeting of May 16, 2024.

EIGHTEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of eighteen months, to issue with cancelation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of 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 17th 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 cancelation 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 17th 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 17th resolution and solely in order to achieve the objective set out in this resolution;
6. resolves that the issue price of new shares or securities granting access to the share capital to be issued pursuant to this delegation will be set by the Board of Directors based on the listed price of the Company's share on the Euronext Paris regulated market; this price will be at least equal to the average listed price of the Company's share over the 20 trading days preceding the decision setting the subscription opening date for a share capital increase performed pursuant to the 17th 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 17th resolution and the power to draw up the list of beneficiaries of the cancelation 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 27th resolution adopted by the Shareholders' Meeting of May 16, 2024.

PRESENTATION OF THE 19th RESOLUTION

POWERS TO CARRY OUT FORMALITIES

Overview

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

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NINETEENTH RESOLUTION

Powers to carry out formalities

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, confers full powers on the bearer of a copy or extract of the minutes of this meeting to execute all filing, publication and other formalities required under French law.

6. Summary of the financial resolutions

Table of financial resolutions presented to the Shareholders' Meeting

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

Resolution number	Purpose of the resolution	Duration and expiry date	Ceiling ⁽¹⁾ (in euros and/or percentage of share capital)
2025 GSM 14 th	a) Purchase by the Company of its own shares under a share buyback program	18 months (November 7, 2026)	10% of the share capital
2025 GSM 16 th	b) Grant of performance shares	18 months (November 7, 2026)	1.2% of share capital
2025 GSM 17 th	c) Share capital increase by issuing shares and/or securities granting access to the share capital with cancelation of PSR , reserved for members of Group employee savings plans	18 months (November 7, 2026)	€28 million (par value) ⁽¹⁾
2025 GSM 18 th	d) 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	18 months (November 7, 2026)	€14 million (par value) ⁽¹⁾

Abbreviations: PSR = Pre-emptive Subscription Rights, 2025 GSM = 2025 General Shareholders' Meeting.

(1) Total share capital increases decided pursuant to the 17th and 18th resolutions are subject to a maximum par value amount of €28 million.

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

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

Purpose of the authorization	Maximum amount ^{(1) (2)} (in euros)	Authorization date and resolution number	Expiry date	Used during 2024
a) Purchase by the Company of its own shares under a share buyback program ⁽³⁾	10% of the share capital	05/16/2024 (16 th)	11/16/2025	5,425,649 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €179.07 As part of the liquidity contract: <ul style="list-style-type: none"> a) 1,828,135 shares were purchased at an average price of €188.83 b) 1,741,329 shares were sold at an average price of €190.00 c) At December 31, 2024, the liquidity account balance comprises 119,186 shares and approximately €14 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	3,966,082 shares were canceled for a value of €711,036,385 (excluding costs and taxes), by decision of the Board of Directors on 12/04/2024
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 2024

Purpose of the authorization	Maximum amount ^{(1) (2)} (in euros)	Authorization date and resolution number	Expiry date	Used during 2024
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 2024
e) Share capital increase by issuing shares and/or securities granting access to the share capital, with cancelation 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 2024
f) Share capital increase by issuing shares and/or securities granting access to the share capital with cancelation 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 2024
g) Setting the issue price of shares in the context of a share capital increase with cancelation 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 2024
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 2024
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 2024
j) Grant of performance shares	1.2% of the share capital	05/16/2024 (25 th)	11/16/2025	1,729,500 performance shares (€13,836,000 par value) were granted to 4,970 beneficiaries by decision of the Board of Directors on 10/29/2024
k) Share capital increase by issuing shares and/or securities granting access to the share capital with cancelation of PSR , reserved for members of Group savings plans	€28 million (par value) ⁽²⁾	05/16/2024 (26 th)	11/16/2025	2,318,697 shares were issued pursuant to this resolution in the context of the 2024 employee share ownership plan, representing a par value amount of €18,549,576

Summary of the financial resolutions

Purpose of the authorization	Maximum amount ⁽¹⁾ ⁽²⁾ <i>(in euros)</i>	Authorization date and resolution number	Expiry date	Used during 2024
l) Share capital increase by issuing shares and/or securities granting access to the share capital with cancelation of PSR , reserved for employees of certain non-French subsidiaries	€14 million (par value) ⁽²⁾	05/16/2024 (27 th)	11/16/2025	381,303 shares were issued pursuant to this resolution in the context of the 2024 employee share ownership plan, representing a par value amount of €3,050,424

(1) Recap of overall limits: a maximum par value amount of €540 million and a maximum debt instruments granting access to share capital issue amount of €5,900 million 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 2024 but prior to the Ordinary Shareholders' Meeting of May 16, 2024 were acquired pursuant to the 13th resolution adopted by the Shareholders' Meeting of May 16, 2023.

7. How to participate at the Shareholders' Meeting

The Shareholders' Meeting is open to all shareholders, regardless of the number of shares they hold.

Shareholders may choose one of the following **three methods** of participating:

- a) request an admission card to attend the Meeting in person; or failing this,
- b) vote in advance online or by post; or
- c) grant a proxy (online or by post) to the Chairman of the Shareholders' Meeting or to their spouse or civil union partner or any other individual or legal entity of their choice.

Justification of the right to participate at the Shareholders' Meeting

In order to attend, grant a proxy or vote by correspondence at this Shareholders' Meeting, shareholders must present evidence of the registration of their shares in their name (or that of the intermediary acting on their behalf if they are domiciled outside France) in the register kept by Uptevia, or in the register of bearer shares kept by their authorized intermediary, at 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 5, 2025.

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 5, 2025 is sufficient to enable them to participate at the Shareholders' Meeting.

In the case of **bearer shares**, the authorized intermediary must provide an attendance certificate. This certificate must be forwarded to Uptevia together with the postal/proxy voting form or the admission card request form issued in the name of the shareholder or on his/her behalf if he/she is not resident in France, to enable the registration in the share register to be duly noted. A certificate will also be delivered to any shareholders wishing to attend the Shareholders' Meeting in person, who have not received

an admission card by 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is by 12.00 a.m., Paris time on May 5, 2025. An attendance certificate will only be issued if an admission card is not received and does not exempt the shareholder from the obligation to return the single voting form.

The shareholder may, nonetheless, subsequently sell some or all of his/her shares. In such as case:

- if the registration in the share register evidencing the sale is performed before 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 5, 2025, the Company will invalidate or modify the remote vote cast, the proxy granted, the admission card or the attendance certificate and the authorized account-holding intermediary must, to this end, notify the sale to the Company's agent and communicate the necessary information;
- if the registration in the share register evidencing the sale is performed after 12.00 a.m., Paris time, on the second working day preceding the Shareholders' Meeting, that is 12.00 a.m., Paris time, on May 5, 2025, 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 7, 2025. 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 7, 2025 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 16, 2025 to 3 p.m., Paris time, on May 6, 2025**, 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 April 30, 2025.

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 4, 2025.

Holders of bearer shares should enclose the attendance certification with the form.

Shareholders may request confirmation that their votes have been properly recorded and taken into account by the Company, if this information is not already available to them. Any shareholder request to this effect must be made within three months following the date of the Shareholders' Meeting (accompanied by documentation supporting the shareholders' identity). The Company will reply within 15 days of receipt of the confirmation request or the date of the Shareholders' Meeting if the request is submitted before then.

Notification of the appointment or removal of an agent electronically, pursuant to Article R. 225- 79 of the French Commercial Code (*Code de commerce*)

The appointment or removal of an agent may also be notified electronically in accordance with the following procedures:

- **for registered shareholders:** by sending an email to ct-mandataires-assemblees@uptevia.com, specifying their surname, first name, address and Uptevia identification number for custody-only registered shareholders (information presented on the top left-hand corner of the share account statement) or their financial intermediary identification number for administered registered shareholders, together with the surname and first name of the agent appointed or removed;
- **for bearer shareholders:** by sending an e-mail to ct-mandataires-assemblees@uptevia.com, specifying their surname, first name, address and full bank details, as well as the surname and first name of the agent appointed or removed; shareholders must also ask the financial intermediary holding their share account to send written

confirmation (by post) to Uptevia (Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex).

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least three days prior to the date of the Shareholders' Meeting, that is by May 4, 2025. **An agent may not be appointed the day of the meeting.** Furthermore, only notifications of the appointment or removal of agents may be forwarded to the above email address. All other requests and notifications concerning other matters may not be taken into account and/or processed.

Shareholders who have informed the Company that they wish to participate in a meeting in person, remotely or by granting a proxy to an individual or legal entity of their choice, may not alter their method of participation. However, attendance at a meeting by a shareholder in person shall cancel any votes cast by proxy or remotely in accordance with the Company's bylaws.

Written questions (legal measure)

Written questions that shareholders may have, should be addressed to the Chairman of the Board of Directors at the Company's head office by registered letter, with acknowledgment of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by

April 30, 2025. 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 16, 2025 at 10 a.m. until the eve of the Shareholders' Meeting, that is on **May 6, 2025 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 7, 2025.

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:

Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/en/event/2025-shareholders-meeting/>. The Board of Directors' Report on the draft resolutions is also available online on this site.

In accordance with the law, all documents that must be communicated at the Shareholders' Meeting will be made available to shareholders at the Company's head office, within the legal time periods, or on request to Uptevia (Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex).

Audiovisual broadcasting

In accordance with article R. 22-10-29-1 of the French Commercial Code, the Shareholders' Meeting of **Wednesday, May 7, 2025** 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/2025-shareholders-meeting/>. A recording of the Shareholders' Meeting will be available for consultation on

<https://meetings.lumiconnect.com/100-917-825-172> (meeting number **100-917-825-172**) to watch the Shareholders' Meeting live and ask written questions during the Q&A session opened by the Meeting Chairman.

Shareholders may also request the receipt by electronic mail, within the periods and under the conditions set out in Article R. 225-88 of the French Commercial Code, of the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code, by email to assemblee@capgemini.com.

Furthermore, the documents to be presented to the Shareholders' Meeting and all other information and documents set out in Article R. 22-10-23 of the French Commercial Code will be available on the **Company's website**, <https://investors.capgemini.com/en/event/2025-shareholders-meeting/>, by April 16, 2025 at the latest (that is 21 days before the Shareholders' Meeting).

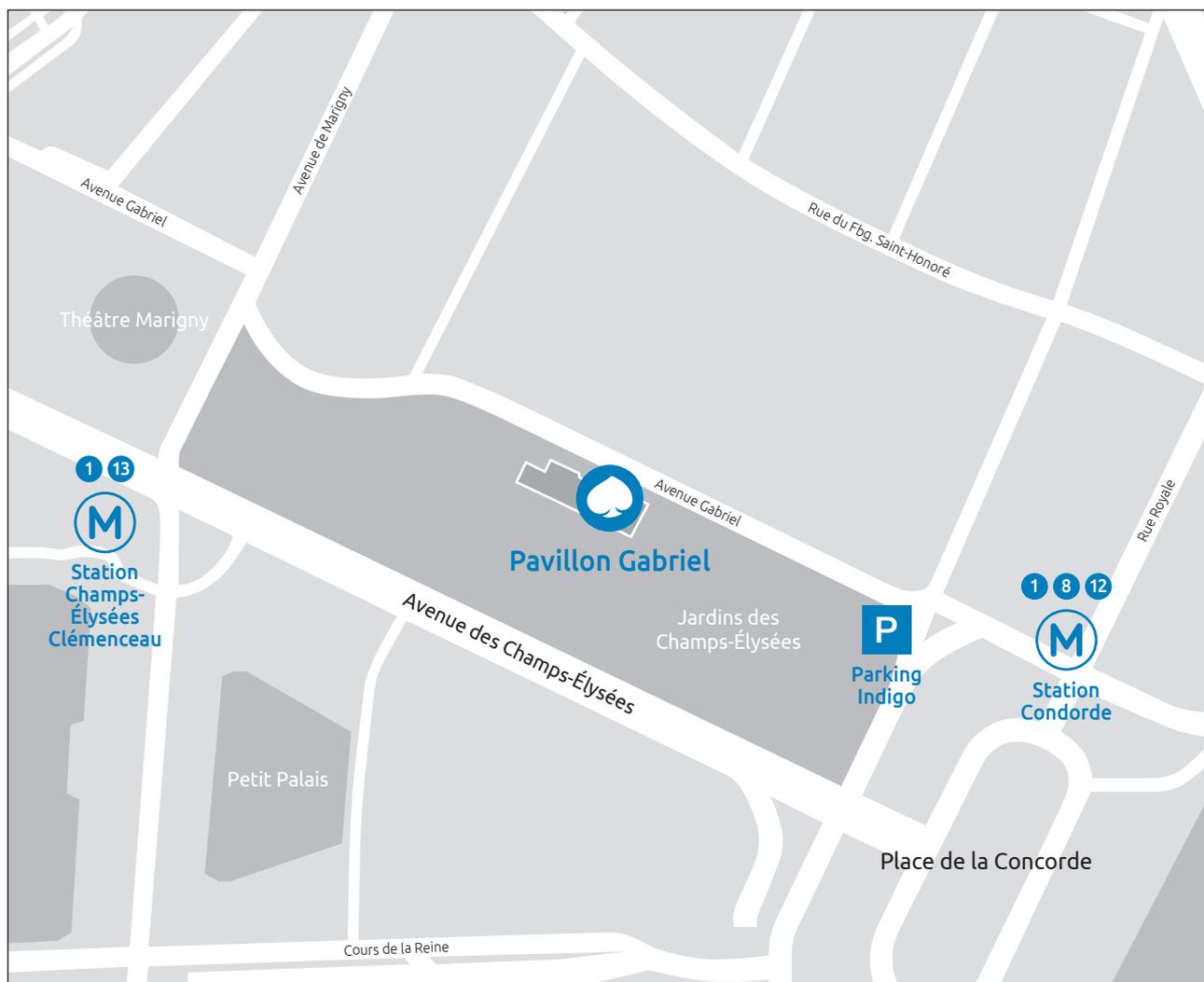
the Company's website no later than seven (7) working days after the date of the Shareholders' Meeting, and at least for the minimum legal and regulatory period from the date it is posted online.

8. Practical information

How to access the Shareholders' Meeting?

Pavillon Gabriel
5 avenue Gabriel
75008 Paris

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



Public transport

Subway



Concorde



Champs-Élysées Clémenceau



Car

Parking Indigo

3608 Place de la Concorde
75008 Paris

How to fill out the form

1 YOU WISH TO ATTEND THE MEETING and receive your admission card: SHADE THIS BOX
 YOU CANNOT ATTEND THE MEETING and you wish to vote by post or be represented by someone else: FILL OUT THE FORM by choosing one of the three options.

1. VOTE BY POST
 Shade this box and follow instructions.
Note: (i) if neither of the two boxes are ticked for one or more resolutions, the corresponding votes will be counted as FOR, (ii) if several boxes are ticked for the same resolution, the corresponding votes will be considered as null for this resolution.

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, notifiez comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form

JE DESIRE ASSISTER A CETTE ASSEMBLEE et 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 1 370 779 768 €
 siège social : 11, rue de Tilsitt
 75017 PARIS
 330 703 844 R.C.S. PARIS

**ASSEMBLEE GENERALE MIXTE
 DU 7 MAI 2025**

**COMBINED GENERAL MEETING
 ON MAY 7, 2025**

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY

Identifiant - Account: Non/No Abs. / Oui/Yes Abs.

Nombre d'actions / Number of shares: Non/No Abs. / Oui/Yes Abs.

Porteur / Bearer: Non/No Abs. / Oui/Yes Abs.

Vote simple / Single vote: Non/No Abs. / Oui/Yes Abs.

Vote double / Double vote: Non/No Abs. / Oui/Yes Abs.

Nombre de voix - Number of voting rights: Non/No Abs. / Oui/Yes Abs.

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou la Direction 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 to 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.

	1	2	3	4	5	6	7	8	9	10
Non / No	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>									
	11	12	13	14	15	16	17	18	19	20
Non / No	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>									
	21	22	23	24	25	26	27	28	29	30
Non / No	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>									
	31	32	33	34	35	36	37	38	39	40
Non / No	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>									
	41	42	43	44	45	46	47	48	49	50
Non / No	<input type="checkbox"/>									
Abs.	<input type="checkbox"/>									

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

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

JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

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

Adresse / Address: _____

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et/ou 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: _____

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:
 sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification
 à la banque / to the bank 4 mai 2025 / May 4th, 2025 à la société / to the company

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

4 RETURN THE FORM USING THE ENCLOSED PRE-PAID ENVELOPE

- If you are a registered shareholder (custody-only or administered), return the completed form directly to: Uptevia – Service Assemblées Générales – 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 4, 2025** 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/2025-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 21, 2025 (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 7, 2025** 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 2025

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 2024 Universal Registration Document which you may consult on the website www.capgemini.com.

Request for registration by internet

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

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

In future, I wish to receive the Capgemini Notice of meeting *via* the internet at my email address shown below.

To this end, please find below my contact details (*all fields are mandatory*)

Mr. Ms. (*please tick the box*)

First name: Surnames:

Date of birth: Country of birth:

Commune and department of birth:

Please find below my email address (*to be completed in capital letters*)

..... @

Done in:, on 2025

Signature

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



This document was printed by an Imprim'Vert labeled printer on a PEFC certified paper, made from sustainably managed forests and controlled sources.

Design and production: Agence Marc Praquin.

2025 WORLD'S MOST
ETHICAL
COMPANIES[®]
ETHISPHERE



European company with a share capital of €1,370,779,768
Registered office: Paris (17^e), 11 Rue de Tilsitt
330 703 844 RCS Paris

www.capgemini.com