

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 6, 2021, to grant a total of **1,834,500** performance shares of Capgemini SE to 5,238 employees and corporate officers of the Company and its French and foreign subsidiaries.

Out of this total, **18,500** performance shares have been granted to Mr. Aiman Ezzat, Chief Executive Officer, the Board wishing to recognize the Group excellent performance. This grant represents 1.01% of the total grant, well within the 10% ceiling authorized for Executive Corporate Officers by the May 20, 2021 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 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 measured by the amount of audited and published organic free cash flow for the period from 2021 to 2023; and
- A performance condition tied to the Group's 2023 diversity and sustainability development objectives, 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 2021-2023, and on the other hand on the reduction in greenhouse gas emissions over the period 2019-2023.

A detailed description of these performance conditions (achievement levels and performance targets) and associated weights 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 superior or equal to 110%
Financial condition: organic free cash flow for the three-year cumulative period from January 1, 2021 to December 31, 2023	50%	<ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €3,900 million — 50% if equal to €3,900 million — 80% if equal to €4,200 million — 100% if superior or equal to €4,500 million
CSR condition comprising two objectives: Diversity: increase in the number of women in the Vice-President inflow population over a three-year period (2021-2023)	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 <28% — 30% if equal to 28% — 100% if superior or equal to 30%
Reduction in the carbon footprint in 2023 compared with 2019	7.5%	<ul style="list-style-type: none"> — 0% if the reduction in greenhouse gas emissions compared with reference emissions is <60% — 30% if equal to 60% — 100% if superior or equal to 70%

*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 Universal Registration Document presenting the 18th resolution approved by Shareholders at the May 20, 2021 Shareholders' Meeting and apply to the Group consolidation scope.

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, 2021 in its eleventh resolution, shares definitively vested being at least subject to a lock-in period of one year following the acquisition period.

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