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Launch of a fifth Employee Share Ownership Plan

- **Capital increase up to 2,500,000 shares reserved for Group's employees**
- **Share buyback to neutralize the related dilution**

Paris, September 24, 2018 – [Capgemini](http://www.capgemini.com) announces the launch of a fifth employee share ownership plan (ESOP) and the implementation of a dedicated share buyback envelope designed to neutralize its dilution for the existing shareholders.

The new employee share ownership plan is offered to approximately 98% of the employees and is part of the Group's policy to associate all employees with its development and performance. The employee shareholding resulting from previous ESOPs represents around 4.5% of Capgemini SE's share capital. This fifth ESOP will be implemented through a capital increase reserved for the Capgemini employees for a maximum of 2,500,000 shares (i.e. about 1.5% of outstanding shares), with settlement-delivery no later than December 18, 2018. The main terms and conditions of this employee share ownership plan are detailed in an appendix to this press release.

As in 2017, the Board of Directors of Capgemini SE at its meeting of July 26, 2018 decided to authorize a dedicated share buyback envelope with the objective of cancellation in order to neutralize the dilutive effect of this capital increase. Consequently, Capgemini SE entered today into a share repurchase agreement with an investment service provider which is also the financial institution structuring the ESOP. Under this contract Capgemini has agreed to repurchase up to 2,500,000 shares for a maximum of €275,625,000 in view of their cancellation. The main terms and conditions of the share repurchase agreement are detailed in an appendix to this press release.

The terms of these transactions are in accordance with the authorizations granted by the Shareholders' Meeting of May 23, 2018.

About Capgemini

A global leader in consulting, technology services and digital transformation, Capgemini is at the forefront of innovation to address the entire breadth of clients' opportunities in the evolving world of cloud, digital and platforms. Building on its strong 50-year heritage and deep industry-specific expertise, Capgemini enables organizations to realize their business ambitions through an array of services from strategy to operations. Capgemini is driven by the conviction that the business value of technology comes from and through people. It is a multicultural company of 200,000 team members in over 40 countries. The Group reported 2017 global revenues of EUR 12.8 billion.

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This press release may contain forward-looking statements. Such statements may include projections, estimates, assumptions, statements regarding plans, objectives, intentions and/or expectations with respect to future financial results, events, operations and services and product development, as well as statements, regarding future performance or events. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates", "plans", "projects", "may", "would" "should" or the negatives of these terms and similar expressions. Although Capgemini's management currently believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking statements are subject to various risks and uncertainties (including without limitation risks identified in Capgemini's Registration Document available on Capgemini's website), because they relate to future events and depend on future circumstances that may or may not occur and may be different from those anticipated, many of which are difficult to predict and generally beyond the control of Capgemini. Actual results and developments may differ materially from those expressed in, implied by or projected by forward-looking statements. Forward-looking statements are not intended to and do not give any assurances or comfort as to future events or results. Other than as required by applicable law, Capgemini does not undertake any obligation to update or revise any forward-looking statement.

This press release does not contain or constitute an offer of securities for sale or an invitation or inducement to invest in securities in France, the United States or any other jurisdiction.

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APPENDICES

I – Main terms and conditions of the employee share ownership plan

ISSUER

Capgemini SE
Compartment A – Euronext Paris (France)
Common share ISIN code: FR0000125338 – CAP

PURPOSE OF THE OFFERING

This capital increase is reserved for the employees of Capgemini SE, and its French and foreign subsidiaries who are members of the Group Savings Plans.

OFFERED SECURITIES

At the Ordinary and Extraordinary Shareholders' Meeting of May 23, 2018, the shareholders of Capgemini SE authorized the Board of Directors to increase the share capital of the company in connection with this offering.

In accordance with this authorization, the Board of Directors approved the offer in principle on July 26, 2018, and delegated to Paul Hermelin, Chairman and Chief Executive Officer of Capgemini SE, the powers required for its implementation.

The maximum number of shares permitted to be issued in the context of this offering is 2,500,000 shares.



According to the projected timeline, the Chairman and Chief Executive Officer, acting on the delegation granted to him by the Board of Directors, will decide on the final terms and conditions of the plan on November 12, 2018, notably the subscription price of the newly-issued shares. The subscription price will be equal to 87.5% of the Reference Price.

In accordance with the provisions of Article L. 3332-19 of the French Labor Code, the Reference Price is equal to the arithmetic average of the daily average prices weighted by the volumes of the Capgemini SE share on compartment A of Euronext Paris during the twenty (20) trading days preceding the decision of the Chairman and Chief Executive Officer, i.e., from October 15, 2018 to November 9, 2018.

The subscription/withdrawal period will be opened from November 13 until November 15, 2018. During this period, the employees will be able to, according to their choice, confirm, subscribe or withdraw their request to subscribe that was submitted during the reservation period taking place between September 24 and October 11, 2018.

The new shares will be entirely assimilated into the existing common shares comprising Capgemini SE's share capital. These shares will carry right to dividends distributed in respect of periods as from January 1, 2018. According to schedule, the capital increase will be realized on December 18, 2018.

CONDITIONS OF THE SUBSCRIPTION

- *Beneficiaries of the capital increase reserved for employees:* beneficiaries of the offering are employees of the Capgemini Group companies' members of the Group Savings Plans, regardless of the nature of their employment contract (fixed or indefinite term length, full or part-time employment) and that are able to justify a three-month seniority by the end of the subscription period, i.e. November 15, 2018.
- *Terms and conditions of the subscription:* the shares will either be subscribed to directly or through an FCPE (*Fonds Commun de Placement d'Entreprise*), in accordance with applicable regulatory and/or tax legislation in the various countries of residence of the capital increase beneficiaries.
- *Subscription formula:* employees will be able to subscribe to Capgemini shares within the framework of a unique subscription formula called *leveraged and guaranteed*, allowing the employee to benefit from a guarantee on their investment made into this plan. In certain countries, employees will be allocated Stock Appreciation Rights (SAR) by their employer, the amount of which will be indexed in accordance with a formula similar to the one offered under the leveraged formula.
- *Lock up period applicable to the Capgemini shares or to the corresponding FCPE units:* the subscribers to the offer shall hold either the shares subscribed to directly, or the corresponding units of the FCPEs, for a five-year period, except in the event of an authorized early exit.
- *Exercising voting rights attached to the shares:* when shares are subscribed to, then held, via the intermediary of an FCPE, voting rights attached to these shares will be exercised by the relevant FCPE Supervisory Board; when shares are subscribed to directly by employees, voting rights will be exercised individually by the relevant employees.

HEDGING TRANSACTIONS

The implementation of the leveraged guaranteed offering may lead the financial institution structuring the offer (Crédit Agricole Corporate and Investment Bank), to undertake hedging transactions, in particular as of the beginning of the fixing period of the Reference Price, i.e. October 15, 2018, and over the entire course of the plan.



LISTING

The request to list the newly-issued Capgemini shares to trading on the same line of compartment A of Euronext Paris (ISIN code: FR0000125338), as the existing shares will be made as soon as possible following the completion of the capital increase scheduled to take place on December 18, 2018.

SPECIAL NOTE REGARDING THE INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation of offers to subscribe to Capgemini shares. The capital increase of Capgemini reserved for employees will be conducted only in countries where such an offering has been registered with or notified to the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or to proceed to a registration or notification of the offering.

More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the required authorizations have been obtained.

EMPLOYEE CONTACT

For all questions regarding this offering, the beneficiaries may address their Human Resources contact person and/or any other person specified in the documentation submitted to employees.

II – Main terms and conditions of the share repurchase agreement

Capgemini SE commits to repurchase up to 2,500,000 shares for a maximum of €275,625,000 in view of their cancellation.

The price per share to be paid will be calculated on the basis of the arithmetic average of the daily volume weighted average prices (VWAP) over a period of 20 trading days, starting on October 15, 2018 and corresponding to the fixing period of the Reference Price of the new ESOP.

Buybacks by the investment services provider under this agreement will cease no later than November 9, 2018.