Capgemini

UNIVERSAL
REGISTRATION DOCUMENT 2020
ANNUAL FINANCIAL REPORT

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Contents

The information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol AFR

2020 Universal Registration Document

Annual Financial Report

With 270,000 women and men in nearly 50 countries, Capgemini is a responsible and multicultural global leader. Its purpose: unleashing human energy through technology for an inclusive and sustainable future.

As a strategic partner to companies, Capgemini has harnessed the power of technology to enable business transformation for more than 50 years. The Group addresses the entire breadth of business needs, from strategy and design to managing operations. To do this, it relies on deep industry expertise and its command of fast-evolving fields such as cloud, data, artificial intelligence, connectivity, software, digital engineering and platforms.

In 2020, Capgemini reported global revenues of €16 billion.

AMF | AUTORITÉ DES MARCHÉS FINANCIERS

The French version of this Universal Registration Document (*Document d'enregistrement universel*) was filled with the *Autorité des marchés financiers* (AMF – the French Financial Market Authority) on March 26, 2021, as the competent authority under Regulation (EU) 2017-1129, without prior approval in accordance with Article 9 of this Regulation. The Universal Registration Document may be used when securities are offered to the public or admitted to trading on a regulated market, if supplemented by a securities note and, where applicable, a summary and all amendments made to the Universal Registration Document. The resulting documents are approved as a whole by the AMF in accordance with Regulation (EU) 2017-129.

A global leader and strategic partner for companies

AMERICAS

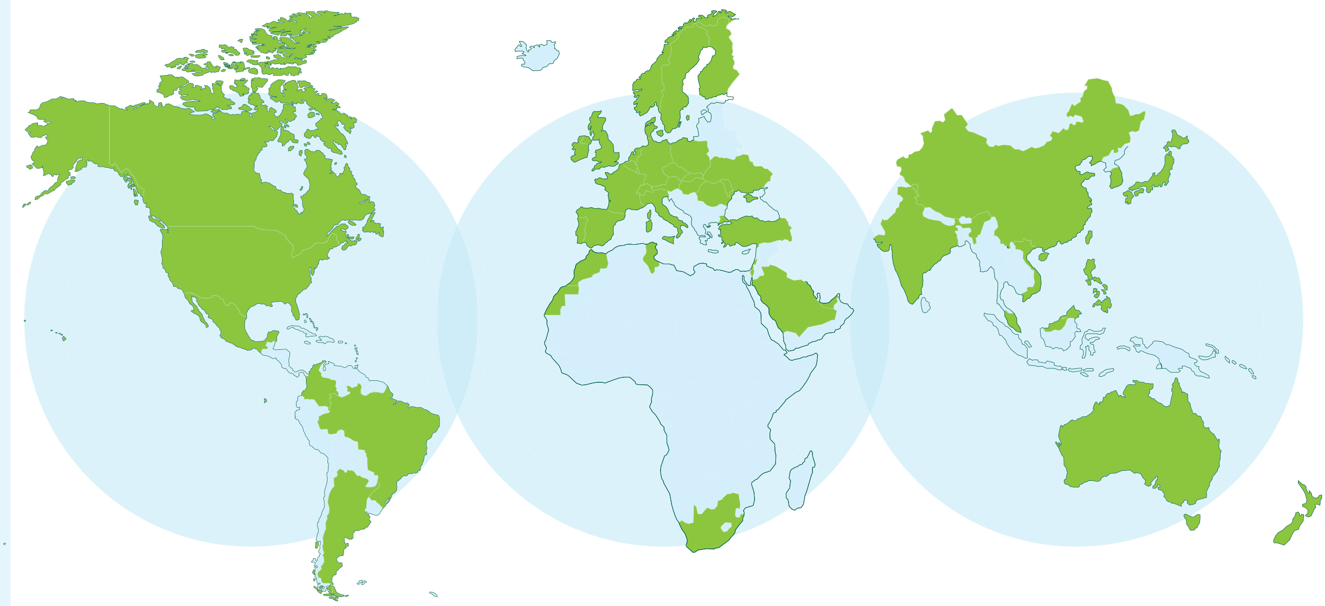
26,660 people

EUROPE, MIDDLE EAST AND AFRICA

107,540 people

ASIA PACIFIC

135,570 people



We are

270,000 employees drawn from over **120** nationalities in nearly **50** countries[1]

Our purpose

Unleashing human energy through technology for an inclusive and sustainable future

Our business lines

- **Strategy & Transformation**
- **Applications & Technology**
- **Engineering**
- **Operations**

Our seven values

Honesty
Boldness
Trust
Freedom
Modesty
Team Spirit
Fun

Our clients and partners

85% of the 200 largest public companies on the Forbes Global 2000 List are our clients

95% of our revenues come from existing clients

A client satisfaction level on contracts of **4.2/5**[2]

Our results

€15,848m
revenu
+ 12.2% since 2019

11.9%
operating margin

€1,119m
free cash flow

Our commitments

Over **300,000** beneficiaries supported by our digital literacy programs in 2020

Named on **CDPs**[3] **'A List'**

A **net zero business** by 2030

Contribution to Sustainable Development Goals adopted by the United Nations

(1.) In April 2020, 50,000 employees of Altran, the world leader in engineering services and R&D, joined Capgemini's teams.

(2.) Score obtained through regular assessment of contractually defined clients' expectations.
(3.) Formerly the Carbon Disclosure Project. Not-for-profit charity that runs the global disclosure system for investors, companies, and other organizations to manage their environmental impacts.

1.

Presentation of the Group and its activities

1.1 Capgemini group fundamentals

1.1.1 Group history

From 1967 to today, the milestones of a world leader

Founded in 1967 by Mr. Serge Kampf in Grenoble, the Group has developed around principles which continue to guide us today: an entrepreneurial spirit, followed by a passion for clients, an obsession with getting the best from people, extremely high performance expectations, and a commitment to being ethically irreproachable at all times.

Now, led by Aiman Ezzat and chaired by Paul Hermelin, Capgemini has 270,000 employees, including more than 125,000 in India, and it operates in nearly 50 countries. As in 1967, Capgemini still has the same passion: helping businesses to be more efficient, innovative, and agile through technology.

1967-1974 | The rise of an entrepreneurial spirit

1967	Mr. Serge Kampf founds Sogeti, an IT services company, in Grenoble.
1970	The visionary Sogeti is the first IT services company in Europe to offer organizational Consulting Services.
1974	The first acquisitions with the purchase of two competitors: CAP (France) and Gemini Computer Systems (USA).

1975-1989 | Expansion

1975	Sogeti becomes Cap Gemini Sogeti, the European leader in IT services, with 2,000 employees.
1976	SESA, the French IT services company specializing in system integration (which will join the Group in 1987), develops TRANSPAC, the first public European data transmission network.
1978	Cap Gemini Sogeti launches on the US market and creates Cap Gemini Inc. in Washington.
1985	Cap Gemini Sogeti is listed on the Paris Stock Market: the share price surges +25% in just 5 days.
1987	Acquisition of SESA, the French IT services company. Cap Gemini Sogeti had already held a 42% stake in the Company since 1982.

1990-1997 | Pursuing leadership

1990 1992	Cap Gemini Sogeti acquires the UK company Hoskyns, the European leader in managed services. Just two years later, Cap Gemini Sogeti becomes the European leader in its sector following successive acquisitions of the Dutch company Volmac – recognized at the time as the most profitable IT services company in Europe – and Programmator, one of the largest IT services companies in Sweden.
1996	Name change to Cap Gemini – removing the Company's original name (Sogeti).

1998-2001 | Emergence of a global champion

1998	Multinational contract signed with General Motors to develop new client/server systems in 42 countries.
2000	Cap Gemini acquires the consulting arm of Ernst & Young, with integration proving more difficult than expected. The Group opens its first offshore delivery center in Mumbai, India. Cap Gemini now has over 50,000 employees.

2002-2009 | New horizons

2002	Mr. Paul Hermelin, who had worked alongside Mr. Serge Kampf since 1993, becomes Group CEO. The Sogeti name returns with the creation of a subsidiary specializing in local IT services.
2003	The Group signs one of the largest outsourcing contracts in its history with the UK's Inland Revenue.
2007	The Group closes another key acquisition with Kanbay International. This US IT services company specializing in Financial Services has a significant presence in India (7,000 employees). The Group now has 12,000 employees in India. 2007 also marks Capgemini's commitment to rugby, by becoming the official sponsor of the World Cup in France.

Since 2010 | An industry leader

2010	Capgemini, now operating in 30 countries, launches in South America with the acquisition of CPM Braxis, the Brazilian IT services company. The Group now has over 100,000 employees worldwide.
2012	45 years after creating the Group, Mr. Serge Kampf stands down as Capgemini Chairman and passes the torch to Mr. Paul Hermelin, who becomes the Group's Chairman and Chief Executive Officer.
2015	Capgemini acquires the US company IGATE and significantly reinforces its presence in the US and India.
2016	Mr. Serge Kampf passes away at the age of 81 in Grenoble, where he had created Capgemini 49 years previously.

2017	Capgemini launches its new brand identity on its 50-year anniversary. The Group reinforces the flagship Digital and Cloud businesses with the targeted acquisitions of Itelios, TCube Solutions, Idean and Lyons Consulting Group.
2018	Capgemini creates Capgemini Invent, a new line of global services dedicated to digital innovation, consulting and transformation. The Group becomes the *Global Innovation Partner* of the men's and women's HSBC World Rugby Sevens Series.
2019	Capgemini acquires Leidos Cyber and strengthens its cybersecurity services and solutions. Capgemini signs a contract worth over €1bn with the Bayer AG Group, to transform its IT landscape and accelerate the digital transformation of its organization.
2020	Aiman Ezzat succeeds Paul Hermelin as the Chief Executive Officer of Capgemini. Paul Hermelin retains the Chairmanship of the Board of Directors. Capgemini unveils its purpose: unleashing human energy through technology for an inclusive and sustainable future. Developed with all of its stakeholders, the purpose is now one of the cornerstones of the Group. The year also marked the finalization of the Altran acquisition. With the acquisition, Capgemini becomes the leader in the rapidly growing Intelligent Industry market, launching three new sets of offers. In response to the pandemic, Capgemini takes action to protect the Health and Safety of its employees, while staying committed to its partners and customers. The Group mobilized its teams around the world to launch community initiatives, supervised by the newly created Social Response Unit. In July 2020, we announced our commitment to making all our operations carbon neutral by 2025 at the latest and achieving "zero net emissions" by 2030. This commitment is founded on a series of new carbon footprint reduction objectives approved by the Science Based Targets initiative as being consistent with the level of reduction needed to limit global warming to 1.5°C. Capgemini is now a signatory of the RE100 and determined to source 100% renewable energy by 2025.

1.1.2 Seven values, the foundation of our culture at the heart of what we do

Since the creation of the Group in 1967 by Serge Kampf, culture and business practices have been inspired and guided by our seven core values. These are the guiding principles that we collectively and individually stand for and are at the heart of our approach as an ethical and responsible business.

Honesty signifies loyalty, integrity, uprightness, a complete refusal to use any underhanded method to help win business or gain any kind of advantage. Neither growth nor profit nor independence have any real worth unless they are won through complete honesty and probity. And everyone in the Group knows that any lack of openness and integrity in our business dealings will be penalized at once.

Boldness, which implies a flair for entrepreneurship and a desire to take considered risks and show commitment (naturally linked to a firm determination to uphold one's commitments). This is the very soul of competitiveness: firmness in making decisions or in forcing their implementation, an acceptance periodically to challenge one's orientations and the *status quo*.

Trust, meaning the willingness to empower both individuals and teams; to have decisions made as close as possible to the point where they will be put into practice. Trust also means giving priority, within the Company, to real openness toward other people and the widest possible sharing of ideas and information.

Fun means feeling good about being part of the Company or one's team, feeling proud of what one does, feeling a sense of accomplishment in the search for better quality and greater efficiency, feeling part of a challenging project.

Freedom, which means independence in thought, judgment and deeds, and entrepreneurial spirit, creativity. It also means tolerance, respect for others, for different cultures and customs: an essential quality in an international Group.

Modesty, that is simplicity, the very opposite of affectation, pretension, pomposity, arrogance and boastfulness. Simplicity is about being discreet, showing natural modesty, common sense, being attentive to others and taking the trouble to be understood by them. It is about being frank in work relationships, having a relaxed attitude, having a sense of humor.

Team spirit, meaning solidarity, friendship, fidelity, generosity, fairness in sharing the benefits of collective work; accepting responsibilities and an instinctive willingness to support common efforts when the storm is raging.

Driven by its Values, the Group continues to forge trusted, long-term business relationships to lead the way into an ethical future.

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1.1.3 The Group business lines

— **Strategy & Transformation**

With Capgemini Invent, Capgemini builds on its expertise in the strategy, technology, data science, and creative design fields to support clients within the digital economy. These consulting activities in strategy, innovation, and transformation support are reinforced by the know-how of frog and Cambridge Consultants, entities of Altran.

— **Applications & Technology**

Capgemini helps clients to develop, modernize, extend, and secure their IT and digital environment, using the latest technologies. Our teams design and develop technological solutions and help our clients to optimize and maintain their applications for agile operations. Through its subsidiary Sogeti, part of Capgemini, the Group provides a local technology services model, working closely with our clients' teams.

— **Engineering**

Capgemini's Engineering and R&D activities, strengthened by the acquisition of Altran, foster synergies between the digital and the engineering worlds to help our clients, whatever their sector of activity, build intelligent products, operations, and services at scale. Capgemini harnesses the power of data, connectivity, and software to pioneer Intelligent Industry.

— **Operations**

This category includes the Group's Business Services (including Business Process Outsourcing and transactional services) as well as installation and maintenance services for our clients' IT infrastructures in data centers or in the cloud. These services offer our clients greater efficiency, and operational and technological excellence.

1.1.4 An agile and innovative offer portfolio

The needs of our clients are constantly evolving, so Capgemini never stops adapting and transforming our portfolio of offers to ensure it is ready to tackle every new challenge our clients face. The sustained pace of innovation has encouraged Capgemini to implement an agile and innovative management of its offer portfolio, to continually anticipate market developments, at scale. For example, cloud and digital offers represented more than 65% of the Group's activity in 2020. The Group has therefore chosen to accelerate its development in seven priority markets by offering innovative and high value-added services.

— The **ADMnext** offer allows us to supervise, manage (thanks to a smart automated platform), and transform our clients' application environments. We provide agile transformation of applications, processes, and delivery methods for our clients, adapted to their digital strategy and aligned with their business issues. Our offer is a real driver of growth.

— Our **Artificial Intelligence** offer, named **Perform AI**, is a complete portfolio of artificial intelligence (AI) strategic and operational services that helps clients activate data and operationalize trusted AI at scale for business transformation and innovation. Perform AI offers a unified framework to move AI beyond pilots and *proofs of concept* to deployments at scale. Thanks to our abilities to design, build, deliver and run data and AI solutions at scale, organizations can use data, analytics, intelligent automation, and AI to transform themselves, across every dimension of their business, ethically and sustainably.

— The **Cloud** offer is a comprehensive portfolio of services that delivers a cloud-first way of working for companies. It aims to simplify adoption of a cloud-first strategy to replace or supplement IT systems already in place. It also allows clients to develop innovative services directly in the cloud. Capgemini's cloud services simplify, secure, and accelerate the end-to-end cloud transformation journeys of our clients, focusing on their business objectives. Capgemini is the only partner that can deliver on the full spectrum of cloud transformation requirements, every step of the way, in any industry, anywhere in the world.

— The **Customer Experience (CX)** offer allows our clients to create experiences that provide rapid and sustainable value, both for their end customer and their own company. We reach this balance by implementing service offers that allow us to reimagine customer journeys and activate technological platforms for marketing, sales, customer services, and e-commerce functions. We orchestrate experience design, transformation consulting, marketing execution, architecture, and technology integration capabilities, and activate data available within the Company, its ecosystem, or the customer's ecosystem to provide a very high level of personalization for every interaction between the customer and the brand.

— The **Cybersecurity** offer provides Group clients with a complete portfolio of specialized services in consulting, protection, and surveillance, aiming to secure both traditional computing and the cloud. It helps clients improve their cybersecurity stance – whether launching a product, adopting new IT capabilities such as IoT devices, starting a new division, or expanding through acquisition. We build trust – transforming security into a source of strength and competitive advantage.

— **Digital Core** with SAP S/4 HANA© is our service offer to help clients migrate their existing SAP landscapes, however complex, to the latest modern, simplified, technology-charged SAP landscape. This move allows clients to unleash the power of new digital technologies to evolve their businesses and processes. In particular, it enables the real-time management and analysis of vast data volumes and uses AI, integrated analysis, the DevOps model, cloud architecture, application programming interface, and microservices. We help clients to envision and secure a systemic business transformation enabled by SAP S/4 HANA through the whole value chain, to boost both competitiveness and profitability, and to simplify the overall IT/IS landscape.

— The **Digital Manufacturing** offer proposes a complete portfolio of technology and Consulting Services to accelerate and secure convergence between our clients' physical and digital worlds. Capgemini's expertise in this field extends from product lifecycle management, which ensures digital continuity throughout the product lifecycle, through to Smart Factory, allowing companies to reach new levels of performance. We offer cutting-edge services to transition from responsive management to proactive management, such as predictive maintenance, which analyzes industrial process data in real-time. The Internet of Things and artificial intelligence platforms are at the heart of this transformation 4.0.

A set of **New Strategic Offers (NSOs)** is taken to market by Capgemini Invent, the Group's digital, innovation, consulting, and transformation Global Business Line. Our NSOs help CxOs in our clients' organizations address the challenges and opportunities posed by unprecedented levels of digital disruption. They provide a business innovation and transformation dimension, and leverage the technology solutions and offers associated with each of the Group's strategic priorities. For example, our Inventive Banking and Inventive Insurer offerings in Financial Services are an integral part of the Customer Experience priority offer. These propositions enable banks and insurers to develop and launch new products, services, and business models that respond to rapidly changing customer expectations. We also coordinate the transformation required to operate these at scale, resulting in high levels of customer satisfaction, new revenue streams, and profitable growth.

1.1.5 Enhanced sectoral expertise

The Group cultivates expertise across seven major sector groupings. With the integration of Altran, Capgemini has strengthened its expertise and organization in order to better meet the needs of its clients.

— **Consumer Goods & Retail**

Consumers are commanding the spotlight; they want to engage with brands in increasingly personalized, intelligent, and digital ways. Capgemini guides clients through the rapidly changing business and technology environment, identifying ways in which many of the world's biggest consumer and retail brands can transform their business. The Group works with consumer products and retail clients to create a transformative digital vision and roadmap for their business.

— **Energy & Utilities**

Energy and utilities companies are facing an unprecedented level of change as these industries embark upon the energy transition. New players have entered the market creating new, more effective business models to explore the opportunities that sustainable energy sources and new technology have brought to business. Our industry-wide perspective is built to guide energy and utilities companies as they master these market shifts and technology-triggered trends. The Group works with clients to take bold steps towards succeeding in a customer-driven, technology-enabled landscape.

— **Financial Services (Banking, Capital Markets & Insurance)**

Capgemini steers the digital and operational transformation of leading financial institutions. Focusing on open enterprises, data compliance, deep customer experience, and automation, Capgemini helps create scalable and flexible systems for our clients. We leverage the full breadth of Capgemini's expertise to create end-to-end solutions and invent, build and run the intelligent technologies specific to this sector's challenges. Using AI in particular, our solutions also help clients manage risks, ensure compliance with prevailing regulations and capitalize on the full potential of FinTechs.

— **Manufacturing & Life Sciences**

With profitable growth at the top of the agenda, manufacturing companies (e.g. automotive, aero and defense) are striving to innovate faster, get closer to customers, and achieve a step change in operational efficiency. Clients expect end-to-end capabilities for a holistic transformation journey and the ability to make their operations more intelligent by leveraging the power of data. Capgemini's extensive view of these industries combined with our diverse, knowledgeable teams, enables us to respond to client needs by building industry-specific, client-proven solutions that activate business growth platforms.

Life sciences is one of Capgemini's fastest-growing sectors. We work with leading brands in pharmaceuticals, medical device, and consumer healthcare companies across the world to help clients transform their business and create more enriching experiences for their customers and patients. By aligning the expertise of its life science specialists, data scientists, and data engineers, Capgemini brings the power of data and artificial intelligence at scale to our life sciences clients.

— **Public Sector**

The rapid pace of technological change and disruption deeply influences how governments, public workers, and administrations provide services to citizens around the world. From the back office to the front office delivering government services to citizens, Capgemini has extensive experience working with public organizations, agencies, and federal, regional and local levels to envision and implement proven solutions that both modernize and enable levels of efficiency and flexibility. Whether through the digitization of the citizen experience through smart cities and smart regions, or the implementation of e-government innovation, Capgemini provides services and solutions to help clients transform through modernization of systems and processes that improve how governments and public agencies around the world operate and serve.

— **Telecommunications, Media & Technology**

Capgemini is bringing innovation, creativity, and the domain expertise of our people to solve our telecom clients' most pressing challenges. We provide end-to-end service across strategy, implementation and operations – all united by our market-leading technology, engineering, and data science capabilities.

The rapidly changing demands of a new generation of end-consumers are driving unprecedented disruption as companies strive to find ways of delivering immersive consumer experiences while they adapt to innovative and emerging technology platforms. From the growing importance of 5G for telecoms, to the evolving content consumption and distribution models for media and entertainment clients, to the speed of technological change for all players, Capgemini partners with clients to address the fast-moving challenges they are facing in these industries.

— **Services**

The services industry is changing at an exponential pace as landmark shifts in technology are enabling more personalized and efficient customer interactions. For the hospitality industry to travel and transport, engineering and construction, and professional services in general, Capgemini builds a global approach with clients to accompany the digital transformation of their model and propose services that better reflect the expectations of their end-customers.

1.

1.1.6 Recognized achievements

Once again, Capgemini received numerous awards in 2020 from our technology partners, and recognition from analysts and independent bodies.

Partner Awards

Most Customer Obsessed Mission Based Win, from Amazon Web Services

Capgemini won the 2020 Amazon Web Services (AWS) Public Sector Partners Award for the Most Customer Obsessed Mission Based Win. The Group was recognized for its ability to lean into innovation and customer obsession to deliver excellent results, especially given the Covid-19 situation. Winners of the 2020 AWS Public Sector Partners Awards were selected based on the innovative solutions they offered public sector customers, their engagement with the AWS Partner Network, and their capacity to deliver results in a customer-obsessed way.

Leader in SAP S/4 HANA® application services

Gartner named Capgemini a leader in its report "Magic Quadrant for SAP S/4 HANA Application Services, Worldwide", for completeness of vision and ability to execute. The Gartner Magic Quadrant evaluated 21 service providers for their SAP S/4 HANA application solutions. The award recognized Capgemini's extensive experience in providing SAP S/4 HANA solutions to its clients, across multiple industries, geographies, deployment approaches, and modules.

Leader in Managed Workplace Services

At a time when remote working is becoming so critical to business continuity because of Covid-19, Capgemini was named a leader by Gartner in its 2020 report on digital workplace services, entitled, "Magic Quadrant for Managed Workplace Services, Europe". Capgemini was recognized for its ability to provide service solutions skillfully, such as the delivery of SAP solutions on Microsoft Azure for its clients – an achievement for which it was awarded the 2019 Microsoft SAP on Azure Partner of the Year.

Adobe's *Platinum* Partner

Capgemini was made an Adobe *Platinum* Partner in 2020. As a newly elevated *Platinum* Partner in the Adobe Solution Partner Program, Capgemini will work with Adobe and organizations around the world to combine the best of strategy, technology, marketing, and support to drive game-changing solutions for its clients.

2020 APAC Transformation Partner of the Year, from ServiceNow

Capgemini was awarded the 2020 ServiceNow APAC Transformation Partner of the Year based on its collaboration with the Australian steel producer BlueScope, for delivering transformation and innovation in business, technology, and customer success. A certified ServiceNow Global Alliance Partner since 2009, Capgemini is currently a ServiceNow Elite Partner.

Global Practice Development Partner of the Year, according to Salesforce's MuleSoft

Capgemini was awarded the Global Practice Development Partner of the Year award by MuleSoft, a software company owned by Salesforce, in addition to the MuleSoft EMEA Practice Development Partner of the Year 2020 award and the MuleSoft JAPAC Practice Development Partner of the Year 2020 award. The Practice Development Partner awards recognize partners with the highest level of development, measured in total certifications, and annual growth in certifications.

Winner of two Pega Partner Excellence Awards, from Pegasystems

Capgemini received awards from Pegasystems Inc. for the ninth consecutive year – a proof of the continued growth in business value provided to joint clients by the two companies thanks to their long-standing partnership. This year, the Group received two awards: the Excellence in Growth and Delivery award for its commitment to driving growth and developing differentiated go-to-market solutions for specific industries, and the Excellence in digital transformation award for its leadership and expertise in developing and delivering marketing solutions, built upon the Pega Platform™, for one-to-one customer engagement.

Market analysts' awards

Capgemini extended its streak as a leader in several assessments and reinforced its position in others, according to reports published by market analysts in 2020.

Leader in the Gartner Magic Quadrant for CX and CRM

Gartner named Capgemini a leader in its 2020 Magic Quadrant for *CRM and Customer Experience Implementation Services*, for completeness of vision and ability to execute. The Gartner Magic Quadrant evaluated 16 service providers for a broad range of services across a variety of Customer Relationship Management and customer experience needs.

Find the press release here: https://www.capgemini.com/news/leader-gartner-mq-cx-crm/

Leader in the Gartner Magic Quadrant for Data and Analytics Service Providers

Capgemini was named a leader in Gartner's 2020 Magic Quadrant for Data and Analytics Service Providers, for completeness of vision and ability to execute. The Gartner Magic Quadrant evaluated 20 service providers for their data and analytics offerings and positioned Capgemini as a leader for the fourth consecutive time.

Find the press release here: https://www.capgemini.com/news/leader-2020-gartner-mq-data/

Leader in the Gartner Magic Quadrant for IT Services for Communications Service Providers

Capgemini was named a leader in Gartner's 2020 Magic Quadrant for IT Services for Communications Service Providers, for completeness of vision and ability to execute. The Gartner Magic Quadrant evaluated 12 service providers for a broad range of IT services for communications service providers worldwide. The ranking helps communications service providers identify and evaluate suppliers to meet their IT services needs, including both digital business transformation and traditional telecom IT services.

Find the press release here: https://www.capgemini.com/resources/gartner-2020-magic-quadrant-for-it-services-for-csps-worldwide/

Leader in the Gartner 2020 Magic Quadrant for Public Cloud Infrastructure

Capgemini was also positioned as a leader in Gartner's 2020 Magic Quadrant for Public Cloud Infrastructure Professional and Managed Services, Worldwide. Capgemini improved its position on the "completeness of vision" and "ability to execute" axes, reflecting its continued commitment and global investment in cloud capabilities. The Gartner Magic Quadrant evaluated 20 service providers for a broad range of cloud infrastructure services.

Find the press release here: https://www.capgemini.com/news/gartners-mq-2020-public-cloud/

Leader in Engineering, Research and Development services according to Zinnov

Capgemini was positioned in the "Leadership Zone" for its engineering, research and development (ER&D) services by Zinnov, a leading global management and strategy consulting firm. Capgemini was recognized for its domain specialization, service maturity, innovation, client spread, and scalability. The Zinnov Zones for ER&D Services 2020 report provided a comprehensive view of the global ER&D market, and the impact of Covid-19 on their spending across several vertical markets.

Find the press release here: https://www.capgemini.com/news/capgemini-positioned-as-a-global-leader-by-zinnov-for-its-engineering-research-and-development-erd-and-internet-of-things-iot-services/

Leader in Multicloud Managed Services Providers, according to Forrester

Capgemini was named a leader in the "The Forrester Wave™: Multicloud Managed Services Providers, Q4 2020" report. The report identified Capgemini as a leading vendor for enterprises looking for expertise in migration and modernization, and recognized the Group's strength in application design and development, overall technical expertise, and proactive recommendations for optimization. Capgemini's highest scores in the report were in the areas of current offering, strategy, and market presence.

Find the press release here: https://www.capgemini.com/resources/forrester-names-capgemini-a-leader-in-their-wave-report-on-multicloud-managed-services-providers/

Leader in multiple IDC MarketScape Assessments for Business Consulting

Capgemini Invent was named a leader in three IDC MarketScape 2020 Vendor Assessments: Worldwide Business Consulting Services, Americas Business Consulting Services, and EMEA Business Consulting Services. Capgemini was also recognized as a Major Player in the IDC MarketScape: Worldwide Analysis of Asia/Pacific Business Consulting Services 2020 Vendor Assessment. IDC MarketScape highlighted Capgemini's regional strengths: helping clients integrate appropriate technologies in the Americas, improving clients' commercial performance in EMEA, and maximizing the value of its projects to all stakeholders in Asia Pacific.

Find the press release here: https://www.capgemini.com/news/leader-multiple-idc-marketscape/

Leader in IDC's MarketScape Worldwide Business Analytics Consulting and Systems Integration Services

Capgemini was named a leader in the IDC MarketScape 2020 Vendor Assessment for Worldwide Business Analytics Consulting and Systems Integration Services. Capgemini was recognized for its end-to-end business analytics services capabilities and its expertise in helping clients infuse data, platforms, and insights into their business operations at scale, through business analytics. IDC evaluated 11 leading service providers, including Capgemini, by performing a qualitative and quantitative assessment of the characteristics that lead to the success of a vendor in the marketplace.

Find the press release here: https://www.capgemini.com/news/idc-marketscape-business -analytics/

Leader among next-gen ADM service providers, according to ISG

Capgemini was named a global leader among next-gen Application Development and Maintenance (ADM) service providers for 2019-20 by Information Services Group (ISG) in a report published in January 2020. The ISG report evaluated the portfolio attractiveness and competitive strength of major market players, including Capgemini, in four key areas: overall next-gen ADM, agile development, continuous testing, and DevOps Consulting. The ISG report also evaluated the market players in individual countries, such as the US, the UK, the Nordic countries, Germany, and Brazil. Capgemini secured a leadership position in 20 out of 23 areas, both globally and in individual country evaluations.

Find the press release here: https://www.capgemini.com/news/capgemini-leader-adm-by-isg/

Other Awards

One of the World's Most Ethical Companies®, according to the Ethisphere Institute

Capgemini was named, for the eighth consecutive year, *One of the World's Most Ethical Companies* by the Ethisphere Institute, a world leader in promoting best practices in business ethics. This award is based on the Ethisphere Institute's Ethics Quotient® (EQ) methodology, which is used to evaluate business performance in a qualitative, objective, consistent and standardized manner.

Science Based Targets initiative

The Science Based Targets initiative (SBTi) validated Capgemini's carbon emissions reduction targets. Capgemini's new targets were approved by SBTi as being consistent with the level of reduction needed to limit global warming to 1.5°C. This is an important step towards the Group's ambition of achieving net zero emissions by 2030. To achieve this, Capgemini will accelerate its program to decarbonize operations that have the greatest impact on emissions.

Source Global Research

For the fourth year running, Capgemini was classified as the number one consulting and technology company by the independent analyst Source Global Research. The Group's research center, the Capgemini Research Institute, was recognized for the excellence of its publications and the appeal of its research. The Capgemini Research Institute regularly publishes studies on the impact of digital technologies within organizations and major economic sectors.

AI Breakthrough Award

Capgemini was awarded the 2020 AI Breakthrough Award for its innovation in artificial intelligence by AI Breakthrough, an organization that recognizes the best companies, technologies, and products in the global artificial intelligence market. Winning for the second year in a row, Capgemini was commended in this year's awards for its "CV-up Powered by artificial intelligence" solution, which delivers increased speed and accuracy for curriculum vitae processing through automated document scanning and analysis.

EIPM-Peter Kraljic Awards 2020

The Group's procurement function was named the "Organization of the Year" at the 2020 EIPM-Peter Kraljic Awards, for its industry leadership and its excellence across all dimensions, as well as continuous innovation in establishing sustainable best practices in supply management. The EIPM-Peter Kraljic Awards recognize purchasing departments that demonstrate excellence in creativity, innovation, and corporate social and environmental responsibility.

HFS Research

Capgemini was recognized by HFS Research for its innovative healthcare payment solutions in the Covid-19 era. HFS commended the solutions developed by Capgemini, which aim to improve the patient experience, while broadening access to care.

1.2 Unique assets in a constantly changing market

1.2.1 A dynamic global services market

Capgemini is active in two key markets: the global professional IT services market with a global value of approximately $1 trillion [(1)], which shrank [(2)] by 2.6% (constant currency) in 2020 and the engineering, research & development (ER&D) market with a global value of approximately $176 billion [(3)], which shrank by 11.6% in 2020. Both markets were materially impacted by the Covid-19 pandemic.

The below table approximates Capgemini's market sizing.

Capgemini Market	North America	France	United Kingdom and Ireland	Rest of Europe	Asia Pacific, Latin America and Rest of World
Size of market	$511B	$43B	$85B	$190B	$359B
Capgemini Competitors in Regional Market	Accenture, Cognizant, Deloitte, IBM, Infosys and TCS	Accenture, Atos, CGI, IBM, Sopra Steria, Alten and AKKA	Accenture, CGI, IBM, Infosys, TCS, Alten and AKKA	Accenture, Deloitte, IBM, Tieto, TCS, Alten and AKKA	Accenture, Cognizant, Deloitte, IBM and TCS

In the worldwide IT & ER&D services market:

- the worldwide consulting market is worth $188 billion. In this cyclical market, Capgemini maintains strong market positions;
- the application, infrastructure & network implementation market is worth $246 billion. Capgemini is a market leader with a particular focus on application implementation;
- the managed services and cloud infrastructure services is a $417 billion global market. The system integration and outsourcing markets remain predictable, and activities are based on long term relationships with clients;
- Business Process Outsourcing has reached $162 billion and continues to grow;
- Capgemini is the market leader in the Engineering, Research & Development market which is worth $176 billion.

1.2.2 Market trends

Capgemini sees a growing addressable market [(4)] beyond the "traditional" Chief Information Officer (CIO) perimeter driven by the growth of digitalization across the enterprise, with spending on technology becoming increasingly collaborative by executives.

- The Chief Marketing Officer (CMO) whose spend on technology continues to increase notably due to the growth of digital marketing, which has become a key enabler for the CMO to deliver the "end-to-end customer experience" to their customers. The IT spend on digital marketing is largely incremental to the traditional IT budget. CMO marketing budgets are slightly increased at 11% of revenues (*versus* 10.5% in 2019) and spend on marketing technology remains strong (26% of budget). CMOs prioritized customer retention and growth. [(5)]
- The Chief Operating Officer (COO), product owners and/or Manufacturing Executives control significant spend across product development, operations and process. There is a growing focus on enabling more intelligent delivery models, through increased efficiency, intelligent production and ongoing product customization (to meet changing consumer demands). Here again the IT spend is largely incremental to the traditional IT budget.

Intelligent Industry

Intelligent Industry goes beyond Industry 4.0, applying digital technologies to connect the entire end-to-end industrial value chain from design, research & development, and engineering, through to production, operations, supply chain and support – realizing the inherent value of data within manufacturing and the wider industrial world.

(1) Source: Gartner Forecast: IT Services, Worldwide, 2018-2024, 4Q2020 Update
(2) Estimates as of late 2020
(3) Source: Zinnov, OECD, IRI, IMF
(4) Source: IDC Worldwide Semiannual IT Spending Guide
(5) Source: Gartner 2020-2021 CMO Spend Survey.

What happens then?

- Products become smart: as data is embedded in the design of products, then how they are made, tested, serviced, and supported.
- Factories become smart: thanks to automation, Internet of Things (IoT), predictive maintenance, robotics, Virtual Reality, digital twins, remote monitoring, and simulation of production methods.
- Resource use becomes smart: allowing for optimization of the supply chain, delivery, stock, and increased customer satisfaction.

Manufacturing will move from being uni-directional (humans directing machines to produce goods, which are then sold to consumers) to being multi-directional, where consumers request goods straight from companies, manufacturing planning systems direct production (thanks to automation and Industrial IoT), and organize raw materials (through digital supply chains) and relevant logistics (*via* self-driving/robot warehousing) accordingly.

At the heart of this is the need for the enterprise to become data driven in all that it does.

Capgemini is well positioned to do this for clients, leveraging the power of data to deliver innovation, better customer experiences and new sources of value.

Across the market, there is an increase in new buying centers as digital transformation moves from the front-end customer experience to pervade wider enterprise operations. An indicator of this is the increased collegiality in buying behavior across the c-suite with the CIO operating in partnership with the CxO stakeholders. As the market continues to evolve and clients look to harness the benefits of new solutions with an emergence of new enterprise buyers, it is important to stay close to our clients' decision-makers, which now include marketing and operational executives, to meet their new needs. This reflects a buoyant and natural market position for Capgemini.

This disruption is underpinned by:

- digital transformation is now inherent across the enterprise and considered the new normal, consistently driving a new digital landscape for the enterprise based on the key foundations of CORE IT;
- the infusion of increasingly ubiquitous and transversal digital enablers (AI, deep learning, analytics, automation, DevOps, public, hybrid or sovereign cloud) while protecting from cyber-attacks;
- the speed of adoption of new technologies is changing business behavior as the new products and services become a major driver for companies' profitability, thus bringing CMO/CXOs to join the CIO (IT) in exploring and applying new technologies across the value chain. Therefore, CMO/CXOs have an increasing influence on technology spend.

1.2.3 A demanding competitive environment

Our global marketplace continues to evolve and we compete with a variety of organizations that offer solutions comparable to ours:

- global players (*e.g.* Accenture, IBM, TCS, Infosys);
- consulting and advisory players (*e.g.* Deloitte, KPMG, PwC or EY);
- regional and boutique players (*e.g.* EPAM, Sopra Steria or Tieto);
- specialist players in the ER&D domains (*e.g.* Alten, Akka or Bertrandt).

We also observe the continued evolution of Digital Agencies – *e.g.* Publicis Sapient or divisions of global players such as Accenture Interactive or Deloitte Digital.

Further, we see the continued growth of Engineering Research & Development spend within customers with the emergence of an addressable Digital Engineering market that increasingly looks to consume, integrate, deploy and secure new technologies across artificial intelligence, cloud, Internet of Things, cybersecurity, etc.

The main competitive factors that we believe exist in the marketplace are:

- ability to deliver – in both individuals and products;
- expertise – in business, technology as well as industry knowledge;
- innovation – through partner ecosystems, services and portfolio offers;
- reputation and integrity – in both testimonials and client references;
- value – in adding and improving business performance;
- pricing – in contractual terms and pricing;
- service and scope – in bringing the right people and products to clients;
- delivery – quality results on a timely basis;
- global reach and scale – in providing the right level of presence in key markets.

1.2.4 Ecosystem of partners

Capgemini has always forged strategic partnerships with high profile technology companies and with start-ups with specialist skills. The Group has always maintained an independent posture with partners so that we are free to select those that offer the best response to the expectations and challenges of Capgemini's clients on a case-by-case basis.

We have continued to accelerate joint initiatives with selected partners, to help clients manage and accelerate their digital transformation journey:

- **Cloud with Amazon Web Services (AWS)**: we developed a range of market solutions that focuses on a cloud-first strategy that enables growth, innovation, cost-efficiency and business model disruption. We continued to expand our strategic initiative to further meet the needs of customers by focusing on mass application migrations, cloud native development, cloud application modernization, artificial intelligence (AI), machine learning (ML), managed vertical solutions and managed services.

1.

- **Enterprise Portfolio Modernization with Microsoft**: this Enterprise Portfolio Modernization (EPM) initiative includes several solutions to support Capgemini's Cloud and Application Development and Maintenance (ADMnext) portfolio of assets and services. EPM optimizes enterprise applications and enterprise ERPs (enterprise resource planning) and reaps the benefits of cloud economics to achieve new business speed and agility. This new initiative focuses on four key solutions based on Azure: Modernize and Migrate Legacy Applications, Data Centre Transformation, Develop Cloud-Native Applications and Migrate SAP applications to Azure.
- **Factory of the Future (FoF)** with Microsoft: this new initiative can accelerate the effectiveness of customers' Digital Manufacturing operations at scale. FoF starts with Intelligent Operations Platform (IOP), which integrates with the existing technology stack and can be implemented quickly with a set of reference architectures. We add a set of packaged Business Services including Digital Twins, Immersive Remote Assistance, adaptable general computer vision, predictive maintenance, and real time KPIs for plant optimization. Capgemini is also a member of Open Manufacturing Platform to help manufacturers design the new reference models in Manufacturing.
- **Cloud native transformation with both IBM Red Hat and VMware (formerly Pivotal)**: we help our customers accelerate their digital transformation by rapidly and efficiently creating, transforming and managing applications with cloud native delivery;
- ***Field Service Lightning Accelerator* with Salesforce:** enhances and extends Field Service Lightning to address complex capital assets that require onsite corrective repair;
- **Fast Digital 4 Discrete Industries with SAP**: this suite of solutions deploys an agile methodology based on Capgemini's highly successful digital transformation Framework, tailored for the discrete manufacturing industry (Industrial Machinery & Components (IM&C), Aerospace & Defense, High Tech and Automotive);

In addition, Capgemini continued to build its innovation-centric emerging partner ecosystem from the relationships initiated since 2015. With several hundred participants covering AI, Data, Advanced Analytics, IoT, 5G, Intelligent Automation, Edge Computing, AR/VR, cybersecurity and Fin-Tech technologies, Capgemini continues to maintain a flexible and forward-looking pattern of partnership evolution. Over 150+ clients have collaborated with the emerging partner ecosystem to create innovative solutions and new business value.

Through our global network of Applied Innovation Exchanges, our ecosystem of technology partners constantly work with clients to turn innovation into valuable, business-focused solutions at pace.

Capgemini has a global sales and delivery partner network with companies whose solutions are complementary to our own. Our unique expertise, in collaboration with our alliance partners' products and services, allows us to build new and valuable business solutions for our clients in less time and with a degree of accuracy not possible without this approach.

Our ecosystem of partners provides critical synergy and are crucial to our efforts to solve the toughest challenges for our clients, be it in new business model creation, new technology solution implementation, or progression into new global markets. Our alliances and partnerships are generally non-exclusive and can generate revenue from services we provide to implement their products, as well as resale of products.

Capgemini's global ecosystem includes the following partners:

- Adobe
- AWS
- Dassault Systèmes
- DELL
- Google
- Guidewire
- IBM
- Intel
- Microsoft
- Oracle
- Pega
- PTC
- Salesforce
- SAP
- ServiceNow
- Tenemos
- UiPath
- VMware
- Workday

1.2.5 We continually communicate with our stakeholders

Capgemini's success is built upon on its ability to establish relationships of trust with each of its stakeholders, in accordance with its values, and its ethics and performance requirements.

As a committed player in the regions where it operates, the Group strives to communicate regularly with all stakeholders to ensure that digital and technological transformation is a source of long-term growth that takes into account economic, social, and environmental challenges. This dialog enables the Group to better identify and anticipate the sociological and technological changes underway in society, in order to offer solutions that are best adapted to our customers' needs.

We establish this communication with our stakeholders on three levels: at the Group level, at the level of its organizational and local entities, but also at the level of each employee. Capgemini has defined and developed an *ad hoc* interaction method with players in each of these five categories:

- **clients**: current clients, potential clients, our clients' ecosystem;
- **talents**: employees, local and international work councils, candidates, our employees families and alumni;
- **financial community**: shareholders, banks, financial analysts, rating agencies, ESG indices (Environment Social & Governance);
- **business partners**: alliances, suppliers, other partners, market leaders, start-ups, professional or sector organizations, standardization organizations;
- **civil society and public authorities**: local communities, university institutions, opinion leaders, think tanks, local authorities, regulators, legislators including the European Union, citizens, Non-Governmental Organizations (NGOs), media and international organizations.

In 2020, Capgemini unveiled its new purpose: "Unleashing human energy through technology for an inclusive and sustainable future." The Group developed this purpose in collaboration with all its stakeholders, especially its employees. A questionnaire was sent to employees to gather their opinions and suggestions between December 2019 and May 2020. More than 50,000 responses and 35,000 comments were received and analyzed. Fifteen workshops with young employees in India, the United States, England, Germany, and France were also organized. At the same time, the Group interviewed nearly 20 clients, partners, and NGOs in the form of one-on-one interviews, and gathered the opinions of investors through an online survey.

Attentive to what our talents are saying, our Pulse digital platform collects comments anonymously through regular surveys. More than 70,000 employees provide their opinions every month. This allows us to act quickly and at all levels of the organization to develop a personalized experience for employees, thus improving the Group's appeal. In particular, the platform enabled us to establish regular monitoring for our teams during the Covid-19 crisis. Through Pulse, we also carried out a first assessment for the onboarding of our 50,000 new colleagues following the acquisition of Altran.

Finally, 2020 was a special year when it came to communication with shareholders in the context of the Covid-19 pandemic. Exceptionally, the Annual General Meeting was held behind closed doors. The Board of Directors, however, ensured that the Annual General Meeting remained an important moment of dialog between the Company and its shareholders by offering a mechanism within the Annual General Meeting's live webcast platform that allowed for exchanges between the Board and the shareholders. See Section 6.5 for more information on dialog with shareholders.

1.3 A strategy to support long-term growth

1.3.1 Value creation drivers

Capgemini is ideally positioned to capitalize on the growth opportunities of the worldwide consulting, IT professional services and digital engineering markets with the expertise to help our clients transform at scale.

A technology and innovation strategy at the core

We are proud of our expertise in new technologies: we understand their potential and the impact they will have on our clients' business activities. This outstanding expertise is essential in gaining our clients' trust and becoming their chosen transformation partner. We assess technology trends with our best global experts in domains including AI, blockchain, cloud, edge computing, connectivity, cybersecurity, data, IoT, 5G, digital twins, and immersive technologies (augmented/virtual reality).

We help enterprises navigate the compelling opportunities for business with TechnoVision, our annual technological guide to implement enterprise-ready technology in the complex systems of our clients.

Similarly, our Applied Innovation Exchange (AIE), a global network composed of 21 innovation labs, provides a controlled environment for organizations to immerse themselves in the understanding, experimentation, and application of emerging technologies.

Our partners, both business and technological, represent a strategic asset for Capgemini and our clients. By collaborating closely with our partners and through our deep understanding of our clients' business environments, we can create a competitive advantage and new business capabilities.

We constantly adapt our portfolio and strengthen our global presence

Throughout 2020 we continued to rotate and evolve our portfolio of offerings, as well as growing all of our digital capabilities to support our client's digital transformation.

In 2020 we acquired Advectas to reinforce Business Intelligence and data science capabilities across Scandinavia. In the acquisition of Whitesky Labs, one of the largest independent MuleSoft full-service consultancies in the world, our position is significantly strengthened in the APAC region while bringing global competencies for the Group.

In April the Group completed the acquisition of Altran to create a global digital transformation leader for industrial and technology companies. The combination will create a unique combination of expertise to support the digital transformation of industrial companies – the market's most dynamic segment. This would enable Capgemini to take the lead in a very promising market segment – what we call 'Intelligent Industry' or the digital transformation of industrial and tech companies.

We are accelerating our efforts in Intelligent Industry, deploying solutions and services to help clients realize the value of technology within modern industrial processes, including the launch of **Factory of the Future (FoF) with Microsoft** which accelerates the effectiveness of customers' Digital Manufacturing operations at scale.

Our people as our best asset

Capgemini's spirit of conquest and passion for entrepreneurship on behalf of our clients have always been key for our employees. The women and men of Capgemini are proven experts in their fields and are our greatest strength. They are at the frontline of business transformation, driving our high-performance culture and providing our clients with cutting-edge services. Thanks to them, we are able to ensure high-quality deliverables and reach the most ambitious objectives. In 2020, we continued to invest in our people, attract and retain the best in the industry, and offer leadership opportunities to our diverse, emerging talents.

We work hand-in-hand with our clients to help them attain their objectives in terms of innovation, business development, and effectiveness and we are passionate about our clients' challenges. Our conviction is that the purpose of a transformation program should not be digital for digital's sake. It should be driven by specific business needs and designed with the optimal architecture to best capture the value from innovation.

We partner with clients to drive end-to-end transformation enabled by our capabilities, which range from innovation, consulting, and systems integration to managed service operations.

Moreover, as a global strategic partner, we believe that in-depth industry knowledge is critical. We align our skills and expertise in seven key sectors to transform our clients' businesses. Our sectorial expertise is detailed in Section 1.1.5.

TRENDS

SOCIETY

› **Increasing expectations** around commitments and obligations of companies, growth and aging of global population, strong acceleration of the digitization of uses, digital divide, ethics

WORK

› **The race for expertise,** purpose, customized and digitized employee experience, increased expectations for diversity, new ways of working, holistic consideration of employee life

OUR VALUE CREATION

As a responsible company, we leverage technology to serve our clients and society, working for useful, accessible and sustainable innovation.
This sits at the very heart of our purpose: "Unleashing human energy through technology for an inclusive and sustainable future".

OUR RESOURCES

HUMAN

- **270,000** talented employees in nearly **50** countries
- An average age of **34** within the Group
- A broad diversity of competencies and career paths

INDUSTRIAL

- Recognized industrial and technological know-how
- Management of complex projects
- **23** data centers
- **16** Security Operations Centers
- Nearly **50** delivery centers
- 5G Lab

INTELLECTUAL

- Continuous investment in R&D
- The multi-award-winning Capgemini Research Institute
- Strategic partnerships with technology and business leaders
- Alliances with universities, schools, research centers, startups and recognized experts

FINANCIAL

- A strong balance sheet, with a net equity of **€6.1bn**
- **€1,119m** free cash flow generation

OUR DRIVERS

PASSIONATE AND COMMITTED TALENTS

- Seven core values
- A continuous entrepreneurial spirit
- Ethical conduct at all times

MOTIVATING DEVELOPMENT PATHS

- The recruitment of the best talents
- An inclusive work environment
- A customized employee experience and a continuous upskilling
- The development of tomorrow's skills

A GLOBAL ECOSYSTEM OF RESEARCH AND INNOVATION

- A global technology and innovation network, including **21 Applied Innovation Exchanges** (AIE) to co-innovate with our clients
- **56** design studios
- **25+** studies published by the Capgemini Research Institute in 2020
- **€3,244m** cash invested in digital and innovation acquisitions

AN AGILE ORGANIZATION

- Global delivery model
- Proven expertise in the allocation of talents and skillsets
- Global Quality Management System
- A hub of **127,457** employees in India
- An agile work organization able to adapt during the Covid-19 pandemic

TECHNOLOGY

› **Data and artificial intelligence**, cloud and edge, cybersecurity, 5G+ and connectivity, softwarization, autonomization

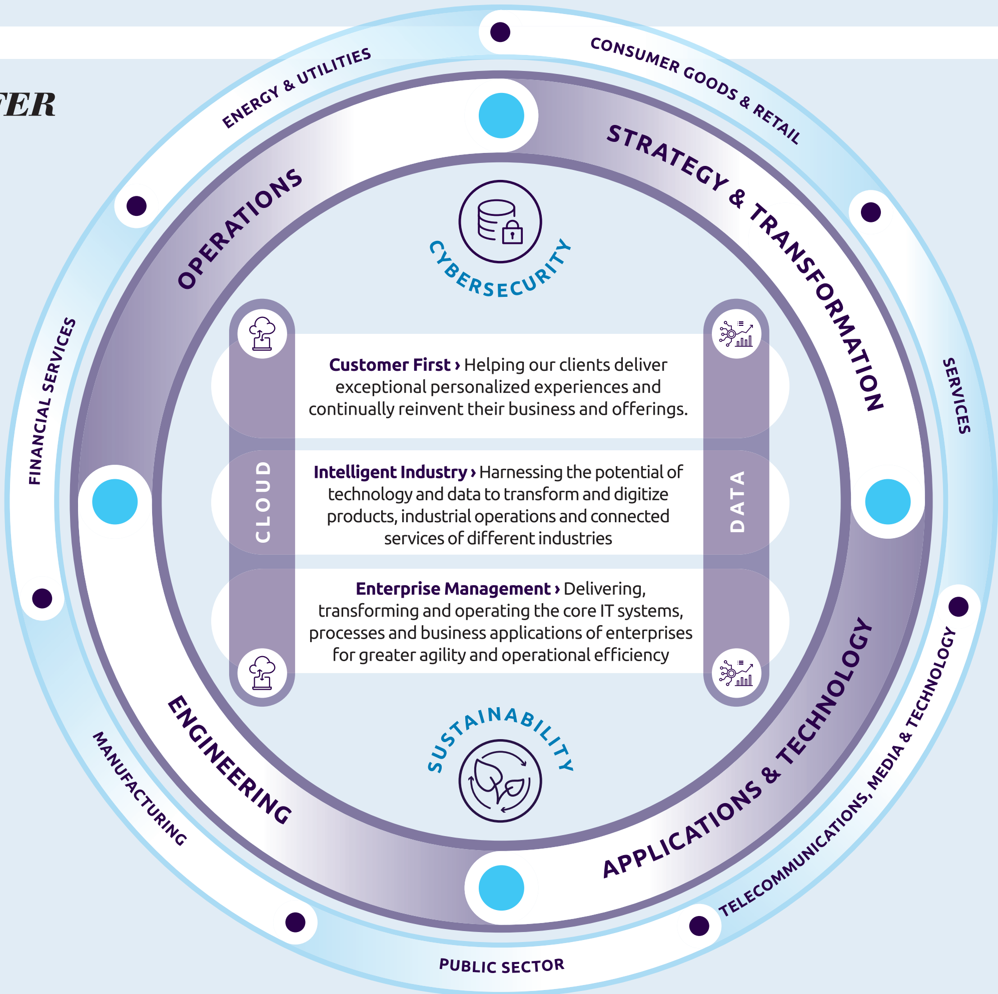
ECONOMY

› **Impact of the pandemic on growth dynamics**, importance of well-balanced territories, disrupted business models, increasing public spending and planification, the rise of responsible investments

ENVIRONMENT

› **Climate change**, preservation of resources and biodiversity, strong increase of climate pledges and announcements (both public and private sectors), technology as a challenge and a problem-solver

OUR OFFER



€15,848m revenue

FOR SUSTAINABLE GROWTH

CLIENTS

- **4.2/5**: client satisfaction level on contracts
- A target of **10 million tons of CO_2** saved by 2030 by our clients thanks to our solutions

TALENTS

- **€10,478m** paid in gross wages and salaries, payroll taxes and benefit
- **30%** - percentage of new Vice-presidents who are women (internal promotions and external hires)
- **46** hours of training per employee
- **7.7/10**: employee engagement score, as measured in monthly internal surveys

BUSINESS AND TECHNOLOGY PARTNERS

- **€2,437m** in purchase of goods and services with our suppliers
- More than **50%** of our sales are made alongside our partners

SOCIETY AND PUBLIC AUTHORITIES

- **€400m** income tax expense
- **837** social impact projects
- **87%** of our social development projects are related to digital inclusion
- A **net zero** business by 2030
- Contribution to Sustainable Development Goals adopted by the United Nations

SHAREHOLDERS AND INVESTORS

- An earnings per share of **€5.71** (**up 11%** on 2019)
- **€745m** returned to shareholders (**€226m** dividend, **€519m** share buyback)
- **11.9%** operating margin

Our CSR Strategy

Our ambition is to be recognized globally as a leading responsible company, using our expertise for positive impact – we want to be ***Architects of Positive Futures***.

Corporate Social Responsibility is a business imperative and is embedded as a core component of the Group business strategy. It focuses on 3 key pillars:

1. **Diversity and inclusion**: creating an inclusive and performing work environment where our people can thrive, regardless of their background (gender, sexual orientation, ethnicity, age, etc.);
2. **Digital inclusion**: Making the digital revolution an opportunity for all, by reducing the digital divide and providing a bridge between technology and society;
3. **Environmental sustainability**: Minimizing our own business-related environmental impacts and supporting our clients in their sustainability challenges.

These three pillars are underpinned by employee engagement which is fundamental in order to translate this ambition into reality. We encourage our colleagues to play an active part in being *Architects of Positive Futures*.

Given the importance of CSR, our CSR governance comprises senior executives from across the Group. The Group Executive Committee, the Group Executive Board and the Group Board of Directors are actively involved in the strategy and regularly review the progress made towards our targets.

1.3.2 An adapted investment policy

The Group continued on a Digital centric strategy with key acquisitions aiming at reinforcing Capgemini's leadership in Digital and Cloud.

The acquisition of Advectas (Business Intelligence and data science capabilities across Scandinavia) and Whitesky Labs (one of the largest independent MuleSoft full-service consultancies in the world) strengthen regional and global competencies for the Group.

The addition of Purpose, one of the world's leading social impact agencies and hub for campaign innovation brings new strengths to Capgemini Invent in helping clients with defining and executing their purpose and putting participation at the center of the approach.

In April the Group completed the acquisition of Altran to create a global digital transformation leader for industrial and tech companies. The combination will create a unique combination of expertise to support the digital transformation of industrial companies – the market's most dynamic segment. This would enable Capgemini to take the lead in a very promising market segment – what we call 'Intelligent Industry' or the digital transformation of industrial and tech companies.

Through 2021 the Group will continue to evaluate the market for opportunities to strengthen its positions across high-growth domains. These acquisitions will be possible thanks to the Group's very solid financial position and leading market positions.

1.3.3 Financing policy and financial rating

The Capgemini financing policy is intended to provide the Group with adequate financial flexibility and is based on the following main criteria:

- a moderate use of debt leveraging over the past ten years Capgemini has striven to maintain at all times a limited level of net debt, including in the manner in which it finances its external growth;
- diversified financing sources adapted to the Group's financial profile: Capgemini bases its financing around "bank" sources (mainly a €750 million multi-currency syndicated credit facility undrawn at December 31, 2020 and refinanced in February 2021) and "market" sources (€7,700 million in bonds principal at December 31, 2020 and a €1,000 million short-term negotiable debt securities program, of which €350 million were drawn at December 31, 2020);
- a good level of liquidity and sustainable financial resources, which means:
  - maintaining an adequate level of available funds (€3,174 million at December 31, 2020), supplemented by a €750 million multi-currency syndicated credit facility secured on July 30, 2014 and maturing on July 27, 2021. This facility was refinanced on February 9, 2021 by a new €1,000 million multi-currency syndicated credit facility maturing on February 9, 2026,
  - borrowings with maturities up to 2032, with only a limited portion falling due within 12 months (contractual cash flows within less than one year – see Note 22 to the consolidated financial statements) representing just 11% of total contractual cash flows at December 31, 2020,
- **Financial rating**

The Group's ability to access financial and banking markets and the cost of accessing such markets depend at least in part on the credit rating awarded by the rating agency Standard & Poor's. At March 24, 2021, Capgemini's credit rating was BBB/stable outlook.

1.4 An agile business organization

1.4.1 The main subsidiaries and a simplified Group organizational chart

The Group operates in nearly 50 countries and through subsidiaries – the main subsidiaries are listed in Note 33 to the consolidated financial statements.

The parent company, Capgemini SE, *via* its Board of Directors, defines the strategic objectives of the Group and ensures their implementation. In its role as a shareholder, Capgemini SE contributes, in particular, to the financing of its subsidiaries, either in the form of equity or loans. Finally, it makes its trademarks and methodologies available to its subsidiaries, notably "Deliver", and receives royalties in this respect.

Capgemini SE notably holds:

- the entire share capital of an inter-company service company, Capgemini Service S.A.S.;
- the entire share capital of Capgemini Gouvieux S.A.S., which operates the Serge Kampf Les Fontaines campus, housing the Group's international training center;
- as well as operating subsidiaries held directly or indirectly *via* regional holding companies. The main operating subsidiaries are presented in the simplified organizational chart below.

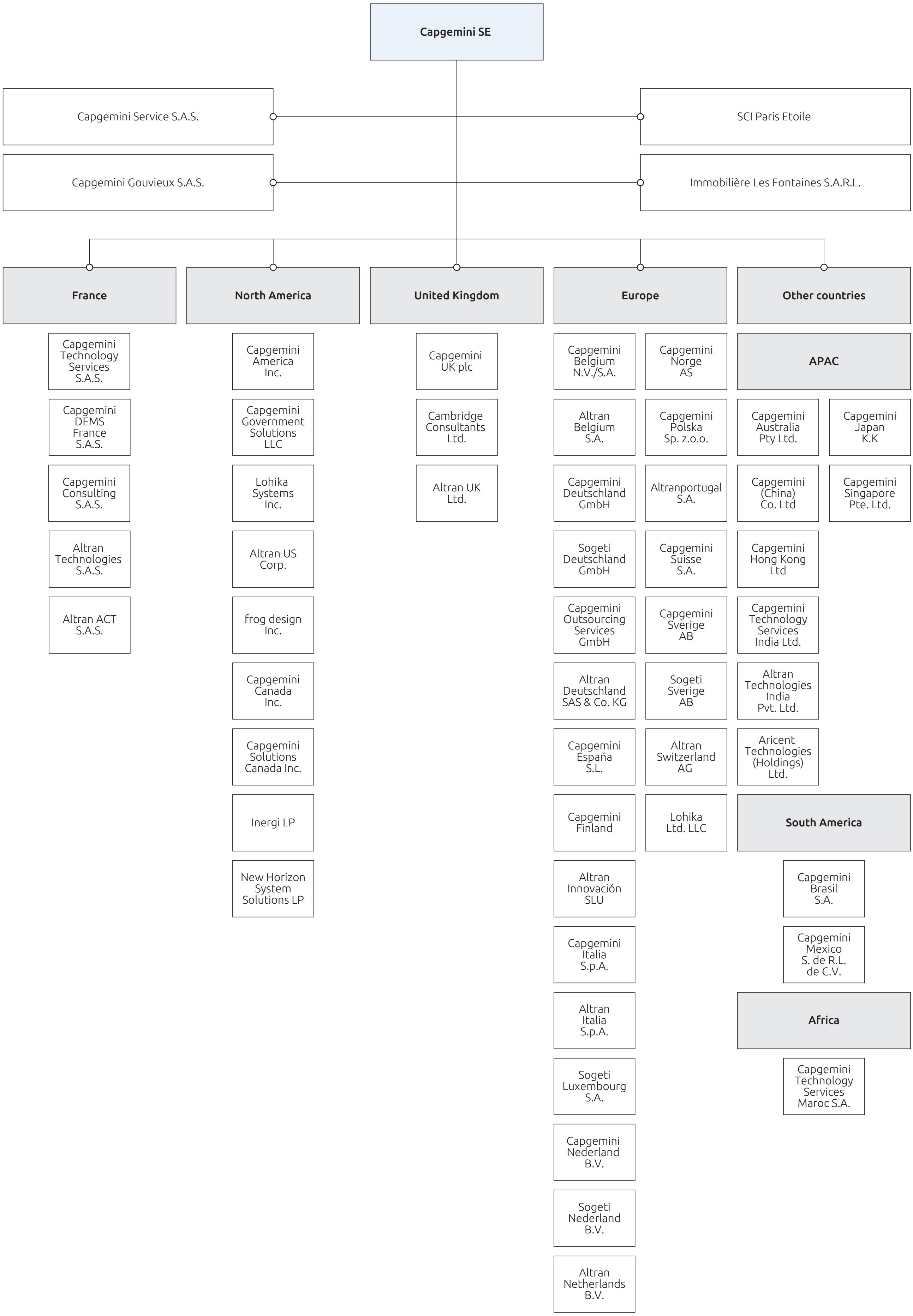
Finally, it is Group policy not to own its business premises, except in India where the significant growth and workforce concentration justify real estate ownership. The other Group subsidiaries rent their business premises from third-party lessors. There is no relationship between these lessors and the Group and its senior Executive Management.

The sole real estate assets owned by the Group are:

- a building owned by SCI Paris Étoile and housing Capgemini SE's headquarters, located at 11 rue de Tilsitt – 75017 Paris;
- the Group's international training center in Gouvieux owned by a real estate limited liability company, Immobilière Les Fontaines;
- nine campuses in India (including Mumbai, Bangalore, Hyderabad, Chennai and Noida), one in England, one in Germany and two in the Czech Republic.

The organizational chart of the main operating subsidiaries (reporting revenue in excess of €50 million) and the Group's support and resource subsidiaries, directly or indirectly wholly-owned by Capgemini SE, with the exception of Capgemini Brasil S.A. (held 99.95%, representing 99.95% of voting rights), Capgemini Technology Services India Ltd. (held 99.77%, representing 99.77% of voting rights), Aricent Technologies (Holdings) Ltd. (held 98.25%, representing 98.25% of voting rights) and frog design Inc. (held 99.98%, representing 99.98% of voting rights) is presented below.

1.


Capgemini SE
Capgemini Service S.A.S.
SCI Paris Etoile
Capgemini Gouvieux S.A.S.
Immobilière Les Fontaines S.A.R.L.
France
North America
United Kingdom
Europe
Other countries
Capgemini Technology Services S.A.S.
Capgemini DEMS France S.A.S.
Capgemini Consulting S.A.S.
Altran Technologies S.A.S.
Altran ACT S.A.S.
Capgemini America Inc.
Capgemini Government Solutions LLC
Lohika Systems Inc.
Altran US Corp.
frog design Inc.
Capgemini Canada Inc.
Capgemini Solutions Canada Inc.
Inergi LP
New Horizon System Solutions LP
Capgemini UK plc
Cambridge Consultants Ltd.
Altran UK Ltd.
Capgemini Belgium N.V./S.A.
Altran Belgium S.A.
Capgemini Deutschland GmbH
Sogeti Deutschland GmbH
Capgemini Outsourcing Services GmbH
Altran Deutschland SAS & Co. KG
Capgemini España S.L.
Capgemini Finland
Altran Innovación SLU
Capgemini Italia S.p.A.
Altran Italia S.p.A.
Sogeti Luxembourg S.A.
Capgemini Nederland B.V.
Sogeti Nederland B.V.
Altran Netherlands B.V.
Capgemini Norge AS
Capgemini Polska Sp. z.o.o.
Altranportugal S.A.
Capgemini Suisse S.A.
Capgemini Sverige AB
Sogeti Sverige AB
Altran Switzerland AG
Lohika Ltd. LLC
APAC
Capgemini Australia Pty Ltd.
Capgemini Japan K.K
Capgemini (China) Co. Ltd
Capgemini Singapore Pte. Ltd.
Capgemini Hong Kong Ltd
Capgemini Technology Services India Ltd.
Altran Technologies India Pvt. Ltd.
Aricent Technologies (Holdings) Ltd.
South America
Capgemini Brasil S.A.
Capgemini Mexico S. de R.L. de C.V.
Africa
Capgemini Technology Services Maroc S.A.

1.4.2 A client-focused organization

Consistent, unified, and resolutely client-focused, Capgemini's organization draws on the full range of the Group's expertise and develops synergies between businesses, offerings, and the geographical areas where the Group serves its clients. The integration of Altran brought the number of **Strategic Business Units** to five (including two in Europe); the reorganization of Invent with the reinforcement of frog; and the creation of the Global Business Line Capgemini Engineering.

Operating entities

At a global level, Capgemini is organized into major operating units (**Strategic Business Units** or SBU) to work closely with clients and respond to market developments. The Group is made up of five SBUs, four geographic and one sectoral:

- the **Southern & Central Europe SBU** ;
- the **Northern & Central Europe SBU** ;
- the **Americas SBU** ;
- the **Asia-Pacific SBU** ;
- the **Global Financial Services SBU**.

These SBUs are themselves made up of Business Units (BU), which contain several Market Units (MU).

A new global function, Group Operations Transformation and Industrialization, has been created to manage the Group's IT and cybersecurity activities internally. This function is responsible for deploying the Group's global industrial strengths, accelerating the expansion of offshore and global centers, building a powerful resource supply chain, and developing common frameworks for project management and execution.

Operating Units

The **Business Units** deliver and grow the Capgemini offer portfolio with all clients in their market and in close collaboration with the Global Business Lines.

Market Units are responsible for client relations and sector strategies. They must promote, deliver and grow the Capgemini offer portfolio for Business Units. Market Units are sector-based and coordinated at an international level.

- The Strategic Business Units are organized through 30 Business Units:
  - seven in the Southern & Central Europe SBU: France (four), Italy, Spain, Europe Cluster;
  - four in the Northern & Central Europe SBU: United Kingdom, Germany, the Netherlands, the Nordic countries (Sweden, Denmark, Norway and Finland);
  - nine in the Americas SBU: United States of America (six), Canada, Mexico, Brazil;
  - seven in the Asia-Pacific SBU: Australia, China, India, Middle East, South East Asia, Japan, Financial Services Asia-Pacific(1);
  - four in the Financial Services SBU: Banking, Insurance, Continental Europe, Financial Services Asia-Pacific(1).
- The most common Market Units are:
  - Consumer goods & Retail;
  - Energy & Utilities;
  - Financial Services;
  - Manufacturing;
  - Public Sector;
  - Telecoms, Media & Technology;
  - Services.

Some Market Units regroup at geographic level local technology services specialized in cloud, cybersecurity, quality assurance, testing and new technology fields. They operate under the brand Sogeti part of Capgemini.

Entities responsible for the offer portfolio

Global Business Lines and **Application Business Lines** have responsibilities linked to the offer portfolio: managing offers pre-sales and ensuring delivery quality. These entities must also ensure that Group deliverables are competitive and that they respond to excellence criteria and client requirements. Finally, they must develop talent and manage teams to ensure that the Group has the skills in markets which are mature, growing rapidly, or emerging.

Global Business Lines are managed at a global level. Application Business Lines are managed locally and coordinated globally.

Application Business Lines support Market Units with specific offers, expertise, and skills. They help Capgemini to become a market leader, and ensure that Group deliverables are competitive, and respond to excellence criteria and client requirements.

The Group's **Application Business Lines** are as follows:

- Application Managed Services (AMS);
- Package-Based Services (PBS);
- Custom Software Development (CSD);
- Digital Customer Experience (DCX);
- Testing;
- Business & Technology Solutions – BTS;
- Business Lines specific to certain SBUs and BUs.

This list can be supplemented by specific Business Lines in some SBUs and BUs.

The Global Business Lines work closely with the Business Units and specifically within them with the Market Units. They aim to develop and reinforce skills and expertise in the fields that will be key for Group growth in the coming years. The Group's Global Business Lines are as follows:

- Business Services (BSv);
- Cloud infrastructure services (CIS);
- Insights & Data (I&D);
- Capgemini Invent brings together Capgemini expertise in the strategy, technology, data science, and creative design fields to support major companies and organizations in creating new models and new products within the digital economy. Frog part of Capgemini Invent, brings together all the Group's design and innovation expertise. Cambridge Consultants part of Capgemini Invent, is the specialist in innovation in product and service development;
- Capgemini Engineering, born of the merger of DEMS (Digital Engineering and Manufacturing Services) and Altran. This new GBL, the largest, will fully leverage the Group's global capabilities in engineering and R&D with other Business Lines to consolidate its leadership position in Intelligent Industries.

The new Group organization reinforces synergies between Global Business Lines and Market Units. Thanks to this unified business approach, our clients benefit from a unique point of contact for all projects.

(1) Dual link.

1.4.3 Innovation at the heart of our organization

Through its newly announced brand promise, "*Get the future you want*", the Group has made a public commitment to put innovation by design at the center of everything we do with our clients, our partners, our employees and the communities in which we operate. As such, innovation is not owned by one function or entity but rather lives across all geographies, practices and grades. In order to unleash the potential of the Group, we have developed several programs:

The global network of Chief Technology and Innovation Officers

The Group cultivates a network of Chief Technology and Innovation Officers who are responsible for defining the Group technology and innovation strategy within their respective Strategic Business Units or Global Business Lines, as well as developing a Group strategy for a dedicated technology domain. They are equipped with best-in-class tools and work with extended communities of internal and external technology experts to assess, validate and exploit the latest technology solutions. Through TechnoVision, Capgemini's extensive point of view on technology trends, we enable businesses to innovate and reinvent themselves over the long-term.

Capgemini Applied Innovation Exchange

The Applied Innovation Exchange (AIE) is Capgemini's global innovation infrastructure, designed to assemble the most innovative assets, talents and capabilities the Group has to offer to help our clients get the future they want. As we continue to grow, notably with the addition of Altran and its companies such as frog, Cambridge Consulting, and others, having this global network of AIEs in place helps to ensure that our clients get the best, whether from Capgemini or through external innovation capabilities.

We have 21 AIEs worldwide: Bordeaux (France), Grenoble (France), Hyderabad (India), Lille (France), London (United Kingdom), Madrid (Spain), Malmö (Sweden), Melbourne (Australia), Milan (Italy), Mumbai (India), Munich (Germany), Nantes (France), New York (USA), Paris (France), San Francisco (USA), São Paulo (Brazil), Shenzhen (China), Singapore, Stockholm (Sweden), Toulouse (France), and Utrecht (Netherlands). Through our comprehensive discipline and platform for applying innovation, clients can advance from a problem or opportunity statement to achieve real business outcomes. They offer a unique setting to explore innovative solutions and to teach companies how to adopt innovation in a secure and sustainable manner (the right pace, the right scale, and the right means).

AIEs are also networks to share experiences and expertise. They curate and enhance Capgemini's ability both to tackle the challenges of its clients' sectors and to select the emerging technologies or approaches best suited to each need. With the AIEs, clients can test the most innovative technologies to support their digital transformation: IoT, artificial intelligence, data analysis, cloud, cybersecurity, and cutting-edge IT, and contextualize them for their specific industry needs.

The AIEs work as a cohesive network, and our clients can benefit from the global expertise of our teams, regardless of the region. To increase the ease of access and the co-innovation opportunity with clients, Capgemini opened several new AIEs in 2020, in spite of the challenges brought on by the global pandemic, including Malmö (Sweden), Milan (Italy), Hyderabad (India), Nantes (France), São Paulo (Brazil), and Shenzhen (China). All our AIEs use a mix of local and global collaboration techniques and operate effectively through virtual delivery and collaboration tools developed in part as an immediate response to the 2020 pandemic.

Capgemini Ventures

Innovation cannot happen in a vacuum. It needs energy and momentum. It needs a thriving ecosystem that provides partnerships and investment initiatives for both large organizations and the brightest startups. Capgemini Ventures (CGV), part of our Open Innovation strategy, was conceived to do just that.

CGV aims to bring business relevance while contributing to business development growth. Its current scope of work covers the following activities:

- **Startup Catalyst**: a catalog of services dedicated to startup ecosystem management to support Group Business Development towards greater client impact;
- **Corporate Ventures**: the Group corporate venture capital fund, jointly set-up with ISAI, for minority investments in selected startups for which Capgemini acts as a strategic global partner on the market;
- **Business Ventures**: strategic industrial partnerships with a minority shareholder role targeting the co-creation of value in the new.

Technology, Innovation and Ventures

Capgemini's Technology, Innovation and Ventures capabilities are brought together to support our clients' needs for sustainable growth. Find out more at: https://www.capgemini.com/our-company/technology-innovation-ventures/

Capgemini Research Institute

The Capgemini Research Institute is Capgemini's internal think-tank. Drawing on a global network of experts, universities, and partners in the technology sector, it is a recognized study and research center in the digital ecosystem.

With dedicated research centers in the United Kingdom, the United States, India and Singapore, the institute publishes various reports each year on major trends – particularly disruptive ones – in digital, innovation, and business transformation. Our institute's reports and studies are known particularly for their unique industry approach. For example, the *World Payments Report* 2020 is the main source of data, trends, and insight on cashless payment at a global and regional level. The report "AI and the ethical conundrum: How organizations can build ethically robust AI systems and gain trust" highlights the need to implement ethics governance for AI and provides a list of recommendations to help organizations design and roll out AI systems with robust ethics. Our "Future of Work" study provides a deeper understanding of the shift from a standard work-from-home model, such as that imposed by the health crisis, towards permanent "hybrid work" methods.

The institute often works with major academic institutions and cooperates with leading startups across the world. The Capgemini Research Institute was again ranked number one worldwide for the quality of its research by independent analyses (Source Global Research).

For a list of key reports and studies published in 2020, see Section 1.5.2.

Capgemini Centers of Excellence

Capgemini Centers of Excellence are deployed within the operational organizations, Business Lines and Global Business Lines. They are coordinated and controlled at a global level by Group Offer Leaders and more broadly by the Group Chief Portfolio Officer. They carry out four tasks.

1. They create and deploy go-to-market offers with the support of the Capgemini partner ecosystem for sales teams.
2. The Centers of Excellence support Business Units and Market Units during the offer **pre-sales** phase. They help sales teams to identify and qualify possible opportunities and prepare proposals for clients.
3. They are responsible for specialized business development actions with key accounts **per offer**, **and for promoting offers with a consistent message to clients, media, analysts, advisors, and partners**. They also work with the Marketing team to present our position and our vision in different communication channels.
4. They provide the appropriate level of expertise for the most recent technologies and services, **recruiting and retaining talent**, and supporting key delivery phases.

A global ecosystem of leading technology partners and emerging partners

To stay at the forefront of technology, Capgemini forms strategic partnerships based on continuous innovation with the most innovative technology companies in the world – from start-ups to major international groups. These companies provide a baseline platform, and the Group works with them to make continuous innovation a business differentiator, creating new offers and synergies to respond to the most demanding challenges, whether that's designing new business models, improving performance levels through automation, or conquering new markets.

This global ecosystem, which seeks to bring together leading experts in their fields, offers a new perspective on technology and digital trends. It encourages experimentation and the design of innovative offers, taking into account a unique industry approach.

For more information about the technology partner ecosystem, please read Section 1.2.4 of this document.

1.5 Solid performance in 2020

Capgemini recorded solid performance in 2020, despite the Covid-19 crisis, confirming the Group's resilience and agility.

1.5.1 Major contracts won in 2020

Bookings totaled €16,892 million in 2020, an increase of +13% at constant exchange rates year-on-year compared to 2019. Our clients trust us to support them in their digital transformation, creation of new business models, consolidation of operational efficiency, and their capacity to innovate. Below are some examples of key contracts signed with our clients in 2020.

Financial Services Compensation Scheme (United Kingdom)

Capgemini signed a new five-year agreement with the UK's Financial Services Compensation Scheme (FSCS). Under the agreement, as the strategic technology partner, Capgemini will work with the FSCS to drive innovation through the adoption of digital, cloud, and application technologies – an essential part of FSCS's 2020 strategy. Over the course of the next five years, Capgemini will work with the FSCS to accelerate the implementation of new technologies while supporting the evolution of new skills. It will also undertake longer-term planning and strategy to ensure the efficient implementation of its digital transformation program, while reducing delivery risks.

France Télévisions (France)

Capgemini was selected by France's leading audiovisual group, France Télévisions, to develop its recently created Data and artificial intelligence department. Capgemini will work with France Télévisions to modernize its TV program production and broadcasting resources. Capgemini was chosen out of a pool of 25 companies by France Télévisions to design new usage scenarios for AI applied to television, following a Europe-wide public tender launched in April 2020. Capgemini stood out for its extensive knowledge of data and AI projects performed worldwide and its capacity to put together a team of experts.

Hexion (USA)

Capgemini signed a seven-year agreement with the US-based chemical company Hexion to digitally transform its business. As part of the agreement, Capgemini will collaborate with Hexion to unlock value and drive innovation through a digital transformation of its global operations for procurement, finance, and information technology. Through digital transformation, Hexion aims to make its business more resilient, agile, and capable of driving long-term, sustainable growth. Capgemini will contribute to these goals by leveraging its broad portfolio of digital, cloud, IT infrastructure, cybersecurity, and business operations solutions to help Hexion gain operational agility and increase its competitiveness in end-markets.

Ingevity (USA)

Capgemini entered into a partnership with new client Ingevity, a US-based chemical manufacturing company. Capgemini will design and globally deploy Ingevity's innovative technology platform on SAP S/4HANA® to enable the organization to scale its intelligent operations for long-term growth across nine manufacturing locations in the US, UK, and China. By modernizing its ERP system with SAP S/4HANA, Ingevity hopes to gain market agility with new capabilities that leverage data to more effectively identify opportunities for growth. The project began in July 2020 and is expected to be completed in 2022.

John Lewis Partnership (United Kingdom)

Capgemini was selected by the John Lewis Partnership, owner of British retail brands John Lewis & Partners and Waitrose & Partners, to provide specialist IT application services to support its technology systems and business processes. The agreement is part of the Partnership's newly created Technology and Change function that supports its business strategy, and enables it to respond more quickly to the digital demands of customers and staff. The agreement between Capgemini and the John Lewis Partnership will consolidate a range of existing supplier activities into one strategic relationship, ensuring the Partnership can benefit from new operational practices and technologies.

Mercedes Benz (India)

Capgemini signed a contract with Mercedes Benz Research and Development India (MBRDI) to provide Application Development and Maintenance services across its application clusters including, generic, testing, and niche technologies. The engagement with Capgemini will help MBRDI drive strategic change and disruptive innovation through increased efficiencies, continuous improvement, optimized costs, a more secure application landscape, and improved compliance and governance. The contract was awarded by MBRDI as part of a vendor consolidation exercise. Capgemini was selected as one of the major partners in this multi-vendor deal, for its industry-leading expertise in application services, and proven technology and delivery capabilities in business transformation.

Ministry of Defence (United Kingdom)

Capgemini signed a five-year contract with the UK's Ministry of Defence (MOD) for the management of its IT Service Center. As part of the agreement, Capgemini will work with the MOD's Defence Digital unit to provide the next generation of services aligned to its present and future needs. The Service Center is at the core of Operational Service Management, which delivers the MOD's essential IT services. The new service center will use Capgemini's leading AI and smart analytics capabilities to increase self-service and empower end users. It will be a round-the-clock IT service desk and a single point of contact delivering intelligent user self-service and better service management across suppliers.

Nordic Capital (Scandinavia)

Capgemini entered into a partnership with Nordic Capital to provide a platform to accelerate the implementation of artificial intelligence and machine learning as value drivers within Nordic Capital's portfolio companies. Through its collaboration with Nordic Capital, Capgemini will provide a unique combination of the best AI knowledge and business implementation services to the portfolio companies. To kickstart the relationship, Capgemini supported one of Nordic Capital's portfolio companies to use advanced machine learning algorithms.

1.5.2 Recognized publications

To help our clients analyze major trends in markets, interpret the impact of new technologies on their businesses and anticipate challenges, the Capgemini Research Institute publishes various reports and themed studies each year.

Discover a selection of reports published in 2020 and find all Group publications at: www.capgemini.com/research-institute.

Skills and employees

The Future of Work: From remote to hybrid

Capgemini's report on the future of work identified several limitations to remote working. These point to a future built on a hybrid model that strikes a balance between working from home and working from an office. The report also provides recommendations to help organizations find the right balance for a hybrid approach, and challenges leaders to question existing structures, rethink the effectiveness of operating models, and break down organizational silos and barriers between teams.

Digital client experience

World Insurance Report 2020

The Capgemini Efma World Insurance Report 2020 observed that consumers of all ages are adopting a millennial mindset, sourcing information and purchasing insurance products themselves, and trusting in their own research. The report noted that consumers are turning to non-traditional players such as Big Tech and product manufacturers for innovative, personalized offerings with enhanced customer experience. Consumers are also increasingly relying on digital channels in the face of the Covid-19 pandemic. The report recommended that traditional insurers reevaluate their portfolios, harness partnerships, and become "inventive insurers" to stay competitive.

Digital Manufacturing

Smart factories in automotive

Capgemini's "How automotive organizations can maximize the smart factory potential" research report tracked the deployment of smart factories by original equipment manufacturers and suppliers in the automotive sector in 2019, compared to equivalent research from 2017/18. According to the report, the automotive industry is expected to outdo other industries and exceed previous expectations by increasing investment in smart factories by over 60% in the next three years, resulting in productivity gains of more than $160bn.

Innovation

Data-powered Enterprises

While applying data and analytics is becoming a prerequisite for success and innovation, only 39% of organizations are able to harness the power of activated data, according to Capgemini's report on data-powered enterprises, "The data-powered enterprise: Why organizations must strengthen their data mastery". The report showed that data-powered enterprises vastly outperform their peers on multiple financial measures and recommended that the top leadership of companies get involved in preparing roadmaps to harness their data needs.

Scaling Innovation – What's the big idea?

This report found that while companies are generally good at generating and incubating new ideas within innovation centers or open ecosystems, they are less successful at scaling the results, for reasons ranging from over-reliance on technology, to a lack of focus on what customers actually want. The report recommended that companies treat achievement of scale as a specific and unique discipline. It also commended adopting the right innovation governance and building a culture that encourages taking tough decisions on scaled innovations.

World FinTech Report 2020

The report, jointly published by Capgemini and Efma, showed that traditional banks can catch up with Big Tech and challenger banks when it comes to customer experience by embracing Open X and becoming inventive banks. However, the report noted that to remain competitive and meet changing consumer expectations, incumbent banks had to effectively collaborate with FinTechs, seeing them not as competitors, but as partners of choice.

World Retail Banking Report 2020

The World Retail Banking Report 2020, published jointly by Capgemini and Efma, showed how retail banks are facing pressure to transform as new entrants focused on customer experience gain significant market traction. With customers opting for digital interactions because of Covid-19, the report found out that platform-based banks were able to increase operating profits, unlock new sources of value, and improve operational efficiencies twice as easily compared to banks operating conventionally.

Artificial intelligence and automation

AI and the Ethical Conundrum

"AI and the Ethical Conundrum: How organizations can build ethically robust AI systems and gain trust" – this report found that customers were becoming increasingly comfortable with AI, but also had high expectations when it came to AI interactions. Nearly half (49%) of the customers found AI interactions to be trustworthy in 2020 – up from 30% in 2018. On the other hand, 70% expected organizations to provide AI interactions that are transparent and fair.

AI in Customer Experience

More than half of customers had daily AI-enabled interactions with organizations, according to the 2020 report – a significant increase from the 21% reported in 2018. The study, entitled "The Art of Customer-Centric artificial intelligence: How organizations can unleash the full potential of AI in the customer experience", listed the various factors that have significantly contributed to AI adoption among customers: increasing customer trust in AI, an increase in human-like AI interactions, increasing customer concerns arising from Covid-19, and organizations stepping up their AI deployments.

AI to Power Climate Action Strategy

While AI offers many climate action use cases, scaled deployment is proving elusive. The report, entitled, "Climate AI: How artificial intelligence can power your climate action strategy", explained how artificial intelligence can power a climate action strategy. The report analyzed more than 70 climate action AI use cases and identified the 10 with the biggest impact. The report showed that organizations have the opportunity to prioritize the deployment of AI solutions to address their sustainable goals. According to the report, companies can expect to cut GHG emissions by 16% in the next three to five years through AI-driven climate action projects.

The AI Powered Enterprise: Unlocking the potential of AI at scale

Capgemini examined the pace of enterprise artificial intelligence adoption in the last three years in this report. According to the report, 53% of organizations have now moved beyond AI pilots, a marked increase from 36% in Capgemini's 2017 report on the same subject. The report also found out that 78% of AI-at-scale leaders continue to progress on their AI initiatives at the same pace as before Covid-19, while another 21% have increased the pace of their deployment. As for the results, the report showed that the successful implementation of AI at scale delivered tangible benefits, with 79% of AI-at-scale leaders seeing an increase of more than 25% in traditional products and services sales.

Automation in Retail Stores

Capgemini's report on smart retail stores, entitled "Smart Stores – Rebooting the retail store through in-store automation", found that automation technology offered retail stores a competitive advantage, with consumers responding positively to the improved convenience. The report however also cautioned that in order for the trend to continue, retailers would have to prioritize automation that created positive consumer experiences over adopting automation technology as a simple cost-saving exercise.

Climate and sustainability

Consumer Product and Retail: How sustainability is changing consumer preferences

In this report, Capgemini analyzed the impact of sustainability on consumer purchasing patterns and the extent to which consumer product and retail organizations understand consumer expectations. The report found that 79% of consumers are changing their purchase preferences based on Social Responsibility, inclusiveness, or environmental impact. This trend is likely to continue in the aftermath of Covid-19. More than two-thirds of consumers said they will be more cautious about the scarcity of natural resources due to the Covid-19 crisis, and 65% said they will be more mindful of the impact of their overall consumption from now onwards.

Fit for Net-Zero

Serving as a guide for policymakers and investors, the Fit for Net-Zero report investigated and analyzed existing and future technologies in five interconnected economic domains: energy; buildings and construction; industry; transport; and food and land use. This report highlighted 55 clean technology projects that can speed economic recovery and help Europe meet its greenhouse gas emission goals over the coming years.

Street Smart: Putting the citizen at the center of smart city initiatives

According to this report, many citizens are frustrated with the conditions of urban life – nearly one third of the citizens surveyed say they may leave their city due to the challenges they face living there. The report explained how smart city initiatives can lead to improvements across urban services and attract citizens. Over half (58%) of the people surveyed believe that smart cities will help meet sustainability goals and offer better services, and over a third were willing to pay more for using these initiatives.

Sustainability in Energy and Utilities Companies

Energy and utilities companies with advanced sustainability initiatives earn more revenue, according to the report "Powering Sustainability: Why energy and utilities companies need to view sustainability as an opportunity". Advanced sustainability initiatives also improve brand and company valuations and are perceived positively by investors, regulators, and clients. 64% of organizations say they have increased their revenues thanks to sustainable operations. 37% of organizations, however, have slowed or suspended sustainability investments and initiatives due to Covid-19.

The Automotive Industry in the Era of Sustainability

Capgemini surveyed 500 automotive organizations and 300 sustainability experts to publish the "Automotive Industry in the Era of Sustainability" report. The report showed that the automotive industry had made significant progress in the area of sustainability with 62% of the firms saying that they have a comprehensive sustainability strategy with well-defined goals and targets. However, the report also showed there was work to be done as the industry will have to make up for a 20% shortfall in investment to meet international targets.

World Wealth Report 2020

Capgemini's World Wealth Report 2020 observed a nearly 9% growth in high net worth individual (HNWI) wealth and population in 2019 despite a global economic slowdown, international trade wars, and geopolitical tensions. The report found that there was a growing interest in sustainable investing among HNWIs, with HNWIs planning to allocate nearly half (46%) of their portfolio to sustainable investing (SI) by the end of 2021. The report showed that the main reasons for this interest were higher returns and lower risks – 39% expect to receive higher returns from SI products, while 33% view SI as sound and less speculative.

1.

Covid-19

Building Supply Chain Resilience

Over the past year, organizations have struggled to respond quickly to increasing disruptions and restore their operations to a steady, reliable state. The pandemic has forced organizations to prioritize supply chain resilience, with two-thirds stating that their supply chain strategy will need to change significantly in order to adapt to the new normal. "Fast Forward: Rethinking supply chain resilience for a post-Covid-19 world", published by Capgemini, outlines the impact of Covid-19 on supply chains, the path to recovery, and how organizations can be better prepared for future disruptions.

The Great Digital Divide: Why bringing the digitally excluded online should be a global priority

This Capgemini report on the digital divide and social exclusion showed how a lack of internet access is strongly correlated to poverty, and highlighted the importance of tackling the issue as a global priority. According to the report, even before the Covid-19 crisis, 69% of people without online access were living in poverty, and 40% of those living in poverty and lacking internet access were unable to get an internet connection because of its cost. The report, published prior to the outbreak, is even more pertinent in the current context as governments increasingly move resources online, and having internet access is becoming a prerequisite to accessing essential public services – including critical healthcare information.

1.5.3 Consolidated financial statements

(in millions of euros)	2016 reported [1]	2017 restated [1]	2018	2019**	2020***
Revenues	**12,539**	**12,525**	**13,197**	**14,125**	**15,848**
Operating expenses	(11,099)	(11,032)	(11,600)	(12,384)	(13,969)
Operating margin*	**1,440**	**1,493**	**1,597**	**1,741**	**1,879**
% of revenues	*11.5%*	*11.9%*	*12.1%*	*12.3%*	*11.9%*
Operating profit	**1,148**	**1,183**	**1,251**	**1,433**	**1,502**
% of revenues	*9.2%*	*9.4%*	*9.5%*	*10.1%*	*9.5%*
Profit for the period attributable to owners of the Company	**[2] 921**	**820**	**730**	**856**	**957**
% of revenues	*7.3%*	*6.6%*	*5.5%*	*6.0%*	*6.1%*
Earnings per share					
Average number of shares outstanding during the period	*169,450,721*	*168,057,561*	*167,088,363*	*166,171,198*	*167,620,101*
Basic earnings per share *(in euros)*	5.44	4.88	4.37	5.15,	5.71
Normalized earnings per share* *(in euros)*	[2] 6.69	6.22	[3] 6.06	[3] 6.76	[3] 7.23
Dividend per share for the year *(in euros)*	1.55	1.70	1.70	1.35	1.95 [4]
Goodwill *(at December 31)*	**7,176**	**6,830**	**7,431**	**7,662**	**9,795**
Equity attributable to owners of the Company *(at December 31)*	**7,272**	**6,956**	**7,480**	**8,424**	**6,103**
(Net debt)/net cash and cash equivalents* *(at December 31)*	**(1,413)**	**(1,209)**	**(1,184)**	**(600)**	**(4,904)**
Organic free cash flow* *(at December 31)*	**1,071**	**1,080**	**1,160**	**1,288**	**1,119**
Average number of employees	**185,593**	**196,755**	**204,904**	**216,104**	**251,525**
Number of employees *(at December 31)*	**193,077**	**199,698**	**211,313**	**219,314**	**269,769**

(1) Only 2017 figures have been restated for the retrospective application of IFRS 15, Revenue from contracts with customers, effective starting January 1, 2018.
(2) Including tax income (net) of €180 million in respect of goodwill arising on legal restructurings.
(3) Excluding a tax expense of €53 million in 2018, €60 million in 2019 and tax income of €8 million in 2020 due to the transitional impact of the 2017 US tax reform.
(4) Subject to approval by the Shareholders' Meeting of May 20, 2021.
* The alternative performance measures monitored by the Group (operating margin, normalized earnings per share, net debt/net cash and cash equivalents and organic free cash flow) are defined in Note 3 – Alternative performance measures and broken down in Note 11 – Earnings per share, Note 22 – Net debt/net cash and cash equivalents and Note 23 – Cash flows.
** 2019 data reflects the application of IFRS 16, Leases, using the modified retrospective method.
*** 2020 data reflects the consolidation of Altran from April 1, 2020.

1.

1.5.4 Non-financial achievements

	2018	2019	2020	2020 scope
Average total headcount	204,904	216,104	251,525	C+A
Number of people hired by the Group (external hiring)	61,752	63,728	47,002	C+A
Share of women in the workforce *(%)*	31.9	33	34.9 33.7	C C+A
Share of Vice-President promotions that are women (internal promotions and external hiring) *(%)*	24	29	30	A
Total number of training hours *(millions)*(1)	8.2	9.2	9.8 1.1	C A
Alignment of social impact projects towards digital inclusion *(%)*	64	74	87	A
% change in greenhouse gas emissions per employee vs 2015 baseline (location-based) *(%)*	-	- 29.9	- 71.2	A
Share of operations by headcount covered by ISO 14001 certification *(% operations by headcount)*	87	91.4 31.1 80	97.8 32.7 85.9,	C A C+A
Office energy efficiency *(kWh/m²)*	- - -	151.3 147.3 136.5	97.3 116.6 89.5	C A C+A

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

(1) Note: There has been a change in methodology in how learning hours are reported from 2018 to 2019. Only training completed in full by our employees was considered in the scope of calculation. Until 2018, even partially completed training was considered. Also, reported hours cover employees still present on December 31st of the relevant year. 2018 and 2019 data was recalculated for comparability purposes.

2.

Corporate Governance

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. 20-10-10 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) and most recently revised in January 2020 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 March 18, 2021, 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. 20-10-10 4° of the French Commercial Code and stipulated in Article 27.1 of the AFEP-MEDEF Corporate Governance Code for listed companies revised in January 2020, the Company considers that its practices comply fully with the recommendations of the AFEP-MEDEF Code.

The most recent version of the AFEP-MEDEF Code updated in January 2020 and its application guidelines may be consulted at www.afep.com and www.medef.com

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 changing shareholding structure**

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 transfer of power**

On July 24, 2002, Mr. Serge Kampf took the initiative to recommend to the Board of Directors – which accepted – to separate the functions 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, Capgemini will write 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.

Change in governance method – management succession prepared since 2017

Governance method since May 2020

Between May 2012 and May 2020 the Board of Directors implemented a governance structure combining together the duties of Chairman and Chief Executive Officer, exercised by Mr. Paul Hermelin.

In 2012 and then in May 2014 and May 2018 on the renewal of Mr. Paul Hermelin's terms of office, the Board considered this method of governance combining together the duties of Chairman of the Board of Directors and Chief Executive Officer to be the most appropriate.

As part of the management succession launched as early as 2017, the Board of Directors considered in 2018 that the continued combination of the duties of Chairman of the Board of Directors and Chief Executive Officer enabled both preparations to be made for the future and coherence and consistency between the Board of Directors and Group Management to be maintained throughout the management transition phase announced during the 2018 Shareholders' Meeting and to terminate at the end of the 2020 Shareholders' Meeting with the separation of the duties of Chairman and Chief Executive Officer.

The Board of Directors also considered that a satisfactory balance of power existed within the Board of Directors. The Board noted in particular:

- the role of the Lead Independent Director, entrusted with specific prerogatives and duties since Mai 2014;
- the presence of a large majority of Independent Directors on the Board;
- the existence of four specialized board committees with different remits encompassing Audit & Risk, Compensation, Ethics & Governance and Strategy & CSR; and
- the restrictions introduced by the Board of Directors' Charter on the powers of the Chief Executive Officer by requiring the prior approval by the Board of Directors of major strategic decisions and decisions likely to have a material impact on the Company.

Management succession

A management succession internal process was launched in 2017 by the Board of Directors at the initiative of Mr. Paul Hermelin, Chairman and Chief Executive Officer. Following a review of the Group's key talents and external candidates based on an assignment conducted by an external consultant and individual meetings, the Board of Directors, on the proposal of Mr. Paul Hermelin and the Ethics & Governance Committee, appointed Messrs. Thierry Delaporte and Aiman Ezzat as Chief Operating Officers with effect from January 1, 2018. The Vice-Chairman of the Board and Chairman of the Strategy & Investment Committee (renamed the Strategy & CSR Committee in March 2019), Mr. Daniel Bernard, was tasked with preparing the changes in the Group's governance. He was assisted by an *ad hoc* committee comprising Mr. Xavier Musca (Chairman of the Audit & Risk Committee) (who replaced Mr. Bruno Roger in the *ad hoc* committee from May 2018), Mr. Pierre Pringuet (Chairman of the Ethics & Governance Committee and Lead Independent Director) and himself.

At its meeting of September 16, 2019, the Board of Directors 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. In line with this new governance structure, the Board of Directors decided on December 4, 2019, at the recommendation of the Ethics and Governance Committee, to terminate the term of office of Mr. Thierry Delaporte as Chief Operating Officer with effect from December 31, 2019.

Current governance structure

It is in this context that the Board of Directors meeting following the Shareholders' Meeting 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 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 considered that the separation of the duties of Chairman and Chief Executive Officer was the most appropriate governance model for the Company in the context of the management succession. It wished the Company to continue to benefit from Mr. Paul Hermelin's expertise and experience and his in-depth knowledge of the Group, thereby ensuring a smooth management hand-over. The Board of Directors also decided to extend the duties entrusted to the Chairman of the Board of Directors during a management hand-over phase not exceeding two years and terminating at the end of the 2022 Shareholders' Meeting (see 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 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 (see below for further information on his role and duties).

Powers of the Chief Executive Officer

Since May 20, 2020, Mr. Aiman 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 €50 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.

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 and 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.

Furthermore, given Mr. Paul Hermelin's experience and expertise and his in-depth knowledge of the Group, the Board of Directors decided, on the implementation of the separated governance structure, to extend the duties entrusted to the Chairman of the Board of Directors during a management hand-over phase not exceeding two years and terminating at the end of the 2022 Shareholders' Meeting.

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

He can represent the Group, notably with bodies, institutions and public authorities, as well as with the Group's various strategic stakeholders.

The Chairman of the Board of Directors shall devote his best efforts to promoting the Group's values, culture and reputation.

He organizes his activities to guarantee his availability and place his experience at the service of the Group. At the initiative of the Chief Executive Officer, he can represent the Group with the Group's major customers and partners. At the invitation of the Chief Executive Officer, he can also attend internal meetings and provide his insight on strategic challenges.

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.

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 and entrusted to Mr. Daniel Bernard. Since the appointment of Mr. Daniel Bernard as Vice-Chairman of the Board of Directors in May 2017, the duties of Lead Independent Director are exercised by Mr. Pierre Pringuet, an Independent Director.

The Board of Directors' Charter states that when the functions 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.

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 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.

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 of 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 of 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 2020 is presented in Section 2.2.2 (Activities of the Board of Directors in 2020).

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."

Pierre Pringuet
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.

Board of Directors[1]	Independent Directors[2]	Gender balance[3]	Average age	Internationalization
13 + 2	**75%**	W: **42%** / M: **58%**	**60 years**	**27%**

Average length of office	Director representing employee shareholders	Directors representing employees
6 years	**1**	**2**

NB: Information at December 31, 2020. **1.** Thirteen 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, 2020, 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. 75% of its members are independent, 27% 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

It is the Board of Directors' policy to regularly assess 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 and the various challenges facing Capgemini. It ensures that the Board retains a range of experience 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.

The Board of Directors decided to adopt the following objectives for its composition for the period 2018-2022:

(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;
(iv) maintenance of a measured number of directors enabling coherence and collective decision-making.

Implementation in 2020 of the 2018-2022 objectives and results

The following table summarizes the implementation in 2020 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 2020
International diversification to reflect changes in the Group's geographical spread and businesses	The appointment of Ms. Belen Moscoso del Prado as a member of the Board of Directors and the renewal of the term of office of Ms. Siân Herbert-Jones, a British citizen, by the Shareholders' Meeting of May 20, 2020, furthered the international diversification of the Board's composition. Ms. Belen Moscoso del Prado is a Spanish citizen and resides in France.
Diversification of profiles and expertise	The appointment of Ms. Belen Moscoso del Prado to the Board enriched the diversity of its profiles and added solid experience in the field of innovation and transformation applied to Digital and Data strategy in global groups.
Staggered renewal of terms of office	Terms of office continued to be renewed on a staggered basis with the various nominations made during the 2020 Shareholders' Meeting. One of the two director offices expiring was renewed and two new directors were appointed.
Maintenance of a measured number of directors enabling coherence and collective decision-making	In 2020, the number of directors increased from 14 to 15, due to the arrival on the Board of Directors of Mr. Aiman Ezzat, who was appointed Chief Executive Officer as part of the separated governance system implemented on May 20, 2020. The Board of Directors considers that this number enables the collective momentum of the Board to be maintained.

More detailed information can be found in the presentation of changes in the Board of Directors' composition.

Director selection process

The Independent Director selection process is led by the Lead Independent Director and Chairman of the Ethics & Governance Committee.

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. The Committee takes into account the diversity policy and the 2018-2022 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 2020 Shareholders' Meeting, the Ethics & Governance Committee focused on furthering the international diversification of the Board of Directors and increasing the number of women directors, as well as adding digital 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

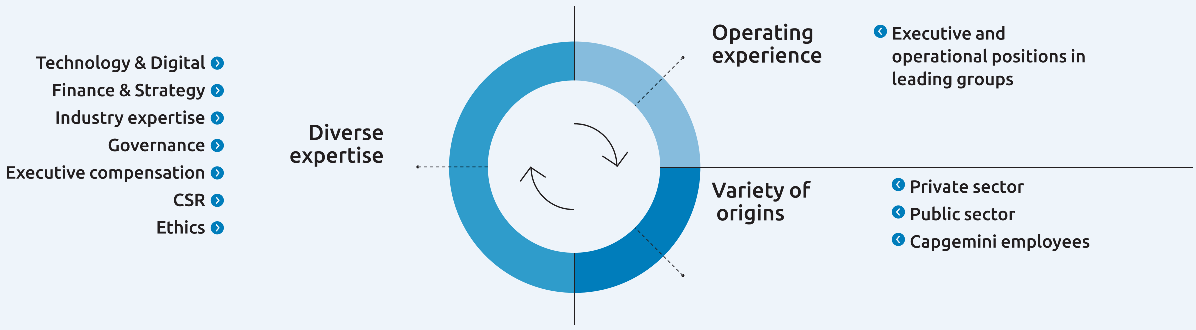
The change in the composition of the Board of Directors in recent years, has enabled the replacement of a large number of its members, increasing the number of independent and female directors and reducing the average age. The Board has also included a representative of employee shareholders since 2012 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.

The experience and expertise brought to the Board by each director at the date of this Universal Registration Document can be summarized as follows.

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 2018-2022:** **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.

2.

	Main experience & expertise
Paul HERMELIN Chairman of the Board of Directors	Chief Executive Officer of the Group until May 20, 2020
Aiman EZZAT Chief Executive Officer and Director	Chief Executive Officer of the Group
Daniel BERNARD Vice-Chairman of the Board of Directors	Governance of listed companies in France-UK/Executive positions in leading international groups/Retail/Technologies & Digital/Strategy
Anne BOUVEROT Director	Technologies & Digital (identity and security)/Experience in international organizations (USA-UK)/CSR/Finance
Xiaoqun CLEVER Director	Technologies & Digital/Experience in international organizations (Asia/Central Europe)/ Finance
Laurence DORS Director	Executive positions in leading international groups/Governance of listed companies and executive compensation/Finance/Consulting/CSR & Ethics
Siân HERBERT-JONES Director	Finance & audit/External growth strategy and transactions/Executive positions in leading international groups/Services/Consulting
Hervé JEANNIN Director representing employees	Technologies & Digital/Employee perspective/Considerable knowledge of Capgemini group and its businesses/Employee relations
Kevin MASTERS Director representing employees	Technologies & Digital/Employee perspective/Considerable knowledge of Capgemini group and its businesses/Employee relations
Belen MOSCOSO DEL PRADO Director	Technologies & Digital/Experience in international organizations/Services/Consulting
Xavier MUSCA Director	Executive positions in leading international groups/Finance & Economy/Banking & Insurance/Services/Retail
Frédéric OUDÉA Director	Executive positions in leading international groups/Finance & Economy/Banking & Insurance/Services/Retail
Patrick POUYANNÉ Director	Executive positions in leading international groups/Strategy, macroeconomic and geopolitical challenges/Energy/Retail
Pierre PRINGUET Lead Independent Director	Governance of listed companies and executive compensation/Executive positions in leading international groups/External growth strategy and transactions/Consumer goods
Lucia SINAPI-THOMAS Director representing employee shareholders	Finance/Employee perspective/Considerable knowledge of the Capgemini group and its businesses

See Section 2.1.4 of this Universal Registration Document for an overview of the Board of Directors, including the experience and expertise brought by each director to the Board, followed by a detailed individual presentation of directors at December 31, 2020.

Changes in the composition of the Board in 2020

Shareholders' Meeting of May 20, 2020

The Board of Directors of Capgemini SE, meeting on March 11, 2020 under the chairmanship of Mr. Paul Hermelin, Chairman and Chief Executive Officer, 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 20, 2020.

Ms. Laura Desmond did not seek the renewal of her term of office.

In line with the Board of Directors' ambition to further the international diversification of its composition, deepen its industry expertise and enrich the diversity of its profile s, the Shareholders' Meeting of May 20, 2020 appointed Ms. Belen Moscoso del Prado as an Independent Director for a term of four years and renewed the term of office of Ms. Siân Herbert-Jones, an Independent Director, also for a period of four years.

As part of the employee representation systems, the term of office of Ms. Lucia Sinapi-Thomas, a director representing employee shareholders, was renewed by the Shareholders' Meeting of May 20, 2020 for a period of four years. Mr. Hervé Jeannin was appointed as a director representing employees to replace Mr. Robert Fretel, and the term of office as a director representing employees of Mr. Kevin Masters was also renewed. Both directors were appointed for a period of four years commencing May 20, 2020.

In addition, as part of the management succession announced on September 16, 2019, the Shareholders' Meeting appointed Mr. Aiman Ezzat as a director for a period of four years.

At the end of this Shareholders' Meeting, the Board of Directors appointed Mr. Aiman Ezzat as Chief Executive Officer and confirmed Mr. Paul Hermelin as Chairman of the Board of Directors in accordance with the decision to separate the duties of Chairman and Chief Executive Officer with effect from May 20, 2020.

Summary of changes in 2020

	Departures	Appointments	Renewals
Board of Directors	**Laura Desmond** Director *(AGM 05/20/2020)* **Robert Fretel** Director representing employees *(05/20/2020)*	**Aiman Ezzat** Director *(AGM 05/20/2020)* **Hervé Jeannin** Director representing employees *(05/20/2020)* **Belen Moscoso del Prado** Director *(AGM 05/20/2020)*	**Siân Herbert-Jones** Director *(AGM 05/20/2020)* **Kevin Masters** Director representing employees *(05/20/2020)* **Lucia Sinapi-Thomas** Director representing employee shareholders *(AGM 05/20/2020)*
Audit & Risk Committee	**Anne Bouverot** *(05/20/2020)*	-	**Siân Herbert-Jones** *(05/20/2020)*
Ethics & Governance Committee	-	-	-
Compensation Committee	-	**Belen Moscoso del Prado** *(05/20/2020)*	**Kevin Masters** *(05/20/2020)* **Lucia Sinapi-Thomas** *(05/20/2020)*
Strategy & CSR Committee	**Laura Desmond** *(05/20/2020)* **Robert Fretel** *(05/20/2020)*	**Paul Hermelin** appointed Committee Chairman *(05/20/2020)* **Aiman Ezzat** *(05/20/2020)* **Hervé Jeannin** *(05/20/2020)*	-

At December 31, 2020, the Board of Directors therefore comprised 15 directors, with 75% 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

The Board of Directors of Capgemini SE, meeting on March 18, 2021 under the chairmanship of Mr. Paul Hermelin, Chairman of the Board of Directors, and on the report of the Ethics & Governance Committee, deliberated on the change in the composition of the Board of Directors proposed at the upcoming Shareholders' Meeting of May 20, 2021.

The Board of Directors decided to propose to the 2021 Shareholders' Meeting the renewal of the term of office of Mr. Patrick Pouyanné and the appointment of Ms. Tanja Rueckert and Mr. Kurt Sievers as members of the Board of Directors for a term of four years, Ms. Bouverot, Mr. Bernard and Mr. Pringuet having expressed their wish not to renew their terms of office. These proposals are in line with the Group's ambition to further the internationalization of its composition, deepen its sector expertise and enrich the diversity of its profiles.

Ms. Tanja Rueckert, a German citizen, has acquired throughout her career, solid experience in the software sector as an executive leading business units of international groups and expertise in several fields including the Internet of Things (IoT), artificial intelligence and digital transformation.

Mr. Kurt Sievers, a German citizen, has management experience in a leading international group in the semiconductor sector, at the heart of the Intelligent Industry's development. He also brings to the Board his expertise in the automobile sector, technology and artificial intelligence, and his knowledge of North America and American Corporate Governance.

The Board of Directors has indicated that Ms. Tanja Rueckert and Mr. Kurt Sievers are considered independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The Board of Directors warmly thanked Ms. Anne Bouverot, Mr. Daniel Bernard and Mr. Pierre Pringuet for their contribution to the work of the Board and its Committees during their tenure and welcomed in particular the role played by the Vice-Chairman and the Lead Independent Director in the management succession that took place in May 2020.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 20, 2021, the composition of the Board of Directors will decrease to 14 directors, including two directors representing employees and one director representing employee shareholders. 82% of its members will be independent[(1)], 43% will have international profiles and 45% will be women[(1)].

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 9.5 of the AFEP-MEDEF Code):

(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.

- 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 17, 2021.

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
Daniel Bernard	✓	✓	✓	✓	✓	x	Not independent
Anne Bouverot	✓	✓	✓	✓	✓	✓	Independent
Xiaoqun Clever	✓	✓	✓	✓	✓	✓	Independent
Laurence Dors	✓	✓	✓	✓	✓	✓	Independent
Siân Herbert-Jones	✓	✓	✓	✓	✓	✓	Independent
Belen Moscoso del Prado	✓	✓	✓	✓	✓	✓	Independent
Xavier Musca	✓	✓	✓	✓	✓	✓	Independent
Frédéric Oudéa	✓	✓	✓	✓	✓	✓	Independent
Patrick Pouyanné	✓	✓	✓	✓	✓	✓	Independent
Pierre Pringuet	✓	✓	✓	✓	✓	✓	Independent
TOTAL							**9 INDEPENDENT DIRECTORS (75%)**

x Independence criteria not met.
✓ Independence criteria met.

Based on the independence criteria set out above, the Board considered that 9 of its 12 members (excluding directors representing employees and employee shareholders), i.e. 75%, could be considered independent:

Anne Bouverot, Xiaoqun Clever, Laurence Dors, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné and Pierre Pringuet.

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 2020, 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;
- in addition, Capgemini SE received some services from companies in which certain of its independent directors are executives or directors in the context of the Altran Technologies public tender offer. These agreements were classified as regulated agreements due to the non-current nature of the acquisition project (see pages 316 and 338 for a description of these agreements);
- nonetheless, to the extent that the services were contracted under normal conditions (including for the agreements classified as regulated agreements in the context of the Altran Technologies acquisition project due to their non-current nature) 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), which reported increasing its interest above the legal threshold of 5% of the Company's share capital and voting rights on December 17, 2020. CACIB is a subsidiary of Crédit Agricole SA, whose Chief Executive Officer is Mr. Xavier Musca. CACIB reported that it held 5.92% of the share capital and voting rights at December 17, 2020 and indicated that the 5% threshold was crossed following the conclusion of an agreement and financial instruments relating to the Company [(1) (2)].

The Board of Directors noted that CACIB acted as the structuring bank for the most recent Group employee share ownership transactions and that implementing 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.

The Board of Directors concluded that these factors were not likely to compromise Mr. Xavier Musca's independence.

Independence of the Board after the 2021 Shareholders' Meeting

Assuming the Shareholders' Meeting of May 20, 2021 renews the term of office of Mr. Patrick Pouyanné and appoints Ms. Tanja Rueckert and Mr. Kurt Sievers, the percentage of independent directors on the Board from this date will be 82% (i.e. 9 members out of 11).

Overview of the independent status of the Board of Directors

	Percentage of independent directors*	Classification of Board members**
At the date of the 2020 Universal Registration Document	75%	**Anne Bouverot, Xiaoqun Clever, Laurence Dors, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné and Pierre Pringuet** Paul Hermelin, Daniel Bernard and Aiman Ezzat
At the end of the Shareholders' Meeting of May 20, 2021	82%	**Xiaoqun Clever, Laurence Dors, Siân Herbert-Jones, Belen Moscoso del Prado, Xavier Musca, Frédéric Oudéa, Patrick Pouyanné, Tanja Rueckert and Kurt Sievers** 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

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, 2020. They relate to the Altran Technologies acquisition project. They were approved by the Shareholders' Meeting of May 20, 2020, except for one agreement that is presented in the Board of Directors' report on the 4th resolution presented to the Shareholders' Meeting of May 20, 2021 (see page 338) and in the Statutory auditors' special report for the year ended December 31, 2020 (see page 316).

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.

(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).
(2) the Company was also notified in accordance with Article 10 of the bylaws that between January 1, 2020 and February 17, 2021, the date of review by the Board of Directors, CACIB had successively increased, decreased and increased its interest above and below the threshold of 6% of the Company's share capital and voting rights.

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 November 24, 2020. 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 did not recommend the modification by the Board of Directors of the agreement classification criteria in the Internal Charter.

Absence of conflict of interest

Article 7.1 of the Capgemini SE Board of Directors' Charter requires directors to comply with recommendation no. 20 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 Mr. Pierre Pringuet, 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.

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 of 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;
- 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 1,000 shares throughout their term of office and the obligation for the Executive Corporate Officer to hold performance 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 upon termination thereof.

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, 2020)

	Independent Director	Attendance rate (Board)	Board Committees	First appointment	Expiry of term of office Shareholders' Meeting	Number of years on the Board
Paul HERMELIN Chairman of the Board of Directors	No	100%	Strategy & CSR (C)	2000	2022	20
Aiman EZZAT Chief Executive Officer and Director	No	100%	Strategy & CSR	2020	2024	0
Daniel BERNARD Vice-Chairman of the Board of Directors	No	100%	Ethics & Governance, Strategy & CSR	2005	2021	15
Anne BOUVEROT Director	Yes	83%	Strategy & CSR	2013	2021	7
Xiaoqun CLEVER Director	Yes	92%	Audit & Risk	2019	2023	1
Laurence DORS Director	Yes	100%	Compensation (C), Audit & Risk, Ethics & Governance	2010	2022	10
Siân HERBERT JONES Director	Yes	100%	Audit & Risk	2016	2024	4
Hervé JEANNIN Director representing employees	No	100%	Strategy & CSR	2020	2024	0
Kevin MASTERS Director representing employees	No	100%	Compensation	2016	2024	4
Belen MOSCOSO DEL PRADO Director	Yes	86%	Compensation	2020	2024	0
Xavier MUSCA Director	Yes	100%	Audit & Risk (C)	2014	2022	6
Frédéric OUDÉA Director	Yes	100%	Ethics & Governance	2018	2022	2
Patrick POUYANNÉ Director	Yes	100%	Strategy & CSR	2017	2021	3
Pierre PRINGUET Director	Yes	100%	Ethics & Governance (C), Compensation	2009	2021	11
Lucia SINAPI-THOMAS Director representing employee shareholders	No	100%	Compensation	2012	2024	8

(C): Committee Chairman.

(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(1)	Experience and expertise brought to the Company
189,948	French	68	M	1	Chairman of the Board of Directors Chief Executive Officer until May 20, 2020
65,924	French	59	M	1	Chief Executive Officer of the Group
1,000	French	74	M	2	Governance of listed companies in France-UK/Executive positions in leading international groups/Retail/Technologies & Digital/Strategy
1,000	French	54	F	4	Technologies & Digital (identity and security)/Experience in international organizations (USA-UK)/CSR/Finance
1,000	German	50	F	4	Technologies & Digital/Experience in international organizations (Asia/Central Europe)/Finance
1,000	French	64	F	3	Executive positions in leading international groups/Governance of listed companies and executive compensation/Finance/Consulting/CSR & Ethics
1,000	British	60	F	3	Finance & audit/External growth strategy and transactions/Executive positions in leading international groups/Services/Consulting
12	French	57	M	1	Technologies & Digital/Employee perspective/Considerable knowledge of Capgemini group and its businesses/Employee relations
0	British	64	M	1	Technologies & Digital/Employee perspective/Considerable knowledge of Capgemini group and its businesses/Employee relations
1,000	Spanish	47	F	1	Technologies & Digital/Experience in international organizations/Services/Consulting
1,000	French	60	M	3	Executive positions in leading international groups/Finance & Economy/Banking & Insurance/Services/Retail
1,000	French	57	M	2	Executive positions in leading international groups/Finance & Economy/Banking & Insurance/Services/Retail
1,000	French	57	M	2	Executive positions in leading international groups/Strategy, macroeconomic and geopolitical challenges/Energy/Retail
1,700	French	70	M	3	Governance of listed companies and executive compensation/Executive positions in leading international groups/External growth strategy and transactions/Consumer goods
26,867	French	56	F	3	Finance/Employee perspective/Considerable knowledge of the Capgemini group and its businesses

Information on the members of the Board of Directors at December 31, 2020

Since May 20, 2020, 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 :
2022 (Ordinary Shareholders' Meeting held to approve the 2021 financial statements)

Number of shares held at Dec. 31, 2020 :
189,948

PAUL HERMELIN

Chairman of the Board of Directors (since May 20, 2020)
Chairman and Chief Executive Officer (until May 20, 2020)
Chairman of the Strategy & CSR Committee (since May 20, 2020)

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.

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 has been a member of the Strategy & CSR Committee since July 24, 2002 and its Chairman since May 20, 2020.

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

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Chairman and Chief Executive Officer of:
- CAPGEMINI SE* (until May 20, 2020)

Chairman of the Board of Directors of:
- CAPGEMINI SE* (since May 20, 2020)

Chairman of:
- French Tech Grande Provence
- Aix-en-Provence International Music Festival

Other offices held in Capgemini group:

Chairman of the Board of Directors of:
- CAPGEMINI NORTH AMERICA, INC. (USA) (until May 20, 2020)
- CAPGEMINI AMERICA, INC. (USA) (until May 20, 2020)

Chairman of the Supervisory Board of:
- CAPGEMINI N.V. (Netherlands) (until November 27, 2020)

Chairman of:
- CAPGEMINI SERVICE S.A.S. (until May 20, 2020)
- CAPGEMINI Latin america S.A.S. (until May 20, 2020)

Manager of:
- SCI PARIS ÉTOILE (until May 20, 2020)

Chief Executive Officer of:
- CAPGEMINI NORTH AMERICA, INC. (USA) (until May 20, 2020)

Director of:
- CAPGEMINI INTERNATIONAL BV (since March 2019)
- CGS Holdings Ltd (UK) (until May 20, 2020)
- CAPGEMINI TECHNOLOGY SERVICES INDIA LTD (since August 2017)

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

Director of:
- AXA* (until April 2017)

Chairman of:
- THE BRIDGE S.A.S. (until October 2019)

Offices held in Capgemini group:

Chairman of:
- SOGETI FRANCE 2005 S.A.S. (until May 2018)
- ODIGO S.A.S (formerly CAPGEMINI 2015 S.A.S.) (until October 2018)

Chairman of the Board of Directors of:
- CAPGEMINI US LLC (USA) (until July 2016)

Chief Executive Officer of:
- CAPGEMINI SERVICE S.A.S. (until March 2016)

Director of:
- CAPGEMINI FINANCIAL SERVICES INTERNATIONAL, INC. (USA) (until March 2016)
- IGATE CORPORATION (USA) (until May 2016)

* Listed company.

Date of birth :
February 18, 1946

Nationality :
French

Business address :
Provestis
14, rue de Marignan
75008 Paris

First appointment :
2005

Expiry of term of office :
2021 (Ordinary Shareholders' Meeting held to approve the 2020 financial statements)

Number of shares held at Dec. 31, 2020 :
1,000

DANIEL BERNARD

Vice-Chairman of the Board of Directors
Director
Member of the Ethics & Governance Committee
Member of the Strategy & CSR Committee (Chairman of the Committee until May 20, 2020)

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Daniel Bernard is a graduate of HEC business school. He was Chief Executive Officer of Groupe Métro France (from 1981 to 1989), followed by member of the Management Board of Métro International AG (from 1989 to 1992). He became Chairman of the Executive Board of Carrefour in 1992 and was appointed Chairman and Chief Executive Officer in 1998. Mr. Daniel Bernard was also an Independent Director of Alcatel Lucent (from 1997 to 2014) and of Saint-Gobain (from 2000 to 2006). He was a member of the Saint-Gobain Appointments Committee and chaired the Alcatel-Lucent Corporate Governance and Appointments Committee.

In 2006, Mr. Daniel Bernard joined the Board of Directors of Kingfisher Plc as Vice-Chairman and was Chairman of the Board of Directors from 2009 to June 2017. He also chaired the Appointments Committee. In July 2017, Mr. Daniel Bernard was appointed to the Peugeot SA Supervisory Board as the permanent representative of Lion Participations. Mr. Daniel Bernard is also President of Provestis, his own investment company, Senior Advisor of Towerbrook Capital Partners, LP and Director of ESAS Holding (Turkey).

Mr. Daniel Bernard holds the ranks of Officer of the National Order of Merit and Knight of the Legion of Honor.

Mr. Daniel Bernard has been a director of Capgemini SE since May 12, 2005 and is Vice-Chairman of the Board of Directors since May 10, 2017. He was Lead Independent Director and Chairman of the Ethics & Governance Committee from May 2014 to May 2017. He has been a member of the Ethics & Governance Committee since May 7, 2014. He has also been a member of the Strategy & CSR Committee since July 26, 2006 and was its Chairman from May 23, 2018 to May 20, 2020.

He brings to the Board of Directors considerable experience in the management of leading international companies where he has held top positions, together with reputed expertise in Corporate Governance, gained through major Corporate Governance responsibilities in leading listed companies in France and the United Kingdom.

Mr. Daniel Bernard also contributes to the Board's strategic discussions, thanks notably to his considerable experience in the retail sector and its digital transformation.

Principal office:
Mr. Daniel Bernard has been President of Provestis since 2006.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
- CAPGEMINI SE* (since May 2005)
- ESAS HOLDING (TURKEY) (since January 2020)

Member of the Supervisory Board of:
- PEUGEOT S.A.* (permanent representative of Lion Participations) (since July 2017)

Chairman of:
- PROVESTIS S.A.S. (since June 2006)

Senior Advisor of:
- TOWERBROOK CAPITAL PARTNERS, LP (UK) (since October 2010)

Member of the Board of Directors of:
- LA FONDATION HEC (since 2008)
- EESC HEC (since 2016)

Permanent Representation of Provestis Partenariat on the Board of Directors of:
- OVH GROUPE (since 2016)

Honorary Chairman of:
- LA FONDATION HEC (since 2014)

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

Chairman of:
- KINGFISHER PLC* (U.K.) (until June 2017)

* Listed company.

ANNE BOUVEROT

Independent Director
Member of the Strategy & CSR Committee
Member of the Audit & Risk Committee (until May 20, 2020)

Date of birth :
March 21, 1966

Nationality :
French

Business address :
Technicolor
8-10, rue du Renard
75004 Paris

First appointment :
2013

Expiry of term of office :
2021 (Ordinary Shareholders' Meeting held to approve the 2020 financial statements)

Number of shares held at Dec. 31, 2020 :
1,000

BIOGRAPHY – PROFESSIONAL EXPERIENCE

A graduate of École Normale Supérieure and of Télécom Paris, Ms. Anne Bouverot also holds a PhD in artificial intelligence (1991).

She started her career as IT project manager with Telmex in Mexico, before joining Global One in the USA in 1996. In 2002, she was appointed Vice-President at Equant's IT services unit. In 2004, she became Chief of Staff for the Chief Executive Officer of Orange in the United Kingdom, followed by Executive Vice-President, Mobile Services, for France Télécom Orange. In November 2006, Ms. Anne Bouverot became Executive Vice-President, International Business Development, at France Telecom. From 2011 to July 2015, she was Chief Executive Officer of GSMA, the international association of mobile network operators. She was Chairman and Chief Executive Officer of Safran Identity & Security (formerly Morpho), a world leader in security and identity solutions (biometrics and digital identity) until June 2017. She is currently Chairman of the Board of Directors of Technicolor.

Anne Bouverot holds the ranks of Knight of the National Order of Merit and Knight of the Legion of Honor.

She joined the Board of Directors of Capgemini SE on October 8, 2013 and was appointed a member of the Strategy & CSR Committee on the same date. She has also been a member of the Audit & Risk Committee since May 20, 2020.

Ms. Anne Bouverot has spent the majority of her professional career in the Telecoms sector, a key information technology sector, where she has held leading positions in international organizations. The duties she has performed allow her to make a key contribution to Capgemini group strategic discussions given the impact of mobile connections on technology uses. She also brings specific digital expertise to the Board of Directors in the areas of security and identity in digital and connected environments. Ms. Anne Bouverot also has considerable experience as an Independent Director of Euronext listed companies.

Principal office:
Ms. Anne Bouverot is Chairman of the Board of Directors of Technicolor.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
- CAPGEMINI SE* (since October 2013)
- Edenred* (since June 2010)
- Cellnex Telecom* (since May 2018)

Chairman of the Board of Directors of:
- TECHNICOLOR* (since June 2019)

Founder and Chairman of:
- Fondation ABEONA *(Data Science for Fairness and Equality)* (since December 2017)

Senior Advisor of:
- Towerbrook Capital Partners L.P. (since September 2018)

Chairman of:
- AnneB Advisors (since December 2017)

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

Director of:
- Euveka (until June 2019)

General Secretary of:
- Conseil des Industries, de la Confiance et de la Sécurité (until March 2019)

Vice-Chairman of:
- La Fédération des Industries Électriques, Électroniques et de Communication (until March 2019)

Senior Advisor of:
- Advent International (until August 2018)

Other offices held in Safran Identity and Security Group:

Chairman and Chief Executive Officer of:
- Safran Identity and Security S.A.S. (formerly MORPHO SAS) (until June 2017)
- MORPHO TRAK, LLC (USA) (until June 2017)

Chairman of:
- MORPHO USA, INC (USA) (until June 2017)

Chairman of the Board of Directors of:
- MORPHO DETECTION INTERNATIONAL, LLC (USA) (until June 2017)

Member of the Supervisory Board of:
- MORPHO CARDS GMBH (Germany) (until June 2017)

Director of:
- MORPHO DETECTION, LLC (USA) (until June 2017)

* Listed company.

Date of birth :
June 11, 1970

Nationality :
German

Business address :
Capgemini SE
11, rue de Tilsitt
75017 Paris

First appointment :
2019

Expiry of term of office :
2023 (Ordinary Shareholders' Meeting held to approve the 2022 financial statements)

Number of shares held at Dec. 31, 2020 :
1,000

XIAOQUN CLEVER

Independent Director
Member of the Audit & Risk Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Xiaoqun Clever holds an Executive MBA from the University of West Florida (USA) and a diploma in Computer Science and International Marketing from the Karlsruhe Institute of Technology (Germany). She also studied Computer Science & Technology at the University TsingHua of Beijing (China).

Ms. Xiaoqun Clever has over 20 years of experience as a technology manager. Born in China, she has held various senior management positions in international corporations. Among others, she spent sixteen years at SAP SE in various positions, including Chief Operating Officer, Technology & Innovation (from 2006 to 2009), Senior Vice-President, Design & New Applications (from 2009 to 2012) and Executive Vice-President & President of Labs in China (from 2012 to 2013). From 2014 to 2015, she was Chief Technology Officer of ProSiebenSat.1 Media SE, a German media company. She was also Chief Technology & Data Officer and member of the Group Executive Board at Ringier AG, an international media group based in Zurich, Switzerland (from January 2016 to February 2019).

Ms. Xiaoqun Clever has been a member of the Supervisory Board of Infineon Technologies AG (since 2020) and also a member of the Board of Directors of Amadeus IT Group S.A. and BHP Group since 2020.

She joined the Board of Directors of Capgemini SE on May 23, 2019 and is also a member of the Audit & Risk Committee.

Ms. Xiaoqun Clever is a German citizen. She has acquired solid experience in the field of digital transformation and use of data over the course of a successful career in the software and data industries. In addition, she brings to the Capgemini SE Board of Directors her excellent knowledge of the Asian and Central European markets, a valuable asset for the Group's future development in these key geographies.

Principal office:
Independent Director

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
- CAPGEMINI SE* (since May 23, 2019)
- AMADEUS IT GROUP S.A.* (Spain) (since June 19, 2020)
- BHP GROUP LIMITED* (Australia) and BHP GROUP PLC* (United Kingdom) (since October 1, 2020)**

Co-founder and Chief Executive Officer of:
- LUXNOVA SUISSE GMBH (Switzerland) (since 2018)

Member of the Supervisory Board of:
- INFINEON TECHNOLOGIES AG* (Germany) (since February 20, 2020)
- ALLIANZ ELEMENTAR VERSICHERUNGS AG (Austria) (until August 31, 2020)
- ALLIANZ ELEMENTAR LEBENSVERSICHERUNGS AG (Austria) (until August 31, 2020)

Member of the Advisory Board of:
- MAXINGVEST AG (Germany) (until February 2021)

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

N/A

* Listed company.
** BHP operates under a dual listed company structure with two parent companies (BHP Group Limited and BHP Group Plc) managed by a unified Board of Directors.

Date of birth :
March 16, 1956

Nationality :
French

Business address :
Capgemini SE
11, rue de Tilsitt
75017 Paris

First appointment :
2010

Expiry of term of office :
2022 (Ordinary Shareholders' Meeting held to approve the 2021 financial statements)

Number of shares held at Dec. 31, 2020 :
1,000

LAURENCE DORS

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Laurence Dors is a graduate of École Normale Supérieure and École Nationale d'Administration. A former senior civil servant in the French Finance Ministry and former member of the Prime Minister's staff (1995-1997) and the Minister of the Economy's staff (1994-1995), Ms. Laurence Dors has spent much of her professional career in international and Executive Management positions in major international groups (Lagardère, EADS, Dassault Systems, Renault) and then as co-founder and Senior Partner of Conseil Theano Advisors (formerly Anthenor Partners 2012-2018). A specialist in governance issues and an Independent Director, she sits on the Board of Directors of IFA (French Institute of Directors) and chairs the Prospective and Research Commission.

Ms. Laurence Dors has been a member of the Board of Directors of Crédit Agricole SA since May 19, 2009. She chairs the Compensation Committee and is a member of the Audit Committee and the Appointments and Governance Committee. She also sits on the Board of Directors of Egis, a non-listed engineering company specializing in consulting and the development of projects offering added value through innovation. She chairs the Compensation Committee and is a member of the Engagements Committee. She has also been a director of Latécoère and Chairman of its Audit & Risk Committee since June 11, 2020.

Ms. Laurence Dors holds the ranks of Knight of the Legion of Honor and Officer of the National Order of Merit.

Ms. Laurence Dors has been a member of the Board of Directors of Capgemini SE since May 27, 2010. She has been Chairman of the Compensation Committee since May 10, 2017. She has been a member of the Audit & Risk Committee and the Ethics & Governance Committee since May 7, 2014.

Ms. Laurence Dors brings to the Board of Directors her considerable experience in governance and Executive Management compensation issues, her financial and business consulting expertise and her experience in the management of leading international groups in the technology sector.

Principal office:
Independent Director

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
- CAPGEMINI SE* (since May 2010)
- CRÉDIT AGRICOLE S.A.* (since May 2009)
- EGIS SA (since November 2011)
- LATECOERE* (since June 11, 2020)
- IFA (French Institute of Directors) (since May 2012)

Member of:
- IHEAL (Institute of Latin American Studies) Strategic Policy Committee (since June 2012)
- CEFA (Franco-German Economic Club) Policy Committee (since October 2005)

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

Director of:
- INHESJ (French National Institute for Advanced Studies in Security and Justice) (until April 2016)

Senior Partner of:
- THEANO ADVISORS (until October 2018)

* Listed company.

Date of birth:
May 22, 1961

Nationality:
French

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 Dec. 31, 2020:
65,924

AIMAN EZZAT

Director (since May 20, 2020)
Chief Executive Officer (since May 20, 2020)
Chief Operating Officer (until May 20, 2020)
Member of the Strategy & CSR Committee (since May 20, 2020)

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 Électronique 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.

Mr. Aiman Ezzat was Chief Operating Officer of Capgemini SE from January 1, 2018 to May 20, 2020 and 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 the "2017 All European Executive Team" Institutional Investor's annual ranking of the region's top corporate leaders.

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. He was part of the acquisition and integration team of Kanbay, a global IT services firm focused on the Financial Services industry, acquired by Capgemini in 2006.

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 with Financial Services clients in Asia, North America and Europe.

This came after ten 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.

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

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Chief Executive Officer of:
- CAPGEMINI SE* (since May 20, 2020)

Chief Operating Officer of:
- CAPGEMINI SE* (until May 20, 2020)

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. (USA) (since May 20, 2020)
- ALTRAN TECHNOLOGIES S.A.S. (since April 21, 2020)

Chairman of the Board of Directors of:
- CAPGEMINI NORTH AMERICA, INC. (USA) (since May 20, 2020)
- CAPGEMINI AMERICA, INC. (USA) (since May 20, 2020)

Chairman of the Supervisory Board of:
- CAPGEMINI N.V. (Netherlands) (since November 27, 2020)

Chief Executive Officer of:
- CAPGEMINI NORTH AMERICA, INC. (USA) (since May 20, 2020)

Director of:
- CAPGEMINI INTERNATIONAL BV (Netherlands) (since May 20, 2020)
- SOGETI UK Ltd (UK) (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 (USA) (until June 19, 2020)
- CAPGEMINI UK Plc (UK) (until July 1, 2020)
- CAPGEMINI (Hangzhou) Co. Ltd (China) (until November 4, 2020)
- RESTAURANT APPLICATION DEVELOPMENT INTERNATIONAL (USA) (until June 19, 2020)
- RADI HOLDING Llc (USA) (until June 12, 2020)
- PURPOSE GLOBAL PNC (USA) (since April 17, 2020)

Member of the Supervisory Board of:
- SOGETI NEDERLAND BV (Netherlands) (until November 27, 2020)

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

Offices held in Capgemini group:

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 (UK) (until February 2019)
- CAPGEMINI ITALIA S.P.A. (USA) (until April 2018)
- CAPGEMINI BRASIL SA (Brazil) (until April 2018)
- CAPGEMINI ASIA PACIFIC PTE Ltd (Singapore) (until March 2018)
- CAPGEMINI FINANCIAL SERVICES CANADA Inc. (Canada) (until January 2017)
- CAPGEMINI FINANCIAL SERVICES USA Inc. (USA) (until July 2016)
- IGATE GLOBAL SOLUTIONS MEXICO SA DE CV (Mexico) (until July 2016)
- IGATE TECHNOLOGIES Inc (USA) (until July 2016)
- IGATE CORPORATION Inc (USA) (until May 2016)

* 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 Dec. 31, 2020 :
1,000

SIAN HERBERT-JONES

Independent Director
Member of the Audit & Risk 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 Executive Committee (until February 28, 2016). She is currently a director of l'Air Liquide SA (since 2011) where she chairs the Audit and Accounts Committee. She has also been a director of Bureau Veritas since May 17, 2016 and has been a member of the Audit & Risk Committee since May 2017.

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.

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

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
- CAPGEMINI SE* (since May 2016)
- L'AIR LIQUIDE SA* (since May 2011)
- BUREAU VERITAS* (since May 2016)
- COMPAGNIE FINANCIÉRE AURORE INTERNATIONALE, a Sodexo group subsidiary (since February 2016)

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

Chief Financial Officer and member of the Executive Committee of:
- SODEXO* (until February 2016)

Other offices held in Sodexo Group:

Chairman of:
- ETIN SAS (until February 2016)
- SOFINSOD S.A.S. (until February 2016)
- SODEXO ETINBIS S.A.S. (until February 2016)

Permanent Representative of Sofinsod SAS on the Supervisory Board of:
- ONE SCA (until February 2016)

Director of:
- SODEXHO AWARDS CO (until February 2016)
- SODEXO JAPAN KABUSHIKI KAISHA Ltd (until February 2016)
- SODEXHO MEXICO SA DE CV (until February 2016)
- SODEXHO MEXICO SERVICIOS DE PERSONAL SADE CV (until February 2016)
- SODEXO REMOTE SITES THE NETHERLANDS B.V (until February 2016)
- SODEXO REMOTE SITES EUROPE Ltd (until February 2016)
- UNIVERSAL SODEXHO EURASIA Ltd (until February 2016)
- SODEXO, INC. (until February 2016)
- SODEXO MANAGEMENT, INC. (until February 2016)
- SODEXO REMOTE SITES USA, INC. (until February 2016)
- SODEXO SERVICES ENTERPRISES LLC (until February 2016)
- UNIVERSAL SODEXHO SERVICES DE VENEZUELA SA (until February 2016)
- UNIVERSAL SODEXHO EMPRESA DE SERVICIOS Y CAMPAMENTOS SA (until February 2016)
- SODEXO GLOBAL SERVICES UK Ltd (until February 2016)

Member of the Management Board of:
- SODEXO EN FRANCE S.A.S. (until February 2016)
- SODEXO ENTREPRISES S.A.S. (until February 2016)
- SODEXO PASS INTERNATIONAL S.A.S. (until February 2016)
- ONE S.A.S. (until February 2016)
- ONE SCA (until February 2016)

* Listed company.

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 Dec. 31, 2020 :
12

HERVÉ JEANNIN

Director representing employees
Member of the Strategy & CSR Committee (since May 20, 2020)

BIOGRAPHY – PROFESSIONAL EXPERIENCE

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.

Since 2016, he is in charge of workplace first aid and evacuation training within the Group in France. He provides 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.

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. Travelling through 50 countries, he has met with many group employees at various sites. He represents the CFDT union and Capgemini in UNI Europa.

He joined the Board of Directors on May 20, 2020 as a director representing employees and has also been a member of the Strategy & CSR Committee since this date.

Mr. Hervé Jeannin brings to the Board the perspective of an employee with considerable experience of employee relations, dialogue and negotiations gained over 28 years as an employee representative and his knowledge of the Company and its businesses thanks to 37 years spent with the Group in several business lines and six cities.

Principal office:
Mr. Hervé Jeannin is a workplace first aid and evacuation trainer in Capgemini.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

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 :
May 27, 1956

Nationality :
British

Business address :
Capgemini UK
No.1 Forge End, Woking
– Surrey, GU21 6DB

First appointment :
2016

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

Number of shares held at Dec. 31, 2020 :
0

KEVIN MASTERS

Director representing employees
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Kevin Masters joined the Capgemini group in 1973. Experience gained within Capgemini mainly revolves around managing large groups of people in an operations or support environment.

Mr. Kevin Masters has been engaged in the employee consultation process as the Chairman of both the Outsourcing Forum and National Works Council Groups since 2001. He was elected as the UK representative on the International Works Council (IWC), then as a member of the IWC Office, where he was the Secretary until his appointment as director representing employees in September 2016.

Between July 2014 and September 2016, Mr. Kevin Masters was invited as Secretary of the IWC to become a non-voting member of the Capgemini SE Board of Directors. He was then also a permanent guest of the Compensation Committee.

Mr. Kevin Masters was appointed as a director representing employees on the Capgemini SE Board of Directors with effect from September 1, 2016. He is also a member of the Compensation Committee.

Mr. Kevin Masters brings to the Board of Directors his great knowledge of the Capgemini group and of its businesses, his experience of technological environments, as well as the perspective of an employee of Anglo-Saxon culture, thus contributing to the diversity of profiles represented on the Board.

Principal office:
Project Management, cloud infrastructure services, with Capgemini UK.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
— CAPGEMINI SE* (since September 2016)

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 Dec. 31, 2020 :
1,000

BELEN MOSCOSO DEL PRADO LOPEZ-DORIGA

Independent Director
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

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

She started her career in 1995 at The Walt Disney Company as Communications Manager for Spain and Portugal and later became a Senior Analyst in the European Marketing and Sales Strategy Department. From 2000 to 2008, as a consultant at Bain & Company, she worked on strategic review, performance improvement and post-acquisition integration assignments in Europe and Central America. She joined Europcar in 2008 as Strategic Change Program Manager before becoming Head of Strategy & Partnerships at Solocal from 2010 to 2013. Then, between 2013 and 2015, she was Director of Digital Strategy, Transformation and Innovation at Axa before joining Sodexo to lead its digital transformation.

She is currently Digital & Innovation Director at Sodexo and has been a member of the Executive Committee since 2015. She also sits on Sodexo's Venture Capital Investment Committee.

Ms. Belen Moscoso del Prado Lopez-Doriga is Chairman of the Board of Directors of FoodChéri and a member of the Consultative Advisory Board of the start-up Wynd.

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 Date strategy over the course of her career in international corporations.

Principal office:
Ms. Belen Moscoso del Prado Lopez-Doriga is Digital & Innovation Director at Sodexo.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
— CAPGEMINI SE* (since May 20, 2020)

Chairman of the Board of Directors of:
— FOODCHERI (since 2018)

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

Director of:
— ADVEO INTERNATIONAL (until October 2019)

* Listed company.

Date of birth :
February 23, 1960

Nationality :
French

Business address :
Crédit Agricole S.A.
50, avenue Jean Jaurès
92120 Montrouge

First appointment :
2014

Expiry of term of office :
2022 (Ordinary Shareholders' Meeting held to approve the 2021 financial statements)

Number of shares held at Dec. 31, 2020 :
1,000

XAVIER MUSCA

Independent Director
Chairman of the Audit & Risk 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, 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.

Xavier Musca is a Knight of the Legion of Honor, 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. 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, which accounts for some 25% of Group revenues. He also provides the Board with his knowledge of economic globalization issues.

Principal office:
Mr. Xavier Musca has been Deputy Chief Executive Officer of Crédit Agricole SA since July 2012.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

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 SA*
(Member of the Management Committee – Member of the Executive Committee)

Chairman of:
- AMUNDI SA* Director (since July 2012) and Chairman (since December 2016)
- CA CONSUMER FINANCE (since July 2015)

Director – Vice-Chairman of:
- PREDICA (since November 2012)

Director of:
- CA ASSURANCES (since November 2012)
- CARIPARMA (ITALY) (since October 2016)

Permanent Representation of Crédit Agricole SA on the Board of Directors of:
- PACIFICA (since October 2012)

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

Offices held in Crédit Agricole Group:

Director of:
- CACI (until 2017)

* Listed company.

Date of birth :
July 3, 1963

Nationality :
French

Business address :
Tours Société Générale,
75886 Paris Cedex 18

First appointment :
2018

Expiry of term of office :
2022 (Ordinary Shareholders' Meeting held to approve the 2021 financial statements)

Number of shares held at Dec. 31, 2020 :
1,000

FRÉDÉRIC OUDEA

Independent Director
Member 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. Following the regulatory split between the roles of Chairman and Chief Executive, he was appointed Chief Executive Officer in May 2015. In 2010, he was named Chairman of the Steering Committee on Regulatory Capital ("SCRC") at the Institute of International Finance ("IIF").

Mr. Frédéric Oudéa is a Knight of the Legion of Honor and 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.

Mr. Frédéric Oudéa brings to the Board his experience in managing a leading banking group with an ambitious international development plan and highly innovative in digital.

Principal office:
Mr. Frédéric Oudéa has been Chief Executive Officer of Société Générale since May 2015.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
— CAPGEMINI SE* (since May 2018)

Chief Executive Officer of:
— SOCIÉTÉ GÉNÉRALE* (since May 2015)

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

N/A

* Listed company.

PATRICK POUYANNÉ

Independent Director
Member of the Strategy & CSR Committee

Date of birth:
June 24, 1963

Nationality:
French

Business address:
TOTAL SE
2, place Jean Millier
92400 Courbevoie

First appointment:
2017

Expiry of term of office:
2021 (Ordinary Shareholders' Meeting held to approve the 2020 financial statements)

Number of shares held at Dec. 31, 2020:
1,000

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 in the fields of the Environment and Industry – Édouard Balladur – 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 Chief Executive Officer, 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. Mr. Pouyanné's term of office was renewed by the Shareholders' Meeting of June 1, 2018 for a period of three years and the Board of Directors confirmed him in his duties of Chairman of the Board and Chief Executive Officer for the same period.

Mr. Pouyanné has been a director of Capgemini SE since May 10, 2017 and a member of the Strategy & CSR Committee since September 1, 2017.

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 where new technologies play an essential role.

Principal office:
Mr. Patrick Pouyanné has been Chairman and Chief Executive Officer of TOTAL SE since December 2015. He has been a director of TOTAL SE since May 2015 and is Chairman of the Strategy & CSR Committee.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
— CAPGEMINI SE* (since May 2017)

Chairman and Chief Executive Officer of:
— TOTAL SE* (since December 2015)

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

N/A

* Listed company.

Date of birth:
January 31, 1950

Nationality:
French

Business address:
Pernod Ricard,
5, Cours Paul Ricard,
75008 Paris

First appointment:
2009

Expiry of term of office:
2021 (Ordinary Shareholders' Meeting held to approve the 2020 financial statements)

Number of shares held at Dec. 31, 2020:
1,700

PIERRE PRINGUET

Independent Director
Lead Independent Director and
Chairman of the Ethics & Governance Committee
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Pierre Pringuet is a graduate of École Polytechnique and École des Mines. He started his career in the French civil service, where he was appointed as an advisor to government minister Michel Rocard (1981-1985), before being given responsibility for the Farming and Food Processing Industries at the Ministry of Agriculture. He joined Pernod Ricard in 1987 as Development Director, playing an active role in the Group's international development and holding the positions of Managing Director of Société pour l'Exportation de Grandes Marques (1987-1996) and then Chairman and Chief Executive Officer of Pernod Ricard Europe (1997-2000). In 2000, he joined Patrick Ricard at the Headquarters as one of Pernod Ricard's two joint CEOs. He was appointed a director of Pernod Ricard in 2004 and led the successful acquisition of Allied Domecq in 2005 and its subsequent integration. In December of the same year, he became the Group's Deputy Chief Executive Officer & Chief Operating Officer. In 2008, he carried out the acquisition of Vin&Sprit (V&S) and its brand Absolut Vodka, which completed Pernod Ricard's international development. Following the withdrawal of Patrick Ricard from his operational duties, he was appointed Chief Executive Officer of Pernod Ricard on November 5, 2008. He performed his duties as CEO until February 11, 2015, the date of expiry of his term of office pursuant to the Company's bylaws. He was Vice-Chairman of the Board of Directors of Pernod Ricard from August 2012 to January 2019 and played an active role, together with the Appointments, Governance and CSR Committee, in the management of all Corporate Governance issues. He was also a director and member of the Pernod Ricard Strategy Committee and Compensation Committee from 2012 to 2019.

Mr. Pierre Pringuet is Vice-Chairman of the Vallourec Supervisory Board and Lead Independent Director since February 23, 2015. He is also Chairman of the Vallourec Appointments, Compensation and Governance Committee.

Mr. Pierre Pringuet has also been a member of the Board of Directors of Française des Jeux since November 4, 2019.

Mr. Pierre Pringuet was President of the Association Française des Entreprises Privées (AFEP) (French Association of Private Enterprises) from June 2012 to May 2017.

Mr. Pierre Pringuet holds the ranks of Officer of the Legion of Honor, Knight of the National Order of Merit and Commander of the Order of Agricultural Merit.

Mr. Pierre Pringuet joined the Board of Directors of Capgemini SE on April 30, 2009. He has been Lead Independent Director and Chairman of the Ethics & Governance Committee since May 10, 2017 and a member of the Compensation Committee since June 17, 2009, which he chaired from May 2014 to May 2017.

Mr. Pierre Pringuet brings to the Board extensive experience in the retail sector, as a senior executive of an international group. He shares with the Board his expertise in Corporate Governance issues and executive compensation, as well as his strategy and development experience, particularly in international external growth transactions.

Principal office:
Independent Director

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
- CAPGEMINI SE* (since April 2009)
- ILIAD S.A.* (until July 2020)
- LA FRANCAISE DES JEUX* (since November 4, 2019)
- AVRIL GESTION S.A.S. (GROUPE AVRIL) (until August 2020)

Vice-Chairman and Lead Independent Director of the Supervisory Board of:
- VALLOUREC* (since February 2015)

Chairman of:
- Amicale du Corps des Mines (ACM) (since 2015)
- Fondation ParisTech (since January 2016)

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

Chief Executive Officer of:
- PERNOD RICARD* (until February 2015)

Vice-Chairman of the Board of Directors of:
- PERNOD RICARD* (until January 2019)

Director of:
- PERNOD RICARD* (until November 2019)

Chairman of:
- AFEP (French Association of Private Enterprises) (until May 2017)
- Scotch Whisky Association (until December 2017)
- AgroParisTech (until December 2016)

* Listed company.

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 Dec. 31, 2020 :
26,867

LUCIA SINAPI-THOMAS

Director representing employee shareholders
Member of the Compensation Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Lucia Sinapi 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 degree (SFAF 1997). She started her career as a tax and business lawyer in 1986, before joining Capgemini in 1992. She has more than 20 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. Since January 1, 2019, Ms. Lucia Sinapi-Thomas is Executive Director of Capgemini Ventures.

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 Chief Executive Officer of Capgemini Ventures.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

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 2019)

Chairman of the Supervisory Board of:
- FCPE CAPGEMINI

Member of the Supervisory Board of:
- FCPE ESOP CAPGEMINI

Director of:
- AZQORE (Switzerland) (since November 2018)
- SOGETI SVERIGE AB (Sweden) (since November 2008)
- FIFTY FIVE GENESIS PROJECT INC. (USA) (since September 15, 2020)

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

Offices held in Capgemini group:

Chairman of:
- CAPGEMINI EMPLOYEES WORLDWIDE SAS (until June 2019)
- PROSODIE SAS (until November 2018)

Chief Executive Officer of:
- SOGETI FRANCE SAS (until July 2018)
- CAPGEMINI OUTSOURCING SERVICES S.A.S. (until January 2018)

Executive Director of:
- Business Platforms, Capgemini (until June 2018)

Director of:
- 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)
- CAPGEMINI POLSKA Sp.z.o.o. (Poland) (until April 2018)
- CAPGEMINI REINSURANCE INTERNATIONAL S.A. (Luxembourg) (until April 2016)

* Listed company.

2.1.5 Group Management

MANAGEMENT OF THE GROUP

Since May 20, 2020, the date on which the functions of Chairman of the Board of Directors and Chief Executive Officer were separated, Capgemini SE Group management has been led by Mr. Aiman Ezzat, who was appointed Chief Executive Officer as part of the managerial succession announced on September 16, 2019. Mr. Paul Hermelin served as Chairman and Chief Executive Officer until May 20, 2020 and remains Chairman of the Board of Directors.

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.

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 date at which the duties of Chairman of the Board of Directors and Chief Executive Officer were separated, Capgemini SE Group Management is led by Mr. Aiman Ezzat, who was appointed Chief Executive Officer as part of the management succession announced on September 16, 2019.

Mr. Paul Hermelin performed the duties of Chairman and Chief Executive Officer until May 20, 2020 and remains Chairman of the Board of Directors. For more detailed information, please refer to the biography published in Section 2.1.4.

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

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

Date of birth :
May 22, 1961

Nationality :
French

Business address :
Capgemini SE
11, rue de Tilsitt
75017 Paris

Number of shares held at Dec. 31, 2020 :
65,924

AIMAN EZZAT

Chief Executive Officer (since May 20, 2020)
Chief Operating Officer (until May 20, 2020)

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 Électronique 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.

Mr. Aiman Ezzat was Chief Operating Officer of Capgemini SE from January 1, 2018 to May 20, 2020 and 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 the "2017 All European Executive Team" Institutional Investor's annual ranking of the region's top corporate leaders.

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. He was part of the acquisition and integration team of Kanbay, a global IT services firm focused on the Financial Services industry, acquired by Capgemini in 2006.

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 with Financial Services clients in Asia, North America and Europe.

Mr. Aiman Ezzat was also previously Global Head of the Oil & Gas and Chemicals practice of Gemini Consulting where he spent 10 years (Gemini Consulting was the former brand of the strategic and transformation consulting arm of the Capgemini group, now Capgemini Consulting).

For more detailed information, please refer to the biography published in Section 2.1.4.

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 carrying out 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 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	Director of Strategy, Development, Alliances
Jim BAILEY	Director of the Americas Strategic Business Unit
Jean-Philippe BOL	Director of Operations Transformation & Industrialization
Anirban BOSE	Director of the Financial Services Strategic Business Unit
Carole FERRAND	Chief Financial Officer
Cyril GARCIA	Director of Capgemini Invent, Sectors and Corporate Social Responsibility
Franck GREVERIE	Director of Portfolio, Cloud Infrastructure Services, Business Services, Insights & Data and Digital Customer Experience
Anne LEBEL	Chief Human Resources Officer
Michael SCHULTE	Director of the Northern Europe Strategic Business Unit
Olivier SEVILLIA	Chief Operating Officer
Jérôme SIMÉON	Director of the Southern Europe Strategic Business Unit

Executive Committee

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

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

Aiman EZZAT	Chief Executive Officer	**Group Management**		
Fernando ALVAREZ	Director of Strategy, Development, Alliances			
Jim BAILEY	Director of the Americas Strategic Business Unit			
Jean-Philippe BOL	Director of Operations Transformation & Industrialization			
Anirban BOSE	Director of the Financial Services Strategic Business Unit			
Carole FERRAND	Chief Financial Officer		**Group Executive Board**	
Cyril GARCIA	Director of Capgemini Invent, Sectors and Corporate Social Responsibility			
Franck GREVERIE	Director of Portfolio, Cloud Infrastructure Services, Business Services, Insights & Data and Digital Customer Experience			
Anne LEBEL	Chief Human Resources Officer			
Michael SCHULTE	Director of the Northern Europe Strategic Business Unit			
Olivier SEVILLIA	Chief Operating Officer			
Jérôme SIMÉON	Director of the Southern Europe Strategic Business Unit			
Nive BHAGAT	Cloud Infrastructure Services Director			
Pascal BRIER	Innovation Director and acting Chief Technology Officer			**Executive Committee**
Anis CHENCHAH	Business Services Director			
André CICHOWLAS	Delivery Director			
Jean COUMAROS	Transformation Director			
Hubert GIRAUD	Altran Resources & Integration Director			
Aruna JAYANTHI	LatAm & Canada Director			
Zhiwei JIANG	Insights & Data Director			
Olivier LEPICK	Group General Secretary			
Shobha MEERA	Corporate Social Responsibility Director			
John MULLEN	United States Director			
Maria PERNAS	Group General Counsel, Commercial and Contract Management			
Olaf PIETSCHNER	Asia-Pacific Director			
Virginie RÉGIS	Marketing & Communications Director			
William ROZÉ	Engineering and R&D Director			
Rosemary STARK	Strategic Accounts Director			
Jeroen VERSTEEG	Global Sales Director			
Ashwin YARDI	India Director			

2.

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:

- to set the objective of a progressive increase in both female and international representation on the Group's Executive Committee;
- as of Jan 1, 2021, the international representation on the Group Executive Committee is at 52% or 15 members out of 29 members;
- with regard to female representation, this has led to a steady increase since 2016 in the percentage of women in this management body, rising successively from below 10% in 2016 to 24% in 2018, 26.9% in 2019 and 27.6% in 2020 post Altran integration. The long-term objective is to achieve the same percentage of women in the Executive Committee as in the Group's headcount;
- to increase female representation in the 10% of positions with the greatest responsibility within Group executive leaders and, more widely in the Vice-President community, by similarly setting annual objectives in this respect for the Group's key managers. In 2018, 14% of Group executive leader positions were held by women. The percentage at the end of 2019 went up to 17%. The target for 2020 was to increase this percentage to 20%. The percentage achieved at the end of 2020 was 20.3% and hereafter the objective is to reach a percentage of 30% by 2025 representing a 2 pts increase *per annum* over the period, being specified that our long-term objective for Group executive leaders is similar to the one set for Executive Committee i.e. to achieve the same percentage of women in this population, as in the Group's headcount.

These objectives will be 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 will be placed on gender equality, with a long-term objective of progressively aligning 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 the 2020 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 has set Executive Corporate Officers objectives to increase female representation in the Group in the variable part of their annual compensation and, since 2018, the Board of Directors includes a criterion applicable to performance shares granted to Executive Corporate Officers and Group managers targeting an increase in the number of women becoming Vice-President.

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 2020 in the Note 12 of financial statements.

2.1.6 Transactions carried out in the company's shares

Transactions carried out in 2020 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
Paul Hermelin Chairman of the Board of Directors (since May 20, 2020)	Gift of 80,000 shares	July 31, 2020	67.5511	2020 DD695952
	Gift of 19,600 shares	July 31, 2020	102.8500	2021 DD729076
	Gift of 35,000 shares	August 3, 2020	26.3500	2020 DD695967
	Vesting of 28,000 performance shares (Plan dated 10/05/2017)	October 5, 2020	0.00	2020 DD704168
	Sale of 12,500 shares (performance shares received in 2012 and vested in 2015)	October 8, 2020	110.8656	2020 DD704167
Thierry Delaporte Chief Operating Officer (until December 31, 2019)	Sale of 19,800 shares	January 3, 2020	109.4446	2020 DD664279
Aiman Ezzat Chief Executive Officer (since May 20, 2020)	Vesting of 16,000 performance shares (Plan dated 10/05/2017)	October 5, 2020	0.00	2020 DD704269
	Subscription of 67.0701 FCPE "ESOP Capgemini" units (2020 employee share ownership plan)	December 17, 2020	92.93	2020 DD725066
Carole Ferrand Chief Financial Officer	Subscription of 59.6324 FCPE "ESOP Capgemini" units (2020 employee share ownership plan)	December 17, 2020	92.93	2020 DD724894
Hervé Jeannin Director representing employees	Subscription of 9.0534 FCPE "ESOP Capgemini" units (2020 employee share ownership plan)	December 17, 2020	92.93	2020 DD725082
Kevin Masters Director representing employees	Subscription of 12.1835 FCPE "ESOP Capgemini" units (2020 employee share ownership plan)	December 17, 2020	92.93	2020 DD724931
Belen Moscoso del Prado Director	Purchase of 1,000 shares	June 4, 2020	91.1540	2020 DD686721
Lucia Sinapi Director	Sale of 2,130 shares	September 8, 2020	114.9517	2020 DD699724
	Sale of 4,000 shares	September 14, 2020	118.4495	2020 DD700566
	Vesting of 2,400 performance shares (Plan dated 10/05/2017)	October 5, 2020	0.00	2020 DD704164
	Subscription of 39.8966 FCPE "ESOP Capgemini" units (2020 employee share ownership plan)	December 17, 2020	92.93	2020 DD725169

2.2 Organization and activities of the Board of Directors

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 day-to-day operation and future of Capgemini, to promote sustainable value creation for its shareholders and all stakeholders.

Committee	Attendance	Members	Independence	Meetings	Executive Sessions
ETHICS & GOVERNANCE COMMITTEE	100%	4	75%	5	
COMPENSATION COMMITTEE	96%	5	100%	5	
BOARD OF DIRECTORS	97%	15	75%[1]	12	3
STRATEGY & CSR COMMITTEE	100%	6	40%	5	
AUDIT & RISK COMMITTEE	95%	4	100%	9	

NB: Information at December 31, 2020. **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.

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 its management bodies.

More broadly, the Board of Directors takes decisions on the major issues concerning the day-to-day operation and future of Capgemini, to promote sustainable value creation for its shareholders and all stakeholders. Given Capgemini's business as a service provider, the Board pays particular attention to the management of the Group 270,000 employees and thousands of managers across the globe.

The work of the Board of Directors and its Specialized committees in 2020 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.

Operating rules – Corporate Governance framework

Capgemini SE refers to the AFEP-MEDEF Corporate Governance Code for listed companies (January 2020 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 2.1.2 above);

— **adopted a system for allocating directors' compensation**, 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 27.1 of the AFEP-MEDEF Corporate Governance Code for listed companies revised in January 2020, the Company considers that its practices comply fully with the recommendations of the AFEP-MEDEF Code.

In this constant drive to improve the Company's governance, the Company has voluntarily brought the following issues, explained in previous years by the Company, into compliance with the provisions of the AFEP-MEDEF Code:

- the Shareholders' Meeting of May 18, 2016 amended the Company's bylaws to provide for the staggered renewal of the terms of office of directors, in line with Article 14.2 of the AFEP-MEDEF Code;
- in accordance with Article 22 of the AFEP-MEDEF Code, the employment contract of the Chairman and Chief Executive Officer was terminated on February 18, 2015;
- 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 in 2015 to assess the absence of conflicts of interest for independent directors.

Board Charters

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

In 2020, the Board of Directors decided to amend the Board of Directors' Charter on the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer. The amendments focused mainly on the definition of the duties of the Chairman of the Board of Directors and the allocation of roles between the Chairman of the Board of Directors and the Lead Independent Director, the Board of Directors having decided to retain the position of Lead Independent Director while the Chairman of the Board is not an Independent Director as defined by the AFEP-MEDEF Code to which the Company adheres.

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 and particularly the specific duties entrusted to the Chairman of the Board of Directors during the management hand-over phase terminating at the end of the 2022 Shareholders' Meeting).

In the absence of the Chairman, the **Vice-Chairman** chairs meetings of the Board of Directors and Shareholders' Meetings. The Board of Directors decided to entrust him with a specific assignment to prepare future changes in the Group's governance during the period 2017-2019. He was therefore closely involved in discussions on changes in the Group's governance, the appointment of two Chief Operating Officers and monitoring management transition, up to the announcement of the choice for future Chief Executive Officer to succeed Mr. Paul Hermelin in May 2020. This specific assignment ended on May 20, 2020.

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 one or more **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. Board members must inform the Chairman of the Ethics and 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 1,000 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, given his/her status and specific assignments. 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 functions 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,
- 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 2020 by the Ethics & 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 program 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 and the Board Secretary. 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 three 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 and certain of its regions) and its competitive environment, as well as recent market disruption trends and technological developments;

Furthermore, the 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, in accordance with legislative provisions.

2.2.2 Activities of the Board of Directors in 2020

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 2020, the Board met **12 times** during the year (including by video-conference and conference call), seven times during the first-half and five times during the second-half. The high number of Board meetings was due to the organization of exceptional meetings, either due to the tender offer launched for Altran Technologies or to monitor the impacts of the Covid-19 pandemic and the implementation of a range of solidarity measures with different Group stakeholders.

Managing the impacts of the Covid-19 pandemic, first and foremost with regards to employees but also as concerns clients and other Group stakeholders, was closely monitored by the Board of Directors in 2020, at each of the meetings from the start of the health crisis in March 2020.

The Board of Directors also made use of emergency health measures enabling decisions to be taken by written consultation to change the location of the Shareholders' Meeting held behind closed doors.

The Board meeting focusing primarily on the Group's strategy was held on June 10 and 11, 2020 in the form of a seminar.

In addition, the Board held **three executive sessions** chaired by the Lead Independent Director and without the presence of the Chairman and Chief Executive Officer and then the Chairman of the Board and the Chief Executive Officer. These sessions mainly discussed the compensation of the Chairman and Chief Executive Officer and the compensation of the Chairman of the Board and the Chief Executive Officer following the adoption of a separated governance structure.

The **average attendance rate** at Board meetings was **97%**, despite the increase in the number of meetings. This demonstrates 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 2020 and attendance rates

	Board of Directors	Ethics & Governance Committee	Strategy & CSR Committee	Audit & Risk Committee	Compensation Committee
Total number of meetings	12	5	5	9	5
Average attendance rate	97%	100%	100%	95%	96%

Individual director attendance rates

Name	Board of Directors No. of meetings	Board of Directors %	Ethics & Governance Committee No. of meetings	Ethics & Governance Committee %	Strategy & CSR Committee No. of meetings	Strategy & CSR Committee %	Audit & Risk Committee No. of meetings	Audit & Risk Committee %	Compensation Committee No. of meetings	Compensation Committee %
Paul HERMELIN	12	100%	-		5	100%	-		-	
Aiman EZZAT (3)	7/7	100%	-		3/3	100%	-		-	
Daniel BERNARD	12	100%	5	100%	5	100%	-		-	
Anne BOUVEROT (1)	10	83%	-		5	100%	3/3	100%	-	
Xiaoqun CLEVER	11	92%	-		-		9	100%	-	
Laura DESMOND (2)	3/5	60%	-		2/2	100%	-		-	
Laurence DORS	12	100%	5	100%	-		9	100%	5	100%
Robert FRETEL (4)	5/5	100%	-		2/2	100%	-		-	
Siân HERBERT-JONES	12	100%	-		-		8	89%	-	
Hervé JEANNIN (5)	7/7	100%	-		3/3	100%	-		-	
Kevin MASTERS	12	100%	-		-		-		5	100%
Belen MOSCOSO DEL PRADO (6)	6/7	86%	-		-		-		3/3	100%
Xavier MUSCA	12	100%	-		-		8	89%	-	
Frédéric OUDÉA	12	100%	5	100%	-		-		-	
Patrick POUYANNÉ	12	100%	-		5	100%	-		-	
Pierre PRINGUET	12	100%	5	100%	-		-		4	80%
Lucia SINAPI-THOMAS	12	100%	-		-		-		5	100%

(1) Ms. Anne Bouverot stepped down from the Audit & Risk Committee on May 20, 2020.
(2) Ms. Laura Desmond's term of office as director expired at the Shareholders' Meeting of May 20, 2020 and was not renewed.
(3) Mr. Aiman Ezzat was appointed a director during the Shareholders' Meeting of May 20, 2020 and a member of the Strategy & CSR Committee at the same date.
(4) Mr. Robert Fretel's term of office as a director representing employees expired on May 20, 2020.
(5) Mr. Hervé Jeannin was appointed a director representing employees from the Shareholders' Meeting of May 20, 2020 and a member of the Strategy & CSR Committee from the same date.
(6) Ms. Belen Moscoso del Prado was appointed a director during the Shareholders' Meeting of May 20, 2020 and a member of the Compensation Committee at the same date.

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 2020

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	Management transition
— Implementation of strategic priorities — External growth opportunities, including monitoring the acquisition and integration of Altran — Review of the main changes in markets and the competitive environment — Intelligent Industry, Cloud and data strategy — Monitoring of strategic partnerships — Monitoring of the CSR strategy	— Changes in the composition of the Board and its Committees — Preparation of the Shareholders' Meeting — Internal assessment of the Board — Participation in work on the Purpose — Monitoring of dialogue with shareholders and proxy advisors	— Implementation of a governance structure separating the duties of Chairman of the Board and Chief Executive Officer — Definition of the duties of Chairman of the Board and allocation of roles between the Chairman of the Board and the Lead Independent Director
Group Performance	**Audit & Risk**	**Talent management and compensation**
— Management of the impact of the Covid-19 pandemic and solidarity measures — Group performance and activities — Active management of the Group balance sheet and liquidity (including Altran acquisition refinancing transactions)	— 2019 Company financial statements — 2019 consolidated financial statements and 2020 first-half interim consolidated financial statements — Renewal of the Statutory auditors — Risk monitoring — Internal control and Internal audit — Monitoring of the Group's various ethics and compliance actions	— Monitoring of Group talent management and the management team succession process — Diversity policy for management bodies — Compensation of Executive Corporate Officers — Performance share and free share grants — New employee share ownership plan

Accordingly, in addition to approving the 2019 annual financial statements and the financial statements for the first-half of 2020 and convening the Shareholders' Meeting of May 20, 2020, the activities of the Board of Directors focused on:

1. Group strategy, performance and organization

- monitoring of Group performance and activities and particularly regular monitoring of the management of Covid-19 pandemic impacts and the implementation of a range of solidarity measures with different Group stakeholders;
- roll-out of the Group's strategic priorities, with the review and follow-up of various external growth opportunities and in particular monitoring of the successive Altran acquisition phases followed by its integration;
- during the annual strategy seminar in June, the Board of Directors was informed of and debated the different market trends, changes in the Group's competitive environment and the strategic challenges facing the Group over a two-day period. These activities focused particularly on:
  - Altran's activities, its operational integration and the Group's Intelligent Industry ambitions made possible by combining Capgemini's and Altran's expertise,
  - the Group's mid-term strategic objectives and notably strategic partnerships,
  - the positioning of competitors in the post Covid-19 pandemic period and market trends,
  - the Group's Cloud and Data strategy.

2. Governance and management transition

- definition of the duties of the Chairman of the Board of Directors in preparation of the implementation of a separate governance structure and allocation of the roles of Chairman of the Board of Directors and Lead Independent Director;
- separation of the duties of Chairman of the Board of Directors and Chief Executive Officer leading to the appointment of Mr. Aiman Ezzat as Chief Executive Officer and the confirmation of Mr. Paul Hermelin as Chairman of the Board of Directors in May 2020;
- changes in the composition of the Board of Directors and its Specialized committees, with (i) an examination of the personal situation of each director with regard to the AFEP-MEDEF Code independence criteria, (ii) a review of the Board of Directors' diversity policy, (iii) the appointment of two new directors and the renewal of the terms of office of two directors, including a director representing employee shareholders, by the May 2020 Shareholders' Meeting, and (iv) amendments to the Company's bylaws and the Charters of the Board of Directors and its Specialized committees;
- participation in work on the Group's Purpose;
- authorization of the regulated agreements governed by Article L. 225-38 of the French Commercial Code entered into as part of the planned acquisition of Altran Technologies;
- adoption in February 2020 of an internal charter on regulated agreements and the classification of ordinary agreements performed at arm's length, with a review of this classification procedure in December 2020;
- monitoring of dialogue between the Company and its shareholders and proxy advisors in preparing the Shareholders' Meeting and *feedback* on meetings between the Lead Independent Director and several institutional investors to present Capgemini's governance principles;
- internal assessment of the Board of Directors' activities in 2020, performed by the Lead Independent Director in the fourth quarter of 2020.

3. Audit, internal control and risk monitoring

- monitoring of the Group's most significant risks and its risk management structure;
- follow-up of the Group's various ethics and compliance actions;
- follow-up of the statutory auditor selection process for the 2020 Shareholders' Meeting.

4. Active management of the Group's balance sheet and liquid assets

- refinancing operations relating to the acquisition of Altran Technologies;
- share capital reduction by cancelling 3,664,862 treasury shares purchased under the multi-year share buyback program and the specific program for managing shareholder dilution resulting from the share capital increase reserved for employees.

5. Talent management, diversity and Corporate, Social and Environmental Responsibility

- review of Group Management team succession plans (Group Executive Board and Executive Committee);
- review of the diversity policy for the Group's management bodies;
- monitoring of the roll-out of the Group's corporate, social and environmental responsibility strategy (see Section 4.1).

6. Compensation of Executive Corporate Officers and directors and long-term compensation of employees

- definition of the compensation policy for Executive Corporate Officers and directors for 2020 and determination of the 2019 variable compensation of Executive Corporate Officers (executive sessions of February 12 and March 11);
- initial assessment of the attainment by the Executive Corporate Officers of the 2020 objectives and preliminary discussions on the individual objectives of the Chief Executive Officer for 2021 (executive session of December 2, 2020);
- grant of performance shares to 2,455 employees and corporate officers of French and non-French entities of the Group, including Mr. Aiman Ezzat;
- authorization to carry out a share capital increase reserved for employees under the Group's seventh employee share ownership plan (ESOP 2020), involving a maximum issue of 3,000,000 shares.

Report on the Lead Independent Director's activities in 2020

During 2020, the Lead Independent Director, Mr. Pierre Pringuet:

- was heavily involved in the preparation of Board of Directors' meetings, particularly as concerns the different governance issues presented to the Board and was consulted by the Chairman of the Board of Directors on the agendas of all Board meetings;
- monitored, together with the Vice-Chairman, Mr. Daniel Bernard, the management transition launched in 2017 which led to the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer on May 20, 2020;
- met, at the request of the Chairman of the Board of Directors, with several institutional investors to present Capgemini's governance principles and compensation policies as part of the Company's dialogue with its shareholders; he reported on these discussions to the Board of Directors and to the Ethics & Governance Committee, whose members include the Chairman of the Compensation Committee;
- led, at the end of 2020 and the beginning of 2021, the internal assessment of the Board and its Specialized committees for 2020, based on a questionnaire and individual meetings with each of the members of the Board. This also enabled him to assess the individual contribution of each director to the Board's activities (see Section 2.2.3);
- led, in the context of the Ethics & Governance Committee, the search process for candidates upstream of the Shareholders' Meeting of May 20, 2020 which appointed a new director and initiated a review of the composition of the Board in preparation of the Shareholders' Meeting of May 20, 2021;
- chaired three executive sessions of the Board in 2020 (during the Board of Directors' meetings of February 12, March 11 and December 2, 2020), without the presence of the Chairman and Chief Executive Officer and then the Chairman of the Board and the Chief Executive Officer. These sessions mainly discussed the compensation of the Executive Corporate Officers;
- was kept 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. He also performed the annual review of director independence criteria;
- reported to shareholders of the Company on his activities and on the activities of the Board and its Specialized committees in 2019 at the Shareholders' Meeting of May 20, 2020.

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 2020, is presented in Section 6.1.2 of this Universal Registration Document.

2.2.3 Assessment of the Board of Directors

The Lead Independent Director conducted an assessment of the Board of Directors' activities in 2020. The results of this assessment are presented below.

Furthermore, 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 2019 with the assistance of an external service provider. The conclusions of this assessment led to the implementation of specific action plans in 2020.

2019 external assessment: conclusions and actions implemented in 2020

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 in 2019 was conducted by an external service provider under the responsibility of the Lead Independent Director and was presented in detail in the 2019 Universal Registration Document.

After this assessment, the following measures were implemented in 2020 for the four priorities approved by the Board of Directors:

— **Management transition as part of the Group Management succession plan**

Monitoring the management transition process implemented since 2017 remained a key priority of the Board of Directors and the Ethics & Governance Committee in 2020. A separated governance structure was implemented on May 20, 2020, leading to the appointment of Mr. Aiman Ezzat as Chief Executive Officer to succeed Mr. Paul Hermelin. The Board of Directors also confirmed Mr. Paul Hermelin as Chairman of the Board of Directors. It wished the Company to continue to benefit from Mr. Paul Hermelin's expertise and experience and his in-depth knowledge of the Group, thereby ensuring a smooth management hand-over. The Board of Directors also decided to extend the duties entrusted to the Chairman of the Board of Directors during a management hand-over phase not exceeding two years and terminating at the end of the 2022 Shareholders' Meeting. In addition, the Board of Directors also decided to retain the position of Lead Independent Director for as long as the duties of 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.

— **Composition of the Board of Directors**

As part of the Board's work on changes in its composition and in accordance with the objectives set for the period 2018-2022 (international diversification, diversification of profiles, staggered renewal of terms of office, maintenance of a measured number of directors enabling coherence and collective decision-making), the Board of Directors proposed, in addition to the appointment of Mr. Aiman Ezzat, the appointment of Ms. Belen Moscoso del Prado and the renewal of the term of office of Ms. Siân Herbert-Jones at the Shareholders' Meeting of May 20, 2020. Ms. Laura Desmond did not seek the renewal of her term of office.

These appointments enabled the Board of Directors to further the international diversification of its composition, deepen its industry expertise and enrich the diversity of its profiles, while maintaining a measured number of directors and high level of independence within the Board.

— **Talent management and Executive Management succession plans**

The Ethics & Governance Committee, followed by the Board of Directors, reviewed the new procedures implemented by Group Management to manage succession plans for Executive Management (Group Executive Board and the 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.

— **Corporate, Social and Environmental Responsibility (CSR)**

The Strategy & CSR Committee discussed new performance indicators for the Group's CSR strategy and issued recommendations. The implementation of the Group's CSR strategy was also presented to both the Strategy & CSR Committee and the Board of Directors. Throughout 2020, the Board of Directors ensured it took account of the social and environmental implications of its decisions, particularly when monitoring the impacts of the Covid-19 pandemic and the implementation of a range of solidarity measures with different Group stakeholders.

2020 Assessment: conclusions and priorities for 2021

In 2020, the Lead Independent Director led an internal assessment based on a questionnaire sent to all directors at the end of 2020. 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 2020 following the 2019 external assessment.

The Lead Independent Director met individually with each member of the Board of Directors to discuss the comments raised in the questionnaire and the effective contribution of each director to the Board's activities.

The results of this assessment were presented to and discussed with the Ethics & Governance Committee on February 9, 2021 before being presented to the Board of Directors' meeting of February 17, 2021.

The directors expressed their general satisfaction with the activities and organization of the Board and its Committees.

They highlighted, in particular, the success of the management transition process launched in 2017, which led to the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer on May 20, 2020 and the key role played by the Board of Directors in this process, with the full support of Mr. Paul Hermelin.

The Board members welcomed the regular reports presented on the management of the impacts of the Covid-19 pandemic, with respect to employees but also customers and other Group stakeholders, as well as the Group's responsiveness in this unprecedented context.

The directors also reiterated their interest in organizing training sessions outside the Board meetings and meetings with Group managers, as well as the quality of the new director integration program.

Certain areas for improvement were also identified concerning the composition and activities of the Board. The international diversification of the Board must, in particular, remain a priority at the next Shareholders' Meeting. Directors also expressed their desire to spend less time on presentations at meetings to make them more interactive and focused on debate, and that more executive sessions be organized in addition to those held to discuss compensation.

Following this assessment, the Board of Directors set the following priorities for 2021:

— **Strategy**

Monitoring of the integration of Altran.

Continued dialogue between the Chief Executive Officer and the Board to validate the Group's new strategic direction beyond this determining acquisition.

— **Composition of the Board of Directors**

Continuation of the 2018-2022 objectives set by the Board of Directors (international diversification, diversification of profiles, staggered renewal of terms of office, maintenance of a measured number of directors enabling coherence and collective decision-making), with a focus on international diversification.

— **Activities of the Board of Directors**

Organization of executive sessions on a range of governance issues.

Changes to the structure of Board meetings to make them more interactive.

2.2.4 Role and composition of the four specialized board committees

The Audit & Risk Committee

95%	4	100%	9
Attendance	Members	Independence	Meetings

N.B. All figures are up to date at December 31, 2020.

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 fall 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 risk exposure and material off-balance sheet commitments of the Company, as well as the accounting options adopted.

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.

Composition and participation

Since May 20, 2020, the Committee has four directors, all of whom are independent:

Mr. Xavier Musca (Chairman and Independent Director), **Ms. Xiaoqun Clever** (Independent Director), **Ms. Laurence Dors** (Independent Director) and **Ms. Siân Herbert-Jones** (Independent Director).

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. Xiaoqun Clever has held Executive Management positions in international groups and therefore brings financial expertise and a business perspective particularly useful for risk monitoring activities. Ms. Siân Herbert-Jones was Chief Financial Officer of Sodexo from 2001 to 2016. Finally, Ms. Laurence Dors' career in Executive Management positions and the Economy and Finance Ministry allows her to contribute both financial expertise and a transversal view of organizations.

The Committee met nine times in 2020, with an average attendance rate of 95%.

The individual attendance rate of each member of the Audit & Risk Committee in 2020 was as follows:

Xavier MUSCA (Chairman)	89%
Anne BOUVEROT*	100%
Xiaoqun CLEVER	100%
Laurence DORS	100%
Siân HERBERT-JONES	89%

* Ms. Anne Bouverot stepped down on May 20, 2020. She therefore attended all of the meetings held during the relevant period.

Committee activities in 2020

The Committee reviewed the annual accounts of Capgemini SE and the consolidated financial statements of the Group for the year ended December 31, 2019, the condensed interim consolidated financial statements for the half-year ended June 30, 2020 and the 2020 budget.

It focused particularly on the accounting treatment of the acquisition of the Altran group in March 2020, the communication of estimated half-year results at the end of July 2020 and monitoring of goodwill values in the context of the health crisis.

The Committee reviewed changes in the tax expense, deferred tax assets and the provision for pensions and other post-employment benefits, as well as the analysis of other operating income and expenses. The Committee also reviewed the information systems that contribute to accounting and financial information.

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

As part of its risk management oversight activities, the Committee took due note of the risk mapping updated at the end of 2020 based on interviews conducted with around thirty Group managers as well as employees treating specific risk issues. This work resulted in the identification of fourteen critical risks for which action plans are drawn up, monitored by the risk owners and reviewed twice a year by the Group Management Risk Committee. The owners of certain critical risks (major contractual commitments in client contracts and personal data protection) presented a report on the management of these risks to the Committee.

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;
- the Group Cybersecurity Officer, questioning him on the oversight and management of cyber risks, notably with respect to implementation of working from home in the context of the Covid-19 pandemic, but also with regards to recent changes in cyber risks;
- 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 Committee reviewed the draft statement on non-financial performance.

The Committee also monitored the Group statutory auditor selection process for the 6-year period from 2020 to 2025 and issued a recommendation to the Board of Directors in preparation of the Shareholders' Meeting of May 20, 2020.

The Committee met with the Statutory auditors during a meeting focusing on the audit approach, key audit matters, the audit scope, its planning and the internal control review.

Finally, the Committee took note of the non-audit services approved during the fiscal year and finalized its work program for 2021.

The Compensation Committee

96% Attendance

5 Members

100% (1) Independence

5 Meetings

N.B. All figures are up to date at December 31, 2020.

(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.

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 allocations 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

The Committee has five directors since May 20, 2020:

Ms. Laurence Dors (Chairman and Independent Director), **Mr. Pierre Pringuet** (Independent Director), **Mr. Kevin Masters** (Director representing employees), **Ms. Belen Moscoso del Prado** (Independent Director) and **Ms. Lucia Sinapi-Thomas** (Director representing employee shareholders).

This Committee met five times in 2020, with an average attendance rate of 96%.

The individual attendance rate of each member of the Compensation Committee in 2020 was as follows:

Laurence DORS (Chairman)	100%
Kevin MASTERS	100%
Belen MOSCOSO DEL PRADO*	100%
Pierre PRINGUET	80%
Lucia SINAPI-THOMAS	100%

* Ms. Belen Moscoso del Prado joined the Compensation Committee following her appointment by the Shareholders' Meeting of May 20, 2020.

Committee activities in 2020

In accordance with the Committee's remit, it ensured throughout 2020 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 Executive Corporate Officers and members of the Executive Committee. These recommendations focused at the beginning of the year on:

- an appraisal of the individual performance of each of the Executive Corporate Officers compared with their objectives set at the beginning of the previous year,
- the calculation of the variable compensation paid after the Shareholders' Meeting vote for Executive Corporate Officers,
- determination of the fixed compensation and theoretical variable portion for the following year,
- selecting and setting objectives to be used for the current year as a basis for defining the calculation of the actual variable portions 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 and drafted and communicated a list of beneficiaries and the proposed individual share grants to the Board of Directors for agreement on October 7, 2020.

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.

The Ethics & Governance Committee

100% Attendance
4 Members
75% Independence
5 Meetings

N.B. All figures are up to date at December 31, 2020.

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 of 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 operation 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

The Committee has four directors since June 1, 2018: **Mr. Pierre Pringuet** (Chairman, Independent Director and Lead Independent Director), **Mr. Daniel Bernard** (Vice-Chairman), **Ms. Laurence Dors** (Independent Director) and Mr. **Frédéric Oudéa** (Independent Director).

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 five times in 2020, with an average attendance rate of 100%.

The individual attendance rate of each member of the Committee in 2020 was as follows:

Pierre PRINGUET (Chairman)	100%
Daniel BERNARD	100%
Laurence DORS	100%
Frédéric OUDÉA	100%

Committee activities in 2020

The activities of the Ethics & Governance Committee focused on the following issues in 2020:

Governance

The Ethics & Governance Committee:

- in preparing the Shareholders' Meeting of May 20, 2020, recommended the candidacy of Ms. Belen Moscoso del Prado and Mr. Aiman Ezzat to the Board of Directors and the renewal of the terms of office of Ms. Siân Herbert-Jones and Ms. Lucia Sinapi, who is the director representing employee shareholders;
- proposed the appointment by the Board of Directors, at the end of the Shareholders' Meeting of May 20, 2020, of Ms. Belen Moscoso del Prado as a member of the Compensation Committee and of Mr. Aiman Ezzat, Chief Executive Officer, and Mr. Hervé Jeannin, a new director representing employees, as members of the Strategy & CSR Committee;
- as part of the management succession, recommended (i) the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer at the end of the Shareholders' Meeting of May 20, 2020, (ii) the appointment of Mr. Aiman Ezzat as Chief Executive Officer and of Mr. Paul Hermelin as Chairman of the Board of Directors, and (iii) the retention of the position of Lead Independent Director as long as the Chairman of the Board of Directors is a director who has previously exercised executive duties;
- proposed amendments to the Board and Committee Charters following the implementation of separated governance, notably concerning the duties of the Chairman of the Board of Directors and the allocation of the roles of the Chairman of the Board of Directors and the Lead Independent Director;

- was informed of 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 consulted upstream on changes in the composition of the Group Executive Board and the Executive Committee;
- reviewed the new procedures implemented by Group Management to manage succession plans for Executive Management (Group Executive Board and the 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. In addition, following the governance changes in 2020, it drafted an emergency succession plan for Executive Corporate Officers in March 2021;
- monitored the dialogue between the Company and its shareholders and proxy advisors in preparation of the 2020 Shareholders' Meeting and prepared the governance issues presented to the Board and then to the Shareholders' Meeting of May 20, 2020;
- was briefed on the meetings between the Lead Independent Director and several institutional investors to present Capgemini's governance principles;
- debated several times the changes in and composition of the specialized board committees;
- under the auspices of its Chairman, the Lead Independent Director, was briefed on and discussed the annual assessment of the composition and activities of the Board and its Specialized committees performed at the beginning of 2021 in respect of 2020;
- deliberated the Board of Directors' diversity policy and its implementation during 2020;
- deliberated the independence of directors and the absence of conflicts of interest in preparation of the 2019 Universal Registration Document;
- was informed of the conclusions and observations of the High Committee for Corporate Governance *(Haut Comité du Gouvernement d'Entreprise)* presented in its 2020 activity report;
- proposed the amendment of the Company's bylaws to bring them into line with the French PACTE law;
- 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. 20-10-10 of the French Commercial Code;
- launched a debate on the composition of the Board in preparation of the Shareholders' Meeting of May 20, 2021.

Ethics & Compliance

The Ethics & Governance Committee interviewed the Ethics and Internal Audit Director, who submitted his report to the Committee presenting:

- in the first Section, Ethics activities focusing on policies, training, awareness-raising and communication initiatives, alerts reported during 2020 to the SpeakUp ethics helpline, ethical due diligence procedures and the results of the annual survey on ethical culture within the Company, completed by over 75,000 employees in 42 countries. The report highlighted the significant training efforts of the Group and the complete overhaul of the e-learning program. It presented the ethics principles described in the new Code of Ethics for artificial intelligence. It also announced the roll-out of a conflict of interest management tool in the Group, Declare. In addition, it noted that Capgemini has been recognized as "*One of the World's Most Ethical Companies*" for the eighth consecutive year by the American Institute, Ethisphere, confirming the high quality of the Group's ethical responsibility towards all its stakeholders. This year, only two companies, including Capgemini, were recognized in the consulting sector;
- in the second Section of the report, an audit report concluding that the ethical framework within which the Group has decided to operate, is, overall, correctly understood and followed throughout the Group.

In addition, the Ethics & Governance Committee was informed by the Compliance Officer of measures taken in 2020 under the anti-corruption program implemented by the Group in application of the so-called Sapin 2 law on transparency, the fight against corruption and the modernization of the economy. He focused in particular on actions taken to prepare the integration of Altran operations in the Group's systems with regard to the duty of care and the fight against corruption.

The Strategy & CSR Committee

100%	6	40%[1]	5
Attendance	Members	Independence	Meetings

N.B. All figures are up to date at December 31, 2020.

(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.

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 issue considered relevant to the Group's future, provided it does not compromise the smooth running of operations and guarantees operating and financial stability.

2.

Composition and participation

The Committee has six directors since May 20, 2020:

Mr. Paul Hermelin (Chairman since May 20, 2020), **Mr. Daniel Bernard** (Vice-Chairman), **Ms. Anne Bouverot** (Independent Director), **Mr. Aiman Ezzat** (Chief Executive Officer), **Mr. Hervé Jeannin** (Director representing employees) and **Mr. Patrick Pouyanné** (Independent Director).

The Committee met five times in 2020, with an average attendance rate of 100%.

The individual attendance rate of each member of the Committee in 2020 was as follows:

Paul HERMELIN (Chairman since May 20, 2020)	100%
Daniel BERNARD (Chairman until May 20, 2020)	100%
Anne BOUVEROT	100%
Laura DESMOND*	100%
Aiman EZZAT**	100%
Robert FRETEL***	100%
Hervé JEANNIN****	100%
Patrick POUYANNÉ	100%

* Ms. Laura Desmond's term of office as director expired at the Shareholders' Meeting of May 20, 2020. She attended all the meetings held during the relevant period.

** Mr. Aiman Ezzat was appointed a member of the Strategy & CSR Committee from May 20, 2020.

*** Mr. Robert Fretel's term of office as a director representing employees expired at the end of the Shareholders' Meeting of May 20, 2020.

**** Mr. Hervé Jeannin was appointed a director representing employees from the Shareholders' Meeting of May 20, 2020 and a member of the Strategy & CSR Committee from the same date.

Committee activities in 2020

The Committee closely monitored the successive stages of the Altran acquisition and its integration in 2020. This continued throughout 2020, with initially the search for commercial synergies and then the development of an integrated model to be rolled-out from January 1, 2021.

The Committee also helped prepare the Board of Directors' strategy seminar in June 2020, which largely focused on the Group's Intelligent Industry ambitions made possible by combining Capgemini's and Altran's expertise. This issue was also a major topic during the *Rencontres* gatherings organized in September, in preparation of which the Committee was also presented the new *Corporate Strategic Framework*.

The Committee reviewed other external growth opportunities proposed by Group Management and its Strategy Department: to enhance Invent's activities with Purpose, one of the world's leading social impact agencies, to enable the diversification of its portfolio with Advectas, a Scandinavian leader in Data and Business Intelligence and to expand the Group's presence in Australia with the acquisition of WhiteSkyLabs, a leader in Mulesoft solutions and of RXP Services, a digital, data and cloud services consulting firm. One of the key issues during the year was to define the rationale behind and the means of selling Odigo, a Saas business created from Prosodie, to Apax Partners.

The Committee also reviewed the Group's strategic partnerships and the offer portfolio.

During this singular year when the activities of many clients were impacted by Covid-19, the Committee also considered the impact of Covid-19 on the Group and how to support activities in the most heavily affected sectors.

True to its interest in Corporate Social Responsibility (CSR) issues, the Committee also debated the new performance indicators and issued recommendations. The three pillars of the Group's CSR strategy remain people and inclusion, digital inclusion and environmental sustainability. Following the new Chief Executive Officer's commitment to neutralize the Group's carbon footprint by 2025, this new CSR strategy will notably enable related objectives to be defined for Executive Committee members and the Chief Executive Officer for 2021.

2.3 Compensation of corporate officers

2.3.1 Directors' compensation

2.3.1.1 Directors' compensation policy

Total compensation cap

In compensation for their participation in Board and Committee meetings, the Company was authorized by the Shareholders' Meeting of May 18, 2016 to pay total compensation to directors of up to €1,200,000 per year.

The authorization given by the Shareholders' Meeting of May 18, 2016 to increase the total maximum amount of directors' compensation enabled the strategic objectives set by the Board of Directors to be attained. This increase in the total amount allowed the Board to continue the renewal of its composition, welcoming four new directors in 2016, including two directors representing employees. It was also able to focus the increase both on directors not residing in France and on those heavily involved in the work of the committees (as Chairmen or members of several committees), while retaining the international outlook of the Board consistent with the international development and global presence of the Group.

Allocation rules

The method of allocating compensation to directors was reviewed in 2014, following the external assessment of the Board of Directors performed in 2013. This review sought to take better account of the increasing workload of committee Chairmen and encourage good attendance at meetings as well as of the travel time of directors resident outside France. Accordingly, directors' compensation is now allocated on the following basis:

- payment of a fixed annual amount to each director (currently €15,000);
- payment of a fixed amount for each attendance at an official meeting of the Board (currently €4,000);
- the compensation for sitting on the specialized board committees was set with regard to the specific role of each committee and the ongoing work required of Chairmen, who now solely receive a fixed annual payment as follows:
  - €45,000 for the Lead Independent Director and Chairman of the Ethics & Governance Committee and €45,000 for the Vice-Chairman of the Board of Directors,
  - €35,000 for the Chairman of the Audit & Risk Committee,
  - €25,000 for the Chairmen of the Compensation Committee and the Strategy & CSR Committee;
- payment of a fixed amount for each attendance at a meeting of one of the four specialized board committees, excluding the Committee Chairmen (currently €2,500);
- payment of additional compensation per Board or Committee meeting to take account of the travel time of directors resident outside Europe (currently €5,000) and directors resident outside France but in Europe (currently €2,000). This additional compensation is not allocated to directors representing employees, whose travel costs are covered otherwise;
- compensation amount is calculated in two parts, at the end of the first six months and at the end of the year and is paid in two installments;
- under the compensation scale for a given fiscal year, if circumstances require the Company to hold a greater than scheduled number of meetings, resulting in the maximum amount authorized by the Shareholders' Meeting being exceeded, these fixed amounts would be reduced in order to comply with the maximum amount authorized by the Shareholders' Meeting.

2.3.1.2 Directors' compensation in respect of 2020

In application of the above principles, total compensation of €1,164,000 is due to directors in respect of 2020, representing 97% of the maximum amount authorized by the Combined Shareholders' Meeting. After deduction of French and foreign withholding tax, a net amount of €856,315 was paid in respect of 2020.

It is recalled that Mr. Paul Hermelin voluntarily waived his right to collect the compensation that should have been paid to him as a director of Capgemini SE in respect of 2020 (as he has done for the past ten years) and that Mr. Aiman Ezzat has also waived his right to collect compensation as a director of Capgemini SE since his appointment to the Board of Directors.

Compensation due in respect of one fiscal year and paid during another fiscal year is detailed below:

(in euros)	Amount granted in respect of 2020	Amount granted in respect of 2019	Gross amount paid in 2020	Gross amount paid in 2019
Daniel Bernard	138,000	137,500	148,000	129,500
Anne Bouverot	75,000	71,000	84,000	60,500
Xiaoqun Clever**	85,500	68,000	94,500	17,000
Laura Desmond**	23,250	78,500	60,750	41,000
Laurence Dors	123,000	112,500	120,500	104,500
Aiman Ezzat	(waiver)	n/a	(waiver)	n/a
Robert Fretel*	31,250	65,000	63,750	59,500
Siân Herbert-Jones	83,000	75,000	80,500	67,000
Paul Hermelin	(waiver)	(waiver)	(waiver)	(waiver)
Hervé Jeannin*	45,500	n/a	13,000	n/a
Kevin Masters**	75,500	70,000	80,500	59,500
Belen Moscoso del Prado	41,500	n/a	9,000	n/a
Xavier Muscat	98,000	90,000	98,000	82,000
Frédéric Oudéa	75,500	67,500	78,000	59,500
Patrick Pouyanné	75,500	63,500	71,500	62,000
Pierre Pringuet	118,000	115,000	123,000	104,500
Lucia Sinapi-Thomas	75,500	70,000	80,500	59,500
TOTAL	**1,164,000**	**1,083,500**	**1,205,500**	**906,000**

* Compensation of these beneficiaries for their duties as director is paid to their trade union organization.
** As required by law, the Company deducted withholding tax on the amounts paid to these non-resident beneficiaries. A 30% deduction at source for income tax and CSG/CRDS social security contributions was also applied to amounts paid to beneficiaries tax-resident in France.

The non-executive directors did not receive any compensation other than the above compensation, with the exception of the directors representing either employee shareholders (Ms. Lucia Sinapi-Thomas) or Group employees (Messrs. Robert Fretel, Hervé Jeannin and Kevin Masters), who hold employment contracts with their respective Group legal entities in respect of their local functions, that are unrelated to their corporate office in the Company.

Other compensation

A breakdown of compensation paid in 2020 or granted in respect of fiscal year 2020 to Executive Corporate Officers is presented in Section 2.3.3.

There are no shareholder agreements or pacts in force.

2.3.2 Executive Corporate Officer compensation policy

The Executive Corporate Officer compensation policy presented below forms part of changes in the Group's governance performed in 2020.

During its meeting of September 16, 2019, the Board of Directors 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, with Mr. Paul Hermelin continuing as Chairman of the Board of Directors from that date.

In 2020, the Group therefore had two separate governance periods with:

— from January 1, 2020 until the Shareholders' Meeting of May 20, 2020, a governance structure comprising a Chairman and Chief Executive Officer (Mr. Paul Hermelin) and a Chief Operating Officer (Mr. Aiman Ezzat);

— from May 20, 2020, a governance structure comprising a Chief Executive Officer (Mr. Aiman Ezzat) and a Chairman of the Board of Directors (Mr. Paul Hermelin).

Accordingly, four compensation policies for executive and non-Executive Corporate Officers were presented to the May 2020 Shareholders' Meeting for vote, given the differences in the nature of the offices and the changes to the compensation structure proposed and then implemented. Compensation components paid or granted in respect of 2020 were defined based on the office held and the policies approved by the Shareholders' Meeting of May 20, 2020 and break down as follows:

— the compensation policy for the Chairman and Chief Executive Officer (Executive Corporate Officer), office held by Mr. Paul Hermelin up to the Shareholders' Meeting of May 20, 2020;

— the compensation policy for the Chief Operating Officer (Executive Corporate Officer), office held by Mr. Aiman Ezzat up to the Shareholders' Meeting of May 20, 2020;

— the compensation policy for the Chief Executive Officer (Executive Corporate Officer), office held by Mr. Aiman Ezzat following the Shareholders' Meeting of May 20, 2020;

— the compensation policy for the Chairman (non-Executive Corporate Officer), office held by Mr. Paul Hermelin following the Shareholders' Meeting of May 20, 2020.

For 2021, given the separation of the duties of Chairman (non-Executive Corporate Officer) and Chief Executive Officer (Executive Corporate Officer), the executive and non-Executive Corporate Officer compensation policy, in addition to the director compensation policy, will comprise:

- the compensation policy for the Chief Executive Officer (Executive Corporate Officer), office held by Mr. Aiman Ezzat since the Shareholders' Meeting of May 20, 2020;
- the compensation policy for the Chairman (non-Executive Corporate Officer), office held by Mr. Paul Hermelin since the Shareholders' Meeting of May 20, 2020.

2.3.2.1 General Principles

Compliance and transparency

The procedures for setting Executive Corporate Officer compensation comply with the recommendations set out in the most recent version of the AFEP-MEDEF Code. Compensation components and structure are determined in accordance with the recommendations of this Code, whether fixed or variable compensation, the grant of equity instruments or supplementary pension benefits and are in line with existing Group practices and market rules. These principles are regularly reviewed and discussed by the Compensation Committee which submits a report on its work and its resulting proposals to the Board of Directors for approval. Compensation components are disclosed in detail as part of the Say on Pay procedure.

Competitiveness and consistency

The Compensation Committee refers in particular to comparative studies to ensure the **consistency** and **competitiveness** of both the compensation level and structure and calculation methods with market practice. The Committee's recommendations take account of Executive Management compensation levels and components in CAC 40 companies as well as observed practice in leading French and foreign Group competitors in the IT services and consulting sector. Compensation publication practice varies significantly between the countries and legal structures of competitors, in particular in the case of private partnerships. CAC 40 companies are therefore the most relevant and most transparent benchmark, but additional analyses take account of the international and competitive aspects of the sector and geographies in which the Company operates.

Balance and performance

When performing comparisons with French companies of comparable size and ambition, the Compensation Committee ensures that Capgemini's practices are in line with the best practices of CAC 40 companies in terms of both the clarity and consistency of methods applied. As in previous years, the Group participated in 2020 in comparative studies of the main French companies carried out by specialist firms. Accordingly, during the Chief Operating Officer appointment process at the beginning of 2018, a study was commissioned from an international firm to assist with setting compensation levels in accordance with existing practice within the Group and current practices on the French market and international benchmarks. Another study was commissioned from the same firm to assist with setting the compensation level of the Chief Executive Officer, as part of the change in the Group's governance. The Compensation Committee also ensures that the respective proportions of fixed and variable components and share grants valued in accordance with IFRS are **balanced**, in line with market practices, **linked to the Company's performance and aligned to Group strategy**.

Consistency with the Company's interests and contribution to the commercial strategy

The Executive Corporate Officer compensation policy is consistent with the Company's interests and contributes to the Company's commercial strategy and long-term success in so far as it:

- is determined according to clear and quantifiable criteria, linked to the Group's strategy;
- includes incentives that reflect the Group's strategic focus on long-term profitable growth;
- provides for variable and long-term compensation linked in part to CSR criteria;
- aligns the interests of Executive Corporate Officers with those of the Company and shareholders.

Conflict of interest

The Board of Directors has implemented a conflict of interest management procedure under which directors are required to notify the Chairman of the Ethics & Governance Committee of any one-off or potential conflicts of interests and to refrain from attending deliberations and voting on the related decision *(see Section 2.1.3 on the absence of conflicts of interest)*.

Furthermore, in accordance with the AFEP-MEDEF Code, the Board of Directors deliberates on Executive Corporate Officers compensation in their absence.

2.3.2.2 Compensation policy – Chief Executive Officer (Executive Corporate Officer)

Together with the general principles set out above, the items presented below comply with Article 22-10-8 of the French Commercial Code and represent the Board of Directors' report on the Chief Executive Officer compensation policy that will be presented for approval to shareholders at the Shareholders' Meeting of May 20, 2021.

Compensation structure

The Chief Executive Officer compensation policy seeks a balance between short-term and long-term performance to ensure the sustainable development of the Company and aims for consistency between changes in overall compensation and Company performance trends.

Procedures for setting fixed and variable compensation

The procedures for setting Executive Corporate Officer compensation in respect of fiscal year Y are adopted by the Board of Directors' meeting in Y held to approve the financial statements for fiscal year Y-1. The Board of Directors therefore approves at the beginning of the year for the year in progress:

- **Fixed component**

Fixed compensation seeks to reward the responsibilities associated with the office. It takes into account the complexity of the position's duties and responsibilities and the skills, expertise and experience required as well as the competitive position.

The fixed component is not reviewed annually, but after several years in accordance with the AFEP-MEDEF Code. However, in the event of a significant change in the scope of responsibilities or a major difference in positioning compared with the market, a review could be envisaged based on clearly explained reasons. The fixed portion is paid in 12 equal monthly installments and represents 50% of the total theoretical compensation if objectives are attained for the Chief Executive Officer, since the Shareholders' Meeting of May 2020.

— **Theoretical variable compensation: components and calculation method**

Taking into account market practice for Executive Corporate Officers, the Board of Directors decided **to progressively increase the percentage of theoretical variable compensation if objectives are attained to 100% of fixed compensation** for Executive Corporate Officers. This target objective of 100% of fixed compensation now applies to the Chief Executive Officer.

In the event of an appointment or departure during a fiscal year, the variable component is calculated based on the percentage defined in this way, pro rata to the period the office is exercised during the relevant fiscal year.

The Board also set the procedure for calculating the variable component of the Chief Executive Officer's compensation, defining the performance indicators underlying the variable compensation calculation, as well as the strategic individual performance objectives set for the year.

The variable compensation breaks down as follows:

— quantifiable performance indicators for 80% of the theoretical variable compensation based on:

  - **financial performance indicators for 60%**, the Board of Directors having decided to **increase the weight of the financial component to 60%** from 2020 so as to increase the impact of financial performance indicators on determining the variable compensation. The calculation structure and weighting are stable over time and the level of attainment of these indicators is determined based on a comparison of actual audited and budgeted Group consolidated results. The performance indicators are adopted in line with the key indicators presented regularly to the market and are also stable over time. **This component varies in line with its theoretical level, between nil and a ceiling of 200%** and is calculated using a formula that accelerates the weighted performance of financial indicators upwards or downwards, such that a one-point change in the economic performance has a four-point impact on the calculation of the variable component, under a risk/reward approach. This component is therefore nil if the weighted performance of financial indicators is less than or equal to 75% and can reach twice the theoretical amount if the weighted performance is greater than or equal to 125%, varying on a straight-line basis between these two limits.
  - **quantifiable performance indicators for 20%**, based on the attainment of strategic objectives set by the Board of Directors. The quantifiable objectives can vary between nil and 200%.

  - **qualitative indicators for 20% of the theoretical variable compensation**, based upon the attainment of individual qualitative objectives set by the Board of Directors. Purely qualitative objectives are capped for 2021 at 100% of their theoretical amount.

The Board of Directors therefore ensured that the objectives set could be objectively assessed and measured, such that 80% of the total variable compensation for the year is based on quantitative data. Objectives must also be clearly tied to the roll out of the Group's strategic priorities approved by the Board of Directors as essential to the delivery of the long-term strategic plan.

Therefore, as a result of this system, fixed plus variable compensation of the Chief Executive Officer may vary between 50% and a maximum of 140% of the theoretical/target fixed plus variable annual compensation. The variable component and the total fixed plus variable compensation are therefore both capped and the variable component for the year may not represent more than the percentage of fixed compensation presented in the summary table below, prepared according to the respective weightings of the quantified and purely qualitative objectives set for the year.

The level of attainment of objectives and the amount of variable compensation components are decided, pursuant to the recommendations of the Compensation Committee, by the Board of Directors' meeting in Y+1 held to approve the financial statements for fiscal year Y. The Committee meets on several occasions before the Board of Directors' meeting to assess the percentage attainment of Executive Corporate Officer objectives. A Committee meeting was held at the end of 2020 and another in early 2021 to assess this performance before the Board of Directors' meeting which decides the level of attainment by Executive Corporate Officers of their objectives. Objective attainment percentages are communicated annually for each criterion.

Variable compensation is paid following approval by the Shareholders' Meeting in Y+1 of compensation components for fiscal year Y for all Executive Corporate Officers.

Summary table of the theoretical structure of fixed and variable compensation for the Chief Executive Officer

	Chief Executive Officer (since the Shareholders' Meeting of May 20, 2020)		
Theoretical compensation structure, base 100	**Target**	**Min**	**Max**
Gross fixed compensation	50	50	50
Annual variable compensation – financial indicators	30	0	60
Annual variable compensation – quantifiable indicators	10	0	20
Annual variable compensation – qualitative objectives	10	0	10
Multi-year variable compensation	0	0	0
Theoretical total if objectives are attained	**100**	**50**	**140**
% variable/fixed	*100%*	*0%*	*180%*

Capgemini share-based incentive policy procedures

The Group stopped granting stock options in 2009 and now grants performance shares in accordance with the following principles:

— **subject to performance and presence conditions:** performance shares are granted subject to the same conditions of presence and performance as applicable to other Group beneficiaries and **all shares are subject to performance and presence conditions.** However, in the event of inclusion of an outperformance clause, this clause would not apply to Executive Corporate Officers:

  - the associated conditions are **ambitious**, as demonstrated by the effective share grant percentages for the seven fully vested plans of respectively 42.3% for the 2009 plan, 56.7% for the 2010 plan, 87.9% for the 2012 plan, 83.9% for the 2013 plan, 82.5% for the 2014 and 2015 plans and 70.8% for the 2016 plan, of the number of shares initially granted;

- the performance **conditions** include internal (comprising since 2018 CSR conditions) and external performance conditions in accordance with the AMF recommendation, and are calculated over a 3-year period to ensure sustainable performance and to align Executive Corporate Officer, shareholder and stakeholders interests in the long run;

— **volume**: the volume of shares granted to Executive Corporate Officers pursuant to the resolutions presented to shareholder vote is limited (maximum of 10% of shares available for grant set in the most recent resolution voted on May 20, 2020). Overall, in 2020, the volume of shares granted to Executive Corporate Officers was well within the cap set in the resolution, with total percentages of 1.23% of the maximum authorized amount and 1.32% of the amount effectively granted, compared with 3.78% and 4.17% respectively in 2019;

— **cap**: the IFRS value of shares granted aims not to exceed 100% of the theoretical annual cash compensation for a given year, and over the past six years this value has ranged from 60% to 95% of this theoretical annual cash compensation for Executive Corporate Officers;

— **obligation to hold shares**: in accordance with legal provisions, the Board of Directors must set the number of vested shares granted in connection to their office that Executive Corporate Officers must continue to hold until the termination of their office.

The Board of Directors decided that vested performance shares representing at least 50% of shares must be retained, where the amount of shares held, valued at the share price on the vesting date, represents less than a threshold expressed as a multiple of the theoretical annual compensation (fixed and variable). Once this threshold is reached, the obligation to retain performance shares only applies to one third of shares vested. Finally, the Board of Directors decided on February 14, 2018 that if the number of shares valued on the vesting date represents more than twice the above threshold, then the obligation to hold shares that vest as a result of these grants would be set at 5% of vested shares. Executive Corporate Officers are therefore entitled to freely sell their shares as long as i) the value of their shares remains above the latter threshold and ii) at least five percent of each share grant is held until the termination of their office as Executive Corporate Officer.

The threshold under which 50% of vested shares must be held until termination of his office has been set for the Chief Executive Officer at one year of his theoretical annual compensation (fixed and variable), applicable from the vesting date.

If the value of the portfolio held at the vesting date is:	< one years' fixed and variable theoretical compensation	> one years' fixed and variable theoretical compensation and < two years' fixed and variable theoretical compensation	> two years' fixed and variable theoretical compensation
Obligation to hold vested shares until the later of the end of the term of office and the plan date	50%	33.3%	5% subject to remaining above the two-year threshold

— **ban on hedging**: share hedging transactions are prohibited before the end of the mandatory holding period. This ban is included in the grant plan rules and applies to all beneficiaries, who must acknowledge in writing that they will comply with the plan rules. The ban applies since the first performance share grant plan in 2009. In accordance with the AFEP-MEDEF Code recommendations, the Chief Executive Officer gave a formal commitment to comply with this ban.

— **effective presence required, subject to three exceptions**: effective presence on the vesting date is required for shares to vest as per the terms of the plan rules with the exception of death, disability or retirement. In the case of retirement, shares still vest on scheduled dates as per plan rules and conditions. These presence conditions and exceptions have applied since the first performance share grant plan. In other circumstances, the shares are forfeited.

— **grant in the same periods**: in accordance with the recommendations of the AFEP-MEDEF Code, performance shares are now granted in the same calendar periods and are decided by either the Board of Directors' meeting at the end of July or the following meeting held in October. This has been the case since 2015, as grants were performed in July in 2015 and 2016 and in October in 2017, 2018, 2019 and 2020.

If regulatory developments or any other circumstances make the use of equity-based incentive instruments restrictive, impossible or economically inappropriate, use of a special purpose long-term incentive mechanism with the same terms, criteria and ceilings could be envisaged.

One-off award

A one-off award, if any, would only be applicable in case of an external hiring of an executive, with the need to buy out rights that would be lost following this hiring decision. In such case, the award would be proportionate to the lost amounts and implementation and payment of this remuneration would be subject to approval by Shareholders' Meeting pursuant to Article L. 222-10-8.

Termination clauses

During the meeting of March 11, 2020, the Board of Directors considered that it was in the Company's interest to maintain the existing Chief Operating Officer system for the Chief Executive Officer, in strict compliance with the AFEP-MEDEF Code. During its meeting of March 18, 2021, the Board again considered it was in the Company's interest to maintain this system, which encompasses:

— **A non-compete obligation**

Subject to compliance with the non-competition obligation for a period of 12 months as from the date of termination of his corporate office, the Chief Executive Officer may be entitled to a compensation payment equal to half of his theoretical gross compensation (fixed plus variable) if objectives are attained, applicable on the date of termination of his duties as Chief Executive Officer. The Board of Directors can decide to lift this non-compete obligation on the departure of the Chief Executive Officer. This compensation is spread over the application period of the clause and is not payable if the Chief Executive Officer exercises his right to retire or is over 65 years old at the end of his term of office.

— **Capped severance pay subject to performance conditions due in the event of termination of the duties of Chief Executive Officer**

A severance indemnity will only be due to the Chief Executive Officer at the end of his term of office in case of a forced departure in connection with (i) a merger or spin-off affecting the Company, (ii) a change of control within the meaning of article L. 233-3 of the French Commercial Code, or (iii) a significant change in strategy of the Company or a fundamental disagreement with the Board of Directors. However, no severance pay shall be due if the Chief Executive Officer leaves the Company on his own initiative, is entitled to exercise his right to retire or is 65 years old on the termination of his term of office or in the event of a gross negligence or serious misconduct. The Board ensured strict performance conditions were attached to severance pay in the event of termination of the corporate office, based on the weighted performance of the financial indicators applicable to the variable component of the Chief Executive Officer's compensation (tied to Group performance indicators and consolidated results), observed annually during the last two full fiscal years preceding the termination of duties, with a heavier weighting applied to the final year (60% compared with 40% for the preceding year).

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

In compliance with the recommendations of the AFEP-MEDEF Code, the aggregate amount of (i) severance pay effectively paid, and (ii) any indemnity likely to be paid in consideration for the non-compete undertaking, may not exceed a maximum amount equal to twice the applicable theoretical annual compensation (fixed plus variable) at the date of termination of the duties of Chief Executive Officer.

Severance pay on cessation of the corporate office based on performance during the previous 2 years (Payable solely in the event of forced departure)	+	Indemnities on the potential application of a non-compete clause on cessation of the corporate office equal to half the theoretical gross compensation (fixed + variable) applicable at the date of cessation of the duties of Chief Executive Officer (i.e. ≤ 1 year)	≤	Absolute cap of 2 years theoretical annual compensation (fixed + variable) applicable at the date of cessation of duties

Director compensation

Within the framework of the directors' compensation policy presented in Section 2.3.1, the Chief Executive Officer is eligible to receive remuneration for serving as a director. Mr. Aiman Ezzat has however informed the Board of his decision to waive his right to compensation for his duties as a director.

Benefits in kind

In addition to the above-mentioned items, the structure of the Chief Executive Officer compensation may also comprise the provision of a company car, under prevailing conditions within the existing plan in place in France. The Chief Executive Officer has not however subscribed to this offer. The Chief Executive Officer is covered by collective healthcare and welfare plans applicable within the Company.

Multi-year Variable Compensation

Long savings plan

On the proposal of the Compensation Committee, the Board of Directors decided that the Chief Executive Officer can benefit from the long savings mechanism. This plan has been implemented since 2016 to remain attractive for senior executives while being able to offer a long term incentive vehicle with better economic conditions for both the Company and the beneficiaries of the previous plan which was closed to new entrants at the end of 2015 with pension rights frozen. This mechanism is more aligned with developments in the market and the European legal framework (portability, performance conditions, agility) and seeks to cover the absence of contributions and therefore pension rights above eight times the French annual social security ceiling. The plan consists in the payment of an annual allowance, at least half of which is allocated to a third-party body in the context of a supplementary optional pension insurance plan (Article 82), with the rest of the cash allowance being kept by the beneficiary, considering the immediate taxation upon entry of this mechanism.

This allowance is made under the following conditions:

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

The calculation procedure and the objectives related to this allowance will be set each year by the Board of Directors, on the proposal of the Compensation Committee. The Board of Directors decided that the calculation procedure, the Company's internal performance indicators taken into account for the calculation of the variable component linked to the financial performance indicators, and weighting associated with each indicator for fiscal year 2021, will be set by the Board of Directors, on the proposal of the Compensation Committee, during the meeting held to approve the results for the year ended December 31, 2020. The calculation is performed over the effective duration of the current term of office in a given year in the event of entry into or termination of duties during the year.

Supplementary pension benefits

The Chief Executive Officer is not covered by a supplementary pension plan.

Application of the compensation policy to Mr. Aiman Ezzat, Chief Executive Officer of Capgemini SE since the Shareholders' Meeting of May 20, 2020

— **Fixed component**

At the recommendation of the Compensation Committee, the Board of Directors decided to position Mr. Aiman Ezzat's theoretical fixed compensation for his duties as Chief Executive Officer in fiscal year 2021 at €1,000,000, unchanged on fiscal year 2020, payable monthly *pro rata* to his term of office in the fiscal year.

— **Variable component**

The Board of Directors decided to leave Mr. Aiman Ezzat's variable compensation unchanged at 100% of his fixed compensation, that is an amount of €1,000,000, representing 50% of his total fixed plus variable theoretical compensation. The 2021 variable component is based 80% on quantifiable performance indicators.

Financial indicators (60% of the variable component)

Variable compensation is based 60% on financial indicators. The composition and relative weighting of these financial performance indicators for 2021 (as since 2013) are:

- growth for 30% (Group revenues);
- operating profitability for 30% (Group operating margin rate);
- cash generation for 20% (Group organic free cash flow);
- shareholders return for 20% (net profit before taxes).

Individual performance objectives account for 40% of variable compensation, including 20% based on quantifiable objectives and 20% based on qualitative objectives. Individual performance objectives set by the Board of Directors for the Chief Executive Officer for 2021 are:

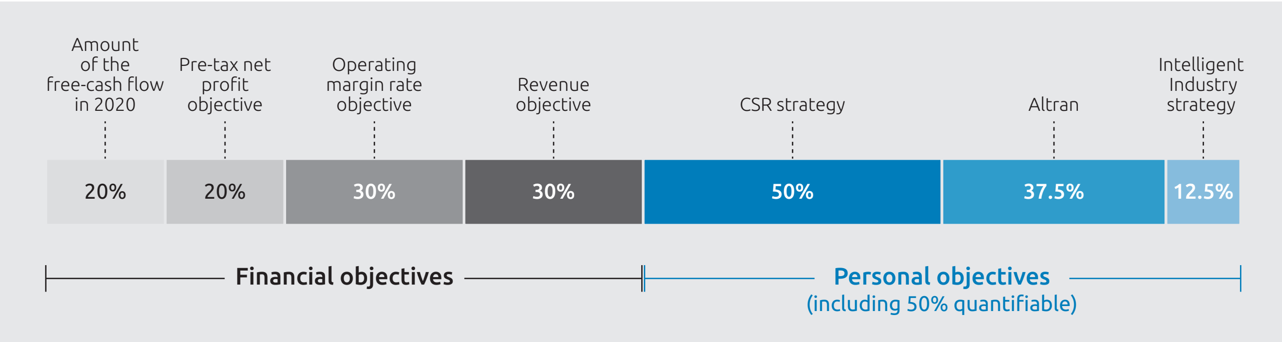
Quantifiable individual performance objectives (20% of the variable component)

- Objective 1: implementation of the CSR strategy for 20%.

Qualitative individual performance objectives (20% of the variable component)

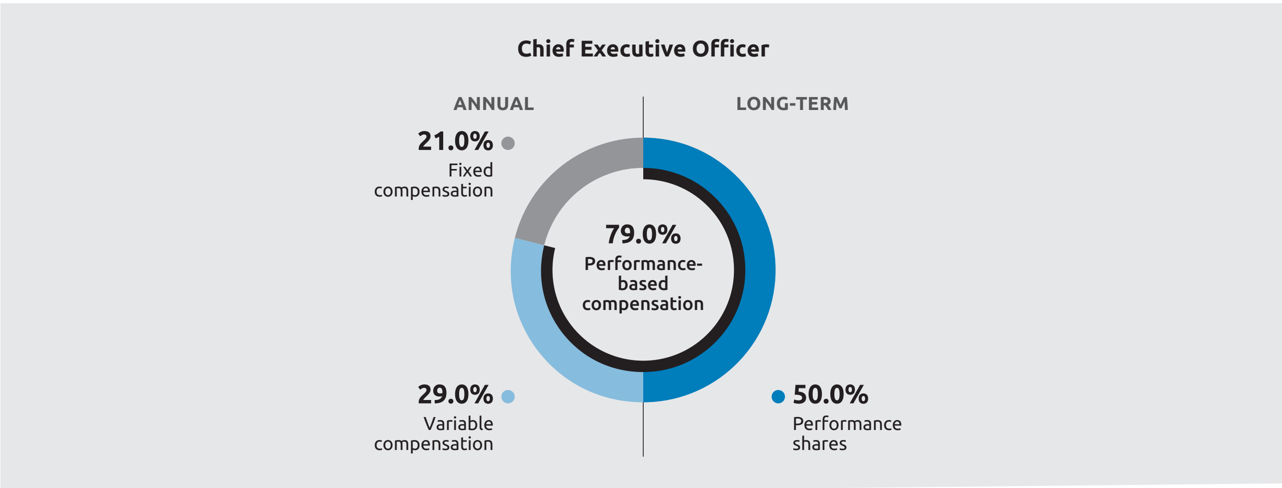
- Objective 2: successful integration of Altran for 15%.
- Objective 3: Launch of the Intelligent Industry strategy for 5%.

Individual performance objectives set by the Board of Directors for the Chief Executive Officer for 2021 are:



As the fixed compensation is €1,000,000, the amount applicable for the long savings plan was set at €400,000 for 2021 and the theoretical annual cash compensation is therefore two million, four hundred thousand euros, with 58% subject to performance conditions.

2021 annual compensation target structure:



2.3.2.3 Compensation policy – Chairman of the Board of Directors

Together with the general principles set out above, the items presented below comply with Article 22-10-8 of the French Commercial Code and represent the Board of Directors' report on the Chairman of the Board of Directors' compensation policy that will be presented for approval to shareholders at the Shareholders' Meeting of May 20, 2021.

Compensation structure

In compliance with the recommendations of the AFEP-MEDEF Code, the Chairman of the Board of Directors' compensation policy solely includes fixed compensation, the continuation of the supplementary collective defined benefit pension plan closed and frozen in 2015 and the coverage provided by the collective health and welfare plans applicable within the Company.

The compensation structure therefore excludes the payment to the Chairman of the Board of Directors of:

- annual or deferred variable compensation;
- equity-based instruments;
- exceptional compensation;
- severance pay.

Fixed compensation

The procedures for setting the compensation of the Chairman of the Board of Directors, a non-Executive Corporate Officer, in respect of fiscal year Y are adopted by the Board of Directors' meeting in Y held to approve the financial statements for fiscal year Y-1. The Board of Directors therefore approves at the beginning of the year for the year in progress the fixed compensation that seeks to reward the responsibilities associated with the office and takes into account the competitive position, based on a market study, the level and complexity of duties, the responsibilities of the function, the skills, expertise and experience and the role of ambassador for the Company's image and guarantor of the Group's values defined by its founder.

The fixed component is not reviewed annually, but after several years in accordance with the AFEP-MEDEF Code. The fixed component is paid in 12 equal monthly installments.

On this basis and at the recommendation of the Compensation Committee, the Board of Directors decided to set the Chairman's compensation, subject to approval by the Shareholders' Meeting, at €800,000 from June 2020, payable monthly pro rata to his term of office in the fiscal year. For 2021, and at the recommendation of the Compensation Committee, the Board of Directors decided to leave the Chairman's compensation unchanged, subject to the vote of the Shareholders' Meeting of May 20, 2021.

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

Director compensation

Under the Director compensation policy presented in Section 2.3.1, the Chairman is eligible to receive director compensation. The Chairman has however already indicated that he will waive his right to such compensation for his duties as a director, as he has now done for over a decade.

Supplementary pension benefits

Mr. Paul Hermelin is a member of the supplementary collective defined benefit pension plan (Article 39) set up in 2006 in Capgemini Service, under the same conditions applicable to other employee members. This plan was reviewed by an external firm which confirmed that it complies with the AFEP-MEDEF recommendations of October 6, 2009 and also the revised AFEP-MEDEF Governance Code issued in June 2013.

The plan was closed to new beneficiaries in 2015 and rights of existing members have been frozen as of October 31, 2015.

In order to receive benefits under this plan, it is necessary to be with the Group at the time of retirement, to have at least 10 years of seniority, to have been a Group Executive Committee member for at least five years and to have a compensation level above eight times the French annual social security ceiling (PASS) during five years at least.

Benefits are based on reference earnings equal to the average of the three best years (fixed and variable components) from among the ten years preceding retirement.

In addition, this supplementary pension is subject to three cumulative limits such that the pension amount cannot exceed:

- 40% of reference earnings;
- 50% of reference earnings, including pensions received under all other pension plans; and
- reference earnings are capped at 60 times the French annual social security ceiling.

Benefits are proportional to length of service (minimum of 10 years required and a maximum of 30 years), reflecting the required progressive acquisition of entitlement, which remains well below the threshold set by the AFEP-MEDEF Code and the recent legal ceiling of 3% *per annum*. Entitlement is acquired at a rate of 1.5% per year for the first 10 years of seniority and for subsequent years only at rates of:

- 1% up to 20 times the French annual social security ceiling;
- 2% between 20 and 40 times the French annual social security ceiling;
- 3% between 40 and 60 times the French annual social security ceiling;

Therefore, the maximum possible annual entitlement is equal to 1.83% before the potential impact of the cumulative limits. Due to the long seniority of our Chairman (frozen at 23 years in 2015), the value of the annual pension is estimated at a net amount after income tax and employee social contributions of K€296, corresponding to a gross amount of K€887.

The plan is financed through an external insurance company and as such the required funds to pay the pension support a contribution of 24%. 21 members have benefited from this plan since its launch with seven presently active as of December 31, 2020.

2.3.3 Compensation paid in 2020 or granted in respect of 2020 to Executive Corporate Officers

2.3.3.1 2020 compensation of the Chairman and Chief Executive Officer, Mr. Paul Hermelin (up to May 20, 2020)

The following table summarizes the components calculated in application of the Chairman and Chief Executive Officer compensation policy approved by the Shareholders' Meeting of May 20, 2020, which remain subject to approval by the Combined Shareholders' Meeting of May 20, 2021 (for more information, see Chapter 7 of this Universal Registration Document).

As a reminder, in the context of the health crisis tied to the Covid-19 pandemic, the Executive Corporate Officers, in solidarity with employees and the Company's ecosystem did not receive, with the consent of the Board of Directors in its April 27, 2020 session, 25% of their annual fixed and variable compensation for 2020, thereby going beyond the AFEP MEDEF recommendations.

This led to an overall reduction in compensation for these two Executive Corporate Officers of €842,721, including €390,866 for Mr. Paul Hermelin, which has no impact on the compensation policy approved by the May 20, 2020 Shareholders' Meeting, which has been applied strictly according to the objectives set by the Board of Directors in its March 11, 2020 meeting, objectives set therefore excluding the acquisition of Altran.

In accordance with its commitment, the Company paid €640,000 to the Pasteur Institute to finance research into Covid-19.

(gross amount)	Compensation for 2019			Compensation for 2020		
Mr. Paul Hermelin: Chairman and Chief Executive Officer (up to the Shareholders' Meeting of May 20, 2020)	**Paid in 2019**	**Granted in 2019, paid in 2020**	**Total 2019**	**Paid in 2020**	**Granted in 2020, paid in 2021**	**Total 2020**
Fixed compensation (1)	1,452,000	-	1,452,000	605,000	-	605,000
Annual variable compensation (1)	-	1,311,780	1,311,780	-	491,800	491,800
Multi-year variable compensation	-	-	-	-	-	-
Exceptional compensation	-	-	-	-	-	-
Compensation for duties as a director	-	-	-	-	-	-
Benefits in kind	-	-	-	-	-	-
TOTAL COMPENSATION PAID OR GRANTED IN RESPECT OF THE FISCAL YEAR (1)	**1,452,000**	**1,311,780**	**2,763,780**	**605,000**	**491,800**	**1,096,800**

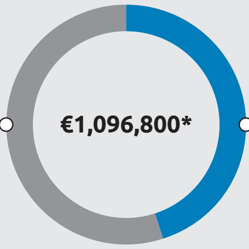
In addition, the value of performance shares **granted** during the fiscal year and valued as per the IFRS rules on the grant date is reported below :

(gross amount)	Compensation for 2019		Compensation for 2020	
Mr. Paul Hermelin: Chairman and Chief Executive Officer (up to the Shareholders' Meeting of May 20, 2020)	**Granted in 2019**	**Total 2019**	**Granted in 2020**	**Total 2020**
Value of multi-year variable compensation granted in respect of the fiscal year	-	-	-	-
Value of options granted during the fiscal year	-	-	-	-
Value of performance shares granted during the fiscal year	2,075,466	2,075,466		
TOTAL GRANTED	**2,075,466**	**2,075,466**		
TOTAL (1)		**4 839 246**		**1,096,800**
TOTAL POST REDUCTION (2)				**822,600**

(1) Compensation which will be paid or granted to the Chairman and CEO, in compliance with the compensation policy approved by the May 20, 2020 Shareholders' Meeting. before the 25% reduction of his 2020 annual fixed and variable compensation, in the context of the health crisis tied to the Covid-19 pandemic
(2) Compensation which will be paid or granted to the Chairman and CEO following the 25% reduction of his 2020 annual fixed and variable compensation, in the context of the health crisis tied to the Covid-19 pandemic

Fixed and variable compensatione (cash)

55%
Fixed



45%
Variable performance related

Director compensation
Voluntary waiver

Benfits in kind
€0

Multi-year compensation
€0

Other compensation

Taking into account the separation of the duties of Chairman of the Board of Directors and Chief Executive Officer on May 20, 2020, M. Hermelin was not granted any performance shares in 2020.

Non-compete clause
€0

Termination benefits
€0

* Amount before the 25% reduction of his annual fixed and variable compensation for 2020 in the context of the Covid-19 pandemic.

Pursuant to Say on Pay rules and the most recent revised AFEP-MEDEF Code with which Capgemini complies, the compensation of Executive Corporate Officers paid during the fiscal year or granted in respect of the fiscal year then ended must be presented to the Shareholders' Meeting for vote. The following table summarizes the 2020 compensation components subject to shareholder vote pursuant to the Say on Pay policy.

Compensation components paid in 2020 or granted in respect of 2020 to Mr. Paul Hermelin, Chairman and Chief Executive Officer, and subject to shareholder vote

	Amount or accounting value subject to vote	Presentation
Fixed compensation	**€605,000 (paid in 2020)**	The gross fixed compensation of €1,452,000 for fiscal year 2020 was approved by the Board of Directors on March 11, 2020 at the recommendation of the Compensation Committee. It represents 55% of the total theoretical compensation if objectives are attained and is reviewed at long intervals in accordance with the AFEP-MEDEF Code. This amount is unchanged since 2013 when it was increased by 10% to reflect the change in Mr. Paul Hermelin's role who became Chairman and Chief Executive Officer at the end of the Combined Shareholders' Meeting of May 24, 2012, the extension of his responsibilities and the development and internationalization of the Group since 2008, when his compensation was last modified. The annualized increase in his theoretical compensation since 2008 and therefore in his fixed compensation is less than 0.9% *per annum*. This theoretical compensation falls within the average of CAC 40 executives. Furthermore, given the change in the Group's governance following the Shareholders' Meeting of May 2020, the fixed compensation effectively paid in 2020 in respect of Mr. Paul Hermelin's duties was prorated 5/12th, representing an amount of €605,000.
Annual variable compensation	**€491,800 (paid in 2021 in respect of 2020)** **Reminder: €1,311,780 (paid in 2020 in respect of 2019 after approval by the Shareholders' Meeting)**	During the Board of Directors' meeting of March 18, 2021, the Board, based on the audited and approved accounts and at the recommendation of the Compensation Committee, assessed the amount of Mr. Paul Hermelin's variable compensation for fiscal year 2020, of a target amount if objectives are attained of €1,200,000, i.e. 45% of his total theoretical compensation and 82.6% of his fixed compensation and comprising two equal components, V1 and V2, that may vary between 0% and 200% of the theoretical amount for quantifiable objectives and 0% and 100% of the theoretical amount for purely qualitative objectives. Furthermore, given the change in the Group's governance following the Shareholders' Meeting of May 2020, the variable compensation in respect of Mr. Paul Hermelin's duties was calculated based on 5/12th of the theoretical amount, that is €500,000.

Amount or accounting value subject to vote	Presentation
	V1 component: this component is calculated in accordance with quantifiable criteria and the following respective weightings, all relating to the financial results as **compared to objectives set by the Board at the beginning of the year, which remained unchanged despite the health crisis related to the Covid-19 pandemic:** **1)** % attainment of **revenues**: **30%** weighting ; **2)** % attainment of the **operating margin rate**: **30%** weighting ; **3)** % attainment of **pre-tax net profit**: **20%** weighting ; **4)** % attainment of **free cash flow**: **20%** weighting. These objectives were assessed with respect to the objectives set by the Board of Directors' meeting of March 11, 2020. **Attainment rates** for these four objectives were **93.2%, 90.9%, 101.4% and 105.8%** respectively, which, taking account of the relative weighting of each objective, gives a **weighted attainment rate of 96.68%**. The Group's historical calculation formula accelerates actual performance upwards or downwards such that for 2020: — if the weighted performance of the above four financial indicators is less than or equal to 75%, the V1 component will be nil; — if the weighted performance of the above four financial indicators is greater than or equal to 125%, the V1 component will be capped and equal to twice its theoretical amount; — accordingly, a one-point variance in the weighted attainment rate increases or decreases the variable component by 4%; — a weighted rate of 96.68% in 2020 results in the multiplication of the theoretical variable component by **86.72%**. — giving a final V1 amount of €1,200,000/2*5/12 x 86.72% equal to €216,800. **V2 component:** the assessment and associated proposal were based on work performed by the Compensation Committee, which reviewed the various individual performance objectives grouped into two categories: "quantifiable objectives" for 50% and "individual performance objectives" for 50%. For the **quantifiable objectives**, the Board defined two sets of indicators evenly spread around i) the deployment of the CSR strategy and (ii) completion of the acquisition of Altran Technologies. The quantifiable objectives set by the Board at the beginning of the year remained unchanged. The first set of quantifiable objectives concerned the deployment of the CSR strategy focusing on diversity and environmental responsibility. The diversity objective was measured based on the % of women in key senior executive positions, with a 2-point improvement objective in 2020. This ambitious objective was attained and even slightly exceeded. With regards to environmental responsibility, the objective was a 5% reduction in greenhouse gas emissions/employee during the fiscal year. This objective was largely exceeded mainly due to the marked reduction in business travel because of the health crisis tied to the Covid-19 pandemic. On this basis, the Board **considered the objectives set for the first part of quantifiable component to be attained 140%.** The *second set of quantifiable objectives* concerned the completion of the Altran acquisition, which was considered to be achieved. **Therefore, given these achievements, the Board considered the objectives set for the quantifiable component to be attained 120%.** As regards the **specific individual performance objectives**, the Board set as an objective the quality of the Chairman's hand-over to the newly appointed Chief Executive Officer in the context of the changes in the Group's governance. Based on work conducted by the Lead Independent Director with Board members, the Board **considered the objectives set for this category to be attained 100%**.

Amount or accounting value subject to vote	Presentation

The Board approved a weighted performance of 110% as per the table below:

Objective	Min	Target objective	Max	Attainment level	Weighted attainment
CSR strategy – diversity	0%	12.5%	25%	120%	15%
CSR strategy – sustainable development	0%	12.5%	25%	160%	20%
Completion of the Altran acquisition	0%	25.0%	50%	100%	25%
Hand-over	0%	50.0%	50%	100%	50%
Total	**0%**	**100%**	**150%**	**110%**	**110%**
Target amount *(in €)*	**0**	**600,000**	**900,000**		
Prorated target amount (5/12)	**0**	**250,000**	**375,000**		**250,000**
Proposed amount *(in €)*					**275,000**

Accordingly, **variable compensation of €491,800** was approved by the Board for 2020, **i.e. 81.3% of fixed compensation prorated for this fiscal year and 98.4% of the theoretical variable compensation.** Total fixed and variable compensation for 2020 is therefore **€1,096,800** i.e. 99.3% of the theoretical compensation and may be summarized as follows:

Calculation of 2020 variable compensation for Mr. Paul Hermelin

V1: quantitative component based on budgeted financial targets

Indicator	Min	Target	Max	Attainment	Weighted attainment
Revenues		30%		93.2%	27.96%
Operating margin rate *(%)*		30%		90.9%	27.28%
Pre-tax net profit		20%		101.4%	20.27%
Organic free cash flow		20%		105.8%	21.17%
Weighted total performance before flex	0%	100%	200%		96.68%
Weighted total after 75/125 flex (4*weighted performance – 3)					86.72%
Prorated variable V1 on target					250,000
Computed V1					**216,800**

V2: qualitative component based on 2020 objectives

Category	Min	Target	Max	Weighted total
CSR strategy – diversity	0%	12.5%	25%	110%
CSR strategy – sustainable development	0%	12.5%	25%	
Completion of the Altran acquisition	0%	25.0%	50%	
Hand-over	0%	50.0%	50%	
Prorated variable V2 on target				250,000
Computed V2				**275,000**
TOTAL 2020 VARIABLE COMPENSATION				**491,800**
As a % of theoretical variable compensation				*98.4%*
As a % of fixed compensation				*81.3%*

The variable compensation due in respect of a given fiscal year is calculated based on the audited accounts approved by the Board at the beginning of Y+1 and is paid after the approval of the compensation components by shareholders

	Amount or accounting value subject to vote	Presentation
Deferred variable compensation	N/A	There is no deferred variable compensation.
Multi-year variable compensation	N/A	There is no multi-year variable compensation mechanism.
Exceptional compensation	N/A	No exceptional compensation was paid
Stock options, performance shares or any other form of long-term compensation	N/A	No shares were granted subject to performance and presence conditions in 2020
	Stock options = n/a Other items = n/a	No stock options or other items were granted.
Compensation for duties as a director	Voluntary waiver	The Board of Directors took due note of Mr. Paul Hermelin's decision to waive his right to collect any compensation for his duties as a director of Capgemini SE in respect of 2020 (as he has done for the past ten years).
Valuation of benefits in kind	€0	No company car

Other compensation components

	Amount subject to vote	Presentation
Severance pay	N/A	No entitlement to severance pay.
Non-compete indemnities	N/A	No non-compete indemnities.
Supplementary pension benefits	€0	No amount due in respect of the fiscal year Mr. Paul Hermelin is a member of the supplementary collective defined benefit pension plan (Article 39) set up in 2006 in Capgemini Service, under the same conditions applicable to other employee members. This plan was reviewed by an external firm which confirmed that it complies with the AFEP-MEDEF recommendations of October 6, 2009, and also the revised AFEP-MEDEF Governance Code. **The plan was closed to new beneficiaries in 2015 and rights of existing members have been frozen as of October 31, 2015.** In order to receive benefits under this plan, it is necessary to be with the Group at the time of retirement, to have at least 10 years of seniority, to have been a Group Executive Committee member for at least five years and to have a compensation level above eight times the French annual social security ceiling (PASS) during five years at least. Benefits are based on reference earnings equal to the average of the three best years (fixed and variable components) from among the ten years preceding retirement. In addition, this supplementary pension is subject to three cumulative limits such that the pension amount cannot exceed: — 40% of reference earnings; — 50% of reference earnings, including pensions received under all other pension plans; and — reference earnings are capped at 60 times the French annual social security ceiling.

Amount subject to vote	Presentation
	Benefits are **proportional** to length of service (minimum of 10 years required and a maximum of 30 years), reflecting the required progressive acquisition of entitlement, which remains well below the threshold set by the AFEP-MEDEF Code and the recent legal ceiling of 3% *per annum*. Entitlement is acquired at a rate of 1.5% per year for the first 10 years of seniority and for subsequent years only at rates of: — 1% up to 20 times the French annual social security ceiling — 2% between 20 and 40 times the French annual social security ceiling — 3% between 40 and 60 times the French annual social security ceiling Therefore, the maximum possible annual entitlement is equal to 1.83% before the potential impact of the cumulative limits. Due to the long seniority of our Chairman and Chief Executive Officer (frozen at 23 years in 2015), the value of the annual pension is estimated at a net amount after income tax and employee social contributions of K€296, corresponding to a gross amount of K€887 or 34% of his last theoretical compensation for his duties as Chairman and Chief Executive Officer. The plan is financed through an external insurance company and as such the required funds to pay the pension support a contribution of 24%. Twenty-one members have benefited from this plan since its launch with seven presently active at December 31, 2020. Presented to the Combined Shareholders' Meeting of April 26, 2007 Fourth resolution in respect of regulated agreements.

2.3.3.2 2020 compensation of the Chief Operating Officer: Mr. Aiman Ezzat (up to May 20, 2020)

The following table summarizes the components calculated in application of the Chief Operating Officer compensation policy approved by the Shareholders' Meeting of May 20, 2020, which remain subject to approval by the Combined Shareholders' Meeting of May 20, 2021 (for more information, see Chapter 7 of this Universal Registration Document).

As a reminder, in the context of the health crisis tied to the Covid-19 pandemic, the Executive Corporate Officers, in solidarity with employees and the Company's ecosystem did not receive, with the consent of the Board of Directors in its April 27, 2020 session, 25% of their annual fixed and variable compensation for 2020, thereby going beyond the AFEP MEDEF recommendations.

This led to an overall reduction in compensation for these two Executive Corporate Officers of €842,721, including €451,855 for Mr. Aiman Ezzat, which has no impact on the compensation policy approved by the May 20, 2020 Shareholders' Meeting, which has been applied strictly according to the objectives set by the Board of Directors in its March 11, 2020 meeting, objectives set therefore excluding the acquisition of Altran.

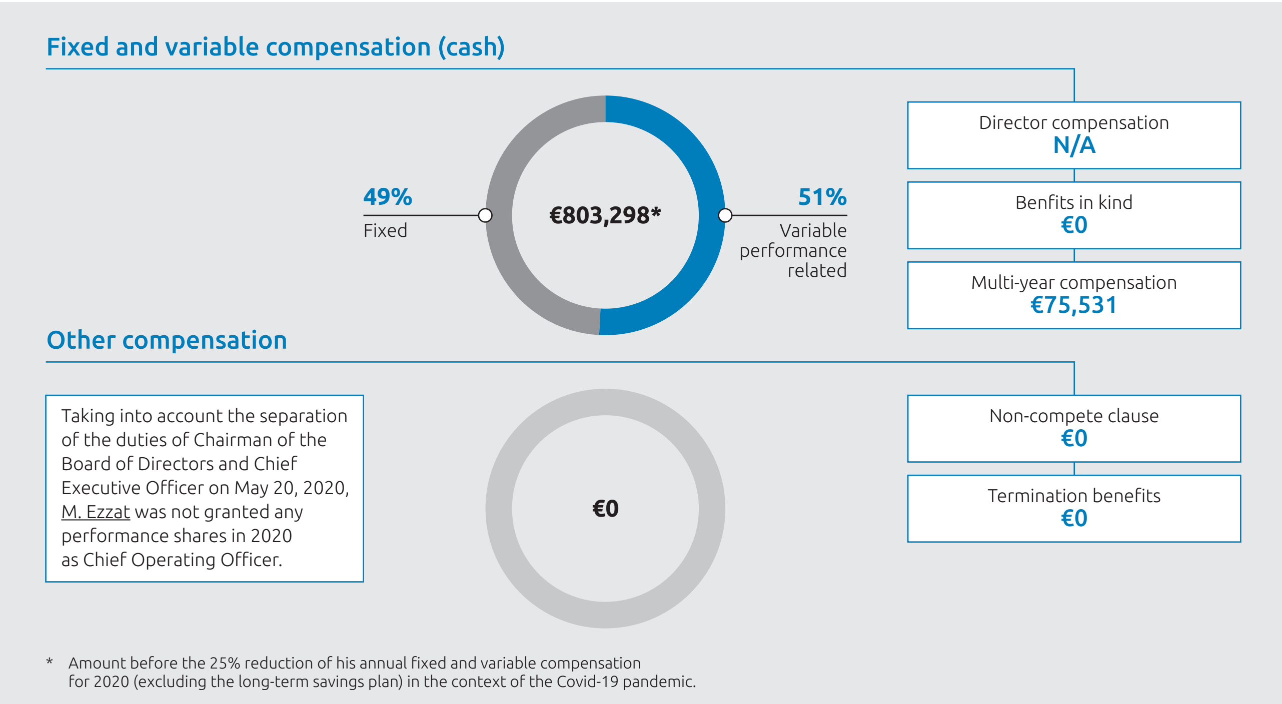
In accordance with its commitment, the Company paid €640,000 to the Pasteur Institute to finance research into Covid-19.

(gross amount)	Compensation for 2019				Compensation for 2020			
Aiman Ezzat: Chief Operating Officer from January 1, 2018 to the Shareholders' Meeting of May 20, 2020	**Paid in 2019**	**Granted in 2019, paid in 2020**	**Granted in 2019, paid in 2021**	**Total 2019**	**Paid in 2020**	**Granted in 2020, paid in 2021**	**Granted in 2020, paid in 2022**	**Total 2020**
Fixed compensation [(1)]	936,000	-	-	936,000	390,000	-	-	390,000
Annual variable compensation [(1)]	-	650,926	-	650,926	-	262,236	-	262,236
Multi-year variable compensation	-	190,388	190,388	380,776	-	75,531	75,531	151,062
Exceptional compensation	-	-	-	-	-	-	-	-
Compensation for duties as a director	-	-	-	-	-	-	-	-
Benefits in kind	-	-	-	-	-	-	-	-
Total compensation paid or granted in respect of the fiscal year [(1)]	**936,000**	**841,314**	**190,388**	**1,967,702**	**390,000**	**337,767**	**75,531**	**803,298**

In addition, the value of performance shares granted during the fiscal year and valued as per the IFRS rules on the grant date is reported below:

Aiman Ezzat: Chief Operating Officer from January 1, 2018 to the Shareholders' Meeting of May 20, 2020	Granted in 2019	Total 2019	Granted in 2020	Total 2020
Value of multi-year variable compensation granted in respect of the fiscal year	-	-	-	-
Value of options granted during the fiscal year	-	-	-	-
Value of performance shares granted during the fiscal year	1,408,352	1,408,352	-	-
TOTAL GRANTED	**1,408,352**	**1,408,352**	**-**	**-**
TOTAL (1)		**3,376,054**	**-**	**803,298**
TOTAL POST REDUCTION (2)				**640,239**

(1) Compensation which will be paid or granted to the Chief Operating Officer, in compliance with the compensation policy approved by the May 20, 2020 Shareholders' Meeting. before the 25% reduction of his 2020 annual fixed and variable compensation, in the context of the health crisis tied to the Covid-19 pandemic.
(2) Compensation which will be paid or granted to the Chief Operating Officer following the 25% reduction of his 2020 annual fixed and variable compensation, in the context of the health crisis tied to the Covid-19 pandemic.



Pursuant to Say on Pay rules and the most recent revised AFEP-MEDEF Code with which Capgemini complies, the compensation of Executive Corporate Officers paid during the fiscal year or granted in respect of the fiscal year then ended must be presented to the Shareholders' Meeting for vote. The following table summarizes the 2020 compensation components subject to shareholder vote pursuant to the Say on Pay policy.

Compensation components paid in 2020 or granted in respect of 2020 to Mr. Aiman Ezzat, Chief Operating Officer, and subject to shareholder vote

	Amount or accounting value subject to vote	Presentation
Fixed compensation	**€390,000 (paid in 2020)**	The gross fixed compensation of €936,000 for fiscal year 2020 was approved by the Board of Directors on March 11, 2020 at the recommendation of the Compensation Committee. It represents 60% of the total theoretical compensation if objectives are attained and is reviewed at long intervals in accordance with the AFEP-MEDEF Code. This amount was proposed following the appointment as of January 1, 2018 of Mr. Aiman Ezzat as Chief Operating Officer and approved by the Combined Shareholders' Meetings of May 23, 2018, May 20, 2019 and May 20, 2020. Furthermore, given the change in the Group's governance following the Shareholders' Meeting of May 2020, the compensation effectively paid in 2020 in respect of Mr. Aiman Ezzat's duties was prorated 5/12th, representing an amount of €390,000.
Annual variable compensation	**€262,236 (paid in 2021 in respect of 2020)** **Reminder: €650,926 (paid in 2020 in respect of 2019 after approval by the Shareholders' Meeting)**	During the Board of Directors' meeting of March 18, 2021, the Board, based on the audited and approved accounts and at the recommendation of the Compensation Committee, assessed the amount of Mr. Aiman Ezzat's variable compensation for fiscal year 2020, of a full-year target amount if objectives are attained of €624,000, i.e. 40% of his total theoretical compensation and 66.6% of his fixed compensation and comprising two equal components, V1 and V2, that may vary between 0% and 200% of the theoretical amount for quantifiable objectives and 0% and 100% of the theoretical amount for purely qualitative objectives. Furthermore, given the change in the Group's governance following the Shareholders' Meeting of May 2020, the variable compensation in respect of Mr. Aiman Ezzat's duties was calculated based on 5/12th of the theoretical amount, that is €260,000. **V1 component**: this component is calculated in accordance with quantifiable criteria and the following respective weightings, all relating to the financial results as **compared to objectives set by the Board at the beginning of the year, which remained unchanged despite the health crisis related to the Covid-19 pandemic:** **1)** % attainment of **revenues**: **30%** weighting; **2)** % attainment of the **operating margin rate**: **30%** weighting; **3)** % attainment of **pre-tax net profit**: **20%** weighting; **4)** % attainment of **free cash flow: 20%** weighting. These objectives were assessed with respect to the objectives set by the Board of Directors' meeting of March 11, 2020. **Attainment rates** for these four objectives were **93.2%, 90.9%, 101.4% and 105.8%** respectively, which, taking account of the relative weighting of each objective, gives a **weighted attainment rate of 96.68%**. The Group's historical calculation formula accelerates actual performance upwards or downwards such that for 2020: — if the weighted performance of the above four financial indicators is less than or equal to 75%, the V1 component will be nil; — if the weighted performance of the above four financial indicators is greater than or equal to 125%, the V1 component will be capped and equal to twice its theoretical amount; — accordingly, a one-point variance in the weighted attainment rate increases or decreases the variable component by 4%; — a weighted rate of 96.68% in 2020 results in the multiplication of the theoretical variable component by **86.72%.** — giving a final V1 amount of €624,000/2 x 5/12 x 86.72%, equal to €112,736. **V2 component:** the assessment and associated proposal were based on work performed by the Compensation Committee, which reviewed the various individual performance objectives grouped into two categories: "quantifiable objectives" for 50% and "individual performance objectives" for 50%. It is recalled that as part of the announced change in the Group's governance with the transition by Mr. Aiman Ezzat from Chief Operating Officer to Chief Executive Officer from the Shareholders' Meeting of May 2020, the Board set objectives on an annual basis with the same objectives for the holder of both the aforementioned offices. The quantifiable objectives set by the Board at the beginning of the year remained unchanged. The *first set of quantifiable objectives* concerned growth in Digital and Cloud offers. Published growth exceeded 16% above the target set initially by the Board, which the Board considered to be a very good performance in the 2020 context of the pandemic. **On this basis the Board assessed the attainment rate for the first set of quantifiable objectives to be 120%.**

Amount or accounting value subject to vote	Presentation

The *second set of quantifiable objectives* concerned the deployment of the CSR strategy focusing on diversity and environmental responsibility. The diversity objective was measured based on the % of women in key senior executive positions, with a 2-point improvement objective in 2020. This ambitious objective was attained and even slightly exceeded. With regards to environmental responsibility, the objective was a 5% reduction in greenhouse gas emissions/employee during the fiscal year. This objective was largely exceeded mainly due to the marked reduction in business travel because of the health crisis tied to the Covid-19 pandemic. T**he Board assessed the attainment rate for the second set of quantifiable objectives** to be 140%.

Therefore, given these achievements, the Board considered the objectives set for the quantifiable component to be attained 130%.

The Board defined three **specific individual performance objectives**.

The *first specific objective* concerned the implementation of a new customer satisfaction measure which was presented and detailed during a Board meeting. **The Board considered the objective set for this category to be attained 100%.**

The *second specific objective* concerned the impact of the integration of Altran on the Group's strategy. The Board noted the launch of the strategy focusing on "Intelligent Industry", the integration in the Group's organization of an Engineering and R&D business line, the update of synergies expected from this acquisition and the breakdown of the Group's strategy presented to the key managers of the Group and to the Board during the "*Rencontres*" gathering at the beginning of October 2020. Given these achievements, **the Board considered the objectives set for this category to be attained 100%.**

The *third specific objective* concerned the transition and the assumption of the office of Chief Executive Officer, which took place at the height of the pandemic crisis. Given this situation, the Board placed special emphasis on the importance given to managing this crisis in the context of the transition and the assumption of duties. Based on discussions held by the Lead Independent Director with Board members, the demonstrated capacity of the Group to ensure service continuity for its customers, the almost immediate implementation of working from home for 95% of Group employees and, finally, the resilience of Group results in such an exceptional period, **the Board considered the objective set to be largely attained**.

The Board approved a weighted performance of 115% as per the table below:

Objective	Min	Target objective	Max	Attainment level	Weighted attainment
CSR strategy – diversity	0%	12.5%	25%	120%	15%
CSR strategy – sustainable development	0%	12.5%	25%	160%	20%
Change in the portfolio	0%	25.0%	50%	120%	30%
Customer satisfaction	0%	12.5%	12.5%	100%	12,5%
Transition and assumption of the duties of Chief Executive Officer	0%	18.75%	18.75%	100%	18,75%
Impact of Altran on the Group's strategy	0%	18.75%	18.75%	100%	18,75%
Total	**0%**	**50%**	**150%**	**115%**	**115%**
Target amount *(in €)*	**0**	**312,000**	**468,000**		
Prorated target amount (5/12)	**0**	**130,000**	**195,000**		**130,000**
Proposed amount *(in €)*					**149,500**

2.

Amount or accounting value subject to vote	Presentation
	Accordingly, **variable compensation of €262,236** was approved by the Board for 2020, **i.e. 67.2% of fixed compensation for the same fiscal year and 100,9% of the theoretical variable compensation.** Total fixed and variable compensation for 2020 is therefore **€652,236** i.e. 100.3% of the theoretical compensation and may be summarized as follows:

Calculation of 2020 variable compensation for Mr. Aiman Ezzat

V1: quantitative component based on budgeted financial targets

Indicator	Min	Target	Max	Attainment	Weighted attainment
Revenues		30%		93.2%	27.96%
Operating margin rate *(%)*		30%		90.9%	27.28%
Pre-tax net profit		20%		101.4%	20.27%
Organic free cash flow		20%		105.8%	21.17%
Weighted total performance before flex	0%	100%	200%		96.68%
Weighted total after 75/125 flex (4*weighted performance – 3)					86.72%
Prorated variable V1 on target					130,000
Computed V1					**112,736**

V2: qualitative component based on 2020 objectives

Category	Min	Target	Max	Weighted total
CSR strategy – diversity	0%	12.5%	25.0%	
CSR strategy – sustainable development	0%	12.5%	25.0%	115%
Change in the portfolio	0%	25.0%	50.0%	
Customer satisfaction	0%	12.5%	12.5%	
Transition and assumption of the duties of Chief Executive Officer	0%	18.75%	18.75%	
Impact of Altran on the Group's strategy	0%	18.75%	18.75%	
Prorated variable V2 on target				130,000
Computed V2				**149,500**
TOTAL 2020 VARIABLE COMPENSATION				**262,236**
As a % of theoretical variable compensation				*100.9%*
As a % of fixed compensation				*67.2%*

The variable compensation due in respect of a given fiscal year is calculated based on the audited accounts approved by the Board at the beginning of Y+1 and is paid after the approval of the compensation components by shareholders.

	Amount or accounting value subject to vote	Presentation
Deferred variable compensation	N/A	There is no deferred variable compensation.
Multi-year variable compensation	€151,062 for 2020, paid 50% in July 2021 and 50% in July 2022 Reminder: €190,388 will be paid in July 2021 in respect of 2019	During the Board of Directors' meeting of March 18, 2021, the Board, based on the audited and approved accounts and at the recommendation of the Compensation Committee, assessed Mr. Aiman Ezzat's long savings plan for fiscal year 2020, of a target amount if objectives are attained of €375,000. This allowance is subject to a performance condition based on the unflexed weighted performance of the V1 financial indicators. For 2020, this gives a weighted attainment of 96.68%%, giving an amount of 96.68% x €375,000 = €362,550 for a full year and €151,062 for 5 months. — 50% of this amount, i.e. €75,531, will be paid in July 2021; — 50%, i.e. €75,531, will be paid in July 2022, subject to Mr. Aiman Ezzat being present in the Group at June 30, 2022. As a reminder, the amount of €190,388 payable in July 2021 in respect of 2019 and subject to Mr. Aiman Ezzat being present in the Group at the end of June 2021 was approved by the Shareholders' Meeting of May 20, 2020.
Exceptional compensation	N/A	No exceptional compensation was paid
Stock options, performance shares or any other form of long-term compensation	Performance shares n/a	No performance shares were granted.
	Stock options = n/a Other items = n/a	No stock options or other items were granted.
Compensation for duties as a director	N/A	N/A
Valuation of benefits in kind	€0	No company car

Other compensation components

	Amount subject to vote	Presentation
Severance pay	€0	No amount due in respect of the fiscal year Following the appointment of Mr. Ezzat as Chief Operating Officer as of January 1, 2018, the Board, based on the proposal of the Compensation Committee, authorized the principle of severance pay due to each Chief Operating Officer in the event of termination of their corporate office. However, no severance pay is due if the Chief Operating Officer leaves the Company on his own initiative, changes functions within the Group, is entitled to exercise in a near future his right to retire or in the event of a gross negligence or serious misconduct. In compliance with the recommendations of the revised AFEP-MEDEF Code, the aggregate amount of (i) severance pay effectively paid, (ii) any indemnity likely to be paid in connection with the termination of an employment agreement, and (iii) any indemnity likely to be paid in consideration for the non-compete undertaking, may not exceed a maximum amount equal to twice the applicable gross theoretical compensation (fixed plus variable) as at the date of termination of the functions.

	Amount subject to vote	Presentation
		The grant and amount of the severance pay will depend on the percentage attainment of the weighted performance of the financial indicators applicable for the Chief Operating Officer's V1 variable component during each of the three completed fiscal years preceding the termination of his duties as Chief Operating Officer, it being specified that the last year will count for 40%, while the two previous fiscal years will count for 30% each. As the grant and amount of the V1 variable component is subject to performance indicators and to the Group's consolidated results, the severance pay will therefore also be subject to the satisfaction of these same performance conditions. The Board will confirm the effective attainment of these performance criteria. Board approval on December 6, 2017. Authorized by the Combined Shareholders' Meeting of May 23, 2018 Seventh resolution (regulated agreements)
Non-compete indemnities	€0	No amount due in respect of the fiscal year On the proposal of the Compensation Committee, the Board decided that each Chief Operating Officer will be subject to a non-compete undertaking for a period of twelve months as from the termination of his employment contract following termination of his duties of Chief Operating 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 Operating Officer. The Board of Directors will be entitled, at its own discretion, to lift this non-compete obligation on departure of the Chief Operating Officer and therefore in such case, not to implement this non-compete indemnity. Board approval on December 6, 2017 Authorized by the Combined Shareholders' Meeting of May 23, 2018 Seventh resolution (regulated agreements)
Supplementary pension benefits	N/A	No supplementary pension benefits.

2.3.3.3 2020 compensation of the Chief Executive Officer: Mr. Aiman Ezzat (since May 20, 2020)

The general principles described in Section 2.3.2.1, the compensation policy set out in Section 2.3.2.2, and the summary table in Section 2.3.3.3 represent the Board of Directors' report to shareholders established pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code on the principles and criteria governing the Chief Executive Officer's compensation. These principles and criteria are subject to the approval of the Combined Shareholders' Meeting of May 20, 2021 (for more information, see Chapter 7 of this Universal Registration Document).

As a reminder, in the context of the health crisis tied to the Covid-19 pandemic, the Executive Corporate Officers, in solidarity with employees and the Company's ecosystem did not receive, with the consent of the Board of Directors in its April 27, 2020 session, 25% of their annual fixed and variable compensation for 2020, thereby going beyond the AFEP MEDEF recommendations.

This led to an overall reduction in compensation for these two Executive Corporate Officers of €842,721, including €451,855 for Mr. Aiman Ezzat, which has no impact on the compensation policy approved by the May 20, 2020 Shareholders' Meeting, which has been applied strictly according to the objectives set by the Board of Directors in its March 11, 2020 meeting, objectives set therefore excluding the acquisition of Altran.

In accordance with its commitment, the Company paid €640,000 to the Pasteur Institute to finance research into Covid-19.

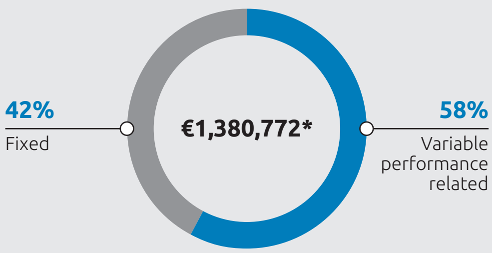
(gross amount)	Compensation for 2019				Compensation for 2020			
Aiman Ezzat: Chief Executive Officer since the Shareholders' Meeting of May 20, 2020	**Paid in 2019**	**Granted in 2019, paid in 2020**	**Granted in 2019, paid in 2021**	**Total 2019**	**Paid in 2020**	**Granted in 2020, paid in 2021**	**Granted in 2020, paid in 2022**	**Total 2020**
Fixed compensation (1)	-	-	-	-	583,333	-	-	583,333
Annual variable compensation (1)	-	-	-	-	-	571,853	-	571,853
Multi-year variable compensation	-	-	-	-	-	112,793	112,793	225,586
Exceptional compensation	-	-	-	-	-	-	-	-
Compensation for duties as a director	-	-	-	-	-	-	-	-
Benefits in kind	-	-	-	-	-	-	-	-
Total compensation paid or granted in respect of the fiscal year (1)	**-**	**-**	**-**	**-**	**583,333**	**684,646**	**112,793**	**1,380,772**

In addition, the value of performance shares granted during the fiscal year and valued as per the IFRS rules on the grant date is reported below :

(gross amount)	Compensation for 2019		Compensation for 2020	
Aiman Ezzat: Chief Executive Officer since the Shareholders' Meeting of May 20, 2020	**Granted in 2019**	**Total 2019**	**Granted in 2020**	**Total 2020**
Value of multi-year variable compensation granted in respect of the fiscal year	-	-	-	-
Value of options granted during the fiscal year	-	-	-	-
Value of performance shares granted during the fiscal year	-	-	1,980,116	1,980,116
TOTAL GRANTED	**-**	**-**	**-**	**1,980,116**
TOTAL (1)	**-**	**-**	**-**	**3,360,888**
TOTAL POST REDUCTION (2)				**3,072,092**

(1) Compensation which will be paid or granted to the Chief Executive Officer, in compliance with the compensation policy approved by the May 20, 2020 Shareholders' Meeting. before the 25% reduction of his 2020 annual fixed and variable compensation, in the context of the health crisis tied to the Covid-19 pandemic.
(2) Compensation which will be paid or granted to the Chief Executive Officer following the 25% reduction of his 2020 annual fixed and variable compensation, in the context of the health crisis tied to the Covid-19 pandemic.

Fixed and variable compensation (cash)



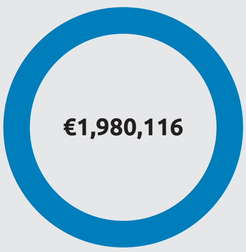
Director compensation
N/A

Benfits in kind
€0

Multi-year compensation
€112,793

Other compensation

Fully comprised of 25,000 performance shares. Accounting value at grant date in accordance with International Financial Reporting Standards (IFRS) for €1,980,116



Non-compete clause
€0

Termination benefits
€0

* Amount before the 25% reduction of the 2020 annual fixed and variable compensation, in the context of the health crisis tied to the Covid-19 pandemic.

Pursuant to Say on Pay rules and the most recent revised AFEP-MEDEF Code with which Capgemini complies, the compensation of Executive Corporate Officers paid during the fiscal year or granted in respect of the fiscal year then ended must be presented to the Shareholders' Meeting for vote. The following table summarizes the 2020 compensation components subject to shareholder vote pursuant to the Say on Pay policy.

Compensation components paid in 2020 or granted in respect of 2020 to Mr. Aiman Ezzat, Chief Executive Officer, and subject to shareholder vote

	Amount or accounting value subject to vote	Presentation
Fixed compensation	**€583,333 (paid in 2020)**	The gross fixed compensation of €1,000,000 for fiscal year 2020 was approved by the Board of Directors on March 11, 2020 at the recommendation of the Compensation Committee. It represents 50% of the total theoretical compensation if objectives are attained and is reviewed at long intervals in accordance with the AFEP-MEDEF Code. This amount was proposed following the appointment of Mr. Aiman Ezzat as Chief Executive Officer following the Shareholders' Meeting of May 20, 2020. Furthermore, given the assumption of these duties during the year, the compensation effectively paid in 2020 in respect of Mr. Aiman Ezzat's duties was prorated 7/12th, representing an amount of €583,333.
Annual variable compensation	**€571,853 (paid in 2021 in respect of 2020)**	During the Board of Directors' meeting of March 18, 2021, the Board, based on the audited and approved accounts and at the recommendation of the Compensation Committee, assessed the amount of Mr. Aiman Ezzat's variable compensation for fiscal year 2020, of a full-year target amount if objectives are attained of €1,000,000, i.e. 50% of his theoretical fixed and variable compensation or 50% of his fixed compensation and comprising financial objectives for 60% and quantifiable and qualitative objectives for 40%, potentially varying between 0% and 200% of the theoretical amount for quantifiable objectives and 0% and 100% of the theoretical amount for purely qualitative objectives. Furthermore, given the assumption of these duties during the year, the variable compensation in respect of Mr. Aiman Ezzat's duties was calculated based on 7/12th of the theoretical amount, that is €583,333. **Variable component based on financial indicators:** this component was calculated in accordance with quantifiable criteria and the following respective weightings, all relating to the financial results as compared to objectives set by the Board **at the beginning of the year, which remained unchanged despite the health crisis related to the Covid-19 pandemic:** **1)** % attainment of **revenues**: **30%** weighting; **2)** % attainment of the **operating margin rate**: **30%** weighting; **3)** % attainment of **pre-tax net profit**: **20%** weighting; **4)** % attainment of **free cash flow: 20%** weighting. These objectives were assessed with respect to the objectives set by the Board of Directors' meeting of March 11, 2020. **Attainment rates** for these four objectives were **93.2%, 90.9%, 101.4% and 105.8%** respectively, which, taking account of the relative weighting of each objective, gives a **weighted attainment rate of 96.68%**. The Group's historical calculation formula accelerates actual performance upwards or downwards such that for 2020: — if the weighted performance of the above four financial indicators is less than or equal to 75%, the V1 component will be nil; — if the weighted performance of the above four financial indicators is greater than or equal to 125%, the V1 component will be capped and equal to twice its theoretical amount; — accordingly, a one-point variance in the weighted attainment rate increases or decreases the variable component by 4%; — a weighted rate of 96.68% in 2020 results in the multiplication of the theoretical variable component by **86.72%.** — for a final amount for the variable component calculated based on financial indicators of 1,000,000 x 60% x 7/12 x 86.72% equal to €303,520 euros **Variable component based on individual performance objectives**: the assessment and associated proposal were based on work performed by the Compensation Committee, which reviewed the various individual performance objectives grouped into two categories: "quantifiable objectives" for 50% and "individual performance objectives" for 50%. It is recalled that as part of the announced change in the Group's governance with the transition by Mr. Aiman Ezzat from Chief Operating Officer to Chief Executive Officer from the Shareholders' Meeting of May 2020, the Board set objectives on an annual basis with the same objectives for the holder of both the aforementioned offices. The quantifiable objectives set by the Board at the beginning of the year remained unchanged.

Amount or accounting value subject to vote	Presentation

The *first set of quantifiable objectives* concerned growth in Digital and Cloud offers. Published growth exceeded 16% above the target set initially by the Board, which the Board considered to be a very good performance in the 2020 context of the pandemic. **On this basis the Board assessed the attainment rate for the first set of quantifiable objectives to be 120%.**

The *second set of quantifiable objectives* concerned the deployment of the CSR strategy focusing on diversity and environmental responsibility. The diversity objective was measured based on the % of women in key senior executive positions, with a 2-point improvement objective in 2020. This ambitious objective was attained and even slightly exceeded. With regards to environmental responsibility, the objective was a 5% reduction in greenhouse gas emissions/employee during the fiscal year. This objective was largely exceeded mainly due to the marked reduction in business travel because of the health crisis tied to the Covid-19 pandemic. T**he Board assessed the attainment rate for the second set of quantifiable objectives to be 140%.**

Therefore, given these achievements, the Board considered the objectives set for the quantifiable component to be attained 130%.

The Board defined three **specific individual performance objectives**.

The *first specific objective* concerned the implementation of a new customer satisfaction measure which was presented and detailed during a Board meeting. **The Board considered the objective set for this category to be attained 100%.**

The *second specific objective* concerned the impact of the integration of Altran on the Group's strategy. The Board noted the launch of the strategy focusing on "Intelligent Industry", the integration in the Group's organization of an Engineering and R&D business line, the update of synergies expected from this acquisition and the breakdown of the Group's strategy presented to the key managers of the Group and to the Board during the "*Rencontres*" gathering at the beginning of October 2020. Given these achievements, **the Board considered the objectives set for this category to be attained 100%.**

The *third specific objective* concerned the transition and the assumption of the office of Chief Executive Officer, which took place at the height of the pandemic crisis. Given this situation, the Board placed special emphasis on the importance given to managing this crisis in the context of the transition and the assumption of duties. Based on discussions held by the Lead Independent Director with Board members, the demonstrated capacity of the Group to ensure service continuity for its customers, the almost immediate implementation of working from home for 90% of Group employees and, finally, the resilience of Group results in such an exceptional period, **the Board considered the objective set to be largely attained**.

The Board approved a weighted performance of 115% as per the table below:

Objective	Min	Target objective	Max	Attainment level	Weighted attainment
CSR strategy – diversity	0%	12.5%	25%	120%	15%
CSR strategy – sustainable development	0%	12.5%	25%	160%	20%
Change in the portfolio	0%	25.0%	50%	120%	30%
Customer satisfaction	0%	12.5%	12.5%	100%	12,5%
Transition and assumption of the duties of Chief Executive Officer	0%	18.75%	18.75%	100%	18,75%
Impact of Altran on the Group's strategy	0%	18.75%	18.75%	100%	18,75%
Total	**0%**	**50%**	**150%**	**115%**	**115%**
Target amount *(in €)*	**0**	**400,000**	**600,000**		
Prorated target amount (7/12)	**0**	**233,333**	**350,000**		**233,333**
Proposed amount *(in €)*					**268,333**

2.

	Amount or accounting value subject to vote	Presentation
		that is a **variable component based on individual performance objectives of a prorated amount of €1,000,000 x 40% x 7/12 = €233,333, to which the weighted performance percentage of 115% is applied, giving a final amount of €268,0333**.

Accordingly, **variable compensation of €571,853** was approved by the Board for 2020, **i.e. 98.0% of fixed compensation for the same fiscal year and of the theoretical variable compensation.** Total fixed and variable compensation for 2020 is therefore **€1,155,186**, i.e. 99.0% of the theoretical compensation and may be summarized as follows:

Calculation of 2020 variable compensation for Mr. Aiman Ezzat

V1: quantitative component based on budgeted financial targets

Indicator	Min	Target	Max	Attainment	Weighted attainment
Revenues		30%		93.2%	27.96%
Operating margin rate *(%)*		30%		90.9%	27.28%
Pre-tax net profit		20%		101.4%	20.27%
Organic free cash flow		20%		105.8%	21.17%
Weighted total performance before flex	0%	100%	200%		96.68%
Weighted total after 75/125 flex (4*weighted performance – 3)					86.72%
Prorated theoretical variable compensation based on financial indicators					350,000
Variable compensation based on financial indicators					**303,520**

V2: qualitative component based on 2020 individual performance objectives

Category	Min	Target	Max	Weighted total
CSR strategy – diversity	0%	12.5%	25.0%	
CSR strategy – sustainable development	0%	12.5%	25.0%	115%
Change in the portfolio	0%	25.0%	50.0%	
Customer satisfaction	0%	12.5%	12.5%	
Transition and assumption of the duties of Chief Executive Officer	0%	18.75%	18.75%	
Impact of Altran on the Group's strategy	0%	18.75%	18.75%	
Prorated theoretical variable compensation based on individual performance objectives				233,333
Variable compensation based on individual performance objectives				**268,333**
TOTAL 2020 VARIABLE COMPENSATION				**571,853**
As a % of theoretical variable compensation				*98.0%*
As a % of fixed compensation				*98.0%*

The variable compensation due in respect of a given fiscal year is calculated based on the audited accounts approved by the Board at the beginning of Y+1 and is paid after the approval of the compensation components by shareholders.

Deferred variable compensation	N/A	There is no deferred variable compensation.

	Amount or accounting value subject to vote	Presentation
Multi-year variable compensation	**€225,586 for 2020, paid 50% in July 2021 and 50% in July 2022**	During the Board of Directors' meeting of March 18, 2021, the Board, based on the audited and approved accounts and at the recommendation of the Compensation Committee, assessed Mr. Aiman Ezzat's long savings plan for fiscal year 2020, of a target amount if objectives are attained of €400,000. This allowance is subject to a performance condition based on the unflexed weighted performance of the V1 financial indicators. For 2020, this gives a weighted attainment of 96.68%%, giving an amount of 96.68% x €400,000 = €386,720 for a full year and €225,586 for 7 months. — 50% of this amount, i.e. €112,793, will be paid in July 2021; — 50%, i.e. €112,793, will be paid in July 2022, subject to Mr. Aiman Ezzat being present in the Group at June 30, 2022.
Stock options, performance shares or any other form of long-term compensation	**Performance shares €1,980,116 (IFRS accounting value on grant date)**	25,000 shares granted subject to performance and presence conditions. The vesting of performance shares is contingent on the realization of both an external performance condition and two internal performance conditions. The external performance condition accounts for 35% of the grant and is based on the comparative performance of the Capgemini share over three years against the average performance of a basket of eight comparable companies in the same business sector and from at least five countries (Accenture/Indra/Atos/Tieto/Sopra Stéria/CGI Group/Infosys and Cognizant), the CAC 40 index and the Euro Stoxx Techno 600 index. Accordingly, no shares vest if the relative performance of the Capgemini share is less than 100% of the performance of the basket of comparable companies, while 100% of shares vest only if this relative performance is at 110% or above. If performance is similar to that of the market, only 50% of the initial grant vests. The **external condition has been strengthened** since 2016, as the effective vesting of shares starts from a minimum achievement of 100% of the basket of comparable companies, while historically it started at 90%. The internal performance condition based on organic free cash flow generation over the three-year period from 2020 to 2022 accounts for 50% of the grant. The minimum amount necessary for shares to vest is €3.4 billion. Above this threshold, shares vest progressively on a straight-line basis, with the maximum grant requiring organic free cash flow of €3.7 billion or more. The internal performance condition relating to CSR performance indicators measured at the end of 2022 is based for 50% on the percentage inflow of female executives (VPs) through promotion and external hiring during the period 2020 to 2022. This percentage must be 29% to receive 100% of the grant, with no grant if it is below 26.5%. For the remaining 50%, it is based on a reduction in GHG emissions/employee of at least 10% vs. the 2019 benchmark, with 100% of the grant vesting if this reduction reaches 15%. The number of shares that may vest to Executive Corporate Officers may not exceed 0.0012% of the share capital. Authorized by the Combined Shareholders' Meeting of May 20, 2020 Thirtieth resolution Grant authorized by the Board of Directors on October 7, 2020
	Stock options = n/a **Other items = n/a**	No stock options or other items were granted.
Compensation for duties as a director	**N/A**	N/A
Valuation of benefits in kind	**€0**	No company car

Other compensation components

	Amount subject to vote	Presentation
Severance pay	€0	No amount due in respect of the fiscal year Following the appointment of Mr. Aiman Ezzat as Chief Operating Officer as of January 1, 2018, the Board, based on the proposal of the Compensation Committee, authorized the principle of severance pay due in the event of termination of his corporate office. During the meeting of March 11, 2020, the Board of Directors considered that it was in the Company's interest to maintain this system for the Chief Executive Officer in the event of forced departure. However, no severance pay shall be due if the Chief Executive Officer leaves the Company on his own initiative, changes positions within the Group, is entitled to exercise his right to retire in the near future or is 65 years old on the termination of his term of office, or in the event of a gross negligence or serious misconduct. In compliance with the recommendations of the AFEP-MEDEF Code, the aggregate amount of (i) severance pay effectively paid, and (ii) any indemnity likely to be paid in consideration for the non-compete undertaking, may not exceed a maximum amount equal to twice the fixed compensation plus theoretical annual variable compensation as at the date of termination of his duties. The grant and amount of the severance pay will depend on the percentage attainment of the weighted performance of the financial indicators applicable for the Chief Executive Officer's variable component based on financial performance observed annually during the two completed fiscal years preceding the termination of his duties as Chief Executive Officer, it being specified that the final year will count for 60%, while the previous year will count for 40%. As the grant and amount of the variable component is subject to financial indicators and to the Group's consolidated results, the severance pay will therefore also be subject to the satisfaction of these same performance conditions. The Board will confirm the effective attainment of these performance criteria. Board approval on March 11, 2020. Authorized by the Combined Shareholders' Meeting of May 20, 2020. Twelfth resolution
Non-compete indemnities	€0	No amount due in respect of the fiscal year On the proposal of the Compensation Committee, the Board decided that the Chief Executive Officer will be subject to a non-compete undertaking for a period of twelve months as from the termination of his employment contract following termination of his duties of Chief Executive Officer, and will receive an indemnity equal to half of the applicable gross theoretical annual compensation (fixed plus variable) if objectives are attained on the date of termination of the duties of Chief Executive Officer. The Board of Directors will be entitled, at its own discretion, to lift this non-compete obligation on departure of the Chief Executive Officer and therefore in such case, not to implement this non-compete indemnity. Board approval on March 11, 2020 Authorized by the Combined Shareholders' Meeting of May 20, 2020 Twelfth resolution
Supplementary pension benefits	N/A	No supplementary pension benefits.

2.3.3.4 2020 compensation of the Chairman, Mr. Paul Hermelin (since May 20, 2020)

The general principles described in Section 2.3.2.1, the compensation policy set out in Section 2.3.2.3 and the summary table in Section 2.3.3.4 represent the Board of Directors' report to shareholders established pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code. These principles and criteria are subject to the approval of the Combined Shareholders' Meeting of May 20, 2021 (for more information, see Chapter 7 of this Universal Registration Document).

As a reminder, in the context of the health crisis tied to the Covid-19 pandemic, the Executive Corporate Officers, in solidarity with employees and the Company's ecosystem did not receive, with the consent of the Board of Directors in its April 27, 2020 session, 25% of their annual fixed and variable compensation for 2020, thereby going beyond the AFEP MEDEF recommendations.

This led to an overall reduction in compensation for these two Executive Corporate Officers of €84,721, including €390,866 for Mr. Paul Hermelin, which has no impact on the compensation policy approved by the May 20, 2020 Shareholders' Meeting.

In accordance with its commitment, the Company paid €640,000 to the Pasteur Institute to finance research into Covid-19.

(gross amount)	Compensation for 2019			Compensation for 2020		
Mr. Paul Hermelin: Chairman since the Shareholders' Meeting of May 20, 2020	**Paid in 2019**	**Granted in 2019, paid in 2020**	**Total 2019**	**Paid in 2020**	**Granted in 2020, paid in 2021**	**Total 2020**
Fixed compensation (1)	-	-	-	466,666	-	466,666
Annual variable compensation (1)	-	-	-	-	-	-
Multi-year variable compensation	-	-	-	-	-	-
Exceptional compensation	-	-	-	-	-	-
Compensation for duties as a director	-	-	-	-	-	-
Benefits in kind	-	-	-	-	-	-
TOTAL COMPENSATION PAID OR GRANTED IN RESPECT OF THE FISCAL YEAR (1)	**-**	**-**	**-**	**466,666**		**466,666**

In addition, the value of performance shares **granted** during the fiscal year and valued as per the IFRS rules on the grant date is reported below :

(gross amount)	Compensation for 2019		Compensation for 2020	
Mr. Paul Hermelin: Chairman since the Shareholders' Meeting of May 20, 2020	**Granted in 2019**	**Total 2019**	**Granted in 2020**	**Total 2020**
Value of multi-year variable compensation granted in respect of the fiscal year	-	-	-	-
Value of options granted during the fiscal year	-	-	-	-
Value of performance shares granted during the fiscal year	-	-	-	
TOTAL GRANTED	**-**	**-**	**-**	**-**
TOTAL (1)				**66,666**
TOTAL POST REDUCTION (2)				**350,000**

(1) Compensation which will be paid or granted to the Chairman, in compliance with the compensation policy approved by the May 20, 2020 Shareholders' Meeting. before the 25% reduction of his 2020 annual fixed compensation, in the context of the health crisis tied to the Covid-19 pandemic.
(2) Compensation which will be paid or granted to the Chairman following the 25% reduction of his 2020 annual fixed compensation, in the context of the health crisis tied to the Covid-19 pandemic.

Pursuant to Say on Pay rules and the most recent AFEP-MEDEF Code with which Capgemini complies, the compensation of Executive Corporate Officers paid during the fiscal year or granted in respect of the fiscal year then ended must be presented to the Shareholders' Meeting for a vote. The following table summarizes the 2020 compensation components subject to shareholder vote pursuant to the Say on Pay policy.

Compensation components paid in 2020 or granted in respect of 2020 to Mr. Paul Hermelin, Chairman, and subject to shareholder vote

	Amount or accounting value subject to vote	Presentation
Fixed compensation	**€466,666 (paid in 2020)**	The gross fixed compensation of €800,000 for fiscal year 2020 was approved by the Board of Directors on March 11, 2020 at the recommendation of the Compensation Committee. It is the only component of compensation of the Chairman. Furthermore, given the change in the Group's governance following the Shareholders' Meeting of May 2020, the compensation effectively paid in 2020 in respect of Mr. Paul Hermelin's duties was prorated 7/12th, representing an amount of €466,666.
Annual variable compensation	**N/A**	No annual variable compensation was paid.
Deferred variable compensation	**N/A**	There is no deferred variable compensation.

	Amount or accounting value subject to vote	Presentation
Multi-year variable compensation	N/A	There is no multi-year variable compensation mechanism.
Exceptional compensation	N/A	No exceptional compensation was paid.
Stock options, performance shares or any other form of long-term compensation	N/A	No shares were granted subject to performance and presence conditions in 2020
	Stock options = n/a Other items = n/a	No stock options or other items were granted.
Compensation for duties as a director	Voluntary waiver	The Board of Directors took due note of Mr. Paul Hermelin's decision to waive his right to collect any compensation for his duties as a director of Capgemini SE in respect of 2020 (as he has done for the past ten years).
Valuation of benefits in kind	€0	No company car

Other compensation components

	Amount subject to vote	Presentation
Severance pay	N/A	No entitlement to severance pay.
Non-compete indemnities	N/A	No non-compete indemnities.
Supplementary pension benefits	€0	No amount due in respect of the fiscal year Mr. Paul Hermelin is a member of the supplementary collective defined benefit pension plan (Article 39) set up in 2006 in Capgemini Service, under the same conditions applicable to other employee members. This plan was reviewed by an external firm which confirmed that it complies with the AFEP-MEDEF recommendations of October 6, 2009, and also the revised AFEP-MEDEF Governance Code. **The plan was closed to new beneficiaries in 2015 and rights of existing members have been frozen as of October 31, 2015.** In order to receive benefits under this plan, it is necessary to be with the Group at the time of retirement, to have at least 10 years of seniority, to have been a Group Executive Committee member for at least five years and to have a compensation level above eight times the French annual social security ceiling (PASS) during five years at least. Benefits are based on reference earnings equal to the average of the three best years (fixed and variable components) from among the ten years preceding retirement. In addition, this supplementary pension is subject to three cumulative limits such that the pension amount cannot exceed: — 40% of reference earnings; — 50% of reference earnings, including pensions received under all other pension plans; and — reference earnings are capped at 60 times the French annual social security ceiling.

Amount subject to vote	Presentation
	Benefits are **proportional** to length of service (minimum of 10 years required and a maximum of 30 years), reflecting the required progressive acquisition of entitlement, which remains well below the threshold set by the AFEP-MEDEF Code and the recent legal ceiling of 3% *per annum*. Entitlement is acquired at a rate of 1.5% per year for the first 10 years of seniority and for subsequent years only at rates of: — 1% up to 20 times the French annual social security ceiling — 2% between 20 and 40 times the French annual social security ceiling — 3% between 40 and 60 times the French annual social security ceiling Therefore, the maximum possible annual entitlement is equal to 1.83% before the potential impact of the cumulative limits. Due to the long seniority of our Chairman and Chief Executive Officer (frozen at 23 years in 2015), the value of the annual pension is estimated at a net amount after income tax and employee social contributions of K€296, corresponding to a gross amount of K€887 or 34% of his last theoretical compensation for his duties as Chairman and Chief Executive Officer. The plan is financed through an external insurance company and as such the required funds to pay the pension support a contribution of 24%. Twenty-one members have benefited from this plan since its launch with seven presently active at December 31, 2020. Presented to the Combined Shareholders' Meeting of April 26, 2007 Fourth resolution in respect of regulated agreements.

Employment contract of Executive Corporate Officers

With regards to Mr. Paul Hermelin, the Board reminds readers that his employment contract was suspended in its entirety on May 24, 1996 (date from which he exercised his first term of office as a member of the Management Board) and that he informed the Board of Directors' meeting of February 18, 2015 that he waived his employment contract as from that date.

Mr. Aiman Ezzat's employment contract was suspended following his appointment as Chief Operating Officer on January 1, 2018, when he became an Executive Corporate Officer of the Group. In addition, he informed the Board of Directors' meeting of March 11, 2020 of his decision to waive his employment contract from his appointment as Chief Executive Officer. This waiver is now effective since May 20, 2020.

Executive Corporate Officers: employment contracts and deferred compensation

	Employment contract	Supplementary pension plan (see before)	Indemnities or benefits following appointment, termination or change in function	Indemnities in respect of non-compete clause
Mr. Paul Hermelin Chief Executive Officer up to May 24, 2012, Chairman and Chief Executive Officer up to May 20, 2020 and Chairman thereafter	No	Yes, closed with frozen rights	No	No
Mr. Aiman Ezzat Chief Operating Officer from January 1, 2018 to May 20, 2020 and Chief Executive Officer thereafter	No	No	Yes	Yes

2.3.3.5 Compensation paid in 2020 or granted in respect of 2020 to all corporate officers for their duties as a director

Directors

Compensation for duties as a director paid to non-Executive Corporate Officers *(gross amounts)*	Paid in 2020	Granted in 2020	Presentation
Total compensation paid in 2020 or granted in respect of fiscal year 2020 to directors for their duties	1,205,500	1,164,000	See the Directors' compensation policy in Section 2.3.1.

Executive Corporate Officer *(gross amounts)*	Paid in 2020	Granted in 2020	Presentation
Paul Hermelin: Chairman and Chief Executive Officer up to May 20, 2020			
2020 gross fixed compensation (1)	605,000		Unchanged on 2018. Compensation paid pro rata to the term of office i.e. 5/12th
2019 annual variable compensation	1,311,780		Compensation paid in respect of 2019 and approved by the Shareholders' Meeting of May 20, 2020
2020 annual variable compensation (1)		491,800	In application of the Chairman and Chief Executive Officer compensation policy approved by the Shareholders' Meeting of May 20, 2020. See Section 2.3.3.1 on the calculation method and indicators adopted for 2020 variable compensation. Compensation calculated pro rata to the term of office i.e. 5/12th
Multi-year variable compensation	-	-	n/a
Exceptional compensation	-	-	n/a
Performance shares		-	n/a
Compensation for duties as a director	-	-	Waiver
Benefits in kind	-	-	In application of the Chairman and Chief Executive Officer compensation policy approved by the Shareholders' Meeting of May 20, 2020
Golden hello	-	-	n/a
Severance pay	-	-	n/a
Supplementary pension benefits	-	-	See Section 2.3.3.1 on the supplementary pension plan closed since 2015
TOTAL COMPENSATION PAID DURING THE FISCAL YEAR OR GRANTED IN RESPECT OF THE FISCAL YEAR TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER (1)	**1,916,780**	**491,800**	

Executive Corporate Officer *(gross amounts)*	**Paid in 2020**	**Granted in 2020**	**Presentation**
Paul Hermelin: Chairman from May 20, 2020			
2020 gross fixed compensation (1)	466,666		See Section 2.3.2.3 on the Chairman's compensation policy. Compensation paid pro rata to the term of office i.e. 7/12th
2019 annual variable compensation	-	-	n/a
2020 annual variable compensation	-	-	n/a
Multi-year variable compensation	-	-	n/a
Exceptional compensation	-	-	n/a
Performance shares	-	-	n/a
Compensation for duties as a director	-	-	Waiver
Benefits in kind	-	-	n/a
Golden hello	-	-	n/a
Severance pay	-	-	n/a
Supplementary pension benefits	-	-	See Section 2.3.2.3 on the supplementary pension plan closed since 2015
TOTAL COMPENSATION PAID DURING THE FISCAL YEAR OR GRANTED IN RESPECT OF THE FISCAL YEAR TO THE CHAIRMAN (1)	**466,666**	**-**	

2.

Executive Corporate Officer *(gross amounts)*	Paid in 2020	Granted in 2020	Presentation
Aiman Ezzat: Chief Operating Officer from January 1, 2018 to May 20, 2020			
2020 gross fixed compensation [(1)]	390,000		Unchanged on 2018. Compensation paid pro rata to the term of office i.e. 5/12th
2019 annual variable compensation	650,926		Compensation paid in respect of 2019 and approved by the Shareholders' Meeting of May 20, 2020
2020 annual variable compensation [(1)]		262,236	In application of the Chief Operating Officer compensation policy approved by the Shareholders' Meeting of May 20, 2020. See Section 2.3.3.2 on the calculation method and indicators adopted for 2020 variable compensation. Compensation calculated pro rata to the term of office i.e. 5/12th
Multi-year variable compensation	382,050	151,062	In application of the Chief Operating Officer compensation policy approved by the Shareholders' Meeting of May 20, 2020. See Section 2.3.3.2 on the calculation and payment method for the long savings plan; Compensation calculated pro rata to the term of office i.e. 5/12th
Exceptional compensation	-		n/a
Performance shares	-		n/a
Compensation for duties as a director	-	-	Waiver
Benefits in kind	-	-	n/a
Golden hello	-	-	n/a
Severance pay	-	-	In application of the Chief Operating Officer compensation policy approved by the Shareholders' Meeting of May 20, 2020
Supplementary pension benefits	-	-	n/a
TOTAL COMPENSATION PAID DURING THE FISCAL YEAR OR GRANTED IN RESPECT OF THE FISCAL YEAR TO THE CHIEF OPERATING OFFICER [(1)]	**1,422,976**	**413,298**	

Executive Corporate Officer *(gross amounts)*	Paid in 2020	Granted in 2020	Presentation
Aiman Ezzat: Chief Executive Officer from May 20, 2020			
2020 gross fixed compensation (1)	583,333		See Section 2.3.2.2 on the Chief Executive Officer compensation policy. Compensation paid pro rata to the term of office i.e. 7/12th
2019 annual variable compensation			n/a
2020 annual variable compensation (1)		571,853	See Section 2.3.2.2 on the Chief Executive Officer compensation policy and Section 2.3.3.3 on the calculation method and indicators adopted for 2020 variable compensation
Multi-year variable compensation		225,586	See Section 2.3.2.2 on the Chief Executive Officer compensation policy and Section 2.3.3.3 on the calculation and payment methods for the long savings plan
Exceptional compensation	-		n/a
Performance shares		1,980,116	See Section 2.3.2.2 on the Chief Executive Officer compensation policy and Section 2.3.3.3 on the performance and presence conditions and the % concerned
Compensation for duties as a director	-	-	Waiver
Benefits in kind	-	-	See Section 2.3.2.2 on the Chief Executive Officer compensation policy
Golden hello	-	-	n/a
Severance pay	-	-	See Section 2.3.2.2 on the Chief Executive Officer compensation policy
Supplementary pension benefits	-	-	n/a
TOTAL COMPENSATION PAID DURING THE FISCAL YEAR OR GRANTED IN RESPECT OF THE FISCAL YEAR TO THE CHIEF EXECUTIVE OFFICER (1)	**583,333**	**2,777,555**	
TOTAL COMPENSATION PAID OR GRANTED IN RESPECT OF THE FISCAL YEAR TO ALL CORPORATE OFFICERS (1)	**5,595,255**	**4 846 653**	

(1) Compensations which will be paid or granted to Executive Corporate Directors in compliance with the compensation policies approved by the May 20, 2020 Shareholders' Meeting. before the 25% reduction of their 2020 annual fixed and variable compensations in the context of the health crisis tied to the Covid-19 pandemic. representing a total amount for the four mandates of €842,721.

In addition to the above items, in accordance with Order 2019-1234 of November 27, 2019 concerning compensation paid to corporate officers of listed companies, it is specified that:

- the Group's compensation policy does not include the use of a clause enabling it to demand repayment of variable compensation;
- in the event of failure to apply the law on gender equality within the Board of Directors, directors' compensation would be suspended;
- the compensation policy has been applied in the manner described and voted last year during the Shareholders' Meeting of May 20, 2020;
- the results of the votes on compensation at the previous Shareholders' Meeting of May 20, 2020 were as follows:
  - the resolutions relating to votes on ex-post resolutions were approved by 90.85% for the Chairman and Chief Executive Officer, 96.93% for the Chief Operating Officers and 98.88% for the Directors;
  - the resolutions relating to votes on ex-ante resolutions were approved by 95.52% for the Chairman and Chief Executive Officer, 96.15% for the Chief Operating Officer, 93.12% for the Chief Executive Officer, 97.96% for the Chairman and 99.92% for the Directors.

Compensation multiples – Equity ratio

Scope

Pursuant to Article L. 225-37-3-6° of the French Commercial Code, the Group is required to calculate, over a five-year period, the ratio between the compensation of each Executive Corporate Officer and the average and median compensation on a full-time equivalent basis of employees of the relevant scope (excluding corporate officers). The scope adopted by the Group encompasses French companies of the economic and social unit to which has been added this year, following the acquisition of Altran at the beginning of 2020, all Altran French legal entities. France, which is the Group's home country and the second largest country in size, was considered the natural reference scope for calculating these ratios, with the Group holding company and over half the Group Executive Board members also based in France. The scope considered therefore includes over 99.9% of the French legal entities workforce.

Methodology

The calculations were performed in accordance with AFEP guidelines and include all compensation components paid during the relevant year, both in the numerator and in the denominator (fixed, variable, exceptional and deferred compensation, benefits in kind, profit-sharing, incentive payments, social contributions, etc.), as well as the IFRS valuation of shares granted during the relevant year and for the Executive Corporate Directors, the long savings plan granted for the year if any. The denominator includes active employees present throughout the relevant year, on a full-time equivalent basis. Interns, trainees, sabbaticals and long-term absences are therefore not taken into consideration in the employee average. These rules are also the ones applied to the Altran legal entities integrated in the 2020 calculation. Furthermore, given the change in governance during 2020, the salaries of corporate officers in respect of 2020 have been recalculated on a full-year basis and each Executive Corporate Director is reported in the table below on an annualized basis.

Ratios related to I.6° and 7° of Article L. 22-10-9 of French Code de Commerce

Year	Comments	2016	2017	2018	2019	2020(1)
Executive directors paid or granted annualized gross compensation evolution in k€						
Chairman – P Hermelin: year on year evolution in %	Since May 20, 2020					n/a
Chairman and CEO – P Hermelin: year on year evolution in %	From 24/5 2012 to May 20, 2020		1,6%	-3,3%	3,7%	-43,2%(2)
CEO – A Ezzat: year on year evolution in %	Since May 20, 2020					n/a
COO – A Ezzat: year on year evolution in %	From 1/1/2018 to May 20,2020				5,4%	-49,7%(2)
Average for employees present full year paid or granted gross compensation evolution in k€: French perimeter						
Year on year evolution in %	Altran since 2020	2,1%	2,6%	1,1%	2,7%	-5,2%(3)
Ratios evolution vs. fully loaded average						
Chairman-P Hermelin						10,9
Year on year evolution in %	Since May 20, 2020					n/a
Chairman and CEO – P Hermelin		78,4	80,5	74,4	76,9	47,7(2)
Year on year evolution in %	From 24/5 2012 to May 20, 2020	-7,6%	2,7%	-7,7%	3,4%	-37,9%
CEO- A Ezzat						63,8(4)
Year on year evolution in %	Since May 20, 2020					n/a
COO- A Ezzat				51,7	54,1	30,9(2)
Year on year evolution in %	From 1/1/2018 to May 20,2020				4,7%	-42,9%
Median for employees present full year paid or granted gross compensation evolution in k€						
Evolution in %	Altran since 2020	2,3%	1,1%	1,3%	2,0%	-2,7%(3)
Ratios evolution vs. fully loaded median						
Chairman-P Hermelin						13,3
Year on year evolution in %	Since May 20, 2020					n/a
Chairman and CEO – P Hermelin		96,5	100,6	92,5	96,4	58,3(2)
Year on year evolution in %	From 24/5 2012 to May 20, 2020	-7,9%	4,2%	-8,0%	4,2%	-39,5%
CEO- A Ezzat						77,9(4)
Year on year evolution in %	Since May 20, 2020					n/a
COO- A Ezzat				64,3	67,9	37,7(2)
Year on year evolution in %	From 1/1/2018 to May 20,2020				5,5%	-44,4%

(1) Integration of Altran in the perimeter from 2020.
(2) Annualized compensation includes the impact of the 25% Covid reduction and it excludes share grants valuation for 2020 as the mandates ended in May 2020.
(3) Integration of Altran in the perimeter from 2020 drove a reduction of the average and median employee gross compensation (12% median variance between Capgemini and Altran).
(4) CEO compensation is annualized including the 2020 granted variable as well as the 25% Covid reduction impact on fixed and variable part.

Trends in compensation, Company performance and average compensation

The Chairman and Chief Executive Officer was the only Executive Corporate Officer present in all five years. His compensation changed little during this period except for changes related to the Group's annual performance compared to annual objectives and to the valuation of the granted performance shares. The Chairman and Chief Executive Officer compensation for 2020 has reduced significantly due to the lack of performance shares grant in 2020 (mandate ended in May 2020) and to the impact of the Covid-19 crisis.

With regard to the global performance recorded over the period, whether in terms of growth (+26%) or profitability (+30%), trends in the Chairman and Chief Executive Officer's compensation reflect the ambitious nature of the Group's objectives. At the same time, the average compensation of employees' active full year in the ESU scope on one side and in the Altran scope on the other side has positively evolved over the period.

Key Performance Indicator trends *(in millions of euros)*	2016	2017	2018	2019	2020	2020-2016
Revenues	12,539	12,525	13,197	14,125	15,848	26.4%
Year on year evolution in %	5,2%	-0,1%	5,4%	7%	12,2%	
Operating margin	1,440	1,493	1,597	1,741	1,879	30.5%
Year on year evolution in %	14,1%	3,7%	7%	9%	7,9%	

2.3.4 Stock subscription options, stock purchase options and performance shares

The following tables present a breakdown of stock options and performance shares granted to, exercised by or vested to Executive Corporate Officers during 2020 and historical information on stock options and performance shares granted.

It should be noted that no stock options have been granted by the Group since 2009.

Stock options granted during the year to each Executive Corporate Officer by Capgemini SE and/or any other Group company	Plan date and number	Number and type (purchase or subscription) of options granted during the year	Value of options using the method adopted in the consolidated financial statements	Strike price	Exercise period
Paul HERMELIN	n/a	n/a	n/a	n/a	n/a
Aiman EZZAT	n/a	n/a	n/a	n/a	n/a

Stock options exercised during the year by each Executive Corporate Officer	Plan date and number	Number of options exercised during the year	Strike price	Exercise period
Paul HERMELIN	n/a	n/a	n/a	n/a
Aiman EZZAT	n/a	n/a	n/a	n/a

Performance shares granted during the year to each Executive Corporate Officer by Capgemini SE and/or any other Group company	Plan date and number	Theoretical maximum number of shares granted during the year	Value of shares calculated using the method adopted in the consolidated financial statements	Potential vesting date	Potential availability date	Performance conditions
Aiman EZZAT	13th plan of 10/07/2020	25,000	€1,980,116	10/07/2023	Later of the end of his term of office and 10/07/2024	More detail on performance conditions can be found in Note 12 of the Consolidated Statements

Performance shares vested to each Executive Corporate Officer	Plan date and number	Number of performance shares vested during the year	Vesting conditions	Year of grant
Paul HERMELIN	10 th plan October 2017	28,000	Performance and presence	2017

Historical information concerning stock options granted to corporate officers

The Group has not granted any stock options since 2008 and the last grant performed on June 1, 2008 expired in 2013.

Historical information concerning performance shares – position at December 31, 2020

Plans ended

Plan number	2009 Plan	2010 Plan	2012 Plan	2013 Plan	2014 Plan	2015 Plan
Grant date	03/05/2009	10/01/2010	12/12/2012	02/20/2013	07/30/2014	07/29/2015
Number of performance shares initially granted	1,148,250	1,555,000	1,003,500	1,209,100	1,290,500	1,068,550
*o/w to Paul Hermelin**	*50,000*	*(nil)*	*50,000*	*50,000*	*50,000*	*40,000*
Number of shares vested	485,750	881,048	882,500	1,014,700	1,065,000	881,510
*o/w to Paul Hermelin**	*25,000*	*(nil)*	*50,000*	*50,000*	*50,000*	*39,200*
Cumulative number of shares canceled or expired	662,500	673,952	121,000	194,400	225,500	187,040
Vesting date – France	03/05/2011	10/01/2012	01/01/2015	03/01/2015	08/01/2016	03/01/2018
Vesting date – outside France	03/05/2013	10/01/2014	01/01/2017	03/01/2017	08/01/2018	08/01/2019
End of holding period – France	03/05/2013	10/01/2014	01/01/2019	03/01/2019	08/01/2020	03/01/2021
End of holding period – outside France	03/05/2013	10/01/2014	01/01/2017	03/01/2017	08/01/2018	08/01/2019
Share price at grant date *(in euros)*	23.3	37.16	33.15	36.53	53.35	87.6

* Complete historical information on active performance share plans in 2020 is provided in Note 12 to the Consolidated Financial Statements.

Plan number	2015 Plan	2016 Plan	2017 Plan
Grant date	02/17/2016	07/26/2016	07/26/2017
Number of performance shares initially granted	180,500	1,663,500	63,597
*o/w to Paul Hermelin**	*(nil)*	*42,000*	*(nil)*
Number of shares vested	111,200	1,178,005	32,324
*o/w to Paul Hermelin**	*n/a*	*37,800*	*n/a*
Cumulative number of shares canceled or expired	69,300	485,495	31,213
Vesting date – France	03/01/2018	08/01/2019	n/a
Vesting date – outside France	03/01/2020	08/01/2020	08/01/2020
End of holding period – France	03/01/2020	08/01/2021	n/a
End of holding period – outside France	03/01/2020	08/01/2020	08/01/2020
Share price at grant date *(in euros)*	71.61	83.78	94.2

* Complete historical information on active performance share plans in 2020 is provided in Note 12 to the Consolidated Financial Statements.

2.

Active plans

Plan number	2017 Plan	2018 Plan	2019 Plan	2020 Plan
Shareholders' Meeting	05/10/2017	05/23/2018	05/23/2019	05/20/2020
Grant date	10/05/2017	10/03/2018	10/02/2019	10/07/2020
Number of performance shares initially granted	1,522,500	1,384,530	1,523,015	1,900,000
*o/w to Paul Hermelin**	*35,000*	*28,000*	*28,000*	-
*o/w to Aiman Ezzat**		*16,500*	*19,000*	*25,000*
Number of shares vested	322,350	n/a	n/a	n/a
*o/w to Paul Hermelin**	*28,000*	*n/a*	*n/a*	-
*o/w to Aiman Ezzat**		*n/a*	*n/a*	*n/a*
Cumulative number of shares canceled or expired	484,720	126,635	65,853	11,710
Number of shares potentially available for grant at the end of 2020	715,430	1,257,895	1,457,162	1,888,290
*o/w to Paul Hermelin**		*28,000*	*28,000*	-
*o/w to Aiman Ezzat**		*16,500*	*19,000*	*25,000*
Vesting date – France	10/05/2020	10/03/2021	10/02/2022	10/07/2023
Vesting date – outside France	10/05/2021	10/03/2022	10/02/2023	10/07/2024
End of holding period – France	10/05/2022	10/03/2023	10/02/2024	10/07/2024
End of holding period – outside France	10/05/2021	10/03/2022	10/02/2023	10/07/2024
Share price at grant date *(in euros)*	100.25	112.35	107.35	107.55

* Complete historical information on active performance share plans in 2020 is provided in Note 12 to the Consolidated Financial.

Historical information concerning stock options granted to the top ten employees (non-Executive Corporate Officers)

Stock options granted by Capgemini SE to the ten employees (non-Executive Corporate Officers) having received the greatest number of shares and the number of shares vested to the ten employees (non-Executive Corporate Officers) having thus subscribed for the greatest number of shares are as follows :

Stock options granted to/exercised by the ten employees (non-Executive Corporate Officers) having received the greatest number of shares	Total number of stock options granted/ exercised	Weighted average price	Plan number
Options granted during the year by Capgemini SE to the ten employees of all eligible companies having received the greatest number of shares	Nil	n/a	No
Options exercised (held previously on Capgemini SE) by the ten Group employees having exercised the greatest number of shares	Nil	n/a	No

Performance shares granted by Capgemini SE to the ten employees (non-Executive Corporate Officers) having received the greatest number of shares and the number of performance shares vested to the ten employees (non-Executive Corporate Officers) holding the greatest number of vested shares are as follows :

Performance shares granted/vested to the ten employees (non-Executive Corporate Officers) having received the greatest number of shares	Total number of shares vested/granted	Plan number
Performance shares granted during the year by Capgemini SE to the ten employees of all eligible companies having received the greatest number of shares	99,000	13 th Performance share plan
Performance shares (held previously on Capgemini SE) of the ten Group employees holding the greatest number of vested shares	99,301	8th, 9th and 10th share grant plans

3.

Risks and internal control

3.1 Internal control and risk management systems

This Section was drafted jointly by several Group stakeholders. The departments that play a key role in identifying and controlling major risks include particularly the Internal Audit, Ethics, Compliance, Finance, Risk & Insurance, Legal, Human Resources and Security & Mobility Departments.

In accordance with the Law of July 3, 2008, this Section was reviewed and approved by the Board of Directors on February 17, 2021, following a review by the Audit & Risk Committee.

3.1.1 Definition of the internal control and risk management systems

a) Framework

The Group builds on the reference framework and the application guidance published initially in January 2007 and updated on July 22, 2010 by the French Financial Markets Authority (AMF).

The risk management and internal control systems contribute to controlling the activities of the Group and satisfy complementary objectives.

b) Objectives of the internal control and risk management systems

The Group's internal control and risk management systems seek to create and protect the Group's value, assets and reputation, and identify and measure the major risks to which the Group is exposed, anticipate and foresee changes in these risks and finally implement risk prevention and transfer measures.

In this context, Capgemini group has defined and implemented a control system that seeks to ensure:

- compliance of all management acts with relevant laws and regulations;
- compliance with the Group's seven core values and guidelines set by the Board of Directors and/or Group Management;
- application by the subsidiaries of instructions communicated;
- the smooth functioning of the Group's internal control processes safeguarding assets; and
- the reliability of accounting and financial information.

c) Scope of the internal control and risk management systems

Capgemini ensures the implementation of risk management and internal control systems covering all consolidated subsidiaries and Group businesses in 2020.

Acquired companies are integrated progressively into the internal control and risk management systems. All material Group subsidiaries are currently integrated into the general system presented in this report.

d) Limitations

While contributing to the improved efficiency of its operational support functions, the optimal use of resources and good risk control, this system does not however offer an absolute guarantee of the control of all possible risks imaginable, no more than it can – irrespective of the skills of the employees performing the controls – guarantee alone the attainment by the Group of all objectives set.

e) Organization of the internal control and risk management systems

Group values

Since its creation, Capgemini has placed significant importance on compliance with the values and principles which guide and inspire its actions and, in particular, its business practices. These seven core values, defined by the Group's founder Mr. Serge Kampf, are honesty, boldness, trust, freedom, fun, modesty and team spirit. They represent the Group's fundamental DNA and justify its reputation as an ethical and responsible company. In this respect, Capgemini has, for several years, been rated one of the "World's Most Ethical Companies" by the Ethisphere Institute.

The ethics system founded on the Group's values and the Code of Business Ethics has been supplemented by several policies. This system seeks to:

- develop within new recruits an ethical culture promoting integrity of behavior;
- raise awareness of compliance with international and national laws and regulations;
- implement initiatives aimed at strengthening the system to prevent and avoid infractions, non-compliance and negligence in these areas.

General internal control and risk management principles

Group Management has discussed, drafted, approved and distributed a set of rules and procedures known as the Blue Book. Compliance with the Blue Book is mandatory for all Group employees. The Blue Book sets out and comments Capgemini's seven core values, sketches out the overall security framework within which the Group's activities must be conducted, and, finally, describes the desired behaviors and specifies the prohibitions applicable in each of the Group's main functions.

These principles ensure consistent, efficient and accountable decision-making. They concern:

- delegation of decision-making powers and authorization; the decision-making process applied within the Group is based on rules governing the delegation of powers. These rules are regularly updated, comply with the principle of subsidiarity and define three levels of decision-making depending on the issues involved, corresponding to the three levels of Capgemini's organization:
  - the Business Unit, for all issues that fall within its remit,
  - provisions common to the Strategic Business Unit (SBU) and to the Global Business Line (GBL) for all issues concerning several Business Units and Business Lines under its authority;
  - the Group (Group Management, Group Executive Board, Executive Committee, central functions, etc.) where a decision concerns a wider scope than the Strategic Business Unit and for all transactions that must be decided at Group level due to their nature (acquisitions, divestments, etc.) and/or transactions with financial impacts in excess of well-defined materiality thresholds.

This process has been formalized in an "authorization matrix" which requires both prior consultation and the provision of sufficient information to the parties involved. Recommendations submitted to the final decision-maker must include the views of all interested parties as well as an assessment of the advantages and drawbacks of each of the possible solutions.

- the framework of general policies and procedures; the Blue Book defines the governance and organization of the Group and the main principles and basic guidelines underpinning the Group's internal control procedures, and sets out the Group's requirements in each of the following areas:
  - Group key principles,
  - Group organization and governance,
  - authorization and approval processes,
  - sales and production rules and guidelines,
  - risk management, pricing, contracting and legal rules, in the client contract pre-sale phase,
  - financial management, merger, acquisition, divestment and insurance rules and guidelines,
  - human resources policies,
  - marketing and communications, knowledge management and Group IT guidelines,
  - procurement policies, including ethical requirements and supplier selection,
  - environmental and community policies.

This set of "rules and procedures", which has force of law within the Group, reminds employees of their obligations in this area and inventories the tools and methods which help them control risks identified in the exercise of the Group's businesses.

These rules and procedures are updated periodically to reflect the development of the Group's business activities and changes in its environment.

Risk management and internal control stakeholders

The Group developed a risk management system administered by a Risk Committee and involving various parties operating at different levels of the organization. These key players are presented below for each of the three lines of defense.

Governance bodies

The Audit & Risk Committee

The Capgemini SE Board's Audit & Risk Committee is responsible for ensuring the existence and monitoring the efficiency of risk management and internal control systems.

The Audit & Risk Committee is therefore required to review all systems implemented by Group Management. These reviews cover:

- the overall consistency of the framework;
- verification that the major risks faced by the Group are identified and monitored, particularly through a review of the risk mapping prepared and updated by the Group Management Risk Committee;
- presentation of new or emerging risks;
- a review of projects comprising major risks.

Group Management and the Risk Committee

Group Management has delegated to a Risk Committee, created in 2016, the definition and implementation of the various activities relating to the risk management process within the Group. The Risk Committee, chaired by the Group Chief Financial Officer and coordinated by the Risk and Assurance Director, is responsible for the effective implementation of a risk management and internal control system within the Group. It reports to the Audit & Risk Committee on all issues concerning these systems.

The Risk Committee brings together the main members of Group Management with key players in the risk management process within the Group. At least two meetings are held annually to discuss the following main issues:

- monitoring of the implementation of risk management and internal control systems;
- identification and prioritizing of risks; the Risk Committee validates the mapping of the Group's critical risks;
- monitoring of plans defined and implemented for critical risks;
- the review of new or emerging risks potentially communicated by the various Business Units.

The Risk Committee is also responsible for:

- making proposals to the Board of Directors on the Group's acceptable risk level;
- monitoring changes in the Group's main risks;
- selecting the critical risks to be covered by short-term action plans;
- monitoring these action plans in conjunction with the critical risk owners, as designated by the Risk Committee;
- approving and implementing the risk management and internal control policies.

The Risk Committee builds on the actions of the Risk and Insurance Director, who is responsible for coordinating Group risk management and the managers of the various Business Units and functional departments.

In this respect, the risk management coordinator:

- makes methodology tools and approaches available to the various management bodies;
- coordinates all risk management activities within the Group;
- centralizes and consolidates all work and particularly work performed by the various critical risk owners;
- encourages the sharing of good practices within the Group.

The risk management and internal control system comes from the interaction between the Risk Committee and other stakeholders, including the Risk and Insurance Department, Internal Audit, the Compliance Department and the functional departments with risk expertise, as well as the operating departments that are responsible for day-to-day risk management in their specific areas.

1st line of defense: from management to employees

Operations and Business Unit management supplement and adapt the Blue Book drafted by Group Management, by drawing up detailed internal control procedures which comply with the relevant laws, regulations and customary practices in the country where they operate, in order to exercise control more effectively over risks specific to their local market and culture.

Operations and Business Unit management duties include the identification and control of risks relating to their own environment, in compliance with the rules and procedures implemented and communicated by the Group functional departments.

2nd line of defense: functional departments with risk expertise

The various Group functional departments assist the Risk Committee with the identification and ranking of risks. Each department defines and rolls out risk control systems in its activity sector and ensures, in particular, the consistency of actions undertaken in the Business Units. It assists all Group entities by facilitating the sharing of risk management and internal control best practice.

3rd line of defense: Internal Audit

In accordance with professional standards governing this activity, the Internal Audit function independently assesses the effectiveness of internal control and risk management procedures given that, irrespective of how well they are drafted and how stringently they are applied, these procedures can only provide reasonable assurance – and not an absolute guarantee – against all risks.

Internal Audit is therefore tasked with:

- reviewing the internal control procedures implemented in the Strategic Business Units and their component legal entities to ensure that they comply with the general principles and rules laid down by the Group and with certain specific procedures enabling the elimination or mitigation of the risks to which they are exposed locally;
- auditing the Group's major contracts considered to present significant risk.

For over 30 years, the Capgemini group has had a central Internal Audit function. Its Director reports directly to the Chief Executive Officer, guaranteeing the internal audit function is independent of the functions and Business Units audited. At the end of 2020, the internal audit team comprised 33 auditors (full time equivalent), representing nine different nationalities and covering 91% of the languages spoken locally in the Group. This significant internationalization of the internal audit team reflects the desire to accompany the expansion of the Group into new regions of the world; the Internal Audit Department also has a Bombay desk with 17 auditors including five technical experts specializing in the review of IT projects.

Each Business Unit is audited in line with a bi-annual program covering the entire Group. The Chief Executive Officer has the power to modify this program in the event of an emergency (delays and irregularities, major divergence from budgetary commitments, etc.). At the request of the Chief Executive Officer, the Internal Audit Department may also perform special assignments to review specific situations.

In 2020, the Internal Audit Department conducted 39 audits of units belonging to all Group Strategic Business Units; these audits were conducted remotely due to the restrictive measures taken in response to the health crisis.

Each audit involved an average of 68 man-days. It concluded with the issue of an action plan that management of the unit audited undertook to implement as quickly as possible in order to improve or correct the internal control weaknesses identified by the audit. The Internal Audit Department uses a tool covering the entire Group and enabling it to monitor real-time the implementation of action plans defined by local management following audits. Close attention is paid to actions plans considered a priority.

In 2020 the audit approach was strengthened by integrating critical risks presented in the risk mapping identified by Group Management.

The Internal Audit Director presents twice annually to the Capgemini SE Board's Audit & Risk Committee, a comprehensive report on the department's work, particularly regarding the efficiency of internal control and risk management in the preparation and processing of financial and accounting information.

3.1.2 Implementation of risk management and internal control objectives for the preparation and processing of financial and accounting information

These procedures ensure application of and compliance with accounting and financial rules defined by the Group relating to budgets and forecasts, operational reporting, consolidation, financial control and financial communications.

As part of the integration process for Altran acquired in March 2020, the Group defined an action plan to align its procedures during 2021.

a) Financial and accounting structure

The Group's financial functions are integrated into the operating structure, that is, both Business Units and countries. They have access to common resources encompassing accounting rules and procedures, information and management systems and shared service centers.

Each Business Unit has a dedicated financial controller (reporting to the corresponding Strategic Business Unit's financial controller) who is responsible for ensuring that the results of its activities are accurately reported in the accounts in accordance with Group accounting rules and methods. The financial controller verifies that services are correctly billed and paid, checks profit estimates for ongoing projects and assesses their accounting impact, and attests to the quality of the information contained in the financial reports and accounting packages used as the basis for preparing the Group's consolidated financial statements. The Strategic Business Unit financial controllers, whose main responsibility is to ensure that high-quality financial and accounting information is reported to the parent company on a timely basis, report to the Group Chief Financial Officer in order to safeguard the independence required when preparing accounting results. Financial control is, therefore, decentralized.

The countries and geographic areas have a Legal Financial Director, whose duties and responsibilities include rolling-out Group systems and procedures in the country, helping maintain an effective internal control environment, ensuring that all financial staff in the country or region are well-versed in the Group's accounting policies and methods, checking compliance with local taxation and statutory reporting requirements, liaising with shared service centers and the Statutory auditors, setting accounts closing and financial reporting timetables, signing off on the consolidation packages of the subsidiaries under his or her authority, signing the representation letter, jointly with the head of the Business Unit, and bringing any and all matters that he or she sees fit to the attention of the Group Chief Financial Officer.

All financial staff are required to apply the Group's accounting procedures and policies contained in the TransFORM manual, which sets out:

- the strict rules of internal control;
- what information must be reported, when, and how often;
- management rules and procedures;
- accounting policies, rules and methods;
- performance measures.

In addition, the Group has a global integrated management system (GFS). The application as a whole migrated to the publisher's latest version on January 1, 2015 and its roll-out in the Group's subsidiaries continued during 2020. The desired uniformity of management systems is therefore a step closer, strengthening the control environment.

Finally, the shared service centers pool the accounting processing resources of the Group's subsidiaries. The main centers are located in Cracow (Poland) and Kolkata (India). These various centers are consolidated within a globalized structure.

b) Budgets, forecasts, reporting and consolidation

In order to exercise effective control over their operations, the Group requires Business Units to submit weekly, monthly, quarterly, half-yearly and annual reports of all budget, forecast, operational and accounting information required for the general management of the Group as follows:

- budget and forecasting process; budgets form the basic building blocks in the management control process. They are debated and negotiated at length between the different Group Business Unit managers and their superiors, with each budgetary item decided based on past performance, the Group's chosen strategic priorities and available information concerning expected market trends. Group Management sets quantified targets for each geographic area, Strategic Business Unit and their component Business Units. The budget preparation process is a key moment in the relationship between the different levels of the Group's management and makes it possible to substantially link the variable portion of the compensation paid to Business Unit managers to the attainment of the budgetary targets of their Business Unit and the next level Business Unit to which they belong. A forecast operating Income Statement (for the current month, the following six months and the full year) is prepared monthly by each Business Unit manager and any differences compared to budget are analyzed to immediately decide any necessary action plans;
- operational reporting process; information reporting is mainly structured by geographic area and business. This allows revenues and costs to be analyzed on a monthly basis both by type and function, and performance measures to be updated and compared with budget (A/B), the latest forecasts (A/F) and prior-year figures (A/A'). A monthly management report is prepared for each Strategic Business Unit jointly by the manager and financial controller and is submitted to Group Management for review. This report gives a detailed breakdown of actual performance, forecasts for the following six months and actions taken in the event of material variances between actual and budget figures. Reconciliations are performed systematically to ensure that financial information derived from the operational reporting system is consistent with the consolidated financial information provided by the legal entities within the Group;
- consolidation process; at each yearly or half-yearly closing, the scope of consolidation is updated at Group level by the Finance Department and validated by the Legal Department. Written instructions are issued providing the schedule for period-end tasks (particularly the reconciliation of inter-company transaction balances), highlighting current accounting issues requiring specific attention, and describing the control procedures applied during the preparation of the consolidated financial statements. Each yearly and half-yearly closing is preceded by a hard-close phase based on the accounts closed at November 30 and May 31, respectively.

The consolidation process is based on accounting packages by geographic area, which must be signed off by the person responsible for preparing them. Income statements, balance sheets and other key management indicators required for subsequent analysis are stored in a single database maintained at Group level. Access to this information system is strictly controlled.

During each annual closing period, the Finance Department sends out a questionnaire to all subsidiaries covering the application of general internal control principles and procedures relating to the processing of reported financial and accounting information. These questionnaires are analyzed for any irregularities and corrective measures devised where appropriate.

c) Financial information

Financial information and its communication are subject to specific controls at half-year and annual period ends. These include:

- a systematic review carried out with the assistance of the Legal Department of all material operations and transactions occurring during the period;
- a procedure to identify, collate and report off-balance sheet commitments and any other information liable to have significant repercussions on the financial position of the Group or one of its subsidiaries at the period-end;
- a review of the tax position of each of the Group's legal entities;
- a review of the value of intangible assets;
- a detailed analysis of the statement of cash flows.

The controls described above and carried out by the Finance Department are supplemented by the work of two independent bodies tasked with carrying out checks on the internal control environment and verifying the quality of the financial statements: the internal auditors and the Statutory auditors:

- Internal Audit; based on a program covering the Group's Business Units, drawn up in agreement with the Chief Executive Officer (to who it reports directly), Internal Audit is responsible for carrying out controls to ensure that procedures relating to the safeguarding of assets, the valuation of work-in-progress, the actual amount of trade accounts receivable, and the proper recognition of liabilities, are applied in each Business Unit in accordance with the rules and methods established by the Group. In particular, Internal Audit is required to pay special attention to revenue recognition methods and to controlling the percentage of completion of projects, so as to ensure that these are accounted for on the basis of rigorous, up-to-date technical assessments. The Internal Audit brief also includes a review of the procedures and controls in place within the Business Unit to ensure the security and validity of transactions and accounting entries;
- the Statutory auditors, who it need merely be noted here, carry out an ongoing review of internal control procedures with an impact on the preparation and quality of the financial statements as part of their audit engagement.

Communicating financial information is subject to rigorous internal control, with a particular focus on three key media used to report financial information:

- the Half-Year Financial Report, the Annual Report and the Universal Registration Document;
- financial press releases;
- analyst and investor meetings.

The financial reports and Universal Registration Document comprise all the information that must be provided pursuant to legal and regulatory requirements and are drawn up under the responsibility of the Finance Department.

Financial press releases are only published further to formal validation of the Board of Directors or the Chief Executive Officer. Financial press releases are published outside the trading hours of the Paris Stock Exchange, except in exceptional circumstances.

Analyst and investor meetings are subject to specific preparation, and their content is presented to the Board of Directors prior to such meetings. This preparatory work is then used as a framework for comments and explanations provided by the Chief Executive Officer, the Chief Financial Officer, or employees in charge of investor relations during the meetings.

3.1.3 Ethics & Compliance

Since 1967, Capgemini's success is founded on its core values, including honesty and trust. These values lead the Group to constantly strengthen its ethical culture and compliance approach, both within the organization and vis-à-vis third parties.

In 2020, for the eighth year running, Capgemini was recognized as *One of the World's Most Ethical Companies* by the Ethisphere Institute. This recognition is awarded to companies that adopt long-term responsible strategies and play a key role in driving positive change in business practices and civil society internationally.

Ethics & Compliance

The Group Ethics & Compliance program was launched in 2009 by the Capgemini SE Board of Directors. Founded on our values, it is essential to the success of a diversified and decentralized group like ours, with multi-cultural teams operating in nearly 50 countries.

Our seven core values (Honesty, Boldness, Trust, Freedom, Team Spirit, Modesty and Fun) determine the guiding principles that we stand for. They are described in greater detail in Section 1.1.2.

Our Ethics program is founded on our ethics culture and underpins our Compliance program.

The Group's Compliance program mainly covers: the fight against corruption and money laundering, duty of care and human rights, competition, sanctions and embargos as well as data privacy.

See Section 4.2 (Ethics & Compliance) for further information on the implementation of the Group's Ethics and Compliance programs in 2020 and Section 4.3 (Duty of care) for further information on our actions concerning duty of care and human rights.

Ethics and Compliance governance bodies

Board of Directors

A Code of Business Ethics was drafted in 2009 at the initiative of the Capgemini Board of Directors. Each of the directors signed the initial Code and the most recent update in 2019, evidencing their commitment and support (both individual and collective) for all the measures contained therein.

As early as 2006, the Capgemini Board of Directors set up an Ethics & Governance Committee whose main duty is to verify that the Group's seven core values are correctly applied and adhered to, defended and promoted by the Group's corporate officers, senior management and employees. It also 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.

The implementation of the Group's anti-corruption program is presented annually to the Ethics & Governance Committee since 2018. The Group's duty of care plan, developed in the context of French legal provisions on the duty of care, was presented to the Ethics & Governance Committee on its adoption in 2018.

Once annually, the Ethics and Internal Audit Director reports to the Ethics & Governance Committee on actions taken under the Ethics program, alerts reported to the SpeakUp helpline and the various internal training and communication initiatives during the year. As the Internal Audit Director, he also presents the results of compliance audits of the Group's Code of Business Ethics, encompassing specific controls on compliance with the Sapin 2 law in France which strengthened the anti-corruption framework.

The Board of Directors Audit & Risk Committee confirms that the major risks to which the Group is exposed, such as financial, legal, operational, social and environmental risks, are identified, managed and brought to its attention. It monitors the roll-out of appropriate internal control and risk management systems; to this end, it can draw on work performed by the Ethics & Governance Committee during the course of its duties on preventing ethics and compliance risks.

The Chairman of the Ethics & Governance Committee and the Chairman of the Audit & Risk Committee report on their respective work to the Board of Directors at least once annually.

See Section 2.2.4 for a description of the work of the Board of Directors' Specialized committees in 2020.

Group Management

A Compliance Officer, reporting to the Group General Secretary, was appointed at the end of 2020 to facilitate the Compliance program. He is responsible for the Group's actions in the fight against corruption and money laundering and with respect to the duty of care and human rights. He also ensures the Group's compliance with French legal requirements regarding the Statement on Non-financial performance. The Group General Counsel remains responsible for the implementation of Group actions concerning competition, sanctions and embargoes as well as data privacy. The duties of the Compliance Officer were previously exercised by the Ethics, Compliance and Internal Audit Director.

See Section 4.2.2 for further information on the Compliance program and particularly the Group's anti-corruption and data protection actions in 2020, as well as a description of the specific data protection governance system.

The Ethics Officer is responsible for the Ethics program across the entire Group and reports to the Group Chief Executive Officer. Further information on the implementation of the Ethics program in 2020 is presented in Section 4.2.1.

Finally, the Ethics, Compliance, Legal and Internal Audit Departments may at any moment draw up a special report for presentation to the Chief Executive Officer on any matter they consider should be brought to his attention and inform the Audit & Risk Committee and/or the Ethics & Governance Committee where significant deviations have been identified.

Business Units – Global network

The managers of the Group's operating units (SBUs/BUs) are accountable for ethics and compliance in their respective units. They are also responsible for driving the Ethics & Compliance programs in line with local legislation, regulations and procedures.

The General Counsels of the Business Units report to the Group General Counsel and also serve as Ethics & Compliance Officers in their jurisdictions. They ensure implementation of the Ethics & Compliance programs within their regions and liaise with the Ethics Officer and the Group Compliance Officer.

3.1.4 Measures implemented as part of constant improvements to risk management and internal control systems

a) Focus on the main measures implemented in 2020

During 2020, the Group implemented and continued to deploy a number of measures aimed at rolling-out and standardizing processes and procedures within the Group that will strengthen the control environment and enhance risk management within Capgemini. Among these measures, the following may be highlighted:

- internal communication of the Group risk management policy;
- continued monitoring and improvement of critical risk action plans;
- review and completion of the Capgemini risk universe with regard to Altran risks and to include emerging issues relating to corporate social and environmental responsibility;
- update of the risk mapping including the identification and assessment of critical risks at Group level, including Altran;
- local review of risks in various countries (India, France, USA, etc.);
- continued monitoring and improvement of action plans relating to the anti-corruption program;
- update of the anti-corruption risk mapping for the Altran scope and the related action plan, as well as the local mapping in the vast majority of countries where Altran is present;
- mapping of non-financial risks (including risks covered by the duty of care law), for a consolidated scope including Altran;
- continued roll-out of the Group's ethics helpline, *SpeakUP*, notably to Altran employees;
- publication of two security policies covering the harmonized management of security incidents and data breaches and the assessment of third-party security in liaison with the legal and procurement teams;
- continued roll-out of the Group IT network access control tool, extended to cover functional applications and integrating segregation of duty control rules and roll-out of access in SSO (Single Sign-On) mode for the Group's main financial applications;
- continuation of the audit program of internal and external risks at Group operating sites, in partnership with an external consultant, covering damage to assets and the environment and Health and Safety issues;
- roll-out of a talent strategic review management system in all Group business and functional units, to identify the strengths and weaknesses of the management teams and document succession plans;
- roll-out of a digital continuous learning platform (Next) enabling employees to develop their expertise, know-how and life skills through individualized learning journeys, available on all systems 24/7;
- roll-out of the Connected Manager program aimed at supporting and equipping all managers to lead team momentum with blended face-to-face and remote contributions in an increasingly digital environment;
- implementation of strict safety protocols in the context of the pandemic to ensure employee safety while enabling 95% of staff to work from home in a few weeks;
- provision of a mobile application enabling all employees, if required, to issue an alert and be geolocated to receive assistance;
- implementation of an information and training program for all employees on the General Data Protection Regulation (GDPR), and Group-wide roll-out of the Binding Corporate Rules (BCR) for personal data protection;
- development of actions addressing end-to-end data protection in our ecosystem;
- roll-out of the supplier integrity assessment program from supplier creation;
- continued roll-out of the new procurement management application, launched in 2019;
- enhancing external expenditure management tools and related key indicators aimed at strengthening control over our supplier relationships;
- inclusion of the failure of Group assets (premises, IT, networks) in delivery operational risks and implementation of related back-up plans;
- implementation of an independent data back-up system for essential Group data;
- consolidation of the network of dedicated jurists to strengthen support to the Global Business Lines, global accounts, the negotiation of major contracts and the Group's activities in the Financial Services sector.

b) Constant improvement measures in 2021

The risk management process will continue to be rolled out in 2021 based on the most recent risk mapping updated at the end of 2020. Close attention will be paid to the consistency of the internal audit plan (3rd line of defense) with the actions implemented to reduce critical risks, taking into account the location of risks.

As part of measures to strengthen risk management and internal control systems, in 2021 the Group will also:

- continue monitoring and improving critical risk action plans;
- define the roll-out of a tool supporting the risk management approach (risk management information system);
- launch a new online training course on the Code of Business Conduct, "Ethics@Capgemini";

- continue monitoring data protection risks across Capgemini's entire ecosystem;
- continue monitoring regulatory developments and assessing their impact in our Group by deploying appropriate actions and implementing risk management mechanisms;
- continue the roll-out the new procurement management application in the majority of countries;
- enhance external expenditure management tools and related key indicators aimed at strengthening control over our supplier relationships;
- consolidate Altran historical suppliers in a single database and roll-out a common referencing process for new suppliers;
- roll-out Declare, our new conflict of interest management tool;
- strengthen supply chain security and confidence in our digital ecosystem, in liaison with our major clients, suppliers and partners;
- integrate Altran in the Group's anti-corruption program by consolidating the Altran and Capgemini anti-corruption risk mappings implemented by each group prior to the combination;
- continue mapping non-financial risks;
- further strengthen personal data protection and IT security risk management procedures.

3.2 Risk analysis

Covid-19

From the outset of the Covid-19 pandemic crisis, the Group implemented prevention and protection measures covering all employees and stakeholders and constantly ensured compliance with decisions and recommendations issued by local public authorities. In addition, the Group continued to implement business continuity plans efficiently drafted and deployed in 2020 to maintain the quality of services delivered to clients.

The special management unit tasked with monitoring crisis management decisions reports directly to the Group Executive Committee. This unit implemented a series of Group instructions, protocols and processes, that are adapted in line with pandemic developments to manage the crisis on two fronts:

EMPLOYEE SAFETY with the implementation of the following measures:

- ban on all but essential travel;
- ban on international meetings;
- postponement and cancellation of planned events;
- information campaign on preventive measures and hygiene precautions;
- placing of at-risk employees in "14-day self-isolation";
- site supplies: anti-bacterial hand wash, masks, temperature readers;
- filtering of visitors;
- set-up of a psychological support program;
- implementation of a site cleaning and disinfection program.
- implementation of a vaccination campaign monitoring unit taking account of prevailing rules in different countries.

BUSINESS CONTINUITY with the massive roll-out of systematic home working in all countries impacted by the pandemic and the introduction of operational rotation for the engagements that must be conducted on-site.

The Group has already adopted distributed delivery models for a number of years, supported by several sites spread around the world and using cutting-edge digital and on-line collaborative working tools. Home working has therefore been widely deployed across the whole Group, in agreement with our clients, to guarantee the business continuity and the safety of our employees. An extremely limited number of activities which, due to their nature, cannot be performed remotely, are conducted on an individual case basis by rotating teams, with the appropriate Health and Safety measures implemented.

Thanks to good planning and rapid execution, capitalizing on internal investment in these technologies, Capgemini enjoys one of the most extensive rates of home working in this sector, across all its activities worldwide.

The Covid-19 unit meets regularly and coordinates with local units in each of the countries where the Group is present. It ensures the application of Group rules, the consistency of communication inside and outside the Group and regularly informs the Executive Committee on the situation.

At this stage, the Group considers that it is in a position, notably thanks to its digital capabilities, to ensure the continuity of all the services currently requested by its clients. Nonetheless, future developments in the coronavirus pandemic and uncertainties as to its duration could very significantly increase the level of risk associated with the environment in which the Group operates.

Beyond these aspects and more broadly, the Covid-19 global pandemic impacted a certain number of risks. These impacts were taken into account when updating the mapping. Therefore, for each risk identified, the repercussions of Covid-19 were considered in order to analyze their influence on the impact of the risk and/or its probability of occurring.

3.2.1 Risk factors

The analysis of the risks to which the Group's activities are exposed is an integral part of the Group's various decision-making processes, whether for short-term annual plans or mid-term strategic plans.

In this context, the Group has implemented a systematic and dynamic risk management process in order to ensure the proper conduct of business and the attainment of the various strategic objectives, structured around four key stages – identification, prioritizing, processing and steering.

The Group has an up-to-date and consolidated overview of its key risk exposures, including emerging risks, thanks to the risk mapping exercise and has defined a specific risk strategy for each risk considered critical.

The different risks are presented below by category and decreasing order of criticality (reflecting a combination of the estimated impact and potential probability) within each of these categories:

- strategy and market risks;
- operational risks;
- security risks;
- legal and regulatory risks;
- Human Resource risks;
- reputation risks;
- financial risks. Financial risks are presented but were not identified as critical for the Group in 2020.

This year, attention was specifically focused on identifying risks associated with Altran's risk universe in the context of its integration, as well as issues relating to the Group's Corporate, Social and Environmental Responsibility.

The assessment is made on the basis of net risk (after taking into account risk management measures implemented).

Declaration of Non-Financial Performance (DPEF) risks are indicated by an asterisk below.

a) Identification of risks

Capgemini updated the mapping of its major risks at the end of 2020, during which it assessed the risks likely to have a significant negative impact on its activity, financial position or results. This analysis focused on risks identified in 2019 while integrating risks specific to Altran and seeking to identify new emerging risks. Accordingly, Corporate, Social and Environmental Responsibility risks, such as risks relating to the environment and diversity, were included in the risk register for assessment.

As indicated above, the Covid-19 pandemic was taken into account for each risk identified when assessing its impact and probability of occurrence. The risks presented below are the result of this analysis work.

It remains possible that changes in economic conditions or the legal environment could give rise to certain risks not currently identified as material that could impact the results of the Group, its objectives, reputation or the share price.

Note that no new critical risks were identified by the 2020 review.

b) Strategy and market risks

Market downturn

Risk factors

Developments in the coronavirus pandemic and uncertainties as to its duration are aggravating factors that could increase the risk of a slowdown in the market impacting the environment in which the Group operates. The effects of this crisis could be felt at several levels.

Broadly speaking, a major crisis impacting the financial markets or unfavorable trends in macro-economic indicators could potentially restrict the Group's ability to attain its objectives and continue its development.

The Group's growth and financial results may be adversely affected by a general downturn in the service markets in which the Group operates or in one of Capgemini's other key client business segment (such as Financial Services, banking and insurance), or by the effects of the pandemic on certain sectors (such as the aerospace and automobile sectors).

The general economic context and more precisely restrictions affecting public bodies in the various countries subject to budgetary efforts, may weigh on the Group's revenues and operating margin. A continued slowdown in the activity of certain economic sectors in which our clients operate would also limit their ability to invest and accordingly impact the results of the Group.

Conversely, a period of slowdown in one or more key Group markets could offer opportunities, such as accelerating digitalization or the customer experience by retailers, cost reductions by financial institutions through digitalizing key processes, or the use of technologies by the public sector in its long-term response to the pandemic. In addition, societal and legislative pressure in favor of decarbonization will probably accelerate, amongst other things, the development and adoption of smart electric vehicles creating demand for digital engineering and related services. The possibility of a business downturn, whether global or regional, increases with geopolitical tension in different areas of the world (e.g. protectionist measures, multilateral trade tensions, or persistent uncertainties around certain aspects of Brexit, such as Financial Services). Each of these impacts, as well as other impacts not anticipated by the Group, could have a negative impact on its activities, operating performance, financial position and cash flow generation.

Risk management systems

The crisis management plan drafted in 2019 to manage the effects of a major crisis generating a slowdown in the global market and the Group's expansion, largely contributed to its resilience during the Covid-19 pandemic crisis.

The Group monitors and anticipates, as far as possible, macroeconomic developments at global level, by closely monitoring company trends in the markets where it operates, as well as analyzing the potential impacts of these changes on its own businesses and those of its clients.

While a substantial proportion of the Group's operations depends on its clients' investment capacity, the fact that the Group is organized around medium-sized Business Units close to their target market allows for rapid responsiveness to changes in the business environment.

The Group regularly monitors Brexit developments, so as to take appropriate measures to mitigate these risks based on decisions taken by the relevant countries and the European Union.

Country risks, political violence and natural disasters*

Risk factors

Capgemini has permanent operations in approximately 40 countries. The bulk of its revenues are generated in Europe and North America, which are relatively economically and politically stable. Its Rightshore® production model involves transferring production of part of the Group's services to sites or countries other than those in which the services are used or in which the Group's clients are located and particularly India (which alone accounts for over 50% of the Group headcount), Poland, China, Guatemala, Morocco and other Asian and Latin America countries. This operating method may increase the risk of business interruption at a given production site following a natural disaster, the likely occurrence of which rises with climate change, or due to an incident making it difficult or impossible to access telecommunication networks. Political violence in a country or region, or a geopolitical crisis simultaneously impacting several Business Units could be a source of risk for the Group's performance and reputation.

The risk of a pandemic crisis increases the Group's exposure.

Risk management systems

The Group has implemented rigorous monitoring of its major clients with the aim of identifying, as early as possible, the faintest of signals from the markets where it operates and more directly from its clients, certain of which are more exposed than others to certain risks, such as geopolitical risks.

In response to the global health crisis, the Group efficiently moved all its delivery centers to working from home to ensure service continuity for clients.

In addition, beyond the global health crisis, the use of a large number of delivery centers across the globe reduces business interruption risk by favoring backup solutions. Production systems and services provided by the Group to its subsidiaries are duplicated and covered by back-up plans that are tested periodically. For example, in the same way as other Group entities, the Group's Indian subsidiary has set-up a Business Continuity Management (BCM) structure, that ensures service continuity using ISO 22301 compliant measures. This has allowed it to launch the ISO 22301 certification process at all Indian sites.

Telecommunications networks used by the Group are duplicated in cases where offshore production resources are deployed. In the event of a breakdown in the preferred (fastest) communications network between Europe and India, service continuity is ensured by tried and tested alternative routes.

Finally, Capgemini has implemented an audit program of internal and external risks at its operating sites, in partnership with an external consultant, covering environmental, Health and Safety issues for people and buildings. This program is being roll-out progressively, focusing initially on the Group's main sites across the globe. Audit recommendations are then monitored by the site management team.

Please refer to Section 4.1.3.1 for more information on this risk's management system.

Failure to adapt the services portfolio

Risk factors

The adaptation of Capgemini's service portfolio to rapid changes in technology and to meeting new client expectations could be too slow.

Ultimately, a poorly adapted service portfolio could lead to a fall in Group sales and a downturn in its margin.

Risk management systems

By regularly adapting and renewing the portfolio of service offerings, a specific focus is placed by the Group on incorporating technological developments and new client requests. The Group implements several processes to assess and integrate the relevant technological developments and new client requests. In certain cases, these technologies and the related expertise are acquired through external growth transactions.

For instance, the Group has recently acquired companies specializing in services related to cyber security, digital transformation in various industrial and technological fields, and digital marketing.

Partnerships are also forged with universities, schools, research centers, start-ups and independent experts.

In addition, training programs are rolled-out within the Group to guarantee perfect knowledge of these technologies and respond to our clients' needs.

As part of the roll-out of the *LEAD* project, aimed at optimizing the Group's organization and governance, the global business lines were tasked with defining and steering the service offerings. This new structure will provide the Group with the agility necessary to incorporate changes in client and market expectations and adapt our service offering accordingly. To this end, the teams are working on three complementary areas: identifying client needs and market expectations, packaging offerings using go-to-market tools and rolling out offerings through centers of excellence.

Finally, the Covid-19 pandemic crisis provided an opportunity to develop new offerings reflecting changes in client needs and their new methods of operating, particularly with the rise in digital.

Major acquisition risks

Risk factors

Capgemini regularly acquires companies of varying sizes to strengthen its presence in certain markets or complete its service offering.

Acquisitions always comprise a level of risk, that may be tied to the financial solidity of the target, the complementarity of the businesses or the integration of its activities within Capgemini. In particular, the integration process may prove more complex than predicted, only produce a portion of the expected synergies (financial, commercial, technical or human, etc.), lead to the departure of key employees, mobilize significantly the teams involved and, ultimately, not reach the objectives set and negatively impact the Group's financial results.

Capgemini completed the acquisition of Altran and its initial integration in the Capgemini business model.

Risk management systems

The Merger & Acquisitions Committee, chaired by the Chief Executive Officer, examines acquisition projects in the course of identification, selection, assessment or negotiation.

Prior to each acquisition project, the Group performs due diligence procedures, notably to analyze the potential exposure of the target to the Group's critical risks, with the assistance of external consultants. These audits cover both financial aspects and the valuation of the target, as well as tax and legal, Human Resources, governance, compliance and ethics issues.

An integration plan is drawn-up for every acquisition, to anticipate and monitor all key steps of the process, from a strategic, operational, financial and human perspective. Integration plans for major acquisitions are presented to the Group Executive Board in special purpose reports.

Capgemini implements a robust integration process founded on strong governance and teams dedicated to aligning internal practices.

c) Operational risks

Loss and lack of competitiveness

Risk factors

In a highly competitive environment, increased by the pandemic crisis, constantly adapting production capacity to changes in the order backlog (type and complexity of projects, location of projects, client requests for increasingly short engagement completion periods) is a major challenge for a service group such as ours. If we take longer than our competitors to implement these adjustments, or we do so under less favorable conditions, our financial results could be impacted.

In this context, the Group pays close attention to various identified risk factors, an increase in which could limit the ability to adapt the Group's production tool. Identified factors include limitations currently imposed by certain countries, including the United States, on the location of certain resources in its territory, as well as regulatory changes in certain countries, notably concerning compensation issues. Technological developments could make it more difficult to secure specialist resources, increasing the cost of these rare profiles.

More generally, the Group could be unable to control changes in its cost base, materially impacting the overall profitability of its operations.

Risk management systems

The definition of a good productivity level for our production centers is a major issue for the Group. Several initiatives, processes and structures exist within the Group to meet this challenge, at both human resource and systems levels.

In terms of governance and organization, the *LEAD* project places greater responsibility on managers to know their markets and clients, enabling them to adapt their production capacity more rapidly to changing situations.

At the process level, technology plays a key role in the Group's ability to increase industrialization of certain low added-value tasks. To this end, initiatives concerning the main production centers (India, Poland, etc.) were recently deployed to increase production capacity automation and agility.

Major delivery service failure

Risk factors

Difficulties in performing services under contractual commitments given by the Group to its clients and/or the associated costs could be underestimated. This may result in cost overruns not covered by additional revenues, especially in the case of "fixed-price" contracts, or reduced revenues without any corresponding reduction in expense in the case of certain outsourcing contracts where there is a commitment to provide a certain level of service.

Despite the stringent control procedures that the Group applies in the project performance phase, it is impossible to guarantee that all risks have been contained and controlled. In particular, human error, omissions, and infringement of internal or external regulations or legislation that are not, or cannot be identified in time, may cause damage for which Capgemini is held liable and/or may tarnish its reputation.

Risk management systems

The Group has developed a range of methods, organized and documented in its Deliver methodology, in order to ensure the high-quality performance of client projects. Project managers receive specific training to develop their expertise and obtain certification levels consistent with the complexity of projects entrusted to them. The Group continues its active policy of external certification of its Business Units (CMM, ISO, etc.).

Project performance monitoring satisfies the management and control procedures defined by the Group, with projects classified as "complex" subject to more specific controls. Internal Audit also verifies the application of project management and control procedures. At the initiative of the Production/Methods and Support Department, specialist teams of expert's audit projects considered high-risk or facing performance difficulties.

The Group has devised a formal process to identify and control risks associated with the delivery of projects ordered by clients, from pre-sale to acceptance and payment by the client of the last invoice for the project. In a simplified approach, this process differentiates between:

1. pre-sale risk control

Decisions to commit the Group to commercial opportunities and particularly fixed-price projects and in Outsourcing (long-term commitments, sometimes involving transfers of assets, staff and the related obligations) are subject to risk analyses and an approval process adapted to their size, complexity and expected risk exposure. Opportunities meeting pre-defined size and complexity criteria are the sole responsibility of the Group Review Board. A specific review of risks relating to the performance of these projects is presented to the Group Review Board.

The risk analysis is produced by Business Risk Management teams present at the different Group levels. It is performed using a reporting and monitoring tool covering all commercial opportunities and involves the validation, during the sales process, of the main technical, financial and legal characteristics of the contract.

2. production and quality control

The Group has approved policies for monitoring the proper performance of contracts that are applied throughout the life of the project to ensure that it runs smoothly.

The main policies include a clear definition of the roles and responsibilities of each individual, throughout the entire production process, regarding performance (use of Group production methodologies, access to the expertise available in the applications development centers), supervision (monthly inventory of all "at-risk" projects), client relationship management, billing, estimation of costs to completion, joint oversight arrangements with the client, or, where applicable, independent technical audits conducted by the Production/Methods and Support Department to complement the upstream independent technical audits carried out by the Business Units.

In addition, the Group conducts specific reviews (known as "flying squads") of projects in difficulty or potentially presenting a higher level of risk.

3. business control

Depending on its size, each Business Unit has one or more project financial controllers whose role is to:

- monitor the financial aspects of each project and primarily the related production costs compared to the budget initially approved. Progress reports and management indicators are built into the monitoring process, which relies mainly on the periodic analysis of estimated costs to completion and their accounting impact;
- permanently control compliance with contractual commitments – particularly billing and payment milestones.

In case of a significant deterioration in financial Key Performance Indicators, the Group may conduct specific reviews (known as "flying squads").

d) Security risks

Cyber risks

Risk factors

Digital technologies (Cloud computing, mobility, connected devices and artificial intelligence, etc.) and their professional and personal use (social networks, Software-as-a-Service – SaaS, collaborative working – DevOps, and sharing code and data, etc.) inevitably expose the Group to new risks. In 2020, changes in working methods provoked by the crisis and a rise in working from home, increased exposure to the risk of cyber-attacks.

Malicious parties (individuals, organizations or even States, etc.) are increasingly active with more and more sophisticated means. They observe, analyze, test and challenge our information systems and those of our clients. They work together in a structured approach using artificial intelligence technologies. Any cybersecurity failures could have an extremely negative impact on our reputation. Human error is also possible, as is employee non-compliance with Group rules, facilitating malicious acts.

In 2019, and again in 2020, threats across the entire supply chain increased. Cyber criminals seek to compromise digital service providers to attain their clients, or even their client's clients. Threats and failures may also directly concern our clients and propagate to IT providers to which they are connected.

Risks relating to all kinds of cyber criminality could lead to the loss or disclosure of data, delays in the delivery of our projects, service interruptions at our clients, or additional costs that could impact the reputation or financial health of the Group.

Risk management systems

The Group continuously ensures the security of its tangible and intangible assets and compliance with its contractual commitments and any applicable legislative and regulatory provisions. It works to implement necessary and tailored preventive/protection and detection/response measures with all stakeholders.

To this end, the Group's Cybersecurity Department is tasked with anticipating, preventing and mitigating cyber risks impacting internal information systems and systems used for projects conducted with our clients. The cybersecurity strategy defined for the Group has four risk management pillars: managing internal and external threats, managing external infrastructure vulnerabilities visible from the internet, managing compliance with laws and regulations governing cybersecurity (e.g. Network and information security (NIS) Directive of July 6, 2016) and data protection (e.g. GDPR European regulation of April 14, 2016) and managing third-party security (partners, suppliers).

This dedicated structure is headed by a member of the Group Executive Board.

The Department constantly monitors cyber risk exposures. It comprises three sub-units dealing with technology architectures and standards (responding to threats), governance tailored to the Group's context (organization, guidelines and policies, awareness-raising and communication, control/audit plan and transversal projects) and finally security operations (detection of threats and cyber-attacks, incident and crisis management).

The Group's Cybersecurity community has four categories of stakeholder:

- the Group Cybersecurity Officer and his team, who oversee the above three areas;
- the Chief Information Systems Security Officers in the Business Units, who are responsible for the deployment of the strategy and policies in service offerings, client projects and internal information systems;
- the Cybersecurity Officers in the Business Units in each county where the Group operates, who support the Business Units and liaise with local authorities.
- managers responsible for the cybersecurity of projects conducted for our clients, guaranteeing the application of our internal policies/practices and compliance with our contractual commitments.

The Group's cybersecurity policies are rolled out uniformly in all Group entities. They include aspects of the NIS Directive and are founded on international standards (notably ISO 27001 and NIST – National Institute for Standards and Technology – guidelines). They comprise around 100 mandatory minimum rules associated with three types of policy (Human Resources, Management, Technical) and supplemented by mandatory technical standards.

ISO 27001 certification of the operating centers and Data Centers is mandatory and managed at Group level. At the end of 2020, over 220 sites were certified, representing 95% of our target.

A mandatory cyber risk awareness-raising and training program covers all employees to ensure common rules and discipline are respected across the Group. Phishing tests are organized globally and locally, as well as specifically for certain client projects. Specific training actions are required depending on entity results.

At operating level, the Group is highly vigilant about the security of its internal communication networks and critical applications, which it protects *via* security rules meeting international standards combined with proactive controls and tests.

Specific technical equipment is deployed and operated 24/7 (firewalls, anti-malware, access controls, encryption, threat and data leak detection, email security, etc.). A cyber-attack detection center operating continuously guarantees the optimal management of any abnormal events and security incidents. This infrastructure and the related services can be used to support clients that have suffered incidents.

A Cyber-Risk Index was defined to quantify cyber risk exposure in six areas: Technology (internal vulnerabilities), Human Factor (awareness-raising and *phishing* tests), External risks (exposure to the internet), Third-parties (suppliers and partners), Policies, Compliance. The index is calculated monthly for the Group and each entity and reported to the Management Boards.

With regards to business continuity, the Group has implemented business continuity procedures in the event of a cyber-attack or interruption to IT services. The main IT management systems are covered by back-up plans in different data centers.

For some projects or clients, enhanced systems and network protection is provided on a contractually agreed basis.

In this respect, a large number of our clients have been identified as operators of vital importance by their national authorities. Certain clients are or will also be identified as operators of essential services (OES) under the NIS Directive. The security of their information systems must therefore be approved by the national authorities and our Group, as a major sub-contractor, must also comply with these regulations.

To meet global and transversal cyber threat challenges, the Group has implemented a steering program grouping together the efforts of central functions: IT, Cybersecurity, Delivery, Legal and Procurement. These functions work together on key projects to strengthen cybersecurity: system vulnerability and obsolescence management, roll-out and control of policies, data protection, incident management, supervision of workstations. A monthly report is presented to the Group Executive Board.

Personal security and occupational safety risks*

Risk factors

Capgemini's employees are its primary asset: they are key to the Group and their security is fundamental.

In the context of the health crisis, employee travel to countries that are geopolitically unstable or to dangerous regions where there is a risk to their physical integrity decreased significantly, helping to reduce exposure to personal security risk.

Nonetheless, systematic working from home in response to this health crisis could have physical or psychological impacts for Group employees.

Other risk factors tied to the sudden occurrence of major external events (natural disasters, terrorist attacks, popular uprisings or civil wars, acts of banditry, etc.) could occur anywhere in the world and endanger the safety of individuals. The Group pays close attention to these risks.

Risk management systems

At operating level, entity managers are responsible for the security of their own employees and employees made available to them. The Group has implemented several measures to limit the impact and occurrence of risks to individual safety.

The security unit accompanies employees and managers 24/7.

Accordingly, work on client engagements in certain countries classified as "at risk" is subject to approval by the Group Review Board. Rules and procedures have been drawn up for "at risk" territories in which the Group conducts engagements in order to satisfy the demands of its major clients.

In addition, specific contracts have been agreed with organizations specialized in managing these risks to assess independently the risk exposure in each country. Accordingly, some countries are subject to strict travel bans. The risk is reassessed continuously based on the geopolitical position and warning systems are used to inform employees of country risks.

All employees working in a foreign country receive specific training to raise awareness of specific situations to be taken into account during the foreign assignment.

All employee trips to high-risk countries are closely monitored and compliance with the various clearly defined protocols and communiques is verified.

The Group also monitors access security to its building and those of its clients.

Finally, a dedicated worldwide insurance program with a specialist company, provides assistance to all employees covering their security, medical emergencies and potential repatriation (see Section 3.3 "Insurance").

In the event of a crisis, a psychological support unit is available 24/7 to all employees worldwide.

A mobile app also enables employees to issue an emergency message in the event of danger or an immediate need for assistance.

For more information on the Group's Health and Safety at work policies, please refer to Section 4.1.1.6 of this document.

e) Legal and regulatory risks

Data protection risk*

Risk factors

As the volume of data generated worldwide increases daily, protecting the data we process, both on our own account and for clients, is central to Capgemini's data strategy. At the same time, regulatory pressure around data protection is growing.

Since May 2018, the General Data Protection Regulation (GDPR) has provoked a shift in approach. While data protection has long been considered an administrative formality, it is now focused on accountability. Companies must now document their compliance program to demonstrate to data protection authorities and clients how they comply with applicable laws. While data regulations have long been primarily a Europe-centric concern, recent years have seen several non-EU countries, such as Brazil, Malaysia and Morocco, adopt relevant legislation. Industry-specific data protection laws have also been adopted in the United States. In India, the data protection law has been debated for many months and should be adopted in the upcoming months. Interestingly, much of this legislation copies the broad principles of the GDPR.

Capgemini, like its clients, is subject to increased regulatory pressure. It is therefore necessary for companies to adopt a global approach to data protection.

This approach is all the more necessary as, over and above the principles applicable to data processing, Capgemini and its clients are obligated to notify the authorities of security failures and data breaches. At the same time, the pandemic has modified working methods and companies must face new challenges and new risks.

Finally, data privacy protection authorities could also impose financial penalties, exposing the Group to financial and reputation risk.

Risk management systems

To mitigate increasing data protection risks, the Group has a compliance program comprising a Group policy and procedures, supported by a dedicated structure.

The Group Data Protection Officer (GDPO) therefore defines and implements the data protection program. The GDPO is supported by a network of Data Protection Officers at local level and Data Protection Champions representing the functions and the Global Business Lines. This network ensures that the various data protection obligations are communicated and respected across the Group and also that we adopt an approach that meets expectations in the field.

The Group has implemented a range of policies and procedures to ensure compliance with applicable data protection regulations. In 2016, the Group adopted the Binding Corporate Rules (BCR) validated by all European data protection authorities. In January 2019, the Group updated the BCRs and communicated the new version to the French data protection authority, to ensure compliance with the new regulatory requirements. The BCRs constitute the Group's policy and apply to all Group entities. Commitments given through the BCRs are broken down into procedures and guidelines to enable their implementation. The Group thereby ensures that any personal data processing, performed either on its own behalf or that of its clients, incorporates data protection restrictions. Similarly, during acquisitions or on the launch of a new business line, the Group performs a focused due diligence review of the target or an analysis of the activity as well as of applicable regulations.

For a compliance program to be effective, employees must be properly trained in data protection issues and challenges. We have therefore rolled out a training program for all employees and more specific programs for each of the Group functions.

In addition, Capgemini has implemented mechanisms measuring the maturity of commitments to our clients, so as to monitor risks and take any necessary corrective action.

Finally, in order to ensure the effective implementation of the various data protection principles and procedures, Capgemini has adopted and distributed several handouts to operating staff giving practical examples of the obligations incumbent on Capgemini and its employees.

In 2020, with a view to the integration of Altran, we defined an action plan to align our policies and procedures in 2021.

Major contract exposures and liabilities (pre-sale and service delivery)

Risk factors

The Group has entered into and signed numerous contacts and extensions to existing contracts and is not therefore immune from litigation and legal action.

The Group operates in a competitive environment. Contractual risks may notably arise when the Group's liability for failing to fulfill certain obligations is unlimited, or any limits on liability are disproportionate, on the acceptance of financial guarantees, when there is no liability protection clause in relation to services affecting Health and Safety or the environment, and when the rights of third parties are not respected.

In a constantly changing regulatory environment, the significant proportion of projects to digitize clients' key businesses exposes the Group to new liability. These risks concern data protection and security (see Data privacy, Section 4.2.2.2 of this document) and the development of new service offerings (artificial intelligence, Internet of Things, big data, etc.).

Finally, this risk can also stem from unfavorable conditions inherited from prior contracts negotiated by targets acquired by Capgemini and difficulties in adapting these ongoing contracts.

Risk management systems

The Group has established Client Contract Negotiation Guidelines, which identify clauses exposing the Group to risk and require information to be reported to the Legal Department and its approval in the event of derogation from accepted standard positions. Criteria determining when it is necessary to report to the Group Review Board have also been defined for contracts identified by the Group as presenting a high level of risk due to their size or complexity. The Group Review Board is the only entity authorized to approve derogating clauses following a thorough review of the potential impacts.

During the pre-sale phase, the Business Risk Management dedicated structure is in charge of analyzing the risks associated with the most complex projects, including their contractual terms. Throughout the contract term, it regularly assesses the risks identified during this phase and oversees implementation of the action plans defined, under the responsibility of the Business Units. The review process for replies to tender offers has been strengthened, with notably the addition of a review of contractual and operating risks and the identification of mitigating measures to be implemented.

A procedure has been implemented for reporting information to the Group Legal Department on actual and potential major litigation and other disputes and government inquiries. A network of dedicated jurists has been created to accompany the Global Business Lines, global accounts, the negotiation of major contracts and the Group's activities in the Financial Services sector.

There are no governmental, legal or arbitration proceedings, including any proceedings of which the Group is aware, that are pending or liable to arise, which are likely to have or have had in the past 12 months a material impact on the Group's financial position or profitability other than those that are recognized in the financial statements or disclosed in the notes thereto (see Note 26 to the consolidated financial statements).

Adverse changes and/or non-compliance with laws and regulations*

Risk factors

The Group is a multinational company operating in several countries and providing services to clients who, in turn, operate around the world and are subject to numerous and constantly changing laws and regulations. These mainly include, for example, anti-corruption laws, import and export controls, competition laws, data protection regulations, sanctions, immigration rules (the Group's ability to relocate resources abroad to serve projects), safety obligations and employment legislation, stock market regulations or any changes to taxation (e.g. transfer pricing).

The sheer diversity of local laws and regulations applicable and the constant changes therein, exposes the Group to a risk of infringement of such laws and regulations by under-informed employees especially those working in countries that have a different culture to their own – and to the risk of indiscretion or fraud committed by employees. As stringent as they may be, the legal precautions taken by the Group both at a contractual and an operational level to protect its activities or to ensure adherence by employees to internal rules can only provide reasonable assurance and never an absolute guarantee against such risks.

Risk management systems

The Group has a Legal Department with an established presence both at Group level and in the main geographic areas. Its role is to monitor changes in legislation relevant to the Group's contractual and corporate activities and provide training in the main legal issues.

In addition, a Compliance Office, reporting to the Group General Secretary, was appointed at the end of 2020 to head the compliance Section of the Group Ethics & Compliance Program, in liaison with the Legal Department and supported by the global network of local Ethics & Compliance Officers in the main regions where the Group operates. The governance of the Ethics & Compliance Program is presented in greater detail in Section 3.1.3.

The Group adopted a Code of Business Ethics to strengthen and roll-out within the Group an ethical culture promoting integrity of behavior. This Code defines, explains and formally documents the Group's action principles and rules of conduct and behavior concerning employees, business integrity, commercial relations, Group and third party assets, and Corporate Social Responsibility.

The Code of Business Ethics forms the basis for the compliance Section of the Group Ethics & Compliance program, mainly covering: the fight against corruption and money laundering, duty of care and human rights, competition, sanctions and embargos, and data privacy.

The Group has implemented detailed policies covering anti-corruption, conflicts of interest and competition laws.

For more information on the Group's ethical risk management and compliance policy and notably the anti-corruption program implemented by the Group, please refer to Section 4.2.2 of this document.

f) Human resources risks

Highly competitive market: impact on attractiveness, the development and retention of talent and/or the loss of talent/key managers*

Risk factors

The vast majority of the Group's value is founded on its human capital and its ability to attract, train and retain employees with the technical expertise necessary to the performance of the projects on which they work. In particular, this requires a strong reputation in the employment market and ensuring fair appraisal and promotion procedures as well as the professional development and retention of our employees.

The development of new services based on mastering new technologies (cloud, digitalization, artificial intelligence, etc.) in a highly competitive environment, can create tension in the talent market for certain profiles or expertise.

The loss of talent or a team could also follow accidental events, an acquisition or a change in Group or entity management.

Similarly, the Group could be affected by the accidental and/or unexpected departure of experienced managers, impacting the governance of certain activities or the operational management of projects conducted for the Group's strategic clients.

Figures concerning, in particular, the attrition rate, changes in headcount, career management, the development of expertise, building employee loyalty and the level of employee commitment are presented in Section 4.1.1 of this document.

Risk management systems

The Group pays close attention to internal communication, diversity, equal opportunity and good working conditions and to the quality of its human resource management and employee commitment. The Group has therefore rolled out globally a continuous internal survey (Pulse) aimed at measuring commitment and expectations among the Group's employees. This survey is an appraisal tool and action plans are established based on identified results.

The engagement and sense of belonging of Group employees are closely monitored, notably as part of changes in working conditions related to the health crisis and the development of home working.

Special attention was paid to talent retention during the Altran integration process.

Furthermore, our human resources management information system rolled-out globally by the Group Human Resources Department ensures the comprehensive management of all processes concerning the management of high-performing individuals and enabling a uniform approach to monitoring performance, compensation packages, the career plans of our employees, the management of international mobility and succession plans, in a manner consistent with the strategic objectives of the Group and the interests of our clients.

The Group has implemented several measures to limit the impact and occurrence of risks to individual safety. (see Personal security and occupational safety risks, Section 4.1.1.4 of this document).

For more information on the Group's human resources policies, please refer to Section 4.1.1 of this document.

3.

g) Reputation risks

Crisis management failure and reputation risk

Risk factors

Numerous events of varying nature (performance issues on major or sensitive projects, information system security breaches and/or failure to protect data privacy with the disclosure, voluntary or not, of confidential information, unethical employee behavior, accident involving a breach of individual security within Capgemini, etc.) could arise and provoke a major crisis for the Group.

The Group has significant media exposure (in traditional media, social media, etc.) and a failure in the crisis management process (late decision or reaction, failure to reply to the media, etc.) could seriously damage the Group's reputation and impact its credibility and image with clients and third parties in general, and accordingly its ability to main or develop certain activities.

Risk management systems

All the risk management systems set out in this document and mainly those relating to employee safety, project performance, information systems and service continuity, contribute to preventing the risk of a crisis and significantly reduce the Group's exposure to reputation risk.

In particular, since 2011, the Group has implemented a solution for measuring and monitoring conversations on Group brands on social media. Internal social media are also monitored in order to best respond to employee comments. Finally, in order to strengthen governance rules covering the activities of Group employees on internal and external social media, a social media code of conduct was also drafted and is freely available on the Group's website.

As a listed company on the Paris Stock Exchange and a global leader in its business sector, the Group is frequently called upon by the media and the financial community to provide information on its activities. Therefore, to control and limit risks to its reputation, only persons duly authorized by Group Management are permitted to speak on behalf of the Group.

Finally, the Group has drafted a comprehensive crisis management plan to reduce its exposure to reputation risk in the event of a major crisis. This plan is currently in the test phase prior to its roll-out Group-wide.

The implementation and roll-out of crisis management in the context of the health crisis demonstrated the responsiveness and good organization of the Group.

Unethical behavior and misconduct*

Risk factors

The risk associated with unethical behavior in companies has become increasing visible in our economy: some resounding scandals have led the corporate world to question its practices and consider the need to establish safeguards to prevent bad conduct or activities likely to seriously damage both a company's reputation and, ultimately, its share price.

The issue of business ethics extends beyond legal requirements: it is notably influenced by changes in mentality, which express new societal expectations and require changes in behavior in companies, in many cases before they become law. Examples include exemplary management conduct, respect for employees and notably the fairness of decisions concerning them, management of conflicts of interest between the interests of companies and personal interests, the requirement for transparency in internal communications, as well as the purpose of products and services.

The existence of values at the heart of our business culture promoting unconditional integrity meets an increasingly urgent requirement not only of external company stakeholders but also of employees, who increasingly favor companies with a strong ethical culture comprising values consistent with their own when choosing their career path.

Finally, changes in our offering portfolio, notably towards the use of artificial intelligence, raise numerous new ethical issues that are covered in a specific ethics code developed by Capgemini.

Risk management systems

Since 1967, Capgemini's success is founded on its seven core values, first among which honesty and trust. Strengthened by this legacy, the Group is nonetheless not fully immune to unethical behavior by employees and managers: these actions could cause lasting damage to the Group's reputation. The Group therefore implemented an ethics program in 2009 to maintain and constantly strengthen our ethical culture, both within the organization and in dealings with third parties.

In 2020, for the eighth year running, Capgemini was recognized as *One of the World's Most Ethical Companies* by the Ethisphere Institute. This recognition is awarded to companies that adopt long-term responsible strategies and play a key role in driving positive change in business practices and civil society internationally.

The Group has an independent Ethics Department that reports to the Ethics and Internal Audit Director, who in turn reports directly to the Chief Executive Officer. This independent department is supported at local level by a network of Ethics & Compliance Officers. The Ethics Department is tasked with promoting the Group's core values and maintaining the ethical culture.

The Group Code of Business Ethics represents the continuation and formal documentation of cultural reflexes already firmly embedded in Capgemini. It is supplemented by detailed policies, notably on our "speaking up culture" and our management of conflicts of interest.

All employees receive training on the Code of Business Ethics through an e-learning program which was completely revamped in 2020 and will now be presented annually: ethics@Capgemini is introduced by a video from our Chief Executive Officer and then presents our values and our ethical principles using a modern and modular approach. Frequent additional training sessions, both face-to-face and webinars, are regularly held at local level by the Ethics & Compliance Officers to raise employee and manager awareness of appropriate – and inappropriate – behavior both in the Company and with external stakeholders.

Capgemini communicates regularly on the Group's values and its "zero tolerance" policy towards unethical behavior. The "*tone from the top*" of leaders and managers on the importance of our values and compliance with ethical principles is promoted and communicated at all organization levels.

The Group's ethical helpline, SpeakUp, enables employees and external stakeholders to report unethical behavior and ask questions. Any reports are investigated by the Ethics Department and its local officers.

The management of conflicts of interest in line with our conflict of interest policy was strengthened with the implementation of a specific tool, which will be rolled-out across the Group in 2021.

Finally, as an ethical leader, we are committed to ensuring artificial intelligence operates within an ethical framework which ensures tangible benefits while developing trust in its use: we have therefore published internally a Code of Ethics for artificial intelligence, to structure the development of AI solutions within the Capgemini group.

For more information on the Group's ethical risk management policy, please refer to Section 4.2 of this document.

h) Financial risks

Liquidity risk

Risk factors

Liquidity risk for the Group could correspond to a temporary or permanent inability to fulfill all or part of its commitments in respect of its financial liabilities (including in particular borrowings and accounts and notes payable) or the inability to find new sources of financing in order to maintain the balance between revenue and expenditure, continue its activities and undertake the necessary investments for its development.

Financial liabilities whose early repayment could expose the Group to liquidity risk mainly consist of outstanding bonds and short-term negotiable debt securities issued by Capgemini SE and some commitments in respect of employee liabilities.

Risk management systems

The majority of Group financing is borne by the parent company and, as such, implementation of the financial policy is largely centralized. The Group adopts a prudent financial policy based primarily on:

- prudent use of debt leveraging, coupled with limited use of any clauses that could lead to early repayment of borrowings;
- the maintenance of an adequate level of liquidity at all times;

- the active management of financial liability maturities, aimed at limiting the concentration of borrowing maturities;
- using diverse sources of financing, allowing the Group to reduce its reliance on certain categories of lenders.

In this context, the Company undertook a specific review of its liquidity risk and considers it is able to meet future scheduled payments (see Note 22 to the consolidated financial statements).

Foreign currency risk

Risk factors

The Group is exposed to two types of currency risk that could impact earnings and equity: risks arising in connection with the consolidation process on the translation of the accounts of consolidated subsidiaries whose functional currency is not the euro, and currency risks arising on operating and financial cash flows which are not denominated in the entities' functional currency.

The significant use of offshore production centers in India, but also in Poland, China and Latin America, exposes Capgemini to currency risk with respect to some of its production costs. Capgemini SE is also exposed to the risk of exchange rate fluctuations on inter-company financing transactions and royalties paid to the Group by subsidiaries whose functional currency is not the euro (see Note 24 to the consolidated financial statements).

Risk management systems

The Group implements a policy aimed at mitigating and managing foreign currency risk:

- production cost risks primarily concern internal flows with India and Poland. A hedging policy is defined by the Group. Its implementation is mainly centralized at Capgemini SE level and primarily involves forward purchases and sales of currency;
- financial flows exchanged as part of inter-company financing activities are primarily centralized within Capgemini SE and are mainly hedged (primarily using forward purchases and sales of currency), except for financial flows that form an integral part of the net investment in subsidiaries;
- royalty flows payable to Capgemini SE by subsidiaries whose functional currency is not the euro are also generally hedged.

Counterparty and credit risk

Risk factors

Capgemini group is exposed to credit and counterparty risk in respect to its asset financial instruments, which depends particularly on the debtor's ability to fulfill all or part of its commitments.

Financial assets which could expose the Group to credit or counterparty risk mainly relate to financial investments (see Note 22 to the consolidated financial statements) and accounts receivable (see Note 20 to the consolidated financial statements). The hedging agreements entered into with financial institutions pursuant to its policy for managing currency and interest rate risks also expose the Group to credit and counterparty risk (see Note 24 to the consolidated financial statements).

Risk management systems

The investment policy authorizes the investment of cash surpluses in money market mutual funds satisfying "monetary" classification criteria such as those defined by ESMA (European Securities and Markets Authority) and other types of investment (negotiable debt securities, term deposits, capitalization contracts) immediately available or with investment periods, potentially renewable, not exceeding three months, issued by companies or financial institutions with a good credit rating (minimum A2/P2 or equivalent). The Group also applies maximum concentration per counterparty rules.

The Group abides by risk quality/minimum rating and diversification rules when selecting counterparties for foreign currency and interest rate management hedging contracts.

Equity risk

Risk factors

For the Group, equity risk would consist of unfavorable movements in the stock market value of listed companies in which the Group holds investments.

However, the Group does not hold any shares for financial investment purposes and does not have any interests in listed companies. However, under its share buyback program, it may purchase, hold, sell or present its own shares or enter into derivatives in its own shares (see Note 12 to the consolidated financial statements).

Risk management systems

The Cash surplus investment policy defined by the Group Finance Department and documented in the internal manual (TransFORM), prohibits all equity investments. The proper application of this policy is regularly controlled by the internal auditors.

With a few exceptions, the Group holds the entire share capital of its subsidiaries and does not hold any listed equity investments.

Capgemini has a share buyback program authorized by its Shareholders' Meeting. In this context, the Board of Directors decides (with the power of sub-delegation) the implementation of the share buyback program. The value of these treasury shares is deducted directly from Group equity and fluctuations in the Capgemini share price do not impact its results.

Interest rate risk

Risk factors

The Group's Income Statement could be impacted by interest rate risk if unfavorable movements in interest rates had a negative impact on future net finance costs and financial flows of the Group.

The Group's exposure to interest rate risk must also be considered in light of its cash position. The liquidity at its disposal is generally invested at floating rates (or failing this at fixed-rates for periods of three months or less), while the Group's debt – primarily comprising bond issues – is nearly entirely at fixed rates (see Note 24 to the consolidated financial statements).

Risk management systems

As part of its financing policy, the Group seeks to restrict interest rate risk by opting for fixed rates for a large part of its debt.

The Group favors investments offering a high level of security and generally floating-rates and as such accepts – in the event of a fall in interest rates – the risk of a drop in returns from the investment of cash surpluses (and as such an increase in the finance cost differential).

Risks relating to employee liabilities

Risk factors

Capgemini's consolidated financial statements could be impacted by provisions for pensions and other post-employment benefits related to defined benefit plans, which are also subject to volatility. Furthermore, the Group could be faced with calls for funds to make-up pension fund shortfalls, over a short or long-time period, potentially deteriorating its financial position.

The main factors of volatility risk are fluctuations in interest rates and more generally the financial markets, as well as inflation rates and life expectancy.

The plan assets of the main schemes whose risks have not been transferred to the insurance market are managed by the trustees of each fund and invested in different asset classes (including equities). They are subject to market risk, as well as the performance of the management policy defined by the trustees, implementation of which can in certain cases be delegated. Under these conditions, plan assets may be less than the present value of pension obligations, reflecting a funding shortfall or deficit. Changes over time in assets and/or liabilities are not necessarily in the same direction and are eminently volatile and can increase or decrease the funding asset/liability or the resulting deficit. Nonetheless, the potential economic impact of these changes must be assessed over the mid- and long-term in line with the timeframe of the Group's pension and other post-employment benefit commitments (see Note 25 to the consolidated financial statements).

Risk management systems

The Group strives to maintain a governance structure and management resources appropriate to the risk profile of its main pension funds. The investment strategy for these pension funds, encompassing the management of assets and liabilities, is reviewed and monitored periodically. It seeks, in particular, to reduce volatility and make-up any shortfalls over a period consistent with the average duration of employee liabilities, through contributions and the return on plan assets. Increased life expectancy is taken into account as and when it is recognized by actuaries.

Group commitments to fund pension and other post-employment benefit shortfalls comply with local regulations.

Certain risks are transferred to the insurance market.

3.

3.2.2 Corporate & Social Responsibility Materiality Assessment

Materiality Review

Our success depends on our ability to work constructively with our stakeholders, to improve outcomes for all. We rely on the knowledge and insight that stakeholders can bring to support robust business decisions. This ongoing dialog helps us to provide the services our clients need, and act as a responsible business.

Since 2018, we have built on the stakeholder engagement process we have been evolving over the past few years, most notably with the development of a new materiality assessment. In line with the IIRC[1] Integrated Reporting Framework, we consider economic, social, environmental and governance topics to be "material" if they have, or may have, an effect on our ability to create or protect value. This is determined by considering their effect on our strategy, governance, performance or prospects. A materiality review helps organizations to identify and rank the topics that matter and ensure these are built into decision-making, strategy and governance, as well as bringing focus and relevance to reporting.

We have taken five key steps to evolve our materiality review since 2018:

1. we reviewed and expanded our list of potentially material topics developed in 2017, through a process of analyzing industry and reporting guidelines (including IIRC, GRI[2] and SASB[3]), conducting media and peer reviews and assessing our potential to impact the UN Sustainable Development Goals and targets. We also evaluated the alignment of these topics and definitions with our Group Risk Management approach including risk mapping;
2. the findings of this process were validated by an expert Steering Committee, made up of senior executives, with clear definitions agreed for each topic;
3. we gathered external stakeholder perspectives on these topics through interviews with key stakeholder groups (clients, investors & analysts, business partners, NGOs & charity partners), with a focus on understanding their views on the importance and ranking of topics in their relationship with Capgemini;
4. we gathered internal stakeholder perspectives from the Steering Committee and a sample of employees' representative of the Group's demographics, through surveys and questionnaires, with a particular focus on assessing the potential impact of each topic on Capgemini's ability to create and protect value;
5. the findings from this process have been validated and taken forward by the Steering Committee and are an important input both for this report and the Group Integrated Report.

To satisfy the requirements of Article R. 225-105 of the French Commercial Code and the duty of care law, non-financial risks across the Group's entire value chain were mapped in 2020, encompassing the activities of Capgemini, its subsidiaries, its suppliers and its sub-contractors. The methodology, which is aligned with the Group risk mapping methodology, is detailed in Section 4.3.1 and 4.4.1.2.

(1) International Integrated Reporting Council
(2) Global Reporting Initiative
(3) Sustainability Accounting Standards Board

To ensure continuity of treatment, this risk mapping was based on past work performed by the Capgemini and Altran groups and on a comprehensive inventory of existing actions. Work to align the methods enabled a global risk analysis methodology framework to be defined, thereby sustainably integrating Altran into the Group scope.

The update of the Group risk mapping offered an opportunity to ensure its consistency with the non-financial risk mapping. The following Cross-Reference Table highlights the Group's critical risks and related significant non-financial risks:

Material topics (from 2018 materiality assessment)	Critical risks	Significant non-financial risks	References
People Engagement	— Failure to attract, develop and retain and/or loss of key talents and executives	— Insufficient development and maintenance of skills	4.1.1
Talent attraction, retention and development		— Failure to attract, develop and retain and/or loss of key talents and executives — Remoteness from the work environment	3.2 4.1.1
Diversity & inclusive environment	— Non-critical risk	— Breach of the gender equality policy — Insufficient employability of people with disabilities — Discrimination based on gender, race or religion	4.1.1
Health, safety and wellbeing	— Personal security and occupational safety risks — Country risks, political violence and natural disasters	— Psychological and sexual harassment — Isolation at work — Breach of right to disconnect — Deterioration of the social climate and wellbeing at work — Personal security and occupational safety risks — Country risks, political violence and natural disasters — Non-compliance with local labor regulations — Non-compliance with international labor standards	3.2 4.1.1
Digital inclusion and contribution to local development	— Non-critical risk	— Lack of access to digital tools and skills — Digital illiteracy	4.1.2
Climate change	— Non-critical risk	— Non-compliance with carbon emission reduction targets — Non-compliance by a main supplier with carbon emission reduction targets	4.1.3
Environmental Management	— Non-critical risk	— Drift in energy consumption and increase in environmental impacts — Non-compliance with local environmental law — Non-compliance with international environmental standards	4.1.3
Helping clients deliver their sustainability objectives	— Non-critical risk	— Failure to meet clients' expectations to address their sustainability challenges	4.1.3
Natural disasters	— Country risks, political violence and natural disasters	— Country risks, political violence and natural disasters	3.2
Data privacy	— Data protection failure	— Data protection failure	3.2 4.2
Compliance	— Adverse changes and/or non-compliance with laws and regulations	— Adverse changes and/or non-compliance with laws and regulations	3.2 4.2

Material topics (from 2018 materiality assessment)	Critical risks	Significant non-financial risks	References
Values & Ethics	— Unethical behavior and misconduct	— Non-implementation of the Code of Business Ethics for all the Group companies' employees — Insufficient awareness and training on ethical issues — Failure to apply sanctions in the event of non-compliance with the Code of Business Ethics — Insufficient internal communication, deployment and accessibility of the ethical concerns reporting system	3.2 4.2
Human rights	— Non-critical risk	— Non-compliance with the Supplier Standards of Conduct — Non-compliance with local labor laws — Non-compliance with international labor standards — Insufficient external communication (for suppliers), deployment and accessibility of the ethical concerns reporting system	4.2
Responsible procurement	— Adverse changes and/or non-compliance with laws and regulations	— *Please refer to Section 4.3 "Duty of care".*	4.3
Fight against tax evasion	— Non-critical risk	— Non-significant risk	4.4

3.3 Insurance

The Group risk management and insurance policy encompasses the identification, assessment, prevention, protection and transfer of all or part of the risks relating to individuals, assets and goods owned by the Group or under its responsibility.

The Group's strategy for transferring risks to the insurance market is to adjust insurance coverage to reflect the estimated maximum exposure to each of the Group's major risks This involves, for example, in the case of liability insurance, an estimate of its own risks and reasonably foreseeable third party risks in its business sector and in the case of asset insurance, the maximum replacement value of buildings and assets to be insured.

Account is taken of:

- local insurance obligations, legislation and specific risks in each country,
- the emergence of new risks,
- changes in major exposure, particularly under contacts signed with clients.

Deductibles and retentions are set so as to encourage Business Unit managers to commit to risk prevention and protection and seek out-of-court settlement of claims, without exposing the Group as a whole to significant financial risk.

The Group Risk & Insurance Department reports to the Group Finance Department and is responsible for the design, placement and monitoring of all non-life insurance policies. The management and coordination of employee benefits insurance is overseen by a joint governance body representing the Finance/Risk & Insurance Department and the Group Human Resources Department.

Commercial general liability and professional indemnity

This insurance program, which is key for clients, is designed, taken out and managed centrally at Group level. Capgemini SE and all subsidiaries in which it has a stake of 50% or more (direct or indirect control), are insured by a worldwide integrated Group insurance program covering the financial consequences of their commercial general liability and professional indemnity, i.e., any damage caused to third parties within the course of our usual business activities, anywhere in the world. This insurance program is structured in layers contracted with highly reputable leading insurance companies. The terms and conditions of this program, including coverage limits, are periodically reviewed and adjusted to reflect changes in risk exposure, due particularly to legislation, the Group's activities, new countries where Capgemini operates and changes in client contracts, as well as changes in the worldwide insurance and reinsurance markets.

The program's largest policy, amounting to €20 million, is historically reinsured with a consolidated captive reinsurance subsidiary.

Property damage and business interruption

The Group has set-up an integrated property damage and business interruption insurance program covering all of its subsidiaries worldwide. Its real estate policy is to rent rather than to buy its business premises. It owns little property, except in India where high growth and the large number of employees justify owning real estate.

Capgemini's business premises are located in a wide variety of countries, and the Group operates at multiple sites in most of them. The Group has slightly over 631 sites with an average surface area of 3,745 square meters. Some of the Group's consultants work off-site at client premises. This geographic dispersion limits risk, in particular the risk of loss due to business interruption that might arise from an incident at a site. The Group's largest site, which is located in India, employs nearly 18,651 people in a number of different buildings. Client and supply shortage risk is assessed and insured to the extent possible, based on knowledge of the materiality of the risk and the available offering in the insurance market.

Employee benefits and mobility insurance

The Group uses specialist companies to train and assist its employees throughout the world. Risks concerning medical emergencies, personal security, assistance and repatriation of employees working outside their home countries, is managed centrally at Group level *via* global insurance policies.

Employee benefits insurance programs (death and disability, healthcare, medical costs, life and pensions, etc.) are tied to the different benefits received by employees and are generally managed by the Human Resources Departments in each country. The Group Risk & Insurance and Human Resources Departments are jointly responsible for the management and international coordination of these programs. Decisions are taken jointly by the Group and the countries in compliance with the governance structure.

The main objectives are (i) to comply with local insurance obligations, (ii) to comply with local legislation, (iii) to develop, standardize and improve current coverage, in accordance with the different regulations in the relevant countries and coverage standards integrating best local practices for the Group's businesses, while optimizing alternative risk transfer/financing mechanisms.

Other risks

Crime and fidelity coverage (especially for information systems) is managed centrally at Group level *via* a global insurance program. Other risks – including motor vehicle, transport of goods, and employer liability for workplace accidents – are insured locally using insurance policies that reflect local regulations.

Some risks are excluded from coverage or restricted under the general conditions imposed by the insurance and reinsurance market.

4.

Our commitment as a responsible leader

The statement on non-financial performance *(Déclaration de performance extra-financière)* was reviewed and approved by the Board on February 17, 2021, after a first review by the Audit & Risk Committee on February 16, 2021.

A responsible leader, leveraging technology for the benefit of all

Capgemini is a responsible leader, determined to have a positive impact on all stakeholders within our ecosystem.

As a Group we believe that digital transformation should benefit all of humanity and intend to be a benchmark in terms of our contribution to society, for our own activities, and for those of our clients. This will see us fighting exclusion, acting to promote diversity, ensuring equal opportunities and preserving natural resources. Building a viable and sustainable ecosystem for all sits at the very heart of our purpose: "Unleashing human energy through technology for an inclusive and sustainable future". We aim to enable this purpose with technology, drawing on the energy of our talented teams and of our clients and partners.

Using our operational excellence, innovative assets, and added-value partnerships, we link technology, business and society to deliver sustainable solutions to all our stakeholders.

Our employees are essential to our success. They are specialists recognized in their fields of expertise, working on the frontline of business transformation, embodying our entrepreneurial culture, and delivering leading-edge services. To achieve our ambitious growth objectives, we invest in our teams, attract and retain top talents in our industry, and offer our people motivating development opportunities, including international career paths. We also ensure that we offer them a dynamic environment that fosters performance, where dialog and a spirit of conquest are encouraged and rewarded. Our approach is all about creating a diverse and inclusive work environment where our employees can thrive and bring the best value to our clients.

We are a leader in digital transformation and our mission has become even more important as we aim to help our clients seize all the opportunities offered by technology to keep their employees safe in these times of crisis. Simultaneously, we seek to help them ensure their business continuity, as well as boost their agility and competitiveness to prepare for the future. In addition, the world is facing social and environmental challenges that call for swift and strong action by companies and institutions. In 2020, with the creation of our Social Response Unit in the context of the Covid-19 pandemic, we have expanded upon our existing social impact efforts to purposefully apply our technology expertise and passion where most needed in the fight against Covid-19.

Our value creation model is presented in detail in Section 1.3.1 of the Universal Registration Document.

The Group is realistic when it comes both to promises and to the risks associated with technological innovation: our role is to make it responsible, useful and accessible.

Capgemini's success has always stemmed from our ability to build trusted relationships with all our stakeholders, in accordance with our values and high standards of ethics and performance. Data protection and security are crucial for each affiliate of Capgemini, and we have created a strong internal organization to protect the Company and its clients against these risks. Our Ethics and Compliance programs are essential for the success of a diverse, decentralized Group like ours. Our 7 core values are at the heart of our culture, uniting our multicultural teams and inspire our extremely high expectations of behavior in all our business dealings, underpinning our approach as an ethical business.

Architects of Positive Futures, our Corporate Social Responsibility program, is one of the essential components of our strategy to become a leading responsible company by leveraging three fundamental pillars: Diversity & Inclusion, Digital Inclusion, and Environmental Sustainability. Our Group has long advocated for digital inclusion and the fight against climate change, notably by reducing our carbon emissions and developing service offerings to reduce our clients' emissions. This will help make the digital revolution an opportunity for all and deliver positive solutions for environmental issues.

Our multicultural organization, resolutely anchored in all communities where we operate, is now more resilient, committed, united and agile than ever before.

Public commitments

As a responsible and sustainable-focused business, Capgemini adheres to commitments made in several areas, at national, regional, or global level. Our commitment extends beyond strict legal compliance to ambitious global initiatives in several areas:

- we are signatories of the UN Global Compact since 2004. The member companies of this program support and comply with ten principles in the areas of the environment, human rights, labor rights and the fight against corruption;
- in 2020 we joined the "Valuable 500", which is a global CEO community revolutionizing disability inclusion through business leadership and opportunity;
- we joined the International Labor Organization's "Global Business and Disability Network";
- we are signatories of the Women's Empowerment Principles since 2011;
- we are signatories of the UN Global Compact's "Caring for Climate" initiative since its inception in 2007;
- we became a signatory to the RE100, committing to transition to 100% of our electricity to renewable sources by 2025;
- we became a signatory to the Taskforce for Climate-related Financial Disclosures, supporting action to build resilience to climate change through climate-related financial disclosures;
- Science Based Targets initiative (SBTi) validated our carbon reduction targets as being in line with the level of reduction needed to limit global warming to 1.5°C;
- we became a founder member of UN's Race to Zero campaign – a coalition of leading net zero initiatives, representing 452 cities, 22 regions, 1,101 businesses, 45 of the biggest investors and 549 universities;
- we signed the Business Ambition for 1.5 degree targets;
- we signed a joint letter along with over 170 CEOs to European heads of state calling on them to increase emissions reduction targets to ensure they reach their net zero target by 2050;

- we signed up to TEDx Countdown, a global initiative to champion and accelerate solutions to the climate crisis, turning ideas into action over a year-long campaign;
- Capgemini France signed up to Planet Tech'Care's manifesto further strengthening its commitment to responsible digital technology. Capgemini France also signed a charter with the *Institut du Numérique Responsable* https://institutnr.org/ supporting a training platform for employees on digital sustainability; and
- we joined the Business 4 Inclusive Growth (B4IG) coalition which is a partnership between the OECD and a CEO- led coalition of global organizations, where we are leading a working group on the digital divide.

Moreover, through our global policies and our *Architects of Positive Futures* program, we are committed to helping achieve the Sustainable Development Goals set by the United Nations, and particularly the ones set out below, given the nature of our activities and impact:

CSR governance

The Chief CSR Officer is responsible for executing the Corporate Social Responsibility (CSR) strategy for the Group, and is a member of the Group Executive Committee, comprised of leaders representing business units, business lines, countries and corporate functions. The Chief CSR Officer reports to a Group Executive Board member. The CSR strategy, key initiatives and periodic updates are presented to and ratified by the Group Executive Board and mobilized through the Group Executive Committee. Our CSR strategy comes to life through a network of CSR leaders and teams at country-level in main geographies and at business lines level, who in turn orchestrate this effort through Employee Resource Groups, affinity networks and colleagues across the business. Country Boards or equivalent management teams in our operating units play an important role in leading by example and supporting CSR goals and resources in their respective country. Finally, we have networks for each pillar of our CSR strategy. It is through these networks that we accelerate alignment in initiatives across the Group, leverage best practices and amplify impact to society, planet and our people.

In addition, we have established this year a new governance model to support the development of our net zero program, involving various Group functions, which is described further in Section 4.1.3.

The Board of Directors of Capgemini SE promotes long-term value creation by taking into consideration the social and environmental challenges of its activities. At the end of 2018, the Board of Directors entrusted its Strategy & Investment Committee, subsequently renamed Strategy & CSR Committee, with a specific duty relating to the monitoring of the Group's CSR strategy, ensuring consistency in the consideration of social and environmental aspects in the Group's main strategic orientations. Each year, one Board meeting is devoted to monitoring the Group's CSR strategy and progress made toward our targets, based on a report issued by the Strategy and CSR Committee. The Board also ensures that the compensation of the CEO and top management includes objectives and performance conditions in line with our CSR strategy.

4.1 Corporate, social, and environmental policies and results

4.1.1 People and Inclusion

4.1.1.1 Business challenges and our people culture

Capgemini is a people-oriented business. Together, we tackle the challenges of today and tomorrow in a demanding environment, working closely with our clients to build the future they want. This requires a constant refresh of our collective capabilities and we do so by leveraging the expertise, creativity and commitment of all our people. We believe everyone joining Capgemini is a talent in the making. Through offering individualized learning paths, appropriate guidance, and coaching, as well as fostering a positive and healthy work environment, we build an inclusive culture where every form of diverse talent thrives.

The world moves at an ever-increasing pace with a high level of uncertainty, impacting all our stakeholders (our people, clients, partners), as well as our society and the environment. As a business, it is important for us to continuously adjust to the fast pace of technological progress and align the skill requirements of our people accordingly. As a responsible employer, it is important for us to effectively manage those impacts and respond to the expectations of our workforce. This year, the Covid-19 crisis affected every single one of our employees. It required immediate crisis management measures to be put in place to prioritize our people's safety and wellbeing. The social, environmental, and geopolitical unrest exacerbated by this crisis have added to the overall sense of uncertainty, affecting our employees, our clients, and our partners in various ways. It has reinforced our belief in the need for a holistic approach to inclusion and sustainability.

This year was also a year of growth for our Group. Capgemini was able to seize new opportunities by acquiring Altran and welcoming 50,000 new colleagues from that acquisition, with complementary capabilities and skills.

The Capgemini culture is at the heart of everything we do and everything we stand for. Our seven corporate values (Honesty, Boldness, Trust, Freedom, Team Spirit, Modesty, Fun), defined in 1967 by the Group's late founder Serge Kampf, confer a strong identity on the Group and aims at providing a feeling of belonging for our people. In 2020, Capgemini defined its company purpose as "unleashing human energy through technology for an inclusive and sustainable future'", to act as a beacon to our employees to be inspired and engaged in pursuing the common goal of making an impact in the world. This is further translated through our new brand promise "*Get the future you want*". This aims to empower our talents to actively engage and shape that future for themselves, our clients, our partners and for the planet and society through their daily work. Our CSR strategy on the diversity pillar provides that direction by setting up a vision and ambition, guaranteeing fair management and fostering a strong culture of Diversity and Inclusion.

We believe that our Capgemini brand is a key asset for attracting top talent in the market. We have hired more than 47,000 people with a gender balance ratio above 40%. A continued global effort on improving Capgemini as an attractive employer has shown in our overall Glassdoor rating and number of reviews. In particular, in 2020 we received an industry-leading 4.0 rating (out of a 5-point scale, with 4 indicating employees are "satisfied") for India, the country where the Group recruits most of its talent. Capgemini increasingly gains market recognition in terms of diversity and people awards, driven by various inclusion and employee experience programs. We have further built out our reach on expert capabilities through digital channels, like LinkedIn, where we now source a substantial share of talented employees at mid-and senior level.

4.

We put a particular focus on welcoming and integrating into our company the large share of young professionals who join us every year. From the very start of their careers, we set expectations for a dynamic growth environment with quarterly promotion opportunities based on their project contributions and the speed at which they acquire relevant skills. To empower our employees further on this path, we have deployed NEXT, a digital learning experience platform that enables access for all employees to relevant and broad learning assets, curated by the world's best knowledge providers. We enable our workforce to constantly grow and align to current and future skills needs. The Covid-19 crisis prevented us from making use of our iconic University Campus in 2020, but we made a successful switch to virtual events. This allowed the continuous development of training programs and ensured that we could maintain the feeling of belonging and camaraderie engendered by key professional communities, such as the Global Architects community. In 2020, the Group announced its business strategy around industry leadership through data and cloud. The success of this strategy directly depends on our ability to provide and offer the working environment and conditions in which our employees can apply their professional skills, while enabling them to seize personal growth opportunities.

We also focus on developing advanced People Management skills and practices in our middle management and leaders, as well as equipping them with the right tools. The Connected Manager program, in partnership with leading academic institution Harvard University, supports all our managers through a hybrid and flexible development model. We continuously work on improving our already robust approach to Vice-President hiring, promotion and reward, and review this key population in the annual Strategic Talent Reviews for development, succession, and mobility actions.

Capgemini provides a flexible work environment, with modern offices in major urban locations, and has embraced the productivity and communication equipment needed for employees to work from anywhere, anytime. We fully deployed an enhanced integrated productivity suite that enabled seamless communication across our entire workforce and cohort of clients and partners.

As such, we were well equipped to handle the Covid-19 crisis, with little disruption to our client operations thanks to:

- a strong people safety setup in place to locate and repatriate employees across borders;
- proactive crisis management setup piloted by the Group;
- a leadership focus on people's wellbeing by ensuring an adequate work environment at home and more continuous connection with the teams through various channels.

Driven by the pandemic, the attrition rate (share of voluntary departure) dropped by more than 7 points (20% in 2019), to less than 13%, which represents close to 33,000 voluntary departures. This decrease in attrition has been consistently observed across our offices globally. It is subject to ongoing monitoring in order for us to assess whether it is line with sectoral trends and to ensure the appropriate measures are deployed to respond to the needs of each department and region.

For the past few years, the Group has focused on providing a highly engaging 'People Experience' structured by a holistic People Experience Framework that covers the candidate and employee experience end-to-end. To better understand the expectations of our employees, the digital "Pulse" platform, where more than 70,000 employees give their voice every month, captures this employee feedback anonymously and enables line managers to directly see how their teams perceive their work experience. This allows us to act fast and, at all levels of the organization, develop a tailor-made employee experience in line with employees' expectations. In turn, this increases our attractiveness in the talent market. Using the Pulse platform during the Covid-19 crisis allowed us to sense our employees' perceptions and was leveraged for an initial pulse check of our 50,000 Altran colleagues to identify common strengths and key differences for use in people integration activities.

Capgemini continued constructive labor relations through the International Workers Council (IWC), which is involved in all major decisions and is a partner in the continuous transformation of our Group.

We attach strong importance to aligning our People and Inclusion activities and initiatives with the United Nations' Sustainable Development Goals ("SDG") in the following way:

- **Providing our employees a safe environment (SDG 3 Good Health and Wellbeing)**

As a people-oriented company, we are committed to providing a stimulating, fulfilling and safe professional environment to all our employees and we pay particular attention to their physical and mental wellbeing, something even more important in times of crisis where feelings of uncertainty and isolation can grow. To this end, we have implemented a wide set of policies – personalized training paths, feedback culture, helplines, health coverage, well-being initiatives, etc. – reflecting our commitment to providing a safe environment to our employees to evolve, thrive and get support when needed.

- **Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all (SDG 4 Quality Education)**

Now more than ever, we strongly believe in the power of our people, and the role that *Learning and Development* plays in all stages of their lives and careers. We have ensured that all our employees in nearly 50 countries have equal access to the same high quality and inclusive learning opportunities through heavy investments into world-class digital learning technologies. More than just providing our people with resources to succeed, we also prioritize ongoing skills development at all levels of the organization to make sure that our employees develop lifelong learning habits that will serve them well both at Capgemini and everyday life, while ensuring their employability in order to meet demanding market requirements.

- **Achieve gender equality and empower all women and girls (SDG 5 Gender Equality)**

We believe in an inclusive culture where every form of diverse talent will shape our future. By encouraging more women to join our business and empowering them with career paths and opportunities, we gain different perspectives that are essential in the rapidly changing world in which we operate. In that sense, we have committed to set strong foundations and continue to deploy an active strategy to promote Diversity and Inclusion across our Group, closing the gender gap when it comes to accessing management and executive positions, ensuring that all our employees, from across diverse backgrounds, fully participate in corporate life and in decision-making processes at all levels.

- **Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all (SDG 8 Decent Work Economic Growth)**

People are our biggest asset and main performance lever and we are committed to provide all of our employees, irrespective of their backgrounds (gender, ethnicity, sexual orientation, differences in abilities, etc.) a decent, safe and inclusive work environment. For that, we have implemented a set of policies around inclusion, Health and Safety, rewards and compensations and are committed to continuously engage with our employees to measure their level of satisfaction and wellbeing in the workplace.

- **Empower and promote the social, economic and political inclusion of all, irrespective of age, sex, disability, race, ethnicity, origin, religion or economic or other status (SDG 10 Reduce inequality within and among countries)**

As a global and people-oriented business, Capgemini has long held the belief that Diversity and Inclusion set us apart. In that sense, we have always put responsibility at the heart of what we do, and this is expressed by our purpose to build a more inclusive and sustainable future. Our various people-oriented policies (representation of women, LGBT+ community, disabled people, Health & Safety for all, etc.) pave the way for a more tolerant, inclusive work environment where everyone is given the same opportunity to grow, evolve and thrive as an employee and individual.

Changes to the headcount: growth driven by Altran acquisition in 2020

The Group's headcount broke the symbolic barrier of 200,000 employees at the start of 2018, just over seven years after crossing the 100,000-employee mark in September 2010. While headcount grew again in 2020 by more than 22%, it has been entirely fueled by the Altran acquisition, which brought nearly 50,000 new employees. This meant we reached close to 270,000 employees at year end. Due to the Covid-19 crisis, there was no organic headcount growth in 2020 for the first time since 2009.

The average headcount is calculated by adding the average headcount at the start of the financial year and the headcount for 12 months, divided by 13.

Changes over total headcount

		Average total headcount		Headcount as at 31 December	
Year	Scope	Number	Change	Number √	Change
2016	C	185,593	4.4%	193,077	6.9%
2017	C	196,755	6.0%	199,698	3.4%
2018	C	204,904	4.1%	211,313	5.8%
2019	C	216,104	5.5%	219,314	3.8%
2020	**C+A**	**251,525**	**16.4%**	**269,769**	**23.0%**

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.

The very significant headcount growth in 2020 is related to the acquisition of Altran (effective April 2020) with the onboarding of 49,889 employees. After several years of strong organic growth, particularly marked in Asia-Pacific, the Covid-19 crisis drove a headcount decrease during the second and third quarters, before a year-end rebound. The integration of Altran had an impact on the geographical breakdown of the Group's employees, with an overall increase in Europe, as Altran had a stronger European footprint. Nevertheless, Asia Pacific remains the strongest region by far with more than 50% of employees based in this region. The evolution is reported in the table below.

Geographical breakdown of the headcount

	31 December 2018		31 December 2019		31 December 2020	
Regions	Headcount (C)	%	Headcount (C)	%	Headcount √ (C+A)	% C+A
North America	17,582	8.3%	17,848	8.1%	18,550	6.9%
United Kingdom and Ireland	8,338	4.0%	8,877	4.0%	10,489	3.9%
Nordic countries	4,573	2.2%	4,884	2.2%	5,401	2.0%
Benelux	8,143	3.9%	8,264	3.8%	9,616	3.6%
Germany and Central Europe	15,306	7.2%	16,309	7.4%	21,997	8.2%
France	24,761	11.6%	25,518	11.6%	36,219	13.4%
Southern Europe	9,284	4.4%	9,977	4.6%	19,932	7.4%
Asia-Pacific	113,223	53.6%	117,423	53.6%	135,567	50.3%
Latin America	8,268	3.9%	8,282	3.8%	8,110	3.0%
MEA	1,835	0.9%	1,932	0.9%	3,888	1.4%
TOTAL	**211,313**	**100%**	**219,314**	**100%**	**269,769**	**100%**

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran The above data reflects the headcount as of 31 December 2020 for the entire Group (100% coverage Capgemini + Altran).
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.

The Asia-Pacific region increased by 9 points in 2015 following the buyback of IGATE, which mainly operates in India. It continued to grow and broke the 100,000-employee barrier in December 2016. By 31 December 2020, the region totaled more than 135,000 employees, thus recording a further increase in its headcount, with Altran bringing 15,000 employees from this geography (mostly from India). However, the overall weight of the region decreased by more than 3 points as the Altran footprint is stronger in Europe, in particular in France, Southern Europe and Germany. The Americas weight also decreased by 2 points. Out of this total, India now represents 47.3% of the whole Group's headcount.

4.1.1.2 Inclusion

The world of business is increasingly global. As the Covid-19 pandemic has shown us, it is easier than ever to use digital channels to collaborate and work with clients or partners from anywhere in the world. With globalization comes diversity – of ethnic groups, of cultures, of gender, and so much more – bringing new nuances and insights that can be turned into competitive advantage and make work a better place to be. Inclusion is also a human right, by which diverse people from all walks of life and those with disabilities can be part of society, as the United Nations' Sustainable Development Goals (SDGs) explicitly reference. However, diversity also raises the specter of exclusion as some companies struggle to embrace and respond to the needs of a diverse workforce or fail to see its value. They are missing out on a wonderful opportunity.

As a global organization, Capgemini has long held the belief that Diversity and Inclusion set us apart. Being a people-oriented business, we have always put responsibility at the heart of what we do, and this is expressed by **our purpose to build a more "inclusive and sustainable future"**. The **Diversity and Inclusion** pillar of our Corporate Social Responsibility program aims to deliver on this purpose.

Policies and actions

a) A culture of inclusion

Diversity and Inclusion are essential to our Group identity. We believe that the collaboration of diverse and multi-cultural teams, promotes creativity and innovation, leading to an inclusive culture to the benefit of all.

Our definition of diversity encompasses cultural identity, ethnicity, social origins, sexual orientation, ideologies, working methods, gender identity and disability. To best integrate the value of diversity in our corporate culture, we focus on inclusion to ensure that all employees feel valued and included.

Capgemini's diverse workforce of 270,000 employees, in nearly 50 countries representing more than 120 nationalities, brings a wide array of expertise, profiles, and experience. By working together, while integrating these differences, our employees are encouraged towards greater personal and professional growth, can thrive and generate new ideas, anticipate market trends, and be thought leaders in our chosen markets.

Inclusion is a business imperative for the Group, and a lever to ensure we can deliver higher value to our clients. By bringing in such diverse talent, we enrich our teams with different skills and perspectives, allowing us to adjust, adapt and react proactively to rapidly evolving client needs.

We continue to fight the gender gap that is still present in our industry. To this end, we have put in place an active strategy to promote Diversity and Inclusion. We aim to ensure that female employees fully take part in both corporate life and decision-making processes at all levels on an equal footing with their male counterparts.

Our goal is to provide a stimulating professional environment, in which employees are encouraged to share their point of view and are engaged in meaningful work. Capgemini promotes a policy of continuous professional development for all employees, improving their skills and ensuring their employability. This commitment is anchored in various practices, such as performance management, a strong feedback culture, and in a wide range of training opportunities so that each employee is adequately supported. Our people also have the opportunity to participate in various initiatives – designed for different grades and positions – that enable them to contribute beyond their work with clients. These initiatives support the development of internal commitments linked to their areas of interest.

To guarantee **Diversity and Inclusion** as core elements of our identity, we pursue three main commitments:

1. Set up a leadership vision and ambition – engage everyone in constantly improving their conduct and action as key players in our ambition.
2. Guarantee fair management, from hiring to development, promotion to career changes, commitment to retention of employees at all levels – promote positive interventions.
3. Foster a strong culture of diversity and an inclusive environment – ensure a safe and respectful workplace where there is equality, fairness, consideration, and a friendly environment.

We truly believe in "People First" and during these unprecedented times, our focus is on the health and wellbeing of our colleagues and their families. Along with the various Contingency Response Programmes – we curated ***Happiness & Well-being*** as an important dimension of our inclusion agenda to enhance experience of our people and staff, along with advancing gender balance, embracing diversity, driving LGBTQ+ inclusion and multiculturalism.

"Happiness & Wellbeing" is a holistic offering to our employees, bringing together diversity, inclusion, and physical and emotional wellbeing under a single umbrella. Happiness and Well-being is critical for personal and organizational transformation, as it starts with the individual and translates the positive effects to people around – strengthening the belongingness and optimizing the potential of the Group. Subsequently, it aims to:

- improve outreach by engaging with employees and giving them a platform to openly discuss mental health;
- ensure inclusivity by extending the benefits of the program to a wider ecosystem and targeting employees' families; and
- improve operational performance and profit margins by boosting productivity and ensuring employees are committed and motivated.

b) Inclusion for women

We have made good progress with respect to increasing the representation of women in our organization at all levels over the last few years. Over the next two years, a key focus for us is to improve the pipeline of future women leaders at Capgemini. This involves increased hiring of women from entry to managerial levels, developing female talent, and retaining and progressing this talent through a series of targeted initiatives:

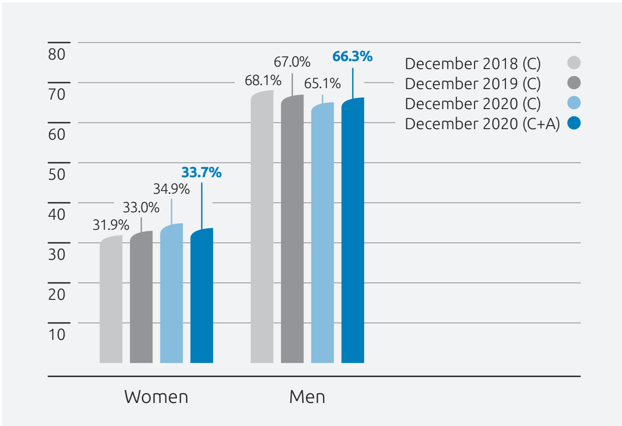
- to improve hiring, we plan to increase employer branding, re-focus job descriptions, train recruiters and ensure greater diversity in interview panels;
- in terms of talent development, the Group is targeting the expansion of mentoring programs, along with the standardization and scaling of specific programs that have proven to be successful at local or country levels;
- the roll out and implementation of a flexible work policy (adjusted by geography and role) is a key element of our retention strategy; and
- through our Diversity and Inclusion *Learning and Development* programs for managers and unconscious bias training, we will further enhance a culture that values and celebrates Diversity and Inclusion.

All these initiatives will be orchestrated and thoughtfully deployed to achieve the goal of improving our pipeline of future women leaders.

Although diversity goes beyond gender, we tackle gender diversity as a key issue given the scale of the challenge. Diversity policies relating to ethnicity, LGBTQ+ and better integration of disabled employees into our workforce are handled locally in alignment with local regulation and conventions, with best practices shared across the Group. In pursuit of our efforts, we have set relevant objectives and KPIs and track our progress diligently.

Breakdown of the headcount by gender: changes in 2018-2020 √

The below data refers to 99.7% of the headcount as of 31 December 2020, including Altran:



Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran

Headcount evolution: Capgemini legacy basis

The number of women has increased at a steady pace, reaching 34.9% of the headcount on a Capgemini legacy basis at the end of 2020. This compares to 33% in 2019 and 31.9% in 2018, so represents a further increase of 1.9 points in 2020, denoting an improvement of 5.1 points over the last 5 years. This positive evolution reflects the success of the gender diversity policies we have implemented.

This figure is not evenly distributed at Group level and depends on the type of activity or the geographical area. For example, Central Europe, Asia-Pacific and Latin America are above the Group average, while Benelux, even though slightly improved, remains in the low 20s.

Overall, the breakdown between men and women is in large part a reflection of the situation in the IT and Engineering sectors, which recruit mainly from engineering schools, whose graduates are predominantly male in most countries. But it also highlights the impact of our mix of activities and countries on the overall gender balance in the headcount.

A higher percentage of women in the headcount is evident in three areas: Business Services is close to parity at 48.9%, while Consulting and Financial Services are at or above Group average. At the recruitment stage, the total proportion of women increased to 42%, which is a 6-point climb compared to the previous year. We must maintain this increase to keep improving diversity. However, the number of women decreases consistently as we progress to higher grades and the percentage of women falls to 19.2% at Vice-President (VP) level. It is noteworthy however, that the VP percentage increased by 1.8 point in 2020 and by 4.3 points over the last two years driven by our focus and targets on VP inflow (external recruitments and internal promotions).

With regard to employee retention, the percentage of women taking voluntary departures, out of the percentage of total voluntary departures, remained at the same level as last year, at 32.5%. This is below the overall percentage of women in the Group's headcount, driving a lower attrition rate for women than for men of 0.8 point.

The proportion of women increased in India, where we reported a 37.7% gender mix at year end, representing +4.3 points increase. Given the size of the headcount in India, this contributed significantly to improving the gender balance of the Group overall.

In addition, countries where Business Services are firmly established contribute positively to the number of women in the Group, with the proportion of women in Poland, China, and Guatemala close to, or higher than, 50%.

In contrast, the proportion of women falls below the 25% mark in eleven countries where we have smaller operations, representing just 4.3% of the total headcount.

Impact of the Altran acquisition

Following Altran's acquisition, the consolidated gender mix is down to 33.7% as the mix within Altran stands at 28.4%. This is consistent with comparable companies having a significant proportion of engineering work, like Altran.

Apart from Belgium and France where the gender mix is slightly higher than within the Capgemini legacy perimeter, the result of the Altran acquisition is that all other countries are at or below the legacy gender mix percentage.

Gender related actions taken during the Covid-19 crisis

Several of the actions taken across the Group to support our employees during the pandemic were gender related. These included:

- in India: The "Parents at CG" initiative (an internal forum) was set up to enable people to share information/tips with respect to parenting in the midst of the pandemic (almost 1086 members);
- in Germany: Communication was ramped up *via* the Employee Assistant Service (Familienservice) and a special *hotline* support for Covid19-related issues. The CEO of the Northern Europe Strategic Business Unit communicated directly with employees (email & podcast), using as reference an article written by the local head of Diversity and Inclusion; and
- in Poland: The StayWell@Home initiative was set up to offer sessions specifically designed to keep children occupied.

We also set up initiatives supporting women outside of the Capgemini network like the one in France, where the Serge Kampf Campus in Les Fontaines and staff were mobilized to shelter victims of domestic violence during two months at the time of the first French lockdown.

More women at higher grades

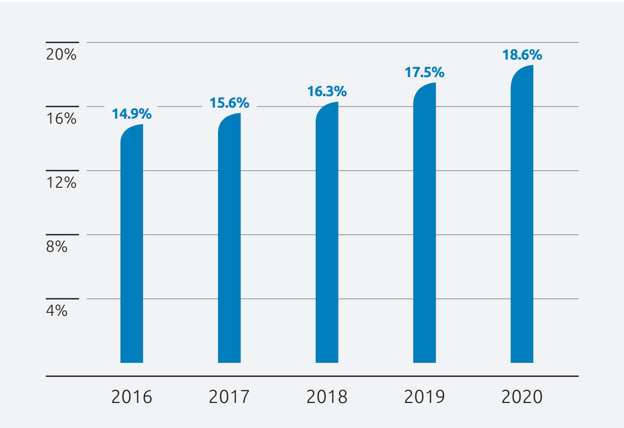
With regard to career development, we are committed to promoting women in managerial positions. The proportion of women promoted internally to the highest grade of Vice-President (VP) reached a record high of 29.3% during the 2020 promotion campaign, just above the target of 29% for women onboarded to VP positions (both recruited externally and promoted internally). In addition, the percentage of external hires exceeded the threshold of 30% in 2020 at 30.9%, reflecting a pro-active recruitment policy and in line with our objectives. The proportion of women at VP level has increased by 1.9 points, although it remains lower than the total share of women in our headcount.

More generally, the number of women at the highest grades increased again in 2020. In particular, the Mediterranean countries have the highest proportion of women at these grades – above 20%.

The Group-wide strategic talent reviews give a good overview of our gender balance. They are carried out in all operational units and help us to identify high potential candidates at all grades and management levels combined. Our CEO takes a close interest in the progress made on this front, following-up with the dedicated team in charge and engaging on this topic in various business meetings.

Several measures support these efforts and contribute to promoting the presence of women in the VP talent pool: local executive training courses, mentoring conducted by senior executives, and increased visibility and exposure for women identified as highflyers. A specific focus following the integration of Altran and the associated organizational changes will ensure that varied and diverse management teams are appointed.

Evolution of the proportion of women in management positions (Capgemini legacy scope)



As part of Capgemini's Diversity and Inclusion (D&I) ambition endorsed by our CEO, we have conducted deep-dive analyses on gender diversity across the Group since 2019. This helped us spot key areas in need of attention and identify gaps to be addressed. Following the analyses, we embarked on a series of interviews with HR and the heads of D&I in our main countries and Global Business Lines. This gave us a preliminary understanding of the challenges in terms of gender diversity at each stage of the employee lifecycle: hiring, promotion and retention. This effort was greatly supported by reporting dashboards we implemented in 2019. Further, in 2020 we initiated the monitoring of Group gender diversity targets at more granular and actionable levels.

Our activity shifted this year to focus more on improving the representation of women in our workforce between entry and managerial levels and mending the "broken rung". This initiative is critical to creating a strong foundation for gender balance at Capgemini and for a sustainable and reliable pipeline in senior managerial and leadership roles.

To further address this specific challenge, a new project is being launched in 2021 that aims to improve gender diversity at early grades. It will help mobilize the main D&I and HR stakeholders across entities to capture both the bigger picture of gender diversity challenges and our Group ambitions. The project will enable us to share and be inspired by the best gender diversity practices across the Group and discuss the major pillars of action needed to improve the shape of the talent pyramid. This is a turning point for gender diversity at Capgemini and lays the foundations for similar initiatives addressing other D&I dimensions.

Results and Key Performance Indicators (KPI)

	KPI	2018	2019	2020	2021 Target
	Scope	**C**	**C**	**C/C+A**	**C+A**
Promoting gender parity in management teams	Share of women in executive leadership	14%	16.8%	20.3% (C)	22%
	Share of promotions to Vice-President positions that are women (internal promotions and external hiring)	24%	29%	30% (C)	30%
Promoting gender parity in the Group	Share of women in the workforce	31.9%	33%	34.9% (C) √ 33.7% (C+A) √	+1 point

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.

Recent recognition

In India

— Capgemini India received the award of second runner up in the Gender-Inclusive workplace category from the United Nations Women 2020 Asia Pacific WEPs in recognition of our commitment towards gender inclusivity. This award is important as it goes beyond mere organizational commitment to Diversity and Inclusion, and recognizes actual milestones achieved through the implementation of focused frameworks and initiatives, such as WinspirE and its various elements: fareWelcome and CAPtivate;
— *Best companies for women* by AVTAR Group & Working Mother Media; and
— *Most inclusive companies* by AVTAR Group & Working Mother Media.

In North America

— Best Company for Dads by Working Mother Media; and
— 2020+ Top Companies for Executive Women by Working Mother Media.

In UK

— Times Top 50 best Employers for Women – listed for the 4th year running and identified in the top 10% of employers for the last 10 years; and
— Best Tech Employer and Flexible Working by Women in Tech Employers Awards.

In Germany

— Best employer for Women (5 stars out 5) by Brigitte.

In Spain (Altran)

— Gold recognition by Ecovadis;
— Top 30 companies with best practices in Diversity, Inclusion and Equality by Intrama;
— Top Employer (2018 Top 10, 2019 in the 6th position, in 2020 in the 2nd position) by TOP EMPLOYER; and
— National Alares Award for Work-Life Balance and Corporate Social Responsibility (Year 2019).

c) Disability and inclusion in the workplace

In accordance with our deep belief that a workplace where people can thrive leads to the best innovation and business solutions, our Diversity and Inclusion efforts also focus on actively embracing our colleagues with disabilities – any limitation on business or any restriction in participating in society as a result of lasting impairment of a person's mental or physical abilities constitutes a disability. Their perspective brings a new dimension to our teams, whilst embodying society's diversity within our company.

In 2017, we joined the International Labor Organization's Global Business and Disability Network. This is a network of several multinational enterprises, employers' organizations, business networks and disabled persons' organizations who share the conviction that talent and expertise can be found everywhere.

In 2020, we joined the Valuable 500, which is a global CEO community revolutionizing disability inclusion through business leadership and opportunity. This initiative is putting disability on the business agenda. This symbolizes our commitment towards disability inclusion.

As a Digital services organization, we know that people and skills development are a company's real capital. Above and beyond our commitments to people with disabilities, technological innovation represents a tremendous opportunity for compensating disability, be it visible or not. We have only scratched the surface of the immense opportunities that exist for supporting a growing number of users towards better inclusion.

The policies for the inclusion of people with disabilities and their results vary depending on the countries where the Group operates. The "Focus on" Sections below provide a snapshot of some initiatives, policies and actions taken in different countries.

Geographical breakdown of employees with disabilities in 2020

Regions/Scope	C	A	C+A
Italy	88	76	164
Germany	104	68	172
USA	175	4	179
Poland	85	N/A	N/A
United Kingdom	712	N/A	N/A
France	636	249	885
India	285	15	300
Spain	57	9	66
Brazil	32	N/A	N/A
TOTAL	**2,174**	**452**	**2,626**

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

4.

Focus on France

We have been actively implementing a policy of inclusion for people with disabilities since 2006. In 2019, we signed a fifth Disability Agreement with state-approved social partners, in which we agreed to pursue this policy. This program is driven by the "*Mission Handicap*" and covers five areas:

- recruitment and integration of people with disabilities;
- continued employment for people with disabilities;
- training with an objective of improving skills and employability;
- awareness raising and communication to fight against prejudice and improve understanding; and
- subcontracting workers from the sheltered sector, which includes "*Entreprises Adaptées* (EA)" and "*Établissements et Services d'Aide par le Travail* (ESAT)" – a network that facilitates employment for people with disabilities. This aims to promote the indirect employment of people with disabilities. We can also support our clients with this kind of subcontracting to comply with their requirements for social inclusion.

During the annual French Event (SEEPH: European Week for the inclusion of disabled people in November), we organized several events aimed at erasing the stereotypes surrounding disability. The program includes web-conferences (about illnesses, such as cancer, multiple sclerosis, and cardio-vascular disease), escape-games, and quizzes highlighting the different disability situations employees might face.

We also take part in the "Handy Tech" trophy awards ceremony. This aims to coordinate and encourage all those who innovate or support technological (including AI) innovation geared to helping people with disabilities, or who are losing their autonomy.

Our commitment to this policy is reflected in an employment rate higher than that observed in the rest of our sector of activity: 3.34% in 2019 compared to an average of 2.5%, according to Syntec (Capgemini legacy scope). At the end of 2020, 885 people with disabilities were employed within the Group in France (including Capgemini and Altran). Our aim is to hire an additional 102 people with disabilities in 2021.

Finally, within the "*Handi-Accueillante*" standard (NF X50-783), aimed at increasing the employment rate for people with disabilities by improving their autonomy at work, we account for the fact that certain processes and tools may need to be adapted for employees with disabilities in their daily activities. This is particularly relevant with digital accessibility for visually impaired employees.

We have developed an e-learning module on digital accessibility for our entire workforce. We have also developed e-learning programs to improve skills regarding disability and inclusion. A common section addressing all our employees covers the recruitment and integration team network, looking at how to integrate a disabled person; and a second session for managers and HR teams to look at what disability is and how to respond.

Focus on India

Our Inclusion of Persons with Disability (PWD) program aims to overcome barriers to access to employment, self-development, and career growth opportunities for PWD. It takes a four-pronged approach that addresses issues around: Accessibility, Career, Engagement and Awareness, as follows:

Accessibility

Removing barriers by providing accessible infrastructure, IT systems, and reasonable accommodation to people with disabilities.

- reasonable adjustments: we make every effort to adapt to a person's impairment by structuring the role or the work environment in a manner that will enable someone with a disability to perform the essential functions of the job. For example, providing sign language interpretation support to a candidate with hearing impairment during the interview process, providing training material in an accessible format, and making the premises accessible;
- self-identification form: Capgemini in India launched a Disability Self Identification Form to allow people with disabilities to voluntarily disclose their disability and take advantage of reasonable adjustment benefits. This provides a platform for them to share their concerns, and benefit from reasonable adjustments to obtain tax rebates under IT law with the relevant documentation and certification; and
- infrastructure accessibility audits and modifications: we work with vendor partners (Diversity and Equal Opportunity Center and Social Equity) to conduct periodic infrastructure audits of our premises and have made modifications to ensure accessibility.

Career

Ensuring inclusion through our non-discriminatory recruitment process, training, and HR policies.

- recruitment: ensuring non-discriminatory recruitment practices so that people with disabilities have equal opportunity to participate. This includes sensitizing, training and making all panel members across India aware of the Company's focus on hiring people with disabilities. Capgemini also proactively encourages people with disabilities to apply through external recruitment communication;
- a job analysis is conducted for each position to ascertain the challenges a person with disability may face. This includes accessibility testing of applications based on WCAG 2.1 guidelines for web content accessibility. In some cases, roles may be restructured or redefined to ensure equal opportunity;
- growth and development: creating a career trajectory for people with disabilities and ensuring internal engagement. This includes upskilling and cross-skilling through various training programs; and
- our PWD mentoring network was launched for employees at certain levels who have worked with Capgemini for more than four years. In this program, the PWD employees are assigned mentors who are senior leaders and able to provide proper guidance and career counselling.

Engagement

Engaging employees through sensitization and cultural awareness and communicating on the importance of inclusion.

- disability awareness training is part of new-hire on-boarding and is mandatory for all employees;
- Capgemini has developed a process and targeted interventions to hire PWD; and

- the Disability Self Identification Form: As mentioned above (see 'Accessibility'), the form has a voluntary disclosure scheme through which employees can ask for reasonable adjustments to their job structure or the job environment. This includes those who have acquired disability during their employment with us. Action could encompass making facilities accessible, adjusting work schedules, restructuring jobs, providing assisting devices or equipment, providing readers or interpreters, and modifying work sites. First launched in 2012, the form was modified in 2018 to address the requirements of Rights of Persons with Disabilities (RPWD) Act 2016.

Awareness

Promoting inclusion in society through industry and contact with our customers.

- observing days of importance, such as World Autism Awareness Day, International Day of Sign Languages, Global Accessibility Awareness Day, International Day for Persons with Disabilities, etc.
- participating in external communities and industry forums, such as ASSOCHAM (The Associated Chambers of Commerce and Industry of India, NCPEDP (National Center for Promotion of Employment for Disabled People), CII-IBDN (The Confederation of Indian Industry – India Business Disability Network); and
- supporting our community development partners, including Sarthak Educational Trust, V-shesh Services, Youth4Jobs Foundation, We Are Your Voices Foundation, etc.

Focus on the United Kingdom

In 2018, Capgemini UK signed the Time To Change Employer Pledge committing to building a working environment where employees feel able to talk openly and honestly about mental health and know where to go when seeking help:

- we have mobilized 135+ Mental Health Champions across the UK since 2018, trained by the leading mental health organization Mind UK;
- as well as face-to-face access to our Champions, employees can make contact through our 'Chat With A Champ' app, which was developed during the Covid-19 pandemic;
- "Thrive" is a confidential wellbeing app approved by the UK National Health Service. It is available to UK employees and helps to build resilience, and prevent and manage stress, anxiety and a certain number of other mental health conditions tied to professional activity;
- Capgemini UK has been recognized by Mind on its Workplace Wellbeing Index at 'Silver' level since 2017; and
- all employees are welcome to join *CAPability*, our ability and caring network. The objectives of the network are threefold:
  - raise awareness – help everyone become more disability inclusive and confident by raising awareness of disability and caring matters across the business,
  - support – connect all colleagues through the network to help people find support and share experiences,
  - feedback – act as a two-way feedback loop on policies and practices in relation to disability and careers.

In 2020, Capgemini UK was re-accredited as a Disability Confident Employer by the UK Government, which recognizes our commitment to supporting team members with disabilities. Capgemini UK have recently had a campaign to encourage disclosure of protected characteristics on a voluntary basis and following this campaign, 712 employees (or 8.9% of the population) confirmed disability or long term health conditions.

Focus on Spain

With the support of foundations and associations, several training courses have been developed to encourage the hiring of people with disabilities and promote equal employment opportunities.

Capgemini is involved specifically with two initiatives; "CEOs por la Diversidad" with Adecco company; and "Empresas por la Equidad, Diversidad e Inclusión" (ED&I) with Randstad Foundation. The objective of both initiatives is to generate knowledge, disseminate it, and promote business and social awareness of diversity and employment within an organization and with its stakeholders.

In 2020, continuing to show our commitment to equality and diversity, we worked, for the fifth consecutive year, with the ONCE Foundation on the integration of people with disabilities into the workplace through the "PorTalento" and "Crue Scholarships" programs. This year, human resources consulting firm Intrama placed us as one of the TOP30 companies with best practices in diversity, inclusion and equality. We have also been recognized as one of the ten most diverse and inclusive companies in Spain for engineering students, according to the Diversity and Inclusion Index prepared by Universum. In parallel, we are continuing our efforts to improve in the areas of work-life balance through the EFR (Family Responsible Company) certification.

Focus on Poland

Capgemini Poland cooperates with external partners on the inclusion of people with disabilities through disability training courses for managers and teams. In 2017, we implemented a disability inclusion program called "*Win with Capgemini*", aiming to support the employment of people with disabilities, from the recruitment stage onward. To optimize integration, we offer technological adaptations and assistance from the first day at work. We also guarantee the equal treatment of employees with disabilities.

d) Anti-discrimination momentum

Wherever we operate around the world, we comply not only with national and international labor laws and standards, but also with our Group Code of Business Ethics, which promotes diversity and inclusion. We adhere to the principles of the fundamental conventions of the International Labor Organization and of the Declaration of Human Rights of 1948, including the United Nations Guiding Principles on Business and Human Rights. We are committed to:

- recruiting and retaining talented individuals from diverse backgrounds;
- treating individuals with fairness and respect;
- providing work environments free from any form of harassment or abuse;
- encouraging our employees to maintain a good work-life balance;
- protecting the health and wellbeing of our staff; and
- providing a stable and fair professional environment, where our employees can develop and thrive.

We do not tolerate any kind of discrimination, whether direct or indirect.

Direct discrimination is when a person is adversely affected by being treated differently, for example because of their social, cultural, ethnic, or national origins, religious or other beliefs, caste, gender identity/expression, marital status, pregnancy status, sexual orientation, disability, age, skin color, ethnicity, parental status, political ideology, military/veteran status, or trade-union activity.

Indirect discrimination is when a rule or condition effectively excludes a significant portion of a group from an activity without having a valid basis.

Our ethics helpline *SpeakUP* exists in all the countries where the Group operates, including Altran. The deployment of *SpeakUP* is still ongoing in two countries (Germany and Morocco), which are currently using the Raising Concerns Procedure. *SpeakUP* allows employees to report any type of discrimination. Each *SpeakUP* alert is fairly and thoroughly investigated and may result in disciplinary action if the allegation is proven.

Refer to Section 4.2.1 for more details about *SpeakUP*.

e) Reinforce racial equality measures

As a Leader for more than 50 years, Capgemini takes pride in a demonstrated commitment to Freedom, Boldness and Team Spirit – our core values. It is critical that we take an uncompromising stand in support of racial equality and ending discrimination in all its forms by creating opportunities and advancement for under-represented communities at Capgemini.

Capgemini stands against injustice. We promote the value and belief that we are stronger for the diverse perspectives that make up our One Capgemini identity. The Group does so at a global level but also through specific country initiatives, described below.

Focus on the United States

This summer, Capgemini reinforced its commitment to meaningfully expanding inclusion initiatives and launched the Inclusion leadership Advisory Council (ILAC).

We are dedicated to building an inclusive workplace and attracting and retaining a diverse workforce to enable Capgemini and its employees to thrive. We focus on the professional development and wellbeing of all our employees with respect and value for their diversity. We aim to attract, develop, and retain talent from various diversity dimensions including disability, geography, age, ethnicity, social background, gender identity, and expression. In 2020, we improved the percentage of women and underrepresented minorities hired, won 2020+ Top Companies for Executive Women, launched another cohort of our Black leadership Development Program for 64 managers with executive sponsorship for participants, engaged employees in Champion Challenge to define and support Allyship, Inclusion, and Intersectionality.

We created our Inclusion leadership Advisory Council to elevate executive engagement in prioritizing recruitment and representation of Black employees across all global grades, advancement of Black employees through career progression and development, cultivating an inclusive environment and stewardship. Our Employee Resource Group (ERG) members' retention rate is 5% higher than the average employee retention rate for the region and the 11 ERGs continue to help us mobilize team members including mentoring over 1600 students including virtual workshops in partnership with TechGirlz during Covid-19 for girls' grades 5-8 interested in STEM.

Overall, our initiatives are three-fold through ILAC (Inclusion leadership Advisory Council):

- cultivating an inclusive environment: Delivering consistent best practices across all grade levels and HR programs at Capgemini. In doing so, we demonstrate that every one of our people has the potential to become a future leader and fighting unconscious bias;
- stewardship, career growth & development: Providing access to professional development opportunities for under-represented communities and improving the level of representation at each grade level. By ensuring proper sponsorship and endorsements, business units can retain under-represented talent longer and encourage more diversity at the Global Grades B through F; and
- diversity recruitment: Expanding our diversity recruitment practices and consistent connection to diverse talent. Through this effort, we strengthen diversity of thought and leadership, while promoting the Capgemini brand in new markets and communities. Recruitment leaders across the North America Region, including Business Unit, Global Business Lines, Financial Services, Sogeti and Invent are working together to improve Capgemini brand awareness in diverse communities through recruiting events at select historically Black colleges and Universities.

Focus on the United Kingdom

The Black Lives Matter movement sparked a crucial conversation in the UK in 2020 about modern racism and what this looks like in the workplace. The UK Country Board, Active Inclusion team and Race & Equality Network together built a transparent program to embed an anti-racism culture, ensure accountability and action. The Group is a signatory of the UK Business in The Community organization's 'Race at Work Charter', highlighting our commitment to take practical steps to ensure we are tackling barriers that ethnic minority people face in recruitment and progression. The actions include:

- supporting our Race & Equality employee network, with executive sponsorship, and active support of our UK CEO;
- Anti-Racism training – Provision of 'Creating A Culture of Anti-Racism' for Global Grades D-F;
- Anti-Racism Reverse mentoring programme (leadership team);
- creation of an Anti-Racism Pathway in our global LMS system, 'Next', with content curated by our Race & Equality Network;
- improved ethnicity data through our 'Include Yourself' initiative, where employees are invited to share details of their ethnicity, and/or other characteristics e.g. sexual orientation, disability;
- striving for zero tolerance of harassment and bullying – visibly championed by our UK Country Board, encouraging us all to be upstanders not bystanders, and supported by our Inclusion & Respect ambassador; and
- supporting ethnic minority career progression in wider society: from our partnership with *Code your Future* (100% Black, Asian and Minority Ethnic students, 60% refugees) to mentoring with Urban Synergy.

f) Continue the development of LGBTQA+

The LGBTQA+ (Lesbian, Gay, Bisexual, Transgender, Queer, and Allies) inclusion efforts at Capgemini, are primarily governed and strategically developed by the Employee Resource Group (ERG) OUTfront. OUTfront's mission is to provide a forum for education and awareness supporting the professional growth of LGBTQA+ individuals by fostering a safe environment globally for people to be authentic in the workplace.

Currently, OUTfront is operating in 17 countries (United States, Canada, Mexico, Brazil, United Kingdom, France, Spain, Germany, Switzerland, Austria, Netherlands, Sweden, Denmark, Norway, Finland, Australia, India) across the Capgemini landscape. OUTfront is primarily a volunteer group, with passionate people working alongside HR and CSR partners.

Working in parallel to OUTfront in the regions is OUTfront Global. OUTfront Global is comprised of four volunteer consultants who ran these workstreams in 2020:

- **Governance**: OUTfront Global facilitated 6-week All-Hands meetings to share regional updates and special topics. OUTfront Global also holds one-on-one meetings with regional leads to discuss strategy, goals, issues, or concerns. OUTfront Global uses the time to better assist the regions and has maintained this high-touch approach throughout 2020. OUTfront Global also started utilizing the MS Teams page to publish regional events, questions and content. This has become an efficient method for OUTfront Global to view regional progress and assess where it can best direct its efforts as it is a resource to the regions.
- **Strategy**: OUTfront Global developed an Employee Resource Group toolkit for regions to easily kick start an OUTfront ERG. The document is a 40+ page guide that sets out the benefits of an ERG, roles and responsibilities, launch checklists, governance plans, communications do's and don'ts, LGBT+ partner resources, etc. This toolkit is just one example of the offerings OUTfront Global has developed to establish and support upcoming regions. OUTfront continuously meets with HR and CSR partners to launch new OUTfront networks. The OUTfront Global team works with the partners to provide established artifacts for *Business Cases* or Country Board presentation.
- **Marketing**: OUTfront celebrated IDAHOBIT (International Day Against Homophobia, Transphobia and Biphobia) and Pride through global internal and external communication campaigns. For IDAHOBIT in 2020, Capgemini published a "Join Hands and Celebrate Love" campaign with internal talent articles, external blog posts and flashcards for regions to share their message of committing to diversity. In 2020, Pride was celebrated globally with social media challenges, video messages and virtual parades. We also had three exciting network launches in France, Spain and the Netherlands. Also, notable mention to Capgemini Brazil and Capgemini Mexico for celebrating their first Pride events.

OUTfront Global strategically levels up the regional networks with special development topics and events, such as our global OUTfront Accelerated Solution Environment (ASE) Summit. This event spanned 10 hours over two days, where 40+ leads virtually met to develop our 2021 Initiative Charters. We discussed what it's like to be an LGBT+ or Ally leader at a global company, the benefits of OUTfront and how to envision a future of success for the network.

Recent Recognition

- In India: Top Companies for 21 days Global Ally Challenge for LGBTQ+ by Pride Circle;
- in North America: Best Places to Work for LGBTQ Equality by Human Rights Campaign; and
- in Australia:
  - Best employer for Women (5 stars out of 5) by Brigitte;
  - Top 3 – Gold Employer Status for LGBTQ+ by Australian Workplace Equality Index (AWEI) Virtual Awards.

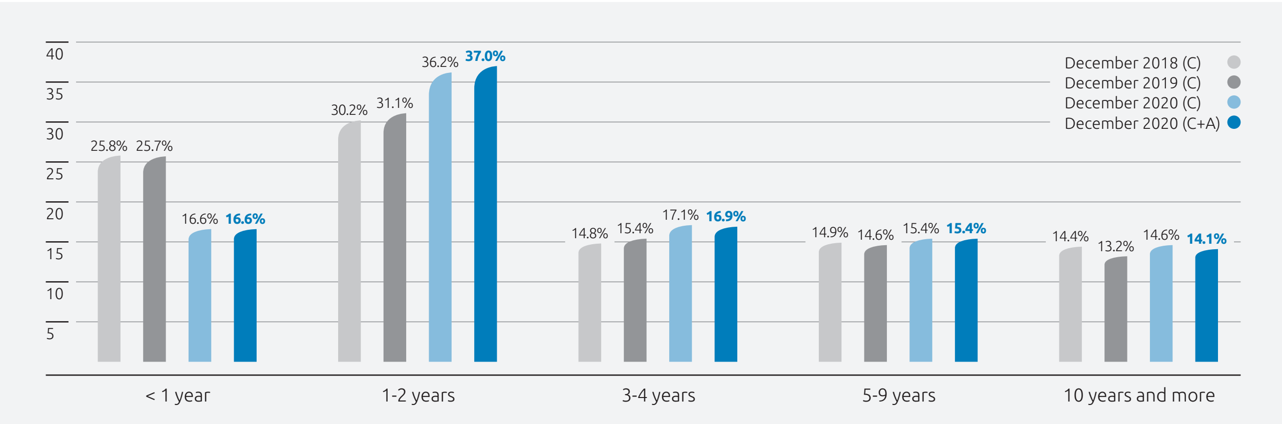
Breakdown of workforce by year of service and by age: changes in 2018-2020

The change to average length of service testifies to the Group's dynamism in terms of recruitment in recent years: the number of new hires, which exceeded 60,000 two years in a row in 2018 and 2019, dropped significantly in 2020 due to the Covid-19 crisis. Nonetheless, it exceeded 47,000 hires. This high flow of external hires over the last three years explains the high proportion of employees with less than three years of service – 52.8% before Altran and 53.6% including Altran.

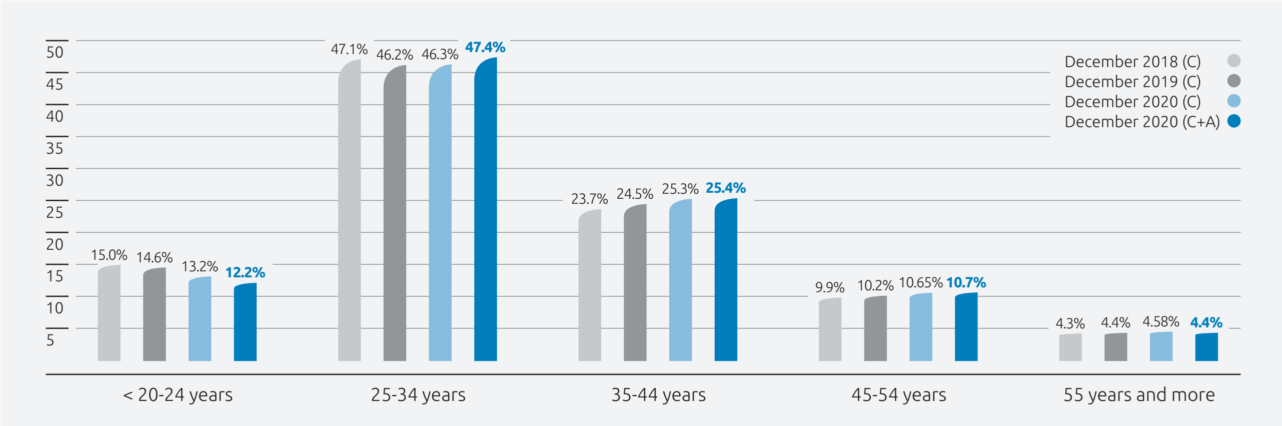
In 2020, the average length of service in the Group increased to 4.98 years (4.58 years in 2019) on a Capgemini legacy scope. This average covers geographical disparities, from 3 to 4 years in Asia-Pacific, LatAm and MEA, driven by India, (where most of the recruitment took place) compared to 9.6 years in Benelux, 8.2 years in France or 7.5 years in UK. Within Altran, the average seniority is close, at 4.44 years and the overall Group seniority is at 4.88 years.

When there is an acquisition, length of service is calculated from the employee's hire date in the acquired company, not the date of their incorporation in Capgemini.

The data refers to 99.9% of the consolidated headcount as at 31 December.



The data refers to 99.7% of the consolidated headcount as at 31 December.



Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran

Age is rounded at superior decimal value (e.g.: an employee of 24,6 years on 31/12/2020 will be accounted in the 25-34 years range).

The average age of employees increased this year and stood at 34.4 (+0.9 year). This is due to (i) the average age of the Altran population being slightly higher by 0.6 year, and (ii) a reduced level of hiring resulting from the Covid-19 crisis, as a significant number of recruits are young graduates. In addition, attrition was reduced significantly, driving the average age up naturally. The average age in India has gone up above 30 to 30.9 on the consolidated basis and has gone up by 0.9 year on the Capgemini legacy basis.

The share of employees under the age of 35 is down slightly to 59.5% (-1.3 point) with a marginal impact of Altran on the consolidated number.

India remains amongst the youngest countries in average, along with Romania and Morocco (both under 30) and with China and Guatemala, while the UK, North America, Switzerland, Nordic countries (Finland, Sweden and Denmark) and the Netherlands have an average age between 40 and 43.

4.1.1.3 Talent brand & attractiveness

The Capgemini brand has been built on the idea that people are our "Ace of Spades" – our greatest asset and the highest-value card in our hand. We work with some of the largest and most-recognized brands in the world. Time and again, our clients tell us that it is our people that set us apart from the competition. We naturally strive to hire the best talents, but it is the opportunities we offer that enable them to flourish in their roles and become difference makers for some of the world's biggest companies. Our people and their experiences build our "talent brand", showcase us as an employer of choice in the market and make it an attractive proposition for top talent to work with us.

Policies and Actions

a) Glassdoor: An authentic talent brand view of the "Capgemini Experience"

In today's digital age, the talent brand is influenced by portals like Glassdoor, which provides an open view of what it's like working with Capgemini to the external audience. In the past two years, we have worked with the business and HR teams to leverage our transformational talent, learning and experience programs to help improve how people perceive our brand and make it authentic. Our global scores on Glassdoor steadily improved from 3.3 in December 2019 to 3.9 (on a scale from 1 to 5, with 5 being the highest score) as of year-end 2020. Countries like India, where we have half of our talent, reached a market benchmark of 4.0, making us one of the top IT services company with the highest rating on Glassdoor among our peers.

The figures below cover the Capgemini legacy scope.

Overall Rating	Culture & Values	Work Life Balance	Senior Mana-gement	Compen-sation and Benefits	Growth – Career Path	Diversity and Inclusion	CEO Ratings	Positive Business Outlook	Recom-mend to a Friend	Interview Experience
3.9	4	3.8	3.6	3.4	3.9	4.2	95%	71%	83%	73%

b) The digital talent engagement & hiring accelerator – LinkedIn

Hiring channels have evolved over the years thanks to the digital wave. LinkedIn, which has over 722 million members in 200+ countries, has become one of the key channels for attracting, engaging and hiring at Capgemini. For experienced hires, it is now the top channel through which our recruiting teams receive most applications and make hires. A digital channel like LinkedIn gives candidates access to our in-house sourcing and recruiting teams to connect for job opportunities and to build engagement for talent pooling. In the "talent war" and digital skills gap scenario, LinkedIn plays a critical role for us to identify and hire the niche skills in digital/cybersecurity/cloud/data we need for competitive advantage. Over the years, through structured learning and certification programs, we have upskilled our recruiters to enable them to leverage the latest recruiting tools. It is also proven that hires from these channels grow and stay longer with us compared to other recruiting sources.

c) Transforming with artificial intelligence & virtual hiring

Artificial intelligence (AI) has been empowering our recruitment process in India. We have enabled an AI matching engine and a chatbot to improve both the efficiency of our recruiting funnel and the quality of candidates, as well as to improve the candidate experience. The AI matching enables our recruiting teams to focus on being consultants to our business, leaving the automation tool to match candidates with open roles.

Our India campus hiring program for technical hires was transformed digitally under the name "Capgemini Exceller". Post pandemic, 100% of our campus hiring was transitioned digitally through an online platform that enabled online engagement, assessment and selection, along with strengthening our university relations.

d) Digital onboarding – first experience delivered digitally

We understand the importance of the first few days for our new joiners and the business. All our entities develop employee integration programs (training, formal events, etc.), in accordance with the Group's guidelines and requirements. The "new normal", among all the other challenges, provided us with the opportunity to transform the onboarding experience. This is the first critical step for our new employees, where they get a first-hand view of our culture, people and business.

Our Invent team has designed a "VP (Vice-President) Journey" SharePoint portal, which supports newly onboarded leaders to understand our culture, connect with fellow team members, access tools and documents, connect with a buddy/mentor, and start exploring development opportunity. The entire journey is enabled through MS Teams and SharePoint, along with frequent interactions. The objective is to welcome new leaders, build consistency in our onboarding approach and provide guidance as necessary throughout their journey.

All our newly promoted and newly hired VPs are invited to participate in the Group's ONE onboarding program within their first year, an opportunity for a privileged connection with peers globally and to get closer to the Group's ambition.

In the United Kingdom, our teams have worked to bring the onboarding experience digitally to new joiners. We want our new joiners to feel welcome and ready to hit the ground running. We have a three-step process for virtual onboarding:

- step 1: Our *BeReady* portal enables new team members to start becoming familiar with Capgemini and our processes before joining. The portal allows interaction between team members and the wider business and is the first step to building a Capgemini network;
- step 2: Once a new team member has become familiar with their new equipment, they will be invited to our virtual interactive BeInspired Induction session; and
- step 3: MyCapgemini portal facilitates the admin and document collation process for the new employees.

e) External awards & recognition

Our talent brand is empowered by our people and their experiences. It has been recognized as one of the best employer brands across different countries/regions. This is a reflection of our investment in attracting, growing and retaining the top talent as we strive to become a place where talent thrives. Our many awards include (not an exhaustive list):

- Best Places to work award for Germany and the UK – 2020;
- Great Places to work – Capgemini Portugal, Germany;
- Best Apprentice Attraction Campaign Award at the RateMyApprenticeship Awards in the UK;
- Top Employer 2020 – Poland;
- Gold status at the Australian Workplace Equality Index (AWEI);
- Best Companies for Millennials Awards – India;
- Universum The Most Attractive Employers – Students rank 50 (Germany); and
- Experienced consultants in IT engineering (France).

External Hiring

Given the range and volume of our recruiting, a multichannel approach is necessary:

- the Group defines the content, concept and rules of our brand image with the Marketing & Communication departments;
- recruitment campaigns and advertising are approved by the operational units and comply with the Group's standards;
- the talent brand and the underlying employer promise is reflected locally and globally in our recruiting process. These activities are coordinated by the local Human Resources teams, in the operational units and local Marketing & Communication departments and can mobilize the experience and support of the Group's Human Resources recruitment team.

New hires include employees who joined Capgemini after the usual recruitment process during the financial year and who are part of the headcount (new hires incorporated *via* acquisitions/operations are excluded). The coverage rate for new hires is 100%.

	Scope	External hiring	Acquisitions
2016	C	53,784	1,462
2017	C	52,299	1,394
2018	C	61,752	2,984
2019	C	63,728	897
2020	**C+A**	**47,002**	**50,835**

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

The Covid-19 crisis had a significant impact on external hiring levels, with a marked 50+% reduction of recruits compared to the previous year over the second and third quarters. However, recruiting did not stop and kicked off again towards the end of the year.

Countries outside Europe played a decisive role in our recruitment policy, totaling 70% of all new recruits in 2020. India saw its net headcount increase further following the acquisition of Altran, as well as organically, welcoming more than 15,700 additional employees in 2020. Both Europe and the Americas reported an organic headcount reduction.

The ***"Promote first, Hire second"*** principle ensures internal candidates displaying development potential are given priority over external candidates regarding career development and new position openings. Publishing vacancies and internal job opportunities (if applicable) and reviewing various candidates with the Human Resources teams for each Strategic Business Unit/Global Business Line are standard requirements before turning to external recruitment.

Regarding senior hires, every Vice-President hired undergoes an external assessment (different from the one carried out by the recruiting body).

Results and Key Performance Indicators (KPI)

	KPI	2017	2018	2019	2020
	Scope	**C**	**C**	**C**	**C+A**
Talent attractiveness	Number of people hired by the Group (external hiring)	52,299	61,752	63,728	47,002 √
Implementation of local initiatives preventing the unwanted departure of employees	Employee voluntary attrition rate *(%)*(1)	18.9	22	20	12.8 √
	Total attrition rate *(%)*(1)	23.2	25.8	25.9	18.5

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.
(1) Note: Numbers for 2017 to 2019 are covering Capgemini legacy only, excluding Altran.

4.1.1.4 Continuous learning & development: right skills and opportunities

At Capgemini, turning potential into value sits at the center of our *Learning and Development* efforts. We believe in the power of our people and the vital role we play in their development, ensuring their sustainability and long-term employability as their careers progress through our company and beyond. To meet the increasingly agile expectations of our clients and our people, every Capgemini employee, from fresh hires right out of university to senior leadership, can expect the same high standard of tools, programs and support (tailored to their roles, skills and path progression) as they develop in their careers.

a) Performance Management

Capgemini has a robust performance management model in place so that every employee has:

- clear objectives established early in the year;
- a year-end performance review (at the minimum); and
- a once-a-year development discussion.

While this Group minimum standard usually sees a richer application in the businesses (with additional mid-year reviews and more than once a year promotion opportunities), since 2018 the Group has engaged in the design and piloting of a new performance management model called "*Perform*". Destined to primarily respond to our entry and young professional grades (that represent the majority of our workforce), the *Perform* model addresses their changing expectations as well as the need to better support the agile business environment in which the Group operates.

Perform is a more continuous system focusing on progression rather than on just past performance by:

- clarifying a standard and limited set of development needs/objectives by role and grade;
- evidencing attainment through continuous, 360-degree feedback *via* co-workers, managers, partners and clients;
- running quick and effective value assessments by the People Manager; and
- reviewing promotion decisions in quarterly People Review roundtables.

While our management and top leader levels are remaining on a semi-annual or annual cycle, the *Perform* model will:

- apply to them the same standard development objectives (by role and grade);
- fully include them to actively take part (giving and receiving) in the targeted feedback culture; and
- require an even stronger focus on people development and role modelling.

This model will allow for an easier adjustment of goals on an ongoing basis. It will supplement standard development with tailor-made options for faster upskilling and supporting mobility options.

More than 12,000 employees have been enrolled in pilots across the Group over the past 18 months (notably in France, Netherlands, North America and India) that validated the value of the model. It is now planned for a Group-wide rollout.

Altran has a similar annual performance management model and will fully align to the Perform approach.

b) Next – unified experience platform for learning

Digital learning has been a hot business topic for a long time. However, there has never been a greater need for well designed and implemented digital skills solutions to maintain high quality delivery and allay employee worries about skill redundancy in an increasingly volatile market.

Capgemini has partnered with some of the world's leading *Learning and Development* content providers, such as Pluralsight, Harvard Managementor, Harvard Spark, and Coursera, to create the Next digital learning platform, powered by Degreed. Next was developed as a one-stop-shop for our disparate learning platforms, launched well ahead of schedule in the first half of the year, to address new skills-based learning needs which can no longer be handled face to face. Next gives all Capgemini learners access to 250,000+ courses and 3 million learning activities from 1,200 sources, empowering them to fully customize and optimize their individual learning journey. All development activities on Next are recognized internally. Many are also externally recognized, with numerous courses from renowned and accredited universities and many external certifications available free of charge.

As of the end of 2020, Next has 158,398 active users, which is 75% of Group headcount (excluding Altran). It is rapidly shifting the 'learning hour' landscape when compared to 2019.

c) Growing the learning ecosystem with partners and certifications

The launch of Next has facilitated the rapid growth of our learning ecosystem. This has meant that the learning content from our partners (such as Microsoft, SAP, AWS, RedHat, Oracle, Salesforce, etc.), whom we rely on to gain the skills necessary to bring innovation to our clients on their terms, has been pushed to the forefront of development. Partner content is featured on the front page of Next, seen immediately by all employees, and has driven a marked uptick in skills development and certification. Next has also enabled us to digitize and deploy a variety of academies, guided learning pathways that act as a hub for those acquiring particular skills.

AI Academy on Next is a good example of this. AI Academy is geared towards increasing the base level of data and AI intelligence across the entire organization, as well as furthering the skills of our Practitioner and Professional (those skilled in data engineering, data science, machine learning and data visualization) populations. AI Academy gives our people a clear learning-driven path for all AI roles within Capgemini, as well as a community of peers with whom to learn. The Academy has several tracks (AI for Management, AI for Solutioning, AI for Delivery, etc.) to fit the needs of every AI learner at every stage of their career progression. As of the end of 2020, 6,415 users had identified AI as a new skill and 921 users were taking AI training, an increase of 14.36% of employees with the AI skill (these figures cover Capgemini legacy only).

Next also allows us to boost more focused partner content, such as with our **Microsoft Technical Learning pathway**. Microsoft underpins the majority of the Group's priority offers, which means that having up to date knowledge on all products, services, certifications and related skills is key. This led us to a blended learning approach using a combination of digital learning on Next, instructor-led training, webinars and up-skilling events to develop our specialists and help them get certified in Cloud, Modern Desktop and Business Applications (Power BI, Dynamics 365). In 2020, this program included 6,132 unique participants on Next, 16,500 attendees at the Cloud Week event, 19,066 unique participants across instructor led and webinar sessions, all leading to 3,088 new Microsoft certifications (these figures cover Capgemini legacy only).

Beyond Next, the partner ecosystem allows us to offer our employees market ready skills from the start of their career. **L'École by Capgemini**, for example, is a recruitment and development program for the first months of a new joiner's time with Capgemini in France. This enables them to learn business, leadership and tech skills through partners like SAP, Salesforce and various renowned business schools.

Likewise, the "Fullstack Engineer" program in the cloud infrastructure services Global Business Lines expands team capabilities to multiple IT/networks stacks for the business, enabling better identification of key resources and more effective and efficient resource planning. This improves delivery efficiency by using multi-competency resources and will, in turn, enable more competitive pricing to our clients. For team members, this means a more valuable profile with clear career paths and increased growth opportunities. It also allows us to offer highly varied, interesting, and fulfilling work. There are currently five technology stacks, each one with multiple sub-technology topics, and each topic has three levels of proficiency: beginner, intermediate and advanced. This program is supported by Pluralsight through the Next platform.

We also have our own internal certifications and accreditations, which for many years have been, and remain today, an important asset and a recognition for the expertise and development paths for key roles and communities. For example, the **Engagement Manager Certification** covering roles such as Project Managers, Scrum Masters, Service Delivery Managers and Transition Managers is a levelled certification program (from Foundation to Level 4 Expert). This global certification scheme allows better staffing of complex and specific engagements with the appropriate level of expertise and represents a strong community with elevated excellence standards. There is an equivalent for the Architecture community and the *Account Management* community. These strategic communities are part of the 15 professional communities that are run across our Group.

d) Digital, virtual and hybrid events

As a response to Covid-19, all events in 2020 shifted online. Not being limited by a physical location allowed significantly more participants to take part in learning events, creating more community connections, and fostering a sense of belonging to their learning communities and Capgemini as a whole. Two learning events, designed from the ground-up as digital rather than converted from a physical event, stand out:

- **"InventX"** was a 5-week asynchronous virtual event that occurred each Friday for Capgemini's consultant population. This used the 'Hopin' virtual event platform to achieve a festival mindset complete with headliners, area stages, your own learning path and choices of broadcast experiences. The event featured 108 speakers delivering 114 sessions for nearly 3,000 unique attendees (6 times more than the same event delivered face-to-face previously); and
- **"Architects Summit"** was another 5-day event (although hosted all in one week) for Capgemini's architects and tech specialists. It was also the first event featuring over 300 participants from Altran following its acquisition. The event reached 4,500 people, 9 times as many participants as the same event held face-to-face the previous year, all of whom focused on different aspects of personal, business and social growth.

e) Manager development

This year saw significant investment in further developing Capgemini's manager and aspiring manager population *via* the global **"Connected Manager" program**. Connected Manager is aimed at middle management, evolving the managerial mindset as well as behaviors and practices necessary for success. The program follows the 3P principle (Proximity, Performance and Perspective – bringing people together into one community as they build the skills they need in context). We will continue to expand it in the future. Originally a hybrid program, Connected Manager has made the jump to 100% virtual, allowing the program to rapidly expand. To date, the program is present in 40 countries with 16,500 participants. 6,500 of whom have completed their certifications (these figures cover Capgemini legacy only).

f) Executive learning

Revamping the learning culture to take advantage of digital must begin from the top, which is why 2020 saw significant progress in executive education offerings. To develop strong digital leaders, we created the **Executive Education Section** on the Next digital learning platform. This provides both recommended and individualized learning paths for experienced managers and leaders, with content such as enhancing business and tech leadership, role-modelling new ways of working and collaboration, enhancing people coaching and development capabilities, and how to drive innovation and transformation.

The executive learning offering was further extended to include an external coaching approach that our executives can leverage to develop specific skills or career options. This is based on the principle that learning goes through different modalities at different career stages and person-to-person support is an effective and impactful way for our senior talent to progress. We have proof-tested four world-class coaching organizations and have made them available to all entities to choose the most relevant ones for supporting these special talent pools. Each executive can then develop and improve at their own pace – on the topics at hand – and through the most relevant approach.

g) Talent acceleration and high potential development

Our **Leadership Development Programs** are designed to allow every employee to improve their leadership skills, with explicit requirements for specific grades. Vice-Presidents are assessed annually on their behavior and leadership skills during their performance review. We offer a selection of **acceleration and development programs for employees with high potential** – within each grade – to boost the progress of specific profiles and thus accelerate their career. We also offer a selection of Leadership Development Programs aimed at highflyers – within each grade – to train employees and align habits and behaviors with expected leadership skills.

For a longer-term approach, we also focused on our E.L.I.T.E program, a brand-new concept providing a launch pad for our future leaders. This program focuses on hiring top talents out of Tier 1 business schools in India and placing them on a ten-year track to senior management as they explore new ideas and solve key business challenges across a broad spectrum of roles and functions. E.L.I.T.E. includes exposure to a consistent set of onboarding activities, rotation projects, international contacts, extra-curricular projects and events, community building, and *Learning and Development*. Following the program launch, 95% of remaining participants have been promoted, with a strong 48% gender diversity making a clear impact across business units and functions (these figures cover Capgemini legacy only).

The eligibility and enrolment conditions for these programs are updated every year and their students receive specific support as they progress within the Group.

h) Workforce planning and skills development

At Capgemini, careers and skills are at the core of business, hence making sure that 'the right person with the right skill is in the right job at the right moment'. Our global staffing tool is designed to harness the business demand, skills, people data and project mobility choices to map the pool of interested talent profiles against the right demand. This is further leveraged by our resource planners to make decisions about staffing. The tool offers a global marketplace, where people can express their interest in projects that have been chosen to be published rather than having a resource assigned directly. Any unfulfilled demand is flagged to the external market, in line with our core staffing principle to 'look internally before going to the market'. The analytics engine is designed to grow in intelligence through a skills framework, taxonomy, professional communities, and evolving people data, so that it increases the matching ability, understands career choices, and reduces the turnaround time and business costs involved.

Results and Key Performance Indicators (KPI)

	KPI	Scope	2018	2019	2020
Training policy	Total number of training hours (millions of hours) (1) (2)	C A (3)	8.2	9.2	9.8 1.1
	Average number of training hours per employee (2)	C A (3)	38.8	41.9	45.5 √ 22.2
Development of internal talent	Number of consultants and senior consultants (A and B grades) onboarded in the new Performance Management System (Pilot phase) (2)	C	8,720	12,000	12,000
Portfolio of training and talent acceleration programs for highflyers	Numbers of employees enrolled in talent acceleration programs (2)	C	907	1,060	2,180

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.
(1) Note: There has been a change in methodology in how learning hours are reported from 2018 to 2019. Only training completed in full by our employees was considered in the scope of calculation. Until 2018, even partially completed training was considered. Also, reported hours cover employees still present on December 31st of the relevant year. 2018 and 2019 data was recalculated for comparability purposes.
(2) Note: These numbers cover Capgemini legacy only, excluding Altran scope. They therefore cover 81.5% of the total Group's headcount.
(3) Coverage rate of Altran training information: 98,4% of Altran headcount.

4.1.1.5 Leadership

Capgemini's leadership is at the core of driving business strategy, navigating the complexities of our business environments, identifying and defining the transformation levers with our clients, and aligning people behind a common mindset, behaviors, ambitions and goals. In addition to the specific leadership development mentioned in the previous Sections, Capgemini has implemented fair and integrated processes to ensure we identify, promote, expose, and develop our leaders for larger opportunities. Grooming our Top Talent for future leadership positions and capabilities is a long-term effort leveraging multiple drivers.

Policies and Actions

a) leadership Model and Vice-President (VP) processes

The Group's leadership model establishes a clear set of leadership capabilities for ensuring success at Capgemini. It is based on six dimensions:

1. "*La Niaque*" (Grit, Resolve and Resilience);
2. Business builder;
3. Profit shaper;
4. People developer;
5. Agile player; and
6. Active connector.

This leadership model is applicable to all grade levels across the Group, and actively applied and enforced at VP level. Each grade is split into four levels. This enables us to establish employees' maturity within their grade, set expectations, and enable fair evaluations across all our businesses. The drivers and behavioral expectations for leadership, as described in our group model, are translated into both promotion and recruitment processes at the highest leadership levels in the organization:

- Director and Vice-President (VP) promotion process;
- VP external assessment during recruitment process.

For seniority below director and VP level, the countries and businesses are responsible for leveraging the model within their respective talent processes, ensuring that this model is relayed at local levels.

b) VP Strategic Talent Review (STR) – succession & mobility

Capgemini runs a formal Strategic Talent Review (STR) of its VP and director population at Business Units/Function and country levels as well as Group level, with the ultimate objective to identify the best leader talents – current and future:

- identify options and preparation steps for succession plans and mobility moves; and
- drive leadership development.

Formal business and country leadership roundtables ensure that the top talent strategies and actions adopted are followed through.

c) Group Position Holders

The Group Executive Board has created a next-in-line Group Position Holders with a twofold objective:

- build a high-performance Group leadership culture wherein the Group Position Holders' contributions and accountability are not confined to their respective Business Units/Functions, but can extend to the entire Capgemini group; and
- create a global leadership capital to realize the Group strategy by nurturing leadership potential, facilitating global mobility and succession planning.

Based on the business and market context and conditions, the Group Executive Board has defined strategic criteria to identifying these Group positions. These criteria undergo a revision every year to adjust to both present realities and the future. One of the key criteria is to rotate holders of these positions every five years.

4.1.1.6 Health, safety, and wellbeing at work

We safeguard the health, safety and wellbeing of our employees and sub-contractors – be it in the workplace, working from client sites or from home, and while travelling. During the pandemic, the Health and Safety of our people were of special importance to us with the sudden and large-scale shift to remote work.

Policies and Actions

a) Health and Safety at work

Being a people centric company, the Health and Safety of our employees is always of highest importance for us. That's why, even during the pandemic, we have continued to update, upgrade and communicate our policies. Information on Health and Safety is provided to all employees, regular training is promoted to keep people's reactions sharp in case of incidents and to prepare them to handle emergency situations. Employees who have received first aid and emergency training are thus able to provide an adequate response in the event of an emergency. Support through third parties is offered for work-life balance, disability and rehabilitation, as well as during business travel.

The following is an overview of the scope of our regular Health and Safety policies, which provide information, guidelines and training for all employees:

- Health & Safety in our offices;
- Health & Safety on external sites and while travelling;
- handling of accidents and emergencies;
- handling of hazardous substances (also part of our Environmental Management System);
- guidelines and training for safe travel;
- initiatives to promote a healthy lifestyle and mental health;
- training and information on ergonomics;
- guidelines for sickness and rehabilitation; and
- guidelines for employees with disabilities.

Altran is also committed to ensuring the Health and Safety of its employees in accordance with national and European Union legislation and directives, and has defined Occupational Health and Safety and occupational risk assessment policies at the level of each country. Risks related to the Company's activities are classified as generic risks, specific risks, risks related to the working environment and psychosocial risks:

- generic risks concern all employees, particularly in connection with travel and work assignments;
- specific risks depend on the activity of the engineers and the sectors and clients with which they work (ionizing radiation, CMR and biological agents, etc.);
- risks related to the work environment concern the workstation, premises and emergency situations; and
- psychosocial risks are those elements that affect the physical integrity and mental health of employees within their work environment.

In 2020, the Group continued to provide training for managers and internal awareness campaigns on the risks of falls and those associated with working on screens.

While the world was challenged by Covid-19 in 2020, even more focus was put on the Health and Safety of everyone working at Capgemini and Altran. The global crisis team in which all functions are represented developed 'Covid-19 Health & Safety Guidelines', which were deployed globally. In a very short timeframe, consistent safety protocols were developed and a 'Covid-19 Office Etiquette' for our Capgemini and Altran offices implemented.

- as per World Health Organization (WHO) guidelines and local medical Health and Safety practices, regular hygiene and specific disinfection protocols on our premises are in place. All protocols have been intensively communicated with e-learnings, videos, Q&A sessions, posters, flyers, intranet publications and emails to ensure all our people are aware of them;
- international travel was restricted to business critical only. Travel guidelines are continually reviewed and updated;
- a comprehensive, organization-wide awareness campaign was rolled out to inform and educate all Capgemini employees about safety measures and prescribed dos and don'ts;
- masks have been provided to all sites to be handed out to people working on site or travelling and commuting;
- social distancing norms are being adhered to in our all offices, including staggered lunch hours and designated seating spaces;
- the safety of all sites is regularly reviewed to ensure the duty of care for people on site during the pandemic; and
- in addition to the above measures, we have enabled most of our colleagues across the globe to work from home effectively.

b) Health and Safety with our external partners

Many of our colleagues regularly work on clients', subcontractors' or other non-Capgemini sites. To account for the growing need for flexibility at work, it is important to extend the coverage of our Health and Safety information to external premises, such as trains, planes, homes and hotels.

At client sites we ensure that our employees are aware of and cooperate with the health, safety and emergency rules on site. During the Covid-19 crisis, employees rapidly moved to a Work from Home (WFH) model, enabling us to actively avoid further spreading the virus and in line with our Duty of Care to our people. We worked closely with clients and supported people with equipment, information and WFH guidelines to successfully implement this model.

c) Health and Safety when travelling and in high risk countries

The Group normally operates in countries with adequate personal safety safeguards. Nevertheless, for some clients, employees may have to travel in geopolitically unstable countries, or to dangerous geographical areas, where there may be physical risks.

Regardless of the country, there may be serious or severe external events (natural disaster, terrorist attack, popular uprising, civil war, act of banditry, etc.), transportation accidents, or virus-related health crises. These have the potential to endanger the safety of people on a Capgemini site, at a client's premises, or while travelling.

These major and unforeseeable crises represent a threat to employees and can have a significant impact on our company. To prevent risks and minimize their impact, we have implemented the following policies:

- specific approval procedure for travel in "medium/high" risk countries with strict rules (Snapshot process);
- employees must carry a mobile phone that can make international calls and give the number to the Group's security unit;
- all reservations are tracked so we know when and where employees are travelling, using a tool that allows us to contact them 24/7, by email, SMS, or phone;
- a mobile app has been created so that employees can geolocate themselves and send an emergency message if needed;
- geolocation is mandatory four times a day for employees who travel in specific countries;
- safety training for all travelers;
- BTA (Business Travel Accident) policy covering all emergencies worldwide; and
- 24/7 call center for emergencies.

During the Covid-19 crisis, neither Capgemini nor Altran had any employees stranded in high-risk countries, nor in a medium risk country. Altran had 22 employees (family included) stranded in Morocco, which is a low-risk country. Here, the main challenge was to repatriate them before air links were suspended or potential immigration issues arose due to expired residence or work permits. Altran closely monitored each situation to reassure and accompany employees, including:

- liaising with embassies and foreign affairs administrations to obtain reliable information;
- liaising with our external safety partners;
- keeping in touch with employees;
- allocating a repatriation plane;
- liaising with local governmental authorities to provide reliable information; and
- issuing certificates to employees so they could be safe in the event of police checks.

For more information about these risk factors and their management, refer to Section 3.2.1.

d) People safety and international assignments during Covid-19 crisis

At the onset of the pandemic, the International Assignment Services team rapidly mobilized a cross-functional task force during the course of a weekend. The task force was dedicated to supporting all our mobile employees and covered over 8,000 employees in more than 30 countries. We established a centralized employee helpdesk in addition to local country support networks, which was especially important for providing close support and reassurance to our overseas Indian population with concerns and enquiries, many of whom had family back in India. Over 8,500 individual queries have been fielded on questions regarding insurance, general wellbeing, repatriation available travel options, visa and work permit extensions, accommodation options, and company quarantine support on arrival in the destination country. The team immediately and proactively validated every employee's health insurance status and extended such coverage as and when required as the pandemic ensued.

The team also connected regularly with any stranded employees and ensured employee wellbeing programs were extended to all employees as needed. In addition, Capgemini organized internal employee town halls, as well as partner healthcare provider webinars where employees were encouraged to ask qualified doctors questions in active Q&A sessions. Regular (often real time) alerts were communicated to employees about repatriation flights as and when they became available.

On arrival back in India, many employees and their families were quarantined for up to 14 days. We provided cross functional team support to ensure the employees and their families had regular contact with the Company, that the financial costs were covered, and that employees were accompanied home at the end of the quarantine period. We have repatriated around 2,300 employees and their families.

In recognition of this, our International Assignment cross functional team's Covid-19 Employee-Care Assistance Program (E-CAP) won the Global HR Award for Best Adversity Management practice.

Additional people safety activities during the Covid-19 crisis included:

- procuring and providing protective and hygienic equipment for our staff, such as masks and hand gel, including critical sourcing, logistics, and customs clearance;
- supplying masks from France to APAC, allowing APAC employees to go back to work as early as February 2020;
- purchasing masks globally for the rest of our Group geographies in time for the end of the first lockdown in Europe and the rest of the world;

- providing a list of Covid-19 testing clinics in 15 countries, allowing employees to travel or fly back home and/or for business travel, and to go back to their office after travelling;
- advising stranded employees: monitoring immigration issues (expired visa while unable to leave a country, etc.) following quarantine, as well as monitoring available flights to return to India or coming back to assignments;
- monitoring insurance for geographies and the level of coverage for Covid-19 treatment, especially for travelers and Indian assignees under India cover;
- providing information to reassure employees and management, as well as psychological support, e.g. by setting up support lines in partnership with Anticip and ISOS;
- organizing webinars with ISOS for management and employees to reduce worry and stem any panic in employees who might want to leave their jobs and return home from their host country; and
- producing documentation for managers and HR, and guidelines to communicate with employees and clients.

Results and Key Performance Indicators (KPI)

	KPI	Scope	2018	2019	2020	2021 Target
Health & safety	Compliance with the Snapshot process (% of travelers who complied with the Snapshot process)	C	93%	98%	88% (1)	95%
	Compliance with safety/security training (% of travelers who have followed the training) – low risk countries	C	19%	19%	19%	20%
	Compliance with safety/security training (% of travelers who have followed the training) – medium/high risk countries	C	96%	96%	98%	99%

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
(1) 30% of non-compliant travelers were employees from Singapore on a project in Philippines with tight schedule and little notice for travel.

e) Wellbeing

While wellbeing is always an important topic, it became even more relevant during 2020. Being faced with the challenge of many colleagues working from home, new routines had to be developed. To successfully promote wellbeing, several stakeholders aligned their efforts, including Learning & Development to promote training and e-learnings that address topics such as work-life balance, and *Corporate Real Estate Services* to support colleagues with equipment, such as monitors to make working at home easier. We also engaged with partners, such as insurers and healthcare providers, who run initiatives to enhance wellbeing and support in the event of grief, loss or stress.

These complemented the many initiatives designed to reduce stress at work and focus on mental health that we had previously established, such as Employee Assistance Programs, Mental Health Champions, and wellbeing apps such as Thrive or Sanvello. More details on the activities in India and France are described below. All initiatives are reviewed regularly, and those identified as best practice are deployed in other countries.

f) Fighting isolation and ensuring the right to disconnect

The health crisis led Altran and Capgemini to pay particular attention to supporting employees feeling a sense of isolation. For example, Altran France adapted existing devices to limit isolation and took several additional steps, such as communicating more on the helpline, allowing employees to return onsite if they had difficulty coping with remote working, providing advice on remote management and work, and coaching juniors and new hires. Capgemini organized mental health support programs and promoted the use of a 24/7 helpline for mental wellbeing issues.

With the increase in remote working, as well as in normal conditions, we are committed to ensuring the right to disconnect and promote the importance of maintaining a good work-life balance to our employees. For example, Altran France communicated several times on the Right to Disconnect Agreement, which gives employees the right to 'switch off' from work emails, texts, etc. at the end of the working day. In March 2020, Capgemini published Group Guidelines for Working from Home focusing on preparedness, connectivity, security and interactions. To address the challenges of remaining socially connected while being physically distanced, Capgemini UK developed and published "Top 10 tips for working from home", covering topics such as creating a routine and a good workspace, taking regular breaks and keeping fit, as well as making time to chat with colleagues. These tips have been adapted and communicated globally, by mail, *via* the intranet and other channels. Besides the global initiatives and communications, countries have continued and extended their own existing programs focusing on mental wellbeing, such as Time2Recharge in the Netherlands or Time4You in the UK.

g) Transforming the workspace

Workspace transformation – moving into the 'new normal' way of working

Our working conditions were truly challenged in 2020. Our knowledge has improved, and expectations have grown. The outcome is clear: the focus on how and where we work has increased the need for collaboration space, digital tools and pre-planned activities before entering an office space. How we see and use our sites is heading towards a harmonized, hybrid way of working, embracing both on site and at home models, with a rapid development of the ability to support collaboration both virtually and physically.

To reassure our people and make them feel welcome in our spaces, we have increased our focus on safety by adding one-way circulation paths and hygiene stations and increasing space between seats. We are deploying digital SmartOffice solutions to optimize our building management, while offering multiple services to our employees, allowing them to pre-plan their activity and seamlessly access the office by anticipating their workspace need and preparing for how they intend to use spaces on site, such as sensors for occupancy and the ability to book seats remotely. Virtual collaboration tools and solutions are of high importance and both the technology to access our sites and pre-plan visits are under development and deployment.

Flexibility on site makes it possible to change space based on activities and evolving needs. Rooms can be rearranged by merging or splitting space to host the right number of people. Open areas are not as large as before, and the space is divided into smaller open Sections to decrease noise levels and host smaller groups of people, while still being in close proximity and with access to different space areas.

We have launched 224 workplace transformation projects since 2016, with 216 already completed, which represent 49% of our portfolio now that Altran is part of the Capgemini group. While continuing the transformation of our real estate, we are now taking digital innovation to a higher level and accelerating our environmental programs to meet even more powerful goals, such as being Carbon Neutral by 2025 and becoming a Net Zero company by 2030.

Health, Security and Wellbeing: Focus on India

Creating a safe and healthy work environment is critical to the success of our business in India and is one of the best ways to retain staff and maximize productivity. The OH&S (Occupational Health & Safety) program at Capgemini India encompasses a wide network of stakeholders: employees, suppliers and clients. The organization was recently certified to the Occupational Health & Safety Standard ISO 45001:2018 covering all its 30 operational sites.

a) Health and Security

Capgemini India's H&S policy has been defined along with the Governance Board, to which the India Corporate Real Estate Service (ICRES) Health Safety and Environment (HSE) team reports on a quarterly basis. It includes a standardized medical service for all locations (doctor, paramedic and full-time ambulance on site). Ergonomic awareness sessions are available for all employees and Emergency Response Team (ERT) members are identified for every location, with their contacts made available to all employees – the ERT team is trained twice a year on advanced first aid services by experts in the industry and on floor emergency protocols. A hazard identification and risk assessment exercise is carried out on an ongoing basis, empowering us to identify new risks proactively, and take the necessary corrective actions. Appropriate control measures are adopted/modified, with defined and frequent monitoring, when a specific hazard is identified.

India's H&S policy intends to:

- assign adequate resources to ensure continual improvement in Occupational Health & Safety performance;
- identify and comply with the relevant legal and other requirements applicable to Occupational Health & Safety;
- identify hazards and assess the risks, enabling suitable controls to be implemented to avoid the risk or to ensure it is as low as reasonably practicable;
- identify appropriate Occupational Health & Safety objectives and targets for periodic performance reviews;
- communicate and inform all employees, interested parties and all relevant stakeholders (customers, visitors and contractors, support staff, vendors/suppliers) of their obligation to take responsible care for the safety and health of themselves and others;
- provide guidance, training and awareness to employees and all relevant stakeholders wherever needed (support staff, customers, vendors) to ensure a safe workplace;
- develop measures and processes to focus on prevention of workplace incidents;
- develop and maintain protocols on pandemic/crisis management in India in collaboration with India BCM, India HR and wellness partners;
- engage with employees and relevant stakeholders on issues/process improvement recommendations regarding occupational Health & Safety through an effective feedback system;
- ensure all the OHS issues associated with our key activities are considered during the procurement process and necessary stakeholders are consulted in the process. Where possible, we will favor the use of suppliers who can demonstrate sound business practices towards Health and Safety;
- key relevant stakeholders are consulted while conceptualizing wellness programs;
- communicate the policy to all people working under the control of the organization and ensure it is made available to the interested parties upon request; and
- ensure the policy is reviewed periodically and that it applies to all offices managed by Capgemini within India.

b) Wellbeing

India's overarching framework of OH&S covers all the functional areas of employee wellbeing services, from transport, food & beverage, onsite clinics, physical security, support staff, and customer and visitor safety. In the backdrop of the evolving Covid-19 crisis and the emphasis on working from Home, extensive support is being extended to employees and their family members.

Covid-19 Care & Support

- complimentary doctor's teleconsultations for employees and their family members;
- testing and hospitalization support across India, on a best effort basis; and
- complimentary 10-day Covid-19 Remote Homecare Recovery Program for employees and their dependents through our corporate partnership with Portea Homecare.

Holistic wellness

- daily guided meditation sessions, yoga sessions, wellness consulting, focus on diet and nutrition;
- focused interventions on ergonomics involving training, live workouts and video nuggets, and an Infrastructure Assistance Program to provide needy employees with the option of taking home their ergonomic-friendly office chair; and
- Happiness & Wellbeing: Curated health talks, meditation sessions, fire side chats, teleconsultation, medical advisory and bulletins/communications that bring together all aspects of physical, emotional and spiritual wellbeing.

In addition to physical wellbeing, there is an established *Employee Assistance Program* that provides counseling on an array of topics ranging from stress management to work-life balance.

Mental wellness

- webinars on various topics to de-stigmatize mental health and spot psychoanalysis of employee stress levels, and unlimited phone counselling;

- enhanced virtual employee engagement with expert talks that weave in parenting, family support, elder care, mindfulness, resilience, sleep. Dedicated sensitization sessions on emotional health for people managers; and
- access to Sanvello, a cognitive behaviors therapy-based self-help app for employees to control symptoms of anxiety and stress.

Results and Key Performance Indicators (KPI)

Results of policies implemented in India include:

- a comprehensive Covid-19 care program established to provide end-to -end support, from testing to recovery for employees;
- a completely virtual wellness engagement model for ongoing focus on employee wellbeing in the Covid-19 scenario;
- established emergency response teams and protocols with on-site emergency support, ambulance evacuation and support for other emergency evacuation needs in all India offices;
- trained employees on ergonomics to encourage posture corrections;
- a robust incident management and reporting procedure covering all functional areas and ensuring that incidents/ accidents/near-misses are investigated and that appropriate corrective actions are implemented to avoid future occurrences; and
- Capgemini India is now compliant to ISO 45001.

	KPI	Scope	2018	2019	2020
Physical wellbeing	*[NEW]* Enhance awareness, utilization & effectiveness of EAP program	C	N/A	N/A	These are all new objectives formulated as part of our transition to ISO45001:2018 and progress will be tracked in the upcoming years
	[NEW] Covering 30% of relevant population under specialized disease management interventions by 2022	C	N/A	N/A	
	[NEW] Ensure 30% compliance to health risk assessment by 2022	C	N/A	N/A	
	Smart goal: percentage of hospital referrals	C	N/A	N/A	
	Ensure transition to ISO 45001 from current OHSAS 18001 (1)	C	N/A	On track	Completed
Mental health	Utilization of Employee Assistance Program (EAP) (reporting and care) (2)	C	0.4%	0.7%	0.9%

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
(1) Refers to physical sites/office locations.
(2) The objective here is to increase service utilization by reducing the social stigma associated with mental health.

Health, Safety, Wellbeing: Focus on France

Capgemini France has forged a solid partnership with staff delegates and unions. We ensure compliance with relevant standards and agreements and work to optimize their implementation from year to year. This has been ongoing since 2017 with 25 Health & Safety Committees, and again since 2020 with the evolution of French law (evolution of the ordonnance n° 2017-1386 of 2017), the establishment of an internal Social and Economic Council and Capgemini's own body of local representatives. The aim is to:

- support employees with work-related stress or problems and find a solution together. Every employee can raise and alert and get help to resolve their problem;
- gather regular collective diagnoses, based on alerts raised, so as to carry out targeted and effective preventive actions, thus anticipating and dealing with the causes of stress and problems at work.

In June 2017, a Health at Work agreement was signed with the social partners and deployed collectively through dedicated Steering Committees. Given the new corporate structure, an amendment to this agreement was signed in December 2019.

Some of these initiatives are detailed below:

- a medical consultation service is available 24/7, on all the sites;
- a helpline provides a listening and support mechanism for any employee suffering because of their working conditions. This is also a health prevention initiative;
- employees can work remotely up to 3 days per week. This system is part of a preventive health care approach and contributes to a better work-life balance;
- right to disconnect: all employees are informed of their right to disconnect and receive e-learning training on how to effectively manage digital communication tools; and
- to obtain an overall view, in 2018 Capgemini France carried out a survey on the quality of work life, which led in 2019 to deploying specific cross-disciplinary Economic and Social Unit (ESU) and local action plans with each Health, Safety and Working Conditions Committee (HSWCC).

The cross-disciplinary ESU action plan focuses on 3 areas:

1. Psychosocial Risk (PSR) training which trains managers in PSR and helps them to better support employees with work related stress factors (lack of time to do everything, too much complex information, recurrent interruptions in their tasks etc.); Since 2021, this training is now available in remote format.
2. Time management between jobs, aimed at improving the management of inter-contract periods and reducing the impact in terms of stress.
3. Quality of Work Life (QWL) and stress management, aimed at reducing the impact of stress factors by offering innovative QWL initiatives to our employees (pilot schemes on various QWL and health at work topics such as health, ergonomics, stress management).

During 2020, a set of QWL actions were deployed in collaboration with the monitoring committee of Health at work agreement within the UES Capgemini in France: awareness actions like well-being guide, communication of "Minute Santé", access to the YOGIST Platform (YOGA on workstation), training on teleworking gestures and postures (e-learning), etc.

For Altran France, awareness-raising and communication initiatives on Health and Safety at work are regularly carried out to prevent various risks.

Results and Key Performance Indicators (KPI)

	KPI	Scope	2019	2020	2021 Target
Helpline	Effectiveness of the helpline (number of files)	C	23	40	Maintain the system and the quality of support for employees
Remote working	Remote working rate by employees (number of employees and % of the Capgemini France workforce)	C	3,985 (15.7%)	4,620 (18.63%)	Implementation of the "new normal" should significantly increase the number of remote workers and at this stage a quantitative target cannot be fixed
Health program	Employees with health and welfare coverage	C	100%	100%	

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

Explanations of the results

Helpline: The number of times the helpline was used between 2017 (66), 2018 (38), 2019 (23) and 2020 (40) is not significant for the following reasons: 1. the HSWCC handled specific individual situations; 2. New initiatives have been launched such as *SpeakUP* (confidential phone and internet helpline managed by an independent contractor available for employees, suppliers, clients and partners); 3. at the same time surveys have been conducted within the Group: stimulus and/or deployment of "Pulse" which employees can use to express concerns.

However, it is important to add that the helpline **comes in addition to existing mechanisms, without replacing them**: management, human resources managers members of the HSWCC or staff delegates until 31 December 2019 (since January 2020, these bodies no longer exist and are replaced within Capgemini ESCU by the local representatives), health at work department, Health and Safety contacts.

Since the helpline was set up, work related calls are mainly about:

- work (organization, load, complexity): 32.5%
- relationship problems: 20%
- recognition: 7.5%
- isolation: 7.5%
- open files for personal reasons (health, family breakdown, death) represent 10%.

Quality of Life Survey

The quality of life survey was carried out in 2018, with a participation rate of 29.4% (or 6,961 employees). The figure in the "high stress level" category was 20.7%, which is lower than data from national (25%) and European (28%) surveys. The figures for low stress levels and high stress levels are 54% and 25.3% respectively and do not raise specific alarm bells.

In 2020, a survey on remote working (35% of responding employees) was carried out among the 25,000 Capgemini employees in France. This survey, built with staff representatives, was focused on the way in which remote working was experienced by employees, in particular, possible psychosocial risks and their wishes to continue teleworking after the crisis.

4.1.1.7 People Experience

Capgemini is convinced that the experience it offers to its employees is the key lever for driving the Group's attraction and retention, and ultimately employee engagement. To foster an inclusive, meaningful and open environment, the Group has defined a global experience approach and encourages employees to share their point of view to contribute to improving it constantly and to adapt it to the fast-paced changes in employee expectations. These efforts directly support the Group's Inclusion and Talent strategies.

Policies and Actions

a) People Experience Framework

Capgemini is aligning across the Group on Employee Experience through a global and common framework. In 2020, this framework evolved from an "Employee Experience" scope (mainly internal and employee-focused) to a 'People Experience' scope, including external elements relevant to the experience of candidates. It is based on 10 areas (Brand Awareness, Effective & Engaging Onboarding, Performance & Success etc.) that are holistic cross-functional levers impacting the experience and enabling the Group to:

- align flexibly ambitions and objectives;
- link to key transformation programs; and
- measure the impact of these programs on employee engagement.

The main measurement elements are Glassdoor (mainly for the external component) and Pulse for the internal component. A formal mapping of the 6 Glassdoor drivers (Culture & values; Work Life Balance; Senior Management; Compensation & Benefits; Growth – Career Path; Diversity & Inclusion) to the equivalent Pulse drivers helps create a stronger alignment of actions and provides support for a more authentic Employer Value Proposal.

b) Pulse: Continuous employee listening

"Pulse" is Capgemini's continuous employee listening platform that captures the voice of all employees through monthly engagement surveys that are voluntary and anonymous. It is based on a global engagement model with two sets of questions around engagement and loyalty and 14 specific drivers (e.g. autonomy, rewards…). The fully digital and automated setup allows us to capture the feedback on these drivers and is accessible in real time to the leadership team, reducing time between feedback and action. Pulse thereby enables the empowerment of all levels of the organization, by providing relevant insights to identify priorities and adapt our management and human resources strategies, policies and practices.

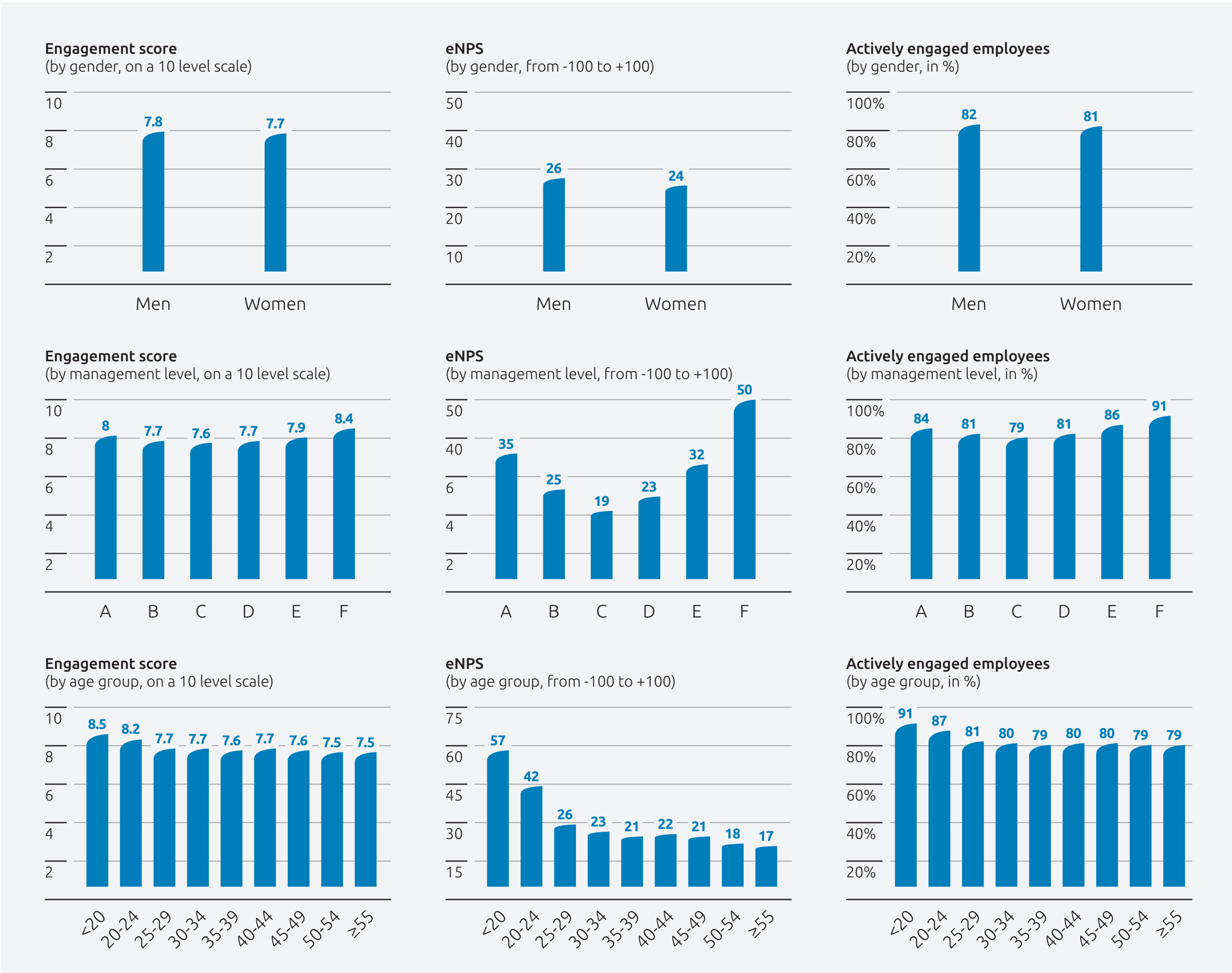
Fully deployed since 2019, the overall Employee Engagement score, measured on a 0 to 10 scale and the eNPS (employee Net Promoter Score) measured on a -100 to a +100 scale, are key indicators tracked by leadership across the Group.

During 2020:

- the overall Engagement score improved significantly from 7.2 at the end of 2019 to 7.7 at the end of 2020;
- the eNPS scores increased from 6 to 26 in the same timeframe showing strong increase in the ratio of employees that are promoters of Capgemini as a great place to work;
- the annual employee participation rate reached 70%.

The Pulse employee engagement metrics are now monitored at all levels of the Group (from Board to operations) and enable a granular view through many attributes (business unit, country, gender, age group, management level, tenure, and others) to further understand and act on employee perceptions and expectations in a focused way.

Statistics as of December 31st, 2020 for (Capgemini legacy scope)



Key: eNPS stands for employee Net Promoter Score.

This model was critical in keeping pulse on employees' engagement and enabled managers and leaders across the Group to monitor and react to the qualitative and quantitative feedback from their teams when the Covid-19 crisis forced remote working.

Specific questions were added around the quality of interactions between colleagues and frequency of interactions with the team, manager and client during Covid-19 to further understand and drive engagement.

In general, Pulse listening helped our business and HR teams to drive impactful initiatives. Here are some examples:

- India rolled out a new flexi-work & sabbatical policy, CLAP program to drive recognition, new young emerging leaders' program to uplift young leadership talent and many more;
- North America started "Let's talk" initiative to let our leadership host conversation with specific target employee groups to address their concerns and build trust; and
- Insights & Data (I&D) Global Business Line revised maternity leave policy in the UK to support working mothers. I&D in North America put together an employee experience program specifically for young graduates and campus hires for their career progression.

Pulse is also a change driver through Pulse extensions. Two fully dedicated rounds in 2020 focused on two key priority areas:

- Ethical culture: elevating and integrating the traditional Ethics survey into the global Pulse infrastructure,
- Capgemini's Purpose: involving all Capgemini employees in giving their views on Capgemini's Purpose definition.

Pulse also supported the integration of colleagues following Altran's acquisition by running a 'post-merger integration' Pulse survey with all 50,000 Altran colleagues in October 2020. The survey helped identify common strengths and prioritize action areas. In 2021, Pulse will cover all new colleagues from Altran on a monthly basis, aligning with the Capgemini cycle. The Pulse platform will continue expanding its scope and plays a key part in further integrating the Group's survey management.

c) Glassdoor – Bringing an external view to employee experience

We have increasingly focused on Glassdoor as a medium to listen, analyze and deeply understand our employees' experiences. In 2019 and 2020, we have actively encouraged employees across 25 countries to leave a review on Glassdoor. A team of 40 global colleagues worked on a singular mission to attract and engage talent *via* Glassdoor Capgemini profile. They also monitored reviews to capture perceptions on our employee experiences: work environment, culture and values, tools and technology, leadership and management, compensation and recognition, diversity and inclusion and interactions with people. These reviews have been regularly analyzed locally and globally to identify our employees' specific expectations. We leverage Glassdoor to craft experiences that are not only motivating and pleasing for our employees, but that also meet their needs and concrete expectations. Recently, we have taken our people experience a notch higher by integrating Glassdoor and Pulse. This provides a richer perspective of an employee's experience from pre-onboarding to post-exit.

d) People Analytics

In 2020, the Group accelerated the building of a data-driven culture in HR by formally launching the People Analytics function. The function is designed to apply analytical techniques on data to improve business outcomes through better decision-making concerning people and business objectives. Some of the key projects delivered include:

- the designing of the new normal policies by understanding key topics for employees at the start of the Covid-19 crisis through Natural Language Processing (NLP) techniques;
- the roll-out of new promotion policy to eliminate gender bias in the promotion process;
- the measurement of the impact of learning programs on overall engagement scores, etc.; and
- the prediction of the retention risk of high performer cohorts to take proactive measures and reduce the cost to business.

People Analytics also introduces metrics on employees that are linked to business performance/outcomes. One key action area was the creation of champions with analytical capabilities within HR to accelerate the data-driven approach and launch dedicated people analytics training courses ('Foundations', 'Practitioners').

These supplement the already existing People Analytics capacities in the staffing and workforce planning area. Being part of the Delivery operations, it tightly supports the effective matching of available profiles to open client opportunities through an advanced staffing toolset and AI.

	KPI	Scope	2018	2019	2020
Group engagement score	Aggregate average Engagement Score (from 0 to 10) (1)	C	N/A	7.2	7.7
Group eNPS (employee Net Promoter Score)	% number of promoters (score: 9-10) less % number of detractors (0-6) (1)	C	N/A	6	26
Pulse participation rate	Aggregate full year employee participation rate in Pulse *(in %)* (1)	C	N/A	64	70
Actively engaged employees (2)	Part of the workforce with Engagement Score 7-10 *(in %)* (1)	C	N/A	73	81

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

(1) Note: These numbers are covering Capgemini legacy only, excluding Altran scope. They therefore cover 81.5% of the total Group's FTEs.

(2) Definition: SASB Actively engaged: The classification should generally reflect the use of 4, 5, 7 or 10 point scales, where "actively engaged" is 3-4 on a 4 point scale, 4-5 on a 5 point scale, 5-7 on a 7 point scale, and 7-10 on a 10 point scale, or the equivalent. Sources: The Vitality Institute and Aon Hewitt. Determining who is actively engaged: Engagement is generally determined through a composite score derived from several questions. However, it may also be determined with a single question about "overall" engagement. Whatever the case, the result should be provided in a scale that corresponds to the above definitions of "actively engaged".

4.1.1.8 Reward and compensation

The Group's compensation philosophy is based on shared principles, applied in a decentralized way and tailored to local job market conditions and regulations under a global governance structure. This philosophy provides a foundation for us to make consistent hiring and promotion decisions, which are linked to our business strategy, corporate goals and objectives, and aims to reward the appropriate behaviors that drive sustainable results. Capgemini group is committed to providing competitive total reward opportunities that attract, retain and motivate our employees. Hence, our philosophy aims to:

- attract and retain talent;
- reward individual and collective performance with a remuneration model that is motivating yet flexible, incentivizing high performance in an ethical environment;
- be fair and aligned with the Group's strategic targets.

These principles are regularly reviewed to ensure consistency with market trends and evolutions and are deployed and managed locally to ensure compliance with local regulations. Regarding the Vice-President population, compensation schemes are designed, reviewed and approved at Group level for both fixed and variable components on a yearly basis following best market practices. For other employees eligible to variable compensation schemes, the design and principles are built within a global framework in order to promote mobility and ensure consistency and fairness.

The total reward package for a given employee includes a fixed salary, a variable part for eligible employees based on individual and company performance and a set of benefits which are not all cash related and are aligned to competitive market practices in terms of healthcare, retirement or employee wellness, among others.

The Group also offers its employees the ability to participate and invest in an employee share ownership plan (ESOP). This plan was first launched in 2009 and has been launched on an annual basis since 2017. In 2020, 96% of the Group's employees, including Altran, participated in the last ESOP plan. The Group also grants annually performance shares to a more senior population and some key contributors in the organization under the approval of the Board of Directors (more than 2,400 people covered in 2020, including Altran employees). See below for further details.

Where local rules permit, employees can select the components of their remuneration package from a predefined package (Flexible Compensation Schemes). This provides employees with additional flexibility, enabling them to reconcile their financial and personal situations in the best possible way. Profit-sharing is available to employees pursuant to the local regulations applicable in the country. The minimum salaries applied by the Group in each country always exceed or are equal to the legal minimum wage in force in the country concerned and are sometimes higher by a very significant proportion.

Pay equity is a strong internal focus: we ensure that we are compliant with prevailing legislation and monitor this topic, through leveraging external certification with EDGE. In France we have an annual review of pay equity following a methodology presented and validated with employee representatives which disclosed very limited variances for similar roles. This has enabled us to reach a score of 39 out of a maximum of 40 on this item in the 2019 gender equality index launched by the French government (and published for the first time in 2018). This high score is driven by a less than 2% variance between men and women (in favour of men) overall within France and reflects the long-term work with employee representatives on this matter. In addition, we had the maximum scores for the percentage of promotions as compared between men and women and in relation to the fair treatment of women returning from maternity leave.

Salary increase guidelines are also reviewed and approved at Group level in close alignment with most up to date market trends. The Group has implemented a strong cross function governance (HR, Finance and Procurement), supported by an international partner to monitor, optimize, evolve and improve employee benefits coverage for our employees.

The evolution of compensation (which can be found in the Note 7 to the consolidated financial statements) is subject to regular analysis as compensation costs represent 65% of the Group revenue. Regular monitoring is made of the average compensation cost evolution across operations to evaluate, monitor and anticipate the impact of staff demographics dynamic (recruits, leavers, promotions, etc.) on the evolution of this key indicator.

The Compensation Committee of the Capgemini SE Board of Directors makes recommendations to the Board of Directors on the compensation of the Company's Executive Corporate Officers and is informed of the compensation policies related to the Group senior managers, in particular equity-based incentives which are subject to Board approval.

Allocation of share-based incentive schemes

Capgemini SE has allocated share-based instruments (previously stock options and performance shares since 2009) on a regular basis in line with its Corporate Governance rules. These allocations are made selectively with the aim of rewarding employee loyalty, namely for those who have made exceptional contributions to company sales, production, innovation or to reward those who have been acknowledged for specific initiatives or who are seen as transformation agents. Any employee in the Group may be selected to receive them. This is an exceptional reward, not guaranteed on a year basis and does not form part of the general remuneration policy.

The Management Report, presented at each Capgemini SE shareholders meeting, provides a detailed yearly breakdown of the performance share allocations (see Section 2.3.4 for further information).

Currently, performance shares granted to Executive Corporate Officers represent a very low percentage of the total shares distributed. The associated resolution sets a maximum limit of 10% to be allocated to Executive Corporate Officers and the volume effectively allocated to them represents a much lower volume, with less than 3% of the total grants of all performance share plans since 2009. Also, the number of people benefiting from such allocation is growing in order to associate more and more employees to the Group long term performance. The 2020 grant included beneficiaries from Altran.

Detailed information regarding performance shares allocated by Capgemini SE to Executive Corporate Officers and to the ten main beneficiaries (non-directors), the options exercised by the latter, and details of these plans are provided in Section 6.1.4 of this Universal Registration Document.

Employee stock access

In 2009, Capgemini launched its first international employee stock ownership plan, covering 19 countries. Building on the initial success, new plans were launched in 2012 and in 2014. Since 2017, Employee Share Ownership Plans are run on a yearly basis. All plans have been oversubscribed and the most recent ones massively, well above 160%. The coverage of the offer is progressively extended, and last plan was covering 26 countries and included from the beginning a significant proportion of Altran employees. As a result, more than 40,000 employees have participated in the latest plan and the employee share ownership has further increased in 2020 to reach 6.9% of our share capital. This has enabled us since 2012 to have employee shareholder representation on the Board of Directors of Capgemini SE (please refer to Section 2.1.3).

4.1.1.9 Labor relations

a) Labor relations at Group level: International Works Council (IWC)

Employee dialogue is crucial to the success of the Group and goes hand in hand with its business development strategy, focused on performance and delivery for our customers. Employees are the main factor of our success. In that respect, employee dialogue is a powerful tool to move forward, while allowing safe and conflict-free change. We have implemented tools enabling a strong employee dialogue at all levels of the organization, both locally and globally.

The International Works Council (IWC) was first set up in 2001 ahead of European regulations, and then extended to other regions of the Group. Its mission is to put forward employees' interests to management, and to be kept informed of action plans and projects made by management regarding their impact on employees.

The IWC aspires to:

- be an advisory body to Group Management on employee matters;
- exercise positive influence;
- foster cooperation among employees and different parts of the Group; and
- contribute to making Capgemini an inspiring environment for all.

4.

The representative of the Group Management is the Chair of the IWC, who acts in conformity with the Group's decisions and strategies.

IWC has a maximum of 60 members in total. The statutory members of the IWC are delegated by the countries participating in the European Agreement. Other delegated members are designated guest members. A guest member may represent a country or a minority group.

The employees are represented by country delegates and by a permanent standing body called IWC Bureau. The Bureau is composed of eight delegates: four representing the top four European countries, and four elected by voting country representatives. Only member countries have voting rights; invited members are only allowed to support the process.

The CEO attends the IWC Meeting at least once a year, and the Group Executive Board members are regularly invited to attend the meetings for open discussions with IWC members.

Since 2016, two Directors representing the employees have been appointed to the Board of Directors, going beyond statutory requirements. One Board member was designated by the French unions and the second was elected by the IWC noting that the latter was already invited by the Chairman and CEO of the Company since 2015 to sit on the Board and in the Compensation Committee.

Likewise, Altran considers that employee dialogue is an essential part of a progressive social policy and contributes to the Group's successful operations. In 2018 Altran set up a European Works Council (EWC) representing 14 trade unions and 7 national Works Councils, with elected personnel representatives from 10 countries. Altran's European Works Council met 18 times in 2020 (10 committee sessions and 8 plenary sessions) in 2020. The meetings are chaired by the Group's human resources Director.

b) Labor relations and employee dialogue at local level

Country employee representatives and Works Councils are strategic partners in all organizational and operational transformations. This is reflected operationally in the countries, where unions, Work Councils and social representatives lead a continuous dialogue with Capgemini business leadership and HR. Labor agreements signed in cooperation with both parties contribute to a better, safer, healthier work environment for all employees.

Capgemini acknowledges that collective and enterprise agreements are an opportunity to materialize a healthy and transparent social dialogue, as well as concrete advancements in labor conditions and work environment that benefit the Company by increasing wellbeing at work, employees' satisfaction and engagement. In 2020, many new or renewed collective agreements have been signed. Here are some examples of our labor agreements:

- in France, there were 10 agreements signed in 2020 covering compensation and benefits (including employee profit-sharing), Health and Safety, ESOP employee shareholding program, Agreement on Employees Career Development and Training Plan, organizational evolutions, among others;
- in Italy, 2 collective agreements on Covid-19 risk prevention and security management initiatives were signed;
- in the UK, there is a Capgemini Works Council with representatives elected by employees in Market Units, Practices and Global Business Lines within the UK geography. Where required by law, Capgemini negotiates pay for union members and has framework agreements with three unions. 10 specific collective bargaining agreements are in place for groups of employees inherited through Transfer of Undertakings (Protection of Employment) regulations 2006 (TUPE); and
- in Germany, our companies did not negotiate collective bargaining agreements but agreed on 129 collective agreements with Works Council Committees, both local and central. Those agreements cover compensation, technical implementations, Health and Safety, partial unemployment and career model among others.

4.1.2 Digital Inclusion

Technology and people have been at the heart of our Group since its creation over 50 years ago. This strong connection has led to a deep sense of responsibility in terms of both the impacts of technology and the risks of being excluded from its opportunities in an increasingly connected world. That's why we are committed to being a leader in Digital Inclusion – because we believe technology should open doors to the future for all.

Digital Inclusion and equipping everyone with the skills they need for a digital world is also an opportunity for our industry – we need skilled talent, and we all have a responsibility to make careers in technology possible for everyone.

Bridging the digital divide has been more important than ever in the past year. As Covid-19 raged across the world, the deprivation of already excluded populations and those at risk reached record levels. While digitalization helped a confined world continue functioning, access to basic and fundamental rights/services became digital almost overnight, leaving millions of digitally excluded people helpless.

Our Digital Inclusion ambition and objectives found even more meaning in the current context and 2020 has certainly been a year of massive mobilization from so many people within the Group. They not only sought to bridge the existing digital divide but also came to the aid of the most vulnerable and excluded. The rapid and sudden digitalization of public and private services in the face of the pandemic accelerated the digital divide as accessing essential public services like registering online to receive economic, social, and even sanitary help from the government to survive the pandemic became digital. The result? Even deeper exclusion of those who were already excluded, or at the risk of being excluded.

This situation acted as an accelerator for action across Capgemini. Our people responded with strong commitment, passion, and participation in numerous initiatives, such as our Social Response Unit created in the context of the Covid-19 pandemic (see Section 4.1.4 for further information). Digital empowerment continues to determine whether someone is digitally and socially included or excluded, especially given the Covid-19 crisis context. Our commitment and actions therefore not only address the need for disadvantaged and excluded people to be educated in basic digital skills, but also enable them to overcome social exclusion.

2020 has been about **building on the Digital Inclusion impact** we started creating in 2018 and **becoming the much-needed bridge between technology, business and society**. As a leading responsible company, we continue to design our actions by first **understanding exclusion and how it impacts different sets of society in different parts of the world**. Our strategy on **Digital Inclusion is hence customized before implementation in different societies and contexts.** This ensures that we can help disadvantaged people in the most impactful manner and bring them out of exclusion.

We drive impactful Digital Inclusion initiatives hand in hand with our ecosystem of NGOs, social innovation organizations and clients across **4 main streams:** ***Digital Literacy***, ***Digital Academy***, ***Tech for Positive Futures*** and Advocacy & thought leadership, all of which are supported/enabled by **employee engagement**.

Thanks to our streamlined efforts on Digital Inclusion, we have achieved over 80% alignment of all social impact initiatives. This has grown from 50% alignment in 2018 and through 74% alignment in 2019. From 2021 onwards, we will continue to maintain this alignment and deliver positive impact through Digital Inclusion across the Group.

Additionally, **Altran's integration within Capgemini will further reinforce our actions on each of our Digital Inclusion pillars**, leveraging more NGOs, business, and social partners across wider communities globally.

The actions we design and implement across our Digital Inclusion pillars in communities around the world are strongly aligned with the United Nations' Sustainable Development Goals (SDGs). We focus particularly on **SDG 4** (Quality Education), **SDG 5** (Gender equality), **SDG 8** (Decent Work and Economic Growth) and **SDG 10** (Reduced Inequalities).

Goal 4: ***Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all:*** Through our Digital Literacy programs, we provide foundational digital skills to the excluded, while also tackling the challenges of providing access to digital tools to the most disadvantaged. Our *Digital Academies* are another important facet of our Digital Inclusion activity. They focus on providing specialized training in on-demand IT and ITES training to disadvantaged populations (e.g. refugees, women, marginalized groups, elderly, school/college drop-outs, ex-offenders, disabled, refugees, homeless, etc.). Topics include cybersecurity, web development and artificial intelligence. Both our *Digital Literacy* and *Digital Academy* initiatives are therefore committed to enabling the disadvantaged with inclusive and equitable education so that they can become independent and pursue better opportunities.

Goal 5: ***Achieve gender equality and empower all women and girls:*** We are committed to opening up Science, technology, engineering, and mathematics (STEM) careers to more women. To this end, we have several *Digital Literacy* programs that are designed to spread awareness and inspire girls and young women to pursue careers in technology. Aside from ensuring a fair representation of women among our trainees, we have also designed several *Digital Academies* entirely dedicated to women. Going forward, we aim to significantly increase the representation of women and other marginalized groups in our *Digital Academies*.

Goal 8: ***Promote sustained, inclusive, and sustainable economic growth, full and productive employment and decent work for all:*** We provide foundational digital skills through our *Digital Literacy* programs. These skills have enabled thousands of people around the world to become autonomous and either pursue higher education in tech or find jobs that require basic computer skills. The training provided by our *Digital Academies* has the sole aim of helping our trainees find employment. Therefore, despite the difference in content and intensity, both our *Digital Literacy* and *Digital Academy* offerings enable our beneficiaries to become independent working members of society, thereby contributing towards their local economies.

Goal 10: ***Reduce inequality within and among countries:*** Through all our *Digital Literacy* and *Digital Academy* initiatives, we equip disadvantaged and marginalized people across the world with the necessary means and skills to overcome their exclusion and pursue better opportunities. We are committed to empower all our beneficiaries to become integrated in society with access to all social and economic opportunities as an equal.

Policies and Actions

a) Reducing the digital divide through *Digital Literacy* and *Digital Academy*

I) *Digital Literacy*

The first pillar of action is *Digital Literacy*, through which we tackle a broad range of issues:

- we provide access to digital tools/devices to the most excluded;
- we impart foundational digital skills to the digitally uninformed/untrained to help them take their first steps towards digital autonomy; and
- we aim to raise digital awareness and inspire young people and women to pursue careers in Tech.

Since the inception of our *Digital Literacy* pillar in 2019, we have continued to work with local NGO partners to empower the most excluded. Compared to 2019, where we supported 27,300 beneficiaries, this year we have been able to help **over 300,000 beneficiaries through our *Digital Literacy*** initiatives. This was due **to the strong mobilization of our people in supporting the enormous increase in demand from our NGO partners as several projects shifted online** in the context of the current global crisis. Our employees played a huge role in making our *Digital Literacy* initiatives a success; they engaged in thousands across different countries to mentor/train our beneficiaries in *Digital Literacy* skills. The number of people we were able to reach out to and impact would not have been possible without the strong mobilization of our colleagues and the unique conditions under which we were operating (work from home with no travel or commuting).

4.

Below are some examples of this year's ***Digital Literacy*** programs that delivered impact **against our Group targets as well as the objectives set under SDG 4 and SDG 10**:

i. In India, we are working with public schools that lack resources to provide students with experiential learning through digital platforms. Our objective is to embed STEM and vocational learning in the education system. This year, we reached out to over 50,000 students from such schools, using digital tools to ensure they could continue with their STEM learning during Covid-19 lockdowns.

   Our efforts in these schools won our India CSR team the Rotary Karnataka CSR Award 2020 in the "Technology in CSR/Digital Education" category.

ii. In Germany, we are working with Save the Children, which offers young people with limited access to technology new digital education opportunities in their schools. This includes innovative technology equipment (3D printer, laser cutter, VR glasses, tablets, smart classroom applications), teaching of technical skills, and responsible technology use.

iii. In the UK, we launched a Digital Inclusion module with our partner, Digital Unite. This aims to help our colleagues (starting in the UK) understand Digital Inclusion and become Digital Champions who, in turn, use their skills/knowledge to help excluded people become digitally literate and autonomous.

iv. Our Cloud infrastructure services (CIS) Global Business Line launched its Digital Inclusion program *Digital Futures* in 2020, targeting digitally excluded communities in the countries where it operates. The program mobilized CIS employees around the world, contributing over 80,000 hours to *Digital Literacy* initiatives.

v. In India, we launched a project with NGO *Tech to Lead* that created learning paths by developing a digital platform called Firki. The platform leverages a user dashboard and incentive system to make learning more visual and interactive. Firki will grow to over 350,000 users through implementation partnerships with non-profit organizations, universities/colleges, and school leader networks, with the aim to celebrate teaching and make it aspirational with increasing ownership of self-development

Going forward, in 2021 we will continue our *Digital Literacy* efforts with a more refined approach to increase accessibility to digital devices, alongside other initiatives to reduce the digital divide. We have set a target to **impact at least 150,000 individuals through our varied actions on *Digital Literacy*** in 2021. We will also accelerate the engagement of our employees in these initiatives in the knowledge that they can be real catalysts for change on this journey to bring those who are digitally excluded out of their exclusion.

II) *Digital Academy*

Our *Digital Academies* are centers of quality education. They deliver specialized learning on IT & ITES courses where we are helping the most disadvantaged young people (refugees from conflict zones, under-represented women in STEM, PWDs, etc.) gain in-demand tech skills, enabling them to enter the new world of work. We began our journey in 2018 with our ***Digital Academy*** program in **France, India, Netherlands and the UK.** It has now become a global network of learning institutions across nine countries (now including US, Germany, Spain, Morocco and Italy).

We started with 150 graduates in 2018, adding 1,562 more in 2019 (exceeding our target of 600), and in 2020 we have yet again overachived our target of 3,000 by training 4,582 people globally.

We now have over 30 *Digital Academies* across the world with students being trained on in-demand technology skills like DevOps, coding, Java, full stack developer, software testing, cloud web services, cyber security, etc. Below are some examples of the impact we delivered through our *Digital Academies* in 2020:

i. In the US, we coached African American trainees through our *Digital Academy* in partnership with Per Scholas and Salesforce Military.

ii. In Germany, we launched our first ever *Digital Academy*, with our partner AW Academy, to train people from disadvantaged backgrounds. Crucially, at the end of the training, a number of the graduates joined Capgemini.

iii. Spain launched its first *Digital Academy*, working with its partner Factoria F5 to train students from marginalized backgrounds in Asturias, who embarked on a 7-month coding training program.

iv. In India, our cloud infrastructure services Global Business Line launched a program called Sakhi Drishtikon to train 500 women from rural backgrounds on end user computing, cyber and cloud services. Not only did the program successfully deliver the training, but all participants were hired in 2020. In 2021, the success of this program and the feasibility of expanding this program will be tested.

Altran have also been committed to the objectives of *Digital Academy* and especially the need of having more women in the IT world. In India, Altran launched a *Digital Academy* called 'She Arise' in partnership with Nasscom Foundation to train hundreds of women coming from low income backgrounds in specialized IT & ITES courses to enable them to find employment in the tech sector. Going forward, the operational integration of Altran will enable Capgemini not only to learn from their experience but also to scale up the most relevant initiatives to amplify the impact we create in communities around the world.

Hiring & Integration of our *Digital Academy* graduates

We strongly believe that **our graduates not only enrich the diversity of our own organization but also represent an alternative pool of diverse talent trained in top notch skills to the market**. We have therefore taken substantial actions this year to integrate these diverse and talented graduates within our organization, either through internships or full time positions. We are confident of their potential and have made a commitment to hire at least 10% of our *Digital Academy* graduates each year, either as interns or on permanent contracts. The initiatives cited above in **Germany (with AW Academy) and in India (Sakhi Drishtikon)** are examples of this.

In 2020, we worked closely with our HR teams across countries and Global Business Lines and recruited 950 *Digital Academy* graduates within Capgemini, far exceeding our target of 300.

As an organization, we believe in collaboration and work in partnership with our clients and business partners to make a bigger impact through our *Digital Academies*. We have partnered with JP Morgan, HSBC and AWS in India and the US to bring their expertise to the program.

We are convinced that the graduates we train will become active professionals across diverse organizations and contribute to the growth and improvement of their local economies. With our actions under these two pillars, we are playing a significant role in helping the disadvantaged find employment in the new world of work, leading to their social and economic inclusion.

In fact, our efforts against these objectives have won us several ***awards*** this year:

- the exemplary work done in India on *Digital Academies* has won us the Indian Chamber of Commerce Award in the "*Employment Enhancing Vocational Skills*" category; and
- our *Digital Academy* efforts with *Code your Future* in the UK, targeting refugees, migrants and young people coming from disadvantaged areas, won us the "Best Education Project" in the 2020 Global Good Awards.

Going forward, our *Digital Academies* will remain one of our pillars for driving strong and sustainable impact in our battle to reduce the digital divide. We have set ourselves the **objective of training 4,000 graduates through new *Digital Academies*** in 2021 with strengthened collaboration from our clients and business partners.

b) Leading digital inclusion with *Tech for Positive Futures* and Advocacy & thought leadership

To be leaders in Digital Inclusion we must focus on leveraging our strengths in technology and innovation to solve diverse societal issues and create positive impact for people and the planet. While *Tech for Positive Futures* (see below) does not specifically address a set of pre-identified SDGs, it unleashes the power of technology to create maximum impact against a range of different challenges (inequalities, climate change, biodiversity conservation, responsible resource consumption, better healthcare, cleaner energy, etc.).

Advocacy and thought leadership, our 4th pillar of action, is how we share our knowledge and expertise on Digital Inclusion to inspire others to act on this topic. It is an enabler for our entire Digital Inclusion plan to demonstrate Capgemini's leadership and contribution on this vital topic.

III) *Tech for Positive Futures*

Tech for Positive Futures is our 3rd pillar of action. It was launched in 2019 to reinforce our belief that technology and innovation can and should be leveraged to solve some of the world's key societal and environmental challenges to create positive impact. Our *Tech for Positive Futures* strategy is brought to life by the passionate committment of our talented people.

This year, amidst the Covid-19 crisis, we mobilized our top talent to develop various *Tech for Positive Futures* solutions tackling rising unemployement in countries like the UK, France and India by helping our Digital Inclusion partners move online.

i. In the UK, as part of our pro bono efforts, we worked with the Prince's Trust to build a virtual on-boarding service enabling young people to access support remotely and continue their learning.

ii. In France, we are working with WeTechCare to develop a digital solution that will help excluded people create CVs, prepare for interviews, and search and apply for jobs online.

iii. In India, we recently launched an app called CapSarthi in partnership with NGO Sarthak. This aims to empower India's 100,000 people with disabilities by acting as a companion to them, from early intervention, through gaining employment, to their retirement plans.

iv. In Poland, we developed a digital platform, called Cyber Square, which will help excluded people to access training material to learn basic, intermediate and advanced *Digital Literacy* skills.

Another key highlight from this year has been our first-ever *Tech for Positive Futures* Challenge. This engaged employees across 15 countries (92% of our headcount) in finding creative tech solutions that could address existing societal problems around social inclusion, environment, education, health, safety and security, etc. Three winners from India, Australia and the UK were selected after thorough deliberation by a high level jury comprising senior executives from our Group:

i. **MAATR**: A Java/JS Angular-based mobile application using AI and Machine Learning aimed at providing a digital mechanism for health workers in India (called ASHA workers) who can give real-time care and guidance to expecting and nursing mothers in rural and remote areas.

ii. **Speechfirst:** A mobile application using AI and facial recognition to help stroke survivors continue their speech and language therapy at home on a long-term basis for maximum results and recovery – at a more accessible cost.

iii. **Zero Hunger in Schools**: An app and web-based platform to optimize food supply and distribution to children in need at schools in Australia.

We are currently in the process of supporting the build and development of these three social innovation ideas, which will become reality in 2021.

IV) Advocacy & thought leadership

Advocacy & thought leadership is our fourth pillar of action, in which we join forces with other responsible actors (public, private, non-profit, educational institutions, etc.) to create and share knowledge and expertise with the common aim of reducing the digital divide.

This year we published a comprehensive research document with the **Capgemini Research Institute – The Great Digital Divide: Why bringing the digitally excluded online should be a global priority**. This paper delved into the factors causing the digital divide and examined how leaders like Capgemini can come together to bridge this gap. We intend to leverage this research and our experience to work with our clients and business partners to create positive social impact.

We have also joined the **Business for Inclusive Growth** alliance, which is a partnership between the OECD and a global CEO-led coalition of companies, including Accenture, Microsoft, Ricoh, Salesforce, and Schneider Electric. Our ambition is to work together on inequalities in income and opportunities, especially in a pandemic-hit world.

One of the key areas of focus for this coalition is the reduction of the digital divide, to which Capgemini has committed as a key actor, leveraging our existing Digital Inclusion portfolio to continue to help the most excluded.

Results and Key Performance Indicators (KPI) [(1)]

	KPI	2018	2019	2020	2021 Target
	Scope	C	C	C	
Digital inclusion	Alignment of social impact projects towards digital inclusion	64%	74%	87%	80%
Digital Academy	Number of Digital Academy graduates	150	1,562	4,582 [(1)]	4,600
	Number of Digital Academy graduates hired by Capgemini	-	-	950 [(1)]	460
Digital Literacy	Number of beneficiaries supported in Digital Literacy programs	-	27,300	394,209 [(1)]	200,000

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

(1) The strong results in 2020 across our *Digital Literacy* and *Digital Academy* programs were driven by the explosion of demand from our NGO partners and the ability of our colleagues to volunteer online in ways that will be difficult to replicate as we emerge from this crisis and adopt new ways of working.

In reference numbers published in the 2019 Universal Registration Document, some of the impacts related to Digital Inclusion projects in India (notably regarding the number of graduates and of hires from *Digital Academy* in Capgemini India) were tracked in Q1 2020 due to delays in consolidating the data at local level for Q4 2019. The numbers for the same have been considered in our 2020 reporting and are part of the *Digital Academy* graduates and hires this year.

4.1.3 Environmental Sustainability

2020 marks the start of a critical decade for sustainability, with 10 years left to address the UN Sustainable Development Goals and to halve global carbon emissions if we are to avoid the most damaging impacts of climate change. The scale of the climate challenge has been underlined further this year by the Covid-19 pandemic. 2020 was a year of travel restrictions, a slowing economy, and reduced consumption, with many people across the globe confined to their homes. Early indications suggest there was a record 7% reduction in annual global carbon emissions in 2020, the sharpest drop since records began. However, to meet global climate goals, we need to keep achieving at least this level of transformative carbon reduction every year between now and 2030. A challenge of this scale should matter to all businesses, calling for the disruption of business models, systemic change and collaborative action across industries.

Capgemini has a longstanding commitment to environmental sustainability, with a strategy that focuses on managing and reducing our own environmental impacts whilst deploying our expertise in technology, engineering, and business transformation to help clients address their own sustainability challenges. Through our sustainability program, we are committed to contributing to five UN Sustainable Development Goals and targets in particular:

Goal 7, Target 2: *"By 2030, increase substantially the share of renewable energy in the global energy mix"* – we are committed to transitioning our own energy supply to 100% renewable electricity, to becoming a vocal supporter of the acceleration of renewable electricity markets, and to supporting our clients in their renewable energy transitions (see Section 4.1.3.2 for details).

Goal 9, Target 4: *"By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes…"* – we are committed to working with clients in both the public and private sector to increase their sustainability and resource-efficiency, with a target to help our clients save 10 million tonnes CO_2e. Upgrading IT infrastructure, advancing cutting edge technology and fostering sustainable innovation are a few examples of our client services that help advance this target (for other examples, see Section 4.1.3.3).

Goal 11, Target 6: *"By 2030, reduce the adverse per capita environmental impact of cities, including by paying special attention to air quality and municipal and other waste management"* – as a company that employs 270,000 people, many of whom live and work in cities, the decisions we make on mobility and waste management can have a global reach. We are committed to reducing the emissions and air pollutants associated with business travel and employee commuting, as well as ensuring the sustainable management of waste (see Section 4.1.3.2 for details).

Goal 12, Target 2: *"By 2030, achieve the sustainable management and efficient use of natural resources"* – we have an impact on advancing resource efficiency and supporting the circular economy, primarily through the decisions on what we buy, how we use, re-use and dispose of resources, and how we support clients in building circularity and sustainable resource management into their business models (see Section 4.1.3.2 and 4.1.3.3 for details).

Goal 13, Target 3: *"Improve education, awareness-raising and human and institutional capacity on climate change mitigation, adaptation, impact reduction and early warning"* – our sustainability program is oriented around a goal to drive strong action on climate change. We are committed to improving education, building capacity, and raising awareness of climate change both throughout our workforce and with our clients (see Section 4.1.3.3 for details).

(1)

Sustainability Governance

Our approach to environmental sustainability is underpinned by strong governance and collective responsibility. This year, we established a new governance model to support the development of our net zero program:

The **Net Zero Board,** which meets monthly, provides executive level governance for our environmental sustainability program, with responsibility for monitoring climate risks and reviewing, debating, and approving climate and sustainability policies and practices for the Group. The Board is chaired by our sponsor, Group Executive Board member and Global Head of Capgemini Invent and core membership includes the Chief Financial Officer, the Chief CSR Officer, the Group Head of Corporate Real Estate, the Group Head of Environmental Sustainability and the CEO of Capgemini India.

The **Cross Function Sustainability Committee,** which meets monthly, brings together a core team of sustainability sponsors including the Global Head of Procurement, the Global Head of Corporate Real Estate and the Global Head of Sustainability who together monitor progress and cross-function collaboration across the key streams of our net zero program.

The **Net Zero Steerco,** which meets weekly, brings together key members of the sustainability team to discuss weekly progress and ensure key actions are progressing.

In addition, **the CEO, the Group Executive Committee, the Group Executive Board and the Board of Directors** are all consulted and involved in key decisions relating to our sustainability program. Ultimate executive responsibility for material decisions relating to the program sits with the CEO, Aiman Ezzat.

In addition to this global governance, all Capgemini entities with ISO 14001 environmental management certification also have country or regional level governance, usually in the form of a Country Board or Sustainability Board.

Sustainability-related recognition

- Capgemini achieved a *Platinum* rating in our Ecovadis CSR assessment, the highest possible rating with a score which puts us in the top 1% of organizations assessed.
- Capgemini retained our "*Prime*" status in the ISS ESG Corporate Performance index, increasing our score to achieve a place amongst the top 2% of highest scoring companies in our sector.
- Capgemini has been included in the S&P Global Sustainability Yearbook 2021. This is an important recognition of our leadership on sustainability, with companies featured being the top 15% of their industry.
- Capgemini was re-confirmed as a constituent of the Ethibel Sustainability Index (ESI) Excellence Europe and the Ethibel Sustainability Index (ESI) Excellence Global.
- Capgemini continued our inclusion in the STOXX ESG Leaders index, which offers a representation of the leading global companies in terms of environmental, social and governance criteria, based on indicators provided by Sustainalytics.
- Capgemini achieved a place of CDP's supplier engagement leader board, one of only 159 companies to be recognized for our action on corporate supply chain engagement on climate change.
- Capgemini remained a constituent of the FTSE4Good Index.

4.1.3.1 Climate Change

Capgemini has made a commitment to achieving net zero emissions by 2030. This marks a significant acceleration of our climate change strategy, with new elements such as a goal to power our facilities with 100% renewable electricity and a focus on cutting emissions from our supply chain. Our carbon reduction program is underpinned by new targets that are approved by the Science Based Targets initiative (SBTi) as being in line with 1.5°C climate science.

Our net zero strategy builds on a strong foundation of climate action, with three central tenets to our climate change strategy:

1. We have a robust environmental management program (covered in more detail in Section 4.1.3.2), through which we measure, manage and reduce our own carbon emissions, with a target to achieve net zero emissions by 2030.
2. We build business resilience to climate change, with a rigorous Climate Change Risk Assessment (CCRA) process (covered in more detail in later in this Section), which uses scientific research and executive workshops to identify both the physical and transition risks we face, and to prioritize developing mitigation strategies where required.
3. We have an ambitious program to help our clients reduce their carbon emissions, by 10 million tons CO_2e by 2030 (covered in more detail in Section 4.1.3.3).

Approach and Results

a) Carbon reduction

Capgemini has been committed to cutting its carbon emissions for many years and was one of the first companies in our sector to have its carbon reduction targets validated by the Science Based Targets initiative (SBTi). Our original headline Science-Based target, set in 2016, was to reduce our total carbon footprint per employee by 20% by the end of 2020 and by 30% by the end of 2030 (compared to a 2015 baseline). We achieved this 2030 target in January 2020, more than 10 years ahead of schedule and a few months before the impacts of Covid-19 restrictions began to have a significant reduction effect on our emissions (see Section 4.1.3.2 for more details).

2020 has been an important year for accelerating climate progress, with "Action on climate change" named in January as one of the top four strategic business priorities for the Group. The Covid-19 pandemic has strengthened this focus further, accelerating virtual delivery, increasing the number of client conversations about sustainability, and demonstrating how agile and resilient our teams are in the face of a crisis. In July, we launched our new net zero program, which covers all our operations, with three essential components to our strategy:

1. Setting new science-based targets aligned to 1.5°C climate science (see box below for further details).
2. Creating a strategy to reduce emissions in line with those targets – focus areas include transitioning to renewable electricity, switching to electric vehicles, increasing engagement with suppliers as well as a continued focus on creating sustainable workplaces and supporting digital collaboration;

3. Developing a new carbon offsetting program to offset residual emissions - with a focus on projects such as re-forestation which remove carbon emissions from the atmosphere and deliver positive social impacts for local communities.

Science-Based Targets aligned to 1.5°C

Capgemini's new carbon reduction targets were approved in October 2020 by the Science Based Targets initiative (SBTi) as being in line with the level of reduction needed to limit global warming to 1.5°C (1.5°C is widely considered to be the "safe limit" in terms of global temperature increases, beyond which we can expect to see the most catastrophic and irreversible impacts of climate change). The new targets focus on our highest emitting impact areas which are business travel, employee commuting, energy consumption and purchased goods and services. Precisely, Capgemini's new science-based targets are as follows:

- To reduce absolute Scope 1 and 2 Greenhouse Gas (GHG) emissions by 80% by 2030 from a 2015 base year (this will be achieved by reducing office emissions by 80% by 2030 and improving the energy efficiency of our offices by 35% by 2030);
- To reduce Scope 3 GHG emissions from business travel and employee commuting by 50% per employee by 2030 from a 2015 base year;
- To reduce absolute Scope 3 GHG emissions from purchased goods and services by 50% by 2030 from a 2015 base year; and
- To increase the proportion of renewable electricity to 100% by 2025.

The targets cover the entire Capgemini group and mark a significant step up both in terms of the scope of coverage and level of ambition.

Our net zero program is underpinned by two key management systems:

- our global Environmental Management System (EMS) that provides a framework for managing the environmental performance of our business (more detail is given in Section 4.1.3.2), with climate change mitigation being a key focus area globally; and
- our carbon accounting system that provides a comprehensive data set about our carbon impacts, with around 10 million data points covering 99% of our operations, collected and analyzed each year. We use this extensive data set to enable a very granular view of greenhouse gas emissions, and to help us pinpoint opportunities to reduce emissions.

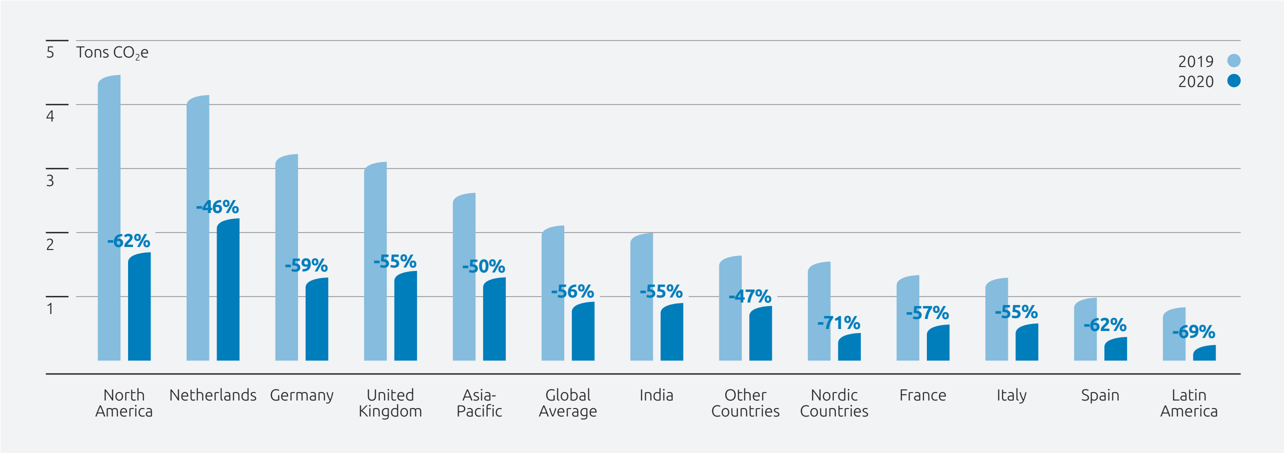
For Capgemini, having a global approach managed by a global team helps ensure our data is relevant and complete, and that we have an efficient approach for reducing our main environmental impacts.

Results and Key Performance Indicators (KPI):

	KPI	Unit	Scope	2015	2019	2020	Targets
Climate change	Greenhouse gas emissions per employee (*location-based*) (1)	TCO_2e per employee	C	3.10	2.18	0.89 √	
	Greenhouse gas emissions per employee (*location-based*)	TCO_2e per employee	A	N/A	1.83	1.12 √	
	Greenhouse gas emissions per employee (*location-based*)	TCO_2e per employee	C+A	N/A	2.11	0.94 √	
	% change in greenhouse gas emissions per employee vs 2015 baseline (*location-based*)	%	C	-	-29.9%	-71.2% √	Target (Met in Jan 2020): To reduce greenhouse gas emissions per employee by 20% by 2020 and 30% by 2030 vs 2015
	% change in greenhouse gas emissions per employee vs 2019 baseline (*location-based*)	%	C	-	N/A	-58.9% √	
	% change in greenhouse gas emissions per employee vs 2019 baseline (*location-based*)	%	A	N/A	N/A	-39.0% √	
	% change in greenhouse gas emissions per employee vs 2019 baseline (*location-based*)	%	C+A	N/A	N/A	-55.7% √	
	% change in scope 1 and 2 emissions (market-based) vs 2015 baseline (2)	%	C	-	-28.5%	-58.9% √	Target (New target): To reduce Scope 1 and 2 emissions by 80% by 2030 vs 2015 baseline (Altran will be brought into the scope of this target in 2021)

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.
N/A Data for Altran for 2015 is not yet fully calculated so has been excluded from these tables.
(1) Greenhouse gas emissions per employee includes all Scope 1 emissions, Scope 2 *location-based* emissions and Scope 3 emissions from business travel, electricity T&D losses, waste disposal and water consumption.
(2) Scope 1 emissions relate to direct emissions from buildings or assets – for Capgemini this includes fuel consumption and fluorinated gas used in air conditioning units of the offices and data centers under the Company's operational control. Scope 2 emissions are emissions associated with the consumption of purchased electricity, heat or steam. Scope 3 emissions are indirect greenhouse gas emissions other than scope 2 emissions that are generated as a result of the activities of a company, but from sources that are not owned or controlled by that entity's business e.g. business travel, employee commuting, waste generation and water consumption.

Greenhouse Gas Emissions per Employee by region (Capgemini + Altran) √



√ Data identified in this graph has been reviewed by Mazars with a reasonable level of assurance.
Note: In this instance, Asia-Pacific excludes India, which is shown separately as it makes up such a significant proportion of our emissions.

b) Building resilience to climate change

In line with the recommendations of the Taskforce on Climate Related Financial Disclosures (TCFD), we consider the potential impacts of climate change on our business in terms of physical risks, transition risks and opportunities. The diverse and agile nature of our business, serving a wide range of sectors with a varied portfolio of services, gives us some protection in terms of our exposure to climate risks. However, we recognize that the level of climate-related risks will escalate in the coming years.

Consequently, it is essential that we take steps to understand and build resilience to climate risks. In 2020, Capgemini re-launched our Climate Change Risk Assessment (CCRA) process with stronger alignment to the recommendations from the TCFD. Specifically, we revised our CCRA process first implemented in 2016 with a stronger focus on transition risks and climate-related scenario analysis, and with increased integration into our corporate risk management processes.

With the impacts of climate change varying significantly by geographic region, we have retained a focus on assessing climate risks at a country level. In 2020, we began deploying the new CCRA process in our largest markets, starting with Germany, North America and India. The process consists of five key stages:

1. **Preliminary analysis** – using publications from the Intergovernmental Panel on Climate Change (IPCC) and the International Energy Agency, as well as government reports and credible scientific journals, we conduct a preliminary assessment of the physical climate hazards in each country, the climate transition plans and the policy and public sentiment with regards to climate change. We then analyze the climate risks and opportunities facing key sectors or key clients that we serve within a country, to understand potential knock-on impacts for Capgemini. We focus on compiling findings and potential risks that are aligned with the following scenarios:
    - A Rapid Climate Transformation 1.5°C scenario – where strong, rapid transformation to a low carbon society takes place, driven by governments globally and with a strong push from consumers and society to tackling the issue. In this scenario, global temperature increases are held at 1.5°C above pre-industrial levels by 2100.
    - A Paris Alignment 2°C scenario – where governments commit to and deliver action in line with the Paris Climate Change Agreement and the private sector plays an important role in accelerating progress. In this scenario, global temperature increases are held at 2°C above pre-industrial levels by 2100, with significantly stronger physical impacts experienced compared to 1.5°C.
    - A Climate Action Rejection 4°C scenario– where action to mitigate climate change is not taken unilaterally, and the more extreme physical effects of climate change come into effect contributing to increased conflict and mass migration. Investment in climate mitigation is slow and therefore countries must invest to adapting to the consequences of climate change.

    The scenarios are deliberately distinct and help us to test out a range of possible futures and analyze what their impact could be for our business and our strategy– as a starting point we focus on describing the potential risks in a "maximum impact" scenario; for example, when considering carbon pricing, we would consider the likely carbon price in a 1.5°C or 2°C scenario where policies are likely to be stronger, whereas when analyzing the increased prevalence of extreme weather, we would use a 4°C scenario to take into account more extreme physical impacts.
2. **Risk identification workshop** – once the preliminary analysis is complete, we invite a selection of key internal stakeholders from the country leadership team to take part in a series of workshops. Participants would usually include the Chief of Operations, the Legal Financial Director, the Heads of Risk, Procurement, HR, Corporate Real Estate and CSR, as well as representation from key market units and key business areas. The initial workshop takes the participants through the findings from the preliminary analysis and invites them to share their personal experience when it comes to climate impacts and their views on potential risks and opportunities for Capgemini. Through facilitated discussion, we define and shortlist a series of potentially relevant risk scenarios.
3. **Risk assessment** – after the risk identification workshop, we ask the same set of stakeholders to review the risk scenarios identified and conduct their own qualitative assessment of the maximum plausible impact of each risk scenario and the likelihood of this maximum impact being experienced. We ask them to conduct this process using a very similar set of criteria we use for all internal risk assessment, in particular, the focus is on the potential impact of the risk scenario on the following dimensions: strategy and objectives, human resources, operations, reputation and finances.

4. **Risk prioritization workshop** – we bring all the stakeholders back together for a final workshop, where we review the results of the risk assessment together, modify any risk definitions that are unclear and group together risks that are very similar or that will be managed by the same person. We agree on a threshold to help define which risks to prioritize immediately for developing and strengthening mitigation actions and which risks should be registered and monitored on an ongoing basis.
5. **Risk mitigation planning** – risk owners are identified for each risk and a control plan is developed that describes the risk scenario in more detail, the potential impacts (including financial impacts), the current control measures and any new control measures needed. This risk control template is then integrated into the risk management systems and monitored on an ongoing basis.

The findings from this process are presented to the Country Board or equivalent management team, who are ultimately responsible for ensuring climate risks and opportunities identified at a country level are managed appropriately. They also feed into a global review and help to inform business continuity planning. In addition, climate change risks are considered as part of the Group Risk Management Review (see Section 3.2.2), with all interviewees asked to assess the relevance of climate risks in each TCFD category.

The most material climate-related risk identified at Group level is the potential increase in natural disasters, particularly in India where half of our workforce are located and where power and telecommunications networks are more vulnerable to extreme weather. This has been identified as a critical risk for the Capgemini group for the last few years and it is noted that both the likelihood and the impact of this risk are expected to increase due to climate change. If not managed appropriately, this risk could cause significant disruption to our operations, our workforce and our business continuity. For further details on this risk, its potential impacts and how it is being managed please see Section 3.2.1.

4.1.3.2 Environmental Management

As a global company operating in over 40 countries around the world, we need to ensure we have rigorous procedures in place to manage and reduce our environmental impacts and respond to an increasingly complex landscape of legislation and stakeholder expectations. We have a robust Environmental Management System (EMS) to help each Capgemini entity identify and manage its environmental impacts, as well as act to reduce them and ensure we meet Group-wide targets as well as local stakeholder expectations.

Our most material operational environmental impacts result from our use of energy in our facilities, our business-related travel, the commuting employees do from their home to the office, the disposal of office waste, and from the goods and services we buy. We are committed to driving efficiency and innovation across these impact areas. Smaller impact areas like water supply & treatment, and fugitive air-conditioning emissions are measured and reported on an ongoing basis and prioritized at a country level where material. Other environmental impacts, such as those on biodiversity, land use, noise pollution and the sourcing of raw materials, while regularly reviewed, are not currently significantly considered material to our operations, and consequently are not discussed further in this report.

Approach and Results

a) A Global Environmental Management System

Having an Environmental Management System is not only a way of monitoring legal compliance, it also provides a framework for transforming our environmental performance as a business, and ensures we have the right measures and governance to manage our operations efficiently. Capgemini has a global ISO 14001 certificate for its Environmental Management System (EMS), which is built on over a decade of experience in environmental management. Our Capgemini EMS is delivered by a Global Sustainability Center of Excellence, environmental experts who make sure that we manage all our environmental risks and impacts effectively and remain compliant with all legal and regulatory requirements.

The Capgemini global ISO 14001 Environmental Management System now supports operations in 28 countries, covering 212,321 employees. In addition, Capgemini Portugal has retained an individual ISO 14001 certificate covering all or part of their operations, meaning that 97.8% of Capgemini's business by headcount is covered. In addition, our Altran business has ISO 14001 certification at several strategic sites, covering 33% of the Altran headcount. This means that overall, 86% of the Capgemini group is certified under ISO 14001. We are committed to bringing Altran fully into the scope of our global certificate and have begun this process with the inclusion of Altran facilities in the Netherlands within the scope of our global certification.

In addition, the business holds a global ISO 50001 certificate for energy management covering France, Netherlands and the UK, with India holding a local certificate. 2020 also saw the deployment of ISO 45001 certification for Health and Safety management in Germany leveraging the global EMS platform. Further expansion of ISO 50001 and ISO 45001 is planned for 2021.

Our Environmental Policy sets out the minimum measures required by all Capgemini entities in support of our Global Environmental Sustainability program. It is available here: https://www.capgemini.com/resources/group-environmental-policy.

b) Sustainable, energy efficient workplaces

We are committed to creating sustainable and energy-efficient workplaces which are good for both our people and the environment. This starts with strong environmental design, with several flagship buildings across India, France, Germany, Poland, Spain and Sweden certified under LEED, IGBC, BREEAM or equivalent green building accreditations. A new focus for Capgemini in 2020 has been on identifying ways to embed sustainability into our contracts at strategic sites. Through a collaboration with corporate real estate teams, procurement, our landlords and property brokers, we have developed new sustainability selection criteria to be applied when choosing buildings as well as renewing leases. These cover topics including renewable energy, energy efficiency and monitoring, sustainability accreditation, electric vehicle charging points and proximity to public transport.

Across our estate, we have already progressed a range of efficiency measures to reduce energy and water use, embrace new technology and prompt employees into action, with a focus on four key areas:

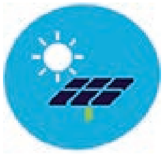
1. The deployment of the latest technologies, such as highly efficient air handling units, modular uninterruptible power supplies, LED lighting and precision air conditioning.
2. The smart management of lighting, heating, and cooling systems, through Building Management Systems, smart metering and the development of energy control centers.
3. Optimizing the use of our floor space to support safe and collaborative workspaces.
4. Promoting behavior change initiatives to encourage our people to save energy on-site, such as switch-off campaigns and networks of sustainability champions.

We have committed to continuing to drive progress further, with a new target (covering both Capgemini and Altran) to improve energy efficiency (in kWh per m²) by 25% by 2022 and 35% by 2030 (vs a 2015 baseline).

Throughout the Covid-19 pandemic, the majority of our offices have remained partially open to support essential client services or employees who are unable to work from home. However, significant efforts have been made to minimize energy consumption, by shutting down areas within the buildings and keeping heating and cooling to a minimum in unutilized areas. As such, our total energy consumption was down 29% in 2020 (vs 2019), driven by a 33% reduction in office energy consumption and a 16% reduction in data center energy consumption.

In Capgemini entities in France, UK and Netherlands, the development of an energy management system certified under ISO 50001 has been a vital step in managing and reducing energy consumption. In India, which is home to nearly half of our workforce and office space, we have focused on developing a very energy efficient estate, with all 9 major Capgemini campuses certified as "*Platinum*" under the *Indian Green Building Council* (IGBC) and US Green Building Council (USGBC) schemes. In addition, our Pune Talwade campus recently received the'Performance Challenge for Green Built Environment' award at the Green Building Congress conducted in late October 2020. Five key areas of focus have helped Capgemini India create more sustainable workplaces in 2020:

Case Study Capgemini India: Five steps to creating more sustainable workplaces



Switching to smart solar

Solar panels adorn roofs, gazebos, pedestrian walkways and car ports across nine sites in India. There is even a solar-powered amphitheatre and solar "trees" for employees to shade under. At our site in Chennai, smart light sensors enable the solar panels to re-orient towards the sun all day, maximising the power generated.

Returning surplus energy

With the COVID pandemic increasing the amount of working from home, surplus energy from on site solar plants at Benguluru and Hyderabad are returning surplus electricity to the grid, enough to power 100 households by the end of 2020.

Cutting down on water waste

A membrane-based treatment system avoids the need for taking waste water off-site, with waste water treated and reused for watering gardens and flushing toilets

Recycling organic waste

On-site converters turn organic waste into compost, which is used fertilise the garden areas or offered to employees to take home. Kitchen waste is converted to bio-gas and used for cooking.

Gifting re-usable bottles

At the start of 2020, all Capgemini colleagues in India were given a branded re-usable drinks bottle. This not only reduced the amount of single-use plastic water bottles brought onto – and disposed of – on campuses, but also greatly reduced the amount of tap water used to wash glassware. With 120,000 employees across India, it's a small change that has made a big impact.

Within Altran India too, a strong focus on energy efficiency has helped deliver energy and carbon savings, In 2020, efforts focused on optimizing the office space, consolidating Uninterruptible Power Supplies (UPS) and the installation of small air conditioning units in lab facilities to reduce the need for night-time use of central chillers.

c) Switching to renewable energy

In 2020, we made a commitment to transition the entire Capgemini group (including Altran) to 100% renewable electricity by 2025. This builds on several years progress in investing in cleaner and more sustainable energy. It also aligns with our commitment to tackle UN Sustainable Development Goal 7 Target 2 which is "*to increase substantially the share of renewable energy in the global energy mix*". Whilst we may not be a major energy user, with over 400 facilities around the globe our renewable energy strategy still has an impact. We are increasing this impact further through the work we do with our Energy & Utilities clients, helping them transform their energy mix to renewables. In 2020, we also became a signatory to the RE100, joining a collective of over 280 influential companies to push for the acceleration of renewable electricity policies and markets. This gives us an opportunity to play a more vocal role in accelerating the renewable energy transition.

There are three main priorities to our new renewable energy strategy:

1. Continuing to scale up solar capacity at our offices in India, where we have the greatest potential both in terms of scale and the amount of sunlight available.
2. Securing renewable Power Purchase Agreements (PPA) in areas where our electricity consumption is of sufficient volumes.
3. Pursuing renewable electricity contracts backed up by Guarantee of Origin certificates where these are available (in Europe) or high quality renewable certificates where no other options exist.

2020 saw the continued evolution of our renewable energy portfolio, with 49% of electricity consumed by Capgemini and 27% by Altran coming from renewable sources. Capgemini Italy, Capgemini Spain and Altran France joined several other entities across Europe in switching to renewable electricity contracts. For Capgemini India, 31% of electricity in 2020 came from renewable sources with around 8,000 MWh generated on site in 2020, most of which was directly consumed in our offices, with 370MWh in capacity exported to the grid this year as we generated more than we could use. A further 15,153 MWh was purchased from off-site solar and wind farms through a PPA.

d) Sustainable travel & mobility

The travel we undertake as a business contributes significantly to our greenhouse gas emissions, as well as being a source of other air pollutants such as NO_x and diesel particulates. A high proportion of our workforce live and work in urban areas, which often have significant levels of air pollution. As such, we are committed to playing a role in reducing the environmental impacts associated with having a highly mobile workforce. This is aligned to our commitment to impacting UN SDG target 11.6 "*to reduce the adverse per capita environmental impact of cities, including by paying special attention to air quality and municipal and other waste management*".

This year was not a typical year for the Group, with the Covid-19 pandemic dramatically reducing our business travel emissions per employee by 69% compared to 2019 (taking into account both Capgemini and Altran). 2020 saw the rapid acceleration of virtual delivery, with more than 90% of our employees working from home at various points throughout the year. Whilst meeting our clients and teams face-to-face remains important to building relationships, we are determined to leverage the learnings from the Covid-19 pandemic to create a new and more sustainable delivery model for the future. To help focus our efforts in this area, we set two new global targets this year (covering Capgemini and Altran):

1. To reduce business travel emissions per employee by 38% in 2025 and 50% in 2030 (vs 2015).
2. To reduce commuting emissions per employee by 35% in 2025 and 50% in 2030 (vs 2015).

In November 2020, our Accelerated Solutions Environment (ASE) hosted a virtual three-day event that brought together key business leaders from Procurement, Finance, CSR, Corporate Real Estate, Security, People Safety and Human Resources, as well as external travel consultants, to design a new Capgemini Global Travel Policy, putting sustainability at its core. The new policy that will be launched in 2021 incorporates a strong set of sustainability principles, guiding employees on if and how to travel.

We have also developed a comprehensive strategy to transition company cars (both Capgemini and Altran) to electric vehicles as soon as possible, starting by ensuring 100% of the cars offered to employees in our catalogues are electric and hybrid. We have already seen a rapid increase in the uptake of electric vehicles in the Netherlands and the UK.

The pandemic has demonstrated the strength of our virtual collaboration capabilities. The transition to home working was delivered rapidly and efficiently, including in business areas where home working had previously been very rare. Video conferencing helped retain a vital connection between employees and discussion forums on Microsoft Teams helped build collective morale and support between employees (professional and personal tips on managing difficulties related to the pandemic for instance). Throughout 2020, we also provided extensive support to our clients to transform their operations to virtual delivery and help steer them through the crisis. This includes a number of pro bono projects such as the development of Telehealth Toolbox by Altran subsidiary Frog Design, helping doctors to accelerate the transition to providing telehealth and virtual support for patients.

At a country level, Capgemini UK won the 'Environmental Behavior Change Campaign of the Year' in the 2020 Global Good Awards for its ConnectWell program. ConnectWell is a long-standing program that has brought together training, digital tools, employee ambassadors and change agents to drive down carbon emissions, improve work-life harmony and transform the way we work with clients. In 2020, Capgemini UK delivered 15 digital sessions on virtual collaboration reaching almost 620 people and produced two virtual collaboration playbooks – one focused on virtual management and another on virtual delivery.

In many countries, including Spain and the Netherlands, Capgemini has focused on providing extensive support for adapting to home working with the provision of chairs, monitors and other IT equipment to employees. In addition, many offices (for example: Barcelona) are being remodeled to support a more flexible approach to working in the office, with the expectation that home working will continue into the future. Capgemini Belgium has had a strong focus on virtualizing large events successfully including Belgian Management Update Meetings (with 100+ attendees), client webinars and virtual press conferences or "Pressinars".

As part of European Mobility Week, Altran Italy launched an awareness campaign asking employees to contribute photos of themselves travelling sustainably, with the collected material published in the internal newsletter.

e) Waste management and circular economy

Managing our waste effectively is important in terms of minimizing our use of finite natural resources, as well as being a tangible, impactful way of demonstrating our environmental commitments to our people. The most efficient way of reducing the environmental impacts from waste is not to generate waste in the first place. At the heart of the concept of "circular economy" is the idea of effectively "closing the loop" – maintaining products and materials in a cyclical use phase so that waste is effectively designed out of the system.

We are committed to playing a role in supporting UN Sustainable Development Goal 12 Target 2 to *"achieve the sustainable management and efficient use of natural resources"*. As such, we have sought to apply the principles of circular economy to our own operations in numerous ways, from innovative e-waste partnerships enabling reuse of laptops and mobile phones, to local initiatives such as swapping disposable cups with reusable ones or replacing paper towels by high-efficiency hand driers. We also look for opportunities to partner with charities and universities to reuse stationary, furniture and IT equipment. In 2020, Altran India deployed a new mobile app "Youtility" to help improve management of routine tasks and replace the need for printing out paper checklists. This has saved an estimated 28,000 A4 paper sheets, reduced the amount of waste being generated and improved the efficiency of routine maintenance operations.

Overall, 2020 has posed a major challenge in terms of waste and sustainable management of resources. Whilst our waste volumes have overall reduced by 36% due to lower numbers of people using our offices, we have had to work hard to balance our focus on sustainability with increased hygiene concerns supporting Covid-19. All corporate real estate teams have made significant efforts to carefully check and consider where single-use, disposable items are essential for minimizing potential for Covid-19 transmission, or where more sustainable alternatives may be viable. Whilst our target to phase out single-use plastics has had to be postponed until the Covid-19 pandemic has passed, our teams continue to show a strong personal awareness and commitment to addressing this challenge.

This personal commitment is also seen in the high level of participation from employees in waste-related events run this year:

- Capgemini Germany launched a team of plastic pioneers or ambassadors – employees who had personally pledged to reduce their use of plastic and share their stories to inspire others. In support of the World Cleanup movement, cleanup activities were also organized in Berlin, Frankfurt, Cologne and Nuremberg. Over 80 employees took part in efforts to clear roads and parks, organized in cooperation with urban waste management service providers;
- Capgemini Italy organized a Cleanup Day in September that was attended by 80 employees across six cities, with over 700 kg of waste collected;
- Altran Ukraine organized collection boxes for unwanted clothing and old batteries, collecting 214kg of clothing for donation to charity and recycling and 60kg of batteries for recycling; and
- Capgemini France and Capgemini North America focused efforts on teaching employees to compost food waste. In North America, a "Composting Challenge" was held with 41 employees (most first-time composters) taught how to compost food waste effectively and then set the challenge of composting as much food waste as possible over a two-week period – in total 98 kg of food waste were saved from landfill.

Key Performance Indicators for Environmental Management (KPI)

KPI	Unit	Scope	2015	2019	2020	Targets
Share of operations covered by ISO 14001 certification	% operations by headcount √	C	76.0%	91.4%	97.8% √	Target (Met): all Capgemini entities with a headcount of over 1,000 people to be ISO 14001 certified by the end of 2020
		A	N/A	31.1%	32.7% √	N/A
		C+A	N/A	80.0%	85.9% √	N/A
Office energy efficiency	kWh/m²	C	169.1	134.1	83.7 √	N/A
		A	N/A	147.3	116.6 √	N/A
		C+A	N/A	136.5	89.5 √	Target (New): to reduce office energy consumption per m² by 25% by 2022 and 35% by 2030 vs a 2015 baseline
% of electricity from renewable sources	%	C	27.4%	40.2%	49.4% √	
		A	N/A	17.7%	26.5% √	
		C+A	N/A	36.8%	45.6% √	Target (New): to increase the proportion of electricity from renewable sources to 100% by 2025
Business travel emissions per employee	TCO_2e per employee	C	1.74	1.36	0.39 √	
		A	N/A	1.08	0.50 √	
		C+A	N/A	1.31	0.41 √	Target (New): to reduce business travel emissions per employee by 38% by 2025 and 50% by 2030 vs a 2015 baseline

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.

f) Using Data to Drive Performance

We are committed to continuously improving the quality of our data collection and analysis and to using these insights to make strategic decisions. This means having comprehensive data, with data coverage (including both Capgemini and Altran) reaching 98.6% of our operations by headcount. Having one centralized team and system responsible for gathering, processing, and reporting data helps us maintain a high level of consistency and data quality.

In 2020, our focus has been on integrating environmental data from Altran into Capgemini's carbon accounting processes with operations in Ukraine added to our reporting for the first time. We continue to capture and report data monthly for around 70% of Capgemini's emissions (or around 60% for Capgemini and Altran emissions), enabling faster engagement with the data and results. We also maintain a series of interactive dashboards for our sustainability and corporate real estate communities to engage with the data. Data from our carbon accounting system also feeds into other systems and processes. For example, Capgemini UK has created a Carbon Travel Dashboard, a web-based reporting tool that enables Capgemini's clients facing teams to track and manage both the costs and emissions associated with business travels. It provides a detailed breakdown of carbon data, enabling account executives to make informed decisions to help reduce their teams' carbon footprint and also engage directly with their clients on the environmental travel impacts of engagements. Further details on our methodology and data quality can be found in Section 4.4.2.3.

Table: Other Environmental Indicators

	KPI	Unit	Scope	2019	2020	% Change vs 2019
Emissions by scope	**Total scope 1 emissions**	tCO_2e	C+A	**11,921**	**7,916**	**-33.6%**
	Total scope 2 emissions (market-based method)	tCO_2e	C+A	**135,962**	**83,220**	**-38.8%**
	Total scope 2 emissions (location-based method)	tCO_2e	C+A	175,199	114,920	-34.4%
	Scope 3 Electricity T&D losses	tCO_2e	C+A	24,823	14,917	-39.9%
	Scope 3 Business travel	tCO_2e	C+A	348,422	109,247	-68.6%
	Scope 3 Water	tCO_2e	C+A	1,965	949	-51.7%
	Scope 3 Waste	tCO_2e	C+A	502	1,220	142.9%
	Total scope 3 emissions	tCO_2e	C+A	**375,713**	**126,334**	**-66.4%**
	Total reported emissions (market-based method)	tCO_2e	C+A	**523,596**	**217,470**	**-58.5%**
Office energy use	Fuels (natural gas, diesel, LPG)	MWh	C+A	29,120	18,067	-38.0%
	Renewable electricity	MWh	C+A	84,072	73,233	-12.9%
	Other electricity	MWh	C+A	201,481	119,811	-40.5%
	District heating & cooling	MWh	C+A	7,751	6,023	-22.3%
Data center energy use	Fuels (natural gas, diesel, LPG)	MWh	C+A	408	269	-34.0%
	Renewable electricity	MWh	C+A	56,493	51,683	-8.5%
	Other electricity	MWh	C+A	39,524	29,019	-26.6%
Total energy use	Total energy from all sources	MWh	C+A	418,850	298,105	-28.8%
Total waste generation	Total waste generated in offices & data centers	Tons	C+A	6,014	3,856	-35.9%
Total water consumption	Total water consumed in offices & data centers	m^3	C+A	1,868,126	902,288	-51.7%

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
√ Data identified in these tables by a √ has been reviewed by Mazars with a reasonable level of assurance.

Notes Relating to Table

(1) Data for 2015 (included elsewhere in report) and 2019 (in table above) differs from that reported in previous years' reports for the following key reasons:
– an increase in the scope of reporting to cover Altran;
– 2019 electricity data for Capgemini France that was previously estimated has now been replaced with actual data;
– a few smaller data corrections and updates have been applied including use of regional electricity emission factor (instead of IEA) for Australia, Canada, and China.

(2) Electricity emissions have been calculated in the main body of the table above, using both the GHG Protocol's "market-based" approach and "location based" approach, with the totals aggregated using the market-based approach. Details of the methodology are provided in methodology Section of the Chapter.

(3) As recommended by the GHG Protocol, emissions of Fluorinated Gas (F-gas) not covered by the Kyoto Protocol such as chlorofluorocarbons (CFCs) are not reported as Scope 1 emissions and are therefore not included above. These F-gas emissions are, however, captured with a value of 1,485 tons of CO_2e for 2020.

(4) F-gas data is currently provided for operations covering 56.3% of the total headcount. For remaining operations, F-gas data is currently not available – this is in part due to the fact that we lease many shared buildings, where we do not have full control of the maintenance of air conditioning systems.

(5) Our business travel emissions are calculated including the impact of radiative forcing for air travel, as well as the impact of hotel night stays. Whilst this is recommended best practice, many companies in our sector do not yet include these two emission sources and therefore caution should be applied trying to compare Capgemini's business travel emissions to those of other companies in our sector.

(6) "Renewable Electricity" denotes all renewable electricity purchased at renewable energy tariffs or through renewable energy certificates and a small amount of energy generated on-site in India and the UK through solar photovoltaic panels. "Other electricity" means purchased electricity generated from other sources (nuclear or fossil fuels).

(7) Our waste emissions increased significantly in 2020, despite the volume of waste being reduced. This is due to an update to the BEIS emissions factors with the emissions associated with landfilled waste more than four times higher in 2020 than in 2019.

4.1.3.3 Increasing our Sustainability Impact

As a global leader in consulting, digital transformation, technology, and Engineering Services, we are in a strong position to transform the way our industry thinks about sustainability and to ensure that the maximum positive impact is achieved for the planet. We work with our clients to help them reduce their greenhouse gas emissions and to support and accelerate their transition towards a low carbon future. Through our client sustainability program and employee engagement activities, we are helping advance UN SDG Target 13.3 to *"Improve education, awareness-raising and human and institutional capacity on climate change mitigation, adaptation, impact reduction and early warning"*.

Approach and Results

Throughout 2020, we continued to build the momentum behind our client sustainability program and employee engagement activities, focusing on how we innovate with our clients, show leadership within our industry and harness the enthusiasm of our employees.

a) Innovate

Innovation within our industry forms a vital role in helping shape the solution for not just today but for the future and is an integral part of our client's net zero strategies. Throughout 2020 we have leveraged our capabilities in numerous ways:

Measuring carbon impacts

4.

1. We have developed a Client Carbon Impact Calculator and associated methodology to provide a transparent carbon impact of client projects. We have focused on both positive carbon impacts i.e. what potential does the project have for reducing the client's emissions and negative impacts i.e. what is the carbon impact associated with the delivery of the project – in terms of business travel, home working, commuting, office energy consumption, and the digital or data center footprint (in terms of virtual conferencing, email and online storage).
2. We have developed a new process for defining the carbon impact of a bid, in order to increase engagement with clients on sustainability and optimizing delivery models.

Developing client solutions

Capgemini has a wide range of capabilities which can support clients with sustainability challenges from business strategy consulting and deep data analytics to designing sustainable IT architectures and implementation. A few examples of recent projects are included below:

1. Go Zero – Transportation and mobility are a significant source of emissions globally. Many businesses struggle to leverage existing mobility data for positive behavioral and environmental change, with a disconnect between an organization's climate goals and the ability of an individual employee to drive change. Go Zero is a mobility intelligence platform that Capgemini has developed, allowing individuals and businesses to come together to reduce travel emissions. An easy-to-use mobile service allows organizations and individuals to visualize and track their impacts and make more sustainable mobility choices.
2. Citroën AMI – Altran collaborated with Groupe PSA to create the Citroën AMI, its new mobility solution, a light electric vehicle designed for short-distance urban mobility. Based on requirements defined by PSA, Altran led the development process, from both technical and industrial perspectives, from design to purchasing, as well as vehicle and process engineering, and even creation of the production line. To successfully carry out this unique project, Altran called upon 100 experts organized in multidisciplinary, international teams.
3. Vertical Farming – A concept created by Capgemini's Applied Innovation Exchange in London. Beyond Farms is an online marketplace that connects vertical farm providers with prospective farmers and conscious consumers who want to buy locally grown produce. Beyond Farms' mission is to diversify the growth of vegetables and fruits to small, local vertical farms in densely populated areas and reduce the amount of food miles that produce has to travel. Food that has been sustainably grown can be ordered directly from farms and then delivered through a digital service that provides detailed information about where and how the product has been grown, enabling more conscious consumption.
4. HyperloopTT – Altran has mobilized its Toulouse-based Technology Engineering Center to support HyperloopTT in developing the "train of tomorrow". Altran provides all the technical skills HyperloopTT requires, ranging from mechanical and physical engineering to systems architecture and software development, as well as performance. Several dozens of Toulouse-based engineers participate in the project to develop HyperloopTT innovative and forward-looking transportation system. In addition, Altran's innovation centers will contribute their comprehensive technological expertise in support of this pioneering initiative.
5. VeriTherm smart thermal measurement – Altran's subsidiary Cambridge Consultants worked with built-environment cleantech specialists Redbarn Group to develop digital service innovation to transform building performance. The breakthrough digital service offers a viable thermal test for every commercially developed property.
6. FS Sustainability Proposition – This proposition has been developed to explore the role of the Financial Services sector in tackling climate change and the opportunity for Financial Services to accelerate sustainability. It provides an insight into emerging concepts we can use to inspire and custom build for clients.

b) Thought leadership

Capgemini has a long tradition in producing high quality thought leadership. Through our award winning Capgemini Research Institute, sustainability has been a key theme of many of the research projects undertaken in 2020. Some of the key publications this year included:

The Automotive Industry in the Era of Sustainability

With growing concerns about climate change and environmental degradation, sustainability has become a strategic priority for automotive organizations. Governments, consumers, and investors are now pushing automotive organizations to change their ways of working, culture, and products. This will have far-reaching implications for the industry, which despite having made substantial progress, still needs to step up its sustainability efforts.

This report considers where the industry stands today in terms of its sustainability initiatives and what does the future hold.

How sustainability is fundamentally changing consumer preferences

As the hands of the Doomsday Clock inch towards midnight and consequences of climate change, pollution, biodiversity loss, and resource scarcity become impossible to ignore, people are waking up to the urgent need for change. Together with governments, public-interest groups, investors, competitors, and employees, consumers are increasingly calling for a more sustainable, environmentally friendly, socially responsible, and economically inclusive tomorrow.

This report considers whether Consumer Products and Retail (CPR) organizations are heeding this call.

Powering sustainability – why energy and utility companies need to view sustainability as an opportunity

Nearly three-quarters of global greenhouse gas emissions are caused by energy use, adding a lot of responsibility to the energy and utilities industry towards reducing emissions. Given the state of the environment, this situation is not tenable, and the sector must urgently implement affordable, reliable sources of clean energy while decarbonizing its value chain. The challenge is huge but the advantages of meeting it are many – not least of which is saving our planet.

This report explores how organizations that are driving the sustainability agenda are reaping the rewards, where they are falling behind, and what they can do to pick up the pace.

Climate AI – How AI can cut carbon

Artificial intelligence (AI) powered use cases for climate action have the potential to help organizations fulfil up to 45% of their Economic Emission Intensity (EEI) targets of the Paris Agreement. This research conducted in partnership with climate change start-up *Right. Based on Science*; explores how AI offers many climate action use cases which could be scaled rapidly. The report investigates how deployment is proving elusive with just 13% of organizations successfully combining climate vision with AI capabilities.

c) Educate, engage and empower

Our environmental program is underpinned by a strong focus on engaging our team members. As a business, we are focused on creating a culture where individual sustainable actions are normalized, and people are empowered to make a difference to problems that matter to them. Our approach to mobilizing our people includes a focus on three areas: education, engagement and empowerment.

We have developed practical guides, briefing packs and computer-based training modules to enhance the collective sustainability knowledge of our people. With engagement campaigns, we apply a '360-degree' approach to our programs considering policies, infrastructures, and information to enable and encourage people to make sustainable choices.

Educate

At a global level, we have developed targeted awareness programs around the impacts of technology and how it can drive positive environmental change. With our Sales, Account Executives, Portfolio and Technology and Innovation teams we are working to:

- demystify sustainability and pinpoint the areas where both existing and future technologies have a role to play in a more sustainable future;
- engage through the breadth of leadership programs to create sustainability-informed leaders within the Company; and
- continue to work with the key sectors in defining the sustainability impacts and opportunities to help our clients achieve their sustainability ambitions. Key sectors include: Consumer Products Retail Distribution, Manufacturing and Energy, Utilities and Chemicals.

We have also run a series of "Sustainability Briefings" this year: virtual webinars open to employees with an interest in sustainability, covering topics including carbon accounting, net zero, lifecycle carbon measurement and renewable energy.

We also have country-specific campaigns to educate, inform and inspire action. Altran Spain organized two key initiatives in 2020:

- a MOOC (Massive Open Online Course) designed to enhance awareness on sustainability actions including on waste, water, paper and energy management, transport and responsible consumption. In 2020, 137 Altran Spain employees took this voluntary course; and
- an Environmental Annual Plan "*Verde que te quiero verde*" was launched with a monthly communication providing key data and information about tools, news and events each on a particular environmental topic. Topics covered included waste, energy, biodiversity, sustainable mobility, responsible consumption and circular economy.

Capgemini France launched a Sustainable IT campaign in 2020, signing the Sustainable IT manifesto and participating in the creation of a MOOC to raise awareness on Sustainable IT. This campaign brought together an active community of experts dedicated to finding solutions to reduce the environmental impact of our IT projects. So far, 60% of employees in Capgemini France have taken part in the awareness sessions around Sustainable IT. Other events were also organized throughout the year, including during Environment Week, with sessions of The Climate Collage, Digital Clean Up sessions, bike repair workshops, conferences on composting and reforestation.

Altran Portugal ran a series of environmental communications to engage and inspire employees into action, including around reducing plastic waste, increasing recycling and encouraging employees to create a digital signature to reduce the need for printing.

Engage

In support of Group Environment Week, Capgemini's global engagement campaign this year focused on "Lockdown Lessons for a Better Planet." Key highlights included:

- Capgemini entities in 14 countries took part, with 83,333 employees viewing content;
- 1,515 employees attended webinars and workshops on the impact of Covid-19 on climate change, or a range of country-specific topics including zero waste, plastic pollution and biodiversity, introduction to composting, sustainable food and shopping; and
- 278 employees from 18 countries shared their own lockdown lessons for a better planet, with ideas on appreciating nature, rethinking waste, reducing use of resources like water and energy, and transforming eating and shopping habits.

Throughout the year, we joined with other companies to raise the bar on around climate action, including:

- we became a founder member of UN's Race to Zero campaign – a coalition of leading net zero initiatives, representing 452 cities, 22 regions, 1,101 businesses, 45 of the biggest investors and 549 universities;

- we signed the Business Ambition for 1.5 degree targets; and
- we signed a joint letter along with over 170 CEOs to European heads of state calling on them to increase emissions reduction targets to ensure they reach their net zero target by 2050.

We also participate in and run public events, including a LinkedIn live event in December focused on "How AI can Power Climate Action Strategy." This brought together the strengths of the Capgemini Research Institute, CSR & Invent teams plus industry experts to explore how to elevate artificial intelligence (AI), accelerate enterprise adoption and mobilization, to increase the positive potential of AI. 900 people attended the event live with a further 2,500 viewing the video recording.

Other examples of events and engagements in 2020 include:

- Capgemini reached 270 business and industry leaders through speaking engagements including at Imperial College London, Edie Sustainability Leader's Forum, Edie Masterclass and at a Spotlight Series webinar on Circular Economy;
- Capgemini held a series of investor conferences and one-on-one briefings, engaging 15 key investors on sustainability;
- Capgemini North America ran a webinar series as part of an Earth Day campaign, with 350 employees joining the webinars and 170 pledging to take personal actions;
- Capgemini Invent was a partner and keynote speaker at World Climate Forum Europe on November 17-18 during London Climate Action Week 2020; and
- Capgemini participated in 2020 AI for Good Global Summit of the UN's ITU (International Telecommunications Union), with a focus on how ethical AI can serve the citizen and help achieve the UN's Sustainable Development Goals (SDGs).

Empower

Through hackathons and business challenges, we create a platform for our people to use their expertise and skills to address sustainability challenges. Examples in 2020 included:

- working with leading marine biologist Lisa Steiner and AWS, Capgemini employees developed a new, self-learning AI solution to help protect sperm whales. The solution effectively identifies matches between images of sperm whale tails in order to make it easier to draw a picture of migration patterns.
- as part of the TeCH4Positive Futures challenge, 62 entries came forward with innovative ideas for tackling environmental problems, including two shortlisted finalists: a solution to combat the challenges of water scarcity and a tool to monitor the carbon footprint of email usage.

Through strategic partnerships with leading NGOs and industry groups, Capgemini is supporting the acceleration of cross-industry action on sustainability.

- Capgemini became shareholder of EIT Innoenergy to accelerate the commercialization of sustainable energy start-ups to help tackle climate change;
- Capgemini became a partner in the Equinor & Techstars Energy Accelerator' program, which supports Global Innovative Startups who have the vision to shape the future of energy;
- Capgemini signed up to TEDx Countdown, a global initiative to champion and accelerate solutions to the climate crisis, turning ideas into action over a year-long campaign;
- Capgemini Invent was commissioned by Breakthrough Energy, a Bill Gates network, to publish the report Fit for Net Zero – 55 Tech Questions on approaches to accelerating Europe's recovery and paving the way to climate neutrality;
- Capgemini Italy entered into a collaboration with AWorld – a startup selected by the UN to support its "ActNow" campaign for individual action against climate change. Through the AWorld mobile app, Capgemini Italy launched an employee challenge focused on encouraging individual actions to reduce CO_2, with over 100 tonnes CO_2 reduced during the challenge;
- Capgemini India launched the Mission Million program in August 2020 with a goal to plant a million trees. By December 10th, 2020, 237,866 trees had been planted and 2,059 people had signed up to support the initiative;
- Capgemini France signed Planet Tech'Care's manifesto further strengthening its commitment to responsible digital technology, and;
- Capgemini UK partnered with Forum for The Future for its Future of Sustainability 2020 Report.

4.1.4 Employee engagement through volunteering

Our employees are our greatest assets and their commitment to our CSR Program, *Architects of Positive Futures*, is key in driving and sustaining the impact of our CSR initiatives in local communities.

In 2020, with the creation of our Social Response Unit in the context of the Covid-19 pandemic, we have expanded upon our existing social impact effort to purposefully apply our technology expertise and passion where most needed in the fight against Covid-19. Capgemini colleagues have mobilized strongly, expressing their solidarity and leveraging their creative and deep technology and data expertise, to address the needs of local authorities and communities as they cope with the crisis.

In addition to the donation and delivery of hundreds of thousands of key pieces of personal protection and medical equipment to frontline organizations such as hospitals, police departments and fire stations, a companywide internal 'Call for Ideas' saw more than 250 proposals from team members, in just two weeks, for short term and longer-term practical initiatives, on top of the 40 pro-bono and voluntary initiatives already underway. Capgemini's Social Response Unit aims to accelerate, replicate and amplify welfare initiatives, enabling them to be executed in a coordinated manner with agility and speed, to deliver social impact to a broader set of individuals and communities. While the unit's initial focus was solely on the need of the hour – public health, a range of additional initiatives were launched to address the next-order impacts of the pandemic and our colleagues across the globe came together leveraging technology, data and creative expertise to help and support the communities where we operate.

Here are some examples of the social impact delivered through the Social Response Unit initiative:

- in France, Capgemini helped build several key functionalities for the COVIDOM platform supporting French public hospitals (APHP) and doctors and medical practitioners volunteering to help during the Covid-19 crisis; we also helped deliver a platform enabling doctors to communicate with their patients at home and we co-delivered Globule, a plateform which enables cross-functional healthcare providers to collaborate and ensure seamless, continuous care;
- in India, Capgemini developed, with the Indian Institute of Technology (IIT) Madras, affordable, field deployable, rapid test kits for COVID19, with a view to the entire test result being available in 10 minutes at a significantly lower cost;
- in Italy, Capgemini is supporting Fondazione Banco Alimentare ONLUS which coordinates the Banco Alimentare Network and is managing recovery and distribution of food to people and families in difficulty through the National Banco Alimentare's Municipal Operations Centers;
- in the Netherlands, Capgemini contributed advice and technical expertise to the cybersecurity coalition Wij Helpen Ziekenhuizen ("We Help Hospitals"), to ensure the continuity of the health sector and its care provision during these challenging times;
- in Norway, Capgemini supported three municipalities by setting up a webpage for local businesses to upload their profiles to promote their offerings to communities in Oslo, Bergen, and Stavanger;
- in France, we opened our Group University for 2 months to host victims of domestic violence through the first full lock down;
- across Europe, experts have also created a'Telehealth Toolbox' website to help doctors accelerate the transition to telemedicine during the pandemic.

It is clear that Capgemini people are passionate about making the world a better place. **To illustrate the extent to which they mobilized themselves, especially during the first half of 2020 as the pandemic put billions of people in distress, we had over 3 times the number of employees engaged in volunteering in H1 2020 than we did in H1 2019**.

Among the many initiatives to which our employees gave their time and created impact as *Architects of Positive Futures* this year are:

i. In North America, the annual Cares Day of Service was organized for the 8th year in a row. All volunteer events were virtual due to the Covid-19 crisis. Despite this challenge, 11% of employees were able to participate, a 28% increase in participation compared to 2019.

ii. In India, CSR initiatives were held virtually throughout the year, drawing thousands of employees to activities across our 3 CSR pillars. This year, India also joined the *Impact Together* Week (a global volunteering week organized annually by our Financial Services Social Business Unit since 2017) where employees were engaged largely around Digital Inclusion, among other social impact initiatives.

iii. In Germany, many of our Annual Volunteer Day initiatives were transformed into virtual events running between September and October. More than 250 colleagues volunteered in various CSR projects directly reaching out to about 650 beneficiaries.

iv. Our cloud infrastructure services (CIS) Global Business Line created specific initiatives under its Digital Futures Program to mobilize employees globally. This leveraged their skills to help people within their personal ecosystems (communities, neighborhoods, families, etc.) learn digital skills. In the context of the pandemic, this movement gathered huge momentum from our CIS colleagues across the Group, contributing thousands of hours to support the excluded.

v. We held our FS *Impact Together* Week for the 4th year in a row, with over 90 volunteer opportunities being organized for Financial Services colleagues across 13 countries. The week mobilized more than 5,500 employees in diverse initiatives around our 3 CSR pillars and in other social impact initiatives.

These are just a small handful of examples that demonstrate the commitment of our people to create positive impact in society and the environment. Despite the whole company being in lockdown at different points of time throughout the year, the spirit of solidarity and passion for helping people was very much alive and our colleagues went above and beyond to make a difference.

This increase in engagement through volunteering was also facilitated by the deployment of the **4PositiveFutures volunteering platform** designed to make engagement opportunities more accessible. We had started its deployment in 2019 and at the end of 2020 we have been able to **extend the platform to over 80% of our global headcount** (excluding Altran). We will continue expanding it to other countries in 2021 to ensure maximum coverage. This will enable employees from all over Capgemini to explore volunteering opportunities, engage and become *Architects of Positive Futures*.

In 2021, we will also join hands with our new colleagues from Altran to engage more people in volunteering and amplify the impact we create in society and on the environment.

4.2 Ethics & Compliance

With our values at their core, our Ethics and Compliance programs are crucial for the success of a diverse, decentralized Group like ours, with multicultural teams operating in nearly 50 countries. Our ethics program upholds our ethical culture, which is also the foundation for our compliance program.

The Group is strongly committed to acting in line with its ethical standards and in full compliance with laws, as set out below.

For more details on our ethics and compliance programs governance, please refer to Section 3.1.3.

4.2.1 Values and Ethics

Our values and Ethics are at the heart of our identity. Unique and human, our values set us apart from competitors and inspire and guide our team members, who each contribute to our ethical culture.

They are the precious assets on which our reputation as an ethical and responsible company is founded. Capgemini is proud to have been recognized one of the "World's Most Ethical Companies®" for 9 consecutive years by the Ethisphere Institute, and to be one of only 2 honorees in our industry, a strong commendation of our ethical business practices.

Capgemini's founder, Serge Kampf, was deeply convinced that sound ethics is the foundation of a profitable and sustainable business. From the outset, our belief in doing business ethically and our commitment to our 7 core values has differentiated us from competitors. While our teams are located worldwide, we share a common culture based on honesty, trust, and respect for each other's backgrounds and contributions to our joint enterprise. Being a values-based organization has enabled us to develop extremely high ethical standards while nurturing the diversity of our teams. It has also guided our behavior throughout the many evolutions our Group has seen, whilst allowing us the freedom needed to adapt to our fast-moving industry, and the boldness we need to lead. Our ethical cultural framework supports our team members in doing the right thing, adhering to our principles and rules, and making the right decisions. It also promotes agile behaviors well fitted to unanticipated events that can arise in complex situations. This ethical framework connects all our Group's employees, in nearly 50 countries.

Policies and Actions

We have a longstanding formal Ethics program, to actively nurture our ethical culture. Our program aims to create and maintain awareness among employees, enabling them to make decisions aligned with our core values. It is supported by 5 main levers:

Our Policies: first of all, our Code of Business Ethics provides guidance to all team members on how to behave and act in the right way, so no one is left with doubt or unanswered questions. It is available in multiple languages, to all our employees.

Additional detail is set out in our Group policies for our ethics helpline *SpeakUP* (including non-retaliation) and the prevention of conflicts of interest, supplemented by policies adopted under our Compliance program. Since the Group was founded, we have always believed that a profitable and sustainable business cannot exist without sound ethics. This belief lies at the very heart of our decentralized organization, which empowers our team members, united by our shared values. Our Code of Business Ethics is our ongoing commitment to maintaining and promoting a world-class framework to support business integrity and trust wherever we operate. This commitment to the code is endorsed by all members of the Board of Directors of Capgemini and members of the Group Executive Board (GEB) as part of their individual and collective support of the provisions of the Code of Business Ethics.

Capgemini has paid particular attention to artificial intelligence (AI) as a key growth area, presenting both huge opportunities and a challenge to build trust, by devising our **"Code of Ethics for AI'"**: an ethical framework for the development of all AI solutions within the Group. Our vision of AI is determined by our ethical culture and guided by our core values; we thus envisage our developments in AI as a contribution to building the inclusive and sustainable future we all aim for. Our Code of Ethics for AI sets out guidelines for the ethical and human-centric design and delivery of AI solutions.

Our ethics helpline, *SpeakUP* is a natural extension of our values-based culture and high ethical standards. It is a web and phone-based ethics reporting, incident management and advisory tool, hosted by an independent service provider, managed by Group Ethics and supported by our global network of Ethics & Compliance Officers and HR investigators. *SpeakUP* is voluntary, confidential, and allows anonymity, except in countries where anonymity would not comply with local laws. It is made available by Capgemini to our team members, customers, suppliers, and business partners. *SpeakUP* is a commitment from Capgemini: to listen to voices when raised in good faith; to be fair when investigating an alert, to respect organizational justice and maintain confidentiality; and to protect the reporter from any form of retaliation. *SpeakUP* empowers people to report alerts and/or ask for advice and guidance about actions or behaviors that are (1) not aligned with our values, our Code of Business Ethics and related Ethics & Compliance policies, (2) not in compliance with applicable laws, or (3) that may significantly affect vital interests of Capgemini and its affiliates.

Anyone who raises or helps to address an alert on *SpeakUP* in good faith is protected by our non-retaliation policy, and substantiated alerts result in appropriate remediation actions including disciplinary actions, counselling/training, or process improvements. Our *SpeakUP* policy and helpline are available in multiple languages and the *SpeakUP* helpline is available 24X7. Once an alert is reported in *SpeakUP*, it is received by the Group Ethics Office, which performs an initial review. After this initial assessment, the Group Ethics Office assigns the alert to the local Ethics & Compliance Officer responsible for the jurisdiction where the incident reported in the alert occurred. An exception to this process would happen in cases where there is an actual, potential, or perceived conflict of interest for the local Ethics & Compliance Officer to investigate the alert, or where the Group Ethics Office believes that the alert is of such a severe nature it must be investigated at Group level.

SpeakUP helps us maintain transparency by managing the entire process within the tool, including communication with the reporters, investigation team, witnesses, leadership teams, etc., and record retention and redaction as per the applicable laws. It helps us perform root-cause analysis and prevent future similar unethical behavior, misconduct, violation of policies or applicable laws, by helping us identify areas of improvement in our business processes.

Acting on the feedback received from our annual ethical culture survey, we share *SpeakUP* statistics with our employees globally through our annual ethics newsletter "Ethics Buzz". We also share sanitized *SpeakUP* cases through our communication initiative "Ethics Radio" on an ongoing basis to further enhance trust and reinforce our ethical culture.

SpeakUP has been deployed in all countries where the Group, operates, except for Germany and Morocco, where the deployment is in process: in the meantime, these countries continue to use the legacy mechanism, i.e. "Raising Concerns Procedure", while we work closely with local data protection authorities and works councils to complete the roll-out. *SpeakUP* has also been recently extended to Altran.

Our Ethical Culture survey, in which all our employees are invited to participate and share their views annually, measures the pulse of our organizational ethical culture. In 2020, the Group Ethics team conducted the annual ethical culture survey using a pulse type of survey on a platform hosted by an external provider. Close to 75,000 employees from 42 countries participated with a voluntary response rate of 1 in every 3 team members. The survey had questions on our ethical culture, policies, behaviors, and *SpeakUP*. It confirmed a widespread perception among team members that Capgemini is an ethical workplace, and a very strong level of awareness of Capgemini's Code of Business Ethics (score of 8.3 out of 10), and effectiveness of our ethics program through communication and training (score of 8.2 out of 10). Aggregated feedback and analysis from the survey, along with guidelines, were shared with team managers, and business and country leaders. All managers have access to their span's dashboard, with scores and feedback, while maintaining anonymity of employees. The insights from the survey results have been taken into account for the Ethics program planning for 2021, with focus on improving values & ethics discussions within team meetings, and further enhancing our speaking up culture through ethical leadership training. They have also been considered to revamp the monthly newsletter "Think Ethics" and incorporate an easy-to-use toolkit for team managers to engage with their team members about values and ethical topics.

Our training program includes:

- mandatory e-learning courses on Our Code of Business Ethics – Ethics@Capgemini was revamped in 2020, with a refreshed learner interface and modular format, and will be assigned annually to all employees starting 2021, with test-out options for subsequent years; Ethics@Capgemini comprises a core module and scenario-based micro e-learnings on ethics topics, featuring short engaging videos on how to handle tricky ethical situations;
- Think Ethics, a managers' toolkit shared monthly with team managers, and Ethics Café, featuring short thought-provoking awareness videos on a range of workplace-related ethical situations shared with our team members;
- investigations refresher-training for our Ethics & Compliance Officers and HR investigators, conducted by external experienced investigators.

Our ethics awareness communication program, built globally at Group level and deployed locally in each country, addresses all employees, with communication targeted by grade and role. The program uses multiple internal channels to communicate through: recurring events such as the Ethics Week and values Day; and various other means such as real-case podcasts, videos, articles, quizzes and posts on Yammer (our internal social network). Group and local communication networks, along with our Ethics & Compliance Officers network, promote ethics communications globally and locally on our values and ethics.

We focus on continuous improvement of the program through external benchmark assessments conducted by a leading provider of independent research on workplace integrity, ethical standards, and compliance processes and practices in public and private institutions. As part of our continuous improvement efforts, our Code of Business Ethics policy was reviewed by an external ethics advisory organization and we have membership with global ethics organizations to stay updated and adapt to important changes.

In addition, in 2021, the full ethics program and its related processes will be audited by an external firm.

Results and Key Performance Indicators (KPI)

	KPI	Scope	2018	2019	2020	2021 Target
***SpeakUP* coverage**	*SpeakUP* coverage (1)	C	82%	97%	98%	100%
Total alerts reported on *SpeakUP*(2)	Alerts reported on *SpeakUP*	C	N/A (3)	~215	~279	N/A
Anonymous alerts	Share of the total alerts reported on *SpeakUP*	C	N/A	59%	44%	N/A
Substantiated alerts	Share of the closed alerts and those established/proven	C	N/A	46%	47%	N/A
Code of Business Ethics e-learning	Share of employees who completed the e-learning module on the Code of Business Ethics	C	94%	95%	96%	96% (4)

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

(1) Calculated as a percentage of total headcount at December 31st.

(2) For alerts that are out of scope of the *SpeakUP* policy, the reporters are guided to use the appropriate mechanism or reach out to the relevant function for review, and the alerts are subsequently deleted from *SpeakUP*. The KPI shows only the in-scope alerts. Our employees also reach out to their team managers or HR managers for reporting alerts, therefore the total number of alerts received in 2020 would be higher. We are in the process of converging local reporting channels into *SpeakUP*; team managers and HR managers are expected to record alerts reported to them by their team members on *SpeakUP*.

(3) Since *SpeakUP* roll-out was in progress in 2018, the alerts were managed through our legacy system Raising Concerns Procedure.

(4) A revamped Code of Business Ethics e-learning will be launched in 2021.

As an outcome of *SpeakUP* investigations, the substantiated alerts resulted in appropriate remediation such as a review and update of processes, counselling/training, or disciplinary actions for individuals, based on the severity of the alerts.

In 2020, the countries of origin of the alerts were: Australia, Brazil, Canada, Finland, France, Guatemala, India, Italy, Japan, Malaysia, Mexico, Poland, Singapore, Spain, Sweden, Switzerland, the Netherlands, the United Kingdom and the United States. In addition to the alerts, we received 94 enquiries seeking guidance from employees: all these questions were promptly addressed by our Ethics & Compliance Officers.

4.2.2 Compliance

Our Compliance program covers mainly: (1) the fight against corruption and money laundering, duty of care and human rights, which are under the responsibility of the Chief Compliance Officer, and (2) competition, sanctions and embargos as well as data protection, which are under the responsibility of the Group General Counsel.

Our policies and actions relating to Duty of Care and Human Rights are set out in Section 4.3.2.

Our anti-corruption, data protection and competition programs are described below.

4.2.2.1 Anti-corruption

As part of its Ethics & Compliance Programs, the Group adopted its Group Anti-Corruption Policy and an anti-corruption training formalizing our zero tolerance for corruption.

We recognize the fight against corruption as part of Capgemini's commitment to society (SDG Goal 16), reflected in the tenth principle of the UN Global Compact, which Capgemini first signed in 2004.

The adoption of the "Sapin II" law in France has strengthened the framework of the fight against corruption and raised the standards. We are committed to continually improving our anti-corruption compliance program, which covers all our consolidated affiliates world-wide. In 2020 Capgemini has further implemented its anti-corruption compliance program as follows across the 8 measures and procedures identified in the French "Sapin II" law:

1. A major focus in 2020 was the updating of the Altran anti-corruption risk map, following its acquisition by the Group in April 2020. In 2019, Capgemini completed a revised Group anti-corruption risk map that was extended to 34 countries.
2. Our Group Anti-Corruption Policy, publicly available since 2018, was further revised in 2020 to include scenarios that reflect the 2019 Capgemini group and 2020 Altran Group anti-corruption risk maps. It integrates tightened controls or examples on hospitality, meals, invitations to both private persons and public officials; rules around charitable donations, sponsoring and lobbying. The Group Anti-Corruption Policy also reiterates our long-standing rule that strictly prohibits contributions to political organizations.
3. Our *SpeakUP* helpline is available across the Group and has been extended to Altran, ensuring the effectiveness of our reporting system. (see Section 4.2.1 for more information on *SpeakUP*).
4. Capgemini has leveraged our Procurement and Sales management systems to categorize all clients and first-tier suppliers according to country and activity sector risk using a common methodology. We have developed specific procedures to validate requests for identified high risk transactions. Altran third parties have also been categorized and will be integrated into Capgemini due diligence processes in 2021.
5. Accounting controls to detect and prevent corruption were formalized in the TransFORM manual in 2020, which sets out procedures that all financial staff are required to apply.
6. The mandatory e-learning for all employees on corruption risks was updated to integrate the revisions to the Group Anti-Corruption Policy and a pilot webinar training was developed for most exposed employees by function. In addition, Altran has its own anti-corruption e-learning, which is mandatory for certain at-risk employees (mainly sales, purchasing and support/management functions).
7. We ensured the integration of the Group Anti-Corruption Policy into the internal regulations (*règlement intérieur*) in France and other countries, where applicable, and completed a Group-level review of country labor law requirements to be able to enforce disciplinary measures, where appropriate, for violations of the Group Anti-Corruption Policy.
8. The review of the effectiveness of controls aimed at verifying the proper implementation of the Group's anti-corruption program is systematically carried out by the Group's internal audit department during audits carried out as part of the annual audit plan.

Our anti-corruption compliance program has been presented to the International Workers Committee and to the Ethics & Governance Committee of the Board of Directors at least annually since 2018.

Policies and Actions

Results and Key Performance Indicators (KPI)

Capgemini	KPI	Scope	2018	2019	2020
Anti-corruption policy e-learning (Capgemini)	Share of employees who completed the e-learning module on Anti-corruption Policy	C	94%	96%	96%
Altran	**KPIs**	**Scope**	**2018**	**2019**	**2020**
Anti-corruption e-learning – Altran Europe	Share of targeted employees who completed the e-learning module on anti-corruption policy	A	N/A	37.30% (1)	85.80%
Anti-corruption e-learning – Altran North America & India	Share of targeted employees who completed the e-learning module on anti-corruption policy	A	N/A	N/A	97% (2)

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.
(1) E-learning was launched in 2 waves in May and September 2019.
(2) E-learning launched in 2020.

4.2.2.2 Data Protection

In an economic environment where the volume and value of data has exploded, the protection of the data we process both on our own and clients' behalf is key for Capgemini's strategy. This is true for our existing offers and becomes even more important as Capgemini defines every day new data driven business models.

Since May 2018, the General Data Protection Regulation (known as "**the GDPR**") has changed data protection from a tick the box approach into an accountability approach. This means that companies have to document their Data Protection program to be able to demonstrate how they comply with applicable laws vis-à-vis data protection authorities and clients. Although data protection and cybersecurity has long been known to be an EU centric concern, several non-EU countries have adopted or are currently adopting data protection legislations. For instance, Brazil adopted Data Protection legislation, which became effective in September 2020, California adopted the Consumer Privacy Act, and India is expected to adopt data protection legislation in the coming months. Interestingly, many of the laws adopted outside of the EU are based on the GDPR standards, which makes it even more urgent for companies to have a global approach on data protection.

In this context, companies must pay attention to compliance with applicable legislations to manage the risk of being fined by data protection authorities and to reduce the impact (e.g. on operations or reputation) of a data breach.

As a key player in the engineering and IT services domain, with more than 270,000 employees altogether, Capgemini and Altran must ensure compliance with these laws both when processing personal data on its behalf (its employees' data in particular) but also when processing data on behalf of its clients. Both dimensions are essential. Indeed, clients expect for their service providers like Capgemini and Altran to be able to demonstrate their accountability upfront.

In this context, Capgemini and Altran constantly enhance their global approach to adapt to the new legal requirements as well as to the changing environment.

Data protection organization

Both at Capgemini and at Altran, the Group Data Protection Officers ("GDPO") define and implement the Data Protection Program.

At Capgemini, the GDPO relies on Regional Data Protection Officers and Local Data Protection Officers to ensure that the global strategy is implemented throughout the organization. In addition, Data Protection Champions are appointed to represent each Group function and Global Business Line (GBL) to ensure that not only the Group governance is implemented, but also that functions and GBL specificities are taken into account in the roll-out of the Group Program.

At Altran, the GDPO relies on Local Data Protection Officers appointed at local level. Business process owners, acting as data controllers for internal processing activities, are supported by a network of business process analysts in charge of improving and securing internal processes and tools. They are responsible for implementing organizational and technical measures to protect personal data, to mitigate the risks and to implement retention periods in their respective applications.

Capgemini group Data Protection Policy and associated guidelines

Back in 2016, Capgemini adopted Binding Corporate Rules ("BCR") approved by the European Data Protection Authorities. The BCR constitute Capgemini core Data Protection Policy defining the different principles Capgemini has to comply with and to implement when processing personal data on its behalf and on behalf of its clients. In January 2019, Capgemini submitted a new version of its BCR to the French Data Protection Authority, in order to comply with the new requirements imposed by GDPR.

Capgemini monitors the effective implementation of the BCR through different procedures and controls such as:

- data subjects' rights management;
- data transfers;
- Data Protection Authorities dawn raid procedure;
- data breach management procedure;
- data protection training program.

In addition, specific actions for each Group function have been implemented:

Sales and Delivery: we put emphasis on providing the relevant toolkits to the employees to be able to translate our data protection obligations into each engagement. The Data Protection Booklet for Sales contains, among others, a methodology for assessing the data protection risk at the bidding phase, request for proposal (RFP) standard answers, a Privacy by Design Checklist and the key talking points about our Binding Corporate Rules. As far as Delivery is concerned, a Data Protection Maturity Assessment provides the Engagement Managers with a checklist for risk control purposes and maturity assessment.

Human Resources: we have mapped the HR applications as part of our obligation to keep a data processing register up to date. This exercise is carried out through our tool called Nymity and enables us to assess the compliance of the different processing activities we carry out on our HR applications and to ensure they take data protection by default into account.

Procurement: we ensure that our ecosystem of suppliers provides an adequate level of protection to the personal data they process on our behalf based on data protection due diligence questionnaire.

IT and Cybersecurity: we are working closely with the IT and Cybersecurity teams to ensure that we have a data breach and security incident management policy, as well as relevant tools to ensure effective implementation of data protection obligations. We are also working together to continue raising awareness on data and cybersecurity matters worldwide.

Several controls are in place and audits are carried out in order to monitor Capgemini's compliance with the above-mentioned Policies, procedures and guidelines.

Capgemini also monitors the potential requests it may receive from public authorities to communicate data. In 2020, according to the record of the Group Legal team, Capgemini has not received requests from any public authority to communicate data processed by Capgemini either on its own behalf or on behalf of its clients.

Altran Group Data Protection Policy and associated guidelines

Altran has a Data Protection Policy which defines the principles which shall govern processing activities of Altran when both acting as controller and processor. Furthermore, several Notices have been adopted: 'Privacy Notice Employees' which informs employees regarding their rights and duties, 'Privacy Notice for Candidates' which explains to the candidates the processing of their personal data during the recruitment process, and 'Website Privacy Notice' for Altran website visitors. The Policy and the notices have been updated in 2020.

Furthermore, Altran ensures that Privacy is considered from the design phase of its projects both when acting as data controller and as data processor. This is tracked into SYNERGI, Altran Global Risk & Compliance tool, which also allows to structure and monitor the records of processing activities, the risks and the internal control in the most standardized way. The global dashboard shows at the end of 2020, an overall compliance rate at 86% (compared to 77% end of 2019 and 42% when first estimated).

For the first time, in 2020 an in-depth audit of Altran Data Protection Program was carried out by a specialized external firm. The detailed report shows that the program has a solid foundation and identifies some areas for improvement, which have been taken into account.

As planned, in 2020 supplier audits were launched following the definition of an internal process involving data protection, purchasing and cybersecurity departments and based on a detailed questionnaire regarding the protection of outsourced data.

Importance of awareness for both Capgemini and Altran

To ensure an effective implementation of these respective programs, both Altran and Capgemini have implemented awareness programs relying, in particular on a general mandatory training for all employees, which is supplemented by specific training targeting the functions' particular needs.

Policies and Actions

Results and Key Performance Indicators (KPI)

Capgemini	KPIs	Scope	2018	2019	2020
General training on data protection	Percentage of employees attending the data protection training	C	76%	88%	92%
Data subjects' rights requests	Number of requests of data subjects exercising one of the rights granted under GDPR	C	N/A	N/A	102
Data breaches notified to Data Protection Authorities	Number of data breaches notified as data controller to competent Data Protection Authorities	C	N/A	N/A	5

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

Altran	KPIs	Scope	2018	2019	2020
2020 Training: data protection	Percentage of employees attending the data protection training	A	47%	72%	86%
Data subjects' rights requests	Number of requests of employees exercising their right of access granted under GDPR	A	18	24	20

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

4.2.2.3 Competition

Our Competition laws policy sets out the Groups' commitment to complying with all applicable competition laws and regulations.

The Policy focuses on one of the standards set out in our Code of Business Ethics: "Fair Competition". Its purpose is to help Group employees worldwide identify and avoid situations that could violate competition laws.

The Group has also developed a mandatory e-learning training on its Competition Laws Policy to ensure employees become familiar with the rules described in this Policy.

Policies and Actions

Results and Key Performance Indicators (KPI)

	KPI	Scope	2018	2019	2020
Competition laws policy e-learning (Capgemini)	Share of employees that completed the e-learning module on competition laws policy	C	90%	90%	94%

Scope: (C) stands for Capgemini legacy, (A) stands for Altran legacy and (C+A) for Capgemini and Altran.

4.2.3 Group Tax Policy

As a global leader in consulting, technology services and digital transformation, we have offices in nearly 50 countries and operate in a sector in constant evolution.

Due to the international nature of its activities, the complexity and the absence of clarity of certain specific national or international tax regulations, the Group is exposed to tax risks. We strive to consider all existing factors in this environment in order to make the right tax decisions, even when there is uncertainty.

We operate within well established and publicly advocated core values, such as honesty and trust, and a robust internal Code of Ethics, and we are internationally recognized in this regard (see Section 4.2.1 for additional information).

The Group's commitment to ethical behavior is directly reflected in its management of fiscal affairs through the following measures:

1. Capgemini does not engage in tax evasion nor in any practice that goes against the Group's Code of Ethics and ethical values;
2. the Group implements a coherent, consistent and reasonable approach to its tax responsibilities, suited for its activities;
3. Capgemini does not practice aggressive tax planning nor structure transactions with a view to tax evasion, nor in a manner likely to harm its operating activities. The Group recognizes its revenue and pays its taxes in the countries where it is located, thus reflecting the actual value generated by its activities. It undertakes to apply arm's length prices in its internal cross-border transactions, in accordance with internationally recognized principles. Capgemini does not create nor use opaque or artificial structures and constantly revises its legal structure to ensure it is suited to its operational needs; if, in the context of an acquisition, Capgemini inherits such entities, it is committed to either eliminating them or aligning their tax policy to Capgemini's as soon as possible;
4. the Group's tax planning is thus limited to enjoying existing tax measures and tax relief, after honest and objective analysis, and in accordance with the law;
5. these principles also apply to relationships with the tax authorities. Capgemini maintains a cooperative, open and courteous relationship with them, in every country. Capgemini's tax situation and tax practices are regularly audited. Capgemini undertakes to respond within the given time limits to all requests from the tax authorities, to comply with all filing and reporting requirements and to pay its taxes on time;
6. given the complexity of the fiscal context in which Capgemini operates, an internal Tax function monitors regulatory developments, and provides the Group's companies with the appropriate advice and education. This function is composed of a network of tax experts based in our main regions, which make their counterparts aware of tax issues and promote good governance. Regular interaction with stakeholders, combined with the appropriate involvement of the Tax teams, ensures that potential risks are identified in a timely manner, and that appropriate mitigation measures are implemented where appropriate. This Tax function regularly assesses its resources to ensure that they are consistent with the needs of the Group;
7. Capgemini recognizes that the use of external tax advisors, which are chosen by the Group according to their qualifications and their reputation, adds value, particularly when they provide advice on new legislation and the interpretation of case law. All advice thus received is reviewed internally to ensure that any resulting action complies with the Group's tax principles.

The principles mentioned above apply to all entities which are part of the Group, in every country and to all taxes due.

4.3 Duty of care

Since 2017, further to the statute no. 2017-399 covering the duty of care (*devoir de vigilance*) of parent companies and purchasers, it is mandatory for French companies with more than 5,000 employees to develop and implement a reasonable plan (*plan de vigilance*) to identify risks and prevent serious violations with regard to human rights and fundamental freedoms, people's Health and Safety and the environment, resulting from its own activities and those of their subsidiaries, subcontractors and suppliers.

Meeting our duty of care obligations is a long-term commitment subject to continuous improvement. Accordingly, in 2021 we plan to build on our approach and our achievements described below to improve our performance, including the integration of Altran into our program.

This Section presents a summary of Capgemini's plan with respect to its duty of care and its implementation in the following areas: responsible procurement, human rights, people's Health and Safety and the environment. The topics covered by the statement on non-financial performance, namely people's Health and Safety (Section 4.1.1.6) and the environment (Section 4.1.3) are set out in detail in the corresponding Sections. As a prerequisite, these topics are methodologically aligned with the Group's risk mapping and materiality assessment (Section 3.2.2).

4.3.1 Our approach: Risk Mapping

In 2020, the Group proceeded with a specific risk mapping exercise covering Corporate Social Responsibility risks including with respect to the Group's duty of care. This mapping was conducted with the assistance of external consultants and engaged the Group's internal stakeholders in order to ensure a fair and rigorous rating of each of the issues, using a uniform methodology. In order to draw up and validate this risk mapping, several interviews were conducted with all the relevant functions. A representative sample of internal stakeholders enabled an efficient and exhaustive risk map to be drawn up. For more details on the methodology used, please refer to Section 4.4.

This updated risk mapping exercise identified serious risks relating to the Group's duty of care in the following areas concerning the Group (including its subsidiaries) and/or its supply chain:

Group and its subsidiaries	Supply Chain
Human Rights	
Non-implementation of the Code of Business Ethics for all the Group companies and employees	Non-compliance with the Supplier Standards of Conduct
Insufficient awareness and training on ethical issues	Non-compliance with local labor laws
Failure to apply sanctions in the event of non-compliance with the Code of Business Ethics	Non-compliance with international labor standards
Insufficient internal communication, deployment and accessibility of the ethical concerns reporting system	Insufficient external communication (for suppliers), deployment and accessibility of the ethical concerns reporting system
People's Health & Safety	
Psychological and sexual harassment within the Group	Non-compliance with the Supplier Standards of Conduct
Isolation at work	Non-compliance with local labor laws
Breach of right to disconnection	Non-compliance with international labor standards
Political violence in a country at risk	Insufficient external communication (for suppliers), deployment and accessibility of the ethical concerns reporting system
Environment	
Non respect of carbon emission reduction targets	Non respect by a main supplier of carbon emission reduction targets
Drift in energy consumption and increase in environmental impacts	
Risk of natural disaster in a country where the Group is located	

4.3.2 Our achievements

4.3.2.1 Assessment Procedures

Internal Assessments

Our internal audit team proceeds with regular audits of our various subsidiaries as regards ethical matters and reports on such matters to the Ethics and Governance Committee of the Board of Directors. In addition, several affiliates have proceeded with local risk mapping exercises.

Regarding Health & Safety, external audits are held to identify potential risks on all our sites, followed by a close monitoring of the given recommendations. This leads to initiatives at a global scale allowing reduction of risks (see Section 4.1.1.6: Health, safety and wellbeing).

With respect to environmental risks, Capgemini has an Environmental Management System (ISO 14001: 2015 certificate) which allows it to identify and manage this category of risks, in compliance with the national and international regulatory frameworks in force and its own objectives. Altran also has ISO 14001 certification in place in a selection of its strategic sites and it is intended to extend Capgemini's global certificate to cover Altran in the next few years.

A Climate Change Risk Assessment process was added in 2017, deployed in five countries and redeveloped in 2020, with a focus on a wider set of risks and greater alignment with the Group risk assessment process (see Section 4.1.3 Environmental sustainability). The new process has been piloted in Germany and North America and is currently being deployed in India.

Responsible Purchasing

Our supply chain both serves our clients and ensures that our internal operations are conducted properly. We strive to guarantee that it is in line with our ethical imperatives and that it meets the expectations of our clients. For over ten years, the Group has had a mandatory purchase order policy and a Global Purchasing System, which gives a clear picture of all our activities in this respect from sourcing to payment. Capgemini plans to integrate the Altran entities in the same global platform (see below "Focus on Altran").

Capgemini's Procurement department complies with the Blue Book, which includes the Group's values, our ethics, compliance and CSR policies, and respects all the national and international legal and regulatory frameworks in place (see Section 3.1.1 Definition of internal control and risk management system).

Capgemini's Global Purchasing System currently has more than 37,000 active suppliers and subcontractors. Having such a large supply chain, covering several continents, raises a number of issues and can lead to risks. As such, we remain vigilant about defending human rights and preserving the environment. The importance that we attach to suppliers' relationships is reflected in all the guidelines related to selecting and managing our suppliers and their ethics.

Assessment of supplier risks

An assessment process is included in the referencing procedure for our suppliers using a digital platform. It aims to identify and prevent financial and non-financial risks, and it covers the risks of unethical reputation and more specifically corruption in our potential partners.

If necessary, mitigation measures can be defined, and corrective action plans may be required. Suppliers presenting a serious risk may be excluded.

Focus on sustainable procurement in the United Kingdom

Since 2015, Capgemini UK assesses risk of slavery and human trafficking in its organization and supply chains, thus complying with the UK Modern Slavery Act 2015 and strengthening the Company's commitment to human rights across the supply chain. Capgemini's Transparency Statement is available to all stakeholders on the Group's website https://www.capgemini.com/gb-en/resources/modern-slavery-transparency-statement. It states that Capgemini UK has a zero-tolerance approach with regard to human rights abuse such as forced and compulsory labor, slavery, servitude, and human trafficking.

Capgemini UK is committed to its employees, clients and suppliers to take appropriate steps to eradicate modern slavery in the business and the supply chain. A risk mitigation plan is in place to ensure continuous improvement which includes general Capgemini UK population training as well as specialist training. The Company maintains a policy prohibiting agents and sub-contractors from engaging in modern slavery and requires that our Company promptly terminates any agents, sub-contractors or sub-contractor's employees who have engaged in modern slavery-related activities.

In particular, the UK Procurement team assesses all new suppliers and re-assesses existing suppliers annually. The scope includes ethics, anti-bribery, modern slavery, labor law, environment, Health & Safety, business continuity and social value. In 2020, more than 1,390 suppliers have been assessed. Amongst them, 6 suppliers were found to be non-compliant and deactivated. The assessment system is now being used as part of the selection process for global request for proposals (RFPs).

4.3.2.2 Measures to mitigate risks and/or prevent serious breaches

To comply with the duty of care obligations, Capgemini has implemented specific measures:

Ethics and Compliance Programs

Our Ethics & Compliance principles and programs, our CSR strategy and all the Group's policies, in particular our Code of Business Ethics, reflect our commitments and provide guidance on their effective application in every aspect of our activity, in every country in which we operate. In our decentralized organization, every legal entity has an obligation to comply with those principles as well as with local legislation, translating the Group's commitment into concrete local policies and actions that further improve human rights within our scope of activity (see Section 4.2 for more details).

Supplier Standards of Conduct

Since 2015, Capgemini has implemented Supplier Standards of Conduct, which formalize the standards that will be applied and enforced in its business relationships with its partners and suppliers.

The terms of the Standards of Conduct define the prerequisites regarding ethics and compliance, Corporate Social Responsibility and sustainable development, in particular ensuring that our suppliers are committing to supporting 8 of the 17 United Nations Sustainable Development Goals.

The Supplier Standards of Conduct also sets out our policy regarding the terms of our trade relations with our suppliers, such as the mandatory purchase order as a prerequisite to any commercial commitment These principles apply to all suppliers and all the countries where Capgemini operates.

The Supplier Standards of Conduct are available at the following link (in English): https://www.capgemini.com/our-company/supplier-standards-of-conduct.

In addition, our suppliers are informed in this document that they can use the Group's helpline (*SpeakUP*) to report any alerts and/or ask for advice and guidance about actions or behavior that (1) are not aligned with our values or our Code of Business Ethics and related Ethics & Compliance policies, (2) not in compliance with applicable law, or (3) may significantly affect vital interests of Capgemini and its affiliates. (see Section 3.2.1 Critical risks).

In 2020, 38% of procurement was covered by our Supplier Standards of Conduct. The referencing procedure for our suppliers now incorporates their formal commitment to the terms of this code, using a fully digital process, to improve the way our policy is implemented in this regard.

Supplier Relationship Management Program

Supplier Relationship Management or SRM is one of the main roles of the Procurement department, and without a doubt, the most impactful in the long run. It enables Capgemini and its suppliers to align their roadmaps, optimize operational performance, encourage co-innovation, positively affect the total cost of ownership, and keep risks under control, including ethical risks. This requires organization, clear communication plans and regular performance reviews covering all aspects of the commercial relationship to be fully aligned. It fosters trust at decision-making level and ensures better cooperation in achieving shared objectives.

Since 2015, Capgemini's procurement department has been implementing a program to build a robust supplier base, and boost relations with our main trading partners to create value for the Group's clients. This program also aims to reduce our exposure to supply risk and control any discrepancies with our supplier relationship policy.

Capgemini's Procurement department assesses all aspects of supplier relationships using a Time, Quality, Responsiveness, Delivery, Cost and Environment approach. It implements this program with the support of a digital platform, so this approach can be extended to a wider range of suppliers.

In 2020, the SRM program covered 69 suppliers, resulting in shared action plans, monitored with our suppliers' senior executives.

Digitization of the procurement process

Capgemini has deployed a digital platform to cover the sourcing and procurement processes end-to-end in order to make sure its Supplier Relationship Management policy is properly applied.

Focus on Altran

To bring its supplier relationships within a responsible purchasing process and adopt uniform practices throughout the world, Altran deployed a group purchasing policy in 2019. This policy set outs the principles of collaboration with suppliers, such as contracting, request for proposal (RFP) processes or performance monitoring, and includes ethical criteria, in addition to Altran's ethical charter and anti-corruption policy.

With the aim of strengthening the control of risks at each stage of the purchasing process, Altran has decided to opt for overall management of suppliers and subcontractors, through the setting up a central database of relationships with suppliers and subcontractors (the e-Proc tool) as from 2019. The centralized management of this purchasing database, which includes roughly 12,000 activated suppliers, can control, and improve the management of the choice and monitoring of the Group's suppliers and subcontractors.

In 2019, Altran also improved its referencing policy, *via* the adoption of additional and mandatory documents required from new suppliers and subcontractors. Altran has distributed its Supplier Conduct Guidelines, which set out the commitments of suppliers and subcontractors, and specify requirements in terms of respect for human rights and environmental regulations and which are based on internationally recognized principles, such as the Universal Declaration of Human Rights, the United Nations Global Compact, the guidelines of the OECD for multinational companies, and the International Labor Organization (ILO) standards. In particular, they require Altran's suppliers and subcontractors to prohibit child labor and forced labor, to ensure decent working conditions that are healthy and free of hazards for all employees, to fight corruption and to respect the environment and preserve natural resources.

These Guidelines, which must be accepted through e-Proc, are binding upon suppliers and subcontractors. Altran requires each of them to comply with the ethical principles of the Group and expects these Supplier Conduct Guidelines to be complied with by all their employees and subcontractors. Since the deployment if the e-Proc database, 60% of new suppliers have signed up to the Supplier Conduct Guidelines.

Altran has informed its suppliers that the Capgemini Supplier Standards of Conduct shall apply as of January 2021.

Human Rights

Human rights protection applies to our employees across our entire supply chain.

Capgemini's commitment to human rights has been deeply rooted in the Group's values and culture since its creation in 1967. The protection of human rights includes freedom of expression, freedom of association, and prohibiting child and forced labor. Freedom is one of the Group's seven values as defined by Serge Kampf, its founder.

In 2021, as in 2020, Capgemini was recognized as *One of the World's Most Ethical Companies* by the Ethisphere Institute (see Section 4.2 Ethics & Compliance).

As an ethically responsible company, we comply with the Principles of the Universal Human Rights Declaration of 1948 and the fundamental conventions of the International Labor Organization (ILO) refusing the use of forced and child labor, in alignment with the United Nations Sustainable Development Goal 8.

This commitment is further embodied by the signature of the UN Global Compact in 2004. Accordingly, we support and comply with the ten principles in the areas of environment, human rights, labor rights, and the fight against corruption. Our Ethics & Compliance principles and programs, our CSR strategy and all the Group's policies (Human resources, Procurement…) reflect this commitment and provide guidance on their effective application in every aspect of our activity, in every country in which we operate.

Likewise, Altran has also expressed its commitment to the same values in its own Ethical Charter and has signed up to the UN Global Compact.

Employee Health and Safety

Our local policies ensure that the Group's standards are applied to all our employees, in all the countries where we operate (see Section 4.1.1 People & Inclusion).

All our suppliers and subcontractors are required to comply with the same demanding standards in their respective countries, in accordance with our Supplier Standards of Conduct (see Section 4.3.2.2).

Environment

As a global group operating in nearly 50 countries around the world, we need to ensure we have rigorous procedures in place to manage and reduce our environmental impacts and respond to an increasingly complex legislative landscape (see Section 4.1.3 Environmental Sustainability).

Supply chain risks are included in the Environmental Management System and are also part of our supplier management process. In this regard, environmental incidents, and emergencies – particularly in relation to suppliers – are dealt with in accordance with the procedures in the Group's Environmental Management System.

4.3.2.3 Reporting System

The ethics helpline, *SpeakUP*, is open to our team members, customers, suppliers, and business partners to report alerts and/or ask for advice and guidance about actions or behavior that (1) are not aligned with our values, our Code of Business Ethics and related Ethics & Compliance policies, (2) not in compliance with applicable laws, or (3) may significantly affect vital interests of Capgemini and its affiliates. See Section 4.2.1 for more details.

Our suppliers have been informed of the availability of the Group's helpline (*SpeakUP*) in the Supplier Standards of Conduct (see Section 4.3.2.2).

4.3.2.4 Monitoring and Evaluation System

Monitoring of the Group's duty of care is part of the Group's Ethics and Compliance programs – for more details on ethics and compliance governance see Section 3.1.3.

The Group has set up a non-financial reporting system including key performance indicators to measure the results of the policies implemented throughout the Group, including the subsidiaries (see Section 4.4: Methodology and Scope of Non-Financial information).

Regarding the supply chain, several key performance indicators were implemented to assess the effectiveness of our policies:

- share of procurement covered by the Supplier Standards of Conduct;
- number of suppliers covered by the Global Purchasing System; and
- share of employees having completed the e-learning module on Code of Business Ethics, Competition Laws Policy and Anti-corruption policy.

4.4 Methodology and scope for non-financial information

4.4.1 Alignment with French legal requirements on *Déclaration de performance extra-financière*

4.4.1.1 Legal requirements

Following the implementation in France of the European directive 2014/95/UE of 22 October 2014 with regards to the disclosure of social and environmental information (19 July 2017), Capgemini publishes its statement on non-financial performance in its management report. As a listed company, Capgemini must disclose in the 2020 report its action plan to measure the social and environmental consequences of its activities, including information on the consequences of its activity on human rights and on the fight against corruption and tax evasion. The non-financial information to be disclosed is described as follows:

a) the Company's business model, including key resources, main activities, main achievements, strategy;
b) the main non-financial risks related to the Company's activity or the use of its products and services;
c) the policies implemented to manage these risks (including due diligence procedures, where applicable); and
d) the actions implemented during the year and the results of these policies, including performance indicators.

We have structured the different Sections of the reports as follows:

a) Capgemini's business model highlights our value creation model and resources. For more information, please refer to Section 1.1.3 for a description of our four main activities, 1.1.4 for our offers' description, Section 1.2 dealing with our market, our competitive environment, our relations with strategic partners and dialogue with stakeholders, and to Section 1.3 for a deeper overview of our business strategy;

b) the main risks related to the activity of the Company are presented in three Sections:

- Section 3.2.1: Presentation of the Group critical risks to be disclosed in the non-financial information reporting,
- Section 3.2.2: Presentation of Corporate & Social Responsibility materiality assessment,
- Chapter 4: Details of each material topic (non-financial reporting).

In line with the framework published by the International Integrated Reporting Council (IIRC), material topics are defined as the economic, social, and environmental issues that influence the organization's ability to create value. This is determined by considering their effect on the organization's strategy, governance, performance, or prospects.

We present our non-financial risks related to our business model in a double manner: we have decided to identify both our material risks and topics to be included in this non-financial information by relying on two methodologies for assessing risk and materiality at the Group level. Indeed, to ensure the exhaustivity of our risk analysis, we performed an analysis of the Group risk mapping (see Section 3.2.2), the materiality assessment and a dedicated non-financial risk mapping.

The materiality assessment aims at identifying economic, social, environmental and governance material topics considering internal and external stakeholders. In 2014, we carried out our first materiality analysis. In 2018, we gathered insights from a panel of stakeholders, which led to a strategic dialogue between internal and external viewpoints and the strengthening of our materiality analysis. We represented Capgemini's full ecosystem and prioritized our stakeholders based on our level of engagement with them. By questioning senior managers representing the Group's leadership, we identified and selected topics that had an impact on our ability to create long-term value (see Section 3.2.2 for more details on materiality assessment methodology). In 2020, we established the non-financial risk mapping to meet requirements of article R. 225-105 of the French Commercial Code (Non-Financial Reporting Directive) and the French law on duty of care, leveraging the work done earlier. The Group's Compliance and Risk Management departments approved this approach.

We identified 32 significant risks related to 15 non-financial material topics to be reported in the context of this new regulation, and then matched these subjects with the corresponding existing and overlapping critical risks within the Group. Those material topics are aligned with our Corporate, Social Responsibility & Human Resources strategies presented in the introduction of this Chapter. For each significant risk, we set out the policies implemented to mitigate related risks or missed opportunities, and the results of policies with related key performance indicators. The materiality assessment and Group critical risk mapping methodologies are set out in Chapter 3. The non-financial risks are set out below.

c) presentation of policies implemented:

- Section 3.2.1: Policies implemented for Group critical risks,
- Chapter 4: Policies implemented for Group material CSR and human resources topics;

d) results of policies and performance indicators:

- Section 3.2.1: Results of policies for Group critical risks,
- Chapter 4: Results of policies and key performance indicators for Group material CSR and human resources topics.

4.4.1.2 Non-financial risk mapping methodology

To meet the requirements of Article R. 225-105 of the French Commercial Code (Non-Financial Information Directive) and the French law on duty of care, this year we have drawn up a mapping of non-financial risks throughout the Group's value chain, covering the activities of Capgemini, its subsidiaries, customers, suppliers and subcontractors at three levels: group activities, purchasing, use of assets and services. Six main areas have been covered: Human Development related to talent, Human Rights into the supply chain, Health and Safety, Respect for the Environment, Data protection and Client Sustainability Objectives.

The methodology used was aligned with the Group's risk mapping methodology, which assesses for each risk a level of impact and likelihood. The impact is calculated according to 5 main criteria: Business Impact, Financial Impact, Safety and Security, Ethics and Compliance and Reputation. The prospect has been weighted thanks to the Sustainable Development Goals Index per country (first worldwide index to assess where each country stands with regard to achieving the Sustainable Development Goals) and stakeholder expectations through sector reference frameworks (Sustainability Accounting Standards Board and Global Reporting Initiative). Certain contextual factors such as the health crisis were considered as aggravating factors. A temporal dimension also plays a role in the assessment of likelihood.

This mapping was carried out with the help of the Ethics, Compliance, Legal, Procurement, CSR and HR teams and was approved by the Compliance and Risk Management teams. It was presented to the Audit & Risk Committee of the Board of Directors on February 3rd, 2021.

The 32 risks identified are presented in the correspondence table below, in connection with the 15 material non-financial topics from Material topics (from 2018 materiality assessment, confirmed in 2019). The correspondence table between the critical risks from the Group risk mapping and the significant non-financial risks is presented in Section 4.4.1.3.

4.4.1.3 Significant Non-financial risks and material topics included in the DPEF

The table below presents the non-financial material topics and significant non-financial risks related to our business model and ecosystem and where it is reported on in the document. This table mentions the parts where those topics are described.

Strategic risks & opportunities	Material topics (from 2018 materiality assessment, confirmed in 2019)	Significant Non-financial risks (from 2020 non-financial risk mapping exercise, listed by risk level, 4 being the highest)	References	Subcategory(ies)
People & diversity	People engagement	— Insufficient development and maintenance of skills (level 4)	4.1.1	People & inclusion
	Talent attraction, retention & development	— Failure to attract, develop and retain and/or loss of talents (level 3) — Remoteness from the work environment (level 3)	3.2.1 (f) 4.1.1	People & inclusion
	Diversity & inclusive environment	— Breach of the gender equality policy (level 3) — Insufficient employability of people with disabilities (level 2) — Discrimination based on gender, religious affiliation, or race (level 2)	4.1.1.2	Inclusion
	Health, safety & wellbeing	— Psychological and sexual harassment (level 3) — Isolation at work (level 4) — Breach of right to disconnect (level 4) — Deterioration of the social climate and well-being at work (level 2) — Personal security and occupational safety risk (level 2) — Political violence or risk of natural disaster (level 4) — Non-compliance with local labor regulations (level 4) — Non-compliance with HR Group standards (level 3)	3.2.1 (d) 4.1.1.6	Health, safety & wellbeing at work
Digital inclusion	Digital inclusion & contribution to local development	— Lack of access to digital tools and skills — Digital illiteracy	4.1.2	Digital inclusion
Environmental sustainability	Climate Change	— Non-compliance of reduction carbon emission targets (level 4) — Non-compliance by a main supplier of carbon emission reduction targets (level 3)	4.1.3	Climate change
	Environmental management	— Drift in energy consumption and increase in environmental impacts (level 4) — Non-compliance with local environmental law (level 2) — Non-compliance with international environmental standards (level 2)	4.1.3	Environmental general policy
	Helping clients deliver their sustainability objectives	— Failure to meet clients' expectations to address their sustainability challenges (level 2)	4.1.3	Environmental general policy
	Natural disasters	— Political violence or risk of natural disaster (level 3)	3.2.1 (d)	Security

Strategic risks & opportunities	Material topics (from 2018 materiality assessment, confirmed in 2019)	Significant Non-financial risks (from 2020 non-financial risk mapping exercise, listed by risk level, 4 being the highest)	References	Subcategory(ies)
Compliance & ethics	Data protection	— Data protection failure (level 4) — Disclosure of client data (level 4)	3.2 1 (e)	Data protection failure
	Compliance	— Non-compliance with/adverse change in laws & regulations	3.2.1 (e)	
	Value & ethics	— Non-implementation of the Code of Business Ethics for all the Group companies' employees (level 3) — Insufficient awareness and training on ethical issues (level 3) — Failure to apply sanctions in the event of non-compliance with the Code of Business Ethics (level 4) — Insufficient internal communication, deployment and accessibility of the ethical concerns reporting system (level 3)	3.2.1 (g) 4.2.1	Unethical practices
	Fight against tax evasion	— Non-significant risk	4.2.3	Group tax policy
	Human Rights	— Non-compliance with the Supplier Standards of Conduct (level 3) — Non-compliance with local labor laws (level 3) — Non-compliance with international labor standards (level 3) — Insufficient external communication (for suppliers), deployment and accessibility of the ethical concerns reporting system (level 3)	4.3	Duty of care
Duty of care	Responsible procurement	— Please refer to the Section 4.3 "Duty of care"	4.3	Duty of care

4.4.1.4 Non-material topics

The following topics mentioned in the law are deemed non-material because of the nature of our business model and activities, and thus not reported on within this document:

- fighting against food insecurity;
- food waste;
- animal condition and wellbeing;
- responsible, sustainable and fair food.

4.4.2 Methodology and scope of non-financial performance indicators

We decided to present the key performance indicators for each material topic according to the following structure:

- indicator results for 2019;
- indicator results for 2020 (except for new KPIs).

For any significant change between 2019 and 2020, explanations are provided.

Consistency checks and trend analysis are performed regularly to guarantee the quality of data, and in case of doubt or inaccuracies, corresponding data is excluded. The coverage rate specified for each indicator is reported in the content of the report and summarized below (4.4.2); when a methodological explanation is necessary, it is provided in that paragraph.

4.4.2.1 Focus on HR, labor indicators, *Learning and Development* indicators

The Group's HR and labor data comes from several sources, for general management and reporting purposes:

- The Group's financial reporting tool, which provides data reported monthly or quarterly using common indicators, such as total permanent headcount (permanent and fixed-term contracts including non-actively working, excluding temporary agencies staff, individual freelancers, independent workers, subcontractors, trainees) and movements (hires/acquisitions/departures/attrition rate) as of December 31, 2020. The scope of this data is Group-wide and therefore, there is a link between the sustainability reporting and the financial reporting.

- An internal Business Intelligence (BI) tool, which is interfaced with most local human resources systems within the Capgemini legacy environment. It provides monthly statistics on seniority, age range, gender and grade, wherever allowed by law. 97% of Group employee's data excluding Altran [(1)] is consolidated within this tool. A few countries are not interfaced though, due to either very stringent regulations on data protection (Germany), or time required to obtain agreement and build the appropriate interfaces, in particular for acquired companies.
- The Employee Engagement indicators are taken from the Pulse platform run by an external provider used to run the engagement surveys. Glassdoor scores are taken from the Capgemini profile page on the Glassdoor website, which is an external and independent provider of this external attractiveness data.
- An internal tool covering Altran employee data, which is interfaced with most local human resources systems within the Altran environment enabling to collect data around seniority, gender, age range (whenever legal).

Altran data have been added to the Capgemini legacy data to form a consolidated picture from our employee movements and demographics.

Regarding the diversity indicators:

- the proportion of women in Executive Leaders (Section 4.1.1.1) represents the proportion of Group Position Holders being women, *i.e.* the important positions at Group level;
- the proportion of women in Executive position (Section 4.1.1.1) represents the % of women in Director and Vice-President positions (E and F grades).

Regarding the breakdown by age, the data are automatically calculated and follow a rounding process which may lead in some cases to classify someone in the upper age range (example: someone aged 24.9 as of December 31 will be rounded at 25 and counted in the 25-35 range rather than in the 20-24 range).

For *Learning and Development*, the Group has implemented a system accessible to all Capgemini employees, MyLearning. The system encompasses the full learning catalog (on site and virtual courses, webcasts, videos…). It enables monitoring and tracking of the training delivered. on Altran scope, figures are tracked at country level within local training systems; annual figures are consolidated once a year.

Hours of training tracked by the business units *via* MyLearning system are calculated based on the predefined duration of each training session (and not on the time effectively spent by employees on the training).

As of 2017, all the training hours that were not tracked in the system are no longer reported. The reason for this is that tracked hours represent more than 96% of all formal learning in MyLearning, and we aim for it to be 100%. Reporting only on system-tracked hours allows us to have full visibility down to the individual learning activity and secures an auditable trail.

4.4.2.2 Focus on digital inclusion indicators

Below are criteria for projects falling under digital inclusion:

Definition

A Digital Inclusion project/initiative can be any project that has an objective of reducing the digital divide, giving disadvantaged and digitally excluded people the necessary tools, means and skills to integrate in the new world order shaped by automation and digital revolution. Projects where we leverage the power of technology and innovation to solve societal issues and create positive impact are also Digital Inclusion projects.

Beneficiaries

Beneficiaries can be:

- people who do not have any access to digital tools and are excluded due to their lack of technological knowledge and skills *e.g.* the elderly, young school/college dropouts, former offenders, people with disabilities, migrants, homeless, etc.;
- disadvantaged youth who are NEET (Not in Education, Employment or Training), people struggling with long term unemployment and those in transition such as refugees, etc.;
- individuals who need to be reskilled because they lost their livelihood as a result of automation;
- individuals suffering from social or societal challenges which can be tackled with a digital solution.

Objectives

An initiative will have to support either of the following objectives to be classified as digital inclusion project by the Group:

- help marginalized populations to be connected to the "e" world: facilitating access to digital means and/or trainings to use technology in order to be more autonomous regarding public and daily services (health, administration, education, etc.) for disadvantaged or marginalized individuals;
- inspire youth towards digital and opportunities in STEM (Science, Technology, Engineering, and Math streams): enabling younger generations to develop digital skills, thereby inspiring them to broaden their career's scope;
- train and reskill in digital to facilitate employment: specialized training or reskilling of disadvantaged populations in market relevant digital skills with the aim of finding sustainable employment in the new world of work. This category of projects focused on enabling employment will qualify as a *Digital Academy* project;
- develop a technology solution to address/solve key societal issues of our times (climate change, poverty, socio-economic inequalities, healthcare, etc.),

Social/community impact projects cover any project with the aim of bringing a sustainable social and environmental impact in local communities will be called a social/community impact project. Projects supported/sponsored by the Diversity and/or Environmental Sustainability Pillars will not be classified under this category.

(1) Manual adjustments are made to integrate some missing data into the tool, thus increasing the coverage rate of these data.

Implementation of social impact projects in the context of digital inclusion

To measure the alignment to digital inclusion at the end of 2020, we have focused on the number of digital inclusion initiatives as a percentage of the total number of social/community impact initiatives.

Also, we have taken into consideration 17 countries covering almost 90% of our headcount at the end of December 2019 (India, France, United Kingdom, United States, Canada, Germany, Netherlands, Spain, Poland, Guatemala, Morocco, Australia, Italy, China, Brazil, Belgium and Sweden). Their social impact initiatives condition their progress towards the 80% alignment goal for 2020.

Extrapolation method: as the focus was on 17 countries, we are at 91.3% alignment on digital inclusion globally at the end of 2020. Extrapolating this for the entire Group, *i.e.* for 100% of our headcount, the overall alignment towards Digital Inclusion is 87.3%.

4.4.2.3 Focus on Environmental Sustainability indicators

We measure and track our environmental impact through our global carbon accounting program. This process is facilitated by a web-based carbon accounting tool through which we gather more than 10 million data points every year, enabling us to analyze our data to a very granular level. Data on our key environmental impacts (energy usage, travel, F-gas, waste and water) is collected from 35 countries representing 99% of Group headcount, with estimated data for the remaining 1% of our operations. One central team manages the data processing and validation, to ensure consistent, high quality and accurate data is available across the Group.

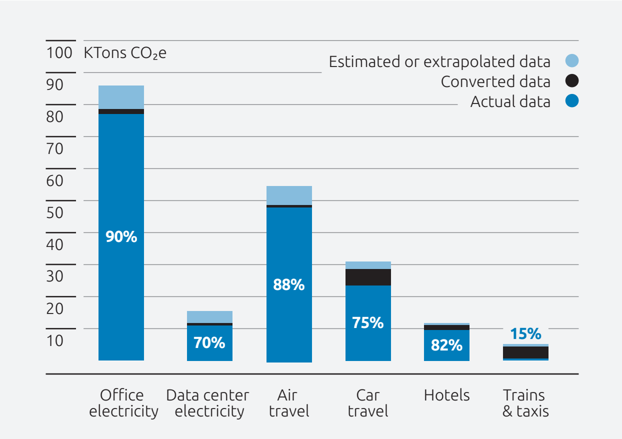
Our Greenhouse Gas (GHG) emissions are calculated following the methodology outlined by the Greenhouse Gas Protocol Corporate Reporting and Accounting Standard, using an operational control approach. Our Group-wide commitment to improving our environmental performance is underpinned by a set of environmental targets which are validated by the Science Based Targets initiative (SBTi) as being in line with the level of reduction needed to limit global temperature increases to no more than 1.5°C above pre-industrial levels (see Section 4.1.3.1 for details). These targets cover our entire global operations.

All GHG emissions, except electricity, are calculated using the emission factors recommended by the UK Government's Emission Factors. For electricity, as per the GHG Protocol, we calculate emissions in two ways, using both the market-based and the location-based approach.

- Market-based emissions are calculated using supplier-specific emission factors where possible. Where these are not available, we have used a residual fuel mix factor, sourced for from RE-DISS for countries in Europe and from green-e.org for US and Canada. For a few smaller entities, we have assumed an emission factor of 0 for electricity purchased on renewable energy tariffs. In locations where neither supplier-based nor residual fuel mix factors are available, we have used a location-based emission factor.
- For the location-based approach, regional electricity emission factors have been applied for the UK (BEIS 2020), Australia (NGA), Canada (Canada National Inventory), China (China National Bureau of Statistics), and the US (eGrid). For all the other countries, emission factors from International Energy Agency (IEA) have been applied to calculate Scope 2 location-based emissions. Scope 3 "T&D losses" refers to electricity transmission and distribution grid losses *i.e.* the energy loss that occurs in transmitting the electricity from the generation source to our facilities.

Where possible, we gather actual data – such as kWh from digital metering systems or invoices and mileage data from travel agents and expense systems, with 84% of our reported emissions data coming from actual data. The chart below provides a summary of the percentage of actual data by source for our most significant data sources.

Chart: Summary of Data Quality by Source



The chart above indicates the data quality of the key data sources for 2020, with the percentage relating to the percentage of emissions that are calculated based on actual data. "Converted data" refers to actual data which has been converted from one unit to another for the purpose of calculating emissions – for example for our taxi and train travel, the majority of the data is converted from the actual cost data into miles based on average ratios in each country. Data is "Estimated or Extrapolated" in the following cases:

- when actual data has been delayed beyond the reporting deadline – this report is prepared in early January 2021, by which point not all invoices and expenses are submitted so data is temporarily estimated and replaced by actual data when it becomes available. In this report, this is particularly the case for some Altran entities which are new to carbon accounting and have been integrated into Capgemini's systems for the first time. For Altran entities that have not been able to collect data in time, data is estimated based on similar Capgemini entities;
- when a small entity does not have the resources available to collect the data – we report data on 98.6% of operations by headcount, the remaining proportion is in smaller entities, typically where there are less than 250 employees. In these countries, data is estimated based on the data of another entity in the same country or based on the group average – with the estimation adjusted in proportion to the floor area/headcount;
- when we do not have operational control of a facility and therefore do not have access to invoices and plant infrastructure – in many cases landlords and building owners do provide actual data anyway, but in some cases, we use estimations to fill data gaps;
- when we are a tenant of a shared facility with no sub-metering or tenant-specific data – in this case data is allocated based on floor area or number of employees;
- a percentage of employees do not book their travel through the approved travel agency – to account for these cases we extrapolate the data by applying a percentage uplift to the travel agency data.

Non-financial performance table indicator correspondence table

Material topics	Non-financial information	Scope for 2020	2019 Value	2020 Value	Related SDGs
People engagement	Number of consultants and senior consultants (A and B grades) onboarded in the new Performance Management System (pilot phase)	C	12,000	12,000	SDG 4 & 8
	Numbers of employees enrolled in talent acceleration programs	C	1,060	2,180	
	Average training hours per employee	C A	41.9 -	45.5 √ 22.2	
	Total number of training hours (millions of hours)	C A	9.2 -	9.8 1.1	
People analytics	Aggregate average engagement score	C	7.2	7.7	SDG 8
	% number of promoters (score: 9-10) – % number of detractors (0-6)	C	6%	26%	
	Aggregate full year employee participation rate in Pulse *(in %)*	C	64%	70%	
	Part of the workforce with engagement Score 7-10	C	73%	81%	
Talent attraction, retention & development	Number of people hired by the Group (external hiring)	C+A	63,728	47,002 √	SDG 8
	Total attrition rate	C+A	25.9%	18.5%	
Talent brand & attractiveness	Capgemini rating on Glassdoor (overall rating, culture & values, work life balance, senior management, etc.)	C	N/A	Overall rating: 3.9 Breakdown available at Section 4.1.1.3 (a)	SDG 8
Diversity & inclusive environment	Share of women in executive leadership	C	16.8%	20.3%	SDG 5, 8 & 10
	Share of Vice-President promotions that are women (internal promotions and external hiring)	C	29%	30%	
	Share of women in the workforce	C C+A	33% -	34.9% 33.7%	
	Persons with disabilities in the workforce	C A C+A	1,733 - -	2,174 452 2,626	
Health, safety & wellbeing	Compliance with the Snapshot process: % of travelers who complied with the Snapshot process	C	98%	88%	SDG 3
	Compliance with safety/security training: % of travelers who have followed the training (low risk security)	C	19%	19%	
	Compliance with safety/security training: % of travelers who have followed the training (medium/high risk security)	C	96%	98%	

Material topics	Non-financial information	Scope for 2020	2019 Value	2020 Value	Related SDGs
Health, safety & wellbeing KPIs for India	Utilization of *Employee Assistance Program* (reporting and care)	C	0.7%	0.9%	SDG 3
	Ensure transition to ISO 45001 from current OHSAS 18001	C	On Track	Completed	
	Enhance awareness, utilization & effectiveness of EAP program	C	N/A	These are all new objectives formulated as part of our transition to ISO45001: 2018 and progress will be tracked in the upcoming years	
	Cover 30% of relevant population under specialized disease management interventions by 2022	C	N/A		
	Ensure 30% compliance to Health Risk Assessment by 2022	C	N/A		
	Smart goal: Percentage of hospital referrals	C	N/A		
Health, safety & wellbeing KPIs for France	Effectiveness of the helpline	C	23	40	SDG 3
	Remote working rate by employees: number of employees (% of the Capgemini France workforce)	C	3,985 (15.7%)	4,620 (18.63%)	
	Employees with health and welfare coverage	C	100%	100%	
Additional HR information	Average total headcount	C+A	216,104	251,525	SDG 5, 8 & 10
	Geographical breakdown of the headcount	C+A	Available at Section 4.1.1	Available at Section 4.1.1	
	Workforce average years of service	C A C+A	4.58 years	4.98 years √ 4.44 years √ 4.88 years √	
	Workforce age average	C+A	33.5 years	34.4 years √	
	Turnover rate (voluntary departures)	C+A	20%	12.8% √	
	Share of women in management position	C	17.5%	18.6%	
Digital inclusion and contribution to local development	Alignment of social impact projects towards digital inclusion	C	74%	87%	SDG 4, 5, 8 & 10
	Number of *Digital Academy* graduates	C	1,562	4,582	
	Number of *Digital Academy* graduates hired by Capgemini as interns or employees	C	-	950	
	Number of beneficiaries supported in *Digital Literacy* programs	C	27,300	394,209	
Climate change	Greenhouse gas emissions per employee (location-based) – tons CO_2e per employee	C A C+A	2.18 1.83 2.11	0.89 √ 1.12 √ 0.94 √	SDG 11 & 13
	% change in greenhouse gas emissions per employee vs 2015 baseline (location-based)	C	-29.9%	-71.2%	
	% change in greenhouse gas emissions per employee vs 2019 baseline (location-based)	C A C+A	N/A N/A N/A	-58.9% √ -39.0% √ -55.7% √	
	% change in greenhouse gas emissions per employee vs 2015 baseline (location-based)	C	-29.9%	-71.2% √	
	% change in greenhouse gas emissions per employee vs 2019 baseline (location-based)	C	N/A	-58.9% √	
	% change in greenhouse gas emissions per employee vs 2019 baseline (location-based)	A	N/A	-39.0% √	
	% change in greenhouse gas emissions per employee vs 2019 baseline (location-based)	C+A	N/A	-55.7% √	
	% change in scope 1 and 2 emissions (market-based) vs 2015 baseline	C	-28.5%	-58.9% √	

Material topics	Non-financial information	Scope for 2020	2019 Value	2020 Value	Related SDGs
Environmental management	Share of operations by headcount covered by ISO 14001 certification (% operations by headcount) √	C A C+A	91.4% 31.1% 80.0%	97.8% √ 32.7% √ 85.9% √	SDG 7, 12 & 13
	Office energy efficiency *(kWh/m²)*	C A C+A	134.11 47.3 136.5	83.7 √ 116.6 √ 89.5 √	
	% of electricity from renewable sources	C A C+A	40.2% 17.7% 36.8%	49.4% √ 26.5% √ 45.6% √	
	Business travel emissions per employee *(tCO_2e per employee)*	C A C+A	1.36 1.08 1.31	0.39 √ 0.50 √ 0.41 √	
Other environmental KPIs	Total scope 1 emissions *(tCO_2e)*	C+A	11,921	7,916	SDG 9, 11 & 13
	Total scope 2 emissions (market-based method) *(tCO_2e)*	C+A	135,962	83,220	
	Total scope 2 emissions (location-based method) *(tCO_2e)*	C+A	175,199	114,920	
	Scope 3 electricity T&D losses *(tCO_2e)*	C+A	24,823	14,917	
	Scope 3 business travel *(tCO_2e)*	C+A	348,422	109,247	
	Scope 3 water *(tCO_2e)*	C+A	1,965	949	
	Scope 3 waste *(tCO_2e)*	C+A	502	1,220	
	Total scope 3 emissions *(tCO_2e)*	C+A	375,713	126,334	
	Total reported emissions (market-based method) *(tCO_2e)*	C+A	523,596	217,470	
	Office energy use: fuels (natural gas, diesel, LPG) *(MWh)*	C+A	29,120	18,067	
	Office energy use: renewable electricity *(MWh)*	C+A	84,072	73,233	
	Office energy use: other electricity *(MWh)*	C+A	201,481	119,811	
	Office energy use: district heating & cooling *(MWh)*	C+A	7,751	6,023	
	Data centres: fuels (natural gas, diesel, LPG) *(MWh)*	C+A	408	269	
	Data centres energy use: renewable electricity *(MWh)*	C+A	56,493	51,683	
	Data centres ernegy use: other electricity *(MWh)*	C+A	39,524	29,019	
	Total energy from all sources *(MWh)*	C+A	418,850	298,105	
	Total waste generated in offices & data centres *(tons)*	C+A	6,014	3,856	
	Total water consumed in offices & data centres *(m²)*	C+A	1,868,126	902,288	

Material topics	Non-financial information	Scope for 2020	2019 Value	2020 Value	Related SDGs
Compliance & ethics	Share of employees having completed the e-learning module on:				
	Code of Business Ethics	C	95%	96%	SDG 16
	Anti-corruption policy	C A	96%	96% 85.8% (Altran Europe) 97% (Altran North America/India)	
	Competition laws policy	C	90%	94%	
	SpeakUP coverage	C	97%	98%	
	Alerts reported on *SpeakUP*	C	~215	~279	
	Share of total anonymous alerts reported on *SpeakUP*	C	59%	44%	
	Share of the closed alerts and those established/proven	C	46%	47%	
	Percentage of employees attending the data protection training	C A	88% 72%	92% 86%	
	Number of requests of data subjects exercising one of the rights granted under GDPR	C A	N/A 24	102 20	
	Number of data breaches notified as data controller to competent Data Protection Authorities	C A	N/A 2	5 1	
Duty of care	% of procurement covered by Capgemini Supplier Standards of Conduct	C	N/A	38%	SDG 3, 4, 5, 8, 10, 12, 13 & 16
	% of new suppliers having signed up to Altran's Supplier Conduct Guidelines	A	N/A	60%	

√ Indicates review by Mazars to level of reasonable assurance.

4.5 External Report on the *Déclaration de performance extra-financière*

Report by the independent third party on the consolidated non-financial statement

This is a free translation into English of the independent third party's report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

For the year ended December 31st 2020

To the Shareholders,

In our capacity as independent third party, accredited by COFRAC number 3-1058 (scope available at www.cofrac.fr), and member of the Mazars network of one of the Company's Statutory auditors, we hereby report to you on the consolidated non-financial statement for the year ended December 31st 2020 (hereinafter the "Statement"), included in the Group Management report pursuant to the requirements of articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*Code de commerce*).

The entity's responsibility

The Board of Directors is responsible for preparing the Statement, including a presentation of the business model, a description of the principal non-financial risks, a presentation of the policies implemented considering those risks and the outcomes of said policies, including key performance indicators.

The Statement has been prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), the main elements of which are presented in the Statement and on request from the entity's head office.

Independence and quality control

Our independence is defined by the requirements of article L. 822-11-3 of the French Commercial Code and the French Code of Ethics (*Code de déontologie*) of our profession. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements and French professional guidance.

Responsibility of the independent third party

On the basis of our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in accordance with article R. 225-105 I, 3° and II of the French Commercial Code, i.e., the outcomes, including key performance indicators, and the measures implemented considering the principal risks (hereinafter the "Information").

It is also our responsibility to express, at the request of the entity and outside the scope of accreditation, a conclusion of reasonable assurance on the fact that the information selected by the entity and presented in the Appendix has been established, in all its significant aspects, in accordance with the Guidelines.

However, it is not our responsibility to comment on the entity's compliance with other applicable legal and regulatory requirements, in particular the French duty of care law and anti-corruption and tax avoidance legislation nor on the compliance of products and services with the applicable regulations.

Nature and scope of our work

The work described below was performed in accordance with the provisions of articles A. 225-1 *et seq.* of the French Commercial Code, as well as with the professional guidance of the French Institute of Statutory auditors ("CNCC") applicable to such engagements, and with ISAE 3000:

- we obtained an understanding of all the consolidated entities' activities and the description of the principal risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;
- we verified that the Statement includes each category of social and environmental information set out in article L. 225-102-1 III as well as information regarding compliance with anti-corruption and tax avoidance legislation;
- we verified that the Statement provides the information required under article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French Commercial Code;
- we verified that the Statement presents the business model and a description of principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- we referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important; for all risks, our work was carried out on the consolidating entity and on a selection of entities;
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code within the limitations set out in the Statement;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;

- for the key performance indicators and other quantitative outcomes that we considered to be the most important, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - tests of details, using sampling techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities and covers between 38% and 97% of the consolidated data relating to the key performance indicators and outcomes selected for these tests;
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

We believe that the work carried out, based on our professional judgement, is sufficient to provide a basis for our limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Means and resources

Our work was carried out by a team of 8 people between October 2020 and February 2021 and took a total of 10 weeks.

We conducted a dozen interviews with people responsible for preparing the Statement, representing in particular the Legal Direction, the Human Resources Direction, the Environmental Direction and the Digital Inclusion Direction.

Conclusion

Based on the procedures performed, nothing has come to our attention that causes us to believe that the consolidated non-financial statement is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

Reasonable Assurance Report on Selected CSR information

4.

Concerning the information selected by the Company and identified by the sign √ in Appendix, at the request of the Company on a voluntary basis, we performed work of the same nature as that described in the paragraph "Nature and scope of the work" above for the key performance indicators and for the other quantitative results that we considered the most important but in greater depth, in particular with regard to the number of tests.

The selected sample thus represents 56% of the headcount and between 38% and 63% of the environmental information identified by the sign √.

We believe that this work enables us to express reasonable assurance on the information selected by the Company and identified by the sign √.

Conclusion

In our opinion, the information selected by the Company and identified by the sign √ has been prepared, in all material respects, in accordance with the Guidelines.

Paris-La Défense, February 26, 2021

The Independent third party

Mazars SAS

Edwige REY CSR & Sustainable Development Partner	Anne-Laure ROUSSELOU Partner	Dominique MULLER Partner

Annex: key performance indicators and other quantitative results considered to be the most important and selection of entities and contributing countries that have been tested in detail

Topics	Indicators	Verification perimeter	Assurance level
HR	— Workforce at 12/31 and breakdown by gender, age, seniority and geographic area — Voluntary attrition rate — External recruitments — Total number of training hours — Average number of training hours per employee	— Capgemini France — Capgemini India — Altran France	Reasonable
Environnement	— GHG emissions per employee and associated reduction — Share of electricity from renewable sources — Share of operations per employee covered by ISO 14001 certification	— Capgemini India — Capgemini Spain — Altran France — Altran India — Altran Spain	
Ethics & Compliance	— E-learning participation: Code of Business Ethics, Data privacy, Anti-corruption policy, Competition laws policy	— Capgemini	Moderate
Digital Inclusion	— Digital inclusion – number of projects supported — Number of beneficiaries of *Digital Literacy* programs — Number of graduates for *Digital Academy*	— Capgemini France — Capgemini India — Capgemini Spain	

5.

Financial information

5.1 Analysis of Capgemini group consolidated results

5.1.1 General comments on the Group's activity in 2020

Capgemini demonstrated remarkable agility in 2020, rapidly adapting to an unprecedented crisis and completing the acquisition and integration of Altran, while delivering results in line with or exceeding objectives announced during the publication of the 2020 first-half results. With revenues of €15,848 million in 2020, the Group reported constant currency growth of 13.7%, at the upper end of the +12.5% to +14.0% target range. The operating margin rate was 11.9% of revenues, a limited contraction of 40 basis points compared to an expected contraction of 60 to 90 bp. Finally, organic free cash flow generation totaled €1,119 million, significantly higher than the target figure of €900 million.

The development of the activity over the past year reflects these two major facts. Firstly, the Group completed the acquisition of Altran Technologies ("Altran"), consolidated from April 1, 2020, making Capgemini the partner of choice for the digital transformation of industrial and technology companies. Secondly, Capgemini successfully dealt with the consequences of the pandemic crisis, with its results demonstrating the strong resilience of its operations and financial model.

Acquisition of Altran

In 2020, Capgemini successfully completed the friendly tender offer for Altran. Altran is a world leader in Engineering and Research & Development (R&D) services, with revenues of €3.2 billion in 2019 and a strong client base, considerable sector expertise and in-depth knowledge of new product developments, industry business processes and operational technologies.

With the acquisition of Altran, Capgemini benefits from a unique ability to support industrial and technology companies in their digital transformation. The new Group can rely on its in-depth knowledge of its clients' businesses, its privileged access to decision-makers and its portfolio of businesses covering Consulting Services in innovation and transformation, a wide range of digital and cloud-based offerings as well as recognized product and software engineering capabilities. With these strong points, Capgemini strengthens its role as a strategic partner for its clients in the Intelligent Industry segment.

Impact of the acquisition on revenues and the Group's business profile

The takeover of Altran became effective on March 13, 2020 and Altran's results are fully consolidated in the Group financial statements from April 1, 2020. A detailed description of this €3.7 billion transaction and its implementation is provided in Note 2 to the Consolidated Financial Statements.

From the second quarter, Capgemini therefore benefited fully from the consolidation of Altran in the Group scope, which more than offset the pandemic's impact on revenues in the last three quarters of the year. 2020 revenues of the new combined entity therefore grew +13.7% at constant exchange rates and -3.2% at constant scope and exchange rates. This so-called "organic" growth is calculated with respect to the combined 2019 revenues of Capgemini and Altran (and other small acquisitions) for the relevant periods.

Due to the relatively comparable geographic spread of the two companies, Altran's consolidation did not significantly alter the breakdown of the new entity's revenues by major geographic region. For fiscal year 2020 as a whole, including Altran's contribution from the second quarter, North America remained the Group's leading region (31% of Group revenues vs. 32% in 2019), followed by the Rest of Europe (29% vs. 27% in 2019), France (22% vs. 21% in 2019), the United Kingdom and Ireland (11% vs. 12% in 2019) and Asia-Pacific and Latin America (7% vs. 8% in 2019).

The Group's business mix changed noticeably from Q2 2020 with the integration of Altran which primarily delivers Engineering Services. While Strategy & Transformation Consulting Services continued to generate 7% of Group total revenues in 2020, Operations & Engineering Services now account for 31% of Group business (vs. 22% in 2019), while Applications & Technology Services remain the Group's core business, but now only represent 62% of Group total revenues (vs. 71% in 2019).

Integration and synergies

The integration process was launched following the effective takeover of Altran and is progressing in line with Group expectations. It notably led to the implementation of an integrated operating structure on January 1, 2021. In the second half of 2020, Capgemini also launched its first three Intelligent Industry offerings focusing on 5G and Edge computing, driving automation systems validation and verification and data driven R&D for Life Sciences.

Full-year cost and operating model synergies of between €70 million and €100 million, before tax, are expected as communicated on the announcement of the acquisition project. Capgemini now expects to reach a run-rate of two-thirds of these synergies in June 2021. Moreover, based on contracts already signed since the combination of the two entities and the many commercial opportunities already identified, the Group is confident it can achieve the commercial synergies announced, which represent additional annual revenues of between €200 million and €350 million within three years.

Deal Financing

The Altran acquisition was financed in line with the financing plan presented in June 2019 (€5.4 billion, encompassing €3.7 billion for the purchase of securities and €1.7 billion of gross debt carried by Altran). Capgemini used available cash of approximately €1.0 billion (including €0.4 billion for the purchase of a share block in 2019) and issued bonds for the balance.

In April 2020, the Group therefore performed a €3.5 billion multi-tranche bond issue, €2.8 billion of which was used to finance the acquisition [(1)]. The Altran term loans were then refinanced in June 2020 through a second multi-tranche bond issue of €1.6 billion. These refinancing transactions extended the average maturity of the Group's bond debt to 6 years, with a low average cost of 1.8%.

(1) The €0.7 billion excess was allocated to the redemption of the bond issue maturing in July 2020.

Covid-19 pandemic and activity trends over the year

Momentum at the start of the year was broadly in line with the fourth quarter of 2019. The impact of the Covid-19 pandemic on the Group's activities peaked in the second quarter, with the Group then beginning a gradual recovery. By limiting the organic fall in revenues to 3.2% (i.e. at constant scope and exchange rates), the Group demonstrated in 2020 how the sector and geographic diversification of the client base and the high quality offer portfolio developed in recent years have clearly reinforced the resilience of Capgemini's revenues.

An abrupt crisis followed by a gradual recovery

The Covid-19 epidemic began to develop at the end of January before being recognized by the World Health Organization as a pandemic on March 11. In this context, Capgemini's priority was to ensure the Health and Safety of its employees as well as the continuity of services to its clients. The Group implemented prevention and protection measures even before lockdown was announced and is naturally constantly monitoring compliance with the decisions and recommendations of local public authorities. Through proper planning and timely execution, leveraging its internal investments, Capgemini was among the fastest in the industry to massively deploy working-from-home (close to 95% of productive headcount at April 28, Q1 publication date) across its activities worldwide.

The Group was thus in a position, particularly thanks to its digital capabilities, to provide all the services requested by its clients. Furthermore, the Group quickly implemented the client business continuity plans that it had prepared well in advance. Activity in the first quarter was only slightly affected by the pandemic and the Group recorded organic growth of +2.0%.

Conversely, the second quarter was marked by the impact of the lockdown and/or restriction measures taken by public authorities on the activities of the Group's clients and, more generally, on the global economy. The Group therefore recorded a -7.7% drop in revenues in the second quarter on an organic basis.

In line with Group expectations, activity started to pick up gradually from the summer. Organic growth was therefore limited to -3.6% in the third quarter and further improved to a moderate -2.4% contraction in the fourth quarter.

Contrasting impacts across the regions, sectors and businesses

For the year as a whole, France reported the greatest slump in activity at constant scope and exchange rates, contracting significantly more than the Group average. The North America and United Kingdom regions also contracted organically but began a gradual recovery in the second half of the year, with even a return to growth in the fourth quarter for the United Kingdom. The Asia-Pacific and Latin America region pursued strong organic growth, while the Rest of Europe region remained virtually stable. This disparity may be attributed to differences in the duration and severity of lockdown measures, as well as the sector mix in different countries.

The situation in the various sectors was also highly contrasted during the past year. The Public Sector (13% of the new Group's revenues, see below) proved to be buoyant. Financial Services (the largest sector generating 25% of Group revenues) and TMT (Telecom, Media & Technology, 12% of Group revenues) resisted better than the Group average. Conversely, the Manufacturing (22% of Group revenues) and Services (6% of Group revenues, including transportation and tourism) sectors were logically the worst affected by the pandemic.

Finally, again for the year as a whole, organic growth rates for cloud infrastructure services and Business Services (the Operations businesses) were relatively unaffected by the crisis, while the slowdown in Engineering and Strategy & Transformation Consulting Services exceeded the Group average. Applications & Technology services proved to be slightly more resilient than the Group average.

Solidarity measures with stakeholders

In view of this unique situation and the strict cost containment actions put in place, Capgemini also took several decisions aimed at building solidarity between the various stakeholders.

On April 27, 2020, the Board of Directors decided to reduce by 29% the dividend paid in 2020 out of 2019 net profits from €1.90 initially proposed to €1.35 per share.

Furthermore, Paul Hermelin and Aiman Ezzat decided to go beyond the AFEP recommendations by taking two decisions regarding their compensation. They each waived 25% of their 2020 total compensation as executive corporate directors. In addition, during the furlough period in France, their unpaid compensation as executive corporate directors was paid to the Institut Pasteur to finance Covid-19 research initiatives. These measures were approved by the Capgemini Board of Directors.

Capgemini also created a "social response unit" to accelerate and amplify the numerous initiatives already launched by the Group and its employees. This unit initially focused on the most urgent public health needs. It is also working on longer-term projects aimed at developing solutions to address the economic and social impacts on society in the aftermath of the pandemic.

Financial performance

Capgemini reported revenues of €15,848 million in 2020, up 12.2% on 2019 published figures. Constant currency growth was 13.7%, at the upper end of the +12.5% to +14.0% target range. Organic growth (i.e. excluding the impact of currency fluctuations and changes in Group scope) reported a measured contraction of -3.2% for the full year.

The Group therefore benefited from strategic developments launched in recent years to strengthen the resilience of its activities. Digital and Cloud services (Group scope excluding Altran) in particular remained dynamic with constant currency growth of around 15% for the full year, in a crisis context that encouraged clients to prioritize critical digital transformation projects. Digital and Cloud services thus represented around 65% of total Group activities in the fourth quarter of 2020.

The operating margin increased by +8% in value to €1,879 million, representing 11.9% of revenues. The contraction in the operating margin rate year-on-year was therefore limited to 40 bp, a better than expected performance compared to the Group target contraction of 60 to 90 bp. This shows how the Group has substantially improved the resilience of its operating model since the 2008-2009 crisis.

Other operating income and expenses represent a net expense of €377 million, up €69 million year-on-year. This increase is due to the consolidation of other operating expenses specific to Altran, as well as related acquisition and integration costs, only partially offset by the capital gain realized on the divestment of Odigo at the end of the year.

Capgemini operating profit is therefore up +5% at €1,502 million, or 9.5% of revenues.

The financial expense is €147 million, compared with €79 million in 2019. This increase is due to the cost of financing the Altran acquisition and outstanding debt.

The income tax expense is €400 million, an effective tax rate of 29.5%. This amount includes income tax income of €8 million due to the transitional impact of the US tax reform, compared with an income tax expense of €60 million last year. The capital gain realized on the divestment of Odigo is also not taxed. Adjusted for these exceptional items, the effective tax rate is 33.0%, compared with 32.6% in 2019.

Net profit (Group share) grew 12% year-on-year to €957 million. Basic earnings per share rose by 11% year-on-year to €5.71, while normalized earnings per share increased 14% to €7.28. Normalized earnings per share adjusted for the transitional impact of the US tax reform increased 7% to €7.23.

Group cash from operations is €2,056 million compared with €1,981 million in 2019, mainly due to the increase in the operating margin. Conversely, income tax payments totaled €351 million, a marked increase on 2019 (€217 million). After a €44 million increase in working capital requirements, net cash from operating activities fell to €1,661 million from €1,794 million in 2019. Acquisitions (net of disposals) of intangible assets and property, plant and equipment fell slightly to €204 million, representing 1.3% of revenues. Net interest paid and received resulted in a cash outflow of €47 million, compared with €15 million in 2019, mainly due to the increase in Group net debt following the Altran acquisition (see below).

On this basis, organic free cash flow generation reached the remarkable level of €1,119 million, largely exceeding the €900 million target for 2020. Restated for the €225 million impact of unwinding the Altran factoring program, organic free cash flow generation exceeded the 2019 record level of €1,288 million, demonstrating the strength of the Group's business model.

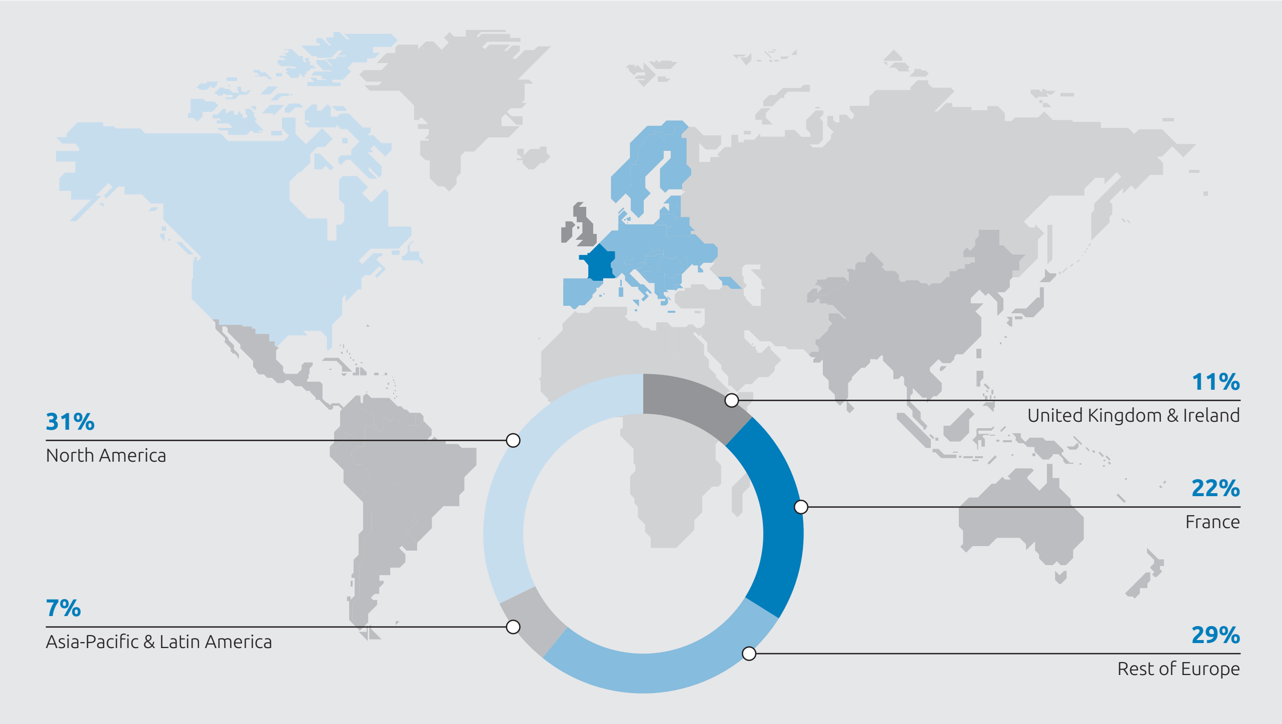
In 2020, Capgemini invested €2,999 million net in external growth transactions. This primarily reflects outflows in 2020 to acquire Altran, less net amounts received on the divestment of Odigo. The 7th employee share ownership plan led to a gross share capital increase of €279 million. In addition, the Group paid €226 million in dividends (equal to €1.35 per share, following a 29% reduction in the initial proposal decided by the Board of Directors as part of solidarity measures) and allocated €519 million to share buybacks.

Capgemini's balance sheet structure changed significantly in the past year with the acquisition of Altran for an enterprise value of €5.2 billion.

As the Altran securities were purchased in two separate stages (before and after the takeover became effective on March 13, 2020), in 2020 this transaction generated a €2.6 billion increase in goodwill (€9.8 billion at the closing date compared with €7.7 billion at the opening date), new intangible assets for €0.5 billion (€1.1 billion at the closing date compared with €0.6 billion at the opening date), and a €2.1 billion decrease in equity (€6.1 billion at the closing date compared with €8.4 billion at the opening date).

At December 31, 2020, the Group had cash and cash equivalents and cash management assets of €3.2 billion. After accounting for borrowings of €8.1 billion and derivative instruments, Group net debt is €4.9 billion at December 31, 2020, compared with €0.6 billion at December 31, 2019. This increase in net debt is primarily due to the Altran acquisition. It is lower than expected due to organic free cash flow generation above expectations and the proceeds from the Odigo divestment.

Operations by major region



Revenues in **North America** grew by +7.9% at constant exchange rates. This increase was driven by Altran's contribution to revenues, mainly visible in the TMT sector. Financial Services enjoyed strong momentum at the year end and reported organic growth for the full year. The operating margin rate improved further to 14.8%, compared with 13.9% in 2019.

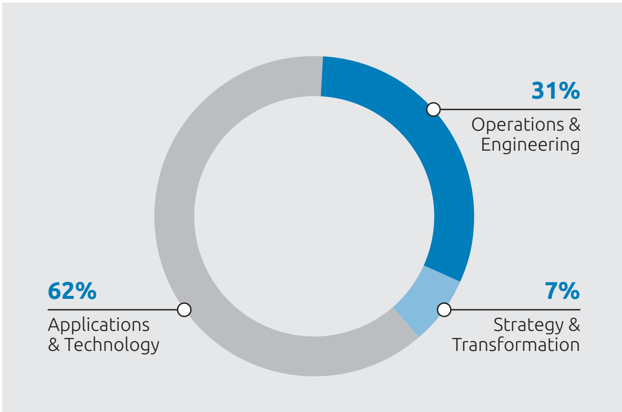
The **United Kingdom and Ireland** region reported +6.7% constant currency growth in revenues, supported by Altran's consolidation (mainly in the Manufacturing and TMT sectors) and robust Public Sector momentum throughout the year on an organic basis. The operating margin increased to 15.5% from 15.2% a year earlier.

France reported revenue growth of +14.2% at constant exchange rates for the period, with the Manufacturing, TMT and Energy & Utilities sectors significantly enhanced by the consolidation of Altran revenues. On a like-for-like basis, the Manufacturing sector was the most affected by the activity slowdown in the past year. Conversely, the Public Sector maintained robust growth throughout the year. Within the Group, France was the hardest hit by the pandemic, notably due to an unfavorable mix of sectors and business lines. Both revenues at constant scope and operating margin contracted visibly, with the latter declining 3.4 points year-on-year to 8.7%.

The **Rest of Europe** region grew +23.7% at constant exchange rates, including Altran revenues. Activity remained almost stable in 2020 on an organic basis, supported by the buoyant Public Sector and TMT sector. The region reported a slightly lower operating margin of 11.4%, compared with 11.8% a year earlier.

Finally, momentum remained strong in the **Asia-Pacific and Latin America** region, with revenues increasing +12.2% at constant exchange rates. This performance is particularly noteworthy as Altran's consolidation had a more limited impact in this region. Organic growth was again sustained, boosted particularly by Financial Services and, to a lesser extent, the Services and TMT sectors. The operating margin rate increased significantly to 13.0% from 11.2% in 2019.

Operations by business



When determining activity trends by business and in accordance with internal operating performance measures, growth at constant exchange rates is calculated based on **total revenues**, i.e. before elimination of inter-business billing. The Group considers this to be more representative of activity levels by business. As its businesses change, an increasing number of contracts require a range of business expertise for delivery, leading to inter-business flows.

Strategy & Transformation Consulting Services benefited from the integration of high value-added Consulting Services developed by Altran in recent years, recording +11.0% growth in total revenues at constant exchange rates.

Applications & Technology services, the Group's core business, reported a slight -0.2% decline in total revenues at constant exchange rates. The Altran acquisition had only a limited impact on growth at constant exchange rates in this service line.

Finally, **Operations & Engineering** total revenues grew +55.5% at constant exchange rates with the consolidation of Altran, which primarily delivers Engineering Services.

The following table presents the utilization rates measuring the percentage of work time, excluding vacation, of production employees.

	2019				2020			
Utilization rate	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**
Strategy & Transformation (1)	70%	72%	70%	72%	69%	69%	69%	74%
Applications & Technology	78%	79%	79%	80%	78%	78%	79%	81%

(1) 2019 data has been adjusted to reflect changes in scope between business lines.

Headcount

At December 31, 2020, the total Group headcount is 269,769 employees compared with 219,314 employees one year earlier. This 50,455 net increase (+23.0%) is mainly due to the integration of Altran team members from April 1, 2020 and reflects:

- 97,837 additions; and
- 47,382 departures (including 32,928 resignations), representing a weighted attrition rate of 12.8% (compared with 20.0% in 2019).

Order book

Bookings totaled €16,892 million in 2020, an increase of +13% at constant exchange rates year-on-year. At 107%, the *book-to-bill* ratio reflects the strength of commercial activity in the context of the pandemic.

Other significant events in 2020

Company Purpose

In October 2020, Capgemini unveiled its purpose, which now forms one of the fundamentals of the Group: "Unleashing human energies through technology for an inclusive and sustainable future". The Group's conviction is that the digital transformation and technology must benefit humanity at large. Capgemini intends to be a benchmark in terms of its contribution to society, both in its own activities and those of its clients, by fighting against exclusion and acting for diversity, equal opportunity and the preservation of natural resources.

This purpose was developed in collaboration with its many stakeholders, and with the Group's employees at the heart of the process. It embodies the Group's ambition to ensure the development of its talents while encouraging a spirit of entrepreneurship and creativity. With more than 600,000 employees or former employees over the past decade, the Group also intends to be recognized as a school of excellence, whose talents and skills now resonate well beyond the Company. The Group is also convinced that true diversity is an asset that brings new solutions, creates value, and generates support and enthusiasm on a universal scale.

New Brand Promise

In October 2020, Capgemini rolled out its ambitious and committed new brand platform for its clients, employees and all of its audiences: "*Get the future you want*". It reflects the questions of our time, when global events and the speed of digital transformation are pushing everyone to question the role that technology can play in building an inclusive and sustainable future. The Group is aware that technology is now an indispensable tool for almost all business and societal transformations, but that this potential comes with great responsibilities, and that it must implement a technology that is designed by and for people, that unleashes the energies of people and organizations.

The message conveyed by this new brand promise is aimed both at companies and organizations looking for a trusted partner to accompany them in their development, and at all those who want to work within a responsible company. It is based on the Group's sector expertise and its relevance to its customers' business challenges, its wealth of experience in technologies and its passion for women and men. It also embodies the Group's responsible commitment to sustainable development.

New Environmental Ambitions

More than ever aware of the need to take action on climate change, in July 2020 the Group announced its commitment to achieving carbon neutrality for its operations no later than 2025 and its ambition to be net zero by 2030. These commitments are underpinned by a new set of carbon reduction targets which have been approved by the Science Based Targets Initiative as being in line with the level of action needed to limit the global warming to 1.5°C. Capgemini's previous target, set in 2015, of reducing carbon emissions by 30% per employee by 2030, was achieved by January 2020, nearly a decade early.

Capgemini also set an objective of reducing the carbon emissions of its clients by 10 million carbon metric tons by 2030, over 20 times the Group's own emissions.

Changes in governance

Following the Shareholders' Meeting of May 20, 2020, Mr. Aiman Ezzat became Chief Executive Officer and Mr. Paul Hermelin remained Chairman of the Board of Directors. This internal management transition process enabled the appointment of an internal manager. It was launched in 2017 at the initiative of Mr. Paul Hermelin who was Chairman and Chief Executive Officer at the time. The Group also appointed Mr. Aiman Ezzat as a director with effect from May 20, 2020. Mr. Aiman Ezzat, had been Chief Operating Officer of Capgemini since January 1, 2018 and a member of the Group Executive Board.

In addition, the Group appointed Ms. Belen Moscoso del Prado as a director from May 20, 2020. Ms. Belen Moscoso del Prado, a Spanish citizen, has held several positions in innovation and transformation applied to Digital and data strategy over the course of her career in international corporations. This appointment is in line with the Group's ambition to further the internationalization of the Board of Directors, deepen its sector expertise and enrich the diversity of its profiles.

Acquisitions and divestments

In addition to the acquisition of Altran Technologies completed in April 2020, Capgemini also performed a series of targeted acquisitions during the year.

The Group announced in February the acquisition of Purpose, one of the world's leading social impact agencies. With this acquisition Capgemini furthers its capacity to support clients to transform their business models and practices for impact and engage their stakeholders in making meaningful contributions to society.

Capgemini also developed its Data and Analytics capabilities in Scandinavia with the acquisition of Advectas in February. By joining Capgemini's Insights & Data global business line, the 200+ strong Advectas team has helped to further meet growing client demand for Capgemini's Business Intelligence and data analytics services across the region.

In March, the Group announced the acquisition of WhiteSky Labs, one of the largest independent MuleSoft full-service consultancies in the world, with operations across Australia and Asia. This acquisition strengthens Capgemini's capability to realize the potential of API powered enterprise integration across the region, in order to support the digital transformation of public and private sector organizations.

Finally, in November the Group entered into an agreement to acquire the Australian company RXP Services, a Digital services consulting firm listed on the ASX market. This acquisition will strengthen Capgemini's digital, data and cloud capabilities in Australia, supporting the Group's strong growth ambition in the Asia-Pacific region.

Capgemini also adapted its offering portfolio with the signature in September of an agreement with Apax Partners for the sale of Odigo, a leader in Contact-Center-as-a-Service (CCaaS) solutions principally for large companies. This transaction was completed in December 2020.

Changes in the financial structure

Capgemini performed two multi-tranche bond issues during 2020, primarily in connection with Altran acquisition financing.

In April 2020, the Group performed an initial €3.5 billion bond issue for the bridge loan secured in 2019 to finance the acquisition of Altran Technologies, as well as for general corporate purposes. This issue comprises four tranches:

- a €500 million tranche maturing in 2 years (2022 tranche), paying a coupon of 1.250%,
- a €800 million tranche maturing in 6 years (2026 tranche), paying a coupon of 1.625%,
- a €1 billion tranche maturing in 9 years (2029 tranche), paying a coupon of 2.000%, and
- a €1.2 billion tranche maturing in 12 years (2032 tranche), paying a coupon of 2.375%.

In June 2020, the Group performed a second €1.6 billion bond issue to refinance, at far more favorable conditions, the borrowings previously carried by Altran Technologies. This new bond issue comprises two tranches:

- a €800 million tranche maturing in 5 years, paying a coupon of 0.625%, and
- a €800 million tranche maturing in 10 years, paying a coupon of 1.125%.

In September 2020, the financial rating agency, Standard & Poor's, confirmed Capgemini's long-term credit rating of BBB, with a neutral outlook, awarded in March 2020 in anticipation of the completion of the Altran Technologies acquisition.

Finally, the seventh employee share ownership plan (ESOP) launched in September 2020 and aimed at associating employees with the Group's development and performance, was a great success with a subscription rate of 174%. This new plan increases employee share ownership above 6% of the share capital.

Commercial momentum

Despite the impact of the Covid-19 global pandemic on its activities, Capgemini enjoyed continued strong demand in 2020 from its major clients to support their digital transformation across all its main vertical segments:

- in the Manufacturing and Life Sciences sector:
  - a global pharmaceutical group selected Capgemini to help it develop a patient experience platform for a new revolutionary therapy for individuals with serious auto-immune disorders;
  - the Group was selected as preferred supplier by a global leader in life sciences to support the digitalization of its operations, including the implementation of artificial intelligence and machine learning solutions;
  - Capgemini signed a contract with a leading German car manufacturer to implement a real time analysis and immediate response system for quality issues sent directly by vehicles to support services;
  - Capgemini was chosen by a German mechanical engineering company to digitalize the accounting and purchasing system of its worldwide entities and, in particular, prepare them for the implementation of the SAP S/4 HANA suite;
  - a global leading manufacturer of domestic appliances selected the Group to support the deployment of the S4/HANA suite in the Europe, Middle East and Africa region;
  - a global pharmaceutical company has chosen Capgemini to help transform its clinical trials into a fully digital operation. This project aims to harmonize and simplify the way the client manages its clinical trials in its different geographical areas and to implement a digital information system to support its operations.
- in the Financial Services sector:
  - the Group defined a business process digital transformation program for a major global investment bank based on machine learning and automation tools, encompassing the transfer of their IT platforms to the cloud;
  - Capgemini was selected by a leading British bank as strategic partner for the implementation of a global risk monitoring and regulatory reporting program;
  - in addition, the Group joined with a global provider of insurance and investment solutions to design and develop a lending and universal banking SaaS (Software-as-a-Service) platform;
  - the Group has renewed for 7 years its contract with a major French financial banking institution for the management of their infrastructure platform to transform and operate their servers, network and work stations;
  - Capgemini has been selected by a Dutch pension fund to support the implementation of its strategy through a state-of-the-art digital platform. The platform will be implemented over two years and the contract covers an eight-year execution period.
- in the Energy & Utilities sector:
  - the Group was selected by a leading oil and gas company to set-up a center of excellence for infrastructures and related solutions;
  - Capgemini will deploy a robotic and automation services platform for a major European provider of energy services to local authorities, aimed at automating all internal processes in every country where the client operates;
  - Capgemini signed a contract with a leading global energy producer and distributor for Salesforce CRM development, management and assistance services for its customer digital service centers and its various activity branches;

  - finally, Capgemini has renewed a partnership with an American oil services company. For this client, the Group will work over the next 5 years on the management of the main applications and business analyses for its client.
- in the Retail & Consumer Goods sector:
  - one of the most iconic retailers in the United Kingdom selected Capgemini as strategic partner for the development and maintenance of its applications through 2026. This agreement encompasses a range of services within a single strategic relationship;
  - a national postal services leader designated Capgemini partner of choice for innovation and performance in the transformation of its information system over the next eight years. In particular, the Group will set-up "data factories" to exploit new technologies and optimize total application costs for the Company;
  - the Group signed a five-year agreement with a European milk cooperative as sole IT partner, particularly covering Data & Analytics services, with the objective of reducing IT expenditure over the years while improving the quality of functions provided;
  - Capgemini will support a specialist retailer of educational products with rationalizing, optimizing and modernizing its IT architecture, to enable it to concentrate on implementing market-focused capabilities with a reduced go-to-market period;
  - finally, the Group signed a contract with a global consumer goods company. The solution deployed by Capgemini will help the salesforce in the field exploit the power of predictive analysis to maximize product consumption.
- in the Public Sector:
  - Capgemini will provide the UK Ministry of Defense with an IT services center for a period of 5 years. The center will use Capgemini cutting-edge capabilities in artificial intelligence and smart analytics to develop the self-service use of its services;
  - a national public procurement agency chose the Group to provide consulting and technological assistance services and selected it to supply cloud services for public and para-public services;
  - Capgemini extended its Digital SIAM (Service Integration and Management) agreement with a US public body, for the automation of its digital platform and supplier management services;
  - the Group won a contract to maintain, upgrade and integrate the entire IT infrastructure of a French governmental agency.

The acquisition of Altran Technologies has already enabled Capgemini to record a number of noteworthy successes in 2020, demonstrating the value created by combining the two groups, in particular in the "Intelligent Industry" sector:

- the Group signed an agreement with a global industrial group to build the digital twin of its plants. This single supplier contract, due to the required combination of expertise and capabilities, illustrates the unique value proposal now offered by the Group to its clients;
- Altran's and Capgemini's combined intelligent industry expertise will help improve the industrial network of another global group specializing in energy solutions in several countries. Once again, the new entity's unique combination of expertise and geographical coverage enabled the Group to win this contract without a tender process;
- a major energy player awarded the Group an engineering project to transform one of its industrial sites, due to its capacity to deploy all necessary expertise without forming a consortium;
- finally, considering the expertise of Altran in the car industry, a large European car manufacturer has selected Capgemini to provide the turnkey development program of a light electric vehicle designed to meet the environmental challenges.

Rewards and recognitions

Capgemini's technical and sector expertise was recognized by several prizes and distinctions in 2020, including most notably the following awards:

- ISG named Capgemini as "Global Market Leader 2019-2020" in next-gen Application Development and Maintenance services (January);
- Everest Group named the Group as a Leader in a large number of technology service offerings, such as services for various insurance sectors (January, March and May), Application and Digital services for capital markets (February), *Advanced Analytics and Insights Services 2020* (February), *Finance and Accounting Digital Capability Platform Solutions Service Providers* (March), Intelligent Automation in Business Processes Solution Providers 2020 (May), *Open Banking IT Services* (June) and IT Guidewire services (July);
- Capgemini was positioned as a Leader by Gartner in its Magic Quadrant for Data and Analytics Service Providers (March), followed by *CRM and Customer Experience Implementation Services* (April), Public Cloud Infrastructure Professional and Managed Services, Worldwide (May), Managed Workplace Services, Europe (May) and IT Services for Communications Service Providers, Worldwide (September);
- the Group was named as a Leader by NelsonHall in its NEAT evaluation of learning services (April), in *Digital Banking* (June), in *Cloud-Based HR Transformation* (October) and in Advanced Digital Workplace Services (November);
- Capgemini was also named a Leader by IDC for SAP implementation services (August) and a leading supplier of RPA (Robotic Process Automation) services to financial institutions (November);
- the Group received the first Commerce Cloud Partner Trailblazer Award for B2C at the 2019 Salesforce Lightning Bolt Trailblazer Awards (January);
- Capgemini scooped Frost & Sullivan's 2019 Global Company of the year award for Software Testing solutions (June);
- Capgemini was honored by AI Breakthrough for the second year running for its innovation in artificial intelligence at the 2020 AI Breakthrough Awards (September).

Finally, Capgemini was recognized in 2020 as *One of the World's Most Ethical Companies* by the Ethisphere Institute, for the eighth year in a row. The Group also saw its local initiatives in terms of Corporate Social Responsibility being recognized by various recognitions in many countries, as illustrated by the selected examples below:

- the exemplary work done in India on *Digital Academies* has won us the Indian Chamber of Commerce Award in the "*Employment Enhancing Vocational Skills*" category;
- our *Digital Academy* efforts in the UK with '*Code your Future*', targeting refugees, migrants and young people coming from disadvantaged areas, were recognized by the "best Education Project" prize in the 2020 Global Good Awards;
- Capgemini India received the "*Best companies for women*" and "*Most inclusive companies*" awards by AVTAR Group & Working Mother Media;
- in North America Capgemini was designated a 2020 Top Companies for Executive Women by Working Mother Media, and one of the "best Places to Work" by HRC, with a 100% score in Corporate Equality Index.

5.1.2 Comments on the Capgemini group consolidated financial statements and outlook for 2021

Consolidated Income Statement

Consolidated **revenues** total €15,848 million for the year ended December 31, 2020, compared with €14,125 million in 2019, up 12.2% on reported figures and 13.7% at constant exchange rates.

Operating expenses total €13,969 million, compared with €12,384 million in 2019.

An analysis of costs by nature highlights a €1,560 million increase in personnel costs from €8,918 million in 2019 to €10,478 million in 2020. Personnel costs represent 66.1% of revenues compared with 63.1% in 2019. The average headcount rose 16.4% in 2020 to 251,525, compared with 216,104 in 2019. Offshore employees represent 54% of the total Group headcount in 2020.

An analysis of costs by function reveals:

- the cost of services rendered is €11,712 million, or 73.9% of revenues, up 1.2 points on 2019. The gross margin is 26.1% of revenues in 2020, compared with 27.3% in 2019;
- selling costs total €1,113 million, or 7.0% of revenues;
- general and administrative expenses total €1,144 million (7.2% of revenues).

The **operating margin** is therefore €1,879 million in 2020, compared with €1,741 million in 2019, representing a margin rate of 11.9% (12.3% in 2019).

Other operating income and expense is a net expense of €377 million in 2020, compared with €308 million in 2019. This significant increase is mainly due to:

- the integration of Altran from April 1, 2020 and in particular: the amortization of intangible assets recognized on the business combination, as well as acquisition and integration costs relating to this acquisition and, finally, the inclusion of restructuring expenses specific to Altran; partially offset by
- the capital gain realized on the sale of the Odigo business on December 30, 2020.

Operating profit is €1,502 million (9.5% of revenues), compared with €1,433 million in 2019 (10.1% of revenues).

The **net financial expense** is €147 million, compared with €79 million in 2019. This increase is mainly due to the cost of financing the Altran acquisition.

The **income tax expense** is €400 million, compared with €502 million in 2019. The effective tax rate is 29.5% in 2020, compared with 37.1% in 2019. Excluding the tax income relating to the transitional impact of the 2017 US tax reform of €8 million in 2020 and the tax expense of €60 million in 2019, the effective tax rate fell from 32.6% in 2019 to 30.1% in 2020. This decrease is mainly due to the impact of permanent differences – especially the untaxed capital gain net of costs on the sale of Odigo – partially offset by the non-recognition of tax losses carried forward of the fiscal year due to uncertainties relating to the global health crisis. Excluding the tax income relating to the transitional impact of the 2017 US tax reform of €8 million and the capital gain on Odigo disposal, the adjusted effective tax rate for 2020 would be 33%.

Profit for the year attributable to owners of the Company is €957 million in 2020, compared with €856 million in 2019. Excluding the tax income of €8 million due to the transitional impact of the 2017 US tax reform, normalized earnings per share is therefore €7.23 based on an average of 167,620,101 ordinary shares outstanding in 2020, compared with €6.76 based on an average of 166,171,198 ordinary shares outstanding in 2019.

Consolidated Statement of Financial Position

Equity attributable to owners of the Company totaled €6,103 million at December 31, 2020, down €2,321 million on December 31, 2019. The decrease was mainly due to:

- the impact of the subsequent acquisition of Altran shares after the initial takeover for €2,135 million;
- the negative impact of other comprehensive income of €752 million;
- the elimination of treasury shares in the amount of €518 million;
- the payment to shareholders of dividends of €226 million, compensated by:
  - the impact of incentive and employee share ownership instruments of €387 million, including €278 million in respect of the share capital increase under the ESOP 2020 international employee share ownership plan;
  - the net profit for the period of €957 million.

Non-current assets totaled €14,115 million at December 31, 2020, up €2,543 million on December 31, 2019. This rise was mainly attributable to the recognition of goodwill of €2,578 million on the takeover of the Altran Technologies group in 2020.

Non-current liabilities totaled €9,864 million at December 31, 2020, up €5,268 million on December 31, 2019. This increase is mainly due to the various bond issues performed in the context of acquiring the Altran Technologies group.

Trade receivables and contract assets totaled €3,938 million at December 31, 2020, compared with €3,380 million at December 31, 2019. Trade receivables and contract assets excluding contract costs and net of contract liabilities totaled €2,792 million at December 31, 2020, compared with €2,461 million at December 31, 2019.

Accounts and notes payable mainly consist of trade payables and related accounts, personnel costs and accrued taxes other than income tax and total €3,358 million at December 31, 2020, compared with €3,011 million at December 31, 2019.

Consolidated net debt totaled €4,904 million at December 31, 2020, compared with €600 million at December 31, 2019. This €4,304 million increase in net debt on December 31, 2019 chiefly reflects:

- cash outflows in respect of the acquisition of Altran shares (including the additional consideration granted on the shares purchased in 2019) of €3,280 million, plus Altran net debt of €1,556 million,
- the payment to shareholders of the 2019 dividend of €226 million;
- net cash outflows of €514 million in respect of transactions in Capgemini SE shares;

partially offset by the generation of organic free cash flow in 2020 of €1,119 million, the share capital increase under the ESOP 2020 international employee share ownership plan for €278 million and the sale of the Odigo business on December 30, 2020.

Outlook for 2021

While the environment tends to improve, the Group remains vigilant on the evolution of the health situation.

In an improving but still uncertain environment, the Group targets for 2021:

- A constant currency growth of +7.0% to +9.0%;
- An operating margin of 12.2% to 12.4%, i.e. at 2019 level;
- An organic free cash flow above €1,300 million.

The inorganic contribution to growth is anticipated at c. 4.5 points.

5.2 Consolidated accounts

5.2.1 Consolidated Income Statement

(in millions of euros)	Notes	2019 Amount	2019 %	2020 Amount	2020 %
Revenues	4 and 6	**14,125**	**100.0**	**15,848**	**100.0**
Cost of services rendered		(10,274)	(72.7)	(11,712)	(73.9)
Selling expenses		(1,123)	(8.0)	(1,113)	(7.0)
General and administrative expenses		(987)	(7.0)	(1,144)	(7.2)
Operating expenses	7	**(12,384)**	**(87.7)**	**(13,969)**	**(88.1)**
Operating margin [1]		**1,741**	**12.3**	**1,879**	**11.9**
Other operating income and expense	8	(308)	(2.2)	(377)	(2.4)
Operating profit		**1,433**	**10.1**	**1,502**	**9.5**
Net finance costs	9	(3)	-	(82)	(0.5)
Other financial income and expense	9	(76)	(0.6)	(65)	(0.4)
Net financial expense		**(79)**	**(0.6)**	**(147)**	**(0.9)**
Income tax expense	10	**(502)**	**(3.5)**	**(400)**	**(2.5)**
PROFIT FOR THE YEAR		**852**	**6.0**	**955**	**6.1**
Attributable to:					
Owners of the Company		*856*	*6.0*	*957*	*6.1*
Non-controlling interests		*(4)*	-	*(2)*	-
EARNINGS PER SHARE					
Average number of shares outstanding during the period		166,171,198		167,620,101	
Basic earnings per share *(in euros)*	11	**5.15**		**5.71**	
Diluted average number of shares outstanding		171,047,762		172,555,946	
Diluted earnings per share *(in euros)*	11	**5.00**		**5.55**	

(1) Operating margin, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

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5.2.2 Consolidated statement of comprehensive income

(in millions of euros)	Notes	2019	2020
Actuarial gains and losses on defined benefit pension plans, net of tax [1]	25	(35)	(19)
Remeasurement of hedging derivatives and net investment, net of tax [2]	24	1	(168)
Other, net of tax [1]		1	(1)
Translation adjustments [2]	12	108	(563)
OTHER ITEMS OF COMPREHENSIVE INCOME		**75**	**(751)**
Profit for the period (reminder)		852	955
Total comprehensive income for the period		927	204
Attributable to:			
Owners of the Company		*931*	*205*
Non-controlling interests		*(4)*	*(1)*

(1) Other items of comprehensive income that will not be reclassified subsequently to profit or loss.
(2) Other items of comprehensive income that may be reclassified subsequently to profit or loss.

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5.2.3 Consolidated Statement of Financial Position

(in millions of euros)	Notes	December 31, 2019	December 31, 2020
Goodwill	13 and 16	7,662	9,795
Intangible assets	13	645	1,100
Property, plant and equipment	14	738	805
Lease right-of-use assets	15	762	887
Deferred taxes assets	17	999	983
Other non-current assets	19	766	545
Total non-current assets		**11,572**	**14,115**
Contract costs	20	83	102
Contract assets	20	1,176	1,148
Trade receivables	20	2,121	2,688
Current tax receivables		45	129
Other current assets	21	464	598
Cash management assets	22	213	338
Cash and cash equivalents	22	2,461	2,836
Total current assets		**6,563**	**7,839**
TOTAL ASSETS		**18,135**	**21,954**

(in millions of euros)	Notes	December 31, 2019	December 31, 2020
Share capital		1,355	1,350
Additional paid-in capital		3,150	3,050
Retained earnings and other reserves		3,063	746
Profit for the year		856	957
Equity (attributable to owners of the Company)		**8,424**	**6,103**
Non-controlling interests		(5)	12
Total equity		**8,419**	**6,115**
Long-term borrowings	22	2,564	7,127
Deferred taxes liabilities	17	185	230
Provisions for pensions and other post-employment benefits	25	1,046	1,072
Non-current provisions	26	17	337
Non-current lease liabilities	15	592	681
Other non-current liabilities	27	192	417
Total non-current liabilities		**4,596**	**9,864**
Short-term borrowings and bank overdrafts	22	717	951
Accounts and notes payable	28	3,011	3,358
Contract liabilities	20	836	1,044
Current provisions	26	99	122
Current tax liabilities		153	89
Current lease liabilities	15	221	287
Other current liabilities	27	83	124
Total current liabilities		**5,120**	**5,975**
TOTAL EQUITY AND LIABILITIES		**18,135**	**21,954**

5.2.4 Consolidated Statement of Cash Flows

(in millions of euros)	Notes	2019	2020
Profit for the year		**852**	**955**
Depreciation, amortization and impairment of fixed assets and lease right-of-use assets		545	649
Change in provisions		(48)	(66)
Losses/(Gains) on disposals of assets and other		19	(76)
Expenses relating to share grants		88	93
Net finance costs	9	3	82
Income tax expense/(income)	10	502	400
Unrealized (gains) losses on changes in fair value and other financial items		20	19
Cash flows from operations before net finance costs and income tax (A)		**1,981**	**2,056**
Income tax paid (B)		**(217)**	**(351)**
Change in trade receivables, contract assets net of liabilities and contract costs		(98)	72
Change in accounts and notes payable		(26)	(123)
Change in other receivables/payables		154	7
Change in operating working capital (C)		**30**	**(44)**
NET CASH FROM (USED IN) OPERATING ACTIVITIES (D=A+B+C)		**1,794**	**1,661**
Acquisitions of property, plant and equipment and intangible assets	13 and 14	(222)	(206)
Proceeds from disposals of property, plant and equipment and intangible assets		3	2
Acquisitions of property, plant and equipment and intangible assets, net of disposals		**(219)**	**(204)**
Cash (outflows) inflows on business combinations net of cash and cash equivalents acquired		(165)	(1,557)
Cash outflows in respect of cash management assets		(30)	(150)
Cash outflows in respect of the acquisition of Altran Technologies shares	2	(413)	(15)
Other cash inflows (outflows), net		(41)	212
Cash outflows from investing activities		**(649)**	**(1,510)**
NET CASH FROM (USED IN) INVESTING ACTIVITIES (E)		**(868)**	**(1,714)**
Proceeds from issues of share capital		253	277
Dividends paid		(282)	(226)
Net payments relating to transactions in Capgemini SE shares		(134)	(514)
Proceeds from borrowings	2	430	9,308
Repayments of borrowings	2	(448)	(6,273)
Subsequent acquisition of Altran Technologies securities	2	-	(1,672)
Repayments of lease liabilities	15	(272)	(291)
Interest paid		(77)	(96)
Interest received		62	49
NET CASH FROM (USED IN) FINANCING ACTIVITIES (F)		**(468)**	**562**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (G=D+E+F)		**458**	**509**
Effect of exchange rate movements on cash and cash equivalents (H)		(12)	(131)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD (I)	22	**2,004**	**2,450**
CASH AND CASH EQUIVALENTS AT END OF PERIOD (G+H+I)	22	**2,450**	**2,828**

5.2.5 Consolidated statement of changes in equity

(in millions of euros)	Number of shares	Share capital	Additional paid-in capital	Treasury shares	Consolidated retained earnings and other reserves	Income and expense recognized in equity: Translation adjustments	Income and expense recognized in equity: Other	Equity (attributable to owners of the Company)	Non-controlling interests	Total equity
At December 31, 2019	**169,345,499**	**1,355**	**3,150**	**(30)**	**4,899**	**(80)**	**(870)**	**8,424**	**(5)**	**8,419**
Dividends paid out for 2019	-	-	-	-	(226)	-	-	(226)	-	(226)
Incentive instruments and employee share ownership	3,104,200	24	253	125	(15)	-	-	387	-	387
Elimination of treasury shares (1)	-	-	-	(516)	(2)	-	-	(518)	-	(518)
Share capital reduction by cancellation of treasury shares	(3,664,862)	(29)	(353)	382	-	-	-	-	-	-
Takeover of Altran Technologies (2)	-	-	-	-	-	-	-	-	(458)	(458)
Subsequent acquisition of Altran Technologies securities (2)	-	-	-	-	(2,135)	-	-	(2,135)	463	(1,672)
Transactions with non-controlling interests and others	-	-	-	-	(34)	-	-	(34)	13	(21)
Transactions with shareholders and others	**(560,662)**	**(5)**	**(100)**	**(9)**	**(2,412)**	**-**	**-**	**(2,526)**	**18**	**(2,508)**
Income and expense recognized in equity	**-**	**-**	**-**	**-**	**-**	**(564)**	**(188)**	**(752)**	**1**	**(751)**
Profit for the year	**-**	**-**	**-**	**-**	**957**	**-**	**-**	**957**	**(2)**	**955**
AT DECEMBER 31, 2020	**168,784,837**	**1,350**	**3,050**	**(39)**	**3,444**	**(644)**	**(1,058)**	**6,103**	**12**	**6,115**

(in millions of euros)	Number of shares	Share capital	Additional paid-in capital	Treasury shares	Consolidated retained earnings and other reserves	Income and expense recognized in equity: Translation adjustments	Income and expense recognized in equity: Other	Equity (attributable to owners of the Company)	Non-controlling interests	Total equity
At December 31, 2018	**167,293,730**	**1,338**	**2,979**	**(50)**	**4,237**	**(188)**	**(836)**	**7,480**	**(1)**	**7,479**
Impact of first-time application of IFRS 16 (3)	**-**	**-**	**-**	**-**	**(16)**	**-**	**-**	**(16)**	**-**	**(16)**
At January 1, 2019 including impact of IFRS 16	**167,293,730**	**1,338**	**2,979**	**(50)**	**4,221**	**(188)**	**(836)**	**7,464**	**(1)**	**7,463**
Dividends paid out for 2018	-	-	-	-	(282)	-	-	(282)	-	(282)
Incentive instruments and employee share ownership	2 750 000	22	231	91	11	-	-	355	-	355
Change in the fair value of put options granted to a minority shareholder	-	-	-	-	92	-	-	92		92
Elimination of treasury shares	-	-	-	(136)	-	-	-	(136)	-	(136)
Share capital reduction by cancellation of treasury shares	(698,231)	(5)	(60)	65	-	-	-	-	-	-
Transactions with shareholders	**2,051,769**	**17**	**171**	**20**	**(179)**	**-**	**-**	**29**	**-**	**29**
Income and expense recognized in equity	**-**	**-**	**-**	**-**	**1**	**108**	**(34)**	**75**	**-**	**75**
Profit for the year	**-**	**-**	**-**	**-**	**856**	**-**	**-**	**856**	**(4)**	**852**
AT DECEMBER 31, 2019	**169,345,499**	**1,355**	**3,150**	**(30)**	**4,899**	**(80)**	**(870)**	**8,424**	**(5)**	**8,419**

(1) Including €320 million in respect of the share buyback agreement implemented prior to the share capital increase performed under the ESOP 2020 international employee share ownership plan (see Note 12 – Equity).
(2) See Note 2 – Consolidation principles and Group structure. The amount of €(458) million includes the integration of €5 million of non-controlling interests.
(3) Equity at January 1, 2019 has been restated for the application of IFRS 16, Leases, using the modified retrospective method.

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5.2.6 Notes to consolidated financial statements for the year ended December 31, 2020

Note 1 Accounting basis

The consolidated financial statements for the year ended December 31, 2020 of Capgemini SE, a European company headquartered at 11 rue de Tilsitt, 75017, Paris, and the notes thereto were adopted by the Board of Directors on February 17, 2021. The consolidated financial statements will be approved by the Shareholders' Meeting, scheduled for May 20, 2021.

A) IFRS standards base

Pursuant to European Commission Regulation no. 1606-2002 of July 19, 2002, the 2020 consolidated financial statements have been prepared in accordance with international accounting standards (IFRS, International Financial Reporting Standards) as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union (EU).

The Group, a global leader in consulting, digital transformation, technology, and Engineering Services, also takes account of the positions adopted by Syntec Numérique, an organization representing major consulting and computer services companies in France, regarding the application of certain IFRS.

The main accounting policies are presented at the beginning of each note to the consolidated financial statements.

B) New standards and interpretations applicable in 2020

a) New standards, amendments and interpretations of mandatory effect at January 1, 2020

The accounting policies applied by the Capgemini group are unchanged on those applied for the preparation of the December 31, 2019 consolidated financial statements. The standards, amendments, and interpretations which entered into mandatory effect on January 1, 2020 did not have a material impact on the Group financial statements.

b) Other new standards not yet in effect at January 1, 2020 and not adopted early

The Group did not adopt early any new standards not yet in effect at January 1, 2020.

C) Use of estimates

The preparation of consolidated financial statements involves the use of estimates and assumptions which may have an impact on the reported values of assets and liabilities at the period end or on certain items of either net profit or the income and expenses recognized directly in equity for the year. Estimates are based on economic data and assumptions which are likely to vary over time and interpretations of local regulation when necessary. They have notably been made in an economic and health context that remains uncertain, due to the global Covid-19 pandemic. These estimates are subject to a degree of uncertainty and mainly concern revenue recognition on a percentage-of-completion basis, provisions, measurement of the amount of intangible assets and deferred tax assets, provisions for pensions and other post-employment benefits, the fair value of derivatives and the calculation of the tax expense, notably in the context of the US tax reform.

Note 2 Consolidation principles and Group structure

Consolidation methods

The accounts of companies directly or indirectly controlled by the parent company are fully consolidated. The parent company is deemed to exercise control over an entity when it has the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Investments in associates over whose management the parent company directly or indirectly exercises significant influence, without however exercising full or joint control, are accounted for by the equity method. This method consists of recording the Group's share in profit for the year of the associate in the Income Statement. The Group's share in net assets of the associate is recorded under "other non-current assets" in the Consolidated Statement of Financial Position.

Details of the scope of consolidation are provided in Note 33 – List of the main consolidated companies by country.

All consolidated companies prepared their accounts to December 31, 2020 in accordance with the accounting policies adopted by the Group.

Inter-company transactions are eliminated on consolidation, as well as inter-company profits.

Foreign currency translation

The consolidated accounts presented in these consolidated financial statements have been prepared in euros.

The Consolidated Statements of Financial Position of subsidiaries denominated in foreign currencies are translated into euros at year-end rates of exchange with the exception of equity accounts, which are carried at their historical values. Income statements denominated in foreign currencies are translated into euros at the average rates of exchange for the year. However, for certain material transactions, it may be relevant to use a specific rate of exchange. Differences arising from translation at these different rates are recognized directly in equity under "Translation reserves" and have no impact on the Income Statement.

Exchange differences arising on monetary items which form an integral part of the net investment in foreign subsidiaries are recognized in equity.

Exchange differences on receivables and payables denominated in a foreign currency are recorded in operating profit or net financial expense, depending on the type of transaction concerned.

The exchange rates used to translate the financial statements of the Group's main subsidiaries into euros are as follows:

	Average rate		Closing rate	
	2019	**2020**	2019	**2020**
Australian dollar	0.62096	**0.60456**	0.62520	**0.62909**
Brazilian real	0.22676	**0.17203**	0.22145	**0.15690**
Canadian dollar	0.67321	**0.65425**	0.68503	**0.63967**
Chinese renminbi yuan	0.12932	**0.12711**	0.12787	**0.12465**
Indian rupee	0.01268	**0.01184**	0.01247	**0.01115**
Norwegian krone	0.10156	**0.09337**	0.10138	**0.09551**
Polish zloty	0.23270	**0.22516**	0.23492	**0.21931**
Pound sterling	1.14039	**1.12528**	1.17536	**1.11231**
Swedish krona	0.09448	**0.09539**	0.09572	**0.09966**
US dollar	0.89329	**0.87748**	0.89016	**0.81493**

Business combinations

Business combinations are accounted for using the acquisition method. Under this method, the identifiable assets acquired and liabilities assumed are recognized at fair value at the acquisition date and may be adjusted during the 12 months following this date.

Exchange gains and losses on inter-company transactions

The results and financial position of a foreign subsidiary are included in the Group's consolidated financial statements after the elimination of inter-company balances and transactions. However, a foreign exchange gain or loss arising on an inter-company monetary asset or liability (e.g. an inter-company receivable denominated in a currency different from the functional currency of the subsidiary) cannot be eliminated. Such foreign exchange gains and losses are recognized in the Income Statement or in Income and expense recognized directly in equity, if the underlying forms an integral part of the net investment in the foreign operation (e.g. a loan with no fixed maturity).

The fair values of hedging instruments relating to inter-company operating transactions performed as part of the centralized management of currency risk in the parent company are eliminated.

A) Acquisition of the Altran Technologies group

Description of the transaction

On June 24, 2019, Capgemini SE and Altran Technologies S.A. (from now on Altran Technologies S.A.S., "Altran"), the global leader in Engineering and R&D services, jointly announced the proposed acquisition of Altran by Capgemini, through a friendly tender offer at €14.00 per Altran share, payable in cash. This acquisition was unanimously approved by the Boards of Directors of both companies and seeks to create a global digital transformation leader for industrial and tech companies. On July 2, 2019, following settlement and delivery of the off-market acquisition of a block of shares from shareholders led by Apax Partners and in accordance with the announcement of June 24, 2019, the Group acquired 29,378,319 Altran shares representing 11.43% of Altran's share capital.

Capgemini filed its draft offer and the related offer document with the French Financial Markets Authority (AMF) on September 23, 2019. On October 14, 2019, the AMF issued its clearance on the draft offer and approved Capgemini's offer document (AMF visa no. 19-489) and Altran's response document (AMF visa no. 19-490).

On January 14, 2020, Capgemini increased the offer price from €14.00 to €14.50 per share.

Following settlement and delivery on February 4 and 21, 2020, respectively, Capgemini held 54.17% of the share capital and at least 54.04% of voting rights. Taking into account the shares owned by Altran, Capgemini held 55.13% of Altran's share capital and at least 55.00% of voting rights.

On March 13, 2020, the Paris Appeal Court issued a ruling rejecting the action brought by certain minority shareholders of Altran to annul the AMF's clearance decision on Capgemini's friendly tender offer for Altran Technologies shares. The Appeal Court confirmed the validity of the offer with respect to applicable legislative and regulatory provisions and of the visa issued by the AMF on Altran's response document. Accordingly, the takeover of Altran by Capgemini, which held 55.13% of the Altran share capital and at least 55.00% of voting rights at this date, came into effect at March 13, 2020. As a practical expedient, Altran Technologies group is fully integrated in the Capgemini's consolidation scope from April 1, 2020.

The offer was reopened between March 16 and 27, 2020 (inclusive), under the same financial terms and conditions, enabling shareholders that had not yet contributed their shares to the offer to do so.

On April 1, 2020, the AMF announced that 110,571,163 Altran shares were tendered following the new reopening of Capgemini's offer. Following settlement and delivery on April 8, 2020, Capgemini held 98.15% of the share capital and at least 98.03% of Altran voting rights. This new reopening was recognized in the Group's accounts as a subsequent acquisition of non-controlling interests.

Capgemini then implemented a squeeze-out on the remaining Altran shares not yet held after the closure of its offer. Following this procedure, Capgemini now holds the entire share capital and voting rights of Altran and the Altran Technologies shares were delisted after the market close on April 15, 2020. This last operation was also recognized in the Group's accounts as a subsequent acquisition of non-controlling interests.

Accounting recognition of the transaction

Within the context described above, the Group recognized provisional goodwill in respect of this transaction in accordance with the partial goodwill method.

a) Initial takeover: provisional allocation of the purchase price

The provisional allocation of the purchase price, based on a 55% owned interest, is as follows. If, in the year following the acquisition date, new information comes to light regarding the facts and circumstances at the acquisition date leading to an adjustment to the amounts below, the recognition of the acquisition will be adjusted accordingly.

(in millions of euros)

Fair value of previously-held investment (1)	426
Acquisition of a controlling interest on March 13, 2020	1,593
Cash consideration paid at initial takeover	***2,019***
Non-controlling interest (2)	(463)
TOTAL CONSIDERATION TRANSFERRED (A)	**1,556**

(in millions of euros)

Intangible assets	668
o/w customer relationships	*503*
Property, plant and equipment	140
Other non-current and current assets	354
Cash and cash equivalents	175
Short- and long-term borrowings and bank overdrafts	(1,731)
Current and non-current provisions	(341)
Deferred taxes, net	23
o/w deferred tax liabilities relating to the allocation of the purchase price	*(129)*
Other non-current and current liabilities	(202)
Other assets and liabilities	(108)
PROVISIONAL NET ASSETS AT DATE OF INITIAL TAKEOVER (B)	**(1,022)**
PROVISIONAL GOODWILL (A)-(B)	**2,578**

(1) As all shares were purchased at a price of €14.50, the fair value of the previously-held investment is equal to the net carrying amount of the share block (29,378,319 shares) purchased off-market from shareholders led by Apax Partners on July 2, 2019.
(2) This amount corresponds to the minority share (45% of provisional net assets) at the date of initial takeover.

The fair value remeasurement of the assets and liabilities and the purchase price allocation pursuant to IFRS 3 were assessed by an independent expert. The measurement of the assets transferred and liabilities assumed led in particular to the recognition of an intangible asset in respect of customer relationships in the amount of €503 million, amortized on a straight line basis over a useful life of 10 years. This intangible asset was valued by the independent expert by discounting expected future operating cash flow projections (excess profits method). In addition, the Group performed, with his councils, a review of tax, social and legal risks to which the Group is potentially exposed, based on the available information and ongoing procedures.

The goodwill and Customer Relationship intangible asset were allocated to the various Group cash-generating units that will benefit from this acquisition.

Since its acquisition on April 1, 2020, Altran has contributed €2,141 million and €205 million, respectively, to Group revenues and operating margin and is presented in the Group's five geographic areas for segment reporting purposes. It should be noted that as Altran's integration within the group began in the second quarter of 2020, this information is not anymore representative of the stand-alone Altran's performance.

Had the acquisition taken place on January 1, 2020 and based on information provided by Altran for the first quarter of 2020, the Group estimates that the combined revenues would have been €16,663 million.

Acquisition costs relating to the transaction totaled €35 million in 2020.

b) Subsequent acquisition of non-controlling interests in Altran Technologies

Following settlement and delivery on April 8, 2020 and the delisting of Altran shares after the market close on April 15, 2020, Capgemini acquired the remaining 45% interest.

This subsequent acquisition of non-controlling interests was therefore recognized as a reduction in Group equity of €2,135 million, corresponding to the purchase of the remaining 115,320,381 shares for €1,672 million and the value of non-controlling interests at the initial takeover (see above) of €463 million.

Transaction financing

a) Deal financing

To finance this acquisition, the Group used available cash and notably performed the following transactions:

- negotiation on June 24, 2019 of a €5.4 billion bridge loan covering the purchase of securities and Altran's gross debt, with an initial term of one year and two consecutive six-month extension options exercisable at Capgemini's initiative. Following a partial cancellation, the bridge loan totaled €4.4 billion and was available in full at December 31, 2019;
- on April 8, 2020 Capgemini priced a four-tranche bond issue with a total nominal value of €3.5 billion and settlement/delivery on April 15, 2020. The main terms of this issue's four tranches are as follows:
  - €500 million 2-year notes (the 2022 tranche), with a coupon of 1.250% (issue price 99.794%),
  - €800 million 6-year notes (the 2026 tranche), with a coupon of 1.625% (issue price 99.412%),
  - €1 billion 9-year notes (the 2029 tranche), with a coupon of 2.000% (issue price 99.163%), and
  - €1.2 billion 12-year notes (the 2032 tranche), with a coupon of 2.375% (issue price 99.003%).

  The proceeds of this bond issue were primarily used to repay the bridge loan secured for the acquisition of Altran Technologies and to redeem the €676 million principal amount outstanding under the bonds maturing on July 1, 2020.
- on June 16, 2020 Capgemini priced a dual-tranche bond issue with a total nominal value of €1.6 billion and settlement/delivery on June 23, 2020. The main terms of this issue's two tranches are as follows:
  - €800 million 5-year notes (the 2025 tranche), with a coupon of 0.625% (issue price 99.887%),
  - €800 million 10-year notes (the 2030 tranche), with a coupon of 1.125% (issue price 99.521%),

  The proceeds of this bond issue were primarily used to repay Altran Technologies' Term Loan B and a bank loan secured by Altran in March 2020 (following the exercise by certain Term Loan B lenders of their early repayment rights following the acquisition of Altran Technologies by Capgemini), both maturing in March 2025 and with a total outstanding principal of €1.6 billion at the repayment date (the "Term Loans").

At December 31, 2020, the bridge loan secured to finance the acquisition of Altran, the Term Loans and a €250 million revolving credit facility set-up by Altran Technologies and not drawn, were repaid in full and canceled.

b) Impact on the Statement of Cash Flows

The transaction impacted the Statement of Cash Flows as follows:

(in millions of euros)	2019	2020
Cash outflows in respect of the acquisition of Altran Technologies shares (1) (2)	**(413)**	**(15)**
Cash (outflows) inflows on business combinations net of cash and cash equivalents acquired	**(165)**	**(1,557)**
o/w: Takeover of Altran Technologies (2)	-	*(1,593)*
o/w: Altran Technologies cash and cash equivalents net of overdrafts at date of acquisition of control	-	*155*
Proceeds from borrowings	**430**	**9,308**
o/w: Bridge loan	*400*	*3,055*
o/w: April and June 2020 bond issues	-	*5,045*
Repayment of borrowings	**(448)**	**(6,273)**
o/w: Redemption of drawings on bridge loan	*(400)*	*(3,055)*
o/w: Redemption of the Altran Technologies Term Loans	-	*(1,592)*
o/w: Early redemption of bond maturing in July 2020	-	*(676)*
Subsequent acquisition of Altran Technologies securities	**-**	**(1,672)**

(1) Including financial transaction taxes totaling €2 million in 2019 and the increase from €14 to €14.50 per share for the 11.43% share block purchased on July 2, 2019 for €15 million.
(2) The cash consideration paid at initial takeover of €2,019 million corresponds to the cash outflows in respect of the acquisition of Altran shares in 2019 and the first-half of 2020 of respectively €411 million and €15 million as well as the cash outflow linked to the takeover date of March 13, 2020 of €1,593 million.

Employee incentive instruments

Altran Technologies set up several Free Share grant plans between 2017 and 2019, with vesting periods still running at the takeover date.

Capgemini group undertook to modify the terms and conditions of the 2017 plan (the "2017 Plan"), the 2018 plan (the "2018 Plan") and the 2019 plan (the "2019 Plan") to lift the condition of presence in the event of dismissal (except for gross negligence or serious misconduct) and in the event of a substantial change to the employment contract resulting in its termination due to the actions of the employer (*constructive dismissal*).

Capgemini group also undertook, within one month of the settlement-delivery of the Offer, to propose to each of the beneficiaries of Free Shares to waive their rights to receive such Free Shares in exchange for the payment by Capgemini of cash compensation in accordance with the terms below (the "Compensation Mechanism"). The beneficiaries may only accept the Compensation Mechanism during a three-month period commencing the settlement-delivery date of the Offer and will only benefit from it, as the case may be, at the end of the applicable vesting period for each plan.

No later than fifteen working days following expiry of the vesting period provided by the 2017 Plan, the 2018 Plan and the 2019 Plan, respectively, the Company undertakes:

- with respect to the 2017 Plan, subject to the satisfaction of the presence condition (amended as detailed above) at the end of the vesting period (the "2017 Eligible Rights"), to apply the performance conditions provided under the 2017 Plan for fiscal years 2017, 2018 and 2019 to all the 2017 Eligible Rights;
- with respect to the 2018 Plan, subject to the satisfaction of the presence condition (amended as detailed above) at the end of the vesting period (the "2018 Eligible Rights"), to apply the performance conditions as provided under the 2018 Plan for fiscal years 2018 and 2019 to two-thirds of the 2018 Eligible Rights, and not to apply the performance conditions for fiscal year 2020 for the remaining third of the 2018 Eligible Rights (which would therefore vest in full); and
- with respect to the 2019 Plan, subject to the satisfaction of the presence condition (amended as detailed above) at the end of the vesting period (the "2019 Eligible Rights"), to apply the performance conditions as provided under the 2019 Plan for fiscal year 2019 to one-third of the 2019 Eligible Rights, and not to apply the performance conditions for fiscal years 2020 and 2021 for the remaining two-thirds of the 2019 Eligible Rights (which would therefore vest in full).

For each beneficiary having accepted the Compensation Mechanism, the Company will pay, no later than the forty-fifth working day following the end of the applicable vesting period provided under the 2017 Plan, the 2018 Plan and the 2019 Plan, a gross cash amount equal, for each right to receive Free Shares, to the Offer price (i.e. €14.50 per share) indexed to the change in the Capgemini share price between the settlement-delivery date of the Offer and the end of the relevant vesting period. This change cannot exceed +20% or be lower than (-20%).

The total estimated expense (including related social security contributions) of €31.2 million for instruments in the course of vesting is allocated between the different grant dates and the different vesting dates. A provision of €15.4 million was therefore recognized in the opening balance sheet for the period, covering services rendered between the grant date and the Altran acquisition date. The estimated expense of €15.8 million for the period after the acquisition date will be taken to profit or loss progressively, as integration costs for companies acquired included in "Other operating income and expense", over the period from April 1, 2020 to the different vesting dates for the relevant rights. An expense of €8.8 million was recognized in respect of 2020.

B) Other changes in the consolidation scope in 2020

During 2020 year, the group acquired the companies Purpose, Advectas, WhiteSky Labs, representing around 450 people. The contribution of these acquisitions to Group financial indicators in 2020 is not material.

On December 30th, 2020, the Group sold Odigo, leader in Contact-Center-as-a-Service (CCaaS) solutions principally for large companies, to Apax Partners (see Note 8 – Other operating income and expense).

5.

Note 3 Alternative performance measures

The alternative performance measures monitored by the Group are defined as follows:

- **organic growth**, or like-for-like growth, in revenues is the growth rate calculated at constant Group scope and exchange rates. The Group scope and exchange rates used are those for the reported period;
- **growth at constant exchange rates** in revenues is the growth rate calculated at exchange rates used for the reported period;
- **operating margin** is equal to revenues less operating expenses. It is calculated before "Other operating income and expense" which include amortization of intangible assets recognized in business combinations, the charge resulting from the deferred recognition of the fair value of shares granted to employees (including social security contributions and employer contributions), and non-recurring revenues and expenses, notably impairment of goodwill, negative goodwill, capital gains or losses on disposals of consolidated companies or businesses, restructuring costs incurred under a detailed formal plan approved by the Group's management, the cost of acquiring and integrating companies acquired by the Group, including earn-outs comprising conditions of presence, and the effects of curtailments, settlements and transfers of defined benefit pension plans;
- **normalized earnings per share** are calculated by dividing normalized profit or loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the period, excluding treasury shares. Normalized net profit or loss is equal to profit for the year attributable to owners of the Company corrected for the impact of items recognized in "Other operating income and expense" (see Note 8 – Other operating income and expense), net of tax calculated using the effective tax rate;
- **net debt** (or net cash and cash equivalents) comprises (i) cash and cash equivalents, as presented in the Consolidated Statement of Cash Flows (consisting of short-term investments and cash at bank) less bank overdrafts, (ii) cash management assets (assets presented separately in the Consolidated Statement of Financial Position due to their characteristics), less (iii) short- and long-term borrowings. Account is also taken of the impact of hedging instruments when these relate to borrowings and own shares. Lease liabilities (including finance lease liabilities) are excluded from net debt from January 1, 2019;
- **organic free cash flow** calculated based on items in the Statement of Cash Flows is equal to cash flow from operations less acquisitions of property, plant, equipment and intangible assets (net of disposals) and repayments of lease liabilities and adjusted for flows relating to the net interest cost.

The impact of the health crisis on the 2020 consolidated financial statements is not isolated. The definition of the above alternative performance measures is therefore unchanged and, in accordance with past practice, the 2020 consolidated financial statements include in other operating income and expense a non-material amount of incremental and non-recurring costs related to this crisis (see Note 8 – Other operating income and expense).

Note 4 Operating segments

Group Management analyzes and measures activity performance in the geographic areas where the Group is present.

The geographic analysis enables management to monitor the performance:

- of commercial development: it focuses on trends in major contracts and clients in Group markets across all its businesses. This monitoring seeks to coordinate the service offering of the different businesses in the countries, given their considerable interaction and to measure the services rendered;
- at operational and financial level: management of treasury and support services, the operating investment and financing policies and the acquisition policy are decided and implemented by geographic area.

Accordingly, the Group presents segment reporting for the five geographic areas where it is located.

Costs relating to operations and incurred by Group holding companies on behalf of geographic areas are allocated to the relevant segments either directly or on the basis of an allocation key. Items not allocated correspond to headquarter expenses.

Inter-segment transactions are carried out on an arm's length basis.

The performance of operating segments is measured based on the operating margin*. This indicator enables the measurement and comparison of the operating performance of operating segments, irrespective of whether their business results from internal or external growth.

The operating margin* realized by the main offshore delivery centers (India and Poland) is reallocated to the geographic areas managing the contracts to enable a better understanding of the performance of these areas.

* Operating margin, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

The Group communicates segment information for five geographic areas: North America, France, United Kingdom and Ireland, the Rest of Europe, Asia-Pacific and Latin America.

2020 *(in millions of euros)*	North America	France	United Kingdom and Ireland	Rest of Europe	Asia-Pacific and Latin America	HQ expenses	Elimina-tions	Total
Revenues								
— external	4,839	3,443	1,741	4,700	1,125	-	-	15,848
— inter-geographic area	161	306	215	363	1,721	-	(2,766)	-
TOTAL REVENUES	**5,000**	**3,749**	**1,956**	**5,063**	**2,846**	**-**	**(2,766)**	**15,848**
OPERATING MARGIN (1)	**718**	**300**	**269**	**537**	**146**	**(91)**	**-**	**1,879**
% of revenues	*14.8*	*8.7*	*15.5*	*11.4*	*13.0*	-	-	*11.9*
OPERATING PROFIT	**589**	**297**	**238**	**419**	**85**	**(126)**	**-**	**1,502**

(1) Operating margin, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

2019 *(in millions of euros)*	North America	France	United Kingdom and Ireland	Rest of Europe	Asia-Pacific and Latin America	HQ expenses	Elimina-tions	Total
Revenues								
— external	4,567	3,017	1,653	3,809	1,079	-	-	14,125
— inter-geographic area	135	257	190	340	1,645	-	(2,567)	-
TOTAL REVENUES	**4,702**	**3,274**	**1,843**	**4,149**	**2,724**	**-**	**(2,567)**	**14,125**
OPERATING MARGIN (1)	**637**	**366**	**251**	**451**	**120**	**(84)**	**-**	**1,741**
% of revenues	*13.9*	*12.1*	*15.2*	*11.8*	*11.2*	-	-	*12.3*
OPERATING PROFIT	**519**	**296**	**214**	**402**	**103**	**(101)**	**-**	**1,433**

(1) Operating margin, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

Note 5 Consolidated Income Statement

Income and expenses are presented in the Consolidated Income Statement by function. Operating expenses are broken down into the cost of services rendered (corresponding to costs incurred for the execution of client projects), selling expenses, and general and administrative expenses.

These three captions represent operating expenses which are deducted from revenues to obtain the operating margin*, one of the main Group business performance indicators. Certain types of operating expense may be reclassified in previous periods in accordance with the presentation adopted in the reported fiscal year; these reclassifications are without impact on operating margin, net profit nor cash flows.

Operating profit is obtained by deducting other operating income and expenses from the operating margin.

Other operating income and expenses include amortization of intangible assets recognized in business combinations, the charge resulting from the deferred recognition of the fair value of shares granted to employees (including social security contributions and employer contributions), and non-recurring revenues and expenses, notably impairment of goodwill, negative goodwill, capital gains or losses on disposals of consolidated companies or businesses, restructuring costs incurred under a detailed formal plan approved by the Group's management, the cost of acquiring and integrating companies acquired by the Group, including earn-outs comprising conditions of presence and the effects of curtailments, settlements and transfers of defined benefit pension plans.

Profit for the year attributable to owners of the Company is then obtained by taking into account the following items:

- net finance costs, including net interest on borrowings calculated using the effective interest rate, less income from cash, cash equivalents and cash management assets;
- other financial income and expense, which primarily correspond to the impact of remeasuring financial instruments to fair value when these relate to items of a financial nature, disposal gains and losses and the impairment of investments in non-consolidated companies, net interest costs on defined benefit pension plans, exchange gains and losses on financial items, and other financial income and expense on miscellaneous financial assets and liabilities calculated using the effective interest rate, as well as the interest expense on lease liabilities;
- current and deferred income tax expense;
- share of profit of associates;
- share of non-controlling interests.

* Operating margin, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

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Note 6 Revenues

The method for recognizing revenues and costs depends on the nature of the services rendered:

Deliverable-based contracts

Deliverable-based contracts typically include fixed price projects, for example, system integration or design and development of customized IT systems and related processes. Contract terms typically range from 6 months to 2 years. Contract prices might be subject to incentives and penalties, based on achievement of specified performance targets or levels of benefits delivered to the customer.

For deliverable-based contracts, revenue is generally recognized over time, because at least one of the following conditions is met: (i) the Group's performance enhances an asset that the customer controls as the Group performs or (ii) the Group builds an asset that has no alternative use (e.g. it is customer-specific) and the Group has an enforceable right to payment for performance to date in case of termination by the customer.

The Group applies the "cost-to-cost" method to measure progress to completion. The percentage of completion is based on costs incurred to date relative to the total estimate of cost at completion of the contract. Estimates of total contract costs are revised when new elements arise. Changes in estimates of cost at completion and related percentage of completion are recorded in the Income Statement as catch-up adjustments in the period in which the elements giving rise to the revision are known.

The related costs on deliverable-based contracts are expensed as incurred.

The Group earns contractually the right to bill upon achievement of specified milestones or upon customer acceptance of work performed. The difference between cumulative billings and cumulative revenue recognized is reflected in the balance sheet as Contract assets (revenue in excess of billings) or Contract liabilities (billings in excess of revenue).

Resources-based contracts

Revenue from Resources-based contracts is recognized as the Group earns the right to bill the customer as the amount invoiced corresponds directly to the value to the customer of the performance completed to date. Each performance obligation is satisfied over time as the client continuously receives and consumes the benefits of the services. The services are priced based on the number of hours spent on the contract. The amount to be billed is representative of the value of the service delivered to the customer and therefore, applying the right-to-bill practical expedient, revenue is recognized over time based on the hours spent.

The related costs on resources-based contracts are expensed as incurred.

Services-based contracts

Services-based contracts include infrastructure management, application management and Business Services activities. Contract terms typically range from 3 to 5 years. Fees are billable on a monthly basis, based on a fixed-price per work unit consumed, or based on monthly fixed fees subject to adjustment mechanisms for volume changes or scope changes. Contracts generally provide for service-level penalties.

Recurring services are generally considered to be one single performance obligation, comprised of a series of distinct daily units of service satisfied over time. Contract modifications are recorded on a prospective basis. Revenue on services-based contracts is recognized as rights to bill arise, except in specific cases where invoicing terms do not reflect the value to the customer of services rendered to date relative to the value of the remaining services (for example, in case of significant front-loaded or backloaded fees or discounts). Service-level penalties or bonuses, if any, are accrued in full in the period when the performance targets are failed or achieved, as appropriate.

Upfront fees received from customers, if any, are deferred and recognized over the service period, even if non-refundable. Upfront amounts payable to customers, if in excess of the fair value of assets transferred from the customer, are capitalized (presented in Contract assets) and amortized over the contractual period, as a deduction to revenue.

Resale activities

As part of its operational activities, the Group may resell hardware equipment, software licenses, maintenance and services purchased from third-party suppliers. When the asset or service is distinct from the other services provided by the Group, the Group needs to assess whether it is acting as an agent or a principal in the purchase and resale transaction. The Group acts as a "principal" when it obtains control of the hardware, software or services before transferring them to the customer. In such case, the transaction is presented on a gross basis in the Income Statement (amounts charged by suppliers are presented in operating expenses). If the Group acts as an "agent", the transaction is recorded on a net basis (amounts charged by suppliers are recorded as a deduction to revenue). For example, transactions are recorded on a net basis when the Group does not have the primary responsibility for the fulfillment of the contract and does not bear inventory and customer acceptance risk.

Royalties

Under product engineering partnership agreements granting the Group licenses over IBM software, Capgemini receives royalties from IBM for the use of these licenses. These royalties are calculated using contractually-defined rates, applied to sales by IBM to its end customers.

Multi-deliverable contracts

These contracts are long-term complex contracts with multiple phases which may include design, transition, transformation, build and service delivery (run).

The Group may be required to perform initial transition or transformation activities under certain recurring service contacts. Initial set-up activities, mainly transition phases, necessary to enable the ongoing services, are not considered to be performance obligations. Any amount received in connection with those activities are deferred and recognized in revenue over the contractual service period. The other activities performed during the initial phase like design, transformation and build are treated as a separate performance obligation if they transfer to the customer the control of an asset or if the customer can benefit from those initial activities independently from the ongoing service. In such cases, the corresponding revenues are generally recognized over time.

When multiple Performance Obligations are identified within a single contract, the Group allocates the total contract price to the Performance Obligations based on their relative Standalone Selling Price ("SSP"). In the absence of directly observable prices for similar services sold separately to similar customers, SSPs are estimated based on expected costs plus a margin rate commensurate with the nature and risk of the service.

Variable remuneration

Estimates of incentives, penalties, and any other variable revenues are included in the transaction price, but only to the extent that it is highly probable that the subsequent resolution of the price contingency will not result in a significant reversal of the cumulative revenue previously recognized. To make such an estimate, the Group considers the specific facts and circumstances of the contract and its experience with similar contracts. Changes in estimates of variable consideration are recorded as cumulative catch-up adjustments to revenue.

Costs to obtain and fulfill contracts

Sales commissions incurred to obtain multi-year service contracts are capitalized and amortized over the contract period. Commissions are not capitalized if the amortization period is one year or less.

Costs incurred prior to the signature of an enforceable contract are capitalized only if they are directly attributable to the design or set-up phase of a specifically identified contract, if the signature of the contract is probable, and if the costs are expected to be recoverable from the contract.

Costs incurred to fulfill the contracts are expensed as incurred with the exception of certain initial set-up costs, such as transition and transformation costs that do not represent a separate performance obligation, which are capitalized if they create a resource that the Group will use to perform the promised service.

Reimbursements received from customers are recognized as revenue, as costs are incurred.

A provision for onerous contracts is recorded if all the costs necessary to fulfill the contract exceed the related benefits.

Presentation in the Consolidated Statement of Financial Position

Contract assets are presented separately from trade receivables. Contract assets reflect revenue recognized for which the corresponding rights to receive consideration are contingent upon something other than the passage of time, such as the Group's future performance, achievement of billing milestones, or customer acceptance. When customer contract assets are no longer contingent, except for the passage of time, they convert into trade receivables. The majority of contract assets relate to deliverable-based contracts (see above).

Contract liabilities represent consideration received or receivable in advance of performance. Contract assets and liabilities are presented on a net basis for each individual contract.

Financing components

If the expected time lag between revenue recognition and client payments is greater than 12 months, the Group assesses if a financing facility has been accorded or received by the client, and if the impact is significant, the financial component is recorded separately from revenues.

5.

In 2020, revenues grew 12.2% year-on-year at current Group scope and exchange rates. Revenues grew 13.7% at constant exchange rates [(1)], but reported negative organic growth [(1)] of -3.2%.

(in millions of euros)	2019	Change reported	Change at constant exchange rates [(1)]	2020
North America	4,567	5.9%	7.9%	4,839
France	3,017	14.1%	14.2%	3,443
United Kingdom and Ireland	1,653	5.3%	6.7%	1,741
Rest of Europe	3,809	23.4%	23.7%	4,700
Asia-Pacific and Latin America	1,079	4.2%	12.2%	1,125
TOTAL	**14,125**	**12.2%**	**13.7%**	**15,848**

(1) Organic growth and growth at constant exchange rates, alternative performance measures monitored by the Group, are defined in Note 3 – Alternative performance measures.

The firm bookings taken in 2020 were €16,892 million.

Note 7 Operating expenses by nature

(in millions of euros)	2019 Amount	2019 % of revenues	2020 Amount	2020 % of revenues
Personnel expenses	8,918	63.1%	10,478	66.1%
Travel expenses	534	3.8%	221	1.4%
	9,452	**66.9%**	**10,699**	**67.5%**
Purchases and sub-contracting expenses	2,214	15.7%	2,437	15.4%
Rent and local taxes	176	1.3%	185	1.1%
Charges to depreciation, amortization and provisions and proceeds from asset disposals	542	3.8%	648	4.1%
OPERATING EXPENSES	**12,384**	**87.7%**	**13,969**	**88.1%**

Breakdown of personnel expenses

(in millions of euros)	Note	2019	2020
Wages and salaries		7,290	8,473
Payroll taxes		1,554	1,914
Pension costs related to defined benefit pension plans and other post-employment benefit expenses	25	74	91
PERSONNEL EXPENSES		**8,918**	**10,478**

Note 8 Other operating income and expense

(in millions of euros)	2019	2020
Amortization of intangible assets recognized in business combinations	(73)	(113)
Expenses relating to share grants	(105)	(105)
Restructuring costs	(82)	(147)
Integration costs for companies acquired	(31)	(71)
Acquisition costs	(19)	(38)
Other operating expenses	(12)	(45)
Total operating expenses	**(322)**	**(519)**
Other operating income	14	142
Total operating income	**14**	**142**
OTHER OPERATING INCOME AND EXPENSE	**(308)**	**(377)**

Amortization of intangible assets recognized in business combinations

The increase in amortization of intangible assets recognized in business combinations in fiscal year 2020 is mainly due to the amortization of intangible assets recognized in the context of the Altran acquisition (see Note 2- Consolidation principles and Group structure). These intangible assets were measured by an independent expert.

Restructuring costs

Fiscal year 2020 restructuring costs primarily concern workforce reduction measures.

Integration costs for companies acquired

Integration costs for companies acquired total €71 million, including €55 million in respect of the integration of Altran in 2020.

Acquisition costs

Acquisition costs mainly include the costs relating to the Altran Technologies group acquisition project (see Note 2 – Consolidation principles and Group structure) of €35 million.

Other operating income

Other operating income mainly includes €120 million for capital gain net of disposal costs on the sale of the Odigo business at the end of 2020 (see Note 2 – Consolidation principles and Group structure).

Other operating expenses

In this unprecedented and evolving context of the global Covid-19 pandemic, Capgemini's priority is the Health and Safety of its employees while ensuring the continuity of services to its clients.

The Group therefore implemented prevention and protection measures even before lockdown was announced and is constantly monitoring compliance with the decisions and recommendations of local public authorities.

These protection, Health and Safety and business continuity measures generated non-recurring incremental costs of €28 million in 2020.

Note 9 Net financial expense

(in millions of euros)	Note	2019	2020
Income from cash, cash equivalents and cash management assets		62	48
Net interest on borrowings		(57)	(118)
Net finance costs at the nominal interest rate		**5**	**(70)**
Impact of amortized cost on borrowings		(8)	(12)
Net finance costs at the effective interest rate		**(3)**	**(82)**
Net interest cost on defined benefit pension plans	25	(27)	(23)
Interest on lease liabilities		(22)	(25)
Exchange (losses) gains on financial transactions		(31)	(6)
Gains (losses) on derivative instruments		14	3
Other		(10)	(14)
Other financial income and expense		**(76)**	**(65)**
NET FINANCIAL EXPENSE		**(79)**	**(147)**

Net interest on borrowings (€118 million) and the impact of amortized cost on borrowings (€12 million) total €130 million and mainly comprise:

- coupons on the 2015 bond issues of €30 million, plus an amortized cost accounting impact of €1 million,
- coupons on the 2016 bond issue of €2 million, plus an amortized cost accounting impact of €1 million,
- coupons on the 2018 bond issues of €15 million, plus an amortized cost accounting impact of €5 million,
- coupons on the 2020 bond issues of €56 million, plus an amortized cost accounting impact of €5 million,
- interest on the bridge loan covering the purchase of Altran Technologies shares of €4 million,
- interest on the Altran Term Loans of €11 million.

Exchange losses on financial transactions primarily concern inter-company loans denominated in foreign currencies and their related hedging arrangements.

Note 10 Income tax expense

The income tax expense is the sum of the current tax expense and the deferred tax expense. It is recognized in the Income Statement, except where it relates to a business combination or items recognized in equity or in income and expense recognized in equity.

Current income taxes

The current income tax expense is the estimated amount of tax payable (or receivable) in respect of the taxable profit (or loss) for a period and any adjustment to the current tax amount in respect of prior periods. The tax payable (or receivable) is calculated using tax rates that have been enacted or substantively enacted at the reporting date.

Deferred taxes

Deferred taxes are recorded to take account of temporary differences between the carrying amounts of certain assets and liabilities and their tax basis. See Note 17 – Deferred tax.

Current and deferred income taxes

The income tax expense for fiscal year 2020 breaks down as follows:

(in millions of euros)	Note	2019	2020
Current income taxes		(322)	(316)
Deferred taxes	17	(180)	(84)
INCOME TAX (EXPENSE) INCOME		**(502)**	**(400)**

Effective tax rate

The difference between the French standard rate of income tax and the effective Group tax rate can be analyzed as follows:

	2019		2020	
(in millions of euros)	Amount	%	Amount	%
Profit before tax	**1,354**		**1,355**	
Standard tax rate in France *(%)*	**34.43**		**32.02**	
Tax expense at the standard rate	**(466)**	**34.43**	**(434)**	**32.02**
Difference in tax rates between countries	66	(4.8)	39	(2.9)
Impact of:				
Deferred tax assets not recognized on temporary differences and tax loss carry-forwards arising in the period	(19)	1.4	(81)	6.0
Net recognition of deferred tax assets on temporary differences and tax loss carry-forwards arising prior to January 1	5	(0.4)	(7)	0.5
Utilization of previously unrecognized tax loss carry-forwards	2	(0.1)	2	(0.1)
Prior year adjustments	(3)	0.2	7	(0.5)
Taxes not based on taxable profit	(29)	2.1	(39)	2.9
Permanent differences and other items	2	(0.2)	105	(7.8)
Income tax expense and effective tax rate before the tax expense/profit due to the transitional impact of the 2017 US tax reform	**(442)**	**32.6**	**(408)**	**30.1**
Tax expense/profit due to the transitional impact of the 2017 US tax reform	(60)	4.5	8	(0.6)
Income tax expense and effective tax rate after the tax expense/profit due to the transitional impact of the 2017 US tax reform	**(502)**	**37.1**	**(400)**	**29.5**

The 2020 income tax charge is €400 million linked to a profit before tax of €1,355 million, the effective tax rate (ETR) is 29.5% compared to 37.1% in 2019. The decrease is mainly due to:

- the transitional impact of the 2017 US tax reform which represented a charge of €60 million in 2019 compared to a profit of €8 million in 2020, a decrease of 5.1 basis points of ETR;
- the impact of permanent differences – especially the untaxed capital gain net of disposal costs on the sale of Odigo- partially offset by the non-recognition of a deferred tax asset on tax losses carried forward of the fiscal year due to uncertainties relating to the global health crisis, a net decrease of 3 basis points of ETR.

In 2020, "Taxes not based on taxable profit" primarily consist of:

- in France: the Corporate Value-Added Contribution (*Cotisation sur la Valeur Ajoutée des Entreprises*, CVAE);
- in the United States, certain State taxes;
- in Italy, the regional tax on productive activities (IRAP).

The tax profit of €8 million in 2020 due to the transitional impact of the 2017 US tax reform, comprises:

- the Base Erosion and Anti-abuse Tax (BEAT): this alternative tax is applicable from 2018. The tax rate is 10% from 2019. The tax base is distinct from the corporate income tax base and includes certain payments to non-US Group entities, normally deductible for tax purposes. The resulting tax amount is compared with the standard income tax expense calculated at the standard rate after allocating tax loss carry-forwards, and the higher of the two amounts is payable;
- the tax on Global Intangible Low-Taxed Income (GILTI): inclusion in the taxable profits of US companies earnings of the taxable profits of foreign subsidiaries in excess of 10% of the fiscal value of the tangible assets of those subsidiaries. The applicable tax rate is around 26%. Except where available tax losses carried forward are offset in full, a 50% deduction is applied to the tax base and foreign tax credits deduction is possible. The publication of the final administrative comments in 2020 enabled the group to eliminate most of the GILTI tax expense relating to the years 2018, 2019 and 2020, resulting into a positive effect in 2020.

The effective income tax rate used to calculate normalized earnings per share (see Note 11 – Earning per share) at December 31, 2020 is 30.1%, compared with 32.6% at December 31, 2019.

Effective tax rate before the capital gain net of disposal costs on the sale of Odigo business and the tax expense/profit due to the transitional impact of the 2017 US tax reform

Excluding the capital gain net of disposal costs on the sale of Odigo business and the tax income relating to the transitional impact of the 2017 US tax reform of €8 million, the profit before tax and the income tax expense would be respectively €1,235 million and €408 million and the effective tax would be 33.0%.

	2019	2020
(in millions of euros)	Amount	Amount
Profit before tax	**1,354**	**1,355**
Capital gain net of disposal costs on the sale of the Odigo business	-	120
Profit before tax and the capital gain net of disposal costs on the sale of the Odigo business	**1,354**	**1,235**
Group tax expense	(502)	(400)
Tax expense/profit due to the transitional impact of the 2017 US tax reform	(60)	8
Group tax expense before the tax expense/profit due to the transitional impact of the 2017 US tax reform	**(442)**	**(408)**
Effective tax rate before the capital gain net of disposal costs on the sale of Odigo business and the tax expense/profit due to the transitional impact of the 2017 US tax reform	**32.6%**	**33.0%**

Note 11 Earnings per share

Earnings per share, diluted earnings per share and normalized earnings per share are measured as follows:

— **basic earnings per share** are calculated by dividing profit or loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the period, excluding treasury shares. The weighted average number of ordinary shares outstanding is calculated based on the number of ordinary shares outstanding at the beginning of the period, after deduction of treasury shares, adjusted on a time apportioned basis for shares bought back or issued during the period;

— **diluted earnings per share** are calculated by dividing profit or loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year as used to calculate basic earnings per share, both items being adjusted on a time-apportioned basis for the effects of all potentially dilutive financial instruments corresponding to (i) bonds redeemable in cash and/or in new and/or existing shares, (ii) performance shares and (iii) free share grants;

— **normalized earnings per share** are calculated by dividing normalized profit or loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding, excluding treasury shares. Normalized net profit or loss is equal to profit for the year attributable to owners of the Company corrected for the impact of items recognized in "Other operating income and expense" (see Note 8 – Other operating income and expense and Note 10 – Income tax expense), net of tax calculated using the effective tax rate.

Basic earnings per share

	2019	2020
Profit for the year attributable to owners of the Company *(in millions of euros)*	856	957
Weighted average number of ordinary shares outstanding	166,171,198	167,620,101
BASIC EARNINGS PER SHARE *(in euros)*	**5.15**	**5.71**

Diluted earnings per share

Diluted earnings per share are calculated by assuming conversion into ordinary shares of all dilutive instruments outstanding during the year.

In 2020, instruments considered dilutive for the purpose of calculating diluted earnings per share include:

— shares delivered in March 2020 to non-French employees under the performance share plan approved by the Board of Directors on February 17, 2016 representing a weighted average of 27,675 shares;

— shares delivered in August 2020 to the non-French employees, under the performance share plan approved by the Board of Directors on July 26, 2016, representing a weighted average of 499,654 shares;

— shares delivered in August 2020 to non-French employees under the performance share plan approved by the Board of Directors on July 26, 2017, representing a weighted average of 26,022 shares;

— shares delivered in October 2020 to French employees and shares to be delivered in October 2021 to the non-French employees, under the performance share plan approved by the Board of Directors on October 5, 2017, representing a weighted average of 1,124,952 shares;

— shares available for grant under the performance share plan approved by the Board of Directors on October 3, 2018, representing a weighted average of 1,299,307 shares and whose related performance conditions will be definitely assessed in October 2021;

— shares available for grant under the performance share plan approved by the Board of Directors on October 2, 2019, representing a weighted average of 1,486,162 shares and whose related performance conditions will be definitely assessed in October 2022;

— shares available for grant under the performance share plan approved by the Board of Directors on October 7, 2020, representing a weighted average of 472,073 shares and whose related performance conditions will be definitely assessed in October 2023.

(in millions of euros)	2019	2020
Profit for the year attributable to owners of the Company	**856**	**957**
Diluted profit for the year attributable to owners of the Company	**856**	**957**
Weighted average number of ordinary shares outstanding	166,171,198	167,620,101
Adjusted for: Performance shares and free shares available for exercise	4,876,564	4,935,845
Weighted average number of ordinary shares outstanding (diluted)	**171,047,762**	**172,555,946**
DILUTED EARNINGS PER SHARE *(in euros)*	**5.00**	**5.55**

Normalized earnings per share

(in millions of euros)	2019	2020
Profit for the period, Group share	**856**	**957**
Other operating income and expenses, net of tax calculated at the effective tax rate [1]	207	263
Normalized profit for the year attributable to owners of the Company	**1,063**	**1,220**
Weighted average number of ordinary shares outstanding	166,171,198	167,620,101
NORMALIZED EARNINGS PER SHARE *(in euros)*	**6.40**	**7.28**

(1) See Note 10 – Income tax expense.

In fiscal year 2020, the Group recognized an income tax profit of €8 million in respect of the transitional impact of the 2017 US tax reform, reducing normalized earnings per share by €0.05. Excluding this tax profit, 2020 normalized earnings per share would have been €7.23:

(in millions of euros)	2019	2020
NORMALIZED EARNINGS PER SHARE *(in euros)*	**6.40**	**7.28**
Tax expense/profit due to the transitional impact of the 2017 US tax reform	60	(8)
Weighted average number of ordinary shares outstanding	166,171,198	167,620,101
Impact of the tax expense/profit due to the transitional impact of the 2017 US tax reform	0.36	(0.05)
Normalized earnings per share – excl. the tax expense/profit due to the transitional impact of the 2017 US tax reform *(in euros)*	**6.76**	**7.23**

Note 12 Equity

Incentive instruments and employee share ownership

a) Instruments granted to employees

Shares subject to performance and presence conditions

Performance shares are granted to a certain number of Group employees, subject to performance (internal and external) and presence conditions. Share grants become definitive after a vesting period of at least three years since July 2016 or four years, depending on the tax residence of the beneficiary.

The shares are measured at fair value, corresponding to the value of the benefit granted to the employee at the grant date.

The fair value of shares subject to external performance conditions is calculated using the "Monte Carlo" model, which incorporates assumptions concerning the share price at the grant date, implicit share price volatility, the risk-free interest rate, the expected dividend yield and market performance conditions.

The fair value of shares subject to internal performance and/or presence conditions is calculated using a model in compliance with IFRS 2, which incorporates assumptions concerning the share price at the grant date, share transfer restrictions, the risk-free interest rate and the expected dividend yield.

The expense recognized also takes into account staff attrition rates for eligible employee categories, which are reviewed each year and internal performance conditions (non-market conditions).

This amount is recognized in "Other operating income and expense" in the Income Statement on a straight-line basis over the vesting period, with a corresponding adjustment to equity.

b) Instruments proposed to employees

Employee savings plan

Leveraged employee share ownership plans offering the possibility to subscribe for shares at a discounted preferential rate have been set up by the Group. When determining the IFRS 2 expense measuring the benefit granted to employees, the Group adjusts the amount of the discount granted to employees on the subscription price based on the following two items:

- the cost of the non-transferability of shares granted to employees during a period of five years. This cost is measured taking account of the five-year lock-in period. It corresponds to the cost of a two-stage strategy under which the market participant enters into a forward sale effective at the end of the five-year lock-in period and simultaneously borrows the amount necessary to buy a share available for immediate transfer. This borrowing is financed with the proceeds from the forward sale of the share and the dividends received during the lock-in period. This cost is calculated based on the following assumptions:
  - the subscription price is set by the Chief Executive Officer pursuant to the powers delegated by the Board of Directors. This subscription price is equal to the average Capgemini SE share price, weighted for volumes, during the twenty trading days preceding the decision of the Chief Executive Officer, to which a discount is applied,
  - the grant date is the date at which employees are fully informed of the specific characteristics and terms and conditions of the offer and particularly the subscription price,
  - the loan rate granted to employees and used to determine the cost of the non-transferability of shares is the rate at which a bank would grant a consumer loan repayable on maturity without allocation to a private individual with an average risk profile, for a term corresponding to the term of the plan;
- the opportunity gain reflecting the possibility granted to employees to benefit from market terms and conditions identical to those of the Group.

In certain countries where the set-up of a leveraged plan through an Employee Savings Mutual Fund (*fonds commun de placement entreprise*) or directly in the name of the employee is not possible, the employee share ownership plan (ESOP) includes a Stock Appreciation Rights (SAR) mechanism. The benefit offered by the Group corresponds to the amount of the discount on the share subscription price.

Treasury shares

Capgemini SE shares held by the Company or by any consolidated companies are shown as a deduction from equity, at cost. Any proceeds from sales of treasury shares are taken directly to equity, net of the tax effect, such that the gain or loss on the sale, net of tax, does not impact the Income Statement for the period.

Derivative instruments on own shares

When derivative instruments on own shares satisfy IAS 32 classification criteria for recognition in equity, they are initially recognized in equity in the amount of the consideration received or paid. Subsequent changes in fair value are not recognized in the financial statements, other than the related tax effect.

Where these instruments do not satisfy the aforementioned criteria, the derivative instruments on own shares are recognized in assets or liabilities at fair value. Changes in fair value are recognized in profit or loss. The fair value remeasurement of these instruments at the year-end is recognized based on external valuations.

Incentive instruments and employee share ownership

A) Share subscription plans

The Group no longer grants stock options since the plan authorized in 2005. The last grant under this plan was performed in June 2008.

B) Performance share plans

The Combined Shareholders' Meetings of May 6, 2015, May 18, 2016, May 10, 2017, May 23, 2018, May 23, 2019 and then May 20, 2020 authorized the Board of Directors to grant shares to a certain number of Group employees, on one or several occasions and within a maximum period of 18 months, subject to performance and/or presence conditions. On February 17, 2016, July 26, 2016, July 26, 2017, October 5, 2017, October 3, 2018, October 2, 2019 and October 7, 2020, the Board of Directors approved the terms and conditions and the list of beneficiaries of these seven plans.

The main features of these plans are set out in the table below:

	February 2016 Plan	July 2016 Plan
Maximum number of shares that may be granted	1,721,815 shares	1,721,815 shares
% of share capital at the date of the Board of Directors' decision	1%	1%
Total number of shares granted	180,500 (5)	1,663,500 (1)
Date of Board of Directors' decision	February 17, 2016	July 26, 2016
Performance assessment dates	Presence condition only	Three years for the two performance conditions
Vesting period	2 years as from the grant date (France) or 4 years as from the grant date (other countries)	3 years and 1 week as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	2 years	2 years
Main market conditions at the grant date		
Volatility	*n/a*	*26.35%*
Risk-free interest rate	*0.15% -0.03%*	*0.2% -0.17%*
Expected dividend rate	*1.60%*	*1.60%*
Other conditions		
Performance conditions	*n/a*	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*	*Yes*
Pricing model used to calculate the fair value of shares	n/a	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*		
Free shares (per share and in euros)	*55.45 -57.59*	*n/a*
Performance shares (per share and in euros)	*n/a*	*54.02 -77.1*
Of which corporate officers	-	*52.68*
Number of shares at December 31, 2019		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	107,450	863,775
Of which corporate officers	-	*42,000 (1)*
Change during the period		
Number of shares subject to performance and/or presence conditions granted during the year	-	-
Of which corporate officers	-	-
Number of shares forfeited or canceled during the year	3,250	50,580
Number of shares vested during the year	104,200	813,195 (2)
Number of shares at December 31, 2020		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	-	-
Weighted average number of shares	27,675	499,654
Share price at the grant date *(in euros)*	71.61	83.78

	July 2017 Plan	October 2017 Plan
Maximum number of shares that may be granted	1,691,496 shares	1,691,496 shares
% of share capital at the date of the Board of Directors' decision	1%	1%
Total number of shares granted	63,597 (8)	1,522,500 (10)
Date of Board of Directors' decision	July 26, 2017	October 5, 2017
Performance assessment dates	Presence condition only	Three years for the two performance conditions
Vesting period	3 years and 1 week as from the grant date (other countries)	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	n/a	2 years
Main market conditions at the grant date		
Volatility	*n/a*	*25.65%*
Risk-free interest rate	*-0.25%/-0.04%*	*-0.17%/+0.90%*
Expected dividend rate	*1.60%*	*1.60%*
Other conditions		
Performance conditions	*n/a*	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*	*Yes*
Pricing model used to calculate the fair value of shares	n/a	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*		
Free shares (per share and in euros)	*89.05*	*86.98 -93.25*
Performance shares (per share and in euros)	*n/a*	*62.02 -93.25*
Of which corporate officers	-	*66.38*
Number of shares at December 31, 2019		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	46,646	1,373,250
Of which corporate officers	-	*35,000 (1)*
Change during the period		
Number of shares subject to performance and/or presence conditions granted during the year	-	-
Of which corporate officers	-	-
Number of shares forfeited or canceled during the year	14,262	335,470
Number of shares vested during the year	32,384	322,350 (3)
Number of shares at December 31, 2020		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	-	715,430 (4)
Weighted average number of shares	26,022	1,124,952
Share price at the grant date *(in euros)*	94.20	100.25

5.

	October 2018 Plan
Maximum number of shares that may be granted	1,688,170 shares
% of share capital at the date of the Board of Directors' decision	1%
Total number of shares granted	1,384,530 (11)
Date of Board of Directors' decision	October 3, 2018
Performance assessment dates	Three years for the two performance conditions
Vesting period	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	2 years
Main market conditions at the grant date	
Volatility	*23.29%*
Risk-free interest rate	*-0.109%/0.2429%*
Expected dividend rate	*1.60%*
Other conditions	
Performance conditions	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*
Pricing model used to calculate the fair value of shares	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*	
Free shares (per share and in euros)	*96.86 – 104.92*
Performance shares (per share and in euros)	*63.95 – 104.92*
Of which corporate officers	*80.32*
Number of shares at December 31, 2019	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,340,720
Of which corporate officers	*61,000 (1)*
Change during the period	
Number of shares subject to performance and/or presence conditions granted during the year	-
Of which corporate officers	-
Number of shares forfeited or canceled during the year	82,825
Number of shares vested during the year	-
Number of shares at December 31, 2020	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,257,895 (12)
Weighted average number of shares	1,299,307
Share price at the grant date *(in euros)*	112.35

	October 2019 Plan
Maximum number of shares that may be granted	1,672,937 shares
% of share capital at the date of the Board of Directors' decision	1%
Total number of shares granted	1,523,015 (6)
Date of Board of Directors' decision	October 2, 2019
Performance assessment dates	Three years for the two performance conditions
Vesting period	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	2 years
Main market conditions at the grant date	
Volatility	*23.14%*
Risk-free interest rate	*-0.478%/-0.458%*
Expected dividend rate	*1.60%*
Other conditions	
Performance conditions	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*
Pricing model used to calculate the fair value of shares	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*	
Free shares (per share and in euros)	*99.57*
Performance shares (per share and in euros)	*52.81 – 99.57*
Of which corporate officers	*74.12*
Number of shares at December 31, 2019	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,515,162
Of which corporate officers	*63,500 (1)*
Change during the period	
Number of shares subject to performance and/or presence conditions granted during the year	
Of which corporate officers	
Number of shares forfeited or canceled during the year	58,000
Number of shares vested during the year	-
Number of shares at December 31, 2020	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,457,162 (9)
Weighted average number of shares	1,486,162
Share price at the grant date *(in euros)*	107.35

	October 2020 Plan
Maximum number of shares that may be granted	2,033,396 shares
% of share capital at the date of the Board of Directors' decision	1.2%
Total number of shares granted	1,900,000 (7)
Date of Board of Directors' decision	October 7, 2020
Performance assessment dates	Three years for the two performance conditions
Vesting period	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	1 year
Main market conditions at the grant date	
Volatility	*29.61%*
Risk-free interest rate	*-0.499%/-0.4615%*
Expected dividend rate	*1.60%*
Other conditions	
Performance conditions	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*
Pricing model used to calculate the fair value of shares	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*	
Free shares (per share and in euros)	*97.54 – 99.4*
Performance shares (per share and in euros)	*61.29 – 99.4*
Of which corporate officers	*79.2*
Number of shares at December 31, 2019	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	-
Of which corporate officers	-
Change during the period	
Number of shares subject to performance and/or presence conditions granted during the year	1,900,000
Of which corporate officers	*25,000 (1)*
Number of shares forfeited or canceled during the year	11,710
Number of shares vested during the year	-
Number of shares at December 31, 2020	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,888,290 (13)
Weighted average number of shares	472,073
Share price at the grant date *(in euros)*	107.55

(1) Grant subject to performance conditions only.
(2) In respect of the "foreign" plan only: these amounts include a 20% discount on the external performance condition.
(3) In respect of the French plan only: these amounts include a 40% discount on the external performance condition.
(4) In respect of the "foreign" plan only.
(5) Grant subject to presence conditions only for beneficiaries employed by IGATE, acquired on July 1, 2015.
(6) Grant subject to performance conditions only, except for 8,852 shares subject to presence conditions only.
(7) Grant subject to performance conditions only, except for 39,800 shares subject to presence conditions only.
(8) Grant subject to presence conditions only for beneficiaries employed by Idean, acquired in February 2017.
(9) Of which 427,350 shares in respect of the French plan and 1,029,812 shares in respect of the foreign plan.
(10) Grant subject to performance conditions only, except for 19,150 shares subject to presence conditions only.
(11) Grant subject to performance conditions only, except for 124,955 shares subject to presence conditions only.
(12) Of which 379,700 shares in respect of the French plan and 878,195 shares in respect of the foreign plan.
(13) Of which 556,750 shares in respect of the French plan and 1,331,540 shares in respect of the foreign plan.

a) Shares vested in 2020 under the 2016 and 2017 plans

Satisfaction of the presence condition at the end of February 2020 led to the vesting of 104,200 shares on March 1, 2020 under the February 2016 plan. This plan was granted as part of the IGATE acquisition and was only subject to presence conditions. A total of 111,200 shares have been vested under the February 2016 plan, representing 61.6% of shares initially granted.

The assessment of performance conditions under the July 2016 plan concluded that the internal performance condition was 100% attained and the external performance condition was 80% attained, given the performance of the Capgemini SE share, which, while above that of the comparison basket, was below the 110% threshold enabling the maximum allocation. Satisfaction of the presence condition at the end of July 2020 led to the vesting of 813,195 shares on August 1, 2020 to non-French beneficiaries. A total of 1,178,005 shares have been vested under the July 2016 plan, representing 70.8% of shares initially granted.

Satisfaction of the presence condition at the end of July 2020 led to the vesting of 32,384 shares on August 1, 2020 under the July 2017 plan, representing 50.9% of shares initially granted. This plan was granted as part of the IGATE acquisition and was only subject to presence conditions.

The assessment of performance conditions under the October 2017 plan concluded that the internal performance condition was 100% attained and the external performance condition was 60% attained, given the performance of the Capgemini SE share, which, while above that of the comparison basket, was below the 110% threshold enabling the maximum allocation. Satisfaction of the presence condition at the end of September 2020 led to the vesting of 322,350 shares in October 2020 to French beneficiaries.

b) Performance conditions of the plans

In accordance with the AMF recommendation of December 8, 2009 regarding the inclusion of an internal and external performance condition when granting performance shares, the Board of Directors decided as from the 2010 plan to add an internal condition to the external condition initially planned.

The following internal and external performance conditions apply:

Under the 2012 to 2017 plans, the external performance condition accounts for 50% of the grant calculation as does the internal performance condition.

External performance condition

The terms of the external performance condition were tightened for the 2016 to 2018 plans, compared with the preceding plans under which shares began to vest from a Capgemini SE share performance of at least 90% of the basket.

Accordingly, since 2016, under these plans:

- no shares are granted if the performance of the Capgemini SE share during the period in question is less than the performance of the basket of securities over the same period;
- the number of shares ultimately granted:
  - is equal to 50% of the number of shares initially allocated if the performance of the Capgemini SE share is at least equal to 100% of the basket,
  - is equal to 100% of the number of shares initially allocated if the relative performance of the Capgemini SE share is higher than or equal to 110% of the basket,
  - varies on a straight-line basis between 50% and 100% of the initial allocation, based on a pre-defined schedule, where the performance of the Capgemini SE share is between 100% and 110% of the basket.

Moreover, in 2019, an outperformance condition was added applicable to all beneficiaries except corporate officers, such that if the relative performance of the share reaches or exceeds 120% of the basket, the allocation may amount to 110% of the external performance portion (but the final grant may not exceed 100% of the initial grant).

The composition of the benchmark basket changed as follows:

- 2014, 2015 and 2016 plans: Accenture/CSC/Atos/Tieto/CAC 40 index/CGI Group/Infosys/Sopra/Cognizant. Listing of the CSC security was ceased on April 1, 2017 and it was therefore replaced in the basket by the Euro Stoxx 600 Technology index from this date for the 2015 and 2016 plans,
- for the 2017, 2018, 2019 and 2020 plans, the basket comprises the following companies: Accenture/Indra/Atos/Tieto/CGI Group/Infosys/Sopra Steria/Cognizant and two indices, the CAC 40 index and the Euro Stoxx 600 Technology index.

The fair value of shares subject to external performance conditions is adjusted for a discount calculated in accordance with the Monte Carlo model, together with a discount for non-transferability for the shares granted in France.

Internal performance condition

The internal performance condition is based on the generation of organic free cash flow [1] (OFCF) over a three period encompassing fiscal years 2016 to 2018 for the 2016 plan, fiscal years 2017 to 2019 for the 2017 plan, fiscal years 2018 to 2020 for the 2018 plan, fiscal years 2019 to 2021 for the 2019 plan and fiscal years 2020 to 2022 for the 2020 plan. Accordingly:

- no shares will be granted in respect of the internal performance condition if the cumulative increase in organic free cash flow over the reference period is less than €2,400 million for the 2016 plan, €2,900 million for the 2017 plan, €3,000 million for the 2018 plan, €3,100 million for the 2019 plan and €3,400 million for the 2020 plan;
- 100% of the initial internal allocation will be granted if organic free cash flow is equal to or exceeds €2,700 million for the 2016 plan, €3,200 million for the 2017 plan, €3,250 million for the 2018 plan, €3,400 million for the 2019 plan and €3,700 million for the 2020 plan. The trigger threshold for application of the 110% outperformance bonus is €3,700 million for the 2019 plan and €3,900 million for the 2020 plan (but the final grant may not exceed 100% of the initial grant for these two plans).

The fair value of shares subject to internal performance conditions is calculated assuming 100% realization and will be adjusted where necessary in line with effective realization of this condition. A discount for non-transferability is also applied for the shares granted to French beneficiaries.

(1) Organic free cash flow, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures and Note 23 – Cash flows.

Inclusion of a new CSR performance condition since 2018

The Board of Directors' meeting of March 13, 2018 wished to align the performance conditions with the Group's strategic priorities by proposing the inclusion of a performance condition based on diversity and sustainable development objectives reflecting the Group's corporate, social and environmental responsibility strategy. This provision was retained in 2020 and in view of the inclusion of an outperformance condition, the following table summarizes the applicable performance conditions, under the 2020 plan, for each of the three conditions:

Summary of performance conditions applicable to beneficiaries of the 2020 plan

Performance condition	Weighting applied for managers [1]	Weighting applied for other beneficiaries	Percentage of the grant determined by each performance condition
Market condition: Performance of the Capgemini share over a three-year period	35%	15%	— 0% if Capgemini share performance < 100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110% — 110% if the average performance of the share is at least equal to 120% of the average performance of the basket (for beneficiaries other than Executive Corporate Officers)
Financial condition: organic free cash flow for the three-year cumulative period from January 1, 2020 to December 31, 2022	50%	70%	— 0% if < €3,400 million — 30% if equal to €3,400 million (Executive Corporate Officers) — 50% if equal to €3,400 million for other beneficiaries — 100% if equal to €3,700 million — 110% if at least equal to €3,900 million (for beneficiaries other than Executive Corporate Officers)
CSR condition comprising two objectives:			
Diversity: increase in the number of women in the Vice-President inflow population over a three-year period (2020-2022)	7.5%	7.5%	— 0% if the % of women in the Vice-President inflow population through recruitment or internal promotion is < 26.5% — 30% if equal to 26.5% — 100% if equal to 29% — 110% if at least equal to 30% (for beneficiaries other than Executive Corporate Officers)
Reduction in the carbon footprint at end-2022 compared with 2019	7.5%	7.5%	— 0% if the reduction in greenhouse gas emissions/person is < 10% — 30% if equal to 10% — 100% if equal to 15% — 110% if at least equal to 16% (for beneficiaries other than Executive Corporate Officers)

(1) Executive Corporate Officers (Chairman and Chief Executive Officer and Chief Operating Officers), members of the general management team and key executive managers of the Group.

C) International employee share ownership plan – ESOP 2017

The Group set up an employee share ownership plan (ESOP 2017) in the second-half of 2017. On December 18, 2017, the Group issued 3,600,000 new shares reserved for employees with a par value of €8, representing a share capital increase of €320 million net of issue costs. The total cost of this employee share ownership plan in 2017 was €2.2 million, attributable to the Stock Appreciation Rights (SAR) mechanism for employees in countries where the set-up of an Employee Savings Mutual Fund (*fonds commun de placement entreprise*, FCPE) was not possible or relevant.

D) International employee share ownership plan – ESOP 2018

The Group set up an employee share ownership plan (ESOP 2018) in the second-half of 2018. On December 18, 2018, the Group issued 2,500,000 new shares reserved for employees with a par value of €8, representing a share capital increase of €230 million net of issue costs. The total cost of this employee share ownership plan in 2018 was €1.3 million, attributable to the Stock Appreciation Rights (SAR) mechanism for employees in countries where the set-up of an Employee Savings Mutual Fund (*fonds commun de placement entreprise*, FCPE) was not possible or relevant.

E) International employee share ownership plan – ESOP 2019

The Group set up an employee share ownership plan (ESOP 2019) in the second-half of 2019. On December 18, 2019, the Group issued 2,750,000 new shares reserved for employees with a par value of €8 each, representing a share capital increase of €253 million net of issue costs. The total cost of this employee share ownership plan in 2019 was €1.6 million, attributable to the Stock Appreciation Rights (SAR) mechanism for employees in countries where the set-up of an Employee Savings Mutual Fund (*fonds commun de placement entreprise*, FCPE) was not possible or relevant.

F) International employee share ownership plan – ESOP 2020

The Group set up an employee share ownership plan (ESOP 2020) in the second-half of 2020. On December 17, 2020, the Group issued 3,000,000 new shares reserved for employees with a par value of €8 each, representing a share capital increase of €278 million, net of issue costs. The total cost of this employee share ownership plan in 2020 was €1.8 million, attributable to the Stock Appreciation Rights (SAR) mechanism for employees in countries where the set-up of an Employee Savings Mutual Fund (*fonds commun de placement entreprise*, FCPE) was not possible or relevant.

Pursuant to the share purchase agreement signed on October 7, 2020 with an investment services provider, which is also the institution managing the ESOP 2020 employee share ownership plan, Capgemini SE purchased 3,000,000 of its own shares for a consideration of €320 million to neutralize the dilution related to this plan. All of these shares were canceled in December 2020.

Impact of incentive instruments and employee share ownership plans

The following table presents the expense recognized in “Other operating income and expense” (including payroll taxes and employer contributions) for incentive instruments and employee share ownership plans and the residual amount to be amortized in future periods.

		2019		2020	
(in millions of euros)	Note	Expense of the period	Residual amount to be amortized in future periods	Expense of the period	Residual amount to be amortized in future periods
EXPENSE ON INCENTIVE INSTRUMENTS AND EMPLOYEE SHARE OWNERSHIP PLANS	8	**105**	**270**	**105**	**311**

Treasury shares and management of share capital and market risks

The Group does not hold any shares for financial investment purposes and does not have any interests in listed companies.

At December 31, 2020, treasury shares were deducted from consolidated equity in the amount of €39 million. These consist of (i) 315,692 shares purchased under the share buyback program and (ii) 84,883 shares held under the liquidity agreement (for which the cash and UCITS balances are around €25 million) and the contractual holding system for key employees of American activities.

In view of the small number of treasury shares held, the Group is not therefore exposed to significant equity risk. Finally, as the value of treasury shares is deducted from equity, changes in the share price do not impact the Consolidated Income Statement.

The Group’s capital management strategy is designed to maintain a strong capital base in view of supporting the continued development of its business activities and delivering a return to shareholders, while adopting a prudent approach to debt. At December 31, 2020, the Group had net debt [1] of €4,904 million (compared with €600 million at December 31, 2019). In order to best manage the structure of its capital, the Group can notably issue new shares, buy back its own shares, adjust the dividend paid to shareholders or enter into derivative instruments on its own shares.

Currency risk and translation gains and losses on the accounts of subsidiaries with a functional currency other than the euro

Regarding risks arising on the translation of the foreign currency accounts of consolidated subsidiaries, in 2020 the Group’s consolidated financial statements are particularly impacted by fluctuations in the US dollar and in the Indian rupee, generating a negative impact on foreign exchange translation reserves resulting from the depreciation of these two currencies against the euro during the year 2020.

The Group does not hedge risks arising on the translation of the foreign currency accounts of consolidated subsidiaries whose functional currency is not the euro. The main exchange rates used for the preparation of the financial statements are presented in Note 2 – Consolidation principles and Group structure.

Note 13 Goodwill and intangible assets

Goodwill

Goodwill is equal to the excess of the acquisition price (plus, where applicable, non-controlling interests) over the net amount recognized in respect of identifiable assets acquired and liabilities assumed. Where an acquisition confers control with remaining non-controlling interests (acquisition of less than 100%), the Group elects either to recognize goodwill on the full amount of revalued net assets, including the share attributable to non-controlling interests (full goodwill method) or on the share in revalued net assets effectively acquired only (partial goodwill method). This choice is made for each individual transaction.

Goodwill balances are allocated to the different cash-generating units (as defined in Note 16 – Cash-generating units and asset impairment tests) based on the value in use contributed to each unit.

When a business combination with non-controlling interests provides for the grant of a put option to these non-controlling interests, an operating liability is recognized in the Consolidated Statement of Financial Position in the amount of the estimated exercise price of the put option granted to non-controlling interests, through a reduction in equity. Changes in this put option resulting from any changes in estimates or the unwinding of the discount are also recognized through equity. Any additional acquisitions of non-controlling interests are considered a transaction with shareholders and, as such, identifiable assets are not remeasured and no additional goodwill is recognized.

When the cost of a business combination is less than the fair value of the assets acquired and liabilities assumed, the negative goodwill is recognized immediately in the Income Statement in “Other operating income and expense”.

Acquisition-related costs are expensed in the Income Statement in “Other operating income and expense” in the year incurred.

Goodwill is not amortized but tested for impairment at least annually, or more frequently when events or changes in circumstances indicate that it may be impaired.

(1) Net debt, an alternative performance measure monitored by the Group, is defined in Note 22 – Net debt/net cash and cash equivalents.

Customer relationships

On certain business combinations, where the nature of the customer portfolio held by the acquired entity and the nature of the business performed should enable the acquired entity to continue commercial relations with its customers as a result of efforts to build customer loyalty, customer relationships are valued in intangible assets and amortized over the estimated term of contracts held in the portfolio at the acquisition date.

Licenses and software

Computer software and user rights acquired on an unrestricted ownership basis, as well as software and solutions developed internally and which have a positive, lasting and quantifiable effect on future results, are capitalized and amortized over 3 to 5 years.

IBM licenses acquired through product engineering partnerships were valued by discounting expected future operating cash flow projections and are amortized on a straight-line basis over periods not exceeding 10 years.

The capitalized costs of software and solutions developed internally are costs that relate directly to their production, i.e. the salary costs of the staff that developed the relevant software.

(in millions of euros)	Goodwill	Customer relationships	Licenses and software	Other intangible assets	Total
GROSS					
At January 1, 2019	**7,522**	**835**	**481**	**270**	**9,108**
Translation adjustments	113	14	2	1	130
Acquisitions/Increase	-	-	48	-	48
Internal developments	-	-	-	2	2
Disposals/Decrease	-	(5)	(25)	(9)	(39)
Business combinations	131	28	2	1	162
Other movements	(14)	-	10	(11)	(15)
At December 31, 2019	**7,752**	**872**	**518**	**254**	**9,396**
Translation adjustments	(481)	(68)	(27)	(15)	(591)
Acquisitions/Increase	-	-	46	4	50
Internal developments	-	-	-	7	7
Disposals/Decrease	(99)	(113)	(97)	(11)	(320)
Business combinations	2,701	517	124	42	3,384
Other movements	-	-	3	(6)	(3)
AT DECEMBER 31, 2020	**9,873**	**1,208**	**567**	**275**	**11,923**
ACCUMULATED AMORTIZATION AND IMPAIRMENT					
At January 1, 2019	**91**	**372**	**374**	**150**	**987**
Translation adjustments	(1)	6	2	1	8
Charges and provisions	-	70	51	10	131
Reversals	-	(6)	(23)	(9)	(38)
Business combinations	-	-	2	-	2
Other movements	-	-	6	(7)	(1)
At December 31, 2019	**90**	**442**	**412**	**145**	**1,089**
Translation adjustments	(12)	(34)	(16)	(4)	(66)
Charges and provisions	-	105	59	15	179
Reversals	-	(112)	(49)	(11)	(172)
Business combinations	-	-	-	1	1
Other movements	-	-	1	(4)	(3)
AT DECEMBER 31, 2020	**78**	**401**	**407**	**142**	**1,028**
NET					
At December 31, 2019	**7,662**	**430**	**106**	**109**	**8,307**
AT DECEMBER 31, 2020	**9,795**	**807**	**160**	**133**	**10,895**

5.

The amounts recorded in "Business combinations" for Goodwill and Customer relationships primarily concern:

- in fiscal year 2020: the Altran acquisition (see Note 2 – Consolidation principles and Group structure),
- in fiscal year 2019: the acquisitions of the Leidos Cyber group in the United States and Konexus Consulting Group GmbH in Germany.

The amounts recorded in "Disposals/Decrease" in fiscal year 2020 primarily concern the sale of the Odigo business (see Note 2 – Consolidation principles and Group structure).

Intangible assets by geographic area

(in millions of euros)	December 31, 2019		December 31, 2020	
	Net carrying amount	Acquisitions during the period	Net carrying amount	Acquisitions during the period
North America	346	4	498	6
France	96	40	221	39
United Kingdom and Ireland	59	1	78	1
Rest of Europe	19	3	192	8
Asia-Pacific and Latin America	125	2	111	3
INTANGIBLE ASSETS	**645**	**50**	**1,100**	**57**

Note 14 Property, plant and equipment (PP&E)

Property, plant and equipment

The carrying amount of property, plant and equipment is recorded in assets in the Consolidated Statement of Financial Position and corresponds to the historical cost of these items, less accumulated depreciation and any impairment. No items of property, plant and equipment have been revalued. Buildings owned by the Group are measured based on the components approach.

Subsequent expenditure increasing the future economic benefits associated with assets (costs of replacing and/or bringing assets into compliance) is capitalized and depreciated over the remaining useful lives of the relevant assets. Ongoing maintenance costs are expensed as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the relevant assets. It is calculated based on acquisition cost less any residual value.

Property, plant and equipment are depreciated over the following estimated useful lives:

Buildings	20 to 50 years
Fixtures and fittings	10 to 30 years
IT equipment	3 to 5 years
Office furniture and equipment	5 to 10 years
Vehicles	5 years
Other equipment	5 years

Residual values and estimated useful lives are reviewed at each period end.

The sale of property, plant and equipment gives rise to disposal gains and losses corresponding to the difference between the selling price and the net carrying amount of the relevant asset.

(in millions of euros)	Land, buildings and fixtures and fittings	IT equipment	Other PP&E	Total
GROSS				
At January 1, 2019	**918**	**516**	**340**	**1,774**
Translation adjustments	2	2	-	4
Acquisitions/Increase	53	71	48	172
Disposals/Decrease	(29)	(56)	(32)	(117)
Business combinations	3	6	1	10
Other movements	(28)	33	2	7
At December 31, 2019	**919**	**572**	**359**	**1,850**
Translation adjustments	(57)	(30)	(28)	(115)
Acquisitions/Increase	37	79	32	148
Disposals/Decrease	(22)	(45)	(8)	(75)
Business combinations	95	-	48	143
Other movements	1	1	-	2
AT DECEMBER 31, 2020	**973**	**577**	**403**	**1,953**
ACCUMULATED DEPRECIATION AND IMPAIRMENT				
At January 1, 2019	**407**	**417**	**235**	**1,059**
Translation adjustments	3	2	-	5
Charges and provisions	48	56	32	136
Reversals	(28)	(54)	(30)	(112)
Business combinations	2	5	1	8
Other movements	(14)	33	(3)	16
At December 31, 2019	**418**	**459**	**235**	**1,112**
Translation adjustments	(19)	(23)	(18)	(60)
Charges and provisions	59	59	40	158
Reversals	(19)	(41)	(8)	(68)
Business combinations	1	-	1	2
Other movements	2	1	1	4
AT DECEMBER 31, 2020	**442**	**455**	**251**	**1,148**
NET				
At December 31, 2019	**501**	**113**	**124**	**738**
AT DECEMBER 31, 2020	**531**	**122**	**152**	**805**

Property, plant and equipment by geographic area

(in millions of euros)	December 31, 2019		December 31, 2020	
	Net carrying amount	Acquisitions during the period	Net carrying amount	Acquisitions during the period
North America	41	12	58	24
France	167	45	165	22
United Kingdom and Ireland	15	4	69	7
Rest of Europe	72	36	122	42
Asia-Pacific and Latin America	443	75	391	53
PROPERTY, PLANT AND EQUIPMENT	**738**	**172**	**805**	**148**

Note 15 Lease right-of-use assets

The Group assesses whether a contract is or contains a lease at inception of the contract.

Leases are recognized in the Consolidated Statement of Financial Position from the lease commencement date.

These contracts are recognized in "Lease liabilities" and "Lease right-of-use assets" in the Consolidated Statement of Financial Position.

The lease liability is initially measured at the present value of future lease payments, discounted over the estimated lease period using the lessee's incremental borrowing rate per currency. This is estimated in each currency using available market data and taking account of the average lease term. Lease payments may include fixed payments and variable payments that depend on an index or a rate known at inception of the contract. The lease liability is generally calculated over the firm lease term unless the Group is reasonably certain to extend or terminate the lease.

The lease liability is subsequently measured at amortized cost using the effective interest rate.

The initial value of the lease right-of-use asset comprises the amount of the initial measurement of the lease liability, initial direct costs and any obligation to restore the asset. For the vehicle fleet, the Group has elected not to separate non-lease components from lease components and to account for the entire contract as a single lease component. The lease right-of-use asset is depreciated over the period adopted for the calculation of the lease liability.

In the Consolidated Income Statement, depreciation is recorded in the operating margin and interest is recorded in net financial expenses.

The linked tax impact is recognized in deferred tax in accordance with applicable tax legislation in the countries where the leases are recognized.

Leases of assets with a low unit value, other than IT equipment, and short-term leases are expensed directly in the operating margin.

Description of lease activities

Real estate leases

The Group leases land and buildings for its offices, as well as for its delivery centers. Terms and conditions are negotiated on an individual case basis and contain numerous different clauses. These leases are generally entered into for terms of 5 to 20 years and may contain extension options providing operational flexibility.

Vehicle leases

The Group leases vehicles for certain employees in France and internationally. These leases are generally entered into for terms of 3 to 5 years.

IT and other leases

Finally, the Group also leases some of its IT equipment (computers, servers, printers). Terms and conditions are negotiated on an individual case basis and contain numerous different clauses. These leases are generally entered into for terms of 3 to 5 years.

Lease right-of-use assets

(in millions of euros)	Land, buildings and fixtures and fittings	Vehicles	IT equipment and other leases	Total
GROSS				
At January 1, 2019	**811**	**104**	**86**	**1,001**
Translation adjustments	9	-	1	10
Acquisitions/Increase	207	50	32	289
Disposals/Decrease	(66)	(19)	(13)	(98)
At December 31, 2019	**961**	**135**	**106**	**1,202**
Translation adjustments	(41)	(1)	(3)	(45)
Acquisitions/Increase	223	74	36	333
Disposals/Decrease	(112)	(43)	(22)	(177)
Business combinations	169	25	5	199
Other movements	(12)	(1)	-	(13)
AT DECEMBER 31, 2020	**1,188**	**189**	**122**	**1,499**
ACCUMULATED DEPRECIATION AND IMPAIRMENT				
At January 1, 2019	**213**	**-**	**3**	**216**
Translation adjustments	5	-	-	5
Charges and provisions	174	58	46	278
Reversals	(36)	(13)	(10)	(59)
At December 31, 2019	**356**	**45**	**39**	**440**
Translation adjustments	(15)	-	(1)	(16)
Charges and provisions	210	62	40	312
Reversals	(65)	(30)	(20)	(115)
Other movements	(8)	(1)	-	(9)
AT DECEMBER 31, 2020	**478**	**76**	**58**	**612**
NET				
At December 31, 2019	**605**	**90**	**67**	**762**
AT DECEMBER 31, 2020	**710**	**113**	**64**	**887**

Lease right-of-use assets by geographic area

	December 31, 2019	December 31, 2020
(in millions of euros)	Net carrying amount	Net carrying amount
North America	80	97
France	234	257
United Kingdom and Ireland	52	77
Rest of Europe	276	327
Asia-Pacific and Latin America	120	129
LEASE RIGHT-OF-USE ASSETS	**762**	**887**

Lease liabilities

The contractual cash flows presented below are the undiscounted value of future contractual repayments, broken down by average remaining maturity of Group leases.

(in millions of euros)	Carrying amount	Contractual cash flows				
At December 31, 2020		Total	Less than 1 year	1 to 2 years	2 to 5 years	Beyond 5 years
Lease liabilities	968	1,043	307	236	349	151

Note 16 Cash-generating units and asset impairment tests

Cash-generating units

The cash-generating units identified by the Group represent the nine geographic areas detailed below.

Asset impairment tests

Intangible assets, property, plant and equipment with a definite useful life and lease right-of-use assets are tested for impairment when there is an indication at the reporting date that their recoverable amount may be less than their carrying amount. Goodwill and assets with an indefinite useful life are tested for impairment at least once a year.

The impairment test consists of assessing the recoverable amount of each asset or group of assets generating cash flows that are separate from the cash flows generated by other assets or groups of assets (cash-generating units or CGU).

The recoverable amount is defined as the higher of the fair value less costs to sell of the cash-generating unit and its value in use:

- fair value is the amount obtainable in an arm's length transaction and is determined with reference to the price in a binding agreement or the market price in recent and comparable transactions;
- value in use is based on the discounted future cash flows to be derived from these cash-generating units.

The value in use of each cash-generating unit is measured using the discounted future cash flow method, based on the various assumptions in the three-year strategic plan extrapolated over a period of five years, including growth and profitability rates considered reasonable. Long-term growth rates and discount rates are determined taking account of the specific characteristics of each of the Group's geographic areas. Discount rates reflect the weighted average cost of capital, calculated notably based on market data and a sample of sector companies. When the recoverable amount of a cash-generating unit is less than its net carrying amount, the impairment loss is deducted from goodwill to the extent possible and charged under "Other operating income and expenses".

Goodwill per cash-generating unit

The allocation of goodwill to cash-generating units breaks down as follows:

	December 31, 2019			December 31, 2020		
(in millions of euros)	Gross value	Impairment	Net carrying amount	Gross value	Impairment	Net carrying amount
North America	2,731	(8)	2,723	3,278	(7)	3,271
France	1,489	(1)	1,488	2,024	(1)	2,023
United Kingdom and Ireland	1,004	-	1,004	1,182	-	1,182
Benelux	983	(12)	971	1,135	(12)	1,123
Southern Europe	146	-	146	358	-	358
Nordic countries	303	-	303	467	-	467
Germany and Central Europe	417	(31)	386	639	(31)	608
Asia-Pacific	546	-	546	691	-	691
Latin America	133	(38)	95	99	(27)	72
GOODWILL	**7,752**	**(90)**	**7,662**	**9,873**	**(78)**	**9,795**

The increase in the gross value of goodwill comes mainly from the Altran acquisition and other acquisitions completed in 2020 (see Note 2 – Consolidation principles and Group structure). The goodwill of €2,578 million generated by the Altran acquisition was allocated to the various Group cash-generating units at December 31, 2020 that will benefit from this acquisition.

Goodwill was tested for impairment at December 31, 2020 in line with the Group valuation procedure for such assets.

The main underlying assumptions were as follows:

	December 31, 2020	
	Long-term growth rate	Discount rate
North America	3.0%	7.4%
Latin America	5.5%	12.0%
United Kingdom and Ireland	2.9%	7.5%
Continental Europe	2.8%	7.0%
Asia-Pacific	4.2%	11.9%

No impairment losses were recognized at December 31, 2020 as a result of these impairment tests.

Furthermore, an analysis of the calculation's sensitivity to a combined change in the following key assumptions:

- +/-2 points in the revenue growth rate for the first five years;
- +/-1 point in the operating margin [(1)] rate for the first five years;
- +/-0.5 points in the discount rate;
- +/-0.5 points in the long-term growth rate.

did not identify any recoverable amounts below the carrying amount for cash-generating units.

(1) Operating margin, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

Note 17 Deferred taxes

Deferred taxes are:

- recorded to take account of temporary differences between the carrying amounts of certain assets and liabilities and their tax basis;
- recognized in income or expenses in the Income Statement, in income and expense recognized in equity, or directly in equity in the period, depending on the underlying to which they relate;
- measured taking account of known changes in tax rates (and tax regulations) enacted or substantively enacted at the year-end. Adjustments for changes in tax rates to deferred taxes previously recognized in the Income Statement, in income and expense recognized in equity or directly in equity are recognized in the Income Statement, in income and expense recognized in equity or directly in equity, respectively, in the period in which these changes become effective.

Deferred tax assets are recognized when it is probable that taxable profits will be available against which the recognized tax asset can be utilized. The carrying amount of deferred tax assets is reviewed at each period end. This amount is reduced to the extent that it is no longer probable that additional taxable profit will be available against which to offset all or part of the deferred tax assets to be utilized. Conversely, the carrying amount of deferred tax assets will be increased when it becomes probable that future taxable profit will be available in the long-term against which to offset tax losses not yet recognized. The probability of recovering deferred tax assets is primarily assessed based on a 10-year plan, weighted for the probability of future taxable profits being reported.

The main deferred tax assets and liabilities are offset if, and only if, the subsidiaries have a legally enforceable right to offset current tax assets against current tax liabilities, and when the deferred taxes relate to income taxes levied by the same taxation authority.

Deferred tax assets and liabilities

(in millions of euros)	December 31, 2019	December 31, 2020
Deferred tax assets	999	983
Deferred tax liabilities	185	230
Net deferred taxes	**814**	**753**

Recognized deferred tax assets

Deferred tax assets and movements therein break down as follows:

(in millions of euros)	Note	Tax loss carry-forwards	Temporary differences on amortizable goodwill	Provisions for pensions and other post-employment benefits	Other deductible temporary differences	Total deferred tax assets
At January 1, 2019		**612**	**85**	**221**	**214**	**1,132**
Translation adjustments		10	-	7	2	19
Deferred tax recognized in the Income Statement	10	(154)	(22)	(5)	9	(172)
Deferred tax recorded in income and expense recognized in equity		4	-	19	(1)	22
Other movements, including offset with deferred tax liabilities		11	-	(4)	(9)	(2)
At December 31, 2019		**483**	**63**	**238**	**215**	**999**
Business combinations		12	-	19	137	168
Translation adjustments		(33)	(7)	(11)	(29)	(80)
Deferred tax recognized in the Income Statement	10	(111)	(25)	(3)	49	(90)
Deferred tax recorded in income and expense recognized in equity		59	-	25	(3)	81
Other movements, including offset with deferred tax liabilities		-	-	-	(95)	(95)
AT DECEMBER 31, 2020		**410**	**31**	**268**	**274**	**983**

Recognized tax loss carry-forwards total €410 million at December 31, 2020 (€483 million at December 31, 2019) and primarily concern the United States in the amount of €350 million and France in the amount of €41 million.

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Deferred taxes liabilities by nature

Deferred tax liabilities and movements therein break down as follows:

(in millions of euros)	Note	Tax-deductible goodwill amortization	Customer relationships	Other taxable temporary differences	Total deferred tax liabilities
At January 1, 2019		**52**	**43**	**85**	**180**
Translation adjustments		1	-	-	1
Deferred tax recognized in the Income Statement	10	3	(6)	11	8
Deferred tax recorded in income and expense recognized in equity		-	-	(1)	(1)
Other movements including offset with deferred tax assets		-	-	(3)	(3)
At December 31, 2019		**56**	**37**	**92**	**185**
Business combinations		-	131	20	151
Translation adjustments		(4)	(3)	(7)	(14)
Deferred tax recognized in the Income Statement	10	4	(10)	-	(6)
Deferred tax recorded in income and expense recognized in equity		-	-	(2)	(2)
Other movements including offset with deferred tax assets		-	(78)	(6)	(84)
AT DECEMBER 31, 2020		**56**	**77**	**97**	**230**

Expiry dates of tax loss carry-forwards (taxable base)

	2019		2020	
At December 31 *(in millions of euros)*	**Amount**	**%**	**Amount**	**%**
Between 1 and 5 years	38	1	63	2
Between 6 and 10 years	1,121	44	1,125	41
Between 11 and 15 years	520	20	266	10
Beyond 15 years (definite expiry date)	-	-	36	1
Carried forward indefinitely	893	35	1,254	46
TAX LOSS CARRY-FORWARDS *(taxable base)*	**2,572**	**100**	**2,744**	**100**
o/w recognized tax losses	*1,893*	*74*	*1,616*	*59*
o/w unrecognized tax losses	*679*	*26*	*1,128*	*41*

Tax loss carry-forwards total €2,744 million at December 31, 2020 (€2,572 million at December 31, 2019) and primarily concern the United States in the amount of €1,439 million, France in the amount of €387 million, Brazil in the amount of €300 million and Spain in the amount of €247 million.

Unrecognized deferred tax assets

At December 31 *(in millions of euros)*	**2019**	**2020**
Deferred tax on tax loss carry-forwards	200	292
Deferred tax on other temporary differences	18	56
Unrecognized deferred tax assets	**218**	**348**

Note 18 Financial instruments

Financial instruments consist of:

- financial assets, including other non-current assets, trade receivables, other current assets, cash management assets and cash and cash equivalents;
- financial liabilities, including long- and short-term borrowings and bank overdrafts, current and non-current lease liabilities, accounts payable and other current and non-current liabilities;
- derivative instruments.

a) Recognition of financial instruments

Financial instruments (assets and liabilities) are initially recognized in the Consolidated Statement of Financial Position at their initial fair value.

IFRS 9 provisions regarding the classification and measurement of financial assets are based on the Group's management model and the contractual terms of financial assets. Depending on their classification in the Consolidated Statement of Financial Position, financial assets and liabilities are subsequently measured at fair value through profit or loss, fair value through other comprehensive income or amortized cost.

Financial liabilities are classified as measured at amortized cost or at fair value through profit or loss if held for trading.

Amortized cost corresponds to the initial carrying amount (net of transaction costs), plus interest calculated using the effective interest rate, less cash outflows (coupon interest payments and repayments of principal and redemption premiums where applicable).

Accrued interest (income and expense) is not recorded on the basis of the financial instrument's nominal interest rate, but on the basis of its effective interest rate. An expected credit loss is recognized on financial assets measured at amortized cost. Any loss in value is recognized in the Income Statement.

The fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Financial instruments are recognized at inception and on subsequent dates in accordance with the methods described below. These methods draw on the following interest rate definitions:

- the coupon interest rate or coupon, which is the nominal interest rate on borrowings;
- the effective interest rate, which is the rate that exactly discounts the estimated cash flows through the expected term of the instrument, or, where appropriate, a shorter period to the net carrying amount of the financial asset or liability at initial recognition. The effective interest rate takes into account all fees paid or received, transaction costs, and, where applicable, premiums to be paid and received;
- the market interest rate, which reflects the effective interest rate recalculated at the measurement date based on current market parameters.

Financial instruments (assets and liabilities) are derecognized when the related risks and rewards of ownership have been transferred, and when the Group no longer exercises control over the instruments.

b) Derivative instruments

Derivative instruments mainly comprise forward foreign exchange purchase and sale contracts (in the form of tunnels, where applicable) and interest rate swaps.

When operating or financial cash flow hedges are eligible for hedge accounting, changes in the fair value of the hedging instruments are recognized firstly in "Income and expense recognized in equity" and subsequently taken to operating profit or net financial expense when the hedged item itself impacts the Income Statement.

All changes in the value of hedging costs (time value of foreign exchange options and forward element of foreign exchange forward contracts) are recognized in a separate component of comprehensive income and released to profit or loss when then the hedged flow is realized.

Other derivative instruments are measured at fair value, with changes in fair value, estimated based on market rates or data provided by bank counterparties, recognized in the Income Statement at the reporting date.

c) Fair value measurement

Fair value measurement methods for financial and non-financial assets and liabilities as defined above are classified according to the following three fair value levels:

- Level 1: fair values measured based on quoted prices (unadjusted) observed in active markets for identical assets or liabilities;
- Level 2: fair values measured using inputs other than quoted prices in active markets, that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: fair values of assets or liabilities measured using inputs that are not based on observable market data (unobservable inputs).

As far as possible, the Group applies Level 1 measurement methods.

Financial instrument classification and fair value hierarchy

The following table presents the net carrying amount of financial assets and liabilities and the fair value of financial instruments broken down according to the three classification levels defined above (except for financial instruments where the net carrying amount represents a reasonable approximation of fair value).

		Net carrying amount				Fair value		
December 31, 2020 *(in millions of euros)*	Notes	**Hedge accounting**	**Fair value through profit or loss**	**Fair value through equity**	**Amortized cost**	**Level 1**	**Level 2**	**Level 3**
FINANCIAL ASSETS								
Shares in non-consolidated companies	19		14	13				27
Long-term deposits, receivables and other investments	19				163			
Other non-current assets	19				213			
Current and non-current asset derivative instruments	19 and 21	100					100	
Trade receivables and related accounts	20				3,938			
Other current assets	21				530			
Cash management assets	22		338			338		
Cash and cash equivalents	22		2,836			2,836		
FINANCIAL LIABILITIES								
Bonds	22				7,698			
Lease liabilities	15				968			
Drawdowns on bank and similar facilities and other borrowings	22				372			
Liabilities related to acquisitions of consolidated companies	27			8	139			8
Other current and non-current liabilities	27				329			
Current and non-current liability derivative instruments	27	65					65	
Accounts and notes payable	28				3,358			
Bank overdrafts	22				8			

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Note 19 Other non-current assets

At December 31 *(in millions of euros)*	Notes	2019	2020
Long-term deposits, receivables and other investments		128	163
Shares in associates		74	110
Derivative instruments	24	33	32
Non-current tax receivables		89	183
Altran Technologies non-consolidated securities	2	413	-
Other non-consolidated securities		1	27
Other		28	30
OTHER NON-CURRENT ASSETS	23	**766**	**545**

Long-term deposits, receivables and other investments consist mainly of *aides à la construction* (building aid program) loans and security deposits and guarantees relating to leases.

Derivative instruments primarily consist of the fair value of derivative instruments contracted as part of the centralized management of currency risk in the amount of €32 million (current portion of €65 million, see Note 24 – Currency, interest rate and counterparty risk management).

Non-current tax receivables at December 31, 2020 mainly consist of the tax portion required by the Indian tax authorities following tax audits but challenged by the Group and certain tax credits to be utilized in more than 12 months notably in France and Spain.

At December 31, 2019, the "Altran Technologies non-consolidated securities" line reflects the acquisition of 29,378,319 shares for a total disbursement of €413 million (see Note 2 – Consolidation principles and Group structure).

Note 20 Trade receivables, contract assets and contract costs

At December 31 *(in millions of euros)*	Note	2019	2020
Trade receivables		2,140	2,724
Provisions for doubtful accounts		(19)	(36)
Contract assets		1,176	1,148
Trade receivables and contract assets, excluding contract costs	23	**3,297**	**3,836**
Contract costs	23	83	102
TRADE RECEIVABLES, CONTRACT ASSETS AND CONTRACT COSTS		**3,380**	**3,938**

Total trade receivables and contract assets net of contract liabilities can be analyzed as follows in number of days' annual revenue:

At December 31 *(in millions of euros)*	Note	2019	2020
Trade receivables and contract assets, excluding contract costs	23	3,297	3,836
Contract liabilities	23	(836)	(1,044)
TRADE RECEIVABLES AND CONTRACT ASSETS NET OF CONTRACT LIABILITIES		**2,461**	**2,792**
In number of days' annual revenue		63	60

In addition to the consolidation of Altran from April 1, 2020, changes in contract assets and liabilities in fiscal year 2020 are due to the following usual factors:

- timing differences between revenue recognition, billing and collection, leading to the recognition of trade receivables and contract assets (sales invoice accruals);
- the receipt of advances from customers, leading to the recognition of contract liabilities (advances from customers and billed in advance).

Client payments terms and conditions comply with local regulations in the countries where we operate and, where applicable, standard commercial practice and payment schedules defined contractually.

At December 31, 2020, receivables totaling €30 million were assigned with transfer of risk as defined by IFRS 9 to financial institutions. These receivables were therefore derecognized in the Statement of Financial Position at December 31, 2020. This amount is lower than assignments of receivables at the fiscal year opening dates: €75 million for Capgemini at December 31, 2019 and €225 million for Altran Technologies at April 1, 2020.

Aged analysis of trade receivables

The low bad debt ratio reflects the fact that most invoices are only issued after the client has validated the services provided.

At end-2020, past due balances total €394 million (€469 million at December 31, 2019) and represent 14.7% of trade receivables less provisions for doubtful accounts (22.1% in 2019). The breakdown is as follows:

(in millions of euros)	< 30 days	> 30 days and < 90 days	> 90 days
Net trade receivables	**256**	**85**	**53**
As a % of trade receivables, net of provisions for doubtful accounts	9.5%	3.2%	2.0%

Past due balances concern client accounts which are individually analyzed and monitored.

Credit risk

The Group's three largest clients contribute around 7% of Group revenues, unchanged on fiscal year 2019. The Group's five largest clients contribute around 10% of Group revenues, as in 2019.The top ten clients collectively account for 16% of Group revenues. The solvency of these major clients and the sheer diversity of the other smaller clients help limit credit risk. The economic environment could impact the business activities of the Group's clients, as well as the amounts receivable from these clients. However, the Group does not consider that any of its clients, business sectors or geographic areas present a significant credit risk that could materially impact the financial position of the Group as a whole.

Note 21 Other current assets

At December 31 *(in millions of euros)*	Notes	2019	2020
Social security and tax-related receivables, other than income tax		208	197
Prepaid expenses		143	242
Derivative instruments	24	73	68
Other		40	91
OTHER CURRENT ASSETS	23	**464**	**598**

At December 31, 2020, "Social security and tax-related receivables, other than income tax" include research tax credit receivables of €28 million, deducted from operating expenses in 2020.

Note 22 Net debt/net cash and cash equivalents

Cash and cash equivalents presented in the Consolidated Statement of Cash Flows consist of short-term investments and cash at bank less bank overdrafts.

Net debt or net cash and cash equivalents comprise cash and cash equivalents as defined above, and cash management assets (assets presented separately in the Consolidated Statement of Financial Position due to their characteristics), less short-term and long-term borrowings. Account is also taken of the impact of hedging instruments when these relate to borrowings and own shares. Lease liabilities (including finance lease liabilities) are excluded from net debt from January 1, 2019.

(in millions of euros)	2019	2020
Short-term investments	1,920	1,921
Cash at bank	541	915
Bank overdrafts	(11)	(8)
Cash and cash equivalents	**2,450**	**2,828**
Cash management assets	**213**	**338**
Bonds	(2,564)	(7,121)
Draw-downs on bank and similar facilities and other borrowings	-	(6)
Long-term borrowings	**(2,564)**	**(7,127)**
Bonds	(703)	(577)
Drawdowns on bank and similar facilities and other borrowings	(3)	(366)
Short-term borrowings	**(706)**	**(943)**
Borrowings	**(3,270)**	**(8,070)**
Derivative instruments	7	-
NET DEBT (1)	**(600)**	**(4,904)**

(1) Net debt/net cash and cash equivalents, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

Short-term investments

At December 31, 2020, short-term investments mainly consist of mutual funds and term bank deposits, paying interest at standard market rates.

Cash management assets

At December 31, 2020 cash management assets notably consist of marketable securities held by certain Group companies which do not meet all the monetary UCITS classification criteria defined by ESMA (European Securities and Markets Authority) for money market mutual funds, particularly with regards to the average maturity of the portfolio. These funds may, however, be redeemed at any time without penalty.

Borrowings

A) Bonds

a) July 1, 2015 bond issues

On June 24, 2015, Capgemini SE performed a "triple tranche" bond issue for a total nominal amount of €2,750 million and with a settlement/delivery date of July 1, 2015:

— **2015 bond issue (July 2018)**

The nominal amount of this tranche is €500 million, comprising 5,000 bonds with a unit value of €100,000 each. The bonds mature on July 2, 2018 and pay a floating coupon of 3 month Euribor +85 bp, revised quarterly (issue price 100%). The bond issue was redeemed by the Group at maturity on July 2, 2018.

— **2015 bond issue (July 2020)**

The nominal amount of this tranche is €1,250 million, comprising 12,500 bonds with a unit value of €100,000 each. The bonds mature on July 1, 2020 and pay an annual coupon of 1.75% (issue price 99.853%). The Group performed a partial bond swap in April 2018 (see below "April 2018 Bond issues"). The bond issue was redeemed by the Group at maturity on June 2, 2020.

— **2015 bond issue (July 2023)**

The nominal amount of this tranche is €1,000 million, comprising 10,000 bonds with a unit value of €100,000 each. The bonds mature on July 1, 2023 and pay an annual coupon of 2.50% (issue price 99.857%).

The July 2023 tranche is callable by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

This bond issue is also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of the three bond issues in July 1st, 2015 were set out in the prospectus approved by the AMF on June 29, 2015 under reference number no. 15-318.

b) 2016 bond issue

On November 3, 2016, Capgemini SE performed a €500 million bond issue comprising 5,000 bonds with a unit value of €100,000 each and with a settlement/delivery date of November 9, 2016.

The bonds mature on November 9, 2021 and pay an annual coupon of 0.50% (issue price 99.769%). The bond issue is callable before this date by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

The bond issue is also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of this issue were set out in the prospectus approved by the AMF on November 7, 2016 under reference number no. 16-518.

c) April 2018 bond issues

On April 3, 2018, Capgemini SE performed a dual tranche bond issue for a total amount of €1,100 million, with a settlement/delivery date of April 18, 2018.

— **2024 bond issue**

The nominal amount of this tranche is €600 million, comprising 6,000 bonds with a unit value of €100,000 each. The bonds mature on October 18, 2024 and pay an annual coupon of 1.00% (issue price 99.377%). This tranche was fully subscribed by a bank in a debt swap transaction. In exchange for the new securities issued, the bank presented 2015 bonds (July 2020) with a nominal value of €574.4 million acquired directly on the market through a Tender Offer. This bond swap was recognized as a modification to a borrowing with the same counterparty, without any substantial change to the terms of the debt.

— **2028 bond issue**

The nominal amount of this tranche is €500 million, comprising 5,000 bonds with a unit value of €100,000 each. The bonds mature on April 18, 2028 and pay an annual coupon of 1.75% (issue price 99.755%).

These two bond issues are callable before their respective maturity dates by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

These bond issues are also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of these tranches were set out in the prospectus approved by the AMF on April 10, 2018 under reference number no. 18-126.

d) April 2020 bond issues

On April 8, 2020, Capgemini SE performed a four tranche bond issue for a total amount of €3,500 million, with a settlement/delivery date of April 15, 2020:

— 2022 Bond issue: this tranche has a nominal amount of €500 million, comprising 5,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2022 and pay an annual coupon of 1.25% (issue price 99.794%).

— 2026 Bond issue: this tranche has a nominal amount of €800 million, comprising 8,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2026 and pay an annual coupon of 1.625% (issue price 99.412%).

— 2029 Bond issue: this tranche has a nominal amount of €1 billion, comprising 10,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2029 and pay an annual coupon of 2.0% (issue price 99.163%).

— 2032 Bond issue: this tranche has a nominal amount of €1.2 billion, comprising 12,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2032 and pay an annual coupon of 2.375% (issue price 99.003%).

These four bond issues are callable before their respective maturity dates by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

These bond issues are also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of these tranches were set out in the prospectus approved by the AMF on April 9, 2020 under reference number no. 20-138.

e) June 2020 bond issues

On June 16, 2020, Capgemini SE performed a dual tranche bond issue for a total amount of €1,600 million, with a settlement/delivery date of June 23, 2020.

— 2025 Bond issue: this tranche has a nominal amount of €800 million, comprising 8,000 bonds with a unit value of €100,000 each. The bonds mature on June 23, 2025 and pay an annual coupon of 0.625% (issue price 99.887%).

— 2030 Bond issue: this tranche has a nominal amount of €800 million, comprising 8,000 bonds with a unit value of €100,000 each. The bonds mature on June 23, 2030 and pay an annual coupon of 1.125% (issue price 99.521%).

These two bond issues are callable before their respective maturity dates by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

These bond issues are also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of these tranches were set out in the prospectus approved by the AMF on June 18, 2020 under reference number no. 20-261.

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Impact of bonds on the financial statements

	2020											
	2015 BOND ISSUES		2016 BOND ISSUES	2018 BOND ISSUES		2020 BOND ISSUES						
At December 31 *(in millions of euros)*	*(July 2020)*	*(July 2023)*		*(October 2024)*	*(April 2028)*	*(April 2022)*	*(April 2026)*	*(April 2029)*	*(April 2032)*	*(June 2025)*	*(June 2030)*
Debt component at amortized cost, including accrued interest		1,011	500	579	503	503	802	1,002	1,202	799	797
Effective interest rate	1.9%	2.6%	0.6%	2.0%	1.8%	1.5%	1.8%	2.2%	2.5%	0.7%	1.2%
Interest expense recognized in the Income Statement for the period	5	26	3	11	9	6	10	15	21	4	5
Nominal interest rate	1.75%	2.5%	0.5%	1.0%	1.75%	1.25%	1.625%	2.0%	2.375%	0.625%	1.125%
Nominal interest expense (coupon)	5	25	2	6	9	5	9	14	20	3	5

At December 31 (in millions of euros)	2019				
	2015 BOND ISSUES		2016 BOND ISSUES	2018 BOND ISSUES	
	(July 2020)	(July 2023)		(October 2024)	(April 2028)
Debt component at amortized cost, including accrued interest	681	1,010	499	574	503
Effective interest rate	1.9%	2.6%	0.6%	2.0%	1.8%
Interest expense recognized in the Income Statement for the period	13	26	3	11	9
Nominal interest rate	1.8%	2.5%	0.5%	1.0%	1.8%
Nominal interest expense (coupon)	12	25	2	6	9

Fair value of bonds

At December 31 (in millions of euros)	2020									
	2015 BOND ISSUE	2016 BOND ISSUES	2018 BOND ISSUES		2020 BOND ISSUES					
	(July 2023)		(October 2024)	(April 2028)	(April 2022)	(April 2026)	(April 2029)	(April 2032)	(June 2025)	(June 2030)
Fair value	1,082	504	625	563	514	875	1,151	1,451	826	856
Market rate	-0.26%	-0.32%	-0.06%	0.19%	-0.26%	0.07%	0.33%	0.60%	-0.04%	0.43%

At December 31 (in millions of euros)	2019				
	2015 BOND ISSUES		2016 BOND ISSUES	2018 BOND ISSUES	
	(July 2020)	(July 2023)		(October 2024)	(April 2028)
Fair value	685	1,090	505	622	556
Market rate	-0.3%	0.3%	0.0%	0.3%	0.5%

B) Breakdown of borrowings by currency

(in millions of euros)	At December 31, 2019			At December 31, 2020		
	Euro	Other currencies	Total	Euro	Other currencies	Total
2015 Bond issue – July 2020	681	-	681	-	-	-
2015 Bond issue – July 2023	1,010	-	1,010	1,011		1,011
2016 Bond issue	499	-	499	500		500
2018 Bond issue – October 2024	574	-	574	579		579
2018 Bond issue – April 2028	503	-	503	503		503
April 2020 Bond issue – April 2022				503		503
April 2020 Bond issue – April 2026				802		802
April 2020 Bond issue – April 2029				1,002		1,002
April 2020 Bond issue – April 2032				1,202		1,202
June 2020 Bond issue – June 2025				799		799
June 2020 Bond issue – June 2030				797		797
Drawdowns on bank and similar facilities and other borrowings	-	3	3	371	1	372
Bank overdrafts	8	3	11	6	2	8
BORROWINGS	**3,275**	**6**	**3,281**	**8,075**	**3**	**8,078**

C) Syndicated credit facility negotiated by Capgemini SE

On July 30, 2014, the Group signed with a syndicate of 18 banks a €750 million multi-currency credit facility, maturing on July 30, 2019, with two one-year extension options, exercisable (subject to the approval of the banks) at the end of the first and second years, respectively, extending the maturity of the new facility by a maximum of two additional years. Following the exercise of the second one-year extension option, the maturity of this credit facility was extended to July 27, 2021.

The initial margin on this credit facility was 0.45% (excluding the fee on drawn amounts which varies according to the portion of the facility drawn). This margin may be adjusted upwards or downwards according to the credit rating of Capgemini SE. The facility is also subject to a fee on undrawn amounts equal to 35% of the margin. The margin currently applicable is 0.45% and the fee on undrawn amounts is 0.1575%.

An upgrade or downgrade in Capgemini SE's credit rating would have no impact on the availability of this credit facility. The other main terms and conditions of the credit facility, in particular with respect to certain financial ratios, are detailed in Note 30 – Off-balance sheet commitments.

This credit facility had not been drawn at December 31, 2020.

Net debt/net cash and cash equivalents and liquidity risk

Bond issues and outstanding short-term negotiable debt securities issued by Capgemini SE are the main borrowings that could expose the Group to liquidity risk in the event of repayment.

To manage the liquidity risk that could arise from these borrowings becoming due and payable, at the contractual due date or early, the Group has implemented a conservative financing policy mainly based on:

- prudent use of debt leveraging, coupled with limited use of any clauses that could lead to early repayment of borrowings;
- the maintenance of an adequate level of liquidity at all times;
- actively managing borrowing due dates in order to limit the concentration of maturities;
- using diverse sources of financing, allowing the Group to reduce its reliance on certain categories of lenders.

Net debt/net cash and cash equivalents and credit risk

Financial assets which could expose the Group to a credit or counterparty risk mainly consist of financial investments: in accordance with Group policy, cash balances are not invested in equity-linked products, but in (i) negotiable debt securities (certificates of deposit), (ii) term deposits, (iii) capitalization contracts or (iv) short-term money market mutual funds, subject to minimum credit rating and diversification rules.

At December 31, 2020, short-term investments totaled €1,921 million and comprise mainly (i) money market mutual fund units meeting the criteria defined by ESMA (European Securities and Markets Authority) for classification in the "monetary category"; and (ii) negotiable debt securities and term deposits maturing within three months or immediately available, issued by highly rated companies or financial institutions (minimum rating of A2/P2 or equivalent). Consequently, these short-term investments do not expose the Group to any material credit risk.

Net debt by maturity at redemption value

The amounts indicated below correspond to the undiscounted value of future contractual cash flows. Future cash flows relating to the outstanding bond issues were estimated based on contractual nominal interest rates and assuming the bonds would be redeemed in full at maturity.

At December 31, 2020 *(in millions of euros)*	Contractual maturity	Carrying amount	Contractual cash flows	Less than 1 year	1 to 2 years	2 to 5 years	Beyond 5 years
Cash and cash equivalents	**2020**	**2,828**	**2,828**	**2,828**	**-**	**-**	**-**
Cash management assets	**2020**	**338**	**338**	**338**	**-**	**-**	**-**
2015 Bond issue – July 2023	2023	(1,011)	(1,075)	(25)	(25)	(1,025)	-
2016 Bond issue	2021	(500)	(502)	(502)	-	-	-
2018 Bond issue – October 2024	2024	(579)	(624)	(6)	(6)	(612)	-
2018 Bond issue – April 2028	2028	(503)	(571)	(9)	(9)	(27)	(526)
April 2020 Bond issue – April 2022	2022	(503)	(512)	(6)	(506)	-	-
April 2020 Bond issue – April 2026	2026	(802)	(878)	(13)	(13)	(39)	(813)
April 2020 Bond issue – April 2029	2029	(1,002)	(1,180)	(20)	(20)	(60)	(1,080)
April 2020 Bond issue – April 2032	2032	(1,202)	(1,542)	(28)	(28)	(85)	(1,401)
June 2020 Bond issue – June 2025	2025	(799)	(825)	(5)	(5)	(815)	-
June 2020 Bond issue – June 2030	2030	(797)	(890)	(9)	(9)	(27)	(845)
Drawdowns on bank and similar facilities and other borrowings	2020	(372)	(372)	(366)	-	(3)	(3)
Borrowings		**(8,070)**	**(8,971)**	**(989)**	**(621)**	**(2,693)**	**(4,668)**
Derivative instruments on borrowings		-					
NET DEBT		**(4,904)**	**(5,805)**	**2,177**	**(621)**	**(2,693)**	**(4,668)**

5.

Note 23 Cash flows

The Consolidated Statement of Cash Flows analyzes the year-on-year change in cash flows from operating, investing and financing activities.

Foreign currency cash flows are translated into euros at the average exchange rate for the year. Exchange gains or losses resulting from the translation of cash flows relating to foreign currency assets and liabilities at the year-end exchange rate are shown in "Effect of exchange rate movements on cash and cash equivalents" in the Statement of Cash Flows.

At December 31, 2020, cash and cash equivalents totaled €2,828 million (see Note 22 – Net debt/net cash and cash equivalents), up €378 million on December 31, 2019 (€2,450 million). Excluding the impact of exchange rate fluctuations on cash and cash equivalents of negative €131 million, this increase is €509 million. Cash flow impacts are shown in the Consolidated Statement of Cash Flows.

Net cash from operating activities

In 2020, net cash from operating activities totaled €1,661 million (compared with €1,794 million in 2019) and resulted from:

- cash flows from operations before net finance costs and income tax in the amount of €2,056 million;
- payment of current income taxes in the amount of €351 million;
- a decrease in working capital requirements, generating a negative cash impact of €44 million.

Changes in working capital requirements (WCR) and the reconciliation with the Consolidated Statement of Financial Position are as follows:

		Working capital requirement components (Consolidated Statement of Financial Position)					Neutralization of items with no cash impact			Statement of Cash Flows items
(en millions d'euros)	Notes	December 31, 2019	December 31, 2020	Net profit impact	Non working capital items (1)	Impact of WCR items	Net profit impact	Foreign ex- change impact	Reclassifi- cations (2) and changes in Group structure	Amount
Trade receivables and contract assets, excl. contract costs	20	3,297	3,836	(539)	(8)	(547)	-	(137)	719	35
Contract costs	20	83	102	(19)	-	(19)	-	(4)	(2)	(25)
Contract liabilities	20	(836)	(1,044)	208	3	211	-	22	(171)	62
Change in trade receivables, contract assets, contract liabilities and contract costs				**(350)**	**(5)**	**(355)**	**-**	**(119)**	**546**	**72**
Accounts and notes payable (trade payables)	28	(1,149)	(1,209)	60	(8)	52	-	59	(234)	(123)
Change in accounts and notes payable				**60**	**(8)**	**52**	**-**	**59**	**(234)**	**(123)**
Other non-current assets	19	766	545	221	(262)	(41)	-	(2)	12	(31)
Other current assets	21	464	598	(134)	(73)	(207)	1	(21)	235	8
Accounts and notes payable (excluding trade payables)	28	(1,862)	(2,149)	287	(6)	281	-	64	(394)	(49)
Other current and non-current liabilities	27	(275)	(541)	266	(239)	27	6	14	32	79
Change in other receivables/payables				**640**	**(580)**	**60**	**7**	**55**	**(115)**	**7**
CHANGE IN OPERATING WORKING CAPITAL						**(243)**	**7**	**(5)**	**197**	**(44)**

(1) Non-working capital items comprise cash flows relating to investing and financing activities, payment of the income tax expense and non-cash items.
(2) The Reclassifications heading mainly includes changes relating to the current and non-current reclassification of certain accounts and notes receivable and payable and changes in the position of certain tax and employee-related receivables and payables in assets or liabilities.

Net cash used in investing activities

The main components of net cash used in investing activities of €1,714 million (compared with a cash outflow of €868 million in 2019) reflect:

- cash outflows of €147 million relating to acquisitions of property, plant and equipment, net of disposals, primarily due to purchases of computer hardware for customer projects or the partial renewal of IT installations and the renovation, extension and refurbishment of office space;
- cash outflows of €57 million relating to acquisitions of intangible assets, net of disposals, mainly involving software for customer projects or for internal use and internally generated intangible assets (see Note 13 – Goodwill and intangible assets);
- cash inflows relating to the sale of the Odigo business on December 30, 2020 (see Note 2 – Consolidation principles and Group structure);
- cash outflows on business combinations net of cash and cash equivalents acquired of €1,557 million of which €1,473 million in respect of the takeover of Altran (see Note 2 – Consolidation principles and Group structure).

Net cash used in financing activities

Net cash outflows as a result of financing activities totaled €562 million (compared with net cash outflows of €468 million in 2019) and mainly comprised:

- payment of the 2019 dividend of €226 million;
- cash outflows of €291 million to repay lease liabilities;
- cash outflows of €514 million for the buyback of own shares;
- cash outflows on subsequent acquisition of Altran shares of €1,672 million (see Note 2 – Consolidation principles and Group structure) plus the repayment of the Altran Term Loans of €1,592 million (see Note 2 – Consolidation principles and Group structure).

offset by:

- the €278 million share capital increase following the issue of new shares under the international employee share ownership plan (see Note 12 F – Equity).
- the 2020 bond issues net of repayment for €4,369 million, notably in the context of the acquisition of Altran (see Note 2 – Consolidation principles and Group structure).

Organic free cash flow

Organic free cash flow calculated based on items in the Statement of Cash Flows is equal to cash flow from operations less acquisitions of property, plant, equipment and intangible assets (net of disposals) and repayments of lease liabilities and adjusted for flows relating to the net interest cost.

At December 31 *(in millions of euros)*	**2019**	**2020**
Cash flows from operations	**1,794**	**1,661**
Acquisitions of property, plant and equipment and intangible assets	(222)	(206)
Proceeds from disposals of property, plant and equipment and intangible assets	3	2
Acquisitions of property, plant, equipment and intangible assets (net of disposals)	**(219)**	**(204)**
Interest paid	(77)	(96)
Interest received	62	49
Net interest cost	**(15)**	**(47)**
Repayments of lease liabilities	(272)	(291)
ORGANIC FREE CASH FLOW	**1,288**	**1,119**

Note 24 Currency, interest rate and counterparty risk management

Currency risk management

A) Exposure to currency risk and currency risk management policy

a) Currency risk and hedging of operating transactions

The significant use of offshore delivery centers located in India, Poland and Latin America exposes the Group to currency risk with respect to some of its production costs.

The Group implements a policy aimed at minimizing and managing these currency risks, due in the majority to internal flows with India in respect of production costs denominated in Indian rupee. The hedging policy and the management of operational currency risk is centralized at parent company level. Currency risk is managed primarily based on periodic reporting by subsidiaries of their exposure to currency risk over principally the coming 1 to 3 years. On this basis, the parent company acting as an internal bank, grants internal currency guarantees to subsidiaries and enters into currency hedges with its bank counterparties, primarily through forward purchase and sale foreign exchange contracts.

These hedging transactions are recorded in accordance with cash flow hedge accounting rules.

The Group determines the existence of an economic link between the hedging instrument and the hedged item based on the currency, amount and timing of their respective cash flows.

b) Currency risk and hedging of financial transactions

The Group is exposed to the risk of exchange rate fluctuations in respect of:

- inter-company financing transactions, mainly within the parent company, these flows generally being hedged (in particular using forward purchase and sale foreign exchange contracts) excepted financial flows that are integral part of the net investment in subsidiaries;
- fees paid to the parent company by subsidiaries whose functional currency is not the euro, flows being hedged as well.

c) Sensitivity of revenues and the operating margin [1] to fluctuations in the main currencies

A 10% fluctuation in the US dollar-euro exchange rate would trigger a corresponding 2.8% change in revenues and a 2.7% change in the operating margin [1] amount. Similarly, a 10% fluctuation in the pound sterling- euro exchange rate would trigger a corresponding 1.1% change in revenues and a 1.2% change in the operating margin [1] amount.

B) Hedging derivatives

Amounts hedged at December 31, 2020 using forward purchase and sale foreign exchange contracts, mainly concern the parent company and the centralized management of currency risk on operating transactions and inter-company financing transactions.

At December 31, 2020, the euro-equivalent nominal value of foreign exchange derivatives (forward purchase and sale foreign exchange contracts and options) breaks down by transaction type and maturity as follows:

(in millions of euros)	< 6 months	> 6 months and < 12 months	> 12 months	Total
Operating transactions	**1,517**	**1,345**	**1,847**	**4,709**
o/w: – fair value hedge	*467*	-	-	*467*
– cash flow hedge	*1,050*	*1,345*	*1,847*	*4,242*
Financial transactions	**179**	**-**	**-**	**179**
o/w: – fair value hedge	*179*	-	-	*179*
TOTAL	**1,696**	**1,345**	**1,847**	**4,888**

Hedges contracted in respect of operating transactions mainly comprise forward purchase and sale foreign exchange contracts maturing between 2021 and 2024 with an aggregate euro-equivalent value at closing exchange rates of €4,709 million (€4,170 million at December 31, 2019). The hedges, part of the centralized management of currency exposition risk, were chiefly taken out in respect of transactions in Indian rupee (INR 211,474 million), US dollars (USD 1,921 million) and Polish zloty (PLN 1,724 million). The maturities of these hedges range from 1 to 38 months and the main counterparty is Capgemini SE for a euro-equivalent value of €4,504 million.

Hedges contracted in respect of financial transactions concern Capgemini SE in the amount of €81 million at December 31, 2020. They mainly concern inter-company loans for €67 million (€277 million at December 31, 2019).

The net residual exposure to currency risk on intragroup operating transactions denominated in Indian rupee, with the delivery centers located in India (see A)a)), results from the Group's currency risk management policy. The net exposure at December 31, 2020 and December 31, 2019, is limited.

The exchange differences for monetary transactions are part of the net investment in foreign subsidiaries and are recognized directly in equity. The net residual exposure to currency risk on financial inter-company transactions mainly concerns transactions in US dollars and is limited at December 31,2020.

C) Fair value of hedging derivatives

Hedging derivatives are recorded in the following accounts:

At December 31 *(in millions of euros)*	Notes	2019	2020
Other non-current assets	19	33	32
Other current assets	21	73	68
Other current and non-current liabilities	27	(24)	(65)
Fair value of hedging derivatives, net		**82**	**35**
Relating to: – operating transactions		*75*	*35*
– financial transactions		*7*	-

The main hedging derivatives notably comprise the fair value of derivative instruments contracted as part of the centralized management of currency risk recorded in "other non-current assets" in the amount of €32 million, in "other current assets" in the amount of €65 million, in "other non-current liabilities" in the amount of €28 million and in "other current liabilities" in the amount of €37 million.

(1) Operating margin, an alternative performance measure monitored by the Group, is defined in Note 3 – Alternative performance measures.

The change in the period in derivative instruments hedging operating and financial transactions recorded in "income and expense recognized in equity" breaks down as follows:

(in millions of euros)	2020
Hedging derivatives recorded in income and expense recognized in equity at January 1	**40**
Amounts reclassified to net profit at December 31, 2020	14
Changes in fair value of derivative instruments and net investment	(243)
Hedging derivatives recorded in income and expense recognized in equity at December 31	**(189)**

No hedging relationship was discontinued during the fiscal year. The equity balance consists only of the fair value of existing hedging instruments.

Interest rate risk management

A) Interest rate risk management policy

The Group's exposure to interest rate risk should be analyzed in light of its cash position: at December 31, 2020, the Group had €3,174 million in cash and cash equivalents, with short-term investments mainly at floating rates (or failing this, at fixed rates for periods of less than or equal to three months), and €8,078 million in gross indebtedness only at fixed rates (see Note 22 – Net debt/ net cash and cash equivalents).

B) Exposure to interest rate risk: sensitivity analysis

As Group borrowings were at fixed rates in 2020, any increase or decrease in interest rates would have had a negligible impact on the Group's net finance costs.

Based on average levels of short-term investments and cash management assets, a 100-basis point rise in interest rates would have had a positive impact of around €12 million on the Group's net finance costs in 2020. Conversely, a 100-basis point fall in interest rates would have had an estimated €12 million negative impact on the Group's net finance costs.

Counterparty risk management

In line with its policies for managing currency and interest rate risks as described above, the Group enters into hedging agreements with leading financial institutions. Accordingly, counterparty risk can be deemed not material. At December 31, 2020, the Group's main counterparties for managing currency and interest rate risk are Barclays, BNP Paribas, CA CIB, Citibank, Commerzbank, HSBC, ING, JP Morgan, Morgan Stanley, Natixis, NatWest Group, Santander and Société Générale.

Note 25 Provisions for pensions and other post-employment benefits

5.

Defined contribution plans

Defined contribution plans are funded by contributions paid by employees and Group companies to the organizations responsible for managing the plans. The Group's obligations are limited to the payment of such contributions which are expensed as incurred. The Group's obligation under these plans is recorded in "Accounts and notes payable". Defined contribution plans are operated in most European countries (France, the United Kingdom, the Netherlands, Germany and Central Europe, Nordic countries, Italy and Spain), in the United States and in the Asia-Pacific area.

Defined benefit pension plans

Defined benefit pension plans consist of either:

- unfunded plans, where benefits are paid directly by the Group and the related obligation is covered by a provision corresponding to the present value of future benefit payments. Estimates are based on regularly reviewed internal and external assumptions. These unfunded plans correspond mainly to retirement termination payments and healthcare assistance plans;
- funded plans, where the benefit obligation is covered by external funds. Group contributions to these external funds are made in accordance with the specific regulations in force in each country.

Obligations under these plans are determined by independent actuaries using the projected unit credit method. Under this method, each period of service gives rise to an additional unit of benefit entitlement and each of these units is valued separately in order to obtain the amount of the Group's final obligation.

The resulting obligation is discounted by reference to market yields on high quality corporate bonds, denominated in the payment currency of benefits and consistent with forecast cash outflows of the post-employment benefit obligation.

For funded plans, only the estimated funding deficit is covered by a provision.

Current and past service costs – corresponding to an increase in the obligation – are recorded in "Operating expenses" of the period.

Gains or losses on the curtailment, settlement or transfer of defined benefit pension plans are recorded in "Other operating income" or "Other operating expense."

The impact of discounting defined benefit obligations as well as the expected return on plan assets are recorded net in "Other financial expense" or "Other financial income."

Actuarial gains and losses correspond to the effect of changes in actuarial assumptions and experience adjustments (i.e. differences between projected actuarial assumptions and actual data) on the amount of the benefit obligation or the value of plan assets. They are recognized in full in "Income and expense recognized in equity" in the year in which they arise (with the related tax effect).

Breakdown of provisions for pensions and other post-employment benefits

Provisions for pensions and other post-employment benefits comprise obligations under funded defined benefit plans (particularly in the United Kingdom and Canada) and obligations primarily relating to retirement termination payments (particularly in France, Germany and Sweden).

Provision for pensions and other post-employment benefits by main countries

	Obligation		Plan assets		Net provision in the Consolidated Statement of Financial Position	
(in millions of euros)	2019	2020	2019	2020	2019	2020
UK	3,593	3,681	(3,206)	(3,412)	387	269
Canada	753	775	(516)	(522)	237	253
France	283	319	(36)	(38)	247	281
Germany	114	176	(69)	(100)	45	76
Sweden	31	31	(10)	(11)	21	20
India	549	706	(483)	(588)	66	118
Other	252	305	(209)	(250)	43	55
PRESENT VALUE OF THE OBLIGATION AT DECEMBER 31	**5,575**	**5,993**	**(4,529)**	**(4,921)**	**1,046**	**1,072**

Movements in provisions for pensions and other post-employment benefits during the last two fiscal years were as follows:

		Obligation		Plan assets		Net provision in the Consolidated Statement of Financial Position	
(in millions of euros)	Notes	2019	2020	2019	2020	2019	2020
PRESENT VALUE OF THE OBLIGATION AT JANUARY 1		**4,855**	**5,575**	**(3,844)**	**(4,529)**	**1,011**	**1,046**
Expense for the period recognized in the Income Statement		**234**	**226**	**(133)**	**(112)**	**101**	**114**
Service cost	7	74	91	-	-	74	91
Interest cost	9	160	135	(133)	(112)	27	23
Impact on income and expense recognized in equity		**419**	**430**	**(370)**	**(387)**	**49**	**43**
Change in actuarial gains and losses		419	430	-	-	419	430
Impact of changes in financial assumptions		*501*	*469*	-	-	*501*	*469*
Impact of changes in demographic assumptions		*(54)*	*(37)*	-	-	*(54)*	*(37)*
Experience adjustments		*(28)*	*(2)*	-	-	*(28)*	*(2)*
Return on plan assets [(1)]		-	-	(370)	(387)	(370)	(387)
Other		**67**	**(238)**	**(182)**	**107**	**(115)**	**(131)**
Contributions paid by employees		45	43	(45)	(43)	-	-
Benefits paid to employees		(187)	(215)	169	181	(18)	(34)
Contributions paid		-	-	(122)	(156)	(122)	(156)
Translation adjustments		215	(324)	(181)	276	34	(48)
Business combinations		-	249	-	(136)	-	113
Other movements		(6)	9	(3)	(15)	(9)	(6)
PRESENT VALUE OF THE OBLIGATION AT DECEMBER 31		**5,575**	**5,993**	**(4,529)**	**(4,921)**	**1,046**	**1,072**

(1) After deduction of financial income on plan assets recognized in the Income Statement and calculated using the discount rate.

5.

Analysis of the change in provisions for pensions and other post-employment benefits by main country

A) UK

In the United Kingdom, post-employment benefits primarily consist of defined contribution pension plans.

A very small number of employees accrue pensionable service within a defined benefit pension plan.

In addition, certain former and current employees accrue deferred benefits in defined benefit pension plans. The plans are administered within trusts which are legally separate from the employer and are governed by a trustee board comprising independent trustees and representatives of the employer.

The defined benefit pension plans provide pensions and lump sums to members on retirement and to their dependents on death. Members who leave service before retirement are entitled to a deferred pension.

Employees covered by defined benefit pension plans break down as follows:

- 112 current employees accruing pensionable service (132 at December 31, 2019);
- 7,005 former and current employees not accruing pensionable service (7,224 at December 31, 2019);
- 3,561 retirees (3,469 at December 31, 2019).

The plans are subject to the supervision of the UK Pension Regulator; the funding schedules for these plans are determined by the Board of Directors of each pension plans on the proposal of an independent actuary, after discussion with Capgemini UK Plc, the employer, as part of actuarial valuations usually carried out every three years. Capgemini UK Plc., the employer, gives firm commitments to the trustees regarding the funding of any deficits identified, over an agreed period.

The responsibility to fund these plans lies with the employer. The defined benefit pension plans expose the Group to the increase in liabilities that could result from changes in the life expectancy of members, fluctuations in interest and inflation rates and, more generally, a downturn in financial markets.

The average maturity of pension plans in the United Kingdom is 20 years.

In accordance with local regulations, the non-renewal of certain client contracts in full or in part could require Capgemini UK Plc. to bring forward the funding of any deficits in respect of the employees concerned.

	Obligation		Plan assets		Net provision in the Consolidated Statement of Financial Position	
(in millions of euros)	2019	2020	2019	2020	2019	2020
PRESENT VALUE OF THE OBLIGATION AT JANUARY 1	**3,118**	**3,593**	**(2,674)**	**(3,206)**	**444**	**387**
Expense for the period recognized in the Income Statement	**90**	**69**	**(75)**	**(60)**	**15**	**9**
Service cost	2	2	-	-	2	2
Interest cost	88	67	(75)	(60)	13	7
Impact on income and expense recognized in equity	**310**	**299**	**(347)**	**(335)**	**(37)**	**(36)**
Change in actuarial gains and losses	310	299	-	-	310	299
Impact of changes in financial assumptions	*386*	*342*	-	-	*386*	*342*
Impact of changes in demographic assumptions	*(59)*	*(41)*	-	-	*(59)*	*(41)*
Experience adjustments	*(17)*	*(2)*	-	-	*(17)*	*(2)*
Return on plan assets (1)	-	-	(347)	(335)	(347)	(335)
Other	**75**	**(280)**	**(110)**	**189**	**(35)**	**(91)**
Contributions paid by employees	-	-	-	-	-	-
Benefits paid to employees	(95)	(84)	95	84	-	-
Contributions paid	-	-	(56)	(71)	(56)	(71)
Translation adjustments	170	(196)	(149)	176	21	(20)
Other movements	-	-	-	-	-	-
PRESENT VALUE OF THE OBLIGATION AT DECEMBER 31	**3,593**	**3,681**	**(3,206)**	**(3,412)**	**387**	**269**

(1) After deduction of financial income on plan assets recognized in the Income Statement and calculated using the discount rate.

a) Main actuarial assumptions

Discount rate, salary inflation rate and inflation rate

(in %)	At December 31, 2019	At December 31, 2020
Discount rate	2.0	1.3
Salary inflation rate	2.2 – 2.8	2.3 -2.9
Inflation rate	2.8	2.9

5.

In 2020, the benchmark indexes used to calculate discount rates were similar to those used in previous years.

Mortality tables used are those commonly used in the United Kingdom.

b) Plan assets

(in millions of euros)	2019		2020	
Shares	1,856	58%	1,775	52%
Bonds and hedging assets	1,139	36%	1,356	40%
Other	211	6%	281	8%
TOTAL	**3,206**	**100%**	**3,412**	**100%**

Shares correspond to investments in equities or diversified growth investments, the majority of which in developed markets.

Bonds and hedging assets consist of bonds invested in liquid markets. A portion of these investments seeks to partially hedge interest rate risk on the plan liabilities; this matching portfolio consists of UK government bonds (GILT), owned directly or borrowed *via* sale and repurchase agreements.

c) Sensitivity analysis

	Impact on the obligation at December 31, 2020	
(in millions of euros)	Rate increase	Rate decrease
Increase/decrease of 50 basis points in the discount rate	(332)	380
Increase/decrease of 50 basis points in the inflation rate	260	(251)
Increase/decrease of 50 basis points in the mortality rate	(61)	53

d) Future contributions

Contributions to defined benefit pension funds in the United Kingdom in respect of 2021 are estimated at €57 million, including the funding of pension plan deficits over the period defined with the trustees as part of the regular actuarial valuations.

5.

B) Canada

In Canada, defined post-employment benefits consist of defined benefit pension plans and other pension and similar plans. The plan assets are held in trust separately from the employer's assets. Nonetheless, the responsibility to fund the plans lies with the employer. The plans expose the Group to the increase in liabilities that could result from changes in the life expectancy of members, fluctuations in interest and inflation rates and, more generally, a downturn in financial markets.

The average maturity of pension plans in Canada is 19 years.

The plans are subject to regular actuarial valuations performed at least every three years. In accordance with local regulations, the non-renewal of certain client contracts in full or in part could require the Canadian entities to bring forward the funding of any deficits in respect of the employees concerned.

In Canada, employees covered by defined benefit pension plans break down as follows:

- 530 current employees accruing pensionable service (826 at December 31, 2019);
- 76 former and current employees not accruing pensionable service (88 at December 31, 2019);
- 416 retirees (418 at December 31, 2019).

(in millions of euros)	Obligation 2019	Obligation 2020	Plan assets 2019	Plan assets 2020	Net provision in the Consolidated Statement of Financial Position 2019	Net provision in the Consolidated Statement of Financial Position 2020
PRESENT VALUE OF THE OBLIGATION AT JANUARY 1	**663**	**753**	**(453)**	**(516)**	**210**	**237**
Expense for the period recognized in the Income Statement	**33**	**38**	**(17)**	**(15)**	**16**	**23**
Service cost	8	16	-	-	8	16
Interest cost	25	22	(17)	(15)	8	7
Impact on income and expense recognized in equity	**52**	**53**	**(31)**	**(36)**	**21**	**17**
Change in actuarial gains and losses	52	53	-	-	52	53
Impact of changes in financial assumptions	*50*	*56*	-	-	*50*	*56*
Impact of changes in demographic assumptions	*5*	*4*	-	-	*5*	*4*
Experience adjustments	*(3)*	*(7)*	-	-	*(3)*	*(7)*
Return on plan assets [1]	-	-	(31)	(36)	(31)	(36)
Other	**5**	**(69)**	**(15)**	**45**	**(10)**	**(24)**
Contributions paid by employees	3	3	(3)	(3)	-	-
Benefits paid to employees	(23)	(21)	22	18	(1)	(3)
Contributions paid	-	-	(16)	(5)	(16)	(5)
Translation adjustments	47	(51)	(33)	35	14	(16)
Other movements	(22)	-	15	-	(7)	-
PRESENT VALUE OF THE OBLIGATION AT DECEMBER 31	**753**	**775**	**(516)**	**(522)**	**237**	**253**

(1) After deduction of financial income on plan assets recognized in the Income Statement and calculated using the discount rate.

a) Main actuarial assumptions

Discount rate, salary inflation rate and inflation rate

(in %)	At December 31, 2019	At December 31, 2020
Discount rate	3.0 – 3.1	2.7
Salary inflation rate	2.3	2.3
Inflation rate	2.0	2.0

In 2020, the benchmark indexes used to calculate discount rates were similar to those used in previous years.

Mortality tables used are those commonly used in Canada.

b) Plan assets

(in millions of euros)	2019		2020	
Shares	257	50%	262	50%
Bonds and hedging assets	252	49%	253	48%
Other	7	1%	7	2%
TOTAL	**516**	**100%**	**522**	**100%**

Shares correspond to investments in equities or diversified growth investments, the majority of which in developed markets.

Bonds primarily comprise Canadian government bonds. A portion of these investments seeks to partially hedge interest rate risk on the plan liabilities; this matching portfolio consists of Canadian government bonds, owned directly or borrowed *via* sale and repurchase agreements.

c) Sensitivity analysis

(in millions of euros)	Impact on the obligation at December 31, 2020 Rate increase	Rate decrease
Increase/decrease of 50 basis points in the discount rate	(63)	71
Increase/decrease of 50 basis points in the inflation rate	53	(48)
Increase/decrease of 50 basis points in the mortality rate	(3)	3

d) Future contributions

Contributions to the Canadian defined benefit plans in respect of 2021 are estimated at €16 million, including the funding of pension plan deficits defined as part of the regular actuarial valuations.

C) France

In France, post-employment benefits primarily consist of retirement termination plans. Payments under these plans are determined by collective bargaining agreements and based on the employee's salary and seniority on retirement. The Group provides for its commitments to employees in accordance with the provisions of the Syntec collective bargaining agreement on departures and retirement. This liability changes, in particular, in line with actuarial assumptions as presented below:

(in %)	At December 31, 2019	At December 31, 2020
Discount rate	0.7	0.4
Salary inflation rate	2.0	2.0

The average maturity of pension plans in France is between 13 and 16 years depending on pension plans.

Note 26 Current and non-current provisions

5.

A provision is recognized in the Consolidated Statement of Financial Position at the year-end if, and only if, (i) the Group has a present obligation (legal or constructive) as a result of a past event (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and (iii) a reliable estimate can be made of the amount of the obligation. Provisions are discounted when the impact of the time value of money is material.

Movements in current and non-current provisions break down as follows:

(in millions of euros)	2019	2020
At January 1	**110**	**116**
Charge	38	68
Reversals (utilization of provisions)	(34)	(47)
Reversals (surplus provisions)	(12)	(11)
Other	14	333
At december 31	**116**	**459**

At December 31, 2020, current provisions (€122 million) and non-current provisions (€337 million) mainly concern risks relating to projects and contracts of €117 million (€103 million at December 31, 2019) and risks of €342 million (€13 million at December 31, 2019), mainly relating to labor and legal disputes in France and tax risks (excluding income tax) in India.

The line "Other" is mainly due to the recognition of several risks in the context of the consolidation of Altran. (see Note 2 – Consolidation principles and Group structure).

Note 27 Other current and non-current liabilities

At December 31 *(in millions of euros)*	Notes	2019	2020
Special employee profit-sharing reserve		45	30
Derivative instruments	24	24	65
Liabilities related to acquisitions of consolidated companies		106	147
Non-current tax payables		23	186
Other		77	113
OTHER CURRENT AND NON-CURRENT LIABILITIES	23	**275**	**541**

The change in other current and non-current liabilities in 2020 is mainly explained by the consolidation of Altran, with the inclusion in particular of non-current tax payables on tax audit and litigation proceedings in India and France (see Note 2 – Consolidation principles and Group structure).

Liabilities related to acquisitions of consolidated companies mainly comprise earn-outs granted at the time of certain acquisitions.

Note 28 Accounts and notes payable

At December 31 *(in millions of euros)*	Note	2019	2020
Trade payables		1,149	1,209
Accrued taxes other than income tax		422	498
Personnel costs		1,430	1,645
Other		10	6
ACCOUNTS AND NOTES PAYABLE	23	**3,011**	**3,358**

Note 29 Number of employees

Average number of employees by geographic area

	2019		2020	
	Number of employees	%	Number of employees	%
North America	17,887	8	18,493	7
France	25,038	12	33,358	13
United Kingdom and Ireland	8,796	4	10,032	4
Benelux	8,251	4	9,153	4
Southern Europe	9,599	5	16,816	7
Nordic countries	4,742	2	5,253	2
Germany and Central Europe	15,869	7	19,998	8
Africa and Middle East	1,855	1	3,226	1
Asia-Pacific and Latin America	124,067	57	135,196	54
AVERAGE NUMBER OF EMPLOYEES	**216,104**	**100**	**251,525**	**100**

Number of employees at December 31 by geographic area

	2019		2020	
	Number of employees	%	Number of employees	%
North America	17,848	8	18,550	7
France	25,518	12	36,219	13
United Kingdom and Ireland	8,869	4	10,489	4
Benelux	8,264	4	9,616	4
Southern Europe	9,977	5	19,932	7
Nordic countries	4,884	2	5,401	2
Germany and Central Europe	16,309	7	21,997	8
Africa and Middle East	1,940	1	3,888	1
Asia-Pacific and Latin America	125,705	57	143,677	54
NUMBER OF EMPLOYEES AT DECEMBER 31	**219,314**	**100**	**269,769**	**100**

Note 30 Off-balance sheet commitments

Off-balance sheet commitments relating to Group operating activities

A) Commitments given on client contracts

The Group has provided performance and/or financial guarantees for a number of major contracts. The clients concerned represented approximately 9% of Group revenue in 2020.

In addition, certain clients enjoy:

- limited financial guarantees issued by the Group and totaling €1,746 million at December 31, 2020 (€1,738 million at December 31, 2019);
- bank guarantees borne by the Group and totaling €212 million at December 31, 2020 (€109 million at December 31, 2019).

B) Commitments given on leases

Commitments given on leases consist primarily of the non-lease components of the Group's leases and commitments under leases with a short term or of assets with a low value (except IT equipment). These commitments total €115 million at December 31, 2020.

C) Other commitments given

Other commitments given total €67 million at December 31, 2020 (€28 million at December 31, 2019) and mainly comprise firm purchase commitments relating to goods or services in France.

D) Other commitments received

Other commitments received total €16 million at December 31, 2020 (€23 million at December 31, 2019) and primarily comprise commitments received following the purchase of shares held by certain minority shareholders of Capgemini Brasil S.A. for an amount of €14 million.

Off-balance sheet commitments relating to Group financing

A) Bonds

Capgemini SE has committed to standard obligations in respect of the outstanding bond issues detailed in Note 22 – Net debt/net cash and cash equivalents, and particularly to maintain *pari passu* status with all other marketable bonds that may be issued by the Company.

B) Syndicated credit facility obtained by Capgemini SE and not drawn to date

Capgemini SE has agreed to comply with the following financial ratios (as defined in IFRS) in respect of the credit facility disclosed in Note 22 – Net debt/net cash and cash equivalents:

- the consolidated net debt [1] to consolidated equity ratio must be less than 1 at all times;
- the interest coverage ratio (the extent to which consolidated net finance costs are covered by consolidated operating margin) [1] must be equal to or greater than 3 at December 31 and June 30 of each year (based on the 12 months then ended).

At December 31, 2020 and 2019, the Group complied with these financial ratios.

The credit facility agreement also includes covenants restricting Capgemini SE's ability to carry out certain transactions. These covenants also apply to Group subsidiaries. They include restrictions primarily relating to pledging assets as collateral, asset sales, mergers and similar transactions. Capgemini SE is also committed to standard obligations, including an agreement to maintain *pari passu* status.

On February 9, 2021, the Group renegotiated its syndicated credit facility (see Note 32 – Subsequent events) and the financial ratios (as defined in IFRS) detailed above will no longer apply in 2021.

(1) Net debt, an alternative performance measure monitored by the Group, is defined in Note 22 – Net debt/net cash and cash equivalents.

Contingent liabilities

In the normal course of their activities, certain Group companies underwent tax audits, leading in some cases to revised assessments in 2020 and previous years.

Proposed adjustments were challenged and litigation and pre-litigation proceedings were in progress at December 31, 2020, notably in France and India.

In France, the tax authorities consider that Capgemini SE's reinsurance subsidiary located in Luxembourg takes advantage of a preferential tax regime and therefore that its profits should be taxed in France, at Capgemini SE level.

The Indian subsidiaries of the Group have received several revised assessments or proposed revised assessments for income tax in recent years.

Most often, no amounts have been booked for these disputes in the consolidated financial statements in so far as the Group considers it justifies its positions that the likelihood of winning is high.

Note 31 Related-party transactions

Associates

Associates are equity-accounted companies over which the Group exercises significant influence. Transactions with these associates in 2020 were performed at arm's length and were of immaterial volume.

Other related-parties

In 2020, no material transactions were carried out with:

- shareholders holding significant voting rights in the share capital of Capgemini SE;
- members of management, including directors;
- entities controlled or jointly controlled by a member of Group Management, or over which he/she has significant influence or holds significant voting rights.

Group Management compensation

The table below provides a breakdown of the 2019 and 2020 compensation of members of management bodies present at each year-end (30 members in 2020 and 26 in 2019) and directors.

(in thousands of euros)	2019	2020
Short-term benefits excluding employer payroll taxes (1)	25,000	25,166
o/w remuneration for director duties (2) paid to salaried directors	*205*	*228*
o/w remuneration for director duties (2) paid to non-salaried directors (3) (4)	*879*	*936*
Short-term benefits: employer payroll taxes	10,559	7,117
Post-employment benefits (5)	2,793	1,876
Share-based payment (6)	12,589	9,760

(1) Including gross wages and salaries, bonuses, profit-sharing, fees and benefits in kind.
(2) Previously known as attendance fees.
(3) Note that Paul Hermelin has waived receipt of his remuneration for director duties since 2011 (previously known as attendance fees) and Aiman Ezzat has also waived receipt of this remuneration since his nomination by the Shareholders' Meeting of May 20,2020.
(4) 14 active directors in 2019 and 17 active directors in 2020.
(5) Primarily the annualized expense in respect of retirement termination payments pursuant to a contract and/or a collective bargaining agreement.
(6) Deferred recognition of the annualized expense relating to the grant of performance shares.

Note 32 Subsequent events

At the Shareholders' Meeting, the Board of Directors will recommend a dividend payout to Capgemini SE shareholders of €1.95 per share in respect of 2020. A dividend of €1.35 per share was paid in respect of fiscal year 2019.

On February 9, 2021, the Group signed with a syndicate of 18 banks a €1 billion multi-currency credit facility, maturing on February 9, 2026, with two one-year extension options, exercisable (subject to the approval of the banks) at the end of the first and second years, respectively, extending the maturity of the new facility by a maximum of two additional years.

This new credit facility refinances the €750 million facility signed on July 30, 2014 and maturing on July 27, 2021, which is therefore canceled.

In the same as the credit facility signed in 2014, an upgrade or downgrade in Capgemini SE's credit rating would have no impact on the availability of this new credit facility. This new credit facility has no financial covenant.

Note 33 List of the main consolidated companies by country

Capgemini SE is the parent company of what is generally known as "the Capgemini group" comprising 256 companies. The main consolidated companies at December 31, 2020 are listed below.

Country	List of the main companies consolidated at December 31, 2020	% interest	Consolidation Method [(1)]
ARGENTINA	Capgemini Argentina S.A.	100.00%	FC
AUSTRALIA	Capgemini Australia Pty Ltd	100.00%	FC
AUSTRIA	Capgemini Consulting Österreich AG	100.00%	FC
BELGIUM	Capgemini Belgium N.V./S.A.	100.00%	FC
	Altran Belgium S.A.	100.00%	FC
BRAZIL	Capgemini Brasil S.A.	99.95%	FC
	CPM Braxis Tecnologia, Ltda.	99.95%	FC
CANADA	Capgemini Canada Inc.	100.00%	FC
	Capgemini Solutions Canada Inc.	100.00%	FC
	Inergi LP	100.00%	FC
	New Horizons Systems Solutions LP	100.00%	FC
CHINA	Capgemini (China) Co., Ltd.	100.00%	FC
	Capgemini Business Services (China) Ltd.	100.00%	FC
	Capgemini Hong Kong Ltd.	100.00%	FC
DENMARK	Capgemini Danmark A/S	100.00%	FC
FINLAND	Capgemini Finland Oy	100.00%	FC
FRANCE	Capgemini Consulting S.A.S.	100.00%	FC
	Capgemini DEMS France S.A.S.	100.00%	FC
	Capgemini France S.A.S.	100.00%	FC
	Capgemini Gouvieux S.A.S.	100.00%	FC
	Capgemini Latin America S.A.S.	100.00%	FC
	Capgemini Service S.A.S	100.00%	FC
	Capgemini Technology Services S.A.S.	100.00%	FC
	Altran Technologies S.A.S.	100.00%	FC
	Global Management Treasury Services S.N.C.	100.00%	FC
	Altran ACT S.A.S.	100.00%	FC
	Sogeti S.A.S.	100.00%	FC
GERMANY	Capgemini Deutschland GmbH	100.00%	FC
	Capgemini Deutschland Holding GmbH	100.00%	FC
	Capgemini Outsourcing Services GmbH	100.00%	FC
	Altran Deutschland S.A.S. & Co. KG	100.00%	FC
	Altran Service GmbH	100.00%	FC
	Sogeti Deutschland GmbH	100.00%	FC
GUATEMALA	Capgemini Business Services Guatemala S.A.	100.00%	FC
INDIA	Capgemini Technology Services India Ltd.	99.77%	FC
	Altran Technologies India Pvt. Ltd.	100.00%	FC
	Aricent Technologies (Holdings) Ltd.	98.25%	FC
IRELAND	Capgemini Ireland Ltd.	100.00%	FC
ITALY	Capgemini Italia S.p.A.	100.00%	FC
	Altran Italia S.p.A.	100.00%	FC
	Interactive Thinking S.r.l.	100.00%	FC
JAPAN	Capgemini Japan K.K.	100.00%	FC

5.

LUXEMBOURG	Capgemini Reinsurance International S.A.	100.00%	FC
	Sogeti Luxembourg S.A.	100.00%	FC
MALAYSIA	Capgemini Services Malaysia Sdn. Bhd.	100.00%	FC
MEXICO	Capgemini México S. de R.L. de C.V.	100.00%	FC
MOROCCO	Capgemini Technology Services Maroc S.A.	100.00%	FC
NETHERLANDS	Capgemini Educational Services B.V.	100.00%	FC
	Capgemini N.V.	100.00%	FC
	Altran Netherlands BV	100.00%	FC
	Capgemini Nederland BV	100.00%	FC
	Sogeti Nederland BV	100.00%	FC
NORWAY	Capgemini Norge AS	100.00%	FC
POLAND	Capgemini Polska Sp. z.o.o.	100.00%	FC
PORTUGAL	Capgemini Portugal, Serviços de Consultoria e Informática, S.A.	100.00%	FC
SINGAPORE	Capgemini Asia Pacific Pte. Ltd.	100.00%	FC
	Capgemini Singapore Pte. Ltd.	100.00%	FC
SPAIN	Capgemini España S.L.	100.00%	FC
	Altran Innovación S.L.U	100.00%	FC
SWEDEN	Capgemini AB	100.00%	FC
	Capgemini Sverige AB	100.00%	FC
	Altran Sverige AB	100.00%	FC
	Sogeti Sverige AB	100.00%	FC
SWITZERLAND	Altran Switzerland AG	100.00%	FC
	Capgemini Suisse S.A.	100.00%	FC
UNITED KINGDOM	Capgemini Financial Services UK Limited	100.00%	FC
	Capgemini UK Plc	100.00%	FC
	CGS Holdings Ltd.	100.00%	FC
	Idean Capgemini Creative Studios UK Limited	100.00%	FC
	IGATE Computer Systems (UK) Ltd.	100.00%	FC
	Altran UK Ltd.	100.00%	FC
	Cambridge Consultants Limited	100.00%	FC
UNITED STATES	Annik Inc.	99.77%	FC
	Capgemini America, Inc.	100.00%	FC
	Capgemini Government Solutions LLC	100.00%	FC
	Capgemini North America, Inc.	100.00%	FC
	Octavia Holdco Inc.	100.00%	FC
	Lohika Systems Inc.	100.00%	FC
	Altran US Corp.	100.00%	FC
	Aricent US Inc.	100.00%	FC
	Global Edge Software USA Inc.	100.00%	FC
	CHCS Services Inc.	100.00%	FC

(1) FC = Full consolidation.

Note 34 Audit fees

Statutory audit fees for fiscal year 2020 break down as follows:

	KPMG		PwC		Mazars	
(in millions of euros) (excl. VAT)	2020	2019	2020	2019	2020	2019
Statutory audit of the consolidated and separate financial statements	**-**	**3.2**	**4.7**	**3.6**	**4.7**	**-**
— Capgemini SE	-	0.4	0.6	0.6	0.3	-
— Fully-consolidated subsidiaries	-	2.8	4.1	3.0	4.4	-
Non-audit services (1)	**-**	**1.2**	**0.3**	**1.0**	**0.1**	**-**
TOTAL	**-**	**4.4**	**5.0**	**4.6**	**4.8**	**-**

(1) These fees include notably assignments performed at the request of our clients pursuant to ISAE 34-02 and concern the audit of applications and/or processes outsourced to the Group.

5.2.7 Statutory auditors' report on the consolidated financial statements

This is a translation into English of the Statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This Statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the Statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

For the year ended December 31, 2020

To the Annual General Meeting of Capgemini SE,

Opinion

5.

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of Capgemini SE ("the Group") for the year ended December 31, 2020.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2020 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit and Risk Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements Section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory auditors, for the period from January 1st, 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No 537/2014 or in the French Code of Ethics (*Code de déontologie*) for Statutory auditors.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Recognition of revenue and costs related to long-term service contracts

Risks identified	Our audit approach
Capgemini is present in the consulting, digital transformation, Technology and Engineering Services market and notably provides long-term services. As described in Note 6 to the consolidated financial statements, the method used to recognize revenue and costs related to long-term contracts depends on the nature of the services rendered, as follows: — Revenue from deliverable-based contracts is recognized over time by using the "cost-to-cost" method to measure progress to completion. The percentage of completion is based on costs incurred to date relative to the total estimate of cost at completion of the contract; — Revenue from resources-based contracts is recognized as the Group earns the right to bill the customer as the amount invoiced corresponds directly to the value to the customer of the performance completed to date; — Revenue on services-based contracts is recognized as rights to bill arise, except in specific cases where invoicing terms do not reflect the value to the customer of services rendered to date relative to the value of the remaining services (for example, in case of significant front-loaded or back-loaded fees or discounts); — Revenue on multi-deliverable contracts should be recognized applying the appropriate method as specified above, depending on the performance obligations identified. Costs incurred to fulfill the contracts are expensed as incurred with the exception of certain initial set-up costs, such as transition and transformation costs that do not represent a separate performance obligation, which are capitalized if they create a resource that the Group will use to perform the promised service. A provision for onerous contract is recorded if all the costs necessary to fulfil the contract exceed the related benefits. The amount of revenue and the costs to be recognized for the period, and of any provisions for loss at completion at the closing date, depends upon the Group's ability to: — identify all the performance obligations in the long-term multi-service contracts and determine their related accounting treatment; — measure the costs incurred for deliverable-based contracts or the total services rendered for resources-based and services-based contracts; — estimate the costs to be incurred until the end of the contract. Considering the judgments and estimates made by the management to determine how revenue and related costs should be recognized, we deemed the recognition of revenue and costs related to long-term service contracts to be a key matter in our audit.	We have updated our understanding of the process related to recognizing various revenue flows. Our approach took into account the information systems used in recognizing revenue and related costs by testing, with the assistance of our IT specialists, the effectiveness of the automatic controls for systems impacting revenue recognition. Our work notably involved: — assessing internal control procedures, identifying the most manual or automatic relevant controls for our audit and testing their design and operational efficiency; — carrying out analytical audit procedures, and notably analyzing material changes in revenue and margin from one period to another; — based on a sample of contracts selected by using a multi-criteria analysis: – assessing the performance obligations identified within the context of the contract; – assessing the method used to recognize revenue and related costs for each identified performance obligation; – comparing the accounting data against the operational monitoring of projects and assessing the reasonableness of the estimates used, particularly as regards to measuring costs to be incurred until the end of the contract; — assessing the appropriateness of the information provided in the notes to the consolidated financial statements.

Acquisition and measurement of Goodwill

Risks identified	Our audit approach
As part of its business development, the Group makes targeted acquisitions in order to expand its service offering. In the context of the purchase price allocation, the Group estimates the fair value of identifiable assets acquired, liabilities assumed for entities newly acquired, and recognizes goodwill as an asset in the consolidated financial statements. Goodwill corresponds to the difference between the purchase price and the net amount of identifiable assets acquired and liabilities assumed. Goodwill is allocated to the various cash generating units (CGU). As of December 31, 2020, the total assets include €9,795m of goodwill and €807m of customer relationships, as described in Note 13 to the consolidated financial statements. These amounts reflect notably the impact of Altran acquisition in March 2020 contributing to goodwill and Customer Relationship for €2,578m and €503m respectively as described in Note 2 to the consolidated financial statements. At least once a year, Management ensures that the net carrying amount of goodwill recognized as an asset is not greater than the recoverable amount. Indeed, an adverse change in the business activities to which goodwill has been allocated, due to internal or external factors such as the financial and economic environment in markets where Capgemini operates, may have a significant adverse effect on the recoverable amount of goodwill and require the recognition of impairment. In such a case, it is necessary to reassess the relevance and reasonableness of the assumptions used to determine the recoverable amounts and the reasonableness and consistency of the calculation method. The impairment testing methods and details of the assumptions used are described in Note 16 to the consolidated financial statements. The recoverable amount is determined based on value in use, which is calculated based on the present value of the estimated future cash flows expected to arise from the asset group comprising each cash generating unit. We believe that acquisitions and measurement of goodwill is a key audit matter, due to their sensitivity to the assumptions made by Management and their significant amount reported in the financial statements.	Our work entailed: — assessing the compliance of the Altran acquisition accounting method adopted with IFRS 3R – Business Combination; — assessing the reasonableness of the approach undertaken to identify the acquired assets and assumed liabilities; — assessing the reasonableness of the assumptions used to fair value the acquired assets and assumed liabilities, including tax risks; — assessing the appropriateness of the method used to identify cash generating units (CGU); — gaining an understanding of and assessing the impairment testing process implemented by Management; — assessing the appropriateness of the model used to calculate value in use; — analyzing the consistency of cash flow forecasts with Management's latest estimates presented to the Board of Directors as part of the budget process; — comparing the cash flow forecasts for financial years 2021 to 2023 with the business plans used for prior year impairment testing; — comparing 2020 earnings forecasts used for prior year impairment testing with actual results; — interviewing the financial and operational staff responsible for the geographic areas representing cash generating units to analyze the main assumptions used in the 3-year strategic plan and cross-check the assumptions with the explanations obtained; — assessing the methods used to calculate the discount rate applied to the estimated cash flows expected, as well as the long-term growth rate used to project the latest prior year expected cash flows to infinity; comparing these rates with market data and external sources and recalculating the rates based on our own data sources; — assessing sensitivity testing of value in use to a change in the main assumptions used by Management; — assessing the appropriateness of the financial information provided in Notes 2, 13 and 16 to the consolidated financial statements. Our firms' valuation specialists were involved in this work.

Tax Audit

Risks identified	Our audit approach
The Group is present in a large number of tax jurisdictions. The tax authorities in the countries in which the Group operates regularly control the Group's position on subjects relating to its ordinary business. As stated in Note 30 to the consolidated financial statements for the year ended December 31, 2020, tax audits may lead to proposed adjustments that are challenged and to litigation and pre-litigation proceedings with the tax authorities, notably in France and India. These reassessments have not been accrued in the financial statements, as the Group has justified its position and believes that it is probable that it will prevail. As stated in Note 2 to the consolidated financial statements, certain tax risks have been fair valued in the context of the preliminary purchase price allocation of Altran Technologies in 2020. Estimates of risk relating to tax matters are reviewed regularly by each subsidiary and by the Group's Tax Department, with the assistance of external counsels for the most significant or complex matters. We believe that tax audits are a key audit matter due to the Group's exposure to tax issues related to its presence worldwide, the potential impact on the consolidated financial statements and the level of judgment required by Management in estimating the risk.	Through discussions with Management, we have updated our understanding of the procedures implemented by the Group to monitor tax matters. We have also assessed the judgments made by Management to measure the probability of tax payable and the amount of potential exposures, and the reasonableness of the estimates related to tax matters. We focused in particular on the effect of changes in local tax regulations and ongoing disputes with local tax authorities. To assess whether tax audits have been correctly addressed in the consolidated financial statements, with the assistance of our tax experts we: — conducted interviews with the Group's Tax Department and with local Tax Departments to assess the current status of investigations and reassessment proposals or reassessment notices received from the tax authorities, and monitor the status of ongoing claims, disputes and pre-litigation proceedings; — consulted the decisions and recent correspondence between the Group's companies and local tax authorities, along with the correspondence between the companies concerned and their legal counsels, when required; — performed a critical review of Management's estimates and position papers and of the consultations of external advisors.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verification required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the Group's management report, it being specified that, in accordance with Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

Report on Other Legal and Regulatory Requirements

Format of the presentation of the consolidated financial statements intended to be included in the Annual Financial Report

In accordance with Article 222-3, III of the AMF General Regulation, the Company's management informed us of its decision to postpone the presentation of the consolidated financial statements in compliance with the European single electronic format as defined in the European Delegated Regulation No 2019/815 of December 17, 2018 to years beginning on or after January 1st, 2021. Therefore, this report does not include a conclusion on the compliance with this format of the presentation of the consolidated financial statements intended to be included in the Annual Financial Report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*).

Appointment of the Statutory auditors

We were appointed as Statutory auditors of Capgemini SE by the Annual General Meeting held on May 24, 1996 for PricewaterhouseCoopers audit and on May 20, 2020 for Mazars.

As at December 31, 2020, PricewaterhouseCoopers audit and Mazars were in the 25th year and 1st year of total uninterrupted engagement respectively.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risk Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures

in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;

- evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit and Risk Committee

We submit a report to the Audit and Risk Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risk Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risk Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics *(Code de déontologie)* for Statutory auditors. Where appropriate, we discuss with the Audit and Risk Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

The Statutory auditors

Neuilly-sur-Seine, February 26, 2021		Courbevoie, February 26, 2021	
PricewaterhouseCoopers Audit		**Mazars**	
Richard Béjot Partner	Itto El Hariri Partner	Dominique Muller Partner	Anne-Laure Rousselou Partner

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5.3 Comments on the Capgemini SE financial statements

5.3.1 Income Statement

The Company reported **operating income** for the year ended December 31, 2020 of €478 million (including €328 million in royalties received from subsidiaries) compared with €447 million last year (including €343 million in royalties).

Operating profit is €238 million, compared with €275 million in 2019.

The **net finance expense** is €29 million (compared with net financial income of €244 million in 2019) and reflects the difference between:

- income of €344 million, mainly comprising foreign exchange gains on the pooling of currency risk at Group level (€278 million), dividends received from subsidiaries (€30 million), reversals of provisions for equity interests (€18 million), income from loans granted to subsidiaries (€10 million) and reversals of provisions for foreign exchange losses (€7 million);
- expenses of €373 million, mainly comprising foreign exchange losses on the pooling of currency risk at Group level (€186 million), charges to provisions for equity interests (€59 million), charges to provisions for foreign exchange losses (€13 million), as well as interest on bond issues and bank borrowings (€111 million).

This €273 million increase in net financial expenses year-on-year is essentially due to the decrease in dividends received from subsidiaries (€153 million), net reversals of provisions for equity interests (€83 million) and the increase in interest on new bond issues (€56 million).

Non-recurring items mainly comprise the accelerated depreciation of company acquisitions costs and represent a net expense of €6 million, compared to nil last year.

After an **income tax expense** of €21 million (compared with €29 million in 2019), notably reflecting the income tax expense of the tax consolidation group, the Company reported a **net profit** of €182 million.

5.3.2 Balance sheet

Financial fixed assets rose from €18,365 million last year to €22,967 million at December 31, 2020. This €4,602 million increase is mainly attributable to:

- the acquisition of an additional 88.57% stake in Altran Technologies in 2020 for €3,318 million;
- the increase in amounts receivable from controlled entities of €1,287 million, mainly corresponding to the grant of a €1,510 loan to our Altran Technologies subsidiary, partially offset by the repayment of the loan to our US subsidiary for €225 million.

Shareholders' equity is €14,122 million, down €140 million on last year. This decrease essentially reflects the difference between:

- net profit for 2020 (€182 million);
- the €278 million share capital increase for cash reserved for employees (ESOP 2020);
- the share capital reduction by cancellation of 3,664,862 Capgemini SE shares purchased under the share buyback programs authorized by the Combined Shareholders' Meetings of May 23, 2018 and May 20, 2020 in the amount of €382 million,
- and finally, the June 5, 2020 dividend payment of €1.35 per share on the 167,177,747 shares making up the Company's share capital at June 5, 2020 (after neutralization of the 2,271,952 treasury shares held by the Company), representing a total payment of €226 million;

Borrowings totaled €10,503 million at December 31, 2020, up €5,387 million compared with December 31, 2019. This increase was mainly due to:

- new bond issues totaling €5,100 million to finance the Altran Technologies acquisition;
- the redemption of the 2015 bond issue maturing in July 2020 for €676 million;
- the €510 million increase in bank loans and borrowings (including €350 million of commercial paper);
- the €451 million increase in outstanding inter-company loans and investments.

In addition to the above, the following information is required by law:

Capgemini SE external accounts payable total €94 thousand, including €32 thousand not yet due. Group accounts payable total €42 million, none of which are due.

Inter-company accounts receivable total €31,020 thousand, including €1,593 thousand past due. Past due accounts receivable represent 0.35% of revenues.

5.3.3 Appropriation of earnings

During its meeting of February 17, 2021, the Board of Directors decided to recommend to the next Ordinary Shareholders' Meeting, the following appropriation of net profit for the year:

Net profit for the year	€181,627,000.73
Allocation to the legal reserve	€0.00
i.e. a balance of	€181,627,000.73
Retained earnings of previous years	€5,976,182,226.62
i.e. Distributable earnings at 12/31/2020 of	€6,157,809,227.35
This amount will be allocated to:	
— payment of a dividend of €1.95 per share (1)	€329,130,432.15
— retained earnings for the balance	€5,828,678,795.20
Giving a total of:	€6,157,809,227.35

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2020 and could therefore change if this number varies between January 1, 2021 and the ex-dividend date.

This dividend of €1.95 on each of the 168,784,837 shares bearing dividend rights on January 1, 2021, will be eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) for private individuals tax-resident in France who opt for taxation at the progressive income tax scale. Where this option is not made, the dividend will fall within the application scope of the flat-rate income tax advance payment mechanism and won't be eligible for this 40% rebate.

The ex-dividend date will be June 2, 2021 and the dividend will be payable from June 4, 2021. If, at the time of payment of the dividend, the number of treasury shares held by the Company has changed compared to that held on December 31, 2020, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

Pursuant to Article 243 *bis* of the French Tax Code, it is recalled that the following amounts were paid over the past three fiscal years:

	Dividend distribution (1) *(in euros)*	Distributed income (2) *(in euros)*	Dividend per share *(in euros)*
Fiscal year 2019	228,616,423.65	225,689,968.45	1.35
Fiscal year 2018	284,399,341.00	281,199,101.20	1.70
Fiscal year 2017	286,422,361.40	284,362,859.00	1.70

(1) Theoretical values calculated based on the number of shares bearing dividend rights on December 31 each year.
(2) Amounts effectively paid after adjusting the number of shares bearing dividend rights for any change in the number of treasury shares, the issuance of new shares and/or the cancellation of existing shares between January 1 and the ex-dividend date. In fiscal years 2017, 2018 and 2019, these amounts were only fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) when the beneficiary was tax-resident in France and had opted for taxation at the progressive income tax scale.

5.3.4 Share capital and ownership structure

At December 31, 2020, the share capital amounted to €1,350,278,696 (compared with €1,354,763,992 at December 31, 2019), comprising 168,784,837 fully paid-up shares with a par value of €8 each.

Share capital transactions during 2020 were as follows:

- share capital increase through the issue of 104,200 new shares following the vesting of free shares on March 2, 2020;
- cancellation of 3,664,862 treasury shares decided by the Board of Directors on December 2, 2020;
- share capital increase under the seventh employee share ownership plan (ESOP 2020) involving the issue of 3,000,000 shares on December 17, 2020.

Pursuant to the provisions of Article L. 233-13 of the French Commercial Code and according to information received and disclosures made to the French Financial Markets Authority (AMF), as far as the Company is aware, no shareholders other than Fidelity Management & Research Company LLC, FMR LLC, Amundi Asset Management and Crédit Agricole Corporate and Investment Bank hold directly or indirectly, alone or in concert, more than 5% of the Company's share capital or voting rights:

- Fidelity Management & Research Company LLC, controlled by FMR LLC, disclosed it increased its interest above the 5% share capital and voting rights thresholds on March 10, 2020 and individually held 8,480,857 shares representing 5.005% of the Company's share capital and voting rights at that date.

  At this time, FMR LLC disclosed that it had not crossed any thresholds and held, at March 10, 2020, indirectly *via* companies that it controls, 9,852,632 shares representing 5.81% of the Company's share capital and voting rights at that date;
- Amundi Asset Management, acting on behalf of funds under management, disclosed it had increased its interest above the 5% share capital and voting rights thresholds on December 17, 2020 and held on behalf of such funds, 9,610,752 shares representing 5.69% of the Company's share capital and voting rights at that date;

- Crédit Agricole Corporate and Investment Bank, controlled by Crédit Agricole SA, disclosed it had increased its interest above the 5% share capital and voting rights thresholds on December 17, 2020 and held 9,997,232 shares representing 5.92% of the Company's share capital and voting rights at that date. It also disclosed that this threshold was crossed due to the signing of an agreement and financial instruments relating to the Company [1].

It is also noted that Amundi Asset Management is notably responsible for managing the Capgemini ESOP FCPE (the Capgemini Employee Savings Mutual Fund set up for international employee share ownership transactions) and that the share capital increase corresponding to the most recent share ownership transaction implemented by the Company was completed on December 17, 2020.

Similarly, Crédit Agricole Corporate and Investment Bank acted as the structuring bank for the most recent Group employee share ownership transactions. 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.

Finally, shares held by members of the Board of Directors represent 0.17% of the Company's share capital at December 31, 2020.

(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).

5.4 2020 financial statements

5.4.1 Balance sheet at December 31, 2019 and 2020

ASSETS *(in thousands of euros)*	12/31/2019 Net	12/31/2020 Gross	12/31/2020 Depreciation, amortization and provisions	12/31/2020 Net
Intangible assets				
Trademarks, patents and similar rights	2,791	41,166	(38,717)	2,449
Property, plant and equipment	224	224	-	224
Financial fixed assets				
Equity interests	18,038,013	22,045,944	(688,578)	21,357,367
Receivable from controlled entities [1]	320,945	1,607,450	-	1,607,450
Other financial fixed assets [1]	6,582	2,958	(500)	2,458
Non-current assets	**18,368,555**	**23,697,743**	**(727,794)**	**22,969,948**
Bought-in goods	4	4	-	4
Accounts and notes receivable [1]	-	71	(71)	-
Other receivables [1]	25,669	75,313	-	75,313
Receivable from related and associated companies [1]	106,998	154,225	-	154,225
Sundry debtors [1]	5,389	-	-	-
Marketable securities	948,291	1,347,097	(158)	1,346,939
Cash and cash equivalents	1,304,522	1,581,530	(600)	1,580,930
Current assets	**2,390,873**	**3,158,241**	**(829)**	**3,157,412**
Prepaid expenses [1]	4,947	32,706	-	32,706
Deferred charges	12,281	27,813	-	27,813
Unrealized foreign exchange losses	6,587	13,413	-	13,413
Other assets	**23,814**	**73,931**	**-**	**73,931**
TOTAL ASSETS	**20,783,242**	**26,929,915**	**(728,624)**	**26,201,291**
[1] Of which receivable within one year	*200,004*	*1,765,052*	-	*1,764,552*

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SHAREHOLDERS' EQUITY AND LIABILITIES *(in thousands of euros)*	12/31/2019	12/31/2020
Share capital (fully paid-up)	1,354,764	1,350,279
Additional paid-in capital	5,991,827	5,892,006
Legal reserve	137,745	137,745
Other reserves	559,573	559,573
Retained earnings	5,711,641	5,976,182
Profit for the year	490,231	181,627
Tax-driven provisions	16,332	24,203
Shareholders' equity	**14,262,113**	**14,121,615**
Provisions for contingencies and losses	**6,587**	**13,413**
Bond issues (2)	3,275,600	7,700,000
Bank loans and borrowings (2)	1,067,485	1,578,389
Payable to controlled entities (2)	773,299	1,224,339
Borrowings (2)	**5,116,383**	**10,502,728**
Accounts and notes payable (2)	17,042	15,751
Tax and social security liabilities (2)	2,449	1,561
Payable to related and associated companies (2)	1,152,763	1,298,490
Other payables (2)	1,118	1,085
Unrealized foreign exchange gains	224,787	246,650
Other liabilities	**1,398,159**	**1,563,536**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**20,783,242**	**26,201,291**
(2) Of which due within one year	*3,570,347*	*4,529,325*

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5.4.2 Income Statement for the years ended December 31, 2019 and 2020

(in thousands of euros)	2019	2020
Royalties	342,765	327,976
Reversals of depreciation, amortization and provisions, expense transfers	12,485	24,660
Other income	91,403	124,995
Total operating revenue	**446,652**	**477,631**
Other purchases and external charges	62,120	98,874
Taxes, duties and other levies	5,392	4,813
Depreciation and amortization	11,536	9,503
Other expenses	92,435	126,220
Total operating expenses	**171,483**	**239,410**
OPERATING PROFIT	**275,169**	**238,221**
Investment income [(1)]	183,676	30,334
Income from other marketable securities and amounts receivable on non-current assets [(1)]	17,620	8,839
Other interest and similar income [(1)]	6,145	2,715
Reversals of provisions	81,851	24,415
Foreign exchange gains	242,353	277,723
Total financial income	**531,644**	**344,025**
Depreciation, amortization and provisions relating to financial items	39,048	72,722
Interest and similar expenses [(2)]	60,857	112,908
Foreign exchange losses	186,747	185,755
Expenses on disposals of marketable securities	876	2,005
Total financial expenses	**287,528**	**373,390**
NET FINANCIAL INCOME (EXPENSE)	**244,117**	**(29,364)**
RECURRING PROFIT BEFORE TAX	**519,286**	**208,856**
Non-recurring income from capital transactions	3,563	7,636
Total non-recurring income	**3,563**	**7,636**
Non-recurring expenses on operations	345	319
Non-recurring expenses on capital transactions	3,009	5,557
Charges to provisions	378	7,871
Total non-recurring expenses	**3,732**	**13,747**
NET NON-RECURRING INCOME (EXPENSE)	**(169)**	**(6,111)**
Income tax expense	**(28,886)**	**(21,118)**
PROFIT FOR THE YEAR	**490,231**	**181,627**
[(1)] Of which income concerning related companies	*202,881*	*40,068*
[(2)] Of which interest concerning related companies	*3,238*	*1,827*

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5.4.3 Notes to the financial statements

I – Accounting policies

The annual financial statements for the year ended December 31, 2020 are prepared and presented in accordance with Regulations no. 2014-03, no. 2015-05, no. 2015-06 and no. 2016-07 issued by the French Accounting Standards Authority (*Autorité des normes comptables*, ANC). They are also prepared in accordance with the principles of prudence and accruals, and assuming that the Company is able to continue as a going concern.

Items in the financial statements are generally measured using the historical cost method. The Company's main accounting policies are described below:

Intangible assets

Computer software and user rights acquired on an unrestricted ownership basis, as well as software developed for internal use which has a positive, lasting and quantifiable effect on future results, are capitalized and amortized over a maximum period of three years. At the year-end, the value of computer software and user rights is compared to their value in use for the Company.

Financial fixed assets

The gross value of equity interests and other long-term investments carried in the balance sheet comprises their acquisition cost, including any transaction fees. A provision for impairment is set aside when the value in use falls below the acquisition cost. The value in use is calculated based on either the present value of discounted future cash flows adjusted for net debt and deferred tax, where applicable, the Company's share in net assets, or in certain cases, with reference to the market value of comparable transactions.

Treasury shares

Treasury shares held by Capgemini SE as part of the liquidity agreement are recorded on the balance sheet within long-term investments at the lower of cost and net realizable value. Realizable value is the average market price for Capgemini SE shares in December. Other treasury shares held for other objectives of the share buyback program are recorded in listed shares.

Marketable securities

Marketable securities are shown on the balance sheet at the lower of cost and net realizable value. The realizable value of listed securities is based on the average share price in December. The realizable value of unlisted securities is based on their net asset value. At the year-end, accrued interest receivable or interest received in advance on certificates of deposit and commercial paper is recognized in accrued income or prepaid income, respectively.

Capitalization contracts subscribed by the Company are also included in marketable securities.

Foreign currency transactions

Receivables, payables and cash and cash equivalents denominated in foreign currencies are translated into euros at the year-end exchange rate or at the hedging rate. Any differences resulting from the translation of foreign currency receivables and payables at these rates are included in the balance sheet under "Unrealized foreign exchange gains/losses". A provision for foreign exchange losses is set aside to cover any unrealized losses.

Receivables and payables

Receivables are measured at their nominal amount, and a provision for impairment set aside when their net realizable value falls below their net carrying amount. Unbilled payables are recognized excluding VAT.

Financial instruments

Currency and interest rate positions are taken using financial instruments presenting minimum counterparty risk listed on organized markets or over-the-counter. Gains and losses on financial instruments used in hedging transactions are recognized to match the gains and losses arising on the hedged items. Forward financial instruments, and options on own shares, are initially recognized in the balance sheet at acquisition cost and subsequently remeasured to fair value. Where there is indication of impairment, a provision for financial risk is set aside in accordance with the principle of prudence.

Centralized foreign currency hedging transactions are recognized in accordance with hedge accounting rules. Unhedged transactions are recognized in isolated open positions. Any unrealized losses are provided. In addition the impact of hedging on inter-company loans and receivables is spread over the hedge term.

Tax consolidation

The Company and French subsidiaries at least 95% owned by the Group have elected to file consolidated tax returns pursuant to Article 223 A of the French General Tax Code. Any tax savings realized by the tax consolidation group, primarily on account of tax losses incurred by consolidated entities, are treated as a gain for the Company in the period in which they arise.

II – Notes to the Capgemini SE Balance Sheet and Income Statement

1. Non-current assets

(in thousands of euros)	Gross value (January 1)	Increase	Decrease	Gross value (December 31)
Intangible assets				
Trademarks, patents and similar rights	41,133	33	-	41,166
Sub-total	**41,133**	**33**	**-**	**41,166**
Property, plant and equipment	**224**	**-**		**224**
Sub-total	**224**	**-**	**-**	**224**
Financial fixed assets				
Equity interests	18,685,206	3,360,739	-	22,045,944
Receivable from controlled entities	320,945	1,805,082	(518,577)	1,607,450
Other financial fixed assets	7,082	487,800	(491,924)	2,958
Sub-total	**19,013,233**	**5,653,622**	**(1,010,502)**	**23,656,353**
TOTAL NON-CURRENT ASSETS	**19,054,590**	**5,653,654**	**(1,010,502)**	**23,697,743**

— **Equity interests**

Equity interests comprise shares in the Company's subsidiaries. The main changes during the year reflect the acquisition of an additional 88.57% stake in Altran Technologies (€3,318,464 thousand) and share capital increases by French and non-French subsidiaries totaling €35,535 million.

— **Receivable from controlled entities**

Amounts receivable from controlled entities consist of loans granted by the Company to subsidiaries primarily in Europe (€1,538,611 thousand, including €1,510,658 thousand to Altran Technologies), the Asia-Pacific region (€40,052 thousand) and Latin America (€28,787 thousand).

The main changes in this heading reflect:

- loans granted to Altran Technologies of €1,510,476 thousand,
- loans granted to subsidiaries in the United States of €246,675 thousand,
- loans granted to Latin American subsidiaries of €17,319 thousand,
- loans granted to Asian-Pacific subsidiaries of €15,670 thousand,
- the repayment of loans granted to subsidiaries in the United States (€472,043 thousand) and Europe (€35,390 thousand).

— **Other financial fixed assets**

This account mainly comprises treasury shares held under the liquidity agreement. This agreement relates to the share buyback program approved by the Combined Shareholders' Meeting of May 20, 2020. Accordingly, a total of 1,063,201 shares were acquired and 1,104,046 shares were sold between January 1, 2020 and December 31, 2020. At December 31, 2020, Capgemini SE held 20,964 treasury shares (61,809 at December 31, 2019), valued at €2,452 thousand.

In 2020, the Company continued to purchase treasury shares, buying 4,964,862 shares (€520,261 thousand, including transaction fees). During the year, 1,169,279 shares were presented to beneficiaries of performance shares and 3,664,862 shares were canceled.

2. Depreciation, amortization and provisions for non-current assets

(in thousands of euros)	Depreciation, amortization and provisions (January 1)	Charge	Reversals	Depreciation, amortization and provisions (December 31)
Intangible assets				
Amortization of trademarks, patents and similar rights	38,342	375	-	38,717
Financial fixed assets				
Provisions for equity interests	647,193	59,151	(17,767)	688,578
Provisions for amounts receivable from controlled entities	500	-	-	500
TOTAL DEPRECIATION, AMORTIZATION AND PROVISIONS	**686,035**	**59,526**	**(17,767)**	**727,794**

Charges to provisions for equity interests of €59,151 thousand and provision reversals of €17,767 thousand concern European subsidiaries.

3. Marketable securities

Marketable securities break down as follows at December 31, 2020:

(in thousands of euros)	Nominal value	Net asset value	Carrying amount
Listed securities			
Investment funds (FCP & SICAV)	1,316,277	1,316,119	1,316,119
Treasury shares	30,820	30,820	30,820
TOTAL	**1,347,097**	**1,346,939**	**1,346,939**

4. Maturity of receivables at year-end

(in thousands of euros)	Gross	One year or less	More than one year
Non-current assets			
Receivable from controlled entities	1,607,450	1,536,267	71,184
Other financial fixed assets	2,958	2,458	500
Current assets			
Income tax receivable	67,800	59,468	8,332
VAT receivable	7,193	7,193	-
Other taxes and duties, other than income tax	320	320	-
Receivable from related companies	154,225	154,225	-
Prepaid expenses	32,706	5,621	27,084
TOTAL	**1,872,652**	**1,765,552**	**107,100**

Prepaid expenses mainly comprise prepaid interest on the 2015, 2016, 2018 and 2020 bond issues.

5.

5. Deferred charges

(in thousands of euros)	Amount at January 1	Increase	Amortization & decrease	Amount *(at December 31)*
Loan issuance fees	12,281	24,660	(9,128)	27,813
TOTAL	**12,281**	**24,660**	**(9,128)**	**27,813**

Loan issuance fees mainly comprise the fees on two 2015 bond issues, the 2016 bond issue, two 2018 bond issues and finally six 2020 bond issues. They are amortized on a straight-line basis over the term of the debt. The €24,660 thousand increase concerns the six bond issues performed in 2020.

6. Share capital and additional paid-in capital

(in thousands of euros)	Number of shares	Share capital	Additional paid-in capital
At December 31, 2019 (par value of €8)	**169,345,499**	**1,354,764**	**5,991,827**
+ Share capital increase for cash reserved for employees	3,000,000	24,000	254,790
+ Share capital increase by capitalization of additional paid-in capital	104,200	834	(834)
– Share capital reduction by cancellation of shares	(3,664,862)	(29,319)	(352,626)
– Share issue costs, net of tax	-	-	(1,151)
At December 31, 2020 (par value of €8)	**168,784,837**	**1,350,279**	**5,892,006**

Share capital increase reserved for employees, share issue costs

Pursuant to the 31st and 32nd resolutions adopted by the Shareholders' Meeting of May 20, 2020, the Group set up an employee share ownership plan (ESOP 2020). The subscription of Capgemini SE shares was proposed to approximately 97% of the Group headcount in 26 countries. Under the plan, a minimum length of service of three months was required at November 12, 2020, acquired consecutively or not since January 1, 2019 to qualify as a candidate for subscription. This leveraged plan offered employees the possibility of subscribing at a discounted preferential rate and, *via* a bank which secured and supplemented the investment so that the total amount invested represented ten times the personal contribution of the employee, potentially generating a greater capital gain than would have been the case had it been calculated based solely on the employee's personal contribution. In return, the employee waives a portion of any increase in the price of shares subscribed on his behalf, as well as dividends and other financial rights that could be paid on these shares throughout the entire term of the plan. In addition, the shares will be unavailable for a period of five years (except for cases of early release covered by plan rules in accordance with applicable legislation).

This employee share ownership plan (ESOP 2020) includes a 12.5% discount. Under the delegation of authority granted by the Board of Directors, the subscription price was set at €92.93 by the Chief Executive Officer on November 5, 2020. This price corresponds to the daily volume-weighted average price (VWAP) of the Capgemini SE share, as published on the Bloomberg CAP FP EQUITY VAP website, over the twenty stock market trading days preceding the Chief Executive Officer's decision, less a 12.5% discount.

On December 17, 2020, the Group issued 3,000,000 new shares reserved for employees with a par value of €8 each, representing a share capital increase of €278 million net of issue costs.

Pursuant to the share purchase agreement signed on October 7, 2020 with an investment services provider, which is also the institution managing the ESOP 2020 employee share ownership plan, Capgemini SE purchased 3,000,000 of its own shares for a consideration of €320 million to neutralize the dilution related to this plan.

Share capital reduction by cancellation of shares purchased

During the year, the Board of Directors, using the delegation of authority granted for a period of 26 months by the 22nd extraordinary resolution adopted by the Combined Shareholders' Meeting of May 20, 2020, decided to reduce the share capital by €29,319 thousand by canceling 3,664,862 Capgemini SE shares purchased under the share buyback program authorized by the Combined Shareholders' Meetings of May 23, 2018 and May 20, 2020. The difference between the purchase cost of these 3,664,862 shares and their par value of €352,626 thousand was deducted from additional paid-in capital.

7. Share subscription plans

The Group no longer grants stock options since the plan authorized in 2005. The last grant under this plan was performed in June 2008.

8. Performance share plans

The Shareholders' Meetings of May 6, 2015, May 18, 2016, May 10, 2017, May 23, 2018, May 23, 2019 and then May 20, 2020 authorized the Board of Directors to grant shares to a certain number of Group employees, on one or several occasions and within a maximum period of 18 months, subject to performance and/or presence conditions. On February 17, 2016, July 26, 2016, July 26, 2017, October 5, 2017, October 3, 2018, October 2, 2019 and October 7, 2020, the Board of Directors approved the terms and conditions and the list of beneficiaries of these seven plans.

The main features of these plans are set out in the tables below:

	February 2016 Plan	July 2016 Plan
Maximum number of shares that may be granted	1,721,815 shares	1,721,815 shares
% of share capital at the date of the Board of Directors' decision	1%	1%
Total number of shares granted	180,500 (5)	1 663 500 (1)
Date of Board of Directors' decision	February 17, 2016	July 26, 2017
Performance assessment dates	Presence condition only	Three years for the two performance conditions
Vesting period	2 years as from the grant date (France) or 4 years as from the grant date (other countries)	3 years and 1 week as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	2 years	2 years
Main market conditions at the grant date		
Volatility	*n/a*	*26,35%*
Risk-free interest rate	*0.15% – 0.03%*	*0.2% – 0.17%*
Expected dividend rate	*1,60%*	*1,60%*
Other conditions		
Performance conditions	*n/a*	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*	*Yes*
Pricing model used to calculate the fair value of shares	n/a	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*		
Free shares (per share and in euros)	*55.45 – 57.59*	*n/a*
Performance shares (per share and in euros)	*n/a*	*54.02 – 77.1*
Of which corporate officers	-	*52,68*
Number of shares at December 31, 2019		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	107 450	863 775
Of which corporate officers	-	*42,000 (1)*
Change during the period		
Number of shares subject to performance and/or presence conditions granted during the year	-	-
Of which corporate officers	-	-
Number of shares forfeited or canceled during the year	3 250	50 580
Number of shares vested during the year	104 200	813,195 (2)
Number of shares at December 31, 2020		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	-	-
Weighted average number of shares	27 675	499 654
Share price at the grant date *(in euros)*	71,61	83,78

	July 2017 Plan	October 2017 Plan
Maximum number of shares that may be granted	1,691,496 shares	1,691,496 shares
% of share capital at the date of the Board of Directors' decision	1%	1%
Total number of shares granted	63,597 (8)	1,522,500 (10)
Date of Board of Directors' decision	July 26, 2017	October 5, 2017
Performance assessment dates	Presence condition only	Three years for the two performance conditions
Vesting period	3 years and 1 week as from the grant date (other countries)	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	n/a	2 years
Main market conditions at the grant date		
Volatility	*n/a*	*25,65%*
Risk-free interest rate	*-0.25%/-0.04%*	*-0.17%/+0.90%*
Expected dividend rate	*1,60%*	*1,60%*
Other conditions		
Performance conditions	*n/a*	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*	*Yes (see below)*
Pricing model used to calculate the fair value of shares	n/a	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*		
Free shares (per share and in euros)	*89,05*	*86.98 – 93.25*
Performance shares (per share and in euros)	*n/a*	*62.02 – 93.25*
Of which corporate officers	-	*66,38*
Number of shares at December 31 2019		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	46 646	1 373 250
Of which corporate officers	-	*35,000 (1)*
Change during the period		
Number of shares subject to performance and/or presence conditions granted during the year	-	-
Of which corporate officers	-	-
Number of shares forfeited or canceled during the year	14 262	335 470
Number of shares vested during the year	32 384	322,350 (3)
Number of shares at December 31, 2020		
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	-	715,430 (4)
Weighted average number of shares	26 022	1 124 952
Share price at the grant date *(in euros)*	94,20	100,25

	October 2018 Plan
Maximum number of shares that may be granted	1,688,170 shares
% of share capital at the date of the Board of Directors' decision	1%
Total number of shares granted	1,384,530 (11)
Date of Board of Directors' decision	October 3, 2018
Performance assessment dates	Three years for the two performance conditions
Vesting period	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	2 years
Main market conditions at the grant date	
Volatility	*23,29%*
Risk-free interest rate	*-0.109%/0.2429%*
Expected dividend rate	*1,60%*
Other conditions	
Performance conditions	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*
Pricing model used to calculate the fair value of shares	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*	
Free shares (per share and in euros)	*96.86 – 104.92*
Performance shares (per share and in euros)	*63.95 – 104.92*
Of which corporate officers	*80,32*
Number of shares at December 31, 2019	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1 340 720
Of which corporate officers	*61,000 (1)*
Change during the period	
Number of shares subject to performance and/or presence conditions granted during the year	-
Of which corporate officers	-
Number of shares forfeited or canceled during the year	82 825
Number of shares vested during the year	-
Number of shares at December 31, 2020	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,257,895 (12)
Weighted average number of shares	1 299 307
Share price at the grant date *(in euros)*	112,35

	October 2019 Plan
Maximum number of shares that may be granted	1,672,937 shares
% of share capital at the date of the Board of Directors' decision	1%
Total number of shares granted	1,523,015 (6)
Date of Board of Directors' decision	October 2, 2019
Performance assessment dates	Three years for the two performance conditions
Vesting period	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	2 years
Main market conditions at the grant date	
Volatility	*23,14%*
Risk-free interest rate	*-0.478%/-0.458%*
Expected dividend rate	*1,60%*
Other conditions	
Performance conditions	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*
Pricing model used to calculate the fair value of shares	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*	
Free shares (per share and in euros)	*99,57*
Performance shares (per share and in euros)	*52.81 – 99.57*
Of which corporate officers	*74,12*
Number of shares at December 31, 2019	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1 515 162
Of which corporate officers	*63,500 (1)*
Change during the period	
Number of shares subject to performance and/or presence conditions granted during the year	
Of which corporate officers	
Number of shares forfeited or canceled during the year	58 000
Number of shares vested during the year	-
Number of shares at December 31, 2020	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,457,162 (9)
Weighted average number of shares	1 486 162
Share price at the grant date *(in euros)*	107,35

5.

	October 2020 Plan
Maximum number of shares that may be granted	2,033,396 shares
% of share capital at the date of the Board of Directors' decision	1,20%
Total number of shares granted	1,900,000 (7)
Date of Board of Directors' decision	October 7, 2020
Performance assessment dates	Three years for the two performance conditions
Vesting period	3 years as from the grant date (France) or 4 years as from the grant date (other countries)
Mandatory lock-in period effective as from the vesting date (France only)	1 year
Main market conditions at the grant date	
Volatility	*29,61%*
Risk-free interest rate	*-0.499%/-0.4615%*
Expected dividend rate	*1,60%*
Other conditions	
Performance conditions	*Yes (see below)*
Employee presence within the Group at the vesting date	*Yes*
Pricing model used to calculate the fair value of shares	Monte Carlo for performance shares with external (market) conditions
Range of fair values *(in euros)*	
Free shares (per share and in euros)	*97.54 – 99.4*
Performance shares (per share and in euros)	*61.29 – 99.4*
Of which corporate officers	*79,2*
Number of shares at December 31, 2019	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	-
Of which corporate officers	-
Change during the period	
Number of shares subject to performance and/or presence conditions granted during the year	1 900 000
Of which corporate officers	*25,000 (1)*
Number of shares forfeited or canceled during the year	11 710
Number of shares vested during the year	-
Number of shares at December 31, 2020	
that may vest under the plan in respect of shares previously granted, subject to conditions (performance and/or presence)	1,888,290 (13)
Weighted average number of shares	472 073
Share price at the grant date *(in euros)*	107,55

(1) Grant subject to performance conditions only.
(2) In respect of the "foreign" plan only: these amounts include a 20% discount on the external performance condition.
(3) In respect of the French plan only: these amounts include a 40% discount on the external performance condition.
(4) In respect of the "foreign" plan only.
(5) Grant subject to presence conditions only for beneficiaries employed by IGATE, acquired on July 1, 2015.
(6) Grant subject to performance conditions only, except for 8,852 shares subject to presence conditions only.
(7) Grant subject to performance conditions only, except for 39,800 shares subject to presence conditions only.
(8) Grant subject to presence conditions only for beneficiaries employed by Idean, acquired in February 2017.
(9) Of which 427,350 shares in respect of the French plan and 1,029,812 shares in respect of the foreign plan.
(10) Grant subject to performance conditions only, except for 19,150 shares subject to presence conditions only.
(11) Grant subject to performance conditions only, except for 124,955 shares subject to presence conditions only.
(12) Of which 379,700 shares in respect of the French plan and 878,195 shares in respect of the foreign plan.
(13) Of which 556,750 shares in respect of the French plan and 1,331,540 shares in respect of the foreign plan.

a) Shares vested under the 2016 and 2017 plans

Satisfaction of the presence condition at the end of February 2020 led to the vesting of 104,200 shares on March 1, 2020 under the February 2016 plan. This plan was granted as part of the IGATE acquisition and was only subject to presence conditions. A total of 111,200 shares have vested under the February 2016 plan, representing 61.6% of shares initially granted.

The assessment of performance conditions under the July 2016 plan concluded that the internal performance condition was 100% attained and the external performance condition was 80% attained, given the performance of the Capgemini SE share, which, while above that of the comparison basket, was below the 110% threshold enabling the maximum allocation. Satisfaction of the presence condition at the end of July 2020 led to the vesting of 813,195 shares on August 1, 2020 to non-French beneficiaries. A total of 1,178,005 shares have vested under the July 2016 plan, representing 70.8% of shares initially granted.

Satisfaction of the presence condition at the end of July 2020 led to the vesting of 32,384 shares on August 1, 2020 under the July 2017 plan, representing 50.9% of shares initially granted. This plan was granted as part of the Idean acquisition and was only subject to presence conditions.

The assessment of performance conditions under the October 2017 plan concluded that the internal performance condition was 100% attained and the external performance condition was 60% attained, given the performance of the Capgemini SE share, which, while above that of the comparison basket, was below the 110% threshold enabling the maximum allocation. Satisfaction of the presence condition at the end of September 2020 led to the vesting of 322,350 shares in October 2020 to French beneficiaries.

b) Performance conditions of the plans

In accordance with the AMF recommendation of December 8, 2009 regarding the inclusion of an internal and external performance condition when granting performance shares, the Board of Directors decided as from the 2010 plan to add an internal condition to the external condition initially planned.

The following internal and external performance conditions apply:

Under the 2012 to 2017 plans, the external performance condition accounts for 50% of the grant calculation as does the internal performance condition.

External performance condition

The terms of the external performance condition were tightened for the 2016 to 2018 plans, compared with the preceding plans under which shares began to vest from a Capgemini SE share performance of at least 90% of the basket.

Accordingly, since 2016, under these plans:

- no shares are granted if the performance of the Capgemini SE share during the period in question is less than the performance of the basket of securities over the same period;
- the number of shares ultimately granted:
  - is equal to 50% of the number of shares initially allocated if the performance of the Capgemini SE share is at least equal to 100% of the basket,
  - is equal to 100% of the number of shares initially allocated if the relative performance of the Capgemini SE share is higher than or equal to 110% of the basket,
  - varies on a straight-line basis between 50% and 100% of the initial allocation, based on a pre-defined schedule, where the performance of the Capgemini SE share is between 100% and 110% of the basket.

Moreover, in 2019, an outperformance condition was added applicable to all beneficiaries except corporate officers, such that if the relative performance of the share reaches or exceeds 120% of the basket, the allocation may amount to 110% of the external performance portion (but the final grant may not exceed 100% of the initial grant).

The composition of the benchmark basket changed as follows:

- 2014, 2015 and 2016 plans: Accenture/CSC/Atos/Tieto/CAC 40 index/CGI Group/Infosys/Sopra/Cognizant. Listing of the CSC security was ceased on April 1, 2017 and it was therefore replaced in the basket by the Euro Stoxx 600 Technology index from this date for the 2015 and 2016 plans;
- the 2017, 2018, 2019 and 2020 plans, the basket comprises the following companies: Accenture/Indra/Atos/Tieto/CGI Group/Infosys/Sopra Steria/Cognizant and two indices, the CAC 40 index and the Euro Stoxx 600 Technology index.

The fair value of shares subject to external performance conditions is adjusted for a discount calculated in accordance with the Monte Carlo model, together with a discount for non-transferability for the shares granted in France.

Internal performance condition

The internal performance condition is based on the generation of organic free cash flow over a three-year period encompassing fiscal years 2016 to 2018 for the 2016 plan, fiscal years 2017 to 2019 for the 2017 plan, fiscal years 2018 to 2020 for the 2018 plan, fiscal years 2019 to 2021 for the 2019 plan and fiscal years 2020 to 2022 for the 2020 plan:

- no shares will be granted in respect of the internal performance condition if the cumulative increase in organic free cash flow over the reference period is less than €2,400 million for the 2016 plan, €2,900 million for the 2017 plan, €3,000 million for the 2018 plan, €3,100 million for the 2019 plan and €3,400 million for the 2020 plan;
- 100% of the initial internal allocation will be granted if organic free cash flow is equal to or exceeds €2,700 million for the 2016 plan, €3,200 million for the 2017 plan, €3,250 million for the 2018 plan, €3,400 million for the 2019 plan and €3,700 million for the 2020 plan. The trigger threshold for application of the 110% outperformance bonus is €3,700 million for the 2019 plan and €3,900 million for the 2020 plan (but the final grant may not exceed 100% of the initial grant for these two plans).

The fair value of shares subject to internal performance conditions is calculated assuming 100% realization and will be adjusted where necessary in line with effective realization of this condition. A discount for non-transferability is also applied for the shares granted to French beneficiaries.

Inclusion of a new CSR performance condition since 2018

The Board of Directors' meeting of March 13, 2018 wished to align the performance conditions with the Group's strategic priorities by proposing the inclusion of a performance condition based on diversity and sustainable development objectives reflecting the Group's corporate, social and environmental responsibility strategy. This provision was retained in 2020 and in view of the inclusion of an outperformance condition, the following table summarizes the applicable performance conditions, under the 2020 plan, for each of the three conditions:

Summary of performance conditions applicable to beneficiaries of the 2020 plan

Performance condition	Weighting applied for managers (1)	Weighting applied for other beneficiaries	Percentage of the grant determined by each performance condition
Market condition: Performance of the Capgemini share over a three-year period	35%	15%	— 0% if Capgemini share performance < 100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110% — 110% if the average performance of the share is at least equal to 120% of the average performance of the basket (for beneficiaries other than Executive Corporate Officers)
Financial condition: organic free cash flow for the three-year cumulative period from January 1, 2020 to December 31, 2022	50%	70%	— 0% if < €3,400 million — 30% if equal to €3,400 million (Executive Corporate Officers) — 50% if equal to €3,400 million for other beneficiaries — 100% if equal to €3,700 million — 110% if at least equal to €3,900 million (for beneficiaries other than Executive Corporate Officers)
CSR condition comprising two objectives:			
Diversity: increase in the number of women in the Vice-President inflow population over a three-year period (2020-2022)	7.5%	7.5%	— 0% if the % of women in the Vice-President inflow population through recruitment or internal promotion is < 26.5% — 30% if equal to 26.5% — 100% if equal to 29% — 110% if at least equal to 30% (for beneficiaries other than Executive Corporate Officers)
Reduction in the carbon footprint at end-2022 compared with 2019	7.5%	7.5%	— 0% if the reduction in greenhouse gas emissions/person is < 10% — 30% if equal to 10% — 100% if equal to 15% — 110% if at least equal to 16% (for beneficiaries other than Executive Corporate Officers)

(1) Executive Corporate Officers (Chairman and Chief Executive Officer, Chief Executive Officer, Chief Operating Officers), members of the general management team and key executive managers of the Group.

9. Change in shareholders' equity

(in thousands of euros)	12/31/2019	Appropriation of 2019 net profit	Other movements	12/31/2020
Share capital	1,354,764	-	(4,485)	1,350,279
Additional paid-in capital	5,991,827	-	(99,821)	5,892,006
Legal reserve	137,745	-	-	137,745
Other reserves	559,573	-	-	559,573
Retained earnings	5,711,641	264,541		5,976,182
Dividends paid	-	225,690	(225,690)	-
Profit for the year	490,231	(490,231)	181,627	181,627
Tax-driven provisions	16,332	-	7,871	24,203
TOTAL	**14,262,113**	**0**	**-140,498**	**14,121,615**

The appropriation of the net profit for 2019 led to the distribution on June 5, 2020 of a dividend of €1.35 on each of the 167,177,747 shares ranking for dividends, representing a total distribution of €225,690 thousand. The amount not paid out on the 2,271,952 shares held by the Company on June 5, 2020 of €3,067 thousand was appropriated to retained earnings.

Other movements mainly concern:

- the share capital increase of €24,000 thousand following the issue of 3 million new shares reserved for employees (ESOP 2020);
- the increase in additional paid-in capital of €254,790 thousand pursuant to the aforementioned transaction, net of post-tax share issue costs of €1,151 thousand;

5.

— the share capital reduction by cancellation of 3,664,862 Capgemini SE shares purchased under the share buyback program authorized by the Shareholders' Meetings of May 23, 2018 and May 20, 2020 in the amount of €29,319 thousand,

— the decrease in additional paid-in capital of €352,626 thousand pursuant to this cancellation,

— 2020 net profit for the year of €181,627 thousand.

10. Provisions for contingencies and losses

(in thousands of euros)	At January 1	Charge	Reversal (utilized)	At December 31
Provisions for contingencies and losses				
— for foreign exchange losses	6,587	13,413	6,587	13,413
TOTAL	**6,587**	**13,413**	**6,587**	**13,413**

The application of ANC Regulation no. 2015-05 on forward financial instruments and hedging transactions led to the recognition at December 31, 2020 of a provision for foreign exchange losses of €12,840 thousand. The residual charge to provisions concerns the remeasurement of foreign currency denominated receivables and payables.

11. Bond issues

(in thousands of euros)	December 31, 2019	December 31, 2020
2015-2020 Bond issue	675,600	-
2015-2023 Bond issue	1,000,000	1,000,000
2016-2021 Bond issue	500,000	500,000
2018-2024 Bond issue	600,000	600,000
2018-2028 Bond issue	500,000	500,000
2020-2022 Bond issue	-	500,000
2020-2025 Bond issue	-	800,000
2020-2026 Bond issue	-	800,000
2020-2029 Bond issue	-	1,000,000
2020-2030 Bond issue	-	800,000
2020-2032 Bond issue	-	1,200,000
TOTAL	**3,275,600**	**7,700,000**

A) Bonds

a) July 1, 2015 bond issues

On June 24, 2015, Capgemini SE performed a "triple tranche" bond issue for a total nominal amount of €2,750 million and with a settlement/delivery date of July 1, 2015:

— **2015 bond issue (July 2018)**

The nominal amount of this tranche is €500 million, comprising 5,000 bonds with a unit value of €100,000 each. The bonds mature on July 2, 2018 and pay a floating coupon of 3 month Euribor +85 bp, revised quarterly (issue price 100%). The bond issue was redeemed by the Group at maturity on July 2, 2018.

— **2015 bond issue (July 2020)**

The nominal amount of this tranche is €1,250 million, comprising 12,500 bonds with a unit value of €100,000 each. The bonds mature on July 1, 2020 and pay an annual coupon of 1.75% (issue price 99.853%). The Group performed a partial bond swap in April 2018 (see below "April 2018 Bond issues"). The bond issue was redeemed by the Group at maturity on June 2, 2020.

— **2015 bond issue (July 2023)**

The nominal amount of this tranche is €1,000 million, comprising 10,000 bonds with a unit value of €100,000 each. The bonds mature on July 1, 2023 and pay an annual coupon of 2.50% (issue price 99.857%).

The bond issues are callable by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

These bond issues are also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of these three tranches were set out in the prospectus approved by the AMF on June 29, 2015 under reference number no. 15-318.

b) 2016 bond issue

On November 3, 2016, Capgemini SE performed a €500 million bond issue comprising 5,000 bonds with a unit value of €100,000 each and with a settlement/delivery date of November 9, 2016.

The bonds mature on November 9, 2021 and pay an annual coupon of 0.50% (issue price 99.769%). The bond issue is callable before this date by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

5.

The bond issue is also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of this issue were set out in the prospectus approved by the AMF on November 7, 2016 under reference number no. 16-518.

c) April 2018 bond issues

On April 3, 2018, Capgemini SE performed a dual tranche bond issue for a total amount of €1,100 million, with a settlement/delivery date of April 18, 2018.

— **2024 bond issue**

The nominal amount of this tranche is €600 million, comprising 6,000 bonds with a unit value of €100,000 each. The bonds mature on October 18, 2024 and pay an annual coupon of 1.00% (issue price 99.377%). This tranche was fully subscribed by a bank in a debt swap transaction. In exchange for the new securities issued, the bank presented 2015 bonds (July 2020) with a nominal value of €574.4 million acquired directly on the market through a Tender Offer. This bond swap was recognized as a modification to a borrowing with the same counterparty, without any substantial change to the terms of the debt.

— **2028 bond issue**

The nominal amount of this tranche is €500 million, comprising 5,000 bonds with a unit value of €100,000 each. The bonds mature on April 18, 2028 and pay an annual coupon of 1.75% (issue price 99.755%).

These two bond issues are callable before their respective maturity dates by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

These bond issues are also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of these tranches were set out in the prospectus approved by the AMF on April 10, 2018 under reference number no. 18-126.

d) April 2020 bond issues

On April 8, 2020, Capgemini SE performed a four tranche bond issue for a total amount of €3,500 million, with a settlement/delivery date of April 15, 2020:

- 2022 Bond issue: this tranche has a nominal amount of €500 million, comprising 5,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2022 and pay an annual coupon of 1.25% (issue price 99.794%).
- 2026 Bond issue: this tranche has a nominal amount of €800 million, comprising 8,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2026 and pay an annual coupon of 1.625% (issue price 99.412%).
- 2029 Bond issue: this tranche has a nominal amount of €1 billion, comprising 10,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2029 and pay an annual coupon of 2.0% (issue price 99.163%).
- 2032 Bond issue: this tranche has a nominal amount of €1.2 billion, comprising 12,000 bonds with a unit value of €100,000 each. The bonds mature on April 15, 2032 and pay an annual coupon of 2.375% (issue price 99.003%).

These four bond issues are callable before their respective maturity dates by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

These bond issues are also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of these tranches were set out in the prospectus approved by the AMF on April 9, 2020 under reference number no. 20-138.

e) June 2020 bond issues

On June 16, 2020, Capgemini SE performed a dual tranche bond issue for a total amount of €1,600 million, with a settlement/delivery date of June 23, 2020.

- 2025 Bond issue: this tranche has a nominal amount of €800 million, comprising 8,000 bonds with a unit value of €100,000 each. The bonds mature on June 23, 2025 and pay an annual coupon of 0.625% (issue price 99.887%).
- 2030 Bond issue: this tranche has a nominal amount of €800 million, comprising 8,000 bonds with a unit value of €100,000 each. The bonds mature on June 23, 2030 and pay an annual coupon of 1.125% (issue price 99.521%).

These two bond issues are callable before their respective maturity dates by Capgemini SE, subject to certain conditions set out in the issue prospectus and particularly concerning the minimum redemption price.

These bond issues are also subject to standard early redemption, early repayment and *pari passu* clauses.

The terms and conditions of these tranches were set out in the prospectus approved by the AMF on June 18, 2020 under reference number no. 20-261.

12. Bank loans and borrowings

Bank loans and borrowings total €1,578,389 thousand and comprise (i) the balances on certain euro and foreign currency bank accounts used in connection with the Group's worldwide cash pooling arrangements in the amount of €1,139,325 thousand, offset in the amount of €1,144,878 thousand by opposite balances presented in cash and cash equivalents of the Company and (ii) accrued interest on bond issues of €76,008 thousand (iii) commercial paper of €350,000 thousand and (iv) liability derivatives of €12,840 thousand.

Syndicated credit facility negotiated by Capgemini SE

On July 30, 2014, the Group signed with a syndicate of 18 banks a €750 million multi-currency credit facility, maturing on July 30, 2019, with two one-year extension options, exercisable (subject to the approval of the banks) at the end of the first and second years, respectively, extending the maturity of the new facility by a maximum of two additional years. Following the exercise of the second one-year extension option, the maturity of this credit facility was extended to July 27, 2021.

The initial margin on this credit facility was 0.45% (excluding the fee on drawn amounts which varies according to the portion of the facility drawn). This margin may be adjusted upwards or downwards according to the credit rating of Capgemini SE. The facility is also subject to a fee on undrawn amounts equal to 35% of the margin. The margin currently applicable is 0.45% and the fee on undrawn amounts is 0.1575%.

An upgrade or downgrade in Capgemini SE's credit rating would have no impact on the availability of this credit facility.

Capgemini SE has agreed to comply with the following financial ratios (as defined in IFRS) in respect of this credit facility:

- the consolidated net debt to consolidated equity ratio must be less than 1 at all times,
- the interest coverage ratio (the extent to which consolidated net finance costs are covered by consolidated operating margin) must be equal to or greater than 3 at December 31 and June 30 of each year (based on the 12 months then ended).

At December 31, 2020 and 2019, the Group complied with these financial ratios.

The credit facility agreement also includes covenants restricting Capgemini SE's ability to carry out certain transactions. These covenants also apply to Group subsidiaries. They include restrictions primarily relating to pledging assets as collateral, asset sales, mergers and similar transactions. Capgemini SE also committed to standard obligations, including an agreement to maintain *pari passu* status.

At December 31, 2020, this credit facility had not yet been drawn.

13. Maturity of payables at the year end

(in thousands of euros)	Gross	One year or less	More than one year
Bond issues			
2015-2023 Bond issue	1,000,000	-	1,000,000
2016-2021 Bond issue	500,000	500,000	-
2018-2024 Bond issue	600,000	-	600,000
2018-2028 Bond issue	500,000	-	500,000
2020-2022 Bond issue	500,000	-	500,000
2020-2025 Bond issue	800,000	-	800,000
2020-2026 Bond issue	800,000	-	800,000
2020-2029 Bond issue	1,000,000	-	1,000,000
2020-2030 Bond issue	800,000	-	800,000
2020-2032 Bond issue	1,200,000	-	1,200,000
Sub-total	**7,700,000**	**500,000**	**7,200,000**
Bank loans and borrowings			
Bank overdrafts	3	3	-
Bank overdrafts (Group cash pooling arrangement)	1,139,325	1,139,325	-
Commercial paper	350,000	350,000	-
Accrued interest and commission payable	76,220	76,220	-
Cash instruments	12,840	12,840	-
Accrued interest on bank borrowings	-	-	
Sub-total	**1,578,389**	**1,578,389**	**-**
Group loans and borrowings			
Loans	463,301	449,301	14,000
Group investments	761,038	761,038	-
Other payables (1)	1,298,490	1,233,310	65,179
Sub-total	**2,522,828**	**2,443,649**	**79,179**
Accounts and notes payable	**15,751**	**4,642**	**11,109**
Tax and social security liabilities	**1,561**	**1,561**	**-**
Other liabilities	**1,085**	**1,085**	**-**
TOTAL	**11,819,614**	**4,529,325**	**7,290,289**

(1) Other Group payables consist of subsidiary current account balances under the Group's worldwide cash pooling arrangement of €1,144,878 thousand, subsidiary current accounts for tax consolidation purposes of €111,762 thousand and Group supplier current accounts for €41,849 thousand.

14. Accrued income and charges

Accrued charges reported in the balance sheet break down as follows:

(in thousands of euros)	Amount
Borrowings	
Accrued interest payable	76,251
Other liabilities	
Accounts and notes payable	2,948
Tax and social security liabilities	187
TOTAL	**79,386**

Accrued interest payable mainly comprises interest on bond issues of €76,008 thousand.

Accrued income reported in the balance sheet break down as follows:

(in thousands of euros)	Amount
Receivable from controlled entities	
Accrued interest receivable	471
Other receivables	
Tax receivables	320
Cash and cash equivalents	
Accrued interest receivable	-
TOTAL	**791**

15. Unrealized foreign exchange gains and losses on foreign currency receivables and payables and on cash instruments

(in thousands of euros)	Reported in assets	Reported in liabilities	Provision for foreign exchange losses
On cash instruments	12,840	246,635	12,840
On other receivables/payables	572	15	572
TOTAL	**13,413**	**246,650**	**13,413**

The application of ANC Regulation no. 2015-05 on forward financial instruments and hedging transactions resulted in the recognition at December 31, 2020 of the value of asset and liability derivative instruments and unrealized foreign exchange differences on the corresponding cash instruments. Asset derivatives and the corresponding unrealized foreign exchange liabilities total €246,635 thousand and liability derivatives and the corresponding unrealized foreign exchange assets total €12,840 thousand. Derivatives assets and liabilities are recorded in the balance sheet in cash and cash equivalents.

16. Net financial expense

(in thousands of euros)	Amount
Provisions for financial items	
Charge	(72,722)
Reversal	24,415
Sub-total	**(48,307)**
Dividends received	30,334
Sub-total	**30,334**
Other financial income and expense	
Net income from short-term investments	21
Other investment income (capitalization contracts)	845
Revenue from loans, current accounts and Group cash pooling arrangements	10,407
Net foreign exchange gains (losses)	91,968
Interest on borrowings, current accounts and Group cash pooling arrangements	(5,911)
Interest on bond issues	(106,688)
Net expenses on investment funds (FCP & SICAV)	(2,005)
Other	(28)
Sub-total	**(11,391)**
NET FINANCIAL EXPENSE	**(29,364)**

Provision charges and reversals mainly consist of charges to and reversals of provisions for equity interests in European subsidiaries.

The Company received dividends of €30,334 thousand in 2020.

17. Net non-recurring income (expense)

(in thousands of euros)	Amount
Net proceeds on disposals of treasury shares under the liquidity agreement	2,090
Sub-total	**2,090**
Accelerated depreciation	(7,871)
Other	(330)
Sub-total	**(8,201)**
NET NON-RECURRING INCOME (EXPENSE)	**(6,111)**

18. Income tax expense

In France, Capgemini SE is the parent company of a French tax consolidation group comprising 15 companies. In 2020, Capgemini SE recognized a total tax expense of €21,118 thousand, including notably an expense of €23,982 thousand in respect of the tax consolidation.

In the absence of tax consolidation, Capgemini SE would have recognized a theoretical income tax expense of €40,514 thousand. Tax losses carried forward by Capgemini SE totaled €85,793 thousand at December 31, 2020.

Breakdown of the income tax expense

	2020	
(in thousands of euros)	**Net profit before tax**	**Income tax expense**
		32.41%
Recurring profit before tax	208,856	(67,699)
Net non-recurring income (expense)	(6,111)	1,981
Accounting profit for the year before tax	202,745	(65,718)
Tax differences	48,237	(15,635)
Tax credits		
— Corporate sponsorship tax credit		138
Tax rebates and repayments		2,701
Impact of tax audits		0
Offset of tax losses carried forward	(125,991)	40,839
Tax consolidation of subsidiaries		16,557
INCOME TAX EXPENSE		**(21,118)**

Impact of tax-driven valuations

(in thousands of euros)	**Amount**
Profit for the year	181 627
Income tax expense (net)	21 118
Profit for the year before tax	202 745
Change in tax-driven provisions:	
— Accelerated depreciation	(7 871)
PROFIT EXCLUDING TAX-DRIVEN VALUATIONS (BEFORE TAX)	**194 873**

Change in deferred tax liabilities

Deferred tax on temporary differences *(in thousands of euros)*	**Prior year amount**	**Current year amount**
Non-deductible provisions		
— Organic sales tax	82	76
Provisions for contingencies and losses		
— Provision for foreign exchange losses	6,587	13,413
Unrealized foreign exchange gains	224,787	246,650
Unrealized foreign exchange losses	(6,587)	(13,413)
Remeasurement differences on receivables and payables and fair value measurement of derivatives	5,853	9,105
TOTAL	**230,721**	**255,831**
Tax rate for temporary differences	32.02%	28.41%
DEFERRED TAX	**73,884**	**72,675**
Deferred tax assets		
— Tax losses carried forward	210,516	84,525
Tax rate for temporary differences	32.02%	28.41%
DEFERRED TAX	**67,414**	**24,011**

III – Other information

19. Off-balance sheet commitments

a) Commitments given in favor of subsidiaries

Guarantees, deposits and comfort letters granted by Capgemini SE to its subsidiaries at December 31, 2020 break down as follows:

(in thousands of euros)	Amount
— Financial items	65,866
— Operating items	1,167,218
TOTAL	**1,233,085**

Guarantees, deposits and comfort letters granted to subsidiaries in respect of financial items provide them with access to local cash facilities in the form of credit lines. Total draw-downs on these credit lines at December 31, 2020 amounted to €1,976 thousand.

b) Other commitments

The Group has provided performance and/or financial guarantees for a number of major contracts. The clients concerned represented approximately 9% of Group revenue in 2020.

Capgemini SE, together with all of its subsidiaries and any entities which it directly or indirectly owns more than 50%, are insured for the financial implications of any civil or professional liability claims that may be filed against them as a result of their activities. The insurance is part of a worldwide program comprising a number of policies taken out with leading insurance companies. The terms and conditions of this insurance program (including maximum coverage) are regularly reviewed and adjusted to reflect changes in revenues, business activities and risk profiles.

c) Financial instruments

Currency hedges/Derivative instruments

At December 31, 2020, the values of external currency derivative instruments negotiated in respect of foreign currency denominated internal financing arrangements (loans granted by the Company to its subsidiaries), primarily break down as follows:

- euro/US dollar currency swaps with a positive value of €176 thousand for a nominal amount of US$1 million (€915 thousand);
- euro/Brazilian real currency swaps with a positive value of €130 thousand for a nominal amount of BRL30 million (€5 million);
- a euro/Japanese yen currency swap with a positive value of €75 thousand for a nominal amount of JPY601 million (€5 million);
- euro/Australian dollar currency swaps with a negative value of €217 thousand for a nominal amount of AUD25 million (€16 million);
- a euro/Mexican peso currency swap with a negative value of €415 thousand for a nominal amount of MXN587 million (€24 million).

At December 31, 2020, external currency derivatives hedging brand royalties invoiced to subsidiaries had a negative value of €11 thousand and mainly concerned the US dollar, Swedish krona, pound sterling, Australian dollar and South African rand.

20. Related companies

(in thousands of euros)	Total	Related companies
Balance sheet items		
Equity interests	22,045,944	22,045,944
Receivable from controlled entities	1,607,450	1,607,450
Payable to controlled entities	1,224,339	1,224,339
Related and associated companies		
— Receivable	154,225	154,225
— Payable	1,298,490	1,298,490
Income Statement items		
Investment income	30,334	30,334
Income on Group loans	8,839	8,839
Other interest and similar income	2,715	895
Interest and similar expenses	112,908	1,827

21. Consolidating company

Capgemini SE is the consolidating company for the Capgemini group.

22. Subsequent events

At the Shareholders' Meeting, the Board of Directors will recommend a dividend payment of 1.95 per share in respect of 2020.

On February 9, 2021, the Group signed with a syndicate of 18 banks a €1 billion multi-currency credit facility, maturing on February 9, 2026, with two one-year extension options, exercisable (subject to the approval of the banks) at the end of the first and second years, respectively, extending the maturity of the new facility by a maximum of two additional years.

This new credit facility refinances the €750 million facility signed on July 30, 2014 and maturing on July 27, 2021, which is therefore canceled.

In the same as the credit facility signed in 2014, an upgrade or downgrade in Capgemini SE's credit rating would have no impact on the availability of this new credit facility. This new facility does not include any financial covenants.

23. Remuneration of members of the Board of Directors

In 2020, compensation paid to directors in respect of their duties totaled €1,205,500 (or €894,223 after deduction of 12.8% withholding tax for beneficiaries not tax-resident in France and the single 30% flat-rate deduction for beneficiaries tax-resident in France).

24. Audit fees

(in thousands of euros)	MAZARS	PWC
Statutory audit of the consolidated and separate financial statements	330	570
Non-audit services [(1)]	110	50
TOTAL	**440**	**620**

(1) These services mainly concern due diligences relating to Bond issue.

5.4.4 Subsidiaries and investments

(in millions of euros)	Capital	Other shareholders' equity (including net income for the year)	% interest	Number of shares owned	Book value of shares Gross	Book value of shares Net	Loans & advances granted	Guarantees given	2020 Revenue	Dividends
Subsidiaries										
Capgemini North America Inc	1	2,120	100.00%	982,000	9,132	9,132	-	-	0	-
ALTRAN Technologies	129	1,267	100.00%	254,559,305	3,733	3,733	1,510	-	941	-
CGS HOLDINGS Ltd	590	1	100.00%	558,777,061	721	721	-	-	-	-
Gemini Consulting Holding Ltd	0	8	100.00%	1,083	23	23	-	-	-	-
Capgemini Oldco Ltd	12	24	100.00%	1,033,938,857	801	801	-	-	-	-
Capgemini AB (Suède)	233	(4)	100.00%	25,861	387	387	-	8	14	-
Capgemini NV (Benelux)	2	225	100.00%	21,582,376	1,467	1,467	-	-	-	-
Capgemini Business Services BV	19	(14)	100.00%	42,227	41	7	-	-	-	-
Capgemini Deutschland Holding GmbH	129	85	95.59%	-	629	629	-	-	43	-
Capgemini Consulting Österreich AG	0	7	100.00%	64,999	60	60	-	-	23	-
Capgemini Suisse AG	0	10	100.00%	500	99	99	-	71	122	-
Capgemini Polska Sp Z.o.o (Pologne)	4	42	100.00%	129,160	25	25	-	-	314	19
Capgemini Magyarorszag Kft	0	0	100.00%	1	2	2	1	-	5	-
capgemini Czech Republic s r o	1	1	98.77%	21,520	12	11	-	-	6	-
Capgemini France S.A.S.	89	682	100.00%	5,713,954	1,324	1,324	-	-	-	-
Capgemini Technology Services Maroc S.A.	3	10	99.99%	329,996	3	3	-	-	59	4
Sogeti S.A.S.	261	1,259	100.00%	52,106,876	754	754	-	-	0	-
Capgemini Italia S.p.A.	18	59	100.00%	3,575,000	543	543	10	17	375	-
Capgemini España S.L. (Sociedad Unipersonal)	43	(3)	85.73%	371,784	340	340	-	5	272	-
Capgemini Portugal, Serviços de Consultoria e Informatica, SA	8	6	100.00%	1,698,842	44	44	-	-	39	-
Capgemini Business Services Guatemala S.A.	1	10	99.99%	12,925,876	1	1	-	-	24	6
Capgemini Argentina S.A.	1	1	0.15%	126,369	0	0	-	-	6	-
Capgemini Asia Pacific Pte. Ltd.	179	(13)	100.00%	278,083,711	309	309	-	-	1	-
Capgemini Australia Pty Ltd	129	(79)	100.00%	1,575,512	182	182	15	-	263	-
Capgemini Technology Services India Limited	1	1,658	35.09%	20,750,621	564	564	-	-	1,645	-
Capgemini Service S.A.S	8	22	100.00%	8,000,000	164	30	-	-	0	-
S.C.I. Paris Étoile	0	5	99.99%	9,999	48	31	-	-	2	-
Immobilière les Fontaines S.A.R.L	3	15	99.90%	1,004,628	52	52	-	-	4	-
Capgemini Gouvieux S.A.S.	3	(8)	100.00%	210,000	3	-	-	-	3	-
Capgemini Latin America S.A.S	114	(15)	100.00%	11,398,345	546	48	-	-	-	-
Capgemini Reinsurance International S.A.	20	20	100.00%	10,000	5	5	-	-	8	-
Other French companies	n/a	n/a	n/a	n/a	0	0	14	n/a	n/a	-
Azqore	-	-	20.00%	1	21	21	-	-	-	-
Verkor	-	-	6.83%	67	2	2	-	-	-	-
Other foreign companies	n/a	n/a	n/a	n/a	5	5	57	-	n/a	-
Sub-total					**22,046**	**21,357**	**1,607**	**101**	**4,171**	**29**

Investments

As of December 31, 2020, other investments held by Capgemini SE are not material.

5.4.5 Statutory auditors' report on the Company financial statements

This is a translation into English of the Statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This Statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the Statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

For the year ended December 31, 2020

To the shareholders,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting we have audited the accompanying financial statements of Capgemini SE for the year ended December 31, 2020.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2020 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit and Risk Committee.

Basis for opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory auditors Responsibilities for the Audit of the Financial Statements Section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics *(Code de déontologie)* for Statutory auditors, for the period from January 1, 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5 [(1)] of Regulation (EU) No 537/2014.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Measurement of investments in subsidiaries in Capgemini SE

Risks identified	Our audit approach
As of December 31, 2020, equity investments reported in the balance sheet amount to €21 357 million, including €3 733m of Altran shares. Equity investments are recognized at their acquisition-date cost and may be written down based on their value in use. As stated in the Note "Accounting policies – Financial Assets" to the financial statements, a depreciation is accounted for should the value in use of the equity investments be lower than its carrying amount. The value in use of equity investments is estimated by Management, either using discounted future cash flows adjusted of net cash/debt and deferred taxes, or using the proportionate share of consolidated net equity, or in some rare cases, based on the market value of comparable transactions. The measurement of the value in use requires judgment by Management in terms of the inputs chosen, which may correspond to historical or forward-looking information. Management ensures at year end that the carrying amount of the equity investments is not higher than their value in use. An adverse change in the activities related to these investments, due to internal or external factors related to the financial and economic environment in the markets where Capgemini operates, may significantly affect the value in use of the equity investments and require the recognition of an impairment. Such change would require reassessing the relevance of the assumptions used to determine value in use and the reasonableness and consistency of the calculation method. We believe that measurement of the value of equity investments is a key audit matter given the significant amount of equity investments reported in the financial statements and their sensitivity to assumptions made by Management.	Our work included: — gaining an understanding of and assessing the impairment testing process implemented by Management; — when value in use of equity investments is assessed using the discounted cash flow method: – assessing that the model used to calculate value in use is appropriate; – analyzing the consistency of cash flow forecasts with the latest estimates by Management presented to the Board of Directors during the budget process; – comparing cash flow forecasts for financial years 2021 to 2023 with the business plans used for prior year impairment testing, when applicable; – comparing the 2020 earnings forecasts used for prior year impairment testing with actual results, when applicable; – interviewing financial and operational managers to analyze the main assumptions used in the business plans and cross-check the assumptions with the explanations obtained; – assessing the methods used to calculate the discount rate applied to estimated future cash flows and the latest long-term growth rate used to project cash flows to infinity, for the latest financial year estimates; comparing these rates with market data or external sources and recalculating the rates based on our own data sources; – comparing net cash/debt with underlying data used to prepare the Company's consolidated financial statements; — when value in use of equity investments is measured based on the proportionate share of consolidated net equity or based on the market value of comparable transactions: – assessing the appropriateness of the valuation method used; – assessing the documentation used to measure value in use; — assessing the appropriateness of the financial information provided in the notes to the annual financial statements. Our firms' valuation specialists were involved in this work.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to the payment deadlines mentioned in Article D. 441-6 of the French Commercial Code (*Code de commerce*).

Report on Corporate Governance

We attest that the Board of Directors' report on Corporate Governance sets out the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlling and controlled companies. Based on these procedures, we attest the accuracy and fair presentation of this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Report on Other Legal and Regulatory Requirements

Format of the presentation of the financial statements intended to be included in the Annual Financial Report

In accordance with Article 222-3, III of the AMF General Regulation, the Company's management informed us of its decision to postpone the presentation of the financial statements in compliance with the European single electronic format as defined in the European Delegated Regulation N° 2019/815 of 17 December 2018 to years beginning on or after January 1st, 2021. Therefore, this report does not include a conclusion on the compliance with this format of the presentation of the financial statements intended to be included in the Annual Financial Report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*).

Appointment of the Statutory auditors

We were appointed as Statutory auditors of Capgemini SE by the Annual General Meeting held on May 24, 1996 for PricewaterhouseCoopers audit and on May 20, 2020 for Mazars.

As at December 2020, PricewaterhouseCoopers audit and Mazars were in the 25th year and 1st year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risk Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory auditors Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit and Risk Committee

We submit a report to the Audit and Risk Committee, which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risk Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risk Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics *(Code de déontologie)* for Statutory auditors. Where appropriate, we discuss with the Audit and Risk Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

The Statutory auditors

Neuilly-sur-Seine, March, 19 2021

PricewaterhouseCoopers Audit

Richard Béjot
Partner

Itto El Hariri
Partner

Courbevoie, March, 19 2021

Mazars

Dominique Muller
Partner

Anne-Laure Rousselou
Partner

5.4.6 Statutory auditors' special report on related party agreements

This is a free translation into English of the Statutory auditors' special report on related party agreements and commitments issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2020

To the Annual General Meeting of the Capgemini SE company

In our capacity as Statutory auditors of Capgemini SE, we hereby report to you on related party agreements.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of, as well as the reasons provided for, the agreements that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of Article R. 225-31 of the French Commercial Code (*Code de commerce*), it is the responsibility of the shareholders to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by Article R. 225-31 of the French Commercial Code in relation to the performance during the year of agreements already approved by the Shareholders' Meeting.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

Agreements submitted for the approval of the Shareholders' Meeting

Agreements authorized and entered into during the year

In accordance with Article L. 225-40 of the French Commercial Code, we were informed of the following agreements entered into during the year and previously authorized by the Board of Directors.

— **Amendment to the Facility Agreement**

Persons concerned: Mrs. Laurence Dors, Director of Crédit Agricole SA and of Capgemini SE, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Director of Capgemini SE and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale and Director of Capgemini SE.

During its meeting of June 24, 2019, the Board of Directors unanimously authorized the signature by the Company of a financing agreement in the form of a bridge loan (the "Facility Agreement"), to which several banks, including Crédit Agricole SA and Société Générale and their respective affiliates, could be invited to participate during the sub-underwriting phase.

On July 15, 2019, several credit institutions including Crédit Agricole Corporate and Investment Bank and Société Générale became parties to the Facility Agreement.

The Board of Directors' meeting of March 31, 2020 authorized the signature of an amendment to the Facility Agreement enabling the Company to enter into loan agreements and issue ordinary bonds without allocating the funds in full to the cancellation of amounts available or the repayment of outstanding loans under the Facility Agreement.

Mrs. Laurence Dors, Director of Crédit Agricole SA, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in discussions or the vote by the Board of Directors due to their duties in these institutions and as Directors of the Company.

In accordance with this authorization, the agent under the Facility Agreement confirmed the consent of the lenders on April 10, 2020.

The Board of Directors noted that the adjusted terms and conditions of the Facility Agreement remain the same as those of the initial Facility Agreement from a commercial standpoint, without additional financial consideration, and are therefore in the Company's interest.

On June 23, 2020, the amount outstanding under the Facility Agreement was repaid in full and the Facility Agreement was canceled.

The fees and interest payable to Crédit Agricole Corporate and Investment Bank and Société Générale in respect of this Facility Agreement were identical to those paid to other financial institutions of the same rank participating in the Facility Agreement.

In 2020, your Company paid the following amounts in respect of this agreement:

- to Crédit Agricole Corporate and Investment Bank: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697;
- to Société Générale: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697.

Agreements already approved by the Shareholders' Meeting

Agreements approved in previous years which remained in force during the year

In accordance with Article R. 225-30 of the French Commercial Code, we were informed that the following agreements, approved by the Shareholders' Meeting in previous years, remained in force during the year ended December 31, 2020.

— **Facility Agreement to finance the acquisition of Altran Technologies (the "Offer")**

Persons concerned: Mrs. Laurence Dors, Director of Crédit Agricole SA and of Capgemini SE, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Director of Capgemini SE and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale and Director of Capgemini SE.

During its meeting of June 24, 2019, the Board of Directors unanimously authorized the signature by the Company of a financing agreement in the form of a bridge loan (the "Facility Agreement"), to which several banks, including Crédit Agricole SA and Société Générale and their respective affiliates, could be invited to participate during the sub-underwriting phase.

Mrs. Laurence Dors, Director of Crédit Agricole SA, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in discussions or the vote by the Board of Directors due to their duties in these institutions and as Directors of the Company.

Pursuant to this authorization, a bridge loan of €5,400 million was signed on June 24, 2019 by the Company as borrower and BNP Paribas as initial lender, lead bank and bookrunner. On July 15, 2019, several banking institutions, including Crédit Agricole Corporate and Investment Bank and Société Générale, became party to the bridge loan as new lenders, lead banks and bookrunners, with a commitment of €675 million each, corresponding for each of them to 12.5% of the total amount following the pre-syndication phase. These commitment amounts were reduced to €419 million for each of these two banks following the syndication phase.

This Facility Agreement of an initial term of one year, with two successive six (6) month extension options, exercisable at the Company's request, contains standard provisions for this type of financing.

On June 23, 2020, the amount outstanding under the Facility Agreement was repaid in full and the Facility Agreement was canceled.

The fees and interest payable to Crédit Agricole Corporate and Investment Bank and Société Générale in respect of this Facility Agreement were identical to those paid to other financial institutions of the same rank participating in the Facility Agreement.

In 2020, your Company paid the following amounts in respect of this agreement:

- to Crédit Agricole Corporate and Investment Bank: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697;
- to Société Générale: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697.

— Engagement Letter and Instruction Letter in connection with the proposed acquisition of Altran Technologies through a public tender offer for cash (the "Offer")

Persons concerned: Mrs. Laurence Dors, Director of Crédit Agricole SA and Capgemini SE and Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Director of Capgemini SE.

During its meeting of September 2, 2019, the Board of Directors unanimously authorized the signature by the Company of:

- an engagement letter appointing Crédit Agricole Corporate and Investment Bank to act as sponsoring bank and as the Company's financial advisor for the purposes of the Offer (the "Engagement Letter"); and
- an instruction letter under the terms of which the Company will formally instruct Crédit Agricole Corporate and Investment Bank to present the Offer and file it with the French Financial Markets Authority (*Autorité des marchés financiers*, AMF) jointly with the other sponsoring banks and the guarantor bank (the "Instruction Letter").

Mrs. Laurence Dors, Director of Crédit Agricole SA and Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, did not participate in discussions or the vote by the Board of Directors due to their duties in Crédit Agricole SA and their office of Director in the Company.

The fees payable to Crédit Agricole Corporate and Investment Bank in respect of the Engagement Letter and the Instruction Letter is consistent with market practice and depends on the respective roles of the financial institutions involved.

Pursuant to this authorization, the Engagement Letter and the Instruction Letter were signed on September 22, 2019.

Your Company successfully completed the Offer during the first-half of 2020 and now holds the entire share capital and voting rights of Altran Technologies. Following the implementation of a squeeze-out procedure, the Altran shares were delisted after the market close on April 15, 2020.

Your Company paid fees of €500,000 to Crédit Agricole Corporate and Investment Bank in respect of this agreement in 2020.

Agreements approved during the year

Furthermore, we were informed of the implementation during fiscal year 2020 of the following agreements, already approved by the General Meeting on May 20, 2020 based on the Statutory auditors' special report of March 16, 2020.

— Amendment to the Engagement Letter and the Instruction Letter entered into with, *inter alia*, Crédit Agricole Corporate and Investment Bank and signed on September 22, 2019 for the purpose of filing the Offer

Persons concerned: Mrs. Laurence Dors, Director of Crédit Agricole SA and Capgemini SE and Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Director of Capgemini SE.

In conjunction with the increase in the Offer price and the various commitments given by the Company to the French Financial Markets Authority (*Autorité des marchés financiers*, AMF), the Board of Directors' meeting of January 14, 2020 unanimously authorized the signature of an amendment to the Engagement and Instruction Letters.

Mrs. Laurence Dors, Director of Crédit Agricole SA and Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA, did not participate in discussions or the vote by the Board of Directors due to their duties in Crédit Agricole SA and their office of Director in the Company.

Your Board of Directors noted that (i) the amendment to the Engagement Letter and Instruction Letter is a key component of the Offer, particularly with regard to the increase in the Offer price, and (ii) the terms and conditions of the amendment are the same as those of the initial instruction and engagement letters from a commercial standpoint and are aligned with market standards. This amendment therefore has no impact on the financial conditions of the initial agreements. The Amendment to the Instruction and Engagement Letters is therefore in the best interest of the Company.

Pursuant to this authorization, the amendment to the Engagement Letter and the Instruction Letter was signed on January 14, 2020.

— Amendment and side letter to the Loan Agreement signed on June 24, 2019

Persons concerned: Mrs. Laurence Dors, Director of Crédit Agricole SA and of Capgemini SE, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Director of Capgemini SE and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale and Director of Capgemini SE.

During its meeting of January 14, 2020, the Board of Directors authorized the signature of an amendment and side letter to the Facility Agreement to take account of the commitments given by the Company to the French Financial Markets Authority (*Autorité des marchés financiers*, AMF) if the Offer is successful.

Mrs. Laurence Dors, Director of Crédit Agricole SA, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in discussions or the vote by the Board of Directors due to their duties in these institutions and as Directors of the Company.

Your Board of Directors noted that the terms and conditions of the amendment and side letter to the Facility Agreement are the same as those of the initial Facility Agreement from a commercial standpoint, without additional financial consideration, and are therefore in the Company's interest.

Pursuant to this authorization, the amendment and side letter to the Loan Agreement were signed on January 17, 2020.

— Adjustment to the Loan Agreement signed on June 24, 2019

Persons concerned: Mrs. Laurence Dors, Director of Crédit Agricole SA and of Capgemini SE, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Director of Capgemini SE and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale and Director of Capgemini SE.

During its meeting of January 14, 2020, the Board of Directors authorized amendments to the Loan Agreement relating to the increase in the Offer price.

Mrs. Laurence Dors, Director of Crédit Agricole SA, Mr. Xavier Musca, Deputy Chief Executive Officer of Crédit Agricole SA and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in discussions or the vote by the Board of Directors due to their duties in these institutions and as Directors of the Company.

Your Board of Directors noted that the terms and conditions of the Facility Agreement remain the same as those of the initial Facility Agreement from a commercial standpoint, without additional financial consideration, and are therefore in the Company's interest.

The Loan Agreement agent confirmed the agreement of the lenders on January 22, 2020.

The Statutory auditors

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Neuilly-sur-Seine, March 19, 2021		Courbevoie, March 19, 2021	
PricewaterhouseCoopers Audit		**Mazars**	
Richard Béjot Partner	Itto El Hariri Partner	Dominique Muller Partner	Anne-Laure Rousselou Partner

5.5 Other Financial and accounting information

5.5.1 Five-year financial summary

(in thousand of euros)	2016	2017	2018	2019	2020
I – SHARE CAPITAL AT YEAR-END					
Share capital	1,372,514	1,347,870	1,338,350	1,354,764	1,350,279
Number of common shares outstanding	171,564,265	168,483,742	167,293,730	169,345,499	168,784,837
Maximum number of future shares to be created:					
— through exercise of equity warrants	4,809,100	4,940,995	5,108,408	5,247,003	5,318,777
— through conversion fo convertible bonds	-	-	-	-	-
II – OPERATIONS AND RESULTS OF THE CURRENT YEAR					
Operating revenue	303,956	392,816	379,748	446,652	477,631
Operating revenue and financial revenue	1,501,074	3,246,731	1,008,533	978,297	821,656
Income before taxes, amortization and provisions	236,553	395,244	444,302	488,228	268,426
Income tax	8,434	13,021	20,347	28,886	21,118
Net income/(losses)	950,196	2,718,722	503,818	490,231	181,627
Distributed income	261,683	284,363	281,199	225,690	329,130 (1)
III – EARNINGS PER SHARE *(in euros)*					
Earnings after taxes, but before amortization and provisions	1.33	2.27	2.53	2.71	1.47
Net earnings	5.54	16.14	3.01	2.89	1.08
Dividend per share	1.55	1.70	1.70	1.35	1.95 (1)
IV – EMPLOYEE DATA					
Average number of employee during the year	Capgemini SE does not have any employees				
Total payroll					
Total benefits					

(1) Subject to approval by the Combined Shareholders' Meeting of May 20, 2021.

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Capgemini and its shareholders

6.1 Capgemini share capital

6.1.1 Share capital (amount, table of movements and delegations of authority)

Share capital amount

At December 31, 2020, the Company's share capital amounted to €1,350,278,696 divided into 168,784,837 fully paid-up ordinary shares with a par value of €8 each.

Shares may be held in either registered or bearer form, at the shareholder's discretion.

Changes in the Company's share capital over the past five years

	Number of shares	Share capital *(in euros)*	Additional paid-in capital *(in euros)*
AT DECEMBER 31, 2016	**171,564,265**	**1,372,514,120**	**6,295,194,994**
Share capital increase:			
— Shares issued reserved for employees	3,600,000	28,800,000	293,004,000
— Issue costs for shares, net of taxes	-	-	(933,063)
Share capital reduction:			
— Cancellation of treasury shares	(6,680,523)	(53,444,184)	(576,228,867)
AT DECEMBER 31, 2017	**168,483,742**	**1,347,869,936**	**6,011,037,063**
Share capital increase:			
— Shares issued reserved for employees	2,500,000	20,000,000	210,700,000
— Issue costs for shares, net of taxes	-	-	(822,277)
— Shares issued after the vesting of free shares	333,291	2,666,328	(2,666,328)
Share capital reduction:			
— Cancellation of treasury shares	(4,023,303)	(32,186,424)	(397,124,640)
AT DECEMBER 31, 2018	**167,293,730**	**1,338,349,840**	**5,821,123,818**
Share capital reduction:			
— Cancellation of treasury shares	(698,231)	(5,585,848)	(60,143,012)
Share capital increase:			
— Shares issued reserved for employees	2,750,000	22,000,000	231,742,500
— Issue costs for shares, net of taxes	-	-	(896,150)
AT DECEMBER 31, 2019	**169,345,499**	**1,354,763,992**	**5,991,827,156**
Share capital reduction:			
— Cancellation of treasury shares	**(3,664,862)**	**(29,318,896)**	**(352,626,438)**
Share capital increase:			
— Shares issued reserved for employees	**3,000,000**	**24,000,000**	**254,790,000**
— Issue costs for shares, net of taxes	**-**	**-**	**(1,151,051)**
— Shares issued after the vesting of free shares	**104,200**	**833,600**	**(833,600)**
AT DECEMBER 31, 2020	**168,784,837**	**1,350,278,696**	**5,892,006,067**

6.1.2 Financial authorizations

Authorizations granted by the Shareholders' Meeting to the Board of Directors to increase share capital

The following table summarizes (pursuant to Articles L. 225-37-4 3° and L. 20-10-10 of the French Commercial Code) authorizations still in effect and those that have expired since the last Shareholders' Meeting.

Purpose of the authorization	Maximum amount [(1) (2)] *(in euros)*	Authorization date and resolution number	Expiry date	Used during 2020
a) Purchase by the Company of its own shares under a share buyback program [(3)]	10% of share capital	05/20/2020 (20th)	11/20/2021	4,964,862 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €104.45 As part of the liquidity contract: **a)** 1,063,201 shares purchased at an average price of €99.56 **b)** 1,104,046 shares sold at an average price of €101.50 **c)** At 12/31/2020, the liquidity account balance comprises 20,964 shares and approximately €25 million in cash and monetary UCITS.
b) Cancellation of treasury shares	10% of share capital per 24-month period	05/20/2020 (22nd)	07/20/2022	3,664,862 shares with a value of €380,753,420.05 were canceled by decision of the Board of Directors on 12/02/2020
c) Share capital increase by capitalizing additional paid-in capital, reserves, profit or other eligible amounts	€1.5 billion (par value)	05/20/2020 (23rd)	07/20/2022	This authorization was not used in 2020
d) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, **with retention of PSR** (Pre-emptive Subscription Rights)	€540 million (par value) €9.3 billion (issue amount)	05/20/2020 (24th)	07/20/2022	This authorization was not used in 2020
e) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, **with cancellation of PSR, by public offering other than private placement**	€135 million (par value) €3.1 billion (issue amount)	05/20/2020 (25th)	07/20/2022	This authorization was not used in 2020
f) Share capital increase by issuing shares and/or securities granting access to the share capital, or granting a right to allocation of debt instruments, **with cancellation of PSR, by private placement**	€135 million (par value) €3.1 billion (issue amount)	05/20/2020 (26th)	07/20/2022	This authorization was not used in 2020
g) Setting the issue price of shares in the context of a share capital increase **with cancellation of PSR**	€135 million (par value) €3.1 billion (issue amount) 10% of share capital per 12-month period	05/20/2020 (27th)	07/20/2022	This authorization was not used in 2020

Purpose of the authorization	Maximum amount (1) (2) *(in euros)*	Authorization date and resolution number	Expiry date	Used during 2020
h) Increase in the number of shares to be issued in case of a share capital increase in the context of resolutions (d) to (f) (*Greenshoe*) **with and without PSR**	Within the limit of the ceiling applicable to the initial increase	05/20/2020 (28th)	07/20/2022	This authorization was not used in 2020
i) Share capital increase by issuing shares and/or securities granting access to the share capital in consideration for contributions in kind	€135 million (par value) €3.1 billion (issue amount) 10% of share capital	05/20/2020 (29th)	07/20/2022	This authorization was not used in 2020
j) Grant of performance shares	1.2% of share capital	05/20/2020 (30th)	11/20/2021	1,900,000 performance shares (€15,200,000 par value) were granted to 2,455 beneficiaries by decision of the Board of Directors on 10/07/2020
k) Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for members of Group savings plans	€24 million (par value) (2)	05/20/2020 (31st)	07/20/2022	2,875,933 shares were issued pursuant to this resolution in the context of the 2020 employee savings plan, representing a par value amount of €23,007,464
l) Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for employees of certain non-French subsidiaries	€12 million (par value) (2)	05/20/2020 (32nd)	11/20/2021	124,067 shares were issued pursuant to this resolution in the context of the 2020 employee savings plan, representing a par value amount of €992,536

(1) Recap of overall limits: a maximum par value amount of €540 million and a maximum issue amount of €9.3 billion for all issues with and without pre-emptive subscription rights; issues performed pursuant to j), k) and l) above are not included in these general limits.
(2) Total share capital increases decided pursuant to k) and l) are subject to a maximum par value amount of €24 million.
(3) Shares purchased in the course of 2020 but prior to the Ordinary Shareholders' Meeting of May 20, 2020 were acquired pursuant to the 12th resolution adopted by the Shareholder's Meeting of May 23, 2019.

6.

Use of authorizations during 2020

Pursuant to the authorization granted to the Board of Directors by the Ordinary Shareholders' Meeting of May 23, 2019 in the twelfth resolution and then by the Ordinary Shareholders' Meeting of May 20, 2020 in the twentieth resolution, 4,964,862 shares were purchased under the share buyback program (excluding the liquidity contract) at an average price of €104.45. Under the liquidity contract, 1,063,201 shares were purchased at an average price of €99.56 and 1,104,046 shares were sold at an average price of €101.50. At December 31, 2020, the liquidity account balance comprises 20,964 shares and approximately €25 million in cash and monetary UCITS.

In addition, pursuant to the powers conferred on it by the Extraordinary Shareholders' Meeting of May 20, 2020 in the twenty-second resolution, the Board of Directors, in its meeting of December 2, 2020, canceled 3,664,862 shares with a value of €380,753,420.05 (excluding expenses).

Pursuant to the authorization granted by the Extraordinary Shareholders' Meeting of May 20, 2020 in the thirtieth resolution, the Board of Directors decided, on October 7, 2020, to award 1,900,000 shares subject to performance conditions to 2,455 beneficiaries (employees and corporate officers of French and non-French subsidiaries and members of the Executive Committee including the Chief Executive Officer).

Finally, the Board of Directors decided on June 10 and 11, 2020, to make use of the thirty-first and thirty-second resolutions adopted by the Extraordinary Shareholders' Meeting of May 20, 2020, to increase the share capital of the Company in favor of employees by issuing 3,000,000 new shares under the seventh employee savings plan. The share capital increase, representing a par value amount of €24,000,000, was completed on December 17, 2020.

Renewal of authorizations at the 2021 Shareholders' Meeting

The outstanding authorizations described in a), j), k) and l) above, concerning share buybacks, performance share grants and the employee savings plan, will be submitted for renewal at the Shareholders' Meeting of May 20, 2021.

For further details, please refer to Chapter 7 of this Universal Registration Document.

6.1.3 Other share equivalents outstanding

There are no other securities granting access to the share capital outstanding at December 31, 2020.

6.1.4 Employee shareholders

Share subscription or purchase plans

Capgemini no longer grants stock options. The last stock option plan expired in June 2013.

Performance share grants

Performance share grant in 2020

The Extraordinary Shareholders' Meeting of May 20, 2020 authorized the Board of Directors in its thirtieth resolution to grant performance shares to employees and corporate officers of the Company and its French and non-French subsidiaries, during a period of 18 months commencing May 20, 2020. The number of shares granted (existing and to be issued) was not to exceed 1.2% of the share capital at the date of the Board of Directors' decision to grant such shares (this maximum number of shares being referred to hereafter by the letter "N"). Up to a maximum of 10% of "N", these performance shares could be granted to Executive Corporate Officers of the Company, it being specified that the portion of shares to be held by them until the end of their term of office is set by the Board of Directors. By exception, and for an amount not exceeding 15% of "N", shares could be granted to employees of the Company and its French and non-French subsidiaries, excluding members of the general management team (the "Executive Committee"), without performance conditions.

Pursuant to this authorization, the Board of Directors' meeting of October 7, 2020 decided the issue of 1,900,000 performance shares to 2,431 managers and employees of the Group, 23 members of the Executive Committee (excluding Executive Corporate Officers) and Mr. Aiman Ezzat.

The external performance condition is based on the comparative performance of the Capgemini share against the average performance of a basket of comparable companies or indexes over a minimum of three years.

Since the performance share grant of 2012, the internal performance condition for all performance share plans is based on organic free cash flow generation over a three-year period, reflecting the Board of Directors' desire to prioritize long-term goals in the context of these grants.

A Corporate Social and Environmental Responsibility performance condition was added for the first time in 2018 and included again this year. It is founded on two indicators: a diversity indicator and an environmental performance indicator.

Furthermore, the Board of Directors wished to be able to take account of any outperformance in 2019 and again this year, by defining targets that would allow 110% of the shares to vest relative to each performance condition for all beneficiaries other than Executive Corporate Officers, while capping at 100% of the Initial Allocation the total percentage of shares that ultimately vest once the overall performance conditions are determined.

Accordingly, the total number of shares that will vest to beneficiaries at the end of the vesting period will be equal to:

- a number of shares equal to 35% (for Executive Corporate Officers, the Group Executive Committee and key managers) or 15% (for other beneficiaries) of the number indicated in the grant notification multiplied by the percentage achievement of the chosen external performance target: performance of the Capgemini share compared with the average performance measured over an identical three year period of a basket of securities and indexes containing (i) shares of eight listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (Accenture/Indra/Tieto/Atos/CGI Group/Sopra Steria/Infosys and Cognizant) and (ii) the Euro Stoxx Technology 600 index and the CAC 40 index. No shares will vest if the relative performance of the Capgemini share is less than 100% of the average performance of the basket; 50% of the Initial Allocation will vest if the performance of the Capgemini share is equal to the average performance of the basket; 100% of the Initial Allocation will vest if the performance of the Capgemini share is equal to 110% of the average performance of the basket and 110% of the target (excluding Executive Corporate Officers) will vest if the performance is at least equal to 120% of the average performance of the basket;
- a number of shares equal to 50% (for Executive Corporate Officers, the Group Executive Committee and key managers) or 70% (for other beneficiaries) of the number indicated in the grant notification multiplied by the percentage achievement of the chosen internal performance target: published and audited organic free cash flow for the three years from 2020 to 2022 compared with a minimum objective of €3,400 million; 100% of the Initial Allocation will vest for organic free cash flow generation of €3,700 million and a maximum of 110% of the Initial Allocation will vest (excluding Executive Corporate Officers) for organic free cash flow generation of €3,900 million;
- and finally, a number of shares equal to 15% of the number indicated in the grant notification multiplied by the percentage achievement of the corporate social and environmental responsibility performance target: (i) increase over a three-year period in the percentage of women in the Group's Vice-President inflow population, with a minimum objective of 26.5%, a target grant for an increase of 29% and a maximum grant of 110% of the target (excluding Executive Corporate Officer) for an increase of at least 30% and (ii) a reduction in greenhouse gas emissions/employee of at least 10% by 2022 compared with 2019, with a target grant for a reduction of 15% and a maximum grant of 110% (excluding Executive Corporate Officer) of the target for a reduction of 16% or more.

The vesting period was set by the Board of Directors at three years for beneficiaries tax-resident in France and four years for beneficiaries not tax-resident in France. In addition, a one-year minimum holding period for vested shares following the vesting period was set for beneficiaries tax-resident in France. Furthermore, the Chief Executive Officer is required to hold 50% of vested shares until the end of his term of office, if the number of shares held by him valued at the share price at the vesting date is less than one years' theoretical salary. 33% of vested shares must be held if the valuation of shares held is between one years' theoretical salary and two years' theoretical salary and 5% of vested shares must be held if this valuation exceeds two years' theoretical salary.

Out of a total of 1,900,000 shares, 39,800 shares (2.09%) were granted without performance conditions. No Group Executive Committee members benefited from this grant.

In accordance with the recommendations of the AFEP-MEDEF Code, performance share grants are undertaken at the same calendar periods and are decided by either the Board of Directors' meeting held at the end of July or at the following meeting generally held at the beginning of October. The October date has been adopted the past four years.

Vesting of performance shares in 2020

On February 17, 2016, pursuant to the authorization granted by the Extraordinary Shareholders' Meeting of May 6, 2015, the Board of Directors granted 180,500 shares subject to presence conditions in the context of the acquisition of IGATE in July 2015.

These shares, subject solely to presence conditions, were granted with a vesting period of two years for beneficiaries tax-resident in France and four years for beneficiaries not tax-resident in France. The grant therefore vested to beneficiaries not tax-resident in France on March 1, 2020.

After validation of the presence conditions for this plan at the end of February 2020, 104,200 shares vested in March 2020 to beneficiaries not tax-resident in France.

Of the initial grant of 180,500 shares, the final percentage of shares vested was 61.6% (111,200 shares).

On July 26, 2017, pursuant to the authorization granted by the Extraordinary Shareholders' Meeting of May 10, 2017, the Board of Directors granted 63,597 shares subject to presence conditions in the context of the acquisition of Idean in early 2017.

These shares, subject solely to presence conditions, were granted with a vesting period of three years for beneficiaries not tax-resident in France. The grant therefore vested to beneficiaries not tax-resident in France on August 1, 2020.

After validation of the presence conditions for this plan at the end of July 2020, 32,384 shares vested in August 2020 to beneficiaries not tax-resident in France.

The final percentage of the initial grant that vested was 50.9%.

On July 26, 2016, pursuant to the authorization granted by the Extraordinary Shareholders' Meeting of May 18, 2016, the Board of Directors granted 1,663,500 shares subject to performance and presence conditions.

The performance shares were granted subject to a vesting period of three years for beneficiaries tax-resident in France and four years for beneficiaries not tax-resident in France. The grant therefore vested to beneficiaries not tax-resident in France on August 1, 2020.

This grant was subject to internal and external performance conditions. These conditions were detailed in the resolution presented to and adopted by the Combined Shareholders' Meeting which authorized the Board of Directors to grant performance shares.

The internal performance condition concerned organic free cash flow generated over the three-year period, 2016, 2017 and 2018.

The external performance condition was assessed based on the performance of the Capgemini share compared with a basket of comparable companies in our business sector in at least five different countries, as follows: Accenture, Atos, CSC, CGI Group, Cognizant, Infosys, Sopra Steria, Tieto and the CAC40 index. For this grant, no shares vest in respect of the external performance condition if the relative performance of the Capgemini share is less than 100% of the average performance of the basket over a three-year period, while 50% of shares vest if this performance is equal to that of the basket and 100% of shares vest if this performance is 110% or more of that of the basket.

The internal and external performance conditions for this plan were satisfied 100% and 80%, respectively. The relative performance of the Capgemini SE share compared with that of the basket of comparable companies over a three-year period was between 105 and 106%. This led to the vesting of 813,195 shares to beneficiaries not tax-resident in France in August 2020.

The final percentage of the initial grant that vested was 70.8%.

On October 5, 2017, pursuant to the authorization granted by the Extraordinary Shareholders' Meeting of May 10, 2017, the Board of Directors granted 1,522,500 shares subject to performance and presence conditions.

The performance shares were granted subject to a vesting period of three years for beneficiaries tax-resident in France and four years for beneficiaries not tax-resident in France. The grant therefore vested to beneficiaries tax-resident in France on October 1, 2020.

This grant was subject to internal and external performance conditions. These conditions were detailed in the resolution presented to and adopted by the Combined Shareholders' Meeting which authorized the Board of Directors to grant performance shares.

The internal performance condition concerned organic free cash flow generated over the three-year period, 2017, 2018 and 2019.

The external performance condition was assessed based on the performance of the Capgemini share compared with a basket of comparable companies in our business sector in at least five different countries, as follows: Accenture, Atos, Indra, CGI Group, Cognizant, Infosys, Sopra Steria, Tieto and the CAC40 index. For this grant, no shares vest in respect of the external performance condition if the relative performance of the Capgemini share is less than 100% of the average performance of the basket over a three-year period, while 50% of shares vest if this performance is equal to that of the basket and 100% of shares vest if this performance is 110% or more of that of the basket.

The internal and external performance conditions for this plan were satisfied 100% and 60%, respectively. The relative performance of the Capgemini SE share compared with that of the basket of comparable companies over a three-year period was between 102 and 103%. This led to the vesting of 322,350 shares to beneficiaries tax-resident in France in October 2020. At December 31, 2020, there remained 715,430 shares that could potentially vest to beneficiaries not tax-resident in France if they satisfy the condition of presence at the end of September 2021.

International employee share ownership system

As part of the employee incentive policy and in order to align employee interests with those of shareholders and also stabilize the Company's share capital, the Group wishes to make the Company's share capital accessible to a large number of employees, in particular through employee share ownership plans.

First put in place in 2009, these employee share ownership transactions have been proposed annually, since 2017, to Group employees. They ultimately aim to increase employee share ownership to an objective of around 10% of the Company's share capital and to propose this offer to as many Group employees as possible (96% of employees were eligible for the most recent plan in 2020, including employees of recently-acquired companies such as Altran).

Current employee share ownership plans at December 31, 2020

	2017	2018	2019	2020
Number of shares issued	3.6 million	2.5 million	2.75 million	3 million
Subscription rate	124%	191%	160%	174%
Number of employees that subscribed shares	28,800	33,600	33,700	41,000
Percentage of eligible employees that subscribed shares	15.4%	16%	16%	16%
Number of countries in which Group employees subscribed shares, directly or indirectly *via* an Employee Savings Mutual Fund (FCPE)	21	24	25	26
Percentage of eligible employees	97%	98%	98%	96%
Shareholders' Meeting authorization (1)	May 10, 2017 (maximum of 6 million shares)	May 23, 2018 (maximum of 3 million shares)	May 23, 2019 (maximum of 3 million shares)	May 20, 2020 (maximum of 3 million shares)

(1) Authorization granted to the Board of Directors by the Shareholders' Meeting to issue a maximum number of shares by way of a share capital increase reserved for employees and corporate officers of the Company and its French and non-French subsidiaries who are members of the Capgemini group Company Savings Plan.

Overall and pursuant to the provisions of Article L. 225-102 of the French Commercial Code, the Board of Directors informs you that employees and corporate officers of the Company (and related companies) together held 7.1% of the Company's share capital at December 31, 2020.

6.1.5 Potential dilution resulting from access to the Company's share capital

At December 31, 2020, the potential dilution represented by performance and free share grants plans was 3.1%.

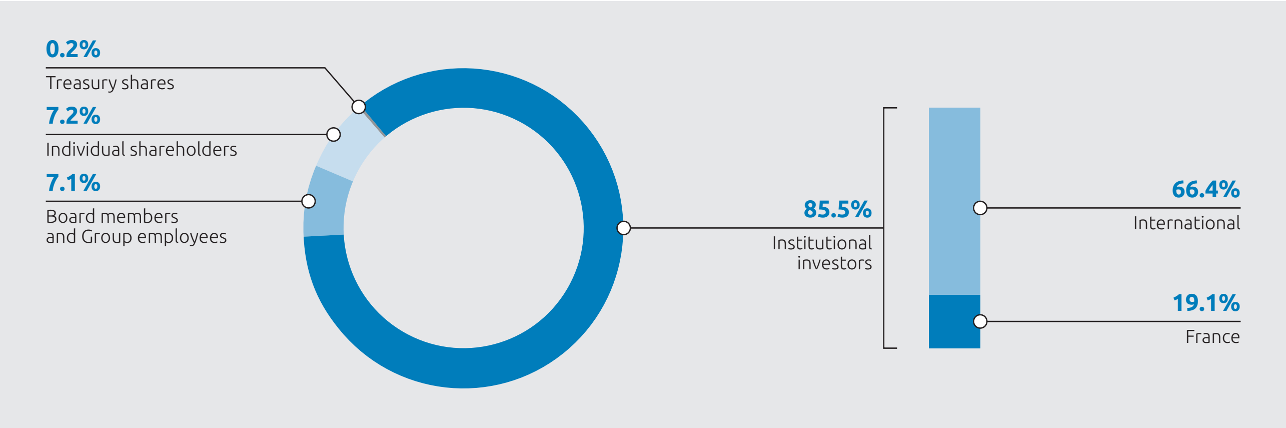
6.2 Capgemini and the stock market

At December 31, 2020, Capgemini SE's share capital comprised 168,784,837 shares (ISIN code: FR0000125338). Capgemini SE shares are listed on the "Euronext Paris" market (compartment A) and are eligible for the SRD deferred settlement system of the Paris Stock Exchange. Capgemini SE shares are notably included in the Euronext CAC 40, CAC 40 ESG and Euronext 100 indexes, and in the European indexes Euro Stoxx, Stoxx Europe 600, Stoxx Europe 600 Technology and Euro Stoxx ESG Leaders 50.

Between January 1 and December 31, 2020, Capgemini recorded a 16.4% increase in its share price, to end the year at €126.80.

Capgemini has a stock market capitalization of €21.4 billion at December 31, 2020, compared with €18.4 billion at December 31, 2019.

Capgemini share ownership structure at the end of December 2020

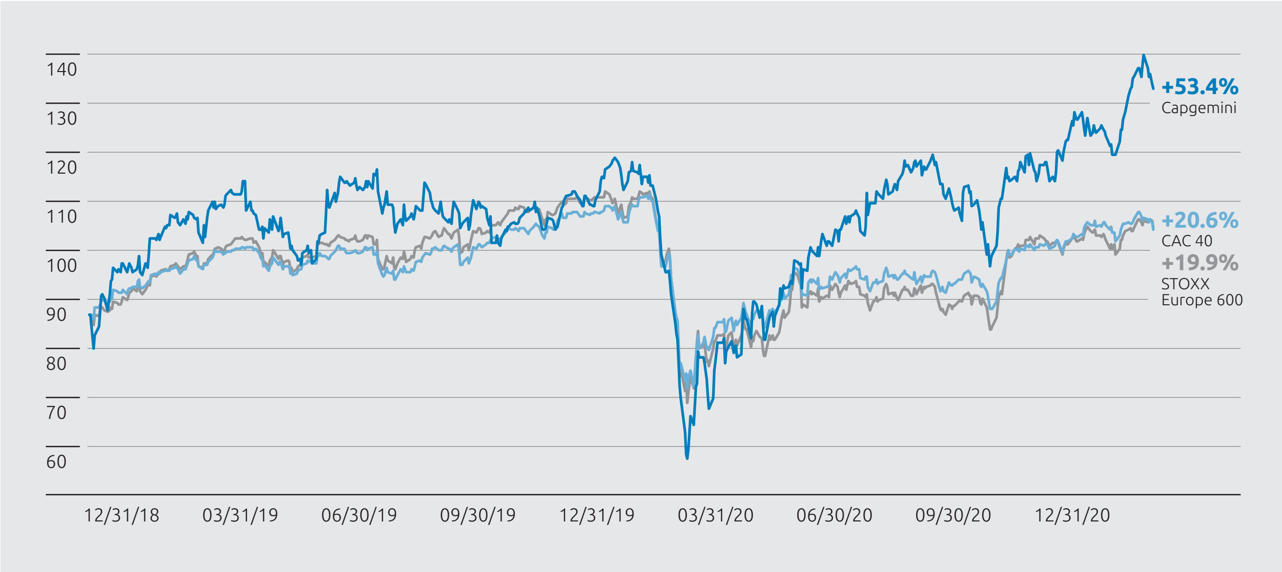


2021 provisional financial calendar

2021 first-quarter revenues:	April 29, 2021
2021 first-half results:	July 28, 2021
2021 third-quarter revenues:	October 28, 2021
2021 annual results:	February 14, 2022

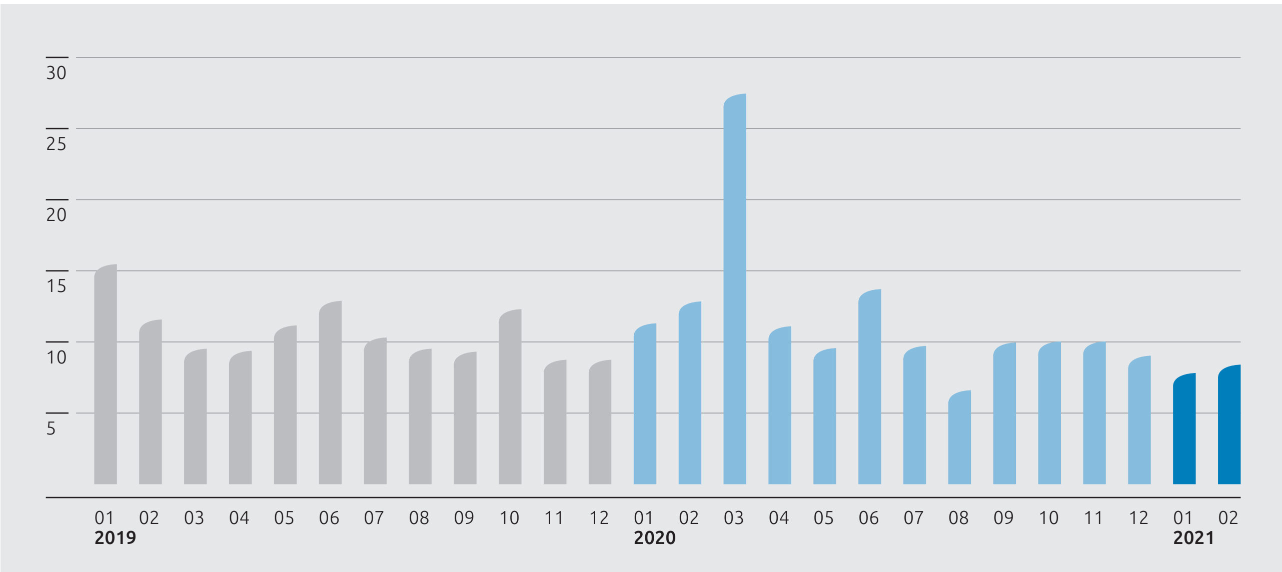
This provisional calendar is provided for information purposes only and may subsequently be amended.

Share performance – from December 31, 2018 to February 28, 2021 *(in euros)*



Source: Bloomberg.

Monthly trading volumes on NYSE Euronext Paris – from January 2019 to February 2021 *(in millions of shares)*



Source: Bloomberg.

Share price and trading volumes

The following table represents trading in the company's shares on NYSE Euronext Paris over the past 24 months:

					Trading volume		
		Share price *(in euros)*			Number of shares		Value *(in millions of euros)*
Month	**Number of trading days**	**High**	**Average**	**Low**	**Total**	**Average** *(daily)*	
March 2019	21	108.75	105.91	101.25	9,600,357	457,160	1,016.8
April 2019	20	115.30	110.37	106.00	9,415,581	470,779	1,039.2
May 2019	22	107.90	104.13	98.54	11,163,298	507,423	1,162.5
June 2019	20	113.60	103.57	96.14	12,910,855	645,543	1,337.1
July 2019	23	118.00	113.40	109.35	10,292,722	447,510	1,167.2
August 2019	22	116.55	108.69	102.45	9,538,266	433,558	1,036.7
September 2019	21	114.35	108.70	103.70	9,361,733	445,797	1,017.6
October 2019	23	111.05	105.15	98.20	12,329,595	536,069	1,296.4
November 2019	21	111.20	106.62	101.00	8,762,402	417,257	934.3
December 2019	20	112.50	107.25	102.55	8,775,638	438,782	941.2
January 2020	22	120.90	114.18	108.35	11,276,713	512,578	1,287.6
February 2020	20	118.40	110.77	97.02	12,798,944	639,947	1,417.7
March 2020	22	100.70	75.61	51.78	27,423,032	1,246,501	2,073.4
April 2020	20	89.68	78.44	67.52	11,064,480	553,224	867.9
May 2020	20	93.40	87.61	80.84	9,517,279	475,864	833.8
June 2020	22	105.30	97.86	89.76	13,664,034	621,092	1,337.2
July 2020	23	112.75	105.77	100.40	9,684,385	421,060	1,024.3
August 2020	21	119.10	113.10	106.90	6,545,920	311,710	740.3
September 2020	22	121.65	115.53	108.60	9,846,143	447,552	1,137.6
October 2020	22	114.25	105.67	95.94	9,944,032	452,001	1,050.8
November 2020	21	120.30	113.87	98.48	10,007,080	476,528	1,139.5
December 2020	22	128.25	118.20	112.55	9,403,133	427,415	1,111.4
January 2021	20	129.35	123.68	116.10	7,773,944	388,697	961.5
February 2021	20	142.00	133.34	119.60	8,395,992	419,800	1,119.5

Source: Euronext.

Dividend payment policy

The Group has a historic dividend distribution policy that ensures a balance between the investments required for its development and the distribution of profits to shareholders. The payout ratio is approximately 35%. This ratio is defined as: dividend per share/ net profit (Group share) per share, based on the number of shares outstanding at December 31. Where exceptional items have been recognized, in particular non-cash items, net profit (Group share) may be restated for these items before applying the payout ratio.

A dividend payment of €1.95 per share is proposed for fiscal year 2020.

Based on 168,784,837 shares outstanding at December 31, 2020, the total Capgemini dividend distribution in respect of fiscal year 2020 would be €329 million. The effective dividend distribution will depend on the number of treasury shares held at the ex-dividend date and any shares issued or canceled prior to this date.

Dividend payout

Year ended December 31	Dividend per share (in euro)	Number of shares (at December 31)	Dividend distribution In millions of euros	Dividend distribution % of net profit	Ex-dividend date
2012	1.00	161,700,362	162	44%	June 3, 2013
2013	1.10	160,317,818	176	40%	May 16, 2014
2014	1.20	163,592,949	196	34%	May 18, 2015
2015	1.35	172,181,500	232	36%	May 30, 2016
2016	1.55	171,564,265	266	36%	May 22, 2017
2017	1.70	168,483,742	286	35%	June 4, 2018
2018	1.70	167,293,730	284	36%	June 5, 2019
2019 (1)	1.35	169,345,499	229	25%	June 3, 2020
2020 (2)	1.95	168,784,837	329	35%	June 2, 2021

(1) On April 29, 2020, the Board of Directors decided to reduce by 29% the dividend from €1.90 to €1.35 per share. This dividend was approved by the Shareholders' Meeting of May 20, 2020.
(2) Recommended dividend submitted to the Shareholders' Meeting of May 20, 2021.

6.3 Current share ownership and voting rights

At December 31, 2020, the share capital amounted to €1,350,278,696 (compared with €1,354,763,992 at December 31, 2019), divided into 168,784,837 fully paid-up shares with a par value of €8 each.

Share capital transactions during 2020 were as follows:

- cancellation of 3,664,862 treasury shares decided by the Board of Directors on December 2, 2020;
- share capital increase under the seventh employee share ownership plan (ESOP 2020) involving the issue of 3,000,000 shares on December 17, 2020;
- share capital increase through the issue of 104,200 new shares following the vesting of free shares on March 2, 2020.

The following table presents the share ownership structure at December 31, 2020. No shares carry double voting rights.

Breakdown of share ownership in the past three years

	At 12/31/2018 Number of shares	At 12/31/2018 % share capital	At 12/31/2018 % voting rights	At 12/31/2019 Number of shares	At 12/31/2019 % share capital	At 12/31/2019 % voting rights	At 12/31/2020 Number of shares	At 12/31/2020 % share capital	At 12/31/2020 % voting rights
Board members and Group employees	**10,152,444**	**6.1**	**6.1**	**9,077,119**	**5.4**	**5.4**	**11,887,465**	**7.1**	**7.1**
Directors	336,957	0.2	0.2	350,357	0.2	0.2	293,451	0.2	0.2
Employee shareholders	9,815,487	5.9	5.9	8,726,762	5.2	5.2	11,594,014	6.9	6.9
Treasury shares	**422,358**	**0.3**	**0.3**	**246,780**	**0.1**	**0.1**	**336,656**	**0.2**	**0.2**
Own shares	-	-	-	-	-	-	-	-	-
Public	**156,718,928**	**93.6**	**93.6**	**160,021,600**	**94.5**	**94.5**	**156,560,716**	**92.7**	**92.7**
Individual shareholders (1) (bearer + registered)	12,565,368	7.5	7.5	11,127,221	6.6	6.6	12,180,985	7.2	7.2
Institutional shareholders	144,153,560	86.1	86.1	148,894,379	87.9	87.9	144,379,731	85.5	85.5
TOTAL	**167,293,730**	**100**	**100**	**169,345,499**	**100**	**100**	**168,784,837**	**100**	**100**

(1) May include shares held by employees outside the employee share ownership plan.

Each share carries entitlement to one vote irrespective of whether the share is held in registered or bearer form.

It is also stated that at December 31, 2020, Capgemini SE held 336,656 treasury shares (including 20,964 shares resulting from execution of the liquidity contract at December 31, 2020) and, in addition, that the Company does not hold any "own shares".

Based on a study of identifiable bearer shares carried out at the end of December 2020, the Company has 3,342 identifiable holders of bearer shares holding more than 500 shares.

In addition, 14,923 shareholders held shares in registered form at December 31, 2020.

Finally, shares held by members of the Board of Directors represent 0.17% of the Company's share capital at December 31, 2020.

Crossing of legal thresholds

In accordance with Article L. 233-7 and L. 233-9 of the French Commercial Code, the Company was notified that the following legal thresholds were crossed between January 1 and December 31, 2020:

- Fidelity Management & Research Company LLC, controlled by FMR LLC, disclosed it increased its interest above the 5% share capital and voting rights thresholds on March 10, 2020 and individually held 8,480,857 shares representing 5.005% of the Company's share capital and voting rights at that date;

  At this time, FMR LLC disclosed that it had not crossed any thresholds and held, at March 10, 2020, indirectly *via* companies that it controls, 9,852,632 shares representing 5.81% of the Company's share capital and voting rights at that date;
- Amundi Asset Management, acting on behalf of funds under management, disclosed it had increased its interest above the 5% share capital and voting rights thresholds on December 17, 2020 and held on behalf of such funds, 9,610,752 shares representing 5.69% of the Company's share capital and voting rights at that date;
- Crédit Agricole Corporate and Investment Bank, controlled by Crédit Agricole SA, disclosed it had increased its interest above the 5% share capital and voting rights thresholds on December 17, 2020 and held 9,997,232 shares representing 5.92% of the Company's share capital and voting rights at that date. It also disclosed that this threshold was crossed due to the signing of an agreement and financial instruments relating to the Company [1].

It is also noted that Amundi Asset Management is notably responsible for managing the Capgemini ESOP FCPE (the Capgemini Employee Savings Mutual Fund set up for international employee share ownership transactions) and that the share capital increase corresponding to the most recent share ownership transaction implemented by the Company was completed on December 17, 2020.

Similarly, Crédit Agricole Corporate and Investment Bank acted as the structuring bank for the most recent Group employee share ownership transactions. 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.

At December 31, 2020, employee share ownership represented 6.9% of the Company's share capital and voting rights.

Since the end of fiscal year 2020, Fidelity Management & Research Company LLC disclosed it had decreased its interest below the 5% share capital and voting rights thresholds on March 17, 2021 and individually held 8,377,067 shares representing 4.96% of the Company's share capital and voting rights at that date;

At this time, FMR LLC disclosed that it had not crossed any thresholds and held, at March 18, 2021, indirectly *via* companies that it controls, 10,145,251 shares representing 6.01% of the Company's share capital and voting rights at that date.

Crossing of thresholds pursuant to the bylaws

Article 10 of Capgemini SE's bylaws requires shareholders to disclose the crossing, through an increase or a decrease, of each threshold of 1% of the Company's share capital or voting rights, from the lower threshold of 5% to the threshold triggering a mandatory public offer in accordance with prevailing regulations.

In accordance with the provisions of the Company's bylaws, FMR LLC and Crédit Agricole Corporate and Investment Bank disclosed they had crossed thresholds pursuant to the bylaws between January 1, 2020 and the date of filing of this Universal Registration Document (above and/or below the 6% threshold).

Shareholders holding more than 5% of the share capital and voting rights

Pursuant to the provisions of Article L. 233-13 of the French Code of Commerce and according to information received and disclosures made to the French Financial Markets Authority (AMF), as far as the Company is aware, no shareholders other than FMR LLC, Amundi Asset Management and Crédit Agricole Corporate and Investment Bank (see above) hold directly or indirectly, alone or in concert, more than 5% of the Company's share capital or voting rights at the date of filing of this Universal Registration Document.

Shareholders' agreements

There are no shareholder agreements or pacts in force.

6.4 Share buyback program

6.4.1 Authorization to buy back the company's shares

The Ordinary Shareholders' Meeting of May 20, 2020 renewed the authorization granted to the Company to buy back its shares. This authorization was used in 2020 in connection with the liquidity contract (entered into with Kepler Cheuvreux) and more generally as part of the continued purchase by the Company of its own shares.

The liquidity contract seeks to improve the liquidity of the Capgemini SE share and to allow regular quotations. In 2020, a total of 1,063,201 shares were purchased on behalf of Capgemini SE, representing 0.63% of the share capital at December 31, 2020, at an average price of €99.56 per share. During the same period, 1,104,046 Capgemini SE shares were sold, representing 0.65% of the share capital at December 31, 2020, at an average price of €101.50 per share. At the year-end, the liquidity account presented a balance of 20,964 shares (0.01% of the share capital) and approximately €25 million.

(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).

In addition, the Company continued to purchase its own shares in 2020. Excluding the liquidity contract, the Company held 315,692 of its own shares at December 31, 2020, following the various transactions described below:

- purchase of 4,964,862 shares representing 2.94% of the share capital at December 31, 2020, at an average price of €104.45 per share;
- transfer of 1,169,279 shares to employees under the free share grant plan;
- cancellation of 3,664,862 shares.

Of the 4,964,862 shares purchased outside the liquidity contract in 2020, 3,000,000 shares were purchased to neutralize the dilutive impact of the Group's seventh employee share ownership plan (ESOP 2020). These shares were allocated for cancellation and were part of the 3,664,862 shares canceled during the year.

Trading fees (excluding VAT) and the financial transaction tax totaled €1,703,701 in 2020.

At December 31, 2020, excluding the liquidity contract, all 315,692 treasury shares held, representing 0.19% of the Company's share capital, were allocated to the grant or sale of shares to employees and/or corporate officers.

Lastly, no treasury shares were reallocated between the various objectives in 2020.

6.4.2 Description of the share buyback program to be authorized by the Shareholders' Meeting on May 20, 2021

Pursuant to Articles 241-1 *et seq.* of the *Autorité des marchés financiers* (AMF – the French Financial Market Authority) general regulations, the purpose of this Section is to describe the objectives and the terms of the share buyback program subject to the authorization of the Combined Shareholders' Meeting on May 20, 2021.

Legal Framework – date of the Shareholders' Meeting called to authorize the share buyback program

This share buyback program takes place within the legal framework of Articles L. 225-210 *et seq.* and L. 22-10-62 of the French Commercial Code, and within the scope of European regulation no. 2273-2003 of December 22, 2003 implementing Directive 2003/6/EC of January 28, 2003, referred to as the "Market Abuse" directive, or any other European regulation that may be substituted for it.

The May 20, 2021 Shareholders' Meeting will be asked to authorize the implementation of this share buyback program.

Finally, pursuant to the provisions of Article 241-2 II of the AMF general regulations, during the implementation of the buyback program, any change in the information contained in this program description will, as soon as practicable, be made available to the general public, in accordance with the provisions of Article 221-3 of the AMF general regulations, notably by making it available on the Company's website: www.capgemini.com.

Breakdown by objective of shares held

The 335,650 treasury shares [1] held at March 1, 2021 are allocated to the following objectives:

- 19,958 shares to the objective of managing the secondary market or maintaining the liquidity of the Capgemini share by way of a liquidity contract signed with Kepler Cheuvreux on October 3, 2016;
- 315,692 shares to the objective of allocation or sale of shares to employees and/or corporate officers.

Objectives of the share buyback program and allocation of shares purchased

Capgemini intends to make use of the possibility to acquire its own shares, with the following objectives:

- the allocation or sale of shares to employees and/or corporate officers (on the terms and by the methods provided by law), in particular with a view to the allocation of free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, the allocation or sale of shares to employees in respect of employee profit-sharing or the implementation of any Company or Group savings plan (or similar plan) on the terms provided by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*), and generally, honoring all obligations relating to share option programs or other share allocations to employees or corporate officers of the Company or a related company, or to permit the hedging of a structured employee share ownership plan by a bank, or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code, acting at the Company's request; or
- the delivery of shares on the exercise of rights attached to securities granting access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the cancellation of some or all of the shares purchased; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- the management of the secondary market or maintenance of the liquidity of the Capgemini share by an investment services provider under a liquidity contract that complies with market practices accepted by the *Autorité des marchés financiers* (AMF – the French Financial Markets Authority).

This program is also intended to enable the implementation of any market practice that may be permitted by the AMF and more generally the carrying out of any transaction that complies with prevailing regulations.

Proportion of share capital, number of shares and purchase price

- Maximum percentage of the share capital and maximum number of Capgemini shares that may be purchased: purchases of the Company's own shares may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program (including the shares subject to the current purchase) does not exceed 10% of the shares comprising the Company's share capital at that date [2] (including transactions impacting the share capital and performed after the May 20, 2021 Combined Shareholders' Meeting), it being stipulated that (i) the number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for-share exchange transaction may not exceed 5% of the Company's share capital; and (ii) where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period. For illustrative purposes, at March 1, 2021, based on the total number of shares comprising the share capital and considering that

(1) Including shares purchased or sold before March 1, 2021 but settled after that date.
(2) For illustrative purposes, based on the total number of shares issued and outstanding at March 1, 2021, 16,878,483 shares.

the Company holds 335,650 of its own shares at that date, representing 0.20% of its share capital, a maximum of 16,542,833 shares may be purchased, representing 9.80% of the share capital at March 1, 2021, unless the Company sells or cancels own shares currently held.

- Maximum purchase price: €190 per share (or the equivalent at the same date in any other currency). It should be noted that (i) this price could be adjusted in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share allocation, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital or equity and (ii) the total amount of purchases may not exceed €3,200 million.

Implementation and duration of the share buyback program

- Implementation of the program: acquisitions, sales and transfers of shares may be performed at any time other than during the period of a public offer for the company's shares, subject to the limits authorized by prevailing laws and regulations, and by any means, and particularly on regulated markets, *via* a multilateral trading facility or systematic internalizer or over the counter, including by block purchases or sales, by public offer for cash or shares or using options or other forward financial instruments traded on regulated markets, *via* a multilateral trading facility or systematic internalizer or over the counter, either directly or through an investment services provider, or in any other manner (with no limit on the portion of the share buyback program carried out by each of these means).
- Share buy-back program duration and schedule: eighteen months as from the date of adoption of the sixteenth resolution by the May 20, 2021 Combined Shareholders' Meeting, i.e., up to November 20, 2022. Pursuant to Article L. 22-10-62 of the French Commercial Code, the aggregate number of shares which may be canceled in any given period of twenty-four months shall not exceed 10% of the Company's share capital (adjusted for any transactions performed after the May 20, 2021, Combined Shareholders' Meeting).

6.5 Communication with shareholders

As for all its stakeholders, Capgemini strives to communicate regularly with its shareholders and investors, in order to understand and take account of their expectations.

Financial communication principles

In accordance with prevailing financial market regulations, Capgemini complies with financial information transparency and accessibility principles, guaranteeing all shareholders equal access to information.

The main financial events organized for shareholders (revenue and financial result presentations, Investors' Days, Shareholders' Meetings) are announced according to a schedule set in advance and regularly updated on the Company's website. Shareholders' Meetings and quarterly presentations of Group revenues and financial results are streamed live on the Company's website, with a replay subsequently available.

Financial announcements are published simultaneously in French and English.

Financial information, such as financial press releases, Group revenue and financial result presentations, Shareholder letters, information for Shareholders' Meetings and the Universal Registration Document, is available and archived on the Company's website.

Shareholders' Meetings

Capgemini Shareholders' Meetings are a key opportunity for communicating between the Company and its shareholders. For several years now, Capgemini has organized governance roadshows with its investors prior to Shareholders' Meetings to discuss their expectations. In addition, since 2017, the Lead Independent Director communicates regularly with the Company's main shareholders on governance and Executive Corporate Officer compensation issues. He informs the Chairman and the members of the Board of Directors of any contacts he may have in this respect.

When convening each Shareholders' Meeting, the Company indicates the means of participating in the documentation communicated to shareholders and available on the Company's website (notice of meeting, notice of convocation, convening brochure), as well as the legal process for submitting written questions and for requesting the inclusion of items or draft resolutions on the agenda. The Company allows shareholders to use the VOTACCESS internet voting platform, *via* which they can transfer, prior to the Shareholders' Meeting, their voting instructions, request an admission card or appoint or remove a proxy.

Applicable bylaw provisions on voting rights and participating at Shareholders' Meetings are detailed in Section 8.1 (Legal information).

In 2020, in the context of the Covid-19 epidemic, the Board of Directors exceptionally decided to hold the Shareholders' Meeting behind closed doors, without the physical presence of shareholders and other members entitled to attend. Nonetheless, in order to encourage participation in this unique moment for expressing "*affectio societatis*" that is the Shareholders' Meeting, the Board of Directors wished to retain the time set aside for shareholder questions during the Meeting, to allow the Chairman to answer the questions generating the most interest. In addition to the submission of written questions in accordance with legal provisions, shareholders were able to ask questions by email prior to the Meeting, as well as during the Meeting using the live streaming interface.

Constant communication with shareholders

In addition to investor roadshows covering the main financial markets after each revenue and financial result publication, Capgemini regularly organizes meetings with its investors to discuss non-financial information and its corporate, social and responsibility strategy. Each year, the Group also participates in numerous institutional investor conferences and periodically organizes Investor Days to present its activities and strategy in greater detail. Finally, Capgemini distributes an information letter to individual shareholders each year and participates in discussion meetings with individual shareholders.

The Investor Relations team is available at all times to answer questions from analysts and investors. Individual shareholders can also call a dedicated toll-free number.

Finally, Capgemini shareholders are regularly consulted in the same way as the Group's other stakeholders, on various occasions. For example, they were involved in Group discussions on its Purpose in 2020 and on the drafting of its materiality matrix in 2018.

See Section 1.2.5 for more information on Capgemini communication with all its stakeholders.

7.

Report of the Board of Directors and draft resolutions to be presented at the Combined Shareholders' Meeting of May 20, 2021

This report presents the proposed resolutions submitted to the Shareholders' Meeting by the Board of Directors. It consists of this introduction, the overview statements preceding the resolutions and a summary table of financial authorizations submitted for approval. The objective of this report is to draw your attention to the important points in the draft resolutions, in accordance with prevailing laws and regulations and with best Corporate Governance practice recommended for companies listed in Paris. It does not purport to be comprehensive and does not replace a careful reading of the draft resolutions prior to voting.

An overview of the financial position, activities and results of the Company and its Group during the last fiscal year and other information required by prevailing law and regulations are also presented in the Management Report on fiscal year 2020 included in the 2020 Universal Registration Document to which you are invited to refer (see Cross-Reference Table in Section 9.3).

Disclaimer:

In accordance with the emergency measures adopted by the French government to slow the spread of Covid-19, the Combined Shareholders' Meeting of Thursday, May 20, 2021 will be held behind closed doors, without the physical presence of shareholders and other individuals entitled to attend.

Under these conditions, shareholders will only be able to vote or grant a proxy to the Chairman or a third party remotely and prior to the Shareholders' Meeting. No admission cards will be issued and it will not be possible to vote directly on the day of the Shareholders' Meeting.

Shareholders are also asked to regularly consult the Shareholders' Meeting Section of the Company's website for all information regarding the Shareholders' Meeting: https://investors.capgemini.com/en/event/2021-shareholders-meeting/

7.1 Resolutions presented at the Ordinary Shareholders' Meeting

PRESENTATION OF THE 1ST AND 2ND RESOLUTIONS

APPROVAL OF THE FINANCIAL STATEMENTS

Overview

In these two resolutions, we ask you to approve the Company financial statements and the consolidated financial statements of Capgemini for the year ended December 31, 2020 as follows:

- the Company financial statements of Capgemini SE showing a net profit of €181,627,000.73;
- the consolidated financial statements of Capgemini showing net profit for the Group of €957 million.

FIRST RESOLUTION

Approval of the 2020 Company financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' and the Statutory auditors' reports, approves the Company financial statements for the year ended December 31, 2020, showing net profit for the year of €181,627,000.73, as presented, and the transactions recorded therein and summarized in these reports.

SECOND RESOLUTION

Approval of the 2020 consolidated financial statements

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Board of Directors' and the Statutory auditors' reports, approves the consolidated financial statements for the year ended December 31, 2020, showing net profit for the Group of €957 million, as presented, and the transactions recorded therein and summarized in these reports.

PRESENTATION OF THE 3RD RESOLUTION

Appropriation of earnings and setting of the dividend

Overview

The third resolution relates to the appropriation of earnings for the year ended 2020 and the setting of the dividend.

It is proposed that the dividend be set at €1.95 per share, representing a total distribution of €329,130,432.15 based on the number of shares ranking for dividends at December 31, 2020.

In line with the Group's historic dividend distribution policy that ensures a balance between the investments required for its long-term development and the redistribution of profits to shareholders, the payout ratio for the year ended December 31, 2020, excluding non-recurring income or tax expenses, would be 35%.

Residual distributable profits for the year, i.e. €5,828,678,795.20, shall be added to retained earnings.

For individual beneficiaries who are tax-resident in France, the dividend is fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) where an express, global and irrevocable election is made for taxation under the progressive scale of personal income tax. Where this option is not made, the dividend will fall within the application scope of the flat-rate income tax advance payment mechanism and will not be eligible for this 40% rebate.

Taking account of the recommendations of certain investors, and so as not to encourage security lending/borrowing transactions around the date of the Shareholders' Meeting, the Board of Directors proposes an ex-dividend date of June 2, 2021 and a dividend payment date starting from June 4, 2021.

THIRD RESOLUTION

Appropriation of earnings and setting of the dividend

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the recommendations of the Board of Directors to appropriate the net profit for the year ended December 31, 2020 as follows:

Net profit for the year	€181,627,000.73
No funding of the legal reserve as already fully funded	
i.e. a balance of:	**€181,627,000.73**
Retained earnings of previous years:	€5,976,182,226.62
i.e. distributable earnings:	**€6,157,809,227.35**
allocated to:	
– payment of a dividend of €1.95 per share	€329,130,432.15 (1)
– retained earnings for the balance:	€5,828,678,795.20
giving a total of:	**€6,157,809,227.35**

(1) The total amount of the distribution is calculated based on the number of shares ranking for dividends at December 31, 2020 and could therefore change if this number varies between January 1, 2021 and the ex-dividend date.

It should be noted that the dividend, set at €1.95 for each of the shares bearing dividend rights on January 1, 2021, will be fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) where an express, global and irrevocable election is made for taxation under the progressive scale of personal income tax.

The ex-dividend date will be June 2, 2021 and the dividend will be payable from June 4, 2021. If, at the time of payment of the dividend, the number of treasury shares held by the Company has changed compared to that held on December 31, 2020, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

Pursuant to Article 243 *bis* of the French Tax Code, it is recalled that the following amounts were paid over the past three fiscal years:

	Dividend distribution (1) *(in euros)*	Distributed income (2) *(in euros)*	Dividend per share *(in euros)*
Fiscal year 2019	228,616,423.65	225,689,958.45	1.35
Fiscal year 2018	284,399,341.00	281,199,101.20	1.70
Fiscal year 2017	286,422,361.40	284,362,859.00	1.70

(1) Theoretical values calculated based on the number of shares bearing dividend rights on December 31 each year.
(2) Amounts effectively paid after adjusting the number of shares bearing dividend rights for any change in the number of treasury shares, the issuance of new shares and/or the cancellation of existing shares between January 1 and the ex-dividend date. In fiscal years 2017, 2018 and 2019, these amounts were only fully eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code (*Code général des impôts*) when the beneficiary was tax-resident in France and had opted for taxation at the progressive income tax scale.

PRESENTATION OF THE 4TH RESOLUTION

REGULATED AGREEMENTS – SPECIAL REPORT OF THE STATUTORY AUDITORS

Overview

All agreements governed by Article L. 225-38 of the French Commercial Code authorized by the Board of Directors during the year ended December 31, 2020 concerned the acquisition by the Company of Altran Technologies through a tender offer ("**the Offer**"). In addition, these agreements were all approved by the Shareholders' Meeting of May 20, 2020, with the exception of the agreement authorized by the Board of Directors' meeting of March 31, 2020 presented below and submitted for your approval.

For more information on the terms and conditions of the Offer or on the special report of the Statutory auditors, please refer to the 2020 Universal Registration Document.

Amendment to the Facility Agreement

It is recalled that at its meeting of June 24, 2019, the Board of Directors unanimously authorized the signature by the Company of a financing agreement in the form of a bridge loan in connection with the Offer (the "**Facility Agreement**") to which several banking institutions including Crédit Agricole SA and Société Générale as well as their respective affiliates could be invited to participate during the sub-underwriting phase.

On July 15, 2019, several credit institutions including Crédit Agricole Corporate and Investment Bank and Société Générale became parties to the Facility Agreement.

The Board of Directors' meeting of March 31, 2020 authorized the signature of an amendment to the Facility Agreement enabling the Company to enter into loan agreements and issue ordinary bonds without allocating the funds in full to the cancellation of amounts available or the repayment of outstanding loans under the Facility Agreement.

Mrs. Laurence Dors, Director of Crédit Agricole S.A., Mr. Xavier Musca, Chief Operating Officer of Crédit Agricole S.A. and Mr. Frédéric Oudéa, Chief Executive Officer of Société Générale, did not participate in discussions or the vote by the Board of Directors due to their duties in these institutions.

In accordance with this authorization, the agent under the Facility Agreement confirmed the consent of the lenders on April 10, 2020.

The Board of Directors noted that the adjusted terms and conditions of the Facility Agreement remain the same as those of the initial Facility Agreement from a commercial standpoint, without additional financial consideration, and are therefore in the Company's interest.

On June 23, 2020, the amount outstanding under the Facility Agreement was repaid in full and the Facility Agreement was canceled.

The fees and interest payable to Crédit Agricole Corporate and Investment Bank and Société Générale in respect of this Facility Agreement were identical to those paid to other financial institutions of the same rank participating in the Facility Agreement. The Company paid during fiscal year 2020:

- to Crédit Agricole Corporate and Investment Bank: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697,
- to Société Générale: participation fees of €256,034, a fee on undrawn amounts of €139,482 and interest of €167,697.

FOURTH RESOLUTION

Approval of the regulated agreement governed by Articles L. 225-38 *et seq.* of the French Commercial Code – Special report of the Statutory auditors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the Statutory auditors' special report on regulated agreements governed by Article L. 225-38 *et seq.* of the French Commercial Code, approves the regulated agreement presented in this report and not previously approved by the Shareholders' Meeting, as well as the said report.

PRESENTATION OF THE 5TH TO 9TH RESOLUTIONS

APPROVAL OF THE COMPONENTS OF COMPENSATION AND ALL TYPES OF BENEFITS PAID DURING FISCAL YEAR 2020 OR GRANTED IN RESPECT OF THE SAME FISCAL YEAR TO EXECUTIVE CORPORATE OFFICERS

Overview

Pursuant to Article L. 22-10-34 II (formerly L. 225-100 III) of the French Commercial Code, shareholders are called to express their opinion on the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Executive Corporate Officers.

It is recalled that the Board of Directors' meeting following the Shareholders' Meeting of May 20, 2020, decided to separate the duties of Chairman of the Board of Directors and Chief Executive Officer with immediate effect. During this meeting, Mr. Paul Hermelin was confirmed as Chairman of the Board of Directors and Mr. Aiman Ezzat was appointed Chief Executive Officer.

On the Compensation Committee's recommendation, the Board of Directors, at its meeting of March 18, 2021, approved the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020 and then Chairman of the Board of Directors, as well as to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020 and then Chief Executive Officer. These items were paid or granted in accordance with the compensation policy approved by the Shareholders' Meeting of May 20, 2020 (9th, 10th, 11th and 12th resolutions).

In addition, pursuant to Article L. 22-10-9 I (formerly L. 225-37-3 I) of the French Commercial Code, the Shareholders' Meeting is also called to approve a report on the compensation of corporate officers.

The tables summarizing the components of compensation of the Executive Corporate Officers and the information concerning the compensation of corporate officers submitted to shareholders' vote pursuant to the 5th, 6th, 7th, 8th and 9th resolutions, are presented in the Board of Directors' report on Corporate Governance in Section 2.3.3 of the 2020 Universal Registration Document.

FIFTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman and Chief Executive Officer until May 20, 2020.

SIXTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Operating Officer until May 20, 2020.

SEVENTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors from May 20, 2020

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Paul Hermelin, Chairman of the Board of Directors from May 20, 2020.

EIGHTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer from May 20, 2020

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, approves, as presented, the fixed, variable and exceptional components of total compensation and all types of benefits paid during fiscal year 2020 or granted in respect of the same fiscal year to Mr. Aiman Ezzat, Chief Executive Officer from May 20, 2020.

NINTH RESOLUTION

Approval of the report on the compensation of corporate officers relating to the information detailed in Article L. 22-10-9 I of the French Commercial Code

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, approves the report on the compensation of corporate officers including the information detailed in Article L. 22-10-9 I of the French Commercial Code, as presented in the report on the Company's Corporate Governance referred to in Article L. 225-37 of the same Code.

PRESENTATION OF THE 10TH TO 12TH RESOLUTIONS

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO CORPORATE OFFICERS

Overview

Shareholders are asked to approve the compensation policy of corporate officers, pursuant to the provisions of Article L. 22-10-8 (formerly L. 225-37-2) of the French Commercial Code.

The compensation policies for (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer and (iii) the Directors in respect of their terms of office for fiscal year 2021, were approved by the Board of Directors on March 18, 2021 on the recommendation of the Compensation Committee. They are presented in the Board of Directors' report on Corporate Governance in Sections 2.3.1 and 2.3.2 of the 2020 Universal Registration Document.

TENTH RESOLUTION

Approval of the compensation policy applicable to the Chairman of the Board of Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves the compensation policy for the Chairman of the Board of Directors pursuant to Article L. 22-10-8 II of the French Commercial Code, as detailed in this report.

ELEVENTH RESOLUTION

Approval of the compensation policy applicable to the Chief Executive Officer

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves the compensation policy for the Chief Executive Officer pursuant to Article L. 22-10-8 II of the French Commercial Code, as detailed in this report.

TWELFTH RESOLUTION

Approval of the compensation policy applicable to Directors

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings and after having read the report on Corporate Governance referred to in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves the compensation policy for the Directors pursuant to Article L. 22-10-8 II of the French Commercial Code, as detailed in this report.

PRESENTATION OF THE 13TH TO 15TH RESOLUTIONS

RENEWAL OF A DIRECTOR – APPOINTMENT OF TWO DIRECTORS

Overview

The Board of Directors of Capgemini SE, meeting on March 18, 2021 under the chairmanship of Mr. Paul Hermelin, and at the recommendation of the Ethics & Governance Committee, deliberated on the change in the composition of the Board of Directors to be proposed at the upcoming Shareholders' Meeting of May 20, 2021.

The Board of Directors decided to propose to the 2021 Shareholders' Meeting the renewal of the term of office of Mr. Patrick Pouyanné and the appointment of Ms. Tanja Rueckert and Mr. Kurt Sievers as members of the Board of Directors for a term of four years, Ms. Bouverot, Mr. Bernard and Mr. Pringuet having expressed their wish not to renew their terms of office. These proposals are in line with the Group's ambition to further the internationalization of its composition, deepen its sector expertise and enrich the diversity of its profiles.

Ms. Tanja Rueckert, a German citizen, has acquired throughout her career, solid experience in the software sector as an executive leading business units of international groups and expertise in several fields including the Internet of Things (IoT), artificial intelligence and digital transformation.

Mr. Kurt Sievers, a German citizen, has management experience in a leading international group in the semiconductor sector, at the heart of the Intelligent Industry's development. He also brings to the Board his expertise in the automobile sector, technology and artificial intelligence, and his knowledge of North America and American Corporate Governance.

The Board of Directors has indicated that Ms. Tanja Rueckert and Mr. Kurt Sievers are considered independent pursuant to the criteria of the AFEP-MEDEF Code to which the Company refers.

The Board of Directors warmly thanked Ms. Anne Bouverot, Mr. Daniel Bernard and Mr. Pierre Pringuet for their contribution to the work of the Board and its Committees during their tenure and welcomed in particular the role played by the Vice-Chairman and the Lead Independent Director in the management succession that took place in May 2020.

Assuming the adoption of these resolutions by the Shareholders' Meeting of May 20, 2021, the Board of Directors would count 14 directors, including two directors representing employees and one director representing employee shareholders, with 82% of independent directors[1], 43% of international profiles and 45% of female directors[1].

(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 of the Code of Commerce respectively.

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Date of birth:
June 24, 1963

Nationality:
French

Business address:
TOTAL SE
2, Place Jean Millier
92400 Courbevoie

First appointment:
2017

Expiry of term of office:
2021 (Ordinary Shareholders' Meeting held to approve the 2020 financial statements)

Number of shares held at 12/31/2020:
1,000

PATRICK POUYANNÉ

Independent Director
Member of the Strategy & CSR 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 – Édouard 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. Mr. Pouyanné's term of office was renewed by the Shareholders' Meeting of June 1, 2018 for a period of three years and the Board of Directors confirmed him in his duties of Chairman of the Board and Chief Executive Officer for the same period.

Mr. Pouyanné has been a director of Capgemini SE since May 10, 2017 and a member of the Strategy & CSR Committee since September 1, 2017.

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 where new technologies play an essential role.

Principal office:
Mr. Patrick Pouyanné has been Chairman and Chief Executive Officer of TOTAL S.A. since December 2015. He has been a director of TOTAL SE since May 2015 and is Chairman of the Strategy & CSR Committee.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

Director of:
— Capgemini SE* (since May 2017)

Chairman and Chief Executive Officer of:
— TOTAL SE* (since December 2015)

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

N/A

* Listed company.

7.

Date of birth:
December 27, 1969

Nationality:
German

Business address:
Bosch Sicherheitssysteme GmbH
Robert Bosch Ring 5-7
85630 Grasbrunn
Germany

First appointment:
2021

Expiry of term of office:
2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number of shares held at March 18, 2021:
0

TANJA RUECKERT

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Ms. Tanja Rueckert graduated from the University of Regensburg (Germany) with a PhD in Chemistry.

She has spent the majority of her career in the digital sector working with the SAP group. Following her roles as Executive Vice President and Chief Operating Officer for Products & Innovation with SAP SE, in 2015, she became President of IoT & Digital Supply Chain at SAP SE.

She has been President of the Board of Management of Bosch Building Technologies since August, 2018.

In her role at Bosch Building Technologies, Tanja Rueckert also acts as an advisor for Bosch Climate Solutions, especially in the areas of sustainable energy, services and software, as well as for the Bosch startup Security & Safety Systems (S&ST). Further, she is a member of the Steering Committee of "Plattform Lernende Systeme", Germany's platform for artificial intelligence and member of the Muenchner Kreis.

Ms. Tanja Rueckert is member of the supervisory board of SPIE since September 2017 and of Bosch Rexroth since 2019.

Ms. Tanja Rueckert is a German citizen. She has more than 20 years of experience as an executive in the software industry. During her career, she has worked in Germany and the Silicon Valley in the United States and headed up teams across the globe.

Principal office:
President of the Board of Management of Bosch Building Technologies

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

President of the Board of Management of:
- BOSCH BUILDING TECHNOLOGIES (Germany) (since August 1st, 2018)

Director of:
- SPIE* (since September 14, 2017)
- BOSCH REXROTH (since 2019)

Member of the Steering Committee of:
- THE PLATTFORM LERNENDE SYSTEME (since 2018)

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

President of:
- IoT & DIGITAL SUPPLY CHAIN BUSINESS UNIT OF SAP SE* (until 2018)

Vice-Chair of:
- INDUSTRIAL INTERNET CONSORTIUM (until 2018)

Director of:
- LSG (until 2020)
- CARGO SOUS TERRAIN (until 2018)
- MÜNCHNER KREIS (until 2019)

Chair of the digitalization Committee of:
- ZIA (until 2018)

* Listed company.

Date of birth:
April 9, 1969

Nationality:
German

Business address:
NXP
Semiconductors N.V.
High Tech Campus,
5656 AG, Eindhoven
The Netherlands

First appointment:
2021

Expiry of term of office:
2025 (Ordinary Shareholders' Meeting held to approve the 2024 financial statements)

Number of shares held at March 18, 2021:
0

KURT SIEVERS

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Mr. Kurt Sievers earned 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 resulted in creating 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 chairs the Advisory Board of the international trade-fair Electronica. He also serves as a Board member of PENTA and AENEAS, the clusters for application and technology research in Europe 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.

Mr. Kurt Sievers is a German citizen.

Principal office:
Mr. Kurt Sievers is President & Chief Executive Officer and Executive Director of NXP Semiconductors N.V.

OFFICES HELD IN 2020 OR CURRENT OFFICES AT DECEMBER 31, 2020

President and Chief Executive Officer of:
- NXP SEMICONDUCTORS N.V.* (The Netherlands) (since May 27, 2020)

Chair of the Advisory Board of:
- THE INTERNATIONAL TRADE FAIR ELECTRONICA (since 2015)

Member of:
- THE BOARD OF THE GERMAN NATIONAL ELECTRICAL AND ELECTRONICS INDUSTRY ASSOCIATION (ZVEI) (since 2012)
- THE BOARD OF AENEAS, INDUSTRY ASSOCIATION (since 2012)
- THE ASIA-PACIFIC-COMMITTEE OF GERMAN BUSINESS (APA) (since 2018)
- THE BOARD OF THE GERMAN Asia-Pacific BUSINESS ASSOCIATION (OAV) (since 2018)

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

- Managing Director of NXP Semiconductors Germany GmbH, until May 2020

* Listed company.

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THIRTEENTH RESOLUTION

Renewal of the term of office of Mr. Patrick Pouyanné as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, renews for a four-year period the term of office of Mr. Patrick Pouyanné as a director expiring today. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2024.

FOURTEENTH RESOLUTION

Appointment of Ms. Tanja Rueckert as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints Ms. Tanja Rueckert as a director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2024.

FIFTEENTH RESOLUTION

Appointment of Mr. Kurt Sievers as a director

At the recommendation of the Board of Directors, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, appoints M. Kurt Sievers as a director for a period of four years. This term of office will expire at the close of the Ordinary Shareholders' Meeting held to approve the financial statements for the year ending December 2024.

PRESENTATION OF THE 16TH RESOLUTION

SHARE BUYBACK PROGRAM

Overview

We ask you to authorize the Board of Directors to buy back shares of the Company for the objectives and in accordance with the conditions presented in the draft resolution.

Use of the authorization granted in 2020

Shareholders are reminded that last year, the Ordinary Shareholders' Meeting of May 20, 2020 renewed the authorization granted to the Company to buy back its shares under certain conditions. This authorization was used in 2020 in connection with the liquidity contract (entered into with Kepler Cheuvreux) and more generally as part of the continued purchase by the Company of its own shares.

The liquidity contract seeks to improve the liquidity of the Capgemini SE share and to allow regular quotations. In 2020, a total of 1,063,201 shares were purchased on behalf of Capgemini SE, at an average price of €99.56 per share, representing 0.63% of the share capital at December 31, 2020. During the same period, 1,104,046 Capgemini shares were sold at an average price of €101.50 per share, representing 0.65% of the share capital at December 31, 2020. At the year-end, the liquidity account presented a balance of 20,964 shares (0.01% of the share capital) and approximately €25 million.

In addition, the Company continued to purchase its own shares in 2020. Excluding the liquidity contract, the Company held 315,692 of its own shares at December 31, 2020, following the various transactions described below:

- purchase of 4,964,862 shares representing 2.94% of the share capital at December 31, 2020, at an average price of €104.45 per share;
- transfer of 1,169,279 shares to employees under the free share grant plan;
- cancellation of 3,664,862 shares.

Of the 4,964,862 shares purchased outside the liquidity contract in 2020, 3,000,000 shares were purchased to neutralize the dilutive impact of the Group's seventh employee share ownership plan (ESOP 2020). These shares were allocated for cancellation and were part of the 3,664,862 shares canceled during the year.

Trading fees (excluding VAT) and the financial transaction tax totaled €1,703,701 in 2020.

At December 31, 2020, excluding the liquidity contract, all 315,692 treasury shares held, representing 0.19% of the Company's share capital, were allocated to the grant or sale of shares to employees and/or corporate officers.

Finally, it is noted that during fiscal year 2020, treasury shares held by the Company were not reallocated between the different objectives.

As part of the active management of the share capital, the Board of Directors decided on February 12, 2020 to authorize a new multi-year share buyback program of an amount of €600 million (the "**2020 Multi-year Share Buyback Program**"), in continuity with the multi-year share buyback program previously authorized in February 2016 for an initial amount of €600 and increased by €500 million by the Board of Directors on December 7, 2016 (the "**2016 Multi-year Share Buyback Program**"). The terms of these two multi-year share buyback programs fall within the scope of the authorization granted by the Shareholders' Meeting of May 20, 2020 and any subsequent authorization, such as the one submitted for approval in the 16th resolution.

In addition, as part of the active management of shareholder dilution related to the employee share ownership plan (ESOP 2020), the Board of Directors, at its meeting of June 10 and 11, 2020, authorized additional share buybacks supplementing the 2016 Multi-year Share Buyback Program and the 2020 Multi-year Share Buyback Program, for a maximum amount of €450 million and within the limit of 3 million shares (the "**ESOP 2020 Specific Share Buyback Program**") exclusively for the purpose of canceling shares thus acquired.

During fiscal year 2020, shares buybacks by the Company outside the liquidity contract were performed either under the 2016 Multi-year Share Buyback Program (which had a residual available balance of €50 million at December 31, 2020) or under the ESOP 2020 Specific Share Buyback Program. The 2020 Multi-year Share Buyback Program was not used.

New authorization requested in 2021

As in previous years, the new resolution submitted for approval provides for the buy back by the Company of its own shares up to the statutory limit of 10% of the number of shares comprising the share capital at the date of such purchases, and a maximum number of treasury shares held after such purchases not exceeding

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10% of the amount of the Company's share capital at any time. The maximum purchase price will be set at €190 per share. The Company envisages using this authorization primarily in the context of its two multi-year share buyback programs and any potential management of shareholder dilution under a new employee share ownership plan, where applicable. The acquisition, disposal and transfer transactions may be carried out by any means in accordance with prevailing laws and regulations – including through the use of derivative instruments or by means of a block purchase or transfer of shares – and be carried out at any time, except during public offers for the company's shares. This authorization is granted for a limited period of 18 months.

SIXTEENTH RESOLUTION

Authorization of a share buyback program

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, and after having read the Board of Directors' report, authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law and in accordance with Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, to purchase or arrange the purchase of the Company's shares, particularly with a view to:

- the grant or sale of shares to employees and/or corporate officers (on the terms and by the methods provided by law), in particular with a view to the grant of free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, the grant or sale of shares to employees under the French statutory profit-sharing scheme or the implementation of any company or group savings plan (or similar plan) on the terms provided by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*), and generally, honoring all obligations relating to share option programs or other share grants to employees or corporate officers of the Company or a related company, or to permit the hedging of a structured employee share ownership plan by a bank, or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code, acting at the Company's request; or
- the delivery of shares on the exercise of rights attached to securities granting access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the cancellation of some or all of the shares purchased; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- the management of the secondary market or maintenance of the liquidity of the Capgemini share by an investment services provider under a liquidity contract that complies with market practices accepted by the *Autorité des marchés financiers* (AMF – the French Financial Markets Authority).

This program is also intended to enable the implementation of any market practice that may be permitted by the AMF and more generally the carrying out of any transaction that complies with prevailing regulations. In such cases, the Company will inform its shareholders by means of a press release.

Purchases of the Company's own shares may be made such that, at the date of each purchase, the total number of shares acquired by the Company since the beginning of the buyback program (including the shares subject to the current purchase) does not exceed 10% of the shares comprising the Company's share capital at that date (including transactions impacting the share capital and performed after this Shareholders' Meeting), it being stipulated that (i) the number of shares purchased with a view to their retention or presentation in a merger, demerger or asset-for- share exchange transaction may not exceed 5% of the Company's share capital; and (ii) where the shares are repurchased to improve liquidity on the terms set out in the AMF general regulations, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period.

Acquisitions, sales and transfers of shares may be performed at any time other than during the period of a public offer for the Company's shares, subject to the limits authorized by prevailing laws and regulations, and by any means, and particularly on regulated markets, *via* a multilateral trading facility or systematic internalizer or over the counter, including by block purchases or sales, by public offer for cash or shares or using options or other forward financial instruments traded on regulated markets, *via* a multilateral trading facility or systematic internalizer or over the counter, either directly or through an investment services provider, or in any other manner (with no limit on the portion of the share buyback program carried out by each of these means).

The maximum purchase price of shares purchased pursuant to this resolution will be €190 per share (or the equivalent at the same date in any other currency). The Shareholders' Meeting delegates to the Board of Directors powers to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a free share grant, a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting share capital, to take account of the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized above may not exceed €3,200 million.

The Shareholders' Meeting confers full powers on the Board of Directors, with the power of sub-delegation to the extent authorized by law, to decide and implement this authorization and if necessary to specify the conditions and determine the terms thereof, to implement the share buyback program, and in particular to place stock market orders, enter into any agreement, allocate or reallocate purchased shares to desired objectives subject to applicable legal and regulatory conditions, set any terms and conditions that may be necessary to preserve the rights of holders of securities or other rights granting access to the share capital in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, to make declarations to the *Autorité des marchés financiers* (AMF – the French Financial Markets Authority) or any other competent authority, to accomplish all other formalities and generally do all that is necessary.

This authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting.

It supersedes from this date, in the amount of any unused portion, the authorization granted by the 20th resolution adopted by the Combined Shareholders' Meeting of May 20, 2020.

7.2 Resolutions presented at the Extraordinary Shareholders' Meeting

PRESENTATION OF THE 17TH RESOLUTION

AMENDMENT OF ARTICLE 12, PARAGRAPH 2), OF THE COMPANY'S BYLAWS

Overview

The seventeenth resolution asks shareholders to amend Article 12, paragraph 2), of the Company's bylaws regarding the deliberations of the Board of Directors and, in particular, the participation of directors at Board meetings using videoconference or telecommunications facilities, in order to remove the exceptions regarding the appointment, compensation or removal from office of the Chairman or the Chief Executive Officer, the basis of the Company's general management, or the closing of the annual financial statements (Company and consolidated) and the preparation of the Management Report and the Group Management Report and to provide, more broadly, that the decisions of the Board of Directors may be taken by video-conferencing and telecommunication means, subject to the conditions set by law and regulations and the Board of Directors' Charter.

The restrictions previously detailed in Article 12, paragraph 2), of the bylaws will be transferred to the Board of Directors' Charter, excluding the exception regarding the compensation of the Chairman and the Chief Executive Office which will be deleted.

This amendment allows more flexibility to be introduced into Board of Directors' decision making which could prove necessary given the current health context and potential measures that could limit or prohibit travel and gatherings.

The amendment to the bylaws submitted for your authorization pursuant to the seventeenth resolution is presented below and would take effect at the end of the Shareholders' Meeting of May 20, 2021.

SEVENTEENTH RESOLUTION

Amendment of Article 12, paragraph 2), of the Company's bylaws

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, and after having read the Board of Directors' report, resolves to amend Article 12, paragraph 2, of the Company's bylaws as follows:

(Former wording)
Article 12, paragraph 2

The Charter of the Board of Directors may provide that directors who participate in Board of Directors' meetings *via* videoconference or telecommunications facilities making it possible, under the conditions provided for by the regulations, for them to be identified and guaranteeing their effective participation, shall be deemed to be present for purposes of calculating the quorum and majority. However, this provision shall not apply to meetings of the Board of Directors where the agenda relates to the appointment, the compensation or the removal from office of the *Président* ("Chairman") or the *Directeur Général* ("Chief Executive Officer"), the basis of the Company's general management, or the closing of the annual financial statements (Company and consolidated) and the preparation of the Management Report and the Group Management Report.

(Proposed new wording)
Article 12, paragraph 2

The Charter of the Board of Directors may provide, under the conditions provided for by law and regulations, that directors who participate in Board of Directors' meetings *via* videoconference or telecommunications facilities shall be deemed to be present for purposes of calculating the quorum and majority.

PRESENTATION OF THE 18TH RESOLUTION

SHARE GRANTS TO EMPLOYEES AND CORPORATE OFFICERS

Overview

Desirous to continue its motivation policy and involving employees and managers in the Group's development, the Board of Directors is seeking a new authorization to grant additional performance shares, existing or to be issued, subject to internal and external performance conditions, during the next 18 months, (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of the grants) up to a maximum of 1.2% of the share capital.

The performance conditions recommended by the Board of Directors are set out below and in the draft eighteenth resolution presented to you for vote.

At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 18, 2021 wished to continue aligning performance conditions with the Group's strategic priorities and, in line with what was implemented for the first time in 2018, maintained a performance condition reflecting the Group's corporate, social and environmental responsibility strategy. In addition, the Board of Directors wished to allow, as last year, outperformance to be taken into account by defining targets conditioning 110% of the relative grant for each of the performance conditions for all beneficiaries, excluding Executive Corporate Officers, while capping the total percentage of shares vested after recognition of all performance conditions at 100% of the initial grant.

Proposed performance conditions for performance share grants:

(i) A **market performance condition** assessed based on the comparative performance of the Capgemini SE share against the average performance of a basket comprising eight comparable companies in the same business sector and from at least five countries (Accenture/Atos/Tieto/Sopra Steria/CGI Group/Indra/Infosys and Cognizant) and the CAC 40 and Euro Stoxx Technology 600 indices.

This external performance condition would determine 35% of grants to Executive Corporate Officers, members of the general management team and key executive managers of the Group and 15% of grants to other beneficiaries.

No shares would vest in respect of the external performance condition if the relative performance of the Capgemini SE share is less than 100% of the average performance of the basket over a three-year period, 100% of the shares would vest if this performance is 110% of that of the basket and 110% of the target (excluding Executive Corporate Officers) would vest if this performance is 120% of that of the basket.

(ii) A **financial performance condition** measured by the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2021 to December 31, 2023, excluding Group payments to make up the shortfall on its defined benefit pension funds.

For beneficiaries other than Executive Corporate Officers, no shares would vest in respect of this financial performance condition if the cumulative organic free cash flow for the three fiscal years is less than €3,900 million, while 100% of the shares would vest if this amount is at least €4,200 million and a maximum of 110% would vest if this amount is equal to €4,500 million.

For Executive Corporate Officers, no shares would vest in respect of this financial performance condition if the cumulative organic free cash flow for the three fiscal years is less than €3,900 million, while 80% of the shares would vest if this amount is at least €4,200 million and a maximum of 100% would vest if this amount is equal to €4,500 million.

This financial performance condition would determine 50% of grants to Executive Corporate Officers, members of the general management team and key executive managers of the Group and 70% of grants to other beneficiaries.

(iii) A **performance condition** tied to the Group's 2023 **diversity and sustainable development objectives** which would determine 15% of grants to all beneficiaries, with each objective equally weighted. The diversity objective is based on a target increase in the percentage of women in the Group's Vice-President inflow population over the period 2021-2023 to 30% (through internal promotion or recruitment) and the sustainable development objective concerns a 70% reduction in greenhouse gas emissions over the period 2019-2023 for a vesting of 100% of the shares, in accordance with the Group's new carbon neutral ambition for 2025.

More information on the methodology used to measure the greenhouse gas emissions reduction objective can be found in the 2020 Universal Registration Document, Section 4.1.3.

Summary of recommended performance conditions

Performance conditions	Weighting applied for managers (1)	Weighting applied for other beneficiaries	Percentage of the grant relating to each performance condition (2)
Market condition: Performance of the Capgemini share over a three-year period	35%	15%	— 0% if Capgemini share performance < 100% of the average performance of the basket — 50% if equal to 100% — 100% if equal to 110% — 110% if at least equal to 120% of the average performance of the basket (for beneficiaries other than Executive Corporate Officers)
Financial condition: Organic free cash flow for the three-year cumulative period from January 1, 2021 to December 31, 2023	50%	70%	**For Executive Corporate Officers** — 0% if organic free cash flow generated over the reference period < €3,900 million — 50% if equal to €3,900 million — 80% if equal to €4,200 million — 100% if at least equal to €4,500 million **For beneficiaries other than Executive Corporate Officers** — 0% if organic free cash flow generated over the reference period < €3,900 million — 50% if equal to €3,900 million — 100% if equal to €4,200 million — 110% if at least equal to €4,500 million
CSR condition comprising two objectives: Diversity: increase in the number of women in the Vice-President inflow population over a three-year period (2021-2023)	7.5%	7.5%	— 0% if the % of women in the Vice-President inflow population through recruitment or internal promotion is < 28% — 30% if equal to 28% — 100% if equal to 30% — 110% if at least equal to 31.5% (for beneficiaries other than Executive Corporate Officers)

Performance conditions	Weighting applied for managers [1]	Weighting applied for other beneficiaries	Percentage of the grant relating to each performance condition [2]
Reduction in the carbon footprint in 2023 compared with 2019	7.5%	7.5%	— 0% if the reduction in GHG emissions in 2023 compared with the reference period < 60% — 30% if equal to 60% — 100% if equal to 70% — 110% if at least equal to 80% (for beneficiaries other than Executive Corporate Officers)

(1) Executive Corporate Officers, members of the general management team and key executive managers of the Group.
(2) For each performance condition: calculation of the number of shares that will ultimately vest among the different levels of performance on a straight-line basis, it being understood that the total percentage of shares that will ultimately vest after determination of all performance conditions, may under no circumstances exceed 100% of the Initial Grant.

Other terms and conditions

As in the past three years, the minimum vesting period for shares would remain set at three years, thereby responding favorably to the request from investors. In addition, if a retention period for vested shares were fixed by your Board, it should not be less than one year. The vesting of shares is also subject to the effective presence of beneficiaries in the Company at the grant date, except in the event of death, disability or retirement.

The resolution limits to 10% the maximum number of shares that may be granted to Executive Corporate Officers, it being specified that in this case, the Board of Directors would, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of their term of office.

The resolution also authorizes the Board of Directors to grant up to 15% of the maximum number of shares to Group employees, other than members of the general management team (the Executive Committee), without performance conditions.

In accordance with the recommendations of the AFEP-MEDEF Code, performance share grants are undertaken at the same calendar periods and are decided by either the Board of Directors' meeting held at the end of July or in October.

Recap of the use of authorizations previously granted by Shareholders' Meetings

The use by the Board of Directors of previous resolutions for the grant of performance shares is presented in the Group Management Report ("Performance share grants", Section 6.1.4 of the 2020 Universal Registration Document).

EIGHTEENTH RESOLUTION

Authorization to the Board of Directors, for a period of eighteen months, to grant performance shares, existing or to be issued, to employees and corporate officers of the Company and its French and non-French subsidiaries, up to a maximum of 1.2% of the Company's share capital (with, in the case of shares to be issued, the waiver by shareholders of their pre-emptive subscription rights in favor of the beneficiaries of the grants)

In accordance with Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, the Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report:

1. authorizes the Board of Directors, with the power of sub-delegation to the extent authorized by law – subject to the attainment of the performance targets defined and implemented in accordance with this resolution and for a total number of shares not exceeding 1.2% of the share capital at the date of the decision (this maximum number of shares being referred to hereafter by the letter "N") – to grant shares of the Company (existing or to be issued), to employees of the Company and employees and corporate officers of its French and non-French subsidiaries related to the Company within the meaning of Article 225-197-2 of the French Commercial Code (the "Group"), it being stipulated that this maximum number of shares, existing or to be issued, does not take into account the number of additional shares that may be granted due to an adjustment to the number of shares initially granted following a transaction in the Company's share capital;
2. resolves that for up to a maximum of 10% of "N", these performance shares may also be granted, in accordance with applicable laws, to the Executive Corporate Officers of the Company, it being specified that in this case, the Board of Directors will, in accordance with applicable laws, decide the portion of shares that must be held by each individual until the end of their term of office;
3. resolves that these performance shares will only vest at the end of a vesting period (the "Vesting Period") of at least three years, it being stipulated that the Board of Directors may introduce, where applicable, a lock-in period following the vesting of the shares the duration of which may vary depending on the country of tax residence of the beneficiary; in those countries where a lock-in period is applied it will be of a minimum period of one year.

   However, the shares will vest before the expiry of the above periods and may be freely sold in the event of the death or incapacity of the beneficiary, corresponding to a Category 2 or 3 disability in France, as defined in Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*);
4. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to Executive Corporate Officers (Chairman and Chief Executive Officer, Chief Executive Officer and Chief Operating Officers), members of the general management team (Executive Committee) and key executive manager of the Group at the end of the Vesting Period, compared with the total number of shares ("Initial Grant") indicated in the grant notice sent to beneficiaries will be equal to:

i. for 35%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen external performance target, it being specified that:

- the performance target to be met in order for the shares to vest will be the performance of the Capgemini SE share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
- this relative performance will be measured by comparing the stock market performance of the Capgemini SE share with the average share price performance of the basket over the same period according to objectives set by the Board of Directors (it being stipulated that no shares will vest in respect of shares subject to this external performance target, if, over the calculation reference period, the performance of the Capgemini SE share is less than 100% of the average performance of the basket measured over the same period);

ii. for 50%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen internal financial performance target based on organic free cash flow, it being specified that:

- the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2021 to December 31, 2023, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that the organic free cash flow is defined as the cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flow),
- this relative performance will be measured according to objectives set by the Board of Directors;

iii. for 15%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen Corporate Social and Environmental performance target based on Group objectives, it being specified that the performance target to be met in order for the shares to vest will be measured according to objectives set by the Board of Directors;

5. resolves, subject to the powers conferred on the Board of Directors by law and this resolution, that the exact number of shares vesting to beneficiaries other than referred to in paragraph 4 above, at the end of the Vesting Period, compared with the total number of shares ("Initial Grant") indicated in the grant notice sent to beneficiaries will be equal to:

i. for 15%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen external performance target, it being specified that:

- the performance target to be met in order for the shares to vest will be the performance of the Capgemini SE share measured over a minimum three-year period compared to the average performance, measured over the same period, of a basket containing at least five shares of listed companies operating in the same sector as the Group in a minimum of five countries in which the Group is firmly established (France, the United States, etc.),
- this relative performance will be measured by comparing the stock market performance of the Capgemini SE share with the average share price performance of the basket over the same period according to objectives set by the Board of Directors (it being stipulated that no shares will vest in respect of shares subject to this external performance target, if, over the calculation reference period, the performance of the Capgemini SE share is less than 100% of the average performance of the basket measured over the same period);

ii. for 70%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen internal financial performance target based on organic free cash flow, it being specified that:

- the performance target to be met in order for the shares to vest will be the amount of audited and published organic free cash flow for the three-year cumulative period from January 1, 2021 to December 31, 2023, excluding Group payments to make up the shortfall on its defined benefit pension funds, it being understood that the organic free cash flow is defined as the cash flow from operations less acquisitions (net of disposals) of intangible assets and property, plant and equipment, adjusted for flows relating to the net interest cost (as presented in the consolidated statement of cash flow),
- this relative performance will be measured according to objectives set by the Board of Directors;

iii. for 15%, the number of shares of the Initial Grant multiplied by the percentage attainment of the chosen Corporate Social and Environmental performance target based on Group objectives, it being specified that the performance target to be met in order for the shares to vest will be measured according to objectives set by the Board of Directors;

6. resolves that by exception, and for an amount not exceeding 15% of "N", shares may be granted to employees of the Company and its French (within the meaning, particularly, of Article L. 22-10-60, paragraph 1, of the French Commercial Code) and non-French subsidiaries, excluding members of the general management team (the Executive Committee) without performance conditions;

7. takes due note that this authorization involves the waiver by shareholders of their pre-emptive subscription rights in favor of beneficiaries of performance shares if the grant concerns shares to be issued;

8. takes due note that, pursuant to the law, the Board of Directors has the power, by way of a duly reasoned decision made after this decision, to amend the performance conditions set out in paragraphs 4 and 5 above and/or the weighting between said performance conditions when deemed appropriate;

9. gives powers to the Board of Directors to implement this authorization (with the power of sub-delegation to the extent authorized by law), and in particular to:

— set the share grant date,

- draw up one or more list(s) of beneficiaries and the number of shares granted to each beneficiary,
- set the share grant terms and conditions, including with respect to performance conditions,
- determine whether the shares granted for nil consideration are existing shares or shares to be issued and, where applicable, amend this choice before the vesting of shares,
- decide, in the event that transactions are carried out before the shares vest that affect the Company's equity, whether to adjust the number of the shares granted in order to protect the rights of the beneficiaries and, if so, to define the terms and conditions of such adjustment; it is stipulated that shares granted pursuant to these adjustments shall be considered granted on the same day as the shares initially granted.
- perform, where the grants concern shares to be issued, the necessary share capital increases by capitalization of reserves and/or additional paid-in capital of the Company when the shares ultimately vest, set the dates from which shares bear dividend rights, deduct from reserves and/or additional paid-in capital of the Company the amounts necessary to increase the legal reserve to 10% of the new share capital amount following these share capital increases and amend the bylaws accordingly,
- carry out all formalities and, more generally, to do whatever is necessary;

10. takes due note that, in the event the Board of Directors uses this authorization, it will inform the Shareholders' Meeting each year of the grants performed pursuant to this resolution, in accordance with Article L. 225-197-4 of the French Commercial Code;

11. resolves that this authorization is granted for a period of eighteen months as from the date of this Shareholders' Meeting and supersedes from this date, in the amount of any unused portion, the delegation granted by the 30th resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 19TH AND 20TH RESOLUTIONS

EMPLOYEE SAVINGS PLANS

Overview

As part of the employee incentive policy and in order to align employee interests with those of shareholders and also stabilize the Company's share capital, the Board of Directors wishes to continue making the Company's share capital accessible to a large number of employees, in particular through employee share ownership plans ("ESOP"). Since 2017, such employee share ownership operations may now be offered to Group employees on an annual basis, while ultimately aiming to increase employee share ownership to around 10% of the Company's share capital.

Use of the authorizations granted in 2020

During fiscal year 2020, the Board of Directors used the 31st and 32nd resolutions adopted by the Shareholders' Meeting of May 20, 2020, by launching a seventh employee share ownership plan aimed at associating employees with the Group's development and performance. This plan was a great success, with subscriptions exceeding 174%. Close to 41,000 employees in the 26 participating countries subscribed to the plan, representing 16% of the Group's headcount. This new employee share ownership plan (ESOP 2020) will help maintain employee share ownership over 6% of the share capital.

3,000,000 new shares, i.e. the maximum number of shares offered, were subscribed at a unit price of €92.23, representing a total subscription of €278.8 million. The corresponding share capital increase of €24 million at par value was completed on December 17, 2020.

New authorization requested in 2021

Shareholders are asked to renew the two authorizations by which the Shareholders' Meeting would delegate to the Board its power to increase the share capital or issue complex securities granting access to share capital in favor of the Company's employees. This would allow the set-up of a new employee share ownership plan in the next eighteen months.

An overall ceiling of €32 million (corresponding to 4 million shares and representing approximately 2.3% of the share capital at December 31, 2020) is proposed for these two delegations.

The **19th resolution** is intended to allow the Board to carry out share capital increases up to a maximum par value amount of €32 million reserved for members of employee savings plans of the Company or the Group. This resolution requires the cancellation of pre-emptive subscription rights. The delegation would be granted for a period of eighteen months. The maximum discount authorized compared to the Reference Price (as defined in the resolution) would be 20% (or 30% in the case of a lock-up period of 10 years).

The **20th resolution** aims to develop employee share ownership outside France, given the legal or fiscal difficulties or uncertainties that could make it difficult to implement such a plan directly or indirectly through employee savings mutual funds in certain countries. It shall be used only in the event of use of the delegation provided in the 19th resolution, with a sub-ceiling of €16 million included in the overall ceiling of €32 million provided in the 19th resolution. As for the 19th resolution, this resolution provides for the cancellation of pre-emptive subscription rights and would be granted for a period of eighteen months. The maximum discount authorized is the same as in the 19th resolution.

At December 31, 2020, employee share ownership represented 6.9% of the Company's share capital.

The next employee share ownership plan should be implemented by December 31, 2021, at the latest, and will make it possible to increase in the long-term employee share ownership to around 10% of the Company's share capital.

NINETEENTH RESOLUTION

Delegation of authority to the Board of Directors, for a period of eighteen months, to issue, with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the Company's share capital to members of Capgemini group employee savings plans up to a maximum par value amount of €32 million and at a price set in accordance with the provisions of the French Labor Code

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129-2, L. 22-10-49, L. 225-129-6, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code and Articles L. 3332-18 to L. 3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, the authority to decide on the increase of the share capital with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for members of one or more employee savings plans (or any other plan for whose members a share capital increase may be reserved on equivalent terms under Articles L. 3332-1 *et seq.* of the French Labor Code or any analogous law or regulation) implemented within a company or a group of French or non-French companies within the scope of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code, it being further stipulated that this resolution may be used to implement leveraged schemes;
2. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
   - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €32 million or the equivalent in any other currency or currency unit established by reference to more than one currency,
   - added to this ceiling will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
   - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and granting free shares during the period of validity of this delegation, the above ceiling will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
3. resolves that the issue price of the new shares or securities granting access to the share capital will be determined in accordance with the terms set out in Articles L. 3332-18 *et seq.* of the French Labor Code and will be at least equal to 80% of the Reference Price (as defined below) or 70% of the Reference Price where the lock-up period stipulated by the plan in application of Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more; for the purposes of this paragraph the Reference Price refers to an average listed price of the Company's share on the Euronext Paris regulated market over the 20 trading days preceding the decision setting the subscription opening date for members of a company or group employee savings plan (or similar plan);
4. authorizes the Board of Directors to grant, without consideration, to the beneficiaries indicated above, in addition to shares or securities granting access to the share capital, shares or securities granting access to the share capital to be issued or already issued in full or partial substitution of the discount in the Reference Price and/or as an employer's contribution, it being stipulated that the benefit resulting from this grant may not exceed the applicable legal or regulatory limits;
5. resolves to waive in favor of the aforementioned beneficiaries the pre-emptive subscription rights of shareholders to the shares and securities issued pursuant to this delegation, said shareholders also waiving, in the event of the free grant to such beneficiaries of shares or securities granting access to the share capital, any rights to such shares or securities granting access to the share capital, including the portion of reserves, profits, or additional paid-in capital capitalized as a result of the free grant of securities on the basis of this resolution;
6. authorizes the Board of Directors, under the terms specified in this delegation, to sell shares as permitted under Article L. 3332-24 of the French Labor Code to members of a company or group employee savings plan (or similar plan), it being stipulated that the aggregate par value amount of shares sold at a discount to members of one or more of the employee savings plans covered by this resolution will count towards the ceilings mentioned in paragraph 2 of this resolution;
7. resolves that the Board of Directors, with the power of sub-delegation to the extent authorized by law, shall have full powers to implement this delegation, and in particular:
   - decide the issue of shares and/or securities granting access, immediately or in the future, to the share capital of the Company or other companies,
   - draw up in accordance with the law the scope of companies from which the beneficiaries indicated above may subscribe for shares or securities granting access to the share capital thus issued and who, where applicable, may receive free grants of shares or securities granting access to the share capital,
   - decide that subscriptions may be made directly by beneficiaries belonging to a company or group savings plan (or similar plan), or *via* dedicated employee savings mutual funds (FCPE) or other vehicles or entities permitted under applicable laws and regulations,
   - for issues of debt instruments, set all the terms and conditions of these securities (particularly their term, which may or may not be fixed, whether they are subordinated and their remuneration) and amend, during the life of these securities, the above terms and conditions, in compliance with applicable formalities,

- set the terms, where applicable, for the exercise of rights (rights to conversion, exchange or redemption, including the delivery of Company assets such as treasury shares or securities already issued by the Company, as the case may be) attached to shares or securities granting access to share capital, and in particular set the date, which may be retroactive, from which the new shares will rank for dividend, and all other terms and conditions for the completion of the share capital increase,
- provide for the possibility of suspending the exercise of the rights attached to shares or securities granting access to the share capital in accordance with the legal and regulatory provisions,
- set the amounts of issues to be made under this authorization and in particular determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and date of ranking for dividend of the securities (which may be retroactive), rules for pro-rating in the event of over-subscription and any other terms and conditions of the issues, subject to prevailing legal and regulatory limits,
- determine and make all adjustments to take account of the impact of transactions in the share capital or equity of the Company, in particular in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, profits or additional paid-in capital, a free share grant, a stock split or reverse stock split, a distribution of dividends, reserves, additional paid-in capital or any other assets, a share capital redemption, or any other transaction impacting share capital or equity (including in the case of a public offer for the company's shares and/or a change in control) and set all other terms enabling the preservation, where applicable, of the rights of holders of securities or other rights granting access to the share capital (including by means of cash adjustments),
- in the event of the free grant of shares or securities granting access to the share capital, determine the nature and number of shares or securities granting access to the share capital, as well as their terms and conditions and the number to be granted to each beneficiary, and determine the dates, time limits, and terms and conditions of grant of such shares or securities granting access to the share capital subject to prevailing legal and regulatory limits, and in particular choose to either wholly or partially substitute the grant of such shares or securities granting access to the share capital for the discount in the Reference Price specified above or offset the equivalent value of such shares or securities against the total amount of the employer's contribution or a combination of both options,
- duly record the completion of share capital increases and make the corresponding amendments to the bylaws,
- at its sole discretion, offset share issue costs against the related premiums and deduct from such premiums the sums necessary to increase the legal reserve,
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities for the issue, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto or required as a result of the share capital increases;

8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting;
9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 31st resolution adopted by the Shareholders' Meeting of May 20, 2020.

TWENTIETH RESOLUTION

Delegation of authority to the Board of Directors, for a period of eighteen months, to issue with cancellation of pre-emptive subscription rights, ordinary shares and/or securities granting access to the share capital in favor of employees of certain non-French subsidiaries at terms and conditions comparable to those offered pursuant to the preceding resolution

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129-2, L. 22-10-49, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

1. takes due note that in certain countries, the legal and/or tax context can make it inadvisable or difficult to implement employee share ownership schemes directly or through an Employee Savings Mutual Fund (employees and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the French Labor Code of Capgemini group companies whose registered offices are located in one of these countries are referred to below as "non-French Employees"; the "Capgemini group" comprises the Company and the French and non-French companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Articles L. 3344-1 *et seq.* of the French Labor Code) and that the implementation in favor of certain non-French Employees of alternative schemes to those performed pursuant to the 19th resolution submitted to this Shareholders' Meeting may be desirable;
2. delegates to the Board of Directors, with the power of sub-delegation to the extent authorized by law, its authority to decide on the increase of the share capital with cancellation of pre-emptive subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in any other currency or currency unit established by reference to more than one currency, with or without a share premium, whether for valuable consideration or without consideration, by issuing (i) shares of the Company (excluding preference shares), and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, reserved for one of the following categories of beneficiary: (i) non-French Employees, (ii) employee share ownership UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are non-French Employees, and/or (iii) any bank or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees presenting an economic profile comparable to that of an employee share ownership scheme set-up pursuant to a share capital increase performed under

the preceding resolution presented to this Shareholders' Meeting;

3. resolves to set the following limits on authorized share capital increases in the event of use by the Board of Directors of this delegation:
   - the maximum par value amount of share capital increases that may be carried out under this delegation is set at €16 million or the equivalent in any other currency or currency unit established by reference to more than one currency, it being stipulated that this amount will count towards the ceiling set in paragraph 2 of the 19th resolution of this Shareholders' Meeting (subject to its approval) or, as the case may be, towards any ceiling stipulated by a similar resolution that may supersede said resolution during the period of validity of this authorization,
   - added to these ceilings will be the par value amount of any shares to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, any contractual terms stipulating other cases where adjustment is necessary, the rights of holders of securities or other rights granting access to the share capital,
   - in the case of a share capital increase by capitalizing additional paid-in capital, reserves, profits or any other amounts and granting free shares during the period of validity of this delegation, the above ceilings will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
4. resolves to cancel pre-emptive subscription rights to the shares and securities that may be issued pursuant to this delegation, in favor of the aforementioned beneficiary categories;
5. resolves that this delegation of authority may only be used in the event of the use of the delegation granted pursuant to the 19th resolution and solely in order to achieve the objective set out in this resolution;
6. resolves that the issue price of new shares or securities granting access to the share capital to be issued pursuant to this delegation will be set by the Board of Directors based on the listed price of the Company's share on the Euronext Paris regulated market; this price will be at least equal to the average listed price of the Company's share over the 20 trading days preceding the decision setting the subscription opening date for a share capital increase performed pursuant to the 19th resolution, less the same discount;
7. resolves that the Board of Directors shall have the same powers, with the power of sub-delegation to the extent authorized by law, as those conferred on the Board of Directors by paragraph 7 of the 19th resolution and the power to draw up the list of beneficiaries of the cancellation of pre-emptive subscription rights within the above defined category, and the number of shares and securities granting access to the share capital to be subscribed by each beneficiary;
8. grants this delegation for a period of eighteen months as from the date of this Shareholders' Meeting;
9. resolves that this delegation supersedes from this date, in the amount of any unused portion, the delegation granted by the 32nd resolution adopted by the Shareholders' Meeting of May 20, 2020.

PRESENTATION OF THE 21ST RESOLUTION

POWERS TO CARRY OUT FORMALITIES

Overview

We also recommend that you confer powers to carry out the formalities required under law.

TWENTY-FIRST RESOLUTION

Powers to carry out formalities

The Combined Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, authorizes the bearer of a copy or extract of the minutes of this meeting to execute all filing, publication and other formalities required under French law.

Table of financial resolutions presented to the Shareholders' Meeting

The following table summarizes the purpose and duration of the financial resolutions presented above and the ceilings on their use, submitted to the Shareholders' Meeting for approval.

Resolution number	Purpose of the resolution	Duration and expiry date	Ceiling *(in euros)*
2021 GSM 16th	Purchase by the Company of its own shares under a share buyback program	18 months (November 20, 2022)	10% of the share capital
2021 GSM 18th	Grant of performance shares	18 months (November 20, 2022)	1.2% of the share capital
2021 GSM 19th	Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for members of Group employee savings plans	18 months (November 20, 2022)	€32 million (par value) (1)
2021 GSM 20th	Share capital increase by issuing shares and/or securities granting access to the share capital **with cancellation of PSR**, reserved for employees of certain non-French subsidiaries	18 months (November 20, 2022)	€16 million (par value) (1)

Abbreviations: PSR = Pre-emptive Subscription Rights; 2021 GSM = 2021 General Shareholders' Meeting.
(1) Total share capital increases decided pursuant to the 19th and 20th resolutions are capped at €32 million par value.

7.

7.3 Supplementary report of the Board of Directors on the issuance of shares under the Capgemini group "ESOP 2020" employee shareholding plan

This supplementary report is prepared in accordance with Articles L. 225-129-5 and R. 255-116 of the French Commercial Code (*Code de commerce*).

In its thirty-first and thirty-second resolutions, the Combined Shareholders' Meeting of the Company of May 20, 2020, voting in accordance with quorum and majority rules for extraordinary general meetings, granted the Board of Directors, with power of sub-delegation under the conditions provided for by law, the powers necessary for proceeding with the increase in the share capital of the Company through the issuance of shares without preferential subscription rights and reserved (i) for employees and corporate officers of the Company and of its French and foreign subsidiaries that are members of a Capgemini group company savings plan governed by Articles L. 3332-1 *et seq*. of the French Labor Code (*Code du travail*) and (ii) for a banking institution, acting at the Company's request for the implementation of a subscription formula proposed to employees and corporate officers of the companies related to the Company under the conditions set forth by Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code and the corporate headquarters of which are located outside of France, providing an economic profile comparable to the subscription formula offered to the Group employees within the framework of the transaction carried out pursuant to the aforementioned thirty-first resolution, it being specified that the total number of shares issued on the basis of the thirty-first and thirty-second resolutions shall not exceed 3,000,000 (three million) shares.

At its meeting of June 10-11, 2020, the Board of Directors of the Company, using its power of delegation, decided on the principle of an increase of the share capital of the Company by issuing shares to beneficiaries as defined by the aforementioned thirty-first and thirty-second resolutions, approved the main features of such issuances and delegated to the Chief Executive Officer the powers required for their implementation, notably to set the subscription dates and subscription price of the shares to be issued.

On November 5, 2020, the Chief Executive Officer, acting pursuant to this delegation of powers by the Board of Directors, fixed the subscription dates and subscription price of the shares to be issued on the basis of the above aforementioned decisions.

1. Summary of the decisions of the governing bodies of the Company and main characteristics of the transaction

Decision of the Board of Directors

The Board of Directors, at its meeting of June 10-11, 2020, decided:

1. in accordance with the thirty-first resolution adopted by the General Shareholders' Meeting dated May 20, 2020, on the principle of an increase of the Company's share capital reserved for eligible employees and corporate officers of the Company and the French and foreign subsidiaries of the Company, whether directly or indirectly held, that are members of a Capgemini group French company savings plan governed by Articles L. 3332-1 *et seq*. of the French Labor Code, within the limit of a maximum number of 3,000,000 (three million) shares;

— that the shares issued pursuant to this decision will bear benefit entitlement as of January 1, 2020;

— that the subscription of the Capgemini shares can be carried out directly or *via* a French Employee Savings Mutual Fund (FCPE);

— that employees' subscription can be carried out through a leveraged subscription formula *via* a FCPE or within the framework of an equivalent subscription mechanism in order to account for the regulatory and fiscal legislation applicable in beneficiaries' various countries of residence;

— in accordance with article L. 225-138-1 of the French Commercial Code, that the capital increase completed on the basis of this decision can only be carried out up to the limit of the number of shares subscribed by the beneficiaries.

Within these limits and those set forth by the thirty-first resolution adopted by the General Shareholders' Meeting dated May 20, 2020, the Board of Directors decided to delegate the necessary powers to the Chief Executive Officer for the purposes of completing the capital increase as well as that of postponing its completion. To this end, the Chief Executive Officer has been granted all powers to set the terms and conditions of the transaction and, in particular:

— to set the opening and closing date of the subscription period, it being understood that the subscription period could be preceded by a reservation period for subscriptions;

— to set the maximum number of shares to be issued within the limit of 3,000,000 (three million) shares;

— to set the subscription price of the shares which, in accordance with the provisions of the French Labor Code, will be equal to the average of the volume weighted average price (VWAP) of the listed prices of the Capgemini share during the 20 stock market trading days preceding the Chief Executive Officer's decision that will set the dates of the subscription period, minus a 12.5% discount;

— to set the terms and conditions for reducing subscriptions requested by beneficiaries of the reserved capital increase in the event that the total number of shares requested by these beneficiaries is higher than the maximum authorized amount, in accordance with the rules described in the documents approved by the *Autorité des Marchés Financiers* (AMF – French financial market authority);

— to set the timeframe and the terms and conditions for payment of the new shares;

— to acknowledge the completion of the capital increase up to the limit of the shares effectively subscribed, to adopt the report to the shareholders and to modify the bylaws in accordance with the transaction;

— to execute the issuance of the shares thus subscribed and take useful steps to ensure their listing and financial administration services;

— if applicable, to deduct the costs of the capital increase from the amount of the bonuses associated therewith and withdraw the necessary sums from this amount to increase the legal reserve to one tenth of the new share capital;

— more generally, to carry out all transactions and execute all formalities that render themselves necessary for the completion of the capital increase.

2. in accordance with the thirty-second resolution adopted by the General Shareholders' Meeting dated May 20, 2020, on the principle of an increase of the Company's capital reserved for a banking institution acting at the Company's request for

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the implementation of a subscription formula proposed to employees and corporate officers of the companies related to the Company under the conditions set forth by Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code and the corporate headquarters of which are located outside of France, providing an economic profile that is comparable to the subscription formula offered to employees of the Group within the framework of the transaction carried out pursuant to paragraph 1. above;

- decided that the shares issued pursuant to this decision will bear benefit entitlement as of January 1, 2020;
- decided that the total number of shares issued pursuant to paragraphs 1. and 2. above cannot exceed 3,000,000 (three million) shares. A sub-limit of 1,000,000 (one million) shares is set for the capital increase decided under the thirty-second resolution;

Within these limits and those set forth by the thirty-second resolution adopted by the General Shareholders' Meeting dated May 20, 2020, the Board of Directors decided to delegate the necessary powers to the Chief Executive Officer for the purposes of completing the capital increase as well as that of postponing its completion. To this end, the Chief Executive Officer has been granted all powers to set the terms and conditions of the transaction, and, in particular:

- to set the subscription date and subscription price of the shares, which, in accordance with the provisions of the French Labor Code, will be equal to the average of the volume weighted average price (VWAP) of the listed prices of the Capgemini share during the 20 stock market trading days preceding the date of the Chairman & Chief Executive Officer's decision that will set the opening date of the subscription to the capital increase carried out pursuant to paragraph 1. above, minus a 12.5% discount;
- to set the number of shares to be issued to the banking institution or entity controlled by a banking institution to be named;
- to acknowledge the completion of the capital increase, to adopt the report to the shareholders and to modify the bylaws in accordance with the transaction;
- to execute the issuance of the shares thus subscribed and take useful steps to ensure their listing and financial administration services;
- if applicable, to deduct the costs of the capital increase from the amount of the bonuses associated therewith and withdraw the necessary sums from this amount to increase the legal reserve to one tenth of the new share capital;
- more generally, to carry out all transactions and execute all formalities that render themselves necessary for the completion of the capital increase.

Decision of the Chief Executive Officer of the Company

On November 5, 2020, the Chief Executive Officer, acting pursuant to the delegation of authority by the Board of Directors:

(i) set the dates of the subscription period for the shares to be issued in accordance with, respectively, the thirty-first and thirty-second resolutions adopted by the General Shareholders' Meeting of the Company of May 20, 2020 as follow:

- the subscription period of Capgemini shares for Group employees enrolled in a company savings plan would be open from November 10 to 12, 2020, provided that employees who made a subscription request during the reservation period could revoke such subscription request during the subscription period whose dates are thus fixed;
- the subscription of Capgemini shares by Spade International Employees, a simplified joint stock company (*société par actions simplifiée*), headquartered at 12, Place des Etats-Unis – CS 70052 – 92547 Montrouge Cedex, and registered with the Trade and Companies Register of Nanterre under number 834 217 259, would be carried out on December 17, 2020, it being understood that issuance of shares to Spade International Employees will be carried out on the basis of the thirty-second resolution of the General Shareholders' Meeting dated May 20, 2020 which authorizes the capital increase of the Company in favor of a banking institution acting at the Company's request for the implementation of a subscription formula proposed to employees and corporate officers of the companies related to the Company under the conditions set forth by Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code and the corporate headquarters of which are located outside of France, providing an economic profile comparable to the subscription formula offered to Group employees within the framework of the transaction carried out pursuant to the aforementioned thirty-first resolution;

(ii) set the subscription price for the shares to be issued, in accordance with, respectively, the thirty-first and thirty-second resolutions adopted by the General Shareholders' Meeting of the Company of May 20, 2020 as follow:

- considering that the average of the volume weighted average price (VWAP) of the CAPGEMINI share, as published on the Bloomberg CAP FP EQUITY VAP website, during the 20 stock market trading days preceding the Chief Executive Officer's decision of November 5, 2020, i.e. from October 8, 2020 to November 4, 2020 (inclusive), amounts to €106.20 (the "Reference Price");
- the subscription price of shares reserved for Group employees enrolled in a company savings plan is set at €92.93 corresponding, in accordance with the thirty-first resolution adopted by the General Shareholders' Meeting dated May 20, 2020, and the decision of the Board of Directors dated June 10-11, 2020, to the Reference Price minus a 12.5% discount and rounded up to the nearest hundredth of a euro;
- the subscription price of shares reserved for Spade International Employees is set at €92.93, corresponding, in accordance with the thirty-second resolution adopted by the General Shareholders' Meeting dated May 20, 2020, and the decision of the Board of Directors dated June 10-11, 2020, to the Reference Price minus a 12.5% discount and rounded up to the nearest hundredth of a euro.

2. Further details regarding the transaction

Framework of the transaction

In a press release dated September 16, 2020, the Company specified that this seventh international share ownership plan, proposed to approximately 96% of the employees of the Group, aims to associate all employees to the Capgemini development and performance.

The shares were subscribed to either directly or through a FCPE, in accordance with applicable regulatory and/or tax legislation in the various countries of residence of the beneficiaries of the capital increase.

Employees subscribed to Capgemini shares within the framework of a unique subscription formula called *leveraged and guaranteed*, allowing the employees to benefit from a guarantee on their investments made into this plan. In certain countries, employees will be allocated Stock Appreciation Rights ("SAR") by their employer, the amount of which will be indexed in accordance with a formula similar to the one offered under the leveraged formula; a specific subscription formula was also proposed in the United States of America to take into account the applicable regulatory and tax legislation.

Subscribers to the offer shall hold either the shares subscribed to directly, or the corresponding units of the FCPEs, for a five-year period, except in the event of an authorized early exit.

Other characteristics of the transaction

The reservation period of the shares (at an unknown price), during which the employees and corporate officers of the Capgemini group could request to subscribe, was opened from September 17 to October 6, 2020.

A subscription period, during which subscription requests made during the reservation period could be withdrawn, was opened from November 10 to 12, 2020 (inclusive), after communication to the beneficiaries of the subscription price established by the decision of the Chief Executive Officer dated November 5, 2020.

Having taken into account all subscription requests, a reduction of the subscription requests has been made. Thus, all of the shares that may be issued within the framework of the transaction, or 3,000,000 (three million) shares will be subscribed to. The number of subscribers amounted to 40,989 employees, or 16.32% of the eligible population, and similarly to the previous ESOP plans, the transaction was oversubscribed to in the amount of 174%.

The newly-issued shares will be fully assimilated with the existing ordinary shares comprising Capgemini's share capital. These shares will bear benefit entitlement as of January 1, 2020.

The request to list the newly-issued Capgemini shares to trading on the same line of Euronext Paris (ISIN code: FR0000125338) as the existing shares will be made as soon as possible following the completion of the capital increase scheduled to take place on December 17, 2020.

3. Impact of the issuance of 3,000,000 shares on the stake of holders of shares and securities, their shareholders' equity per share and the theoretical impact on the market value of the share price.

3.1 Impact on shareholders' stake in the share capital of the Company

For illustrative purposes, on the basis of the share capital of the Company at June 30, 2020, or 169,449,699 shares, the impact of the issuance of new shares on the stake of a shareholder holding 1% of the share capital of the Company prior to, and not subscribing to, the issuance would be as follows:

	Shareholder stake	
	Non-diluted basis	**Diluted basis (1)**
Before issuance of the new shares resulting from the capital increase	1%	0.97%
After issuance of the new shares resulting from the capital increase	0.98%	0.96%

(1) Calculations are made assuming the delivery of the 4,904,381 performance shares granted on June 30, 2020 (assuming that all the performance conditions will be satisfied).

3.2 Impact of the issuance on the consolidated shareholders' equity per share

For illustrative purposes, the impact of the issuance on the consolidated shareholders' equity attributable to owners of the Company per share (calculations based on consolidated shareholders' equity attributable to owners of the Company at June 30, 2020, and the number of shares comprising the share capital at June 30, 2020 after deduction of treasury shares) would be as follows:

	Consolidated shareholders' equity per share	
	Non-diluted basis	**Diluted basis (1)**
Before issuance of the new shares resulting from the capital increase	€35.42	€34.41
After issuance of the new shares resulting from the capital increase	€36.43	€35.41

(1) Calculations are made assuming the delivery of the 4,904,381 performance shares granted on June 30, 2020 (assuming that all the performance conditions will be satisfied).

3.3 Impact of the issuance on the statutory shareholders' equity per share

For illustrative purposes, the impact of the issuance on the statutory shareholders' equity per share of Capgemini SE (calculations based on statutory shareholders' equity attributable to owners of Capgemini SE at June 30, 2020, and the number of shares comprising the share capital at June 30, 2020 after deduction of treasury shares) would be as follows:

	Statutory shareholders' equity per share	
	Non-diluted basis	**Diluted basis (1)**
Before issuance of the new shares resulting from the capital increase	€84.78	€82.37
After issuance of the new shares resulting from the capital increase	€84.93	€82.55

(1) Calculations are made assuming the delivery of the 4,904,381 performance shares granted on June 30, 2020 (assuming that all the performance conditions will be satisfied).).

3.4 Theoretical impact on the stock market value of the Capgemini share

The theoretical impact of the issuance of 3,000,000 shares at the issuance price on the stock market valuation of the Capgemini share is calculated as follows:

Share price before the transaction = the average of the listed closing prices of the Capgemini share during the 20 stock market trading days preceding the fixing of the issuance price (calculated as the average of the closing share price between October 8 and November 4, 2020, inclusive). This price amounts to 106.20 euros.

Theoretical share price after the transaction = ((the average of the listed closing prices of the Capgemini share during the 20 stock market trading days preceding the fixing of the issuance price x the number of shares before the transaction) + (the issuance price x the number of newly-issued shares))/(the number of shares before the transaction + the number of newly-issued shares).

The issuance price of the reserved capital increase is set at 92.93 euros.

Accounting for these assumptions, the theoretical post-transaction stock market value of the Capgemini share amounts to 105.93 euros.

It is recalled that this theoretical approach is provided for illustrative purposes and does not predict future evolutions in the share price.

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This supplementary report and the Statutory auditors' report may be consulted by shareholders at the Company's head office and will be brought to the attention of shareholders at the next Shareholders' Meeting.

Signed in Paris, on December 2, 2020

Chief Executive Officer

Aiman Ezzat

7.4 Statutory auditors' special reports

Statutory auditors' report on the authorization to grant free shares (existing or to be issued) to employees and corporate officers

This is a free translation into English of the Statutory auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

(Combined Shareholders' Meeting of May 20, 2021 – Eighteenth resolution)

To the Shareholders,

In our capacity as Statutory auditors of your Company and in accordance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby present our report on the authorization to grant free shares (existing or to be issued) to employees and corporate officers of the Company and its French and non-French subsidiaries related to the Company within the meaning of Article 225-197-2 of the French Commercial Code, which is submitted to you for your approval.

The Board of Directors' report states that:

- this grant would be limited to a maximum number of shares not exceeding 1.2% of the Company's share capital as noted by the Board of Directors at the date of its decision and subject to performance conditions. It also states that the grant of shares to Executive Corporate Officers of your Company would be limited to 10% of the aforementioned ceiling.
- the shares would be granted subject to the performance conditions detailed in the Board of Directors' report. The Board of Directors could nonetheless grant up to 15% of the above ceiling to Group employees, other than members of the general management team (the Executive Committee), without performance conditions.

On the basis of its report, the Board of Directors proposes that you grant it the authority, for an 18-month period, to grant free existing shares or shares to be issued.

It is the Board of Directors' responsibility to prepare a report on the proposed transaction. It is our responsibility to provide you with our observations, if any, in respect of the information provided to you on the proposed transaction.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying in particular that the proposed terms and conditions described in the Board of Directors' report comply with the applicable legal provisions.

We have no matters to report on the information provided in the Board of Directors' report, with respect to the proposed authorization to grant free shares.

The Statutory auditors

Neuilly-sur-Seine, March 26, 2021

PricewaterhouseCoopers Audit

Richard Béjot
Partner

Itto El Hariri
Partner

Courbevoie, March 26, 2021

Mazars

Dominique Muller
Partner

Anne-Laure Rousselou
Partner

Statutory auditors' report on the issue of ordinary shares and/or securities granting access to the share capital reserved for members of a Capgemini group employee savings plan

This is a free translation into English of the Statutory auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

(Combined Shareholders' Meeting of May 20, 2021 – Nineteenth resolution)

To the Shareholders,

In our capacity as Statutory auditors of your Company and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to decide the issue of (i) shares of the Company (excluding preference shares) and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, with cancellation of pre-emptive subscription rights, which is submitted to you for your approval.

This issue will be:

- reserved for members of one or more employee savings plans (or any other plan for whose members a share capital increase may be reserved on equivalent terms under Articles L. 3332-1 *et seq.* of the French Labor Code or any analogous law or regulation) implemented within a company or a group of French or non-French companies within the scope of the consolidated or combined financial statements of the Company pursuant to Article L. 3344-1 of the French Labor Code;
- limited to a maximum par value amount of €32 million, it being stipulated that this amount will count towards the overall ceiling of €32 million applicable to the 19th and 20th resolutions.

This issue is submitted to you for approval pursuant to the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code.

On the basis of its report, the Board of Directors proposes that you grant it the authority, with the power of sub-delegation, for an 18-month period, to decide an issue and cancel your pre-emptive subscription rights to the equity securities to be issued. Where applicable, it will set the definitive terms and conditions of the issue.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to the issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying the information disclosed in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the equity securities to be issued.

Subject to a subsequent examination of the issue terms and conditions that would be decided, we have no matters to report as regards the methods used to set the issue price of the equity securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders' pre-emptive subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, where applicable, when the Board of Directors uses this delegation to issue shares and securities that are equity securities granting access to other equity securities and in the event of the issue of securities granting access to equity securities to be issued.

The Statutory auditors

Neuilly-sur-Seine, March 26, 2021		Courbevoie, March 26, 2021	
PricewaterhouseCoopers Audit		**Mazars**	
Richard Béjot Partner	Itto El Hariri Partner	Dominique Muller Partner	Anne-Laure Rousselou Partner

Statutory auditors' report on the issue of ordinary shares and/or securities granting access to the share capital with cancellation of pre-emptive subscription rights reserved for employees of certain non-french subsidiaries

This is a free translation into English of the Statutory auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

(Combined Shareholders' Meeting of May 20, 2021 – Twentieth resolution)

To the Shareholders,

In our capacity as Statutory auditors of your Company and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to decide the issue of (i) shares of the Company (excluding preference shares) and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, granting access, immediately or in the future, at any time or at fixed dates, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to the share capital of the Company, with cancellation of pre-emptive subscription rights, which is submitted to you for your approval.

This issue will be reserved for:

i. employees and corporate officers referred to in Articles L. 3332-1 and L. 3332-2 of the French Labor Code of Capgemini group companies whose registered offices are located in countries where the legal and/or tax context can make it inadvisable or difficult to implement employee share ownership schemes directly or through an Employee Savings Mutual Fund (hereinafter the "non-French Employees"); the "Capgemini group" comprises the Company and the French and non-French companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Articles L. 3344-1 *et seq.* of the French Labor Code;

ii. employee share ownership UCITS or other vehicles, with or without a legal personality, invested in shares of the Company, where the holders of units or shares are non-French Employees;

iii. any bank or entity controlled by a bank within the meaning of Article L. 233-3 of the French Commercial Code that has set-up at the Company's request a structured offer for non-French employees presenting an economic profile comparable to that of an employee share ownership scheme set-up pursuant to a share capital increase performed under the preceding resolution presented to this Shareholders' Meeting;

The Board of Directors' reports stipulates that this delegation shall be used only in the event of use of the delegation provided in the 19th resolution, with a sub-ceiling of €16 million included in the overall ceiling of €32 million provided in the 19th resolution.

On the basis of its report, the Board of Directors proposes that you grant it the authority, with the power of sub-delegation, for an 18-month period, to decide an issue and cancel your pre-emptive subscription rights to the equity securities to be issued. Where applicable, it will set the definitive terms and conditions of the issue.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on certain other information relating to the issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French Institute of Statutory auditors (*Compagnie nationale des commissaires aux comptes* or CNCC) relating to this engagement. These procedures consisted in verifying the information disclosed in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the equity securities to be issued.

Subject to a subsequent examination of the issues terms and conditions that would be decided, we have no matters to report as regards the methods used to set the issue price of the equity securities to be issued given in the Board of Directors' report.

Since the final terms and conditions of the issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders' pre-emptive subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, where applicable, when the Board of Directors uses this delegation.

The Statutory auditors

Neuilly-sur-Seine, March 26, 2021		Courbevoie, March 26, 2021	
PricewaterhouseCoopers Audit		**Mazars**	
Richard Béjot Partner	Itto El Hariri Partner	Dominique Muller Partner	Anne-Laure Rousselou Partner

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Additional information

8.1 Legal information

8.1.1 Corporate name, head office and website

Corporate name: Capgemini

To align its corporate name with that of the Group, the Company's name was changed from "Cap Gemini" to "Capgemini" on its conversion to a European company (*Societas Europaea*), by decision of the Extraordinary Shareholders' Meeting of May 10, 2017.

Head office: 11, rue de Tilsitt, 75017 Paris, France
Tel.: +33 (0) 1 47 54 50 00
Website: https://www.capgemini.com

The information presented on the Company's websites is not an integral part of this Universal Registration Document.

8.1.2 Legal form and governing law

The Company was initially incorporated as a *société anonyme* (joint stock company) and converted to a European company (*Societas Europaea*, SE) by decision of the Extraordinary Shareholders' Meeting of May 10, 2017, to enable the legal form to better reflect the Group's international and European outlook.

The Company is governed by prevailing French and European legislative and regulatory provisions and the provisions of its bylaws.

8.1.3 Date of incorporation and term

To prepare and facilitate the IPO on the Paris Stock Exchange of Cap Gemini Sogeti (incorporated in 1967) a new company, Cap Gemini, grouping together all investments representing the operating activities of the Group was incorporated on September 17, 1984. This company was registered with the Companies & Trade Registry on October 4, 1984.

The Company was set up for a period of ninety-nine years from the date of its registration with the Paris Companies & Trade Registry. It may be wound up in advance or have its term extended by decision of the Extraordinary Shareholders' Meeting.

8.1.4 Corporate purpose (Article 3 of the bylaws)

The Company's purpose is to assist companies in France and abroad in managing and developing their businesses by providing them with the benefit of its knowledge of their industry, its know-how in the area of business process engineering and re-engineering, and its expertise in the area of information technologies.

To fulfill this purpose, the Company carries out on behalf of clients, either directly, or through its subsidiaries or affiliates, one or more of the following activities on a stand-alone or integrated basis:

Management consulting

Working closely with clients, the Company provides change management assistance to companies by helping them to redefine or redirect their strategy, change their product and service lines, re-engineer their structures and business processes, restore staff motivation and achieve other changes. To this end, the Company uses all the possibilities offered by the latest information technologies whenever appropriate.

Information systems development

The Company designs and installs information systems. Its services include the development of customized software, the installation of software applications available on the market or developed internally and the integration of systems incorporating hardware, communication systems, customized software, software packages and other components. The Company also supports clients' IT projects by providing consulting, project management, training and assistance services.

Outsourcing

The Company manages all or part of its clients' IT resources on their behalf. Where requested by clients, the Company may perform all or part of this service using its own hardware, telecommunications systems and other equipment.

The Company may also manage the IT-based services offered to its clients' own clientele. In addition, it may work in partnership with clients within a structure conducting all or some of these activities.

In order to fulfill its corporate purpose, the Company may decide to:

— create specialist subsidiaries or acquire interests in the capital of other companies and manage their business in exchange for a fee. Management services include the provision of technical, marketing, legal and financial assistance, promotion of a consistent image, organization of financial structures, assistance in negotiations to help these companies win new contracts, training, research and development support, etc.;

— invest and manage the Company's available funds, make cash advances, and provide any and all guarantees or collateral on behalf of subsidiaries and affiliates;

— obtain or acquire and use any and all patents and manufacturing processes and sell, contribute or license any such patents and processes.

In broader terms, the Company's purpose includes carrying out any and all commercial, industrial, securities, real estate or financial transactions related, directly or indirectly, to any of the above purposes or any similar or related purpose or which is likely to facilitate the fulfillment or furtherance of these purposes.

8.1.5 Incorporation details and LEI

The Company is registered with the Paris Companies & Trade Registry (*Registre du Commerce et des Sociétés*) under number 330 703 844. Its APE business identifier is 7010Z.

The Company's Legal Entity Identifier (LEI) is 96950077L0TN7BAROX36.

8.1.6 Consultation of legal documents

Documents relating to the Company, including the bylaws, the financial statements, the reports of the Board of Directors (or the Management Board from May 24, 1996 through May 23, 2000) to the Shareholders' Meetings, and the Statutory auditors' reports are available for consultation at the Company's head office at 11, rue de Tilsitt – 75017 Paris or on the Company's website: http://investors.capgemini.com.

8.1.7 Fiscal year

The Company's fiscal year commences on January 1 and ends on December 31.

8.1.8 Appropriation and distribution of profits

The Shareholders' Meeting has sole discretionary powers to decide on the appropriation of distributable income, as defined by French company law. Consequently, the Shareholders' Meeting may decide to appropriate all or part of distributable income to revenue reserves, special reserves or retained earnings, or to distribute all or part of the amount to shareholders.

The Shareholders' Meeting also decides the terms and conditions of payment of dividends. In particular, shareholders may be offered a stock dividend alternative, in which case the related dividends will be paid in the form of new shares credited as fully paid, in compliance with applicable laws and regulations. The above provisions also apply to the distribution of interim dividends, subject to compliance with French company law.

In addition, the Shareholders' Meeting may decide to distribute a dividend out of distributable reserves, subject to compliance with French company law.

8.1.9 Shareholders' Meetings

The right to participate at Shareholders' Meetings is evidenced by the registration of shares in the name of the shareholder (or of the intermediary acting on his/her behalf if domiciled outside France) in the Company's share register or in the register of bearer shares held by the applicable authorized intermediary. Such registration must be recorded at 12:00 A.M. (Paris time) on the second working day preceding the Shareholders' Meeting and any related notices must be filed at one of the addresses indicated in the notice of meeting. In the case of bearer shares, the authorized intermediary must provide a participation certificate.

Shareholders may participate in Shareholders' Meetings in person, by proxy or by casting a remote vote in accordance with the terms and conditions set by applicable regulations.

Shareholders who have informed the Company that they wish to participate in a meeting in person, remotely or by proxy may not alter their method of participation. However, attendance at a meeting by a shareholder in person shall cancel any votes cast by proxy or remotely.

To be taken into account, remote votes or proxy forms must be received by the Company at least three days prior to the date of the meeting. If the Board of Directors so decides when convening the meeting, shareholders voting by proxy or remotely may participate in voting using any telecommunication or teletransmission means enabling their identification, including the internet, in accordance with the conditions set out in applicable regulations at the time of use. Where an electronic form is submitted, the shareholder's signature may take the form of a secure signature or a reliable identification procedure guaranteeing the link with the related action and potentially consisting of a user identification and password. Where applicable, this decision of the Board of Directors shall be communicated in the notice of meeting published in BALO (French Journal of Mandatory Legal Announcements).

Where a shareholder has given proxy to a third party and has also voted remotely, if there is any difference in the two votes, the remote vote will be taken into account and the proxy ignored.

Shareholders' Meetings deliberate under the conditions provided by law. Pursuant to provisions governing European companies, majority is calculated based on the number of "votes cast", which does not include votes attaching to shares where the shareholder has not taken part in the vote, has abstained, or has returned a blank or spoiled ballot paper.

8.1.10 Disclosure thresholds

The fifteenth resolution adopted by the Extraordinary Shareholders' Meeting of May 10, 2017 amended the provisions applicable to disclosure thresholds per the bylaws and Article 10 of the bylaws accordingly.

Going forward, only shareholders holding more than 5% of the Company's capital or voting rights are required to report to the Company, within a period of four (4) stock market days, the crossing, through an increase or a decrease, of each threshold of 1% of capital or voting rights, from this lower threshold of 5% to the threshold triggering a mandatory public offer in accordance with prevailing regulations.

In the event of failure to comply with these disclosure rules, at the request of one or several shareholders with combined holdings representing at least 5% of the Company's share capital or voting rights, the undisclosed shares will be stripped of voting rights. This sanction will apply for all Shareholders' Meetings for a period of two years from the date on which the failure to disclose is rectified. This request and the decision of the Shareholders' Meeting must be recorded in the minutes of the Shareholders' Meeting.

When calculating these "thresholds per the bylaws" the same instances where shares and voting rights held by third parties are deemed equivalent to shares and voting rights held by the shareholder subject to legal disclosure requirements are applicable.

8.1.11 Shareholder identification

The Company can use available legal provisions to identify holders of bearer shares.

8.1.12 Voting rights

Following the decision of the Combined Shareholders' Meeting of May 6, 2015 in its tenth resolution not to apply the provisions of Article L. 225-123 of the French Commercial Code regarding double voting rights, each share carries entitlement to one vote. This includes fully-paid shares held in registered form for at least two years by the same shareholder and bonus registered shares granted in respect of registered shares held for at least two years in the event of a share capital increase by capitalization of reserves, profits or additional paid-in capital.

8.1.13 Changes in shareholder rights

Changes in the share capital or the rights attached to shares are subject to compliance with French company law alone, as the bylaws do not contain any specific provisions in this respect.

8.1.14 Rights, privileges and restrictions relating to shares

In addition to the voting right conferred by law, each share confers entitlement to a portion of the profits and any liquidation surplus, in direct proportion to the number and par value of outstanding shares.

No preferential rights are attached to any specific class of shares or category of shareholder.

8.1.15 Provisions of the bylaws or other provisions that could delay, defer or prevent a change in control

Not applicable.

8.1.16 Factors affecting a potential takeover bid

No factors are subject to the provisions of Article L. 22-10-11 of the French Commercial Code.

8.1.17 Provisions of the bylaws governing administrative and management bodies

Appointment of directors and duration of terms of office

The Company has a Board of Directors comprised of a minimum of three and a maximum of eighteen members, who must be individuals. Directors are appointed individually by Shareholders' Meeting for a period of four years. Directors, other than directors representing employees or employee shareholders are appointed or reappointed on a rolling basis to ensure the staggered renewal of terms of office in as equal fractions as possible. Exceptionally, and solely for the purposes of this rolling renewal, the General Shareholders' Meeting may appoint one or more directors for a term of one, two or three years.

In addition, a director representing employee shareholders is also appointed by Shareholders' Meeting for a period of four years when, at the end of a fiscal year, the percentage of share capital held by employees of the Company and companies related to it within the meaning of Article L. 225-180 of the French Commercial Code, represents over 3% of the Company's share capital. The director representing employee shareholders is elected by the Ordinary Shareholders' Meeting from a choice of two candidates nominated in accordance with the provisions of the law and the bylaws.

Pursuant to employee representation requirements on the Board of Directors in accordance with the provisions of the Rebsamen Law of August 17, 2015, the Board of Directors also includes two directors representing employees, appointed for a period of four years as follows:

- a director representing employees appointed by the union body which obtained the most votes at the first round of the elections referred to in Articles L. 2122-1 and L. 2122-4 of the French Labor Code, organized by the Company and direct or indirect subsidiaries whose registered office is located in France;
- a second director appointed by the European Group Council (known as the International Works Council in Capgemini group).

The director representing employee shareholders and the directors representing employees are not taken into account in determining the maximum number of directors pursuant to Article L. 225-17 of the French Commercial Code.

Age limit for directors

Pursuant to Article 11.4 of the bylaws, the number of directors over seventy-five (75) years of age at the end of each Shareholders' Meeting called to approve the Company financial statements, may not exceed one-third (rounded up to the nearest whole number where appropriate) of the total number of directors in office.

Age limit for the Chairman of the Board of Directors

The age limit for the exercise of the duties of Chairman of the Board of Directors is as follows:

- seventy (70) years of age when he/she also holds the position of Chief Executive Officer; and
- seventy-nine (79) years of age when he/she does not hold the position of Chief Executive Officer.

In both cases, the term of office expires at the end of the first Ordinary Shareholders' Meeting following the Chairman's birthday.

Where the functions of Chairman and those of Chief Executive Officer are separated, the functions of Chief Executive Officer expire the day of the first Ordinary Shareholders' Meeting following his/her seventieth birthday.

Minimum investment by directors in the share capital of the Company

Pursuant to Article 11.2 of the bylaws, each director must hold at least one thousand (1,000) Company shares throughout their term of office.

This obligation to hold shares is not applicable to directors representing employee shareholders and directors representing employees.

Majority rules within the Board of Directors

Decisions are taken in accordance with quorum and majority rules provided by law, except for the decision regarding the two possible methods for the Company's general management. Where voting is tied, the Chairman of the Company has the casting vote.

General management

The general management of the Company is assumed by either the Chairman of the Board of Directors (who therefore holds the title of Chairman and Chief Executive Officer), or by another individual appointed by the Board of Directors, who holds the title of Chief Executive Officer. The Board of Directors chooses between these two possible methods for the Company's general management, voting with a two-thirds majority of all directors.

Since May 20, 2020, the general management of the Company has been assumed by Mr. Aiman Ezzat, the Board of Directors having decided to separate the duties of Chairman of the Board of Directors and Chief Executive Officer from this date.

For more information, please refer to Chapter 2.1.2 of this Universal Registration Document.

Charter and Board Special Committees

Please refer to Chapter 2 of this Universal Registration Document.

8.2 Historical Financial Information for 2018 and 2019

In accordance with Article 19 of European regulation no. 2017-1129 of June 14, 2017, the following information is incorporated by reference in this Universal Registration Document and is available on the following link: https://investors.capgemini.com/en/annual-reports/?fiscal-year:

- relating to the year ended December 31, 2019:
  - the Management Report, consolidated financial statements and the Statutory auditors' report on the consolidated financial statements, set out in the Universal Registration Document filed on March 25, 2020 under no. D. 20-0171 (pages 359 to 360 and 182 to 254, respectively),
  - the parent company financial statements of Capgemini SE and the Statutory auditors' report on the parent company financial statements set out in the Universal Registration Document filed on March 25, 2020 under no. D. 20-0171 (pages 255 to 283),
  - the Statutory auditors' special report on related-party agreements, set out in the Universal Registration Document filed on March 25, 2020 under no. D. 20-0171 (pages 284 to 286).
- relating to the year ended December 31, 2018:
  - the Management Report, consolidated financial statements and the Statutory auditors' report on the consolidated financial statements, set out in the Registration Document filed on April 2, 2019 under no. D. 19-0245 (pages 325 to 326 and 166 to 240, respectively),
  - the parent company financial statements of Capgemini SE and the Statutory auditors' report on the parent company financial statements set out in the Registration Document filed on April 2, 2019 under no. D. 19-0245 (pages 241 to 269),
  - the Statutory auditors' special report on related-party agreements, set out in the Registration Document filed on April 2, 2019 under no. D. 19-0245 (page 270 and 271);

Copies of the Universal Registration Document are available from Capgemini SE, 11 rue de Tilsitt, 75017 Paris, on its corporate website at http://investors.capgemini.com, and on the AMF website at www.amf-france.org.

8.3 Persons responsible for the information

8.3.1 Person responsible for financial information

CAROLE FERRAND
Chief Financial Officer

11, rue de Tilsitt 75017 Paris
Tel.: +33 (0)1 47 54 50 00

8.3.2 Persons responsible for the audit of the financial statements

Principal Statutory auditors

PricewaterhouseCoopers audit

Member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles*.

63, rue de Villiers, 92208 Neuilly-sur-Seine, Cedex,
represented by Ms. Itto El Hariri and Mr. Richard Béjot

First appointed at the Ordinary Shareholders' Meeting of May 24, 1996.

Current term expires at the close of the Ordinary Shareholders' Meeting held to approve the 2025 financial statements.

Mazars

Member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles*.

Tour Exaltis, 61 rue Henri Regnault, 92400 Courbevoie
represented by Ms. Anne-Laure Rousselou and Mr. Dominique Muller

First appointed at the Ordinary Shareholders' Meeting of May 20, 2020.

Current term expires at the close of the Ordinary Shareholders' Meeting held to approve the 2025 financial statements.

8.3.3 Declaration by the person responsible for the Universal Registration Document

"I hereby declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I hereby declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and all the other companies included in the scope of consolidation, and that the information provided in the Management Report listed in Chapter 9, Section 9.3 gives a fair description of the material events, results and financial position of the Company and all the other companies included in the scope of consolidation, as well as a description of the main risks and contingencies with which the Company may be confronted."

Paris, March 26, 2021

Aiman Ezzat,
Chief Executive Officer

9.

Cross-Reference Table

9.1 Information required under Commission Regulation (EC) no. 2017-1129

N/A: not applicable.

9.2 Cross-Reference Table for the Annual Financial Report

In order to assist readers of this Universal Registration Document, the following Cross-Reference Table identifies the information comprising the Annual Financial Report that must be published by listed companies in accordance with Article L. 451-1-2 of the French Monetary and Financial Code and Article 222-3 of the *Autorité des marchés financiers* (AMF, French Financial Markets Authority) general regulations.

9.3 Cross-Reference Table for the Management Report

Information required	Pages
Information on the share capital	
Structure, change in Company share capital and threshold notifications	287, 322, 327 and 330 to 331
Employee share ownership	325 to 327
Summary of transactions carried out by members of the Board of Directors and other senior managers and related persons in the company's shares	67
Buyback by the Company of its own shares	331 to 333
Information on share subscription options granted to Executive Corporate Officers and employees	84 to 85, 89 to 118, 240 to 248, 295 to 302 and 325 to 327
Information on free share grants to Executive Corporate Officers	84 to 85, 89 to 118, 240 to 248, 295 to 302 and 325 to 327
Dividends and other revenue distributed during the past three fiscal years	287 and 329 to 330
Statement on Non-Financial Performance	16 to 17, 136 to 138 and 142 to 204
Anti-corruption policy	188 to 189
Vigilance plan and report on its effective implementation	192 to 195
Other information	
Table of the Company results over the past five fiscal years	319
Supplementary report of the Board of Directors on issuance of shares under the Group employee share ownership plan	355 to 358

N/A: not applicable.

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