

Corporate Governance

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Benchmark Corporate Governance Code and Board of Directors' report on Corporate Governance

The Board of Directors' report on Corporate Governance was prepared pursuant to:

- the provisions set out in the last paragraph of Article L. 225-37, Article L. 225-37-4 and Article L. 22-10-10 of the French Commercial Code (*Code de commerce*);
- the recommendations set out in the "Corporate Governance Code" issued jointly by AFEP and MEDEF (French private business associations) in December 2008 (recommendations immediately adopted by our Board of Directors as a benchmark) and most recently revised in January 2020 and its application guidelines;
- as well as the rules of good governance, adopted, applied and complied with continuously by the Capgemini group since the closing of its first fiscal year on December 31, 1968 (i.e. more than 50 years ago!).

This report was approved by the Board of Directors on February 14 and March 17, 2022, following its review by the Compensation Committee and the Ethics & Governance Committee.

A detailed Cross-Reference Table is presented for the Corporate Governance report in Section 9.3 of the Universal Registration Document (Cross-Reference Table for the management report). Most of the information is presented in Chapter 2.

Under the "Comply or Explain" rule provided for in Article L. 22-10-10, paragraph 4, of the French Commercial Code and stipulated in Article 27.1 of the AFEP-MEDEF Corporate Governance Code for listed companies revised in January 2020, **the Company considers that its practices comply fully with the recommendations of the AFEP-MEDEF Code.**

The most recent version of the AFEP-MEDEF Code updated in January 2020 and its application guidelines may be consulted at www.afep.com and www.medef.com.



2.1 Company management and administration

2.1.1 History

The Capgemini group was founded over 50 years ago in 1967 by Mr. Serge Kampf, who was still Honorary Chairman and Vice-Chairman at the time of his death on March 15, 2016. Capgemini was marked by his quite exceptional personality. He was an exceptional entrepreneur and a captain of industry the likes of which are rarely seen. In 1967, he was among the first to understand the role of an IT services company. He had taken the Group to the top of its sector when he handed Mr. Paul Hermelin the Executive Management of the Group in 2002, followed by the Chair of the Board in 2012. He built the Group based on principles that still apply today: a spirit of enterprise, a passion for clients, an obsession to help employees grow, ethical conduct at all times and performance at its best.

The story of this half-century can be split into four major periods:

— **period one (1967-1996): 29 years of independence**

Sogeti was created in Grenoble in October 1967 as a “traditional” limited liability company, managed nearly 30 years by the same Chairman and Chief Executive Officer, Mr. Serge Kampf, its founder and the uncontested leader of a brilliant team of managers that he formed around him and never ceased to promote. Fully conscious that the Group – if it were to attain the increasingly ambitious objectives that he set each year – could not restrict much longer its financial capacities to those of its founding Chairman, Mr. Serge Kampf finally accepted in January 1996 under friendly pressure from the two other “main” shareholders (CGIP, a partner since 1988 and Daimler Benz, shareholder since 1991):

- to propose to the Shareholders’ Meeting of May 24, 1996 the merger-absorption within Capgemini of the two holding companies that had until then enabled him to retain majority control;
- to participate (personally in the amount of FRF 300 million) in a share capital increase of FRF 2.1 billion, with the balance subscribed in equal parts (FRF 900 million) by Daimler and CGIP;
- and finally to transfer the head office from Grenoble to Paris.

In May 1996, at the end of this initial period, the Group had 25,000 employees (7,000 in France, nearly 4,000 in the United States, some 12,000 in the triangle formed by the UK, Benelux and the Nordic countries and around 2,000 across approximately 10 other countries) – a 625-fold increase on its initial headcount! – and reported annual revenues of approximately FRF 13 billion (€2 billion), *i.e. per capita* revenues of around FRF 520,000 (€80,000).

— **period two (1996-2002): a change in ownership**

On May 24, 1996, as announced in January to key Group managers, Mr. Serge Kampf presented his proposals to the Shareholders’ Meeting which adopted them with a large majority. Just after, a two-tier structure – more familiar to the German shareholder than the French *société anonyme* – was introduced for a four-year period, with Mr. Serge Kampf as Chairman of the Management Board and Mr. Klaus Mangold (Daimler-Benz) as Chairman of the Supervisory Board. One year later, following Daimler-Benz’s decision to refocus on its core businesses (a decision confirmed soon after by the spectacular takeover of Chrysler), this latter was replaced by Mr. Ernest-Antoine Seillière, Chairman of CGIP (now the principal shareholder of the Group, with 30% of the share capital). At the end of this four-year period, the Shareholders’ Meeting of May 23, 2000 held to approve the 1999 financial statements decided not

to renew this two-tier governance structure and to reinstate Mr. Serge Kampf in his duties as Chairman and Chief Executive Officer and to create at his request a position of general manager, which had never really existed within the Group. The first holder of this position was Mr. Geoff Unwin, already considered to be the Group’s number two within the Management Board.

At the end of the 1990s, having recovered its independence, Capgemini benefited fully from the euphoria generated by the “internet bubble”, the Year 2000 and the birth of the Euro. The Group had great ambitions. A major milestone was reached in 2000 with the acquisition of Ernst & Young Consulting, making Capgemini a new global leader in its sector and consolidating its positions in the United States. However, the Group was hit hard by the 2001 economic crisis triggered by the burst of the internet bubble and difficulties integrating Ernst & Young Consulting.

In December 2001, after a difficult year whose disappointing results only confirmed the threat of recession hanging over the global economy at that time, the Group had 55,000 employees and reported annual revenues of around €7 billion, *i.e. per capita* revenues of approximately €125,000, more than 50% above that of the first period but merely the reflection of the incorporation in the headcount in May 2000 of 16,643 consultants from Ernst & Young.

Taking note of the decision made – and confirmed – by Mr. Geoff Unwin to retire in the near future, the Board of Directors decided, at the recommendation of its Chairman, to appoint as his replacement Mr. Paul Hermelin, who became Group general manager alongside Mr. Serge Kampf, Chairman and Chief Executive Officer, on January 1, 2002.

— **period three (2002-2012): a well-prepared power transfer**

On July 24, 2002, Mr. Serge Kampf took the initiative to recommend to the Board of Directors – which accepted – to separate the duties of Chairman and Chief Executive Officer, as recently made possible by the New Economic Regulations Law (NRE). He considered that after creating, expanding, leading and managing the Group for 35 years, the time had come for him to give more power and visibility to the person he considered the best qualified to succeed him one day. This two-man team operated efficiently and in harmony for 10 years, although, according to Mr. Serge Kampf, this was due more to the relationship of trust, friendship and mutual respect between the two individuals than what the NRE says regarding the respective roles, powers and responsibilities of the Chairman and the Chief Executive Officer.

Despite the heavy storm which battered the Group during the first four years of this period, the Group invested considerable sums in major restructuring operations, the most obvious outcome of which was the reinvigoration of all Group companies: for example, at the end of 2011, the Group had 120,000 employees (compared with 55,000 employees 10 years previously) and reported revenues of €10 billion compared with €7 billion in 2001.

— **period four (2012 to this day): a new dimension for the Group**

Capgemini has had the same goal since 1967: helping businesses to be more efficient, innovative and agile through technology. Since its foundation, Capgemini has been known for its boldness, and its desire to build, develop and help its employees grow, to best serve its clients.



On April 4, 2012, as he had already implied two years previously on the renewal of his term of office, Mr. Serge Kampf informed Directors that “after having enjoyed the benefits of separation for 10 years” he had decided to place this office back in the hands of the Board of Directors. He recommended a return at this time to the “standard” method of governance (that of a company in which the duties of Chairman and Chief Executive Officer are exercised by the same individual) and the appointment as Chairman and Chief Executive Officer of the current Chief Executive Officer, Mr. Paul Hermelin, who had widely demonstrated, throughout a “probationary period” of a rather exceptional length, his ability to hold this role.

At its meeting of April 4, 2012, the Board followed these recommendations and solemnly conferred on Mr. Serge Kampf the title of “Honorary Chairman” and function of Vice-Chairman, which he retained until his death on March 15, 2016. At the Shareholders’ Meeting of May 24, 2012, Mr. Serge Kampf passed the torch to Mr. Paul Hermelin, who became Chairman and Chief Executive Officer of Capgemini. “The Group is assured to continue its great story”, emphasized its founder at this time. The Shareholders’ Meeting gave a standing ovation in honor of Mr. Serge Kampf’s immense contribution to the development and reputation of the Company. Since the appointment of Mr. Paul Hermelin as Chief Executive Officer in 2002 and then as Chairman and Chief Executive Officer in 2012, and the return to growth in 2004, the Group has set a course for new horizons. Firstly geographic, with expansion in India, the keystone of the Group’s industrialization process. Two major milestones were reached with the acquisition of Kanbay in 2007 followed by IGate in 2015, both US Financial Services specialists with a strong presence in India. The Group also expanded in Brazil, taking control of CPM Braxis in 2010, a leading Brazilian player. These new horizons are also technological. The Group launched new offerings integrating major changes such as cloud computing, Digital and big data and meeting cyber security challenges.

In 2018, the Group remodeled its organization in line with the new ambitions set by the Board of Directors and Group Management: the

maturity achieved by all the business lines now enables the Group to be organized around the client relationship. This organization enables Capgemini to better draw on the full range of its expertise and develops synergies between businesses, offerings and the geographical areas where the Group serves its clients.

Following the acquisition in April 2020 of Altran, a global leader in engineering and R&D services, Capgemini and Altran formed a global digital transformation leader for industrial and tech companies, ready to deploy the full promise of Intelligent Industry. This new group enjoys a unique position for bringing the power of new technologies and data to leading industrial and technology players across the globe.

It was in this dynamic context that the Board of Directors’ meeting of September 16, 2019 chose Mr. Aiman Ezzat, Chief Operating Officer, to succeed Mr. Paul Hermelin as Chief Executive Officer at the end of the Shareholders’ Meeting of May 20, 2020. This decision was taken after a management succession internal process launched in 2017. A governance structure separating the duties of Chairman and Chief Executive Officer, under which Mr. Paul Hermelin remained Chairman of the Board and Mr. Aiman Ezzat became Chief Executive Officer of the Company, as the sole Executive Corporate Officer, was therefore implemented by the Board of Directors following the Shareholders’ Meeting of May 20, 2020. With this new governance structure, Capgemini is writing the next Chapter in its history with the passion and collective energy that characterize the Group, and continue making Capgemini a global and responsible leader in its sector.

On December 6, 2021, Capgemini announced its ESG objectives to strengthen the impact of its sustainable development strategy. In accordance with commitments made in early 2021, Capgemini set a framework of priorities and ambitious objectives through this ESG policy, covering each of the three ESG pillars and impacting the 11 United Nations’ Sustainable Development Goals that are relevant to its business. The eight priorities and 11 objectives in the Group’s new ESG policy are presented in Chapter 4 of this document.

2.1.2 Governance structure

BALANCED GOVERNANCE, TAILORED TO CAPGEMINI’S SPECIFIC REQUIREMENTS

The Company’s Board of Directors seeks to implement a balanced governance structure tailored to Capgemini and able to adapt to the circumstances and challenges specific to the Group, as well as changes in best practices in this area. It chooses between two general management approaches: combining or separating the duties of Chairman of the Board and Chief Executive Officer.

Current governance structure

The Company’s current governance structure separates the duties of Chairman of the Board of Directors, exercised by Mr. Paul Hermelin, and Chief Executive Officer, exercised by Mr. Aiman Ezzat.

It was in the context of management succession prepared since 2017 (see below), that the Board of Directors meeting following the Shareholders’ Meeting of May 20, 2020 unanimously decided, at the recommendation of the Ethics & Governance Committee, to separate the duties of Chairman and Chief Executive Officer with immediate effect. During this meeting, Mr. Paul Hermelin, the current Chairman and Chief Executive Officer, was confirmed as Chairman of the Board of Directors for the remainder of his term of office as director, and Mr. Aiman Ezzat was appointed Chief Executive Officer for his term of office as director.

The Board of Directors considered the separation of the duties of Chairman and Chief Executive Officer to be the most appropriate governance model for the Company in the context of the management succession. It wished the Company to continue to benefit from Mr. Paul Hermelin’s expertise and experience and his in-depth knowledge of the Group, thereby ensuring a smooth management hand-over. The Board of Directors also decided to extend the duties entrusted to the Chairman of the Board of Directors during a management hand-over phase not exceeding two years. These duties will end at the close of the 2022 Shareholders’ Meeting (see below, Role and duties of the Chairman of the Board of Directors).

During its meeting of March 17, 2022, the Board of Directors proposed to renew the term of office of Mr. Paul Hermelin as a director for a period of four years at the Shareholders’ Meeting of May 19, 2022. It also proposed, following a successful management hand-over phase, to retain, at the end of the next Shareholders’ Meeting, a governance structure separating the duties of Chairman and Chief Executive Officer and to reappoint Mr. Paul Hermelin as non-executive Chairman of the Board, subject to the renewal of his term of office by the Shareholders’ Meeting. The reappointment of Mr. Hermelin would enable the Board to continue to benefit from his experience, his expertise and his in-depth knowledge of the Group.



In addition, the Board of Directors also decided to retain the position of Lead Independent Director for as long as the duties of Chairman of the Board are assumed by a director who is not independent as defined by the AFEP-MEDEF Code to which the Company adheres (see below for further information on the role and duties) and will propose, at the Board meeting following the Shareholders' Meeting of May 19, 2022, to reappoint Mr. Oudéa as Lead Independent Director, subject to the renewal of his term of office as a director by the Shareholders' Meeting.

Change in governance method in 2020 – management succession prepared since 2017

Governance method since May 2020

Between May 2012 and May 2020, the Board of Directors implemented a governance structure combining the duties of Chairman and Chief Executive Officer, exercised by Mr. Paul Hermelin.

In 2012 and then in May 2014 and May 2018 on the renewal of Mr. Paul Hermelin's terms of office, the Board considered this method of governance combining the duties of Chairman of the Board of Directors and Chief Executive Officer to be the most appropriate.

As part of the management succession launched as early as 2017, the Board of Directors considered in 2018 that the continued combination of the duties of Chairman of the Board of Directors and Chief Executive Officer enabled both preparations to be made for the future and coherence and consistency between the Board of Directors and Group Management to be maintained throughout the management transition phase announced during the 2018 Shareholders' Meeting and to terminate at the end of the 2020 Shareholders' Meeting with the separation of the duties of Chairman and Chief Executive Officer.

The Board of Directors also considered that a satisfactory balance of power existed within the Board of Directors. The Board noted in particular:

- the role of the Lead Independent Director, entrusted with specific prerogatives and duties since May 2014;
- the presence of a large majority of Independent Directors on the Board;
- the existence of four specialized board committees with different remits encompassing Audit & Risk, Compensation, Ethics & Governance and Strategy & CSR; and
- the restrictions introduced by the Board of Directors' Charter on the powers of the Chief Executive Officer by requiring the prior approval by the Board of Directors of major strategic decisions and decisions likely to have a material impact on the Company.

Management succession

A management succession internal process was launched in 2017 by the Board of Directors at the initiative of Mr. Paul Hermelin, Chairman and Chief Executive Officer. Following a review of the Group's key talents and external candidates based on an assignment conducted by an external consultant and individual meetings, the Board of Directors, on the proposal of Mr. Paul Hermelin and the Ethics & Governance Committee, appointed Messrs. Thierry Delaporte and Aiman Ezzat as Chief Operating Officers with effect from January 1, 2018. The Vice-Chairman of the Board and Chairman of the Strategy & Investment Committee (renamed the Strategy & CSR Committee in March 2019), Mr. Daniel Bernard, was tasked with preparing the changes in the Group's governance. He was assisted by an *ad hoc* Committee comprising Mr. Xavier Musca (Chairman of the Audit & Risk Committee) (who replaced Mr. Bruno Roger in the *ad hoc* Committee from May 2018), Mr. Pierre Pringuet (Chairman of the Ethics & Governance Committee and Lead Independent Director) and himself.

The Board of Directors' meeting of September 16, 2019 chose Mr. Aiman Ezzat, Chief Operating Officer, to succeed Mr. Paul Hermelin as Chief Executive Officer at the end of the Shareholders' Meeting of May 20, 2020. In line with this new governance structure, the Board of Directors decided on December 4, 2019, at the recommendation of the Ethics & Governance Committee, to terminate the term of office of Mr. Thierry Delaporte as Chief Operating Officer with effect from December 31, 2019.

Executive Corporate Officer succession procedure

The Ethics & Governance Committee is responsible for preparing the work and deliberations of the Board of Directors regarding the appointment by the Board of Executive Corporate Officers.

To prepare Executive Corporate Officer transition, the Committee draws up and updates a succession plan: Chairman, Chairman and Chief Executive Officer or Chief Executive Officer, Chief Operating Officers. It examines the Group's "talent pool" for individuals capable of becoming Executive Corporate Officers and particularly members of the Executive Committee. As such, it is informed of the annual performance of these individuals and any developments concerning them.

The Chairman of the Board of Directors participates in the work of the Ethics & Governance Committee on these issues, other than those that directly concern him.

In 2021, the Ethics & Governance Committee reviewed the procedures implemented by Group Management to manage succession plans for Executive Management (Group Executive Board and the Executive Committee) to ensure talent able to assume the highest operational and functional responsibilities in the Group has been identified, while remaining open to the addition of new talent.

In addition, following the governance changes in 2020, the Committee drafted a succession plan enabling the immediate appointment of an interim successor in the event of the death or sudden incapacity of the Chairman of the Board of Directors or the Chief Executive Officer. The aim of this plan is to ensure business continuity pending the appointment of a future successor by the Board of Directors. This plan was approved by the Board of Directors' meeting of March 18, 2021.

Powers of the Chief Executive Officer

Since May 20, 2020, Mr. Aiman Ezzat carries out the duties of Chief Executive Officer of the Company.

In accordance with Article 15-4 of the Company's bylaws, the Chief Executive Officer has the most extensive powers to act in all circumstances in the name of the Company. He exercises these powers within the limit of the corporate purpose and subject to the powers expressly entrusted by law to Shareholders' Meetings and the Board of Directors. He represents the Company in its dealings with third parties.

Limits on the powers of the Chief Executive Officer

The Charter stipulates that the Chief Executive Officer must seek and obtain prior approval from the Board of Directors for any decision which is of major strategic importance or which is liable to have a material impact, either directly or indirectly, on the financial position or commitments of the Company or those of one or more of its principal subsidiaries. This applies in particular to:

- the draft annual budget prepared in accordance with the three-year plan;
- the approval of the annual investment and divestment budget;



- the conclusion of material strategic alliances;
- acquisitions or disposals of assets or investments not recorded in the annual investment budget, individually worth more than €100 million, or for smaller investments, resulting in the €300 million cumulative annual ceiling being exceeded;
- financial transactions with a material impact on the Company financial statements or the consolidated financial statements of the Group and particularly issues of securities granting access to the Company's share capital or market debt instruments;
- the grant to employees of incentive instruments granting access to the Company's share capital and particularly performance shares;
- material internal reorganization transactions;
- material changes to the scope or range of businesses;
- increases or decreases in the share capital of a direct subsidiary of Capgemini, concerning an amount in excess of €50 million;
- specific authorizations concerning the granting of pledges, security and guarantees, other than the delegation of authority granted annually to him up to the maximum amount set by the Board of Directors.

The limits on the powers of the Chief Executive Officer also apply, where applicable, to the Chief Operating Officers.

Role and duties of the Chairman of the Board of Directors

Since May 20, 2020, Mr. Paul Hermelin carries out the duties of Chairman of the Board of Directors.

In accordance with Article 14.2 of the Company's bylaws and the Board of Directors' Charter, the Chairman of the Board of Directors chairs meetings of the Board of Directors. He prepares, organizes and leads the work of the Board of Directors and sets the agenda of meetings. He oversees the proper operation of the Company's bodies and the correct implementation of Board decisions. He ensures that directors are able to carry out their duties and have all information necessary for this purpose.

He is regularly informed by the Chief Executive Officer of major events involving the Group and may request him to provide any specific information to advise the Board and its Committees.

The Chairman of the Board of Directors is the only person authorized to speak on behalf of the Board, with the exception of any specific assignment entrusted to the Lead Independent Director pursuant to the dialogue with shareholders provided for in the Board of Directors' Charter.

The Chairman of the Board of Directors reports on the work of the Board of Directors to Shareholders' Meetings which he chairs.

Furthermore, given Mr. Paul Hermelin's experience and expertise and his in-depth knowledge of the Group, the Board of Directors decided, on the implementation of the separated governance structure in May 2020, to extend the duties entrusted to the Chairman of the Board of Directors during a management hand-over phase not exceeding two years, i.e. until the 2022 Shareholders' Meeting.

The Chairman of the Board of Directors chairs and leads the Strategy & CSR Committee.

He can represent the Group, notably with bodies, institutions and public authorities, as well as with the Group's various strategic stakeholders, without prejudice to the power to legally represent the Company in dealings with third parties conferred by law on the Chief Executive Officer.

The Chairman of the Board of Directors shall devote his best efforts to promoting the Group's values, culture and reputation.

He organizes his activities to guarantee his availability and place his experience at the service of the Group. At the initiative of the Chief Executive Officer, he can represent the Group with the Group's major customers and partners. At the invitation of the Chief Executive Officer, he can also attend internal meetings and provide his insight on strategic challenges.

In all his assignments other than those conferred by law, the Chairman of the Board of Directors acts in close conjunction with the Chief Executive Officer, who has responsibility for the general and operational management of the Company.

Following a successful management hand-over phase, the Board of Directors proposes to retain, at the end of the upcoming Shareholders' Meeting of May 19, 2022, a governance structure separating the duties of Chairman and Chief Executive Officer and to reappoint Mr. Paul Hermelin as non-executive Chairman of the Board, subject to the renewal of his term of office by the Shareholders' Meeting. The reappointment of Mr. Hermelin would enable the Board to continue to benefit from his experience, his expertise and his in-depth knowledge of the Group.

Lead Independent Director

As part of the constant drive to improve governance within the Company, the position of Lead Independent Director was created in May 2014.

The Board of Directors' Charter states that when the duties of Chairman of the Board of Directors and Chief Executive Officer are exercised by the same person, the Board of Directors appoints a Lead Independent Director. In the case of separation of the duties of Chairman of the Board of Directors and Chief Executive Officer, the Board of Directors may also choose to appoint a Lead Independent Director. This appointment is essential when the Chairman of the Board of Directors is not an Independent Director as defined by the AFEP-MEDEF Code, as is currently the case.

The duties of the Lead Independent Director are entrusted by the Board to the Chairman of the Ethics & Governance Committee, elected by the Board of Directors from among its members classified as independent. The duties of Lead Independent Director and Chairman of the Ethics & Governance Committee may be revoked at any time by the Board of Directors.

As for any other director, the Lead Independent Director may be a member of one or more specialized board committees in addition to the Ethics & Governance Committee that he chairs. He may also attend the meetings of specialized board committees of which he is not a member.

During the last Board assessments, the Directors expressed their full satisfaction with the creation of the position of Lead Independent Director, the role and activities enabling the balance desired by the Board to be achieved, in line with best governance practices.

Since May 20, 2021, the duties of Lead Independent Director have been performed by Mr. Frédéric Oudéa, Independent Director, replacing Mr. Pierre Pringuet who did not seek the renewal of his office as director. During the Board Meeting following the upcoming Shareholders' Meeting of May 19, 2022, the Board of Directors will propose the reappointment of Mr. Oudéa as Lead Independent Director, subject to the renewal of his term of office as a director by the Shareholders' Meeting.



Duties of the Lead Independent Director

In accordance with the Board of Directors' Charter and the decisions of the Board of Directors, the Lead Independent Director has the following duties:

- he is consulted by the Chairman of the Board of Directors on the proposed Board meeting schedule presented for the approval of the Board and on the draft agenda for each meeting of the Board of Directors;
- he can propose to the Chairman the inclusion of items on the agenda of Board of Directors' meetings at his own initiative or at the request of one of more Board members;
- he can bring together Board members in the absence of Executive Corporate Officers in so-called "executive sessions", at his own initiative or at the request of one of more Board members, to discuss a specific agenda; he chairs any such sessions;
- he leads the assessment of the composition and performance of the Board of Directors and its Specialized committees;
- he steers the search for and selection of new directors;
- he chairs meetings of the Board of Directors convened to assess the performance and/or compensation of the Chairman and Chief Executive Officer or the Chairman where these duties are separated;
- he holds regular discussions with the other directors to ensure they have the means necessary to perform their duties in a satisfactory manner and in particular that they receive sufficient information prior to the Board meetings;
- he conducts specific reviews to verify the absence of conflicts of interest within the Board of Directors;
- he may be called on, at the request of the Chairman, to communicate with Company shareholders on governance and Executive Corporate Officers compensation issues and informs the Chairman and the members of the Board of Directors of any contacts he may have in this respect;
- he reports on his actions to the Annual Shareholders' Meeting.

The Lead Independent Director is assisted by the Board Secretary in the administrative tasks relating to his duties.

The report on his work in 2021 is presented in Section 2.2.2 (Activities of the Board of Directors in 2021).

Accordingly, the Group's governance enjoys an active, diligent and independent Board of Directors with a collective approach to its organization and the vigilant authority of a Lead Independent Director with specific powers and duties.



2.1.3 Composition of the Board of Directors

AN INDEPENDENT AND BALANCED BOARD OF DIRECTORS



Paul Hermelin
Chairman of the Board of Directors

“
The Capgemini Board of Directors possesses a wide range of expertise, adapted to the current and future challenges facing the Group.
”



Frédéric Oudéa
Lead Independent Director & Chairman of the Ethics & Governance Committee

The Board of Directors seeks to implement a balanced governance structure tailored to Capgemini and able to adapt to the circumstances and challenges specific to the Group. True to its history and the Group's values, its action seeks to achieve the goal of sustainable and responsible growth, which has defined Capgemini for over 50 years.

Board of Directors ¹ 12 + 2	Independent Directors ² 82%	Gender balance ³ W: 45% / M: 55%	Average age 58 years	Internationalization 43%
Average length of office 5 years	Director representing employee shareholders 1	Directors representing employees 2		

NB: Information at December, 2021. **1.** Twelve directors were elected by shareholders; the two directors representing employees were appointed in accordance with the employee representation system. **2.** The directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code. **3.** 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.

At December 31, 2021, the Capgemini SE Board of Directors has 14 members, including 12 members elected by Shareholders' Meeting and two members appointed in accordance with the employee representation system. 82% of its members are independent, 43% have international profiles and 45% are women. Directors are

appointed for a period of four years. Directors are appointed by the Shareholders' Meetings, or in the case of employee Directors, in accordance with the Company's bylaws.

Further information on the provisions of the bylaws governing the Board of Directors is presented in Section 8.1.17.

Composition of the Board – a range of profiles and experience

Board of Directors composition policy and objectives

It is the Board of Directors' policy to regularly assess its composition and the various areas of expertise and experience contributed by each of its members. It also regularly identifies the direction to be taken to ensure the best possible balance with regards to international development and the diversity of the Group's employees, changes in its shareholding base and the various challenges facing Capgemini. It ensures that the Board retains a range of experience and nationalities and respects gender balance, while ensuring the commitment of all Directors to the Group's fundamental values. To this end, the work of the Ethics & Governance Committee, chaired by the Lead Independent Director is invaluable.

The Board of Directors decided to adopt the following objectives for its composition for the period 2018-2022:

- (i) international diversification to reflect changes in Capgemini's geographic spread and businesses;
- (ii) diversity of profiles and expertise;
- (iii) staggered renewal of terms of office; and
- (iv) maintenance of a measured number of Directors enabling coherence and collective decision-making.



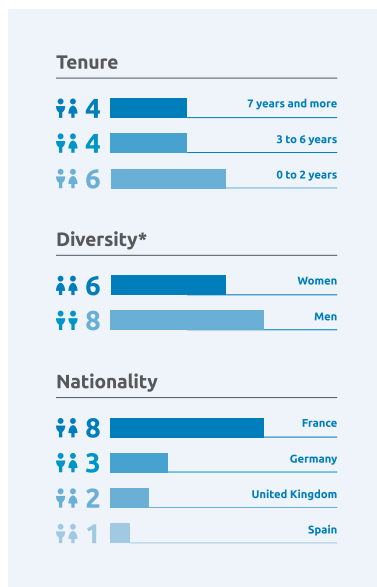
Implementation in 2021 of the 2018-2022 objectives and results

The following table summarizes the implementation in 2021 of the various objectives regarding the Board of Directors' composition. These objectives do not include Directors representing employees

and Directors representing employee shareholders, who are appointed in accordance with specific legal provisions.

Objective	Implementation and results in 2021
International diversification to reflect changes in the Group's geographical spread and businesses	<p>The appointments of Ms. Tanja Rueckert and Mr. Kurt Sievers, both German citizens, as Directors by the Shareholders' Meeting of May 20, 2021, enabled the further international diversification of the Board's composition.</p> <p>Since May 20, 2021, 43% of Directors have an international profile, compared with 27% in 2020.</p>
Diversification of profiles and expertise	<p>The appointments of Ms. Tanja Rueckert and Mr. Kurt Sievers enriched the diversity of profiles on the Board and enabled it to benefit from their solid experience.</p> <p>Ms. Tanja Rueckert has acquired throughout her career, 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.</p> <p>Mr. Kurt Sievers has management experience in a leading international group in the semiconductor sector, at the heart of the Intelligent Industry's development and governance experience in the United States.</p>
Staggered renewal of terms of office	<p>Terms of office continued to be renewed on a staggered basis with the various nominations made during the 2021 Shareholders' Meeting. One of the four director offices expiring was renewed and two new directors were appointed.</p>
Maintenance of a measured number of directors enabling coherence and collective decision-making	<p>In 2021, the number of directors decreased from 15 to 14 following the reappointment of only one of the four directors whose terms of office expired and the appointment of two new Directors. The Board considers that a number of 14/15 directors enables coherent and collective decision-making.</p>

Results of the application of this policy at December 31, 2021

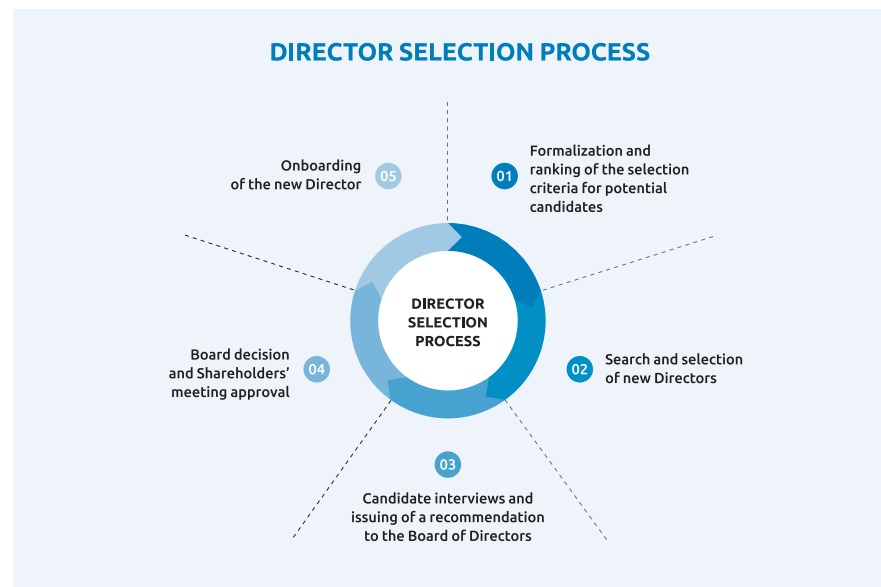


* Scope covers all members of the Board (whereas percentage of women on the Board – currently 45% – excludes Directors representing employees and employee shareholders as per French law).

At its meeting of February 14, 2022, the Board of Directors, at the recommendation of the Ethics & Governance Committee, decided to renew the above objectives for the period 2022-2026.

Director selection process

The Independent Director selection process is led by the Lead Independent Director and Chairman of the Ethics & Governance Committee.



When one or more directorships become vacant, or more broadly when the Board of Directors wishes to expand or modify its composition, the Ethics & Governance Committee documents and ranks the selection criteria for potential candidates, taking account of the desired balance and diversity of the Board's composition. The Committee takes into account the diversity policy and the 2018-2022 objectives defined by the Board of Directors, as presented above.



Based on these criteria, the Committee Chairman steers the search for and selection of new directors, where appropriate with the assistance of an external consultant, and conducts the necessary verifications.

The members of the Ethics & Governance Committee then interview the candidates and issue a recommendation to the Board of Directors. The Chairman of the Board of Directors and the Chief Executive Officer are involved in the selection process.

In preparation of the 2021 Shareholders' Meeting, the Ethics & Governance Committee focused on furthering the international diversification of the Board of Directors and increasing the number of women directors, as well as adding Technology, Digital and Intelligent Industry expertise.

A specific selection process exists for Directors representing employees and Directors representing employee shareholders, in accordance with prevailing regulations. For more detailed information, please refer to Section 8.1.17.

2.

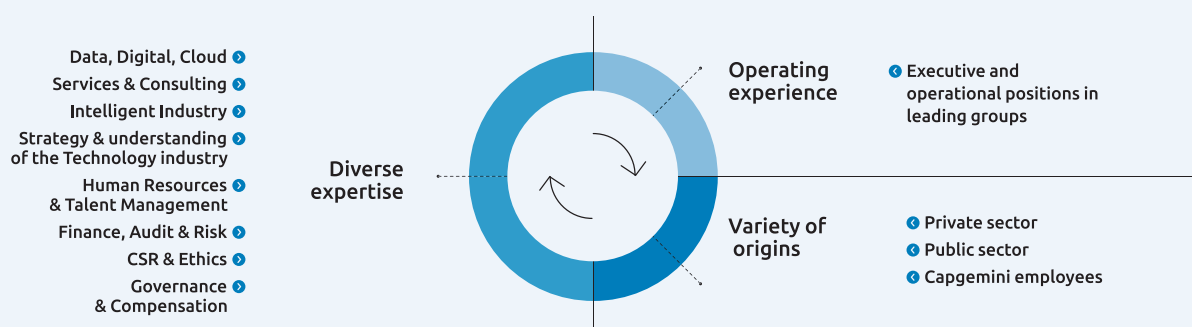
Experience & expertise represented

The change in the composition of the Board of Directors in recent years, has enabled the replacement of a large number of its members, increasing the number of independent and female directors and reducing the average age. The Board has also included a representative of employee shareholders since 2012 and two employee representatives since September 2016, further contributing to the range of experience and viewpoints.

The Board comprises individuals from diverse and complementary professional and cultural backgrounds, true to the Group's history and values. This enables it to perform its duties collectively and in an open manner.

A GOOD MATCH BETWEEN DIRECTORS AND THE GROUP'S STRATEGIC FOCUS

In accordance with its diversity policy, the Board of Directors ensures the balance and plurality of expertise on the Board with regard to the challenges facing the Group. It maintains a range of experience and nationalities and respects gender balance, while ensuring the commitment of all directors to the Group's fundamental values.



The Board of Directors therefore decided to adopt the following **objectives** for its **composition for the period 2018-2022**: **01.** International diversification to reflect changes in Capgemini's geographical spread and businesses. **02.** Diversification of profiles and expertise. **03.** Staggered renewal of terms of office. **04.** Maintenance of a measured number of directors, enabling coherence and collective decision-making.



The experiences and expertise brought by each director comprising the Board of Directors at December 31, 2021 may be summarized as follows.



See Section 2.1.4 of this Universal Registration Document for an overview of the Board of Directors, including the experience and expertise brought by each director to the Board, followed by a detailed individual presentation of directors at December 31, 2021.



Changes in the composition of the Board in 2021

Shareholders' Meeting of May 20, 2021

The Board of Directors of Capgemini SE, meeting on March 18, 2021 under the chairmanship of Mr. Paul Hermelin, Chairman of the Board of Directors, and on the report of the Ethics & Governance Committee, deliberated on changes in the composition of the Board of Directors at the Shareholders' Meeting of May 20, 2021.

Ms. Bouverot and Messrs. Bernard and Pringuet did not seek the renewal of their terms of office.

In line with the Board of Directors' ambition to further the international diversification of its composition, deepen its industry expertise and enrich the diversity of its profiles, the Shareholders' Meeting of May 20, 2021 appointed Ms. Tanja Rueckert and Mr. Kurt Sievers as Independent Directors for a term of four years and renewed the term of office of Mr. Patrick Pouyanné, an Independent Director, also for a period of four years.

Changes in the composition of the Board of Directors and its Specialized committees in 2021

	Departures	Appointments	Renewals
Board of Directors	Daniel Bernard Director (AGM 05/20/2021) Anne Bouverot Director (AGM 05/20/2021) Pierre Pringuet Director (AGM 05/20/2021)	Tanja Rueckert Director (AGM 05/20/2021) Kurt Sievers Director (AGM 05/20/2021)	Patrick Pouyanné Director (AGM 05/20/2021)
Audit & Risk Committee	-	-	-
Ethics & Governance Committee	Pierre Pringuet (Chairman) (05/20/2021) Daniel Bernard (05/20/2021)	Frédéric Oudéa , appointed Chairman (05/20/2021) Xavier Muscat (05/20/2021) Patrick Pouyanné (05/20/2021)	-
Compensation Committee	Pierre Pringuet (05/20/2021)	Kurt Sievers (05/20/2021)	-
Strategy & CSR Committee	Daniel Bernard (05/20/2021) Anne Bouverot (05/20/2021)	Tanja Rueckert (05/20/2021) Kurt Sievers (05/20/2021)	Patrick Pouyanné (05/20/2021)

At December 31, 2021, the Board of Directors therefore comprised 14 directors, with 82% of Independent Directors and 45% of female Directors (the directors representing employees and employee shareholders are not taken into account in calculating these percentages).

Upcoming changes in the composition of the Board

The Board of Directors will propose to the 2022 Shareholders' Meeting the renewal of the terms of office of Messrs. Paul Hermelin, Xavier Musca and Frédéric Oudéa and the appointment of Ms. Maria Ferraro and Mr. Olivier Roussat as members of the Board of Directors for a period of four years. These proposals are in line with the Group's ambition to further the internationalization of its composition, deepen its sector expertise and enrich the diversity of its profiles.

Following a successful management hand-over phase, the Board of Director proposes to retain, at the end of the next Shareholders' Meeting, a governance structure separating the duties of Chairman and Chief Executive Officer and to reappoint Mr. Paul Hermelin as non-executive Chairman of the Board, subject to the renewal of his term of office by the Shareholders' Meeting. The reappointment of Mr. Hermelin would enable the Board to continue to benefit from his experience, his expertise and his in-depth knowledge of the Group.

During the Board Meeting following the Shareholders' Meeting, the Board of Directors also proposes to reappoint Mr. Oudéa as Lead Independent Director, subject to the renewal of his term of office as director by the Shareholders' Meeting.

Ms. Maria Ferraro, a Canadian citizen, has acquired throughout her career financial expertise and solid experience in the manufacturing, technology and energy sectors within a global group at the heart of the Intelligent Industry's development. She would bring to the Board her diversity and inclusion expertise, as well as her knowledge of European and Asian markets.

Mr. Olivier Roussat, a French citizen, is Chief Executive Officer of a global construction, energy and transport infrastructures group, which is also a leader in the French media sector and a major telecoms player in France. He will bring, in particular, his experience in the telecoms and media sector, as well as his experience in digital transformation and technology.

The Board of Directors considers Ms. Maria Ferraro and Mr. Olivier Roussat to be independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The Board of Directors warmly thanked Ms. Laurence Dors for her contribution to the work of the Board and its Committees throughout her term of office, particularly as Chairman of the Compensation Committee. Ms. Dors has expressed her wish not to renew her



term of office. Mr. Patrick Pouyanné will become Chairman of the Compensation Committee following the Shareholders' Meeting.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 19, 2022, the composition of the Board of Directors would therefore count 15 Directors, including two Directors representing employees and one director representing employee shareholders. 83% of its members will be independent⁽¹⁾, 40% will have international profiles and 42% will be women⁽¹⁾.

Independence of the Board of Directors

Independence criteria

In accordance with the definition of independence adopted by the AFEP-MEDEF Code, a director is independent when he/she has no relationship with the Company, the Group or its Management, that is likely to impair his/her judgment.

The following criteria are examined, initially by the Ethics & Governance Committee and then by the Board, to determine whether a director is independent (Article 9.5 of the AFEP-MEDEF Code):

- is not and has not been during the course of the previous five years:
 - an employee or Executive Corporate Officer of the Company,
 - an employee or Executive Corporate Officer or director of a company that the Company consolidates,
 - an employee or Executive Corporate Officer or director of the Company's parent company or a company that this parent company consolidates;
- is not an Executive Corporate Officer of a company in which the Company holds directly or indirectly a directorship or in which an employee designated as such or an Executive Corporate Officer of the Company (currently or within the last 5 years) holds a directorship;

- is not a customer, supplier, corporate bank, financing bank or advisor:
 - material for the Company or its Group,
 - or for which the Company or its Group represents a material share of activity;
- does not have close family ties with a corporate officer;
- has not been the statutory auditor of the Company in the last 5 years;
- has not been a director of the Company for more than twelve years (the status of Independent Director is lost on the date of the twelve-year anniversary).

Ratio and Calculation rules

In companies with widely-held share capital, such as Capgemini SE, the AFEP-MEDEF Code recommends that at least one-half of Board members should be independent.

Directors representing employee shareholders and Directors representing employees are not included when calculating the Board's independence, in accordance with the provisions of the AFEP-MEDEF Code. Accordingly, the percentage of independent Directors on the Capgemini SE Board of Directors at the date of this Universal Registration Document is calculated based on 11 members and not the full 14 members of the Board.

Review of director independence by the Board of Directors

Based on the report of the Ethics & Governance Committee, the Board of Directors examined the personal situation of each of the members of the Board of Directors with regard to the AFEP-MEDEF Code independence criteria set-out above during its meeting of February 14, 2022.

The following table summarizes the classification adopted for each director following this review, for the 11 directors included in the calculation of the Board's independence ratio in accordance with the AFEP-MEDEF Code.

	Is not and has not been within the last 5 years, an employee or Executive Corporate Officer	No cross-directorships	No material business relationships	No family ties	Has not been the statutory auditor of the Company in the last 5 years	Has not been a director for more than 12 years	Classification
Paul Hermelin	x	✓	✓	✓	✓	x	Not independent
Aïman Ezzat	x	✓	✓	✓	✓	✓	Not independent
Xiaoqun Clever	✓	✓	✓	✓	✓	✓	Independent
Laurence Dors	✓	✓	✓	✓	✓	✓	Independent
Siân Herbert-Jones	✓	✓	✓	✓	✓	✓	Independent
Belen Moscoso del Prado	✓	✓	✓	✓	✓	✓	Independent
Xavier Musca	✓	✓	✓	✓	✓	✓	Independent
Frédéric Oudéa	✓	✓	✓	✓	✓	✓	Independent
Patrick Pouyanné	✓	✓	✓	✓	✓	✓	Independent
Tanja Rueckert	✓	✓	✓	✓	✓	✓	Independent
Kurt Sievers	✓	✓	✓	✓	✓	✓	Independent
TOTAL							9 INDEPENDENT DIRECTORS (82%)

x Independence criteria not met.
✓ Independence criteria met.

(1) 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 and the French Commercial Code.



Based on the independence criteria set out above, the Board considered that 9 of its 11 members (excluding directors representing employees and employee shareholders), i.e. 82%, could be considered independent:

Xiaoqun Clever, Laurence Dors, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné, Tanja Rueckert and Kurt Sievers.

Specific review by the Board of Directors of the business relationship criteria between Capgemini group and its Directors

During its annual review of the independence of Directors, the Board of Directors examined, in particular, any business relationships between Capgemini group and each director or company with which they are associated, in order to assess the materiality of these relationships.

This assessment was conducted with regard to both quantitative and qualitative criteria.

The quantitative assessment was based on a statement of business flows between Capgemini group and entities that are suppliers and/or clients of Capgemini and that have directors in common with Capgemini SE.

This analysis is supplemented by a review of more qualitative and contextual items reflecting the situations examined, such as negotiation terms and conditions for the delivery of services, the organization of the relationship between stakeholders and the relevant director's position in the contracting company and the existence of a long-term relationship or a position of potential economic dependence.

This review is one of the specific activities conducted by the Lead Independent Director as part of the procedure to assess the absence of conflict of interest (see below).

After assessing the above criteria and based on the work of the Ethics & Governance Committee, the Board of Directors concluded as follows:

- in 2021, Capgemini SE and its subsidiaries have, in the normal course of business, delivered services to and/or received services from companies in which certain of its independent Directors are executives or Directors;
- to the extent that the services were contracted under normal conditions and that the corresponding revenues recognized by Capgemini and the relevant companies could not be considered material or to indicate a position of economic dependence, in the Board of Directors' opinion these

business relationships were not material for Capgemini group or the relevant companies and did not indicate a situation of economic dependence or exclusivity and were not likely to compromise the independence of the Directors concerned.

In addition to procedures performed prior to entering into service agreements, a specific review was performed of relations with Crédit Agricole Corporate and Investment Bank (CACIB), which reported increasing its interest above the legal threshold of 5% of the Company's share capital and voting rights on December 17, 2020. CACIB is a subsidiary of Crédit Agricole SA, whose Chief Executive Officer is Mr. Xavier Musca. CACIB reported that it held 5.92% of the share capital and voting rights at December 17, 2020 and indicated that the 5% threshold was crossed following the conclusion of an agreement and financial instruments relating to the Company^{(1) (2)}.

The Board of Directors noted that CACIB acted as the structuring bank for the most recent Group employee share ownership transactions (including the latest share capital increase on December 16, 2021) and that implementing the leveraged and secure offers requires the financial institution structuring the offer to enter into on and off-market hedging transactions, by buying and/or selling shares, share purchase options and/or all other transactions throughout the duration of the transactions. The Board of Directors concluded that these factors were not likely to compromise Mr. Xavier Musca's independence.

In addition, it is noted that Capgemini SE owns 20% of Azqore, a subsidiary of CA Indosuez SA (a Crédit Agricole subsidiary) which operates a platform specializing in banking transactions for wealth management players. The Société Générale Group announced at the end of January 2022 that it had signed an agreement with Azqore for the performance of back-office activities and a large part of the IT services of the Société Générale private bank internationally.

The Board of Directors considered that these business relations were not material from Capgemini's point of view or that of the relevant companies and did not indicate a situation of economic dependence or exclusivity and were unlikely to call into question the respective independence of Messrs. Frédéric Oudéa and Xavier Musca.

Independence of the Board after the 2022 Shareholders' Meeting

Assuming the Shareholders' Meeting of May 19, 2022 renews the terms of office of Messrs. Paul Hermelin, Xavier Musca and Frédéric Oudéa and appoints Ms. Maria Ferraro and Mr. Olivier Roussat, the percentage of independent Directors from that date would be 83% (i.e. 10 members out of 12).

Overview of the independent status of the Board of Directors

	Percentage of Independent Directors*	Classification of Board members**
At the date of the 2021 Universal Registration Document	82%	Xiaoqun Clever, Laurence Dors, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné, Tanja Rueckert et Kurt Sievers Paul Hermelin and Aïman Ezzat
At the end of the Shareholders' Meeting of May 19, 2022	83%	Xiaoqun Clever, Maria Ferraro, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné, Olivier Roussat, Tanja Rueckert et Kurt Sievers Paul Hermelin and Aïman Ezzat

* Directors representing employees and employee shareholders are not included in this percentage in accordance with the AFEP-MEDEF Code.

** In bold: members considered independent by the Board.

(1) Following the repeal of the so-called "trading" exception due to the enactment into French law of the revised Transparency Directive 2013/50/EU by Order no. 2015-1576 of December 3, 2015, service providers must include in their threshold crossing disclosures certain agreements or financial instruments deemed to have an economic effect similar to the ownership of shares, irrespective of whether they are settled in shares or cash (e.g. forward purchases with physical settlement).

(2) The Company was also notified in accordance with Article 10 of the bylaws that between January 1, 2021 and February 14, 2022, the date of review by the Board of Directors, CACIB had successively decreased and/or increased its interest below and above the thresholds of 6%, 7% and 8% the Company's share capital and voting rights.



Information on regulated agreements with related parties

No agreements governed by Article L. 225-38 of the French Commercial Code were authorized by the Board of Directors during the year ended December 31, 2021.

Internal Charter on regulated agreements

In accordance with Article L. 225-39 of the French Commercial Code, the Board of Directors' meeting of February 12, 2020 approved an Internal Charter specifying the methodology used to (i) identify and classify agreements that should be governed by the regulated agreements procedure at Company level prior to their conclusion, renewal or termination, and (ii) regularly assess whether agreements on ordinary transactions concluded at arm's length satisfy these requirements.

The Internal Charter and, particularly, the procedure for classifying agreements as ordinary transactions performed at arm's length, is reviewed annually by the Board of Directors, based on a preliminary study by the Ethics & Governance Committee.

A report on the implementation of the Internal Charter was presented to the Ethics & Governance Committee during its meeting of November 23, 2021. After analyzing the criteria adopted to classify agreements as regulated agreements or ordinary agreements performed at arm's length during the fiscal year, the Ethics & Governance Committee recommended that the Board of Directors not modify the agreement classification criteria in the Internal Charter.

Absence of conflict of interest

Article 7.1 of the Capgemini SE Board of Directors' Charter requires Directors to comply with recommendation no. 20 of the AFEP-MEDEF Code concerning the prevention of conflicts of interest:

"Although they are themselves shareholders, the Directors represent all the shareholders and are required to act in all circumstances in the Company's interest. They are required to notify the Board of Directors of any one-off conflict of interest or potential conflict of interest and to refrain from participating in deliberations and voting on the related decision. Any director who has a permanent conflict of interest is required to resign from the Board."

Furthermore, in light of the recommendations of the French Financial Markets Authority (AMF) and the Corporate Governance High Committee, the Board of Directors implemented an appraisal procedure to assess any conflicts of interest that may arise from business relations.

To this end, a statement of business flows between Capgemini group and entities that are suppliers and/or clients of Capgemini group and that have directors in common with Capgemini SE is prepared annually and communicated to the Lead Independent Director and Chairman of the Ethics & Governance Committee. A qualitative assessment of situations encountered is also conducted based on several criteria, as detailed in the Section "Independence of the Board of Directors" above. In addition, each year Directors are required to issue a statement to the Company regarding the existence or absence, to their knowledge, of any conflicts of interest.

Based on this information, the Lead Independent Director confirmed the absence of any conflicts of interest.

These conflict of interest prevention measures supplement one of the general duties of the Ethics & Governance Committee which is to draw the attention of the Chairman of the Board of Directors to any potential situations of conflict of interest it has identified between a director and the Company or its Group or between Directors. They also provide input for the Board of Directors' work on the independence classification of Directors.

Loans and guarantees granted to Directors and managers of the Company

None.

Declarations concerning corporate officers

As far as the Company is aware, none of the current members of the Board of Directors:

- has been found guilty of fraud at any time during the last five years;
- has been involved in any bankruptcy, receivership, liquidation or company placed in administration at any time during the last five years with the exception of Mr. Paul Hermelin, Chairman of The Bridge, a company placed in liquidation proceedings on October 9, 2019 by the Avignon Commercial Court and Ms. Belen Moscoso del Prado, who was Director of the Spanish company Adveo International, one of whose subsidiaries was placed in liquidation;
- has been subject to any form of official public sanction and/or criminal liability pronounced by a statutory or regulatory authority (including designated professional bodies);
- has been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from participating in the management or conduct of the affairs of any issuer at any time during the last five years.

As far as the Company is aware, there are no:

- conflicts of interest among the members of the Board of Directors between their duties towards Capgemini and their private interests and/or any other duties;
- arrangements or agreements with the principal shareholders, customers or suppliers pursuant to which one of the members of the Board of Directors was selected;
- restrictions accepted by the members of the Board of Directors on the sale of their investment in the share capital of Capgemini (other than the obligation under the bylaws that each director must hold at least 1,000 shares throughout their term of office and the obligation for the Executive Corporate Officer to hold performance shares detailed in Section 2.3.2);
- service contracts between the members of the Board of Directors and Capgemini or any of its subsidiaries that provide for the granting of benefits upon termination thereof.

As far as the Company is aware, there are no family ties between members of the Board of Directors.



2.1.4 Information on the members of the Board of Directors

Overview of the Board of Directors (at December 31, 2021)

	Independent Director	Attendance rate (Board)	Board Committees	First appointment	Expiry of term of office Shareholders' Meeting	Number of years on the Board
Paul HERMELIN Chairman of the Board of Directors	No	100%	Strategy & CSR (C)	2000	2022	21
Aïman EZZAT Chief Executive Officer and Director	No	100%	Strategy & CSR	2020	2024	1
Xiaoqun CLEVER Director	Yes	100%	Audit & Risk	2019	2023	2
Laurence DORS Director	Yes	100%	Compensation (C), Audit & Risk, Ethics & Governance	2010	2022	11
Siân HERBERT JONES Director	Yes	100%	Audit & Risk	2016	2024	5
Hervé JEANNIN Director representing employees	No	100%	Strategy & CSR	2020	2024	1
Kevin MASTERS^(a) Director representing employees	No	100%	Compensation	2016	2024	5
Belen MOSCOSO del PRADO Director	Yes	100%	Compensation	2020	2024	1
Xavier MUSCA Director	Yes	100%	Audit & Risk (C) Ethics & Governance	2014	2022	7
Frédéric OUDÉA Director	Yes	100%	Ethics & Governance (C)	2018	2022	3
Patrick POUYANNÉ Director	Yes	100%	Strategy & CSR Ethics & Governance	2017	2025	4
Tanja RUECKERT Director	Yes	100%	Strategy & CSR	2021	2025	0
Kurt SIEVERS Director	Yes	100%	Strategy & CSR Compensation	2021	2025	0
Lucia SINAPI-THOMAS Director representing employee shareholders	No	100%	Compensation	2012	2024	9

(C): Committee Chairman.

(a) On his retirement in late January 2022, Mr. Kevin Masters was replaced by Mr. Pierre Goulaieff who was appointed by the International Works Council.

(1) In accordance with the recommendations of the AFEP/MEDEF Code, the total number of offices held by a Director in listed companies must not exceed five (including the one in Capgemini SE) or three for Executive Corporate Officers (Chairman and Chief Executive Officer, Chief Executive Officer, Chief Operating Officer, Chairman or members of the Management Board).



Number of shares owned	Nationality	Age	Gender	Number of offices in listed companies ⁽¹⁾
195,988	French	69	M	1
81,269	French	60	M	2
1,000	German	51	F	4
1,000	French	65	F	2
1,000	British	61	F	3
12	French	58	M	1
0	British	65	M	1
1,000	Spanish	48	F	1
1,000	French	61	M	3
1,000	French	58	M	2
1,000	French	58	M	2
1,275	German	52	F	1
1,000	German	52	M	2
28,727	French	57	F	3



Expiry of terms of office of Directors of the Company elected by Shareholders' Meeting

Name	2022 AGM	2023 AGM	2024 AGM	2025 AGM
Paul HERMELIN, Chairman of the Board	✓			
Aiman EZZAT, Chief Executive Officer			✓	
Xiaoqun CLEVER ^(a)		✓		
Laurence DORS ^(a) (b)	✓			
Siân HERBERT-JONES ^(a)			✓	
Belen MOSCOSO del PRADO ^(a)			✓	
Xavier MUSCA ^(a)	✓			
Frédéric OUDÉA ^(a)	✓			
Patrick POUYANNÉ ^(a)				✓
Tanja RUECKERT ^(a)				✓
Kurt SIEVERS ^(a)				✓
Lucia SINAPI-THOMAS ^(c)			✓	

(a) Independent Director.

(b) Director no longer classified as an Independent Director on the renewal of his/her term of office (term of more than 12 years).

(c) Director representing employee shareholders.



Information on the members of the Board of Directors at December 31, 2021

Since May 20, 2021, the Capgemini Board of Directors has 14 members. The wide range of their experience and expertise contributes to the quality of discussions and the smooth operation of the Board, ensuring the best possible balance taking account of the Group's situation and the different challenges facing Capgemini.

A detailed individual presentation of each director is presented below.



Date of birth:
April 30, 1952

Nationality:
French

Business address:
Capgemini SE,
11, rue de Tilsitt
75017 Paris

First appointment:
2000

Expiry of term of office:
2022 (Ordinary
Shareholders' Meeting
held to approve the
2021 financial
statements)

**Number of shares held
at December 31, 2021:**
195,988

PAUL HERMELIN

Chairman of the Board of Directors
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Paul Hermelin is a graduate of École Polytechnique and École Nationale d'Administration. He spent the first fifteen years of his professional life in the French government, primarily in the Ministry of Finance. He held a number of positions in the Budget Office and on various ministry staffs, including that of Finance Minister, Jacques Delors. He was chief of staff to the Minister of Industry and Foreign Trade from 1991 to 1993.

Mr. Paul Hermelin joined the Capgemini group in May 1993, where he was first in charge of coordinating central functions. In May 1996, he was appointed member of the Management Board and Chief Executive Officer of Capgemini France. In May 2000, following the merger of Capgemini and Ernst & Young Consulting, he became Chief Operating Officer of the Group and director. On January 1, 2002, he became Chief Executive Officer of the Capgemini group, followed by Chairman and Chief Executive Officer on May 24, 2012.

Following the separation of the duties of Chairman and Chief Executive Officer on May 20, 2020 as part of the Group Management succession, Mr. Paul Hermelin remained Chairman of the Capgemini SE Board of Directors.

Mr. Paul Hermelin has been a member of the Strategy & CSR Committee since July 24, 2002 and its Chairman since May 20, 2020.

Mr. Paul Hermelin brings to the Board his experience, his expertise and his in-depth knowledge of the Group which he led for 18 years.

Mr. Paul Hermelin is also Senior Advisor with the Eurazeo Group since February 2022.

Principal office:

Mr. Paul Hermelin has been Chairman of the Capgemini SE Board of Directors since May 20, 2020.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Chairman of the Board of Directors of:

— CAPGEMINI SE* (since May 20, 2020)

Chairman of:

— French Tech Grande Provence
— Aix-en-Provence International Music Festival

Other offices held in Capgemini group:

Director of:

— CAPGEMINI INTERNATIONAL BV
(since March 2019)
— CAPGEMINI TECHNOLOGY SERVICES INDIA
LTD (since August 2017)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Chairman and Chief Executive Officer of:

— CAPGEMINI SE* (until May 2020)

Director of:

— AXA* (until April 2017)

Chairman of:

— THE BRIDGE S.A.S.** (until October 2019)

Offices held in Capgemini group:

Chairman of:

— SOGETI FRANCE 2005 S.A.S. (until May 2018)
— ODIGO S.A.S (formerly CAPGEMINI 2015 S.A.S.)
(until October 2018)
— CAPGEMINI SERVICE S.A.S. (until May 20, 2020)
— CAPGEMINI LATIN AMERICA S.A.S.
(until May 20, 2020)

Chairman of the Board of Directors of:

— CAPGEMINI NORTH AMERICA, INC. (USA)
(until May 20, 2020)
— CAPGEMINI AMERICA, INC. (USA)
(until May 20, 2020)

Manager of:

— SCI PARIS ETOILE (until May 20, 2020)

Chief Executive Officer of:

— CAPGEMINI NORTH AMERICA, INC. (USA)
(until May 20, 2020)

Director of:

— CGS HOLDINGS Ltd (UK) (until May 20, 2020)

Chairman of the Supervisory Board of:

— CAPGEMINI N.V. (Netherlands)
(until November 27, 2020)

* Listed company.

** In liquidation.



Date of birth:
June 11, 1970

Nationality:
German

Business address:
Capgemini SE
11, rue de Tilsitt
75017 Paris

First appointment:
2019

Expiry of term of office:
2023 (Ordinary
Shareholders' Meeting
held to approve
the 2022 financial
statements)

**Number of shares held
at December 31, 2021:**
1,000

XIAOQUN CLEVER

Independent Director
Member of the Audit & Risk Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Xiaoqun Clever holds an Executive MBA from the University of West Florida (USA) and a diploma in Computer Science and International Marketing from the Karlsruhe Institute of Technology (Germany). She also studied Computer Science & Technology at the University Tsinghua of Beijing (China).

Ms. Xiaoqun Clever has over 20 years of experience as a technology manager. Born in China, she has held various senior management positions in international corporations. Among others, she spent sixteen years at SAP SE in various positions, including Chief Operating Officer, Technology & Innovation (from 2006 to 2009), Senior Vice-President, Design & New Applications (from 2009 to 2012) and Executive Vice-President & President of Labs in China (from 2012 to 2013). From 2014 to 2015, she was Chief Technology Officer of ProSiebenSat.1 Media SE, a German media company. She was also Chief Technology & Data Officer and member of the Group Executive Board at Ringier AG, an international media group based in Zurich, Switzerland (from January 2016 to February 2019).

Ms. Xiaoqun Clever is a member of the Supervisory Board of Infineon Technologies AG (since 2020). She has also been a member of the Board of Directors of Amadeus IT Group S.A. and BHP Group since 2020.

She joined the Board of Directors of Capgemini SE on May 23, 2019 and is also a member of the Audit & Risk Committee.

Ms. Xiaoqun Clever is a German citizen. She has acquired solid experience in the field of digital transformation and data use over the course of a successful career in the software and data industries. In addition, she brings to the Capgemini SE Board of Directors her excellent knowledge of the Asian and Central European markets, a valuable asset for the Group's future development in these key geographies.

Principal office:
Independent Director

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

- CAPGEMINI SE* (since May 23, 2019)
- AMADEUS IT GROUP S.A.* (Spain)
(since June 19, 2020)
- BHP GROUP LIMITED* (Australia)
and BHP GROUP PLC* (United Kingdom)
(since October 1, 2020)**

Co-Founder and Chief Executive Officer of:

- LUXNOVA SUISSE GMBH (Switzerland)
(since 2018)

Member of the Supervisory Board of:

- INFINEON TECHNOLOGIES AG* (Germany)
(since February 20, 2020)

Member of the Advisory Board of:

- MAXINGVEST AG (Germany)
(until February 2021)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Member of the Supervisory Board of:

- ALLIANZ ELEMENTAR VERSICHERUNGS AG
(Austria) (until August 2020)
- ALLIANZ ELEMENTAR LEBENSVERSICHERUNGS
AG (Austria) (until August 2020)

* Listed company.

** BHP operates under a dual listed company structure with two parent companies (BHP Group Limited and BHP Group Plc) managed by a unified Board of Directors.



Date of birth:
March 16, 1956

Nationality:
French

Business address:
Capgemini SE,
11, rue de Tilsitt
75017 Paris

First appointment:
2010

Expiry of term of office:
2022 (Ordinary
Shareholders' Meeting
held to approve
the 2021 financial
statements)

**Number of shares held
at December 31, 2021:**
1,000

LAURENCE DORS

Independent Director
Chairman of the Compensation Committee
Member of the Audit & Risk Committee
Member of the Ethics & Governance Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Laurence Dors is a graduate of École Normale Supérieure and École Nationale d'Administration. A former senior civil servant in the French Finance Ministry and former member of the Prime Minister's staff (1995-1997) and the Minister of the Economy's staff (1994-1995), Ms. Laurence Dors has spent much of her professional career in international and Executive Management positions in major international groups (Lagardère, EADS, Dassault Systems, Renault) and then as co-founder and Senior Partner of Conseil Theano Advisors (formerly Anthenor Partners 2012-2018).

A specialist in governance issues and an Independent Director, she sits on the Board of Directors of IFA (French Institute of Directors) and chairs the Prospective and Research Commission.

Ms. Laurence Dors also sits on the Board of Directors of Egis, a non-listed engineering company specializing in consulting and the development of projects offering added value through innovation. She chairs the Compensation Committee and is a member of the Engagements Committee. She has also been a director of Latécoère and Chairman of its Audit & Risk Committee since June 11, 2020. Ms. Laurence Dors was also a member of the Board of Directors of Crédit Agricole SA until May 2021.

Ms. Laurence Dors holds the ranks of Knight of the Legion of Honor and Officer of the National Order of Merit.

Ms. Laurence Dors has been a member of the Board of Directors of Capgemini SE since May 27, 2010. She has been Chairman of the Compensation Committee since May 10, 2017 and a member of the Audit & Risk Committee and the Ethics & Governance Committee since May 7, 2014.

Ms. Laurence Dors brings to the Board of Directors her considerable experience in governance and Executive Management compensation issues, her financial and business consulting expertise and her experience in the management of leading international groups in the technology sector.

Principal office:
Independent Director

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

- CAPGEMINI SE* (since May 2010)
- EGIS S.A. (since November 2011)
- LATECOERE* (since June 11, 2020)
- IFA (French Institute of Directors) (since May 2012)

Member of:

- IHEAL (Institute of Latin American Studies) Strategic Policy Committee (since June 2012)
- CEFA (Franco-German Economic Club) Policy Committee (since October 2005)
- Advisory Committee for the transition fund created as part of the scheme to support businesses in the wake of the crisis, managed by the Ministry for the Economy, Finance and Recovery (since July 2021)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Director of:

- CREDIT AGRICOLE S.A.* (until May 2021)

Senior Partner of:

- THEANO INTERNATIONAL (until October 2018)

* Listed company.



AIMAN EZZAT

Director
Chief Executive Officer
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Aiman Ezzat, born on May 22, 1961, holds a MSc (Master of Science) in chemical engineering from École Supérieure de Chimie Physique Electronique de Lyon in France and an MBA from the Anderson School of Management at UCLA.

Mr. Aiman Ezzat has been Chief Executive Officer of Capgemini SE since May 20, 2020. He has also been a director of Capgemini SE and a member of the Strategy & CSR Committee since the same date. He is also a director of Air Liquide since May 4, 2021. In September 2021, he was named the “Best European CEO” for the technology and software category in Institutional Investor’s “2021 All Europe Executive Team” annual ranking.

Mr. Aiman Ezzat was Chief Operating Officer of Capgemini SE from January 1, 2018 to May 20, 2020 and was Chief Financial Officer of the Group from December 2012 to the end of May 2018. In March 2017, he was named the “Best European CFO” for the technology and software category in Institutional Investor’s “2017 All European Executive Team” annual ranking.

From December 2008 to 2012, he led the Financial Services Global Business Unit (GBU) after serving as Chief Operating Officer from November 2007. Mr. Aiman Ezzat also served as Capgemini’s Deputy Director of Strategy from 2005 to 2007. He played a key role in the development of the Booster turnaround plan for the Group’s activities in the United States, as well as in the development of the Group’s offshore strategy. In 2006, he was part of the acquisition and integration team for Kanbay, a global IT services firm focused on the Financial Services industry.

Before joining Capgemini, from 2000 to 2004, Mr. Aiman Ezzat served as Managing Director of International Operations at Headstrong, a global business and technology consultancy, where he worked in the Financial Services sector.

This came after ten years at Gemini Consulting (Gemini Consulting was the former brand of the strategic and transformation consulting arm of the Capgemini group, which subsequently became Capgemini Consulting and then Invent), where he held a number of roles including Global Head of the Oil, Gas and Chemicals practice.

Principal office:

Mr. Aiman Ezzat has been Chief Executive Officer of Capgemini SE since May 20, 2020.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Chief Executive Officer of:

- Capgemini SE* (since May 20, 2020)

Director of:

- Capgemini SE* (since May 20, 2020)
- L’Air Liquide S.A.* (since May 4, 2021)

Other offices held in Capgemini group:

Chairman of:

- Sogeti France 2005 S.A.S. (since May 2018)
- Capgemini Service S.A.S. (since May 20, 2020)
- Capgemini Latin America S.A.S. (USA) (since May 20, 2020)

Chairman of the Board of Directors of:

- Capgemini North America, INC. (USA) (since May 20, 2020)
- Capgemini America, INC. (USA) (since May 20, 2020)

Chairman of the Supervisory Board of:

- Capgemini NV (Netherlands) (since November 27, 2020)

Chief Executive Officer of:

- Capgemini North America, INC. (USA) (since May 20, 2020)

Director of:

- Capgemini International BV (Netherlands) (since 20 May 2020)
- Purpose Global PNC (USA) (since April 17, 2020)
- Capgemini Technology Services India Limited (India) (since January 19, 2021)

Date of birth:

May 22, 1961

Nationality:

French

Business address:

Capgemini SE,
11, rue de Tilsitt,
75017 Paris

First appointment:

2020

Expiry of term of office:

2024 (Ordinary Shareholders’ Meeting held to approve the 2023 financial statements)

Number of shares held at December 31, 2021:

81,269



OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Offices held in Capgemini group:

Chief Operating Officer of:

- Capgemini SE* (until May 20, 2020)

Chairman of:

- Altran Technologies S.A.S. (until June 7, 2021)

Director of:

- Capgemini Singapore PTE Ltd (Singapore) (until November 2019)
- Capgemini Hong Kong Ltd (China) (until October 2019)
- Capgemini Canada Inc (Canada) (until March 2019)
- Gestion Capgemini Quebec Inc (Canada) (until March 2019)
- Capgemini Australia PTY Ltd (Australia) (until April 2019)
- Sogeti Sverige AB (Sweden) (until June 2019)
- Sogeti Sverige MITT AB (Sweden) (until November 2019)

- CGS Holding (United Kingdom) (until February 2019)
- Capgemini Italia S.P.A. (Italy) (until April 2018)
- Capgemini Brasil S.A. (Brazil) (until April 2018)
- Capgemini Asia Pacific PTE Ltd (Singapore) (until March 2018)
- Capgemini Financial Services Canada Inc. (Canada) (until January 2017)
- Sogeti UK Ltd (United Kingdom) (until July 1, 2020)
- Capgemini España S.L. (Spain) (until July 28, 2020)
- Capgemini Solutions Canada Inc (Canada) (until June 19, 2020)
- Capgemini Technologies Llc (USA) (until June 19, 2020)
- Capgemini UK Plc (United Kingdom) (until July 1, 2020)
- Capgemini (Hangzhou) Co. Ltd China (until November 4, 2020)
- Restaurant Application Development International (USA) (until June 19, 2020)
- Radi Holding Llc (USA) (until June 12, 2020)

Member of the Supervisory Board of:

- Sogeti Nederland BV (Netherlands) (until November 27, 2020)

* Listed company.



2.

Date of birth:

September 13, 1960

Nationality:

British

Business address:

Capgemini SE,
11, rue de Tilsitt
75017 Paris

First appointment:

2016

Expiry of term of office:

2024 (Ordinary
Shareholders' Meeting
held to approve
the 2023 financial
statements)

Number of shares held

at December 31, 2021:
1,000

SIÂN HERBERT-JONES

Independent Director
Member of the Audit & Risk Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

A British Chartered Accountant, Ms. Siân Herbert-Jones initially worked for 13 years with PricewaterhouseCoopers in its London and then Paris offices, where she was in charge of mergers and acquisitions (from 1983 to 1993). She then joined the Sodexo Group, where she spent 21 years, including 15 years as Chief Financial Officer and member of the Executive Committee (until February 28, 2016). She is currently a director of l'Air Liquide SA (since 2011) where she chairs the Audit and Accounts Committee. She has also been a director of Bureau Veritas since May 17, 2016 and has been a member of the Audit & Risk Committee since May 2017.

Ms. Siân Herbert-Jones joined the Board of Directors of Capgemini SE on May 18, 2016. She has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date.

Of British nationality, she brings strong financial and audit expertise to the Board, as well as her experience with international transactions, particularly in the service sector (BtoB). She also contributes to the Board her multi-cultural management experience and expertise and her experience as an Independent Director on the Boards of leading international companies.

Principal office:

Independent Director

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

- CAPGEMINI SE* (since May 2016)
- L'AIR LIQUIDE S.A.* (since May 2011)
- BUREAU VERITAS* (since May 2016)

- COMPAGNIE FINANCIERE AURORE
INTERNATIONALE, a Sodexo Group subsidiary
(since February 2016)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

N/A

* Listed company.



Date of birth:
August 21, 1963

Nationality:
French

Business address:
Capgemini Technology
Services,
43, rue Pré Gaudry,
69007 Lyon

First appointment:
2020

Expiry of term of office:
2024 (Ordinary
Shareholders' Meeting
held to approve
the 2023 financial
statements)

**Number of shares held
at December 31, 2021:**
12

HERVE JEANNIN

Director representing employees
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Hervé Jeannin joined Capgemini as an analyst in February 1984, after finishing his studies. He designed and managed IT projects for a range of clients until 1999. From 2000 to 2004 he developed a client account as a sales engineer within the Group. Between 2005 and 2015 he managed employee relations through a variety of roles (employee representative, works committee, Health and Safety Committee, union representative, Union General Secretary), which he held part-time from 1993, the date of his first office as employee representative.

Since 2016, he is in charge of workplace first aid and evacuation training within the Group in France. He provides the Group with his experience in the field as first responder and psychological support provider with the French Rescue and Emergency Federation (FFSS) and the civil protection organization.

Mr. Hervé Jeannin was also a member of the International Work Council (IWC) from 2012 to 2020, enabling him to gain a global vision of the Group. Traveling through 50 countries, he has met with many group employees at various sites. He represents the CFDT union and Capgemini in UNI Europa.

He joined the Board of Directors on May 20, 2020 as a director representing employees. He has also been a member of the Strategy & CSR Committee since that date.

Mr. Hervé Jeannin brings to the Board the perspective of an employee with considerable experience of employee relations, dialogue and negotiations gained over 28 years as an employee representative and his knowledge of the Company and its businesses thanks to 37 years spent with the Group in several business lines and six cities.

Principal office:

Mr. Hervé Jeannin is a workplace first aid and evacuation trainer in Capgemini.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

— CAPGEMINI SE* (since May 20, 2020)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

N/A

* Listed company.



2.

Date of birth:
May 27, 1956

Nationality:
British

Business address:
Capgemini UK,
No.1 Forge End, Woking
– Surrey, GU21 6DB,
United Kingdom

First appointment:
2016

Expiry of term of office:
2024 (Ordinary
Shareholders' Meeting
held to approve
the 2023 financial
statements)

**Number of shares held
at December 31, 2021:**
0

KEVIN MASTERS

Director representing employees
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Kevin Masters joined the Capgemini group in 1973. Experience gained within Capgemini mainly revolves around managing large groups of people in an operations or support environment.

Mr. Kevin Masters has been engaged in the employee consultation process as the Chairman of both the Outsourcing Forum and National Works Council Groups since 2001. He was elected as the UK representative on the International Works Council (IWC), then as a member of the IWC Office, where he was the Secretary until his appointment as director representing employees in September 2016.

Between July 2014 and September 2016, Mr. Kevin Masters was invited as Secretary of the IWC to become a non-voting member of the Capgemini SE Board of Directors. He was then also a permanent guest of the Compensation Committee.

Mr. Kevin Masters was appointed as a director representing employees on the Capgemini SE Board of Directors with effect from September 1, 2016. He is also a member of the Compensation Committee.

Mr. Kevin Masters brings to the Board of Directors his great knowledge of the Capgemini group and of its businesses, his experience of technological environments, as well as the perspective of an employee of Anglo-Saxon culture, thus contributing to the diversity of profiles represented on the Board.

Principal office:

Project Management, cloud infrastructure services, with Capgemini UK.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

— CAPGEMINI SE* (since September 2016)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

N/A

* Listed company.



Date of birth:

June 15, 1973

Nationality:

Spanish

Business address:

Capgemini SE,
11, rue de Tilsitt,
75017 Paris

First appointment:

2020

Expiry of term of office:

2024 (Ordinary
Shareholders' Meeting
held to approve
the 2023 financial
statements)

**Number of shares held
at December 31, 2021:**

1,000

BELEN MOSCOSO DEL PRADO LOPEZ-DORIGA

Independent Director

Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Belen Moscoso del Prado Lopez-Doriga holds a Master's degree in International Economics from Carlos III University in Spain.

She started her career in 1995 at The Walt Disney Company as Communications Manager for Spain and Portugal and later became a Senior Analyst in the European Marketing and Sales Strategy Department. From 2000 to 2008, as a consultant at Bain & Company, she worked on strategic review, performance improvement and post-acquisition integration assignments in Europe and Central America. She joined Europcar in 2008 as Strategic Change Program Manager before becoming Head of Strategy & Partnerships at Solocal from 2010 to 2013. Then, between 2013 and 2015, she was Director of Digital Strategy, Transformation and Innovation at Axa before joining Sodexo to lead its digital transformation.

She is currently Digital & Innovation Director at Sodexo and has been a member of the Executive Committee since 2015. She also sits on Sodexo's Venture Capital Investment Committee.

Ms. Belen Moscoso del Prado Lopez-Doriga is Chairman of the Board of Directors of FoodChéri.

She joined the Board of Directors of Capgemini SE on May 20, 2020 and was appointed a member of the Compensation Committee on the same date.

Ms. Belen Moscoso del Prado Lopez-Doriga is a Spanish citizen. She has acquired solid experience in the field of innovation and transformation applied to Digital and Data strategy over the course of her career in international corporations.

Principal office:

Ms. Belen Moscoso del Prado Lopez-Doriga is Digital & Innovation Director at Sodexo.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

— CAPGEMINI SE* (since May 20, 2020)

Chairman of the Board of Directors of:

— FOODCHERI (since 2018)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Director of:

— ADVEO INTERNATIONAL
(until October 2019)

Member of the Consultative Advisory Board of:

— WYND (until February 2021)

* Listed company.



2.

Date of birth:

February 23, 1960

Nationality:

French

Business address:

Crédit Agricole S.A.
12, place des États-Unis
92120 Montrouge

First appointment:

2014

Expiry of term of office:

2022 (Ordinary
Shareholders' Meeting
held to approve the
2021 financial
statements)

**Number of shares held
at December 31, 2021:**

1,000

XAVIER MUSCA

Independent Director

Chairman of the Audit & Risk Committee

Member of the Strategy & CSR Committee (since May 20, 2021)

BIOGRAPHY – PROFESSIONAL EXPERIENCE

A graduate of Institut d'Etudes Politiques in Paris and École Nationale d'Administration, Mr. Xavier Musca began his career at the General Finance Inspectorate in 1985. In 1989, he joined the Treasury Directorate, where he became Head of the European Affairs Bureau in 1990. In 1993, he was called to the Prime Minister's staff, then returned to the Treasury Directorate in 1995. Between 2002 and 2004, he was Principal Private Secretary to Francis Mer, Minister for the Economy, Finance and Industry and was then appointed Treasury Director in 2004. He was subsequently appointed Chief Executive Officer of Treasury and Economic Policy in June 2005. In these positions, he played a key role in preparing major European and global summits at the start of the financial crisis. He was the French negotiator at IMF and World Bank meetings and coordinated the bailout of the European Union banking sector with his European counterparts. In 2009, he became Deputy Secretary General to the French President in charge of economic affairs and was responsible for negotiations at the G20 meeting in London on April 2, 2009 on placing the global financial system on a sounder footing and improving supervision and the fight against tax havens. He was appointed Secretary General to the French President in 2011.

On June 13, 2012, Mr. Xavier Musca was appointed Deputy Chief Executive Officer of Crédit Agricole SA, responsible for International retail banking, Asset management and Insurance. He has been Deputy Chief Executive Officer of Crédit Agricole SA, as effective second Executive Director of Crédit Agricole SA, since May 2015.

Xavier Musca is a Knight (2009) and Officer (2022) of the Legion of Honor and of the National Order of Merit and the Order of Agricultural Merit.

Mr. Xavier Musca joined the Board of Directors of Capgemini SE on May 7, 2014. He has been a member of the Audit & Risk Committee (formerly the Audit Committee) since this date and was appointed Chairman on December 7, 2016. He has been a member of the Ethics & Governance Committee since May 20, 2021.

Mr. Xavier Musca brings to the Board of Directors his management experience with a major international group and his financial expertise. He has in-depth knowledge of the financial sector, including both retail and BtoB services, which accounts for some 25% of Group revenues. He also provides the Board with his knowledge of economic globalization issues.

Principal office:

Mr. Xavier Musca has been Deputy Chief Executive Officer of Crédit Agricole SA since July 2012.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

— CAPGEMINI SE* (since May 2014)

Offices held in Crédit Agricole Group:

**Deputy Chief Executive Officer (since July 2012)
and effective second Executive Director (since
May 2015) of:**

— CRÉDIT AGRICOLE S.A.* (Member of the
Management Committee – Member of the
Executive Committee)

Director of:

— AMUNDI S.A.* (since July 2012)

Chairman of the Board of Directors of:

— CA CONSUMER FINANCE (since July 2015)

Director – Vice-Chairman of:

— PREDICA (since November 2012)

— CA ITALIA (since 2015)

Director of:

— CA ASSURANCES (since November 2012)

— CARIPARMA (ITALY) (since October 2016)

**Permanent Representation of Crédit Agricole S.A. on
the Board of Directors of:**

— PACIFICA (since October 2012)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Offices held in Crédit Agricole Group:

Chairman of the Board of Directors of:

— AMUNDI S.A.* (until May 2021)

Director of:

— CACI (until 2017)

* Listed company.



Date of birth:

July 3, 1963

Nationality:

French

Business address:

Tours Société Générale,
75886 Paris Cedex 18

First appointment:

2018

Expiry of term of office:

2022 (Ordinary
Shareholders' Meeting
held to approve the 2021
financial statements)

Number of shares held

at December 31, 2021:

1,000

FREDERIC OUDÉA

Independent Director

Lead Independent Director, Vice-Chairman and Chairman of the Ethics & Governance Committee
(since May 20, 2021)

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Frédéric Oudéa is a graduate of the École Polytechnique and the École Nationale d'Administration.

From 1987 to 1995, Mr. Frédéric Oudéa held various positions in the French senior civil service (Audit Department of the Ministry of Finance, Ministry of Economy and Finance, Budget Ministry, Private Office of the Minister of Budget and Communication). In 1995, he joined Société Générale and in 1996 he was appointed Deputy Head then Head of the bank's Corporate Banking arm in London. In 1998, he became Head of Global Supervision and Development of the Equities division. In May 2002, he was named Deputy Chief Financial Officer of Société Générale Group, followed by Chief Financial Officer in January 2003. In 2008 he was appointed CEO of the Group, before becoming Chairman and Chief Executive Officer in 2009. Following the regulatory split between the roles of Chairman and Chief Executive, he was appointed Chief Executive Officer in May 2015. In 2010, he was named Chairman of the Steering Committee on Regulatory Capital ("SCRC") at the Institute of International Finance ("IIF").

Mr. Frédéric Oudéa has been a member of the Board of Directors of École Polytechnique since February 15, 2022.

Mr. Frédéric Oudéa is a Knight of the Legion of Honor and the National Order of Merit.

Mr. Frédéric Oudéa joined the Board of Directors of Capgemini SE on May 23, 2018 and was appointed a member of the Ethics & Governance Committee on the same date. He is Lead Independent Director, Vice-Chairman and Chairman of the Ethics & Governance Committee since May 20, 2021.

Mr. Frédéric Oudéa brings to the Board his experience in managing a leading banking group with an ambitious international development plan and highly innovative in digital.

Principal office:

Mr. Frédéric Oudéa has been Chief Executive Officer of Société Générale since May 2015.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

— CAPGEMINI SE* (since May 2018)

Chief Executive Officer of:

— SOCIÉTÉ GÉNÉRALE* (since May 2015)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

N/A

* Listed company.



PATRICK POUYANNÉ

Independent Director
Member of the Strategy & CSR Committee
Member of the Ethics & Governance Committee (since May 20, 2021)

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Patrick Pouyanné is a graduate of École Polytechnique and a Chief Engineer of France's Corps des Mines. Between 1989 and 1996, he held various administrative positions in the Ministry of Industry and other cabinet positions (technical advisor to the Prime Minister – Edouard Balladur – in the fields of the Environment and Industry from 1993 to 1995, Chief of Staff for the Minister for Information and Aerospace Technologies – François Fillon – from 1995 to 1996). In January 1997 he joined Total in Angola followed by Qatar in 1999. In August 2002, he was appointed President, Finance, Economy and IT for Exploration & Production. In January 2006, he became President, Strategy, Growth and Research and was appointed a member of the Group's Management Committee in May 2006. In March 2011, Mr. Patrick Pouyanné was appointed Vice-President, Chemicals, and Vice-President, Petrochemicals. In January 2012, he became President, Refining & Chemicals and a member of the Group's Executive Committee.

On October 22, 2014, he was appointed Chief Executive Officer of TOTAL S.A. and President of the Group's Executive Committee. TOTAL's Board of Directors appointed him as its Chairman from December 19, 2015. Mr. Pouyanné's term of office was renewed by the Shareholders' Meeting of June 1, 2018 for a period of three years and the Board of Directors confirmed him in his duties of Chairman of the Board and Chief Executive Officer for the same period.

Mr. Pouyanné has been a director of Capgemini SE since May 10, 2017 and a member of the Strategy & CSR Committee since September 1, 2017. He has also been a member of the Ethics & Governance Committee since May 20, 2021.

He brings to the Board of Directors of Capgemini SE his expertise in macroeconomic and geopolitical issues and his experience in managing a leading international energy group, a sector where new technologies play an essential role.

Principal office:

Mr. Patrick Pouyanné has been Chairman and Chief Executive Officer of TotalEnergies SE (formerly TOTAL SE) since December 2015. He has been a director of TotalEnergies SE since May 2015 and is Chairman of the Strategy & CSR Committee.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

— CAPGEMINI SE* (since May 2017)

Chairman and Chief Executive Officer of:

— TotalEnergies SE* (since December 2015)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

N/A

* Listed company.

Date of birth:

June 24, 1963

Nationality:

French

Business address:

TotalEnergies
2, place Jean Millier
92400 Courbevoie

First appointment:

2017

Expiry of term of office:

2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number of shares held at December 31, 2021:

1,000



Date of birth:
December 27, 1969

Nationality:
German

Business address:
Robert Bosch GmbH
Robert-Bosch – Platz 1
70839 Gerlingen-
Schillerhoehe
Germany

First appointment:
2021

Expiry of term of office:
2025 (Ordinary
Shareholders' Meeting
held to approve
the 2024 financial
statements)

**Number of shares held
at December 31, 2021:**
1,275⁽¹⁾

TANJA RUECKERT

Independent Director (since May 20, 2021)
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Tanja Rueckert has more than 20 years of experience as an executive in the software industry. During her career, she has worked in Germany and the Silicon Valley in the United States and headed up teams across the globe.

Ms. Tanja Rueckert, a German citizen, graduated from the University of Regensburg (Germany) with a PhD in Chemistry. She has spent the majority of her career in the digital sector working with the SAP Group. Following her roles as Executive Vice President and Chief Operating Officer for Products & Innovation with SAP SE, in 2015, she became President of IoT & Digital Supply Chain at SAP SE.

Ms. Tanja Rueckert was Chairman of the Board of Management of Bosch Building Technologies from August 2018 to May 2021 and has been Chief Digital Officer of the Bosch Group since July 1, 2021.

Ms. Tanja Rueckert also acts as an advisor for Bosch Climate Solutions, especially in the areas of sustainable energy, services and software, as well as for the Bosch start-up Security & Safety Systems (AZENA). In addition, she is a member of the Steering Committee of "Plattform Lernende Systeme", Germany's platform for artificial intelligence and a member of Muenchner Kreis.

Ms. Tanja Rueckert has been a director of Bosch Rexroth since 2019 and of BSH Hausgeraete GmbH since 2021 and was also a director of SPIE from September 2017 to November 2021.

She joined the Board of Directors of Capgemini SE on May 20, 2021 and was appointed a member of the Strategy & CSR Committee on the same date.

She brings to the Board of Directors her solid experience in the software sector as an executive leading business units of international groups and her expertise in several fields including the Internet of Things (IoT), artificial intelligence and digital transformation.

Principal office:

Ms. Tanja Rueckert is Chief Digital Officer of the Bosch Group.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

- CAPGEMINI SE* (since May 2021)
- SPIE* (until November 2021)
- BOSCH REXROTH (since 2019)
- BSH HAUSGERAETE GmbH (since 2021)

Member of the Steering Committee of:

- THE PLATFORM LERNENDE SYSTEME (since 2018)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

President of the Board of Management of:

- BOSCH BUILDING TECHNOLOGIES (Germany) (until May 2021)

Chairman of:

- IoT & Digital Supply Chain Business Unit of SAP SE* (until 2018)

Vice-Chair of:

- INDUSTRIAL INTERNET CONSORTIUM (until 2018)

Director of:

- LSG (until 2020)
- CARGO SOUS TERRAIN (until 2018)
- MÜNCHNER KREIS (until 2019)

Chair of the digitalization Committee of:

- ZIA (until 2018)

* Listed company.

(1) Ms. Tanja Rueckert owned 275 Capgemini SE shares before her appointment as director by the Shareholders' Meeting of May 20, 2021.



KURT SIEVERS

Independent Director (since May 20, 2021)
Member of the Strategy & CSR Committee
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Kurt Sievers, a German citizen, graduated with a Master of Science degree in physics and information technology from Augsburg University (Germany).

Mr. Kurt Sievers is President and Chief Executive Officer of NXP Semiconductors N.V. since May 2020. He joined NXP in 1995, and rapidly moved through a series of Marketing & Sales, Product Definition & Development, Strategy and general management leadership positions across a broad number of market segments. He has been a member of the Executive Management team since 2009, where he has been instrumental in the definition and implementation of the NXP high-performance mixed signal strategy. Mr. Sievers was influential in the merger of NXP and Freescale Semiconductor, which created one of the leading semiconductor companies and a leader in automotive semiconductors.

Mr. Kurt Sievers serves on the Board of the German National Electrical and Electronics Industry Association (ZVEI) and chairs the European Semiconductor Industry Association since December 2021. He also serves as a Board member of PENTA and AENEAS, European clusters for application and technology research and nano-electronics. He serves as a member of the Asia-Pacific-Committee of German Business (APA) and as a member of the Board at the German Asia-Pacific Business Association (OAV), acting as the spokesperson for the Republic of Korea.

He joined the Board of Directors of Capgemini SE on May 20, 2021 and was appointed a member of the Strategy & CSR Committee and the Compensation Committee on the same date.

He brings to the Board of Directors his management experience in a leading international group in the semiconductor sector, at the heart of the Intelligent Industry's development and his expertise in the automotive sector, technology and artificial intelligence, and his knowledge of North America and American Corporate Governance.

Principal office:

Mr. Kurt Sievers is Chairman & Chief Executive Officer and Executive Director of NXP Semiconductors N.V.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

— CAPGEMINI SE* (since May 20, 2021)

Chairman and Chief Executive Officer of:

— NXP SEMICONDUCTORS N.V.* (Netherlands)
(since May 27, 2020)

Chair of the Advisory Board of:

— SALON INTERNATIONAL ELECTRONICA
(since June 2021)

Member of:

- THE BOARD OF THE GERMAN NATIONAL ELECTRICAL AND ELECTRONICS INDUSTRY ASSOCIATION (ZVEI) (since 2012)
- THE BOARD OF AENEAS, INDUSTRY ASSOCIATION (since 2012)
- THE Asia-Pacific-Committee OF GERMAN BUSINESS (APA) (since 2018)
- THE BOARD OF THE GERMAN Asia-Pacific BUSINESS ASSOCIATION (OAV) (since 2018)

Chairman of:

- ESIA (European Semiconductor Industry Association) (since December 2021)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Chief Executive Officer of:

- NXP Semiconductors Germany GmbH
(until May 2020)

* Listed company.

Date of birth:

April 9, 1969

Nationality:

German

Business address:

NXP Semiconductors N.V.
High Tech Campus,
5656 AG, Eindhoven,
Netherlands

First appointment:

2021

Expiry of term of office:

2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number of shares held

at December 31, 2021:

1,000



Date of birth:
January 19, 1964

Nationality:
French

Business address:
Capgemini Service
76, avenue Kléber
75016 Paris

First appointment:
2012

Expiry of term of office:
2024 (Ordinary
Shareholders' Meeting
held to approve
the 2023 financial
statements)

**Number of shares held
at December 31, 2021:**
28,727

LUCIA SINAPI-THOMAS

Director representing employee shareholders
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Lucia Sinapi graduated from ESSEC business school (1986) and Paris Law University – Panthéon Assas (1988), was admitted to the Paris bar (1989), and has a financial analyst degree (SFAF 1997). She started her career as a tax and business lawyer in 1986, before joining Capgemini in 1992. She has more than 20 years' experience within Capgemini group, successively as Group Tax Advisor (1992), Head of Corporate Finance, Treasury and Investors Relations (1999), then Head of Risk Management and Insurance (2005), and member of the Group Review Board. She was Deputy Chief Financial Officer from 2013 until December 31, 2015 and was appointed Executive Director Business Platforms of Capgemini group in January 2016. Ms. Lucia Sinapi-Thomas has been Executive Director of Capgemini Ventures since January 1, 2019.

Ms. Lucia Sinapi-Thomas was appointed to the Dassault Aviation Board of Directors on May 15, 2014, where she is also a member of the Audit Committee. She has also been a director of Bureau Veritas since May 22, 2013 and was a member of the Audit & Risk Committee until May 2019 when she became a member of the Selection & Compensation Committee.

Ms. Lucia Sinapi-Thomas joined the Board of Directors of Capgemini SE as a director representing employee shareholders on May 24, 2012. She has been a member of the Compensation Committee since June 20, 2012.

Ms. Lucia Sinapi-Thomas brings to the Board her finance expertise and her extensive knowledge of the Capgemini group, its businesses, offerings and clients, enriched by her ongoing operating responsibilities. In addition, her experience as a director of Euronext listed companies provides her with a perspective offering insight relevant to Capgemini's various activities.

Principal office:

Ms. Lucia Sinapi-Thomas is Executive Director of Capgemini Ventures.

OFFICES HELD IN 2021 OR CURRENT OFFICES AT DECEMBER 31, 2021

Director of:

- Capgemini SE* (since May 2012)
- BUREAU VERITAS* (since May 2013)
- DASSAULT AVIATION* (since May 2014)

Other offices held in Capgemini group:

Chief Executive Officer of:

- CAPGEMINI VENTURES (since June 2019)

Chairman of the Supervisory Board of:

- FCPE Capgemini

Member of the Supervisory Board of:

- FCPE ESOP CAPGEMINI

Director of:

- AZQORE (Switzerland) (since November 2018)
- SOGETI SVERIGE AB (Sweden) (until June 2021)
- FIFTY FIVE GENESIS PROJECT INC. (USA) (until October 2021)

OTHER OFFICES HELD DURING THE LAST FIVE YEARS (OFFICES EXPIRED)

Offices held in Capgemini group:

Chairman of:

- CAPGEMINI EMPLOYEES WORLDWIDE S.A.S. (until June 2019)
- PROSODIE S.A.S. (until November 2018)

Chief Executive Officer of:

- SOGETI FRANCE S.A.S. (until July 2018)
- CAPGEMINI OUTSOURCING SERVICES S.A.S. (until January 2018)

Executive Director of:

- Business Platforms, Capgemini (until June 2018)

Director of:

- CAPGEMINI BUSINESS SERVICES GUATEMALA S.A. (until August 2019)
- SOGETI SVERIGE MITT AB (Sweden) (until July 2019)
- SOGETI NORGE A/S (Norway) (until May 2019)
- CAPGEMINI DANMARK A/S (Denmark) (until May 2019)
- CAPGEMINI POLSKA Sp.z.o.o. (Poland) (until April 2018)

* Listed company.



2.1.5 Group Management

MANAGEMENT OF THE GROUP

Since May 20, 2020, Capgemini SE Group management has been led by Mr. Aiman Ezzat.

GROUP EXECUTIVE BOARD

It prepares the broad strategies submitted to the Executive Committee for approval and facilitates the carrying out of the Group's operations. It also takes the necessary measures with regards to the appointment, setting of quantitative objectives and performance appraisal of executives with a wide range of responsibilities.

EXECUTIVE COMMITTEE

It assists Group management to define broad strategies and make decisions regarding the Group's operating structure, the choice of priority offerings, production rules and organization, and the methods of implementing human resources management.

FOUR SPECIAL-PURPOSE COMMITTEES ASSIST GROUP MANAGEMENT:

• The Group Review Board

• The Mergers & Acquisitions Committee

• The Investment Committee

• The Risk Committee

Since May 20, 2020, the general management of Capgemini SE has been assumed by Mr. Aiman Ezzat.

Group Management is assisted by two bodies comprising the Group's key operating and functional managers: the Group Executive Board and the Executive Committee.

In addition, four special-purpose committees assist Group Management, the Group Executive Board and the Executive Committee:

- the **Group Review Board**, chaired by the Chief Executive Officer, which examines the major business proposals in the course of drafting or negotiation, multi-national or multi-business framework agreements entered into with clients or suppliers and major contracts involving guarantees given by the Group;

- the **Merger & Acquisitions Committee**, also chaired by the Chief Executive Officer, which examines acquisition and divestment projects in the course of identification, selection, assessment or negotiation;
- the **Investment Committee**, chaired by the Chief Financial Officer, which reviews and provides advice with respect to projects requiring investment, including those involving real estate or investment in technologies;
- the **Risk Committee**, chaired by the Chief Financial Officer, which is in charge of the effective implementation of the risk identification and risk management system and which leads the associated internal controls.



AIMAN EZZAT

Director
Chief Executive Officer
Member of the Strategy & CSR Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Aiman Ezzat, born on May 22, 1961, holds a MSc (Master of Science) in chemical engineering from École Supérieure de Chimie Physique Electronique de Lyon in France and an MBA from the Anderson School of Management at UCLA.

Mr. Aiman Ezzat has been Chief Executive Officer of Capgemini SE since May 20, 2020. He has also been a director of Capgemini SE and a member of the Strategy & CSR Committee since the same date. He is also a director of Air Liquide since May 4, 2021. In September 2021, he was named the “Best European CEO” for the technology and software category in Institutional Investor’s “2021 All Europe Executive Team” annual ranking.

Mr. Aiman Ezzat was Chief Operating Officer of Capgemini SE from January 1, 2018 to May 20, 2020 and was Chief Financial Officer of the Group from December 2012 to the end of May 2018. In March 2017, he was named the “Best European CFO” for the technology and software category in Institutional Investor’s “2017 All European Executive Team” annual ranking.

From December 2008 to 2012, he led the Financial Services Global Business Unit (GBU) after serving as Chief Operating Officer from November 2007. Mr. Aiman Ezzat also served as Capgemini’s Deputy Director of Strategy from 2005 to 2007. He played a key role in the development of the Booster turnaround plan for the Group’s activities in the United States, as well as in the development of the Group’s offshore strategy. In 2006, he was part of the acquisition and integration team for Kanbay, a global IT services firm focused on the Financial Services industry.

Before joining Capgemini, from 2000 to 2004, Mr. Aiman Ezzat served as Managing Director of International Operations at Headstrong, a global business and technology consultancy, where he worked with Financial Services sector.

Mr. Aiman Ezzat held various positions during 10 years with Gemini Consulting (Gemini Consulting was the former brand of the strategic and transformation consulting arm of the Capgemini group, renamed Capgemini Consulting and then Invent), where he was notably Global Head of the Oil & Gas and Chemicals practice.

For more detailed information, please refer to the biography published in Section 2.1.4.

As far as the Company is aware, no Group Management member has, at any time during the last five years, been found guilty of fraud, been involved in any bankruptcy, receivership, or liquidation or company placed in administration, been subject to any form of official public sanction and/or criminal liability or been disqualified by a court from acting as an executive or from participating in the management or conduct of the affairs of any issuer.

At the date of this Universal Registration Document and as far as the Company is aware, there are no:

- family ties between the general management members or between a general management member and a director of the Company;

- potential conflicts of interest among general management members between their duties to the Company and their private interests and/or any other duties;
- arrangements or agreements with a shareholder, customer, supplier, or other party pursuant to which a general management member was selected;
- restrictions on the sale by general management members of their investment in the share capital of Capgemini (other than the obligation to hold performance shares detailed in Section 2.3.2).

For information on the compensation of Executive Corporate Officers, please refer to Section 2.3 of the Universal Registration Document.



Group Executive Board

The role of the Group Executive Board (GEB) is to facilitate the conduct of the Group's operations and to take the necessary measures, notably with regard to the setting of quantitative objectives and appointing and assessing the performance of

executives with a wide range of responsibilities. The GEB defines the broad strategies and actions to be submitted to the Executive Committee for approval and ensures their implementation by the major business units.

At the date of this Universal Registration Document, the Group Executive Board brings together Group Management and the following individuals:

Aïman EZZAT	Chief Executive Officer
Fernando ALVAREZ	Director of Strategy & Development and Alliances
Jim BAILEY	Director of the Americas Strategic Business Unit
Jean-Philippe BOL	Director of Operations Transformation & Industrialization
Anirban BOSE	Director of the Financial Services Strategic Business Unit
Carole FERRAND	Chief Financial Officer
Cyril GARCIA	Director of Capgemini Invent, Sectors and Corporate Social Responsibility
Franck GRÉVERIE	Director of Portfolio, cloud infrastructure services, Business Services, Insights & Data and Digital Customer Experience
Anne LEBEL	Chief Human Resources Officer
William ROZÉ	Director of Capgemini Engineering
Michael SCHULTE	Director of the Northern Europe Strategic Business Unit
Olivier SEVILLIA	Chief Operating Officer
Jérôme SIMÉON	Director of the Southern Europe Strategic Business Unit



Executive Committee

The role of the Executive Committee is to assist Group Management define broad strategies concerning the Group's operating structure, the choice of priority offerings, production rules and organization and

the implementation conditions for human resources management. The Executive Committee meets once a month and includes the Chief Executive Officer and the other Group Executive Board members.

At the date of this Universal Registration Document, the Executive Committee comprised the following individuals:

Aiman EZZAT	Chief Executive Officer	Group Management	Group Executive Board	Executive Committee
Fernando ALVAREZ	Director of Strategy & Development and Alliances			
Jim BAILEY	Director of the Americas Strategic Business Unit			
Jean-Philippe BOL	Director of Operations Transformation & Industrialization			
Anirban BOSE	Director of the Financial Services Strategic Business Unit			
Carole FERRAND	Chief Financial Officer			
Cyril GARCIA	Director of Capgemini Invent, Sectors and Corporate Social Responsibility			
Franck GREVERIE	Director of Portfolio, cloud infrastructure services, Business Services, Insights & Data and Digital Customer Experience			
Anne LEBEL	Chief Human Resources Officer			
William ROZÉ	Director of Capgemini Engineering			
Michael SCHULTE	Director of the Northern Europe Strategic Business Unit			
Olivier SEVILLIA	Chief Operating Officer			
Jérôme SIMÉON	Director of the Southern Europe Strategic Business Unit			
Nive BHAGAT	Cloud Infrastructure Services Director	Group Executive Board	Executive Committee	
Pascal BRIER	Innovation Director			
André CICHOWLAS	Delivery Director			
Jean COUMAROS	Transformation Director			
Hubert GIRAUD	Altran Resources & Integration Director			
Aruna JAYANTHI	LatAm & Canada Director			
Zhiwei JIANG	Insights & Data Director			
Olivier LEPICK	Group General Secretary			
Shobha MEERA	Corporate Social Responsibility Director			
Maria PERNAS	Group General Counsel, Commercial and Contract Management			
Olivier PFEIL	Business Services Director			
Olaf PIETSCHNER	Asia-Pacific Director			
Virginie RÉGIS	Marketing & Communications Director			
Rosemary STARK	Strategic Accounts Director			
Jeroen VERSTEEG	Global Sales Director			
Ashwin YARDI	India Director			



Diversity policy for management bodies

Diversity is one of the three pillars of the Group's Corporate Social Responsibility (CSR) strategy. In a constantly changing global market with a skills shortage, Capgemini believes diversity drives innovation and creativity. A range of diverse profiles and inclusive practices in our work environment are key to ensuring the Group remains attractive and guaranteeing its long-term success.

As part of its CSR strategy and to accompany these changes, the Group decided the following regarding diversity in its management bodies:

- to set the objective of a progressive increase in both female and international representation on the Group's Executive Committee:
 - as of January 1, 2022, the international representation on the Group Executive Committee is at 45% or 13 members out of 29 members,
 - with regard to female representation, this has led to a steady increase since 2016 in the percentage of women in this management body, rising successively from below 10% in 2016 to 24% in 2018, 26.9% in 2019 and 27.6% in 2020 post Altran integration and in 2021. The mid-term objective is to reach at least 30% by 2025 and longer term to achieve the same percentage of women in the Executive Committee as in the Group's headcount;
- to increase female representation in the 10% of positions with the greatest responsibility within Group executive leaders and, more widely in the Vice-President community, by similarly setting annual objectives in this respect for the Group's key managers. In 2018, 14% of Group executive leader positions were held by women. The percentage at the end of 2019 went up to 17% and up again to 20.3% at the end of 2020 against a target of 20%. The target for 2021 was to increase this percentage to 22%. The percentage achieved at the end of 2021 was 22.4% and hereafter the objective is to reach a percentage of 30% by 2025, representing an ambitious increase of 2 pts *per annum* over the period, in an industry where the workforce is primarily made-up of engineers.

These objectives will be combined with the strengthening of the Group's internal policies to ensure the implementation of regular and fair practices supporting this strategic direction, enabling diversified and non-discriminatory global representation at all levels of the organization. A specific focus is placed on gender equality, with a long-term objective of progressively aligning the percentage of female senior executives with the overall percentage of women in the Vice-President population.

A more detailed description of our policies and indicators for gender diversity in general, as well as the measures taken to increase the percentage of women in management positions, is presented in Chapter 4 of the 2021 Universal Registration Document.

As part of various duties, the Capgemini SE Board of Directors monitors the implementation by Group Management of this policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the Group's management bodies.

The Group's CSR strategy, which is monitored specifically since October 2018 by the Strategy & CSR Committee, and which includes diversity as a key pillar, is reviewed annually by the Board of Directors. In addition, new duties were entrusted to the Compensation Committee since 2019 to ensure the implementation of the diversity policy for management bodies. The various diversity quantified indicators are verified by an external expert as part of the Report on non-financial performance.

Finally, the Board of Directors has set Executive Corporate Officers objectives to increase female representation in the Group in the variable part of their annual compensation and, since 2018, the Board of Directors includes a criterion applicable to performance shares granted to Executive Corporate Officers and Group managers targeting an increase in the number of women becoming Vice-President.

(see Section 2.3 of this Universal Registration Document for more information on the individual objectives of the Executive Corporate Officers – Diversity is included in the objective concerning the roll-out of the Group's CSR strategy; and the description of the criteria applicable to performance shares granted in 2021 in the Note 12 to the financial statements).



2.1.6 Transactions carried out in the Company's shares

Transactions carried out in 2021 in the Company's shares or related financial instruments by the individuals referred to in Article L. 621-18-2 of the French Financial and Monetary Code, of which the Company is aware, are as follows:

	Transaction	Transaction date	Average price (in euros)	Report reference
Paul Hermelin Chairman of the Board of Directors	Vesting of 26,040 performance shares (Plan dated 10/03/2018)	October 3, 2021	0.00	2021 DD783656
	Sale of 20,000 shares	November 2, 2021	205.67	2021 DD796961
Aiman Ezzat Chief Executive Officer	Vesting of 15,345 performance shares (Plan dated 10/03/2018)	October 3, 2021	0.00	2021 DD783749
	Subscription of 306.0725 FCPE "ESOP Capgemini" units (2021 employee share ownership plan)	December 16, 2021	163.36	2021 DD813210
Carole Ferrand Chief Financial Officer	Vesting of 7,440 performance shares (Plan dated 10/03/2018)	October 3, 2021	0.00	2021 DD773646
	Subscription of 73.4574 FCPE "ESOP Capgemini" units (2021 employee share ownership plan)	December 16, 2021	163.36	2021 DD813202
Hervé Jeannin Director representing employees	Subscription of 9.7943 FCPE "ESOP Capgemini" units (2021 employee share ownership plan)	December 16, 2021	163.36	2021 DD813405
	Purchase of 100 shares	October 4, 2021	178.63	2021 DD813405
	Sale of 100 shares	October 29, 2021	199.30	2021 DD813405
Kevin Masters Director representing employees	Subscription of 8.3613 FCPE "ESOP Capgemini" units (2021 employee share ownership plan)	December 16, 2021	163.36	2021 DD813162
Tanja Rueckert Director	Purchase of 1,000 shares	October 5, 2021	175.75	2021 DD773637
Kurt Sievers Director	Purchase of 1,000 shares	October 8, 2021	177.02	2021 DD793971
Lucia Sinapi Director	Vesting of 1,860 performance shares (Plan dated 10/03/2018)	October 3, 2021	0.00	2021 DD793888
	Subscription of 82.6396 FCPE "ESOP Capgemini" units (2021 employee share ownership plan)	December 16, 2021	163.36	2021 DD813422



2.2 Organization and activities of the Board of Directors

BOARD OF DIRECTORS

The Board of Directors sets the strategic direction of the Company and the Capgemini Group. It appoints the executive corporate officer(s) responsible for implementing this strategy, approves the financial statements, convenes the Shareholders' Meetings and proposes the annual dividend. It takes decisions on the major issues concerning the day-to-day operation and future of Capgemini, to promote sustainable value creation for its shareholders and all stakeholders.

ETHICS & GOVERNANCE COMMITTEE				BOARD OF DIRECTORS		STRATEGY & CSR COMMITTEE			
Attendance	Members	Independence	Meetings	Attendance	Members	Attendance	Members	Independence	Meetings
100%	4	100%	6	100%	14	100%	6	60%	6
COMPENSATION COMMITTEE				Independence ¹	Meetings	AUDIT & RISK COMMITTEE			
Attendance	Members	Independence	Meetings	82%	9	Attendance	Members	Independence	Meetings
93%	5	100%	6	Executive Sessions	2	100%	4	100%	8

NB: Information at December 31, 2021. 1. The directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code.

2.2.1 Organization of the Board of Directors

The Board of Directors is a collegiate body that collectively represents all shareholders and is required to act in all circumstances in the interests of the Company. It seeks to promote long-term value creation by the Company by taking into consideration the social and environmental issues associated with its activities.

The role of the Board of Directors

The principal role of the Board of Directors is to determine the key strategies of the Company's business and the Group it controls and oversee their implementation. It appoints the Executive Corporate Officers responsible for implementing these strategies and sets their compensation. It approves the financial statements, convenes the Shareholders' Meetings, and proposes the dividend. It conducts or organizes the performance of controls and verifications it considers appropriate and confirms in particular the existence and efficiency of internal control, internal audit and risk management systems. It ensures the diversity of its composition and that of the management bodies.

More broadly, the Board of Directors takes decisions on the major issues concerning the day-to-day operation and future of Capgemini, to promote sustainable value creation for its shareholders and all stakeholders. Given Capgemini's business as a service provider, the Board pays particular attention to the management of the Group's 324,700 employees and thousands of managers across the globe.

The work of the Board of Directors and its Specialized committees in 2021 in accordance with their duties is presented in detail in Sections 2.2.2 and 2.2.4. Additional information on the diversity policy of the Board and the management bodies is presented in Sections 2.1.3 and 2.1.5, respectively. The internal control, risk management and Group compliance systems are detailed in Section 3.1.

Operating rules – Corporate Governance framework

Capgemini SE refers to the AFEP-MEDEF Corporate Governance Code for listed companies (January 2020 version), in addition to applicable legislative and regulatory provisions.

For many years, the Capgemini SE Board of Directors has applied best governance practices now aligned with the recommendations of the AFEP-MEDEF Code and strives constantly to improve its governance. Accordingly, the Board has:

- prepared, adopted, applied and amended where useful or necessary the **Board of Directors' Charter**, particularly as part of a constant drive to improve the governance of the Company (see below);
- set up **four specialized board committees** – the Audit & Risk Committee, the Compensation Committee, the Ethics & Governance Committee, and finally the Strategy & CSR Committee – and given each a clearly defined role (see Section 2.2.4);
- created the role of **Lead Independent Director** in May 2014, with specific prerogatives and duties to contribute to the balanced governance of Capgemini where the duties of Chairman and Chief Executive Officer are grouped together or where the Chairman of the Board is not an Independent Director as defined by the AFEP-MEDEF Code (see 2.1.2 above);
- **adopted a system for allocating directors' compensation**, whereby the majority of such compensation is indexed to attendance at Board and Committee meetings (see Section 2.3.1);
- **periodically reviewed the personal situation** of each director in light of the definition of independence adopted by the AFEP-MEDEF Code ("a director is independent when he/she has no relationship of any sort with the Company, the Group or its Management, that is likely to impair his/her judgment") (see Section 2.1.3);
- **regularly assessed its organization and operation**, either at the time of the annual internal assessment performed by the Lead Independent Director or three-yearly, through the assessment conducted by an external consultant under the responsibility of the Lead Independent Director (see Section 2.2.3);



- assessed since 2015 the effective contribution of each director to the activities of the Board of Directors, at the time of the annual Board assessment (see Section 2.2.3).

Compliance with the AFEP-MEDEF Code

Capgemini SE is constantly seeking to improve its governance and regularly monitors its compliance with the provisions of the AFEP-MEDEF Code.

Under the “Comply or Explain” rule provided for in Article L. 22-10-10 of the French Commercial Code and stipulated in Article 27.1 of the AFEP-MEDEF Corporate Governance Code for listed companies of January 2020, the Company considers that its practices comply fully with the recommendations of the AFEP-MEDEF Code.

AFEP/MEDEF recommendations disregarded	Capgemini practices/ explanations
None	N/A

Board Charters

The Charters of the Board of Directors and the specialized board committees are available on the Company’s website: www.capgemini.com.

The Board Charter defines the operation and organization of the Board of Directors and supplements the prevailing provisions of the law and the bylaws. It is consistent with market recommendations aimed at guaranteeing compliance with fundamental Corporate Governance principles and particularly the AFEP-MEDEF Corporate Governance Code for listed companies to which the Company adheres.

When the legal form of the Company returned to that of a traditional limited liability company (*société anonyme*) in May 2000, a new Charter was debated and adopted by the Board of Directors.

The Charter has since been amended several times in line with changes in legal and regulatory provisions and changes specific to the Company and as part of the constant drive to improve governance, with the dual aim of facilitating the collective working of the Board of Directors and satisfying the Corporate Governance expectations of shareholders and their representatives.

In 2020, the Board of Directors’ Charter was amended in the context of the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer. The amendments focused mainly on the definition of the duties of the Chairman of the Board of Directors and the allocation of roles between the Chairman of the Board of Directors and the Lead Independent Director. The Board of Directors decided to retain the position of Lead Independent Director while the Chairman of the Board is not an Independent Director as defined by the AFEP-MEDEF Code to which the Company adheres.

In 2021, following the modification of the Company’s bylaws regarding the participation of Directors at Board of Directors’ meetings using video conferencing or telecommunications facilities, the Board of Directors decided to retain in the Board of Directors’ Charter the restrictions previously detailed in Article 12, paragraph 2 of the Bylaws, with the exception of the restriction relating to the compensation of the Chairman or Chief Executive Officer which was removed. In addition, the Board decided to modify the Charter to state that the working language of meetings will be English or French.

Organization of powers

The Capgemini SE Board of Directors’ Charter sets out or clarifies the scope of and basis for exercising the various powers entrusted to the Board of Directors, the four specialized board committees, the Chairman of the Board of Directors, the Vice-Chairman and the Lead Independent Director.

The Board of Directors is a collegiate body that collectively represents all shareholders and is required to act in all circumstances in the interests of the Company, by taking into consideration the social and environmental issues associated with its activities.

The role of **the four specialized board committees** is to study and document the issues that the Board has scheduled for discussion and to present recommendations on the subjects and sectors within their remit to plenary sessions of the Board. The Committees are consultation bodies and therefore hold no decision-making powers. Their members and the Chairman are appointed by the Board of Directors and are selected exclusively from among Capgemini SE Directors. They are appointed in a personal capacity and may under no circumstances be represented at the meetings of the Committee(s) to which they belong. The Board reserves the right to amend at any time the number and/or make-up of these Committees, as well as the scope of their duties. Finally, the Charters of each of the four Committees – and any amendments thereto which the Committees may later propose – must be formally approved by the Board.

The Chairman of the Board of Directors prepares, organizes and leads its work. He sets the agenda of meetings, communicates to Directors all information necessary to carry out their duties and oversees the proper operation of the Company’s bodies, the correct implementation of Board decisions and compliance with the rules of good conduct adopted by Capgemini. He chairs Shareholders’ Meetings to which he reports on the organization, activities and decisions of the Board (see Section 2.1.2 for a detailed description of the role and duties of the Chairman of the Board of Directors and particularly the specific duties entrusted to the Chairman of the Board of Directors during the management hand-over phase terminating at the end of the 2022 Shareholders’ Meeting).

In the absence of the Chairman, **the Vice-Chairman** chairs meetings of the Board of Directors and Shareholders’ Meetings.

A Lead Independent Director is appointed from among Independent Directors where the duties of Chairman of the Board of Directors and Chief Executive Officer are grouped together or, if they are separated, where the Chairman of the Board of Directors is not an Independent Director as defined by the AFEP-MEDEF Code.

The duties and composition of the specialized board committees are presented in Section 2.2.4. The role and prerogatives of the Lead Independent Director are set out in Section 2.1.2.

The Chief Executive Officer has the most extensive powers to act in all circumstances in the name of the Company, subject to the restrictions presented in Section 2.1.2. He may be assisted in his duties by one or more **Chief Operating Officers**.



Director ethics

The Board of Directors' Charter sets out the main obligations of the Code of Business Ethics that Capgemini SE Directors undertake to comply with throughout their term of office.

An extract from the Code of Business Ethics is included in the Charter of the Board of Directors and detailed below:

"The Directors (and any other person who attends Board or Committee meetings) are required to treat as strictly confidential matters discussed during Board or Committee meetings and all Board or Committee decisions, as well as any information of a confidential nature or that is presented as such by the Chairman and Chief Executive Officer or Chairman (as applicable) or any other Director. Each Director undertakes to comply with the following obligations, unless he/she has informed the Chairman and Chief Executive Officer or Chairman (as applicable), in writing, of any objections to one or several of such obligations:

1. Although they are themselves shareholders, the Directors represent all the shareholders and are required to act in all circumstances in the Company's interest. They are required to notify the Chairman of the Ethics & Governance Committee or the Board of any one-off conflict of interests or potential conflict of interests and to refrain from attending deliberations and voting on the related decision. Any director who has a permanent conflict of interest is required to resign from the Board. Directors must inform the Chairman of the Ethics & Governance Committee of business dealings between the Company and the companies or entities with which they are linked, as well as any offers of appointments they receive (see 3 below) in order to ensure that they are compatible with their appointment and the functions they carry out within the Company.
2. Each Director undertakes to hold (or to purchase within six months of his/her election) at least 1,000 shares of the Company. The shares acquired to fulfill this obligation must be held in registered form. This obligation does not apply to directors representing employees and employee shareholders.
3. The Directors are required to devote the necessary time and attention to their duties. The Directors may not hold more than four other appointments in French or non-French listed companies that are not members of the Capgemini group and must comply with all applicable regulations restricting the number of directorships held by a single person. The Chief Executive Officer and any Chief Operating Officers may not hold more than two other directorships in French or non-French listed companies that are not members of the Capgemini group; they must request the opinion of the Board before accepting any new appointment in a listed company. If the Chairman is not also the Chief Executive Officer, the Board may issue specific recommendations with regard to his/her status and specific assignments. During the term of their office at the Company, Directors must

keep the Chairman of the Board informed of any offers of appointments they would like to accept in other French or non-French companies, and their membership of Board committees of these companies, as well as any change in their appointments or participation in these committees. If the duties of Chairman and Chief Executive Officer are combined, he/she will inform the Chairman of the Ethics & Governance Committee. The Chairman informs the Board of Directors of appointments accepted.

4. The members of the Board of Directors must attend all meetings of the Board and all meetings of the Committees of which they are members, as well as all Shareholders' Meetings. In its annual Universal Registration Document, the Company publishes Directors' individual attendance rates at meetings of the Board and the Committees of which they are members, as well as average attendance rates.
5. The Directors are obliged to keep abreast of the Company's situation and development. To this end, they may ask the Chairman to communicate on a timely basis all information that is essential to allow them to contribute effectively to the discussion of matters included on the agenda of the next Board meeting. Regarding information not available to the public that is obtained in their capacity, Directors are subject to secrecy rules extending beyond the simple requirement of discretion imposed by law.
6. In accordance with laws and regulations applicable to insider trading, as set more specifically by the French Monetary and Financial Code and the general regulations of the French Financial Markets Authority (AMF), the members of the Board of Directors shall refrain from:
 - carrying out any transactions on the securities (including derivatives) of companies about which (and in the extent to which) they have privileged information by virtue of their position as a member of the Board of Directors of the Company,
 - carrying out any transactions, whether direct, indirect or through derivatives, involving the securities of the Company:
 - during a period commencing on the thirtieth calendar day preceding the public release of mid-year and full-year results and ending after the close of the trading day of the said public release,
 - and during a period commencing on the fifteenth calendar day preceding quarterly announcements and ending after the close of the trading day of the said public release.
7. In conformity with the Monetary and Financial code and with the general regulations of the French Financial Markets Authority (AMF) each Director is required to notify the AMF and the Company by electronic means of all transactions carried out involving Capgemini SE securities within three business days following their execution."



The Board seeks to comply with and ensure compliance with all rules of good governance together with a certain number of values which each Board member has solemnly undertaken to respect. A “Code of Business Ethics” was drafted at its initiative and distributed to all Group employees (and is signed by all new recruits) with the following main objectives:

- ensure all Group companies comply with a certain number of rules of good behavior and primarily that of perfect integrity in the conduct of business and the management of employees;
- implement measures stopping, fighting and sanctioning non-compliance with the core values of the Group, or prevailing laws and regulations in the relevant country;
- provide an institutional framework for the actions, controls and dissuasive measures required to deal with the problems identified by these measures.

The report on the work of the Ethics & Governance Committee (see Section 2.2.4 below) describes in detail the actions undertaken in 2021 by the Ethics Department and the Compliance Department and the implementation of the Code of Business Ethics. On its update at the beginning of 2019, each director signed the new Code, evidencing their commitment and support (both individual and collective) for all the measures contained therein. Implementation by the Group of its Ethics & Compliance programs in 2021 is detailed in Section 4.2.

Director training

The Board of Directors is briefed on changes in markets, the competitive environment and the main challenges facing the Company, including with respect to Corporate Social Responsibility.

Integration of new Directors

Capgemini ensures that Directors joining the Board receive training in the specific aspects of the Group, its businesses and activity

sectors, particularly through meetings with the various members of Group Management. New Directors are also advised on the specific aspects of the Company’s Board of Directors during meetings with the Chairman of the Board of Directors, the Chief Executive Officer, the Lead Independent Director, the Committee Chairmen and the Board Secretary. In addition, the new members joining the Audit & Risk Committee receive information on the specific accounting, financial and operating aspects of the Company.

Ongoing training

Capgemini ensures that the directors have sufficient understanding of the Group, its ecosystem and its challenges. The Board members therefore meet regularly with the members of the Group Executive Board during Board and Committee meetings. The Directors are also invited to the Group “*Rencontres*” gatherings, a recurring event bringing together, over several days, around 500 of the Group’s key managers and emerging talent. In addition, each year a Board meeting dedicated to strategy is held in the form of a seminar and invites key managers of the Group to contribute to Board discussions. These seminars also enable directors to constantly refine their understanding of the challenges facing the Group through themed-based presentations and site visits.

Furthermore, the Board organizes a range of specific training sessions throughout the year to help directors increase their knowledge of the Group (through presentations of its ecosystem, challenges, businesses, offerings and certain of its regions) and its competitive environment, as well as recent market disruption trends and technological developments. In 2021, these sessions notably focused on artificial intelligence and the Group’s portfolio of sustainable development offerings.

Furthermore, the directors representing employees regularly receive special external training, enabling them to obtain and perfect the knowledge and techniques necessary to the exercise of their duties, in accordance with legislative provisions.

2.2.2 Activities of the Board of Directors in 2021

Board of Directors’ meetings

Number of meetings and attendance rate

The Board meets at least six times a year. Meetings are convened by the Chairman in accordance with a schedule decided by the Board well in advance. This schedule may be amended during the year in response to unforeseen circumstances or at the request of more than one director.

In 2021, the Board met **9 times** during the year (including by video conferencing and conference call), five times during the first-half and four times during the second-half.

The Board meeting focusing primarily on the Group’s strategy was held on June 16 and 17, 2021 in the form of a seminar.

In addition, the Board held **two executive sessions** chaired by the Lead Independent Director and attended by all the directors except for the Chief Executive Officer and the Chairman of the Board of Directors for matters concerning the latter. These executive sessions focused mainly on governance issues and the compensation of Executive Corporate Officers.

The **average attendance rate** at Board meetings was **100%**, demonstrating the involvement and availability of the directors throughout the year for issues of particular importance to the Group. The following table presents individual attendance rates at meetings of the Board of Directors and the specialized board committees on which the directors sit.



Number of meetings of the Board of Directors and its Specialized committees in 2021 and attendance rates

	Board of Directors	Ethics & Governance Committee	Strategy & CSR Committee	Audit & Risk Committee	Compensation Committee
Total number of meetings	9	6	6	8	6
Average attendance rate	100%	100%	100%	100%	93%

Individual director attendance rates

Name	Board of Directors		Ethics & Governance Committee		Strategy & CSR Committee		Audit & Risk Committee		Compensation Committee	
	No. of meetings	%	No. of meetings	%	No. of meetings	%	No. of meetings	%	No. of meetings	%
Paul HERMELIN	9	100%	-		6	100%	-		-	
Aiman EZZAT	9	100%	-		6	100%	-		-	
Daniel BERNARD ⁽¹⁾	3/3	100%	3/3	100%	3/3	100%	-		-	
Anne BOUVEROT ⁽¹⁾	3/3	100%			3/3	100%	-		-	
Xiaoqun CLEVER	9	100%	-		-		8	100%	-	
Laurence DORS	9	100%	6	100%	-		8	100%	6	100%
Siân HERBERT-JONES	9	100%	-		-		8	100%	-	
Hervé JEANNIN	9	100%	-		6	100%	-		-	
Kevin MASTERS	9	100%	-		-		-		6	100%
Belen MOSCOSO del PRADO	9	100%	-		-		-		5	83%
Xavier MUSCA ⁽²⁾	9	100%	3/3	100%	-		8	100%	-	
Frédéric OUDÉA	9	100%	6	100%	-		-		-	
Patrick POUYANNÉ ⁽²⁾	9	100%	3/3	100%	6	100%	-		-	
Pierre PRINGUET ⁽¹⁾	3/3	100%	3/3	100%	-		-		3/3	100%
Tanja RUECKERT ⁽³⁾	6/6	100%	-		3/3	100%	-		-	
Kurt SIEVERS ⁽⁴⁾	6/6	100%	-		3/3	100%	-		3/3	100%
Lucia SINAPI-THOMAS	9	100%	-		-		-		5	83%

(1) The terms of office as director of Mr. Bernard, Ms. Bouverot and Mr. Pringuet expired at the Shareholders' Meeting of May 20, 2021 and were not renewed.

(2) Messrs. Musca and Pouyanné were appointed as members of the Ethics & Governance Committee effective May 20, 2021.

(3) Ms. Tanja Rueckert was appointed a director during the Shareholders' Meeting of May 20, 2021 and a member of the Strategy & CSR Committee at the same date.

(4) Mr. Kurt Sievers was appointed a director during the Shareholders' Meeting of May 20, 2021 and a member of the Strategy & CSR Committee and the Compensation Committee at the same date.

Organization and preparation

The Notice of meeting, sent to Directors two weeks before the meeting date, contains the agenda set after the Chairman of the Board of Directors has consulted with the Lead Independent Director and any directors who proposed specific points to be discussed by the Board.

In accordance with the Board of Directors' Charter, preparatory documentation is sent to directors in the week before the meeting.

In addition, important press releases (signature of major contracts, alliances, etc.) issued by the Company together with financial analysts' studies of Capgemini or the sector are regularly brought to the attention of directors.

Documents relating to the Board of Directors as well as the above-mentioned information are communicated by a secure platform accessible solely by Board members using an individual password. This platform is hosted on a server located in France. In 2015, this platform, which is used for Board of Directors' and Committee meetings, was reviewed and modernized in response to wishes expressed by directors, to make it more mobile, accessible from any location and even more secure.

Activities of the Board in 2021

The agenda of Board of Directors' meetings is defined not only to provide directors with an overview of the Group's position, but also with regard to Group governance principles, which, pursuant to prevailing texts and to the Board of Directors' Charter, presuppose that Board members will make decisions on specific topics.



Group strategy and organization, ESG	Governance	Finance
<ul style="list-style-type: none"> — Update of the Group's medium-term strategic direction — External growth opportunities and monitoring the integration of Altran — Review of the main changes in markets and the competitive environment — Customer First and Intelligent Industry strategy — Approval of ESG priorities and objectives — Monitoring of the roll-out of the Group's CSR strategy 	<ul style="list-style-type: none"> — Changes in the composition of the Board and its Committees — Preparation of the Shareholders' Meeting — Internal assessment of the Board — Monitoring of dialogue with shareholders and proxy advisors — Methods of operation of the Board — Review of the Executive Corporate Officer emergency succession process 	<ul style="list-style-type: none"> — Budget — Group Financial Policy — Medium-term financial ambitions — Share buyback program
Group Performance	Audit & Risk	Talent management, diversity and compensation
<ul style="list-style-type: none"> — Group performance and activities — Management of the impact of the Covid-19 pandemic — Monitoring the "New Normal" — Monitoring customer satisfaction 	<ul style="list-style-type: none"> — 2020 Company financial statements — 2020 consolidated financial statements and 2021 first-half interim consolidated financial statements — Risk monitoring (including mapping) — Internal control and Internal audit — Monitoring of the Group's various ethics and compliance actions 	<ul style="list-style-type: none"> — Monitoring of Group talent management — Diversity policy for management bodies — Compensation of Executive Corporate Officers — Performance share and free share grants — New employee share ownership plan

In addition, the Board of Directors held two executive sessions in 2021 chaired by the Lead Independent Director and attended by all the directors except for the Chief Executive Officer and the Chairman of the Board of Directors for matters concerning the latter.

Report on the Lead Independent Director's activities in 2021

Mr. Frédéric Oudéa was appointed Lead Independent Director and Chairman of the Ethics & Governance Committee at the end of the Shareholders' Meeting of May 20, 2021, replacing Mr. Pierre Pringuet who did not seek the renewal of his office as director. Mr. Pierre Pringuet held this function from May 2017 to May 2021.

The duties of the Lead Independent Director in 2021 were as follows:

Preparation of Board of Directors' meetings	Involvement in the preparation of Board of Directors' meetings, particularly as concerns the different governance issues presented to the Board and consultation by the Chairman of the Board of Directors on the agendas of all Board meetings.
Assessment of the Board of Directors and its specialized committees	Conduct, at the end of 2021 and the beginning of 2022, of the internal assessment of the Board and its specialized committees for 2021, based on a questionnaire and individual meetings with each of the members of the Board (see Section 2.2.3).
Prevention of conflicts of interest/ classification of Independent Directors	Stay informed of business relations between the Company and companies or structures with which directors are related and of any directorship proposals received by directors, in order to avoid any potential situations of conflict of interest. Annual review of director independence criteria.
Composition of the Board of Directors	Conduct, in the context of the Ethics & Governance Committee, of the search process for candidates upstream of the Shareholders' Meeting of May 20, 2021 which appointed two new directors. Launch of discussions on the composition of the Board and the governance structure in preparation of the Shareholders' Meeting of May 19, 2022.
Communication with shareholders	Meetings held jointly with the Chairman of the Board of Directors, with several institutional investors to present Capgemini's governance principles and compensation policies as part of the Company's dialogue with its shareholders; reporting on these discussions to the Ethics & Governance Committee, whose members include the Chairman of the Compensation Committee, and to the Board of Directors.
Chair of executive sessions (meetings held without the presence of the Chief Executive Officer and the Chairman of the Board of Directors for matters concerning the latter)	Chair of two executive sessions of the Board in 2021 which focused on (i) the assessment of the performance of Executive Corporate Officers in 2020 and the strategic priorities to be implemented in the context of setting the variable compensation objectives of the Executive Corporate Officer, and (ii) governance.



In addition, Mr. Pierre Pringuet, as Lead Independent Director, reported to shareholders of the Company on his activities and on the activities of the Board and its specialized committees in 2020 at the Shareholders' Meeting of May 20, 2021, in accordance with the Board of Directors' Charter.

Financial authorizations

A summary table of current delegations of authority granted by Shareholders' Meetings to the Board of Directors to perform share

capital increases and detailing utilizations of these delegations in 2021, is presented in Section 6.1.2 of this Universal Registration Document.

2.2.3 Assessment of the Board of Directors

2020 internal assessment: conclusions and actions implemented in 2021

An internal assessment of the composition and activities of the Board of Directors and its Specialized committees in 2020 was conducted under the responsibility of the Lead Independent Director and was presented in detail in the 2020 Universal Registration Document.

Following this assessment, the measures below were implemented in 2021 for the five priorities approved by the Board of Directors:

2021 Priorities	Actions implemented
Strategy <ul style="list-style-type: none"> Monitoring of the integration of Altran. Continued dialogue between the Chief Executive Officer and the Board to update the Group's strategic direction taking into account the determining Altran acquisition 	<ul style="list-style-type: none"> The Board of Directors was informed of and monitored the operational integration of Altran in the Group (synergies realized, launch of the new Capgemini Engineering brand, new Intelligent Industry offerings, employee retention and integration, etc.). The Group's medium-term strategic objectives were discussed during the June 2021 strategic seminar before approval of a medium-term strategic direction document at the December 1, 2021 meeting.
Composition of the Board of Directors <ul style="list-style-type: none"> Continuation of the 2018-2022 objectives (international diversification, diversification of profiles, staggered renewal of terms of office, maintenance of a measured number of directors enabling coherence and collective decision-making). 	<ul style="list-style-type: none"> As part of the Board's work on changes in its composition and in accordance with the objectives set for the period 2018-2022 (international diversification, diversification of profiles, staggered renewal of terms of office, maintenance of a measured number of directors enabling coherence and collective decision-making), the Board of Directors proposed the appointment of Ms. Tanja Rueckert and Mr. Kurt Sievers (both German citizens) and the renewal of the term of office of Mr. Patrick Pouyanné at the Shareholders' Meeting of May 20, 2021. Ms. Anne Bouverot and Messrs. Daniel Bernard and Pierre Pringuet did not seek the renewal of their terms of office. These appointments enabled the Board of Directors to further the international diversification of its composition, deepen its industry expertise and enrich the diversity of its profiles, while maintaining a measured number of directors and high level of independence within the Board.
Activities of the Board of Directors <ul style="list-style-type: none"> Organization of executive sessions on a range of governance issues. Changes to the structure of Board meetings to make them more interactive. 	<ul style="list-style-type: none"> Two executive sessions were held in 2021 focusing on governance issues, in addition to Executive Corporate Officer compensation matters. Adjustments were made to the activities of the Board in three main areas: (i) adjustment of the schedule, (ii) working language of the Board and (iii) systematic preparation of explanatory memos on the subjects to be discussed and use of slides kept to a minimum to allow better interaction during meetings.

2021 internal assessment: conclusions and priorities for 2022

The Lead Independent Director's internal assessment of performance in 2021 focused particularly on the composition of the Board of Directors, its activities and the individual contribution of directors.

A questionnaire was sent to all directors at the end of 2021. This questionnaire covered both the composition and activities of the Board of Directors and the activities of the specialized board committees on which they sit. In addition, it offered the opportunity to take stock of actions implemented in 2021 following the 2020 internal assessment.

The Lead Independent Director met individually with each member of the Board of Directors to discuss the comments raised in the questionnaire and the effective contribution of each director to the Board's activities.

During this assessment, the directors expressed their growing satisfaction with the activities and organization of the Board and its Committees. These procedures showed that the changes introduced following the previous internal assessment were considered an improvement and appreciated by directors. The changes in the composition of the Board in 2021, with the arrival of profiles furthering its international diversification and deepening the diversity of its profiles, were in particular highlighted as positive and to be maintained in coming years. The Board also appreciated the quality of dialogue with the Chief Executive Officer on the medium-term strategic direction and wished to continue this dialogue on the strategy in 2022. However, a number of observations were made on improving the coordination of work between the Strategy & CSR Committee and the Board of Directors.

Finally, the Board of Directors underlined the success of the management hand-over phase launched on May 20, 2020, with the implementation of a governance structure separating the roles of Chairman and Chief Executive Officer.



Following this assessment, the Board of Directors set the following priorities for 2022:

— Definition and monitoring of strategic objectives

Continued increased involvement of the Board in the definition and monitoring of strategic priorities and better coordination of work between the Strategy & CSR Committee and the Board in this area.

— Composition of the Board of Directors

Renewal for the period 2022-2026 of the following four objectives for the composition of the Board: (i) international diversification, (ii) diversification of profiles and expertise,

(iii) staggered renewal of terms of office and (iv) maintenance of a measured number of directors enabling coherence and collective decision-making. In particular:

- search for profiles primarily satisfying the international and expertise diversification objectives,
- scheduling of the renewal and replacement of directors, taking into account the staggered renewal of offices, gender balance and independence.

— Activities of the Board of Directors

Continuation of meetings with Group operating managers during Board meetings or training sessions.

2.2.4 Role and composition of the four specialized board committees

The Audit & Risk Committee



N.B. All figures are up to date at December 31, 2021.

Composition at December 31, 2021

Members	Attendance rate
Xavier MUSCA (Chairman) ⁽¹⁾	100%
Xiaoqun CLEVER ⁽¹⁾	100%
Laurence DORS ⁽¹⁾	100%
Siân HERBERT-JONES ⁽¹⁾	100%

(1) Independent.

Committee duties

The duties of the Audit Committee were changed on December 7, 2016 to strengthen the monitoring of risk management and include the impacts of the European statutory audit reform. The Committee name was also changed to the Audit & Risk Committee.

These changes in the Committee's duties followed concerns expressed by directors to improve risk monitoring by associating the Board of Directors and the Audit Committee.

In accordance with Article L. 823-19 of the French Commercial Code, the French Financial Markets Authority (AMF) recommendation of July 22, 2010 and best market practice, the duties of the Audit & Risk Committee fall into three categories.

Firstly, the Audit & Risk Committee monitors issues concerning the preparation and control of financial and accounting information. It monitors the financial information preparation process and, where applicable, suggests recommendations to guarantee its integrity. It examines the draft annual and half-year consolidated financial statements of the Group, the annual accounts of Capgemini SE and the management presentation of risk exposure and material off-balance sheet commitments of the Company, as well as the accounting options adopted.

Following the amendment of its Charter in March 2019, it ensures that there is a rigorous process for preparing the Group's non-financial information and reviews the draft statement on non-financial performance.

Secondly, the Audit & Risk Committee ensures the existence and efficiency of internal control systems, internal audit and the management of major risks to which the Group is exposed in the course of its business (such as financial, legal, operating, employee and environmental risks and the resulting measures implemented). Following the strengthening of these risk monitoring duties, the Committee must notably review the major risks to which the Group may be exposed at least once annually, in particular through a review of the risk mapping prepared and updated by the Group Management Risk Committee.

Finally, the Committee is responsible for monitoring the statutory audit of the annual and half-year consolidated financial statements of the Group and the annual accounts of the Company, ensuring the independence of the Statutory auditors and generally monitoring the conduct of their engagements.

Where it considers it useful or necessary, the Audit & Risk Committee may be assisted by experts appointed for this purpose.

Composition and participation

At December 31, 2021, the Committee has four Directors, all of whom are independent: **Mr. Xavier Musca** (Chairman), **Ms. Xiaoqun Clever**, **Ms. Laurence Dors** and **Ms. Siân Herbert-Jones**.

Through their professional careers, Audit & Risk Committee members have amassed the necessary accounting and financial expertise to perform their duties. Mr. Xavier Musca acquired considerable expertise in the French and international financial and banking sectors throughout his career in the French civil service, ministerial offices and the private sector. Ms. Xiaoqun Clever has held Executive Management positions in international groups and therefore brings financial expertise and a business perspective particularly useful for risk monitoring activities. Ms. Siân Herbert-Jones was Chief Financial Officer of Sodexo from 2001 to 2016. Finally, Ms. Laurence Dors' career in Executive Management positions and the Economy and Finance Ministry allows her to contribute both financial expertise and a transversal view of organizations.

The Committee met eight times in 2021, with an average attendance rate of 100%.

Committee activities in 2021

The Committee reviewed the annual accounts of Capgemini SE and the consolidated financial statements of the Group for the year ended December 31, 2020, the condensed interim consolidated financial statements for the half-year ended June 30, 2021 and the 2021 budget.



With regard to the 2020 consolidated financial statements, the Committee paid particular attention to the recognition of the acquisition of the Altran Group and to the items contributing to the purchase price allocation. The Committee also reviewed the valuation of goodwill in the context of the health crisis, as well as changes in the income tax expense and deferred taxes assets, the provision for pensions and other post-employment benefits and the analysis of other operating income and expenses.

The Statutory auditors reported to the Committee on the quality of the accounting monitoring of projects and the good control of the accounts closing process. They noted the successful acceleration of the accounts closing process in Altran to achieve Capgemini standards.

As part of its risk management oversight activities, the Committee took due note of the annual risk mapping update based on interviews conducted with around thirty Group managers as well as employees treating specific risk issues. This work confirmed fourteen critical risks for which action plans have been drawn up, monitored by the risk owners and reviewed by the Group Management Risk Committee. The owners of some critical risks (cyber risks; data protection failure; major delivery service failure; failure to attract, develop and retain and/or loss of key talents/executives) presented a report to the Audit & Risk Committee on the management of these risks. The Group Chief Risk Officer was also questioned on the consistency of the different risk mappings (Group Mapping, non-financial performance statement, Sapin 2).

The Audit & Risk Committee also interviewed:

- the Internal Audit Director, questioning him on working methods, planning, areas of intervention, resources, the conclusions of audits carried out during the year and the follow-up of recommendations;
- the Delivery Director (Production/Methods and Support), questioning him in particular on the impact on the operating accounts of major contracts that are separately monitored; and risk prevention in the event of a major IT system outage;
- the Director in charge of pre-sales risk management, questioning him on the activities of the Group Review Board during the period and the terms and conditions of major commercial proposals;
- the Manager in charge of implementing the European Taxonomy regulation, whose was questioned on the approach adopted and the preliminary results of the study conducted.

The Committee reviewed the draft non-financial performance statement and met with representatives of the independent third party responsible for issuing a report on this statement.

The Committee was also consulted on updating the Group's financial policy and the link between the different pillars according to the potential acquisition scenarios.

The Committee met with the Statutory auditors during a meeting focusing on the audit approach, key audit matters, the audit scope, its planning, materiality thresholds and the internal control review.

Finally, the Committee took note of the non-audit services approved during the fiscal year and performed by the external auditors.

The Compensation Committee



N.B. All figures are up to date at December 31, 2021.

(1) The Directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code.

Composition at December 31, 2021

Members	Attendance rate
Laurence DORS (Chairman) ⁽¹⁾	100%
Kevin MASTERS	100%
Belen MOSCOSO del PRADO ⁽¹⁾	83%
Kurt SIEVERS ⁽¹⁾⁽²⁾	100%
Lucia SINAPI-THOMAS	83%

(1) Independent.

(2) Mr. Kurt Sievers joined the Compensation Committee following his appointment by the Shareholders' Meeting of May 20, 2021.

Committee duties

On October 8, 2014, the Selection & Compensation Committee changed its name to the "Compensation Committee" and now concentrates exclusively on setting the compensation of Executive Corporate Officers and defining compensation policies for Group executives. The Committee has several duties set out in its Charter.

Firstly, it must present proposals to the Board of Directors on the fixed and variable compensation of Executive Corporate Officers and, with regards to the variable portion, and where appropriate, propose a detailed list of individual objectives (quantitative and qualitative), enabling an assessment of performance and the calculation of the variable compensation component(s). The Committee reviews the information presented to shareholders for the vote on Executive Corporate Officer compensation (so-called "Say on Pay") and is consulted on financial terms and conditions in the event of the appointment or departure of an Executive Corporate Officer. It also reviews the information presented to shareholders for the vote on director compensation and proposes allocations rules and a total compensation amount to the Board of Directors.

The Compensation Committee must be informed of the compensation policies adopted by Capgemini group companies in the management of senior executive careers and the application of these policies with respect to the Group's medium and long-term strategy presented to the Board of Directors. The Committee must also be informed annually by Group Management of the (fixed and variable) compensation of Executive Committee members.

Following the amendment of its Charter in March 2019, the Committee ensures that Group Management implements a diversity policy and objectives for management bodies. To this end, the work of the Strategy & CSR Committee is invaluable.

Finally, the Committee reviews the various schemes enabling senior executives to better share in the Group's profits (long-term incentive instruments and particularly performance share grants, Group savings schemes, etc.) and proposes to the Board of Directors the incentive instruments it considers appropriate and capable of being implemented in all (or certain) Capgemini group companies.

Composition and participation

At December 31, 2021, this Committee has five Directors, all of whom are independent with the exception of the directors representing employees and employee shareholders (who are not taken into account in calculating the independence rate, in accordance with the AFEP-MEDEF Code):

Ms. Laurence Dors (Chairman), **Mr. Kevin Masters** (director representing employees), **Ms. Belen Moscoso del Prado**, **Mr. Kurt Sievers** and **Ms. Lucia Sinapi-Thomas** (director representing employee shareholders).

Mr. Pierre Pringuet was a member of the Committee until May 20, 2021. He attended all Committee meetings during the period January 1 to May 20, 2021.

This Committee met six times in 2021, with an average attendance rate of 93%.

Committee activities in 2021

In accordance with the Committee's remit, it ensured throughout 2021 the consistency of the Group's senior executive compensation policy. Its Chairman regularly reported on the Committee's work and presented recommendations to the Board of Directors concerning the following areas:

- the consistency of the general compensation policy of the Group and its subsidiaries;
- the compensation of Executive Corporate Officers and members of the Executive Committee. These recommendations focused at the beginning of the year on:
 - an appraisal of the individual performance of each of the Executive Corporate Officers compared with their objectives set at the beginning of the previous year,
 - the calculation of the variable compensation paid after the Shareholders' Meeting vote for Executive Corporate Officers,
 - determination of the fixed compensation and theoretical variable portion for the following year,
 - selecting and setting objectives to be used for the current year as a basis for defining the calculation of the actual variable portions due.

The Committee reviewed the principle and means of granting shares subject to performance and/or presence conditions and ensured the consistency of performance conditions tied to financial indicators, as well as non-financial indicators in line with the Company's Corporate Social Responsibility policy. It also studied the principle and means of granting shares subject to performance and/or presence conditions to certain managers. It drafted and communicated a list of beneficiaries and the proposed individual share grants to the Board of Directors for agreement on October 6, 2021, as well as the specific grant to employees of Empired, acquired at the end of the year (November 2021).

The Committee also monitored the Group employee share ownership plans and was regularly advised of the potential impact of regulatory changes on Executive Corporate Officer compensation packages.

Finally, the Committee monitored the diversity policy and objectives of the Group's management bodies.

The Ethics & Governance Committee



N.B. All figures are up to date at December 31, 2021.

Composition at December 31, 2021

Members	Attendance rate
Frédéric OUDÉA (Chairman) ⁽¹⁾⁽²⁾	100%
Laurence DORS ⁽¹⁾	100%
Xavier MUSCA ⁽¹⁾⁽³⁾	100%
Patrick POUYANNÉ ⁽¹⁾⁽³⁾	100%

- (1) Independent.
 (2) Mr. Frédéric Oudéa was appointed Chairman of the Ethics & Governance Committee in May 2021.
 (3) Messrs. Xavier Muscat et Patrick Pouyanné were appointed members of the Ethics & Governance Committee in May 2021.

Committee duties

Since October 8, 2014, the roles of the Ethics & Governance Committee now include not only Executive Corporate Officer selection and succession plans and the proposal of new directors to ensure the balanced composition of the Board but also Group senior executive selection and succession plans.

The main remit of this Committee (created in July 2006 by decision of the Board) is to verify that the Group's seven core values (Honesty, Boldness, Trust, Freedom, Team Spirit, Modesty and Fun) are correctly applied and adhered to, defended and promoted by the Group's corporate officers, senior management and employees in all of its businesses and in all subsidiaries under its control, in all internal and external communications – including advertising – and in all other acts undertaken in the Group's name.

It is also tasked more generally with overseeing the application of best Corporate Governance practice within Capgemini SE and its subsidiaries. The Ethics & Governance Committee is responsible for all matters relating to the selection, appraisal and annual independence review of the Company's Directors. It draws the attention of the Chairman and the Board of Directors to any potential situations of conflict of interest it has identified between a director and the Company or its Group or between directors. It ensures the implementation of a corruption and influence peddling prevention and detection system and oversees Group compliance with rules and conventions on human rights and fundamental freedoms in the exercise of its activities. It must be ready to implement the measures necessary should the need to replace the Chief Executive Officer suddenly arise. It must handle and propose to the Board any changes it considers appropriate or relevant to the Board's activities and composition, in particular as part of its diversity policy (co-opting a new director or replacing a resigning director, increasing the proportion of female directors, diversity of profiles and expertise of directors, etc.), or to the governance structure currently in place within the Group. The Committee is briefed on succession plans for key operating and functional managers of the Group. It is also informed of the policy for the identification, development and retention of high potential executives. The Chairman of the Board of Directors and the Chief Executive Officer are involved in the Committee's work and attend meetings, except where deliberations directly concern them. The Committee must be consulted by Group Management prior to any appointment to the Executive Committee.



Composition and participation

At December 31, 2021, the Committee has four Directors, all of whom are independent: **Mr. Frédéric Oudéa** (Chairman), **Ms. Laurence Dors**, **Mr. Xavier Musca** and **Mr. Patrick Pouyanné**.

Mr. Pierre Pringuet was Chairman of the Committee and Mr. Daniel Bernard was a member until May 20, 2021. They attended all Committee meetings during the period January 1 to May 20, 2021.

It is recalled that the Charter of the Board of Directors provides that the duties of Lead Independent Director be conferred by the Board on the Chairman of the Ethics & Governance Committee.

This Committee met six times in 2021, with an average attendance rate of 100%.

Committee activities in 2021

The activities of the Ethics & Governance Committee focused on the following issues in 2021:

Governance

The Ethics & Governance Committee:

- in preparing the Shareholders' Meeting of May 20, 2021 recommended the candidacy of Ms. Tanja Rueckert and Mr. Kurt Sievers to the Board of Directors and the renewal of the term of office of Mr. Patrick Pouyanné;
- proposed the appointment by the Board of Directors, at the end of the Shareholders' Meeting of May 20, 2021, of Mr. Frédéric Oudéa as Chairman of the Ethics & Governance Committee, Lead Independent Director (replacing Mr. Pierre Pringuet) and Vice-Chairman (replacing Mr. Daniel Bernard), Messrs. Xavier Musca and Patrick Pouyanné as members of the Ethics & Governance Committee, Ms. Tanja Rueckert and Mr. Kurt Sievers as members of the Strategy & CSR Committee, and Mr. Kurt Sievers as a member of the Compensation Committee;
- was informed of the implementation of the internal charter on regulated agreements and the classification of ordinary agreements performed at arm's length and conducted a preliminary review of the agreement classification procedure as part of the annual review of classification criteria by the Board of Directors;
- reviewed the procedures implemented by Group Management to manage succession plans for Executive Management (Group Executive Board and the Executive Committee) to ensure talent able to assume the highest operational and functional responsibilities in the Group has been identified, while remaining open to the addition of new talent. In addition, following the governance changes in 2020, the Committee drafted an emergency succession plan for Executive Corporate Officers in March 2021;
- monitored the dialogue between the Company and its shareholders and proxy advisors in preparation of the 2021 Shareholders' Meeting and prepared the governance issues presented to the Board and then to the Shareholders' Meeting of May 20, 2021;
- was briefed on the meetings held by the Lead Independent Director and Chairman of the Board with several institutional investors to present Capgemini's governance principles;
- debated several times the changes in and composition of the specialized board committees;
- under the auspices of its Chairman, the Lead Independent Director, was briefed on and discussed the annual assessment of the composition and activities of the Board and its Specialized committees performed at the beginning of 2022 in respect of 2021;

- deliberated the Board of Directors' diversity policy and its implementation during 2021;
- deliberated the independence of Directors and the absence of conflicts of interest in preparation of the 2020 Universal Registration Document;
- was informed of the conclusions and observations of the High Committee for Corporate Governance (*Haut Comité du Gouvernement d'Entreprise*) presented in its 2021 activity report;
- proposed the amendment of the Company's bylaws and the Board of Directors' Charter regarding the participation of Directors at Board meetings using video conferencing or telecommunications facilities;
- reviewed the governance Section of the Board of Directors' report, prepared in accordance with the last paragraph of Article L. 225-37, Article L. 225-37-4 and Article L. 22-10-10 of the French Commercial Code;
- launched discussions on the composition of the Board and on the most appropriate governance method in preparation of the Shareholders' Meeting of May 19, 2022, which is the end of the management hand-over phase.

Ethics & Compliance

The Ethics & Governance Committee interviewed the Ethics and Audit Director and the Ethics Director, who submitted a report to the Committee presenting:

- in the first Section, Ethics activities: guidelines and related training, awareness-raising and communication initiatives, alerts reported during 2021 to the *SpeakUP* ethics helpline, and the results of the monthly survey on ethical culture within the Company, completed by over 200,000 employees in 45 countries in 2021. The report highlighted the significant training efforts of the Group, with the enrollment of all Group employees in 2021 in a new e-learning program. The report also presented progress with the roll-out of Declare, the new tool for managing conflicts of interest within the Group, as well as the first spontaneous reports in the tool. In addition, it noted that Capgemini has been recognized as "One of the World's Most Ethical Companies®" for the ninth year in a row by the American Institute, Ethisphere, confirming the high quality of the Group's ethical responsibility towards all its stakeholders;
- in the second Section of the report, the Internal Audit conclusions on the good understanding and application of the ethical framework defined by the Group;
- in addition, the new Group Human Rights Policy was presented to the Ethics & Governance Committee.

In addition, the Ethics & Governance Committee was informed by the Compliance Officer of measures taken in 2021 under the anti-corruption program implemented by the Group in application of the so-called Sapin 2 law on transparency, the fight against corruption and the modernization of the economy. He focused in particular on actions taken to prepare the integration of Altran operations in the Group's systems with regard to the duty of care and the fight against corruption. In particular, the Committee was presented with the consolidated mapping of corruption risks for the scope including Altran, the related action plans and the 2022 implementation priorities for the anti-corruption program. The mapping of the Group's non-financial risks, identified by consulting internal and external stakeholders during the first half of 2021, was also presented to the Committee, together with the resulting priority risk monitoring system relating to the duty of care.



The Strategy & CSR Committee



N.B. All figures are up to date at December 31, 2021.

(1) The Directors representing employees and employee shareholders are not taken into account in calculating the independence rate, in accordance with the provisions of the AFEP-MEDEF Code.

Composition at December 31, 2021

Members	Attendance rate
Paul HERMELIN (Chairman)	100%
Aiman EZZAT	100%
Hervé JEANNIN	100%
Patrick POUYANNÉ ⁽¹⁾	100%
Tanja RUECKERT ⁽¹⁾⁽²⁾	100%
Kurt SIEVERS ⁽¹⁾⁽²⁾	100%

(1) Independent.

(2) Ms Tanja Rueckert and Mr Kurt Sievers were appointed as members of the Strategy & CSR Committee following their appointment by the General Meeting dated May 20, 2021.

Committee duties

At the end of 2018, the Board of Directors entrusted the Strategy & Investment Committee, subsequently renamed the Strategy & CSR Committee, with a specific duty relating to the monitoring of the Group's Corporate Social Responsibility (CSR) strategy, ensuring consistency in the consideration of social and environmental aspects in the Group's main strategic orientations.

The role of this Committee is to:

- study in-depth the strategic options open to the Group to ensure its continued growth, improve its profitability and maintain its independence to enrich Board discussions;
- study the Group's mid- and long-term strategic focus, considering the social and environmental issues associated with its activities and major technological and competitive trends and developments;
- determine the amount of investment required to implement each of these possible strategies;
- monitor material investments, alliances and divestments;
- examine the Group's Corporate Social Responsibility (CSR) strategy, monitor annually the results of this strategy and issue any opinions or recommendations.

More generally, the Committee identifies and deliberates on any direction or initiative considered relevant to the Group's future, provided it does not compromise the smooth running of operations and guarantees operating and financial stability.

Composition and participation

At December 31, 2021, the Committee has six Directors, three of whom are independent:

Mr. Paul Hermelin (Chairman), **Mr. Aiman Ezzat** (Chief Executive Officer), **Mr. Hervé Jeannin** (director representing employees), **Mr. Patrick Pouyanné** (Independent Director), **Ms. Tanja Rueckert** (Independent Director) and **Mr. Kurt Sievers** (Independent Director).

Mr. Daniel Bernard was Chairman of the Committee and **Ms. Anne Bouverot** was a member until May 20, 2021. They attended all Committee meetings during the period January 1 to May 20, 2021.

The Committee met six times in 2021, with an average attendance rate of 100%.

Committee activities in 2021

The Committee monitored the Group's various acquisitions, notably in Australia, and particularly RXP and Empired, the United States and Japan.

The Committee validated the carbon reduction strategy to achieve carbon neutrality, with 2025 and 2030 targets, and the various CSR objectives (reducing carbon emissions and supporting digital inclusion) for members of the Executive Committee and the Chief Executive Officer.

The Committee also considered the preparation of the Board of Directors' strategy seminar in June 2021, which largely focused on the deployment of the strategy, the *Corporate Strategic Framework*, the ESG Strategy and Intelligent Industry developments.

The Committee reviewed other major strategic issues such as the sovereign cloud, with a view to the Group's investment alongside Orange in Bleu. This company will provide a "Cloud de Confiance" service to so-called operators of vital importance.

The Committee examined the strategy memorandum prepared by the Chief Executive Officer for the period to 2025, setting out the Group's ambitions and prospects in its three playing fields (Customer First, Intelligent Industry, Enterprise Management) and different geographies, in a period of particularly sustained growth. It discussed the competitive landscape and the talent war with the Chief Executive Officer, as well as the scarcity of certain skills which will be a key issue in the coming years.

True to its interest in Corporate, Social and Environmental (CSR) topics, the Committee also reviewed the Group's CSR strategy, based on three pillars, diversity and inclusion, digital inclusion and environmental sustainability.