

CAPGEMINI

European company (*Société Européenne*) with a share capital of €1,350,278,696
Head office: Paris (17th District) 11, rue de Tilsitt
330 703 844 RCS Paris

NOTICE OF MEETING

Warning regarding the health situation - Shareholders' Meeting to be held behind closed doors:

In the ongoing context of the health crisis due to the Covid-19 epidemic and in accordance with the emergency measures adopted by the French government to slow the spread of Covid-19, the **Combined Shareholders' Meeting of Thursday, May 20, 2021** (hereinafter "the Shareholders' Meeting") **will be held behind closed doors**, without the physical presence of shareholders and other individuals entitled to attend.

This decision is in accordance with the provisions of Order no. 2020-321 of March 25, 2020 as amended by Order no. 2020-1497 of December 2, 2020 and Decree no. 2020-418 of April 10, 2020 as amended by Decree no. 2020-1614 of December 18, 2020 and extended by Decree no. 2021-255 of March 9, 2021.

At the date of convening of the Shareholders' Meeting, administrative measures restricting or banning travel and gatherings for health reasons prevent members from physically attending the Shareholders' Meeting.

Under these conditions, shareholders will only be able to **vote or grant a proxy to the Chairman or a third party remotely and prior** to the Shareholders' Meeting. No admission cards will be issued and it will not be possible to vote directly on the day of the Shareholders' Meeting. Furthermore, shareholders will not be able to submit draft amendments or new resolutions during the Shareholders' Meeting. The detailed procedures for participating at the Shareholders' Meeting are presented at the end of this Notice of Meeting.

Finally, in order to encourage participation in this important moment of exchange that is the Shareholders' Meeting, shareholders are invited to participate in the Shareholders' Meeting remotely.

The Shareholders' Meeting will be **streamed live on Thursday, May 20, 2021 at 2 p.m. (Paris time)** on the Company's website, with a replay subsequently available, in accordance with legal provisions. Shareholders will still be able to **ask questions**, in addition to submitting written question in accordance with legal provisions. Therefore, as in a normal Shareholders' Meeting, time will be set aside for the Chairman to answer questions having generated the greatest interest within the period available.

Shareholders will be able to ask their questions,

- **from Monday, May 17, 2021, and until Wednesday, May 19, 2021**, the eve of the Shareholders' Meeting, on the Shareholders' Meeting web page: <https://investors.capgemini.com/en/event/2021-shareholders-meeting/>
- and **during the Shareholders' Meeting**, directly using the webcast interface, accessible from the same page.

Shareholders are also asked to regularly consult the Shareholders' Meeting section of the Company's website for all information regarding the Shareholders' Meeting: <https://investors.capgemini.com/en/event/2021-shareholders-meeting/>

The shareholders of Capgemini (the "**Company**") are invited to attend the Combined Shareholders' Meeting on **Thursday, May 20, 2021 at 2 p.m. (first notice)**. This Shareholders' Meeting will be held behind closed doors without the physical presence of shareholders and other individuals entitled to attend, at Studio Canal+, 5-13 Boulevard de la République, 92100 Boulogne Billancourt, to deliberate the following agenda:

AGENDA

RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

- Approval of the 2020 Company financial statements (**1st resolution**);
- Approval of the 2020 consolidated financial statements (**2nd resolution**);
- Appropriation of earnings and setting of the dividend (**3rd resolution**);
- Approval of the regulated agreement governed by Articles L. 225-38 *et seq.* of the French Commercial Code - Special report of the Statutory auditors (**4th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020 (**5th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020 (**6th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors from May 20, 2020 (**7th resolution**);
- Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer from May 20, 2020 (**8th 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 (**9th resolution**);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors (**10th resolution**);
- Approval of the compensation policy applicable to the Chief Executive Officer (**11th resolution**);
- Approval of the compensation policy applicable to Directors (**12th resolution**);
- Renewal of the term of office of Mr. Patrick Pouyanné as a director (**13th resolution**);

- Appointment of Ms. Tanja Rueckert as a director (**14th resolution**);
- Appointment of Mr. Kurt Sievers as a director (**15th resolution**);
- Authorization of a share buyback program (**16th resolution**).

RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Amendment of Article 12, paragraph 2), of the Company's bylaws (**17th 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) (**18th 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 €32 million and at a price set in accordance with the provisions of the French Labor Code (**19th resolution**);
- Delegation of authority to the Board of Directors, for a period of eighteen months, to issue with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution (**20th resolution**);
- Powers to carry out formalities (**21st resolution**).

The Notice of Meeting, provided for in article R. 225-73 of the French Commercial Code, and containing the text of the draft resolutions that will be submitted to this Shareholders' Meeting, was published in the French Journal of Mandatory Legal Announcements (BALO) of March 26, 2021 (no. 37). This Notice of Meeting is available on the Company's website: <https://investors.capgemini.com/en/event/2021-shareholders-meeting/>.

A. – How to participate remotely at the Shareholders' meeting

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

As the Shareholders' Meeting is being held behind closed doors, without the physical presence of shareholders, shareholders may choose **one of the following methods** of participating remotely:

- a) voting online or by post; or
- b) granting 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.

It is recalled that the Shareholders' Meeting will be held behind closed doors and that shareholders will not be able to physically attend the Shareholders' Meeting. **Admission card requests submitted by shareholders will therefore not be processed.**

1. Justification of the right to participate at the Shareholders' Meeting

In order to 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 CACEIS Corporate Trust, 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 18, 2021.

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 18, 2021 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 CACEIS Corporate Trust together with the remote voting form or the proxy 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 register of the shares to be duly noted.

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 18, 2021, the Company will invalidate or modify the remote vote cast, the proxy granted 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 18, 2021, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

2. Voting by proxy or by post

Participation at the Shareholders' Meeting via the Internet – Use of the VOTACCESS platform

Capgemini shareholders may use the VOTACCESS internet voting platform for the purposes of the Shareholders' Meeting of May 20, 2021. This platform enables shareholders, **prior to the Shareholders' Meeting, to electronically communicate voting instructions 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 the OLIS Actionnaire website; they can connect using the login ID and password communicated to them and already used

to consult their registered securities account on the OLIS Actionnaire website (<https://www.nomi.olisnet.com>); they may then vote or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Administered registered shareholders: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS via the OLIS Actionnaire website; they will receive from CACEIS Corporate Trust, together with the notice of the May 20, 2021 Shareholders' Meeting, a login ID enabling them to connect to OLIS Actionnaire (<https://www.nomi.olisnet.com>); shareholders must then follow the instructions on screen to obtain their password; after receiving the password, they may then vote, or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Bearer shareholders: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and proposes this service for this Shareholders' Meeting. If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, 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 shall be open from April 28, 2021 to 3 p.m., Paris time, on May 19, 2021, 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 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 subscribed to 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 CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by May 14, 2021.

Correspondence votes or proxies given to the Chairman will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, that is by May 17, 2021.

Where an agent is appointed (other than the Chairman of the Shareholders' Meeting), the completed and signed proxy form must be exceptionally sent to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle 92862 Issy-les-Moulineaux Cedex 09, no later than the fourth day preceding the Shareholders' Meeting, that is by May 16, 2021. The appointed agent must follow the procedure set out in point 3 below.

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 made before the meeting.

3. 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@caceis.com, specifying their surname, first name, address and CACEIS Corporate Trust 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@caceis.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 mail) to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to 01.49.08.05.82).

Account may only be taken of notifications of the appointment or removal of agents duly signed, completed and received at least four days prior to the date of the Shareholders' Meeting, that is by May 16, 2021. 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.

Voting instructions relating to proxies must be sent **by the agent within the same time periods to the aforementioned email address** ct-mandataires-assemblees@caceis.com for the related proxies to be taken into account.

4. Procedure for changing the means of participation

By derogation from Article R.22-10-28 III of the French Commercial Code and in accordance with Article 7 of Decree no. 2020-418 of April 10, 2020, as extended by Decree no. 2021-255 of March 9, 2021, all shareholders that have already voted remotely or sent a proxy form or requested an admission card or attendance certificate, can chose another means of participation at the Shareholders' Meeting, provided their new instructions are received by CACEIS Corporate Trust within the time periods detailed in this Notice.

Registered shareholders who wish to change their means of participation are asked to submit their new voting instructions by sending the single voting form duly completed and signed by email to ct-mandataires-assemblees@caceis.com (all other instructions sent to this address will not be taken into account).

The form must specify the shareholders' ID number, their surname, first name and address, indicate "*New instructions - cancel and replace*" and be signed and dated. Registered shareholders must enclose a copy of their identity papers and, where applicable, the power to represent the legal entity in question.

Bearer shareholders are asked to contact their account-holding institution which will forward the new instructions to CACEIS Corporate Trust, accompanied by an attendance certificate substantiating their position as shareholder.

B. – Written questions

By derogation from Article R.225-84 paragraph 1 of the French Commercial Code and in accordance with Article 8-2 of Decree no. 2020-418 of April 10, 2020, created by Decree no. 2020-1614 of

December 18, 2020 as extended by Decree no. 2021-255 of March 9, 2021, written questions that shareholders may have must be **received** before the end of the second working day preceding the Shareholders' Meeting, that is by May 18, 2021:

- by email to assemblee@capgemini.com; or
- by registered letter, with acknowledgment of receipt, to the Chairman of the Board at the Company's head office.

The questions should be **accompanied by a certificate attesting to the registration** of shares either in a registered share account held by CACEIS Corporate Trust, or in bearer share accounts held by an authorized intermediary.

Pursuant to Article 5-1 II 2° of Order no. 2020-321 of March 25, 2020, created by Order no. 2020-1497 of December 2, 2020 as extended by Decree no. 2021-255 of March 9, 2021, all written questions submitted by shareholders under the system provided by law and the related replies will be published on the Company's website.

C. – Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/en/event/2021-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 CACEIS Corporate Trust, Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9.

Shareholders may also request, within the periods and under the conditions set out in Article R. 225-88 of the French Commercial Code and Article 3 of Order no. 2020-321 of March 25, 2020, 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/2021-shareholders-meeting>, by April 29, 2021 at the latest (that is 21 days before the Shareholders' Meeting).

The Board of Directors