

Grant of performance shares to the CEO

The Board of Directors of Capgemini SE, upon recommendation of the Compensation Committee, has decided during its meeting on November 6, 2023, to grant a total of **1,872,500** performance shares of Capgemini SE to more than 5,000 employees and corporate officers of the Company and its French and foreign subsidiaries.

Out of this total, 19,500 performance shares have been granted to Mr. Aiman Ezzat, Chief Executive Officer. This grant represents 1.04% of the total grant, well within the 10% ceiling authorized for Executive Corporate Officers by the May 16, 2023, General Shareholders Meeting.

The final vesting of the shares, after a three-years acquisition period, is subject to the completion of the following performance conditions:

- A market performance condition based on the comparative performance over a three years' period of the Capgemini SE share against the average performance of a basket of nine comparable companies in the same business sector and two indices (CAC 40 and Euro Stoxx Technology 600);
- A financial performance condition measured by the amount of audited and published organic free cash flow for the period from 2023 to 2025; and
- A performance condition tied to the Group's 2025 diversity and sustainability development objectives, based on the one hand on the evolution of the percentage of women within the Group's Executive Leadership population from 2023 to 2025, and on the other hand on the reduction in greenhouse gas emissions over the period 2019-2025.

A detailed description of these performance conditions (achievement levels and performance targets) and associated weights are summarized in the table below:

Performance conditions	Weighting	Percentage of the grant determined by each performance condition *
Market condition: Performance of the Capgemini share over a three-year period	40%	<ul style="list-style-type: none"> — 0% if Capgemini's share performance <100% of the average performance of the basket — 50% if equal to 100% — 100% if superior or equal to 110% — 110% if at least equal to 120% of the average performance of the basket
Financial condition: organic free cash flow for the three-year cumulative period from January 1, 2023 to December 31, 2025	40%	<ul style="list-style-type: none"> — 0% if organic free cash flow generated over the reference period < €5,400 million — 50% if equal to €5,400 million — 100% if equal to €5,800 million — 110% if at least equal to €6,200 million
CSR condition comprising two objectives: Diversity: increase in the percentage of women within the Executive Leader positions over a three-year period (2023-2025)	10%	<ul style="list-style-type: none"> — 0% if the percentage of women within the Executive Leader positions by the end of 2025 is <28.5% — 50% if equal to 28.5% — 100% if equal to 30% — 110% if at least equal to 31.5%
Reduction in the carbon footprint in 2025 compared with 2019	10%	<ul style="list-style-type: none"> — 0% if the reduction in greenhouse gas emissions in 2025 compared with reference period is <85% — 50% if equal to 85% — 100% if equal to 100%

*For each performance condition, the calculation of the final number of shares is done on a linear basis between limits and the overall grant cannot exceed 100% of the initial allocation

The performance conditions are unchanged on those detailed in the Universal Registration Document presenting the 14th resolution approved by Shareholders at the May 16, 2023, Shareholders' Meeting and apply to the Group consolidation scope.

Mr. Aiman Ezzat will be required to retain a percentage of the shares definitely vested until the term of his office, in accordance with the compensation policy approved by the Shareholders' Meeting of May 16, 2023, in its ninth resolution, shares definitely vested being at least subject to a lock-in period of one year following the vesting period.

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