

# ESOP

Employee Share  
Ownership Plan 2022

**SIGN UP TO  
THE NEW EMPLOYEE  
SHARE OWNERSHIP  
PLAN** from September 14 to October 3, 2022



To find out about ESOP 2022, go on  
<https://esop.capgemini.com/2022>

Capgemini 

## ESOP 2022 A BRIEF SUMMARY...

- A large scope: 97% of Group employees eligible, across 29 countries
- Accessible to a large audience: a minimum personal contribution of NOK 1,100.
- An offer in line with previous plans.
- A leverage mechanism, which protects your personal contribution in Euro and offers attractive yield potential if the Capgemini share price<sup>1</sup> rises over the duration of the plan.

On the other hand:

- The participation in the average increase is partial and decreases as the protected average increase in the price of the Capgemini share grows,
- In exchange for these advantages, your performance will be calculated without taking into account the 12.5% discount on the reference price.
- You will not earn dividends nor other financial rights that may be paid on these shares during the plan term.
- Your investment must be held for a period of five years (except in case of authorised early release).

<sup>1</sup> Capgemini SE, the parent company of the Capgemini group, is listed on «Euronext Paris». Capgemini SE (ISIN code: FR0000125338) is notably part of indexes Euronext CAC 40 and Euronext 100, and european indexes Euro Stoxx, Stoxx Europe 600, and Stoxx Europe 600 Technology. The Group performance as a responsible company is also recognized by its inclusion in different indexes based on ESG criteria (Environment, Social, Governance) such as CAC 40 ESG, Euro Stoxx ESG Leaders 50 and Bloomberg Gender Equality Index (GEI) indexes.

<sup>2</sup> *Fonds Commun de Placement d'Entreprise*: an employee shareholding fund that enables eligible Group employees to hold Capgemini shares

<sup>3</sup> Capgemini shares are denominated in Euro. The amount of your personal contribution in this plan will therefore be converted into Euro by application of the exchange rate between the Euro and your currency on November 2, 2022

<sup>4</sup> Or earlier in the event of an authorised early release

<sup>5</sup> Except in some exceptional cases of termination of the swap agreement through which the leverage is provided

## INVEST IN THE FUTURE OF OUR GROUP!

By subscribing for units in the “ESOP Leverage NP 2022” compartment of the ESOP Capgemini FCPE<sup>2</sup> which is invested in Capgemini shares<sup>3</sup>....

...at the end of the plan, on December 15, 2027<sup>4</sup>:

- You **get back** at least the amount of your personal contribution in Euro<sup>5</sup>
- You may **receive** a return on your investment that is higher than the growth of the Capgemini share performance over the duration of your investment



# WHAT IS THE POTENTIAL GAIN?

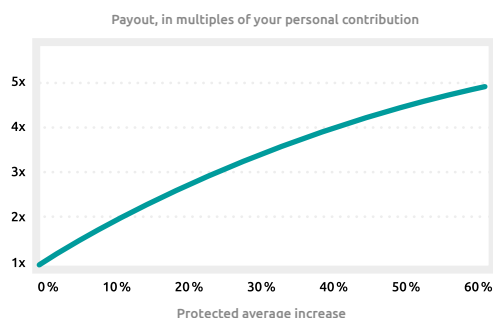


## AT THE TIME OF SUBSCRIPTION:

A financial contribution provided by a bank<sup>6</sup> enables the ESOP Leverage NP 2022 compartment to invest, on your behalf, **ten times** the amount of your personal contribution.

The leverage thus generated means that **your potential gain is greater** than if it was calculated solely on the basis of your personal contribution.

### For illustration purposes only



## AT THE END OF THE HOLDING PERIOD:

- You **recover your personal contribution**<sup>7</sup> (i.e. the amount that you invest) in Euro which is 100% guaranteed.
- You benefit from **a portion of any gain on all the shares subscribed on your behalf**. Your gain is calculated on the basis of the protected average increase in the Capgemini share price over the duration of the Plan, and not on the final share price at the end of the investment.
- The proportion of the gain that is allocated to you depends on the performance of the share price during the holding period.
- The pay-out is equal, at a minimum, to your personal contribution<sup>6</sup> in Euro and may represent several times your personal contribution in Euro, depending on the protected average increase if significant.

**In exchange for these advantages, you relinquish a portion of the increase, if any, in the price of the shares subscribed on your behalf, as well as the 12.5% discount on the reference price, the dividends and other financial rights that may be paid on these shares during the plan term.**

**Also note that your investment will be denominated in Euro. This includes both the guaranteed amount and any eventual gains. This means that the value of these amounts when expressed in your currency will vary with changes in the currency exchange rate between the Euro and your currency. If the value of the Euro compared to your currency increases, the value of the investment in your currency will increase, whereas if the value of the Euro decreases, the value of the investment in your currency will decrease. In the event of such a decrease, you are not guaranteed to recover the full amount of your initial investment in your currency.**

## EXAMPLES:

will be updated once the ESOP 2022 multiplier is fixed - Examples below are based on a 60% indexation – i.e. Multiplier = 6 and reference price = €150

*The amounts shown are solely for indicative purposes, to make the offer easier to understand.*

*In these examples, an indicative reference price of €150 was used, i.e. a subscription price by employees of €131.25 (87.5% x €150) with a 12.5% discount.*

**Note that the performance is calculated by relinquishing the discount.**

If the protected average increase in the Capgemini share price over the 2022-2027 period has been... Which means an average of readings of...	0% €150	10% €165	25% €187.5	50% €225
... by investing €262.50 in 2022, in 2027 you will receive <sup>9</sup>	€262.50	€510.68	€808.50	€1,172.50
You will therefore multiply your personal contribution by...	1	1.95	3.08	4.47
Which is equivalent to an average annual return of...	0%	14.2%	25.2%	34.9%

The investment return is not proportionate to the protected average increase in the Capgemini share. Participation in the average increase varies: it decreases as the protected average increase in the price of the Capgemini share grows.

For details of how these examples were calculated, please see the Key Investor Information Document:  
<https://esop.capgemini.com/2022>

<sup>9</sup> Before tax and social security contributions, if applicable (without taking into account changes in the exchange rate between the Euro and your currency); the amount you will receive is the countervalue in your local currency of the euro amount, using the exchange rate at the time of exit; please see the Local Supplement.

<sup>6</sup> This financial contribution is applied automatically; there is nothing you need to do.

<sup>7</sup> Except in some exceptional cases of termination of the swap agreement through which the leverage is provided

<sup>8</sup> At the end of the plan, the amount you will get back will be converted into your currency by applying the exchange rate between the Euro and your currency at that date

# WHAT IS THE PROTECTED AVERAGE INCREASE?

The protected average increase is the difference between the average of the share price readings and the reference price, which will be set on November 3, 2022.

## FOR FIVE YEARS,

From the date of the share delivery (i.e., first reading) to October 29, 2027, the closing Capgemini share price will be recorded on the last trading day of each month (i.e. 60 monthly readings in total):

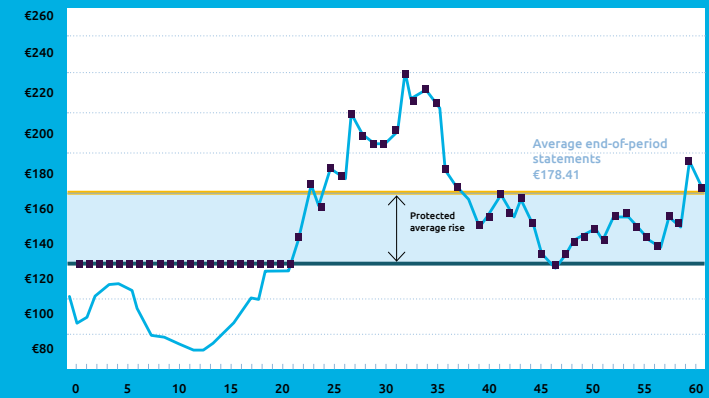
- If, when the share price is recorded, it is less than or equal to the reference price, the reference price will be recorded. This means that the average of the 60 readings will reflect only values greater than or equal to the reference price.
- If the share price is higher than the reference price, the actual share price will be recorded.

## AT THE END OF THE FIVE-YEAR PERIOD...

- The **average** of the 60 readings reflects only values greater than or equal to the reference price.
  - The **protected average increase** is the difference between the average of the readings and the reference price.
  - If none of the readings are higher than the reference price, you will not receive any gain and will recover only the amount of your personal contribution in Euro.
- However, it takes only one reading higher than the reference price for you to make a gain.**



## EXAMPLE OF CHANGE IN THE CAPGEMINI SHARE PRICE OVER 5 YEARS



— Capgemini share price  
— Reference price  
— Average end-of-period statements  
■ Monthly statements

At the end of the holding period, the share price may be above or below the average of the readings.

### REFERENCE PRICE:

It is an average of the Capgemini share prices on Euronext Paris, during the 20 trading days prior to November 3, 2022.



### SUBSCRIPTION PRICE:

The price at which the employee shareholding fund buys Capgemini shares. It is equal to 87.5% of the reference price.

The discount is the difference between the reference price and the subscription price, and is not taken into account in the calculation of the performance.

# USEFUL INFORMATION

With ESOP 2022, up to 3.5 million ordinary shares can be subscribed by Group employees.

Should demand exceed supply, the following reduction rule will apply, based on the average subscription, defined as the ratio between the maximum number of shares issued and the number of subscribers to the plan, you may be in one of the following cases:

**Case 1:** Your subscription is lower than or equal to the average subscription: you are sure to receive all the units you have reserved.

**Case 2:** Your subscription is greater than the average subscription: you receive the units you have reserved up to the average subscription; beyond this, your subscription will be reduced with a proportional allocation of shares requested within the limit of the total number of shares available.

**All subscriptions below or equal to the average are fully allocated.**

- The FCPE subscribes for these shares on your behalf at a price which will be communicated to you on November 3, 2022. So, through this fund, you indirectly own shares of your company.
- Your investment must be held for a period of five years (except in case of authorised early release). At the end of this holding period, it will become available and you will be able to redeem it<sup>10</sup>.
- Your investment will be held for five years in accordance with French law. However, all or part of your investment may be released before the end of this period if one of the following situations arises:

## EARLY RELEASE

*In some circumstances, early release may be allowed, for instance in case of:*

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

*Please refer to your local supplement for early release events authorized in your country.*

Applications for early release of your assets should be sent to your employer.

## CALCULATING GAINS IN THE EVENT OF EARLY RELEASE

Monthly readings are reflected in the protected average increase until the early release date. For missing readings up to the last one (the last reading (or the reference price if it is higher) will be repeated as many times as necessary so that the average is still based on 60 values.

**The Key Investor Information Document (KIID), the FCPE's Regulations and the IGSP Regulations are available on: <https://esop.capgemini.com/2022>**



## DATES TO REMEMBER...

2022

- **SEPTEMBER 14 – OCTOBER 3, 2022**  
I can reserve my FCPE units
- **NOVEMBER 3, 2022**  
Reference price and subscription price announced
- **NOVEMBER 7-9, 2022**  
I can cancel my reservation or subscribe for a limited amount<sup>11</sup>
- **DECEMBER 15, 2022**  
Share delivery to FCPE
- **JANUARY 2023**  
I receive my individual statement

2027

<sup>10</sup> If you do not ask to redeem your investment, it will be transferred into another FCPE in the IGSP by decision of the fund's Supervisory Board, with the approval of the AMF (French Financial Markets Authority). This new fund will be invested in Capgemini shares, whose unit value will fluctuate in line with changes in the Capgemini share price, and will no longer offer the protection afforded by ESOP 2022.

<sup>11</sup> A maximum of 0.25% of your 2022 gross annual compensation.

# IN PRACTICE...

## AM I ELIGIBLE FOR ESOP 2022?

To be eligible for ESOP 2022, you must meet the following three criteria:

- 1** - Be an employee of a Capgemini group<sup>12</sup> company.
- 2** - Be employed by that company for **at least one day** between November 7 and 9, 2022 (inclusive).

On November 9, 2022, have been employed by Capgemini for **at least three months**, consecutive or otherwise, since January 1, 2021.

Furthermore, as a result of sanctions currently imposed by the European Union, citizens or residents of Russia or Belarus who do not have legal residence or citizenship in the European Union cannot participate in this offering.

## HOW MUCH CAN I INVEST?

Your personal contribution in ESOP 2022 is:

- A minimum of NOK 1,100
- A maximum of 2.5%<sup>13</sup> of your 2022 gross annual compensation (estimated when you subscribe)

## WHEN AND HOW DO I SIGN UP?

Between September 14 and October 3, 2022 (the reservation period), you may submit a reservation order to acquire FCPE units invested in Capgemini shares by indicating the amount you wish to invest:

- At <https://esop.capgemini.com/2022>, using the username sent to you by e-mail.

If you do not have access to the internet, you can use the **reservation form**. Just complete it, sign it and return it to the indicated address.

Between November 7 and 9, 2022 (revocation/subscription period)<sup>14</sup>:

- You may cancel your reservation.
- If you did not reserve units between September 14 and October 3, 2022, you may still subscribe, but only for a **reduced amount, limited to 0.25%** of your estimated 2022 gross annual compensation.

## HOW DO I PAY FOR MY INVESTMENT

Payment method available in your country are described in the subscription tool online or subscription form and in the document called Local Supplement.

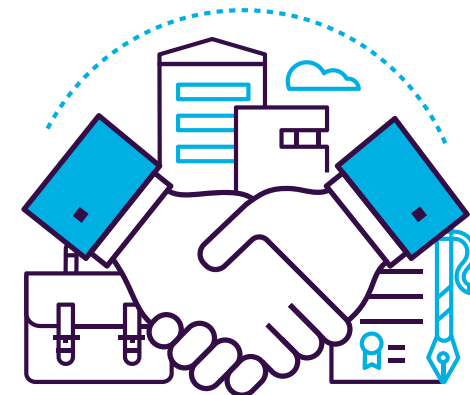
## WHO WILL REPRESENT ME AT THE FCPE'S SUPERVISORY BOARD?

The supervisory board is composed of 10 members: 5 representing the employee-unitholders and 5 representing the company, appointed by Capgemini.

The supervisory board exercises the voting rights of the shares held by the FCPE; in case of proven shortage of liquidity of the loan-borrowing (as described in the Fund's rules), the supervisory board may not be able to exercise all the voting rights of the shares held by the FCPE.

## WHAT IS THE APPLICABLE TAX TREATMENT?

The tax treatment applicable to your participation in ESOP 2022 is described in the document called Local Supplement.



<sup>12</sup> A company in which Capgemini holds a majority shareholding and which is a member of the International Group Savings Plan (IGSP).

<sup>13</sup> This amount is limited to 0.25% if you subscribe during the revocation/subscription period.

<sup>14</sup> In the same way at <https://esop.capgemini.com/2022> (using the username and password sent to you by e-mail).

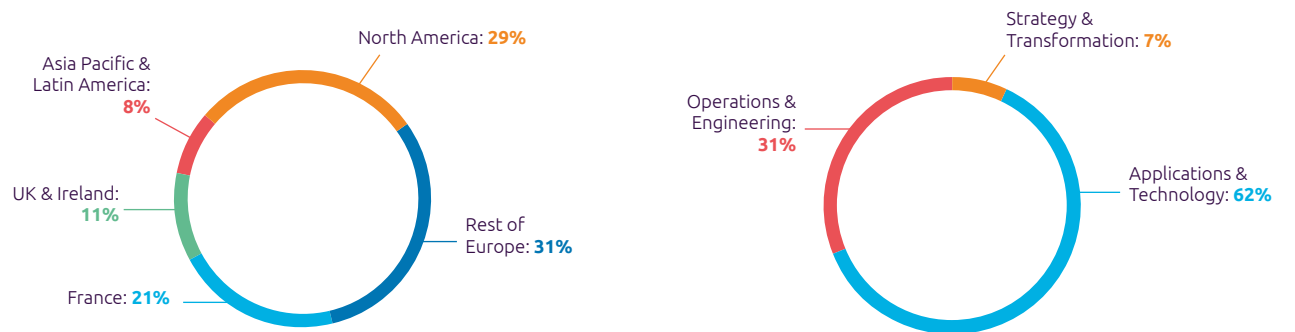
# CAPGEMINI GROUP:



CAPGEMINI IS A GLOBAL LEADER IN PARTNERING WITH COMPANIES TO TRANSFORM AND MANAGE THEIR BUSINESS BY HARNESSING THE POWER OF TECHNOLOGY.

The Group is guided everyday by its purpose of unleashing human energy through technology for an inclusive and sustainable future. It is a responsible and diverse organization of over 325,000 team members in more than 50 countries.

With its strong 55-year heritage and deep industry expertise, Capgemini is trusted by its clients to address the entire breadth of their business needs, from strategy and design to operations, fueled by the fast evolving and innovative world of cloud, data, AI, connectivity, software, digital engineering and platforms. The Group reported in 2021 global revenues of €18 billion.



BREAKDOWN OF 2021 REVENUE BY MAIN GEOGRAPHY

BREAKDOWN OF 2021 REVENUE BY BUSINESS

## Get The Future You Want

Capgemini periodically publishes information, including financial documents, on the "Investors" section of its website <https://investors.capgemini.com/>

We invite you to read these documents - they contain important information on the company's activities, strategy and objectives, inherent risk factors for the company, and information on its business and financial performance.

This Offering is made in reliance of the exemption from publishing a prospectus provided for in Article 1.4(i) of the EU Prospectus Regulation 2017/1129/EC, and this document, together with the local supplement, constitutes the document required to qualify for such exemption.

Your decision -whether or not to participate in the ESOP 2022 plan described in this brochure- is entirely personal. Your decision will have no effect, either positive or negative, on your employment with the Capgemini Group. Nothing contained in this brochure or in any other materials distributed or made available to you in connection with the ESOP plan shall confer upon you any right or entitlement respecting your employment. Participation in this plan is separate from and does not form part of your employment agreement.

In most countries, this offering is being made on a private basis, without the need for registration with or approval by any local governmental authority. This offering has not been recommended by any governmental securities commission or regulatory authority. Nor have any of these authorities confirmed the accuracy or determined the adequacy of this brochure or any other materials being distributed or made available to you in connection with the offering.

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