

AGREEMENTS GOVERNED BY ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE ON RELATED PARTY TRANSACTIONS AND PUBLISHED PURSUANT TO ARTICLE L.225-40-2 OF THE FRENCH COMMERCIAL CODE

The following agreements were authorized by the Board of Directors of Capgemini SE held on September 2, 2019 in the context of the proposed acquisition of Altran Technologies in the form of a cash tender offer (the "**Offer**"), as publicly announced on June 24, 2019.

Engagement Letter and Instruction Letter to be entered into for the purposes of the Offer

At its meeting of September 2, 2019, the Board of Directors unanimously authorized the signature by the Company of:

- an engagement letter under which the bank Crédit Agricole Corporate and Investment Bank ("**CACIB**") will be mandated to act as a presenting bank and M&A counsel of the Company in the context of the Offer (the "**Engagement Letter**"); and
- an instruction letter under which CACIB will be formally instructed by the Company to present the Offer and proceed with its filing with the *Autorité des marchés financiers* (French Financial Market Authority), together with the other presenting banks and the guarantor (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 the deliberation and the vote due to their positions in Crédit Agricole SA and their positions as director in the Company.

Pursuant to this authorization, the Engagement Letter and the Instruction Letter were signed on September 22, 2019.

The commissions payable to CACIB in respect of the Engagement Letter and the Instruction Letter are consistent with market practice and depend on the respective roles of the financial institutions involved.

The Board of Directors noted that (i) the Instruction Letter, and consequently the Engagement Letter, are essential components of the Offer, the filing of the Offer by one or several presenting banks being required by applicable regulation, and (ii) the terms and conditions of the Engagement Letter and the Instruction Letter are aligned with market standards; they are therefore in the best interest of the Company.