

End of Thierry Delaporte's corporate office as Chief Operating Officer as part of the internal managerial transition

As part of the internal managerial transition process initiated in 2017 and in line with the future governance to be put in place after the May 2020 General Meeting of Shareholders¹, the Board of Directors of Capgemini SE, meeting on December 4, 2019, has decided, upon proposal of the Ethics & Governance Committee, to end the corporate office of Thierry Delaporte as Chief Operating Officer (*Directeur général délégué*) with effect from December 31, 2019.

Thierry Delaporte will remain a member of the Group Executive Board as *Directeur général adjoint* as of January 1, 2020.

The Board of Directors wishes to extend its warmest thanks to Thierry Delaporte for the work accomplished over the last two years as Chief Operating Officer and welcomes his continued presence within Capgemini going-forward.

Compensation due to Thierry Delaporte at the end of his corporate office

Upon proposal of the Compensation Committee, the Board of Directors, on the same day, has also deliberated on the various compensation elements due to Thierry Delaporte upon the end of his corporate office as Chief Operating Officer.

The Board deliberated in compliance with the existing compensation policy applicable to Chief Operating Officers, as authorized by the Shareholders' Meeting of May 23, 2019 (ninth resolution)

2019 fixed compensation

The fixed compensation of Thierry Delaporte for fiscal year 2019 will correspond to a gross amount of 885 000 euros.

2019 variable compensation

The annual variable compensation of Thierry Delaporte for fiscal year 2019 is set at a target amount, if objectives are attained, of 590 000 euros.

The final amount due to Thierry Delaporte in relation to his 2019 variable compensation will be definitely assessed by the Board of Directors on February 12, 2020, following adoption of the Group's audited consolidated accounts for fiscal year 2019 and on the basis of the Compensation Committee proposals, it being furthermore specified that the financial indicators and some of the personal objectives underlying the variable compensation of Thierry Delaporte are shared between the three Executive Corporate Officers of Capgemini SE.

This amount will be set on the basis of the respective level of achievement of the financial indicators (V1), post flex formula which accelerates the performance upwards or downwards, and of the personal objectives (V2) of Thierry Delaporte. The 2019 variable compensation due to Thierry Delaporte is capped at 126% of his fixed compensation, as indicated in the compensation policy.

Long saving plan

Thierry Delaporte is eligible to the Group long saving mechanism which provides for the payment of an annual allowance out of which half at least must be invested in an external fund within a defined contribution insurance supplementary plan.

¹ Cf Press release of September 16, 2019

The annual allowance due for 2019 will be definitely set during the February 12, 2020 Board meeting, based on the level of achievement of the financial indicators of the variable part (V1) of the annual variable compensation, without application of the flex formula.

The payment of the allowance due for fiscal year 2019 will be as follows:

- 50% of the calculated amount will be paid in July 2020;
- 50% of the calculated amount will be paid in July 2021, subject to Thierry Delaporte being present within the Group as of June 30, 2021.

The second tranche of the annual allowance due to Thierry Delaporte under the long saving plan for 2018 approved by the Board of Directors on March 20, 2019 and amounting to 181 440 euros, will be paid in July 2020, subject to Thierry Delaporte being present within the Group as of June 30, 2020.

Performance shares granted during the term of office

During his term of office as Chief Operating Officer, Thierry Delaporte has been granted 16 500 performance shares in October 2018 and 16 500 performance shares in October 2019, all shares being fully under performance and presence conditions.

As a reminder, following the end of his corporate office Thierry Delaporte will retain functions within the Capgemini Group under his employment agreement.

The Board of Directors has acknowledged that the vesting of these shares to Thierry Delaporte will be subject to (i) achievement of the performance conditions applicable to both 2018 and 2019 plans, on the vesting dates initially set for each plan and subject to the same holding obligations and to ii) the effective presence of Thierry Delaporte within the Capgemini group on vesting dates (excepted in case of death, invalidity or retirement), i.e. on October 3, 2021 for the 2018 plan and on October 2, 2022 for the 2019 plan.

Non-compete undertaking

Thierry Delaporte retaining functions within Capgemini, the Board of Directors acknowledged that the non-compete obligation undertaken by Thierry Delaporte upon his appointment as Chief Operating Officer will not be applicable as the termination of his functions as Chief Operating Officer will not be followed by the termination of his employment agreement. As a consequence, no indemnity will be due to Thierry Delaporte under the non-compete undertaking at the end of his corporate office.

Severance Indemnity

As a reminder, Thierry Delaporte is entitled to the benefit of a severance indemnity in the event of termination of his office as Chief Operating Officer under specific conditions.

As Thierry Delaporte will retain functions within Capgemini after the end of his corporate office, the Board of Directors acknowledged that one of the exclusion cases provided for under the severance indemnity was met and that therefore no severance indemnity will be due to Thierry Delaporte upon the ending of his corporate office as Chief Operating Officer.

Employment agreement

The employment agreement of Thierry Delaporte, which was suspended since January 1, 2018 upon his appointment as Chief Operating Officer, will be automatically reinstated as of January 1, 2020, it being specified that his employment agreement contains a non-compete clause and does not include a severance indemnity.
