

The Capgemini SE Board of Directors set the compensation of its Executive Corporate Officers in respect of 2023, that is Mr. Paul Hermelin, Chairman of the Board of Directors and Mr. Aiman Ezzat, Chief Executive Officer, and their compensation components for 2024.

Performance criteria used for the evaluation are the ones set initially during the March 16, 2023, Board meeting and have remained unchanged.

I. Executive Corporate Officers compensation for 2023

A. Compensation of the Chairman of the Board of Directors for 2023

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

Following the end of the management transmission period, the compensation structure of the Chairman of the Board from May 2022 onward was set by the Board of Directors, during its meeting of March 17, 2022, and reconfirmed during its meeting of March 16, 2023 at the recommendation of the Compensation Committee, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules.

Compensation of the Chairman of the Board for 2023

Since the end of the management succession period, the Chairman of the Board is only paid through the Directors' compensation rules which include a Chairman of the Board annual fee of €250 000 to be paid *pro rata temporis* over the term of office period, along with attendance fees. He is also eligible to the fees associated to the President of the Strategy and CSR Committee.

The Chairman of the Board of Directors' compensation does not include variable or exceptional compensation, performance share grants, severance pay or non-compete indemnities. The compensation for 2023 amounted to 324,000 euros.

This compensation structure is aligned to the Chairman of the Board compensation policy approved during the May 16, 2023, Shareholders Meeting in the 8th resolution.

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B. Compensation of the Chief Executive Officer for 2023

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

The Capgemini SE Board of Directors, during its meeting of February 13, 2024, and at the recommendation of the Compensation Committee, decided the compensation of the Chief Executive Officer, Mr. Aiman Ezzat, for 2023, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules. This compensation will be presented to shareholders for vote at the upcoming Combined Shareholders' Meeting of May 16, 2024

The compensation structure comprises fixed and variable components, the grant of equity instruments, a long savings plan and, where applicable, the provision of a company car. This compensation structure complies with the Chief Executive Officer compensation policy approved by the Combined Shareholders' Meeting of May 16, 2023, in the 9th resolution.

Chief Executive Officer compensation components for 2023

The Board of Directors set the total cash compensation due to Mr. Aiman Ezzat for his duties as Chief Executive Officer for 2023 at €2,422,010, i.e. 100.9% of the total theoretical annual compensation. The 2023 annual cash compensation was unchanged since 2020 and comprised a fixed component of €1,000,000 paid in twelve equal monthly installments, a variable component of €1,000,000, if objectives are achieved, with a ceiling of €1,800,000 in case of overachievement of objectives, as well as a long savings plan of €400,000, under performance conditions.

The variable part is based on:

- financial indicators for 60% (with a maximum up to 120%);
- non-financial indicators for 20% (with a maximum up to 40%); and
- qualitative personal objectives for 20%.

tied to the achievement of indicators and individual objectives set by the Board of Directors during its March 16, 2023, meeting.

Variable component tied to financial indicators

The financial indicators for 2023 compare actual audited results with the corresponding objectives adopted by the Board at the beginning of the year:

Indicator	Weighting	Achievement rate
Revenues	30%	96.2%
Operating margin	30%	100.6%
Pre-tax net profit	20%	97.4%
Organic free cash flow	20%	109.1%
Weighted total		100.31%

To favor the achievement of financial objectives, a multiplier, applicable to all senior employees under a variable scheme, amplifies any difference in financial performance upwards or downwards. Application of this multiplier to the above calculated weighted financial performance sets the variable part at 101.24%

Variable component tied to non-financial and qualitative personal objectives

The non-financial objectives reflected different priorities and were evenly allocated between:

- quantifiable objectives concerning the **application of the CSR strategy**
- qualitative objectives concerning **talent attractiveness and strategic positioning vs. our clients.**

An in-depth review was performed of each category followed by an overall assessment encompassing all objectives.

With regard to the **CSR strategy**, the Board of Directors' assessment considered the two objectives set at the beginning of the year: (i) increased diversity in executive leadership positions and (ii) reduction in the GHG emissions. The diversity objective was slightly exceeded, and the greenhouse gas emissions reduction target has also been reached using 74% of the maximum volume of authorized offsets.

With regard to **talent attractiveness**, the Board took into consideration several items such as employee engagement, the high level of retention of key talents and the external attractiveness with the onboarding of several key profiles. With regard to the part related our **strategic positioning with clients**, the follow up of the policy implemented since 2021 has been presented to the Board which was able to evaluate the positive evolution of the key selected metrics in particular the positive evolution of the client perception of Capgemini as an innovative company.

The weighted performance of the variable component tied to non-financial and individual objectives is therefore 103,3%, corresponding to the average of the quantitative portion set at 106,6% and of the qualitative portion set at 100%.

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

- a total achievement rate for the variable component of 102.1%
- an achievement rate for the long savings plan of 100.31%, weighted financial performance before multiplier impact, payable in two installments, 50% in July 2024 and 50% in July 2025.

For 2023, Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer, calculated in accordance with the objectives set by the Board of Directors in its March 16, 2023, meeting and with the compensation policy voted by the Shareholders' Meeting of May 16, 2023, therefore breaks down as follows:

Compensation component	2022 (reminder)	2023 Theoretical compensation	2023 Achievement rate	2023 Calculated compensation
Fixed	€1,000,000	€1,000,000	N/A	€1,000,000
<i>Variable, financial objectives</i>	€688,320	€600,000	101.24%	€607,440
<i>Variable, quantifiable objectives</i>	€224,000	€200,000	106.67%	€213,330
<i>Variable, qualitative objectives</i>	€200,000	€200,000	100%	€200,000
Total Variable compensation	€1,112,320	€1,000,000	102.08%	€1,020,770
Total	€2,112,320	€2,000,000	101.04%	€2,020,770
Long savings plan	€414,720	€400,000	100.31%	€401,240
Total	€2,527,040	€2,400,000	100.92%	€2,422,010

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In addition, the Board of Directors' meeting of November 6, 2023, granted 19,500 performance shares to Mr. Aiman Ezzat, representing 1.04% of total shares granted in 2023, with an IFRS value of €2,398,199. This grant is subject to internal and external performance conditions in accordance with the 14th resolution adopted by the Combined Shareholders' Meeting of May 16, 2023.

The 2023 Universal Registration Document, including the corporate governance report and the report presenting the resolution on Executive Corporate Officer compensation to be submitted to shareholders for vote at the Combined Shareholders' Meeting of May 16, 2024, will include a detailed presentation of the calculation of Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer for 2023.

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II. Executive Corporate Officer compensation for 2024

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

The Board of Directors, at its meeting of February 13, 2024, on the proposal of the Compensation Committee, therefore adopted the compensation policies for 2024 for the Chief Executive Officer and the Chairman of the Board of Directors. These policies were approved in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules.

Pursuant to the provisions of Article L.22-10-8 of the French Commercial Code (*Code de Commerce*), these compensation policies (comprising the structure and different components of corporate officer compensation) will be presented to shareholders for vote at the Combined Shareholders' Meeting of May 16, 2024. An outline of these policies is presented below. The Board of Directors will present a detailed report on these policies to the Shareholders' Meeting, which will also be included in the Company's 2023 Universal Registration Document.

A. Compensation of the Chairman of the Board of Directors

Compensation of the Chairman of the Board for 2024

The Board of directors, in its meeting of February 13, 2024, set the compensation of the Chairman of the Board for 2024, according to the policy approved for the Directors' remuneration voted during the Shareholders Meeting of May 16, 2023 which includes a Chairman of the Board **unchanged annual fee** of €250 000 to be paid *prorata temporis* over the term of office period, along with attendance fees

for an overall compensation positioned around the first quartile of non-executive directors. The Chairman of the Board of Directors' compensation does not include variable or exceptional compensation, performance share grants, severance pay or non-compete indemnities.

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B. Compensation of the Chief Executive Officer

Fixed compensation of the Chief Executive Officer

Considering that the Board is proposing the renewal of the term of office of Mr. Ezzat as Director to the Shareholders Meeting on May 16, 2024 and intends to confirm him in his duties as Chief Executive Officer following the Shareholders Meeting, the Board considers that a term of office renewal is an appropriate time to review the fixed compensation of Mr. Ezzat for his second mandate. whose fixed compensation in compliance with the AFEP MEDEF governance Code, has not been modified since 2020. the Board decided in its February session to set at €1,300,000, Mr. Aiman Ezzat's gross annual fixed compensation as Chief Executive Officer. Besides, the Board confirmed that this revised compensation will be kept unchanged for the renewed term of office.

When setting the revised fixed component of the Chief Executive Officer's compensation, the Board of Directors took into consideration the following elements based on the recommendation of the Compensation Committee:

- the significant evolution of the Group's performance during the current term of office of Mr. Ezzat as Chief Executive Officer, with a revenue growth of 59% and a margin increase of 72% at the end of 2023 vs. 2019.
- the result of a market benchmark conducted by an international firm primarily covering CAC40 companies, this analysis providing as well, information from international companies belonging to Capgemini sector.
- the fact that fixed compensation of the Chief Executive Officer has not been increased since the start of his current term of office in May 2020 and that in application of the AFEP MEDEF Code to which the Company refers, the revised compensation will be set for the duration of his new term of office.
- that the proposed increase of the Chief Executive Officer's fixed compensation would remain consistent with the average compensation increases over 25%, applied to employees across the company during the period 2020 to 2024.

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

Variable compensation of the Chief Executive Officer

The Board of Directors also set the 2024 variable compensation principles, aligned to the prevailing structure in place with:

- financial indicators for 60 % of the fixed compensation, if objectives are achieved, which may go up to 120% in case of overperformance;
- quantifiable non-financial objectives for 20 % of the fixed compensation, if objectives are achieved, which may go up to 30% in case of overperformance;
- qualitative personal objectives, aligned to the implementation of the Group strategy, which may represent up to 30% of the fixed compensation.

These objectives are formally documented to enable them to be assessed on a tangible basis at the end of 2024. Accordingly, 73% of the Chief Executive Officer's 2024 variable component will be based on quantifiable indicators. Non-financial objectives remain capped at 60% overall of the fixed compensation.

Long savings plan

On the proposal of the Compensation Committee, the Board of Directors decided that Mr. Aiman Ezzat will continue to benefit from the long savings mechanism. The plan consists in the payment of an annual allowance, capped and under performance conditions, at least half of which is allocated to a third-party insurer in the context of an Article 82, with the rest of the cash allowance being kept by the beneficiary, considering the immediate taxation upon entry of this mechanism. This allowance would be made under the same performance conditions and calculation method as currently, and as decided by the Board of Directors in its meeting of February 13, 2024, on the proposal of the Compensation Committee.

Compensation for duties as a director

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

Other items

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

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

The Board of Directors, at its meeting of February 13, 2024, on the proposal of the Compensation Committee, also renewed the authorization, subject to approval by the Shareholders' Meeting of the compensation policy for the Chief Executive Officer, of the principle of severance pay granted in the event of termination of his corporate office. This severance pay would only be payable in the event of forced departure of the Company's Chief Executive Officer.

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

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

Non-compete undertaking

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