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Evolution of the composition of the Board of Directors in view of the 2019 Shareholders' Meeting

Paris, March 20, 2019 – The Board of Directors of Capgemini SE, meeting on March 20, 2019 under the chairmanship of Paul Hermelin, Chairman and Chief Executive Officer, and on the report of the Ethics and Governance Committee, deliberated on the evolution of the composition of the Board of Directors at the coming Shareholders' Meeting of May 23, 2019.

In line with its ambition to further the internationalization of its composition, deepen its industry expertise and enrich the diversity of its profiles, the Board of Directors decided to propose the appointment of Xiaoqun Clever as a member of the Board of Directors for a term of four years at the 2019 Shareholders' Meeting.

Xiaoqun Clever is a German citizen. She has acquired solid experience in the field of digital transformation and use of data over the course of a successful career in the software and data industries. In addition, she will bring to the Board of Directors of Capgemini SE her excellent knowledge of the Asian and Central European markets, a valuable asset for the Group's future development in these key geographies. The Board has indicated that Ms. Clever would be considered independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The Board of Directors will also submit for Shareholders' approval the ratification of the co-optation of Laura Desmond who was provisionally appointed as a director from January 1st, 2019, by the Board of Directors on [December 5th, 2018](#), to serve the remainder of Carole Ferrand's¹ mandate. Her term of office will therefore expire in 2020 at the Annual Shareholders' Meeting convened to approve the 2019 statutory accounts.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 23, 2019, the Board of Directors would count 14 directors, including two directors representing employees, with 82% of independent directors², 29% of international profiles, and 50% of female directors³.

¹As a reminder Carole Ferrand stepped down from the Board on May 28th.

² 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.

³ The two directors representing employees 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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