



## CAPGEMINI EMPLOYEE SHARE OWNERSHIP PLAN LOCAL SUPPLEMENT FOR FINLAND

*You have been invited to invest in shares of Capgemini SE in the Capgemini Group employee share ownership plan 2022: ESOP. You will find below a brief summary of the local offering information and principal tax consequences relating to the offering. For a more complete description of the offering, please refer to the employee brochure provided to you together with this Local Supplement and to the regulations and Key Investor Information Document of the "ESOP Leverage NP 2022" compartment of the "ESOP CAPGEMINI" FCPE, available on the intranet site dedicated to the Offering.*

### Local Offering Information

#### Eligibility

All current employees of Capgemini Finland, in each case subject to a minimum employment condition of three months since January 1, 2021, up to the last day of the revocation period (November 9, 2022), employed for at least one day between November 7, 2022 to November 9, 2022.

#### Reservation and Revocation Periods

The reservation period starts on September 14, 2022 and lasts until October 3, 2022 (inclusive). During the reservation period, you will be able to submit your orders to subscribe Capgemini SE shares through an FCPE. During the reservation period you can place an order for maximum 2.5% of your estimated gross salary over 2022. The estimated gross salary will be calculated taking into account both your fixed salary and your variable salary. If the amount of your subscription exceeds this, your subscription may automatically be reduced to 2.5% of the estimated gross annual salary that you will receive in 2022.

The revocation period starts on November 7, 2022, and lasts until November 9, 2022 (inclusive). During the revocation period, you may revoke your order, in its entirety only, if you wish. During this period you can submit a subscription for maximum 0.25% of your estimated gross salary over 2022. Upon the expiration of the revocation period, outstanding orders become binding and irrevocable.

## Subscription Price

The subscription price will be set by the CEO of Capgemini SE on November 3, 2022. It will be communicated to you on that day via postings in your workplace, and on the internet site dedicated to ESOP.

## Method of Payment – What Are the Payment Methods Available for My Subscription?

The following payment method is made available:

- Wire transfer by 9 December 2022 (bank account details will be provided to you separately).
- Please note that Capgemini Finland Oy has the right to collect any unpaid subscription price.

## Securities Notices

The Information Document pursuant to the EU Prospectus Regulation is composed of the Information Brochure and this Local Supplement.

## Voting Rights

As long as the Capgemini shares are held by the FCPE, the voting rights pertaining to such shares will be exercised by the elected members of the supervisory board of the FCPE representing the unitholders, on behalf of the employees.

## Early Exit Events – In Which Cases May I Ask for an Early Redemption?

In consideration of the benefits granted under this offering, your investment must be held for a period ending on December 15, 2027, except in the case of early exit events listed below:

- Termination of the employment contract;
- Disability of the employee;
- Death of the employee.

In these circumstances you (or your personal representatives) would need to request an early redemption as this would not be automatic.

Attention is drawn to the fact that a change of employer, where the new employer is an entity participating to ESOP in a country under the same structure as Finland, i.e. the FCPE's " ESOP Leverage NP " compartments, shall not constitute an early exit case. On the other hand, a change of employer, where the employer is an entity participating to ESOP in a country under a different structure, or to a non-participating country, may constitute, upon Capgemini's decision, an early exit case.

Early redemption may also be possible upon Capgemini SE's decision if the legal entity that employs you ceases to be a Capgemini SE subsidiary

These early exit events are defined by French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early exit event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing of the requisite supporting documentation.

## Labor Law Disclaimer

Your decision whether or not to participate in the ESOP offering is entirely voluntary and personal. Your decision will have no effect, either positive or negative, on your employment with a Capgemini Group Company. Nothing contained in any materials distributed or made available to you in connection with the ESOP offering and your subscription shall confer upon you any right or entitlement in respect of your employment, amounts due to you in respect of your employment or future offerings. Participation in the ESOP offering is separate from and does not form any part of any employment agreement to which you may be a party or the terms of your employment.

## Tax Information for Employees

*This summary sets forth general principles in effect on June 2022 that are expected to apply to employees (i) who are and will remain until disposal of their investment resident and working in Finland for the purposes of the tax laws of Finland and the French Republic and the Convention between Finland and the French Republic for the avoidance of double taxation dated 11 September 1970, as amended (the "Treaty"), (ii) who are and shall remain until disposal of their investment entitled to the benefits of the Treaty, (iii) who have an employment contract with a company controlled by Capgemini, and (iv) who are subject to the social security scheme of Finland.*

*Please note that neither Capgemini SE nor your employer is providing you with, and will not provide you with, any personal, financial or tax advice. Please also note that Fonds Commun de Placement d'Entreprise ("FCPE") is not recognized by Finnish tax law or commonly used in Finland for the conservation of shares held by employee-investors. The below summary is based solely on our understanding of the currently limited Finnish tax practice. For definitive advice, employees should consult their own tax advisors regarding the tax consequences of subscribing to Capgemini SE shares through the compartment "ESOP LEVERAGE NP 2022" of the FCPE "ESOP CAPGEMINI" in this offering. This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive.*

*The tax consequences listed below are described in accordance with Finnish and certain French tax law and tax practices, as well as the Treaty, all of which are applicable in June 2022. These laws, practices and the Treaty may change over time even with retroactive effect.*

### Upon Subscription

#### **I. Will I be required to pay any tax or social security charges at the moment of subscription?**

Taxes or social security charges should not be due upon subscription. In accordance with the current taxation practice, the taxation and social security charges should be deferred until the end of the lock-up period or an early exit event.

### During the Life of the Plan

#### **II. Will I be required to pay any tax or social security charges on dividends?**

*Under the ESOP offering, pursuant to the swap agreement, for all dividends received by the FCPE an equal amount is paid to the bank. Therefore, you do not benefit from dividends paid, if any, to the compartment "ESOP LEVERAGE NP 2022" of the FCPE "ESOP CAPGEMINI".*

##### **(i) Taxation in France**

In the absence of a distribution to employees by the FCPE "ESOP CAPGEMINI" of the dividends received from Capgemini, no withholding tax will be levied in France.

##### **(ii) Taxation in Finland**

In accordance with the current taxation practice, you should not be subject to taxation or social security charges when the FCPE receives and pays the dividends to the bank according to the swap agreement and they are not distributed to you.

#### **III. Will I be required to pay any wealth tax on the units I own?**

No wealth tax is levied in Finland.

### Upon Redemption

#### **V. Will I be required to pay any tax or social security charges when, at the end of the lock-up period (or in the event of an authorized early exit event), I ask the FCPE to redeem my units for cash?**

##### **(i) Taxation in France**

You will not be subject to income taxes in France on the gain, if any, realized on the redemption of your units.

##### **(ii) Taxation in Finland**

You should only be subject to income tax at the end of the five-year lock-up period (or earlier in the case of early exit). The possible gain from the investment should, as a starting point, be taxed as earned income at progressive tax rates of up to approximately 55% (in 2022) and be subject to the employee's health care payment (1.5% in 2022). However, if an early exit event happens before one year of the lock-up period has passed, the gains could be subject to all customary social security charges. Employee's customary social security charges would be in total approximately 11 % of the gains (based on the rates

in 2022). Correspondingly, the employer would be obliged to pay the employer's share of the social security charges. The amount of the taxable income will most likely be the difference between the value of your investment upon termination of the lock-up period (or the value of your investment upon early exit) and the amount of your original investment in 2022. To the extent that tax prepayment withheld by the employer in accordance with your tax card would not suffice for the payment of your taxes for the tax year in question (including tax payable on benefit from investment), you shall take care of payment of any outstanding tax yourself. The employee's health care payment is included in the withholding percentage stated on your tax card.

**Tax or social security charges that may be applicable if my assets are transferred from the "ESOP CAPGEMINI" FCPE to another FCPE, if I do not choose immediately to redeem my investment upon the expiration of the lock-up period.**

In accordance with the current taxation practice, you should be subject to taxation and social security charges at the end of the lock-up period irrespective of whether you request redemption of your units or not at such time.

If you decide to continue to hold any shares through the FCPE after the end of the lock-up period, you are responsible for verifying the applicable tax treatment and obligations independently. Based on current tax practice, any further gain upon redemption of such shares should, as a starting point, be taxed as capital income at tax rates of 30–34% (in 2022). Any gain or loss should be calculated as the redemption proceeds less the amount of your investment and the amount taxed as earned income.

Alternatively, in lieu of applying the actual acquisition costs, you could potentially choose to apply a presumptive acquisition cost equal to 20% of the sales price, or, if the shares sold have been held for a minimum of ten years, 40% of the sales price. If the presumptive acquisition cost would be used instead of the actual acquisition cost, any selling expenses would be deemed to be included therein, and therefore, could not be deducted in addition to the presumptive acquisition cost.

Capital losses are primarily deductible from capital gains arising in the same year and the following five years and secondarily also from other capital income arising in the same year and the following five years. Capital gains of individuals are tax-exempt if the total sales proceeds from the assets sold do not exceed EUR 1,000 during a tax year. The capital losses will not be tax deductible for individuals if the total amount of the acquisition prices of the assets sold does not exceed EUR 1,000 in a tax year. No social security charges should be applicable. The applicable taxes would not be withheld by the employer.

**V. Reporting obligations**

During the five-year lock-up period, you are obliged to report your holdings in the FCPE to the tax authorities as assets in your tax return. As the dividends received and paid to the bank by the FCPE should not be taxed in Finland at the time of receipt pursuant to the current practice, you should not be required to report them on the tax return. As a starting point, you have to report the taxable income in the tax return (or check the information on the pre-completed tax return) for the tax year in which the lock-up period ends (2027). In the case of an early exit event, you have to report the taxable income already in the tax return for the tax year in which you receive the taxable benefit from redemption.