

CAPGEMINI SE EMPLOYEE SHARE OFFERING 2023 LOCAL SUPPLEMENT FOR AUSTRALIA



You have been invited to invest in units in the “Capgemini ESOP” “*Fonds Commun de Placement d’Entreprise*” (FCPE) which will hold shares of Capgemini SE (Shares) in the Capgemini Group employee share offering 2023 (ESOP). You will find below a brief summary of the terms of the local offering, the local offering information and expected 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 Information Document of the “ESOP Classic 2023” compartment of the “ESOP CAPGEMINI” FCPE, available on the intranet site dedicated to the Offering.

Local Offering Information

This Australian Supplement contains further information about the offer as it applies to eligible employees who reside in Australia. The Australian Supplement, the Information Brochure and the information notices for the FCPE and the SARs set out the terms of the offer to you and constitute the terms of ESOP. This Australian Supplement has been prepared so that the offer made to Australian employees complies with certain regulatory requirements of the Corporations Act 2001 (Cth) (**Act**), as modified by specific relief granted by the Australian Securities and Investments Commission (**ASIC**), other legal requirements and to provide additional information regarding taxation issues.

A copy of the regulations of the FCPE (refer below), under which the offer is being made, are available to you on request to your local People Experience team, as well as on the website dedicated to the offering.

Any advice in this Australian Supplement is of a general nature only. It does not take into account your objectives, financial situation and needs. You should read this Australian Supplement, the Information Brochure and the other materials distributed to you carefully and consider obtaining your own financial product advice from a person who is licensed by ASIC to give such advice if you have any queries as to the course of action you should follow having regard to your particular circumstances. The FCPE and ESOP plan rules are regulated by the laws of France, and those laws differ from Australian laws.

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 in relation to this offer.

The decision whether to participate in ESOP is yours to make, having regard to your own particular circumstances and any independent advice which you require. Any FCPE units issued to you in accordance with this offer are issued as an incentive to promote mutual interdependence between you and the Capgemini Group, and to further align your interests with the interests of the Capgemini SE shareholders. They are not issued for the purpose of on-sale.

There are no employment advantages or disadvantages related to whether or not you participate in the offering. Nothing contained in this document or in any other materials distributed or made available to you in connection with ESOP shall confer upon you any right or entitlement respecting your employment. Participation in ESOP is separate from and does not form part of your employment agreement. Capgemini SE does not make any recommendation about whether you should participate in ESOP. This document does not constitute investment advice. If you have any specific queries about the 2023 Employee Share Offering, you should direct them in the first instance to your local People Experience team.

You should note that as this is an offer for participation in a foreign employee offering which is subject to the regulation of the French "Autorité des Marchés Financiers" (AMF) and laws of France, and any dispute regarding the offer and its operation shall be subject to the exclusive jurisdiction of the courts of France. Employees in Australia who participate in this offer must make any claim and enforce any right arising out of or in connection with the offer of a Share or unit in the courts of France.

You should also note that no employee participant has a right to compensation or damages as a result of termination of his or her office, employment or other contract with a group company for any reason, so far as those rights arise or may arise from the participant ceasing to have rights under the offer as a result of termination. **You are not prevented from disclosing information about your participation in this offer or about the terms and conditions of this offer which are reasonably necessary to determine your remuneration outcomes.**

Please carefully read the information below before making your investment decision.

A share offering reserved for employees

Capgemini SE shares will be offered to all eligible employees of participating Capgemini Group companies, and in Australia will be offered to a FCPE which will then offer FCPE units to Australian participating employees.

If the total number of requested shares exceeds the offered shares, the number of shares requested (and FCPE units) may be reduced in proportion to the number of subscription applications received. In this event, each participant will be notified personally.

Reservation and Revocation Periods

The reservation period starts on 15 September 2023 and lasts until 4 October 2023 (inclusive). During the reservation period, you will be able to submit your orders to subscribe for units in the FCPE that will purchase Capgemini SE shares.

The revocation period starts on 13 November 2023, and lasts until 15 November 2023 (inclusive). During the revocation period, you may revoke your order, in its entirety only, if you wish. Upon the expiration of the revocation period, outstanding orders become binding and irrevocable.

In addition, if you did not lodge a Reservation/Subscription Form during the reservation period, you may lodge a subscription form during the revocation period. However, for these late subscriptions, you can only subscribe an amount limited to 0.25% of your 2023 gross annual salary (as opposed to the higher cap set out below under 'Your investment is capped' for subscriptions lodged during the reservation period).

If you wish to participate, please complete the subscription form online at <https://esop.capgemini.com/2023> (or if you are unable to use the online subscription mechanism, please complete the attached Reservation/Subscription Form and return it to your local People Experience team).

Eligibility

All current permanent full time and part time employees of Capgemini SE and the employees of its participating direct and indirect majority-owned subsidiaries (who meet the employment condition are eligible to participate in the ESOP) in each case subject to a minimum employment condition of three months measured at the close of the revocation period, will be eligible to participate. This three-month period may either be on a continuous or discontinuous basis. The relevant period for measuring a discontinuous three-month period is from 1 January 2022 through to the last day of the revocation period on 15 November 2023. Such employees must be employed for at least one day during the revocation period (13 November to 15 November 2023)

By completing the online subscription form or the Reservation/Subscription Form, you declare that as of the last date of the offering period, you have an employment contract with the Capgemini Group and have been employed by a company of the Capgemini Group for at least 3 months.

Subscription Price and Share Appreciation Right

The subscription price will be set by the CEO of Capgemini SE on 10 November 2023, as the volume-weighted average price of the Capgemini SE share over the 20 trading days preceding the decision of the CEO (the “Reference Price”), minus a 12.5% discount (the “Subscription Price”). The reference price and subscription prices will be communicated to you on or about 10 November 2023 via postings in your workplace, and on the intranet site dedicated to ESOP. The market price of a Share can be ascertained from the Euronext Paris website (<https://www.euronext.com/en>). While the market price of a Share will be quoted in Euros on the Euronext Paris website, it can be converted to Australian dollars on websites such as www.xe.com to determine the value of the Share in Australian dollars.

Although the CEO will calculate the Subscription Price, you are able to calculate the subscription price by calculating the volume-weighted average price of the Shares over the 20 preceding trading days of 10 November 2023 and applying a 12.5% discount. The price of the Shares is available from the Euronext Paris website (<https://www.euronext.com/en>) in Euros. The price in Euros will be converted to A\$ using an exchange rate to be set on or around 10 November 2023 which you will be provided with once the exchange rate has been set.

It should be noted that your subscription will be made in Euros. Consequently, for the purposes of your subscription, the amount of your payment in Australian dollars will be converted by the CEO of Capgemini SE using the exchange rate applicable by or around the fixing of the Subscription Price.

In addition, if you subscribe for FCPE units, you will be granted a “bonus” in the form of Share Appreciation Rights (**SARs**) by your employer. Your rights under these SARs are described in the SAR Information Notice included in your subscription kit.

As a summary, the goal of the SARs that are granted in the ESOP offering is:

- to ensure (subject to exceptional situations) that participating employees are able to recover the amount of their personal contribution in the ESOP offering, in Euros, in the event of a decrease in the Capgemini SE share price below the subscription price; and
- to provide the participating employees with an amount reflecting the average increase (if any) of a number of Capgemini SE shares over the life of the plan, so that the participating employee can further participate in the performance of the Capgemini SE share.

Please refer to the SAR Information Notice and to the Information Brochure more details on the SAR mechanism.

It is important to note that your subscription is denominated in Euros. If you choose to participate, your investment will be in units of a FCPE which purchases shares in a French company. Consequently, for purposes of your subscription, the amount of your payment in A\$ will be converted using the exchange rate that will have been communicated to you prior to the revocation period and will be valid for the payment of the purchase price during the reservation period. Capgemini SE will bear the effect of any exchange rate fluctuations in the period between the close of the offer and the date the funds must be provided to the FCPE to allow it to purchase the shares.

For example, assume the Australian dollar / Euro exchange rate is A\$1 = €0.6304 (which was the closing rate shown on the Reserve Bank website on 15 June 2023). Assume the reference price is €166.20. The subscription price will then be €145.42. This would equate to A\$263.64 using the exchange rate noted above. During the life of the ESOP, the value of your investment in the units in the FCPE (which will purchase the Shares) will be affected by fluctuations in the currency exchange rate between the Euro and the Australian dollar. As a result, if the value of the Euro strengthens relative to the Australian dollar, the value of your FCPE units, and the Capgemini SE shares it holds, expressed in Australian dollars will increase. On the other hand, if the value of the Euro weakens relative to the Australian dollar, the value of your FCPE units, and the Capgemini SE shares it holds, expressed in Australian dollars will decrease. During the reservation period Capgemini SE (through your employer company) undertakes to provide you with the current market share price of the Shares, and the A\$ equivalent of that price, within a reasonable period of your requesting such information.

Risks

You should note that as your investment under this offering is for units in a FCPE which holds shares in a French company listed on the Euronext Paris, your subscription will be in Euros.

After the funds are provided to the FCPE to allow it to purchase the shares there is no protection or guarantee in relation to the impacts on your investment of movements in the Euro / Australian dollar exchange rate, including any payment due with respect to the SAR. During the life of your investment, the value of the Capgemini SE shares subscribed through the FCPE will be affected by fluctuations in the currency exchange rate between the Euro and A\$. As a result, if the value of the Euro strengthens relative to A\$, the value of the FCPE units, and the Capgemini SE shares, expressed in local currency will increase all other things remaining unchanged. On the other hand, if the value of the Euro weakens relative to the A\$, the value of the FCPE units, and the Capgemini SE shares, expressed in A\$ will decrease, all other things remaining unchanged. The SAR Information Notice provides examples of effects of movements in the Euro / Australian dollar exchange rate on payment which would be due with respect to the SAR.

As your investment is subject to a 5-year lock up period, you are not able to redeem your FCPE units until the lock-up period has ended (subject to certain exceptions). Please read below in relation to the custody of the Shares and the early exit events from the 5-year lock up period.

In addition to the limited early exit events noted below, Capgemini SE may, acting reasonably, determine that early release is required (in which case, your FCPE units will be redeemed and the payment of your SAR will occur automatically), in the case of:

- Your transfer to a Capgemini Group entity which is located in a non-SAR country or a non-participating country; or
- Your employer entity leaving the Capgemini Group.

You would not have any control over such an early release, which would terminate your investment exposure to your FCPE units and SARs, and could occur at a time that is unfavorable to you having regard to the market price of Capgemini SE shares or your personal circumstances.

You will not directly receive dividends on the FCPE units or the Capgemini SE shares. Any dividends received on the Capgemini SE shares held by the FCPE are re-invested in the FCPE and result in the increase in value of the FCPE units. No additional units (or fractions thereof) of the FCPE will be issued.

In addition, as your investment under this offering is for units in a FCPE which holds shares in a French company, time differences between Australia and France will also be relevant from a risk perspective.

Please also read below in relation to:

- the terms of the interest free advance, and in particular the implications if you cease employment prior to repaying the interest free advance; and
- the expected tax implications and considerations of the 2023 employee offering.

Your investment is capped

The maximum subscription amount you can invest is 2.5% of your 2023 estimated gross annual remuneration. Your gross annual remuneration includes your base salary, allowances, bonus and superannuation. The estimated gross annual remuneration will be calculated taking into account both your fixed annual remuneration and your variable annual remuneration (you will receive an overview of the amounts applicable to you from your employer). If the amount of your subscription exceeds this, your subscription may automatically be reduced to 2.5% of the estimated gross annual remuneration that you will receive in 2023.

If you did not lodge a Reservation/Subscription Form during the reservation period, you may lodge a subscription form during the revocation period. However, for these late subscriptions, you can only subscribe an amount limited to 0.25% of your 2023 gross annual salary (as opposed to the higher cap set out above).

The minimum amount of investment will be A\$175.

Participation and method of payment – What is the payment method available for my subscription?

As stated above, if you wish to participate, please complete the subscription form online at <https://esop.capgemini.com/2023> or if you are unable to use the online subscription mechanism, please complete the attached Reservation/Subscription Form and return it to your local People Experience team.

You pay for your subscription through salary deduction over three months of equal instalments in line with your pay frequency (commencing with the January 2024 salary) as provided in the Reservation/Subscription Form.

Capgemini SE will provide your payment (transferred by your employer beforehand) to the FCPE (refer below) after the close of the offer period as an interest free salary advance and the FCPE will acquire Capgemini SE shares on 19 December 2023.

Your payments by salary deduction from your January, February and March salary will reimburse your employer for the salary advance.

Terms and conditions of interest free advance on your salary as part of the salary deduction payment options

As you pay for your subscription through salary deduction, your employer will provide an interest free advance on your salary for the amount you wish to subscribe.

The terms of the interest free advance are:

- you must mark the box for payment by salary deduction in the Reservation/Subscription Form;
- you must nominate the total amount you wish to invest on the Reservation/Subscription Form;
- your employer will deduct the total amount in equal instalments (subject to any final instalment differences) from your post tax salary payments during the specified period;

- the salary deductions will be used to repay that interest free advance over the specified period;
- the advance is interest free;
- no fees are payable in respect of the advance;
- if you cease employment with the Capgemini Group before the FCPE purchases the shares then the FCPE will purchase shares on your behalf and shortly after receiving notification of your unit allocation you may request a redemption of units from the FCPE under the early exit events detailed below, and you must make arrangements satisfactory to your employer to repay the salary advance;
- if you cease employment with the Capgemini Group before all your salary deductions are completed (including if you cease employment with Capgemini SE before the FCPE purchases the shares), you will need to make arrangements satisfactory to your employer to repay the salary advance. You may request a redemption of units from the FCPE under the early exit events detailed below; and
- if you cease employment with the Capgemini Group before all your salary deductions are completed, the amount you must repay your employer to repay the salary advance is an amount no greater than the cumulative value (as at the time the loan is repayable) of the financial products (being the units in the FCPE and the SARs) you subscribed for and which were allocated to you.

If you cease employment with a Capgemini Group Australian subsidiary before the FCPE purchases the shares, the FCPE will purchase shares on your behalf and shortly after the redemption of your units from the FCPE will be made automatically (please see below under the section “Early Exit Events”).

Online subscriptions are to be completed by 4 October 2023. If you do not have access to the online subscription tool and are completing a paper Reservation/Subscription Form this must be returned to your People Experience team by 4 October 2023 if you wish to participate in the ESOP offering.

Custody of shares

Shares will be subscribed and held on your behalf by a collective shareholding vehicle, known as a Fonds Commun de Placement d'Entreprise, or an FCPE, for the duration of the lock-up period. An FCPE is a collective shareholder savings plan which is commonly used in France for the acquisition and holding of shares held by employee-investors. You will be issued units in the “ESOP Classic 2023” compartment of the FCPE corresponding to your subscription and these will be delivered to you at the end of the lock-up period subject to the conditions described. These units represent the Shares that are held on your behalf by the FCPE. Further details of the FCPE are set out below. You may request, at no charge and within a reasonable time, a full copy of the rules of the FCPE from your local People Experience team. The rules will also be available for inspection at the Capgemini Australia offices.

Your investment will be subject to a five-year lock-up period

In consideration of the benefits granted under this offer, your investment is subject to a lock-up period of five years (ending on 19 December 2028), during which you will not be able to redeem your investment unless you qualify for an early exit (see “Early Exit Events”).

Redemption

Your investment will become available upon the expiry of the lock-up period of five years, or earlier, if you qualify for an early exit. Prior to the end of the lock-up period, you will be informed of the availability of your investment and the shares held by the FCPE will be valued in accordance with the share price at that time. You may request the redemption of your investment in cash or you may continue to hold your units in the FCPE. You are not able to request for redemption of your units in the FCPE for Shares. Your request for redemption of your units in the FCPE should be sent to your local People Experience team, who will check your request and forward it on to the FCPE Management Company.

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 19 December, 2028, except in the case of early exit events listed below:

- Termination of the employment contract (for any reason, including voluntary resignation, redundancy and retirement);
- Total and permanent disability of the employee; or
- Death of the employee.

Before relying or attempting to rely on any of these early exit events, you should consult with your employer to make sure that your case meets all of the requirements of French and Australian law.

Supporting documentation may be required to establish the occurrence of a valid early exit event. Acceptance of a request for early exit is possible but not mandatory. For further information, please contact your People Experience team.

In the event of occurrence of one of these events, the payment of the SAR (potential SAR indemnity payment and SAR gain) and the redemption of your FCPE units will occur automatically.

Applications for early release of funds will be made by your employer.

In addition, Capgemini SE may, acting reasonably, determine that early release is required (in which case, your FCPE units will be redeemed and the payment of your SAR will occur automatically), in the case of:

- Your transfer to a Capgemini Group entity which is located in a non-SAR country or a non-participating country (but your transfer to a Capgemini Group entity located in another SAR country does NOT constitute an early exit event or ground for an early release); or
- Your employer entity leaving the Capgemini Group (a change of control of the employer).

By completing the Reservation/Subscription Form you consent to any such early release and give Capgemini SE the power to give effect to an early release in these circumstances.

Dividends

Any dividends paid with respect to the Shares while those Shares remain held in the FCPE will be reinvested in the FCPE. The net asset value of the FCPE units will be increased to reflect this dividend reinvestment. No additional units (or fractions thereof) of the FCPE will be issued. The dividends will not be paid out directly to you.

Voting Rights

As long as the 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.

The FCPE and the FCPE rules – what are they?

A FCPE is a collective shareholding vehicle established under French law and is created specifically for the purpose of a French company or group employee stock plan.

Under ESOP and as a summary of the rules of the ESOP (Rules), the FCPE will acquire shares in Capgemini SE and then issue units to participating employees. Each unit represents an undivided percentage interest in the Capgemini SE shares held by the FCPE on behalf of employees. That is, the Shares are pooled within the FCPE and are not held in separate accounts for each employee. Unit values are calculated on the basis of NAV. All prices and values will be calculated in Euros.

The FCPE is governed by rules, which set out the terms and conditions under which a plan offering is to operate.

The FCPE is operated and managed by:

- a Management Company (which is AMUNDI Asset Management);
- a Custodian (which is Caceis Bank); and
- the Supervisory Board (which is comprised of equal numbers of employee unitholder representatives elected from a different geographical zone and representatives of the Capgemini Group).

Each of these bodies has specific obligations under the FCPE rules.

Management Company

The Management Company (AMUNDI Asset Management) maintains the portfolio of the FCPE pursuant to the rules of the FCPE. The Management Company, subject to the powers of the Supervisory Board, acts on behalf of unitholders and also prepares the accounting documents and periodic information documents required by the FCPE rules. In addition, the Management Company appoints an Auditor (with the approval of the French AMF).

After being certified by the Auditor, within a period of 8 weeks from the end of each half-year period, the Management Company is required to disclose the audited asset composition of the FCPE and this information is made available to the Supervisory Board, to participating group companies and to the participants in original or simplified form.

The Management Company calculates the number of units held by each employee and prepares an allotment statement for the company. Capgemini SE then informs each employee of the number of units allotted to that employee. It also executes the redemption of units.

Custodian

The Custodian (Caceis Bank) is responsible for the custody of the assets comprised in the FCPE. It ensures that transactions are carried out in conformity with the relevant legislation and with the FCPE rules. The Custodian must take any necessary steps to enable the FCPE to exercise rights attaching to the assets held by the FCPE.

The Custodian must audit the inventory of the FCPE assets (prepared by the Management Company) within 6 weeks of the end of each half-year period and certifies the inventory of the FCPE's assets at the end of the year.

Supervisory Board

The Supervisory Board meets at least once a year to review the annual reports on the FCPE's performance and the transactions it has made. The Supervisory Board exercises the voting rights attached to the securities included in the FCPE's assets. As per French law, members elected by and representing the unitholders of the supervisory board of the FCPE vote in the absence of the members appointed by the Capgemini Group. It appoints one or more proxies to represent the FCPE at the shareholders meetings of the issuing company (in this case, Capgemini SE). The Supervisory Board may present resolutions at the general meetings. The Supervisory Board must approve any changes to the FCPE rules before they are made. Without prejudice to the abilities of the Management Company and the liquidator, the Supervisory Board may act on the unitholder's legal behalf to defend or assert the rights or interests of the unitholders.

Custody account keeper of FCPE units

The custody account keeper is responsible for account keeping and custody services for the FCPE units held by unitholders. It receives and processes unit subscription and redemption requests, and initiates all related payments and settlements.

Auditor

The Auditor ensures legislative requirements have been met and certifies the accuracy of published information and the regularity of the financial statements and accounting information contained in the management report.

Annual Accounts

The Management Company must send to participating Capgemini Group companies the following documents (which must have been certified by the Auditor):

- the inventory of assets certified by the Custodian within 8 weeks from the end of each half-year period;
- the balance sheet, the income statement and notes, and the management report prepared in accordance with the provisions of the current accounting plan, certified by the Auditor within 4 months after every fiscal year-end.

These documents will be available for inspection at the registered office of Capgemini SE during normal business hours. In addition, they can be requested from your People Experience team.

Unit value: The value of your units is determined on the basis of NAV. The NAV is calculated by dividing the ESOP Classic 2023 compartment's net assets by the number of units issued and not yet redeemed. The NAV is calculated on the last Market Trading Day of each month, on the basis of the opening price on Euronext. Because the assets underlying the compartment of the FCPE in which you are investing are primarily shares in Capgemini SE and the value of your investment will be calculated periodically by reference to the underlying value of the assets, the value of your units will depend upon changes in the price of Capgemini SE shares.

Changes in the cash value of your investment are directly related to changes in the price of Capgemini SE shares and changes in the A\$ cash value of your investment are also a direct result of changes in the exchange rate.

At least once a year, you will receive a statement of account from the FCPE. In addition, you may also find information on the status of your investment on the website of AMUNDI ESR with your individual account number and access code, which will be provided to you (the website address will be indicated in your first statement of account).

Your investment will always be valued in Euros. Any account statements you are provided will only indicate the Euro value of your investment.

Fees and Charges

Administrative, accounting and auditing fees will be paid by the participating Capgemini Group companies. Brokerage fees, commissions and costs on sales of Shares included in the compartment and on purchases of Shares made using sums from either the sale or redemption of Shares, or income from assets included in the FCPE shall be paid out of these assets and deducted from the liquid assets of the ESOP Classic 2023 compartment.

Amendment to the FCPE rules and changes to governing bodies

The Supervisory Board's prior consent is required for certain changes to the FCPE rules, as set forth therein. Employees must be informed of any amendment to the rules. Changes take effect, at the earliest, 3 business days after employees are first informed. The Supervisory Board may decide to change the Management Company and/or the Custodian. Any such change is subject to the prior agreement of the Supervisory Board and the approval of the AMF. Once the new Management Company and/or the new Custodian has been appointed, the transfer shall take place within a maximum of 3 months after the AMF's approval. In that period the departing Management Company must prepare an interim management report and an inventory of the FCPE's assets. These documents must be provided to the new Management Company on a mutually agreed date or at the end of the 3-month period following the AMF's approval.

Merger or demerger, Partial transfer of assets, Liquidation

Any merger or demerger of the FCPE must be:

- made in accordance with French law;
- decided upon by the Supervisory Board;
- approved by the AMF; and
- notified to unitholders.

In a merger or demerger your new rights will be calculated on the basis of the NAV of units of the FCPE (which will be calculated on the date of merger or demerger). You will be notified of the number of units you will hold in the revised FCPE and of the new rules. Unitholders of the same company may decide, under certain limited circumstances, to collectively transfer the assets of the current and former employees of the same company held in each compartment of the FCPE to another investment vehicle. The FCPE may not be liquidated so long as there are units that are not yet available.

What is the effect of foreign jurisdiction?

Under the rules of the FCPE any dispute that arises between:

- the unitholders; and
- the Management Company; or
- the Custodian,

in connection with the FCPE either during its operation, or upon its liquidation, will be referred to the courts of competent jurisdiction.

Pursuant to the terms of specific relief obtained from ASIC, Capgemini Australia has agreed to accept notices, correspondence and service of process at its registered office on behalf of Capgemini SE, the Management Company and the Custodian. However, any claim will still be against Capgemini SE, the Management Company or the Custodian.

A final and conclusive judgment obtained in an Australian court in respect of a fixed and certain sum payable by a French company (such as Capgemini SE) would be recognised and enforced by the courts in France, provided actual notice of proceedings has been established in sufficient time to contest them and provided that the judgment was not obtained in a manner contrary to natural justice, French law or public policy in France.

Tax Information for Employees

This summary sets forth general principles that are expected to apply to employees who (i) are resident in Australia for the purposes of the tax laws of Australia and the Convention between the government of Australia and the government of the French Republic for the avoidance of double taxation with respect to taxes on income and the prevention of fiscal evasion dated 20 June 2006, including any impact of the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the Treaty) and (ii) are entitled to the benefits of the Treaty, but may not apply in all situations.

This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. Please note that neither Capgemini SE nor your employer are providing you with, and will not provide you with, any personal advice or tax advice in relation to this offer. For definitive advice, employees should consult their own tax advisers regarding the tax consequences of subscribing for units in the compartment "ESOP Classic 2023" of the Fonds Commun de Placement d'Entreprise (FCPE) "ESOP CAPGEMINI" under this offering. The FCPE will hold Capgemini SE shares.

The tax consequences listed below are described in accordance with French and Australian tax law and tax practice as well as the Treaty in effect at 24 May 2023. These laws, practices and the Treaty may change over time.

Upon subscription

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

You should not be subject to any income tax in respect of the subscription price discount provided to you at the time of your investment. Instead, the units in the FCPE issued to you under the ESOP 2023 plan should represent a fringe benefit provided to you in relation to your employment with the Capgemini Group. Accordingly, your local Capgemini Group employer should be liable for fringe benefits tax (FBT) on the "taxable value" of the benefit.

If the fringe benefits that you receive during the year ending 31 March are greater than \$2,000 in aggregate the value of the benefits will generally be reportable in your year-end Payment Summary. This amount will be used by the ATO to determine your entitlement (to or liability for) income-tested tax concessions and surcharges, including:

- the Medicare levy surcharge (note: this is different to the 2% Medicare levy);
- concessions for personal and spouse superannuation contributions; and
- HECS\HELP debt repayments.

Please consult your taxation adviser as to how a reportable fringe benefits amount may affect your entitlements or liability to any of the above.

II. Will the interest-free or reduced-rate advance payment be taxable?

You will not be subject to income tax in respect of any interest-free advance or reduced-rate advance at a rate less than the FBT statutory rate (currently 7.77%) resulting from the post-tax salary deduction proposed as your method of payment.

Any interest-free advance or reduced-rate advance at a rate less than the FBT statutory rate resulting from the post-tax salary deduction proposed as your method of payment will constitute a "loan fringe benefit" on which the local Capgemini employer will be required to pay FBT on the "taxable value" of the benefit.

The local Capgemini employer will be required to include a reportable fringe benefits amount on your Payment Summary. Please see I. above for the consequences of this.

During the life of the Plan

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

Under the ESOP offering, if Capgemini SE distributes dividends, any such dividends will be automatically reinvested by the "ESOP Classic 2023" compartment of the FCPE "ESOP CAPGEMINI" (and in such case the value of the units will increase to reflect this dividend reinvestment). For the avoidance of doubt, no additional units (or fractions thereof) will be issued.

(i) Taxation in France

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

(ii) Taxation in Australia

Capgemini SE will not apply to the Australian Taxation Office for a Class Ruling in respect of the ESOP 2023 plan. However, based on rulings issued for similar plans, you should not be subject to income tax on any dividends to be reinvested by the compartment of the FCPE in additional shares as such reinvestment will only increase the value of units already held and no additional units will be issued to you.

IV. Will I be required to pay any wealth tax on the units I own?

You will not be required to pay any wealth tax in respect of your ownership of units.

V. What are my reporting obligations with respect to the subscription, holding and redemption of the FCPE units as well as the payment of dividends, as applicable?

You will not be required to include details of any dividends reinvested by the compartment of the FCPE in your tax return in the year the dividends are reinvested. However, you will be required to include details of any capital gain or loss on the redemption of your units in your tax return in the year the units are redeemed.

As stated above, if the fringe benefits that you receive during the year ending 31 March are greater than \$2,000 in aggregate the value of the benefits will generally be reportable in your year-end Payment Summary and included in your income tax return. This information will be used by the ATO to determine your entitlement (to or liability for) income-tested tax concessions and surcharges.

Upon redemption

VI. 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 automatic early exit), I ask the FCPE to redeem my units for cash and benefit from the SAR pay-out?

1. Taxation upon redemption of my FCPE units

(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 Australia

If you request to redeem your units in the FCPE you may make a capital gain and therefore be subject to tax. You will be assessed on any gain you make on redemption, which will generally be equal to the difference between:

- the amount of cash you receive; and
- the sum of the subscription price you paid for the units.

However, you may use other capital losses from the same income year or prior year capital losses that you have carried forward to offset the capital gain arising from redemption.

To the extent that the gain is derived on FCPE units which you have held for at least twelve months, the net capital gain remaining after the utilisation of any capital losses will be reduced by 50%. If you redeem your units in the FCPE within one year of investing, the whole of the net capital gain remaining after the utilisation of any capital losses will be assessable.

Any net capital gain you make must be included in your income tax return in the year in which your units are redeemed and will be assessed at your marginal tax rate. The top marginal rate is currently 47% (including a 2% Medicare levy).

As mentioned above, a 1% to 1.5% Medicare levy surcharge may in addition apply to employees who earn more than \$90,000 per annum (for an individual) or \$180,000 per annum (plus \$1,500 for each dependent child after the first one) (for a couple) in most situations if Australian registered private hospital insurance cover is not held.

If the amount of cash you receive on redemption is less than the sum of the subscription price you paid for the units, you will make a capital loss. Capital losses can be used to offset other capital gains or carried forward and utilised against capital gains made in future income years.

If you retain your units in the FCPE upon leaving the Capgemini Group or at the end of the Lock-up Period, you will not be liable for income tax on any unrealised gain at that time. However, as stated above, you may be subject to income tax on any realised capital gain when your units are redeemed in the future.

2. Taxation when I receive the SAR pay-out

You will be liable for income tax when a payment is made to you on your Stock Appreciation Right on 19 December, 2028 (or earlier for an early exit) and you must include the payment in your assessable income in the year in which the payment is made. You will be assessed on the payment at your marginal rate of tax. The top marginal rate is currently 47% (including a 2% Medicare levy). The payment will be subject to PAYG withholding and inclusive of Superannuation guarantee and will be reported on your year-end Payment Summary.

A 1% to 1.5% Medicare levy surcharge may in addition apply to employees who earn more than \$90,000 per annum (for an individual) or \$180,000 per annum (plus \$1,500 for each dependent child after the first one) (for a couple) in most situations if Australian registered private hospital insurance cover is not held.

Tax outcomes can vary according to individual circumstances. As this is a guide only and your tax situation may be unique, you should consult your taxation adviser with respect to the tax implications for you when you participate in the plan.

Reporting requirements

Your employer will provide an income statement directly to the ATO showing the value of the taxable value of the fringe benefit and PAYG withheld on your SAR.