

Grant of performance shares to Corporate executive officers

The Board of Directors of Capgemini SE, upon recommendation of the Compensation Committee, has decided during its meeting on October 2, 2019, to grant a total of **1 523 015** performance shares of Capgemini SE to employees and corporate officers of the Company and its French and foreign subsidiaries.

Out of this total, **63 500** performance shares have been granted to Mr. Paul Hermelin, Chairman and CEO, and to Messrs. Thierry Delaporte and Aiman Ezzat, Chief Operating Officers, the Board wishing to recognize the Group’s dynamic growth trend and performance as follows:

Board of Directors decision on 02.10.2019		
	Total number of shares granted	% of the total authorized amount
Mr. P. Hermelin Chairman and CEO	28,000	3,8%
Mr. T. Delaporte Chief Operating Officer	16,500	
Mr. A. Ezzat Chief Operating Officer	19,000	

** Ceiling of 10% of the maximum allocation authorized by the Shareholders' Meeting of May 23, 2019 (14th resolution) for the total allocation to Corporate executive officers*

For each of the Corporate executive officers, 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), no share vesting if the relative performance of the Capgemini SE share is less than 100% of the average performance of the basket ;
- A financial performance condition (50%) measured by the amount of audited and published organic free cash flow for the period from 2019 to 2021; and
- A performance condition tied to the Group’s 2021 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 2019-2021, and on the other hand on the reduction in greenhouse gas emissions/person over the period 2015-2021.

A detailed description of these performance conditions (achievement levels and performance targets) can be found in the fourteenth resolution approved by the Shareholders' Meeting of May 23, 2019.

Messrs. Hermelin, Delaporte and Ezzat will be required to retain a percentage of the shares definitely vested until the term of their respective offices, in accordance with the compensation policy approved by the Shareholders' Meeting of May 23, 2019 in its eighth and ninth resolutions, shares definitely vested being at least subject to a lock-in period of two years following the acquisition period.

* * * * *