

The Capgemini SE Board of Directors set the compensation of its Executive Corporate Officers in respect of 2022, that is Mr. Paul Hermelin, Chairman of the Board of Directors and Mr. Aiman Ezzat, Chief Executive Officer, and their compensation components for 2023.

Performance criteria used for the evaluation are the ones set initially during the March 17, 2022, Board meeting and have remained unchanged.

## I. Executive Corporate Officers compensation for 2022

### A. Compensation of the Chief Executive Officer for 2022

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

The Capgemini SE Board of Directors, during its meeting of March 16, 2023, and at the recommendation of the Compensation Committee, decided the compensation of the Chief Executive Officer, Mr. Aiman Ezzat, for 2022, 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, 2023.

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 19, 2022, in the 10<sup>th</sup> resolution.

#### Chief Executive Officer compensation components for 2022

Based on these different items, the Board of Directors set the total compensation due to Mr. Aiman Ezzat for his duties as Chief Executive Officer for 2022 at €2,527,040, i.e. 105.3% of the total theoretical annual compensation. The 2022 theoretical annual compensation was unchanged over 2020 and 2021, and comprised a fixed component of €1,000,000 paid in twelve equal monthly installments, a theoretical variable component of €1,000,000 if objectives are attained, as well as a long savings plan of €400,000.

The theoretical variable is based on:

- financial indicators for 60%;
- quantifiable individual indicators for 20%; and
- qualitative individual objectives for 20%.

These indicators and objectives are tied to the attainment of indicators and individual objectives set by the Board of Directors during its March 17, 2022, meeting.

#### Variable component tied to financial indicators

The financial indicators for 2022 compare actual audited results with the corresponding objectives adopted by the Board at the beginning of the year:

Indicator	Weighting	Attainment rate
Revenues	30%	104.8%
Operating margin	30%	98.7%
Pre-tax net profit	20%	112.6%
Organic free cash flow	20%	100.6%
<b>Weighted total</b>		<b>103.68%</b>

To favor the attainment 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 114.72%.

### Variable component tied to quantifiable and qualitative individual objectives

The individual objectives reflected different priorities and were evenly allocated between:

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

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 only 11% of the maximum volume of authorized offsets.

With regard to **talent attractiveness**, the Board took into consideration several items such as employee engagement, the retention comparative evolution or the recruitment volume of 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. Finally, with regard to the **Intelligent Industry strategy**, the Board has supported the detailed strategic presentation, considering that it supported well the Group growth agenda.

The weighted performance of the variable component tied to individual objectives is therefore 106%, corresponding to the average of the quantitative portion set at 112% 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 attainment rate for the variable component of 111.23%
- an attainment rate for the long savings plan of 103.68%, weighted financial performance before multiplier impact, payable in two installments, 50% in July 2023 and 50% in July 2024.

For 2022, 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 17, 2022, meeting and with the compensation policy voted by the Shareholders' Meeting of May 19, 2022, therefore breaks down as follows:

Compensation component	2021 (reminder)	2022 Theoretical compensation	2022 Attainment rate	2021 Calculated compensation
<b>Fixed</b>	<b>€1,000,000</b>	<b>€1,000,000</b>	<b>N/A</b>	<b>€1,000,000</b>
<i>Variable, financial objectives</i>	€955,440	€600,000	114.72%	€688,320
<i>Variable, quantifiable objectives</i>	€330,000	€200,000	112%	€224,000
<i>Variable, qualitative objectives</i>	€200,000	€200,000	100%	€200,000
<b>Total Variable compensation</b>	<b>€1,485,440</b>	<b>€1,000,000</b>	<b>111.23%</b>	<b>€1,112,320</b>
<b>Total</b>	<b>€2,485,440</b>	<b>€2,000,000</b>	<b>105.62%</b>	<b>€2,112,320</b>
<b>Long savings plan</b>	<b>€459,240</b>	<b>€400,000</b>	<b>103.68%</b>	<b>€414,720</b>
<b>Total</b>	<b>€2,944,680</b>	<b>€2,400,000</b>	<b>105.3%</b>	<b>€2,527,040</b>

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In addition, the Board of Directors' meeting of October 3, 2022, granted 21,000 performance shares to Mr. Aiman Ezzat, representing 1.05% of total shares granted in 2022, with an IFRS value of €2,386,273. This grant is subject to internal and external performance conditions in accordance with the 28<sup>th</sup> resolution adopted by the Combined Shareholders' Meeting of May 19, 2022.

The 2022 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, 2023, will include a detailed presentation of the calculation of Mr. Aiman Ezzat's compensation for his duties as Chief Executive Officer for 2022.

## **B. Compensation of the Chairman of the Board of Directors for 2022**

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

With the end of the management transmission period, the compensation structure of the Chairman of the Board in 2022 set by the Board of Directors, during its meeting of March 17, 2022, and at the recommendation of the Compensation Committee, in strict compliance with the recommendations of the AFEP-MEDEF Code and Say on Pay rules, has been built around two distinct periods:

- A first period covering the first 5 months of the year
- A second period covering the period starting from June 1<sup>st</sup>, 2022

### **Compensation of the Chairman of the Board for the first five months of 2022**

The Board of Directors' meeting of March 11, 2020, set the gross annual fixed compensation of the Chairman of the Board of Directors, Mr. Paul Hermelin, at €800,000.

To set this proposal, the Board of Directors took account of his specific role as Chairman of the Board in the context of the managerial succession. In this context, Mr. Hermelin was appointed Chairman of the Strategy & CSR Committee and continues to represent the Company, in support of the Chief Executive Officer, in its high-level relations at national and international level, enabling Capgemini to continue to benefit from his experience and knowledge of the Group. When representing the Company with major clients and partners, he acts only with the full agreement of the Chief Executive Officer and at his request. The Chairman is also responsible for promoting the Group's values, culture and reputation. **This amount remains unchanged again in 2022 until the change of the compensation policy applicable from June 1<sup>st</sup> voted during the May 19, 2022, Shareholders' Meeting.**

The compensation structure for the first five months is made of a fixed compensation and Mr. Paul Hermelin remains eligible, as Chairman of the Board of Directors, to the supplementary pension plan closed in October 2015 with rights frozen. He had communicated to the Board his intention to exercise his retirement rights in 2022. The Chairman of the Board of Directors' compensation does not include variable or exceptional compensation, performance share grants, compensation for his duties as director, severance pay or non-compete indemnities.

The compensation paid *prorata temporis* amounted to 333,333 euros for the first 5 months.

This compensation structure is aligned to the Chairman of the Board compensation policy approved during the May 19, 2022 Shareholders Meeting in the 8<sup>th</sup> resolution

### **Compensation of the Chairman of the Board since June 1<sup>st</sup> 2022**

Following the end of the management succession period, the Chairman of the Board will only be paid through the Directors' compensation rules which will include a Chairman of the Board fixed fee of €250 000 to be paid *prorata temporis* over the mandate period, along with attendance fees for an overall significant reduction of his 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. The compensation for this period amounted to 179,767 euros.

This compensation structure is aligned to the Chairman of the Board compensation policy approved during the May 19, 2022, Shareholders Meeting in the 9<sup>th</sup> resolution

## **II. Executive Corporate Officer compensation for 2023**

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 March 16, 2023, on the proposal of the Compensation Committee, therefore adopted the compensation policies for 2023 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, 2023. 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 2022 Universal Registration Document.

### **A. Compensation of the Chief Executive Officer**

#### **Fixed compensation of the Chief Executive Officer**

In the context of the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer, the Board decided in 2020 to set Mr. Aiman Ezzat's gross annual fixed compensation as Chief Executive Officer at €1,000,000, representing 50% of the total theoretical fixed and variable compensation if objectives are attained. This compensation is payable in monthly installments *pro rata* to the term of his office. **This fixed compensation remains again unchanged in 2023.**

#### **Variable compensation of the Chief Executive Officer**

The Board of Directors also set the 2023 theoretical variable compensation at €1,000,000 (**unchanged since 2020**), with the following calculation methods and key strategic indicators:

- financial indicators for 60 %;
- quantifiable individual indicators for 20 %; and
- qualitative individual objectives for 20 %.

These objectives were formally documented to enable them to be assessed on a tangible basis at the end of 2023. Accordingly, 80% of the Chief Executive Officer's 2023 variable component will be based on a quantitative assessment, with the quantitative component varying on a straight-line basis between nil and 200%. Qualitative objectives remain capped cumulatively for 2023 at 100% of the theoretical target.

#### **Long savings plan**

On the proposal of the Compensation Committee, the Board of Directors decided that Mr. Aiman Ezzat will continue to benefit from the long savings mechanism. The plan consists in the payment of an annual allowance, 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 March 16, 2023, 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 March 16, 2023, on the proposal of the Compensation Committee, also renewed the authorization, subject to approval by the Shareholders' Meeting of the compensation policy for the Chief Executive Officer, of the principle of severance pay granted in the event of termination of his corporate office. This severance pay would only be payable in the event of forced departure of the Company's Chief Executive Officer.

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

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

## Non-compete undertaking

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

**Taking account of these objectives and the 2023 cap on qualitative individual objectives, the potential fixed and variable compensation of the Chief Executive Officer can be summarized as follows:**

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

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## **B. Compensation of the Chairman of the Board of Directors**

### **Compensation of the Chairman of the Board for 2023**

The Board of directors, in its meeting of March 16, 2023, set the compensation of the Chairman of the Board for 2023, according to the policy approved for the Directors' remuneration voted during the Shareholders Meeting of May 19, 2022 which includes a Chairman of the Board **unchanged annual fee** of €250 000 to be paid *pro rata temporis* over the mandate period, along with attendance fees for an overall significant reduction of his 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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