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## **Capgemini proposes to acquire the North American business of Ciber Inc.**

Paris and Denver, Colorado, April 10 2017 – [Capgemini](#) and Ciber Inc. (“Ciber”) today announced that they have entered into an agreement pursuant to which Capgemini will acquire the North American operations of Ciber, for a total price of \$50 million. The assets to be acquired include the majority of the North American business of Ciber, covering client-focused assets, employees and operations, with revenue of c. \$275 million. The transaction excludes certain liabilities of Ciber as well as its international operations.

The acquisition of the North American business of Ciber, a provider of technology services and IT specialists, will strengthen Capgemini’s presence in the region with key Fortune 1000 clients in sectors such as Automotive, Telecom and Media. The deal will increase Capgemini’s workforce by an estimated 2,000 consultants in the US and 1,000 in India.

The transaction has been approved by Ciber’s board of directors and will be implemented through a sale of Ciber’s assets under Chapter 11 of the United States bankruptcy code, for which Capgemini has agreed to act as the stalking horse acquirer. Subject to the positive outcome of this process, the transaction should close by the end of the second quarter of 2017.

### **Accretion to 2018 EPS**

Capgemini plans to carry out most of the integration process and turnaround action plan by the end of 2017, leading an accretion to Capgemini earnings per share as of the first half of 2018. The impact from current Ciber operational losses on the 2017 Group combined operating margin\* is expected to be limited to less than 20 basis points. In this context, Capgemini continues to target a Normalized EPS\* of close to €6.10 per share in 2017.

### **Straightforward integration**

The acquired assets will be combined with the existing US operations of Capgemini’s Technology and Engineering Services (Sogeti). This should lead to a straightforward and well contained integration process and a rationalization of the overhead costs, driving the return to profitability of Ciber’s operations and leveraging a strong client base.

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\* the terms and non-GAAP measures marked with an (\*) are defined in the Capgemini registration document

The combination of the acquired business with the existing Sogeti operations in North America, which have delivered strong growth and operating margin for the last 10 years, will increase Sogeti's footprint and reinforce its ability to deliver locally to its clients across key markets in North America. Through this transaction Sogeti business in the region would grow in excess of 50% and represent more than 15% of Capgemini North American business.

### **Attractive transaction for Ciber's customers and employees**

As a result of the contemplated transaction, Capgemini will ensure as a priority the continuity of the business acquired serving the core Ciber customers in North America, and will make sure the employees will continue to operate seamlessly with existing clients through the ongoing process, helping to preserve the value for the stakeholders including employees and clients.

Ciber's clients will benefit from the highest levels of service Capgemini is known to provide its clients while gaining access to enhanced capabilities and a global footprint. Ciber's employees, who bring with them a wide range of highly valued skills and expertise, will be offered new positions with similar terms within the Capgemini group and will benefit from joining a global leader in its markets.

### **Stalking Horse process**

On April 9, Ciber and certain of its wholly-owned subsidiaries filed voluntary petitions to reorganize under Chapter 11 of the United States Bankruptcy Code. Capgemini's stalking horse bid, including bid protections, is subject to approval by the bankruptcy court. If the bankruptcy court approves the stalking horse bid, Ciber may be required to hold an auction for these assets before Capgemini can consummate the acquisition. Consummation of the acquisition would then be subject to Capgemini being selected as the successful bidder in any such auction, if applicable, and bankruptcy court approval. Skadden Arps Slate Meagher & Flom LLP is acting as legal counsel and Lazard is acting as financial advisor to Capgemini on the transaction.

### **About Capgemini**

With more than 190,000 people, Capgemini is present in over 40 countries and celebrates its 50<sup>th</sup> Anniversary year in 2017. A global leader in consulting, technology and outsourcing services, the Group reported 2016 global revenues of EUR 12.5 billion. Together with its clients, Capgemini creates and delivers business, technology and digital solutions that fit their needs, enabling them to achieve innovation and competitiveness. A deeply multicultural organization, Capgemini has developed its own way of working, [the Collaborative Business Experience™](#), and draws on [Rightshore®](#), its worldwide delivery model.

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