

ESOP
Employee Share
Ownership Plan 2021

Capgemini 

THE FUTURE STARTS

HERE Sign up to our new employee
share ownership plan from
September 15 to October 4, 2021



To find out about ESOP 2021,
go on

<https://esop.capgemini.com/2021>

ESOP 2021 A BRIEF SUMMARY...



- A large scope: **97% of Group employees eligible**, across **29 countries**.
- Accessible to a large audience: a minimum personal contribution of INR 8,500
- An offer in line with previous plans.
- A leverage mechanism, which protects your personal contribution in Euro and offers attractive yield potential if the Capgemini share price¹ rises over the duration of the plan.

■ On the other hand:

- The participation in the average increase is partial and decreases as the protected average increase in the price of the Capgemini share grows,
- In exchange for these advantages, your performance will be calculated without taking into account the [12.5%] discount on the reference price.
- You will not earn dividends nor other financial rights that may be paid on these shares during the plan term.
- Your investment must be held for a period of five years (except in case of authorised early release).

INVEST IN THE FUTURE OF OUR GROUP!

By subscribing for units in the "ESOP Leverage P 2021" compartment of the ESOP Capgemini FCPE² which is invested in Capgemini shares³....

...at the end of the plan, on December 16, 2026⁴:

- You **get back** at least the amount of your personal contribution in euro⁵
- You may **receive** a return on your investment that is higher than the growth of the Capgemini share performance over the duration of your investment

¹ Capgemini SE, the parent company of the Capgemini group, is listed on «Euronext Paris». Capgemini SE (ISIN code: FR0000125338) is part of the index CAC 40, CAC 40 ESG and Euronext 100, and of the European index Euro Stoxx, Stoxx Europe 600, Stoxx Europe 600 Technology and Euro Stoxx ESG leaders 50.

² Fonds Commun de Placement d'Entreprise: an employee shareholding fund that enables eligible Group employees to hold Capgemini shares

³ Capgemini shares are denominated in Euro. The amount of your personal contribution in this plan will therefore be converted into Euro by application of the exchange rate between the Euro and your currency on November 2, 2021

⁴ Or earlier in the event of an authorized early release

⁵ Except in some exceptional cases of termination of the swap agreement through which the leverage is provided



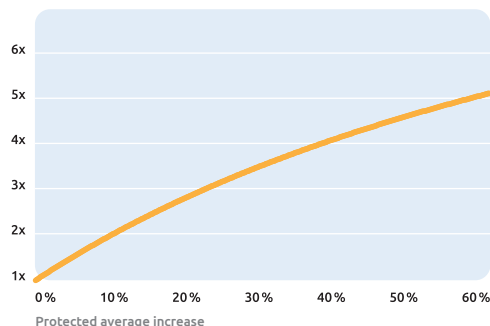
WHAT IS THE POTENTIAL GAIN?

At the time of subscription:

A financial contribution provided by a bank⁶ enables the ESOP Leverage P 2021 compartment to invest, on your behalf, ten times the amount of your personal contribution. The leverage thus generated means that your potential gain is greater than if it was calculated solely on the basis of your personal contribution.

For illustration purposes only

Payout, in multiples of your personal contribution



⁶ This financial contribution is applied automatically; there is nothing you need to do.

⁷ Except in some exceptional cases of termination of the swap agreement through which the leverage is provided

⁸ At the end of the plan, the amount you will get back will be converted into your currency by applying the exchange rate between the Euro and your currency at that date

At the end of the holding period:

- You **recover your personal contribution**⁷ (i.e. the amount that you invest) in Euro⁸ which is 100% guaranteed.
- You benefit from **a portion of any gain on all the shares subscribed on your behalf**. Your gain is calculated on the basis of the protected average increase in the Capgemini share price over the duration of the Plan, and not on the final share price at the end of the investment.
- The proportion of the gain that is allocated to you depends on the performance of the share price during the holding period.
- The pay-out is equal, at a minimum, to your personal contribution⁷ in Euro and may represent several times your personal contribution in Euro, depending on the protected average increase if significant.

In exchange for these advantages, you relinquish a portion of the increase, if any, in the price of the shares subscribed on your behalf, as well as the [12.5%] discount on the reference price, the dividends and other financial rights that may be paid on these shares during the plan term.

Also note that your investment will be denominated in Euro. This includes both the guaranteed amount and any eventual gains. This means that the value of these amounts when expressed in your currency will vary with changes in the currency exchange rate between the Euro and your currency. If the value of the Euro compared to your currency increases, the value of the investment in your currency will increase, whereas if the value of the Euro decreases, the value of the investment in your currency will decrease. In the event of such a decrease, you are not guaranteed to recover the full amount of your initial investment in your currency.

Examples

Examples below are based on a 60% indexation – i.e. Multiplier = 6 and reference price = €100. The amounts shown are solely for indicative purposes, to make the offer easier to understand. In these examples, an indicative reference price of €100 was used, i.e. a subscription price by employees of €87.5 (87.5% x €100) [with a 12.5% discount].

Note that the performance is calculated by relinquishing the discount.

If the protected average increase in the Capgemini share price over the 2021-2026 period has been.... <i>Which means an average of readings of...</i>	0% €100	10% €110	25% €125	50% €150
... by investing €[175] in 2021, in 2026 the cash bonus enables you to receive	€175	€320.45	€495	€708.33
You will therefore multiply your personal contribution by...	1	1.83	2.83	4.05
In other words this makes an average annual return of...	0%	12.9%	23.1%	32.3%

The investment return is not proportionate to the protected average increase in the Capgemini share. Participation in the average increase varies: it decreases as the protected average increase in the price of the Capgemini share grows.

For details of how these examples were calculated, please see the Key Investor Information Document <https://esop.capgemini.com/2021>.

⁹ Before tax and social security contributions, if applicable (without taking into account changes in the exchange rate between the Euro and your currency); the amount you will receive is the countervalue in your local currency of the euro amount, using the exchange rate at the time of exit; please see the Local Supplement.



WHAT IS THE PROTECTED AVERAGE INCREASE?

The protected average increase is the difference between the average of the share price readings and the reference price, which will be set on November 3, 2021.

For 5 years,

From the date of the share delivery (i.e., first reading) to October 30, 2026, the closing Capgemini share price will be recorded on the last trading day of each month (i.e. 60 monthly readings in total):

- If, when the share price is recorded, it is less than or equal to the reference price, the reference price will be recorded. This means that the average of the 60 readings will reflect only values greater than or equal to the reference price.
- If the share price is higher than the reference price, the actual share price will be recorded

At the end of the 5-year period...

- The **average** of the 60 readings reflects only values greater than or equal to the reference price.
- The **protected average increase** is the difference between the average of the readings and the reference price.
- If none of the readings are higher than the reference price, you will not receive any gain and will recover only the amount of your personal contribution in Euro. **However, it takes only one reading higher than the reference price for you to make a gain.**



REFERENCE PRICE:

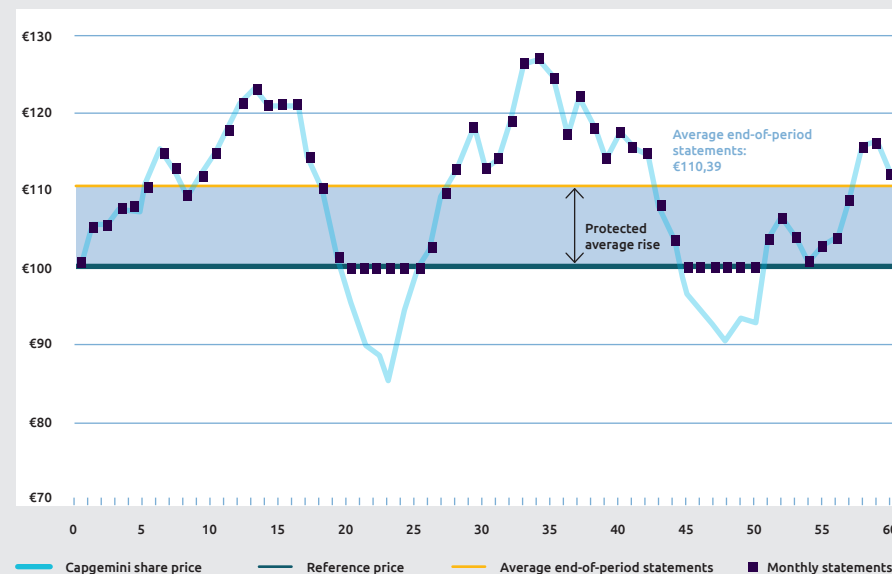
It is an average of the Capgemini share prices on Euronext Paris, during the 20 trading days prior to November 3, 2021.

SUBSCRIPTION PRICE:

The price at which the employee shareholding fund buys Capgemini shares. It is equal to [87.5]% of the reference price. The discount is the difference between the reference price and the subscription price, and is not taken into account in the calculation of the performance.



Example of change in the Capgemini share price over 5 years



At the end of the holding period, the share price may be above or below the average of the readings.

USEFUL INFORMATION

With ESOP 2021, up to [4] million ordinary shares can be subscribed by Group employees.

Should demand exceed supply, the following reduction rule will apply, based on the average subscription, defined as the ratio between the maximum number of shares issued and the number of subscribers to the plan, you may be in one of the following cases:

CASE 1: Your subscription is lower than or equal to the average subscription: you are sure to receive all the shares you have reserved.

CASE 2: Your subscription is greater than the average subscription: you receive the shares you have reserved up to the average subscription; beyond this, your subscription will be reduced with a proportional allocation of shares requested within the limit of the total number of shares available.

All subscriptions below or equal to the average are fully allocated.

- The FCPE subscribes for these shares on your behalf at a price which will be communicated to you on November 3, 2021. So, through this fund, you indirectly own shares in your company.
- Your investment must be held for a period of five years (except in case of authorised early release). At the end of this holding period, it will become available and you will be able to redeem it¹¹.
- Your investment will be held for five years in accordance with French law. However, all or part of your investment may be released before the end of this period if one of the following situations arises:

Early release

In some circumstances, early release may be allowed, for instance in case of:

- Termination of the employment contract.
- Disability of the employee.
- Death of the employee.

Please refer to your local supplement for early release events authorized in your country.

Calculating gains in the event of early release

Monthly readings are reflected in the protected average increase until the early release date. For missing readings up to the last one (or the reference price if it is higher) will be repeated as many times as necessary so that the average is still based on 60 values.

The Key Investor Information Document (KIID), the FCPE's Regulations, the SAR Information Notice and the IGSP Regulations are available on:
<https://esop.capgemini.com/2021>

¹¹ If you do not ask to redeem your investment, the Supervisory Board may decide to transfer the assets of the compartment into another FCPE in the IGSP, with the approval of the AMF (French Financial Markets Authority). This new fund would be invested in Capgemini shares, whose unit value would fluctuate in line with changes in the Capgemini share price, and will no longer offer the protection afforded by ESOP 2021.



DATES TO REMEMBER...

2021

■ September 15 – October 4, 2021

I can reserve my Capgemini shares

■ November 3, 2021

Reference price and subscription price announced

■ November 8-10, 2021

I can cancel my reservation or subscribe for a limited amount¹²

¹² A maximum of 0.25% of your 2021 gross annual compensation

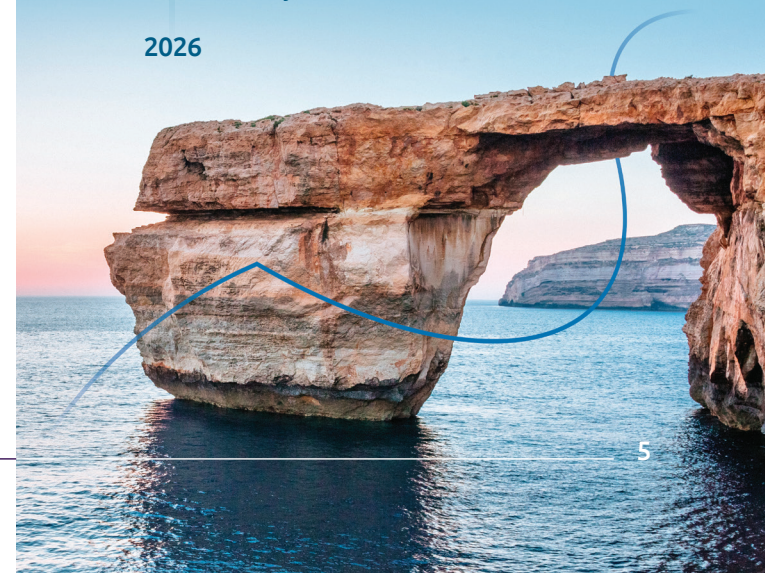
■ December 16, 2021

Share delivery

■ January 2022

I receive my individual statement

2026



IN PRACTICE...



Am I eligible for ESOP 2021?

To be eligible for ESOP 2021, you must meet the following three criteria:

- 1** - Be an employee of a Capgemini group¹³ company.
- 2** - Be employed by that company **for at least one day** November 8 and 10, 2021 (inclusive).
- 3** - On November 10, 2021, have been employed by Capgemini for **at least three months**, consecutive or otherwise, since January 1, 2020.

How much can I invest?

Your personal contribution in ESOP 2021 is:

- A minimum of INR 8,500.
- A maximum of 2.5%¹⁴ of your 2021 gross annual compensation (estimated when you subscribe)

When and how do I sign up?

Between September 15 and October 4, 2021 (the reservation period), you may submit a reservation order to acquire FCPE units invested in Capgemini shares by indicating the amount you wish to invest:

- At <https://esop.capgemini.com/2021>, using the username sent to you by e-mail.
- If you do not have access to the internet, you can use the **reservation form**. Just complete it, sign it and return it to the indicated address.

Between November 8 and 10, 2021 (revocation/subscription period)¹⁵:

- You may cancel your reservation.
- If you did not reserve shares between September 15 and October 4, 2021, you may still subscribe, but only for a **reduced amount, limited to 0.25%** of your estimated 2021 gross annual compensation.

How do I pay for my investment?

Payment method available in your country are described in the subscription tool online or subscription form and in the document called Local Supplement.

Who will represent me at the FCPE's Supervisory Board?

The supervisory board exercises the voting rights of the shares held by the FCPE; in case of proven shortage of liquidity of the loan-borrowing (as described in the Fund's rules), the supervisory board may not be able to exercise all the voting rights of the shares held by the FCPE.

What is the applicable tax treatment?

The tax treatment applicable to your participation in ESOP 2021 is described in the document called Local Supplement.

¹³ A company in which Capgemini holds a majority shareholding and which is a member of the International Group Savings Plan (IGSP)

¹⁴ This amount is limited to 0.25% if you subscribe during the revocation/subscription period.

¹⁵ In the same way at <https://esop.capgemini.com/2021> (using the username and password sent to you by e-mail)

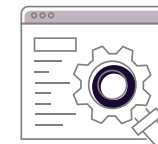
CAPGEMINI GROUP

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.

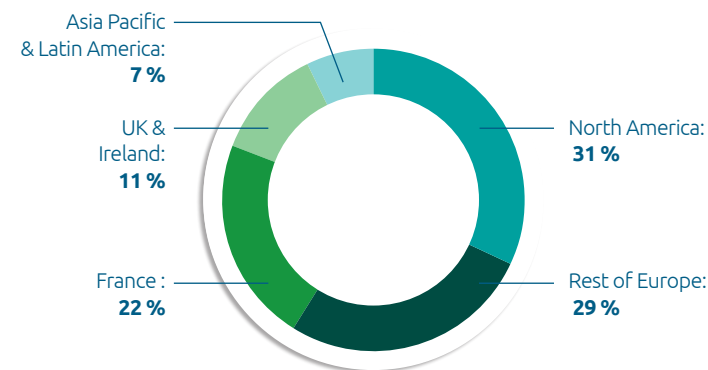
Now, Capgemini has 270,000 employees, including 125,000 in India, and it operates in nearly 50 countries. Capgemini has had the same goal since 1967: Helping businesses to be more efficient, innovative and agile through technology.



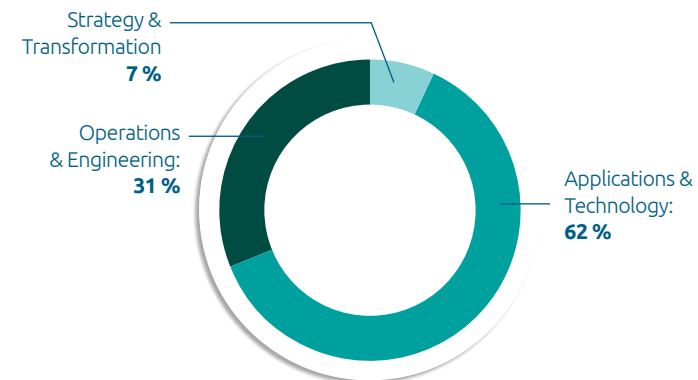
Number of employees (at December 31, 2020)



■ Breakdown of 2020 revenue by main geography



■ Breakdown of 2020 revenue by business



Avertissement:

Capgemini periodically publishes information, including financial documents, on the "Investors" section of its website <https://investors.capgemini.com/>

We invite you to read these documents - they contain important information on the company's activities, strategy and objectives, inherent risk factors for the company, and information on its business and financial performance.

This Offering is made in reliance of the exemption from publishing a prospectus provided for in Article 1.4(i) of the EU Prospectus Regulation 2017/1129/EC, and this document, together with the local supplement, constitutes the document required to qualify for such exemption.

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