

The Capgemini SE Board of Directors set the compensation of its Executive Corporate Officers in respect of 2020, that is Mr. Paul Hermelin, Chairman and Chief Executive Officer and then Chairman of the Board of Directors from May 20, 2020 and Mr. Aiman Ezzat, Chief Operating Officer and then Chief Executive Officer from the same date, and their compensation components for 2021.

The objectives set for 2020, by the Board of Directors in its March 11, 2020 meeting were based on the Capgemini scope before Altran acquisition and their evaluation has been performed strictly against the scope initially defined.

Performance criteria used for the evaluation are the ones set initially during this March meeting and have remained unchanged.

It is recalled that in the context of the health crisis, the Executive Corporate Officers, in solidarity with employees and the Company's ecosystem and with the consent of the Board of Directors' meeting of April 27, 2020, decided to waive 25% of their annual fixed and variable compensation for 2020.

I. Executive Corporate Officers compensation for 2020

A. Compensation of the Chairman and Chief Executive Officer for 2020

A compensation policy in strict application of the AFEP-MEDEF Code and Say on Pay principles

The Capgemini SE Board of Directors, during its meeting of March 18, 2021 and at the recommendation of the Compensation Committee, decided the compensation of the Chairman and Chief Executive Officer, Mr. Paul Hermelin, in respect of 2020, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules. This compensation will be presented to shareholders for vote at the upcoming Combined Shareholders' Meeting of May 20, 2021.

The compensation structure comprises fixed and variable components, the grant of equity instruments and a supplementary pension plan (closed in October 2015 with rights frozen at this date). The Chairman and Chief Executive Officer is not entitled to termination benefits, is not covered by a non-compete clause and receives no benefits in kind. In addition, Mr. Paul Hermelin has waived receipt of any compensation for his duties as a director since fiscal year 2009. This compensation structure complies with the Chairman and Chief Executive Officer compensation policy approved by the Combined Shareholders' Meeting of May 20, 2020 in the 9th resolution.

The Board of Directors set this compensation with regard to practices in the technology consulting and services sector, both nationally and internationally. Account was also taken of the practices of French companies with comparable headcounts, revenues, profitability, international presence and shareholder base. As compensation structure and publication provisions vary significantly between countries and according to the type of competitor (listed companies, controlled companies or partnerships), CAC 40 companies are considered the most relevant reference base.

Compensation components for 2020

Based on these different items, the Board of Directors set the total compensation due to Mr. Paul Hermelin for his duties as Chairman and Chief Executive Officer for the period from January 1 to May 20, 2020 at €1,096,800, i.e. 99.3% of the pro rata total theoretical compensation. The theoretical annual compensation comprises a fixed component of €1,452,000 and a theoretical variable component of €1,200,000. These amounts were prorated 5/12th to take account of the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer on May 20, 2020 as part of the Group management succession.

Mr. Paul Hermelin's fixed compensation is unchanged since 2013. It is paid in twelve equal monthly installments and represents 55% of the total theoretical compensation if objectives are attained.

The variable component therefore represents 45% of total theoretical compensation. The variable component includes an initial V1 component linked to the Group's consolidated results and a second V2 component tied to the attainment of individual objectives set by the Board of Directors. The V2 component is determined based on either quantifiable or tangible results.

V1 - Economic and financial objectives

The economic and financial objectives underlying the V1 component for 2020 compare actual audited results with the corresponding objectives adopted by the Board at the beginning of the year:

Indicator	Weighting	Attainment rate
Revenues	30%	93.2%
Operating margin	30%	90.9%
Pre-tax net profit	20%	101.4%
Organic free cash flow	20%	105.8%
Weighted total		96.68%

The weighted performance for the calculation of the V1 component is therefore 96.68%. After application of the flex, that amplifies any difference in economic performance upwards or downwards, the multiple applicable to the theoretical V1 component is 86.72%.

V2 - Individual objectives

The individual objectives reflected different priorities and were allocated between:

- quantifiable objectives for 50%, concerning:
 - application of the CSR strategy for 25%
 - completion of the Altran acquisition for 25%
- qualitative objectives for 50%, concerning:
 - quality of hand-over to the new Chief Executive Officer

An in-depth review was performed of each category (50% of V2 objectives were quantified objectives and 50% were qualitative objectives), followed by an overall assessment encompassing all objectives.

With regard to the **completion of the Altran acquisition**, the Board of Directors noted the completion of the transaction at the end of the first quarter of 2020, with the acquisition of 100% of Altran.

With regard to the **CSR strategy**, the Board of Directors' assessment considered the two objectives set at the beginning of the year: (i) increased diversity in positions with the greatest responsibility and (ii) reduction in the carbon footprint. The diversity objective was slightly exceeded, while the greenhouse gas emissions reduction target per employee was significantly surpassed.

In assessing the **quality of hand-over to the new Chief Executive Officer**, the Board of Directors considered the work of the Lead Independent Director and his report to the Board noting the efficiency of this hand-over.

The weighted performance of the V2 component is therefore 110%, attributable 60% to the quantitative portion and 50% to the qualitative portion.

In total, the Board of Directors approved the Compensation Committee's proposal for the two variable components of Mr. Paul Hermelin's compensation and set an attainment rate of 98.36%, consisting of 86.72% for the V1 component and 110% for the V2 component.

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For 2020, Mr. Paul Hermelin's compensation for his duties as Chairman and Chief Executive Officer, calculated in accordance with the objectives set by the Board of Directors in its March 11, 2020 meeting and with the compensation policy voted by the Shareholders' Meeting of May 20, 2020, therefore breaks down as follows:

Compensation component	Recap: 2019 Actual compensation	2020 Theoretical compensation, full-year basis	2020 Attainment rate	2020 Calculated compensation, full-year basis	Pro rata calculated compensation ⁽¹⁾
Fixed	€1,452,000	€1,452,000	N/A	€1,452,000	€605,000 ⁽¹⁾
Variable V1	€637,080	€600,000	86.72%	€520,320	€216,800
Variable V2	€674,700	€600,000	110%	€660,000	€275,000
Total Variable compensation	€1,311,780	€1,200,000	98.36%	€1,180,320	€491,800 ⁽¹⁾
Total	€2,763,780	€2,652,000	99.26%	€2,632,320	€1,096,800

Amount effectively paid after post Covid-19 pandemic waiver	€822,600
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⁽¹⁾ Amount before the waiver by Mr. Paul Hermelin of 25% of his annual fixed and variable compensation for 2020 in the context of the Covid-19 pandemic. The amount effectively paid after this waiver was €822,600.

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Furthermore, Mr. Paul Hermelin was not granted any performance shares in 2020, compared with the grant of 28,000 performance shares valued at €2,075,466 in 2019.

The 46% year-on-year decrease in total compensation on a full-year basis is due to two factors:

- a financial indicator weighted performance down on last year due to the health crisis;
- the absence of performance share grants in 2020.

The 2020 Universal Registration Document, including the corporate governance report and the report presenting the resolution on Executive Corporate Officer compensation to be submitted to shareholders for vote at the Combined Shareholders' Meeting of May 20, 2021, will include a detailed presentation of the calculation of Mr. Paul Hermelin's compensation for his duties as Chairman and Chief Executive Officer for the period from January 1 to May 20, 2020.

B. Compensation of the Chief Operating Officer for 2020

A compensation policy in strict application of the AFEP-MEDEF Code and Say on Pay principles

The Capgemini SE Board of Directors, during its meeting of March 18, 2021 and at the recommendation of the Compensation Committee, decided the compensation of the Chief Operating Officer, Mr. Aiman Ezzat, for 2020, in strict compliance with the recommendations of the AFEP-MEDEF Code as revised in January 2020 and Say on Pay rules. This compensation will be presented to shareholders for vote at the upcoming Combined Shareholders' Meeting of May 20, 2021.

The compensation structure comprises fixed and variable components, the grant of equity instruments, a long savings plan and, where applicable, the lease of a company car. This compensation structure complies with the Chief Operating Officer compensation policy approved by the Combined Shareholders' Meeting of May 20, 2020 in the 10th resolution.

The Board of Directors set this compensation policy with regard to practices in the technology consulting and services sector, both nationally and internationally. Account was also taken of the practices of French companies with comparable headcounts, revenues, profitability, international presence and shareholder base. As compensation structure and publication provisions vary significantly between countries and according to the type of competitor (listed companies, controlled companies or partnerships), CAC 40 companies are considered the most relevant reference base.

Chief Operating Officer compensation components for 2020

Based on these different items, the Board of Directors set the total compensation due to Mr. Aiman Ezzat for his duties as Chief Operating Officer for the period from January 1 to May 20, 2020 at €803,298, i.e. 99.7% of the pro rata total theoretical annual compensation. The theoretical annual compensation comprises a fixed component of €936,000 and a theoretical variable component of €624,000, as well as a long savings plan of €375,000. These three components are unchanged on the previous year. These amounts were prorated 5/12th to take account of Mr. Aiman Ezzat appointment as Chief Executive Officer, following the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer on May 20, 2020 as part of the Group management succession.

The fixed compensation is paid in twelve equal monthly installments and represents 60% of total theoretical fixed and variable compensation if objectives are attained.

The theoretical variable component therefore represents 40% of total theoretical fixed and variable compensation if objectives are attained. The variable component includes an initial V1 component linked to the Group's financial results and a second V2 component tied to the attainment of individual objectives set by the Board of Directors. The V2 component is determined based on either quantifiable or tangible results.

V1 - Economic and financial objectives

The economic and financial objectives underlying the V1 component for 2020 compare actual audited results with the corresponding objectives adopted by the Board at the beginning of the year:

Indicator	Weighting	Attainment rate
Revenues	30%	93.2%
Operating margin	30%	90.9%
Pre-tax net profit	20%	101.4%
Organic free cash flow	20%	105.8%
Weighted total		96.68%

The weighted performance for the calculation of the V1 component is therefore 96.68%. After application of the flex, that amplifies any difference in economic performance upwards or downwards, the multiple applicable to the theoretical V1 component is 86.72%.

V2 - Personal objectives

It is recalled that as part of the announced change in the Group's governance with the transition by Mr. Aiman Ezzat from Chief Operating Officer to Chief Executive Officer from the Shareholders' Meeting of May 2020, the Board set 2020 objectives on an annual basis with the same objectives and therefore the same assessments for the holder of both the aforementioned offices.

The individual objectives reflected different priorities and were allocated between:

- quantifiable objectives for 50%, concerning:
 - application of the CSR strategy for 25%
 - change in the portfolio for 25%
- qualitative objectives for 50%, concerning:
 - implementation of a new customer satisfaction measure for 12.5%
 - quality of the transition and commencement of Chief Executive Officer duties for 18.75%
 - Altran acquisition finalization and its impact on Group's strategy for 18.75%

An in-depth review was performed of each category (50% of V2 objectives were quantified objectives and 50% were qualitative objectives), followed by an overall assessment encompassing all objectives.

With regard to the **CSR strategy**, the Board of Directors' assessment considered the two objectives set at the beginning of the year: (i) increased diversity in positions with the greatest responsibility and (ii) reduction in the carbon footprint. The diversity objective was slightly exceeded, while the greenhouse gas emissions reduction target per employee was significantly surpassed.

With regard to the change in the portfolio, this objective was measured based on the **growth in strategic portfolio offerings**. This slightly exceeded the objective set by the Board at the beginning of the year, a remarkable performance in the context of the Covid-19 pandemic.

The presentation of the new customer satisfaction measure, accompanied by the implementation of an index, was presented to and approved by the Board.

With regard to the transition and assumption of the office of Chief Executive Officer, the Board considered the work of the Lead Independent Director and the Chairman and also highlighted the management of the impacts of the Covid-19 pandemic and the continuity of service to customers associated with the resilience of Group results, in noting the attainment of this objective.

Finally, with regard to the impact of the acquisition of Altran on the Group's strategy, the Board noted the launch of three offers in the "Intelligent Industry" domain, Altran integration enabling to further strengthen Group priorities, which were presented during the Group "Rencontres" gatherings.

The weighted performance of the V2 component is therefore 115%, attributable 65% to the quantitative portion and 50% to the qualitative portion.

Overall, for the two variable components and the long savings plan, the Board of Directors approved the Compensation Committee's proposal for Mr. Aiman Ezzat and set:

- a total attainment rate for the variable component of 100.9%, including 86.72% for the V1 portion and 115% for the V2 portion,
- an attainment rate for the long savings plan of 96.68%, payable in two installments, 50% in July 2021 and 50% in July 2022.

For 2020, Mr. Aiman Ezzat's compensation for his duties as Chief Operating Officer, calculated in accordance with the objectives set by the Board of Directors in its March 11, 2020 meeting and with the compensation policy voted by the Shareholders' Meeting of May 20, 2020, breaks down as follows:

Compensation component	Recap: 2019 Actual compensation	2020 Theoretical compensation, full-year basis	2020 Attainment rate	2020 Calculated compensation, full-year basis	Pro rata calculated compensation ⁽¹⁾
Fixed	€936,000	€936,000	N/A	€936,000	€390,000 ⁽¹⁾
Variable V1	€331,282	€312,000	86.72% i.e.	€270,566	€112,736
Variable V2	€319,644	€312,000	115% i.e.	€358,800	€149,500
Total Variable compensation	€650,926	€624,000	100.86% i.e.	€629,366	€262,236 ⁽¹⁾
Total	€1,586,926	€1,560,000	100.34% i.e.	€1,565,366	€652,236
Long savings plan	€380,776	€375,000	96.68% i.e.	€362,550	€151,062
Total	1,967 702	€1,935,000	99.63% i.e.	€1,927,916	€803,298

Amount effectively paid after post Covid-19 pandemic waiver	€640,239
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⁽¹⁾ Amount before the waiver by Mr. Aiman Ezzat of 25% of his annual fixed and variable compensation for 2020 (excluding the long-term savings plan) in the context of the Covid-19 pandemic. The amount effectively paid after this waiver was €640,239.

Furthermore, Mr. Aiman Ezzat was not granted any performance shares in 2020 in respect of his duties as Chief Operating Officer, compared with the grant of 19,000 performance shares valued at €1,408,352 in 2019.

The 43% year-on-year decrease in total compensation on a full-year basis is due to two factors:

- a financial indicator weighted performance down on last year due to the health crisis,
- the absence of performance share grants in 2020.

The 2020 Universal Registration Document, including the corporate governance report and the report presenting the resolution on Executive Corporate Officer compensation to be submitted to shareholders for vote at the Combined Shareholders' Meeting of May 20, 2021, will include a detailed presentation of the calculation of Mr. Aiman Ezzat's compensation for his duties as Chief Operating Officer for the period from January 1 to May 20, 2020.

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C. Compensation of the Chairman of the Board of Directors for 2020

A compensation policy in strict application of the AFEP-MEDEF Code and Say on Pay principles

The Capgemini SE Board of Directors, during its meeting of March 18, 2021 and at the recommendation of the Compensation Committee, confirmed the compensation of the Chairman, Mr. Paul Hermelin, in respect of 2020, in strict compliance with the recommendations of the AFEP-MEDEF Code as revised in January 2020 and Say on Pay rules. This compensation will be presented to shareholders for vote at the upcoming Combined Shareholders' Meeting of May 20, 2021.

The compensation structure comprises fixed compensation and retention of benefits under a supplementary pension plan closed in October 2015 with rights frozen. This compensation structure complies with the Chairman of the Board of Directors compensation policy approved by the Combined Shareholders' Meeting of May 20, 2020 in the 11th resolution.

Chairman of the Board of Directors compensation components for 2020

The Board of Directors set Mr. Paul Hermelin's 2020 annual fixed compensation at €800,000 for his duties as Chairman of the Board of Directors. It is paid in 12 equal monthly installments. This amount was prorated 7/12th to take account of the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer on May 20, 2020 as part of the Group management succession, i.e. an amount of €466,666, amount before the waiver by Mr. Paul Hermelin of 25% of his theoretical annual fixed and variable compensation for 2020 in the context of the Covid-19 pandemic, the amount effectively paid after this waiver being €350,000.

D. Compensation of the Chief Executive Officer for 2020

A compensation policy in strict application of the AFEP-MEDEF Code and Say on Pay principles

The Capgemini SE Board of Directors, during its meeting of March 18, 2021 and at the recommendation of the Compensation Committee, decided the compensation of the Chief Executive Officer, Mr. Aiman Ezzat, for 2020, in strict compliance with the recommendations of the AFEP-MEDEF Code as revised in January 2020 and Say on Pay rules. This compensation will be presented to shareholders for vote at the upcoming Combined Shareholders' Meeting of May 20, 2021.

The compensation structure comprises fixed and variable components, the grant of equity instruments, a long savings plan and, where applicable, the provision of a company car. This compensation structure complies with the Chief Executive Officer compensation policy approved by the Combined Shareholders' Meeting of May 20, 2020 in the 12th resolution.

The Board of Directors set this compensation policy with regard to practices in the technology consulting and services sector, both nationally and internationally. Account was also taken of the practices of French companies with comparable headcounts, revenues, profitability, international presence and

shareholder base. As compensation structure and publication provisions vary significantly between countries and according to the type of competitor (listed companies, controlled companies or partnerships), CAC 40 companies are considered the most relevant reference base.

Chief Executive Officer compensation components for 2020

Based on these different items, the Board of Directors set the total compensation due to Mr. Aiman Ezzat for his duties as Chief Executive Officer for the period from May 20 to December 31, 2020 at €1,380,772, i.e. 98.6% of the pro rata total theoretical annual compensation. The theoretical annual compensation comprises a fixed component of €1,000,000 and a theoretical variable component of €1,000,000, as well as a long savings plan of €400,000. These amounts were prorated 7/12th to take account of the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer on May 20, 2020 as part of the Group management succession.

The fixed compensation is paid in twelve equal monthly installments and represents 50% of total theoretical annual fixed and variable compensation if objectives are attained.

The theoretical variable component therefore represents 50% of total theoretical fixed and variable compensation if objectives are attained. This variable component comprises a quantifiable portion tied to the Group's financial results for 60%, a second quantifiable portion tied to the attainment of personal objectives set by the Board of Directors for 20% and a final qualitative portion tied to the attainment of personal objectives set by the Board of Directors during its March 11, 2020 meeting, for 20%.

Variable component tied to economic and financial objectives

The economic and financial objectives for 2020 compare actual audited results with the corresponding objectives adopted by the Board at the beginning of the year:

Indicator	Weighting	Attainment rate
Revenues	30%	93.2%
Operating margin	30%	90.9%
Pre-tax net profit	20%	101.4%
Organic free cash flow	20%	105.8%
Weighted total		96.68%

The weighted performance of this variable component is therefore 96.68%. After application of the flex, that amplifies any difference in economic performance upwards or downwards, the multiple applicable to this theoretical variable component is 86.72%.

Variable component tied to quantifiable and qualitative personal objectives

It is recalled that as part of the announced change in the Group's governance with the transition by Mr. Aiman Ezzat from Chief Operating Officer to Chief Executive Officer from the Shareholders' Meeting of May 2020, the Board set 2020 objectives on an annual basis with the same objectives and therefore the same assessments for the holder of both the aforementioned offices as described above for the duties of Chief Operating Officer.

The weighted performance for the variable component tied to personal objectives is therefore 115%, attributable 65% to the quantitative portion and 50% to the qualitative portion.

Overall, for the two variable components and the long savings plan, the Board of Directors approved the Compensation Committee's proposal for Mr. Aiman Ezzat and set:

- a total attainment rate for the variable component of 98.0%, including 86.72% for financial objectives and 115% for personal objectives,
- an attainment rate for the long savings plan of 96.68%, the calculated amount being payable in two installments, 50% in July 2021 and 50% in July 2022.

For 2020, Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer, calculated in accordance with the objectives set by the Board of Directors in its March 11, 2020 meeting and with the compensation policy voted by the Shareholders' Meeting of May 20, 2020, therefore breaks down as follows:

Compensation component	2020 Theoretical compensation, full-year basis	2020 Attainment rate	2020 Calculated compensation, full-year basis	Pro rata calculated compensation ⁽¹⁾
Fixed	€1,000,000	N/A	€1,000,000	€583,333 ⁽¹⁾
<i>Variable, financial objectives</i>	€600,000	86.72% i.e.	€520,320	€303,520
<i>Variable, quantifiable personal objectives</i>	€200,000	130% i.e.	€260,000	€151,666
<i>Variable, qualitative personal objectives</i>	€200,000	100% i.e.	€200,000	€116,667
Total Variable compensation	€1,000,000	98.03% i.e.	€980,320	€571,853 ⁽¹⁾
Total	€2,000,000	99.02% i.e.	€1,980,320	€1,155,186
Long savings plan	€400,000	96.68% i.e.	€386,720	€225,586
Total	€2,400,000	98.63% i.e.	€2,367,040	€1,380,772

Amount effectively paid after post Covid-19 pandemic waiver	€1,091,976
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⁽¹⁾ Amount before the waiver by Mr. Aiman Ezzat of 25% of his annual fixed and variable compensation for 2020 (excluding the long-term savings plan) in the context of the Covid-19 pandemic. The amount effectively paid after this waiver was €1,091,976.

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In addition, the Board of Directors' meeting of October 7, 2020 granted 25,000 performance shares to Mr. Aiman Ezzat, representing 1.32% of total shares granted in 2020 and with an IFRS value of €1,980,116. This grant is subject to internal and external performance conditions in accordance with the 30th resolution adopted by the Combined Shareholders' Meeting of May 20, 2020.

The 2020 Universal Registration Document, including the corporate governance report and the report presenting the resolution on Executive Corporate Officer compensation to be submitted to shareholders for vote at the Combined Shareholders' Meeting of May 20, 2021, will include a detailed presentation of the calculation of Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer for the period from May 20 to January 31, 2020.

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II. Executive Corporate Officer compensation for 2021

It is recalled that in the context of the separated governance structure implemented following the Shareholders' Meeting of May 20, 2020, Mr. Paul Hermelin is Chairman of the Board of Directors and Mr. Aiman Ezzat is Chief Executive Officer and the sole Executive Corporate Officer.

The Board of Directors' meeting of March 18, 2021, on the proposal of the Compensation Committee, therefore adopted the compensation policies for 2021 for the Chief Executive Officer and the Chairman of the Board of Directors. These policies were approved in strict compliance with the recommendations of the AFEP-MEDEF Code as revised in January 2020 and Say on Pay rules.

Pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code (*Code de Commerce*), these compensation policies (comprising the structure and different components of corporate officer

compensation) will be presented to shareholders for vote at the Combined Shareholders' Meeting of May 20, 2021. An outline of these policies is presented below. The Board of Directors will present a detailed report on these policies to the Shareholders' Meeting, which will also be included in the Company's 2020 Universal Registration Document.

A. Compensation of the Chief Executive Officer

Fixed compensation of the Chief Executive Officer

In the context of the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer, the Board decided in 2020 to set Mr. Aiman Ezzat's gross annual fixed compensation as Chief Executive Officer at €1,000,000, representing 50% of the total theoretical annual compensation if objectives are attained. This compensation is payable in monthly installments *pro rata* to the term of his office. **This fixed compensation remains unchanged in 2021.**

Variable compensation of the Chief Executive Officer

The Board of Directors also set the 2021 theoretical variable compensation at €1,000,000 (**unchanged on 2020**), with the following calculation methods and key strategic indicators:

- financial indicators for 60% of the theoretical variable component;
- quantifiable personnel indicators for [20%] of the theoretical variable component; and
- qualitative personal objectives set for 2021 for [20%] of the theoretical variable component.

These objectives were formally documented to enable them to be assessed on a tangible basis at the end of 2021. Accordingly, 80% of the Chief Executive Officer's 2021 variable component will be based on a quantitative assessment, with the quantitative component varying on a straight-line basis between nil and 200%. The qualitative objectives remain capped cumulatively for 2021 at 100% of the theoretical target.

Long savings plan

On the proposal of the Compensation Committee, the Board of Directors decided that Mr. Aiman Ezzat will continue to benefit from the long savings mechanism. The plan consists in the payment of an annual allowance, at least half of which is allocated to a third-party body in the context of a supplementary optional pension insurance plan (Article 82), with the rest of the cash allowance being kept by the beneficiary, considering the immediate taxation upon entry of this mechanism. This allowance would be made under the same conditions as currently:

- the allowance is subject to the attainment of performance conditions;
- the amount of the allowance if objectives are attained is equal to 40% of the annual fixed compensation component; it will vary according to the weighted performance of the financial indicators underlying the variable component;
- the payment of the allowance for year Y, subject to the satisfaction of the performance conditions for year Y, is deferred as follows:
 - 50% of the amount calculated would be paid in year Y+1,
 - 50% of the amount calculated would be paid in year Y+2, provided the Chief Executive Officer is present in the Group at June 30 of year Y+2.

The calculation method and objectives related to this allowance will be set each year by the Board of Directors, on the proposal of the Compensation Committee. They were decided by the Board of Directors' meeting of March 18, 2021 on the proposal of the Compensation Committee.

Compensation for duties as a director

The Chief Executive Officer is eligible to receive compensation for his duties as a director. Mr. Ezzat has, nonetheless, made it known that he waives the receipt of any compensation for his duties as director.

Other items

In addition to the above components, Mr. Aiman Ezzat's compensation structure will also include the grant of equity instruments, solely subject to performance conditions and, optionally, a company car. Mr. Ezzat also waived his employment contract from his effective appointment as Chief Executive Officer.

Severance pay in the event of termination of duties as Executive Corporate Officer

The Board of Directors' meeting of March 18, 2021, on the proposal of the Compensation Committee, also renewed the authorization, subject to approval by the Shareholders' Meeting of the compensation policy for the Chief Executive Officer, of the principle of severance pay granted in the event of termination of his corporate office.

This severance pay would only be payable in the event of forced departure of the Company's Chief Executive Officer.

The aggregate amount of (i) severance pay effectively paid, and (ii) any indemnity covered by a definitive payment commitment in consideration for the non-compete undertaking, may not exceed a maximum amount equal to twice the applicable annual theoretical compensation (fixed plus variable) at the date of termination of duties.

The severance pay will depend on the percentage attainment of the weighted performance of the financial indicators applicable to the Chief Executive Officer's variable portion based on financial results observed annually during each of the two completed fiscal years preceding the termination of his duties as Chief Executive Officer, it being specified that the last year will count for 60%, and the previous year will count for 40%. As this variable component is subject to performance criteria, with a minimum performance threshold of 75% above which calculation of the variable component starts, in accordance with the method described above, the severance pay is subject to the attainment of the same performance conditions.

The Board will confirm the effective achievement of these performance criteria.

Non-compete undertaking

Subject to the approval by the Shareholders' Meeting of the compensation policy for the Chief Executive Officer, he will be subject to a non-compete undertaking for a period of twelve months as from the termination of his duties of Chief Executive Officer, and will receive an indemnity equal to half of the applicable gross theoretical compensation (fixed plus variable) if objectives are attained on the date of termination of the duties of Chief Executive Officer. The Board of Directors could decide to lift this non-compete obligation on departure of the Chief Executive Officer and therefore in such case, not to implement the non-compete indemnity. This indemnity is also not due if the Chief Executive Officer retires or is over 65 years of age on the termination of his duties.

Taking account of these objectives and the 2021 cap on qualitative personal objectives, the potential fixed and variable compensation of the Chief Executive Officer can be summarized as follows:

Chief Executive Officer

Theoretical compensation structure, base 100	Target	Min	Max
Gross fixed compensation	50	50	50
Annual variable compensation, financial indicators	30	0	60
Annual variable compensation, quantifiable indicators	10	0	20
Annual variable compensation, qualitative objectives	10	0	10
Multi-year variable compensation	0	0	0
Theoretical total if objectives are attained	100	50	140
% variable / fixed	100%	0%	180%

B. Compensation of the Chairman of the Board of Directors

Compensation of the Chairman

The Board of Directors' meeting of March 11, 2020 set the gross annual fixed compensation of the Chairman of the Board of Directors, Mr. Paul Hermelin, at €800,000. **This amount remains unchanged in 2021.**

The Board of Directors took account of his specific role as Chairman of the Board in the context of the managerial succession. In this context, Mr. Hermelin was appointed Chairman of the Strategy & CSR Committee and continues to represent the Company, in support of the Chief Executive Officer, in its high-level relations at national and international level, enabling Capgemini to continue to benefit from his experience and knowledge of the Group. When representing the Company with major clients and partners, he acts only with the full agreement of the Chief Executive Officer and at his request. The Chairman is also responsible for promoting the Group's values, culture and reputation. This managerial succession period will not exceed two years, terminating at the end of the 2022 Shareholders' Meeting.

This compensation is payable in monthly installments *pro rata* to the term of his office.

Mr. Paul Hermelin remains eligible, as Chairman of the Board of Directors, to the supplementary pension plan closed in October 2015 with rights frozen.

The Chairman of the Board of Directors' compensation after the separation of duties does not include variable or exceptional compensation, performance share grants, compensation for his duties as director, severance pay or non-compete indemnities.

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