

ESOP 2022

LEVERAGED PLAN

LEVERAGED PLAN SUBSCRIPTION AGREEMENT

To: **CAPGEMINI S.A.** (the “**Company**”)

The undersigned (the “**Subscriber**”) hereby acknowledges receipt of

- (a) the Risk Statement attached hereto as Appendix A (the “**Risk Statement**”);
- (b) the employee brochure entitled “Information Brochure – ESOP”;
- (c) the document named “Capgemini S.A. Employee Share Offering – Local Supplement for Canada (the “**Local Supplement**”); and
- (c) the tax information in respect of the ESOP contained in the Local Supplement under the heading “Tax Information for Employees” (the “**Tax Information**”)

(collectively, the “**Offering Documents**”)

relating to the offering of securities under the ESOP 2022 Offering (the “**Offering**”). The units issued to the Subscriber under the ESOP shall be referred to herein as the “**Units**.” The Capgemini S.A. shares held on behalf of the Subscriber by the compartment “*ESOP Leverage NP 2022*” (the “**Leveraged Compartment**”) of the FCPE “*ESOP Capgemini*” shall be referred to herein as the “**Shares**.”

The Subscriber irrevocably confirms the Subscriber’s request for Units under the Offering, as provided in the Subscriber’s subscription form (the “**Subscription Form**”).

1. The Subscriber represents and warrants that

- (a) the Subscriber is eligible to purchase Units as requested in the Subscription Form;
- (b) the sum the Subscriber has paid under the Offering for Shares will not exceed:
 - (i) 2.5% of the Subscriber’s gross annual compensation (base salary, variable compensation that has been paid in 2022, or
 - (ii) 0.25% of the Subscriber’s gross annual compensation (base salary, variable compensation that has been paid in 2022;
- (c) if the Subscriber is a resident of Ontario, the Subscriber has executed and delivered all additional documentation and provided all information as may be required by the dealer designated for Ontario Subscribers (Ontario Subscribers will be provided with the name of the dealer in due course), including a completed New Account Information Form, if applicable;

- (d) this Subscription Agreement has been duly authorized and delivered by the Subscriber and constitutes the legal, valid, binding and enforceable agreement by the Subscriber; and
 - (e) the Subscriber has kept a copy of this Agreement and Appendix for his or her records.
2. The Subscriber hereby acknowledges that
- (a) the Subscriber has reviewed the Risk Statement attached in the Appendix hereto; and
 - (b) the Company or its affiliates may, in their sole discretion, accept or reject, in whole or in part, the Subscriber's subscription for Units under the ESOP.
3. If the aggregate amount of dividends earned on a Share acquired by the Leveraged Compartment on behalf of the Subscriber under the Offering, as determined at the end of each of the calendar years 2022 through 2027, exceeds 50 Euros in respect of such Share in any such calendar year (adjusted, as required, for all stock splits, consolidations or similar events having an effect on the Shares) (the "**Excess Dividend Amount**"), and the Subscriber is a resident of Canada pursuant to the *Income Tax Act* (Canada) at all times during the applicable calendar year, the Company shall indemnify the Subscriber for all Canadian income taxes incurred by the Subscriber with respect to the Excess Dividend Amount that arose in such calendar year.
4. This Subscription Agreement shall be governed by, interpreted and construed in accordance with, the laws of the Province of Ontario.
5. The Subscriber must date and sign below, in the presence of a witness, and print the Subscriber's name, address, telephone and facsimile number. This Subscription Agreement must be returned to Ms Jill Thompson (address: 1660 Tech Ave, Suite 3A Mississauga ON L4W 5S7; e-mail: jill.thompson@capgemini.com) together with the Subscription Form, no later than the deadline indicated on the Subscription Form.

DATED at _____, in the Province of _____ this ____ day of _____, 2022.

Name of Subscriber (Please Print)

Witness

Signature of Subscriber

Address

City Province

Postal Code

Telephone

Facsimile

THIS SUBSCRIPTION IS ACCEPTED BY CAPGEMINI S.A.

on the _____ day of _____, 2022.

By: _____
