

Approved by the Board of Directors on May 20, 2020

## **CAPGEMINI SE**

# **CHARTER OF THE COMPENSATION COMMITTEE**

## **1. GENERAL PROVISIONS**

The Board of Directors of Capgemini SE (hereinafter referred to as the "Company" and collectively with its direct and indirect subsidiaries as the "Group") approved as follows the Charter of the Compensation Committee (hereinafter the "Committee").

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. DUTIES**

### **2.1 Compensation policy**

The Committee 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;
- use of long-term incentive instruments linked to the Company's equity, notably performance shares;
- pension plans.

The Committee 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 Committee 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 duties as defined above to be included in the annual internal audit program.

## **2.2 Compensation for executive corporate officers**

Every year, the Committee makes proposals to the Board regarding the fixed and variable compensation of each of the Company's executive corporate officers, including the long-term incentive instruments.

For each executive corporate officer whose compensation includes a variable component, the Committee 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 Committee makes proposals to the Board of Directors approving the annual accounts on these individual objectives for the current year.

Based on the results of the year then ended, the Committee 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 Committee reviews the information submitted to shareholders related to the vote on compensation for the Company's executive corporate officers.

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

## **2.3 Grants of long-term incentive instruments related to the Company's share capital**

Proposals of plans and of grants of long-term incentive instruments related to the Company's share capital, and especially of shares subject to performance conditions, which require the approval of the Board of Directors, are subject to the Committee's prior review.

## **2.4 Diversity among the governing bodies**

The Committee ensures that the Chief Executive Officer implements a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.

## **3. OPERATING RULES**

The Committee 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 2.2, 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 senior executive officers.

When the functions of Chairman and CEO are split, the Chairman of the Board of Directors and the Chief Executive Officer are associated to the works of the Committee, except for deliberations of the Committee which concern them.

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.

o 0 o