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Capgemini in exclusive negotiations to acquire Prosodie

This strategic acquisition would mark the arrival of Capgemini on the high-value-added front-office transaction solutions market

Paris, June 14, 2011 – Capgemini, one of the global leaders in consulting, IT services and outsourcing, has entered into exclusive negotiations with the funds managed by Apax Partners and the Prosodie management team with a view to acquiring Prosodie, the multi-channel services operator. This acquisition would enable Capgemini to round out its services offer in the dynamic client-relationship solutions market. It would be a perfect fit for the Group’s growth strategy in new IT operating business models (NBM). This involves Capgemini building, alongside existing services, a proprietary solutions offer. In spite of the economic crisis, Prosodie has delivered steady organic growth and strongly increased its profits over the past four years. The acquisition would be done based on an enterprise value of €382 million, including the cost of two recently-announced acquisitions, Internet-Fr in France and LevelIP in Italy. The transaction would be financed in cash from the Group’s net cash balance and would be accretive to net earnings per share from the first year. Capgemini France and Prosodie are currently in the process of informing and consulting with employee representatives. Authorization will be sought from the French competition authorities. The transaction is expected to be finalized by the end of July.

To round out its service offering in terms of geographical criteria, Capgemini acquired a majority stake in one of the leading IT services companies of Brazilian origin, CPM Braxis, at the end of 2010. The acquisition of Prosodie would be a major step in the right direction for Capgemini in terms of client solutions. Following the acquisition of Avantias and Artesys (both in France) and BI Consulting Group in the United States, this fourth acquisition of the year 2011 would underline the Group’s commitment to continue expanding in its traditional markets.

Prosodie, a leader in multi-channel transactional flow management

At the heart of the digital economy, Prosodie has a unique position in France and elsewhere in Europe thanks to its expertise in the overlapping areas of IT and telecoms. Prosodie proposes to its clients all-in-one, innovative solutions. These offers cover all aspects of the multi-channel client relationship and prepayment – both areas

where the company is the leader in France –, as well as payment and hosting of services that are highly secure and available 24/7. Prosodie counts 861 team members and is underpinned by a solid R&D capacity. The company is present in France, Spain, and just recently, Belgium. In 2010, it reported consolidated revenues of €172.3 million and a 15.9% operating margin (EBIT)¹.

More recently, Prosodie significantly strengthened its position on the Internet applications hosting market with the announcement, at the end of May, of the acquisition of two companies: Internet-Fr in France and LevelIP in Italy.

Prosodie's client offers would complement Capgemini's, especially in the case of those targeted at financial and public sector clients, as well as telecom operators and major retailers. They would form part of Capgemini's New Business Model service line, the aim of which is to develop services based on proprietary solutions invoiced on a pay-as-you-go basis. For its part, Prosodie would benefit from Capgemini's global client portfolio and would be able to continue to expand internationally, while taking advantage of Capgemini's market intelligence and technical expertise.

Once completed, this acquisition, financed entirely from the Group's net cash position, would be accretive to Capgemini's operating margin. It will also be accretive to net earnings per share – excluding operating synergies – of at least 3% in 2011 and around 4% in 2012.

For Georges Croix, Chairman and CEO of Prosodie: “We would be delighted to join a global group with whom we share the same values, and more crucially, a similar entrepreneurial spirit. Integrating our solutions with Capgemini's services offer would enable us to meet clients' needs for a full end-to-end service, from developing their IT system through to managing the client relationship.”

For Paul Hermelin, Capgemini Vice-Chairman CEO: *“This acquisition would be a perfect fit with our growth strategy: to expand in the high-value-added solutions market segment. At a time of personalization and dematerialization of services, linking up with a leader in front-office transaction solutions and benefiting from the know-how of its 861 team members would provide us with a major competitive advantage. All the more so given that we share with Prosodie the conviction that technological innovation goes hand-in-hand with commercial innovation.”*

About Capgemini

Capgemini, one of the world's foremost providers of consulting, technology and outsourcing services, enables its clients to transform and perform through technologies. Capgemini provides its clients with insights and capabilities that boost their freedom to achieve superior results through a unique way of working, the Collaborative Business ExperienceTM. The Group relies on its global delivery model called Rightshore[®], which aims to get the right balance of the best talent from multiple locations, working as one team to create and deliver the optimum solution for clients. Present in 40 countries, Capgemini reported 2010 global revenues of EUR 8.7 billion and employs over 112,000 people worldwide.

More information is available at www.capgemini.com.

Rightshore[®] is a trademark belonging to Capgemini

¹ adjusted to exclude free share charges for the year (published operating margin amounts to 15.3%)

About Prosodie

Cloud computing player, Prosodie is specialized in multi-channel transactional flows management for large corporate accounts. Prosodie's areas of expertise include: multi-channel customer relationship, IT outsourcing, mobile services, prepaid and payment services. Located in France, Spain, and Belgium, the group achieved in 2010 €172.3 million in consolidated revenues, €26.3 million in operating profits and employed a total number 861 people (31 December 2010). Prosodie's activities throughout France are ISO 9001 v2000 certified.

www.prosodie.com

Forward Looking Statements

This press release contains forward-looking statements with respect to Capgemini's financial condition, results of operations, business, strategy and plans. Although Capgemini believes that such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance. Actual results may differ materially from the forward looking statements as a result of a number of risks and uncertainties, many of which are outside our control, including but not limited to the risks regarding antitrust and regulatory approval as well as the risks described in the documents Capgemini has filed with the Autorité des Marchés Financiers (French securities regulator) and which are also available in English and French on our website (www.capgemini.com). Investors and security holders may obtain a free copy of the documents filed by Capgemini with the Autorité des Marchés Financiers at www.amf-france.org, or directly from Capgemini.

*The present forward-looking statements are made as of the date of this presentation and Capgemini did **not** disclaim any intention or obligation to provide, update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.*