

The Capgemini SE Board of Directors sets the compensation of its Executive Corporate Officers in respect of 2024, that is Mr. Paul Hermelin, Chairman of the Board of Directors and Mr. Aiman Ezzat, Chief Executive Officer, and their compensation components for 2025. Performance criteria used for the evaluation are the ones set initially during the February 13, 2024, Board meeting and have remained unchanged.

I. Executive Corporate Officers compensation for 2024

A. Compensation of the Chairman of the Board of Directors for 2024

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

The compensation structure of the Chairman of the Board from June 1st 2022 was set by the Board of Directors, during its meeting of March 17, 2022, and reconfirmed during its meeting of February 17, 2025 at the recommendation of the Compensation Committee, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules.

Compensation of the Chairman of the Board for 2024

The Chairman of the Board is paid through the Directors' compensation rules which include a Chairman of the Board annual amount of €250 000 to be paid *pro rata temporis* over the term of office period, along with attendance fees. As Chairman of the Strategy & CSR Committee, he is also eligible to an annual fixed amount of €30,000 along with attendance fees.

The Chairman of the Board of Directors' compensation does not include any variable or exceptional compensation, performance share grants, severance pay or non-compete indemnities. The compensation amounted to €336,500 in respect of 2024 financial year.

This compensation structure is aligned with the Chairman of the Board compensation policy approved during the May 16, 2024, Shareholders Meeting.

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B. Compensation of the Chief Executive Officer for 2024

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 February 17, 2025, and at the recommendation of the Compensation Committee, decided on the 2024 compensation of the Chief Executive Officer, Mr. Aiman Ezzat, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules. This compensation will be presented to shareholders for approval at the upcoming Combined Shareholders' Meeting of May 7, 2025.

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 16, 2024.

Chief Executive Officer compensation components for 2024

The Board of Directors sets the total cash compensation due to Mr. Aiman Ezzat for his duties as Chief Executive Officer for 2024 at €3,100,292, i.e. 95.4% of the annual compensation if objectives are attained. The 2024 cash compensation structure, approved by shareholders in May 2024, following the renewal of Mr. Aiman Ezzat for his duties as Chief Executive Officer, comprises a fixed compensation of €1,300,000, a variable compensation of €1,300,000, if objectives are attained, with a ceiling of €2,340,000 in case of a maximum overachievement of all objectives, and a long savings plan of €520,000, also subject to performance conditions.

The variable part is based on:

- financial indicators for 60% of fixed compensation (with a maximum of 120%);
- non-financial indicators for 20% of fixed compensation if objectives are attained (with a maximum of 30% in case of overachievement of objectives); and
- qualitative personal objectives which cannot exceed a maximum of 30% of the fixed compensation.

tied to the achievement of indicators and individual objectives set by the Board of Directors during its February 13, 2024 meeting.

Variable component tied to financial indicators

The financial indicators for 2024 compare actual audited results with the corresponding objectives adopted by the Board at the beginning of the year:

Indicator	Weighting	Achievement rate
Revenues	30%	95.8%
Operating margin	30%	98.4%
Pre-tax net profit	20%	99.5%
Organic free cash flow	20%	98.1%
Weighted total		96.78%

To favor the achievement 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 87.12%

Variable component tied to non-financial and qualitative personal objectives

The non-financial objectives reflected different priorities and were allocated between:

- quantifiable objectives concerning the **application of the CSR strategy**;
- qualitative objectives concerning **talent attractiveness, strategic positioning vs. our clients and portfolio evolution**.

An in-depth review was performed for each objective in regard to their yearly achievements.

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) sales of our portfolio of sustainable offerings. The diversity objective was exceeded by 1%, and the sales target of the portfolio of sustainable offerings was reached. Therefore, the achievement percentage for the non-financial quantifiable objectives has been set at 112.5%.

With regard to **talent attractiveness**, the Board took into consideration several items such as the high level of retention of key talents, external attractiveness with the onboarding of several key profiles and progress made on the deployment of new talent programs. For the part related to our **strategic positioning vs. our clients**, the follow-up of the policy implemented since 2021 has been presented to the Board which was able to evaluate the positive evolution in 2024 of the key selected metrics, in particular, the positive evolution of the client perception of Capgemini as an innovative company. Finally, for the **portfolio evolution**, the Board recognized the progress made on the development of GenAI offers within key accounts, higher than the target set, and acknowledged the slightly lower than targeted growth of the Intelligent Industry offers. Therefore, the achievement percentage for the non-financial qualitative objectives has been set at 83.3%.

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

- a total achievement rate for the variable component of 90.7% ;
- an achievement rate for the long savings plan of 96.78%, payable in two installments, 50% in July 2025 and 50% in July 2026.

For 2024, 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 February 13, 2024 meeting and with the compensation policy approved at the Shareholders' Meeting of May 16, 2024, therefore breaks down as follows:

Compensation component	2023 (reminder)	2024 compensation if objectives are attained	2024 Achievement rate	2024 calculated compensation
Fixed	€1,000,000	€1,300,000	N/A	€1,300,000
<i>Variable, financial objectives</i>	€607,440	€780,000	87.12%	€679,536
<i>Variable non-financial quantifiable</i>	€213,330	€260,000	112.5%	€292,500
<i>Variable, individual qualitative objectives</i>	€200,000	€390,000	83.3%	€325,000
Total Variable compensation	€1,020,770	€1,430,000	90.70%	€1,297,036
Total Fixed+ variable	€2,020,770	€2,730,000	95.13%	€2,597,036
Long savings plan	€401,240	€ 520,000	96.78%	€503,256
Total	€2,422,010	€3,250,000	95.39%	€3,100,292

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In addition, the Board of Directors' meeting of October 29, 2024, granted 24,000 performance shares to Mr. Aiman Ezzat, representing 1.39% of total shares granted in 2024, with an IFRS value of €3,041,853. This grant is subject to internal and external performance conditions in accordance with the 25th resolution adopted by the Combined Shareholders' Meeting of May 16, 2024.

The 2024 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 7, 2025, will include a detailed presentation of the calculation of Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer for 2024.

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II. Executive Corporate Officer compensation for 2025

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 February 17, 2025, on the proposal of the Compensation Committee, therefore adopted the compensation policies for 2025 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 7, 2025. 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 2024 Universal Registration Document.

A. Compensation of the Chairman of the Board of Directors

Compensation of the Chairman of the Board for 2025

The Board of Directors, in its meeting of February 17, 2025, set the compensation of the Chairman of the Board for 2025, which includes in particular an **unchanged annual compensation** for his role as Chairman of the Board of €250 000, to be paid *pro rata temporis* over the term of office period, along with attendance fees. The Chairman of the Board of Directors' compensation does not include any variable or exceptional compensation, performance share grants, severance pay or non-compete indemnities.

B. Compensation of the Chief Executive Officer

Fixed compensation of the Chief Executive Officer

The Board decided in its February 17, 2025 session to set unchanged at €1,300,000, Mr. Aiman Ezzat's gross annual fixed compensation for 2025 as Chief Executive Officer. This decision being in line with the Board's commitment to keep unchanged the compensation of the Chief Executive Officer during his second term of office.

This compensation is payable in monthly installments *pro rata* to the term of his office.

Variable compensation of the Chief Executive Officer

The Board of Directors also set unchanged the 2025 variable compensation principles, aligned with the prevailing structure in place with:

- financial indicators for 60 % of the fixed compensation, if objectives are achieved, which may go up to 120% in case of overperformance;
- quantifiable non-financial objectives for 20 % of the fixed compensation, if objectives are achieved, which may go up to 30% in case of a maximum overperformance of objectives;
- qualitative personal objectives, aligned to the implementation of the Group strategy, which may represent up to 30% of the fixed compensation.

These objectives are formally documented to enable them to be assessed on a tangible basis at the end of 2025. Non-financial objectives are capped at 60% overall of the fixed compensation.

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, capped and under performance conditions, 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 February 17, 2025, 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 February 17, 2025, 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 compensation (fixed plus variable) if objectives are attained at the date of termination of duties.

The severance pay will depend on the percentage achievement 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 achievement 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 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 this 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.

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