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Capgemini launches a €500 million capital increase in the context of the financing of the IGATE acquisition

Paris, 9 June 2015 – Following the announcement, on 27 April 2015, of the project to acquire the American provider of integrated technology and operations based solutions Company IGATE Corporation, Capgemini launches today a capital increase by way of a private placement with the issuance of a maximum number of 7 million new Cap Gemini shares representing approximately 4.2% of the share capital¹. The gross proceeds of the share capital increase would amount to approximately €500 million.

Context of the transaction

On 27 April 2015, Capgemini announced the signing of a definitive merger agreement pursuant to which, the Group will acquire the company IGATE Corporation for a cash consideration of \$48 per share. The transaction will amount to USD 4.0 billion and is expected to be accretive to Capgemini's normalized Earnings Per Share (EPS) of at least 12% in 2016 and 16% in 2017.

Capgemini specified on that occasion that the transaction will be financed by its surplus cash, a capital increase resulting in a dilution of no more than 6% of Capgemini's share capital and non-convertible bonds for the remaining. In this respect, the capital increase launched today, of an amount below the initially announced cap, aims primarily at early refinancing part of the USD 3.8 billion bridge loan implemented in the context of the IGATE acquisition, which is still expected to close in the second semester 2015².

The acquisition of IGATE should enable the Group to grow its presence in North America, by far the largest and most innovative technology and services market in the world, is at the top of the Group's strategic agenda. The combination of IGATE and Capgemini increases the Group's revenues in the region by 33% to an estimated USD 4 billion, making North America its first market with approximately 30% of the pro-forma combined revenues in 2015. Moreover, thanks to this transaction, Capgemini will increase its competitiveness on all its markets and expand its services portfolio in key sectors as financial services.

¹ Based on 165,435,126 shares making up the share capital on the date thereto.

² The completion of the merger is subject to the usual conditions, as the required regulatory authorizations. As at the date thereto, the transaction has been authorized by the German and American competition authorities. The Brazilian, Canadian and Indian competition authorities still have to give their authorizations as well as the CFIUS (Committee on Foreign Investment in the United States).

As a reminder, Capgemini published its first quarter of 2015 revenue simultaneously with the announcement of the acquisition project. Revenue increased by 10.5% at current perimeter and exchange rates over the same period in 2014 supported by a strong growth in North America where its revenue grew 33.8% at current perimeter and exchange rates and 11.7% on a like-for-like basis.

Key features and indicative timetable of the capital increase

The transaction which has been authorized by the Board of Directors on 8 June 2015, consists of a private placement exclusively offered to institutional investors, with no preferential subscription rights or pre-emptive rights pursuant to the delegations granted under the 25th and 26th resolutions by the Company's general shareholders meeting held on 7 May 2014 and the provisions of articles L. 225-136 of the French Commercial Code and L. 411-2 II of the French Monetary and Financial Code.

Bookbuilding starts immediately.

The final subscription price and final number of new ordinary shares issued are expected to be announced by Capgemini as soon as practicable after the close of the book building and no later than 10 June 2015 before the opening of the markets.

The settlement-delivery of the new shares should occur on 12 June 2015.

Capgemini has agreed a lock-up on the shares of the Company, for a period of 90 calendar days subject to certain usual exceptions.

Public information

The transaction is not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (AMF). Detailed information on Capgemini, including its business, results, perspectives and related risk factors appear in the Company's reference document registered by the AMF on 1st April 2015 under number D.15-0276, which is available together with all the press releases and other regulated information about the Company, at the Company's website (www.capgemini.com).

Financial intermediaries

Morgan Stanley and BNP Paribas are acting as Global Coordinators, Joint Lead Managers and Joint Bookrunners in the capital increase and Crédit Agricole CIB and HSBC as Joint Lead Managers and Joint Bookrunners.

About Capgemini

With more than 145,000 people in over 40 countries, Capgemini is one of the world's foremost providers of consulting, technology and outsourcing services. The Group reported 2014 global revenues of EUR 10.573 billion. Together with its clients, Capgemini creates and delivers business and technology solutions that fit their needs and drive the results they want. 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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