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SHAREHOLDERS' MEETING OF MAY 23, 2019

Paris, May 24, 2019 – The Shareholders' Meeting of Capgemini SE, held yesterday at Pavillon Gabriel in Paris, adopted all 17 resolutions that were put to the vote, including the appointment of Ms. Xiaoqun Clever as a member of the Board of Directors and the ratification of the co-optation of Ms. Laura Desmond, as a director from January 1, 2019.

The Shareholders' Meeting provided an opportunity for Paul Hermelin, Chairman and Chief Executive Officer of the Capgemini Group, to reaffirm the Group's ambition: *"We have achieved all our objectives and demonstrated our ability to combine sustained growth and improved profitability. This good performance was delivered at a time when we were undertaking major transformation work along two strategic priorities, led by the Group's two Chief Operating Officers, Thierry Delaporte and Aiman Ezzat. We have created a range of dynamic solutions that position us in the most promising market segments such as cloud, cybersecurity and artificial intelligence. We have aligned our organization to make all our capabilities available to each client with strong sector expertise and a global presence. The managerial transition is proceeding smoothly and in accordance with the timetable announced at the 2017 General Assembly. We are therefore approaching the coming years with ambition and confidence."*

Shareholders adopted the distribution of a dividend of €1.70 per share for fiscal year 2017. The dividend will be paid from June 7, 2019, with an ex-dividend date of June 5, 2019.

The Shareholders' Meeting approved the resolutions concerning the Board's composition, thus expressing the repeated support of the Group's shareholders for the Board's ambition to continue the international diversification of its composition, deepen its sectorial expertise and diversify its profiles, an ambition that has been pursued for several years:

- The appointment of Ms. Xiaoqun Clever¹, a German citizen, as a member of the Board of Directors for a four-year term. Ms. Xiaoqun Clever has accumulated solid experience in the field of digital transformation and the use of data over the course of a successful career in the software and data industries. In addition, she will bring to the Board of Directors of Capgemini SE her excellent knowledge of the Asian and Central European markets, a valuable asset for the Group's future development in these key geographies.
- The ratification of the co-optation² of Ms. Laura Desmond³, an American citizen, as a director and member of the Strategy and Investment Committee, from January 1st, 2019, with a term of office expiring in 2020 at the Annual Shareholders' Meeting. Founder and Chief Executive Officer of Eagle Vista Partners, a strategic advisory and investment firm focused on marketing and digital technology and member of

¹ A biography of the new director, Ms. Xiaoqun Clever, is presented in the appendix.

² Ms. Laura Desmond was provisionally appointed as a director by the Board of Directors on [December 5th, 2018](#), to serve the remainder of Ms. Carole Ferrand's² mandate. Her term of office will therefore expire in 2020 at the Annual Shareholders' Meeting convened to approve the 2019 statutory accounts. As a reminder Ms. Carole Ferrand stepped down from the Board on May 28th.

³ A biography of Ms. Laura Desmond is presented in the appendix.



Adobe's Board of Directors since 2012, Laura brings to the Board her wealth of experience in data analytics and digital marketing, developed as a seasoned executive and Director at key industry players servicing leading clients.

The Board indicated that it considers Ms. Xiaoqun Clever and Ms. Laura Desmond as independent directors in accordance with the provisions of the AFEP-MEDEF Code (France) to which the Company refers.

Following this Shareholders' Meeting, Capgemini SE's Board of Directors counts 14 directors⁴, including two directors representing employees, comprising 82% independent directors⁵, 29% international profiles, and 50% female directors⁶.

The Shareholders' Meeting approved 2018 compensation components of Paul Hermelin, Chairman and Chief Executive Officer, and of the two Chief Operating Officers, Thierry Delaporte and Aiman Ezzat. The principles and criteria for determining the 2019 compensation components of the Chairman and Chief Executive Officer and of the two Chief Operating Officers were also approved.

Finally, the Shareholders' Meeting approved all the financial delegations granted to the Board of Directors.

A detailed breakdown of voting results can be found on the Capgemini website [here](#).

About Capgemini

A global leader in consulting, technology services and digital transformation, Capgemini is at the forefront of innovation to address the entire breadth of clients' opportunities in the evolving world of cloud, digital and platforms. Building on its strong 50-year heritage and deep industry-specific expertise, Capgemini enables organizations to realize their business ambitions through an array of services from strategy to operations. Capgemini is driven by the conviction that the business value of technology comes from and through people. It is a multicultural company of over 200,000 team members in more than 40 countries. The Group reported 2018 global revenues of EUR 13.2 billion.

Visit us at www.capgemini.com. *People matter, results count.*

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⁴ Composition of the Capgemini SE Board of Directors in the appendix.

⁵ 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.

⁶ The two directors representing employees are not taken into account in calculating this percentage, in accordance with the provisions of the French Commercial Code currently in force.



APPENDIX 1

Biographies



Xiaoqun Clever

Xiaoqun Clever is a German citizen. She holds an Executive MBA from the University of West Florida 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).

Xiaoqun has over 20 years' experience as a technology manager. Born in China, she has held various senior management positions in international corporations. Among others, Xiaogun has 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, Xiaoqun was Chief Technology Officer of ProSiebenSat.1 Media SE, a German media company. Xiaogun 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).

Xiaoqun has been a member of the Supervisory Board of Allianz Elementar Versicherungs AG and Allianz Elementar Lebensversicherungs AG (since 2015) as well as Maxingvest SE (since 2017).



Laura Desmond

Laura Desmond is an American citizen and lives in Chicago. She holds a B.B.A. in Marketing from the University of Iowa.

Laura Desmond was Chief Executive Officer of Starcom MediaVest Group's (SMG) Latin America Group, a global marketing and media services company which is part of Publicis Group from 2000 to 2002. From 2003 to 2007, she was Chief Executive Officer of MediaVest, based in New York. Laura was Chief Executive Officer of SMG – The Americas from 2007 to 2008, where she managed a network spanning the United States, Canada and Latin America. From 2008 to December 2016, Laura was the Global Chief Executive Officer of SMG. She was the Chief Revenue Officer of Publicis Group from December 2016 to December 2017.

Laura has been a member of the Board of Directors of Adobe Systems (since 2012) and Syniverse Technologies (since 2016) and also Lead Independent Director of DoubleVerify (since 2017). She is also Founder and Chief Executive Officer of Eagle Vista Partners, a strategic advisory and investment firm focused on marketing and digital technology, based in Chicago.

Laura was co-opted by the Board of Directors of Capgemini SE with effect from January 1, 2019. She has been a member of the Strategy and Investment Committee (renamed Strategy & CSR Committee in March 2019) since this date.



APPENDIX 2

Composition of the Capgemini SE Board of Directors following the Combined Shareholders' Meeting of May 23, 2019

Paul Hermelin – *Chairman and Chief Executive Officer*

Daniel Bernard – *Vice-Chairman*

Anne Bouverot

Laura Desmond

Laurence Dors

Xiaoqun Clever

Robert Fretel – *Director representing employees*

Siân Herbert-Jones

Kevin Masters – *Director representing employees*

Xavier Musca

Frédéric Oudéa

Patrick Pouyanné

Pierre Pringuet – *Lead Independent Director*

Lucia Sinapi-Thomas - *Director representing employee shareholders*