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## **Launch of a fourth Employee Share Ownership Plan and authorization of a share buyback in order to neutralize its dilution**

**Paris, September 20, 2017** – Capgemini announces the launch of a fourth employee share ownership plan (ESOP) and the strengthening of the share buyback program in order to neutralize its dilution for the existing shareholders.

The new share ownership plan is offered to approximately 97% of the employees and is part of the Group's policy to associate all employees to its development and performance. Employee shareholding represents approximately 5.3% of Capgemini SE's share capital following the success of the previous ESOP plans. This fourth ESOP plan will be implemented through a capital increase of a maximum of 3,600,000 shares reserved for the Capgemini employees, with settlement-delivery no later than December 18, 2017. The terms and conditions of this employee share ownership plan are detailed in an appendix to this press release.

In addition, the Board of Directors of Capgemini SE at its meeting of September 19, 2017 decided to authorize an additional share buyback program of up to 3,600,000 shares, for a maximum amount of €400 million, with the objective of cancellation in order to neutralize the dilutive effect of this capital increase.

The terms of these transactions are in accordance with the authorizations granted by the Shareholders' Meeting of May 10, 2017.

### **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. Learn more about us at [www.capgemini.com](http://www.capgemini.com).

*Rightshore® is a trademark belonging to Capgemini*

## **DISCLAIMER**

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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## **APPENDIX**

### **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 10, 2017, 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, 2017, and delegated to Paul Hermelin, Chairman and Chief Executive Officer of Capgemini SE, the powers required for its implementation.

The maximum amount of shares permitted to be issued in the context of this offering is 3,600,000 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 15,

2017, 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 18, 2017 to November 14, 2017.

The subscription/withdrawal period will be opened from November 16 until November 19, 2017. 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 25 and October 15, 2017.

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, 2017. According to schedule, the capital increase will be realized on December 18, 2017.

### **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 19, 2017.
- *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 (Société Générale), to undertake hedging transactions, in particular as of the beginning of the fixing period of the reference price, i.e., October 18, 2017, 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, 2017.

### **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.