

Grant of performance shares to the CEO

The Board of Directors of Capgemini SE, upon recommendation of the Compensation Committee, has decided during its meeting on October 7, 2020, to grant a total of **1,900,000** performance shares of Capgemini SE to 2,453 employees and corporate officers of the Company and its French and foreign subsidiaries.

Out of this total, **25,000** performance shares have been granted to Mr. Aiman Ezzat, Chief Executive Officer, the Board wishing to recognize the resilience of the Group performance in this pandemic and economic context. This grant represents 1.32% of the total grant, well within the 10% ceiling authorized for Executive Corporate Directors by the May 20, 2020 General Shareholders Meeting.

The final vesting of the shares, after a three-years acquisition period, is subject to the completion of the following performance conditions:

- A market performance condition (35%) based on the comparative performance over a three years period of the Capgemini SE share against the average performance of a basket of eight comparable companies in the same business sector and two indices (CAC 40 and Euro Stoxx Technology 600 indices);
- A financial performance condition (50%) measured by the amount of audited and published organic free cash flow for the period from 2020 to 2022; and
- A performance condition tied to the Group's 2022 diversity and sustainability development objectives (15%), based on the one hand on the evolution of the percentage of women in flow in the Group's Vice-Presidents population over the period 2020-2022, and on the other hand on the reduction in greenhouse gas emissions/person over the period 2019-2022.

A detailed description of these performance conditions (achievement levels and performance targets) are summarized in the table below:

Performance conditions	Weighting	Percentage of the grant determined by each performance condition *
Market condition: Performance of the Capgemini SE share over a three-year period	35%	<ul style="list-style-type: none"> — 0% if Capgemini's share performance <100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110%
Financial condition: organic free cash flow for the three-year cumulative period from January 1, 2020 to December 31, 2022	50%	<ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €3,400 million — 30% if equal to €3,400 million — 100% if equal to €3,700 million
CSR condition comprising two objectives: Diversity: increase in the number of women in the Vice-President inflow population over a three-year period (2020-2022)	7.5%	<ul style="list-style-type: none"> — 0% if the percentage of women in the Vice-President inflow population through recruitment or internal promotion is <26.5% — 30% if equal to 26.5% — 100% if equal to 29%
Reduction in the carbon footprint in 2022 compared with 2019	7.5%	<ul style="list-style-type: none"> — 0% if the reduction in greenhouse gas emissions/person in 2022 compared with reference emissions is <10% — 30% if equal to 10% — 100% if equal to 15%

*For each performance condition, the calculation of the final number of shares is done on a linear basis between limits

The performance conditions are unchanged on those detailed in the Board of Directors' report to the Shareholders' Meeting of May 20, 2020 and apply to the Group consolidation scope, including Altran Technologies from April 1, 2020.

The applicable calculation thresholds are also unchanged. The Board of Directors did not consider it appropriate to modify the thresholds initially proposed in March 2020 based on a scope excluding Altran Technologies S.A., whose acquisition was still being finalized. In particular, the Board of Directors wished to retain the initial organic free cash flow objective, considering that the impact of the integration of Altran in the reference period will be offset by that of the economic crisis tied to COVID-19.

In addition, in order to have consolidated data for the full scope including Altran, the base year used to calculate the greenhouse gas reduction objective is now 2019 (compared with 2015 previously). The overall improvement objective remains a 15% reduction by 2022 compared with the new 2019 base year.

Mr. Aiman Ezzat will be required to retain a percentage of the shares definitely vested until the term of his office, in accordance with the compensation policy approved by the Shareholders' Meeting of May 20, 2020 in its twelfth resolution, shares definitely vested being at least subject to a lock-in period of one year following the acquisition period.

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