

# 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), as revised in December 2022 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 13, 2024, 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 28.1 of the AFEP-MEDEF Corporate Governance Code for listed companies revised in December 2022, **the Company considers that its practices comply fully with the recommendations of the current AFEP-MEDEF Code.**

The AFEP-MEDEF Code and its application guidelines may be consulted at [www.afep.com](http://www.afep.com) or [www.medef.com](http://www.medef.com).

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## 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, revised in May 2022, 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.

## 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 Mr. Hermelin's managerial succession prepared since 2017, that the Board of Directors 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' meeting of May 19, 2022 decided to continue this separated governance structure following the renewal of Mr. Paul Hermelin's term of office as Director for a period of four years by the Shareholders' Meeting. The members of the Board of Directors also reappointed Mr. Hermelin as Chairman of the Board of Directors.

The Board of Directors considers the separation of the duties of Chairman and Chief Executive Officer to be the most appropriate governance model for the Company following the successful two-year management hand-over phase. It wishes the Company to continue to benefit from Mr. Paul Hermelin's expertise and experience and his in-depth knowledge of the Group. The extensive duties previously entrusted to the Chairman of the Board of Directors during the management hand-over phase came to an end in May 2022 at the end of the Shareholders' Meeting (see the Section below, Role and duties of the Chairman of the Board of Directors).

In addition, the Board of Directors also decided to retain the position of Lead Independent Director for as long as the duties of the 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, as is currently the case. Mr. Frédéric Oudéa was confirmed in his duties as Lead Independent Director by the Board of Directors' meeting of May 19, 2022 following the renewal of his term of office as a Director for a period of four years (see below for more information on his role and duties).

### 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 Group 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 2023, the Ethics & Governance Committee performed its annual review of the procedures implemented by Group Management to manage succession plans for Executive Management (Group Executive Board and the Group 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. The Committee also reviewed the process implemented by Group Management to identify and prepare potential internal candidates for the Chief Executive Officer succession when the day comes.

In addition, the Board of Directors implemented 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 at the recommendation of the Ethics & Governance Committee, which also reexamines the plan annually.

### Powers of the Chief Executive Officer

Since May 20, 2020, Mr. Aïman 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 €100 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. Following the renewal of his term of office as Director for a period of four years by the Shareholders' Meeting of May 19, 2022, the Board of Directors decided, at the end of the Shareholders' Meeting, to reappoint Mr. Paul Hermelin as non-executive Chairman of the Board of Directors for his term of office. Given the end of the management hand-over phase at this date, the Board of Directors decided to end the extended duties of the Chairman of the Board of Directors and return to a "standard" Chairman role.

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.

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

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. In this context, the Chairman of the Board of Directors may represent the Group, notably with bodies, institutions and public authorities. The Chairman of the Board of Directors shall devote his best efforts to promoting the Group's values, culture and reputation.

### 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 the 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.

In 2022, the Board of Directors reappointed Mr. Frédéric Oudéa as Lead Independent Director at the end of the Shareholders' Meeting of May 19, 2022 which approved the renewal of his term of office as Director for a period of four years.

### 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 or 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 or 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 Officer 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 2023 is presented in Section 2.2.2 (Activities of the Board of Directors in 2023).

**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.

<b>13+2</b> Board of Directors <sup>1</sup>	<b>83%</b> Independent Directors <sup>2</sup>	<b>w: 42% m: 58%</b> Gender Balance <sup>3</sup>	<b>58 years</b> Average age	<b>40%</b> Internationalization
<b>5 years</b> Average length of office	<b>1</b> Director representing employee shareholders	<b>2</b> Directors representing employees		

**NB:** Information at December 31, 2023 . **1.** 13 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, 2023, the Capgemini SE Board of Directors has 15 members, including 13 members elected by Shareholders' Meeting and two members appointed in accordance with the employee representation system. 83% of its members are independent, 40% have international profiles and 42% 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

The Board of Directors regularly assesses 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, the various challenges facing Capgemini, including sustainability issues, as well as the Group's medium-term strategic direction. It ensures that the Board retains a range of experience, expertise 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.

During its meeting on February 14, 2022 and at the recommendation of the Ethics & Governance Committee, the Board of Directors decided to renew the following objectives for its composition for the period 2022-2026:

- (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.

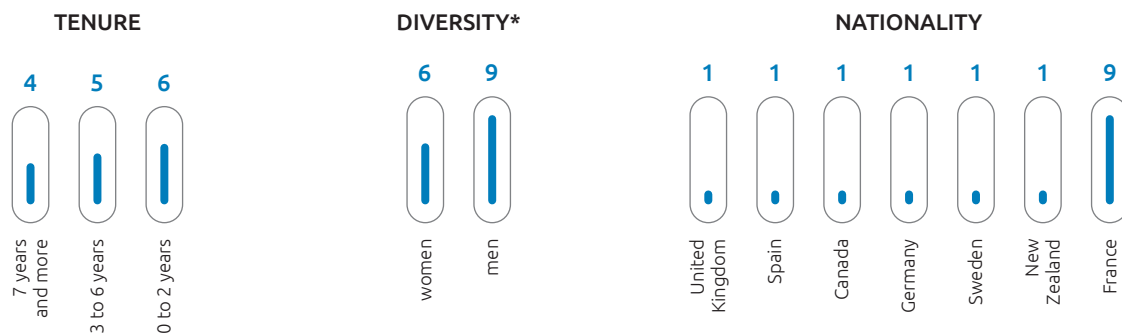
## Implementation in 2023 of the 2022-2026 objectives and results

The following table summarizes the implementation in 2023 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 2023
International diversification to reflect changes in the Group's geographical spread and businesses	<p>The appointment of Ms. Megan Clarcken, a New Zealand citizen and Ms. Ulrica Fearn, a Swedish citizen, as Director by the Shareholders' Meeting of May 16, 2023, enabled the further international diversification of the Board's composition.</p> <p>At December 31, 2023, 40% of Directors have an international profile.</p>
Diversity of profiles and expertise	<p>The appointment of Ms. Megan Clarcken and Ms. Ulrica Fearn enriched the diversity of profiles on the Board and enabled it to benefit from their solid experience.</p> <p>Ms. Megan Clarcken is Chief Executive Officer of a global technology company. She has acquired throughout her career solid expertise in technology, data and digital transformation as well as experience in the media and retail sectors. She brings to the Board her inclusion and diversity expertise, as well as her knowledge of the US and Asia Pacific markets.</p> <p>Ms. Ulrica Fearn has acquired throughout her career strong financial expertise from multiple senior positions in leading global companies in the energy, telecommunications and Consumer Goods &amp; Retail sectors, all of which are industries leveraging technology as part of their sustainable transformation journey. She is currently Chief Financial Officer of Carlsberg.</p>
Staggered renewal of terms of office	<p>Terms of office continued to be renewed on a staggered basis in 2023, with the appointment of two new Directors, the non-renewal of the term of office of Ms. Xiaoqun Clever and Ms. Tanja Rueckert's wish to stand down from the Board of Directors at the end of the 2023 Shareholders' Meeting.</p>
Maintenance of a measured number of Directors enabling coherence and collective decision-making	<p>In 2023, the number of Directors was maintained at 15. The Board considers that a number of 14/15 Directors enables coherent and collective decision-making.</p>

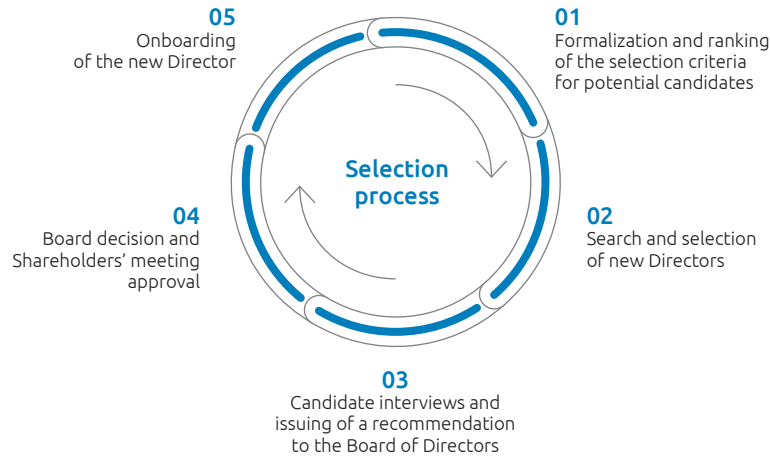
### RESULTS OF THE APPLICATION OF THE BOARD OF DIRECTORS' DIVERSITY POLICY IN 2023



\* Scope covers all members of the Board (whereas percentage of women on the Board – currently 42% – excludes Directors representing employees and employee shareholders as per French law).



## DIRECTOR SELECTION PROCESS



2

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, as well as the Group's strategic challenges and the experience and expertise present on the Board, including in the sustainability field. The Committee takes into account the diversity policy and the 2022-2026 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 2023 Shareholders' Meeting, the Ethics & Governance Committee focused on enriching the diversity of its profiles, particularly in terms of international diversification, extending its industry and geographic knowledge, deepening its expertise, particularly in technology, data and digital transformation and ensuring it retains sufficient financial 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.

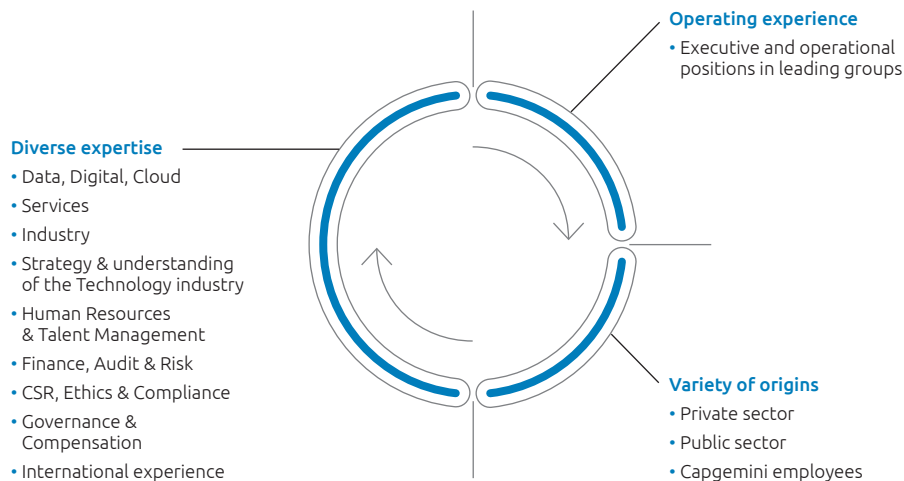
## Experience & expertise represented

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.

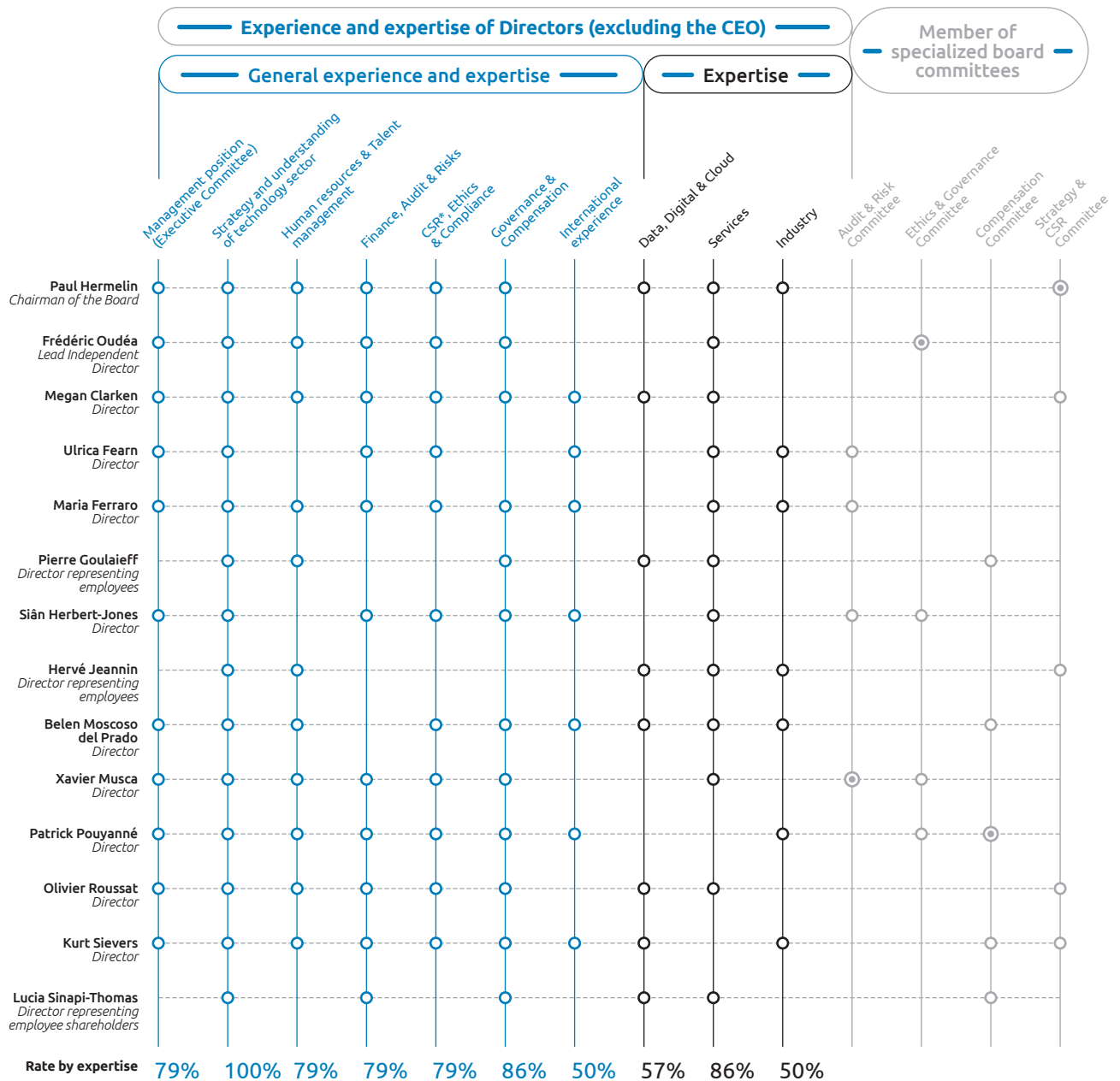
## A GOOD MATCH BETWEEN DIRECTORS AND THE GROUP'S STRATEGIC FOCUS

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 2022-2026**: **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 experience and expertise brought by each Director sitting on the Board of Directors at December 31, 2023 (excluding the Chief Executive Officer) may be summarized as follows.



\* Including expertise on climate change

○ Committee member ● Committee Chairman

The Board of Directors considers that Directors carrying out or having carried out the duties of Chief Executive Officer or Chief Operating Officer of an international group listed on the stock market bring to the Board all the general expertise listed above (Strategy; Human Resources and Talent Management; Finance, Audit and Risks, CSR, Ethics and Compliance; Governance and Compensation). This is the case for Ms. Clarken and Messrs. Hermelin, Oudéa, Musca, Pouyanné, Roussat and Sievers.

In addition, among the Directors demonstrating CSR expertise, the Board of Directors considers that Ms. Clarken, Ms. Ferraro and Ms. Moscoso del Prado as well as Messrs. Hermelin, Oudéa, Musca, Pouyanné, Roussat and Sievers bring specific expertise relating to climate change issues.

A detailed individual presentation of Directors at December 31, 2023, setting out their career path and the offices and duties they hold and linking to the expertise each of them bring to the Board, is presented in Section 2.1.4 of this Universal Registration Document.

The Board also considers that Mr. Aiman Ezzat, Director and Chief Executive Officer of Capgemini SE, brings all the above experience and expertise to the Board of Directors.

## Changes in the composition of the Board in 2023

### Shareholders' Meeting of May 16, 2023

The Board of Directors of Capgemini SE, meeting on March 16, 2023 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 16, 2023.

Ms. Xiaoqun Clever expressed her wish not to renew her term of office for personal reasons. Ms. Tanja Rueckert decided to stand down from the Board of Directors following a change in her responsibilities within Bosch, effective following the end of the Shareholders' Meeting of May 16, 2023.

In line with the Board of Directors' ambition to deepen its industry expertise and enrich the diversity of its profiles, particularly in terms of its international diversification, the Shareholders' Meeting of

May 16, 2023 appointed Ms. Megan Clarcken and Ms. Ulrica Fearn as Independent Directors for a term of four years.

## Changes in the composition of the Board of Directors and its specialized committees in 2023

	Departures	Appointments	Renewals
<b>Board of Directors</b>	<b>Xiaoqun Clever</b> Director (AGM 05/16/2023)  <b>Tanja Rueckert</b> Director (AGM 05/16/2023)	<b>Megan Clarcken</b> Director (AGM 05/16/2023)  <b>Ulrica Fearn</b> Director (AGM 05/16/2023)	N/A
<b>Audit &amp; Risk Committee</b>	<b>Xiaoqun Clever</b> (05/16/2023)	<b>Ulrica Fearn</b> (05/16/2023)	N/A
<b>Strategy &amp; CSR Committee</b>	<b>Tanja Rueckert</b> (05/16/2023)	<b>Megan Clarcken</b> (05/16/2023)	N/A

At December 31, 2023, the Board of Directors therefore comprised 15 Directors, with 83% of Independent Directors and 42% 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

At its meeting on February 13, 2024, the Board of Directors decided to propose the renewal of Mr. Aiman Ezzat's term of office as director for a period of four years, and expressed its intention to confirm Mr. Ezzat in his role as Chief Executive Officer after the Shareholders' Meeting.

The Board of Directors unanimously agreed with this proposal, based on the recommendation of the Ethics & Governance Committee, thereby reaffirming its support for Mr. Ezzat as he continues to implement the Group's strategy.

The Board of Directors will also propose the renewal of the terms of office of Ms. Siân Herbert-Jones and Ms. Belen Moscoso del Prado, for a period of four years. Ms. Herbert-Jones and Ms. Moscoso del Prado are considered to be independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 16, 2024, 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<sup>(1)</sup>, 40% will have international profiles and 42% will be women<sup>(1)</sup>.

### 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 10.5 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 12 members and not the full 15 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 13, 2024.

(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.

The following table summarizes the classification adopted for each director following this review, for the 12 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
Aiman Ezzat	x	✓	✓	✓	✓	✓	Not independent
Megan Clarken	✓	✓	✓	✓	✓	✓	Independent
Ulrica Fearn	✓	✓	✓	✓	✓	✓	Independent
Maria Ferraro	✓	✓	✓	✓	✓	✓	Independent
Siân Herbert-Jones	✓	✓	✓	✓	✓	✓	Independent
Belen Moscoso del Prado	✓	✓	✓	✓	✓	✓	Independent
Xavier Musca	✓	✓	✓	✓	✓	✓	Independent
Frédéric Oudéa	✓	✓	✓	✓	✓	✓	Independent
Patrick Pouyanné	✓	✓	✓	✓	✓	✓	Independent
Olivier Roussat	✓	✓	✓	✓	✓	✓	Independent
Kurt Sievers	✓	✓	✓	✓	✓	✓	Independent
<b>TOTAL</b>							<b>10 INDEPENDENT DIRECTORS (83%)</b>

x Independence criteria not met.  
✓ Independence criteria met.

Based on the independence criteria set out above, the Board considered that 10 of its 12 members (excluding Directors representing employees and employee shareholders), i.e. 83%, could be considered independent:

Megan Clarken, Ulrica Fearn, Maria Ferraro, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné, Olivier Roussat 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 2023, 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), as Mr. Xavier Musca is Chief Executive Officer of CACIB and Deputy Chief Executive Officer of Crédit Agricole SA.

The Board of Directors noted that CACIB disclosed it had decreased its interest below the 10% share capital and voting rights threshold in the Company on June 9, 2022 and that CACIB acted as the structuring bank for the most recent Group employee share ownership transactions (including the latest share capital increase on December 19, 2023). Implementation of 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. In its threshold crossing disclosure, CACIB stated that it held 8.02% of the share capital and voting rights of the Company, including 6.99% in respect of derivatives and 0.87% in respect of guarantees<sup>(1)</sup>.

In addition, it is noted that Capgemini SE owns 17.14% of Azqore, a subsidiary of CA Indosuez SA (a Crédit Agricole subsidiary) which operates a platform specializing in banking transactions for wealth management players.

#### Overview of the independent status of the Board of Directors

	Percentage of Independent Directors*	Classification of Board members**
At the date of the 2023 Universal Registration Document	83%	<b>Megan Clarken, Ulrica Fearn, Maria Ferraro, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné, Olivier Roussat and Kurt Sievers</b> Paul Hermelin and Aiman Ezzat
At the end of the Shareholders' Meeting of May 16, 2024	83%	<b>Megan Clarken, Ulrica Fearn, Maria Ferraro, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné, Olivier Roussat and Kurt Sievers</b> Paul Hermelin and Aiman 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.

#### 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, 2023.

#### 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 December 1, 2023. 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.

Furthermore, the Company was informed of the procedure implemented by the Crédit Agricole group to manage potential conflicts of interest. In this context, Mr. Xavier Musca does not participate in the decision-making process for any transactions involving Capgemini.

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 Mr. Xavier Musca's independence.

#### Independence of the Board after the 2024 Shareholders' Meeting

Assuming the renewal of the terms of office of Ms. Belen Moscoso del Prado, Ms. Siân Herbert-Jones and Mr. Aiman Ezzat, the percentage of independent Directors would remain unchanged at 83% (10 members out of 12).

#### Absence of conflict of interest

Article 7.1 of the Capgemini SE Board of Directors' Charter requires Directors to comply with recommendation no. 21 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.

(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).

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 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. 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 removed from the Companies Register in March 2022 and Ms. Belen Moscoso del Prado, who was a director of the Spanish company Adveo International, which was removed from the Companies Register in June 2022 and one of whose subsidiaries has been 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 500 shares throughout their term of office, excluding Directors representing employees and employee shareholders, and the obligation for the Executive Corporate Officer to hold 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 under such contract.

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, 2023)

	Independent Director	Attendance rate (Board)	Board Committees	First appointment	Expiry of term of office Shareholders' Meeting	Number of years on the Board
<b>Paul Hermelin</b> Chairman of the Board of Directors	No	100%	Strategy & CSR (C)	2000	2026	23
<b>Aiman Ezzat</b> Chief Executive Officer and Director	No	100%	Strategy & CSR	2020	2024	3
<b>Megan Clarken</b> Director	Yes	60%	Strategy & CSR	2023	2027	0
<b>Ulrica Fearn</b> Director	Yes	60%	Audit & Risk	2023	2027	0
<b>Maria Ferraro</b> Director	Yes	100%	Audit & Risk	2022	2026	1
<b>Pierre Goulaieff</b> Director representing employees	No	100%	Compensation	2022	2024	1
<b>Siân Herbert-Jones</b> Director	Yes	100%	Audit & Risk Ethics & Governance	2016	2024	7
<b>Hervé Jeannin</b> Director representing employees	No	100%	Strategy & CSR	2020	2024	3
<b>Belen Moscoso del Prado</b> Director	Yes	88%	Compensation	2020	2024	3
<b>Xavier Musca</b> Director	Yes	100%	Audit & Risk (C) Ethics & Governance	2014	2026	9
<b>Frédéric Oudéa</b> Director	Yes	100%	Ethics & Governance (C)	2018	2026	5
<b>Patrick Pouyanné</b> Director	Yes	100%	Compensation (C) Ethics & Governance	2017	2025	6
<b>Olivier Roussat</b> Director	Yes	88%	Strategy & CSR	2022	2026	1
<b>Kurt Sievers</b> Director	Yes	75%	Strategy & CSR Compensation	2021	2025	2
<b>Lucia Sinapi-Thomas</b> Director representing employee shareholders	No	100%	Compensation	2012	2024	11

(C): Committee Chairman.

(\*) The offices held by Mr. Roussat in the Bouygues Group are recorded as a single office, in accordance with Article 20.2 of the AFEP-MEDEF Code.

(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 <sup>(1)</sup>
206,188	French	71	M	1
113,269	French	62	M	2
500	New Zealander	57	F	2
500	Swedish	50	F	2
500	Canadian	50	F	2
322	French	57	M	1
1,000	British	63	F	2
12	French	60	M	1
1,000	Spanish	50	F	1
1,000	French	63	M	2
1,000	French	60	M	2
1,000	French	60	M	2
500	French	59	M	2 <sup>(*)</sup>
1,000	German	54	M	2
27,227	French	59	F	3

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

Name	2024 AGM	2025 AGM	2026 AGM	2027 AGM
Paul Hermelin, Chairman of the Board of Directors			✓	
Aiman Ezzat, Chief Executive Officer	✓			
Megan Clarcken <sup>(a)</sup>				✓
Ulrica Fearn <sup>(a)</sup>				✓
Maria Ferraro <sup>(a)</sup>			✓	
Siân Herbert-Jones <sup>(a)</sup>	✓			
Belen Moscoso del Prado <sup>(a)</sup>	✓			
Xavier Musca <sup>(a) (b)</sup>			✓	
Frédéric Oudéa <sup>(a)</sup>			✓	
Patrick Pouyanné <sup>(a)</sup>		✓		
Olivier Roussat <sup>(a)</sup>			✓	
Kurt Sievers <sup>(a)</sup>		✓		
Lucia Sinapi-Thomas <sup>(c)</sup>	✓			

(a) Independent Director.

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

(c) Director representing employee shareholders.

The terms of office of Messrs. Pierre Goulaieff and Hervé Jeannin, Directors representing employees, will expire at the end of the Shareholders' Meeting of May 16, 2024. Specific provisions of the

bylaws apply to these renewals which are not subject to shareholder vote (see Section 8.1.17 for more information).

## Information on the members of the Board of Directors at December 31, 2023

Since May 16, 2023, the Capgemini Board of Directors has 15 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:**  
2026 (Ordinary  
Shareholders' Meeting  
held to approve the 2025  
financial statements)

**Number of shares held  
at December 31, 2023:**  
206,188

### PAUL HERMELIN

**Chairman of the Board of Directors**  
**Chairman 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. Under his guidance and leadership, Capgemini has become a world leader in the transformation and digitization of companies, seeking to leverage technology to achieve inclusive and sustainable progress.

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 is also Senior Advisor to the Eurazeo Group since February 2022.

Mr. Hermelin brings to the Board his expertise in corporate growth, transformation and digitization, his experience in innovation and technology and his in-depth knowledge of the Group which he led for 18 years.

#### Principal office:

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

#### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

##### Chairman of the Board of Directors of:

- CAPGEMINI SE\* (since May 20, 2020)

##### Senior Advisor of:

- EURAZEO\* (since February 2022)

##### 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 15, 2019)
- CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED (since August 11, 2017)

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

##### Chairman and Chief Executive Officer of:

- CAPGEMINI SE\* (until May 2020)

##### Chairman of:

- THE BRIDGE S.A.S. (until October 2019)

##### Offices held in Capgemini group:

##### Chairman of:

- 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. (United States) (until May 20, 2020)
- CAPGEMINI AMERICA, INC. (United States) (until May 20, 2020)

##### Manager of:

- SCI PARIS ÉTOILE (until May 20, 2020)

##### Chief Executive Officer of:

- CAPGEMINI NORTH AMERICA, INC. (United States) (until May 20, 2020)

##### Director of:

- CGS HOLDINGS LTD (United Kingdom) (until May 20, 2020)

##### Chairman of the Supervisory Board of:

- CAPGEMINI NV (Netherlands) (until November 27, 2020)

\* Listed company.



## MEGAN CLARKEN

**Independent Director**  
**Member of the Strategy & CSR Committee (since May 16, 2023)**

### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Megan Clarcken is Chief Executive Officer of Criteo since November 2019.

Born in New Zealand, Ms. Megan Clarcken held senior leadership positions for large publishers and online technology providers in Australia, before joining Nielsen in 2004. From 2004 to 2019, Ms. Clarcken held numerous senior positions at Nielsen in both commercial and product leadership, including Chief Commercial Officer of Nielsen Global Media, President of Watch, Nielsen's Media Measurement services, and President of Product leadership. Ms. Clarcken's previous roles at Nielsen include Managing Director of Media Client Services in Asia Pacific, Middle East and Africa and Managing Director of Nielsen's digital business across the Asia Pacific region. Ms. Megan Clarcken was also a champion of diversity & inclusion during her 15 years at Nielsen Global Media.

Ms. Megan Clarcken was appointed Chief Executive Officer of Criteo S.A. effective November 25, 2019 and has served as a member of the Board of Directors of Criteo S.A. since August 2020.

Ms. Megan Clarcken joined the Board of Directors of Capgemini SE on May 16, 2023 and was appointed a member of the Strategy & CSR Committee at the same date.

Throughout her career, Ms. Megan Clarcken has acquired solid expertise in technology, data and digital transformation as well as experience in the media and retail sectors. She brings to the Board her inclusion and diversity expertise, as well as her knowledge of the US and Asia Pacific markets.

### Principal office:

Chief Executive Officer of Criteo S.A.

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### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

#### Chief Executive Officer of:

— CRITEO S.A.\* (France) (since November 25, 2019)

#### Director of:

— CAPGEMINI SE\* (since May 2023)

— CRITEO S.A.\* (France) (since August 2020)

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

N/A

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\* Listed company.

### Date of birth:

October 30, 1966

### Nationality:

New Zealander

### Business address:

Criteo S.A.,  
32 rue Blanche  
75009 Paris

### First appointment:

2023

### Expiry of term of office:

2027 (Ordinary  
Shareholders' Meeting  
held to approve the 2026  
financial statements)

### Number of shares held

at December 31, 2023:

500



**ULRICA FEARN**

**Independent Director**  
**Member of the Audit & Risk Committee (since May 16, 2023)**

**BIOGRAPHY – PROFESSIONAL EXPERIENCE**

Ms. Ulrica Fearn is a Swedish citizen and holds a master's degree in business and finance from the University of Halmstad, Sweden.

Ms. Ulrica Fearn is Chief Financial Officer of Carlsberg Group since January 1<sup>st</sup>, 2023. Before joining Carlsberg, she was Chief Financial Officer of Equinor, a leading energy company in Norway. Prior to Equinor, she was Director, Group Finance at the British telecommunications company, BT Group. She began her career at Diageo, where she spent almost 20 years in various senior finance and other management roles across Europe, APAC and the USA.

She joined the Board of Directors of Capgemini SE on May 16, 2023 and was appointed a member of the Audit & Risk Committee at the same date.

Ms. Ulrica Fearn brings to the Board her strong financial expertise from multiple senior positions in leading global companies in the energy, telecommunications and Consumer Goods & Retail sectors, all of which are industries leveraging technology as part of their sustainable transformation journey.

**Principal office:**

Member of the Executive Board and Chief Financial Officer of Carlsberg

**OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023**

**Director of:**

— CAPGEMINI SE\* (since May 16, 2023)

**Member of the Executive Board of:**

— CARLSBERG A/S\* (Denmark) (since January 1, 2023)

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

N/A

**Date of birth:**

January 24, 1973

**Nationality:**

Swedish

**Business address:**

Carlsberg A/S,  
1 J.C. Jacobsens Gade  
1799 Copenhagen  
Denmark

**First appointment:**

2023

**Expiry of term of office:**

2027 (Ordinary Shareholders' Meeting held to approve the 2026 financial statements)

**Number of shares held at December 31, 2023:**

500

\* 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. He 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 nine 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.

Mr. Aiman Ezzat is a Knight of the Legion of Honor.

### Principal office:

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

### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

#### 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. (since May 20, 2020)
- CAPGEMINI 2023 (since May 23, 2023)

#### Chairman of the Board of Directors of:

- CAPGEMINI NORTH AMERICA, INC. (United States) (since May 20, 2020)
- CAPGEMINI AMERICA, INC. (United States) (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. (United States) (since May 20, 2020)

#### Director of:

- CAPGEMINI INTERNATIONAL BV (Netherlands) (since May 20, 2020)
- PURPOSE GLOBAL PNC (United States) (since April 17, 2020)
- CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED (India) (since January 19, 2021)



**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)
- 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 (United States) (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 (United States) (until June 19, 2020)
- RADI HOLDING LLC (United States) (until June 12, 2020)

**Member of the Supervisory Board of:**

- SOGETI NEDERLAND BV (Netherlands) (until November 27, 2020)

\* Listed company.



## MARIA FERRARO

### Independent Director Member of the Audit & Risk Committee

#### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Maria Ferraro was appointed Member of the Executive Board and Chief Financial Officer of Siemens Energy AG and Member of the Executive Board and Chief Financial Officer of Siemens Energy Management GmbH effective May 1, 2020. Prior to her appointment, she held several senior management positions in Corporate Finance within Siemens in the United Kingdom, as well as in Canada, Germany and the United States.

Before being appointed Chief Financial Officer of Siemens Energy, Ms. Maria Ferraro held the position of Chief Financial Officer for the Digital Industries operating company as well as Chief Diversity Officer at Siemens AG.

Ms. Maria Ferraro was born and educated in Canada. She is a designated Chartered Accountant and spent her early career with PricewaterhouseCoopers (PwC) and Nortel Networks, holding a variety of roles in Canada and on a global level whilst gaining in-depth experience in European and Asian markets.

She joined the Board of Directors of Capgemini SE on May 19, 2022 and was appointed a member of the Audit & Risk Committee at the same date.

Ms. Maria Ferraro 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 also brings to the Board her inclusion and diversity expertise, as well as her knowledge of European and Asian markets.

**Date of birth:**

May 21, 1973

**Nationality:**

Canadian

**Business address:**

Siemens Energy AG,  
Siemenspromenade 9  
91058 Erlangen  
Germany

**First appointment:**

2022

**Expiry of term of office:**

2026 (Ordinary  
Shareholders' Meeting  
held to approve the 2025  
financial statements)

**Number of shares held  
at December 31, 2023:**

500

**Principal office:**

Member of the Management Board and Chief Financial Officer of Siemens Energy AG and Siemens Energy Management GmbH  
Chief Inclusion and Diversity Officer

#### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

**Director of:**

— CAPGEMINI SE\* (since May 19, 2022)

**Offices held in Siemens Group:****Member of the Management Board of:**

- SIEMENS ENERGY AG\* (Germany)  
(since May 1, 2020)
- SIEMENS ENERGY MANAGEMENT GMBH  
(Germany) (since May 1, 2020)

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

**Director of:**

- SIEMENS GAMESA RENEWABLE ENERGY S.A.\* (Spain) (until December 2022)
- SIEMENS LTD SEOUL (South Korea) (until May 2020)

\* Listed company.



**PIERRE GOULAIEFF**

**Director representing employees  
Member of the Compensation Committee**

**BIOGRAPHY – PROFESSIONAL EXPERIENCE**

Mr. Pierre Goulaieff initially trained as an electronic engineer (ISEN), leading him first to design maintenance and simulation tools for automated means of transport and then to become head of production at a co-manufacturing site.

He also holds an MBA from the University of Nancy 2, a Master in Human Resources from Paris 2 Panthéon-Assas/CIFFOP University and a Master in IT and Innovation (Nancy 2 and Namur Universities).

Mr. Pierre Goulaieff joined the Capgemini group in 1998 with Capgemini Luxembourg, which became Sogeti Luxembourg in 2005, where he has held various functions (analyst, project manager and then test manager).

He is also Chairman of the Sogeti Luxembourg employee delegation since 2002.

He was a member of the International Works Council (IWC) from 2002 to 2022, a member of the IWC Bureau from 2006 to 2022 and Secretary of the IWC from 2016 to 2022 and his appointment as a Director representing employees.

Mr. Pierre Goulaieff was appointed as a Director representing employees on the Capgemini SE Board of Directors from January 27, 2022 and a member of the Compensation Committee from May 19, 2022.

Mr. Pierre Goulaieff brings to the Board of Directors his in-depth knowledge of the Capgemini group and its businesses, as well as his experience of technological environments and his perspective as an employee, thus contributing to the diversity of profiles represented on the Board.

**Principal office:**  
Director representing employees

**OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023**

**Director of:**  
— CAPGEMINI SE\* (since January 27, 2022)

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

N/A

\* Listed company.

**Date of birth:**  
May 14, 1966

**Nationality:**  
French

**Business address:**  
Sogeti Luxembourg,  
36 route de Longwy  
L-8080 Bertrange  
Luxembourg

**First appointment:**  
2022

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

**Number of shares held  
at December 31, 2023:**  
322



## SIÂN HERBERT-JONES

**Independent Director**  
**Member of the Audit & Risk Committee**  
**Member of the Ethics & Governance 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 Group Executive Committee (until February 28, 2016). She was a director of Air Liquide S.A. (from 2011 to 2023), where she chaired the Audit & Accounts Committee. She has been a director of Bureau Veritas since May 17, 2016 and has been a member of the Audit & Risk Committee since May 2017. She has chaired this Committee since February 2021.

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 and has been a member of the Ethics & Governance Committee since May 19, 2022.

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

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### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

**Director of:**

- CAPGEMINI SE\* (since May 2016)
- L'AIR LIQUIDE S.A.\* (until May 2023)
- BUREAU VERITAS\* (since May 2016)

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

**Director of:**

- COMPAGNIE FINANCIÈRE AURORE INTERNATIONALE, a Sodexo group subsidiary (until December 2021)

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\* Listed company.

**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, 2023:**  
1,000



## HERVÉ 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.

From 2016 to 2022, he was in charge of workplace first aid and evacuation training within the Group in France. He provided 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. Since May 2022, he has been an advisor to the European Commission on industrial transformation, mainly in the technological fields.

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 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 30 years as an employee representative and his knowledge of the Company and its businesses thanks to 40 years spent with the Group in several business lines and six cities.

#### Principal office:

Mr. Hervé Jeannin is, since May 2022, an advisor to the European Commission on industrial transformation, mainly in the technological fields.

**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, 2023:**

12

### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

**Director of:**

— CAPGEMINI SE\* (since May 20, 2020)

### 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, 2023:**

1,000

## BELEN MOSCOSO DEL PRADO LOPEZ-DORIGA

### Independent Director Member of the Compensation Committee

#### BIOGRAPHY – PROFESSIONAL EXPERIENCE

In 2023, Ms. Belen Moscoso del Prado Lopez-Doriga was appointed Chief Digital & Data Officer and member of the Executive Committee of the Lesaffre Group, a global leader in fermentation and micro-organisms.

Before joining Lesaffre, Belen was Chief Digital & Innovation Officer and member of the Executive Committee at Sodexo. She also sat on Sodexo's Venture Capital Investment Committee and was Chairman of the Foodchéri Board of Directors. Aligned with her commitments, she was also an Executive Committee sponsor of SoTogether, Sodexo's diversity and inclusion global program.

Between 2008 and 2015, she held several positions leading digital transformations: at Axa Group, as Director of Digital Strategy, Transformation, and Innovation and at Solocal, as Head of Strategy, M&A and Partnerships.

For eight years, she was a consultant at Bain & Company, where she accompanied clients on strategic reviews, performance improvements and post-acquisition integration assignments in Europe and Central America. She started her career in 1995, in Spain, at The Walt Disney Company, where she held different positions in marketing.

During her career, she has also advised multiple start-ups and promoted building winning relations with corporations to develop long-lasting partnerships.

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

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 Chief Digital & Data Officer and a member of the Executive Committee of Lesaffre Group.

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#### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

**Director of:**

— CAPGEMINI SE\* (since May 20, 2020)

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

**Chairman of the Board of Directors of:**

— FOODCHERI (until December 2022)

**Member of the Consultative Advisory Board of:**

— WYND (until February 2021)

**Director of:**

— ADVEO INTERNATIONAL (until October 2019)

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\* Listed company.



**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:**  
2026 (Ordinary  
Shareholders' Meeting  
held to approve the 2025  
financial statements)

**Number of shares held  
at December 31, 2023:**  
1,000

## XAVIER MUSCA

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

### 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. He has also been Chief Executive Officer of Crédit Agricole Corporate & Investment Bank (CACIB) since September 1, 2022.

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, in a group committed to financing energy transition and responsible investment. He also provides the Board with his knowledge of economic globalization issues.

### Principal office:

Mr. Xavier Musca is Deputy Chief Executive Officer of Crédit Agricole S.A. and Chief Executive Officer of CACIB.

### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

**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  
Group Executive Committee)

**Chief Executive Officer of:**  
— CRÉDIT AGRICOLE CORPORATE & INVESTMENT  
BANK (since September 2022)

**Chairman of the Board of Directors of:**  
— CACEIS BANK (since September 2022)  
— IDIA CAPITAL INVESTISSEMENT  
(until February 2023)

### 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:**  
— AMUNDI S.A.\* (until September 2022)  
— CA ASSURANCES (until September 2022)

**Chairman of the Board of Directors of:**  
— CA CONSUMER FINANCE (until September 2022)

**Director – Vice-Chairman of:**  
— PREDICA (until September 2022)  
— CA ITALIA (until September 2022)

**Permanent representative of CRÉDIT AGRICOLE S.A.  
on the Board of Directors of:**  
— PACIFICA (until September 2022)

\* Listed company.





2

**Date of birth:**

July 3, 1963

**Nationality:**

French

**Business address:**

Sanofi,  
46 avenue de  
la Grande Armée  
75017 Paris

**First appointment:**

2018

**Expiry of term of office:**

2026 (Ordinary  
Shareholders' Meeting  
held to approve the 2025  
financial statements)

**Number of shares held**

**at December 31, 2023:**  
1,000

## FRÉDÉRIC OUDÉA

### Independent Director

### Lead Independent Director, Vice-Chairman and Chairman of the Ethics & Governance Committee

#### 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. In May 2015, following the regulatory split between the roles of Chairman and Chief Executive Officer, he was appointed Chief Executive Officer. He held this position until May 2023. Mr. Oudéa was a director of the listed company ALD, a subsidiary of the Société Générale group, from February to December 2023.

Mr. Frédéric Oudéa has been Chairman of the Board of Directors of Sanofi since May 25, 2023. He has been Chairman of the École Polytechnique Foundation and a member of the Board of Directors of École Polytechnique since January 2022. He has also been Senior Executive Advisor of Groupe Bruxelles Lambert (GBL) since November 1, 2023.

Mr. Frédéric Oudéa is a Knight of the Legion of Honor and an Officer of 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 as former head of a leading banking group with an ambitious international development plan, which is highly innovative in digital and committed to energy transition as part of a sustainable finance approach.

**Principal office:**

Mr. Frédéric Oudéa is Chairman of the Board of Directors of Sanofi, since May 2023.

#### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

**Director of:**

- CAPGEMINI SE\* (since May 2018)
- ALD\* (until December 15, 2023)

**Chairman of the Board of Directors of:**

- SANOFI\* (since May 2023)

**Senior Executive Advisor of:**

- GROUPE BRUXELLES LAMBERT (GBL)\* (Belgium)  
(since November 1, 2023)

**Non-voting member on the Board of Directors of:**

- SANOFI\* (until May 2023)

**Chief Executive Officer of:**

- SOCIÉTÉ GÉNÉRALE\* (until May 2023)

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

N/A

\* Listed company.



**PATRICK POUYANNÉ**

**Independent Director**  
**Chairman of the Compensation Committee**  
**Member of the Ethics & Governance Committee**

**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. Following the renewal of Mr. Pouyanné's term of office as director by the Shareholders' Meetings of June 1, 2018 and then May 28, 2021 for a period of three years, the Board of Directors confirmed him in his duties of Chairman of the Board and Chief Executive Officer for the same period.

On June 1, 2022, Mr. Pouyanné was appointed Chairman of the French non-profit, Entreprises pour l'Environnement (EpE). Mr. Pouyanné has also been the Chairman of the non-profit L'Alliance pour l'Éducation-United Way since June 2018. In addition, he is a member of the Board of Directors of École Polytechnique (since September 2018), Association Française des Entreprises Privées (since 2014), Institut du Monde Arabe (since 2017) and the foundation La France s'engage (since 2017).

Mr. Pouyanné is an Officer of the Legion of Honor.

Mr. Pouyanné has been a Director of Capgemini SE since May 10, 2017 and Chairman of the Compensation Committee since May 19, 2022. He has 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 facing climate change challenges and 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 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023**

**Director of:**

- CAPGEMINI SE\* (since May 2017)
- École Polytechnique (a Public scientific, cultural and professional institution under French law) (since September 2018)
- AFEP (French Association of Large Companies) (since 2014)
- Institut du Monde Arabe (since 2017)
- Foundation La France s'engage (since 2017)

**Chairman and Chief Executive Officer of:**

- TOTALENERGIES SE\* (since December 2015)

**Chairman of:**

- Association L'Alliance pour l'Éducation-United Way (since June 2018)
- French non-profit Entreprises pour l'Environnement (EpE) (since June 2022)

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

N/A

\* Listed company.



## OLIVIER ROUSSAT

**Independent Director**  
**Member of the Strategy & CSR Committee**

### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Olivier Roussat is a graduate of Institut national des sciences appliquées (INSA) in Lyon.

He began his career with IBM in 1988 where he held a range of positions in data network services, service delivery and pre-sales. He joined Bouygues Telecom in 1995 to set up the network management center and network processes. He then became head of network operations, and telecoms and IT service delivery. In May 2003, he was appointed network manager and became a member of the Executive Committee of Bouygues Telecom. In January 2007, Mr. Olivier Roussat took charge of the Performance and Technology unit which groups Bouygues Telecom's cross-disciplinary technical and IT departments, including networks, information systems, process engineering, purchasing, corporate services and property development. He was also given responsibility for Bouygues Telecom's headquarters and Technopôle buildings.

Mr. Olivier Roussat became Deputy Chief Executive Officer of Bouygues Telecom in February 2007 and was appointed Chief Executive Officer in November 2007. He was then Chairman and Chief Executive Officer of Bouygues Telecom from May 2013 to November 2018, before being appointed Chairman of the Board of Directors until February 2021. He was appointed Chairman of the Board of Directors of Colas from October 2019 until February 2021.

On August 30, 2016, Mr. Olivier Roussat was appointed Deputy CEO of Bouygues and on February 17, 2021, he was appointed Chief Executive Officer of Bouygues.

Mr. Olivier Roussat joined the Board of Directors of Capgemini SE on May 19, 2022 and was appointed a member of the Strategy & CSR Committee on the same date.

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, Mr. Olivier Roussat brings to the Board his sector experience, particularly in the telecoms and media sector, his expertise in digital and technology transformation, as well as his understanding of climate emergency and biodiversity issues.

### Principal office:

Mr. Olivier Roussat is Chief Executive Officer of Bouygues SA.

### Date of birth:

October 13, 1964

### Nationality:

French

### Business address:

Bouygues SA,  
32 avenue Hoche  
75008 Paris

### First appointment:

2022

### Expiry of term of office:

2026 (Ordinary Shareholders' Meeting held to approve the 2025 financial statements)

### Number of shares held at December 31, 2023:

500

### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

#### Director of:

— CAPGEMINI SE\* (since May 2022)

#### Offices held in Bouygues Group:

#### Chief Executive Officer of:

— BOUYGUES S.A.\* (since February 17, 2021)

#### Director of:

- TF1\* (since April 9, 2009)
- BOUYGUES CONSTRUCTION (since November 15, 2016)
- COLAS\* (since April 20, 2021)
- BOUYGUES TELECOM (since April 16, 2021)
- EQUANS\* (since November 7, 2022)

#### Member of the Board of:

- BOUYGUES IMMOBILIER (since December 9, 2016)

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

#### Deputy Chief Executive Officer of:

— BOUYGUES S.A.\* (until February 17, 2021)

#### Chairman of the Board of Directors of:

- BOUYGUES TELECOM (from November 2018 to February 2021)
- COLAS\* (from October 2019 to February 2021)

\* Listed company.



**KURT SIEVERS**

**Independent Director**  
**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 the Global Semiconductor Alliance (GSA). He also serves as Chairman of AENEAS, a European cluster 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, a sector at the heart of the Intelligent Industry's development and ecological transition challenges, as well as industrial sovereignty. Mr. Sievers also brings 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 President and Chief Executive Officer and Executive Director of NXP Semiconductors N.V.

**OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023**

**Director of:**

- CAPGEMINI SE\* (since May 20, 2021)

**President and Chief Executive Officer of:**

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

**Member of:**

- THE BOARD OF THE GLOBAL SEMICONDUCTOR ALLIANCE (GSA) (since March 2021)
- THE BOARD OF THE GERMAN NATIONAL ELECTRICAL AND ELECTRONICS INDUSTRY ASSOCIATION (ZVEI) (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) (until December 2023)
- THE BOARD OF AENEAS, INDUSTRY ASSOCIATION (since 2021)

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

**Chief Executive Officer of:**

- NXP SEMICONDUCTORS GERMANY GMBH (until May 2020)

**Chair of the Advisory Board of:**

- SALON INTERNATIONAL ELECTRONICA (until June 2021)

\* Listed company.



## LUCIA SINAPI-THOMAS

Director representing employee shareholders  
Member of the Compensation Committee

### BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Lucia Sinapi-Thomas 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 diploma (SFAF 1997). She started her career as a tax and business lawyer in 1986, before joining Capgemini in 1992. She has more than 30 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.

### 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, 2023:

27,227

### OFFICES HELD IN 2023 OR CURRENT OFFICES AT DECEMBER 31, 2023

#### 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 24, 2019)

#### Director of:

- AZQORE (Switzerland) (since April 24, 2020)

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

#### Offices held in Capgemini group:

#### Chairman of the Supervisory Board of:

- FCPE CAPGEMINI (until April 2022)

#### Member of the Supervisory Board of:

- FCPE ESOP CAPGEMINI (until April 2022)

#### Chairman of:

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

#### Non-voting member

- AZQORE (Switzerland) (until April 2020)

#### Director of:

- SOGETI SVERIGE AB (Sweden) (until June 2021)
- FIFTY FIVE GENESIS PROJECT INC. (United States) (until October 2021)
- 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)

\* 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.

2

#### 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, whose biography is presented in Section 2.1.4 of this Universal Registration Document.

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

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

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 Group 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:

Aiman Ezzat	Chief Executive Officer
Fernando Alvarez	Head of Strategy, Development and Alliances
Jim Bailey	CEO, Americas
Nive Bhagat	Group Chief Financial Officer
Jean-Philippe Bol	Head of Operations Transformation & Industrialization
Anirban Bose	CEO, Financial Services & Asia-Pacific
Andrea Falleni	CEO, Southern Europe
Cyril Garcia	Head of Global Sustainability Services & Corporate Responsibility
Franck Greverie	Chief Portfolio Officer and Head of Cloud Infrastructure Services, Business Services and Insights & Data
Anne Lebel	Chief Human Resources Officer
William Rozé	CEO, Capgemini Engineering
Michael Schulte	CEO, Northern Europe
Olivier Sevilla	Chief Operating Officer
Jérôme Siméon	Head of Global Industries and Group Head of Ethics

## Group Executive Committee

The role of the Group 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 Group Executive Committee meets once a month and includes the Chief Executive Officer and the other Group Executive Board members.

The Group Executive Committee is the management body for which diversity and international diversification objectives have

been set. These objectives are described below in the Section "Diversity policy for management bodies".

At the date of this Universal Registration Document, the Group Executive Committee has 37 members, 27% of which are women and 59% are of non-French nationality.

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

Aiman Ezzat	Chief Executive Officer	Group Management	Group Executive Board
Fernando Alvarez	Head of Strategy, Development and Alliances		
Jim Bailey	CEO, Americas		
Nive Bhagat	Group Chief Financial Officer		
Jean-Philippe Bol	Head of Operations Transformation & Industrialization		
Anirban Bose	CEO, Financial Services & Asia-Pacific		
Andrea Falleni	CEO, Southern Europe		
Cyril Garcia	Head of Global Sustainability Services & Corporate Responsibility		
Franck Greverie	Chief Portfolio Officer and Head of Cloud Infrastructure Services, Business Services and Insights & Data		
Anne Lebel	Chief Human Resources Officer		
William Rozé	CEO, Capgemini Engineering		
Michael Schulte	CEO, Northern Europe		
Olivier Sevilla	Chief Operating Officer		
Jérôme Siméon	Head of Global Industries and Group Head of Ethics		
Pascal Brier	Chief Innovation Officer	Group Executive Committee	
Karine Brunet	CEO, Cloud Infrastructure Services		
Inma Casero	Deputy Chief Human Resources Officer		
Steffen Elsaesser	Chief Transformation Officer		
Patrick Ferraris	Head of Sales, Southern Europe		
Roshan Gya	CEO, Capgemini Invent		
Aruna Jayanthi	Managing Director, LatAm & Canada		
Olivier Lepick	Group General Secretary		
Karine Marchat	Chief Financial Officer, Northern Europe		
Paul Margetts	Managing Director, Capgemini UK		
Shobha Meera	Group Chief Corporate Responsibility Officer		
Niraj Parihar	CEO, Insights & Data		
Maria Pernas	Group General Counsel, Commercial and Contract Management		
Olivier Pfeil	CEO, Business Services		
Olaf Pietschner	CEO, Asia-Pacific		
Kartik Ramakrishnan	Deputy CEO, Financial Services and Head of Banking & Capital Markets		
Virginie Régis	Chief Marketing & Communications Officer		
Rosemary Stark	Group Strategic Clients Program Leader		
Shin Tonomura	Deputy CEO, Asia-Pacific		
Erwoan Touche	Head of Delivery & Quality		
Volkmar Varnhagen	COO, Capgemini Engineering		
Jeroen Versteeg	Chief Sales Officer		
Ashwin Yardi	CEO, Capgemini India		



### Diversity policy for management bodies

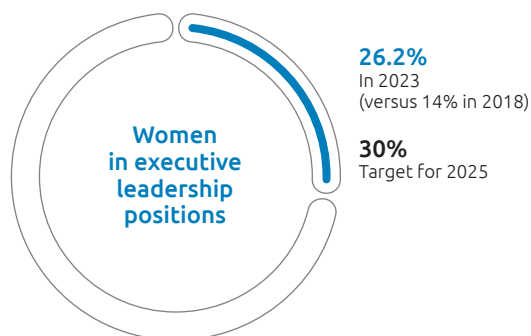
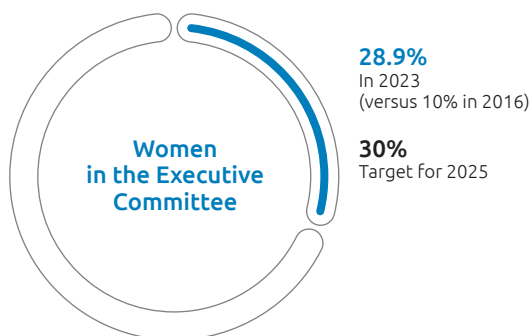
Diversity is one of the three pillars of the Group’s Corporate Social Responsibility (CSR) strategy. In a constantly changing global market with a skills shortage, Capgemini believes diversity drives innovation and creativity. A range of diverse profiles and inclusive practices in our work environment 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:

- set the objective of a progressive increase in both female and international representation on the Group Executive Committee:
  - international representation on the Group Executive Committee was 58%, that is 22 out of 38 members, at December 31, 2023, and
  - female representation on the Executive Committee reached 28.9% in 2023,

- female representation on the Executive Committee has increased steadily since 2016, from less than 10% in 2016 to 24% in 2018, 26.9% in 2019 and then 27.6% in 2020, 2021 and 2022, before reaching 28.9% in 2023. The mid-term objective is to reach at least 30% by 2025 and longer term to achieve the same percentage of women in the Group Executive Committee as in the Group’s headcount;
- to increase female representation in Group executive leader positions, representing 10% of positions with the greatest responsibility within the Group, and, more widely in the Vice-President community, by similarly setting annual targets in this respect for the Group’s key managers; In 2018, 14% of Group executive leader positions were held by women. This percentage increased to 17% at end-2019 and 20.3% at end-2020 compared to a target of 20% and again to 22.4% at end-2021 compared to a target of 22% and plus 2 points in 2022 to 24.4%. The target for 2023 was 26%. The percentage achieved at the end of 2023 was 26.2% and hereafter the target is 30% by 2025, based on an ambitious increase of 2 points *per annum* between 2020 and 2025.

## DIVERSITY FOR MANAGEMENT BODIES



These objectives are 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 and improving 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 this 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 included gender equality objectives in the variable compensation of Executive Corporate Officers. Since 2018, the Board of Directors has included a gender equality criteria in performance action plans: initially tied to the increase in the number of women in the Vice-President population, then from 2023, the increase in the percentage of women in executive leader positions.

*(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 2023 in Note 12 to the financial statements).*

## 2.1.6 Transactions carried out in the Company's shares

Transactions carried out in 2023 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
<b>Paul Hermelin</b> Chairman of the Board of Directors	Pledge of 42,070 shares	December 13, 2023	0.00	2023DD942838
	Subscription of 288.8832 "Capgemini Classic" units (reinvestment at term of the 2018 employee share ownership plan)	December 18, 2023	193.48	2023DD943603
<b>Megan Clarken</b> Director	Purchase of 500 shares	September 29, 2023	165.87	2023DD931063
<b>Aïman Ezzat</b> Chief Executive Officer	Gift of 12,000 shares	June 22, 2023	173.00	2023DD916680
	Vesting of 25,000 performance shares (Plan dated 10/07/2020)	October 7, 2023	0.00	2023DD932705
	Subscription of 133.8840 FCPE "ESOP Capgemini" units (2023 employee share ownership plan)	December 19, 2023	145.81	2023DD943761
<b>Ulrica Fearn</b> Director	Purchase of 500 shares	September 22, 2023	166.66	2023DD929174
<b>Carole Ferrand</b> Chief Financial Officer	Sale of 1,000 shares	February 27, 2023	177.58	2023DD886969
	Vesting of 8,000 performance shares (Plan dated 10/07/2020)	October 7, 2023	0.00	2023DD932594
	Sale of 17.6648 FCPE "ESOP Capgemini" units (2018 employee share ownership plan)	December 18, 2023	478.34	2023DD943609
<b>Pierre Goulaieff</b> Director representing employees	Sale of 9.6391 FCPE "ESOP Capgemini" units (2018 employee share ownership plan)	December 18, 2023	478.34	2023DD943625
	Subscription of 9.4900 FCPE "ESOP Capgemini" units (2023 employee share ownership plan)	December 19, 2023	145.81	2023DD943627
<b>Hervé Jeannin</b> Director representing employees	Sale of 8.5410 FCPE "ESOP Capgemini" units (2018 employee share ownership plan)	December 18, 2023	478.34	2023DD943605
	Subscription of 8.6444 FCPE "ESOP Capgemini" units (2023 employee share ownership plan)	December 19, 2023	145.81	2023DD943620
<b>Lucia Sinapi-Thomas</b> Director representing employee shareholders	Vesting of 2,500 performance shares (Plan dated 10/07/2020)	October 7, 2023	0.00	2023DD932300
	Subscription of 29.6812 FCPE "ESOP Capgemini" units (2023 employee share ownership plan)	December 19, 2023	145.81	2023DD943759

## 2.2 Organization and activities of the Board of Directors

2

### 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 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
100% Attendance	93% Attendance	93% Attendance
100% Independence	83% Independence <sup>1</sup>	60% Independence
4 Members	15 Members	6 Members
4 Meetings	8 Meetings	5 Meetings
Compensation Committee	Audit & Risk Committee	
95% Attendance	96% Attendance	
100% Independence	100% Independence	
5 Members	4 Members	
4 Meetings	7 Meetings	
	2 Executive Sessions	

**NB:** Information at December 31, 2023. <sup>1</sup> 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 operation and future of Capgemini, to promote sustainable value creation for its shareholders and all stakeholders. It has, in particular, the duty to monitor and steer the Group ESG strategy, broken down into a set of priorities and ambitious medium-term objectives, ensuring ESG is fully embedded in the Group's main strategic orientations. Given Capgemini's business as a service provider, the Board pays particular attention to the management of the Group's 340,443 employees and thousands of managers across the globe.

The work of the Board of Directors and its specialized committees in 2023 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. Detailed information on the implementation of the Group's ESG policy is presented in Chapter 4 of this document.

## Operating rules – Corporate Governance framework

Capgemini SE refers to the AFEP-MEDEF Corporate Governance Code for listed companies (December 2022 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 Section 2.1.2 above);
- **adopted a system for allocating compensation** to Directors, 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 28.1 of the AFEP-MEDEF Corporate Governance Code for listed companies of December 2022, 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

It is recalled that the AFEP-MEDEF Code was amended in December 2022 with the inclusion of new recommendations strengthening the duties of the Board Directors with regard to sustainable development issues. The Company considers it already complies with these new recommendations, including the presentation of the Group's climate strategy to the Shareholders' Meeting, which was performed early at the Shareholders' Meeting of May 16, 2023.

## Board Charters

The Charters of the Board of Directors and the specialized board committees are available on the Company's website: <https://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.

The Board of Directors' Charter was updated in February 2024 to take account, in particular, of Directive 2022/2464 of December 14, 2022, the so-called Corporate Sustainability Reporting Directive, enacted into French law by Order 2023-1142 of December 6, 2023.

## 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).

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 **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 500 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. 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, and
  - 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 2023 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 2023 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, the Board Secretary and members of the Group Executive Committee. 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 2023, presentations were made before or during Board of Directors' meetings and at the annual strategy seminar. These primarily focused on the latest technology trends (generative artificial intelligence, quantum and new technologies in financial services), challenges in attracting and retaining talent, cybersecurity and the Group's competitive environment. There were also more operations-based presentations, focusing on Group strategy in the Consumer Goods sector, the "Cloud Infrastructure Services" business line, the Group's portfolio of offerings, Group offerings in sustainable development and intelligent industry, as well as the Group's activities in the United States.

An in-depth presentation of the Group's climate strategy and net zero program was also made to members of the Board of Directors in 2023, in addition to the annual meeting focusing on the roll-out of the Group's CSR strategy.

In addition, the Directors representing employees or employee shareholders, and the Executive Corporate Officers, attend mandatory Group training sessions covering, in particular, anti-corruption measures, ethics, cybersecurity, anti-trust laws, intellectual property, data protection and sustainable development. The independent Directors indicated that they had attended training sessions as part of their other executive duties and, in particular, sessions on anti-corruption measures, ethics and sustainable development.

Finally, the Directors who so request and 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.



## 2.2.2 Activities of the Board of Directors in 2023

### 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 2023, the Board met **8 times** during the year (including by video conferencing and conference call), five times during the first-half and three times during the second-half.

The Board meeting focusing primarily on the Group's strategy was held on June 14 and 15, 2023 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. In addition to reviewing the compensation and performance of the Chief Executive Officer during the past year, these executive sessions also focused on governance issues, on the internal assessment of the Board and on the strategic priorities to be implemented in the context of setting the compensation objectives of the Chief Executive Officer for the coming year.

The **average attendance rate** at Board meetings was 93%, 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 2023 and attendance rates

	Board of Directors	Ethics & Governance Committee	Strategy & CSR Committee	Audit & Risk Committee	Compensation Committee
Total number of meetings	8	4	5	7	4
Average attendance rate	93%	100%	93%	96%	95%

#### 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	8	100%	-	-	5	100%	-	-	-	-
Aiman Ezzat	8	100%	-	-	5	100%	-	-	-	-
Xiaoqun Clever <sup>(1)</sup>	3/3	100%	-	-	-	-	3/3	100%	-	-
Megan Clarken <sup>(2)</sup>	3/5	60%	-	-	1/2	50%	-	-	-	-
Ulrica Fearn <sup>(3)</sup>	3/5	60%	-	-	-	-	4/4	100%	-	-
Maria Ferraro	8	100%	-	-	-	-	6	86%	-	-
Pierre Goulaieff	8	100%	-	-	-	-	-	-	4	100%
Siân Herbert-Jones	8	100%	4	100%	-	-	7	100%	-	-
Hervé Jeannin	8	100%	-	-	5	100%	-	-	-	-
Belen Moscoso del Prado	7	88%	-	-	-	-	-	-	4	100%
Xavier Musca	8	100%	4	100%	-	-	7	100%	-	-
Frédéric Oudéa	8	100%	4	100%	-	-	-	-	-	-
Patrick Pouyanné	8	100%	4	100%	-	-	-	-	4	100%
Olivier Roussat	7	88%	-	-	5	100%	-	-	-	-
Tanja Rueckert <sup>(4)</sup>	2/3	67%	-	-	3/3	100%	-	-	-	-
Kurt Sievers	6	75%	-	-	4	80%	-	-	3	75%
Lucia Sinapi-Thomas	8	100%	-	-	-	-	-	-	4	100%

(1) The term of office as Director of Ms. Xiaoqun Clever expired at the Shareholders' Meeting of May 16, 2023 and was not renewed.

(2) Ms. Megan Clarken was appointed a Director at the Shareholders' Meeting of May 16, 2023 and a member of the Strategy & CSR Committee at that same date.

(3) Ms. Ulrica Fearn was appointed a Director at the Shareholders' Meeting of May 16, 2023 and a member of the Audit & Risk Committee at the same date.

(4) Ms. Tanja Rueckert, further to a change in her responsibilities within Bosch, decided to stand down from the Board of Directors, effective following the end of the Shareholders' Meeting of May 16, 2023.

## 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 2023

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, CSR	Governance	Finance
<ul style="list-style-type: none"> <li>— Review of indicators monitoring the Group's medium-term strategic direction</li> <li>— External growth opportunities and analysis thereof</li> <li>— Review of the main changes in markets, technology and the competitive environment</li> <li>— Intelligent Industry strategy and sustainable development and generative artificial intelligence offering strategy</li> <li>— Monitoring of the roll-out of the Group's CSR strategy, including the climate strategy</li> </ul>	<ul style="list-style-type: none"> <li>— Changes in the composition of the Board and its Committees</li> <li>— Preparation of the Shareholders' Meeting</li> <li>— Internal assessment of the Board</li> <li>— Monitoring of dialogue with shareholders and proxy advisors</li> <li>— Review of the Executive Corporate Officer succession process and the emergency succession process</li> </ul>	<ul style="list-style-type: none"> <li>— Budget</li> <li>— Medium-term financial ambitions</li> <li>— Share buyback program</li> <li>— Financial communication</li> </ul>
Group Performance	Audit & Risk	Talent management, diversity and compensation
<ul style="list-style-type: none"> <li>— Group performance and activities</li> <li>— Monitoring the "New Normal"</li> <li>— Monitoring customer satisfaction</li> </ul>	<ul style="list-style-type: none"> <li>— 2022 Company financial statements</li> <li>— 2022 consolidated financial statements and 2023 first-half interim consolidated financial statements</li> <li>— Risk monitoring (including mapping)</li> <li>— Internal control and Internal audit</li> <li>— Monitoring of the Group's various ethics and compliance actions</li> </ul>	<ul style="list-style-type: none"> <li>— Monitoring of Group talent management</li> <li>— Diversity policy for management bodies</li> <li>— Monitoring of the Group executive succession process excluding the Chief Executive Officer and preparation of potential executives</li> <li>— Compensation of Executive Corporate Officers, equity ratio</li> <li>— Performance share and free share grants</li> <li>— New employee share ownership plan</li> </ul>

In addition, the Board held two executive sessions in 2023 chaired by the Lead Independent Director and attended by all the Directors except for the Chief Executive Officer. In addition to reviewing the compensation and performance of the Chief Executive Officer during the past year, these executive sessions also focused on

governance issues, on the internal assessment of the Board and on the strategic priorities to be implemented in the context of setting the compensation objectives of the Chief Executive Officer for the coming year.



## Report on the Lead Independent Director's activities in 2023

Mr. Frédéric Oudéa was appointed as Lead Independent Director and Chairman of the Ethics & Governance Committee at the end of the Shareholders' Meeting of May 20, 2021. Given the renewal of his term of office as Director at the Shareholders' Meeting of

May 19, 2022, he was renewed as Lead Independent Director and Chairman of the Ethics & Governance Committee at the end of this Meeting.

The duties of the Lead Independent Director in 2023 were as follows:

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<b>Preparation of Board of Directors' meetings</b>	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.
<b>Internal assessment of the Board of Directors and its specialized committees</b>	Conduct, at the end of 2023 and the beginning of 2024, of an internal assessment of the Board and its specialized committees for 2023 with the aid of a questionnaire and individual meetings with each of the members of the Board (see Section 2.2.3).
<b>Prevention of conflicts of interest/ classification of Independent Directors</b>	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.
<b>Composition of the Board of Directors</b>	Conduct, in the context of the Ethics & Governance Committee, of the search process for candidates upstream of the Shareholders' Meeting of May 16, 2023 which appointed two new Directors. Launch of discussions on the composition of the Board in preparation of the Shareholders' Meeting of May 16, 2024.
<b>Communication with shareholders</b>	Meetings held jointly with the Chairman of the Board of Directors, with several institutional investors to present Capgemini's governance principles, compensation policies, or the ESG policy 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.
<b>Chair of two executive sessions (meetings held without the presence of the Chief Executive Officer)</b>	Chair of two executive sessions of the Board in 2023 which focused on assessing the performance of the Executive Corporate Officer in 2023 and the strategic priorities to be implemented in the context of setting the variable compensation objectives of the Executive Corporate Officer, the internal assessment of the Board and governance.

In addition, Mr. Oudéa, 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 2022 at the Shareholders' Meeting of May 16, 2023, 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 2023, is presented in Section 6.1.2 of this Universal Registration Document.

## 2.2.3 Assessment of the Board of Directors

### 2022 external assessment: conclusions and actions implemented in 2023

In accordance with the three-year frequency recommended by the AFEP-MEDEF Code, a formal assessment of the activities of the Board of Directors and its specialized committees was performed at the end of 2022 with the assistance of an external service provider and under the responsibility of the Lead Independent Director, who guaranteed the confidentiality of opinions expressed, the impartiality of analyses and the consultant's ability to freely express his recommendations. The review assessed changes in the activities of the Board since the last external assessment in 2019.

To ensure independence and avoid any conflict of interest, it was decided to appoint a firm that was not otherwise involved in

the recruitment of Directors for the Group. The assessment was therefore conducted by Mr. Jean-Philippe Saint-Geours, a partner with the firm Leaders Trust International, which has conducted the three-year assessments since 2008, helping to put in context any recent changes or changes still required and facilitating open dialogue with members of the Board of Directors and management.

Following this assessment, which was presented in detail in the Company's 2022 Universal Registration Document, the measures below were implemented in 2023 for the three priorities approved by the Board of Directors:

2023 Priorities

Actions implemented

**Oversight of strategic objectives**

- Continued increased involvement of the Board in the definition and oversight of strategic priorities, primarily by implementing monitoring indicators
- The strategic seminar, held on June 14 and 15, 2023, offered the occasion to present and discuss current strategic projects and review the indicators monitoring the Group's medium-term strategic direction approved by the Board of Directors in December 2022. Several presentations were also performed throughout 2023 to enable Directors to monitor the implementation of medium-term strategic priorities.

**Talent management**

- Continued oversight of the development and retention of Group talent
- A presentation of the actions implemented to attract and retain talent was communicated to Directors in the context of the strategic seminar of June 14 and 15, 2023 enabling a constructive question and answer session with Directors. In addition, the Board performed an annual review of talent management and the diversity policy for management bodies.

**Sustainable Development**

- Greater oversight of the Group's sustainability offering strategy with clients; continued oversight of the Group's CSR strategy and particularly the climate strategy
- A detailed presentation of the Group's sustainability offering was made to the strategic seminar of June 14 and 15, 2023, focusing on the services proposed to Group clients to accompany them in their decarbonation approach.  
  
In addition, in May 2023, the Directors attended a training session on the Group's climate strategy and the net zero program, in addition to the annual meeting focusing on the roll-out of the Group's CSR strategy.

**2023 internal assessment: conclusions and priorities for 2024**

The Lead Independent Director's internal assessment of performance in 2023 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 2023. 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 2023 following the 2022 external assessment.

The Lead Independent Director met individually with each member of the Board of Directors, with the guarantee of complete anonymity, to discuss the comments raised in the questionnaire and the effective contribution of each director to the Board's activities. The Lead Independent Director provided individual feedback on these assessments of the effective contribution of each Director.

During this assessment, the Directors considered the composition of the Board of Directors to be balanced with regard to the Group's challenges and the objectives set by the Board for the period 2022-2026.

The Directors expressed their satisfaction with the activities of the Board and its committees and particularly the adoption of English as the working language of the Board, the quality of the documents communicated upstream of meetings and the level of information provided on strategy, performance monitoring and the Group's competition drivers. The assessment also confirmed the highly collective approach to the Board's work and the openness which characterizes its discussions.

The organization of ongoing training courses was appreciated, as was the focus during Board meetings on generative artificial intelligence and the Group's sustainability offering. Finally, the increased number of executive sessions outside Board meetings was welcomed.

Certain areas for improvement were identified, particularly concerning the oversight of acquisitions and their integration during Board meetings in addition to the oversight performed by the Strategy & CSR Committee. The Board also wished to continue its increased oversight of the Group's medium-term strategic priorities and of Talent management and succession plans.

Following this assessment, the Board of Directors set the following priorities for 2024:

— **Oversight of medium-term strategic direction**

Continued increased involvement of the Board in the definition and oversight of strategic priorities, both during the annual strategic seminar and at Board meetings.

— **Oversight of acquisitions**

More in-depth oversight of acquisitions and their integration at Board level, in addition to the work performed by the Strategy & CSR Committee.

— **Talent management**

Even greater involvement of the Ethics & Governance Committee and the Board of Directors in talent management and succession plan issues. 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

2



N.B. All figures are up to date at December 31, 2023.

### Composition at December 31, 2023

Members	Attendance rate
Xavier Musca (Chairman) <sup>(1)</sup>	100%
Ulrica Fearn <sup>(1) (2)</sup>	100%
Maria Ferraro <sup>(1)</sup>	86%
Siân Herbert-Jones <sup>(1)</sup>	100%

(1) Independent.

(2) Ms. Ulrica Fearn was appointed a member of the Audit & Risk Committee following her appointment as a Director by the Shareholders' Meeting of May 16, 2023.

### 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 in 2023 fell 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 the main accounting options adopted and the Company's material off-balance sheet commitments.

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.

During its meeting of February 13, 2024, the Board of Directors appointed the Audit & Risk Committee as the specialized Board Committee responsible for duties relating to sustainability reporting, following the enactment into French law of Directive 2022/2464 of December 14, 2022, known as the Corporate Sustainability Reporting Directive. These duties apply from January 1, 2024.

### Composition and participation

At December 31, 2023, the Committee has four Directors, all of whom are independent: **Mr. Xavier Musca** (Chairman), **Ms. Ulrica Fearn**, **Ms. Maria Ferraro** and **Ms. Siân Herbert-Jones**.

**Ms. Xiaoqun Clever** was a member of the Committee until May 16, 2023. She attended all Committee meetings during the period January 1 to May 16, 2023.

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. Siân Herbert-Jones was Chief Financial Officer of Sodexo from 2001 to 2016. Ms. Maria Ferraro's career as Chief Financial Officer in international groups across a range of sectors, including the Intelligent Industry sector, allows her to contribute financial expertise combined with business knowledge. Ms. Ulrica Fearn has acquired throughout her career strong financial expertise as Chief Financial Officer of leading global companies in the energy, telecommunications and Consumer Goods & Retail sectors, all of which are industries leveraging technology as part of their sustainable transformation journey.

The Committee met seven times in 2023, with an average attendance rate of 96%.

### Committee activities in 2023

The Committee reviewed the annual accounts of Capgemini SE and the consolidated financial statements of the Group for the year ended December 31, 2022, the condensed interim consolidated financial statements for the half-year ended June 30, 2023 and the 2023 budget.

With regard to the 2022 consolidated financial statements, the Committee monitored the valuation of goodwill, the provision for pensions and other post-employment benefits, the analysis of other operating income and expenses, the application of IFRIC (IFRS Interpretation Committee) interpretations, particularly on SaaS-type contracts, the adoption of the ESEF electronic reporting format, the change in tax rates and the application of IFRS 2.

The Statutory auditors reported to the Committee on the quality of the accounting monitoring of projects and the good control and anticipation of the accounts closing process.

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 fifty Group managers as well as employees treating specific risk issues. This work again 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; market slow-down; country risk/political violence and natural disasters; risks related to personal safety and security; non-compliance with laws and/or adverse changes in regulations) presented a report to the Audit & Risk Committee on the management of these risks.

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 on the leading trends and causes underlying project deviations;
- 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, who was questioned on the approach adopted and initial results.

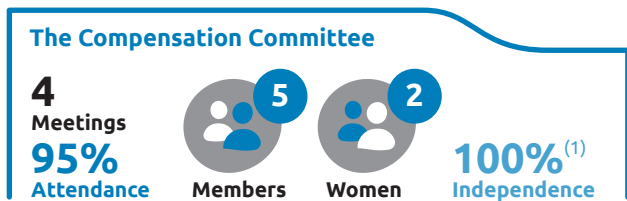
The Committee reviewed the draft non-financial performance statement and met with representatives of the independent third party responsible for issuing a report on this statement. It reviewed the methodology adopted for implementing the Taxonomy regulation and the methodology underlying the non-financial performance statement. The Committee also interviewed the Manager in charge of implementing the CSRD Directive in sustainability reports to understand the approach adopted by the Group.

As each year, the Committee planned to interview the Tax Director on major upcoming changes in the environment where the Group operates and on the tax policy.

The Committee met with the Statutory auditors and the Independent Third Party during a meeting held without the presence of executives, focusing on the audit approach, key audit matters, the audit scope, its planning, materiality thresholds and the internal control review, as well as the audit approach for the non-financial performance statement.

The Committee also review a specific presentation on managing provisions for pensions and other post-employment benefits.

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



N.B. All figures are up to date at December 31, 2023.

(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, 2023**

Members	Attendance rate
Patrick Pouyanné (Chairman) <sup>(1)</sup>	100%
Pierre Goulaieff	100%
Belen Moscoso del Prado <sup>(1)</sup>	100%
Kurt Sievers <sup>(1)</sup>	75%
Lucia Sinapi-Thomas	100%

(1) Independent.

**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 allocation 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, 2023, 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):

**Mr. Patrick Pouyanné** (Chairman), **Mr. Pierre Goulaieff** (Director representing employees), **Ms. Belen Moscoso del Prado**, **Mr. Kurt Sievers** and **Ms. Lucia Sinapi-Thomas** (Director representing employee shareholders).

This Committee met four times in 2023, with an average attendance rate of 95%.

**Committee activities in 2023**

In accordance with the Committee’s remit, it ensured throughout 2023 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 the Chairman of the Board of Directors;
- the compensation of the Executive Corporate Officer and a review of the compensation of members of the Executive Committee. These recommendations focused at the beginning of the year on:

- an appraisal of the individual performance of the Executive Corporate Officer compared with the objectives set at the beginning of the previous year,
- the calculation of the variable component of this compensation paid after the Shareholders' Meeting vote for the Executive Corporate Officer,
- determination of the fixed compensation and theoretical variable component for the following year and any change in the structure of the Executive Corporate Officer's compensation with a view to the renewal of his term of office,
- selecting and setting objectives to be used for the current year as a basis for defining the calculation of the actual variable component 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 proposed to the Board of Directors for agreement on November 6, 2023, as well as the specific grant to employees of recently acquired companies.

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.



N.B. All figures are up to date at December 31, 2023.

#### Composition at December 31, 2023

Members	Attendance rate
Frédéric Oudéa (Chairman) <sup>(1)</sup>	100%
Siân Herbert-Jones <sup>(1)</sup>	100%
Xavier Musca <sup>(1)</sup>	100%
Patrick Pouyanné <sup>(1)</sup>	100%

(1) Independent.

#### 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, 2023, the Committee has four Directors, all of whom are independent: **Mr. Frédéric Oudéa** (Chairman), **Ms. Siân Herbert-Jones**, **Mr. Xavier Musca** and **Mr. Patrick Pouyanné**.

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 four times in 2023, with an average attendance rate of 100%.

#### Committee activities in 2023

The activities of the Ethics & Governance Committee focused on the following issues in 2023:

#### Governance

The Ethics & Governance Committee:

- in preparing the Shareholders' Meeting of May 16, 2023, recommended the candidacy of Ms. Megan Clarcken and Ms. Ulrica Fearn to the Board of Directors;
- proposed the appointment by the Board of Directors, at the end of the Shareholders' Meeting of May 16, 2023, of Ms. Megan Clarcken as a member of the Strategy & CSR Committee (to replace Ms. Tanja Rueckert) and Ms. Ulrica Fearn as a member of the Audit & Risk Committee (to replace Ms. Xiaoqun Clever);
- was briefed on 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;
- was briefed on the process implemented by Group Management for the succession of Executive Corporate Officers and reviewed the emergency succession plan for Executive Corporate Officers drafted in March 2021;



- reviewed the procedures implemented by Group Management to manage succession plans for Executive Management (Group Executive Board and Group 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;
- monitored the dialogue between the Company and its shareholders and proxy advisors in preparation of the 2023 Shareholders' Meeting and prepared the governance issues presented to the Board and then to the Shareholders' Meeting of May 16, 2023;
- 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, for proposal to the Board of Directors;
- under the responsibility of its Chairman, the Lead Independent Director, was briefed on the internal assessment of the composition and activities of the Board and its specialized committees performed at the end of 2023 in respect of 2023, for proposal to the Board of Directors;
- deliberated the Board of Directors' diversity policy and its implementation during 2023, for proposal to the Board of Directors;
- deliberated the independence of Directors and the absence of conflicts of interest in preparation of the 2022 Universal Registration Document, for proposal to the Board of Directors;
- was briefed on the conclusions and observations of the High Committee for Corporate Governance (*Haut Comité du Gouvernement d'Entreprise*) and the French Financial Markets Authority (AMF) in their respective annual reports on Corporate Governance;
- 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 for the period 2024-2026.

### Ethics & Compliance

The Committee also interviewed the Ethics Director who submitted a report to the Committee presenting a strengthened governance structure through the creation of a Group Ethics Committee, its guidelines and related annual training sessions, alerts reported during 2023 to the *SpeakUp* ethics helpline, situations of conflict of interest self-reported *via Declare*, the Group's conflict-of-interest management tool, a summary of feedback from the monthly survey on the ethics culture in the Company (*Ethics Pulse*), to which over 240,000 Group employees across 45 countries responded in 2023, progress with human rights actions and internal and external communication initiatives throughout the year. This report highlighted that Capgemini was recognized as "One of the World's Most Ethical Companies®" for the eleventh year in a row by the American Institute, Ethisphere. The report also presented the main ethics and Human Rights actions scheduled for 2024.

In addition, the Ethics & Governance Committee was informed by the Compliance Officer of measures taken in 2023 under the anti-corruption program deployed by the Group, as well as the conclusions of internal controls performed in 2023 on the correct application of this program, the training situation and the priorities

for 2024. The Committee was also informed of the main actions implemented under the duty of care plan and the priorities for 2024 and reviewed the environmental risks mapping, in line with health and safety and human rights issues identified in the Group procurement chain.

Finally, the Internal Audit Director presented to the Committee the internal audit conclusions on the good understanding and application of Group anti-corruption and ethics programs.



N.B. All figures are up to date at December 31, 2023.

(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, 2023

Members	Attendance rate
Paul Hermelin (Chairman)	100%
Megan Clarcken <sup>(1) (2)</sup>	50%
Aiman Ezzat	100%
Hervé Jeannin	100%
Olivier Roussat <sup>(1) (2)</sup>	100%
Kurt Sievers <sup>(1)</sup>	80%

(1) Independent.

(2) Ms. Megan Clarcken was appointed a member of the Strategy & CSR Committee following her appointment as a Director by the Shareholders' Meeting of May 16, 2023 to replace Ms. Tanja Rueckert.

### 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, 2023, the Committee has six Directors, three of whom are independent:

**Mr. Paul Hermelin** (Chairman), **Ms. Megan Clarcken** (Independent Director), **Mr. Aiman Ezzat** (Chief Executive Officer), **Mr. Hervé Jeannin** (Director representing employees), **Mr. Olivier Roussat** (Independent Director) and **Mr. Kurt Sievers** (Independent Director).

**Ms. Tanja Rueckert** was a member of the Committee until May 16, 2023. She attended all Committee meetings during the period January 1 to May 16, 2023.

This Committee met five times in 2023, with an average attendance rate of 93%.

## Committee activities in 2023

To prepare the Board of Directors' decisions, the Committee:

- maintained an ongoing dialogue with the Chief Executive Officer on acquisition opportunities exceeding the delegation granted to him, to prepare the Board deliberations;
- analyzed the position of several major markets to consider possible acquisitions;
- reviewed the approach to integrating acquisitions and studied progress with the integration of recent acquisitions and particularly their oversight and value creation;
- discussed with the Chief Executive Officer the preparation of the Board of Directors' strategy seminar in June 2023 and issued recommendations aimed at proposing an agenda covering the impact of geopolitical developments and the position in the American market and focusing on emerging technologies and the skills shortage;

- discussed other major strategic files with Group Management and particularly the Group's role in contributing to the development of a "Cloud de Confiance";
- analyzed the offering portfolio, the partnership strategy and the competitive environment based on presentations by the Chief Executive Officer;
- reviewed and suggested clarification on the range of indicators proposed and intended to measure the Group's progress on strategic priorities;
- established with the Chief Executive Officer a plan and schedule for issues to be discussed by the Committee, following the performance assessment of the Board of Directors in 2022, which highlighted the need for greater visibility on the Committee's work agenda;
- reviewed, as part of its oversight role for corporate social and environmental responsibility (CSR) actions, the Group's CSR strategy, founded on three pillars, diversity and inclusion, digital inclusion and environmental sustainability and reported to the Board;
- analyzed, in particular, the announced carbon reduction strategy to achieve carbon neutrality, with 2025, 2030 and 2040 targets, and the various CSR objectives (reducing carbon emissions and supporting digital inclusion) proposed for members of the Executive Committee and the Chief Executive Officer. These objectives were submitted to and approved by the Board when setting the Chief Executive Officer's compensation.

Where authority was delegated to the Chief Executive Officer, the Committee was informed throughout the year of acquisitions in progress and verified the consistency of these acquisitions with the priorities defined by the Board of Directors.