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Shareholders' Meeting of May 20, 2021

Paris, May 20, 2021 - The Shareholders' Meeting of Capgemini SE, held today behind closed doors, adopted all of the resolutions put to the vote.

In accordance with the emergency measures adopted by the French Government to curb the spread of Covid-19, the Company's Annual General Meeting was held today behind closed doors, without the physical presence of shareholders, with a live webcast on the Company's website. An opportunity for live discussion with the shareholders made it possible to answer questions posed prior to the Meeting as well as those submitted directly during the Meeting via the webcast interface. The entire vote took place by mail and the shareholders adopted all the resolutions presented with a quorum of 76%.

At the Shareholders' Meeting, shareholders approved the distribution of a dividend of 1.95 euro per share in respect of the 2020 financial year, to be paid from June 4, 2021, with a coupon detachment date of June 2, 2021.

The Shareholders' Meeting approved the resolutions concerning the composition of the Board of Directors:

- Tanja Rueckert¹, President of the Board of Management of Bosch Building Technologies, has been appointed to the Board of Directors for a four-year term. Tanja Rueckert, a German national, brings to the Board solid experience in the software sector as an executive leading business units of international groups and expertise in several fields including the Internet of Things (IoT), artificial intelligence and digital transformation. The Board has indicated that it considers Tanja Rueckert to be an independent director in accordance with the criteria of the AFEP-MEDEF Code to which the Company refers;
- Kurt Sievers², President & Chief Executive Officer and Executive Director of NXP Semiconductors N.V., has been appointed to the Board of Directors for a four-year term. Kurt Sievers, a German national, brings to the Board management experience in a leading international group in the semiconductor sector, at the heart of the Intelligent Industry's development, his expertise in the automobile sector, technology and artificial intelligence, and his knowledge of North America and American corporate governance. The Board has indicated that it considers Kurt Sievers to be an independent director in accordance with the criteria of the AFEP-MEDEF Code to which the Company refers;
- Patrick Pouyanné, an independent director, was also renewed for a four-year term.

At the end of this Shareholders' Meeting, the Board of Directors of Capgemini SE now has 14 directors, including two directors representing employees³. Of its members, 82% are independent directors⁴, 43% are international

¹ A biography of the new director, Ms. Tanja Rueckert, is presented in [Capgemini press release from March 18th, 2021](#)

² A biography of the new director, Mr. Kurt Sievers, is presented in [Capgemini press release from March 18th, 2021](#)

³ Composition of the Capgemini SE Board of Directors in the appendix.

⁴ The directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the AFEP-MEDEF Code.



directors and 45% are women⁵. This composition reflects the Board's renewed ambition to pursue its internationalization, to deepen its sectoral expertise and to enrich the diversity of its profiles.

The Board of Directors warmly thanked Mrs. Anne Bouverot, Mr. Daniel Bernard and Mr. Pierre Pringuet for their contributions to the work of the Board and its committees during their term of office, and praised in particular the role played by the Vice-Chairman and the Lead Independent Director in the preparation of the managerial succession that took place in May 2020.

Furthermore, the Board of Directors meeting at the end of the Shareholders' Meeting decided to appoint Mr. Frédéric Oudéa as Lead Independent Director and President of the Ethics & Governance Committee to replace Mr. Pierre Pringuet, whose term of office expired at the close of the Shareholders' Meeting. Mr. Frédéric Oudéa was also appointed Vice-Chairman of the Board of Directors to replace Mr. Daniel Bernard, whose term of office expired at the close of the Shareholders' Meeting.

The Shareholders' Meeting approved 2020 compensation components and benefits paid or granted to Paul Hermelin, Chairman and Chief Executive Officer, then Chairman of the Board, as well as to Aiman Ezzat, Chief Operating Officer, then Chief Executive Officer. The report on the compensation of corporate officers and the various 2021 compensation policies for executive corporate officers and directors were also approved.

Finally, the Shareholders' Meeting approved all the financial delegations granted to the Board of Directors.

A detailed breakdown of voting results as well as full webcast of the General Meeting can be found on the Capgemini website:

<https://investors.capgemini.com/en/event/2021-shareholders-meeting/>

About Capgemini

Capgemini is a global leader in partnering with companies to transform and manage their business by harnessing the power of technology. The Group is guided everyday by its purpose of unleashing human energy through technology for an inclusive and sustainable future. It is a responsible and diverse organization of 270,000 team members in nearly 50 countries. With its strong 50 year heritage and deep industry expertise, Capgemini is trusted by its clients to address the entire breadth of their business needs, from strategy and design to operations, fueled by the fast evolving and innovative world of cloud, data, AI, connectivity, software, digital engineering and platforms. The Group reported in 2020 global revenues of €16 billion.

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⁵ The directors representing employees and employee shareholders are not taken into account in calculating this percentage, in accordance with the provisions of the French Commercial Code currently in force.



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Composition of the Capgemini SE Board of Directors and of its committees following the Shareholders' Meeting of May 20, 2021

Composition of the Board of Directors:

Paul Hermelin – *Chairman*

Frédéric Oudéa – *Lead Independent Director and Vice-Chairman*

Xiaoqun Clever

Laurence Dors

Aiman Ezzat – *CEO*

Siân Herbert-Jones

Hervé Jeannin – *Director representing employees*

Kevin Masters – *Director representing employees*

Belen Moscoso del Prado

Xavier Musca

Patrick Pouyanné

Tanja Rueckert

Kurt Sievers

Lucia Sinapi Thomas – *Director representing employee shareholders*

The Board of Directors meeting on May 20, 2021 at the end of the Shareholders' Meeting modified the composition of its committees as follows:

Audit & Risk Committee: Xavier Musca (President), Xiaoqun Clever, Laurence Dors, Siân Herbert Jones.

Compensation Committee: Laurence Dors (President), Kevin Masters, Belen Moscoso del Prado, Kurt Sievers, Lucia Sinapi-Thomas.

Ethics & Governance Committee: Frédéric Oudéa (President), Laurence Dors, Xavier Musca, Patrick Pouyanné.

Strategy & CSR Committee: Paul Hermelin (President), Aiman Ezzat, Hervé Jeannin, Patrick Pouyanné, Tanja Rueckert, Kurt Sievers.