

## **CAP GEMINI SA**

### **CHARTER OF THE COMPENSATION COMMITTEE**

#### **1. GENERAL PROVISIONS**

The Selection and Compensation Committee ("SCC") was installed by the Board of Directors on May 23, 2000 with the general mission of contributing powerfully to the Board's good operations and to that effect, of studying in detail certain issues within its scope of competence, of giving regularly detailed accounts to the Board of its workings' progress, and of submitting an opinion and/or recommendations to the Board whenever the latter is to debate those issues and make its decisions.

Based on the conclusions of the 2013 report on its work, the Board of Directors decided to focus the Selection and Compensation Committee on questions of compensation and therefore renamed this committee the "Compensation Committee" ("CC"). At the same time, it decided to assign the committee's role regarding selection to the Ethics and Governance Committee.

The Compensation Committee reviewed its Charter accordingly and proposed amendments to the Board of Directors for approval at the Board's October 8, 2014 meeting and then June 17, 2015 meeting. The Board approved the proposed amendments.

The general rules governing the composition, roles and responsibilities of the Committees of the Board are set out in Section 6 of the Charter of the Board of Directors to which this Charter refers.

This Committee Charter, as well as any modification thereto which the Committee might propose in the future, must be submitted to the Board and receive its approval.

#### **2. MISSION**

##### **2.1 Compensation for executive corporate officers**

Every year, the CC makes proposals to the Board regarding the fixed and variable compensation of each of the Company's executive corporate officers.

For each executive corporate officer whose compensation includes a variable component, the CC submits to the Board a detailed list of individual objectives (quantitative and qualitative) which will enable the assessment of their performance and the calculation of the variable component(s) of their compensation. The Board of Directors will deliberate before the end of the current year on these individual objectives for the next year.

Based on the results of the year then ended, the Board issues an opinion on the degree to which each executive corporate officer has fulfilled his/her objectives and on the resulting amount of the variable component(s).

The CC reviews the information submitted to shareholders related to the vote on compensation for the Company's executive corporate officers.

In the event of the appointment or departure of an executive corporate officer, the CC is consulted on the financial conditions of this appointment or departure.

## **2.2 Compensation policy**

The CC must be informed of compensation policies followed by the Capgemini Group's companies in the management of senior managers and the implementation of these policies in view of the mid and long term Group strategy presented to the Board of Directors. Compensation can be direct or indirect and must include short- or long-term fixed and variable components.

This covers in particular:

- compensation (direct and indirect, fixed and variable) of executives;
- grants of long-term incentive instruments linked to the Company's equity, notably performance shares;
- pension plans.

The CC is also informed annually of the Executive Committee members' fixed and variable compensation.

In all cases, it makes its comments, if any, based on analysis of compensation in Group companies, on individual and collective performances reached during the fiscal year and on market data provided by specialized external consultants.

The CC may conduct or commission studies or surveys which can help it carrying out its tasks relative to these topics. It may also ask to be provided with the conclusions of internal audit reports relative to senior human resources management (salaries, variable compensation, expenses, loans, benefits in kind, etc.) or ask for specific reviews on particular issues related to its mission as defined above to be included in the annual internal audit program.

## **3. OPERATING RULES**

The CC meetings take place at the Group Corporate Headquarters but may take place in any other location if all Committee members have agreed to it.

The Committee holds at least two meetings a year, called by its Chairman:

- one during the last quarter of the financial year "Y" to propose to the Board of Directors the objectives of the executive corporate officers for the following financial year "Y+1" in accordance with Section 2.1, Paragraph 2 above ; and
- at least one at the beginning of Y+1 to prepare the assessment by the Board of performances achieved over the preceding financial year "Y" and the information to be submitted to shareholders related to the "say on pay" vote on compensation for executive corporate officers.

The Committee assists the executive corporate officers in examining the compensation policies of the principal non-corporate officer executives.

The Committee's Chairman sets the agenda of each meeting. Members may submit additional agenda items before or during the meeting.

If he/she deems it useful or necessary, the Chairman may decide to invite any person he/she chooses to any given Committee meeting.

The Chairman designates a Secretary (not necessarily a Committee member) who writes up minutes for each meeting, which are reviewed by the Committee before the following meeting.

The Committee gives an account of its proceedings to the Board with the degree of detail deemed necessary, as many times as the Committee meets during the year.

This Charter has been approved by the Board of Directors on June 17, 2015.

Previous versions:

- May 23, 2000;
- October 8, 2014.

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