

**AGREEMENT GOVERNED BY ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE ON RELATED PARTY TRANSACTIONS AND PUBLISHED PURSUANT TO ARTICLE L.225-40-2 OF THE FRENCH COMMERCIAL CODE**

The following agreement was authorized by the Board of Directors of Capgemini SE held on January 14, 2020 in the context of the increase of the offer price of the acquisition of Altran Technologies in the form of a cash tender offer (the "**Offer**"), as publicly announced on June 24, 2019.

**Amendment to the Engagement Letter and Instruction Letter entered into, among others, with Crédit Agricole Corporate and Investment Bank and signed on September 22, 2019 for the purposes of the Offer**

It is reminded that, at its meeting of September 2, 2019, the Board of Directors unanimously authorized the signature by the Company of:

- an engagement letter under which the bank Crédit Agricole Corporate and Investment Bank ("**CACIB**") will be mandated to act as a presenting bank and M&A counsel of the Company in the context of the Offer (the "**Engagement Letter**"); and
- an instruction letter under which CACIB will be formally instructed by the Company to present the Offer and proceed with its filing with the *Autorité des marchés financiers* (French Financial Market Authority), together with the other presenting banks and the guarantor (the "**Instruction Letter**").

In connection with the increase of the Offer Price and the various commitments undertaken by the Company toward the French Financial Market Authority, the Board of Directors, at its meeting of January 14, 2020, unanimously authorized the execution of the Amendment to the Instruction and Engagement Letters.

Mrs. Laurence Dors, director of Crédit Agricole SA, and Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, did not participate in the deliberation and the vote due to their positions in Crédit Agricole SA and their positions as director in the Company.

Pursuant to this authorization, the Amendment to the Engagement Letter and the Instruction Letter was signed on January 14, 2020.

The Board of Directors noted that (i) the Amendment to the Instruction and Engagement Letters is an essential component of the Offer, in particular with respect to the increase of the Offer Price, and (ii) its terms and conditions are the same as those of the initial instruction and engagement letters from a commercial standpoint and are aligned with market standards. Such Amendment has no impact on the financial conditions of the initial agreements. The Amendment to the Instruction and Engagement Letters is therefore in the best interest of the Company.