

The Capgemini SE Board of Directors set the compensation of its Executive Corporate Officers in respect of 2021, that is Mr. Paul Hermelin, Chairman of the Board of Directors and Mr. Aiman Ezzat, Chief Executive Officer, and their compensation components for 2022.

Performance criteria used for the evaluation are the ones set initially during the March 18, 2021, Board meeting and have remained unchanged.

It is recalled that in the context of the health crisis, the Executive Corporate Officers, in solidarity with employees and the Company's ecosystem and with the consent of the Board of Directors in its meeting of April 27, 2020, did not received 25% of their annual fixed and variable compensation for 2020.

## I. Executive Corporate Officers compensation for 2021

### A. Compensation of the Chief Executive Officer for 2021

#### A compensation policy in strict application of the AFEP-MEDEF Code and Say on Pay principles

The Capgemini SE Board of Directors, during its meeting of March 17, 2022, and at the recommendation of the Compensation Committee, decided the compensation of the Chief Executive Officer, Mr. Aiman Ezzat, for 2021, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules. This compensation will be presented to shareholders for vote at the upcoming Combined Shareholders' Meeting of May 19, 2022.

The compensation structure comprises fixed and variable components, the grant of equity instruments, a long savings plan and, where applicable, the provision of a company car. This compensation structure complies with the Chief Executive Officer compensation policy approved by the Combined Shareholders' Meeting of May 20, 2021, in the 11<sup>th</sup> resolution.

#### Chief Executive Officer compensation components for 2021

Based on these different items, the Board of Directors set the total compensation due to Mr. Aiman Ezzat for his duties as Chief Executive Officer for 2021 at €2,944,680, i.e. 122.7% of the total theoretical annual compensation. The 2021 theoretical annual compensation was unchanged over 2020 and comprised a fixed component of €1,000,000 paid in twelve equal monthly installments, a theoretical variable component of €1,000,000 if objectives are attained, as well as a long savings plan of €400,000.

The theoretical variable is based on:

- financial indicators for 60%;
- quantifiable individual indicators for 20%; and
- qualitative individual objectives for 20%.

tied to the attainment of indicators and individual objectives set by the Board of Directors during its March 18, 2021, meeting.

#### Variable component tied to financial indicators

The financial indicators for 2021 compare actual audited results with the corresponding objectives adopted by the Board at the beginning of the year:

Indicator	Weighting	Attainment rate
Revenues	30%	106.4%
Operating margin	30%	104.8%
Pre-tax net profit	20%	123.4%
Organic free cash flow	20%	133.8%
<b>Weighted total</b>		<b>114.81%</b>

To favor the attainment of financial objectives, a multiplier, applicable to all senior employees under a variable scheme, amplifies any difference in financial performance upwards or downwards. Application of this multiplier to the above calculated weighted financial performance sets the variable part at 159.24%.

### Variable component tied to quantifiable and qualitative individual objectives

The individual objectives reflected different priorities and were evenly allocated between:

- quantifiable objectives concerning the **application of the CSR strategy**
- qualitative objectives concerning the **Altran integration** and the progress of the **intelligent industry strategy**

An in-depth review was performed of each category followed by an overall assessment encompassing all objectives.

With regard to the **CSR strategy**, the Board of Directors' assessment considered the two objectives set at the beginning of the year: (i) increased diversity in executive leadership positions and (ii) reduction in the GHG emissions. The diversity objective was slightly exceeded, while the greenhouse gas emissions reduction target was significantly surpassed.

With regard to the **Altran integration**, the Board took into consideration several items such as the higher than targeted delivery of run rate synergies, the signature of several significant projects and the increase in the order book. Finally, with regard to the **Intelligent Industry strategy**, the Board has supported the detailed strategic presentation, considering that it supports the growth agenda.

The weighted performance of the variable component tied to individual objectives is therefore 132.5%, corresponding to the average of the quantitative portion set at 165% and of the qualitative portion set at 100%.

Overall, for the two variable components and the long savings plan, the Board of Directors approved the Compensation Committee's proposal for Mr. Aiman Ezzat and set:

- a total attainment rate for the variable component of 148.54%
- an attainment rate for the long savings plan of 114.81%, weighted financial performance before multiplier impact, payable in two installments, 50% in July 2022 and 50% in July 2023.

For 2021, Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer, calculated in accordance with the objectives set by the Board of Directors in its March 18, 2021, meeting and with the compensation policy voted by the Shareholders' Meeting of May 20, 2021, therefore breaks down as follows:

Compensation component	2021 Theoretical compensation	2021 Attainment rate	2021 Calculated compensation
<b>Fixed</b>	<b>€1,000,000</b>	<b>N/A</b>	<b>€1,000,000</b>
<i>Variable, financial objectives</i>	€600,000	159.24%	€955,440
<i>Variable, quantifiable objectives</i>	€200,000	165%	€330,000
<i>Variable, qualitative objectives</i>	€200,000	100%	€200,000
<b>Total Variable compensation</b>	<b>€1,000,000</b>	<b>148.54%</b>	<b>€1,485,440</b>
<b>Total</b>	<b>€2,000,000</b>	<b>124.27%</b>	<b>€2,485,440</b>
<b>Long savings plan</b>	<b>€400,000</b>	<b>114.81%</b>	<b>€459,240</b>
<b>Total</b>	<b>€2,400,000</b>	<b>122.7%</b>	<b>€2,944,680</b>

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In addition, the Board of Directors' meeting of October 6, 2021, granted 18,500 performance shares to Mr. Aiman Ezzat, representing 1% of total shares granted in 2021, with an IFRS value of €2,399,160. This grant is subject to internal and external performance conditions in accordance with the 18<sup>th</sup> resolution adopted by the Combined Shareholders' Meeting of May 20, 2021.

The 2021 Universal Registration Document, including the corporate governance report and the report presenting the resolution on Executive Corporate Officer compensation to be submitted to shareholders

for vote at the Combined Shareholders' Meeting of May 19, 2022, will include a detailed presentation of the calculation of Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer for 2021.

## **B. Compensation of the Chairman of the Board of Directors for 2021**

### **A compensation policy in strict application of the AFEP-MEDEF Code and Say on Pay principles**

The Capgemini SE Board of Directors, during its meeting of March 17, 2022, and at the recommendation of the Compensation Committee, confirmed the compensation of the Chairman, Mr. Paul Hermelin, in respect of 2021, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules. This compensation will be presented to shareholders for vote at the upcoming Combined Shareholders' Meeting of May 19, 2022.

The compensation structure comprises fixed compensation and retention of benefits under a supplementary pension plan closed in October 2015 with rights frozen. This compensation structure complies with the Chairman of the Board of Directors compensation policy approved by the Combined Shareholders' Meeting of May 20, 2021, in the 10<sup>th</sup> resolution.

### **Chairman of the Board of Directors compensation components for 2021**

The Board of Directors set Mr. Paul Hermelin's 2021 annual fixed compensation unchanged, at €800,000 for his duties as Chairman of the Board of Directors. It is paid in 12 equal monthly installments.

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## **II. Executive Corporate Officer compensation for 2022**

It is recalled that in the context of the separated governance structure implemented following the Shareholders' Meeting of May 20, 2020, Mr. Paul Hermelin is Chairman of the Board of Directors and Mr. Aiman Ezzat is Chief Executive Officer and the sole Executive Corporate Officer.

The Board of Directors, at its meeting of March 17, 2022, on the proposal of the Compensation Committee, therefore adopted the compensation policies for 2022 for the Chief Executive Officer and the Chairman of the Board of Directors. These policies were approved in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules.

Pursuant to the provisions of Article L.22-10-8 of the French Commercial Code (*Code de Commerce*), these compensation policies (comprising the structure and different components of corporate officer compensation) will be presented to shareholders for vote at the Combined Shareholders' Meeting of May 19, 2022. An outline of these policies is presented below. The Board of Directors will present a detailed report on these policies to the Shareholders' Meeting, which will also be included in the Company's 2021 Universal Registration Document.

### **A. Compensation of the Chief Executive Officer**

#### **Fixed compensation of the Chief Executive Officer**

In the context of the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer, the Board decided in 2020 to set Mr. Aiman Ezzat's gross annual fixed compensation as Chief Executive Officer at €1,000,000, representing 50% of the total theoretical fixed and variable compensation if objectives are attained. This compensation is payable in monthly installments *pro rata* to the term of his office. **This fixed compensation remains again unchanged in 2022.**

#### **Variable compensation of the Chief Executive Officer**

The Board of Directors also set the 2022 theoretical variable compensation at €1,000,000 (**unchanged since 2020**), with the following calculation methods and key strategic indicators:

- financial indicators for 60 %;
- quantifiable individual indicators for 20 %; and
- qualitative individual objectives for 20 %.

These objectives were formally documented to enable them to be assessed on a tangible basis at the end of 2022. Accordingly, 80% of the Chief Executive Officer's 2022 variable component will be based on a quantitative assessment, with the quantitative component varying on a straight-line basis between nil and 200%. Qualitative objectives remain capped cumulatively for 2022 at 100% of the theoretical target.

### **Long savings plan**

On the proposal of the Compensation Committee, the Board of Directors decided that Mr. Aiman Ezzat will continue to benefit from the long savings mechanism. The plan consists in the payment of an annual allowance, at least half of which is allocated to a third-party insurer in the context of an Article 82, with the rest of the cash allowance being kept by the beneficiary, considering the immediate taxation upon entry of this mechanism. This allowance would be made under the same performance conditions and calculation method as currently, and as decided by the Board of Directors in its meeting of March 17, 2022, on the proposal of the Compensation Committee.

### **Compensation for duties as a director**

The Chief Executive Officer is eligible to receive compensation for his duties as a director. Mr. Ezzat has, nonetheless, made it known that he waives the receipt of any compensation for his duties as director.

### **Other items**

In addition to the above components, Mr. Aiman Ezzat's compensation structure will also include the grant of equity instruments, solely subject to performance conditions and, optionally, a company car. Mr. Ezzat also waived his employment contract from his effective appointment as Chief Executive Officer.

### **Severance pay in the event of termination of duties as Executive Corporate Officer**

The Board of Directors, at its meeting of March 17, 2022, on the proposal of the Compensation Committee, also renewed the authorization, subject to approval by the Shareholders' Meeting of the compensation policy for the Chief Executive Officer, of the principle of severance pay granted in the event of termination of his corporate office.

This severance pay would only be payable in the event of forced departure of the Company's Chief Executive Officer.

The aggregate amount of (i) severance pay effectively paid, and (ii) any indemnity covered by a definitive payment commitment in consideration for the non-compete undertaking, may not exceed a maximum amount equal to twice the applicable annual theoretical compensation (fixed plus variable) at the date of termination of duties.

The severance pay will depend on the percentage attainment of the weighted performance of the financial indicators applicable to the Chief Executive Officer's variable portion based on financial results observed annually during each of the two completed fiscal years preceding the termination of his duties as Chief Executive Officer, it being specified that the last year will count for 60%, and the previous year will count for 40%. As this variable component is subject to performance criteria, with a minimum performance threshold of 75% above which calculation of the variable component starts, in accordance with the method described above, the severance pay is subject to the attainment of the same performance conditions.

The Board will confirm the effective achievement of these performance criteria.

### **Non-compete undertaking**

Subject to the approval by the Shareholders' Meeting of the compensation policy for the Chief Executive Officer, he will be subject to a non-compete undertaking for a period of twelve months as from the

termination of his duties of Chief Executive Officer and will receive an indemnity equal to half of the applicable gross theoretical compensation (fixed plus variable) if objectives are attained on the date of termination of the duties of Chief Executive Officer. The Board of Directors could decide to lift this non-compete obligation on departure of the Chief Executive Officer and therefore in such case, not to implement the non-compete indemnity. This indemnity is also not due if the Chief Executive Officer retires or is over 65 years of age on the termination of his duties.

**Taking account of these objectives and the 2022 cap on qualitative individual objectives, the potential fixed and variable compensation of the Chief Executive Officer can be summarized as follows:**

**Chief Executive Officer**

<b>Theoretical compensation structure, base 100</b>	<b>Target</b>	<b>Min</b>	<b>Max</b>
Gross fixed compensation	50	50	50
Annual variable compensation, financial objectives	30	0	60
Annual variable compensation, quantifiable objectives	10	0	20
Annual variable compensation, qualitative objectives	10	0	10
Multi-year variable compensation	0	0	0
<b>Theoretical total if objectives are attained</b>	<b>100</b>	<b>50</b>	<b>140</b>
% variable / fixed	100%	0%	180%

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## **B. Compensation of the Chairman of the Board of Directors**

When Mr. Paul Hermelin was appointed Chairman of the Board on May 20, 2020 following the Shareholders' Meeting, the Board took into account his specific role in the context of the managerial succession to set his gross annual fixed compensation. It was communicated that the managerial succession will not exceed two years terminating at the end of the 2022 Shareholders' Meeting. Therefore, the proposal for the 2022 compensation structure of the Chairman of the Board will be split in two specific periods:

- first period from January 1<sup>st</sup> to May 19, 2022, date of the Shareholders' Meeting
- second period May 20 to December 31, 2022, following the Shareholders' Meeting.

### **Compensation of the Chairman of the Board for the period from January 1<sup>st</sup> to May 19, 2022, date of the Shareholders' Meeting**

The Board of Directors' meeting of March 11, 2020, set the gross annual fixed compensation of the Chairman of the Board of Directors, Mr. Paul Hermelin, at €800,000.

To set this proposal, the Board of Directors took account of his specific role as Chairman of the Board in the context of the managerial succession. In this context, Mr. Hermelin was appointed Chairman of the Strategy & CSR Committee and continues to represent the Company, in support of the Chief Executive Officer, in its high-level relations at national and international level, enabling Capgemini to continue to benefit from his experience and knowledge of the Group. When representing the Company with major clients and partners, he acts only with the full agreement of the Chief Executive Officer and at his request. The Chairman is also responsible for promoting the Group's values, culture and reputation. **This amount remains unchanged again in 2022 until the May 19, 2022, Shareholders' Meeting.**

Mr. Paul Hermelin remains eligible, as Chairman of the Board of Directors, to the supplementary pension plan closed in October 2015 with rights frozen. He has communicated to the Board his intention to exercise his retirement rights in 2022. The Chairman of the Board of Directors' compensation does not include variable or exceptional compensation, performance share grants, compensation for his duties as director, severance pay or non-compete indemnities.

### **Compensation of the Chairman of the Board for the period from May 20 to December 31, 2022, after the Shareholders' Meeting**

Following the end of the management succession period, the Chairman of the Board will only be paid through the Directors' compensation rules which will include a Chairman of the Board fixed fee of €250 000 to be paid *prorata temporis* over the mandate period, along with attendance fees for an overall significant reduction of his compensation positioned around the first quartile of non-executive directors. As Chairman of the Board, Mr. Paul Hermelin remains eligible to the supplementary pension plan closed in October 2015 with rights frozen. The Chairman of the Board of Directors' compensation does not include variable or exceptional compensation, performance share grants, severance pay or non-compete indemnities.

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