

Approved by the Board of Directors on March 20, 2019

## **CAPGEMINI SE**

# **CHARTER OF THE ETHICS AND GOVERNANCE COMMITTEE**

## **1. GENERAL PROVISIONS**

The Board of Directors of Capgemini SE (hereinafter referred to as the "Company" and collectively with its direct and indirect subsidiaries as the "Group") approved as follows the Charter of the Ethics and Governance Committee (hereinafter the "Committee").

The general rules governing the composition, roles and responsibilities of the Committees of the Board are set out in Section 6 of the Charter of the Board of Directors to which this Charter refers.

This Committee Charter, as well as any modification thereto which the Committee might propose in the future, must be submitted to the Board and receive its approval.

## **2. CHAIRMANSHIP AND COMPOSITION**

When the same person exercises the functions of Chairman of the Board of Directors and CEO, the Chairman of the Ethics and Governance Committee is appointed a Lead Independent Director, whose remit is defined in the Charter of the Board of Directors.

The executive corporate officer is associated to the works of the Committee.

## **3. ETHICS**

In the mid-1970s, the Group adopted a set of 7 undividable values (Honesty, Boldness, Trust in employees, Freedom of judgment and action, Team spirit, Modesty, and Fun in fulfilling one's role), which it strives to respect and to enforce the respect thereof.

The Committee's first duty is to ascertain the conformity and results of actions implemented to ensure the promotion and respect of these values, notably:

- the strict application of the Group's ethical principles in commercial and contractual matters,
- practices related to the management of staff (respect of the equality of chances and of diversity principles, recognition of merits, sanctioning of errors with serious consequences for the Company or its clients, etc.),
- the compliance of commercial partnerships and alliances with the values of Honesty and Freedom of judgment, enabling the guarantee of the Group's full independence,
- the application of prudential rules regarding relations with shareholders and financial markets, and information provided to them,
- the implementation of a system to prevent and detect corruption and influence peddling and monitor the Group's compliance with rules and conventions governing human rights and fundamental freedoms in the exercise of its activities.

At least once a year, the Committee hears managers responsible for Ethics and Compliance, Internal Audit, and any other person responsible for conformity with rules covered by its remit, who are each requested to that effect to provide it with a special report at the latest one week before the meeting.

Whenever necessary, it consults and informs the Audit and Risks Committee on its works regarding prevention of the risks covered by its remit.

#### **4. CORPORATE GOVERNANCE**

The Committee verifies the implementation of good governance rules within the Group and proposes to the Board initiatives aimed at guaranteeing the excellence of its practices and highlighting them to shareholders and financial markets. To that end, and this list being not limitative:

- it reviews the alignment of its practices with most recently published regulations and recommendations issued by the AMF, the AFEP or the MEDEF;
- it investigates and recommends to the Board modifications which may be brought to the Company's bylaws, to the charters of the Board of Directors and Committees and to the Group's governance;
- it prepares the Board's annual review of the independence of Directors;
- it reviews the draft Board of Directors' report on corporate governance, with the exception of sections concerning executive corporate officers' compensation;
- it brings any conflict of interest situations it has identified between a Director and the Company or its Group or between Directors to the attention of the Chairman and to the Board; Board members must inform the 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 in order to ensure that they are compatible with their appointment and the functions they carry out within the Company;
- it coordinates the annual assessment as well as the triennial external assessment of the Board's organization and operation.
- it examines the desirable balance of the composition of the Board and its committees, notably with regards to changes in the Company's shareholding structure and in terms of diversity (diversity of qualifications and professional experience, nationality, age and gender); it prepares the Board's annual review of the diversity policy for Board members, the definition of objectives and the monitoring of implementation methods, as well as the results obtained during the past year.

#### **5. SELECTION**

##### **5.1 Appointment of directors**

Whenever one or more Board seats become vacant, or more generally when the Board has expressed the wish to enlarge or modify its membership, the Committee articulates and prioritizes selection criteria for possible candidates to become a Director, taking account of the desirable balance and diversity of the composition of the Board of Directors.

Based on these criteria, the Committee Chairman steers the search and selection process for new directors and conducts the necessary verifications.

Finally, the Committee proposes to the Board candidates meeting those criteria.

## **5.2 Appointment and succession plans of executive corporate officers**

The Committee prepares the work and deliberations of the Board of Directors pertaining to the appointment of executive corporate officers.

To this end, the Committee prepares and updates a succession plan for executive corporate officers: the Chairman and CEO or the CEO and the Deputy General Managers. It reviews the Group's talent "pool", such talents capable of becoming an executive corporate officer, and particularly members of the Executive Committee. To this end, the Committee is informed of the annual performance of the latter and any changes concerning them.

The Committee meets and appraises the main talent present in the Group, without playing any role in compensation, which is the principal responsibility of the Compensation Committee.

## **5.3 Consultation on appointments to the GEB and the Executive Committee**

The Committee or, for urgent matters, its Chairman, must be consulted in advance of any appointment to the Executive Committee or to the Group Executive Board (GEB). To the extent that certain executive positions in the Group entail automatic membership of this governance body, the Committee will be consulted in advance of any appointment to such positions.

It issues opinions on these appointments for the CEO and informs the Board thereof.

## **6. OPERATING RULES**

Committee meetings are held at the headquarters of the Company (or in any other location proposed and unanimously accepted), with an agenda set by its Chairman. Each Director-member of this Committee may ask at the outset of the meeting that additional items be added to the agenda beyond those already included.

The Chairman of the Committee appoints a Committee Secretary responsible for preparing its deliberations and drafting minutes.

The Committee delegates to its Chairman the task of giving an account of its thinking and/or its recommendations to the Board of Directors each time it deems appropriate or necessary and at least once a year.