

CAPGEMINI

European company (*Société Européenne*) with a share capital of €1,379,132,192
Head office: Paris (17th District) 11, rue de Tilsitt
330 703 844 RCS PARIS

NOTICE OF SHAREHOLDERS' MEETING

Disclaimer – Sanitary situation

Due to the evolving nature of the Covid-19 pandemic, shareholders are asked to regularly consult the 2022 Shareholders' Meeting section of the Company's website: <https://investors.capgemini.com/en/event/2022-shareholders-meeting/>.

This section will be updated to indicate, where necessary, the final details of how the Shareholders' Meeting will be held and how to participate and/or changes to these details to reflect developments in the sanitary situation and legislative or regulatory provisions.

As a precaution, shareholders are invited to vote by post or by internet via the VOTACCESS platform or to grant their proxy to the Chairman (see procedure below).

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 this end, shareholders must login **in advance** to the VOTACCESS platform in accordance with the procedure described in point C.

The Shareholders' Meeting will be **streamed live on Thursday, May 19, 2022** at 2 p.m. (Paris time) on the Company's website at <https://investors.capgemini.com/en/event/2022-shareholders-meeting/>, with a replay subsequently available.

The shareholders of Capgemini are invited to attend the Combined Shareholders' Meeting on **Thursday, May 19, 2022 at 2 p.m. (first notice)**, at Pavillon Gabriel, 5 avenue Gabriel, Paris (8th District) to deliberate the following agenda:

AGENDA

RESOLUTIONS PRESENTED AT THE ORDINARY SHAREHOLDERS' MEETING

- Approval of the 2021 Company financial statements (**1st resolution**).
- Approval of the 2021 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 2021 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 2021 or granted in respect of the same fiscal year to Mr. Aïman Ezzat, Chief Executive Officer (**7th resolution**).
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the period from January 1, 2022 to May 19, 2022 (**8th resolution**).
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the period from May 20, 2022 to December 31, 2022 (**9th resolution**).
- Approval of the compensation policy applicable to the Chief Executive Officer (**10th resolution**).
- Approval of the compensation policy applicable to Directors (**11th resolution**).
- Increase in the total compensation amount for Directors (**12th resolution**).
- Appointment of Ms. Maria Ferraro as a director (**13th resolution**).
- Appointment of Mr. Olivier Roussat as a director (**14th resolution**).
- Renewal of the term of office of Mr. Paul Hermelin as a director (**15th resolution**).
- Renewal of the term of office of Mr. Xavier Musca as a director (**16th resolution**).
- Renewal of the term of office of Mr. Frédéric Oudéa as a director (**17th resolution**).
- Authorization of a share buyback program (**18th resolution**).

RESOLUTIONS PRESENTED AT THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Amendment of Article 11, paragraph 2), of the Company's bylaws (**19th resolution**).
- Authorization to the Board of Directors, for a period of twenty-six months, to cancel shares bought back by the Company under the share buyback programs (**20th resolution**).
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the share capital by a maximum par value amount of €1.5 billion by capitalizing additional paid-in capital, reserves, profits or any other amounts (**21st resolution**).
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with retention of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future (**22nd resolution**).
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**23rd resolution**).
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access, immediately or in the future, to the Company's share capital by way of public offers referred to in Article L. 411-2 1° of the French Monetary and Financial Code (**24th resolution**).
- Authorization to the Board of Directors, on the issue of ordinary shares and/or securities granting access to the Company's share capital, immediately or in the future, with cancellation of pre-emptive subscription rights, to set the issue price in accordance with the terms set by the Shareholders' Meeting, up to a maximum of 10% of the share capital per twelve-month period (**25th resolution**).
- Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a share capital increase (through the issue of ordinary shares or securities granting access to the share capital, immediately or in the future) with retention or cancellation of pre-emptive subscription rights (**26th resolution**).

- Authorization to the Board of Directors, for a period of twenty-six months, to issue ordinary shares and/or securities granting access to the Company's share capital, in consideration for contributions in kind to the Company of shares or securities granting access to share capital, immediately or in the future, up to a maximum of 10% of the share capital (**27th 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) (**28th resolution**).
- Delegation of authority to the Board of Directors, for a period of eighteen months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the 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 (**29th 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 (**30th resolution**).
- Powers to carry out formalities (**31st resolution**).

The Notice of Meeting, provided for in article R. 225-73 of the French Commercial Code, 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 28, 2022 (no. 37). This Notice of Meeting is available on the Company's website: <https://investors.capgemini.com/en/event/2022-shareholders-meeting/>.

A. – 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.

1. 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 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 17, 2022.

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 17, 2022 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 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 17, 2022. 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 17, 2022, 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 17, 2022, it need not be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

2. 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).

3. 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 19, 2022. 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 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, request an admission card or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Administered registered shareholders: administered registered shareholders who wish to communicate their voting instructions by internet prior to the Shareholders' Meeting can also access VOTACCESS via the OLIS Actionnaire website; they will receive from CACEIS Corporate Trust, together with the notice of the May 19, 2022 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, request an admission card or appoint or remove an agent via the VOTACCESS site. The login ID will be indicated on the postal voting form or the electronic notice of meeting.

Bearer shareholders: this option is only available to holders of bearer shares whose account-holding institution is a member of the VOTACCESS system and proposes this service for this Shareholders' Meeting. If the account-holding institution is connected to the VOTACCESS site, the shareholder must identify him/herself on the internet portal of their accounting-holding institution with their usual access codes. They must then follow the instructions on screen to access the VOTACCESS site and vote, request an admission card or appoint or remove an agent. Accordingly, bearer shareholders interested in this service are invited to contact their account-holding institution to obtain the terms and conditions of use.

The VOTACCESS site will be open from April 27, 2022 to 3 p.m., Paris time, on May 18, 2022, 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 CACEIS Corporate Trust, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex; requests should be submitted in writing and received at least six days prior to the date of the Shareholders' Meeting, that is by May 13, 2022.

Correspondence or proxy votes will only be taken into account if received at least three days prior to the date of the Shareholders' Meeting at CACEIS Corporate Trust, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, that is by May 16, 2022.

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.

4. 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 post) to CACEIS Corporate Trust, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex, 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 three days prior to the date of the Shareholders' Meeting, that is by May 16, 2022. 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.

B. – Written questions

Written questions that shareholders may have, should be addressed to the Chairman of the Board of Directors at the Company's head office by registered letter, with acknowledgment of receipt, or by email to assemblee@capgemini.com, no later than the fourth working day preceding the Shareholders' Meeting, that is by May 13, 2022. 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.

C. – 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 this end, 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 General 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 General 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 27, 2022 at 10 a.m. until the eve of the Shareholders' Meeting, that is on **May 18, 2022 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 19, 2022.

On the day of the Shareholders' Meeting, shareholders possessing their identification number and password may connect to the LUMI TECHNOLOGIES platform at the following address: <https://web.lumiagm.com/168219459> (meeting number **168-219-459**) to watch the Shareholders' Meeting live and ask written questions during the Q&A session opened by the Meeting Chairman.

D. – Shareholders' communication rights

All mandatory shareholder information may be found at the following dedicated website: <https://investors.capgemini.com/en/event/2022-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, Immeuble Flores – 1^{er} étage, Service Assemblées Générales, 12 place des Etats-Unis, CS 40083, 92549 Montrouge Cedex.

Shareholders may also request the receipt by electronic mail, within the periods and under the conditions set out in Article R. 225-88 of the French Commercial Code, of the documents provided for in 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/2022-shareholders-meeting/>, by April 28, 2022 at the latest (that is 21 days before the Shareholders' Meeting).

The Shareholders' Meeting will be **streamed live on Thursday, May 19, 2022** at 2 p.m. (Paris time) on the Company's website at <https://investors.capgemini.com/en/event/2022-shareholders-meeting/>, with a replay subsequently available.

The Board of Directors